

Reference Documents for the 8th General Meeting of Shareholders

Proposals and References

Proposal No. 1: Distribution of Surplus

The Company's basic policy is to appropriately distribute its corporate earnings based on the operating performance of the Group as a whole, and taking into consideration strategic growth investments, financial soundness, appropriate balance of return to shareholders and stable dividend payment.

Based on this basic policy, the Company hereby proposes its year-end dividends for the fiscal year ended March 31, 2011 as follows:

Matters concerning year-end dividends

1. Type of assets to be paid as dividends

Cash

2. Matters concerning allotment of property dividends to shareholders and the total amount

Dividend per share of common stock: 16 yen

Total amount of dividends: 2,033,427,632 yen

3. Effective date for distribution of surplus

June 27, 2011

Because an interim dividend of 9 yen per share was already paid, the annual dividend for the fiscal year ended March 31, 2011 will be 25 yen per share.

Proposal No. 2: Partial Amendment to the Articles of Incorporation

1. Reasons for the Amendment

The Company has decided to relocate its head office, in order to ensure the continuity of its head office functions in times of disaster and to enhance its security structure. Accordingly, the Company proposes to amend the location of the head office from Minato-ku, Tokyo to Chiyoda-ku, Tokyo, as provided in Article 3 of the current Articles of Incorporation.

This amendment will become effective as of the date of relocation of the head office to be determined at the meeting of Board of Directors to be held no later than December 31, 2011; and a supplementary provision will be established accordingly.

2. Details of the Proposed Amendment

The details of the existing and the proposed amendment in the Articles of Incorporation are as follows:
(Underlined parts are amended.)

Existing Articles of Incorporation	Proposed Amendments
<p>(Location of the Head Office) Article 3. The head office of the Corporation shall be located in <u>Minato-ku</u>, Tokyo, Japan</p> <p>(New)</p>	<p>(Location of the Head Office) Article 3. The head office of the Corporation shall be located in <u>Chiyoda-ku</u>, Tokyo, Japan.</p> <p><u>Supplementary Provision</u> <u>The amendment to the provision of Article 3 shall become effective as of the date of relocation of the head office to be determined at the Board of Directors to be held no later than December 31, 2011. This supplementary provision shall be deleted after the date, on which the relocation of the head office becomes effective, has passed.</u></p>

Proposal No. 3: Election of Ten Directors

The terms of office of ten Directors; Kazuyuki Matsumoto, Hiroshi Sawa, Yoichi Inoue, Shigeki Tsubouchi, Yosuke Mishiro, Yujiro Imamura, Hiroyuki Aoi, Tsutomu Sakamoto, Kazuaki Kotani and Kazuhide Naraki will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of ten Directors is proposed.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Career summary, position, assignment and significant concurrently positions held	Number of shares of the Company held
1	Kazuyuki Matsumoto (Sep. 21, 1945)	Sep. 2003 Executive Officer of Nabtesco Corporation Jun. 2004 Director of Nabtesco Corporation and Deputy General Manager, Technology and R&D Division (in charge of technology development) Jun. 2005 Representative Director, President & CEO of Nabtesco Corporation (to present)	88,100 shares
2	Kazuaki Kotani (Sep. 15, 1951)	Sep. 2003 Vice President of P.T. Pamindo Tiga T May 2008 General Manager, Sales Department, Power Control Company of Nabtesco Corporation Jun. 2009 Executive Officer of Nabtesco Corporation Jun. 2010 Director of Nabtesco Corporation (to present) and General Manager, Corporate Planning Division (to present)	7,000 shares
3	Shigeki Tsubouchi (Feb. 27, 1950)	Sep. 2003 Executive Officer of Nabtesco Corporation Oct. 2004 Vice President, Power Control Company of Nabtesco Corporation Jun. 2005 Director of Nabtesco Corporation and President, Power Control Company of Nabtesco Corporation Jun. 2006 President, Precision Equipment Company of Nabtesco Corporation Jun. 2008 Managing Director of Nabtesco Corporation (to present) Jun. 2010 General Manager, General Administration & Human Resources Division (to present)	34,600 shares
4	Yosuke Mishiro (Apr. 14, 1952)	Oct. 2004 General Manager, Planning Department, Power Control Company of Nabtesco Corporation Jun. 2006 Executive Officer of Nabtesco Corporation Jun. 2007 General Manager, Corporate Planning Department Jun. 2008 Director of Nabtesco Corporation (to present) and Deputy General Manager, Corporate Planning Division Jun. 2009 General Manager, Corporate Planning Division Jun. 2010 President, Accessibility Innovations Company of Nabtesco Corporation (to present)	22,700 shares
5	Yujiro Imamura (Mar. 30, 1951)	Oct. 2004 President, Marine Control Systems Company of Nabtesco Corporation Jun. 2006 Executive Officer of Nabtesco Corporation Jun. 2008 Director of Nabtesco Corporation (to present) and President of Nabco Company (current Accessibility Innovations Company) Jun. 2010 Deputy General Manager, Technology and R&D Division (to present)	23,400 shares
6	Masao Imamura (Sep. 11, 1949)	Sep. 2003 General Manager, Legal Department of Nabtesco Corporation Jun. 2004 Executive Officer of Nabtesco Corporation (to present) and General Manager, Intellectual Property Department Jun. 2007 Deputy General Manager, Technology and R&D Division Jun. 2008 President, Marine Control Systems Company of Nabtesco Corporation (to present)	15,600 shares

No.	Name (Date of birth)	Career summary, position, assignment and significant concurrently positions held	Number of shares of the Company held
7	Hiroyuki Aoi (May 5, 1952)	Jun. 2004 General Manager, Legal Department of Nabtesco Corporation Oct. 2004 General Manager, Legal Department, and General Manager, Compliance Promotion Department Jun. 2007 Executive Officer of Nabtesco Corporation Jun. 2008 Director of Nabtesco Corporation (to present) and General Manager, Compliance Division (to present)	11,800 shares
8	Tsutomu Sakamoto (Mar. 14, 1952)	Oct. 2004 Deputy Plant Manager, Kobe Plant of Railway Products Company of Nabtesco Corporation Apr. 2005 General Manager, Administration of Automotive Products Company of Nabtesco Corporation (current Nabtesco Automotive Corporation) Jun. 2006 Representative Director & President of Nabtesco Service Co., Ltd. Jun. 2008 Executive Officer of Nabtesco Corporation and General Manager, Planning Department, Railroad Products Company Jun. 2009 Director of Nabtesco Corporation (to present) and President, Railroad Products Company of Nabtesco Corporation (to present)	9,900 shares
9	Nobutaka Osada (Sep. 14, 1953)	Feb. 2005 President of Nabtesco Aerospace Inc. Jun. 2007 Plant Manager, Gifu Plant, Aerospace Company of Nabtesco Corporation Jun. 2009 Executive Officer of Nabtesco Corporation (to present) Jun. 2010 President, Aerospace Company of Nabtesco Corporation (to present)	12,400 shares
10	Kazuhide Naraki (Nov. 11, 1953)	Apr. 1977 Joined Kobe Steel, Ltd. Apr. 2008 Officer of Kobe Steel, Ltd. Jun. 2009 Director of Nabtesco Corporation (to present) Apr. 2010 Managing senior Officer of Kobe Steel, Ltd. (to present), Vice Head of the Machinery Business (to present) and General Manager, Industrial Machinery Division in the same Business (to present)	0

(Notes)

1. No conflict of interest exists between the Company and the above candidates for Directors.
2. Mr. Kazuhide Naraki is a candidate for External Director.
3. Information on the candidate for External Director
 - 1) The reasons why the Company appoints Mr. Naraki as a candidate to become External Director and the independence of the External Director
 Mr. Kazuhide Naraki serves as a Senior Officer of Kobe Steel, Ltd., and has a wide-range of experiences and extensive knowledge and insight. The Company requests the reappointment of Mr. Naraki as External Director, so that he will utilize his experience and knowledge to reinforce the corporate governance of the Company.
 - 2) Term of office as External Director
 His current term of office as External Director will reach two years at the closing of this General Meeting of Shareholders.
 - 3) On the limited liability agreement concluded with the External Director
 The Company has concluded a limited liability agreement with Mr. Kazuhide Naraki that limits the liability for damages, as set forth in Article 423, paragraph 1 of the Companies Act, to the higher of 10 million yen and the amount set forth by the law.
 The Company plans to continue the aforementioned limited liability agreement with Mr. Naraki if his reappointment is approved.

Proposal No. 4: Election of Two Corporate Auditors

The terms of office of the two Corporate Auditors; Tatsuo Nogami and Masahiko Yamada, will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of two Corporate Auditors is proposed.

The Board of Auditors has already approved this Proposal.

The candidates for Corporate Auditors are as follows:

No.	Name (Date of birth)	Career summary, position and significant concurrently positions held	Number of shares of the Company held
1	Nobuhiko Takahashi (Nov. 24, 1951)	Apr. 2010 General Manager, Accounting & Finance Department of Nabtesco Corporation Jul. 2007 General Manager, Business Auditing Department Jun. 2009 General Manager, Planning Department, Power Control Company of Nabtesco Corporation (to present)	5,000 shares
2	Masahiko Yamada (Feb. 15, 1945)	Apr. 1967 Joined AISIN SEIKI Co., Ltd. Jun. 1999 Director of AISIN SEIKI Co., Ltd. and General Manager, Engine Components Department Jun. 2004 Representative Director & Executive Vice President of AISIN KEIKINZOKU Co., Ltd. Jun. 2005 Representative Director and President of AISIN KEIKINZOKU Co., Ltd. Jun. 2007 Corporate Auditor of Nabtesco Corporation (to present) Jun. 2008 Corporate Auditor of NABCO DOOR, Ltd. (to present)	0

- (Notes)
1. No conflict of interest exists between the Company and the above candidates for Corporate Auditor.
 2. Mr. Masahiko Yamada is a candidate for External Statutory Auditor. The Company has designated Mr. Yamada as an independent auditor under the provisions set forth by the Tokyo Stock Exchange.
 3. NABCO DOOR, Ltd. is a consolidated subsidiary of the Company.
 4. Information on the candidate for External Statutory Auditor
 - 1) The reasons why the Company appoints Mr. Yamada as a candidate to become External Statutory Auditor and the independence of the External Statutory Auditor
Mr. Masahiko Yamada serves as the Representative Director of AISIN KEIKINZOKU Co., Ltd., and has a wide-range of experiences and extensive knowledge and insight. The Company requests the reappointment of Mr. Yamada as External Statutory Auditor so that he will utilize his equitable judgment based on his experiences and knowledge, and his objectivity and neutrality toward management to reinforce the corporate governance of the Company.
 - 2) Term of office as External Statutory Auditor
His current term of office as External Statutory Auditor will reach four years at the closing of this General Meeting of Shareholders.
 - 3) On the limited liability agreement concluded with the External Statutory Auditor
The Company has concluded a limited liability agreement with Mr. Masahiko Yamada that limits the liability for damages, as set forth in Article 423, paragraph 1 of the Companies Act, to the higher of 10 million yen and the amount set forth by the law.
The Company plans to conclude the aforementioned limited liability agreement with Mr. Yamada if his reappointment is approved.