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Securities code: 5991  
June 5, 2018

To Our Shareholders,

Takashi Kayamoto,  
President & Chief Operating Officer,  
Representative Member of the Board  
**NHK SPRING CO., LTD.**  
3-10, Fukuura, Kanazawa-ku, Yokohama

## Notice of the 98th Annual General Meeting of Shareholders

You are cordially invited to attend the 98th Annual General Meeting of Shareholders of NHK SPRING CO., LTD. (the “Company”) to be held as follows.

If you are unable to attend the meeting in person, you may exercise your voting rights in writing or electronic and magnetic means. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:15 p.m. on Tuesday, June 26, 2018 (JST).

[Exercise of Voting Rights via the Internet]

Please access the website for exercising voting rights designated by the Company (<https://evote.tr.mufg.jp/>), enter the “login ID” and “temporary password” provided on the enclosed Voting Form and follow the instructions on the screen to indicate your approval or disapproval of the proposals by 5:15 p.m. on Tuesday, June 26, 2018 (JST).

Please refer to “Notes on the Use of the Exercise of Voting Rights via the Internet” (Japanese only) when using the Internet to vote.

**1. Date and Time:** Wednesday, June 27, 2018, at 10:00 a.m. (Reception starts at 9:00 a.m.) (JST)

**2. Venue:** Conference Room, NHK SPRING CO., LTD.  
3-10, Fukuura, Kanazawa-ku, Yokohama

### 3. Purpose of the Meeting:

#### Matters to be reported:

1. The Business Report, the Consolidated Financial Statements, and audit results of the Consolidated Financial Statements by the Financial Auditor and the Board of Corporate Auditors for the 98th term (from April 1, 2017 to March 31, 2018)
2. The Non-consolidated Financial Statements for the 98th term (from April 1, 2017 to March 31, 2018)

#### Matters to be resolved:

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Partial Amendments to the Articles of Incorporation
- Proposal 3:** Election of Two (2) Members of the Board
- Proposal 4:** Election of One (1) Substitute Corporate Auditor

(Request)

\* If you attend the meeting in person, please present the enclosed Voting Form at the reception desk upon your arrival at the meeting.

In the case of attendance by a proxy, please present a letter of proxy with enclosed Voting Form at the reception desk. As per Article 15 of the Company's Articles of Incorporation, shareholders may appoint as their proxy one (1) other shareholder of the Company entitled to vote.

(Notice)

- \* Pursuant to laws and regulations and the provision of Article 17 of the Company's Articles of Incorporation, the following items, among documents to be attached to this notice, are posted on the Company's website (<http://www.nhkspg.co.jp/>) and are not included in this notice and the attached documents. Accordingly, the attached documents to this notice are part of the documents that were audited by the Corporate Auditors and the Financial Auditor in preparing the audit reports.
  - 1) Notes to the Consolidated Financial Statements
  - 2) Notes to the Non-consolidated Financial Statements
- \* Any corrections in the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements, or the Non-consolidated Financial Statements will be posted on the Company's website (<http://www.nhkspg.co.jp/>).

## Reference Documents for the General Meeting of Shareholders

### Proposals and References

#### Proposal 1: Appropriation of Surplus

The Company recognizes distribution of profits to our shareholders as the top priority and our basic policy is to continue to distribute dividends stably.

As a result of comprehensive consideration given to such matters as consolidated business performance and dividend payout ratio, the Company proposes that the year-end dividend for the term be 12 yen per share.

<Year-end dividend>

(1) Type of dividend property

Cash

(2) Assignment of the dividend property to shareholders and the total amount:

12 yen per share of common stock of the Company

Total amount: 2,845,102,596 yen

As the Company has already paid an interim dividend of 11 yen per share, the annual dividend for the term will be 23 yen per share.

(3) Effective date of dividends of surplus

June 28, 2018

**Proposal 2:** Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal

This proposal seeks to reduce the terms of office for Members of the Board from two years to one year and implement the necessary changes to Article 21 1) (Terms of Office) in the current Articles of Incorporation in order to clarify the managerial responsibilities of Members of the Board, and to develop a management structure that can respond swiftly to changes in the business environment. This proposal also calls for a supplementary provision to be added to clarify that the previous provisions shall apply to Members of the Board elected at the 97th Annual General Meeting of Shareholders held June 28, 2017.

2. Details of the amendments

The details of the amendments are as follows:

(Underlined parts are amended.)

Current Articles of Incorporation	Proposed Amendments
<p style="text-align: center;">Chapter IV. Members of the Board and Board of Directors (Terms of Office)</p> <p>Article 21.</p> <p>1) The terms of office of Members of the Board shall expire at the conclusion of the Annual General Meeting of Shareholders for the last business year ending within <u>two (2)</u> years after their election.</p> <p>2) The terms of office of Members of the Board who are appointed to fill vacancies or to increase the number of Members of the Board shall expire along with the expiration of the terms of office of the other existing Members of the Board.</p> <p>Article 22. to Article 44. (Omitted) (Newly established)</p>	<p style="text-align: center;">Chapter IV. Members of the Board and Board of Directors (Terms of Office)</p> <p>Article 21.</p> <p>1) The terms of office of Members of the Board shall expire at the conclusion of the Annual General Meeting of Shareholders for the last business year ending within <u>one (1)</u> year after their election.</p> <p>2) (Unchanged)</p> <p>Article 22. to Article 44. (Unchanged)</p> <p><u>Supplementary Provision</u> <u>Notwithstanding the provisions of Article 21, the terms of office of Members of the Board appointed at the 97th Annual General Meeting of Shareholders held June 28, 2017 shall expire at the conclusion of the Annual General Meeting of Shareholders to be held in 2019.</u> <u>Please note that this supplementary provision shall be deleted once the prescribed term expiry date has passed.</u></p>

**Proposal 3:** Election of Two (2) Members of the Board

Members of the Board, Mr. Kaoru Hatayama and Mr. Ryuichi Shibata will retire at the conclusion of this General Meeting of Shareholders.

Accordingly, we request the election of two (2) Directors as their substitutes. In addition, as provided for in the Company's Articles of Incorporation, the terms of office of the elected substitute Members of the Board shall be until the terms of office of the other currently serving Members of the Board expire.

The candidates for positions of Members of the Board are as follows:

No.	Name (Date of birth)	Career summary, position and areas of responsibility in the Company and important concurrent positions		Number of Company's shares owned
1	Toru Sugiyama (August 15, 1956)  New election	Dec. 1980	Joined the Company	3,800
		June 2001	President & Chief Executive Officer of NHK International Corporation	
June 2010	Corporate Officer, Vice President of Suspension Spring Division and General Manager of Administration Department			
Apr. 2014	Senior Corporate Officer, General Manager of Corporate Planning Department, Corporate Planning and Control Division			
Apr. 2017	Executive Corporate Officer, President of Procurement Division			
Apr. 2018	Executive Corporate Officer, President of Corporate Planning and Control Division and President of Procurement Division (present)			
Reason for election Mr. Toru Sugiyama has extensive management experience through his service as President & Chief Executive Officer of NHK International Corporation, General Manager of Administration Department of Suspension Spring Division, General Manager of Corporate Planning Department, President of Procurement Division and President of Corporate Planning and Control Division, and accordingly, we request his election as a Member of the Board.				
2	Kazuhisa Uemura (July 24, 1960)  New election	Apr. 1983	Joined the Company	3,130
		June 2010	General Manager of Nagoya Branch of Sales Division	
		Apr. 2014	Corporate Officer, Vice President of Sales Division and General Manager of Seating & Component Sales Department	
		Dec. 2015	Corporate Officer, Vice President of Sales Division, General Manager of Administration Department, General Manager of Sales Planning Department and General Manager of Seating & Component Sales Department	
		Apr. 2017	Corporate Officer, President of Sales Division	
		Apr. 2018	Senior Corporate Officer, President of Sales Division (present)	
Reason for election Mr. Kazuhisa Uemura has many years of experience in the Sales Division and insight into this field, as well as a wealth of experience relating to management through his service as President of the Sales Division, and accordingly, we request his election as a Member of the Board.				

Note: There is no special interest between the candidates and the Company.

**Proposal 4:** Election of One (1) Substitute Corporate Auditor

This proposal is to request the election of one (1) Substitute Corporate Auditor to provide for the case in which the number of Outside Corporate Auditors falls short of the number stipulated in laws and regulations.

Consent of the Board of Corporate Auditors has been obtained concerning this proposal.

The candidate for position of Substitute Corporate Auditor is as follows:

Name (Date of birth)	Career summary, position and important concurrent positions	Number of Company's shares owned
Nobuaki Mukai (April 19, 1969)	Apr. 1996 Registered as Attorney at Law (Dai-Ichi Tokyo Bar Association) Joined Momo-o, Matsuo & Namba 2001 Registered as Attorney at Law in New York State, USA Jan. 2004 Partner, Momo-o, Matsuo & Namba (present)	None
Reason for election Mr. Nobuaki Mukai has had no experience of involvement in corporate management, but he has professional knowledge and experience in corporate legal affairs as an attorney at law and therefore the Company nominates him as the candidate for Substitute Corporate Auditor of the Company.		

- Notes:
1. There is no special interest between the candidate and the Company.
  2. Mr. Nobuaki Mukai is a candidate for Substitute Outside Corporate Auditor.
  3. The Company's Articles of Incorporation provide for agreements limiting the liability specified in Article 423, Paragraph 1 of the Companies Act to two years of remuneration and other consideration received or to be received for the performance of duties, and if Mr. Nobuaki Mukai assumes office as Corporate Auditor, the Company plans to enter into such limited liability agreement with him.