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(Stock Exchange Code 6461)  
June 8, 2018

**To Shareholders with Voting Rights:**

Akira Yamamoto  
President  
NIPPON PISTON RING CO., LTD.  
Head Office: 5-12-10,  
Honmachi-Higashi, Chuo-ku,  
Saitama City, Saitama

**NOTICE OF CONVOCAATION OF  
THE 124th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

You are cordially invited to attend the 124th Annual General Meeting of Shareholders of NIPPON PISTON RING 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. Please review the attached Reference Documents for the General Meeting of Shareholders, indicate your vote for or against the proposal on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:30 p.m. on Tuesday, June 26, 2018, Japan time.**

- 1. Date and Time:** Wednesday, June 27, 2018 at 10:00 a.m. Japan time
- 2. Place:** 2F Hall, NPR Yono Building (the Company’s Head Office Building) located at 5-12-10, Honmachi-Higashi, Chuo-ku, Saitama City, Saitama, Japan
- 3. Meeting Agenda:**
  - Matters to be reported:**
    1. The Business Report, Consolidated Financial Statements for the Company’s 122nd Fiscal Year (April 1, 2017 - March 31, 2018) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
    2. Non-consolidated Financial Statements for the Company’s 122nd Fiscal Year (April 1, 2017 - March 31, 2018)
  - Proposals to be resolved:**
    - Proposal 1:** Appropriation of Surplus
    - Proposal 2:** Election of 4 Directors
    - Proposal 3:** Election of 1 Audit & Supervisory Board Member

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. In order to save resources, please bring this Notice with you to the meeting.
- Notes to Consolidated Financial Statements and Notes to Non-consolidated Financial Statements are posted on the Company's website (<http://www.npr.co.jp/>) in accordance with provisions of laws and regulations as well as Article 15 of the Company's Articles of Incorporation and therefore are not provided in the Notice. However, the Notes to Consolidated Financial Statements and Notes to Non-consolidated Financial Statements, as well as the Appendix to the Reported Matters, are subject to audit by the Accounting Auditor and the Audit & Supervisory Board.
- Should the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements and Consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website (<http://www.npr.co.jp/>).

## Reference Documents for the General Meeting of Shareholders

### **Proposal 1: Appropriation of Surplus**

It is proposed that the surplus be appropriated as indicated below.

#### 1. Matters Concerning Year-End Dividend

It is proposed that the year-end dividend for the 122nd fiscal year be as follows, taking into consideration matters such as business results for the fiscal year under review and future business development.

##### (1) Type of dividend

Cash

##### (2) Matters concerning allotment of property to be distributed and total amount

70 yen per share of the Company's common stock

In this case, the total amount of dividend shall be 575,714,370 yen.

##### (3) Effective date of dividend of surplus

June 28, 2018

#### 2. Matters Concerning Other Appropriation of Surplus

Not applicable.

**Proposal 2: Election of 4 Directors**

The terms of office of Messrs. Akira Yamamoto, Shigeru Oishi, Yuji Sakamoto, and Zhongliang Yang will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of 4 Directors is proposed.

The candidates are as follows.

| No. | Name<br>(Date of birth)                                     | Past experience, positions, responsibilities,<br>and significant concurrent positions  | Number of<br>shares of the<br>Company held |
|-----|---|--|--|
| 1   | Akira Yamamoto<br>(February 9, 1958)<br><br>[Reappointment] | <p>April 1981      Joined the Company</p> <p>October 2002    General Manager, Distribution Center</p> <p>April 2004      Executive Officer and General Manager, Production Control Department, Manufacturing Division</p> <p>June 2006      Director and General Manager, Corporate Planning Department</p> <p>June 2009      Director and General Manager, Corporate Planning Department, in charge of Corporate Planning Department and Overseas Operation Control Department</p> <p>June 2013      Representative Director and President, in charge of Internal Auditors Office (to present)</p>  | 8,800                                      |
| 2   | Shigeru Oishi<br>(July 19, 1956)<br><br>[Reappointment]     | <p>April 1979      Joined The Long-Term Credit Bank of Japan, Limited (present Shinsei Bank, Limited)</p> <p>June 2008      Statutory Executive Officer and General Manager of Osaka Branch, Shinsei Bank, Limited</p> <p>April 2011      Representative Director and President, Shinsei Securities Co., Ltd.</p> <p>April 2012      Advisor, the Company</p> <p>June 2012      Representative Director, in charge of Corporate Management Department, General Affairs Department and Information System Department</p> <p>June 2013      Representative Director and Managing Director, in charge of Corporate Management Department, General Affairs Department and Information System Department</p> <p>June 2015      Representative Director and Executive Vice President, in charge of Corporate Management Department, General Affairs Department and Information System Department (to present)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> <li>• President, NPR IWATE CO., Ltd.</li> <li>• Director, NPR of America, Inc.</li> <li>• Chairman, Siam NPR Co., Ltd.</li> <li>• Director, NPR Auto Parts Manufacturing (Yizheng) Co., Ltd.</li> </ul> | 4,400                                      |

| No. | Name<br>(Date of birth)                                    | Past experience, positions, responsibilities,<br>and significant concurrent positions  | Number of<br>shares of the<br>Company held |
|-----|--|--|--|
| 3   | Yuji Sakamoto<br>(October 22, 1957)<br><br>[Reappointment] | <p>July 1977      Joined the Company</p> <p>April 2001    General Manager, Tokyo East Sales Department</p> <p>April 2004    Executive Officer and General Manager, Tokyo Sales Department, Sales Division</p> <p>June 2006    Director, Deputy General Manager, Sales Division, and General Manager, Business Planning Department, Sales Division</p> <p>June 2013    Managing Director (to present), in charge of Business Planning Department, Tokyo Sales Department, Nagoya Sales Department, Osaka Sales Department, International Sales Department, Marine Business Promotion Department and Nippon Ring Service Co., Ltd.</p> <p>April 2018    In charge of Business Planning Department, Tokyo Sales Department, Nagoya Sales Department, Osaka Sales Department, International Sales Department, METAMOLD Business Promotion Department and Nippon Ring Service Co., Ltd. (to present)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> <li>• Director, NPR of Europe GmbH</li> <li>• Director, NPR ASIMCO Powdered Metals Manufacturing (Yizheng) Co., Ltd.</li> </ul>   | 7,600                                      |
| 4   | Zhongliang Yang<br>(July 20, 1962)<br><br>[Reappointment]  | <p>April 1995    Joined the Company</p> <p>April 2007    Overseas Operation Control Division, the Company Plant Manager, NPR Auto Parts Manufacturing (Yizheng) Co., Ltd.</p> <p>May 2011    Chairman and President, NPR Auto Parts Manufacturing (Yizheng) Co., Ltd.<br/>Chairman and President, NPR Auto Parts Manufacturing (Zhenjiang) Co., Ltd.</p> <p>December 2012    Chairman and President, NPR Powdered Metals Manufacturing (Yizheng) Co., Ltd.</p> <p>July 2013    Executive Officer, the Company<br/>Chairman and President, NPR ASIMCO Powdered Metals Manufacturing (Yizheng) Co., Ltd.</p> <p>June 2016    Director, the Company, in charge of Quality Assurance Department, Production Control Department, Tochigi Plant, Production Engineering Department I, Production Engineering Department II and Production Engineering Department III (to present)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> <li>• Director, NPR FUKUSHIMA WORKS CO., LTD.</li> <li>• Director, NPR Auto Parts Manufacturing (Yizheng) Co., Ltd.</li> <li>• President, NPR ASIMCO Powdered Metals Manufacturing (Yizheng) Co., Ltd.</li> </ul> | 883  |

(Note) There are no special interests between the candidates for Directors and the Company.

### Proposal 3: Election of 1 Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member Mr. Osamu Takai will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of 1 Audit & Supervisory Board Member is proposed.

The Audit & Supervisory Board has previously given its approval to this proposal.

The candidate is as follows.

| Name<br>(Date of birth)  | Past experience, positions<br>and significant concurrent positions  | Number of<br>shares of the<br>Company held |
|--|---|--|
| <p>Osamu Takai<br/>(November 3, 1947)</p> <p>[Reappointment]</p> | <p>April 1992 Professor, School of Engineering, Nagoya University</p> <p>April 2012 Professor Emeritus, Nagoya University (to present)</p> <p>Professor, College of Engineering, Kanto Gakuin University (to present)</p> <p>Vice Director, Materials &amp; Surface Engineering Research Institute, Kanto Gakuin University</p> <p>June 2013 External Audit &amp; Supervisory Board Member, JCU CORPORATION</p> <p>June 2014 Audit &amp; Supervisory Board Member, the Company (to present)</p> <p>April 2018 Director, Materials &amp; Surface Engineering Research Institute, Kanto Gakuin University (to present)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> <li>• Professor Emeritus, Nagoya University</li> <li>• Professor, College of Engineering, Kanto Gakuin University</li> <li>• Director, Materials &amp; Surface Engineering Research Institute, Kanto Gakuin University</li> </ul> | <p>—</p>                                   |

(Notes)

1. There are no special interests between Mr. Osamu Takai and the Company.
2. Mr. Osamu Takai is a candidate for Outside Audit & Supervisory Board Member. The Company reported Mr. Takai as an independent auditor as stipulated by Tokyo Stock Exchange, Inc. If the reappointment of Mr. Takai is approved as proposed, he will continue to be reported as an independent auditor.
3. Current position held by the candidate for Audit & Supervisory Board Member if the candidate is an incumbent Audit & Supervisory Board Member, and the number of years since appointment if the candidate serves as Outside Audit & Supervisory Board Member  
Mr. Osamu Takai is currently a part-time Audit & Supervisory Board Member of the Company, and his term of office as an Outside Audit & Supervisory Board Member will be four years at the conclusion of this Annual General Meeting of Shareholders.
4. Limited liability agreement with the candidate for Audit & Supervisory Board Member  
The Company currently has entered into an agreement with Mr. Osamu Takai which limits his liability pursuant to Article 427, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement is the amount stipulated by laws and regulations. If the reappointment of Mr. Takai under this proposal is approved as proposed, the said agreement shall continue in effect.