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Securities Code: 6141
March 7, 2016

To Our Shareholders

106 Kitakoriyama-cho, Yamato-Koriyama City, Nara
DMG MORI CO., LTD.
Masahiko Mori, President

Notice of Convocation of the 68th Annual General Meeting of Shareholders

You are cordially invited to attend the 68th Annual General Meeting of Shareholders of DMG MORI CO., LTD. (the “Company”) to be held as described below.

In the event that you are unable to attend the meeting, you may exercise your voting rights in writing. Please indicate your approval or disapproval on the enclosed Exercise of Voting Rights form and return the form to us no later than 5:00 p.m. (the end of the business day) on March 23, 2016 after reviewing the attached Reference Material for the General Meeting of Shareholders.

- 1. Date and time:** Thursday, March 24, 2016, 10:00 a.m.

(The date and time of the 68th Annual General Meeting of Shareholders is significantly different from the annual general meeting of shareholders for the 67th Fiscal Year. This is because the year-end date of the fiscal year was moved from March 31 to December 31, commencing the 68th Fiscal Year.)

- 2. Venue:** Conference Room, second floor, Nara Campus of the Company
362 Idono-cho, Yamato-Koriyama City, Nara

- 3. Agenda:**

Matters to be reported:

1. Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the 68th Fiscal Year (from April 1, 2015 to December 31, 2015)
2. Audit Reports of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board for the 68th Fiscal Year

Matters to be resolved:

- Proposal 1:** Appropriation of surplus
Proposal 2: Election of eight (8) Directors

Request

- ◎ Attendees are kindly requested to submit their Exercise of Voting Rights form to the receptionist on the day of the meeting.
- ◎ If any revision is made with regard to the matters stated in the Business Report, Consolidated Financial Statements, Non-consolidated Financial Statements and the Reference Material for the General Meeting of Shareholders, the modified information will be shown on the website of the Company (<http://www.dmgmori.co.jp/en/>).

Reference Material for the General Meeting of Shareholders

Agenda Items and Reference Matters

Proposal 1: Appropriation of surplus

Details pertaining to the appropriation of surplus are as follows:

Matters relating to year-end dividends

It is proposed that the year-end dividend for the current fiscal year be paid in consideration of providing a stable return, the year's operating results, future operating environment and other aspects, as follows.

(1) Type of dividends

Cash

(2) Allocation and total amount of the dividend assets

¥13 per common share of the Company Total amount of dividends: ¥1,560,504,764

Since the interim dividend in the amount of ¥13 has been distributed, the annual dividend for the current fiscal year would be ¥26 per share (total amount of dividends: ¥3,287,375,403).

(3) Effective date of dividends of surplus

March 25, 2016

Proposal 2: Election of eight (8) Directors

The terms of office of all seven (7) Directors expire at the conclusion of this General Meeting of Shareholders. This proposal requests the election of eight (8) Directors, including the addition of one (1) Director to strengthen the management system.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Brief personal history, and position and area of responsibility (significant concurrent positions)	Number of the Company's shares held
1	Masahiko Mori (September 16, 1961)	Mar. 1985 Graduated from the Department of Precision Engineering, the Faculty of Engineering, Kyoto University Apr. 1993 Joined the Company Jun. 1994 Director, General Manager, Planning / Management Office and International Affairs Department Jun. 1996 Senior Director Jun. 1997 Executive Director Jun. 1999 President (incumbent) Oct. 2003 Dr. Eng. of the University of Tokyo To the present (Nov. 2009 Member of Supervisory Board, DMG MORI AKTIENGESELLSCHAFT)	3,540,285 shares
2	Tatsuo Kondo (October 18, 1948)	Mar. 1973 Graduated from the School of Commerce, Waseda University Jan. 2009 Joined the Company Senior Executive Officer, Executive General Manager, Accounting / Finance HQ Jun. 2009 Executive Director, Executive General Manager, Accounting / Finance HQ Apr. 2010 Vice President, Executive General Manager, Accounting / Finance HQ Oct. 2010 Vice President, Director in charge of Accounting / Finance, Executive General Manager, Accounting / Finance HQ Jun. 2011 Executive Vice President, Director in charge of Accounting / Finance, Executive General Manager, Accounting / Finance HQ (incumbent) To the present	18,800 shares

No.	Name (Date of birth)	Brief personal history, and position and area of responsibility (significant concurrent positions)	Number of the Company's shares held
3	Hiroaki Tamai (March 20, 1960)	<p>Mar. 1983 Graduated from the Faculty of Commerce, Doshisha University</p> <p>Mar. 1983 Joined the Company</p> <p>Jun. 2002 Executive General Manager, Administrative HQ</p> <p>Jun. 2003 Director, Executive General Manager, Administrative HQ</p> <p>Jun. 2007 Senior Director, Executive General Manager, Administrative HQ</p> <p>Jun. 2008 Executive Director, Executive General Manager, Administrative HQ</p> <p>Apr. 2011 Executive Director, Director in charge of Sales & Marketing, Executive General Manager, Sales & Marketing HQ, Director in charge of Production Management / Production Technology</p> <p>Jul. 2013 Executive Director, Director in charge of Sales & Marketing / Engineering, Executive General Manager, Sales & Marketing / Engineering HQ</p> <p>Jun. 2014 Executive Vice President, Director in charge of Sales & Marketing / Engineering, Administrative, Executive General Manager, Sales & Marketing / Engineering HQ, Administrative HQ</p> <p>Jan. 2015 Executive Vice President, Director in charge of Sales & Marketing / Engineering, Administrative, Human Resources, Executive General Manager, Sales & Marketing / Engineering HQ, Administrative HQ & Human Resources HQ (incumbent)</p> <p>To the present</p>	19,000 shares
4	Naoshi Takayama (September 21, 1957)	<p>Mar. 1981 Graduated from the Department of Mechanical Engineering, College of Science and Engineering, Aoyama Gakuin University</p> <p>Dec. 2002 Joined the Company</p> <p>Jun. 2006 Executive General Manager, Development / Manufacturing HQ (In charge of Development)</p> <p>Jun. 2007 Director, Executive General Manager, Development / Manufacturing HQ (In charge of Development)</p> <p>Jun. 2008 Senior Director, Executive General Manager, Manufacturing / Development HQ (In charge of Development)</p> <p>Oct. 2008 Senior Director, Executive General Manager, Quality HQ</p> <p>Apr. 2011 Senior Director, Director in charge of Production, Quality, Engineering, Executive General Manager, Quality HQ</p> <p>Sep. 2011 Dr. Eng. of Osaka University</p> <p>Jul. 2013 Senior Director, Director in charge of Manufacturing / Development, Executive General Manager, Manufacturing / Development HQ</p> <p>Jun. 2014 Executive Director, Director in charge of Manufacturing / Development / Quality, Executive General Manager, Manufacturing / Development HQ & Quality HQ (incumbent)</p> <p>To the present</p>	12,900 shares

No.	Name (Date of birth)	Brief personal history, and position and area of responsibility (significant concurrent positions)	Number of the Company's shares held
5	Kenji Oishi (December 7, 1962)	<p>Mar. 1987 Graduated from the School of Law, Waseda University</p> <p>Mar. 1987 Joined the Company</p> <p>Jul. 2004 Executive General Manager, Procurement / Logistics HQ</p> <p>Nov. 2011 Vice Executive General Manager, Development Technology / Development Management HQ</p> <p>Apr. 2012 Operating Officer, Vice Executive General Manager, Development Technology / Development Management HQ</p> <p>Apr. 2013 Executive Officer, Vice Executive General Manager, Development Technology / Development Management HQ</p> <p>Jul. 2013 Executive Officer, Vice Executive General Manager, Procurement / Logistics HQ</p> <p>Apr. 2014 Executive Officer, Executive General Manager, Procurement / Logistics / IT HQ</p> <p>Jun. 2014 Director, Director in charge of Procurement / Logistics / IT, Executive General Manager, Procurement / Logistics / IT HQ</p> <p>Dec. 2015 Director, Director in charge of Procurement / Logistics, Executive General Manager, Procurement / Logistics HQ (incumbent)</p> <p>To the present</p>	10,600 shares
6	*Hirotake Kobayashi (December 25, 1954)	<p>Mar. 1977 Graduated from the Faculty of Law, Keio University</p> <p>Oct. 2015 Joined the Company</p> <p>Senior Executive Officer, Vice Executive General Manager, Accounting / Finance HQ (incumbent)</p> <p>To the present</p>	600 shares
7	Tojiro Aoyama (August 29, 1951)	<p>Mar. 1974 Graduated from the Faculty of Engineering, Keio University</p> <p>Mar. 1979 Dr. Eng. of Keio University</p> <p>Apr. 1988 Associate Professor, the Faculty of Science and Technology (Department of Mechanical Engineering), Keio University</p> <p>Apr. 1995 Professor, the Faculty of Science and Technology (Department of Mechanical Engineering), Keio University</p> <p>Apr. 1996 Professor, the Faculty of Science and Technology (Department of System Design Engineering), Keio University</p> <p>Jul. 2009 Dean, Faculty of Science and Technology and Chair of Graduate School of Science and Technology, Keio University (incumbent)</p> <p>Jun. 2015 External Director of the Company (incumbent)</p> <p>To the present</p> <p>(Jul. 2009 Dean, Faculty of Science and Technology and Chair of Graduate School of Science and Technology, Keio University)</p>	—

No.	Name (Date of birth)	Brief personal history, and position and area of responsibility (significant concurrent positions)	Number of the Company's shares held
8	Tsuyoshi Nomura (December 7, 1952)	<p>Mar. 1976 Graduated from the Faculty of Engineering, Kyoto University</p> <p>Mar. 1978 Completed master's course, Department of Precision Engineering, Graduate School of Engineering, Kyoto University</p> <p>Jan. 1990 Joined Matsushita Electric Industrial Co., Ltd. (currently Panasonic Corporation)</p> <p>Apr. 2009 Executive Officer, Director, Manufacturing Innovation Division, Panasonic Corporation Corporate Auditor, Panasonic Factory Solutions Co., Ltd.</p> <p>Apr. 2012 Managing Executive Officer, Director, Manufacturing Innovation Division, Panasonic Corporation</p> <p>Oct. 2012 Managing Executive Officer, Director, Global Manufacturing Division, Panasonic Corporation</p> <p>Jun. 2013 Managing Director, Panasonic Corporation</p> <p>Jun. 2015 External Director of the Company (incumbent) President, Nomura Techno Science Co., Ltd. (incumbent) To the present</p> <p>(Jun. 2015 President, Nomura Techno Science Co., Ltd.)</p>	—

- (Notes) 1. The candidate marked with an asterisk (*) is a new candidate.
2. There are no special interests between each of the candidates for Directors and the Company.
3. Tojiro Aoyama and Tsuyoshi Nomura are candidates for External Directors fulfilling the requirements provided in Article 2, paragraph 3, item 7 of the Ordinances for Enforcement of the Companies Act.
4. Reasons for nominating Tojiro Aoyama and Tsuyoshi Nomura as candidates for External Directors are as follows:
- (1) Candidate Tojiro Aoyama is a professor at the Faculty of Science and Technology of Keio University and Dean of that Faculty. This proposal requests the election of Tojiro Aoyama as an External Director with the expectation of utilizing his extensive and unsurpassed knowledge in fields such as mechanical engineering and production engineering, along with his rich experience toward the Company's management.
 - (2) Candidate Tsuyoshi Nomura has served in roles such as Managing Director of Panasonic Corporation during his career. This proposal requests the election of Tsuyoshi Nomura as an External Director with the expectation of utilizing his many years of management experience, work experience nurtured in the production technology, quality, and environmental fields, along with his extensive and sophisticated insight cultivated through these experiences to the Company's management.
5. Although candidate Tojiro Aoyama does not have an experience of being directly involved in corporate management, the Company has judged from his extensive knowledge in the technological field, experience and insight as the Dean of the Faculty of Keio University, officer of academic societies and the like, that he will be able to appropriately carry out his duties as an External Director. Accordingly, the Company has assigned him as an External Director.
6. The candidates Tojiro Aoyama and Tsuyoshi Nomura currently serve as External Directors of the Company. At the conclusion of this General Meeting of Shareholders, both candidates' term of service as External Directors will have been 9 months.
7. The Company has concluded agreements with Tojiro Aoyama and Tsuyoshi Nomura to restrict their liability for damages described in Article 423, Paragraph 1 of the Companies Act pursuant to the provisions of Article 427, Paragraph 1 of the same Act. In the event that both candidates are reelected, the Company plans to maintain the current agreements. An overview of these agreements is provided below.
- If the External Director is liable to compensate the Company for damages due to personal neglect of duties, that liability will be restricted to the minimum liability amount prescribed in Article 425, Paragraph 1 pursuant to the provisions of Article 427, Paragraph 1 of the same Act.
8. The Company has filed a notification to the Tokyo Stock Exchange explaining that the candidates Tojiro Aoyama and Tsuyoshi Nomura are independent officers, pursuant to the provisions prescribed by Tokyo Stock Exchange. In the event that this proposal is approved as proposed and both candidates are reelected as External Directors, the Company intends that they will remain independent officers.