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(Securities code: 6268)  
June 4, 2013

**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 10TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders,

You are cordially invited to attend the 10th 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 24, 2013 (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 25, 2013 at 10:00 a.m. (JST)
- 2. Venue:** Conference Hall of JA Kyosai Building, located at  
7-9, Hirakawa-cho 2-chome, Chiyoda-ku, Tokyo Japan
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 10th Fiscal Year (from April 1, 2012 to March 31, 2013) 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 10th Fiscal Year (from April 1, 2012 to March 31, 2013)

**Proposals to be resolved:**

- Proposal No. 1:** Distribution of Surplus  
**Proposal No. 2:** Election of Ten Directors

**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 Documents 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, 2013 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: 16 yen

Total amount of dividends: 2,049,559,824 yen

3. Effective date for distribution of surplus

June 26, 2013

Because an interim dividend of 18 yen per share was paid out, the annual dividend for the fiscal year ended March 31, 2013 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, Hiroyuki Aoi, Tsutomu Sakamoto, Nobutaka Osada, Koji Fujii and Nobuyoshi Yamanaka, 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<br>(Date of birth)           | Career summary, position, assignment<br>and significant concurrently positions held  | Number of<br>shares of the<br>Company held |
|-----|-----------------------------------|--|--|
| 1   | Kazuaki Kotani<br>(Sep. 15, 1951) | Sep. 2003 Vice President of P.T. Pamindo Tiga T<br>May 2008 General Manager, Sales Department, Power Control<br>Company of Nabtesco Corporation<br>Jun. 2009 Executive Officer of Nabtesco Corporation<br>Jun. 2010 Director of Nabtesco Corporation and General Manager,<br>Corporate Planning Division<br>Jun. 2011 Representative Director, President & CEO of Nabtesco<br>Corporation (to present)   | 11,400<br>shares                           |
| 2   | Yujiro Imamura<br>(Mar. 30, 1951) | Oct. 2004 President, Marine Control Systems Company of Nabtesco<br>Corporation<br>Jun. 2006 Executive Officer of Nabtesco Corporation<br>Jun. 2008 Director of Nabtesco Corporation and President of Nabco<br>Company (current Accessibility Innovations Company)<br>Jun. 2010 Deputy General Manager, Technology and R&D Division<br>Jun. 2011 Managing Director of Nabtesco Corporation (to present)<br>and General Manager, Technology and R&D Division (to<br>present)   | 28,100<br>shares                           |
| 3   | Yosuke Mishiro<br>(Apr. 14, 1952) | Oct. 2004 General Manager, Planning Department, Power Control<br>Company of Nabtesco Corporation<br>Jun. 2006 Executive Officer of Nabtesco Corporation<br>Jun. 2007 General Manager, Corporate Planning Department<br>Jun. 2008 Director of Nabtesco Corporation and Deputy General<br>Manager, Corporate Planning Division<br>Jun. 2009 General Manager, Corporate Planning Division<br>Jun. 2010 President, Accessibility Innovations Company of Nabtesco<br>Corporation (to present)<br>Jun. 2011 Managing Director of Nabtesco Corporation (to present) | 24,500<br>shares                           |
| 4   | Hiroyuki Aoi<br>(May 5, 1952)     | Jun. 2004 General Manager of Legal Department of Nabtesco<br>Corporation<br>Oct. 2004 General Manager, Legal Department, and General<br>Manager, Compliance Promotion Department<br>Jun. 2007 Executive Officer of Nabtesco Corporation<br>Jun. 2008 Director of Nabtesco Corporation (to present) and General<br>Manager, Compliance Division (to present)  | 14,500<br>shares                           |
| 5   | Nobutaka Osada<br>(Sep. 14, 1953) | Feb. 2005 President of Nabtesco Aerospace Inc.<br>Jun. 2007 General Manager, Gifu Plant, Aerospace Company of<br>Nabtesco Corporation<br>Jun. 2009 Executive Officer of Nabtesco Corporation<br>Jun. 2010 President, Aerospace Company of Nabtesco Corporation<br>(to present)<br>Jun. 2011 Director of Nabtesco Corporation (to present)  | 14,700<br>shares                           |

| No. | Name<br>(Date of birth)               | Career summary, position, assignment<br>and significant concurrently positions held  | Number of<br>shares of the<br>Company held |
|-----|---------------------------------------|--|--|
| 6   | Tsutomu Sakamoto<br>(Mar. 14, 1952)   | <p>Oct. 2004 Deputy General Manager, Kobe Plant of Railway Products Company of Nabtesco 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>  | 13,000 shares                              |
| 7*  | Kenichi Nakamura<br>(Jun. 28, 1952)   | <p>Jun. 2006 General Manager, Personnel Department, General Administration &amp; Human Resources Division of Nabtesco Corporation</p> <p>Jun. 2010 General Manager, General Administration Department, (to present) and General Manager, Human Resources Development, General Administration &amp; Human Resources Division of Nabtesco Corporation</p> <p>Jun. 2012 Executive Officer of Nabtesco Corporation (to present) and General Manager, General Administration &amp; Human Resources Division (to present)</p>  | 10,100 shares                              |
| 8   | Nobuyoshi Yamanaka<br>(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</p> <p>Jun. 2012 Director of Nabtesco Corporation (to present)</p> | 0 shares                                   |
| 9*  | Toshiya Miyake<br>(Oct. 17, 1959)     | <p>Apr. 1984 Joined Kobe Steel, Ltd.</p> <p>Apr. 2006 General Manager, Mechanical Engineering Research Laboratory, Technical Development Group of Kobe Steel, Ltd.</p> <p>Apr. 2011 Executive Head and General Manager, Mechanical Engineering Research Laboratory, Technical Development Group of Kobe Steel, Ltd.</p> <p>Jan. 2012 Assistant to the officer responsible for Corporate Planning Department of Kobe Steel, Ltd.</p> <p>Apr. 2013 Officer (to present), Deputy General Manager of Technical Development Group (to present) and General Manager of the MONODZUKURI (Production System Innovation) Planning &amp; Promotion Department of Kobe Steel, Ltd. (to present)</p>   | 0 shares                                   |

| No. | Name<br>(Date of birth)            | Career summary, position, assignment<br>and significant concurrently positions held   | Number of<br>shares of the<br>Company<br>held |
|-----|------------------------------------|---|---|
| 10* | Yutaka Fujiwara<br>(Apr. 20, 1951) | <p>Apr. 1974 Joined MODEC, Inc.</p> <p>Apr. 1987 Joined Yasuda Trust &amp; Banking Co., Ltd. (current Mizuho Trust &amp; Banking Co., Ltd.)</p> <p>Aug. 1994 Deputy General Manager, New York Branch of Yasuda Trust &amp; Banking Co., Ltd.</p> <p>Jun. 1996 General Manager, Chicago Branch of Yasuda Trust &amp; Banking Co., Ltd.</p> <p>Nov. 1997 General Manager in charge of Credit Examination, Overseas Credit Department of Yasuda Trust &amp; Banking Co., Ltd.</p> <p>Aug. 1998 Joined OMRON Corporation</p> <p>Jul. 2001 General Manager, Corporate Planning Department, Corporate Strategic Planning Group, Kyoto Head Office of OMRON Corporation</p> <p>Oct. 2002 General Manager, Corporate IR Department, Corporate Planning Division of OMRON Corporation</p> <p>Jun. 2005 Executive Officer and General Manager, Financial IR Department of OMRON Corporation</p> <p>Mar. 2007 Executive Officer and General Manager, Group Strategy Department of OMRON Corporation</p> <p>Dec. 2008 Managing Officer and General Manager, IR &amp; Corporate Information Department of OMRON Corporation</p> <p>Jun. 2011 Retired from OMRON Corporation</p> <p>Aug. 2011 President &amp; CEO of Cross-Border Bridge Corporation (to present)</p> | 0<br>shares                                   |

(Notes)

1. \* indicates new candidates for Directors.
2. No conflict of interest exists between the Company and the above candidates for Directors.
3. Messrs. Nobuyoshi Yamanaka, Toshiya Miyake and Yutaka Fujiwara are candidates for Outside Directors. The Company has already designated Mr. Nobuyoshi Yamanaka as an independent officer and plans to designate Mr. Yutaka Fujiwara as such under the provisions set forth by the Tokyo Stock Exchange.
4. Kobe Steel, Ltd., where Mr. Toshiya Miyake serves as Officer, holds an 11.79% 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. 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, requests his appointment as Outside Director to seek his advice on the Company's global strategies, as well as its business overall from the perspective of corporate management.

Mr. Toshiya Miyake serves as Officer of Kobe Steel, Ltd., and has a wide range of experiences and extensive knowledge and insight. The Company requests the appointment of Mr. Miyake as Outside Director, so that he will utilize his experience and knowledge to reinforce the corporate governance of the Company.

Mr. Yutaka Fujiwara has worked overseas for a number of years and has a wide range of experiences and extensive knowledge and insight on global business. He also has expertise in advanced corporate strategies and financial affairs, having been in charge of the financial affairs and investor relations departments of a listed company. The Company, having high regards for his experience and insight, requests the appointment of Mr. Fujiwara as Outside Director, so that he will utilize his knowledge.
  - (2) Term of office as Outside Director
 

Mr. Nobuyoshi Yamanaka's term of office as Outside Director will reach one year at the closing of this Annual General Meeting of Shareholders.
  - (3) On the limited liability agreement concluded with the Outside Director
 

Article 27 of the Company's Articles of Incorporation permits the Company to conclude an agreement limiting the liability of an Outside Director for damages in order to allow the Outside Director to fully perform the roles expected

thereof. Accordingly, the Company has concluded a limited liability agreement with Mr. Nobuyoshi Yamanaka and plans to retain the agreement, if his reappointment is approved.

The Company plans to conclude the same limited liability agreement with Messrs. Toshiya Miyake and Yutaka Fujiwara, respectively, if their appointment is approved. The agreement will limit their 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 laws and regulations.