

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

(Stock Exchange Code 6461)
June 6, 2019

To Shareholders with Voting Rights:

Akira Yamamoto
President
NIPPON PISTON RING CO., LTD.
Head Office: 5-12-10,
Honmachi-Higashi, Chuo-ku,
Saitama City, Saitama

**NOTICE OF CONVOCAATION OF
THE 125th 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 125th Annual General Meeting of Shareholders of NIPPON PISTON RING CO., LTD. (the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing. Please review the attached Reference Documents for the General Meeting of Shareholders, indicate your vote for or against the proposal on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:30 p.m. on Tuesday, June 25, 2019, Japan time.

- 1. Date and Time:** Wednesday, June 26, 2019 at 10:00 a.m. Japan time
- 2. Place:** 2F Hall, NPR Yono Building (the Company's Head Office Building) located at 5-12-10, Honmachi-Higashi, Chuo-ku, Saitama City, Saitama, Japan
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report, Consolidated Financial Statements for the Company's 123rd Fiscal Year (April 1, 2018 - March 31, 2019) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 123rd Fiscal Year (April 1, 2018 - March 31, 2019)
 - Proposals to be resolved:**
 - Proposal 1:** Appropriation of Surplus
 - Proposal 2:** Election of 4 Directors

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. In order to save resources, please bring this Notice with you to the meeting.
- Notes to Consolidated Financial Statements and Notes to Non-consolidated Financial Statements are posted on the Company's website (<https://www.npr.co.jp/>) in accordance with provisions of laws and regulations as well as Article 15 of the Company's Articles of Incorporation and therefore are not provided in the Notice. However, the Notes to Consolidated Financial Statements and Notes to Non-consolidated Financial Statements, as well as the Appendix to the Reported Matters, are subject to audit by the Accounting Auditor and the Audit & Supervisory Board.
- Should the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements and Consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website (<https://www.npr.co.jp/>).

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

It is proposed that the surplus be appropriated as indicated below.

1. Matters Concerning Year-End Dividend

It is proposed that the year-end dividend for the 123rd fiscal year be as follows, taking into consideration matters such as business results for the fiscal year under review and future business development.

(1) Type of dividend

Cash

(2) Matters concerning allotment of property to be distributed and total amount

45 yen per share of the Company's common stock

Total amount of dividend: 370,093,590 yen

The annual dividend including the interim dividend will be 75 yen per share for the 123rd fiscal year.

(3) Effective date of dividend of surplus

June 27, 2019

2. Matters Concerning Other Appropriation of Surplus

Not applicable.

Proposal 2: Election of 4 Directors

The terms of office of Messrs. Teruo Takahashi, Masaaki Fujita, Ryosuke Nagumo, and Kan Ishii will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of 4 Directors is proposed.

The candidates are as follows.

| No. | Name (Date of birth) | Past experience, positions, responsibilities, and significant concurrent positions | Number of shares of the Company held |
|-----|---|---|--|
| 1 | Teruo Takahashi (February 10, 1959) [Reappointment] | <p>April 1981 Joined the Company</p> <p>April 2005 General Manager, Product Engineering Department II</p> <p>June 2006 Executive Officer with Development Division, General Manager, Product Engineering Department II, Development Division</p> <p>April 2009 Executive Officer and General Manager, Product Engineering Department II, in charge of Technical Planning Department, Product Engineering Department I, Product Engineering Department II, and Research and Development Department</p> <p>June 2009 Director and General Manager, Product Engineering Department II, in charge of Technical Planning Department, Product Engineering Department I, Product Engineering Department II, and Research and Development Department</p> <p>February 2014 Director, in charge of Technical Planning Department, Product Engineering Department I, Product Engineering Department II, and New Product Business Promotion Department</p> <p>April 2015 Director, in charge of Tochigi Plant, Technical Planning Department, Product Engineering Department I, Product Engineering Department II, Research and Development Department, and New Product Business Promotion Department</p> <p>June 2016 Managing Director, in charge of Technical Planning Department, Product Engineering Department I, Product Engineering Department II, Research and Development Department, and New Product Business Promotion Department</p> <p>April 2018 Managing Director, in charge of Technical Planning Department, Product Engineering Department I, Product Engineering Department II, Research and Development Department, and New Product Business Development Department (to present)</p> <p>[Significant concurrent positions] <ul style="list-style-type: none"> • President, NPR FUKUSHIMA WORKS CO., LTD. • Director, NPR of America, Inc. • Director, NPR AUTO PARTS MANUFACTURING INDIA PRIVATE LIMITED </p> | 4,700 |
| 2 | Masaaki Fujita (May 30, 1961) [Reappointment] | <p>April 1984 Joined the Company</p> <p>April 2005 General Manager, Corporate Planning Department</p> <p>June 2006 President, NPR of America, Inc.</p> <p>July 2012 Operating Officer, the Company President, NPR of America, Inc.</p> <p>June 2013 Director, General Manager, Corporate Planning Department, in charge of Corporate Planning Department and Overseas Operation Control Department</p> <p>April 2015 Director, General Manager, Corporate Planning Department, in charge of Corporate Planning Department, Accounting and Finance Department and Overseas Operation Control Department</p> <p>April 2018 Director, in charge of Corporate Planning Department, Accounting and Finance Department and Overseas Operation Control Department (to present)</p> <p>[Significant concurrent positions] <ul style="list-style-type: none"> • Director, NPR IWATE CO., Ltd. </p> | 4,784 |

| No. | Name (Date of birth) | Past experience, positions, responsibilities, and significant concurrent positions | Number of shares of the Company held |
|-----|--|--|--|
| 3 | Ryosuke Nagumo (November 13, 1953) [Reappointment] | <p>April 1975 Joined RHYTHM WATCH CO., LTD.</p> <p>April 1997 General Manager, FV Sales, Domestic Sales Division, RHYTHM WATCH CO., LTD.</p> <p>January 2003 General Manager, Tokyo Branch, Domestic Sales Division, RHYTHM WATCH CO., LTD.</p> <p>June 2005 Director, General Manager, Tokyo Branch, Domestic Sales Division, RHYTHM WATCH CO., LTD.</p> <p>January 2006 Director, General Manager, Sales Headquarters, Domestic Sales Division, RHYTHM WATCH CO., LTD.</p> <p>June 2007 President and Representative Director, RHYTHM KAIHATSU CO., LTD.</p> <p>June 2014 Part-time Advisor, RHYTHM WATCH CO., LTD.</p> <p>June 2015 Director, the Company (to present)</p> | 900 |
| 4 | Kan Ishii (February 11, 1954) [Reappointment] | <p>April 1977 Joined Japan Development Bank (present Development Bank of Japan, Inc.)</p> <p>March 2001 Head of Treasury Department, Development Bank of Japan, Inc.</p> <p>June 2003 Head of Project Finance Department, Development Bank of Japan, Inc.</p> <p>June 2005 Head of Credit Analysis Department, Development Bank of Japan, Inc.</p> <p>June 2006 Branch Manager, Kyushu Branch, Development Bank of Japan, Inc.</p> <p>June 2008 Executive Director, Development Bank of Japan, Inc.</p> <p>October 2008 Managing Executive Officer, Development Bank of Japan, Inc.</p> <p>January 2010 Deputy Trustee, Japan Airlines Co., Ltd.</p> <p>August 2011 President and C.E.O., Fukuoka Jisho Co., Ltd.</p> <p>August 2015 Vice Chairman/Director, Fukuoka Jisho Co., Ltd.</p> <p>June 2017 Director, the Company (to present)</p> <p>June 2018 Director, The Nishinippon Shimbun Co., Ltd. (to present)</p> | 0 |

(Notes)

1. There are no special interests between the candidates for Directors and the Company.
2. Messrs. Ryosuke Nagumo and Kan Ishii are candidates for Outside Directors. The Company reported them as independent directors as stipulated by Tokyo Stock Exchange, Inc. If the reappointment of Messrs. Nagumo and Ishii is approved as proposed, they will continue to be reported as independent directors.
3. Messrs. Ryosuke Nagumo and Kan Ishii are incumbent Outside Directors of the Company and their terms of office as Outside Directors at the conclusion of this Annual General Meeting of Shareholders are as follows.

Mr. Ryosuke Nagumo: four years
Mr. Kan Ishii: two years
4. Limited liability agreement with the candidates for Directors
The Company has entered into an agreement with Messrs. Ryosuke Nagumo and Kan Ishii in accordance with Article 427, Paragraph 1 of the Companies Act to limit his liability pursuant to Article 423, Paragraph 1 of the Companies Act. If Messrs. Nagumo and Ishii are elected, the Company intends to continue the limited liability agreement with them. The maximum amount of liability pursuant to the agreement is the amount stipulated by laws and regulations.