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Securities code: 5991

June 6, 2017

To our shareholders,

Takashi Kayamoto,  
President & Chief Operating Officer,  
Representative Member of the Board  
**NHK SPRING CO., LTD.**  
3-10, Fukuura, Kanazawa-ku, Yokohama

## Notice of the 97th Annual General Meeting of Shareholders

You are cordially invited to attend the 97th Annual General Meeting of Shareholders of NHK SPRING CO., LTD. (the “Company”) to be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights in writing and electromagnetic means. Please examine the Reference Documents for the General Meeting of Shareholders contained herein and exercise the voting rights by 5:15 p.m. on Tuesday, June 27, 2017 (JST).

[Exercise of Voting Rights via the Internet]

Please access the website for exercising voting rights designated by the Company (<http://www.evotep.jp/>), enter the “login ID” and “temporary password” provided on the enclosed Voting Rights Exercise Card and follow the instructions on the screen to indicate your approval or disapproval of the proposals by 5:15 p.m. on Tuesday, June 27, 2017 (JST).

Please refer to “Notes on the Use of the Exercise of Voting Rights via the Internet” (Japanese only) when using the Internet to vote.

**1. Date and Time:** Wednesday, June 28, 2017, at 10:00 a.m. (Reception starts at 9:00 a.m.) (JST)

**2. Venue:** Conference Room, NHK SPRING CO., LTD.  
3-10, Fukuura, Kanazawa-ku, Yokohama

### 3. Purpose of the Meeting:

#### Matters to be reported:

1. Report on the Business Report, the Consolidated Financial Statements, and audit results of the Non-consolidated Financial Statements and Consolidated Financial Statements by the Financial Auditor and the Board of Corporate Auditors for the 97th term (from April 1, 2016 to March 31, 2017)
2. Report on the Non-consolidated Financial Statements for the 97th term (from April 1, 2016 to March 31, 2017)

#### Matters to be resolved:

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Seven (7) Members of the Board
- Proposal 3:** Election of One (1) Substitute Corporate Auditor

(Request)

- \* If you attend the meeting in person, please present the enclosed Voting Rights Exercise Card at the reception desk upon your arrival at the meeting.

In the case of attendance by a proxy, please present a letter of proxy with enclosed Voting Rights Exercise Card at the reception desk. As per the Article 15 of the Company's Articles of Incorporation, shareholders may appoint as their proxy one (1) other shareholder of the Company entitled to vote.

(Notice)

- \* Pursuant to laws and regulations and the provision of Article 17 of the Company's Articles of Incorporation, the following items, among documents to be attached to this notice, are posted on the Company's website (<http://www.nhkspg.co.jp/>) and are not included in this notice and the attached documents. Accordingly, the attached documents to this notice are part of the documents that were audited by the Corporate Auditors and the Financial Auditor in preparing the audit reports.
  - 1) Notes to the Consolidated Financial Statements
  - 2) Notes to the Non-consolidated Financial Statements
- \* Any corrections in the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements, or the Non-consolidated Financial Statements will be posted on the Company's website (<http://www.nhkspg.co.jp/>).

## Reference Documents for the General Meeting of Shareholders

### Proposals and References

#### **Proposal 1:** Appropriation of Surplus

The Company recognizes distribution of profits to our shareholders as the top priority and our basic policy is to continue to distribute dividends stably.

With consideration given to such matters as consolidated business performance and dividend payout ratio comprehensively, the Company proposes that the year-end dividend for the term be 12 yen per share.

<Year-end dividend>

(1) Type of dividend property

Cash

(2) Assignment of the dividend property to shareholders and the total amount:

12 yen per share of common stock of the Company

Total amount: 2,845,113,276 yen

(3) Effective date of dividends of surplus

June 29, 2017

**Proposal 2:** Election of Seven (7) Members of the Board

The terms of office of all nine (9) Directors will expire at the conclusion of this General Meeting of Shareholders. In addition, Directors, Mr. Takao Itoi and Mr. Akihiro Honda will retire at the conclusion of this General Meeting of Shareholders.

Accordingly, we request the election of seven (7) Directors.

The candidates for positions of Members of the Board are as follows:

No.	Name (Date of birth)	Career summary, position and areas of responsibility in the Company and important concurrent positions	Number of Company's shares owned
1	Kazumi Tamamura (May 10, 1949)  [Reelection]	Apr. 1972      Joined the Company	64,000
		June 2003      Member of the Board	
June 2005      Corporate Officer			
June 2006      Member of the Board and Senior Corporate Officer			
June 2009      Member of the Board and Executive Corporate Officer			
June 2010      President & Chief Executive Officer and Representative Member of the Board			
Apr. 2017      Chairman & Chief Executive Officer and Representative Member of the Board (present)			
Reason for election Mr. Kazumi Tamamura was appointed President & Chief Executive Officer in 2010 and has abundant experience and advanced knowledge about the business activities of the Company through his service as President and Chairman, and accordingly, we request his reelection as a Member of the Board.			
2	Takashi Kayamoto (February 5, 1956)  [Reelection]	Apr. 1979      Joined the Company	27,800
		June 2010      Corporate Officer	
Apr. 2013      Senior Corporate Officer			
Apr. 2016      Member of the Board and Executive Corporate Officer			
Apr. 2017      President & Chief Operating Officer and Representative Member of the Board (present)			
Reason for election Mr. Takashi Kayamoto has many years of experience in the R&D Department and insight into this field, as well as a wealth of experience relating to management through his service as President of Suspension Spring Division and President of the Sales Division, and accordingly, we request his reelection as a Member of the Board.			
3	Kaoru Hatayama (August 27, 1951)  [Reelection]	Apr. 1974      Joined the Company	27,100
		June 2006      Corporate Officer	
June 2009      Senior Corporate Officer			
Apr. 2012      Executive Corporate Officer			
Apr. 2014      Executive Vice President (present)			
June 2014      Representative Member of the Board (present)			
Reason for election Mr. Kaoru Hatayama has a wealth of experience relating to management through his service as the President of the Precision Spring and Components Division and President of NHK Spring (Thailand) Co., Ltd., and accordingly, we request his reelection as a Member of the Board.			

No.	Name (Date of birth)	Career summary, position and areas of responsibility in the Company and important concurrent positions	Number of Company's shares owned
4	Hiroyuki Kado (March 6, 1953)  [Reelection]	Apr. 1976      Joined the Company June 2005      Corporate Officer June 2010      Senior Corporate Officer June 2012      Member of the Board Apr. 2013      Executive Corporate Officer June 2014      Outside Director of TAKANO Co., Ltd. (present) Apr. 2016      Executive Vice President and Representative Member of the Board (present) [Significant concurrent positions outside the Company] Outside Director of TAKANO Co., Ltd.	20,200
		Reason for election Mr. Hiroyuki Kado has extensive management experience through his service as President of NHK Spring (Thailand) Co., Ltd., President of Procurement Division and President of Corporate Planning and Control Division, and accordingly, we request his reelection as a Member of the Board.	
5	Ryuichi Shibata (September 9, 1955)  [Reelection]	Apr. 1979      Joined the Company June 2010      Corporate Officer Apr. 2013      Senior Corporate Officer Apr. 2016      Executive Corporate Officer (present) June 2016      Member of the Board (present)	12,300
		Reason for election Mr. Ryuichi Shibata has extensive management experience as President of multiple production divisions, and accordingly, we request his reelection as a Member of the Board.	
6	Keiichiro Sue (July 27, 1957)  [Reelection]  [Outside Member of the Board]	Apr. 1984      Registered as an attorney at law (a member of Dai-Ichi Tokyo Bar Association) Joined the Nobuo Takai Law Firm Jan. 1989      Joined Matsuo & Kosugi Oct. 1995      Registered as Attorney at Law in New York State, USA June 2009      Partner, Blakemore & Mitsuki (present) June 2014      Outside Director of METAWATER Co., Ltd. (present) June 2014      Outside Corporate Auditor of the Company June 2015      Outside Member of the Board of the Company (present) [Significant concurrent positions outside the Company] Outside Director of METAWATER Co., Ltd.	None
		Reason for election Mr. Keiichiro Sue appropriately fulfills the supervisory function for business execution as Outside Member of the Board based on his experience of appropriately performing supervision as the Outside Corporate Auditor of the Company and we judge that he will strengthen the corporate governance of the Company, and accordingly, we request his reelection as Outside Member of the Board.	

No.	Name (Date of birth)	Career summary, position and areas of responsibility in the Company and important concurrent positions	Number of Company's shares owned
7	Katsuko Tanaka (September 3, 1945)  [Reelection]  [Outside Member of the Board]	<p>Apr. 1970     Researcher, hygiene class, Okayama University Medical School (Worked in the local hospital.)</p> <p>July 1970     Medical license registration (No. 207731)</p> <p>May 1976     Worked at Yokohama City Hall</p> <p>May 1998     Mayor, Sakae Ward, Yokohama City</p> <p>Apr. 2000     Director General, Social Welfare Bureau, Yokohama City</p> <p>Apr. 2004     Director General, Civic Affairs Bureau, Yokohama City</p> <p>Apr. 2006     Trustee and Secretary General, Public University Corporation Yokohama City University</p> <p>Apr. 2013     Chairperson of Yokohama City University</p> <p>Mar. 2015     Retired as Chairperson of Yokohama City University</p> <p>June 2016     Outside Member of the Board of the Company (present)</p>	None
<p>Reason for election  Since being appointed as Outside Member of the Board in June 2016, Ms. Katsuko Tanaka has fulfilled the role of overseeing the execution of business, she has extensive experience relating to organizational management of public bodies and can be expected to provide objective opinions on the operation of a business enterprise, and accordingly, we request her reelection as an Outside Member of the Board.</p>			

- Notes:
1. There is no special interest between the candidates and the Company.
  2. Mr. Keiichiro Sue and Ms. Katsuko Tanaka are candidates for Outside Members of the Board.
  3. The Company's Articles of Incorporation provide for agreements limiting the liability specified in Article 423, Paragraph 1 of the Companies Act to two years of remuneration and other consideration received or to be received for the performance of duties, and if election of Mr. Keiichiro Sue and Ms. Katsuko Tanaka is approved as proposed, the Company plans to renew such limited liability agreement.
  4. The Company has submitted notification to Tokyo Stock Exchange, Inc. that Mr. Keiichiro Sue and Ms. Katsuko Tanaka have been appointed as independent officers as provided for by the aforementioned exchange. If the reelection of them is approved, the Company plans for their reappointment as independent officers to continue.
  5. Mr. Keiichiro Sue and Ms. Katsuko Tanaka are candidates for Outside Members of the Board. At the conclusion of this meeting, their tenures since assuming office as Outside Member of the Board will have been two years and one year, respectively.

**Proposal 3:** Election of One (1) Substitute Corporate Auditor

This proposal is to request the election of one (1) Substitute Corporate Auditor to provide for a case in which the number of Outside Corporate Auditors falls short of the number stipulated in laws and regulations.

Consent of the Board of Corporate Auditors has been obtained concerning this proposal.

The candidate for position of Substitute Corporate Auditor is as follows:

Name (Date of birth)	Career summary, position and important concurrent positions	Number of Company's shares owned
Nobuaki Mukai (April 19, 1969)	Apr. 1996 Registered as Attorney at Law (Dai-Ichi Tokyo Bar Association) Joined Momo-o, Matsuo & Namba 2001 Registered as Attorney at Law in New York State, USA Jan. 2004 Partner, Momo-o, Matsuo & Namba (present)	None
Reason for election Mr. Nobuaki Mukai has had no experience of involvement in corporate management, but he has professional knowledge and experience in corporate legal affairs as an attorney at law and therefore the Company nominates him as the candidate for Substitute Corporate Auditor of the Company.		

- Notes:
1. There is no special interest between the candidate and the Company.
  2. Mr. Nobuaki Mukai is a candidate for Substitute Outside Corporate Auditor.
  3. The Company's Articles of Incorporation provide for agreements limiting the liability specified in Article 423, Paragraph 1 of the Companies Act to two years of remuneration and other consideration received or to be received for the performance of duties, and if Mr. Nobuaki Mukai assumes office as Corporate Auditor, the Company plans to enter into such limited liability agreement with him.