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Document Submitted: Extraordinary Report
Submitted to: The Director-General of the Kanto Finance Bureau
Date of Submission: March 28, 2018
Name of Company: Nabtesco Corporation
English Name: Nabtesco Corporation
Name and Title of the Representative: Katsuhiro Teramoto, Representative Director
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Name of Contact Person: Akihito Kurosu, General Manager, Corporate Communication Department.
Place for General Inspection: Tokyo Stock Exchange, Inc.
(2-1, Nihonbashi Kabuto-cho, Chuo-ku, Tokyo)

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1. Reason for Submission

Nabtesco Corporation (hereinafter, “the Company”) hereby submits this report in accordance with the provisions of Article 24-5 (4) of the Financial Instruments and Exchange Act, and Article 19-2 (9)-2 of the Cabinet Office Ordinance on Disclosure of Corporate Affairs as a result of the resolution that was made at the Company’s 15th Ordinary General Meeting of Shareholders held on March 27, 2018.

2. Details of the Report

(1) Date of the general meeting of shareholders

March 27, 2018

(2) Details of the matters resolved

Proposal No. 1: Appropriation of Surplus

(i) Matters concerning and the total amount of the surplus dividend to be paid to shareholders:

38 yen per share; Total amount: 4,719,600,342 yen

(ii) Effective date:

March 28, 2018

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

- (1) In the Article 43, Paragraph 1 of the current Articles of Incorporation, the Company stipulates the term of office of Corporate Executive Officers as a period “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,” based on which Corporate Executive Officers were usually elected at the Board of Directors meeting held immediately after an annual shareholders meeting every year, with their term of office expiring at the conclusion of the annual shareholders meeting in the following year. However, from the viewpoint of further clarifying the responsibilities pertaining to the business execution in each business year, it would be appropriate to make the term of office of Corporate Executive Officers consistent with a business year period. Accordingly, for the purpose of establishing an optimal and agile business execution system, it is proposed that the provisions concerning the term of office of Corporate Executive Officers be deleted from the Articles of Incorporation, while at the same time the term of office of Corporate Executive Officers be stipulated in the Regulations of the Corporate Executive Officer System, which is established by the Board of Directors.
- (2) In addition, from the viewpoint of further clarifying the intention to establish a system under which management supervision is conducted by the Board of Directors as its principal role, while business execution is practiced mainly by Corporate Executive Officers, it is proposed that the position of President be changed to that of a Corporate Executive Officer to enable selection of President from among Corporate Executive Officers, and at the same time the position of Executive Directors be abolished, except that of Chairman of the Board who acts as a chairperson of the Board of Directors.
- (3) Based on the two points described above, the Company proposes to amend Article 23, Paragraph 2 and Article 43 of the current Articles of Incorporation as necessary, and in this connection, amend Article 15 concerning the convocator and chairperson of a general meetings of shareholders, as well as Articles 41 and 45 of the current Articles of Incorporation as necessary.

Proposal No. 3: Election of Ten (10) Directors

The following Directors were elected: Kazuaki Kotani, Katsuhiro Teramoto, Shinji Juman, Daisuke Hakoda, Koji Kaminaka, Goro Hashimoto, Toshiaki Akita, Yutaka Fujiwara, Norio Uchida, Naoko Yamazaki.

- (3) Number of voting rights for expressing affirmative and negative intentions as well as abstentions, requirements for adoption of the relevant matters to be resolved, and the results of such resolutions.

Matters to be resolved	Number of Affirmative Votes	Number of Negative Votes	Number of Abstentions	Requirements for Adoption	Results of the Resolution, and Percentage of Affirmative (Negative) Votes (%)
Proposal No. 1: Appropriation of Surplus	918,708	8,131	0	Note 1	Adopted. 99.12
Proposal No. 2: Partial Amendments to the Articles of Incorporation	926,234	656	0	Note 2	Adopted. 99.93
Proposal No. 3: Election of Ten (10) Directors				Note 3	
Kazuaki Kotani	904,592	14,417	7,879		Adopted. 97.59
Katsuhiro Teramoto	918,619	8,271	0		Adopted. 99.11
Shinji Juman	918,497	8,393	0		Adopted. 98.12
Daisuke Hakoda	918,507	8,383	0		Adopted. 99.10
Koji Kaminaka	909,497	9,514	7,879		Adopted. 98.12
Goro Hashimoto	918,512	8,378	0		Adopted. 99.10
Toshiaki Akita	909,497	9,514	7,879		Adopted. 98.12
Yutaka Fujiwara	901,990	23,899	0		Adopted. 97.42
Norio Uchida	925,838	1,052	0		Adopted. 99.89
Naoko Yamazaki	926,102	788	0		Adopted. 99.91

Notes: 1. A majority of the votes of the shareholders present at the meeting is required for a

designation of affirmative.

2. Shareholders who are qualified to exercise voting rights and who hold not less than one third of the total voting rights shall be present at the meeting, and two third of the votes of the shareholders present shall be affirmative.
3. Shareholders who are qualified to exercise voting rights and who hold not less than one third of the total voting rights shall be present at the meeting, and a majority of the votes of the shareholders present shall be affirmative.

(4) Reason for not adding part of the number of voting rights held by shareholders present at the General Meeting of Shareholders

The number of voting rights held by shareholders present at the meeting for which it was unclear whether the votes were designated as affirmative, negative or abstention was not added to the adoption since adoption or rejection of the proposals was apparent by summing up the votes that were exercised one day prior to the meeting and those that were exercised by some shareholders present at the meeting were confirmed as being either affirmative or negative.