

(Securities Code No. 7240)  
June 5, 2015

To Shareholders

Masato Tsuru  
President  
NOK CORPORATION  
12-15, Shiba-Daimon 1-chome, Minato Ward, Tokyo

## **Notice of the 109th Annual Shareholders' Meeting**

You are cordially invited to attend the 109th Annual Shareholders' Meeting of NOK CORPORATION, which will be held as per the schedule given below. If you are unable to attend the meeting, you may exercise your voting rights by mail. In this case, please review the attached Reference Materials for the Annual Shareholders' Meeting, indicate "for" or "against" for each agenda item shown on the proxy form enclosed to exercise your voting rights, and return it to us by mail so it will arrive by 5:15 p.m. on Wednesday, June 24, 2015.

- 1. Time:** 10:00 a.m., June 25, 2015 (Thursday)
- 2. Place:** NOK CORPORATION Head Office – Conference Room  
Seiwa Bldg., 12-15, Shiba-Daimon 1-chome, Minato Ward, Tokyo

**3. Agenda:**

**Report**

1. Business Report, Consolidated Financial Statements and Audit Reports concerning Consolidated Financial Statements by the Independent Auditor and the Board of Corporate Auditors for the 109th Term (April 1, 2014 to March 31, 2015)
2. Financial Statements for the 109th Term (April 1, 2014 to March 31, 2015)

**Items for Resolution**

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|--------------------|---------------------------------|
| <b>First Item</b>  | Appropriation of surplus        |
| <b>Second Item</b> | Election of eight (8) Directors |

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\* If you plan to attend the meeting in person, please present the enclosed proxy form at the reception desk.

\* The following are posted on our website at <http://www.nok.co.jp> under the provisions of laws and regulations and Article 14 of the Articles of Incorporation of the Company, and thus are not provided in the enclosed attachment "Business Report for the 109th Term (April 1, 2014 to March 31, 2015)".

- (i) "System for Ensuring Properness of Operations" for Business Report
- (ii) "Consolidated Statement of Changes in Net Assets" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
- (iii) "Statement of Changes in Net Assets" and "Notes to Financial Statements" in the Financial Statements

\* Any amendments to Reference Materials for the Annual Shareholders' Meeting, the Business Report, the Consolidated Financial Statements and the Financial Statements will be posted on our website at <http://www.nok.co.jp>.

## **Reference Materials for the Annual Shareholders' Meeting**

### **First Item: Appropriation of surplus**

We propose to appropriate surplus as follows.

#### Matters concerning term-end dividends

To determine the amount of dividends payable at the end of the term, the Company must take account of the business performance for the 109th term, the need to enhance and fulfill our corporate viability and future business development as well as internal reserve. Therefore, we propose to pay dividends as follows:

(1) Type of dividend property: monetary dividends

(2) Matters concerning assignment of dividend property to shareholders and amounts thereof

¥35 per common share

Total sum: ¥6,057,116,065

As ¥15 per share was paid as an interim dividend, total dividends per share for the term will be ¥50.

(3) Date from which dividends from surplus come into effect

June 26, 2015

## Second Item: Election of eight (8) Directors

The terms of office for the current seven (7) Directors will expire at the conclusion of the 109th Annual Shareholders' Meeting. Accordingly, the Company requests shareholder approval for the election of eight (8) Directors, with the addition of one Outside Director to further reinforce the management supervision function.

The candidates for Directors are as follows:

Candidate No.	Name (Date of Birth)	Brief Personal History, and Position and Area of Responsibility at the Company (Significant Concurrent Positions)	Number of the Company's Shares Held
1	Masato Tsuru (January 11, 1948)	<p>March 1973    Joined NOK Corporation  June 1977    MBA, Harvard Business School  June 1979    Director, NOK Corporation  June 1981    Managing Director, NOK Corporation  June 1983    Senior Managing Director, NOK Corporation  June 1985    Representative Director &amp; President, NOK Corporation  June 1989    Chairman of the Board, Representative Director &amp; President, NOK Corporation (incumbent)</p> <p>( Significant concurrent positions  Chairman of the Board &amp; Representative Director, Nippon Mektron, Ltd.  SYNZTEC Co., Ltd.  NOK Klüber Co., Ltd.  Unimatec Co., Ltd.  Seiwa Jisho Co., Ltd.  Chairman of the Board, Representative Director &amp; President, NOK Technical Research and Development Co., Ltd.  Chairman of the Board, Director &amp; President, NOK Inc.  Chairman of the Board &amp; Director, Eagle Industry Co., Ltd.</p>	454,400 shares
2	Kiyoshi Doi (September 12, 1952)	<p>April 1977    Joined NOK Corporation  June 2003    Director, NOK Corporation  June 2005    Managing Director, Eagle Industry Co., Ltd.  June 2007    Director, NOK Corporation  June 2007    Managing Director, NOK Corporation  June 2009    Senior Managing Director, NOK Corporation  June 2013    Representative and Senior Managing Director, NOK Corporation (incumbent)</p> <p>April 2014    Assistant of President with overall responsibility for Seal business, and General Manager, Corporate Production Control Office, NOK Corporation (incumbent)</p> <p>( Significant concurrent positions  Chairman of the Board &amp; Director, Thai NOK Co., Ltd.  NOK-Freudenberg Asia Holding Co., Pte. Ltd.  Wuxi NOK-Freudenberg Oilseal Co., Ltd.  Changchun NOK-Freudenberg Oilseal Co., Ltd.</p>	30,700 shares
3	Jiro Iida (April 9, 1955)	<p>April 1978    Joined NOK Corporation  June 2003    Director, NOK Corporation  June 2007    General Manager, Corporate Planning Office, NOK Corporation (incumbent)  June 2009    Senior Operating Officer, NOK Corporation  June 2013    Director, NOK Corporation  June 2013    Senior Managing Director, NOK Corporation (incumbent)</p>	9,600 shares
4	Yasuhiko Kuroki (February 27, 1957)	<p>April 1979    Joined NOK Corporation  June 2005    Director, NOK Corporation  June 2009    Senior Operating Officer, NOK Corporation  June 2013    Director, NOK Corporation  June 2013    Senior Managing Director, NOK Corporation (incumbent)  June 2013    General Manager, Corporate Sales &amp; Marketing Division, NOK Corporation (incumbent)</p> <p>( Significant concurrent positions  Chairman of the Board &amp; Director, NOK-Freudenberg Group Sales (China) Co., Ltd.  NOK-Freudenberg Group Trading (China) Co., Ltd.  NOK-Freudenberg Hong Kong Ltd.</p>	10,500 shares

Candidate No.	Name (Date of Birth)	Brief Personal History, and Position and Area of Responsibility at the Company (Significant Concurrent Positions)		Number of the Company's Shares Held
5	Akira Watanabe (November 18, 1957)	April 1980 June 2005 June 2007  June 2009 June 2013 June 2013	Joined NOK Corporation Director, NOK Corporation General Manager, Corporate Finance & Accounting Office, NOK Corporation (incumbent) Senior Operating Officer, NOK Corporation Director, NOK Corporation Senior Managing Director, NOK Corporation (incumbent)	12,710 shares
6	Tetsuji Tsuru (August 16, 1949)	April 1972 June 1979 June 1981 January 1982 April 1984 June 1985 June 1989  June 2006  [ Significant concurrent positions Chairman of the Board & Representative Director, EagleBurgmann Japan Co., Ltd. ]	Joined NOK Corporation Director, Eagle Industry Co., Ltd. MBA, Massachusetts Institute of Technology Managing Director, Eagle Industry Co., Ltd. Senior Managing Director, Eagle Industry Co., Ltd. Representative Director & Vice President, Eagle Industry Co., Ltd. Representative Director & President, Eagle Industry Co., Ltd. (incumbent) Director, NOK Corporation (incumbent)	100,000 shares
7	Toshifumi Kobayashi (October 4, 1957)	April 1980 June 2005 March 2006 June 2009  June 2009	Joined NOK Corporation Director, Nippon Mektron, Ltd. Managing Director, Nippon Mektron, Ltd. Representative Director & President, Nippon Mektron, Ltd. (incumbent) Director, NOK Corporation (incumbent)	20,100 shares
8	*Kensaku Hogen (August 2, 1941)	April 1964 March 1998 April 2001 January 2005 April 2014	Joined Ministry of Foreign Affairs Under-Secretary-General, the United Nations Ambassador of Japan to Canada Retired from Ministry of Foreign Affairs Professor at Josai University (incumbent)	0 shares

Notes:

1. An asterisk (\*) indicates a new candidate for Director.
2. Candidate Mr. Masato Tsuru also serves as Chairman of the Board & Representative Director for NOK Klüber Co., Ltd., a trade partner of the Company; as Chairman of the Board, Representative Director & President for NOK Technical Research and Development Co., Ltd. with which the Company maintains a loan agreement; and as Chairman of the Board & Representative Director for Seiwa Jisho Co., Ltd., which rents real estate to the Company.
3. Candidate Mr. Kiyoshi Doi also serves as Chairman of the Board & Representative Director for NOK-Freudenberg Asia Holding Co., Pte. Ltd., from which the Company receives a dividend payment; as Chairman of the Board & Representative Director for Wuxi NOK-Freudenberg Oilseal Co., Ltd., and as Chairman of the Board & Representative Director for Changchun NOK-Freudenberg Oilseal Co., Ltd., which are trade partners of the Company.
4. Candidate Mr. Yasuhiko Kuroki also serves as Chairman of the Board & Director for NOK-Freudenberg Group Sales (China) Co., Ltd., NOK-Freudenberg Group Trading (China) Co., Ltd. and NOK-Freudenberg Hong Kong Ltd., trade partners of the Company.
5. Candidate Mr. Tetsuji Tsuru also serves as Representative Director & President for Eagle Industry Co., Ltd. and Chairman of the Board & Representative Director for EagleBurgmann Japan Co., Ltd., both trade partners of the Company.
6. The other candidates do not have any special relationship with or interest in the Company.
7. Mr. Kensaku Hogen is a candidate for Outside Director.  
He meets the requirements for an independent director as provided for by the Tokyo Stock Exchange. Accordingly, the Company will submit a notification of his appointment as an independent director.
8. The Company proposes that Mr. Kensaku Hogen be elected as Outside Director because we have decided that he is able to give advice on the overall business activities of the Company from objective, broad, and sophisticated viewpoints based on his extensive experience in foreign affairs and deep insights. Although he has no experience of being involved in corporate management other than by serving as outside director, the company has judged that he is able to execute the duties of an Outside Director appropriately considering the reasons described above.
9. If the election of Mr. Kensaku Hogen, the candidate for Outside Director, is approved, the Company will enter into an agreement with him to limit his liability provided for in Article 423, paragraph 1 of the Companies Act, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act; provided, however, that the maximum amount of the liability for damage based on the said agreement is the amount prescribed in laws and regulations.

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