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(Stock Exchange Code 4095)  
June 13, 2018

**To Shareholders with Voting Rights:**

Kazuichi Satomi  
Chairman  
Nihon Parkerizing Co., Ltd.  
1-15-1 Nihonbashi, Chuo-ku, Tokyo

**NOTICE OF CONVOCATION OF  
THE 133rd 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 133rd Annual General Meeting of Shareholders of Nihon Parkerizing Co., Ltd. (the "Company"). The meeting will be held for the purposes described below.

If you are unable to attend the meeting, you may exercise your voting rights in writing by mailing the Voting Rights Exercise Form, or via the Internet, etc. Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights, no later than 5:15 p.m. Japan time on June 27, 2018.

**1. Date and Time:** Thursday, June 28, 2018 at 10:00 a.m. Japan time

**2. Place:** Conference room on the 2nd floor of the Parker Building located at  
1-15-1, Nihonbashi, Chuo-ku, Tokyo, Japan

**3. Agenda:**

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 133rd Fiscal Year (April 1, 2017 - March 31, 2018) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the Company's 133rd Fiscal Year (April 1, 2017 - March 31, 2018)

**Proposals to be resolved:**

**Proposal No. 1:** Appropriation of Surplus

**Proposal No. 2:** Election of 9 Directors (Excluding Directors Who Serve as Audit and Supervisory Committee Members)

- \* When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- \* Of the documents to be provided along with this Notice of the General Meeting of Shareholders, Notes to Consolidated Financial Statements and Notes to Non-consolidated Financial Statements are posted on the Company's website (<http://www.parker.co.jp/>) on the Internet, in accordance with provisions of laws and regulations as well as Article 16 of the Company's Articles of Incorporation and therefore are not included in the attachments to this Notice.  
The attachments to this Notice of the General Meeting of Shareholders and the documents posted on the above website are the documents audited by the Audit and Supervisory Committee and the Accounting Auditor when preparing the Audit Report and Independent Auditor's Report, respectively.
- \* Any revisions to the Reference Documents for the General Meeting of Shareholders or their attachments will be posted on the Company's website (<http://www.parker.co.jp/>) on the Internet.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal No. 1: Appropriation of Surplus

The Company deems returning profits to shareholders as one of its important management issues, and it determines the distribution of profits by comprehensively considering performance trends, payout ratio, and the level of internal reserves necessary for future business development.

We will strive to meet our shareholders' expectations by continuing to pay stable dividends with consideration for future business development and revenue levels, aiming for a consolidated dividend payout ratio of around 20%.

Based on the dividend policy described above, we plan to appropriate surplus in the fiscal year under review as follows.

As for the year-end dividend for the fiscal year under review, considering our business performance and dividend policy, we propose to pay an ordinary dividend of 11 yen per share. Also, since we celebrate the 90th anniversary of our founding this year, we would like to express our gratitude to our shareholders on this occasion, and therefore propose to add an additional 2 yen per share, for a total of 13 yen per share. As a result, the annual dividend including the interim dividend will be 23 yen, an increase of 3 yen per share from the previous fiscal year.

1. Items concerning year-end dividend
  - (1) Type of dividend property  
Cash
  - (2) Items concerning allocation of dividend property to shareholders and the total amount thereof  
13 yen per share of common stock in the Company  
(Ordinary dividend of 11 yen, commemorative dividend of 2 yen)  
Total amount: 1,616,711,486 yen
  - (3) Effective date of appropriation of surplus  
June 29, 2018
  
2. Matters concerning appropriation of surplus
  - (1) Items of surplus to be increased and the amount thereof  
General reserve: 4,900,000,000 yen
  - (2) Items of surplus to be decreased and the amount thereof  
Retained earnings brought forward: 4,900,000,000 yen

**Proposal No. 2: Election of 9 Directors (Excluding Directors Who Serve as Audit and Supervisory Committee Members)**

The terms of office of all 11 Directors (excluding Directors who serve as Audit and Supervisory Committee Members) will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of 9 Directors (excluding Directors who serve as Audit and Supervisory Committee Members) is proposed.

The approval of the Audit and Supervisory Committee has been obtained for this proposal.

The candidates for Directors (excluding Directors who serve as Audit and Supervisory Committee Members) are as follows.

No.	Name (Date of birth)	Past experience, position in the Company, areas of responsibility and significant concurrent positions	Number of shares of the Company held
1	Kazuichi Satomi (December 8, 1947)	April 1985      Joined the Company July 1987      Director of the Company January 2000    Managing Director of the Company June 2003      Senior Managing Director of the Company June 2005      Vice President of the Company April 2011      President of the Company June 2017      Chairman of the Company (to present)	438,866
		[Reason for nomination as candidate for Director] Mr. Kazuichi Satomi has led overall management of the Company for many years since taking office as Director in 1987. We have deemed that he is an appropriate person to continue supervising the execution of business and enhance the corporate value of the Company, based on these experiences and achievements. Therefore, we nominate him as a candidate for Director.	
2	Kentarō Sato (January 7, 1946)	April 1971      Joined the Company April 1998      General Manager of Chukyo Technical Center, Chemicals Div. of the Company June 2003      President of Thai Parkerizing Co., Ltd. June 2015      Vice President of the Company June 2017      President of the Company (to present)	8,800
		[Reason for nomination as candidate for Director] Mr. Kentarō Sato has extensive expertise and advanced insight into technological development for the chemicals business, and has been responsible for management of the Company and the Group companies. We have deemed that he is an appropriate person to continue supervising the execution of business and enhance the corporate value of the Company, based on these experiences and achievements. Therefore, we nominate him as a candidate for Director.	
3	Tatsuya Araki (September 23, 1958)	April 1981      Joined the Company June 2011      Director and Department Manager of Chukyo Dept. of the Company November 2012    Director and Deputy General Manager of Chemicals Div. of the Company June 2013      Director and Department Manager of Kanto Dept. of the Company June 2015      Director and General Manager of Chemicals Div. of the Company June 2017      Managing Director and General Manager of Chemicals Div. of the Company (to present)	22,000
		[Reason for nomination as candidate for Director] Mr. Tatsuya Araki has business experience, extensive expertise, and advanced insight into the chemicals business, and is leading said business as the General Manager of Chemicals Division. We have deemed that he is an appropriate person to continue to take charge of management of the Company, based on these experiences and achievements. Therefore, we nominate him as a candidate for Director.	

No.	Name (Date of birth)	Past experience, position in the Company, areas of responsibility and significant concurrent positions	Number of shares of the Company held	
4	Masataka Watanabe (January 12, 1956)	September 1980 May 2012	Joined the Company General Manager of Sales and Development Dept., Commercial Processing Div. of the Company	2,000
		June 2013 April 2018	Director and General Manager of Commercial Processing Div. of the Company Managing Director and General Manager of Commercial Processing Div. of the Company (to present)	
[Reason for nomination as candidate for Director] Mr. Masataka Watanabe has business experience, extensive expertise, and advanced insight into the commercial processing business, and is leading said business as the General Manager of the Commercial Processing Division. We have deemed that he is an appropriate person to continue to take charge of management of the Company, based on these experiences and achievements. Therefore, we nominate him as a candidate for Director.				
5	Yasuo Satomi (May 8, 1956)	June 2001 June 2009	Joined the Company Director and Department Manager of International Planning Dept. of the Company Director and Deputy General Manager of Chemicals Div. of the Company	52,000
		June 2011 November 2012 April 2018	Managing Director and Deputy General Manager of Chemicals Div. of the Company Managing Director and General Manager of International Div. of the Company Director of the Company and Adviser of Parker Engineering Co., Ltd. (to present)	
[Reason for nomination as candidate for Director] Mr. Yasuo Satomi has extensive expertise and advanced insight into the chemicals and overseas businesses. We have deemed that he is an appropriate person to continue to take charge of management of the Company, based on these experiences and achievements. Therefore, we nominate him as a candidate for Director.				
6	Hayato Hosogane (March 23, 1960)	April 1983 November 2012	Joined the Company Department Manager of Chukyo Dept., Chemicals Div. of the Company	10,700
		June 2015 June 2017 April 2018	Director of the Company and President of Thai Parkerizing Co., Ltd. Managing Director of the Company and President of Thai Parkerizing Co., Ltd. Director of the Company and President of Thai Parkerizing Co., Ltd. (to present)	
[Reason for nomination as candidate for Director] Mr. Hayato Hosogane has sales experience in the chemicals business as well as extensive expertise and advanced insight into management, and is responsible for management of our overseas group companies. We have deemed that he is an appropriate person to continue to take charge of management of the Company, based on these experiences and achievements. Therefore, we nominate him as a candidate for Director.				
7	Hiroyasu Tamura (June 5, 1960)	April 1983 December 2009 June 2015	Joined the Company General Manager of Accounting Dept. of the Company Director and General Manager of Administration Div. of the Company (to present)	17,900
		[Reason for nomination as candidate for Director] Mr. Hiroyasu Tamura has a wealth of business experience in the finance and accounting fields, and oversees the Administration Division. We have deemed that he is an appropriate person to continue to take charge of management of the Company, based on these experiences and achievements. Therefore, we nominate him as a candidate for Director.		

No.	Name (Date of birth)	Past experience, position in the Company, areas of responsibility and significant concurrent positions	Number of shares of the Company held	
8	Yasunobu Onooka (December 4, 1962)	April 1985 June 2015	Joined the Company Department Manager of Kanto Dept., Chemicals Div. of the Company	2,200
		February 2016 October 2016 June 2017	Chief of Corporate Planning Div. of the Company General Manager of Corporate Planning Div. of the Company Director and General Manager of Corporate Planning Div. of the Company (to present)	
[Reason for nomination as candidate for Director] Mr. Yasunobu Onooka is overseeing the Corporate Planning Division, based on his sales experience in the chemicals business and knowledge of management. We have deemed that he is an appropriate person to continue to take charge of management of the Company, based on these experiences and achievements. Therefore, we nominate him as a candidate for Director.				
9	Masayuki Yoshida (August 9, 1962)	April 1987 October 2006	Joined the Company General Manager of First Product Development and Research Center, Central Research Laboratories of the Company	3,766
		April 2012 June 2013 June 2017 April 2018	General Manager of First Research Center, Central Research Laboratories of the Company President of PARKER SURFACE TECHNOLOGIES (SHANGHAI) CO., LTD. Director and General Manager of Central Research Laboratories of the Company Director and General Manager of Technical Div./Central Research Laboratories of the Company (to present)	
[Reason for nomination as candidate for Director] Mr. Masayuki Yoshida is overseeing the Technical Division, based on his knowledge of technological development in the chemicals business. We have deemed that he is an appropriate person to continue to take charge of management of the Company, based on these experiences and achievements. Therefore, we nominate him as a candidate for Director.				

(Note) There are no special conflicts of interest between the candidates and the Company.