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(Securities code: 6268)
June 2, 2015

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 12TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders,

You are cordially invited to attend the 12th 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 22, 2015 (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 23, 2015 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 12th Fiscal Year (from April 1, 2014 to March 31, 2015) 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 12th Fiscal Year (from April 1, 2014 to March 31, 2015)

Proposals to be resolved:

- Proposal No. 1:** Distribution of Surplus
- Proposal No. 2:** Partial Amendments to the Articles of Incorporation
- Proposal No. 3:** Election of Ten Directors
- Proposal No. 4:** Election of Two Corporate Auditors

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, 2015 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: 24 yen

Total amount of dividends: 3,053,160,168 yen

3. Effective date for distribution of surplus

June 24, 2015

Because an interim dividend of 20 yen per share was paid out, the annual dividend for the fiscal year ended March 31, 2015 will be 44 yen per share.

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

1. Reasons for the Amendments

(1) While the fiscal year of the Company is from April 1 to March 31 of the following year, it will be changed to start on January 1 and end on December 31 each year in order to adopt the same book closing date as the consolidated overseas subsidiaries. The Company thereby intends to improve budget formulation, performance management, and other administrative and operational efficiencies, as well as address the requirement stipulated in the International Financial Reporting Standards (IFRS), which the Company is considering adopting going forward, that consolidated companies adopt a uniform book closing date. Accordingly, the Company proposes to amend Articles 13, 14, 46, 47 and 48 of the current Articles of Incorporation as necessary.

Further, the Company proposes the establishment of supplementary provisions as a transitional measure, since the books for the 13th fiscal year will be closed after a nine-month period from April 1 to December 31, 2015. Consolidated domestic subsidiaries with a book closing date other than December 31 are also scheduled to make this change.

(2) Article 43 of the current Articles of Incorporation stipulates that the term of office of Corporate Executive Officers is one (1) year. However, since the proposed amendments to the Articles of Incorporation will result in a discrepancy between the term of office of Corporate Executive Officers and the fiscal year due to the 13th fiscal year being nine (9) months long from April 1 to December 31, 2015, there is a need to eliminate this discrepancy. As it would also be appropriate to ensure that the term of office of Corporate Executive Officers consistent with that of Directors, the Company proposes to amend the Article as necessary.

2. Details of the Proposed Amendments

The details of the existing and the proposed amendments in the Articles of Incorporation are as follows:

(Underlined parts are amended.)

Existing Articles of Incorporation	Proposed Amendments
<p>Article 13 (Time and Venue of Convocation)</p> <p>1. The Ordinary General Meeting of Shareholders shall be convened in <u>June</u> each year, and an Extraordinary General Meeting of Shareholders may be convened whenever necessary.</p>	<p>Article 13 (Time and Venue of Convocation)</p> <p>1. The Ordinary General Meeting of Shareholders shall be convened in <u>March</u> each year, and an Extraordinary General Meeting of Shareholders may be convened whenever necessary.</p>
<p>Article 14 (Record Date of Ordinary General Meeting of Shareholders)</p> <p>The Corporation shall deem <u>March</u> 31 of a given year to be the reference date of creation of voting right at the Ordinary General Meeting of Shareholders.</p>	<p>Article 14 (Record Date of Ordinary General Meeting of Shareholders)</p> <p>The Corporation shall deem <u>December</u> 31 of a given year to be the reference date of creation of voting right at the Ordinary General Meeting of Shareholders.</p>
<p>Article 43 (Term of Office of Corporate Executive Officer)</p> <p>1. The term of office of Corporate Executive Officers shall be <u>one (1)</u> year.</p>	<p>Article 43 (Term of Office of Corporate Executive Officer)</p> <p>1. The term of office of Corporate Executive Officers <u>shall continue until the conclusion of the annual shareholders meeting concerning the last business year which ends within one (1) year from the time of their elections.</u></p>

Article 46 (Fiscal Year and Closing of Accounts)
The fiscal year of the Corporation shall be one (1) year commencing on April 1 of each year and shall end on March 31 of the following year.

Article 47 (Base Date for Dividends on Retained Earnings)
The base date for the year-end dividends of the Corporation shall be March 31 of each year.

Article 48 (Interim Dividends)
The Corporation may, by a resolution of the Board of Directors, pay interim dividends on September 30 of each year as a base date.

(New)

Article 46 (Fiscal Year and Closing of Accounts)
The fiscal year of the Corporation shall be one (1) year commencing on January 1 of each year and shall end on December 31.

Article 47 (Base Date for Dividends on Retained Earnings)
The base date for the year-end dividends of the Corporation shall be December 31 of each year.

Article 48 (Interim Dividends)
The Corporation may, by a resolution of the Board of Directors, pay interim dividends on June 30 of each year as a base date.

(Supplementary Provisions)

Article 1
Notwithstanding the provisions of Article 46 above, the nine-month period from April 1 to December 31, 2015, shall constitute the 13th fiscal year.

Article 2
Notwithstanding the provisions of Article 48 above, the base date for the interim dividends for the 13th fiscal year shall be September 30, 2015.

Article 3
The preceding Article 2 and this Article 3 shall be deleted as of the passage of the 13th fiscal year.

Proposal No. 3: Election of Ten Directors

The terms of office of ten Directors, Messrs. Kazuaki Kotani, Yosuke Mishiro, Tsutomu Sakamoto, Hiroyuki Aoi, Nobutaka Osada, Kenichi Nakamura, Hiroaki Sakai, Toshio Yoshikawa, Nobuyoshi Yamanaka, and Yutaka Fujiwara, 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 positions concurrently held		Number of shares of the Company held
1	Kazuaki Kotani (Sep. 15, 1951) Re-elected Term of office: 5 years	Sep. 2003 May 2008	Vice President of P.T. Pamindo Tiga T General Manager, Sales Department, Power Control Company of Nabtesco Corporation	15,700 shares
		Jun. 2009 Jun. 2010	Executive Officer of Nabtesco Corporation Director of Nabtesco Corporation and General Manager, Corporate Planning Division	
		Jun. 2011	Representative Director, President & CEO of Nabtesco Corporation (to present)	
2	Yosuke Mishiro (Apr. 14, 1952) Re-elected Term of office: 7 years	Oct. 2004 Jun. 2006 Jun. 2007 Jun. 2008	General Manager, Planning Department, Power Control Company of Nabtesco Corporation Executive Officer of Nabtesco Corporation General Manager, Corporate Planning Department Director of Nabtesco Corporation and Deputy General Manager, Corporate Planning Division	25,500 shares
		Jun. 2009 Jun. 2010	General Manager, Corporate Planning Division President, Accessibility Innovations Company of Nabtesco Corporation (to present)	
		Jun. 2011 Jun. 2013	Managing Director of Nabtesco Corporation Director and Senior Managing Executive Officer of Nabtesco Corporation	
		Jun. 2014	Representative Director and Senior Managing Executive Officer of Nabtesco Corporation (to present)	
3	Nobutaka Osada (Sep. 14, 1953) Re-elected Term of office: 4 years	Feb. 2005 Jun. 2007	President of Nabtesco Aerospace Inc. General Manager, Gifu Plant, Aerospace Company of Nabtesco Corporation	18,400 shares
		Jun. 2009 Jun. 2010	Executive Officer of Nabtesco Corporation President, Aerospace Company of Nabtesco Corporation (to present)	
		Jun. 2011 Jun. 2013	Director of Nabtesco Corporation Director and Managing Executive Officer of Nabtesco Corporation (to present)	
4	Katsuhiro Teramoto (December 13 1955) New	Jun. 2007 Jul. 2008 Jun. 2009 Jun. 2011 Oct. 2011	General Manager, Sales Department No. 1, Precision Equipment Company of Nabtesco Corporation General Manager, Overseas Sales Department, Precision Equipment Company of Nabtesco Corporation General Manager, Planning Department, Accessibility Innovations Company of Nabtesco Corporation Executive Officer of Nabtesco Corporation (to present) Vice President and General Manager of Planning Department, Accessibility Innovations Company of Nabtesco Corporation	4,400 shares
		Feb. 2013	Deputy General Manager, Corporate Planning Division, and General Manager, Corporate Planning Department of Nabtesco Corporation (to present)	

No.	Name (Date of birth)	Career summary, position, assignment and significant positions concurrently held		Number of shares of the Company held	
5	Hiroaki Sakai (Jul. 10, 1953) Re-elected Term of office: 1 year	Oct.	2004	General Manager, Manufacturing Department, Seishin Plant, Power Control Company of Nabtesco Corporation	9,300 shares
		Jun.	2006	General Manager, Seishin Plant, Power Control Company of Nabtesco Corporation	
		Jun.	2008	General Manager, Tarui Plant, Power Control Company of Nabtesco Corporation	
		Jan.	2011	General Manager, Shanghai Nabtesco Hydraulic Equipment Trading Co., Ltd.	
		Jun.	2011	Executive Officer of Nabtesco Corporation	
		Jun.	2013	Managing Executive Officer of Nabtesco Corporation (to present) and President of Power Control Company of Nabtesco Corporation	
		Jun.	2014	Director of Nabtesco Corporation (to present)	
6	Toshio Yoshikawa (Nov. 14, 1954) Re-elected Term of office: 1 year	Oct.	2004	General Manager, Sales Department No. 2, Precision Equipment Company of Nabtesco Corporation	8,200 shares
		Jun.	2007	General Manager, Planning Department, Precision Equipment Company of Nabtesco Corporation	
		Aug.	2009	Assistant to General Manager, General Administration & Human Resources Division and General Manager, General Administration Department of Nabtesco Corporation	
		Jun.	2010	President of Precision Equipment Company of Nabtesco Corporation	
		Jun.	2011	Executive Officer of Nabtesco Corporation	
		Jun.	2014	Director (to present) and General Manager, Technology Division of Nabtesco Corporation (to present)	
7	Goro Hashimoto (Feb. 7, 1957) New	Jan.	2009	General Manager, Legal Department of Nabtesco Corporation	1,000 shares
8	Daisuke Hakoda (Oct. 25, 1957) New	Jun.	2009	General Manager, Accounting & Finance Department of Nabtesco Corporation	11,921 shares
		Jun.	2010	General Manager, Corporate Planning Department of Nabtesco Corporation	
		Jun.	2013	Executive Officer of Nabtesco Corporation (to present) and General Manager of Shanghai Nabtesco Hydraulic Equipment Trading Co., Ltd. (to present)	

No.	Name (Date of birth)	Career summary, position, assignment and significant positions concurrently held		Number of shares of the Company held	
9	Yutaka Fujiwara (Apr. 20, 1951) Re-elected Candidate for Outside Director Term of office: 2 years	Apr.	1974	Joined MODEC, Inc.	0 shares
		Apr.	1987	Joined The Yasuda Trust & Banking Co., Ltd. (current Mizuho Trust & Banking Co., Ltd.)	
		Aug.	1994	Deputy General Manager, New York Branch of Yasuda Trust & Banking Co., Ltd.	
		Jun.	1996	General Manager, Chicago Branch of Yasuda Trust & Banking Co., Ltd.	
		Nov.	1997	General Manager in charge of Credit Examination, Overseas Credit Department of Yasuda Trust & Banking Co., Ltd.	
		Jul.	1998	Retired from Yasuda Trust & Banking Co., Ltd.	
		Aug.	1998	Joined OMRON Corporation	
		Jul.	2001	General Manager, Corporate Planning Department, Corporate Strategic Planning Group, Kyoto Head Office of OMRON Corporation	
		Oct.	2002	General Manager, Corporate IR Department, Corporate Planning Division of OMRON Corporation	
		Jun.	2005	Executive Officer and General Manager, Financial IR Department of OMRON Corporation	
		Mar.	2007	Executive Officer and General Manager, Group Strategy Department of OMRON Corporation	
		Dec.	2008	Managing Officer and General Manager, IR & Corporate Information Department of OMRON Corporation	
		Aug.	2011	President & CEO of Cross-Border Bridge Corporation (to present)	
		Jun.	2013	Director of Nabtesco Corporation (to present)	
10	Norio Uchida (Oct. 22, 1950) New Candidate for Outside Director	Apr.	1973	Joined Tokyo Optical Co., Ltd. (current TOPCON CORPORATION)	0 shares
		Jun.	1980	General Manager of Topcon Singapore Pte. Ltd.	
		Feb.	1989	President of Topcon Australia Pty Ltd.	
		Oct.	1994	Senior Vice President of Topcon Laser Systems, Inc. (current Topcon Positioning Systems, Inc.)	
		Jun.	2003	Executive Officer of TOPCON CORPORATION	
		Jul.	2003	President and Director of Topcon Sales Co., Ltd.	
		Jun.	2005	Director and Executive Officer of TOPCON CORPORATION	
		Jun.	2007	Director, Managing Executive Officer, Supervising Sales Promotion Group, and Chief of Positioning Business Unit of TOPCON CORPORATION	
		Jun.	2010	Director, Senior Managing Executive Director and Supervising Corporate Planning Group of TOPCON CORPORATION	
		Jun.	2011	President & Representative Director of TOPCON CORPORATION	
		Jun.	2013	Advisor of TOPCON CORPORATION (to present)	

(Notes)

- No conflict of interest exists between the Company and the above candidates for Directors.
- Messrs. Yutaka Fujiwara and Norio Uchida are candidates for Outside Directors. The Company has already designated Mr. Yutaka Fujiwara as an independent officer under the provisions set forth by the Tokyo Stock Exchange. The Company likewise plans to designate Mr. Norio Uchida as an independent officer.
- Information on the candidates for Outside Directors
 - Reasons for the appointment of the candidates for Outside Directors

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. Yutaka Fujiwara as Outside Director, so that he will utilize his knowledge.

Mr. Norio Uchida has served as Representative Director of Topcon Corporation and has broad experience and extensive knowledge and insight as a corporate executive. The Company, having high regards for his experience and insight, requests the appointment of Mr. Norio Uchida as Outside Director, so that we may seek his advice on technical development and global business overall.

(2) The term of office of Mr. Yutaka Fujiwara refers to the term of office as of 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. Yutaka Fujiwara and plans to retain the agreement, if his reappointments are approved.

The Company plans to conclude the aforementioned limited liability agreement with Mr. Norio Uchida if his appointment is approved.

The agreement will limit their liability for damages, as set forth in Article 423, Paragraph 1 of the Companies Act, to 10 million yen or the amount set forth by laws and regulations, whichever is higher.

(Reference)

“Criteria for the impartiality of Outside Directors and Outside Corporate Auditors”

The Company considers an Outside Director/Corporate Auditor to be impartial, if all of the following requirements are met.

1) The Outside Director/Corporate Auditor is not a person who executes business of the Company or an affiliate thereof (hereinafter collectively referred to as “the Group”);

2) The Outside Director/Corporate Auditor is not a current major shareholder (*) of the Company or a person who executes its business;

*Person who directly or indirectly holds more than 5% of all voting rights or a person who is listed among the top 10 shareholders in the most recent shareholder registry;

3) The Outside Director/Corporate Auditor is not a person who executes business of a major lender (*) of the Group;

*A financial institution group (person who belongs to the consolidated group to which the Group's direct lender belongs) from which the Group borrows funds and the Group's total amount of borrowing from such financial institution group exceeds 2% of the Group's consolidated total assets as of the end of the previous fiscal year;

4) The Outside Director/Corporate Auditor is not a major business partner (yearly transaction amount exceeds 5% of consolidated net sales) or a person who executes its business;

5) The Outside Director/Corporate Auditor is not a person for whom the Group is a major business partner (yearly transaction amount exceeds 5% of the counterparty's consolidated net sales) or a person who executes its business;

6) The Outside Director/Corporate Auditor is not a consultant, accounting professional, or a legal professional who receives a large amount of money (more than ¥6 million yearly) other than the remuneration for directorship/auditorship from the Group (including cases where the organizations such as corporation and association to which such Outside Director/Corporate Auditor belongs receive the remuneration);

7) The Outside Director/Corporate Auditor is not a spouse or a relative within the second degree of consanguinity of a person who executes business of the Group;

8) The Outside Director/Corporate Auditor has not fallen under requirements (1) through (6) for the past three years.

Proposal No. 4: Election of Two Corporate Auditors

The terms of office of the two Corporate Auditors; Nobuhiko Takahashi 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, assignment and significant positions concurrently held		Number of shares of the Company held
1	Takayuki Onishi (Nov. 25, 1954) New	Jul. 2007	General Manager, Accounting & Finance Department of Nabtesco Corporation	2,000 shares
		Jun. 2009	General Manager, Business Auditing Department of Nabtesco Corporation	
		Apr. 2013	General Manager, Railway Products Company of Nabtesco Corporation (to present)	
2	Hisao Katayama (Jul. 19, 1948) New Candidate for Outside Corporate Auditor	May. 1972	Joined Toyota Motor Co., Ltd. (current Toyota Motor Corporation)	0 shares
		Jun. 1999	General Manager, Machinery Department No. 2, Kamigo Plant of Toyota Motor Corporation	
		Jan. 2002	General Manager, Production Engineering Department, Kamigo Plant of Toyota Motor Corporation	
		Jun. 2007	President of ART METAL MFG. CO., LTD.	
		Jun. 2014	Special Advisor of ART METAL MFG. CO., LTD. (to present)	
		Jun. 2014	Outside Director of YUSHIRO CHEMICAL INDUSTRY CO., LTD. (to present)	

(Notes)

1. No conflict of interest exists between the Company and the above candidates for Corporate Auditor.
2. Mr. Hisao Katayama is a candidate for Outside Corporate Auditors. The Company plans to designate Mr. Hisao Katayama as an independent officer under the provisions set forth by the Tokyo Stock Exchange.
3. Information on the candidates for Outside Corporate Auditors
 - 1) Reasons for the appointment of the candidates for Outside Corporate Auditors and the impartiality of the Outside Corporate Auditor
Mr. Hisao Katayama has been serving for an extended period as President of Art Metal Mfg. Co. Ltd. and has a wide-range of experiences and extensive knowledge and insight as a corporate executive. The Company requests the appointment of Mr. Hisao Katayama 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 of the Company.
 - 2) On the limited liability agreement concluded with the Outside Corporate Auditors
Article 36 of the Company's Articles of Incorporation permits the Company to conclude an agreement limiting the liability of an Outside Corporate Auditor for damages in order to allow the Outside Corporate Auditor to fully perform the roles expected thereof.
The Company plans to conclude the aforementioned limited liability agreement with Mr. Hisao Katayama if his appointment is approved.
The agreement will limit his liability for damages, as set forth in Article 423, Paragraph 1 of the Companies Act, to 10 million yen or the amount set forth by laws and regulations, whichever is higher.

(Reference)

“Criteria for the impartiality of Outside Directors and Outside Corporate Auditors”

The Company considers an Outside Director/Corporate Auditor to be impartial, if all of the following requirements are met.

- 1) The Outside Director/Corporate Auditor is not a person who executes business of the Company or an affiliate thereof (hereinafter collectively referred to as “the Group”);
- 2) The Outside Director/Corporate Auditor is not a current major shareholder (*) of the Company or a person who executes its business;
*Person who directly or indirectly holds more than 5% of all voting rights or a person who is listed among the top 10 shareholders in the most recent shareholder registry;
- 3) The Outside Director/Corporate Auditor is not a person who executes business of a major lender (*) of the Group;

*A financial institution group (person who belongs to the consolidated group to which the Group's direct lender belongs) from which the Group borrows funds and the Group's total amount of borrowing from such financial institution group exceeds 2% of the Group's consolidated total assets as of the end of the previous fiscal year;

- 4) The Outside Director/Corporate Auditor is not a major business partner (yearly transaction amount exceeds 5% of consolidated net sales) or a person who executes its business;
- 5) The Outside Director/Corporate Auditor is not a person for whom the Group is a major business partner (yearly transaction amount exceeds 5% of the counterparty's consolidated net sales) or a person who executes its business;
- 6) The Outside Director/Corporate Auditor is not a consultant, accounting professional, or a legal professional who receives a large amount of money (more than ¥6 million yearly) other than the remuneration for directorship/auditorship from the Group (including cases where the organizations such as corporation and association to which such Outside Director/Corporate Auditor belongs receive the remuneration);
- 7) The Outside Director/Corporate Auditor is not a spouse or a relative within the second degree of consanguinity of a person who executes business of the Group;
- 8) The Outside Director/Corporate Auditor has not fallen under requirements (1) through (6) for the past three years.