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Securities Code: 6151

May 30, 2016

To Our Shareholders:

Naoyuki Kotake  
Representative Director, President  
**NITTO KOHKI CO., LTD.**  
9-4, Nakaikegami 2-Chome, Ota-ku, Tokyo, Japan

## Notice of the 60th Annual General Meeting of Shareholders

You are cordially invited to attend the 60th Annual General Meeting of Shareholders of NITTO KOHKI CO., LTD. (the “Company”), which will be held as indicated below.

**If you are unable to attend the meeting in person, you may exercise your voting rights in writing. Please review the attached Reference Documents for General Meeting of Shareholders, and indicate your approval or disapproval of the proposals in the enclosed voting card, and then return the card to the Company by postal mail so that your vote is received by 5:15 p.m. on Thursday, June 16, 2016 (JST).**

1. **Date and Time:** Friday, June 17, 2016, at 10:00 a.m.  
(Reception starts at 9:00 a.m.)
2. **Venue:** Large conference room, first floor, headquarters of the Company  
9-4, Nakaikegami 2-Chome, Ota-ku, Tokyo, Japan
3. **Purpose of the Meeting**  
**Matters to be reported**
  1. The Business Report and the Consolidated Financial Statements for the 60th fiscal year (from April 1, 2015 to March 31, 2016), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
  2. The Non-consolidated Financial Statements for the 60th fiscal year (from April 1, 2015 to March 31, 2016)

### Matters to be resolved

- Proposal No. 1:** Appropriation of Surplus  
**Proposal No. 2:** Election of Eleven (11) Directors  
**Proposal No. 3:** Election of Two (2) Audit & Supervisory Board Members  
**Proposal No. 4:** Election of One (1) Substitute Audit & Supervisory Board Member

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- (1) When you attend the meeting, you are kindly requested to present the enclosed voting card at the reception at the meeting.
  - (2) If any changes are made to the Reference Documents for General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements or the Consolidated Financial Statements, such changes will be posted on the Company’s website (<http://www.nitto-kohki.co.jp>).
  - (3) Please kindly accept abolition of presents to the shareholders who attended the General Meeting of Shareholders from last year. We would like to sincerely ask the shareholders’ understanding of the abolition.

## Reference Documents for General Meeting of Shareholders

### Proposal No. 1 Appropriation of Surplus

The Company proposes the appropriation of surplus as follows.

#### 1. Year-end dividends

The Company has given consideration to the business performance of the current fiscal year and future business environment, and it proposes to pay year-end dividends for the 60th fiscal year as follows:

##### (1) Type of dividend property

To be paid in cash.

##### (2) Allotment of dividend property and their aggregate amount

The Company proposes to pay a dividend of ¥25 per common share of the Company.

In this event, the total dividends will be ¥531,202,025.

##### (3) Effective date of dividends of surplus

The effective date of dividends will be June 20, 2016.

#### 2. Other appropriation of surplus

Regarding other appropriation of surplus, the Company will prepare a reserve for interim dividends as follows:

##### (1) Item of surplus to be increased and amount of increase

Reserve for interim dividends	¥560,000,000
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General reserve	¥1,500,000,000
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Retained earnings brought forward	¥1,291,009
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##### (2) Item of surplus to be decreased and amount of decrease

Reserve for interim dividends	¥1,291,009
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Retained earnings brought forward	¥2,060,000,000
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**Proposal No. 2** Election of Eleven (11) Directors

At the conclusion of this meeting, the terms of office of all 11 Directors will expire. Therefore, the Company proposes to elect 11 Directors.

The candidates for Director are as follows:

Candidate No.	Name (Date of Birth)	Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)	Number of the Company's Shares Owned
1	Toshio Mikiya (March 10, 1926)	<p>Oct. 1956 Established the Company, Representative Director, President</p> <p>Nov. 1990 President of The MIKIYA Science And Technology Foundation (later changed from an incorporated foundation to a public interest incorporated foundation under the same name)</p> <p>Jun. 1992 Representative Director, Chairman of the Board of the Company</p> <p>Jun. 1993 Director, Chairman of the Board of the Company</p> <p>Jun. 1994 Honorary Chairman of the Board of the Company</p> <p>Oct. 2000 Representative Director, Chairman of the Board of NIKI CO., LTD.</p> <p>Jun. 2003 Director, Chairman of the Board of the Company</p> <p>Jun. 2004 Representative Director, Chairman of the Board of the Company (present)</p> <p>May 2009 Director of NIKI CO., LTD. (present)</p> <p>Apr. 2012 Representative Director of The MIKIYA Science And Technology Foundation (present)</p>	647,937
2	Naoyuki Kotake (May 20, 1952)	<p>Apr. 1976 Joined the Company</p> <p>Oct. 2001 General Manager, CUPLA Business Div. of the Company</p> <p>Jun. 2004 Director, Chief Products H.Q. Officer, General Manager, CUPLA Business Div. of the Company Representative Director, President of NITTO KOHKI COUPLING (THAILAND) CO., LTD.</p> <p>Jun. 2005 Executive Director, Chief Products H.Q. Officer of the Company Representative Director, President of TOCHIGI NITTO KOHKI CO., LTD.</p> <p>Aug. 2006 Representative Director, President of YUMEKOBO CO., LTD.</p> <p>Jun. 2007 Senior Executive Director, Chief Products H.Q. Officer of the Company</p> <p>Apr. 2008 Senior Executive Director, Chief Engineering Officer of the Company</p> <p>Jun. 2008 Representative Director, President of the Company</p> <p>Jun. 2014 Representative Director, President, Chief Engineering Officer of the Company</p> <p>Jun. 2015 Representative Director, President of the Company (present)</p>	20,800

Candidate No.	Name (Date of Birth)	Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)	Number of the Company's Shares Owned
3	Tomoo Kondo (August 21, 1958)	<p>Apr. 1982 Joined the Company</p> <p>Apr. 2002 General Manager, Sales and Marketing 1 H.Q. of the Company</p> <p>Jun. 2004 Director, Chief Sales and Marketing Officer of the Company Representative Director, President of MEDO INDUSTRIES CO., LTD.</p> <p>Jun. 2005 Executive Director, Chief Sales and Marketing Officer of the Company</p> <p>Jun. 2006 Representative Director, President of NITTO KOHKI EUROPE CO., LTD Representative Director, President of NITTO KOHKI DEUTSCHLAND GMBH</p> <p>Apr. 2009 Executive Director, Chief Sales and Marketing Officer of the Company</p> <p>Apr. 2014 Executive Director, Chief Administrative Officer, General Manager, Administrative H.Q. of the Company</p> <p>Jun. 2015 Senior Executive Director, Chief Administrative Officer, General Manager, Administrative H.Q. of the Company (present)</p>	11,700
4	Yutaka Nishida (October 31, 1956)	<p>Apr. 1981 Joined the Company</p> <p>Apr. 2002 General Manager, Corporate Planning H.Q. of the Company</p> <p>Apr. 2008 General Manager, Administrative H.Q. of the Company</p> <p>Jun. 2008 Director, Chief Administrative Officer, General Manager, Administrative H.Q. of the Company</p> <p>Apr. 2009 Director, Chief Administrative Officer (Japanese name changed; English name unchanged), General Manager, Administrative H.Q. of the Company</p> <p>Apr. 2013 Director, Chief Corporate Planning Officer, General Manager, Corporate Planning H.Q. of the Company</p> <p>Apr. 2014 Director, Chief Corporate Planning Officer of the Company</p> <p>Jun. 2015 Director, Chief IR Officer of the Company (present)</p>	8,020
5	Yoko Takata (January 31, 1955)	<p>May 1979 Director of NIKI CO., LTD.</p> <p>Nov. 1990 Councilor of The MIKIYA Science And Technology Foundation (later changed from an incorporated foundation to a public interest incorporated foundation under the same name) (present)</p> <p>Jun. 2007 Audit &amp; Supervisory Board Member of the Company</p> <p>May 2009 Representative Director, President of NIKI CO., LTD. (present)</p> <p>Jun. 2010 Director of the Company (present)</p>	646,042

Candidate No.	Name (Date of Birth)	Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)	Number of the Company's Shares Owned
6	Atsushi Shirai (April 21, 1956)	<p>Apr. 1981 Joined the Company</p> <p>Apr. 2004 General Manager, MACHINE TOOLS Business Div. of the Company Representative Director, President of NITTO KOHKI MIJIN CO., LTD.</p> <p>Jun. 2005 Representative Director, President of SHIRAKAWA NITTO KOHKI CO., LTD. (present)</p> <p>Apr. 2009 Executive Officer, General Manager, Products H.Q. of the Company</p> <p>Jun. 2009 Representative Director, President of MEDOTECH CO., LTD. (present)</p> <p>Jun. 2010 Representative Director, President of TOCHIGI NITTO KOHKI CO., LTD. (present)</p> <p>Jun. 2012 Director, Chief Engineering Officer, General Manager, Products H.Q. of the Company</p> <p>Apr. 2014 Director, Chief Production Officer of the Company</p> <p>Apr. 2016 Director, Chief Production Officer, General Manager, Production H.Q. of the Company (present)</p>	3,656
7	Masamitsu Ishizawa (February 8, 1962)	<p>Oct. 1984 Joined the Company</p> <p>Apr. 2009 Executive Officer, General Manager, Sales and Marketing H.Q. of the Company</p> <p>Jun. 2011 Representative Director, President of MEDO INDUSTRIES CO., LTD.</p> <p>Aug. 2012 President of NITTO KOHKI (SHANGHAI) CO., LTD.</p> <p>Jun. 2014 Director, Chief Sales and Marketing Officer, General Manager, Sales and Marketing H.Q. of the Company (present)</p>	1,500
8	Kenji Mori (July 21, 1962)	<p>Apr. 1986 Joined the Company</p> <p>Jun. 2005 Executive Officer, General Manager, CUPLA Business Div. of the Company</p> <p>Jun. 2007 Representative Director, President of NITTO KOHKI COUPLING (THAILAND) CO., LTD.</p> <p>Apr. 2009 General Manager, CUPLA Business Div. of the Company</p> <p>Apr. 2011 General Manager, Corporate Planning H.Q. of the Company</p> <p>Jan. 2012 Representative Director, President of NITTO KOHKI (THAILAND) CO., LTD.</p> <p>Apr. 2013 Executive Officer, General Manager, Administrative H.Q. of the Company Representative Director, President of NITTO KOHKI INDUSTRY (THAILAND) CO., LTD.</p> <p>Apr. 2014 Executive Officer, General Manager, Products H.Q. of the Company</p> <p>Jun. 2015 Director, Chief Engineering Officer, General Manager, Products H.Q. of the Company (present)</p>	1,600
9	Kazunari Arai (January 26, 1966)	<p>Nov. 2011 Joined the Company</p> <p>Apr. 2014 Executive Officer, General Manager, Corporate Planning H.Q. of the Company</p> <p>Jun. 2014 Director of NITTO KOHKI (SHANGHAI) CO., LTD.</p> <p>Jun. 2015 Director, Chief Corporate Planning Officer, General Manager, Corporate Planning H.Q. of the Company (present)</p>	—

Candidate No.	Name (Date of Birth)	Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)	Number of the Company's Shares Owned
10	Yasuo Nakagawa (December 5, 1943)	<p>Apr. 1970 Registered as an attorney at law with Daiichi Tokyo Bar Association</p> <p>Joined Kuriyama &amp; Fukuda Law Office (currently Nakagawa &amp; Yamakawa Law Office)</p> <p>Nov. 1990 Councilor of The MIKIYA Science And Technology Foundation (later changed from an incorporated foundation to a public interest incorporated foundation under the same name)</p> <p>Mar. 2003 Outside Audit &amp; Supervisory Board Member of TAKAHASHI CURTAIN WALL CORPORATION (present)</p> <p>Jun. 2005 Outside Director of the Company (present)</p> <p>Jan. 2006 Nakagawa &amp; Yamakawa Law Office (present)</p> <p>Jul. 2010 Outside Director of Leading Resorts Development Specific Purpose Company (present)</p>	11,500
11	Mitsuru Komiyama (July 28, 1954)	<p>Aug. 1977 Joined Peat, Marwick, Mitchell &amp; Co. (currently KPMG AZSA LLC), Tokyo</p> <p>Jul. 1981 Joined Peat, Marwick, Mitchell &amp; Co. (currently KPMG AZSA LLC), LA</p> <p>Nov. 1984 Established Komiyama &amp; Co. CPAs, Head (present)</p> <p>Jan. 2007 Executive Representative Partner of Azabu Partners Tax &amp; Accounting Co. (present)</p> <p>Jul. 2010 Deputy President of The Japanese Institute of Certified Public Accountants</p> <p>Jul. 2013 Director of The Japanese Institute of Certified Public Accountants (present)</p> <p>Jun. 2015 Outside Director of the Company (present)</p>	100

- (Notes)
1. The respective candidates for Director possess abundant experience and knowledge in their respective fields as described in their career summaries. The Company accordingly requests their election to the office of Director.
  2. There is no special interest between any of the candidates and the Company.
  3. Yasuo Nakagawa and Mitsuru Komiyama are candidates for Outside Director. The Company has submitted notification to the Tokyo Stock Exchange that they have been designated as an independent officer as provided for by the aforementioned exchange.
  4. Although Yasuo Nakagawa does not have prior experience of being involved in company management other than by the method of serving as an outside audit & supervisory board member, he possesses experience and expert knowledge related corporate legal affairs as an attorney at law. Accordingly, the Company judges that he will carry out appropriate supervision of the Company's management from an objective standpoint as a legal expert and requests his election as Outside Director. At the conclusion of this meeting, Yasuo Nakagawa's tenure as Outside Director of the Company will have been 11 years.
  5. Mitsuru Komiyama possesses abundant experience and expert knowledge as a certified public accountant, and he is a Director of The Japanese Institute of Certified Public Accountants. Accordingly, the Company expects to receive his valuable advice notably from the perspective of corporate governance and requests his election as Outside Director. At the conclusion of this meeting, Mitsuru Komiyama's tenure as Outside Director of the Company will have been one year.

**Proposal No. 3** Election of Two (2) Audit & Supervisory Board Members

At the conclusion of this meeting, the terms of office of Audit & Supervisory Board Members Teruhiko Tsuji and Hirohisa Kagami will expire. Therefore, the Company proposes to elect two Audit & Supervisory Board Members.

In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidates for Audit & Supervisory Board Member are as follows:

Candidate No.	Name (Date of Birth)	Career Summary and Position in the Company (Significant Concurrent Positions outside the Company)	Number of the Company's Shares Owned
1	Teruhiko Tsuji (March 12, 1934)	Jul. 1962 Joined Mitsubishi Plastics, Inc. Oct. 1983 Executive Director of Ryojyu Enterprise Co., Ltd. Jun. 1993 Full-time Audit & Supervisory Board Member of the Company Jun. 1998 Outside Audit & Supervisory Board Member of the Company (present)	10,300
2	Hirohisa Kagami (July 13, 1954)	Apr. 1983 Appointed as a judge (Judge at Tokyo District Court, etc.) Apr. 1995 Registered as an attorney at law with Tokyo Bar Association Oct. 2001 Established Nishiuchi & Kagami Law Office, Partner Jun. 2008 Outside Audit & Supervisory Board Member of the Company (present) Apr. 2010 Part-time Lecturer at Keio University Law School Nov. 2012 Outside Auditor of Welcia Holdings Co., Ltd. (present) Jun. 2013 Outside Auditor of BML, Inc. (present) Sep. 2013 Head of Kagami Law Office (present)	2,300

- (Notes)
1. There is no special interest between any of the candidates and the Company.
  2. Teruhiko Tsuji and Hirohisa Kagami are candidates for Outside Audit & Supervisory Board Member.
  3. Teruhiko Tsuji possesses expert knowledge in taxation and accounting and the Company requests his election as Outside Audit & Supervisory Board Member so that this may be utilized in the Company's management. At the conclusion of this meeting, Teruhiko Tsuji's tenure as Audit & Supervisory Board Member of the Company will have been 23 years.
  4. Although Hirohisa Kagami has not been involved in company management in any way other than serving as outside audit & supervisory board member, he possesses expert legal knowledge as an attorney at law and the Company requests his election as Outside Audit & Supervisory Board Member so that this may be utilized in the Company's management. At the conclusion of this meeting, Hirohisa Kagami's tenure as Outside Audit & Supervisory Board Member of the Company will have been eight years.

**Proposal No. 4** Election of One (1) Substitute Audit & Supervisory Board Member

The Company proposes to elect one substitute Audit & Supervisory Board Member to be ready to fill a vacant position should the number of Audit & Supervisory Board Members fall below the number required by laws and regulations.

The validity of this election can be nullified by resolution of the Board of Directors if the consent of the Audit & Supervisory Board has been obtained; provided, however, that it is only in a time before assuming office.

The consent of the Audit & Supervisory Board has been obtained for submission of this proposal.

The candidate for substitute Audit & Supervisory Board Member is as follows:

Name (Date of Birth)	Career Summary (Significant Concurrent Positions outside the Company)		Number of the Company's Shares Owned
Kazutomi Asai (November 21, 1954)	Nov. 1982	Joined Peat, Marwick, Mitchell & Co. (currently KPMG AZSA LLC)	—
	Nov. 1987	Established Kazutomi Asai CPA Office (currently Asai, Sugiyama & Mitsunari CPA Office) (present)	
	Jul. 2001	Representative Partner of Kudan Audit Corporation (present)	
	Jul. 2007	Managing Director of The Japanese Institute of Certified Public Accountants (present)	
	Jun. 2010	Deputy President, Tokyo Chapter of The Japanese Institute of Certified Public Accountants (present)	

- (Notes) 1. There is no special interest between the candidate and the Company.
2. Kazutomi Asai is a candidate for substitute Outside Audit & Supervisory Board Member.
3. Reasons for nominating Kazutomi Asai for substitute Outside Audit & Supervisory Board Member are as follows: Although Kazutomi Asai has not been involved in company management, he possesses abundant experience and expert knowledge as a certified public accountant and he is also a Managing Director of The Japanese Institute of Certified Public Accountants. Accordingly, the Company judges that if he assumed office as Audit & Supervisory Board Member, he would carry out auditing of the Company from an objective standpoint as an expert, and it requests his election as substitute Outside Audit & Supervisory Board Member.