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(Stock Exchange Code 7287)
June 7, 2017

To Shareholders with Voting Rights:

Hirotooshi Takada
President, Representative Director &
Chief Executive Officer
NIPPON SEIKI CO., LTD.
2-34, Higashizaoh 2-chome, Nagaoka-shi,
Niigata

**NOTICE OF
THE 72ND ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

You are cordially invited to attend the 72nd Annual General Meeting of Shareholders of NIPPON SEIKI CO., LTD. (the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders and cast your vote in accordance with the Guidance for the Exercise of Voting Rights by 5 p.m. on Tuesday, June 27, 2017, Japan time.

1. Date and Time: Wednesday, June 28, 2017, at 10 a.m. Japan time

2. Place: Gymnasium at the headquarters of the Company, located at
2-34, Higashizaoh 2-chome, Nagaoka-shi, Niigata

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 72nd Fiscal Year (April 1, 2016–March 31, 2017) 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 72nd Fiscal Year (April 1, 2016–March 31, 2017)

Proposal to be resolved:

- | | |
|-------------------|--|
| Proposal 1 | Partial Amendments to the Articles of Incorporation |
| Proposal 2 | Election of Nine (9) Directors |
| Proposal 3 | Election of One (1) Audit & Supervisory Board Member |

End

- The reception starts at 9 a.m.
- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- If you are unable to attend the meeting, you may exercise your voting rights by a proxy. In such case, the proxy must be another shareholder of the Company who holds voting rights, and that person will be required to submit a document certifying his/her authority to be a proxy.
- Should the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements and the Consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website (<http://www.nippon-seiki.co.jp/>).

Guidance for the Exercise of Voting Rights

Voting by attending the General Meeting of Shareholders

Date and time of the meeting: Wednesday, June 28, 2017
10 a.m. Japan time (The reception starts at 9 a.m.)

Please present the enclosed Voting Rights Exercise Form at the reception desk.
Please note that those other than shareholders with voting rights of the Company are not allowed to enter the venue, including any proposed proxy who is not a shareholder of the Company or any person accompanying a shareholder.

Voting in writing:

Voting deadline: To be received no later than 5 p.m., Tuesday, June 27, 2017
Please indicate your vote for or against the proposal shown on the enclosed Voting Rights Exercise Form, and post it without a stamp.

Voting via the Internet:

Voting deadline: To be entered no later than 5 p.m., Tuesday, June 27, 2017
To exercise your voting rights via the Internet, please access the voting website by using the “Voting Rights Exercise Code” and “Temporary Password,” which are shown on the Voting Rights Exercise Form, and vote for or against the proposal in accordance with the on-screen instructions.

Voting website address: <http://www.web54.net>

It is possible to access the voting website by using a mobile phone with a QR Code* reader. For details on how to use this function, please refer to the instruction manual for the mobile phone that you use.
(Note: “QR Code” is a registered trademark of DENSO WAVE INCORPORATED.)

For guidance on the exercise of voting rights via the Internet, please refer to the following guidelines.

Exercise of voting rights via the Internet

(1) Handling of multiple votes

If you have exercised your voting rights both in writing and via the Internet, the vote exercised via the Internet shall be deemed effective. If you have exercised your voting rights more than once via the Internet or you have exercised your voting rights both via personal computer and smartphone/cell phone, the latest vote shall be deemed effective.

(2) Handling of the password and the Voting Rights Exercise Code

- 1) The password is an important piece of information for identification of the voter.
- 2) The password becomes invalidated if it is wrongly entered set number of times. If you would like the reissuance of a password, please follow the necessary procedures in accordance with the on-screen instructions.
- 3) The Voting Rights Exercise Code shown on the Voting Rights Exercise Form is valid only for this general meeting of shareholders.

(3) Inquiries about how to operate a computer, etc.

- 1) If you have any questions on how to operate a computer, a smartphone or a cell phone in relating to the exercise of voting rights on the voting website, please contact the following.

Stock Transfer Agency Web Support at Sumitomo Mitsui Trust Bank, Limited.
Toll-free call: 0120-652-031
Services available from 9 a.m. to 9 p.m.

- 2) Any other inquiries should be directed to the following:
 - a. Shareholders who hold accounts with securities firms should contact those firms with which they hold accounts.

- b. Shareholders who do not hold accounts with securities firms (shareholders who hold special accounts) should contact:

Stock Transfer Agency Services Center at Sumitomo Mitsui Trust Bank, Limited.
Toll-free call: 0120-782-031
Services available from 9 a.m. to 5 p.m. except on Saturdays, Sundays and national holidays

Platform for the Electronic Exercise of Voting Rights (for Institutional Investors)

Institutional investors may use the platform for the electronic exercise of voting rights operated by ICJ, Inc., or the “ICJ Platform,” for exercising voting rights for this General Meeting of Shareholders.

Reference Documents for the General Meeting of Shareholders

Proposal and References

Proposal 1: Partial Amendments to the Articles of Incorporation

1. Reasons for the amendments

Partial amendments to Article 2 (Purpose) of the Company’s Articles of Incorporation are proposed to clarify the business description of the Company and its subsidiaries in line with the current status thereof and to reflect the abolishment of the demarcation between specified worker dispatching undertaking and general worker dispatching undertaking in accordance with the “Act for Partial Revision of the Act for Securing the Proper Operation of Worker Dispatching Undertakings and the Protection, etc., of Dispatched Workers (Act No. 73 of 2015)” enforced on September 30, 2015.

2. Details of the amendments

Details of the amendments are as follows.

(Amended portions are underlined.)

Current Articles CHAPTER I GENERAL PROVISIONS	Proposed Amendments CHAPTER I GENERAL PROVISIONS
(Purpose) Article 2	(Purpose) Article 2
The purpose of the Company is to engage in the following businesses:	The purpose of the Company is to engage in the following businesses:
(1) Manufacture and sales of instruments, electric components, clocks and parts thereof for automobiles, agricultural and construction machines and boats, etc.	(1) (Unchanged)
(2) Manufacture and sales of electric and electronic equipment and parts thereof	(2) (Unchanged)
(3) Manufacture and sales of assembling machines and inspection equipment for instruments and electronic equipment	(3) (Unchanged)
(4) Manufacture and sales of metal molds and jigs and tools for instruments, etc.	(4) (Unchanged)
(5) Manufacture and sales of sensors and sensor systems	(5) (Unchanged)
(New)	<u>(6) Sales of automobiles</u>
<u>(6) Management of culture centers</u>	<u>(7) Management of culture centers</u>
<u>(7) Real estate rental</u>	<u>(8) Real estate rental</u>
<u>(8) General and specialized worker dispatching undertakings in accordance with the Act for Worker Dispatching Undertakings</u>	<u>(9) Worker dispatching undertaking</u>
<u>(9) All businesses incidental to or related with each of the foregoing items</u>	<u>(10) All businesses incidental to or related with each of the foregoing items</u>

Proposal 2: Election of Nine (9) Directors

The terms of office of all nine (9) Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of nine (9) Directors is proposed.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Relationship of special interests with the Company
1	Shoji Nagai (September 21, 1949)	<p>April 1993 Section Manager of Commercial Airplanes Division, Kawasaki Heavy Industries, Ltd.</p> <p>December 1995 Joined the Company</p> <p>June 1996 Director</p> <p>April 1997 Managing Director</p> <p>June 1998 Senior Managing Director</p> <p>June 2001 President & Representative Director</p> <p>June 2013 Chairman & Representative Director (to present)</p>	427,550	None
		<p>[Reasons for selecting the candidate for Director]</p> <p>Shoji Nagai has taken a leading role in the management of the Company as he assumed the office of President & Representative Director in June 2001 and Chairman & Representative Director in June 2013, thereby accumulating an extensive range of experience and knowledge as a corporate manager.</p> <p>It is expected that, as a member of the Board of Directors, he will continue to help reinforce the Board's decision-making and supervisory functions, and therefore he has been selected as a candidate for Director.</p>		
2	Hirotoishi Takada (August 10, 1953)	<p>March 1977 Joined the Company</p> <p>April 2003 Director, UK-NSI Co., Ltd.</p> <p>June 2005 Director</p> <p>June 2008 Managing Director</p> <p>April 2011 Senior Managing Director & Representative Director</p> <p>April 2011 Chief of the Headquarters, Business Headquarters</p> <p>June 2013 President & Representative Director</p> <p>June 2015 President, Representative Director & Chief Executive Officer (to present)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Chairman and Director, Thai Nippon Seiki Co., Ltd. • Chairman, Shanghai Nissei Display System Co., Ltd. • Chairman, Wuhan Nissei Display System Co., Ltd. • Chairman, Nissei Display Sales and Development Co., Ltd. • Chairman, Hong Kong Ek Chor Nissei Co., Ltd. • Chairman, Dongguan Nissei Electronics Co., Ltd. • Chairman, Hong Kong Nippon Seiki Co., Ltd. 	23,000	See Note 1
		<p>[Reasons for selecting the candidate for Director]</p> <p>After having engaged in the management of an overseas subsidiary, Hirotoishi Takada has taken a leading role in the management of the Company as he assumed the office of Senior Managing Director & Representative Director in April 2011 and President & Representative Director in June 2013. Aiming for "globalization management," he has taken the leadership of the Nippon Seiki Group in implementing measures to enhance its corporate value.</p> <p>It is expected that, as a member of the Board of Directors, he will continue to help reinforce the Board's decision-making and supervisory functions, and therefore he has been selected as a candidate for Director.</p>		

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Relationship of special interests with the Company
3	Morito Sato (March 30, 1959)	<p>March 1977 Joined the Company</p> <p>June 2007 Director</p> <p>April 2008 President and Director, UK-NSI Co., Ltd.</p> <p>June 2014 Managing Director</p> <p>June 2015 Managing Officer</p> <p>April 2016 Senior Managing Officer</p> <p>June 2016 Director and Senior Managing Officer</p> <p>October 2016 In charge of Overall Production (“Monozukuri”) (Production Headquarters, Production Engineering Headquarters)</p> <p>April 2017 Director, Vice President and Senior Managing Officer (to present)</p>	16,650	None
	<p>[Reasons for selecting the candidate for Director]</p> <p>Morito Sato has an extensive range of experience and achievements through the execution of businesses in the divisions of production, production engineering and the management of an overseas subsidiary. In addition, he assumed the office of Director in June 2007, Senior Managing Officer in April 2016 and Vice President and Senior Managing Officer in April 2017, thereby acquiring deep insight into corporate management.</p> <p>By utilizing his experience and knowledge at the Company’s Board of Directors, he is expected to reinforce the Board’s decision-making and supervisory functions, and therefore he has been selected as a candidate for Director.</p>			
4	Makoto Okawa (June 23, 1957)	<p>March 1976 Joined the Company</p> <p>June 2006 Director</p> <p>June 2009 Chief of the Headquarters, Sourcing Headquarters</p> <p>June 2010 Managing Director</p> <p>June 2014 Senior Managing Director</p> <p>June 2014 Chief of the Headquarters, Enterprise Planning Headquarters and Sourcing Headquarters</p> <p>April 2015 Chief of the Headquarters, Enterprise Planning Headquarters; and in charge of Sourcing Headquarters</p> <p>June 2015 Director and Senior Managing Officer (to present)</p> <p>April 2016 Chief of the Headquarters, Enterprise Management Headquarters</p> <p>April 2017 In charge of Quality Assurance Headquarters, Component Products Div., Sourcing Headquarters and Enterprise Management Headquarters</p> <p>Geographical area in his charge: Japan (to present)</p>	26,150	None
	<p>[Reasons for selecting the candidate for Director]</p> <p>Makoto Okawa has an extensive range of experience and achievements through the execution of businesses in the divisions of sales & marketing, sourcing and business management. In addition, he assumed the office of Director in June 2006 and Senior Managing Officer in June 2015, thereby acquiring deep insight into corporate management.</p> <p>By utilizing his experience and knowledge at the Company’s Board of Directors, he is expected to reinforce the Board’s decision-making and supervisory functions, and therefore he has been selected as a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Relationship of special interests with the Company
5	Koichi Sato (October 26, 1962)	<p>April 1985 Joined the Company</p> <p>April 2006 Vice President and Director, NS International Ltd.</p> <p>June 2011 Director</p> <p>June 2013 Managing Director</p> <p>June 2013 Deputy Chief of the Headquarters, Engineering Headquarters; General Manager, Instrument Cluster Design and Engineering Supervision Dept.; and General Manager, Movements and Sensors Engineering Dept.</p> <p>June 2015 Managing Officer</p> <p>April 2016 Deputy Chief of the Headquarters, Engineering Headquarters; General Manager, Instrument Cluster Design and Engineering Supervision Dept.; and in charge of Design Management Engineering Dept.</p> <p>June 2016 Director and Managing Officer</p> <p>April 2017 Director and Senior Managing Officer (to present)</p> <p>April 2017 In charge of Business Headquarters, Instrument Design Headquarters, Engineering Headquarters and Manufacturing Headquarters</p> <p>Geographical area in his charge: North and Central America (to present)</p>	11,150	None
		<p>[Reasons for selecting the candidate for Director]</p> <p>Koichi Sato has an extensive range of experience and achievements through the execution of business in the engineering division and the management of an overseas subsidiary. In addition, he assumed the office of Director in June 2011, Managing Officer in June 2015 and Senior Managing Officer in April 2017, thereby acquiring deep insight into corporate management.</p> <p>By utilizing his experience and knowledge at the Company's Board of Directors, he is expected to reinforce the Board's decision-making and supervisory functions, and therefore he has been selected as a candidate for Director.</p>		
6	Junichi Suzuki (April 9, 1958)	<p>March 1977 Joined the Company</p> <p>June 2006 Director</p> <p>June 2009 Chief of the Headquarters, Quality Assurance Headquarters</p> <p>June 2011 Managing Director</p> <p>June 2015 Director and Managing Officer (to present)</p> <p>April 2016 Chief of the Headquarters, Business Headquarters</p> <p>April 2017 Chief of the Headquarters, Business Headquarters</p> <p>Geographical area in his charge: ASEAN (to present)</p>	20,500	See Note 2
		<p>[Significant concurrent positions]</p> <p>• Chairman, Vietnam Nippon Seiki Co., Ltd.</p> <p>[Reasons for selecting the candidate for Director]</p> <p>Junichi Suzuki has an extensive range of experience and achievements through the execution of businesses in the divisions of quality assurance and sales & marketing. In addition, he assumed the office of Director in June 2006 and Managing Officer in June 2015, thereby acquiring deep insight into corporate management.</p> <p>By utilizing his experience and knowledge at the Company's Board of Directors, he is expected to reinforce the Board's decision-making and supervisory functions, and therefore he has been selected as a candidate for Director.</p>		

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Relationship of special interests with the Company
7	Yuji Hirata (October 23, 1961)	<p>April 1984 Joined the Company</p> <p>April 2002 Senior Manager, Production Development Dept., Production Headquarters</p> <p>June 2009 Operating Officer</p> <p>April 2011 President, Shanghai Nissei Display System Co., Ltd.</p> <p>June 2013 Director</p> <p>June 2015 Senior Operating Officer</p> <p>June 2016 Director and Senior Operating Officer</p> <p>June 2016 In charge of the Chinese business</p> <p>October 2016 Director and Managing Officer (to present)</p> <p>October 2016 Chief of the Headquarters, Production Engineering Headquarters</p> <p>February 2017 Chief of the Headquarters, Production Engineering Headquarters; General Manager, Production Engineering Supervision Dept.; and General Manager, Productivity Reform Promotion Dept.</p> <p>April 2017 Chief of the Headquarters, Manufacturing Headquarters and General Manager, Production Supervision Dept. Geographical area in his charge: China and Taiwan (to present)</p> <p>[Significant concurrent positions] • Chairman, Taiwan Nissei Display System Co., Ltd.</p>	6,000	See Note 3
	<p>[Reasons for selecting the candidate for Director] Yuji Hirata has an extensive range of experience and achievements through the execution of business in the production engineering division and the management of an overseas subsidiary. In addition, he assumed the office of Director in June 2013, Senior Operating Officer in June 2015 and Managing Officer in October 2016, thereby acquiring deep insight into corporate management. By utilizing his experience and knowledge at the Company's Board of Directors, he is expected to reinforce the Board's decision-making and supervisory functions, and therefore he has been selected as a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Relationship of special interests with the Company
8	Sanji Arisawa (July 7, 1942) Outside Director Independent Director	September 1972 Joined Mobile Oil Co., Ltd. November 1973 Joined Mitsubishi Petrochemical Co., Ltd. April 1986 Joined Arisawa Mfg. Co., Ltd. July 1987 Director, Arisawa Mfg. Co., Ltd. June 1995 Representative Director, Arisawa Mfg. Co., Ltd. June 2003 CEO, Arisawa Mfg. Co., Ltd. December 2010 Representative Director and President, Protec International Holdings Co., Ltd. (to present) December 2010 Director and Chairman, Protec Arisawa Europe, S.A. (to present) June 2014 Representative Director, Chairman and CEO, Arisawa Mfg. Co., Ltd. (to present) June 2015 Director of the Company (to present) [Significant concurrent positions] • Representative Director, Chairman and CEO, Arisawa Mfg. Co., Ltd. • Representative Director and President, Protec International Holdings Co., Ltd. • Director and Chairman, Protec Arisawa Europe, S.A.	2,000	None
		[Reasons for selecting the candidate for Outside Director] Sanji Arisawa is currently an Outside Director of the Company, and his period of service will be two (2) years at the conclusion of this Annual General Meeting of Shareholders. His appropriate advice, suggestions and decision-making have been effectively reflected in the management of the Company from an objective and neutral viewpoint. Sanji Arisawa has long served as CEO and Representative Director and Chairman of Arisawa Mfg. Co., Ltd. Based on the considerable experience and broad knowledge he has accumulated as a corporate manager of overseas businesses, we expect him to continue to supervise the management of the Company, while providing advice and suggestions on overall management issues, thereby reinforcing the corporate governance of the Company. For these reasons, he has been selected as a candidate for Outside Director.		

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Relationship of special interests with the Company
9	Takashi Sakikawa (May 22, 1965) Outside Director Independent Director	August 1995 Instructor, Faculty of Economics, Niigata University March 1996 Ph.D. in Business Administration & Management, Graduate School of International Politics, Economics and Communication, Aoyama Gakuin University April 1997 Assistant Professor, Faculty of Economics, Niigata University September 2001 Visiting Scholar, UCLA Anderson School of Management April 2006 Associate Professor in Management of Technology, Graduate School for Management of Technology, Niigata University November 2011 Professor in Management of Technology, Graduate School for Management of Technology, Niigata University (to present) June 2015 Director of the Company (to present) [Significant concurrent positions] • Professor in Management of Technology, Graduate School for Management of Technology, Niigata University	0	None
[Reasons for selecting the candidate for Outside Director] Takashi Sakikawa is currently an Outside Director of the Company, and his period of service will be two (2) years at the conclusion of this Annual General Meeting of Shareholders. His appropriate advice, suggestions and decision-making have been effectively reflected in the management of the Company from an objective and neutral viewpoint. Takashi Sakikawa has studied international business management for many years, accumulating significant knowledge and experience as an expert in organizations and business management. For these reasons, he is expected to be able to adequately perform the duties as an Outside Director. In the expectation that he will continue to supervise the management of the Company, we have selected him as a candidate for Outside Director.				

(Notes)

1. Candidate for Director, Hirotohi Takada, has the following special interests with the Company.
 - a. He concurrently serves as Chairman and Director of Thai Nippon Seiki Co., Ltd., with which the Company has business relationships, including the sales and purchases of products and parts.
 - b. He concurrently serves as Chairman of Shanghai Nissei Display System Co., Ltd., with which the Company has business relationships, including the sales and purchases of products and parts.
 - c. He concurrently serves as Chairman of Wuhan Nissei Display System Co., Ltd., with which the Company has business relationships, including the sales and purchases of products, and the Company provides loans thereto.
 - d. He concurrently serves as Chairman of Nissei Display Sales and Development Co., Ltd., with which the Company has business relationships, including the sales of products.
 - e. He concurrently serves as Chairman of Hong Kong Ek Chor Nissei Co., Ltd.
 - f. He concurrently serves as Chairman of Dongguan Nissei Electronics Co., Ltd., with which the Company has business relationships, including the sales of products. The Company also provides loans thereto.
 - g. He concurrently serves as Chairman of Hong Kong Nippon Seiki Co., Ltd., with which the Company has business relationships, including the sales and purchases of products and parts.
2. Candidate for Director, Junichi Suzuki, concurrently serves as Chairman of Vietnam Nippon Seiki Co., Ltd., with which the Company has business relationships, including the sales of products.
3. Candidate for Director, Yuji Hirata, concurrently serves as Chairman, Taiwan Nissei Display System Co., Ltd., with which the Company has business relationships, including the sales and purchases of products and parts.
4. Candidates for Director, Sanji Arisawa and Takashi Sakikawa, have no special interests with the Company.
5. Candidates for Director, Sanji Arisawa and Takashi Sakikawa, are nominated for Outside Director, have been designated as Independent Directors as set forth by the Tokyo Stock Exchange and notification thereof has been submitted to said Exchange.
6. The Company has agreements with Candidates for Outside Director, Sanji Arisawa and Takashi Sakikawa, to limit the liability for damages as prescribed in Article 423, Paragraph 1, of the Companies Act. The maximum amount of liability pursuant to the agreement is the minimum amount of liability stipulated in Article 425, Paragraph 1, of said Act. If the election of the above two candidates is approved, the Company will continue said agreement with each of them.

Proposal 3: Election of One (1) Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member Takashi Komagata will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of one (1) Audit & Supervisory Board Member is proposed.

This proposal has already received the consent of the Audit & Supervisory Board.

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

Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Relationship of special interests with the Company
Takashi Komagata (June 26, 1950)	March 1973 Joined the Company June 1998 General Manager, Liquid Crystal Display Production Div. and General Manager, Engineering and Development Dept. June 2003 Director April 2007 General Manager, Internal Auditing Office June 2007 Operating Officer June 2009 Full-time Audit & Supervisory Board Member (to present)	48,000	None
[Reasons for selecting the candidate for Audit & Supervisory Board Member] Takashi Komagata engaged in the execution of operations at the manufacturing division and audits on operations at the Company. After assuming the office of Audit & Supervisory Board Member, he has appropriately fulfilled his roles in conducting audits on the execution of duties by Directors. By utilizing his experience and knowledge for audits of the Company, he is expected to appropriately execute his duties as Audit & Supervisory Board Member, and therefore he has been selected as a candidate for Audit & Supervisory Board Member.			