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May 31, 2016

To our shareholders:

Eiji Okawara
President and Representative Director
NISSIN KOGYO CO., LTD.
840 Kokubu, Ueda-shi, Nagano Prefecture

NOTICE OF THE 63RD ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 63rd Ordinary General Meeting of Shareholders of Nissin Kogyo 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 4:40 p.m., Wednesday, June 15, 2016 (Japan Standard Time).

Meeting Details

- 1. Date and time:** Thursday, June 16, 2016 at 10:00 a.m. (Reception opens at 9:15 a.m.) (Japan Standard Time)
- 2. Venue:** Shinano Hall, 3rd Floor, Ueda Tokyu REI Hotel
4-24-1, Tenjin, Ueda-shi, Nagano Prefecture

3. Purposes:

Items to be reported:

Business Report, Consolidated Financial Statements, and Non-Consolidated Financial Statements for the 63rd Term (from April 1, 2015 to March 31, 2016), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Board of Auditors.

Items to be resolved:

- Proposal 1:** Partial amendments to the Articles of Incorporation (1)
- Proposal 2:** Partial amendments to the Articles of Incorporation (2)
- Proposal 3:** Election of eight (8) Directors
- Proposal 4:** Election of one (1) Corporate Auditor
- Proposal 5:** Payment of bonuses to Directors and Corporate Auditors for the 63rd Term

4. Items decided upon convocation of the General Meeting

- (1) When exercising voting rights by proxy, your proxy must be a shareholder with voting rights, as set forth under Article 17 of the Company's Articles of Incorporation. Further, only one (1) person may be appointed as your proxy, and you are asked to submit to the Company a document proving that person's appointment as proxy.
- (2) When exercising your voting rights in a non-uniform way, please inform the Company of this fact and your reasons in writing at least three days before the General Meeting.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Partial amendments to the Articles of Incorporation (1)

1. Reason for proposal

Due to the fact that the head office functions of Autoliv Nissin Brake Systems Japan Co., Ltd. are being moved to the Company's head office building located in Ueda-shi, Nagano Prefecture, the Company is transferring its head office functions to a neighboring office and proposes to change the address of the head office stated in Article 3 of the Current Articles of Incorporation to Tomi-shi, Nagano Prefecture.

2. Details of the amendments

The details of the changes are as follows:

(Amended parts are underlined)

Current Articles of Incorporation	Proposed amendment
(Location of Head Office) Article 3 The Company's Head Office shall be located in <u>Ueda-shi</u> , Nagano Prefecture	(Location of Head Office) Article 3 The Company's Head Office shall be located in <u>Tomi-shi</u> , Nagano Prefecture

Proposal 2: Partial amendments to the Articles of Incorporation (2)

1. Reason for proposal

Due to a review of the composition of the Board of Directors Meeting, the Company proposes to change the maximum number of Directors set forth in Article 19 of the Current Articles of Incorporation from eighteen to fifteen with the aim of facilitating more rapid and efficient decision-making by the Board of Directors Meeting and further strengthening the Board's oversight and supervisory functions.

2. Details of the amendments

The details of the changes are as follows:

(Amended parts are underlined)

Current Articles of Incorporation	Proposed amendment
(Number of directors) Article 19 The Company shall have a maximum of <u>eighteen (18)</u> Directors.	(Number of directors) Article 19 The Company shall have a maximum of <u>fifteen (15)</u> Directors.

Proposal 3: Election of eight (8) Directors

The term of seven (7) Directors expires at the conclusion of this meeting. The Company therefore proposes that eight (8) Directors be elected, increasing the number of directors by one (1) in order to strengthen the management system.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Eiji Okawara (June 17, 1958)	<p>April 1981 Joined Honda Motor Co., Ltd.</p> <p>June 2006 Executive Officer, concurrently in charge of manufacturing at China Headquarters</p> <p>April 2007 CEO, Guangzhou Honda Automobile Co., Ltd.</p> <p>April 2009 President, Honda Engineering Co., Ltd.</p> <p>June 2011 Joined the Company</p> <p>June 2011 President and Representative Director of the Company (present position)</p>	19,300
2	Junya Takei (February 10, 1963)	<p>April 1986 Joined the Company.</p> <p>April 2002 Leader of Production Engineering Department</p> <p>March 2007 President and Director, PT.CHEMCO HARAPAN NUSANTARA</p> <p>March 2011 General Manager, Naoetsu Factory, Production Operations of the Company</p> <p>June 2011 Operating Officer</p> <p>June 2012 Director</p> <p>April 2013 Director, Chief Operating Officer, Production Operations</p> <p>April 2014 Director, Chief Operating Officer, Production & Purchasing Operations</p> <p>June 2015 Managing Director (present position)</p> <p>March 2016 Managing Director, in charge of Corporate Governance/Compliance (present position)</p>	26,000

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Kenji Terada (November 20, 1957)	<p>April 1980 Joined Honda Motor Co., Ltd.</p> <p>April 2008 Head of Regional Business Planning Office, South America Headquarters</p> <p>April 2011 Joined the Company</p> <p>April 2011 General Manager of General affairs Department, Accounting Department, and HR Development Department, Corporate Planning & Business Management</p> <p>June 2011 Director (present position)</p> <p>April 2013 Director, Chief Operating Officer, Corporate Planning & Business Management (present position)</p> <p>April 2013 Director, Head of Corporate Planning Department, Business Advancement Center, and Accounting Department, Corporate Planning & Business Management</p> <p>April 2013 Director, in charge of Risk Management (present position)</p> <p>April 2014 Director, Head of Corporate Planning Department and Business Advancement Center, Corporate Planning & Business Management (present position)</p>	9,500
4	Kazuya Sato (April 3, 1960)	<p>April 1983 Joined Honda Motor Co., Ltd.</p> <p>April 2010 Purchasing Manager, Honda of America Mfg., Inc.</p> <p>April 2013 Joined the Company</p> <p>April 2013 In charge of Quality (present position)</p> <p>June 2013 Director (present position)</p> <p>April 2014 Director, Head of Quality Assurance (present position)</p>	4,600
5	Yuichi Ichikawa (March 19, 1963)	<p>April 1985 Joined the Company</p> <p>April 2007 General Manager, Corporate Planning Department, Business Division</p> <p>April 2008 General Manager, Corporate Planning Department, Corporate Planning & Business Management</p> <p>April 2012 General Manager of Sales & Purchasing Operations</p> <p>June 2012 Operating Officer</p> <p>April 2014 Chief Operating Officer, Sales Operations (present position)</p> <p>June 2014 Director (present position)</p>	9,200

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
6	Takayoshi Shinohara (December 13, 1959)	<p>April 1980 Joined the Company</p> <p>July 2004 Four-Wheel Vehicle Leader, Engineering Department</p> <p>June 2006 Operating Officer</p> <p>June 2006 Four-Wheel Vehicle Leader, Nagano R&D Center</p> <p>April 2009 Head of Quality</p> <p>April 2011 Head of Tochigi R&D Center</p> <p>April 2012 President and Director, PT.CHEMCO HARAPAN NUSANTARA</p> <p>April 2015 Chief Operating Officer, Development Operations of the Company (present position)</p> <p>June 2015 Director (present position)</p>	17,100
7	Jiro Miyashita (February 2, 1948)	<p>April 1971 Joined Hori Glass Co., Ltd.</p> <p>October 1976 Joined TOKYO BOEKI SHOKAI LIMITED</p> <p>September 1979 Joined NISSEI ASB MACHINE CO., LTD.</p> <p>May 1985 Executive Vice President, Nissei ASB GmbH</p> <p>April 2003 Director and General Manager, Sales Division of NISSEI ASB MACHINE CO., LTD.</p> <p>April 2009 Director and General Manager, Sales Department</p> <p>December 2013 Executive Officer and General Manager, Sales Department</p> <p>August 2014 Adviser</p> <p>June 2015 Outside Director of the Company (present position)</p>	1,000
8	Keiichi Kobayashi* (June 28, 1964)	<p>April 1987 Joined the Company</p> <p>May 2006 Project Planning Manager, Production Operations Department, Production Operations</p> <p>April 2011 General Manager, Production Operations Department, Production Operations</p> <p>March 2012 Mexico Project</p> <p>November 2012 President and Director, NISSIN BRAKE DE MEXICO, S.A DE C.V.</p> <p>June 2014 Executive Manager of the Company (present position)</p> <p>April 2016 Chief Operating Officer, Production & Purchasing Operations (present position)</p>	1,000

Notes:

1. Keiichi Kobayashi, indicated with an asterisk, is a new candidate for Director.
2. There is no special interest between the candidates and the Company.
3. Jiro Miyashita is a candidate for Outside Director.
4. Jiro Miyashita has been nominated as a candidate for Outside Director because he has acquired a wealth of knowledge and experience through his longstanding involvement in management and international operations at NISSEI ASB MACHINE CO., LTD. and has been properly performing his duties as an Outside Director at the Company.
5. Jiro Miyashita's term as an Outside Director at the Company will reach one year at the conclusion of this meeting.
6. Pursuant to the provisions of the Company's Articles of Incorporation and Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Jiro Miyashita to limit his

liability for damages provided for in Article 423, Paragraph 1 of the Companies Act to the minimum limited liability specified under Article 425, Paragraph 1 of the Companies Act and if Jiro Miyashita's reelection is approved, the Company plans to renew this agreement with him.

7. The Company has registered Jiro Miyashita as an Independent Officer in accordance with the rules of the Tokyo Stock Exchange.

Proposal 4 Election of one (1) Corporate Auditor

At the conclusion of this meeting, Corporate Auditor Norimasa Oguchi will reach the end of his term of office. The Company therefore proposes that one (1) Corporate Auditor be elected.

The Board of Auditors has given its consent to this proposal.

The candidate for Corporate Auditor is as follows:

No.	Name (Date of birth)	Career summary and position (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Heiji Saito* (April 26, 1952)	April 1976 Joined The Hachijuni Bank, Ltd. March 1998 General Manager, Suwaminami Branch June 2000 General Manager, Daimoncho Branch June 2004 General Manager, Inspection Department April 2008 Joined Hachijuni Lease Co., Ltd. June 2010 Executive Officer June 2011 Managing Director June 2014 Retired as Managing Director	—

Notes:

1. Heiji Saito, indicated with an asterisk, is a new candidate for Corporate Auditor.
2. There is no special interest between Heiji Saito and the Company.
3. Heiji Saito is a candidate for Outside Auditor.
4. Heiji Saito has been nominated as a candidate for Outside Auditor because, given his considerable expertise in finance and accounting as well as his wealth of experience and extensive knowledge in business management cultivated through his longstanding service at financial institutions, the Company has determined that he can properly perform auditing duties at the Company and requests his election.
5. If Heiji Saito's election is approved, pursuant to the provisions of the Company's Articles of Incorporation and Article 427, Paragraph 1 of the Companies Act, the Company plans to enter into an agreement with Heiji Saito to limit his liability for damages provided for in Article 423, Paragraph 1 of the Companies Act to the minimum limited liability specified under Article 425, Paragraph 1 of the Companies Act.
6. If Heiji Saito's election is approved, the Company plans to register him as an Independent Officer in accordance with the rules of the Tokyo Stock Exchange.

Proposal 5: Payment of bonuses to Directors and Corporate Auditors for the 63rd Term

In order to award their services during the fiscal year and taking into consideration the results for the fiscal year, the Company would like to pay executive bonuses amounting to 59.75 million yen (Directors' bonuses of 50.34 million yen and Corporate Auditors' bonuses of 9.41 million yen) to the six (6) full-time Directors active at the end of the fiscal year, the three (3) Directors who resigned on March 30, 2016, and the two (2) full-time Corporate Auditors active at the end of the fiscal year.

Further, the Company requests approval to allow the allocation, etc., to each Director and Corporate Auditor to be decided through discussions of the Board of Directors Meeting in the case of Directors, and of the Corporate Auditors in the case of Corporate Auditors.