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Securities Code: 6493
June 7, 2017

To: Our Shareholders,

Nittan Valve Co., Ltd.
518 Soya, Hadano-shi, Kanagawa
Toshimichi Kimbara
President and Representative Director

NOTICE OF CONVOCATION OF THE 95th ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders,

Notice is hereby given that the 95th Annual General Meeting of Shareholders of the Company (“the Meeting”) will be held as described hereinbelow. You are cordially invited to attend the Meeting.

If you are unable to attend the Meeting in person, you may exercise your voting rights by using a voting form. Please review the “Reference Materials for the 95th Annual General Meeting of Shareholders” attached hereto and send us the enclosed voting form via return mail by 5:10 p.m., Thursday, June 22, 2017, indicating your votes for or against the proposals.

1. Date and time: Friday, June 23, 2017 at 10:00 a.m.
2. Place: Main conference room at the head office of Nittan Valve Co., Ltd.
518 Soya, Hadano-shi, Kanagawa
3. Objectives of the Meeting:
Matters to be reported:
 1. The Annual Business Report and the Consolidated Financial Statements for the 95th Fiscal Year (From April 1, 2016 to March 31, 2017); Report of the Independent Auditor on the results of the audit on the Consolidated Financial Statements ;and Report of the Board of Company Auditors on the results of the audit on the Consolidated Financial Statements
 2. The Non-consolidated Financial Statements for the 95th Fiscal Year (From April 1, 2016 to March 31, 2017)

Matters to be resolved:

- Proposal #1: Disposition of Surplus
- Proposal #2: Partial Amendment to the Articles of Incorporation
- Proposal #3: Election of two (2) Directors

When you attend the meeting in person, please present the enclosed voting form to the receptionist at the Meeting.

Any revision of the Reference Materials, the Annual Report, the Non-consolidated Financial Statements or the Consolidated Financial Statements will be notified on the Internet website (<https://www.niv.co.jp/>).

[Translation for Reference]

Reference Materials for the 95th Annual General Meeting of Shareholders

Proposals and Matters for Reference

Proposal #1: Disposition of Surplus

It is desired that the surplus to be disposed of as follows:

Concerning the year-end dividend

The Company, in taking a long-term view while striving to strengthen its corporate constitution and giving consideration to the management environment and revenues, adopted that the payment of dividends on an on-going basis to the extent possible as a basic policy. With respect to the current term's year-end dividend, in giving comprehensive consideration to performance over the current term, future business development and various circumstances, it is considered desirable to proceed as follows:

(1) Allotment of dividends to shareholders and the total amount:

6 yen per common share and 173,312,592 yen in total

Note: The annual dividend including interim dividend for this fiscal year is 12 yen per share.

(2) Effective date of distribution of year-end dividend:

June 26, 2017

Proposal #2: Partial Amendment to the Articles of Incorporation

1. Reason for the Amendment

- (1) The Company proposes to add a new business objective to Article 2 (Purpose) of the current Articles of Incorporation in order to clarify details of the business in accordance with current status of the Company and subsidiaries.
- (2) The Company amends its current publication method to electronic public notice in order to raise the effectiveness and streamline procedure. It also stipulates a measure for the case where the electronic public notice is not available for an unavoidable reason.
- (3) In order to fully demonstrate the expected roles of directors and company auditors, by resolution of the Board of Directors, it is stipulated that the responsibilities of directors and company auditors may partially exempt within the scope of laws and regulations.
With regard to newly establish of Article 30, Paragraph 1, Exemption of Directors' Liabilities, the Company has obtained the consent of each company auditor.
- (4) In order to facilitate appointment of appropriate personnel and to fully demonstrate the expected role, the Company stipulates that a liability limitation agreement may be conclude with directors who are not executive directors, etc, and company auditors.
With regard to newly establish of Article 30, Paragraph 2, liability limitation agreement with directors who are not executive directors, the Company has obtained the consent of each company auditor.
- (5) In addition, the Company renumbers certain articles to accommodate the insertion of new articles.

2. Proposed Amendments

The proposed amendments to the Articles of Incorporation are as follows:

(The underlined portions are to be amended)

Present Articles of Incorporation	Articles of Incorporation after Amendment
<p>(Purpose) Article 2 (1) to (4) (Text omitted) (Newly added) <u>(5)</u> (Text omitted) (Method of Public Notices) Article 4 Public notice of the Company shall be published in the Nihon Keizai Shimbun printed in Tokyo.</p>	<p>(Purpose) Article 2 (1) to (4) (Unchanged) <u>(5) Produce, process, and sales of agricultural crops ; and</u> <u>(6) (Unchanged)</u> (Method of Public Notices) Article 4 Public notice of the Company shall be published <u>by the method of electronic public notice, provided, however, that if the Company is unable to publish an electronic publication notice due to an accident or other unavoidable reasons, public notice may be published</u> in the Nihon Keizai Shimbun printed in Tokyo.</p>

(The underlined portions are to be amended)

Present Articles of Incorporation	Articles of Incorporation after Amendment
<p>(Newly added)</p>	<p><u>(Exemption of Directors' Liabilities)</u> <u>Article 30</u> <u>Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by a resolution of the Board of Directors, exempt Directors (including former Directors) from liability for damages due to negligence of their duties to the extent permitted by laws and regulations.</u> <u>2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may execute agreements with Directors (excluding executive directors, etc.) which limit the liability for damages due to negligence of their duties, provided, however, that the maximum amount of the liability under such agreements shall be and amount stipulated by the relevant laws and regulations.</u> (hereafter adjust the related article numbers)</p>
<p>Article <u>30 to 38</u></p>	<p>Article <u>31 to 39</u></p>
<p>(Text omitted)</p>	<p>(Unchanged)</p>
<p>(Newly added)</p>	<p><u>(Exemption of Company Auditors' Liabilities)</u></p>
	<p><u>Article 40</u> <u>Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by a resolution of the Board of Directors, exempt Company Auditors (including former Company Auditors), from liability for damages due to negligence of their duties to the extent permitted by laws and regulations.</u> <u>2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may execute agreements with Company Auditors which limit the liability for damages due to negligence of their duties, provided, however, that the maximum amount of the liability under such agreements shall be the amount stipulated by the relevant laws and regulations.</u> (hereafter adjust the related article numbers)</p>
<p>Article <u>39 to 46</u></p>	<p>Article <u>41 to 48</u></p>
<p>(Text omitted)</p>	<p>(Unchanged)</p>

[Translation for Reference]

Proposal #3: Election of two (2) Directors

The term of the two (2) directors, Mr. Hisao Takahashi and Mr. Hiroshi Aino will resign at the conclusion of the Meeting. Accordingly, it is requested that there be an election of two (2) directors.

The candidates for director are as follows:

Candidate Number	Name (Date of Birth)	Bio, Position, and Responsibilities in the Company and Important Concurrent Positions	Number of Shares of the Company owned
1	Teruaki Ando (Jun. 9, 1963)	<p>Apr. 1986 Joined the Company</p> <p>Dec. 2005 General Manager of Technical Development Department No.1, Technical Division</p> <p>Jul. 2006 General Manager of Technical Development Department, Technical Division</p> <p>Jun. 2007 General Manager of Product Development Department, Technical Division</p> <p>Sep. 2008 Seconded to Nittan Global Tech Co., Ltd.</p> <p>Sep. 2008 Technical Manager of Nittan Global Tech Co., Ltd.</p> <p>Jan. 2010 General Manager of Global Operations, Business Planning Department.</p> <p>Jun. 2011 General Manager of Global Operations</p> <p>Mar. 2013 Seconded to Nittan Global Tech Co., Ltd.</p> <p>Mar. 2013 Vice President of Nittan Global Tech Co., Ltd.</p> <p>Mar. 2014 President and Representative Director of Nittan Global Tech Co., Ltd. (to present)</p>	5,000
	<p>Reasons for the nomination as a candidate for director: Mr. Ando, with personal traits required of a director such as superior insights and high ethics, has contributed not only to the technology and product development over the years, but also the management of overseas business and business expansion of the group companies. He has been nominated as a director based on expectations that he will contribute to increasing corporate value of the group whilst taking advantage of abundant experiences and achievements he has accumulated.</p>		
2	Ryuji Suzuki (Dec. 24, 1964)	<p>Apr. 1988 Joined Toyo Computer Service Co., Ltd.</p> <p>May. 1992 Joined the Company</p> <p>Apr. 2012 General Manager of Sales Department No. 1, Sales Division</p> <p>Jun. 2015 General Manager of Sales Division and Sales Department No. 1, Sales Division (to present)</p>	1,000
	<p>Reasons for the nomination as a candidate for director: Mr. Suzuki, with personal traits required of a director such as superior insights and high ethics, has contributed to the expansion of the market through engagement in sales of the Company and the group companies over the years. He has been nominated as a director based on expectations that he will contribute to increasing corporate value of the group whilst taking advantage of abundant experiences and achievements he has accumulated.</p>		

(Note) 1. There are no special conflicts of interests between any candidates for director and the Company.