

(Securities Code: 6486)

June 6, 2019

To our shareholders:

Tetsuji Tsuru
Representative Director and President
Eagle Industry Co., Ltd.
(Location of the Head Office)
1-12-15 Shiba-Daimon, Minato-ku, Tokyo
(Location of the Headquarters)
14F, Shiba-Park Bldg.-B, 2-4-1, Shiba-koen, Minato-ku,
Tokyo

NOTICE OF THE FY2018 ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the FY2018 Ordinary General Meeting of Shareholders of Eagle Industry Co., Ltd. (the “Company”), which will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights by postal mail. Please indicate your approval or disapproval of the proposals on the enclosed voting form after reviewing the attached Reference Documents for the General Meeting of Shareholders, and return it by postal mail to reach us no later than 5:15 p.m., Monday, June 24, 2019 (JST).

- 1. Date and Time:** Tuesday, June 25, 2019 at 10:00 a.m. (JST)
2. Venue: N.O. Room, AP Hamamatsucho, B1F, Shiba-Park Bldg.-B
2-4-1, Shiba-koen, Minato-ku, Tokyo
(Please note that the meeting will be held at a different venue than the previous meetings.)

3. Purposes:

Items to be reported:

1. Business Report and Consolidated Financial Statements for the FY2018 (from April 1, 2018 to March 31, 2019), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
2. Non-Consolidated Financial Statements for the FY2018 (from April 1, 2018 to March 31, 2019)

Items to be resolved:

- Proposal 1:** Appropriation of surplus
Proposal 2: Election of seven (7) Directors
Proposal 3: Election of two (2) Audit & Supervisory Board Members

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of surplus

The Company would like to propose to appropriate surplus for the fiscal year under review as described below:

Matters related to year-end dividends

For FY2018, the Company proposes to pay a year-end dividend of 25 yen per share by taking into account the business performance of the current fiscal year and future business development, etc.

As 25 yen per share was paid as an interim dividend, total dividends per share for the fiscal year will be 50 yen.

1. Type of dividend property
Cash
2. Allocation of dividend property and total amount thereof
25 yen per common share of the Company
Total amount of dividends: 1,227,138,450 yen
3. Effective date of distribution of dividends of surplus
June 26, 2019

Proposal 2: Election of seven (7) Directors

The terms of office of all seven (7) Directors will expire at the conclusion of this Meeting.

Therefore, the Company proposes the election of seven (7) Directors.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Career summary, position and responsibilities	Number of the Company's shares owned
1	Tetsuji Tsuru (August 16, 1949) Reelection Board meeting attendance 14/14 meetings	<p>Apr. 1972 Joined NOK CORPORATION</p> <p>June 1977 Director and Vice President, NOK Inc.</p> <p>June 1979 Director, the Company</p> <p>June 1981 MBA, Sloan School of Management, Massachusetts Institute of Technology</p> <p>Jan. 1982 Managing Director, the Company</p> <p>Apr. 1984 Senior Managing Director, the Company</p> <p>June 1985 Representative Director and Vice President, the Company</p> <p>June 1989 Representative Director and President, the Company</p> <p>June 2006 Director, NOK CORPORATION</p> <p>June 2018 Representative Director, Chairman of the Board and President, the Company (incumbent)</p> <p>[Significant concurrent positions outside the Company] Representative Director and Chairman, EagleBurgmann Japan Co., Ltd.</p>	120,433
<p>Reasons for nomination as a candidate for Director</p> <p>Tetsuji Tsuru has worked as the Company's Representative Director and President for many years and, based on his plentiful knowledge and experience from that business management activity, we have made him a candidate for Director and ask for his reelection.</p>			
2	Eiichi Tsuruta (April 14, 1958) New election Board meeting attendance —	<p>Apr. 1982 Joined the Company</p> <p>July 2007 Deputy General Manager, Corporate Administration Office, NOK CORPORATION</p> <p>Jan. 2009 Deputy General Manager, Corporate Administration Office, the Company</p> <p>June 2009 Operating Officer and General Manager, Corporate Administration Office, the Company</p> <p>June 2010 Senior Operating Officer and General Manager, Corporate Administration Office, the Company</p> <p>Jan. 2011 Senior Operating Officer and General Manager, Aerospace Division, the Company</p> <p>June 2016 Senior Operating Officer, Company President, KEMEL EAGLE INDUSTRY CO., LTD.</p> <p>Apr. 2019 Senior Operating Officer and General Manager, Corporate Administration Office, the Company (incumbent)</p>	9,200
<p>Reasons for nomination as a candidate for Director</p> <p>Eiichi Tsuruta has abundant experience and accomplishments. in the areas of business management and administration of our Group's corporate business division and business departments and therefore, we have made him a new candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities		Number of the Company's shares owned
3	Shinji Abe (January 14, 1959) Reelection Board meeting attendance 14/14 meetings	Apr. 1981 Oct. 2004	Joined NOK CORPORATION Branch Manager, Anjo Branch I, Corporate Sales & Marketing Division, NOK CORPORATION	27,000
		June 2007 June 2008 June 2009 June 2010	Director, the Company Managing Director, the Company Senior Operating Officer, the Company Senior Managing Director and General Manager, Corporate Sales & Marketing Division, the Company (incumbent)	
Reasons for nomination as a candidate for Director Shinji Abe has plentiful experience and results in business and sales activities of our Group's products. We have made him a candidate for Director and ask for his reelection to promote and expand sales and business activities globally.				
4	Norio Uemura (February 24, 1959) Reelection Board meeting attendance 14/14 meetings	Mar. 1989 June 2010 Jan. 2014 June 2014	Joined NOK CORPORATION Operating Officer, the Company Senior Operating Officer, the Company Senior Managing Director and General Manager, Engineering Division, the Company (incumbent)	9,200
		Mar. 2016	Doctor of Engineering	
Reasons for nomination as a candidate for Director Norio Uemura has plentiful experience and results with our Group's products and service technology and has deep insight as a Doctor of Engineering. We have made him a candidate for Director and ask for his reelection.				
5	Masaki Nakao (April 9, 1955) Reelection Board meeting attendance after assuming office as Director 10/10 meetings	Apr. 1980 June 2005 June 2009 Jan. 2011	Joined the Company Director, the Company Operating Officer, the Company Senior Operating Officer and General Manager, Corporate Strategic Planning Office, the Company	8,400
		June 2018	Senior Managing Director and General Manager, Corporate Strategic Planning Office, the Company (incumbent)	
Reasons for nomination as a candidate for Director Masaki Nakao has plentiful experience and results related to conducting the Group's overseas business and corporate planning, and we have made him a candidate for Director and ask for his reelection.				
6	Kensaku Hogen (August 2, 1941) Reelection Outside Director Board meeting attendance 14/14 meetings	Apr. 1964 Mar. 1998 Apr. 2001 Jan. 2005 June 2015	Joined the Ministry of Foreign Affairs Under-Secretary-General, the United Nations Ambassador of Japan to Canada Retired from the Ministry of Foreign Affairs Outside Director, the Company (incumbent) Outside Director, NOK CORPORATION (incumbent)	200
		[Significant concurrent positions outside the Company] Outside Director, NOK CORPORATION		
Reasons for nomination as a candidate for Outside Director Kensaku Hogen has been providing counsel on the Company's operating activities from an objective, broad and advanced perspective based on his vast amount of experience in foreign policy and high principles, and we have made him a candidate for Outside Director and ask for his reelection. Also, he is not involved in corporate management other than as an Outside Officer so we believe he can appropriately carry out the duties of an Outside Director.				

No.	Name (Date of birth)	Career summary, position and responsibilities	Number of the Company's shares owned
7	Makoto Fujioka (March 27, 1950) Reelection Outside Director Board meeting attendance 14/14 meetings	<p>Apr. 1972 Joined the Ministry of International Trade and Industry (currently the Ministry of Economy, Trade and Industry)</p> <p>June 1996 Deputy Director-General, Trade & Economic Affairs, the Ministry of International Trade and Industry</p> <p>Feb. 2001 Ambassador of Japan to the United Arab Emirates</p> <p>Sept. 2003 Retired from the Ministry of Economy, Trade and Industry</p> <p>June 2004 Director and Executive Officer, Nippon Light Metal Company, Ltd.</p> <p>June 2007 Director and Senior Executive Officer, Nippon Light Metal Company, Ltd.</p> <p>June 2013 Director and Executive Vice President, Nippon Light Metal Company, Ltd.</p> <p>July 2015 Director General, Japan Association for Chemical Innovation (incumbent)</p> <p>June 2016 Outside Director, the Company (incumbent) Outside Director, NOK CORPORATION (incumbent) Outside Director, Nippon Paper Industries Co., Ltd. (incumbent)</p> <p>[Significant concurrent positions outside the Company] Outside Director, NOK CORPORATION Outside Director, Nippon Paper Industries Co., Ltd.</p>	1,100
<p>Reasons for nomination as a candidate for Outside Director</p> <p>Makoto Fujioka has a track record of corporate management based on his vast amount of experience in industrial and foreign policy and high principles. We believe he can provide counsel from an objective, broad and advanced perspective and so have made him a candidate for Outside Director and ask for his reelection.</p>			

- (Notes)
1. Candidate Tetsuji Tsuru also serves as Representative Director and Chairman of EagleBurgmann Japan Co., Ltd., and the Company has a business relationship, selling and purchasing products, etc., with this company.
 2. Kensaku Hogen and Makoto Fujioka are candidates for Outside Director.
 3. Kensaku Hogen and Makoto Fujioka are concurrently Outside Directors of NOK CORPORATION, and the Company has a business relationship, selling and purchasing products, etc., with this company.
 4. Kensaku Hogen is currently an Outside Director of the Company and at the conclusion of this Meeting, he will have been a Director for four years.
 5. Makoto Fujioka is currently an Outside Director of the Company and at the conclusion of this Meeting, he will have been a Director for three years.
 6. Makoto Fujioka was a Director of Nippon Light Metal Company, Ltd. from June 2004 to June 2015. In April 2014, this company had an on-the-spot inspection by Japan Fair Trade Commission due to a violation of the Antimonopoly Act with respect to the trading of a certain poly aluminum chloride. In February 2016 this company received a cease and desist order and an order for payment of surcharge regarding the trading of this product in the Niigata region from Japan Fair Trade Commission.
 7. The following is an overview of the contents of the limited liability agreements with Outside Directors.
The Company has concluded agreements with Kensaku Hogen and Makoto Fujioka under the provision of Article 427, paragraph 1 of the Companies Act to limit liability for damages as provided for in Article 423, paragraph 1 of the Act. The limit of liability as provided for in this agreement is the amount specified by laws and regulations and if their reelection is approved, the Company plans to renew the aforementioned agreements with them.
 8. The Company has registered Kensaku Hogen and Makoto Fujioka as Independent Directors according to the regulations of the Tokyo Stock Exchange, Inc.
 9. There are no special interests between the other candidates and the Company.

Proposal 3: Election of two (2) Audit & Supervisory Board Members

The term of office of current Audit & Supervisory Board Members, Masahiro Inaba and Masanobu Fujii, will expire at the conclusion of this Meeting of shareholders. Therefore, the Company proposes the election of two (2) Audit & Supervisory Board Members.

The Audit & Supervisory Board has already given its consent to this proposal.

The candidate for Audit & Supervisory Board Member is as follows:

No.	Name (Date of birth)	Career summary and position		Number of the Company's shares owned
1	Hiroyasu Hayashi (September 21, 1959) New election	Apr. 1983	Joined the Company	2,200
		Dec. 2008	General Manager, Accounting Department, EagleBurgmann Japan Co., Ltd.	
		Jan. 2015	Executive Staff to Corporate Sales & Marketing Division, the Company	
		Apr. 2019	Executive Staff to Financial and Accounting Division, the Company (incumbent)	
Reasons for nomination as a candidate for Audit & Supervisory Board Member Hiroyasu Hayashi has abundant experience and accomplishments in the Group's sales and financial and accounting areas and can be expected to use this deep specialization in his duties as an Audit & Supervisory Board Member so the Company made him a candidate.				
2	Nozomu Maehara (February 19, 1959) New election Outside Corporate Auditor	Apr. 1982	Joined NOK CORPORATION	—
		Apr. 2003	General Manager, Sales Management Dept. Corporate Sales & Marketing Division, NOK CORPORATION	
		July 2010	Vice Division Manager, Plastics and Urethane Business Division, NOK CORPORATION	
		Apr. 2016	Deputy General Manager, Corporate Business Promotion Division, NOK CORPORATION	
		Mar. 2019	Assistant, Corporate Business Promotion Division, NOK CORPORATION (incumbent)	
Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member Based on Nozomu Maehara's experience from many years of work related to sales and business management at NOK CORPORATION, an important trade partner of the Company, and to have his plentiful knowledge and experience in areas very much related to the Company's business reflected in the Company's audit, the Company made him a candidate for Outside Audit & Supervisory Board Member.				

- (Notes)
1. There is no special interest between each candidate, Hiroyasu Hayashi, Nozomu Maehara, and the Company
 2. Nozomu Maehara is a candidate for Outside Audit & Supervisory Board Member.
 3. Nozomu Maehara has worked as an executive member of NOK CORPORATION, an important trade partner of the Company, and over the past two years he has received salaries and so on from NOK CORPORATION.
 4. The following is an overview of the contents of the limited liability agreement with the Audit & Supervisory Board Members.
If their election is approved, the Company intends to conclude agreement with Hiroyasu Hayashi and Nozomu Maehara under the provision of Article 427, paragraph 1 of the Companies Act to limit liability for damages as provided for in Article 423, paragraph 1 of the Act. The limit of liability as provided for in this agreement is the amount specified by laws and regulations.