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Securities code: 5991
June 4, 2019

To Our Shareholders,

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

Notice of the 99th Annual General Meeting of Shareholders

You are cordially invited to attend the 99th Annual General Meeting of Shareholders of NHK SPRING CO., LTD. (the “Company”) to be held as follows:

- 1. Date and Time:** Wednesday, June 26, 2019, 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. The Business Report, the Consolidated Financial Statements, and audit results of the Consolidated Financial Statements by the Financial Auditor and the Board of Corporate Auditors for the 99th term (from April 1, 2018 to March 31, 2019)
2. The Non-consolidated Financial Statements for the 99th term (from April 1, 2018 to March 31, 2019)

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) Corporate Auditor
- Proposal 4:** Election of One (1) Substitute Corporate Auditor

(Request)

- * If you attend the meeting in person, please present the enclosed Voting Form 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 Form at the reception desk. As per 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.

If you are unable to attend the meeting in person, you may exercise your voting rights in writing or electronic and magnetic means. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:15 p.m. on Tuesday, June 25, 2019 (JST).

[Exercise of Voting Rights via the Internet]

Please access the website designated by the Company for exercising voting rights (<https://evote.tr.mufg.jp/>), enter the “login ID” and “temporary password” provided on the enclosed Voting Form and follow the instructions on the screen to indicate your approval or disapproval of the proposals by 5:15 p.m. on Tuesday, June 25, 2019 (JST).

(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 (<https://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 (<https://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.

In light of this and as a result of comprehensive consideration given to such matters as consolidated business performance and dividend payout ratio, 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: 2,845,093,440 yen

As the Company has already paid an interim dividend of 12 yen per share, the annual dividend for the term will be 24 yen per share.

(3) Effective date of dividends of surplus

June 27, 2019

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

The terms of office of all seven (7) Members of the Board will expire at the conclusion of this General Meeting of Shareholders. In addition, Member of the Board, Mr. Hiroyuki Kado will retire at the conclusion of this General Meeting of Shareholders.

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

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

No.	Name	Positions in the Company	
1	Kazumi Tamamura	Chairman & Representative Member of the Board	Reelection
2	Takashi Kayamoto	President & CEO and Representative Member of the Board	Reelection
3	Toru Sugiyama	Executive Vice President & CFO and Representative Member of the Board President of Corporate Planning and Control Division President of Procurement Division	Reelection
4	Kiyohiko Kanmei	Executive Corporate Officer & CQO President of Engineering Division	New election
5	Kazuhisa Uemura	Member of the Board Senior Corporate Officer President of Sales Division	Reelection
6	Keiichiro Sue	Member of the Board (External)	Reelection External Independent
7	Katsuko Tanaka	Member of the Board (External)	Reelection External Independent

Reelection	Candidate for reelected Member of the Board
New election	Candidate for newly elected Member of the Board
External	Candidate for Member of the Board (External)
Independent	Candidate for Independent Officer

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] Attendance at Board of Directors meetings 12/13 meetings	Apr. 1972 Joined the Company	69,000
		Jun. 2003 Member of the Board and Vice President of Seating Division	
Jun. 2005 Corporate Officer and Vice President of Sales Division			
Jun. 2006 Member of the Board, Senior Corporate Officer and President of Sales Division			
Jun. 2009 Member of the Board and Executive Corporate Officer			
Jun. 2010 President & CEO and Representative Member of the Board			
Apr. 2017 Chairman & Representative Member of the Board (present)			
Reason for election Mr. Kazumi Tamamura was appointed President & CEO in 2010, and Chairman & Representative Member of the Board in 2017. He has abundant experience and advanced knowledge about the business activities of the Company through his duties, and accordingly, we request his reelection as a Member of the Board.			
2	Takashi Kayamoto (February 5, 1956) [Reelection] Attendance at Board of Directors meetings 13/13 meetings	Apr. 1979 Joined the Company	38,900
		Jun. 2010 Corporate Officer, Vice President of Research and Development Division and Director of Development Department	
Apr. 2013 Senior Corporate Officer and President of Suspension Spring Division			
Jun. 2015 Member of the Board, Senior Corporate Officer and President of Sales Division			
Apr. 2016 Member of the Board, Executive Corporate Officer and President of Sales Division			
Apr. 2017 President & CEO and Representative Member of the Board (present)			
Reason for election Dr. Takashi Kayamoto was appointed President & CEO and Representative Member of the Board in 2017 after his service as President of Suspension Spring Division and President of Sales Division, and he has abundant experience and advanced knowledge about the business activities of the Company through these duties, as well as having deep insight into the research and development department, 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	
3	Toru Sugiyama (August 15, 1956) [Reelection] Attendance at Board of Directors meetings 10/10 meetings	Dec. 1980	Joined the Company	12,400
		Jun. 2001	President & CEO of NHK International Corporation	
Jun. 2010	Corporate Officer, Vice President of Suspension Spring Division and Director of Administration Department			
Apr. 2014	Senior Corporate Officer, Director of Corporate Planning Department, Corporate Planning and Control Division			
Apr. 2017	Executive Corporate Officer, President of Procurement Division			
Jun. 2018	Member of the Board, Executive Corporate Officer, President of Corporate Planning and Control Division and President of Procurement Division			
		Apr. 2019	Executive Vice President & CFO, Member of the Board, President of Corporate Planning and Control Division and President of Procurement Division (present)	
Reason for election Dr. Toru Sugiyama has extensive management experience through his duties as President & CEO of NHK International Corporation, Director of Administration Department of Suspension Spring Division, Director of Corporate Planning Department, President of Procurement Division and President of Corporate Planning and Control Division, and accordingly, we request his reelection as a Member of the Board.				
4	Kiyohiko Kanmei (June 10, 1957) [New election] Attendance at Board of Directors meetings -	Apr. 1980	Joined the Company	10,900
		Jun. 2011	Corporate Officer, Vice President of Seating Division and Director of Global Business Promotion Department	
Apr. 2015	Senior Corporate Officer and President of Seating Division			
Apr. 2018	Executive Corporate Officer, President of Engineering Division			
Apr. 2019	Executive Corporate Officer & CQO and President of Engineering Division (present)			
Reason for election Mr. Kiyohiko Kanmei has many years of experience in the engineering and manufacturing fields and deep insight into these fields, as well as a wealth of experience relating to management through his duties as President of Seating Division and President of Engineering Division, and accordingly, we request his election as a Member of the Board.				
5	Kazuhisa Uemura (July 24, 1960) [Reelection] Attendance at Board of Directors meetings 9/10 meetings	Apr. 1983	Joined the Company	5,630
		Apr. 2014	Corporate Officer, Vice President of Sales Division and Director of Seating & Component Sales Department	
Apr. 2018	Senior Corporate Officer, President of Sales Division			
Jun. 2018	Member of the Board, Senior Corporate Officer and President of Sales Division (present)			
Reason for election Mr. Kazuhisa Uemura has many years of experience in Sales Division and deep insight into this field, as well as a wealth of experience relating to management through his duties as President of Sales Division, 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
6	Keiichiro Sue (July 27, 1957) [Reelection] [External] [Independent] Attendance at Board of Directors meetings 12/13 meetings	Apr. 1984 Registered as Attorney at Law (a member of Dai-Ichi Tokyo Bar Association) Joined the Nobuo Takai Law Firm	None
		Jan. 1989 Joined Matsuo & Kosugi	
		Oct. 1995 Registered as Attorney at Law in New York State, USA	
		Jun. 2009 Partner, Blakemore & Mitsuki (present)	
		Jun. 2014 External Director of METAWATER Co., Ltd. (present)	
		Jun. 2014 Corporate Auditor (External) of the Company	
		Jun. 2015 Member of the Board (External) of the Company (present)	
	[Significant concurrent positions outside the Company] External Director of METAWATER Co., Ltd.		
	Reason for election Since being appointed as Member of the Board (External) in 2015, Mr. Keiichiro Sue has appropriately fulfilled the role of overseeing the execution of business, as well as having a wealth of experience as an attorney at law, and we judge that he will strengthen the corporate governance of the Company, and accordingly, we request his reelection as Member of the Board (External).		
7	Katsuko Tanaka (September. 3, 1945) [Reelection] [External] [Independent] Attendance at Board of Directors meetings 13/13 meetings	Apr. 1970 Researcher, hygiene class, Okayama University Medical School (Worked in the local hospital.)	None
		Jul. 1970 Medical license registration (No. 207731)	
		May 1976 Worked at Yokohama City Hall	
		May 1998 Mayor, Sakae Ward, Yokohama City	
		Apr. 2000 Director General, Social Welfare Bureau, Yokohama City	
		Apr. 2004 Director General, Civic Affairs Bureau, Yokohama City	
		Apr. 2006 Trustee and Secretary General, Public University Corporation Yokohama City University	
		Apr. 2013 Chairperson of Yokohama City University	
		Mar. 2015 Retired as Chairperson of Yokohama City University	
		Jun. 2016 Member of the Board (External) of the Company (present)	
	Reason for election Since being appointed as Member of the Board (External) in 2016, Ms. Katsuko Tanaka has appropriately 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 Member of the Board (External).		

- Notes:
1. There is no special interest between the candidates and the Company.
 2. Mr. Keiichiro Sue and Ms. Katsuko Tanaka are candidates for Members of the Board (External).
 3. The Company's Articles of Incorporation allow for the conclusion of 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 the 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 their reelection is approved, the Company plans for them to continue as independent officers.
 5. Mr. Keiichiro Sue and Ms. Katsuko Tanaka are candidates for Members of the Board (External). At the conclusion of this meeting, their tenures since assuming office as Member of the Board (External) will have been four years and three years, respectively.

Proposal 3: Election of One (1) Corporate Auditor

Corporate Auditor, Mr. Tsunehiko Hirama will retire at the conclusion of this General Meeting of Shareholders.

Accordingly, we request the election of one (1) Corporate Auditor.

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

The candidate for position of Corporate Auditor is as follows:

Name (Date of birth)	Career summary, position and important concurrent positions	Number of Company's shares owned
Masakazu Toyoda (February 27, 1960) [New election] Attendance at Board of Directors meetings - Attendance at Board of Corporate Auditors meetings -	Apr. 1982 Joined The Dai-Ichi Kangyo Bank, Limited (currently Mizuho Bank, Ltd.) Jan. 2013 Joined the Company Apr. 2013 Executive Vice President of NHK International Corporation May 2017 Senior manager of Corporate Planning Department, Corporate Planning and Control Division of the Company (present)	None
Reason for election Mr. Masakazu Toyoda has many years of experience in a financial institution and based on that experience has deep insight into the financial field therein, and we judge that he will appropriately perform audit functions making use of his business experience in the Company's overseas regional headquarters and corporate planning department, and accordingly, we request his election as Corporate Auditor.		

- Notes: 1. Mr. Masakazu Toyoda is a candidate for Corporate Auditor.
2. There is no special interest between the candidate and the Company.

Proposal 4: Election of One (1) Substitute Corporate Auditor

This proposal is to request the election of one (1) Substitute Corporate Auditor to provide for the case in which the number of Corporate Auditors (External) 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 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 Corporate Auditor (External).
 3. The Company's Articles of Incorporation allow for the conclusion of 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.
 4. If Mr. Nobuaki Mukai assumes office as Corporate Auditor (External), the Company plans to register him with Tokyo Stock Exchange, Inc. as an independent officer as provided for by the aforementioned exchange.