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(Stock Exchange Code 6472)
June 4, 2018

To Shareholders with Voting Rights:

Hiroshi Ohkubo
President and Director
NTN Corporation
3-17, 1-chome, Kyomachibori, Nishi-ku,
Osaka-shi, Osaka

**NOTICE OF
THE 119TH 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 119th Annual General Meeting of Shareholders of NTN Corporation (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 via either of the methods below.
[If exercising voting rights via mail]

Indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by the close of the business day (5:25 p.m.) on Monday, June 25, 2018.

[If exercising voting rights via the Internet]

Utilize the log-in ID and provisional password printed on the Voting Rights Exercise Form to access the Voting Web Site designated by the Company (<https://evote.tr.mufg.jp/>) and indicate your vote for or against the proposals in accordance with the guidance on the web. Additionally, when following the steps, please confirm the details in "Guide to the Exercise of Voting Rights via the Internet" (page 20 to page 21).

1. Date and Time: Tuesday, June 26, 2018 at 10:00 a.m. Japan time (reception begins at 9:00 a.m.)

2. Place: "Viale Hall," 4F, Viale Osaka
1-3, 3-chome, Azuchimachi, Chuo-ku, Osaka-shi, Osaka

The venue differs from the previous meeting. Please see the "Guide Map to the Venue for the General Meeting of Shareholders" (Japanese only) at the end of this notice.

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 119th Fiscal Year (April 1, 2017 - March 31, 2018) 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 119th Fiscal Year (April 1, 2017 - March 31, 2018)

Proposals to be resolved:

- Proposal 1:** Distribution of Surplus
Proposal 2: Election of Fourteen (14) Directors

Additionally, other matters regarding the convocation for this Annual General Meeting of Shareholders are indicated in "Guide to the Exercise of Voting Rights, etc." (page 20).

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Distribution of Surplus

The Company views return of profits to its shareholders as one of its most important policies. Concerning dividends, while securing funds for research and development, capital investment, etc., that are necessary for future growth, the Company's basic policy is to implement dividends according to business results in a stable and continuous manner from a medium- to long-term viewpoint. Specifically, when determining dividends, the consolidated dividend payout ratio is emphasized, taking into consideration cash flow conditions.

Matters concerning year-end dividends

Concerning year-end dividends for the fiscal year under review, the Company proposes dividends of 7.50 yen per share (15.00 yen per share when combined with previously paid-out interim dividends).


- (1) Type of dividend property
Cash
- (2) Matters concerning the allotment of dividend property to shareholders and the total amount
7.50 yen per common share of the Company
(Of which, an ordinary dividend of 5.00 yen and a commemorative dividend of 2.50 yen to celebrate the 100th anniversary of the Company's founding)
Total amount: 3,987,182,955 yen
- (3) Effective date of distribution of surplus
June 27, 2018


Proposal 2: Election of Fourteen (14) Directors


The terms of office of all 14 Directors will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of 14 Directors is proposed. The candidates are as follows:

No.	Name
1	Hiroshi Ohkubo <input type="checkbox"/> Reappointment
2	Hironori Inoue <input type="checkbox"/> Reappointment
3	Yoshinori Terasaka <input type="checkbox"/> Reappointment
4	Keiji Ohashi <input type="checkbox"/> Reappointment
5	Hideaki Miyazawa <input type="checkbox"/> Reappointment
6	Itsuji Goto <input type="checkbox"/> Reappointment
7	Hiroshi Nakano <input type="checkbox"/> Reappointment
8	Hidefumi Tsuji <input type="checkbox"/> Reappointment
9	Takehiko Umemoto <input type="checkbox"/> Reappointment
10	Toshinori Shiratori <input type="checkbox"/> Reappointment
11	Kazuki Kawashima <input type="checkbox"/> Reappointment
12	Eiichi Ukai <input type="checkbox"/> Reappointment
13	Akira Wada <input type="checkbox"/> Reappointment <input type="checkbox"/> Outside Director
14	Noboru Tsuda <input type="checkbox"/> Reappointment <input type="checkbox"/> Outside Director


No.	Name (Date of birth)	Past experience, positions held and responsibilities at the Company, and significant concurrent positions		Number of shares of the Company held
1	 <p>Hiroshi Ohkubo (May 14, 1953)</p> <p><u>Reappointment</u></p> <p>Attendance at Board of Directors meetings: 18/18 (100%)</p>	<p>April 1977</p> <p>April 2004</p> <p>August 2009</p> <p>April 2010</p> <p>June 2010</p> <p>April 2011</p> <p>April 2012</p> <p>June 2012</p> <p>October 2012</p> <p>June 2013</p> <p>April 2014</p> <p>June 2014</p>	<p>Joined the Company</p> <p>Deputy General Manager, Finance Department</p> <p>Director, NTN Wälzlager (Europa) G.m.b.H.</p> <p>Executive Officer</p> <p>Finance and Accounting Department, Budgeting Department</p> <p>Accounting Department, Legal Department, Internal Audit Department</p> <p>Legal Department, Fair Trade Promoting Office, Internal Audit Department</p> <p>Director</p> <p>Corporate General Manager, Finance Headquarters CSR Department, Legal Department, Fair Trade Promoting Office, Internal Audit Department</p> <p>Managing Director Management Division</p> <p>Executive Vice President and Director Corporate Strategy Headquarters, Management Division</p> <p>President and Director (current position)</p>	72,900 shares
[Reasons for selection as a candidate for Director, etc.]				
<p>As stated above, Mr. Hiroshi Ohkubo possesses operational experience in areas such as the Finance Division and Overseas Division, and broad knowledge of company management for promoting business globally based on these achievements, and has served as President and Representative Director of the Company since June 2014. In the future, to lead management decision-making in the Board of Directors utilizing this experience and knowledge, etc., to promote the new DRIVE NTN100 Medium-term Management Plan, and to aim to continuously improve corporate value, the Company requests his continued election as a candidate for Director.</p>				


No.	Name (Date of birth)	Past experience, positions held and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
2	 <p>Hironori Inoue (July 29, 1951)</p> <p><u>Reappointment</u></p> <p>Attendance at Board of Directors meetings: 18/18 (100%)</p>	<p>April 1976 Joined the Company</p> <p>October 2005 Deputy Corporate General Manager, Monozukuri Headquarters</p> <p>January 2008 General Manager, OKAYAMA WORKS</p> <p>April 2009 Executive Officer</p> <p>November 2009 General Manager, KUWANA WORKS</p> <p>February 2010 Deputy Corporate General Manager, Industrial Machinery Business Headquarters (concurrently) General Manager, KUWANA WORKS</p> <p>June 2010 Director</p> <p>June 2011 Production, Engineering, Cost Planning, Logistics Division</p> <p>April 2012 Research, Development, Quality Management, Environmental Management, Production, Procurement, Cost Planning, Logistics Division</p> <p>June 2012 Managing Director Production, Procurement, Cost Planning, Logistics Division</p> <p>June 2013 Production, Procurement, Logistics, Cost Planning Division</p> <p>June 2014 Executive Director</p> <p>October 2014 Production, Human Resources, General Affairs, Global Personnel Training Division</p> <p>April 2015 Human Resources, Production Division</p> <p>June 2015 Executive Vice President and Director (current position) Human Resources Division Production Division</p> <p>October 2015 Human Resources Division Procurement, Logistics, Production Division</p> <p>April 2016 Natural Energy Product Business Department Human Resources Division (current position)</p> <p>April 2018 Composite Material Product Division (current position)</p>	59,100 shares
[Reasons for selection as a candidate for Director, etc.]			
As stated above, Mr. Hironori Inoue possesses operational experience in areas such as the Production Division and the Human Resources Division and broad knowledge based on these achievements, and has served as Executive Vice President and Representative Director of the Company since June 2015. In the future, to strengthen management decision-making functions in the Board of Directors utilizing this experience and knowledge, etc., and to aim to continuously improve corporate value, the Company requests his continued election as a candidate for Director.			

No.	Name (Date of birth)	Past experience, positions held and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
3	 <p data-bbox="193 685 405 741">Yoshinori Terasaka (August 30, 1959)</p> <p data-bbox="209 775 389 808">Reappointment</p> <p data-bbox="185 842 413 954">Attendance at Board of Directors meetings: 18/18 (100%)</p>	<p data-bbox="427 259 507 282">April 1983</p> <p data-bbox="427 293 507 315">August 2008</p> <p data-bbox="427 349 507 371">April 2011</p> <p data-bbox="427 405 507 427">April 2012</p> <p data-bbox="427 461 507 483">June 2013</p> <p data-bbox="427 495 507 517">April 2014</p> <p data-bbox="427 551 507 573">June 2014</p> <p data-bbox="427 607 507 629">October 2014</p> <p data-bbox="427 663 507 685">April 2015</p> <p data-bbox="427 719 507 741">June 2015</p> <p data-bbox="427 775 507 797">April 2016</p> <p data-bbox="427 831 507 853">April 2017</p> <p data-bbox="639 1267 1078 1323">(Significant concurrent positions) Chairman and Director, NTN USA CORP.</p>	39,700 shares
[Reasons for selection as a candidate for Director, etc.]			
As stated above, Mr. Yoshinori Terasaka possesses operational experience in areas such as the Research Division, Engineering Division and Business Division for the automotive market, and broad knowledge based on these achievements. In the future, to strengthen management decision-making functions in the Board of Directors utilizing this experience and knowledge, etc., and to aim to continuously improve corporate value, the Company requests his continued election as a candidate for Director.			

No.	Name (Date of birth)	Past experience, positions held and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
4	 <p>Keiji Ohashi (October 14, 1956)</p> <p><u>Reappointment</u></p> <p>Attendance at Board of Directors meetings: 18/18 (100%)</p>	<p>April 1979 Joined the Company</p> <p>April 2003 General Manager, Management Department, KUWANA WORKS</p> <p>April 2006 General Manager, Management Department, IWATA WORKS</p> <p>April 2007 Deputy General Manager, IWATA WORKS General Manager, Management Department, IWATA WORKS</p> <p>January 2008 General Manager, General Affairs Department</p> <p>April 2010 Executive Officer</p> <p>August 2010 General Manager, Human Resources General Affairs Department</p> <p>April 2011 General Manager, Human Resources, General Affairs Department</p> <p>April 2012 Human Resources, General Affairs Department</p> <p>June 2012 Director</p> <p>April 2014 Human Resources, General Affairs, Global Personnel Training Department</p> <p>June 2014 Managing Director (current position) Management Division</p> <p>October 2014 Management, Procurement, Logistics, Cost Planning Division</p> <p>April 2015 Corporate General Manager, Finance Headquarters General Affairs, Environment Division CSR Headquarters (current position)</p> <p>April 2016 Corporate General Manager, Finance Headquarters General Affairs, Environmental Management Department</p> <p>April 2018 Finance Headquarters, General Affairs, Environmental Management Department (current position)</p>	74,200 shares
[Reasons for selection as a candidate for Director, etc.]			
As stated above, Mr. Keiji Ohashi possesses operational experience in areas such as the Finance Division and the General Affairs Division, and broad knowledge based on these achievements. In the future, to strengthen management decision-making functions in the Board of Directors utilizing this experience and knowledge, etc., and to aim to continuously improve corporate value, the Company requests his continued election as a candidate for Director.			


No.	Name (Date of birth)	Past experience, positions held and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
5	 Hideaki Miyazawa (October 18, 1960) <u>Reappointment</u> Attendance at Board of Directors meetings: 18/18 (100%)	April 1983 Joined the Company October 2007 Deputy Corporate General Manager, Automotive Product Headquarters (concurrently) General Manager, Automotive Planning Department October 2009 Deputy General Manager, China Region October 2013 Deputy Corporate General Manager, Automotive Business Headquarters (concurrently) General Manager, Business Planning Department April 2014 Executive Officer June 2014 Director Deputy Corporate General Manager, Automotive Business Headquarters Americas Region October 2014 Deputy Corporate General Manager, Automotive Business Headquarters Americas Region, Europe & Africa Region April 2015 Corporate General Manager, Automotive Business Headquarters (current position) EV Module Business Headquarters, Europe & Africa Region June 2015 Managing Director (current position) Europe & Africa Region EV Module Business Headquarters April 2016 Europe & Africa Region, Electric Module Product Business Division (current position) EV Module Business Department (current position)	47,600 shares
[Reasons for selection as a candidate for Director, etc.]			
As stated above, Mr. Hideaki Miyazawa possesses operational experience in areas such as Business Divisions for the automotive market and Overseas Divisions, and broad knowledge based on these achievements. In the future, to strengthen management decision-making functions in the Board of Directors utilizing this experience and knowledge, etc., and to aim to continuously improve corporate value, the Company requests his continued election as a candidate for Director.			


No.	Name (Date of birth)	Past experience, positions held and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
6	 <p data-bbox="213 562 395 622">Itsuji Goto (June 24, 1959)</p> <p data-bbox="213 656 395 685"><u>Reappointment</u></p> <p data-bbox="185 719 416 837">Attendance at Board of Directors meetings: 18/18 (100%)</p>	<p data-bbox="427 259 1283 1256"> April 1982 Joined the Company April 2006 General Manager, Finance Department April 2007 General Manager, Management Department, KUWANA WORKS January 2009 Deputy General Manager, China Region General Manager, Management Department, NTN (CHINA) Investment Corp. April 2012 Executive Officer Business Administration Department, Accounting Department June 2012 Deputy Corporate General Manager, Automotive Business Headquarters Corporate Management Department, Accounting Department October 2012 Deputy Corporate General Manager, Automotive Business Headquarters (concurrently) Deputy Corporate General Manager, Finance Headquarters (concurrently) General Manager, Affiliated Company Management Department June 2013 Director Corporate General Manager, Finance Headquarters CSR Department, Legal Department, Fair Trade Promoting Office, Internal Audit Department April 2014 Corporate General Manager, Finance Headquarters CSR Department, Legal Department, Fair Trade Promoting Department, Internal Audit Department June 2014 Corporate General Manager, Finance Headquarters Internal Audit Department October 2014 Corporate General Manager, Finance Headquarters Procurement, Logistics, Cost Planning Division, China Region April 2015 Procurement, Logistics, Cost Planning Division, China Region April 2016 Procurement, Logistics, Cost Planning Division, China Region, Human Resources Division, Cost Planning Department, China Region (current position) June 2016 Managing Director (current position) </p>	59,600 shares
[Reasons for selection as a candidate for Director, etc.]			
As stated above, Mr. Itsuji Goto possesses operational experience in areas such as the Cost Planning and Overseas Divisions, and broad knowledge based on these achievements. In the future, to strengthen management decision-making functions in the Board of Directors utilizing this experience and knowledge, etc., and to aim to continuously improve corporate value, the Company requests his continued election as a candidate for Director.			


No.	Name (Date of birth)	Past experience, positions held and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
7	 <p>Hiroshi Nakano (October 2, 1962)</p> <p>Reappointment</p> <p>Attendance at Board of Directors meetings: 18/18 (100%)</p>	<p>April 1986 Joined the Company</p> <p>April 2008 General Manager, Legal Department</p> <p>April 2012 General Manager, Legal Department (concurrently) General Manager, Fair Trade Promoting Office</p> <p>October 2013 Executive Officer</p> <p>December 2013 General Manager, CSR Department (concurrently) General Manager, Legal Department (concurrently) General Manager, Fair Trade Promoting Office</p> <p>April 2014 Corporate General Manager, CSR Headquarters (concurrently) General Manager, CSR Department (concurrently) General Manager, Legal Department</p> <p>June 2014 Director (current position) Corporate General Manager, CSR Headquarters (current position)</p> <p>October 2014 Internal Audit, Examination Department</p> <p>April 2018 Internal Audit Department (current position)</p>	19,100 shares
[Reasons for selection as a candidate for Director, etc.]			
As stated above, Mr. Hiroshi Nakano possesses operational experience in areas such as the Legal Division, and broad knowledge based on these achievements. In the future, to strengthen management decision-making functions in the Board of Directors utilizing this experience and knowledge, etc., and to aim to continuously improve corporate value, the Company requests his continued election as a candidate for Director.			

No.	Name (Date of birth)	Past experience, positions held and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
8	 Hidefumi Tsuji (May 24, 1958) <u>Reappointment</u> Attendance at Board of Directors meetings: 18/18 (100%)	April 1981 Joined the Company October 2004 General Manager, Production Engineering Planning Department, Monozukuri Headquarters April 2009 President (concurrently) CEO, Shanghai NTN Corp. April 2011 Executive Officer Deputy General Manager, China Region April 2012 Deputy Corporate General Manager, China Business Headquarters (concurrently) Deputy General Manager, China Region April 2013 Senior Executive Officer Corporate General Manager, China Business Headquarters (concurrently) General Manager, China Region October 2013 General Manager, China Region June 2015 Director (current position) Production Division, ASEAN & Oceania Region, India & West Asia Region April 2016 Production Division, Procurement, Logistics Department, ASEAN & Oceania Region, India & West Asia Region June 2017 Production Division, Procurement, Logistics Department April 2018 Production Division, Procurement Headquarters (current position)	38,100 shares
[Reasons for selection as a candidate for Director, etc.]			
As stated above, Mr. Hidefumi Tsuji possesses operational experience in areas such as the Production Division and Overseas Divisions, and broad knowledge based on these achievements. In the future, to strengthen management decision-making functions in the Board of Directors utilizing this experience and knowledge, etc., and to aim to continuously improve corporate value, the Company requests his continued election as a candidate for Director.			

No.	Name (Date of birth)	Past experience, positions held and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
9	 <p>Takehiko Umemoto (March 7, 1957)</p> <p><u>Reappointment</u></p> <p>Attendance at Board of Directors meetings: 16/18 (88.8%)</p>	<p>April 1980 Joined the Company</p> <p>April 2007 General Manager, Product Design Department, Industrial Product Headquarters</p> <p>August 2009 General Manager, Applied Design Department, Industrial Product Headquarters</p> <p>April 2010 General Manager, Industrial Engineering Department, Industrial Business Headquarters</p> <p>April 2011 Executive Officer Deputy Corporate General Manager, Industrial Business Headquarters (concurrently) General Manager, Industrial Engineering Department</p> <p>April 2012 Deputy Corporate General Manager, China Business Headquarters (concurrently) Deputy General Manager, China Region</p> <p>April 2013 Deputy Corporate General Manager, Automotive Business Headquarters Precision Equipment Business Division</p> <p>August 2013 Deputy Corporate General Manager, Automotive Business Headquarters (concurrently) Corporate General Manager, EV Module Business Headquarters</p> <p>April 2014 Senior Executive Officer</p> <p>April 2015 Deputy Corporate General Manager, Automotive Business Headquarters (concurrently) Corporate General Manager, EV Module Business Headquarters Quality Management Division</p> <p>June 2015 Director (current position)</p> <p>April 2016 Deputy Corporate General Manager, Automotive Business Headquarters (concurrently) General Manager, EV Module Business Department Quality Management Division</p> <p>April 2017 Deputy Corporate General Manager, Automotive Business Headquarters (concurrently) General Manager, EV Module Business Department Quality Assurance Headquarters (current position)</p> <p>June 2017 General Manager, EV Module Business Department (current position)</p>	33,700 shares
[Reasons for selection as a candidate for Director, etc.]			
As stated above, Mr. Takehiko Umemoto possesses operational experience in areas such as Business Divisions for the industrial machinery market and technical divisions, and broad knowledge based on these achievements. In the future, to strengthen management decision-making functions in the Board of Directors utilizing this experience and knowledge, etc., and to aim to continuously improve corporate value, the Company requests his continued election as a candidate for Director.			


No.	Name (Date of birth)	Past experience, positions held and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
10	 <p>Toshinori Shiratori (July 13, 1958)</p> <p><u>Reappointment</u></p> <p>Attendance at Board of Directors meetings: 17/18 (94.4%)</p>	<p>April 1982 Joined the Company</p> <p>April 2005 General Manager, Production Planning Department, Production Headquarters</p> <p>November 2007 General Manager, Human Resources Department, Human Resources Headquarters</p> <p>August 2010 Deputy Corporate General Manager, Corporate Strategy Headquarters</p> <p>December 2010 Deputy Corporate General Manager, Corporate Strategy Headquarters (concurrently) General Manager, Information Planning Department</p> <p>April 2011 Executive Officer Deputy Corporate General Manager, Corporate Strategy Headquarters (concurrently) General Manager, Corporate Planning Department (concurrently) General Manager, Information Planning Department</p> <p>April 2012 Corporate General Manager, Corporate Strategy Headquarters (concurrently) General Manager, Corporate Planning Department (concurrently) General Manager, Information Planning Department</p> <p>June 2013 Corporate General Manager, Corporate Strategy Headquarters (concurrently) General Manager, Information Planning Department</p> <p>April 2015 Corporate General Manager, Corporate Strategy Headquarters (current position)</p> <p>June 2015 Director (current position)</p>	25,100 shares
[Reasons for selection as a candidate for Director, etc.]			
As stated above, Mr. Toshinori Shiratori possesses operational experience in areas such as the Human Resources Division and the Corporate Strategy Division, and broad knowledge based on these achievements. In the future, to strengthen management decision-making functions in the Board of Directors utilizing this experience and knowledge, etc., and to aim to continuously improve corporate value, the Company requests his continued election as a candidate for Director.			

No.	Name (Date of birth)	Past experience, positions held and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
11	 Kazuki Kawashima (November 5, 1956) <u>Reappointment</u> Attendance at Board of Directors meetings: 18/18 (100%)	April 1980 Joined the Company July 2005 General Manager, Automotive Engineering Department, Automotive Product Headquarters October 2011 Deputy Corporate General Manager, Industrial Business Headquarters , General Manager, NAGANO WORKS January 2014 Deputy Corporate General Manager, Industrial Business Headquarters April 2014 Executive Officer Deputy Corporate General Manager, Industrial Business Headquarters (concurrently) General Manager, Cost Planning Department October 2014 Corporate General Manager, Industrial Business Headquarters (current position) June 2015 Director (current position) April 2016 Composite Material Product Division April 2018 Natural Energy Product Business Department (current position)	28,500 shares
[Reasons for selection as a candidate for Director, etc.]			
As stated above, Mr. Kazuki Kawashima possesses operational experience in areas such as Business Divisions for the automotive market and Business Divisions for the industrial machinery market, and broad knowledge based on these achievements. In the future, to strengthen management decision-making functions in the Board of Directors utilizing this experience and knowledge, etc., and to aim to continuously improve corporate value, the Company requests his continued election as a candidate for Director.			

No.	Name (Date of birth)	Past experience, positions held and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
12	 Eiichi Ukai (February 1, 1957) <u>Reappointment</u> Attendance at Board of Directors meetings: 13/13 (100%)	April 1980 Joined the Company April 2001 General Manager, Quality Assurance Department, OKAYAMA WORKS February 2003 General Manager, Quality Assurance Department, IWATA WORKS January 2005 General Manager, Quality Assurance Department February 2006 General Manager, Quality Assurance Department, TAKARAZUKA WORKS January 2007 Deputy Corporate General Manager, TAKARAZUKA WORKS (concurrently) General Manager, Quality Assurance Department, TAKARAZUKA WORKS February 2009 General Manager, Quality Assurance Department April 2011 Executive Officer April 2012 Deputy Corporate General Manager, Automotive Business Headquarters (concurrently) General Manager, OKAYAMA WORKS June 2013 Deputy Corporate General Manager, ASEAN & Oceania Region, India & West Asia Region (concurrently) General Manager, Business Planning Department (concurrently) General Manager, ASEAN & Oceania Region October 2013 General Manager, ASEAN & Oceania Region, (concurrently) General Manager, India & West Asia Region April 2014 Senior Executive Officer June 2017 Director (current position) Aftermarket Business Headquarters, ASEAN & Oceania Region, India & West Asia Region, NTN KOREA Co., LTD. (current position)	41,800 shares

[Reasons for selection as a candidate for Director, etc.]

As stated above, Mr. Eiichi Ukai possesses operational experience in areas such as Quality Assurance and Overseas Divisions, and broad knowledge based on these achievements. In the future, to strengthen management decision-making functions in the Board of Directors utilizing this experience and knowledge, etc., and to aim to continuously improve corporate value, the Company requests his continued election as a candidate for Director.

No.	Name (Date of birth)	Past experience, positions held and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
13	 <p data-bbox="181 613 389 674">Akira Wada (January 17, 1945)</p> <p data-bbox="201 674 370 703">Reappointment</p> <p data-bbox="193 741 378 770">Outside Director</p> <p data-bbox="172 808 399 920">Attendance at Board of Directors meetings: 18/18 (100%)</p>	<p data-bbox="416 255 975 284">April 1967 Joined Hitachi Zosen Corporation</p> <p data-bbox="416 284 815 313">June 2001 Executive Officer</p> <p data-bbox="416 313 922 342">June 2003 Managing Executive Officer</p> <p data-bbox="416 342 826 371">June 2005 Managing Director</p> <p data-bbox="416 371 1281 495">December 2005 General Manager of Environment Business Headquarters Responsible for Business and Product Development Center, Quality Assurance Division, Environmental Management & Safety Department (concurrently) General Manager</p> <p data-bbox="416 495 943 524">April 2006 Advisor (retired in June 2006)</p> <p data-bbox="416 524 1155 584">June 2006 Full-time Corporate Auditor, NICHIZOTECH INC. (retired in June 2010)</p> <p data-bbox="416 584 1043 613">June 2011 Director, the Company (current position)</p>	39,400 shares

[Reasons for selection as a candidate for Outside Director, etc.]

As stated above, Mr. Akira Wada possesses broad knowledge based on extensive experience in the management of other companies. In the future, by securing validity and legality of management through supervision of management of the Company from an independent standpoint and receiving appropriate advice and suggestions utilizing this experience and knowledge, etc., the Company aims to strengthen management decision-making functions in the Board of Directors and thus requests his continued election as a candidate for Outside Director.

No.	Name (Date of birth)	Past experience, positions held and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
14	 Noboru Tsuda (November 25, 1949) <u>Reappointment</u> <u>Outside Director</u> Attendance at Board of Directors meetings: 18/18 (100%)	April 1973 Joined Mitsubishi Kasei Industries Corporation (currently Mitsubishi Chemical Corporation) June 2005 Executive Officer (retired in April 2009) October 2005 Executive Officer, Mitsubishi Chemical Holdings Corporation April 2009 Managing Executive Officer April 2013 Senior Managing Executive Officer Member of the Board, Mitsubishi Rayon Co., Ltd. (currently Mitsubishi Chemical Corporation) (retired in April 2015) June 2013 Member of the Board, Senior Managing Executive Officer, Mitsubishi Chemical Holdings Corporation April 2014 Member of the Board (Representative Director), Vice President Executive Officer June 2015 Advisor (retired in June 2016) June 2016 Director, the Company (current position) Outside Director of Tokyu Fudosan Holdings Corporation (current position)	12,700 shares

[Reasons for selection as a candidate for Outside Director, etc.]

As stated above, Mr. Noboru Tsuda possesses broad knowledge based on extensive experience in the management of other companies. In the future, by securing validity and legality of management through supervision of management of the Company from an independent standpoint and receiving appropriate advice and suggestions utilizing this experience and knowledge, etc., the Company aims to strengthen management decision-making functions in the Board of Directors and thus requests his continued election as a candidate for Outside Director.

- (Notes)
1. There are no special interests between each candidate and the Company.
 2. Messrs. Akira Wada and Noboru Tsuda are candidates for Outside Director as stipulated in Article 2, Item 15 of the Companies Act.
 3. Messrs. Akira Wada and Noboru Tsuda currently serve as Outside Directors of the Company, and their terms of office as Outside Directors will be seven years and two years, respectively, at the conclusion of this year's Annual General Meeting of Shareholders.
 4. Messrs. Akira Wada and Noboru Tsuda have been defined as Independent Board Members under the stipulations of the Tokyo Stock Exchange, Inc., and has been submitted as such. Additionally, it is scheduled to define Mr. Noboru Tsuda as an Independent Board Member under the stipulations of said Exchange, and submit as such.
 5. Both Messrs. Akira Wada and Noboru Tsuda satisfy the Company's Standards Regarding Independent Outside Directors and Independent Outside Audit & Supervisory Board Members (page 18 to page 19).
 6. The Company has concluded an agreement with Messrs. Akira Wada and Noboru Tsuda as stipulated in Article 427, Paragraph 1 of the Companies Act to limit their liability pursuant to Article 423, Paragraph 1 of the same Act. If the reappointment is approved, the Company plans to conclude the same agreement with them. Furthermore, the maximum amount of liability pursuant to the agreement is the amount stipulated by laws and regulations.
 7. Mr. Noboru Tsuda is scheduled to retire as Director of Tokyu Fudosan Holdings Corporation at the Ordinary General Meeting of Shareholders of said company scheduled to be held in June 2018.

(Reference)

Standards Regarding Independent Outside Directors and Independent Outside Audit & Supervisory
Board Members

To secure appropriate corporate governance, the Company has established proprietary “Standards Regarding Independent Outside Directors and Independent Outside Audit & Supervisory Board Members” that concern the disposition and independence of Outside Board Members.

The contents are as follows.

Article 1 (Conditions for Outside Board Members)

Conditions for Outside Directors and Outside Audit & Supervisory Board Members of the Company (hereinafter “Outside Board Members”) shall be defined via these standards.

Article 2 (Conditions for Disposition)

Within the Company Group (the Company and its subsidiaries; hereinafter the same), which conducts business on a global scale, Outside Board Members must not only strengthen corporate governance, but have required dispositions to aim for global business expansion, namely, achievements as a corporate manager, attorney, certified public accountant, or academic, etc., and possess a wealth of experience and specialized knowledge.

Article 3 (Conditions for Independence)

1. Outside Board Members, in order to secure independence from the Company Group, must be in adherence with all of the following items.

- (1) He or she must not be a Director involved in business execution (as defined by Article 2, Item 15 of the Companies Act [in the event that the Companies Act is amended, the same stipulation in the post-amended Article]), an Executive Officer, an Accounting Advisor, or an employee (hereinafter “a Director involved in business execution, etc.”) of the Company Group, and must also have not been a Director involved in business execution, etc., of the Company Group for ten (10) years prior to assuming office.
- (2) At the time of assuming office and for three (3) years prior, none of the following may apply.
 - a. i. A major shareholder of the Company Group or a Director who is not a Director involved in business execution or a Director involved in business execution, etc., of a major shareholder organization of the Company Group (defined as an entity that holds 10% or more of the total voting rights, including in the form of indirect holdings; hereinafter the same)
 - ii. A Director involved in business execution, etc. of an organization of which the Company Group is the major shareholder
 - b. A main lender of the Company Group or a Director involved in business execution, etc. of an organization that is a main lender of the Company Group (defined as an entity that is a lender of the Company Group’s liabilities that is equal to or greater than 2% of the Company Group’s total assets as of the closing date of the most recent fiscal year)
 - c. A Director involved in business execution, etc. of the lead underwriting firm of the Company Group
 - d. i. A main customer or a Director involved in business execution, etc. of an organization that is a main customer of the Company Group (defined as a customer from which the Company Group has received monetary compensation in exchange for goods or services within the most recent three (3) fiscal years that is equal to or greater than 2% of consolidated net sales for the most recent fiscal year of the Company Group)
 - ii. A main supplier or a Director involved in business execution, etc. of an organization that is a main supplier of the Company Group (defined as a supplier for which the Company Group has provided monetary compensation in exchange for goods or services within the most recent three (3) fiscal years that is equal to or greater than 2% of consolidated net sales for the most recent fiscal year of the supplier)
 - e. A person affiliated with the Company Group’s Accounting Auditor
 - f. Separate from compensation as an Outside Board Member, a person who has received 10 million yen or more in monetary or other compensation from the Company Group within any of

- the three (3) most recent fiscal years for consulting, accounting, or legal services, or a person affiliated with an organization that has received significant monetary or other compensation within the any of the three (3) most recent fiscal years (defined as either 10 million yen or more, or 2% or more of the net sales or revenue of said organization for its fiscal year, whichever is greater).
- g. A person who has received a significant donation from the Company Group within any of the three (3) most recent fiscal years (defined as 10 million yen or more per fiscal year), or a person affiliated with an organization that has received a significant donation
 - h. A person under mutual association with an Officer of the Company Group (defined as a person that is affiliated with an organization to which an Officer or employee of the Company Group was an existing Officer, etc. subsequently becoming an Officer of the Company Group)
- (3) He or she must not be a relative (defined as a spouse or relative within the second degree, etc.) to any of the following persons.
- a. At the time of assuming office, a person who is a Director involved in business execution, etc., or, a person who was a Director involved in business execution, etc. of the Company Group within the previous ten (10) years
 - b. A person to which any of the items in Item (2) applies (excluding unimportant employees and affiliated persons)
2. Even in the event that the previous conditions are not met, if it is the case where it can be determined that there will be no conflicts of interest between the person to be appointed as Outside Board Member and general shareholders, and if the decision is unanimous among all Outside Board Members that satisfy the previous conditions, only in cases where the conditions of the Companies Act are met, the person may be appointed as an Outside Board Member. In this case, reasoning for the application and rationale, etc., for the appointment will be made clear in the Reference Documents for the General Meeting of Shareholders, Securities Report, etc.

Guide to the Exercise of Voting Rights, etc.

1. In the event that revisions to the Reference Documents for the General Meeting of Shareholders or the Attached Documents are required, such revision will be made available on the Company's website (<http://www.ntn.co.jp>).
2. If a vote for or against a proposal is not indicated on the Voting Rights Exercise Form, the vote will be treated as an affirmative vote for the proposal.
3. The deadline for the exercise of voting rights via the Internet shall be the close of the business day (5:25 p.m.) on Monday, June 25, 2018.
4. If voting rights are exercised both via the Voting Rights Exercise Form and via the Internet, the voting right exercised via the Internet shall be deemed valid.
5. If voting rights are exercised multiple times via the Internet, the last vote cast shall be deemed the valid execution of voting rights. Additionally, if voting rights are exercised both via personal computer or smartphone and mobile phone, the last vote cast shall be deemed valid.

Guide to the Exercise of Voting Rights via the Internet

If exercising voting rights via the Internet, please confirm the following items before exercising your vote. If attending the General Meeting of Shareholders on the day of the meeting, it is not necessary to exercise your voting rights either via mail (Voting Rights Exercise Form) or the Internet.

1. About the Voting Rights Exercise Website

- (1) Voting rights may only be exercised via the Internet by accessing the Voting Web Site designated by the Company (<https://evote.tr.mufg.jp/>) from a personal computer, smartphone, or mobile phone (i-mode, EZweb, Yahoo! Keitai) * (However, the service will be unavailable between the hours of 2 a.m. to 5 a.m. daily).
(* "i-mode" is a registered trademark of NTT DOCOMO, INC., "EZweb" is a registered trademark of KDDI CORPORATION, and Yahoo! is a registered trademark of United States-based Yahoo! Inc.)
- (2) Exercise of voting rights via personal computer or smartphone, depending upon your Internet environment, may not be possible if using a firewall, if using antivirus software, if using a proxy server, or if TLS encrypted transmission is not designated when connecting to the Internet.
- (3) Exercise of voting rights via mobile phone must be performed via either i-mode, EZweb, or Yahoo! Keitai. For security reasons, you cannot vote by a mobile phone that does not have functions of TLS encrypted transmission or transmission of mobile phone information.
- (4) Although the deadline for the exercise of voting rights via the Internet shall be the close of the business day (5:25 p.m.) on Monday, June 25, 2018, it is recommended to exercise ahead of time, and contact the Help Desk recorded on page 21 with any questions.

2. About the Exercise of Voting Rights via the Internet

- (1) Access the Voting Web Site (<https://evote.tr.mufg.jp/>) via personal computer, smartphone, or mobile phone, utilize the "log-in ID" and "provisional password" printed on the Voting Rights Exercise Form, and proceed in accordance with the guidance on the web.
- (2) In order to prevent unauthorized access by third parties other than the specific shareholder ("spoofing") or unauthorized alterations of exercised voting rights, shareholders will be asked to change the "provisional password" on the Voting Web Site. We appreciate your understanding.
- (3) A new "log-in ID" and "provisional password" will be provided at each convocation of General Meeting of Shareholders.

3. Multiple Exercise of Voting Rights

- (1) If voting rights are exercised multiple times both via mail and the Internet, the voting rights exercised via the Internet shall be deemed valid. We appreciate your understanding.
- (2) When exercising voting rights via the Internet multiple times, the last vote cast shall be deemed valid. Additionally, if voting rights are exercised both via personal computer or smartphone and mobile phone, the last vote cast shall be deemed valid.

4. Fees Associated with Accessing the Voting Web Site

Fees associated with accessing the Voting Web Site (Internet connection fees, etc.), shall be borne by the shareholder. Additionally, utilizing a mobile phone, etc. will require packet transmission fees and other mobile phone usage fees, but these shall be borne by the shareholder as well.

Inquiries Regarding the System, etc. Stock
Transfer Agency Department (Help Desk)
Mitsubishi UFJ Trust and Banking Corporation
Telephone: 0120-173-027
(Hours of operation: 9:00 to 21:00, toll free within Japan)

5. About the Electronic Voting Rights Exercise Platform

Concerning shareholders of record of trust banks, etc., (including standing proxies), if advance registration is made to utilize the Electronic Voting Rights Exercise Platform operated by ICJ, Inc., established by the Tokyo Stock Exchange, Inc., the platform in question may be utilized as a method to exercise voting rights via the Internet, etc., for the Company's General Meeting of Shareholders, other than the exercise of voting rights via the Internet detailed in 2. above.