

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities Code: 6727

May 31, 2018

To our shareholders:

Nobutaka Ide
President and Representative Director
Wacom Co., Ltd.
2-510-1 Toyonodai, Kazo-shi, Saitama

Notice of the 35th Ordinary Shareholders' Meeting

You are cordially invited to attend the 35th Ordinary Shareholders' Meeting of Wacom Co., Ltd. (the "Company") to be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights in writing or via the Internet. Please review the attached Reference Documents for the Ordinary Shareholders' Meeting and follow the instructions to exercise your voting rights by 6:00 p.m. on Thursday, June 21, 2018 (JST).

1. Date and Time: Friday, June 22, 2018, at 10:00 a.m. (JST)

2. Venue: Event Hall, first floor, Bellesalle Shinjuku Grand
8-17-3 Nishishinjuku, Shinjuku-ku, Tokyo

3. Purpose of the Meeting

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements, and the Audit Report on the Consolidated Financial Statements by the Financial Auditor and the Audit Committee for the 35th fiscal year (April 1, 2017 to March 31, 2018)
2. Non-consolidated Financial Statements for the 35th fiscal year (April 1, 2017 to March 31, 2018)

Matters to be resolved:

- Proposal No. 1** Election of Five Directors (Excluding Directors Who Are Audit Committee Members)
Proposal No. 2 Election of One Director Who Is an Audit Committee Member
Proposal No. 3 Election of One Substitute Director Who Is an Audit Committee Member

4. Guide to Exercising Your Voting Rights

(1) Voting in writing

Please indicate your approval or disapproval for each proposal in the enclosed voting form and send this form so that it arrives by 6:00 p.m., Thursday, June 21, 2018 (JST).

(2) Voting via the Internet, etc.

If you exercise your voting rights via the Internet, etc., please refer to the "Guide to Exercising Your Voting Rights via the Internet, etc." (in Japanese only) and exercise your voting rights by 6:00 p.m., Thursday, June 21, 2018 (JST).

- When you attend the meeting in person, please submit the enclosed voting form at the reception.
- In accordance with laws and regulations as well as the Articles of Incorporation, Notes to the Consolidated Financial Statements and Notes to the Non-consolidated Financial Statements are posted on the Company's website (<https://www.wacom.com/>) and are not included in the attached documents of this notice. Therefore, Consolidated Financial Statements or Non-consolidated Financial Statements which the Financial Auditor and the Audit Committee audited include Notes to the Consolidated Financial Statements and Notes to the Non-consolidated Financial Statements posted on the Company's website as well as the documents in this notice.
- In case there are any changes to the Reference Documents for Ordinary Shareholders' Meeting, the Business Report, the Non-consolidated Financial Statements or the Consolidated Financial Statements, revised versions of these documents will be posted on the Company's website (<https://www.wacom.com/>).
- Starting from last year, the Company no longer provides souvenirs to attendees of the Ordinary Shareholders' Meeting. We ask for your kind understanding in this matter.
- You are also invited to attend the business briefing session to be held at the same venue following the conclusion of the Ordinary Shareholders' Meeting.

Reference Documents for Ordinary Shareholders' Meeting

Proposal No. 1 Election of Five Directors (Excluding Directors Who Are Audit Committee Members)

At the conclusion of this meeting, the terms of office of all six Directors (excluding Directors who are Audit Committee Members) will expire. Therefore, the Company proposes the election of five Directors (excluding Directors who are Audit Committee Members), decreasing the number of Directors by one to enable quicker and more flexible decision making in the Board of Directors.

The candidates for Director are as follows:

Candidate No.	Name Date of birth	Career summary, position and responsibility in the Company and significant concurrent positions outside the Company	Number of the Company's shares owned
1	[Reelection] Nobutaka Ide May 19, 1970 (Fiscal Year 2017) [Attendance of Board of Directors meetings] 14/14 (100%)	Aug. 2013 Joined the Company General Manager of Technology Marketing Department, Component Business Unit Apr. 2015 VP, Technology Solution Business Unit July 2015 SVP, Technology Solution Business Unit Apr. 2017 EVP in charge of Technology Solution Business Unit and Platform and Application Business Unit June 2017 Director Apr. 2018 Representative Director and CEO (current position)	18,200 shares
[Reasons for nomination as candidate for Director] Nobutaka Ide has contributed to business expansion as the head of marketing related to the technology solution business since joining the Company in 2013 and as the manager in charge of the overall technology solution business since 2015. He has also led the Company's global management since he assumed the position of President and Representative Director and CEO in April 2018. The Company proposes his reelection as Director based on the judgment that he will be able to lead the entire Company and improve its corporate value by embodying the Company's vision, mission, and value.			
2	[New election] Yoichi Machida September 8, 1962	Apr. 1986 Joined Sony Corporation Jan. 2001 General Manager, Sony Europe B.V. Dec. 2004 Senior Manager, Corporate Planning, Sony Corporation May 2013 Diretor Financeiro, Sony Brasil Ltda. Oct. 2015 Joined FUJICCO Co., Ltd. Apr. 2016 Head of Corporate Planning Jan. 2018 Joined the Company SVP, Finance Apr. 2018 EVP and CFO (current position)	—
[Reasons for nomination as candidate for Director] Yoichi Machida possesses extensive experience from serving as the head of finance at a business corporation before joining the Company. Since joining the Company in January 2018, he has led the Company's business administration, fund management, and account settlement tasks as the head of finance. The Company proposes his election as Director based on the judgment that his extensive experience as the head of finance and knowledge of finance and economics can be utilized in the management of the Company.			

Candidate No.	Name Date of birth	Career summary, position and responsibility in the Company and significant concurrent positions outside the Company		Number of the Company's shares owned
3	[Reelection] Sadao Yamamoto April 13, 1961 (Fiscal Year 2017) [Attendance of Board of Directors meetings] 20/20 (100%)	Mar. 1987	Joined the Company	752,000 shares
	Apr. 1998	General Manager of Basic Development, ESD		
		June 1999	Director	
		June 2004	Director and Operating Officer in charge of R&D	
		Apr. 2010	Director, Operating Officer and General Manager of R&D office	
		Apr. 2014	Director, Operating Officer and Division General Manager of Technology Development Division	
		Apr. 2015	Director and Chief Technology Officer (current position)	
	[Reasons for nomination as candidate for Director] Sadao Yamamoto has been engaged in managing the development of technologies that are fundamental to the Company's products since 1998. He is well versed in the Company's technologies and possesses abundant knowledge. The Company proposes his reelection as Director based on the judgment that his experience as the technology development manager and knowledge of the Company's fundamental technologies can be utilized in the technology development sector of the Company.			
4	[Reelection] Yukio Usuda December 8, 1968 (Fiscal Year 2017) [Attendance of Board of Directors meetings] 14/14 (100%)	Jan. 2005	Joined the Company	12,000 shares
	Apr. 2009	General Manager of Global Marketing and Sales Division, Business Administration Office		
		Apr. 2015	VP, CEO Office	
		Apr. 2017	EVP in charge of Corporate Strategy (current position)	
		June 2017	Director (current position)	
	[Reasons for nomination as candidate for Director] Yukio Usuda has been involved in the Company's strategy and business planning development as the head of the division managing the Company's core business since 2009 and as the head of the planning and strategy division for the entire Company since 2015. The Company proposes his reelection as Director based on the judgment that his previous experience can be utilized in the enhancement of the strategy development function, which will become increasingly important for the Company in the future.			
5	[New election] Ken Inazumi January 22, 1974	Jan. 2010	Director, AlixPartners Asia, LLC	—
	Jan. 2012	Operating Officer and Management Planning Manager, NHN Japan Corporation (currently LINE Corporation)		
		Apr. 2013	Director and COO, NHN PlayArt Corporation (currently NHN JAPAN Corporation)	
		Feb. 2014	President and CEO	
		Oct. 2015	President and CEO, NHN Techorus Corporation	
		Mar. 2017	Corporate Executive Officer, transcosmos inc.	
		Dec. 2017	Senior Corporate Executive Officer (current position)	
	[Reasons for nomination as candidate for outside Director] Ken Inazumi joined Ricoh Company, Ltd. in 1996 and experienced directorship including representative director and president in business corporations. He is still leading operations in a business corporation as a senior corporate executive officer. The Company proposes his election as outside Director based on the judgment that his previous experience and extensive knowledge in the IT industry will enable him to provide advice and guidance to the Company's Managing Directors.			

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. Ken Inazumi is a candidate for outside Director.
 3. Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company intends to enter into an agreement with Ken Inazumi to limit his liability for damages under Article 423, paragraph 1 of the Companies Act to

the greater of ¥1.0 million or the amount provided for by Article 425, paragraph 1 of the same Act if his election is approved.

4. Ken Inazumi satisfies the requirements for an independent officer as provided for by the Tokyo Stock Exchange, and the Company plans to submit notification to the aforementioned exchange concerning his appointment as an independent officer if his election is approved.

Proposal No. 2 Election of One Director Who Is an Audit Committee Member

At the conclusion of this meeting, Haruo Mizuno, a Director who is an Audit Committee Member, will retire from office due to his resignation. Therefore, the Company proposes the election of one Director who is an Audit Committee Member.

The candidate, however, is not a substitute candidate, and his term of office, if elected, will expire at the conclusion of the Ordinary Shareholders' Meeting for the last fiscal year that ends within two years from the time of his election.

In addition, the consent of the Audit Committee has been obtained for this proposal.

The candidate for Director who is an Audit Committee Member is as follows.

Name Date of birth	Career summary, position and responsibility in the Company and significant concurrent positions outside the Company	Number of the Company's shares owned
<p>[New election]</p> <p>Shigeki Higashiyama February 15, 1958</p>	<p>Apr. 2005 Head of Corporate Planning Division, Nomura Research Institute, Ltd.</p> <p>Apr. 2006 Senior Managing Director and Head of Personnel Division</p> <p>Apr. 2008 Senior Managing Director and Division Manager of Asia Region Director, iVision Shanghai Co., Ltd.</p> <p>Apr. 2012 Senior Managing Director and Division Manager of China & Asia Region</p> <p>Apr. 2015 Senior Corporate Managing Director President of Nomura Research Institute Asia Pacific Private Limited</p> <p>Apr. 2016 Counselor (current position)</p>	<p>—</p>
<p>[Reasons for nomination as candidate for outside Director who is an Audit Committee Member] Shigeki Higashiyama joined Nomura Research Institute, Ltd. in 1982 and served as a manager in charge of corporate planning and personnel. He has extensive experience in overseas branches of the same company and in global business operation. The Company proposes his election as outside Director who is an Audit Committee Member based on the judgment that his previous experience and extensive knowledge of management will enable him to appropriately fulfill duties as an Audit Committee Member.</p>		

- Notes:
1. There is no special interest between the candidate and the Company.
 2. Shigeki Higashiyama is a candidate for outside Director.
 3. Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company intends to enter into an agreement with Shigeki Higashiyama to limit his liability for damages under Article 423, paragraph 1 of the Companies Act to the greater of ¥1.0 million or the amount provided for by Article 425, paragraph 1 of the same Act if his election is approved.
 4. Shigeki Higashiyama satisfies the requirements for an independent officer as provided for by the Tokyo Stock Exchange, and the Company plans to submit notification to the aforementioned exchange concerning his appointment as an independent officer if he his election is approved.

Proposal No. 3 Election of One Substitute Director Who Is an Audit Committee Member

The Company requests approval for the election of one substitute Director who is an Audit Committee Member to be ready to fill a vacant position should the number of Directors who are Audit Committee Members fall below the number required by laws and regulations.

In addition, the consent of the Audit Committee has been obtained for this proposal.

The candidate for the role of substitute Director who is an Audit Committee Member is as follows.

Name Date of birth	Career summary, position and responsibility in the Company and significant concurrent positions outside the Company	Number of the Company's shares owned
Ken Inazumi January 22, 1974	Jan. 2010 Director, AlixPartners Asia, LLC Jan. 2012 Operating Officer and Management Planning Manager, NHN Japan Corporation (currently LINE Corporation) Apr. 2013 Director and COO, NHN PlayArt Corporation (currently NHN JAPAN Corporation) Feb. 2014 President and CEO Oct. 2015 President and CEO, NHN Techorus Corporation Mar. 2017 Corporate Executive Officer, transcosmos inc. Dec. 2017 Senior Corporate Executive Officer (current position)	—
[Reasons for nomination as candidate for substitute outside Director who is an Audit Committee Member] Ken Inazumi joined Ricoh Company, Ltd. in 1996 and experienced directorship including representative director and president in business corporations. He is still leading operations in a business corporation as a senior corporate executive officer. The Company proposes his election as a substitute outside Director who is an Audit Committee Member based on the judgment that his previous experience and extensive knowledge in the IT industry will enable him to appropriately fulfill duties as Director who is an Audit Committee Member.		

- Notes:
1. There is no special interest between the candidate and the Company.
 2. Ken Inazumi is a candidate for substitute outside Director who is an Audit Committee Member.
 3. Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company intends to enter into an agreement with Ken Inazumi to limit his liability for damages under Article 423, paragraph 1 of the Companies Act to the greater of ¥1.0 million or the amount provided for by Article 425, paragraph 1 of the same Act if he is elected as Director.
 4. Ken Inazumi satisfies the requirements for an independent officer as provided for by the Tokyo Stock Exchange, and the Company plans to submit notification to the aforementioned exchange concerning his appointment as an independent officer if he assumes the office of outside Director.

[Reference] Criteria for the independence of outside Directors

The Company establishes the following criteria for the independence of outside Directors and elects candidates as outside Directors who are independent from the Company in the event that they are judged to not fall under any of the items.

- (i) During the ten years preceding their appointment, the candidate has served as a Director (excluding outside Directors), Auditor (excluding outside Auditors), Operating Officer or employee of the Company or a Company subsidiary
- (ii) The candidate is a shareholder who currently holds or has held 10% or more of the Company voting rights within the past five years, or if the relevant shareholder is a corporation, the candidate was a major shareholder or a director, auditor, accounting advisor, corporate officer, operating officer, manager, or other employee of the relevant shareholder or its parent company or subsidiary
- (iii) The candidate was a customer, or a director, auditor, accounting advisor, corporate officer, operating officer, manager, or other employee of the relevant customer, which made a payment equivalent to 2% or more of the Company's annual consolidated sales during the Company's most recent fiscal year or within the past three fiscal years
- (iv) The candidate was a supplier, or a director, auditor, accounting advisor, corporate officer, operating officer, manager, or other employee of the relevant supplier, which received a payment from the Company that was equivalent to 2% or more of the supplier's annual consolidated sales during the fiscal year concerned or within the past three fiscal years
- (v) The candidate was a member or an employee of the auditing firm, which was the Company's accounting auditor within the past three years
- (vi) The candidate is an attorney-at-law, certified public accountant, certified public tax accountant, or other consultant who has received money and other economic benefits amounting to ¥10 million or more per year on average over the past three years in addition to the Director's remuneration from the Company
- (vii) The candidate was affiliated with a corporation or an organization such as a union in the past three years which received donations of ¥10 million or more from the Company within the past three years
- (viii) The candidate is a spouse, relative within the second degree of kinship, or a cohabiting relative of a person who falls under items (i) through (vii) above