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(Securities Code 5302)
March 6, 2015

To the Shareholders with Voting Rights:

Notice of the 156th Ordinary General Meeting of Shareholders

Dear Shareholders:

Notice is hereby given that the 156th Ordinary General Meeting of Shareholders of the Company will be held as described below. You are cordially invited to attend the meeting.

If you are unable to attend the meeting, you may exercise your voting rights in writing. In order to exercise your voting rights in writing, please review the Reference Documents for the General Meeting of Shareholders, indicate your approval or disapproval for the proposals on the enclosed Exercise of Voting Rights Form, and then return it to the Company by 5:30 p.m. on Friday, March 27, 2015.

Yours very truly,

Ikuo Ito
President and Representative Director

Nippon Carbon Co., Ltd.
6-1, Hatchobori 2-chome, Chuo-ku, Tokyo

Particulars

- 1. Date and time:** March 30, 2015 (Monday) at 10:00 a.m.
- 2. Place:** 8F Conference Room 801 at Tekko Kaikan 3-2-10, Nihonbashikayabacho, Chuo-ku, Tokyo
- 3. Agenda of the meeting:**
 - Matters to be reported:** Reports for the Business Report, the Consolidated Financial Statements, and the Non-consolidated Financial Statements for the 156th financial year (from January 1, 2014 to December 31, 2014), and Audit Reports of the Accounting Auditor and the Board of Corporate Auditors for the Consolidated Financial Statements

Proposals to be resolved:

- Proposal No.1: Approval of the proposed appropriation of surplus**
- Proposal No.2: Partial changes to the Articles of Incorporation**
- Proposal No.3: Election of eight (8) Directors**
- Proposal No.4: Election of one (1) Corporate Auditor**
- Proposal No.5: Election of one (1) Substitute Corporate Auditor**
- Proposal No.6: Renewal of countermeasures to large-scale acquisitions of shares**

4. Guide for the exercising of voting rights, etc.

- (1) If you do not indicate your vote of approval or disapproval for each proposal on the Exercise of Voting Rights Form, we will consider you to have approved any proposal on which you did not vote.
- (2) You may exercise your voting rights by appointing another shareholder with voting rights as your proxy. In this case, you may need a written submission (your letter of proxy and the like) to attest to the proxy rights.
- (3) Please refer to the Company's website (<http://www.carbon.co.jp/>) for any changes in the Reference Documents for the General Meeting of Shareholders and the Attached Documents.

If you attend the meeting on the day, you are kindly requested to hand over the enclosed Exercise of Voting Rights Form to us at the site reception.