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Securities code: 6997

June 7, 2016

NOTICE OF THE 69th ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholder,

You are cordially invited to attend the 69th Ordinary General Meeting of Shareholders of Nippon Chemi-Con Corporation (the “Company”), which will be held as described hereunder.

If you are unable to attend the meeting, you may exercise your voting rights by writing or via the Internet. Please review the attached Reference Materials for General Meeting of Shareholders and exercise your voting rights by 5:30 p.m., June 28, 2016 (Tuesday).

Sincerely yours,

Ikuo Uchiyama, President
NIPPON CHEMI-CON CORPORATION
5-6-4, Osaki, Shinagawa-ku, Tokyo, Japan

MEETING AGENDA

- 1. Date and Time:** 10:00 a.m., June 29 (Wednesday), 2016
- 2. Venue:** Training Room of the Company (2F), Miyako Gotanda Bldg.
West Wing, 5-6-2, Osaki, Shinagawa-ku, Tokyo, Japan
- 3. Agenda:**
- Items to be reported:*
1. Business report, consolidated financial statements and non-consolidated financial statements for the 69th fiscal term (April 1, 2015 to March 31, 2016)
 2. Audit reports of consolidated financial statements by Accounting Auditors and the Audit & Supervisory Board
- Items to be proposed:*
- | | |
|----------------|---|
| Proposal No. 1 | Appropriation of surplus |
| Proposal No. 2 | Election of six (6) Directors |
| Proposal No. 3 | Election of two (2) Audit & Supervisory Board Members |
| Proposal No. 4 | Election of one (1) Substitute Audit & Supervisory Board Member |

4. Instructions for Exercising Voting Rights:

- (1) To vote in writing, please indicate your approval or disapproval on the enclosed voting form and return the form to the Company by post to reach us by 5:30 p.m. on June 28, 2016 (Tuesday).
- (2) To vote via the Internet, please use the login ID and provisional password that are stated on the voting form on the website for exercising voting rights (<http://www.evotep.jp/>) and enter your approval or disapproval following the guidance on the screen, by 5:30 p.m. on June 28, 2016 (Tuesday).
- (3) If you vote both by voting form and via the Internet, we will treat only the vote submitted via the Internet as valid.
- (4) If you vote more than once via the Internet, we will treat only the most recent vote as valid. In addition, if you vote more than once via the PC, smartphone or mobile, we will treat only the most recent vote as valid.

Notes:

1. Attendees are requested to submit the voting form enclosed herewith to the reception desk when attending the meeting.
2. If we need to make any revision to the Reference Materials for General Meeting of Shareholders, business report, non-consolidated financial statements or consolidated financial statements, the Company will publish such revision on its website (<http://www.chemi-con.co.jp/>).

Reference Materials for General Meeting of Shareholders

Proposal and Reference Materials

Proposal No. 1: Appropriation of surplus

We propose the appropriation of surplus as follows.

Year-end dividend

The Company's basic dividend policy is to make stable, continuous payment of dividends on a long-term basis, comprehensively taking into account internal reserves for future research, development and capital investment, non-consolidated and consolidated performance each year, and other factors.

Based on this policy, in view of the continuation of stable dividend, being one of the important dividend policies of the Company, as well as in order to respond to the daily support by shareholders, we propose the current year's dividend as follows.

The Company is planning to use other capital surplus as resources for this dividend.

(1) Dividend type

Cash

(2) Dividend per share and the total amount distributed to shareholders

3 yen per share of the Company's common stock

Total amount: 488,767,818 yen

(3) Effective date

June 30, 2016

Proposal No. 2: Election of six (6) Directors

The terms of office of all seven (7) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, we propose to elect six (6) Directors.

The candidates for Directors are as follows:

No.	Name (Date of Birth)	Brief Personal Profile, Position, Responsibility, and Significant Concurrent Positions	Number of Company Shares Owned
1	Ikuo Uchiyama (June 11, 1951)	<p>April 1977 Joined Nippon Chemi-Con Corp.</p> <p>July 1997 Plant Manager of Niigata Plant, KDK Corp.</p> <p>October 1999 Plant Manager of Niigata Plant, Material Division Headquarters</p> <p>June 2001 Director, in charge of Administration Dept., Personnel Dept., and Material Procurement Dept.</p> <p>September 2002 Director, Division Manager of Material Division Headquarters, in charge of Administration Dept., Personnel Dept., Material Procurement Dept., and Environment Dept.</p> <p>June 2003 President (COO), in charge of Administration Dept., Personnel Dept., and Internal Audit Dept.</p> <p>June 2004 President (COO), in charge of Corporate Planning Dept., and Internal Audit Dept.</p> <p>April 2005 President (COO), in charge of Corporate Planning Dept., SCM Promotion Dept., and Internal Audit Dept.</p> <p>June 2005 President, in charge of Corporate Planning Dept., SCM Promotion Dept., and Internal Audit Dept.</p> <p>October 2007 President, in charge of Corporate Planning Dept., Internal Control Promotion Dept., and Internal Audit Dept.</p> <p>April 2011 President, in charge of Internal Control Promotion Dept., and Internal Audit Dept.</p> <p>December 2012 President, in charge of Internal Audit Dept.</p> <p>June 2014 President (CEO), in charge of Internal Audit Dept. (current)</p> <p>(Significant concurrent position) Director, Europe Chemi-Con (Deutschland) GmbH</p>	107,000
<p>[Reasons for nomination as a candidate for Director]</p> <p>Ikuo Uchiyama has been engaged in the material divisions for many years, via serving as Plant Manager of Niigata Plant of the Company and then as Director, and he has served as the President of the Company since June 2003, and has abundant experience in business and corporate management of the Group. Making use of this experience, the Company can expect that he will adequately fulfill his role as a Director in decisions on important matters and supervision of execution of business of the Group, and accordingly the Company requests his continuing appointment as Director.</p>			

No.	Name (Date of Birth)	Brief Personal Profile, Position, Responsibility, and Significant Concurrent Positions	Number of Company Shares Owned
2	Yoshifumi Minegishi (November 28, 1957)	April 1980 Joined Nippon Chemi-Con Corp. July 2001 Plant Manager of Niigata Plant, Material Division Headquarters July 2003 Senior Division Manager of Material Division Headquarters and Plant Manager of Takahagi Plant June 2005 Director, Division Manager of Material Division Headquarters July 2007 Director, Division Manager of Production Engineering Headquarters and Division Manager of Material Division Headquarters April 2008 Director, Division Manager of Production Facilities Engineering Headquarters and Division Manager of Material Division Headquarters April 2011 Director, Division Manager of Material Division Headquarters June 2013 Executive Managing Director, Division Manager of Material Division Headquarters June 2014 Director and Managing Executive Officer, Division Manager of Material Division Headquarters April 2016 Director and Managing Executive Officer, Division Manager of Product Business Management (current) (Significant concurrent positions) President, Chemi-Con Materials Corp. Director, Chemi-Con Fukushima Corp. Director, Fukushima Electrolytic Industry Corp.	27,000
<p>[Reasons for nomination as a candidate for Director]</p> <p>Yoshifumi Minegishi has been engaged in the material divisions for many years, via serving as Plant Manager of Niigata Plant and then Takahagi Plant of the Company, and he has served as the Director of the Company since June 2005, and has abundant experience in business and corporate management of the Group. Making use of this experience, the Company can expect that he will adequately fulfill his role as a Director in decisions on important matters and supervision of execution of business of the Group, and accordingly the Company requests his continuing appointment as Director.</p>			

No.	Name (Date of Birth)	Brief Personal Profile, Position, Responsibility, and Significant Concurrent Positions	Number of Company Shares Owned
3	Syuuichi Shiraishi (February 14, 1956)	<p>April 1979 Joined Nippon Chemi-Con Corp.</p> <p>July 1995 Department Manager of Corporate Planning Dept.</p> <p>June 1999 Managing Director of Marcon Electronics Co., Ltd.</p> <p>September 2002 Department Manager of New Products Sales Promotion Dept. II in Sales Headquarters and Department Manager of Logistics Dept. and Managing Director of Marcon Electronics Co., Ltd.</p> <p>February 2003 Department Manager of New Products Sales Promotion Dept. II in Sales Headquarters and Department Manager of Logistics Dept.</p> <p>July 2005 Department Manager of Division Planning Dept., Capacitor Division Headquarters</p> <p>June 2008 Director, Deputy Division Manager of Capacitor Division Headquarters</p> <p>February 2009 Director, Deputy Division Manager of Production Headquarters</p> <p>March 2009 Director, Vice President of Samyoung Electronics Co., Ltd.</p> <p>January 2013 Director, Division Manager of Planning Headquarters</p> <p>June 2014 Director and Senior Executive Officer, Division Manager of Planning Headquarters</p> <p>April 2016 Director and Senior Executive Officer, Division Manager of Sales Headquarters and Officer in charge of Management Strategy Dept. (current)</p> <p>(Significant concurrent positions) Director, United Chemi-Con, Inc. Director, Shanghai Chemi-Con Trading Co., Ltd.</p>	17,000
<p>[Reasons for nomination as a candidate for Director]</p> <p>Syuuichi Shiraishi has been engaged in the planning, sales and production divisions, etc., and he also has experience as the President of a subsidiary of the Company. He has served as the Director of the Company since June 2008, and has abundant experience in business and corporate management of the Group. Making use of this experience, the Company can expect that he will adequately fulfill his role as a Director in decisions on important matters and supervision of execution of business of the Group, and accordingly the Company requests his continuing appointment as Director.</p>			

No.	Name (Date of Birth)	Brief Personal Profile, Position, Responsibility, and Significant Concurrent Positions		Number of Company Shares Owned
4	Toru Konparu (July 4, 1956)	April 1979	Joined Nippon Chemi-Con Corp.	26,000
		June 2002	Department Manager of Division Planning Dept., Electrolytic Capacitor Division Headquarters	
		April 2004	President of P.T. Indonesia Chemi-Con	
		March 2009	Department Manager of Production Planning Dept., Production Headquarters	
		June 2010	Director, Division Manager of Production Headquarters	
		June 2014	Director and Senior Executive Officer, Division Manager of Production Headquarters	
		April 2016	Director and Senior Executive Officer, Deputy Division Manager of Product Business Management (current)	
		(Significant concurrent positions) Chairman, Taiwan Chemi-Con Corp. Chairman, Chemi-Con (Wuxi) Co., Ltd. Director, Chemi-Con Iwate Corp. Director, Chemi-Con Miyagi Corp.		
	[Reasons for nomination as a candidate for Director] Toru Konparu has been engaged in the production divisions for many years and also experience as the President of the overseas subsidiaries of the Company. He has served as the Director of the Company since June 2010, and has abundant experience in business and corporate management of the Group. Making use of this experience, the Company can expect that he will adequately fulfill his role as a Director in decisions on important matters and supervision of execution of business of the Group, and accordingly the Company requests his continuing appointment as Director.			
5	Hideaki Takahashi (January 29, 1946)	June 1990	Associate Professor, Faculty of Engineering, Hokkaido University	0
		June 1994	Professor, Graduate School of Engineering, Hokkaido University	
		April 2008	Professor Emeritus at Hokkaido University, President of Asahikawa National College of Technology	
		April 2014	Professor Emeritus at Hokkaido University, Professor Emeritus at Asahikawa National College of Technology (current)	
		June 2014	Director, Nippon Chemi-Con Corp. (current)	
	[Reasons for nomination as a candidate for Outside Director] Hideaki Takahashi had no experience in corporate management before assuming the office of Director of the Company but is specialized in capacitor materials that the Company uses for its business operations. He has extensive knowledge and experience gained as a university professor over a long period of time. Accordingly, he is considered to be fully capable of carrying out job responsibilities as Outside Director. He assumed office as Outside Director in June 2014. He will have been in this position for two years at the time when this General Meeting of Shareholders ends.			

No.	Name (Date of Birth)	Brief Personal Profile, Position, Responsibility, and Significant Concurrent Positions	Number of Company Shares Owned
6	Kinya Kawakami (November 20, 1951)	<p>April 1976 Joined The Yokohama Rubber Co., Ltd.</p> <p>January 2003 Head of Tire Materials Development Dept., The Yokohama Rubber Co., Ltd.</p> <p>June 2005 Head of Research Dept., The Yokohama Rubber Co., Ltd.</p> <p>June 2008 Director and Corporate Officer, in charge of Procurement Division, Head of R&D Center, The Yokohama Rubber Co., Ltd.</p> <p>June 2010 Director and Corporate Officer, Head of R&D Center, Head of Global Procurement Division, The Yokohama Rubber Co., Ltd.</p> <p>June 2011 Director and Managing Corporate Officer, in charge of Global Human Resources Division, Head of Corporate Social Responsibility Division, The Yokohama Rubber Co., Ltd.</p> <p>March 2012 Director and Managing Corporate Officer, Head of Corporate Social Responsibility Division, Head of R&D Center, The Yokohama Rubber Co., Ltd.</p> <p>March 2014 Corporate adviser of The Yokohama Rubber Co., Ltd., and Representative Director and President of Hamagomu Real Estate Co., Ltd.</p> <p>June 2015 Director of Nippon Chemi-Con Corp., Corporate adviser of The Yokohama Rubber Co., Ltd., and Representative Director and President of Hamagomu Real Estate Co., Ltd.</p> <p>March 2016 Director of Nippon Chemi-Con Corp. and Corporate adviser of The Yokohama Rubber Co., Ltd. (current)</p>	0
<p>[Reasons for nomination as a candidate for Outside Director]</p> <p>Kinya Kawakami has been involved in extensive management activities of The Yokohama Rubber Co., Ltd. (e.g., Procurement, Research and CSR divisions) and has abundant experience and insight. With the experience and insight, he is expected to be able to supervise the Company's management activities from an objective standpoint, and accordingly the Company requests his appointment as Outside Director. He assumed office as Outside Director in June 2015. He will have been in this position for one year at the time when this General Meeting of Shareholders ends.</p>			

Notes:

1. There are no special interest relationships between the candidates and the Company.
2. Hideaki Takahashi and Kinya Kawakami are candidates for Outside Director.
3. The Company has submitted a notice to Tokyo Stock Exchange, Inc. that Hideaki Takahashi and Kinya Kawakami are independent officers.
4. The Company and overseas subsidiaries of the Company received notification to the effect that the Taiwan Fair Trade Commission decided to impose fines on suspects of violation of the Fair Trade Act of Taiwan concerning transactions of aluminum electrolytic capacitors in December 2015. In addition, the Company also received a cease and desist order and payment order from the Japan Fair Trade Commission in March 2016, concerning transactions in aluminum electrolytic capacitors, as there have been violations of the Antimonopoly Act. Although Hideaki Takahashi and Kinya Kawakami did not recognize the act that was subject to the relevant decision and order until the discovery of the circumstances, in addition to the opinions on compliance with the laws and regulations on daily basis, after the discovery of the circumstances, at Board of Directors meetings, they expressed opinions, etc. on promotion of activities for thorough implementation of compliance with the laws and regulations.
5. The Company has made an agreement with Hideaki Takahashi and Kinya Kawakami regarding the limitation of liability in accordance with Article 427, Paragraph 1 of the Companies Act. The amount of their individual

liability as Outside Director is the minimum amount stipulated in Article 425, Paragraph 1 of the said Act. If the elections of Hideaki Takahashi and Kinya Kawakami are approved, the said agreement between them and the Company will continue to remain valid.

Proposal No. 3: Election of two (2) Audit & Supervisory Board Members

The terms of office of Audit & Supervisory Board Members, Atsushi Kanazaki and Muneo Ohta, will expire at the conclusion of this General Meeting of Shareholders. Accordingly, we proposed to elect two (2) Audit & Supervisory Board Members.

We have obtained the consent of the Audit & Supervisory Board in connection with this proposal.

The candidates for Audit & Supervisory Board Members are as follows:

No.	Name (Date of Birth)	Brief Personal Profile and Significant Concurrent Positions	Number of Company Shares Owned
1	*Yukisada Takahashi (February 1, 1957)	<p>June 1979 Joined Nippon Chemi-Con Corp.</p> <p>April 2005 Department Manager of SCM Promotion Dept.</p> <p>April 2007 Department Manager of SCM Promotion Dept. and Information System Dept.</p> <p>August 2007 Department Manager of Information System Dept.</p> <p>April 2014 Department Manager of Management Strategy Dept., Planning Headquarters</p> <p>June 2015 Executive Officer, Department Manager of Management Strategy Dept., Planning Headquarters</p> <p>April 2016 Executive Officer, Deputy Officer of Value Creation SCM Dept., Corporate IT Planning Dept., and Management Strategy Dept. (current)</p>	5,000
<p>[Reasons for nomination as a candidate for Audit & Supervisory Board Member]</p> <p>Yukisada Takahashi, after being engaged in the accounting division, information system division and management strategy division, etc., he served as Executive Officer since June 2015, and has abundant experience and considerable knowledge concerning finance and accounting in the Group. With this experience and insight with regard to finance and accounting, he is expected to be able to fulfill a proper audit, so the Company requests his appointment as an Audit & Supervisory Board Member.</p>			

No.	Name (Date of Birth)	Brief Personal Profile and Significant Concurrent Positions		Number of Company Shares Owned
2	*Fumio Morita (August 30, 1955)	April 1978	Joined The Yokohama Rubber Co., Ltd.	0
		June 2007	Head of Corporate Finance & Accounting Dept., The Yokohama Rubber Co., Ltd.	
		June 2009	Corporate Officer, Head of Corporate Finance & Accounting Dept., The Yokohama Rubber Co., Ltd., and President of Yokohamagomu Finance Co., Ltd.	
		June 2010	Director and Corporate Officer, in charge of Corporate Finance & Accounting Dept. and Audit Dept., The Yokohama Rubber Co., Ltd., and President of Yokohamagomu Finance Co., Ltd.	
		March 2012	Director and Managing Corporate Officer, in charge of Sports Business Dept., Corporate Finance & Accounting Dept., Audit Dept., Information System Dept., and Global Procurement Division, The Yokohama Rubber Co., Ltd., and President of Yokohamagomu Finance Co., Ltd.	
		March 2014	Director and Managing Corporate Officer, Head of Corporate Social Responsibility Division, The Yokohama Rubber Co., Ltd., in charge of Yokohama Motorsports International Co., Ltd.	
		January 2015	Director and Managing Corporate Officer, Head of Corporate Social Responsibility Division, The Yokohama Rubber Co., Ltd., in charge of Yokohama Motorsports International Co., Ltd., President of PRGR Co., Ltd.	
		March 2016	Corporate adviser of The Yokohama Rubber Co., Ltd., President of PRGR Co., Ltd. (current)	
<p>[Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member] Fumio Morita was involved in management in a wide range of fields as Director of The Yokohama Rubber Co., Ltd., such as the accounting division, audit division, and CSR division, after having experienced primarily accounting business there, and has abundant experience and considerable knowledge concerning finance and accounting. With this abundant experience and knowledge with regard to finance and accounting, he is expected to be able to supervise the Company's management activities from an objective standpoint, so the Company requests his appointment as an Outside Audit & Supervisory Board Member.</p>				

Notes:

1. The persons marked with an asterisk are the candidates for new Audit & Supervisory Board Members.
2. There are no special interest relationships between the candidates and the Company.
3. Fumio Morita is a candidate for Outside Audit & Supervisory Board Member.
4. The Company has submitted a notice to Tokyo Stock Exchange, Inc. that Fumio Morita is an independent officer.
5. If the election of Fumio Morita is approved, the Company will enter into an agreement with him regarding the limitation of liability in accordance with Article 427, Paragraph 1 of the Companies Act. The amount of his individual liability as Audit & Supervisory Board Member under this agreement is the minimum amount stipulated in Article 425, Paragraph 1 of the said Act.

Proposal No. 4: Election of one (1) Substitute Audit & Supervisory Board Member

To avoid a situation where the number of Audit & Supervisory Board Members falls below the minimum number provided by laws and regulations, we propose that one (1) Substitute Audit & Supervisory Board Member be elected in advance.

We have obtained the consent of the Audit & Supervisory Board in connection with this proposal.

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

Name (Date of Birth)	Brief Personal Profile, Position and Significant Concurrent Positions	Number of Company Shares Owned
Katsuji Kanaida (October 2, 1948)	April 1972 Joined Hitachi, Ltd.	17,000
	December 1997 Accounting General Manager of Refrigeration & Air Conditioning Division, Household Appliances Dept., Hitachi, Ltd.	
	June 2000 Deputy Executive General Manager of Household Appliances Dept., Financial General Manager, Hitachi, Ltd.	
	April 2002 Director and Financial General Manager of Hitachi Home & Life Solutions, Inc.	
	June 2004 Director and Financial General Manager of Hitachi Air Conditioning Systems Co., Ltd.	
	April 2006 Director and Financial General Manager of Hitachi Appliances, Inc.	
	April 2009 Corporate Auditor of Hitachi Appliances, Inc.	
	March 2011 Retired from Corporate Auditor of Hitachi Appliances, Inc.	
	June 2011 Audit & Supervisory Board Member, Nippon Chemi-Con Corp.	
	June 2015 Retired from Audit & Supervisory Board Member, Nippon Chemi-Con Corp. (current)	
	<p>[Reasons for nomination as a candidate for Substitute Outside Audit & Supervisory Board Member]</p> <p>Katsuji Kanaida mainly experienced accounting and financial affairs at Hitachi Ltd., and then served as Director and Corporate Auditor of Hitachi Appliance Co., Ltd. With his abundant experience and insight, he is expected to be able to supervise the Company's management activities from an objective standpoint, so the Company requests his appointment as a Substitute Outside Audit & Supervisory Board Member.</p>	

Notes:

1. There is no special interest relationship between the candidate and the Company.
2. Katsuji Kanaida is a candidate for Substitute Outside Audit & Supervisory Board Member.
3. If the election of Katsuji Kanaida is approved, the Company will enter into an agreement with him regarding the limitation of liability in accordance with Article 427, Paragraph 1 of the Companies Act. The amount of his individual liability as Substitute Outside Audit & Supervisory Board Member under this agreement is the minimum amount stipulated in Article 425, Paragraph 1 of the said Act.