

(Securities Code: 6486)

June 6, 2018

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 FY2017 ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the FY2017 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 25, 2018 (JST).

1. Date and Time: Tuesday, June 26, 2018 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 FY2017 (from April 1, 2017 to March 31, 2018), 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 FY2017 (from April 1, 2017 to March 31, 2018)

Items to be resolved:

- Proposal 1:** Appropriation of surplus
Proposal 2: Election of seven (7) Directors
Proposal 3: Election of one (1) Audit & Supervisory Board Member

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of surplus

The Company would like to propose to appropriate surplus for the fiscal year under review as described below:

Matters related to year-end dividends

Considering the business performance for the fiscal year under review and future business development, among other things, the Company proposes to pay a year-end dividend of 30 yen per share for the fiscal year 2017, which is 5 yen higher than the 25 yen for the previous fiscal year.

As 20 yen per share was paid as an interim dividend, total dividends per share for the fiscal year will be 50 yen.

1. Type of dividend property
Cash
2. Allocation of dividend property and total amount thereof
30 yen per common share of the Company
Total amount of dividends: 1,472,584,170 yen
3. Effective date of distribution of dividends of surplus
June 27, 2018

Proposal 2: Election of seven (7) Directors

The terms of office of all eight (8) Directors will expire at the conclusion of this Meeting.

Therefore, the Company proposes the election of seven (7) Directors.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Career summary, position and responsibilities		Number of the Company's shares owned
1	Tetsuji Tsuru (August 16, 1949) Reelection Board meeting attendance 14/14 meetings	Apr. 1972	Joined NOK CORPORATION	115,533
		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 ask for his reelection.				
2	Fumiaki Aono (February 18, 1951) Reelection Board meeting attendance 14/14 meetings	Jan. 1975	Joined the Company	38,800
		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.				
3	Shinji Abe (January 14, 1959) Reelection Board meeting attendance 14/14 meetings	Apr. 1981	Joined NOK CORPORATION	24,400
		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		Number of the Company's shares owned
4	Norio Uemura (February 24, 1959) Reelection Board meeting attendance 14/14 meetings	Mar. 1989 June 2010 Jan. 2014 June 2014 Mar. 2016	Joined NOK CORPORATION Operating Officer, the Company Senior Operating Officer, the Company Senior Managing Director and General Manager, Engineering Division, the Company (incumbent) Doctor of Engineering	7,100
	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 have made him a candidate for Director and ask for his reelection.			
5	Masaki Nakao (April 9, 1955) New election Board meeting attendance -	Apr. 1980 June 2005 June 2009 Jan. 2011	Joined the Company Director, the Company Operating Officer, the Company Senior Operating Officer and General Manager, Corporate Strategic Planning Office, the Company (incumbent)	6,800
	Reasons for nomination as a candidate for Director Masaki Nakao has plentiful experience and results related to conducting the Group's overseas business and corporate planning, and we have made him a new candidate for Director.			
6	Kensaku Hogen (August 2, 1941) Reelection Outside Director Board meeting attendance 13/14 meetings	Apr. 1964 Mar. 1998 Apr. 2001 Jan. 2005 June 2015 [Significant concurrent positions outside the Company] Outside Director, NOK CORPORATION	Joined the Ministry of Foreign Affairs Under-Secretary-General, the United Nations Ambassador of Japan to Canada Retired from the Ministry of Foreign Affairs Outside Director, the Company (incumbent) Outside Director, NOK CORPORATION (incumbent)	-
	Reasons for nomination as a candidate for Outside Director Kensaku Hogen has been providing counsel on the Company's operating activities from an objective, broad and advanced perspective based on his vast amount of experience in foreign policy and high principles. We have made him a candidate for Outside Director and ask for his reelection. Also, he is not involved in corporate management other than as an Outside Officer so we believe he can appropriately carry out the duties of an Outside Director.			

No.	Name (Date of birth)	Career summary, position and responsibilities	Number of the Company's shares owned
7	Makoto Fujioka (March 27, 1950) Reelection Outside Director Board meeting attendance 14/14 meetings	Apr. 1972 Joined the Ministry of International Trade and Industry (currently the Ministry of Economy, Trade and Industry) 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.	1,000
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. We believe he can provide counsel from an objective, broad and advanced perspective and so have made him a candidate for Outside Director and ask for his reelection.			

- (Notes)
1. 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.
 2. Tetsuji Tsuru is scheduled to retire as a Director of NOK CORPORATION upon the conclusion of their general meeting of shareholders on June 27, 2018.
 3. 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.
 4. Kensaku Hogen and Makoto Fujioka are candidates for Outside Director.
 5. 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.
 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 three years.
 7. Makoto Fujioka 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 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.
 9. 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.
 10. The Company has registered Kensaku Hogen and Makoto Fujioka as Independent Directors according to the regulations of the Tokyo Stock Exchange, Inc.
 11. There are no special interests between the other candidates and the Company.

Proposal 3: Election of one (1) Audit & Supervisory Board Member

The term of office of Gen Kajitani, who currently serves as Audit & Supervisory Board Member, will expire at the conclusion of this Meeting of shareholders. Therefore, the Company proposes the election of one (1) Audit & Supervisory Board Member.

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

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

Name (Date of birth)	Career summary, position and responsibilities	Number of the Company's shares owned
Atsushi Kajitani (July 1, 1968) New election Outside Corporate Auditor	Apr. 2000 Registered as an attorney at law June 2015 Outside Director, DMS Inc. June 2016 Outside Corporate Auditor, NOK CORPORATION Mar. 2017 Doctor of Medicine [Significant concurrent positions outside the Company] Outside Corporate Auditor, NOK CORPORATION Outside Director, DMS Inc.	1,000
Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member Atsushi Kajitani has plentiful experience and broad discernment related to corporate legal affairs that may be reflected in the auditing of the Company's management in general. We made him a new candidate for Outside Audit & Supervisory Board Member. Also, he is not involved in corporate management other than as an outside officer so we believe he can appropriately carry out the duties of an Outside Audit & Supervisory Board Member for the above reasons.		

- (Notes)
1. There is no special interest between the candidate Atsushi Kajitani and the Company.
 2. Atsushi Kajitani is a candidate for Outside Audit & Supervisory Board Member. Also, he fulfills the conditions specified by the Tokyo Stock Exchange, Inc. as an Independent Director so the Company intends to register him as an Independent Director.
 3. Atsushi Kajitani is a relative within the third degree of kinship of Gen Kajitani, who serves as Outside Audit & Supervisory Board Member of the Company.
 4. Atsushi Kajitani is concurrently an Outside Corporate Auditor of NOK CORPORATION, and the Company has a business relationship selling and purchasing products, etc. with this company.
 5. The following is an overview of the contents of the limited liability agreement with the Audit & Supervisory Board Members.
If his election is approved, the Company intends to conclude an agreement with Atsushi Kajitani 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.