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(Stock Exchange Code 6135)
June 9, 2020

To Shareholders with Voting Rights:

Shinichi Inoue
President
Makino Milling Machine Co., Ltd.
3-19 Nakane 2-chome, Meguro-ku, Tokyo

**NOTICE OF
THE 81st ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

Please be informed that the 81st Annual General Meeting of Shareholders of Makino Milling Machine Co., Ltd. (the "Company") will be held for the purposes as described below.

You can exercise your voting rights in writing or via electromagnetic means (the Internet, etc.). Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights no later than 5:00 p.m. on June 23, 2020, Japan time.

1. Date and Time: Wednesday, June 24, 2020 at 10:00 a.m. Japan time

2. Place: 3F, Application Technology Center of the Company located at
10-4 Nakane 2-chome, Meguro-ku, Tokyo, Japan

3. Agenda of the General Meeting:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 81st Fiscal Year (April 1, 2019 - March 31, 2020) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 81st Fiscal Year (April 1, 2019 - March 31, 2020)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Election of 7 Directors
Proposal 3: Election of 2 Audit & Supervisory Board Members

4. Exercise of Voting Rights through a Proxy

If you would like to exercise your voting rights through a proxy, pursuant to provisions of the Articles of Incorporation, it is possible to assign one other shareholder with voting rights as your proxy. However, it is necessary to submit a document to prove the authority of representation.

(Request) When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.

(Notice) Should the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements or Non-consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website (<https://ir.makino.co.jp/>).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company's basic policy for profit distribution is to endeavor to make returns to shareholders through the continuous and stable payment of dividends.

Based on the above policy, taking into consideration factors including the profit performance and business environment surrounding the Company in the current fiscal year, the year-end dividend for the current fiscal year shall be as follows.

- (1) Type and total amount of dividend property allotted to shareholders
Cash Total amount: 488,874,980 yen
- (2) Matters regarding allotment of dividend property to shareholders
20 yen per common share of the Company
- (3) Effective date of dividends of surplus
June 25, 2020

Proposal 2: Election of 7 Directors

The terms of office of all 6 Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of 7 Directors is proposed.

The candidates are as follows:

| No. | Name | Current positions and responsibilities at the Company |
|-----|--|--|
| 1 | Shinichi Inoue | President & Representative Director |
| 2 | Yoshiki Ueda | Vice Chairman & Representative Director |
| 3 | Toshiyuki Nagano | Executive Vice President, Director Executive Manager of Corporate Service Division Office Manager of Corporate Planning Office Office Manager of Trade Security Control Office Office Manager of Energy Control Office |
| 4 | Tatsuaki Aiba | Vice President, Director Executive Manager of Production Division Executive Manager of Fuji Katsuyama Works |
| 5 | Shin Yoshidome [Independent] [External] | Director |
| 6 | Naofumi Masuda (New appointment) [Independent] [External] | |
| 7 | Kodo Yamazaki (New appointment) [Independent] [External] | |

| No. | Name (Date of birth) | Past experience, positions, responsibilities and significant concurrent positions | Number of shares of the Company held |
|-----|--------------------------------------|--|--|
| 1 | Shinichi Inoue (October 18, 1966) | <p>April 1992 Joined the Company</p> <p>April 2011 General Manager of Atsugi Development M Development Section</p> <p>February 2013 Deputy Executive Manager of R&D Division</p> <p>June 2014 Director; Deputy Executive Manager of R&D Division</p> <p>June 2015 Director; Executive Manager of Sales Division</p> <p>June 2016 President & Representative Director (to present)</p> | 5,900 |
| 2 | Yoshiki Ueda (March 10, 1953) | <p>April 2008 Executive of Mitsubishi Corporation</p> <p>June 2010 President, & CEO of Mitsubishi Corporation Technos</p> <p>June 2011 Chairman of Japan Machine Tool Distributors Association</p> <p>June 2016 Outside Director (Audit and Supervisory Committee Member) of THK CO., LTD. (to present)</p> <p>June 2016 Outside Director of SINTOKOGIO, LTD. (to present)</p> <p>November 2016 Advisor to the Company</p> <p>December 2016 Guest Professor at National University Corporation Shizuoka University (to present)</p> <p>June 2018 Vice Chairman & Representative Director of the Company (to present)</p> <p>[Significant concurrent positions]</p> <p>Outside Director (Audit and Supervisory Committee Member) of THK CO., LTD.</p> <p>Outside Director of SINTOKOGIO, LTD.</p> <p>Guest Professor at National University Corporation Shizuoka University</p> | 4,700 |

| No. | Name (Date of birth) | Past experience, positions, responsibilities and significant concurrent positions | Number of shares of the Company held |
|-----|-------------------------------------|---|--|
| 3 | Toshiyuki Nagano (April 5, 1958) | <p>May 2004 Joined the Company</p> <p>June 2006 Director of Makino J. Co., Ltd.</p> <p>November 2008 General Manager of Finance Department of the Company</p> <p>June 2009 Director; General Manager of Finance Department; Office Manager of Energy Control Office</p> <p>April 2011 Director; Executive Manager of Corporate Service Division; Office Manager of Trade Security Control Office; Office Manager of Energy Control Office</p> <p>June 2014 Vice President, Director; Executive Manager of Corporate Service Division; Office Manager of Trade Security Control Office; Office Manager of Energy Control Office</p> <p>June 2016 Executive Vice President, Director; Executive Manager of Corporate Service Division; Office Manager of Trade Security Control Office; Office Manager of Energy Control Office</p> <p>April 2017 Executive Vice President, Director; Executive Manager of Corporate Service Division; Office Manager of Corporate Planning Office, Office Manager of Trade Security Control Office; Office Manager of Energy Control Office (to present)</p> | 2,500 |
| 4 | Tatsuaki Aiba (May 3, 1957) | <p>April 1980 Joined the Company</p> <p>November 2002 General Manager of Fuji Katsuyama Production Department</p> <p>December 2004 General Manager of Fuji Katsuyama Production Department; General Manager of Procurement Department</p> <p>June 2005 Director; Executive Manager of Production Division</p> <p>October 2012 Director; Executive Manager of Production Division; Executive Manager of Fuji Katsuyama Works</p> <p>June 2014 Vice President, Director; Executive Manager of Production Division; Executive Manager of Fuji Katsuyama Works (to present)</p> | 2,700 |

| No. | Name (Date of birth) | Past experience, positions, responsibilities and significant concurrent positions | | Number of shares of the Company held |
|-----|--|--|--|--|
| 5 | <p data-bbox="229 577 384 640">[Independent] [External]</p> <p data-bbox="193 674 411 736">Shin Yoshidome (September 29, 1951)</p> <p data-bbox="193 770 411 887">Attendance at the Board of Directors meetings: 14 out of 14 meetings</p> | <p data-bbox="432 322 544 344">June 2001</p> <p data-bbox="432 353 544 376">June 2004</p> <p data-bbox="432 385 544 407">April 2006</p> <p data-bbox="432 474 544 497">April 2007</p> <p data-bbox="432 564 571 586">January 2010</p> <p data-bbox="432 687 544 710">April 2011</p> <p data-bbox="432 777 544 799">April 2012</p> <p data-bbox="432 866 544 889">June 2013</p> <p data-bbox="432 898 544 920">April 2014</p> <p data-bbox="432 965 544 987">June 2014</p> <p data-bbox="432 996 544 1019">June 2015</p> <p data-bbox="432 1028 544 1050">April 2016</p> <p data-bbox="432 1059 544 1081">June 2018</p> | <p data-bbox="632 322 1190 344">Executive Officer of Daiwa Securities SMBC Co. Ltd.</p> <p data-bbox="632 353 1203 376">Managing Director of Daiwa Securities SMBC Co. Ltd.</p> <p data-bbox="632 385 1259 439">Representative Director; Senior Managing Director of Daiwa Securities SMBC Co. Ltd.</p> <p data-bbox="632 448 1211 470">Senior Executive Officer of Daiwa Securities Group Inc.</p> <p data-bbox="632 479 1102 501">President of Daiwa Securities SMBC Co. Ltd.</p> <p data-bbox="632 510 1251 564">Director; Representative Executive Vice-President of Daiwa Securities Group Inc.</p> <p data-bbox="632 573 1267 627">President & Director of Daiwa Securities Capital Markets Co. Ltd.</p> <p data-bbox="632 636 1251 689">Director; Representative Executive Vice-President of Daiwa Securities Group Inc.</p> <p data-bbox="632 698 1270 752">Chairman & Director of Daiwa Securities Capital Markets Co. Ltd.</p> <p data-bbox="632 761 1043 784">Director of Daiwa Securities Group Inc.</p> <p data-bbox="632 792 1091 815">Special Advisor to Daiwa Securities Co. Ltd.</p> <p data-bbox="632 824 1267 878">Chairman & Director of Daiwa Institute of Research Business Innovation Ltd.</p> <p data-bbox="632 887 1166 909">External Director of Tokyo Financial Exchange Inc.</p> <p data-bbox="632 918 1211 972">Special Advisor to Daiwa Institute of Research Business Innovation Ltd.</p> <p data-bbox="632 981 1243 1003">External Director of JAPAN POST INSURANCE Co., Ltd.</p> <p data-bbox="632 1012 1051 1034">External Director of Nojima Corporation</p> <p data-bbox="632 1043 1134 1066">Advisor to Daiwa Securities Co. Ltd. (to present)</p> <p data-bbox="632 1075 1011 1097">Director of the Company (to present)</p> <p data-bbox="432 1106 778 1128">[Significant concurrent positions]</p> <p data-bbox="432 1137 810 1160">Advisor to Daiwa Securities Co. Ltd.</p> | 400 |

| No. | Name (Date of birth) | Past experience, positions, responsibilities and significant concurrent positions | Number of shares of the Company held |
|-----|---|---|--|
| 6 | [New appointment] [Independent] [External] Naofumi Masuda (August 22, 1953) | June 2008 Managing Officer of TOYOTA MOTOR CORPORATION (Kinuura Plant General Manger, Myochi Plant General Manager) June 2010 Senior Managing Director of ADVICS CO., LTD. June 2014 Executive Vice President of ADVICS CO., LTD. June 2017 Advisor & Chief Engineer of ADVICS CO., LTD. June 2018 Executive Advisor of ADVICS CO., LTD. June 2019 External Director & Member of the Audit & Supervisory Committee of YASUNAGA CORPORATION (to present) [Significant concurrent positions] External Director & Member of the Audit & Supervisory Committee of YASUNAGA CORPORATION | 0 |
| 7 | [New appointment] [Independent] [External] Kodo Yamazaki (March 11, 1955) | April 1989 Assistant Professor of Takayama Junior College April 1994 Professor of Takayama Junior College April 2001 Professor of Faculty of Law, Kumamoto University June 2003 Managing Director of Japan Tax Jurisprudence Association April 2007 Dean of Faculty of Law, Kumamoto University April 2015 Trustee and Deputy President of Kumamoto University April 2020 Professor of Graduate School, Kumamoto Gakuen University (to present) [Significant concurrent positions] Professor of Graduate School, Kumamoto Gakuen University | 0 |

(Notes)

1. There are no special interests between any of the candidates for Director and the Company.
2. If Messrs. Shin Yoshidome, Naofumi Masuda and Kodo Yamazaki are elected, the Company plans to continue or enter into an agreement with them to limit their liability pursuant to Article 423, Paragraph 1 of the Companies Act, to the minimum amount of liability stipulated in Article 425, Paragraph 1 of the same Act.
3. Matters regarding the candidates for External Directors are as follows.
 - (1) Messrs. Shin Yoshidome, Naofumi Masuda and Kodo Yamazaki are candidates for External Directors as stipulated in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act. The Company has submitted independent director notification forms to Tokyo Stock Exchange, Inc. to appoint both candidates as Independent Directors.
 - (2) Mr. Shin Yoshidome has served as an executive of Daiwa Securities Group Inc. and its subsidiaries, and has extensive experience and insight regarding corporate management and the financial market. Accordingly, we deemed that he is qualified to be a Director of the Company, and propose his reelection as an External Director. Daiwa Securities Co. Ltd., where he serves as an advisor, is one of several brokerage lead managers of the Company. As the amount of remuneration, etc. received by the said company through transactions with the Company, including the amount of remuneration, etc. regarding underwriting work of the Company's bonds, was a small amount of around 13 million yen over the past three years. Therefore, we deemed that there is no risk of a conflict of interest with general shareholders, and he is qualified to fulfill the role of External Director, with whom shareholders entrust responsibility, from an independent standpoint.
Mr. Naofumi Masuda has served as an executive at business companies, and has extensive experience and insight regarding corporate management and the production technology. Therefore, we deemed that he is qualified to be a Director of the Company, and propose his election as an External Director.
Mr. Kodo Yamazaki has served as Dean of Faculty of Law, Kumamoto University, and has extensive experience and insight regarding law. He also has experience on managing an organization from leading position from his past service as Trustee and Deputy President of Kumamoto University and Managing Director of Japan Tax Jurisprudence Association. Although Mr. he has not been directly involved in the management of a company, we deemed that he is qualified to be a Director of the Company, and propose his election as an External Director.
 - (3) As of the conclusion of this General Meeting of Shareholders, Mr. Shin Yoshidome will have served as External Director of the Company for two years.

Proposal 3: Election of 2 Audit & Supervisory Board Members

The term of office of Audit & Supervisory Board Members Eiji Fukui and Jiro Nakashima will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of 2 Audit & Supervisory Board Members is proposed.

This proposal has gained the consent of the Audit & Supervisory Board.

The candidates are as follows:

| No. | Name (Date of birth) | Past experience, positions, responsibilities and significant concurrent positions | Number of shares of the Company held |
|-----|--|---|--|
| 1 | [Independent] [External] Jiro Nakashima (October 3, 1950) | August 1983 Registered as a Certified Public Accountant August 1983 Opened Nakashima Jiro Certified Public Accountant Office (to present) November 1984 Member of Serisawa Accountant Office (currently GYOSEI & CO.) July 2005 Representative Member of Serisawa Accountant Office (currently GYOSEI & CO.) June 2011 Retired from GYOSEI & CO. June 2012 Audit & Supervisory Board Member of the Company (to present) [Significant concurrent positions] Nakashima Jiro Certified Public Accountant Office | 3,500 |
| 2 | [New appointment] [Independent] [External] Jinei Yamaguchi (August 18, 1960) | April 1984 Joined The Mitsubishi Bank, Ltd. (currently MUFG Bank, Ltd.) April 2006 Deputy Branch Manager of Singapore Branch, The Mitsubishi Bank, Ltd. July 2009 General Manager of International Business Department, The Mitsubishi Bank, Ltd. July 2011 Branch Manager of London Branch, The Mitsubishi Bank, Ltd. July 2013 Seconded to Chiyoda Corporation Acting General Manager of Planning Administration Division April 2014 Transferred to Chiyoda Corporation April 2014 Executive and Acting General Manager of Planning Administration Division, Chiyoda Corporation April 2015 Executive Officer and Acting General Manager of Project Procurement & Logistics Division, Chiyoda Corporation April 2018 Executive Officer and Acting General Manager of Corporate Planning Division, Chiyoda Corporation July 2019 Executive Officer and Assistant General Manager of Finance & Accounting Division, Chiyoda Corporation | 0 |

(Notes)

1. There are no special interests between the candidates and the Company.
2. If Messrs. Jiro Nakashima and Jinei Yamaguchi are elected, the Company plans to continue or enter into an agreement with them to limit their liability pursuant to Article 423, Paragraph 1 of the Companies Act, to the minimum amount of liability stipulated in Article 425, Paragraph 1 of the same Act.
3. Matters regarding the candidates for External Audit & Supervisory Board Members are as follows:
 - (1) Messrs. Jiro Nakashima and Jinei Yamaguchi are candidates for External Audit & Supervisory Board Members as stipulated in Article 2, Paragraph 3, Item 8 of the Ordinance for Enforcement of the Companies Act. The Company has submitted independent director notification forms to Tokyo Stock Exchange, Inc. to appoint both candidates as Independent Directors.
 - (2) Mr. Jiro Nakashima has work experience as a Certified Public Accountant at audit firms, and has extensive knowledge and experience regarding accounting. Although he has not been directly involved in the management of a company, we deemed that he is qualified to be an Audit & Supervisory Board Member of the Company, and propose his reelection as an External Director. He had been in an audit firm, which is the Company's Accounting Auditor, but he has not been involved in the auditing business of the Company since 2008. Furthermore, he has retired from such audit firm in June 2011, and the accounting office he has established and the Company does not have business relationship. Therefore, we deemed that there is no risk of a conflict of interest with general shareholders, and he is qualified to fulfill the role of External Audit &

Supervisory Board Member, with whom shareholders entrust responsibility, from an independent standpoint. Mr. Jinei Yamaguchi has served as General Manager of International Business Department and Branch Manager at overseas branch offices, as well as serving as Executive Officer of Chiyoda Corporation, and has extensive experience and insight regarding financial market and international business. Therefore, we deemed that he is qualified to be an External Audit & Supervisory Board Member of the Company, and propose his election as an External Director. MUFG Bank, Ltd., which he has served in the past is one of several banks that has financial transaction with the Company. As he has retired from the Bank in March 2014, we deemed that there is no risk of a conflict of interest with general shareholders, and he is qualified to fulfill the role of External Audit & Supervisory Board Member, with whom shareholders entrust responsibility, from an independent standpoint.

- (3) As of the conclusion of this General Meeting of Shareholders, Mr. Jiro Nakashima will have served as External Audit & Supervisory Board Member of the Company for eight years.

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