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Securities Code: 6151

June 1, 2018

To Our Shareholders:

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

Notice of the 62nd Annual General Meeting of Shareholders

You are cordially invited to attend the 62nd 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 Tuesday, June 19, 2018 (JST).

- 1. Date and Time:** Wednesday, June 20, 2018, at 10:00 a.m. (JST)
(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 62nd fiscal year (from April 1, 2017 to March 31, 2018), 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 62nd fiscal year (from April 1, 2017 to March 31, 2018)

Matters to be resolved

- Proposal No. 1:** Appropriation of Surplus
Proposal No. 2: Election of Eleven (11) Directors
Proposal No. 3: Election of One (1) Substitute Audit & Supervisory Board Member
Proposal No. 4: Payment of Retirement Benefits to Retiring Directors

- (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) No gift will be provided for the shareholders who attend the General Meeting of Shareholders. Your understanding would be appreciated in this regard.

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 62nd 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 ¥41 per common share of the Company.
In this event, the total dividends will be ¥871,157,094.
- (3) Effective date of dividends of surplus
The effective date of dividends will be June 21, 2018.

2. Other appropriation of surplus

Regarding other appropriation of surplus, the Company will prepare a general reserve for strengthening the future management base and a reserve to provide interim dividends as follows:

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

Reserve for interim dividends	¥740,000,000
General reserve	¥2,800,000,000
Retained earnings brought forward	¥2,565,310
- (2) Item of surplus to be decreased and amount of decrease

Reserve for interim dividends	¥2,565,310
Retained earnings brought forward	¥3,540,000,000

Proposal No. 2: Election of Eleven (11) Directors

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

The candidates for Director are as follows:

Candidate No.	Name	Current position in the Company	Type
1	Toshio Mikiya	Representative Director, Chairman of the Board	Reelection
2	Akinobu Ogata	Special Advisor	New election
3	Yutaka Nishida	Director, Chief IR Officer	Reelection
4	Yoko Takata	Director	Reelection
5	Masamitsu Ishizawa	Director, Chief Sales and Marketing Officer, General Manager, Sales and Marketing H.Q.	Reelection
6	Kenji Mori	Director, Chief Engineering Officer, General Manager, Products H.Q.	Reelection
7	Kazunari Arai	Director, Chief Corporate Planning Officer, General Manager, Corporate Planning H.Q.	Reelection
8	Mitsuhiro Inoue	General Manager, Administrative H.Q.	New election
9	Takashi Chiba	General Manager, MACHINE TOOLS Business Div.	New election
10	Yasuo Nakagawa	Outside Director	Reelection Outside Independent
11	Mitsuru Komiyama	Outside Director	Reelection Outside Independent

New election

New candidate for Director

Reelection

Candidate for reelection as Director

Outside

Candidate for Outside Director

Independent

Independent officer as provided for by the Tokyo Stock Exchange

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) Reelection	<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>June 1992 Representative Director, Chairman of the Board of the Company</p> <p>June 1993 Director, Chairman of the Board of the Company</p> <p>June 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>June 2003 Director, Chairman of the Board of the Company</p> <p>June 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	Akinobu Ogata (August 21, 1954) New election	<p>Apr. 1978 Joined Mitsubishi Corporation</p> <p>Nov. 2003 General Manager, Machinery Department of Huston Branch of Mitsubishi International Corporation</p> <p>Apr. 2010 Senior Vice President, General Manager of New Energy & Power Generation Div. of Mitsubishi Corporation</p> <p>Apr. 2012 Senior Vice President, General Manager of Environment & Infrastructure Business Div. of Mitsubishi Corporation</p> <p>July 2012 Senior Vice President, Senior Vice President, Senior Assistant to Group CEO of Global Environment & Infrastructure Business Development Group of Mitsubishi Corporation</p> <p>July 2013 Senior Vice President, Senior Assistant to Group CEO of Global Environmental & Infrastructure Business Group of Mitsubishi Corporation</p> <p>Apr. 2015 Executive Vice President of Lithium Energy Japan</p> <p>Apr. 2018 Special Advisor to 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
3	Yutaka Nishida (October 31, 1956) Reelection	<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>June 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>June 2015 Director, Chief IR Officer of the Company (present)</p>	8,920
4	Yoko Takata (January 31, 1955) Reelection	<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>June 2007 Audit & Supervisory Board Member of the Company</p> <p>May 2009 Representative Director, President of NIKI CO., LTD. (present)</p> <p>June 2010 Director of the Company (present)</p>	646,042
5	Masamitsu Ishizawa (February 8, 1962) Reelection	<p>Oct. 1984 Joined the Company</p> <p>Apr. 2009 Executive Officer, General Manager, Sales and Marketing H.Q. of the Company</p> <p>June 2011 Representative Director, President of MEDO INDUSTRIES CO., LTD.</p> <p>Aug. 2012 President of NITTO KOHKI (SHANGHAI) CO., LTD.</p> <p>June 2014 Director, Chief Sales and Marketing Officer, General Manager, Sales and Marketing H.Q. of the Company (present)</p>	2,400

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	Kenji Mori (July 21, 1962) Reelection	Apr. 1986 Joined the Company June 2005 Executive Officer, General Manager, CUPLA Business Div. of the Company June 2007 Representative Director, President of NITTO KOHKI COUPLING (THAILAND) CO., LTD. Apr. 2009 General Manager, CUPLA Business Div. of the Company Apr. 2011 General Manager, Corporate Planning H.Q. of the Company Jan. 2012 Representative Director, President of NITTO KOHKI (THAILAND) CO., LTD. Apr. 2013 Executive Officer, General Manager, Administrative H.Q. of the Company Representative Director, President of NITTO KOHKI INDUSTRY (THAILAND) CO., LTD. Apr. 2014 Executive Officer, General Manager, Products H.Q. of the Company June 2015 Director, Chief Engineering Officer, General Manager, Products H.Q. of the Company (present)	2,400
7	Kazunari Arai (January 26, 1966) Reelection	Nov. 2011 Joined the Company Apr. 2014 Executive Officer, General Manager, Corporate Planning H.Q. of the Company June 2014 Director of NITTO KOHKI (SHANGHAI) CO., LTD. June 2015 Director, Chief Corporate Planning Officer, General Manager, Corporate Planning H.Q. of the Company (present)	300
8	Mitsuhiro Inoue (August 1, 1962) New election	Aug. 1984 Joined the Company Apr. 2002 Director, NITTO KOHKI SERVICE CENTER CO., LTD. Apr. 2018 General Manager, Administrative H.Q. of the Company (present)	500
9	Takashi Chiba (November 19, 1965) New election	Apr. 1990 Joined the Company Apr. 2012 Director of NITTO KOHKI MIJIN CO., LTD. Jan. 2016 Director of NITTO KOHKI U.S.A., INC. Jan. 2016 Director of NITTO KOHKI AUSTRALIA PTY., LTD. Apr. 2016 General Manager, MACHINE TOOLS Business Div. of the Company (present)	-
10	Yasuo Nakagawa (December 5, 1943) Reelection Outside Independent	Apr. 1970 Registered as an attorney at law with Daiichi Tokyo Bar Association Joined Kuriyama & Fukuda Law Office (currently Nakagawa & Yamakawa Law Office) 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) Mar. 2003 Outside Audit & Supervisory Board Member of TAKAHASHI CURTAIN WALL CORPORATION (present) June 2005 Outside Director of the Company (present) Jan. 2006 Nakagawa & Yamakawa Law Office (present) July 2010 Outside Director of Leading Resorts Development Specific Purpose Company (present)	13,400

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
11	Mitsuru Komiyama (July 28, 1954) Reelection Outside Independent	<p>Aug. 1977 Joined Peat, Marwick, Mitchell & Co. (currently KPMG AZSA LLC), Tokyo</p> <p>July 1981 Joined Peat, Marwick, Mitchell & Co. (currently KPMG AZSA LLC), LA</p> <p>Nov. 1984 Established Komiyama & Co. CPAs, Head (present)</p> <p>Jan. 2007 Executive Representative Partner of Azabu Partners Tax & Accounting Co. (present)</p> <p>July 2010 Deputy President of The Japanese Institute of Certified Public Accountants</p> <p>July 2013 Director of The Japanese Institute of Certified Public Accountants</p> <p>June 2015 Outside Director of the Company (present)</p>	700

- 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 independent officers 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 officer, 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 thirteen (13) years.
 5. Mitsuru Komiyama possesses abundant experience and expert knowledge as a certified public accountant. 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 three (3) years.

<Reference>

<p>Independence Criteria for Outside Officers of the Company</p> <p>(1) The independence criteria for outside officers of the Company shall comply with the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc.</p> <p>(2) The supplemental items for the independence criteria are provided as follows:</p> <p>(i) A person who executes business refers to an executive director, executive officer, executive, or other employee, etc.</p> <p>(ii) A person/entity for which the Group is a major client refers to a person/entity who receives payments from the Group amounting to at least the higher of either 2% of their consolidated net sales or ¥100 million.</p> <p>(iii) A major client of the Group refers to a client that makes payments to the Group amounting to at least the higher of either 2% of the Group's consolidated net sales or ¥100 million.</p> <p>(iv) A large amount of money refers to an amount of ¥10 million or higher per year.</p>
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Proposal No. 3: Election of One (1) Substitute Audit & Supervisory Board Member

The Company proposes to elect one (1) 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)	
	July 2001	Representative Partner of Kudan Audit Corporation (currently Seiyo Audit Corporation) (present)	
	July 2007	Managing Director of The Japanese Institute of Certified Public Accountants	
	June 2010	Deputy President, Tokyo Chapter of The Japanese Institute of Certified Public Accountants	
	June 2016	Chairman and President, Tokyo Chapter of The Japanese Institute of Certified Public Accountants (present)	
	July 2016	Deputy President of The Japanese Institute of Certified Public Accountants (present)	

- Notes:
1. There is no special interest between Kazutomi Asai 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 Deputy President 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.

Proposal No. 4: Payment of Retirement Benefits to Retiring Directors

Directors Naoyuki Kotake, Tomoo Kondo and Atsushi Shirai will retire from office due to expiration of their terms of office at the conclusion of this meeting. To reward them for their services, the Company wishes to pay them retirement benefits of a suitable amount according to the uniform criteria of the Company.

The specific amounts, timing, method, etc. shall be determined by resolution of the Board of Directors.

The career summaries of the retiring Directors are as follows:

Name	Career Summary	
Naoyuki Kotake	June 2004	Director of the Company
	June 2005	Executive Director of the Company
	June 2007	Senior Executive Director of the Company
	June 2008	Representative Director, President of the Company (present)
Tomoo Kondo	June 2004	Director of the Company
	June 2005	Executive Director of the Company
	June 2015	Senior Executive Director of the Company (present)
Atsushi Shirai	June 2012	Director of the Company (present)