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(Stock Exchange Code 9072)
June 7, 2017

To Shareholders with Voting Rights:

Masakatsu Kuroiwa
President & Representative Director
NIKKON Holdings Co., Ltd.
6-17 Akashi-cho Chuo-ku, Tokyo

**NOTICE OF
THE 76TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our sincere appreciation for your continued support and patronage.

You are cordially invited to attend the 76th Annual General Meeting of Shareholders of NIKKON Holdings Co., Ltd. (the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing by submitting the Voting Rights Exercise Form, or via an electromagnetic method (through the Internet). Please review the attached Reference Documents for the General Meeting of Shareholders, indicate your vote of approval or disapproval on the proposals in the enclosed Voting Rights Exercise Form and return the form so that it is received by 5:15 p.m. on Wednesday, June 28, 2017, Japan time (JST), or exercise your voting rights via the Internet (<http://www.evotep.jp/>).

1. Date and Time: Thursday, June 29, 2017 at 10:00 a.m. Japan time

2. Place: 5F Conference room at the Corporate Headquarters located at
6-17 Akashi-cho Chuo-ku, Tokyo Japan

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 76th Fiscal Year (April 1, 2016 - March 31, 2017) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 76th Fiscal Year (April 1, 2016 - March 31, 2017)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Provision of Bonuses to Directors
Proposal 3: Election of Nine (9) Directors
Proposal 4: Election of One (1) Substitute Corporate Auditor

4. Guidance for exercising Voting Rights

(1) If you exercise your voting rights both in writing and via the Internet, the voting rights exercised via the Internet shall be deemed as valid.

If you exercise your voting rights multiple times via the Internet, the latest exercise shall be deemed as valid.

(2) All shareholders may exercise their voting rights through a proxy who must be another shareholder of the Company having voting rights. However, submission of documents proving power of attorney will be required.

* For those attending, please present the enclosed Voting Rights Exercise Form at the reception desk on arrival at the meeting.

* Any amendments to the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements will be posted on the Company's website (<http://www.nikkon-hd.co.jp>).

Exercise of Voting Rights via the Internet

If you exercise your voting rights via the Internet, please vote with reference to the matters described below.

1. Website for exercising voting rights

- (1) The exercise of voting rights via the Internet is available only by accessing the website designated by the Company (<http://www.evote.jp/>), through a personal computer, a smartphone or mobile phone (i-mode, EZweb or Yahoo! Mobile) *. (Please note that rights cannot be exercised from 2:00 a.m. to 5:00 a.m. every day).
* “i mode” is a trademark or registered trademark of NTT DOCOMO, INC., “EZweb” is a trademark or registered trademark of KDDI CORPORATION, and “Yahoo!” is a trademark or registered trademark of United States-based Yahoo! Inc.
- (2) Voting rights may not be exercised by personal computer, etc. depending on the Internet environment of stockholders due to factors including usage of firewalls, etc. in connecting to the Internet, usage of anti-virus programs, and usage of proxy servers.
- (3) When exercising voting rights via mobile phone, you must use one of the following services: i-mode, EZweb or Yahoo! Mobile. For security reasons, you cannot vote using mobile handsets that cannot send encrypted transmissions (SSL transmissions) or that cannot send the mobile phone information.
- (4) Although exercise of voting rights via the Internet is available until 5:15 p.m. on Wednesday, June 28, 2017, please exercise your voting rights ahead of time. If you have any questions about the procedures for exercising voting right via the Internet, please contact the Help Desk.

2. Method to exercise voting rights via the Internet

- (1) Please indicate your vote of approval or disapproval on the proposals on the website (<http://www.evote.jp/>) using your Login ID and temporary password included in the Voting Rights Exercise Form to exercise your voting rights following the instructions on the screen.
- (2) You will be requested to change your temporary password on the voting rights exercise website in order to prevent any unauthorized access (“spoofing”) or falsification of your votes.
- (3) A new Login ID and temporary password will be issued each time upon convocation of a General Meeting of Shareholders.

3. Costs incurred for accessing the website when exercising voting rights

Costs incurred for access to the website to exercise voting rights (such as Internet connection charges, phone charges etc.) shall be borne by you. Packet communication and other fees charged for the use of mobile phones shall also be borne by you.

For further assistance, regarding system, etc., please contact: Transfer Agent Department (Help Desk) Mitsubishi UFJ Trust and Banking Corporation Phone: 0120-173-027 (toll free) Inquiries are accepted from 9:00 to 21:00 (JST)
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Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

For the fiscal year under review, targeting a consolidated payout ratio of 30% and comprehensively taking into account of the earnings forecasts, strengthening of the business structure and internal reserve for expanding future business development, etc., the Company proposes the year-end dividend as follows. This dividend will result in an annual dividend of ¥60 per share, together with an interim dividend of ¥27 per share.

1. Matters on year-end dividend

(1) Appropriation of dividend assets to shareholders and amount of appropriation

¥33 in cash per share of the Company's common stock total amount ¥2,229,856,299

(2) Surplus dividend effective date

June 30, 2017

2. Matters on appropriation of surplus

(1) Item and amount of surplus to decrease

Retained earnings brought forward ¥2,000,000,000

(2) Item and amount of surplus to increase

General reserve ¥2,000,000,000

Proposal 2: Provision of Bonuses to Directors

The Company proposes to provide bonuses totaling ¥43,000,000 (including ¥2,200,000 for a Corporate Auditor) to seven (7) Directors who are not Outside Directors and one (1) Corporate Auditor who is not an Outside Corporate Auditor as of the end of the fiscal year under review, in consideration of the Company's business results, etc. It also proposes that the amount of bonus payable to each Director be left to the discretion of the Board of Directors, and the amount of bonus payable to the Corporate Auditor be left to discussion among the Corporate Auditors.

Proposal 3: Election of Nine (9) Directors

The terms of office of all nine (9) Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of nine (9) Directors.

The candidates are as follows:

No.	Name (Date of birth)	Career Summary and Responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
1	Masakatsu Kuroiwa (February 2, 1951) Attendance at meetings of the Board of Directors 14/14 [Reelection]	<p>March 1973 Joined the Company September 1981 General Manager of Suzuka Center June 1986 Director June 1989 Managing Director November 1994 President, A.N.I. LOGISTICS, LTD. June 1999 Senior Managing Director January 2003 Chairman and President, NK PARTS INDUSTRIES, INC. April 2009 General Manager of Sales Headquarters June 2009 President and Representative Director June 2011 President, Representative Director and Executive Officer October 2015 President, Representative Director and Chief Executive Officer (current position)</p> <p>[Significant concurrent positions] President, Representative Director and Executive Officer, NIPPON KONPO UNYU SOKO CO., LTD.</p>	386,670
<p>[Reasons for nomination as a candidate for Director] Mr. Masakatsu Kuroiwa is appropriately supervising management as President and Representative Director. In the Board of Directors, he makes sufficient and appropriate explanations regarding important management projects and serves to increase the decision-making functions of the Board of Directors. Additionally, he leads management as Chief Executive Officer, and through achieving the corporate principles, works to continuously improve corporate value. Based upon the above, the Company has judged that he will be appropriate as a Director of the Company to lead the Company toward realizing the long-term vision, and requests his continued election as Director.</p>			
2	Toshimi Nagaoka (January 21, 1956) Attendance at meetings of the Board of Directors 14/14 [Reelection]	<p>March 1979 Joined the Company April 1993 General Manager of Wako Sales Office April 1996 Seconded to NK PARTS INDUSTRIES, INC. July 2002 President, A.N.I. LOGISTICS, LTD. June 2006 Director June 2008 General Manager of Oversea Business Promotion Department April 2009 General Manager, KD Sales Department June 2009 Managing Director July 2009 General Manager of Saitama Sales Department and General Manager of International Business Department June 2011 Director and Managing Executive Officer June 2012 Director and Senior Executive Officer October 2015 Director and Executive Officer April 2016 Director and Senior Executive Officer June 2016 Representative Director and Senior Executive Officer (current position)</p> <p>[Significant concurrent positions] Chairman, NIKKON LOGISTICS CHINA CO., LTD. Representative Director and President, NK Engineering Co., Ltd.</p>	29,019
<p>[Reasons for nomination as a candidate for Director] After serving as Director and President of foreign affiliated companies, Mr. Toshimi Nagaoka has been involved primarily in overseas businesses, and as General Manager of the Oversea Business Department, has a wealth of operational experience and knowledge regarding global business management, administration and operations. Based upon the above, the Company has judged that he will be appropriate as a Director of the Company to realize the continuous improvement of corporate value of the Company, and requests his continued election as Director.</p>			

No.	Name (Date of birth)	Career Summary and Responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
3	Keita Kuroiwa (July 10, 1956) Attendance at meetings of the Board of Directors 14/14 [Reelection]	March 1979 Joined the Company September 1985 General Manager of Isesaki Sales Office, NIPPON UNYU CO., LTD. May 1989 Director, NIPPON UNYU CO., LTD. May 1991 President and Representative Director, NIPPON UNYU CO., LTD. June 1999 Director June 2003 Managing Director June 2004 Representative Director and Vice President June 2011 Representative Director, Vice President and Executive Officer October 2015 Representative Director and Executive Officer April 2016 Representative Director (current position) [Significant concurrent positions] President and Representative Director, NIPPON UNYU CO., LTD.	522,391
		<p>[Reasons for nomination as a candidate for Director] Mr. Keita Kuroiwa is appropriately supervising management as Representative Director centered on a financial viewpoint. Additionally, he also executes duties to swiftly respond to changes in economic conditions and the management environment. Based upon the above, the Company has judged that he will be appropriate as a Director of the Company to realize the continuous improvement of corporate value of the Company, and requests his continued election as Director.</p>	
4	Takashi Kurisu (June 26, 1955) Attendance at meetings of the Board of Directors 14/14 [Reelection]	March 1979 Joined the Company August 1994 General Manager of Nagano Sales Office June 2002 General Manager of Sales Office of Sayama Terminal June 2006 General Manager of Compliance Department June 2007 Director June 2007 General Manager of Information Management Department May 2009 General Manager of Personnel Department March 2010 General Manager of Legal Department June 2011 Director and Executive Officer June 2012 Director and Managing Executive Officer October 2015 Director and Executive Officer April 2016 Director and Managing Executive Officer (current position) [Significant concurrent positions] President and Representative Director, AUTO TECHNIC CO., LTD.	29,752
		<p>[Reasons for nomination as a candidate for Director] Mr. Takashi Kurisu has a wealth of operational experience in the compliance division, information management division, personnel division, and legal division, etc., and knowledge regarding overall management, administration and operations. Based upon the above, the Company has judged that he will be appropriate as a Director of the Company to realize the continuous improvement of corporate value of the Company, and requests his continued election as Director.</p>	

No.	Name (Date of birth)	Career Summary and Responsibilities at the Company (Significant concurrent positions)		Number of shares of the Company held
7	Seiji Ooka (June 30, 1960) Attendance at meetings of the Board of Directors 10/10 [Reelection]	March 1983 October 1992 August 1998 June 2007 July 2009 April 2011 June 2011 January 2014 September 2015 October 2015 April 2016 June 2016 [Significant concurrent positions]	Joined the Company Manager of Sales Office of Sayama Packaging Center Seconded to A.N.I. LOGISTICS. LTD. General Manager of Sales Office of KD Packaging General Manager of Packaging Sales Department and General Manager of Sales Office of KD Packaging General Manager of Packaging Sales Department and General Manager of Tokyo Sales Department Executive Officer General Manager of Packaging Sales Department General Manager of Tokyo Business Department, General Manager of Packaging Sales and General Manager of the Fifth Sales Department Retired from Executive Officer Executive Officer, Nippon Konpo Unyu Soko Co Ltd. Executive Officer Director and Executive Officer (current position)	10,609
[Reasons for nomination as a candidate for Director] Mr. Seiji Ooka has been involved primarily in operations related to the logistics business and customs clearance businesses and has a wealth of operational experience and knowledge regarding administration and operations having served in various roles including General Manager of the Sales Department. Based upon the above, the Company has judged that he will be appropriate as a Director of the Company to realize the continuous improvement of corporate value of the Company, and requests his continued election as Director.				
8	Takashi Suzuki (April 21, 1951) Attendance at meetings of the Board of Directors 13/14 [Reelection] [Candidate for Outside Director] [Candidate for Independent Director/Auditor]	April 1974 November 1980 March 1987 May 1987 March 1990 May 1992 April 2000 November 2010 June 2013	Joined Mitsubishi Corporation Joined Isuzu Kozai Kabushiki Kaisha (now Isuzu Corporation) Director, Isuzu Kozai Kabushiki Kaisha Managing Director, Isuzu Kozai Kabushiki Kaisha Director and Vice President, Isuzu Kozai Kabushiki Kaisha President and Representative Direct, Isuzu Kozai Kabushiki Kaisha President and Representative Director (CEO), Isuzu Kozai Kabushiki Kaisha (current position) President and Representative Director, Metal One Service Holdings, Co., Ltd. (current position) Outside Director (current position)	2,252
[Reasons for nomination as a candidate for Outside Director] Mr. Takashi Suzuki has a wealth of experience and extensive insights as a business manager. He was awarded the Medal of Honor with Indigo Ribbon for his achievements. Mr. Suzuki proactively provides the Company not only with recommendations on overall management, but also with unconventional ideas and advice to supervise management from an objective perspective with independence. Based upon the above, the Company has judged that he will lead to improving transparency of the Board of Directors and strengthening the supervisory functions, and requests his continued election as Outside Director.				

No.	Name (Date of birth)	Career Summary and Responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
9	Katsunori Kobayashi (August 1, 1952) Attendance at meetings of the Board of Directors 13/14 [Reelection] [Candidate for Outside Director] [Candidate for Independent Director/Auditor]	<p>April 1978 Registered as a lawyer (Daini Tokyo Bar Association)</p> <p>April 1995 Member of Public Morals Committee, Daini Tokyo Bar Association</p> <p>April 2000 Civil Advocacy Instructor, Supreme Court Legal Training and Research Institute of Japan</p> <p>April 2004 Chairman of Legal Training Committee, Daini Tokyo Bar Association Vice Chairman of Legal Training Committee, Japan Federation of Bar Associations</p> <p>December 2004 Chairman of the First Committee for Corporate Reconstruction, The Resolution and Collection Corporation</p> <p>October 2005 Corporate Auditor, Hitachi Plasma Patent Licensing Co., Ltd.</p> <p>April 2006 Vice Chairman of Permanent Assembly of Members, Daini Tokyo Bar Association Member of Examination Committee for Dispute Resolution Agency Service by Labor and Social Security Attorney</p> <p>April 2007 Chairman of Investigation Committee for Judicial System, Daini Tokyo Bar Association</p> <p>June 2007 Secretary, Supreme Court Committee for Legal Training (current position)</p> <p>February 2008 Vice Chairman of Disciplinary Committee, Daini Tokyo Bar Association</p> <p>June 2009 Outside Director, Mesco. Inc. (current position)</p> <p>December 2009 Member of Contact Review Committee, Japan Student Services Organization (current position)</p> <p>February 2010 Chairman of Disciplinary Committee, Daini Tokyo Bar Association</p> <p>June 2014 Outside Director (current position)</p>	2,344
<p>[Reasons for nomination as a candidate for Outside Director]</p> <p>Mr. Katsunori Kobayashi has a wealth of experience and insights as an attorney, and is suited to execute supervision of management with independence from an objective viewpoint that considers overall corporate society, including laws and regulations, and the Company receives his valuable advice to this end.</p> <p>Based upon the above, the Company has judged that he will lead to improving transparency of the Board of Directors and strengthening the supervisory functions, and requests his continued election as Outside Director.</p>			

(Notes)

1. There is no special interest between the Company and the candidates for Directors.
2. Messrs. Takashi Suzuki and Katsunori Kobayashi are candidates for Outside Directors.
The Company has designated them as Independent Officers pursuant to the provisions of the Tokyo Stock Exchange and has reported them as Independent Officers to the said Exchange.
3. Matters related to the candidates for Outside Directors
 - (1) Independence of the candidates for Outside Directors
 - 1) Neither Mr. Takashi Suzuki nor Mr. Katsunori Kobayashi has been a business executor or officer (excluding business executor) (as stipulated in Article 2, Paragraph 3, Item 6 of the Ordinance for Enforcement of the Companies Act; hereinafter the same) of the Company or any Specified Related Business Entity of the Company (as stipulated in Article 2, Paragraph 3, Item 19 of the Ordinance for Enforcement of the Companies Act; hereinafter the same). Additionally, they have not been business executors at a stock company for which the Company continued the rights and obligations via merger, absorption-type demerger, incorporation-type demerger, or transfer of business directly before occurrence of said merger, etc.
 - 2) Neither Mr. Takashi Suzuki nor Mr. Katsunori Kobayashi are scheduled to receive a significant amount of cash or other property (excluding remuneration as Director) from the Company or a Specified Related Business Entity of the Company, and have not received such cash or other property in the past.
 - 3) Neither Mr. Takashi Suzuki nor Mr. Katsunori Kobayashi have a spouse, any family within the third degree or any other person equivalent thereto of a business executor or officer (excluding business executor) of the

Company or any Specified Related Business Entity of the Company.

- 4) Messrs. Takashi Suzuki and Katsunori Kobayashi are now serving as Outside Directors of the Company. The term of office as an Outside Director will be four (4) years for Mr. Takashi Suzuki and three (3) years for Mr. Katsunori Kobayashi, at the conclusion of this General Meeting of Shareholders.
- (2) Conclusion of a limited liability agreement
- The Company, in accordance with Article 427, Paragraph 1 of the Companies Act, has entered into an agreement with Outside Directors (excluding Executive Directors, etc.) to limit their liabilities for damages as provided in Article 423, Paragraph 1 of the Companies Act. The limit of the liability for damages under the agreement shall be the minimum amount stipulated in the laws and regulations. If Messrs. Takashi Suzuki and Katsunori Kobayashi are elected, the Company will continue the same limited liability agreement.
4. Apart from the number of meetings of the Board of Directors held as above, one resolution via documentation was made by the Board of Directors pursuant to Article 370 of the Companies Act.

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

The Company proposes the election of one (1) Substitute Corporate Auditor to serve in the event that the number of Corporate Auditors falls below the statutory requirement. The Board of Corporate Auditors has previously given its approval to this proposal.

The candidate is as follows:

Name (Date of birth)	Career Summary and Responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
Yoshiyuki Ajioka (November 30, 1952)	April 1988 Registered as a lawyer (Daini Tokyo Bar Association) April 1988 Joined Nagano and Mayama Law Firm April 1990 Joined Toichi Tsuchiya Law Office September 1993 Founded Ajioka Law Office April 2007 Member of Civil Conciliation Committee of Musashino Summary Court April 2009 Vice Chairman of Daini Tokyo Bar Association (FY2009) April 2015 Managing Director of Kanto Federation of Bar associations (FY2015)	—
[Reasons for nomination as a candidate for Substitute Outside Corporate Auditor] Mr. Yoshiyuki Ajioka is expected to leverage his advanced specialized knowledge fostered as a lawyer in the audit structure of the Company. Additionally, although he has not been involved in corporate management in the past other than as Outside Officer, due to the above reasons, the Company has judged that he will appropriately execute the duties of Outside Corporate Auditor.		

(Notes)

1. There is no special relationship of interest between the Company and the candidate.
2. Mr. Yoshiyuki Ajioka is a candidate for Substitute Outside Corporate Auditor.
3. If Mr. Yoshiyuki Ajioka is elected as Corporate Auditor, the Company, in accordance with Article 427, Paragraph 1 of the Companies Act, will enter into an agreement with him to limit his liability for damages as provided in Article 423, Paragraph 1 of the Companies Act. The limit of the liability for damages under the agreement shall be the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act.
4. Mr. Yoshiyuki Ajioka meets the Company's criteria for independence in addition to independence criteria stipulated by the Tokyo Stock Exchange. If he is elected as Outside Corporate Auditor, the Company will report him as Independent Officer to the Tokyo Stock Exchange.

[Reference]

Criteria for Independence of Outside Officers

Under the assumption that the independence criteria defined by the Tokyo Stock Exchange are satisfied, the Company judges persons to which none of the below items apply as possessing independence, in the view that by receiving fair, impartial, and appropriate directions and advice for the management of the Company based on broad insights and experiences from persons that have an adequate understanding of the Group's business, management environment, and corporate philosophy, and are of moral character will provide further strength to the management structure.

1. An executive officer of a business partner of the Company's group company that has an amount of transactions exceeding 2% of the annual consolidated sales of the Company in the most recent three fiscal years
2. An executive officer of a lender to a group company that has borrowings exceeding 2% of the Company's consolidated net assets at the end of the most recent fiscal year
3. A major shareholder of the Company that has an investment ratio of 10% or more, or an executive officer of a shareholder or investment target within the top 10 in the most recent three fiscal years
4. A consultant, accounting specialist, or legal specialist who receives annual remuneration exceeding 10 million yen on average from the Company in the most recent three fiscal years
5. A person to whom any of 1. to 4. above applied in the last five years
6. A spouse or relative within the second degree of kinship of a Director, etc. of the Company or a consolidated subsidiary
7. A person with a total term of office exceeding eight years