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(Securities code: 6268)

June 5, 2012

**To Shareholders with Voting Rights:**

Kazuaki Kotani  
Representative Director and  
President & CEO  
Nabtesco Corporation  
7-9, Hirakawacho 2-chome,  
Chiyoda-ku, Tokyo, Japan

**NOTICE OF CONVOCATION OF  
THE 9TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders,

You are cordially invited to attend the 9th Annual General Meeting of Shareholders of Nabtesco Corporation (the "Company").

If you are unable to attend the meeting, you may exercise your voting rights in writing (by mail), via the Internet or other appropriate means. Please read the Reference Documents for the General Meeting of Shareholders (described hereinafter), and cast your vote by 6:00 p.m. on Monday, June 25, 2012 (JST) by (1) indicating your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it, or (2) visiting the Company's designated website (<http://www.web54.net>).

- 1. Date and Time:** Tuesday, June 26, 2012 at 10:00 a.m. (JST)
- 2. Venue:** Zuiun Room on the fifth floor of Mielparque Tokyo, located at 5-20, Shiba Koen 2-chome, Minato-ku, Tokyo, Japan
- 3. Meeting Agenda:**
  - Matters to be reported:**
    1. The Business Report, Consolidated Financial Statements for the Company's 9th Fiscal Year (from April 1, 2011 to March 31, 2012) and results of audits by the Accounting Auditor and the Board of Auditors of the Consolidated Financial Statements
    2. Non-consolidated Financial Statements for the Company's 9th Fiscal Year (from April 1, 2011 to March 31, 2012)

**Proposals to be resolved:**

- Proposal No. 1:** Distribution of Surplus
- Proposal No. 2:** Election of Ten Directors
- Proposal No. 3:** Election of Three Corporate Auditors
- Proposal No. 4:** Revision of Directors' Compensation

#### **4. Decisions Concerning the Convocation**

##### Handling of Duplicate Votes

- (1) Should multiple votes be submitted via the Internet, only the last vote will be deemed valid.
- (2) Should a vote be submitted both in writing and via the Internet, only the vote cast via the Internet will be deemed valid.

##### Notes:

- 1) When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- 2) If exercising voting rights by proxy, one shareholder with voting rights may attend the General Meeting of Shareholders as your proxy. However, please note that the submission of a document certifying said individual's proxy will be required.
- 3) Any updates to the Attached Documents and/or the Reference Materials for the General Meeting of Shareholders will be posted on the Company's website (<http://www.nabtesco.com>).

# Reference Documents for the 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 to maintain stable dividends and an appropriate balance between strategic investment for supporting business growth, securing of a sound financial position and return of profits to shareholders, based on the business performance of the Company and the entire Nabtesco Group.

Based on this basic policy, the Company hereby proposes its year-end dividends for the fiscal year ended March 31, 2012 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

Divided per share of common stock: 17 yen

Total amount of dividends: 2,159,598,978 yen

3. Effective date for distribution of surplus

June 27, 2012

Because an interim dividend of 17 yen per share was paid out, the annual dividend for the fiscal year ended March 31, 2012 will be 34 yen per share.

## Proposal No. 2: Election of Ten Directors

The terms of office of ten Directors, Messrs. Kazuyuki Matsumoto, Kazuaki Kotani, Shigeki Tsubouchi, Yosuke Mishiro, Yujiro Imamura, Masao Imamura, Hiroyuki Aoi, Tsutomu Sakamoto, Nobutaka Osada and Kazuhide Naraki, will expire at the conclusion of this 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 Jun. 2011 Chairman of Nabtesco Corporation (to present)	89,400 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 and General Manager, Corporate Planning Division Jun. 2011 Representative Director, President & CEO of Nabtesco Corporation (to present)	10,000 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 Jun. 2010 General Manager, General Administration & Human Resources Division (to present) Jun. 2011 Representative Director & Senior Managing Director of Nabtesco Corporation (to present) and General Manager, Corporate Planning Division (to present)	35,300 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 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) Jun. 2011 Managing Director of Nabtesco Corporation (to present)	23,800 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 and President of Nabco Company (current Accessibility Innovations Company) Jun. 2010 Deputy General Manager, Technology and R&D Division Jun. 2011 Managing Director of Nabtesco Corporation (to present) and General Manager, Technology and R&D Division (to present)	26,100 shares

No.	Name (Date of birth)	Career summary, position, assignment and significant concurrently positions held	Number of shares of the Company held
6	Hiroyuki Aoi (May 5, 1952)	<p>Jun. 2004 General Manager of Legal Department of Nabtesco Corporation</p> <p>Oct. 2004 General Manager, Legal Department, and General Manager, Compliance Promotion Department</p> <p>Jun. 2007 Executive Officer of Nabtesco Corporation</p> <p>Jun. 2008 Director of Nabtesco Corporation (to present) and General Manager, Compliance Division (to present)</p>	13,100 shares
7	Tsutomu Sakamoto (Mar. 14, 1952)	<p>Oct. 2004 Deputy General Manager, Kobe Plant of Railway Products Company of Nabtesco Corporation</p> <p>Apr. 2005 General Manager, Administration of Automotive Products Company of Nabtesco Corporation (current Nabtesco Automotive Corporation)</p> <p>Jun. 2006 Representative Director, President &amp; CEO of Nabtesco Service Co., Ltd.</p> <p>Jun. 2008 Executive Officer of Nabtesco Corporation and General Manager, Planning Department, Railroad Products Company</p> <p>Jun. 2009 Director of Nabtesco Corporation (to present) and President, Railroad Products Company of Nabtesco Corporation (to present)</p>	10,100 shares
8	Nobutaka Osada (Sep. 14, 1953)	<p>Feb. 2005 President of Nabtesco Aerospace Inc.</p> <p>Jun. 2007 General Manager, Gifu Plant, Aerospace Company of Nabtesco Corporation</p> <p>Jun. 2009 Executive Officer of Nabtesco Corporation</p> <p>Jun. 2010 President, Aerospace Company of Nabtesco Corporation (to present)</p> <p>Jun. 2011 Director of Nabtesco Corporation (to present)</p>	13,100 shares
9*	Koji Fujii (Mar. 26, 1958)	<p>Apr. 1980 Joined Kobe Steel, Ltd.</p> <p>Apr. 2004 General Manager, Facilities &amp; Technology Department, Facilities Division, Kakogawa Works, Iron &amp; Steel Business of Kobe Steel, Ltd.</p> <p>Apr. 2006 Director of Facilities Division, Kakogawa Works, Iron &amp; Steel Business of Kobe Steel Ltd.</p> <p>Apr. 2009 Director of Kobe Steel, Ltd.</p> <p>Apr. 2010 Officer of Kobe Steel, Ltd. and General Manager of Technical Administration Department, Technical Development Center in the Iron &amp; Steel Business of Kobe Steel, Ltd.</p> <p>Apr. 2012 Senior Officer of Kobe Steel, Ltd. (to present)</p>	0

No.	Name (Date of birth)	Career summary, position, assignment and significant concurrently positions held	Number of shares of the Company held
10*	Nobuyoshi Yamanaka (Jul. 23, 1947)	<p>Apr. 1966 Joined Tateisi Electric Co., Ltd. (current Omron Corporation)</p> <p>Oct. 1986 General Manager, Operations Department for Information Systems (EFTS) Business of Tateisi Electric Co., Ltd.</p> <p>Feb. 1987 Joined General Electric Japan; Manager-Business Development</p> <p>Oct. 1995 Joined Auto Suture Japan, Inc. (current Covidien Japan, Inc.); President &amp; Representative Director of Auto Suture Japan, Inc.</p> <p>Jul. 1998 Joined General Electric Company; President and Representative Director of GE-Hitachi Lighting, Ltd.</p> <p>Feb. 2000 Joined Emerson Japan, Ltd.; President &amp; Representative Director of Emerson Japan, Ltd. and Officer of Emerson Electric Co.</p> <p>Nov. 2006 Joined Bain Capital Asia, LLC; Senior Executive of Bain Capital Asia, LLC and Chairman &amp; Representative Director of Nippon Conlux Co., Ltd</p> <p>Jul. 2008 Vice Chairman of Bain Capital Asia, LLC</p> <p>Dec. 2010 Joined Diversey Co., Ltd.; President &amp; Representative Director and Member of Operating Committee of Diversey, Inc.</p> <p>Jul. 2011 Advisor of Nabtesco Corporation (to present)</p>	0

(Notes)

1. \* indicates new candidates for Directors.
2. No conflict of interest exists between the Company and the above candidates for Directors.
3. Messrs. Koji Fujii and Nobuyoshi Yamanaka are candidates for Outside Directors. The Company plans to designate Mr. Nobuyoshi Yamanaka as an independent officer under the provisions set forth by the Tokyo Stock Exchange.
4. Kobe Steel, Ltd., where Mr. Koji Fujii serves as Senior Officer, holds an 11.89% interest in and has a business relationship with the Company.
5. Information on the candidates for Outside Directors
  - (1) Reasons for the appointment of the candidates for Outside Directors
 

Mr. Koji Fujii 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 appointment of Mr. Fujii as Outside Director, so that he will utilize his experience and knowledge to reinforce the corporate governance of the Company.

Mr. Nobuyoshi Yamanaka has served as the CEO of a number of foreign companies and has a wide-range of experiences and extensive knowledge and insight on global business. The Company, having high regards for Mr. Yamanaka's experience and insight, concluded an advisory agreement with him in July 2011 to seek his advice on the Company's global strategies, as well as its business overall. Mr. Yamanaka has been attending important meetings on the Company's business management and providing advice on its business overall. The company requests the appointment of Mr. Yamanaka as Outside Director, so that he will be able to utilize his experience and knowledge also from the perspective of corporate management.
  - (2) On the limited liability agreement concluded with the Outside Director
 

The Company plans to conclude a limited liability agreement with Messrs. Koji Fujii and Nobuyoshi Yamanaka, respectively, 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 laws and regulations, if their appointment is approved.

### Proposal No. 3: Election of Three Corporate Auditors

Mr. Shuichi Nakamura resigned from the office of Corporate Auditor on February 28, 2012, and the terms of office of the two Corporate Auditors, Messrs. Tetsuya Ishimaru and Hiroshi Mitani, will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of three 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*	Masao Imamura (Sep. 11, 1949)	Sep. 2003 General Manager, Legal Department of Nabtesco Corporation Jun. 2004 Executive Officer of Nabtesco Corporation and General Manager, Intellectual Property Department Jun. 2007 Deputy General Manager, Technology and R&D Division Jun. 2008 President, Marine Company of Nabtesco Corporation (to present) Jun. 2011 Director of Nabtesco Corporation (to present)	16,200 shares
2	Tetsuya Ishimaru (Dec. 20, 1946)	Apr. 1970 Joined Teijin Ltd. Jun. 2000 Director of Teijin Engineering Limited Jun. 2001 Corporate Auditor of Teijin Seiki Co., Ltd. Sep. 2003 Corporate Auditor of Nabtesco Corporation (to present) Jun. 2005 Representative Director & Managing Director of Teijin Engineering Limited Jun. 2007 Corporate Auditor of Teijin Pharma Limited	0
3	Hiroshi Mitani (Feb. 7, 1945)	Apr. 1967 Joined Legal Training and Research Institute of Supreme Court of Japan Apr. 1969 Appointed public prosecutor Apr. 1996 Supreme Public Prosecutors' Office Jun. 1997 Director General, Tokyo Legal Affairs Bureau May 2001 Chief Public Prosecutor, Yokoyama District Public Prosecutors' Office Jul. 2002 Commissioner, Japan Fair Trade Commission Aug. 2007 Registered with First Tokyo Bar Association Sep. 2007 Advisor Attorney, TMI Associates (to present) Jun. 2008 Corporate Auditor of Nabtesco Corporation (to present) Jun. 2009 Corporate Auditor of Fujitsu Limited (to present)	5,000 shares

(Notes) 1. \* indicates a new candidate for Corporate Auditor.

2. No conflict of interest exists between the Company and the above candidates for Corporate Auditors.

3. Messrs. Tetsuya Ishimaru and Hiroshi Mitani are candidates for Outside Corporate Auditors. The Company has designated Messrs. Ishimaru and Mitani as independent officers under the provisions set forth by the Tokyo Stock Exchange.

4. No conflict of interest exists between the Company and TMI Associates and Fujitsu Limited, where Mr. Hiroshi Mitani serves as Advisor Attorney and Corporate Auditor, respectively.

5. Information on the candidates for Outside Directors

(1) Reasons for the appointment of the candidates for Outside Directors

Mr. Tetsuya Ishimaru has expertise on accounting and financial affairs, as well as experiences as representative director. The Company requests the reappointment of Mr. Ishimaru as Outside Corporate Auditor, so that he will utilize his fair judgment based on his experiences and knowledge, and his objectivity and neutrality toward management to reinforce the corporate governance of the Company.

His current term of office as Outside Corporate Auditor will reach eight years and nine months at the closing of this General Meeting of Shareholders.

Mr. Hiroshi Mitani has extensive knowledge in law and profound insight in organizational management overall, having served as a public prosecutor, Director General of the Tokyo Legal Affairs Bureau, a commissioner of the Japan Fair Trade Commission and an attorney-at-law. The Company requests the reappointment of Mr. Mitani as Outside Corporate 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, as well as maintain and enhance compliance, of the Company. His current term of office as Outside Corporate Auditor will reach four years at the closing of this General Meeting of Shareholders.

(2) On the limited liability agreement concluded with the Outside Corporate Auditors

The Company has concluded a limited liability agreement with Messrs. Ishimaru and Mitani, respectively, 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 laws and regulations.

The Company plans to conclude the aforementioned limited liability agreement with Messrs. Ishimaru and Mitani if their reappointment is approved.



#### **Proposal No. 4: Revision of Directors' Compensation**

It was approved at the 6th General Meeting of Shareholders held on June 24, 2009 that the compensation of Directors should be no more than 350 million yen per year (excluding compensation for Outside Directors).

Given that the approval of Proposal No. 2 will result in an increase in Outside Director by one and in consideration of future increases in Outside Directors for the reinforcement of corporate governance and other reasons, the Company requests that the compensation for Outside Directors be revised to no more than 30 million yen per year and that the compensation for Directors be no more than 350 million yen per year (of which no more than 30 million yen per year is for Outside Directors).

The approval of Proposal No. 2 will result in a total of ten Directors, two of whom will be Outside Directors.