

June 2, 2009

Alpine Electronics, Inc.
1-1-8 Nishi-Gotanda
Shinagawa-ku, Tokyo 141-8501, Japan
Seizo Ishiguro
President and CEO

To Our Shareholders

**NOTICE OF THE 43rd ORDINARY GENERAL
SHAREHOLDERS' MEETING**

Your attendance is respectfully requested at the 43rd Ordinary General Shareholders' Meeting, to be held as stated below.

In the event that you are unable to attend, you may exercise your voting rights in writing. In that case, please study the attached reference documents and indicate your approval or disapproval on the enclosed Form for Exercise of Voting Rights, affix your seal or signature, and return the form to the Company no later than 5:00 p.m. on Tuesday, June 23, 2009.

Meeting Details

1. Date and Time: 10:00 a.m., Wednesday June 24, 2009
2. Location: Alps Education Center Auditorium
2-28-8 Ishikawa-cho, Ota-ku, Tokyo, Japan
(Please refer to the attached map for details, Japanese only)

3. Agenda:

Items to Report:

1. Business Report, Consolidated Financial Statements, and Reports by the Independent Auditor and the Board of Auditors on the Consolidated Financial Results for the fiscal year ending March 31, 2009.
2. Non-Consolidated Financial Statements for the fiscal year ending March 31, 2009

Proposals for Resolution

1. Partial Amendments to the Articles of Incorporation
2. Election of five (5) Directors
3. Election of One (1) Auditor
4. Election of One (1) Alternate Auditor
5. Payment of Retirement Allowance to Retiring Directors

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Notes: People attending the meeting in person are asked to submit the enclosed Form for Exercise of Voting Rights at the reception desk.
Following this general meeting of shareholders, you are cordially invited to attend the Follow-up Meeting with Shareholders, which will be held at the Dining Hall on the first floor of our Education Center.

Information Regarding the Exercise of Voting Rights:

(1) Exercise of Voting Rights by Proxy

In the event a shareholder is unable to attend the Ordinary General Shareholders' Meeting, the shareholder may appoint one other shareholder with voting rights in the Company as his or her proxy. In this case, a written document confirming the power of representation must be submitted.

(2) Method of Notification of Revisions to Reference Materials for the Ordinary General Shareholders' Meeting, Business Report, Non-Consolidated and Consolidated Financial Statements, or Amendments

In the event that revisions are required to the Reference Materials for the Ordinary General Shareholders' Meeting, Business Report, Non-Consolidated and Consolidated Financial Statements, or Amendments, revised documents will be posted on the Company's website (<http://www.alpine.com>).

**ORDINARY GENERAL SHAREHOLDERS' MEETING
REFERENCE MATERIALS
FOR EXERCISE OF VOTING RIGHTS**

Proposals for Resolution and Reference Materials

Proposal 1: Partial Amendments to the Articles of Incorporation

1. Reasons for the Amendments

On January 5, 2009, Law for Partial Amendments to the Law Concerning Book-entry Transfer of Corporate Bonds and Other Securities for the Purpose of Streamlining the Settlement for Trade of Stocks and Other Securities (Law No.88 of 2004, hereinafter “Settlement Rationalization Law”), became effective. Accordingly, the shares of listed companies were simultaneously changed to a stock transfer system (digitization of stock certificates).

This has resulted in the deletion from Alpine’s Articles of Incorporation of redundant regulations relating to stock certificates, beneficial shareholders and the beneficial shareholder register, and the addition of new articles and other amendments. Regarding the register for lost stock certificates, because companies are required to maintain this register for one year from the enactment of the Settlement Rationalization Law, the required provision will be added to the supplementary provisions.

Concerning Article 8 of the Articles of Incorporation (Issuance of Stock Certificates), a resolution will be deemed to have been passed on January 5, 2009, that eliminates the provision of the Articles of Incorporation for issuing stock certificates pursuant to Article 6, Paragraph 1, of the Settlement Rationalization Law and beginning on the enactment date of this law.

2, Description of the Amendments

Amendments to the Articles of Incorporation are shown in the table below.

(Revised sections are underlined)

Current Text	Proposed Text
Chapter 2: Shares	Chapter 2: Shares
Article 6 (Total Number of Issuable Shares) The total number of shares that can be issued by the Company is 160,000,000.	Article 6 (Unchanged)
Article 7 (Acquisition of Treasury Stock) Pursuant to Article 165, Paragraph 2, of Japan’s Companies Act, the Company can acquire treasury stock through market transactions and other means by a resolution of the Board of Directors.	Article 7 (Unchanged)
<u>Article 8 (Issuance of Stock Certificates)</u> <u>The Company will issue certificates for its stock.</u>	<u>(Deleted)</u>

<p><u>Article 9 (Number of Unit Shares and Non-Issue of Fractional Stock Certificates)</u> The number of the Company's unit shares is 100. <u>(2) Notwithstanding the stipulations of the previous clause, the Company does not issue stock certificates pertaining to fractional shares.</u></p> <p><u>Article 10 (Types of Stock Certificates)</u> <u>Types of stock certificates issued by Company are dictated by the Regulations for Handling of Stock, determined by the Board of Directors.</u></p> <p><u>Article 11 (Sale's request of Fractional Shares)</u> A shareholder <u>(hereinafter including beneficial shareholders)</u> may request the Company to sell to the shareholder shares in such number as that, in combination with the number of fractional shares held by the shareholder, will equal one full unit of shares (odd-lot purchasing).</p> <p><u>Article 12 (Regulations for Handling of Stock)</u> <u>Transfer of shares, purchase and odd-lot purchasing of fractional shares, lost stock certificate registration procedures, receipt of notice of beneficial shareholders and other items relating to the handling of stock will be determined by regulations stipulated by the Company's Board of Directors.</u></p> <p><u>Article 13 (Stock Transfer Agent)</u> The Company will name a stock transfer agent. (2) The stock transfer agent and locations for providing associated services will be determined by a resolution of the board of directors and an official announcement made. <u>(3) Preparation and storage of the Company's shareholder register (hereinafter including the beneficial shareholder register), stock acquisition right register and lost stock certificate register, in addition to administration of the shareholder register, beneficial shareholder register, stock acquisition right register and lost stock certificate register, will be performed by the stock transfer agent and not by the Company.</u></p> <p><u>Article 14 (Record Date)</u> Shareholders who may exercise voting rights at an Ordinary General Shareholders' Meeting</p>	<p><u>Article 8 (Number of Unit Shares)</u> The number of the Company's unit shares is 100. <u>(Deleted)</u></p> <p><u>(Deleted)</u></p> <p><u>Article 9 (Sale's request of Fractional Shares)</u> A shareholder may request the Company to sell to the shareholder shares in such number as that, in combination with the number of fractional shares held by the shareholder, will equal one full unit of shares (odd-lot purchasing).</p> <p><u>Article 10 (Regulations for Handling of Stock)</u> <u>Purchase and odd-lot purchasing of fractional shares and procedures for the exercise of voting rights by shareholders and other activities related to the handling of stock will be determined by regulations stipulated by the Company's Board of Directors.</u></p> <p><u>Article 11 (Stock Transfer Agent)</u> (Unchanged) (2) (Unchanged) <u>(3) (Deleted)</u></p> <p><u>Article 12 (Unchanged)</u></p>
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<p>are those shareholders who are recorded in the shareholder register at the end of March 31 each year.</p> <p>(2) Notwithstanding any other stipulations of these Articles of Incorporation, the record date can be determined with advance notice when deemed necessary.</p> <p>Article <u>15</u> through Article <u>41</u> (text not shown)</p>	<p>(2) (Unchanged)</p> <p>Article <u>13</u> through Article <u>39</u> (Unchanged)</p>
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<p>(Newly added)</p> <p>(Newly added)</p> <p>(Newly added)</p> <p>(Newly added)</p>	<p><u>Supplementary provisions</u></p> <p><u>Article 1</u> <u>The Company's lost stock certificate register will be stored at the place of business of the stock transfer agent and entries and registrations in this ledger will be performed by the stock transfer agent and not by the Company.</u></p> <p><u>Article 2</u> <u>Entries and registrations in the Company's lost stock certificate register will be performed as prescribed by laws and regulations and the Articles of Incorporation as well as in accordance with stock handling regulations established by the board of directors.</u></p> <p><u>Article 3</u> <u>All articles of the supplementary provisions, including this one, will be deleted on January 6, 2010.</u></p>
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Proposal 2: Election of Five (5) Directors

Six directors (Messrs. Seizo Ishiguro, Takumi Sato, Motoshi Nishinakagawa, Toyomi Furuse, Kenji Igari and Shigekazu Hori) will complete their terms of office at the conclusion of the 43rd Ordinary General Shareholders' Meeting.

Accordingly, five nominees are proposed for appointment as directors.

Candidates for appointment as directors are as follows.

Nominee Number	Name (Date of Birth)	Career Summary and other Current Positions		Company Shares Held
1	Seizo Ishiguro (November 15, 1943)	Jan. 1973 Nov. 1978 Jun. 1982 Jun. 1997	Entered Alps Electric Co., Ltd. Director of the Alpine Electronics Inc. Director of Alps Electric Co., Ltd. (current post) President and CEO of Alpine Electronics Inc. (current post)	94,350 shares
2	Takumi Sato (March 31, 1945)	Mar. 1986 Jun. 2003 Apr. 2005 Jun. 2006	Entered Alpine Electronics Inc. Director Deputy Head of Sales Managing Director (current post) Head of Sales (current post)	6,100 shares
3	Kenji Igari (June 10, 1951)	Apr. 1974 Jun. 2007 Apr. 2009	Entered Alpine Electronics Inc. Director (current post) Head of the Technology Division Head of Core Development (current post)	3,000 shares
4	Shigekazu Hori (January 2, 1946)	Apr. 1971 Apr. 2006 Jun. 2007 Apr. 2009	Entered Toshiba Corporation Entered Alpine Electronics Inc Director (current post) Head of New Business Product Development/Alliances Head of OEM Product Development (current post)	5,300 shares
5	Hirofumi Morioka (August 6, 1952)	Apr. 1975 Feb. 1990 Nov. 1992 Jul. 2008	Entered Alpine Electronics Inc Production Manager Quality Assurance Manager General Manager (current post) Deputy Head of Production and Procurement (current post)	1,000 shares

Note: No special-interest relationships exist between any of the candidates and the Company.

Proposal 3: Election of One (1) Auditor

Takaakira Tamehiro, Auditor, will complete his term of office at the conclusion of the 43rd Ordinary General Shareholders' Meeting. Accordingly, a new auditor is proposed for appointment.

The Board of Auditors has approved this proposal.

The candidate for appointment as auditor is as follows.

Name (Date of Birth)	Career Summary and other Current Positions	Company Shares Held
Kaname Kurashima (September 30, 1944)	Apr. 1979 Entered Alps Electric Co., Ltd Oct. 1986 Entered Alpine Electronics Inc Feb. 1990 Manager of the First International Division Sep. 1997 General Manager (current post) Apr. 2004 President of Alpine Electronics (China) Co., Ltd.	100 shares

Note: No special-interest relationships exist between the candidate and the Company.

Proposal 4: Election of One (1) Alternate Auditor

The election of one alternate auditor is proposed to prepare against the event of the number of auditors (including the Independent Auditor) falling below legal stipulations.

Auditor candidate Takahide Sato has been determined eligible as an alternate auditor based on his deep insight into sales, gleaned from long years of experience with Alps Electric Co. Ltd., and his qualifications and experience related to corporate governance earned as director for the company (see career summary below). Accordingly, Takahide Sato is proposed for appointment as alternate auditor.

Note that the effectiveness of appointment of the alternate auditor may only be cancelled before the alternate auditor assumes an Auditor position by a resolution of the Board of Directors with Board of Auditors approval.

The Board of Auditors has approved this proposal.

The candidate for appointment as alternate auditor is as follows.

Name (Date of Birth)	Career Summary and other Current Positions	Company Shares Held
Takahide Sato (February 11, 1946)	Apr. 1968 Entered Alps Electric Co., Ltd. Jun. 2000 Director Apr. 2004 Head of Corporate Planning Jun. 2004 Managing Director Feb. 2005 Head of Legal Affairs/Intellectual Property Head of Trade Control Jun. 2005 Senior Managing Director (current post) Apr. 2009 Head of Promotion of Structural Innovation (current post)	0 shares

- Notes:
1. No special-interest relationships exist between the candidate and the Company.
 2. The candidate for alternate auditor, Takahide Sato, meets the requirements for Independent Auditor.
 3. Takahide Sato has held a position and responsibility at Alps Electric Co., Ltd., Alpine's parent company, for the past five years, and he currently holds such position and responsibility as indicated within "Career Summary and Concurrent Positions as Representative of Other Company".
 4. In June 2000, Takahide Sato was appointed Director of Alps Electric Co., Ltd., and in June 2005 he was appointed Senior Managing Director, a position he currently holds. In March 2005, Alps Electric accused a former Director, who resigned in February 2005, of embezzling company assets. Until this accusation, Mr. Sato was unaware of the incident, but after its detection he quickly strengthened the company's internal control system, asserted his opinion of the situation and discharged his responsibilities in other ways.

Proposal 5: Payment of Retirement Allowance to Two Retiring Directors

Along with this resolution, it is proposed that a retirement allowance be paid to directors retiring at the conclusion of the 43rd Ordinary General Meeting of Shareholders (Messrs. Motoshi Nishinakagawa and Toyomi Furuse) to compensate them for their services during their term of office, within a reasonable amount to be determined in accordance with the prescribed standards of the Company. It is proposed that the determination of amount, payment date and method shall be entrusted to the Board of Directors.

The profiles of the retiring directors are as follows.

Name	Career Summary	
Motoshi Nishinakagawa	Jun. 1991 Jun. 2004	Director Managing Director (current post) Head of Production and Procurement (current post)
Toyomi Furuse	Jun. 1997 Jun. 2007 Jul. 2008 Apr. 2009	Director Managing Director Director (current post) Deputy Head of Technology and Development Head of Corporate Special Assignments (current post)