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June 6, 2016

To our shareholders:

Tetsuji Tsuru
Representative Director and President
Eagle Industry Co., Ltd.
1-12-15 Shiba-Daimon, Minato-ku, Tokyo

NOTICE OF THE 62ND ORDINARY GENERAL MEETING OF SHAREHOLDERS

We express our heartfelt condolences to all those affected by the recent earthquake in Kumamoto and pray for a fast reconstruction.

You are cordially invited to attend the 62nd 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., Wednesday, June 22, 2016 (Japan Standard Time).

Meeting Details

- 1. Date and time:** Thursday, June 23, 2016 at 10:00 a.m. (Japan Standard Time)
- 2. Venue:** Seiwa Building, 9F, Conference Room,
1-12-15 Shiba-Daimon, Minato-ku, Tokyo
- 3. Purposes:**
Items to be reported:
 1. Business Report and Consolidated Financial Statements for the 62nd 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 Audit and Supervisory Board
 2. Non-Consolidated Financial Statements for the 62nd Term (from April 1, 2015 to March 31, 2016)**Items to be resolved:**
 - Proposal 1:** Appropriation of surplus
 - Proposal 2:** Election of eight (8) Directors
 - Proposal 3:** Election of two (2) Audit and 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 term under review as described below:

Matters related to year-end dividends

Considering the business performance for the term under review and future business deployment, among other things, the Company proposes the year-end dividends for the 62nd term as follows.

(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: 1,227,212,400 yen

As 20 yen per share was paid as an interim dividend, total dividends per share for the term will be 45 yen.

(3) Effective date of distribution of dividends of surplus

June 24, 2016

Proposal 2: Election of eight (8) Directors

The term of office for the all seven (7) current Directors will expire at the conclusion of this Meeting. Also, we are adding one (1) Outside Director to strengthen the corporate governance and the management system. Accordingly, the Company requests shareholder approval for the election of eight (8) Directors.

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	Masato Tsuru (January 11, 1948) [Reelection]	March 1973 Joined NOK CORPORATION June 1977 MBA, Harvard Business School June 1979 Director, NOK CORPORATION June 1981 Managing Director, NOK CORPORATION June 1983 Senior Managing Director, NOK CORPORATION June 1985 Representative Director and President, NOK CORPORATION June 1988 Director, the Company June 1989 Representative Director and Chairman, the Company June 1990 Director and Chairman, the Company April 1992 Representative Director and Chairman, the Company January 1994 Director and Chairman, the Company (incumbent) [Significant concurrent positions outside the Company] Chairman of the Board, Representative Director & President, NOK CORPORATION Chairman of the Board & Representative Director, Seiwa Jisho Co., Ltd.	3,000
[Reasons for nomination as a candidate for Director] Masato Tsuru has worked as the Company's Director and Chairman 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 request his reelection.			
2	Tetsuji Tsuru (August 16, 1949) [Reelection]	April 1972 Joined NOK CORPORATION June 1977 Director and Vice President, NOK Inc. June 1979 Director, the Company June 1981 MBA, Sloan School of Management, Massachusetts Institute of Technology January 1982 Managing Director, the Company April 1984 Senior Managing Director, the Company June 1985 Representative Director and Vice President, the Company June 1989 Representative Director and President, the Company (incumbent) June 2006 Director, NOK CORPORATION (incumbent) [Significant concurrent positions outside the Company] Director, NOK CORPORATION Representative Director and Chairman, EagleBurgmann Japan Co., Ltd.	108,533
[Reasons for nomination as a candidate for Director] 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 request his reelection.			

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)		Number of the Company's shares owned
3	Yasunari Unemura (March 12, 1950) [Reelection]	June 2001	Joined the Company	31,900
		June 2003	Director, the Company	
		June 2004	Corporate Auditor, NOK CORPORATION	
		June 2005	Managing Director, the Company	
		June 2009	Senior Operating Officer, the Company	
		June 2010	Senior Managing Director in charge of EagleBurgmann Business Management, the Company (incumbent)	
		[Significant concurrent positions outside the Company] Representative Director and Vice Chairman, EagleBurgmann Japan Co., Ltd.		
	[Reasons for nomination as a candidate for Director] Yasunari Unemura has been involved with the EagleBurgmann Alliance, the joint venture with Germany-based Burgmann (presently, EagleBurgmann Germany GmbH & Co.KG), since its inception and, based on that plentiful knowledge, experience and track record, and for supervision of this business, we have made him a candidate for Director and request his reelection.			
4	Fumiaki Aono (February 18, 1951) [Reelection]	January 1975	Joined the Company.	34,000
		June 2004	Corporate Auditor, NOK CORPORATION	
		June 2005	Director, the Company	
		June 2008	Managing Director, the Company	
		June 2009	Senior Operating Officer, the Company	
		June 2010	Senior Managing Director and General Manager, Global Production Management Office, the Company (incumbent)	
	[Reasons for nomination as a candidate for Director] Fumiaki Aono has plentiful experience and results in production activities of our Group's products. We have made him a candidate for Director and ask for his reelection to oversee production activities which are expanding globally.			
5	Shinji Abe (January 14, 1959) [Reelection]	April 1981	Joined NOK CORPORATION.	20,100
		October 2004	Branch Manager, Anjo Branch I, Corporate Sales & Marketing Division, NOK CORPORATION	
		June 2007	Director, the Company	
		June 2008	Managing Director, the Company	
		June 2009	Senior Operating Officer, the Company	
		June 2010	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.			

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)		Number of the Company's shares owned
6	Norio Uemura (February 24, 1959) [Reelection]	March 1989	Joined NOK CORPORATION.	3,400
		June 2010	Operating Officer and General Manager, Engineering Division, the Company	
		January 2014	Senior Operating Officer and General Manager, Engineering Division, the Company	
		June 2014	Senior Managing Director and General Manager, Engineering Division, the Company (incumbent)	
		March 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 made him a candidate for Director and ask for his reelection.			
7	Kensaku Hogen (August 2, 1941) [Candidate for Outside Director] [Reelection]	April 1964	Joined the Ministry of Foreign Affairs	—
		March 1998	Under-Secretary-General, the United Nations	
		April 2001	Ambassador of Japan to Canada	
		January 2005	Retired from the Ministry of Foreign Affairs	
		April 2014	Professor at Josai University (incumbent)	
	June 2015	Outside Director, the Company (incumbent)		
June 2015	Outside Director, NOK CORPORATION (incumbent)			
[Reasons for nomination as a candidate for Director] The Company has been receiving his counsel from an objective, broad, and high level point of view on corporate activities based on his high principles and vast amount of experience in foreign policy. The Company has made him a candidate for outside director and asks for his reelection. Also, he is not involved in corporate management other than as an Outside Director so we believe he can appropriately carry out the duties of an Outside Director.				
8	Makoto Fujioka (March 27, 1950) [Candidate for Outside Director] [New Election]	April 1972	Joined the Ministry of International Trade and Industry (currently the Ministry of Economy, Trade and Industry)	1,000
		June 1996	Deputy Director-General, Trade & Economic Affairs, the Ministry of International Trade and Industry	
		February 2001	Ambassador of Japan to the United Arab Emirates	
		September 2003	Retired from the Ministry of Economy, Trade and Industry	
		June 2004	Director and Executive Officer, Nippon Light Metal Company, Ltd.	
		June 2007	Director and Senior Executive Officer, Nippon Light Metal Company, Ltd.	
		June 2013	Director and Executive Vice President, Nippon Light Metal Company, Ltd.	
	July 2015	Director General, Japan Association for Chemical Innovation (incumbent)		
[Reasons for nomination as a candidate for Outside Director] Makoto Fujioka has a track record of corporate management based on his vast amount of experience in industrial and foreign policy and high principles. The Company believes he can give objective counsel from a broad and high level point of view and so we have made him a candidate for Outside Director.				

Notes:

1. Candidate Masato Tsuru also serves as Chairman of the Board & Representative Director & President for NOK CORPORATION, and the Company has a business relationship selling and purchasing products, etc. with this company. He is also Chairman of the Board & Representative Director of Seiwa Jisho Co., Ltd. which rents real estate to the Company.
2. 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.
3. Candidate Yasunari Unemura also serves as Representative Director and Vice Chairman of EagleBurgmann Japan Co., Ltd., and the Company has a business relationship selling and purchasing products, etc. with this company.
4. Kensaku Hogen and Makoto Fujioka are candidates for Outside Director.
5. Kensaku Hogen is concurrently an Outside Director of NOK CORPORATION, and the Company has a business relationship selling and purchasing products, etc. with this company.
6. Kensaku Hogen is currently an Outside Director of the Company and at the conclusion of this Meeting he will have been a Director for one year.
7. Makoto Fujioka was a Director of Nippon Light Metal Company, Ltd. from June 2004 to June 2015 but, in April 2014, this company had an on-the-spot inspection by the 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 the Fair Trade Commission.
8. The following is an overview of the contents of the limited liability agreements with Outside Directors.
The Company has concluded an agreement with Kensaku Hogen 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 law and if his election is approved, the Company intends to continue this agreement. Also, if Makoto Fujioka is elected, the Company intends to conclude the same type of agreement limiting liability with him.
9. The Company has registered Kensaku Hogen as an Independent Director according to the listing regulations of the Tokyo Stock Exchange, Inc. If he is reelected, the Company intends to keep him as an Independent Director. Also, Makoto Fujioka fulfills the conditions specified by the Tokyo Stock Exchange, Inc. as an Independent Director so if he is elected, the Company intends to register him as an Independent Director.
10. There are no special interests between the other candidates and the Company.

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

The term of office for the Audit and Supervisory Board Members, Masaoki Hirahara and Kiyoshi Shiga will expire at the conclusion of this Meeting. Accordingly, the Company proposes the election of two (2) Audit and Supervisory Board Members.

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

The candidates for Audit and Supervisory Board Members are 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	Takao Shimomura (July 11, 1953) [New Election]	April 1977 March 1991 June 2003 June 2007 June 2008 June 2009 June 2010 January 2016	Joined the Company Doctor of Engineering Director and Deputy General Manager, Engineering Division, the Company Director and General Manager, Engineering Division, the Company Managing Director and General Manager, Engineering Division, the Company Senior Operating Officer and General Manager, Engineering Division, the Company Senior Operating Officer and General Manager, Global Quality Control Office, the Company Senior Operating Officer and Deputy General Manager, Global Production Management Office, the Company (incumbent)	9,249
		[Reasons for nomination as a candidate for Audit & Supervisory Board Member] Takao Shimomura has plentiful experience and results with the Company's technology and quality assurance areas and knowledge as a Doctor of Engineering 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	Yoshitsugu Mori (April 25, 1956) [Candidate for Outside Audit & Supervisory Board Member] [New Election]	April 1981 April 2008 March 2016	Joined NOK CORPORATION Department Manager, Finance Department, Corporate Finance & Accounting Office, NOK CORPORATION Director, SYNZTEC PRECISION PARTS (SHENZHEN) CO.,LTD. (incumbent)	—
		[Reasons for nomination as a candidate for an Outside Audit & Supervisory Board Member] Based on Yoshitsugu Mori's experience from many years of work related to finance and accounting 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 and the Company.
2. Yoshitsugu Mori is a candidate for Outside Audit & Supervisory Board Member.
3. Yoshitsugu Mori has worked as an executive member of NOK CORPORATION, an important trade partner of the Company, and over the past two years has received pay as an employee from this company and also from SYNZTEC Co., Ltd., a subsidiary of 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 agreements with Takao Shimomura and Yoshitsugu Mori 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 law.