

(Securities Code: 6486)

June 7, 2017

To our shareholders:

Tetsuji Tsuru
Representative Director and President
Eagle Industry Co., Ltd.
(Location of the Head Office)
1-12-15 Shiba-Daimon, Minato-ku, Tokyo
(Location of the Headquarters)
14F, Shiba-Park Bldg.-B, 2-4-1, Shiba-koen, Minato-ku,
Tokyo

NOTICE OF THE 63RD ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 63rd 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., Monday, June 26, 2017 (JST).

1. Date and Time: Tuesday, June 27, 2017 at 10:00 a.m. (JST)

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 63rd Term (from April 1, 2016 to March 31, 2017), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
2. Non-Consolidated Financial Statements for the 63rd Term (from April 1, 2016 to March 31, 2017)

Items to be resolved:

- Proposal 1:** Appropriation of surplus
Proposal 2: Election of eight (8) Directors

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 63rd 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: 1,227,183,575 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 28, 2017

Proposal 2: Election of eight (8) Directors

The term of office of the all eight (8) current Directors will expire at the conclusion of this Meeting. Accordingly, the Company proposes 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]	Mar. 1973	Joined NOK CORPORATION	3,000
		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	
		Apr. 1992	Representative Director and Chairman, the Company	
		Jan. 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.		
[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]	Apr. 1972	Joined NOK CORPORATION	112,533
		June 1977	Director and Vice President, NOK Inc.	
		June 1979	Director, the Company	
		June 1981	MBA, Sloan School of Management, Massachusetts Institute of Technology	
		Jan. 1982	Managing Director, the Company	
		Apr. 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.		
[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	34,400
		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, the Company	
		Oct. 2016	Representative and 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 Germanybased 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]	Jan. 1975	Joined the Company	36,700
		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, the Company	
		Oct. 2016	Representative and Senior Managing Director and General Manager, Global Production Management Office, the Company (incumbent)	
		[Significant concurrent positions outside the Company] Representative Director and President, EagleBurgmann Japan Co., Ltd.		
[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]	Apr. 1981	Joined NOK CORPORATION	22,600
		Oct. 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]	Mar. 1989	Joined NOK CORPORATION	5,500			
		June 2010	Operating Officer and General Manager, Engineering Division, the Company				
		Jan. 2014	Senior Operating Officer and General Manager, Engineering Division, the Company				
		June 2014	Senior Managing Director and General Manager, Engineering Division, the Company (incumbent)				
		Mar. 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]	Apr. 1964	Joined the Ministry of Foreign Affairs	-			
		Mar. 1998	Under-Secretary-General, the United Nations				
		Apr. 2001	Ambassador of Japan to Canada				
		Jan. 2005	Retired from the Ministry of Foreign Affairs				
		June 2015	Outside Director, the Company (incumbent) Outside Director, NOK CORPORATION (incumbent)				
[Significant concurrent positions outside the Company] Outside Director, NOK CORPORATION							
[Reasons for nomination as a candidate for Outside Director] The Company has been receiving his counsel from an objective, broad, and high level point of view on business 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] [Reelection]	Apr. 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				
		Feb. 2001	Ambassador of Japan to the United Arab Emirates				
		Sept. 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)				
		June 2016	Outside Director, the Company (incumbent) Outside Director, NOK CORPORATION (incumbent) Outside Director, Nippon Paper Industries Co., Ltd. (incumbent)				
		[Significant concurrent positions outside the Company] Outside Director, NOK CORPORATION Outside Director, Nippon Paper Industries Co., Ltd.					
		[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 and ask for his reelection.					

- Notes:
1. Candidate Masato Tsuru also serves as Chairman of the Board and Representative Director & President of 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. Candidate Fumiaki Aono also serves as Representative Director and President of EagleBurgmann Japan Co., Ltd., and the Company has a business relationship selling and purchasing products, etc. with this company.
 5. Kensaku Hogen and Makoto Fujioka are candidates for Outside Director.
 6. Kensaku Hogen and Makoto Fujioka are concurrently Outside Directors of NOK CORPORATION, and the Company has a business relationship selling and purchasing products, etc. with this company.
 7. Kensaku Hogen is currently an Outside Director of the Company and at the conclusion of this Meeting he will have been a Director for two years.
 8. Makoto Fujioka is currently an Outside Director of the Company and at the conclusion of this Meeting he will have been a Director for one year.
 9. Makoto Fujioka was a Director of Nippon Light Metal Company, Ltd. from June 2004 to June 2015. In April 2014, this company had an on-the-spot inspection by Japan 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 Japan Fair Trade Commission.
 10. The following is an overview of the contents of the limited liability agreements with Outside Directors.
The Company has concluded agreements with Kensaku Hogen and Makoto Fujioka 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 laws and regulations and if their reelection is approved, the Company plans to renew the aforementioned agreements with them.
 11. The Company has registered Kensaku Hogen and Makoto Fujioka as Independent Directors according to the regulations of the Tokyo Stock Exchange, Inc.
 12. There are no special interests between the other candidates and the Company.