

Securities Code: 6929
March 11, 2019

Nippon Ceramic Co., Ltd.
176-17, Hirooka, Tottori-shi, Tottori, Japan
Shinichi Taniguchi, President and CEO

Notice of the 44th Ordinary General Meeting of Shareholders

Dear shareholders,

We hereby give notice that the 44th Ordinary General Meeting of Shareholders shall be convened as outlined below, and invite you to attend.

However, if you are unable to attend the meeting in person, you may exercise your voting rights by a written proxy. We request you to review the attached documents with respect to the shareholders' meeting, and to indicate your agreement or disagreement with the proposals on the enclosed voting card. Please return it to ensure that it arrives no later than 3:00 p.m. on Wednesday, March 27, 2019, Japan time.

Details

1. Time & Date:

Thursday, March 28, 2019, 10:00 a.m., Japan time. (Registration begins at 9:00 a.m.)

2. Venue:

Torigin Cultural Hall (Tottori Prefectural Culture Hall), Conference Room 2
101-5, Shotokucho, Tottori-shi, Tottori, Japan

3. Purposes:

Items to Be Reported:

1. Business Report, Consolidated Financial Statements, and Auditing Reports of Accounting Auditor and Audit & Supervisory Committee for Consolidated Financial Statements, for the 44th fiscal year (January 1 to December 31, 2018)
2. Financial statements for the 44th fiscal year (January 1 to December 31, 2018)

Matters to Be Voted On:

- Proposal 1: Election of three (3) Directors (excluding Directors who are Members of the Audit and Supervisory Committee)
- Proposal 2: Election of Financial Auditor

4. Decision on Convocation:

Among the documents that are to be attached to this notice, the following have not been included because these have been posted on the Company's website, which is listed below, in accordance with legal statutes and with the provisions of Article 18 of the Company's Articles of Incorporation. Therefore, the documents attached to this notice constitute only part of the audited Consolidated Financial Statements prepared by the Audit and Supervisory Board for the internal audit report and part of the audited Consolidated Financial Statements and other financial documents prepared by the

Independent Auditor for the Independent Auditor's Report.

- Notes to the Consolidated Financial Statements
- Notes to the Non-consolidated Financial Statements

Notes:

*Attendees are requested to hand over the attached voting card at the conference hall registration desk.

*Attendees are requested to arrive at the venue ahead of time, since we expect the registration desk to be very busy at the meeting's start time.

*In the event that the reference materials for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements, or the Financial Documents are revised, such revisions shall be posted on the Company's website (<http://www.nicera.co.jp/>).

Reference Materials for the General Meeting of Shareholders

Proposal 1: Election of three (3) Directors (excluding Directors who are Members of the Audit and Supervisory Committee)

At the close of this General Meeting of Shareholders, the terms of office four (4) Directors (excluding Directors who are Members of the Audit and Supervisory Committee) will expire. Therefore, we propose the appointment of three (3) Directors (excluding Directors who are Members of the Audit and Supervisory Committee). Moreover, with respect to this proposal, we have received the approval of all of the Director candidates from the Audit and Supervisory Committee.

The candidates for Director (excluding Directors who are Members of the Audit and Supervisory Committee) position are as follows:

Candi- date number	Name (Date of birth)	Background, positions and responsibilities, and major concurrent positions	Number of Company shares owned
1	Shinichi Taniguchi (February 26, 1973) [Reappointment]	<p>July 1996 Joined the Company</p> <p>March 2002 Director of the Company</p> <p>April 2002 Concurrently, Executive Officer of the Company (Current position)</p> <p>January 2003 General Manager, Shanghai Nicera Sensor Co., Ltd.</p> <p>March 2006 Senior Managing Director of the Company</p> <p>March 2009 Representative Director of the Company (Current position)</p> <p>April 2011 Concurrently, Head of the General Affairs Department of the Company (Current position)</p> <p>February 2012 Concurrently, Head of the Corporate Planning Division of the Company (Current position)</p> <p>February 2014 President and CEO of the Company (Current position)</p> <p>[Other major concurrent positions] President and CEO, Taniguchi Kosan Co., Ltd. President and CEO, Nicera Kosan Co., Ltd. Chairperson, Kunshan Nicera Electrical Appliance Co., Ltd.</p>	444,025 shares
<p>[Reasons for Nomination] Mr. Shinichi Taniguchi has a wealth of experience in all areas of the Company, including production, development, sales, and overseas operations. He has led the Company as Representative Director since 2009, during which he guided the Group's management team and worked diligently to develop the Group's business. We nominate him as a candidate for reelection as Director because his wealth of experience and knowledge is deemed to be essential to the sustained improvement of the corporate value of Company.</p>			

Candidate number	Name (Date of birth)	Background, positions and responsibilities, and major concurrent positions	Number of Company shares owned
2	Eiki Fujiwara (November 18, 1961) [Reappointment]	June 1992 Joined the Company	1,000 shares
		April 2000 General Manager, Technology Group, Module Department	
April 2007 Executive Officer in charge of the Module Department of the Company			
March 2016 Concurrently, Director and Executive Officer of the Company (Current positions)			
January 2017 Head of the Module Department, Infrared Sensor Department, MEMS Research Department, and Module and Infrared Sensor Sales Management Department of the Company			
July 2018 Head of the Infrared Sensor Department and Infrared Sensor Sales Management Department of the Company (Current positions)			
<p>[Reasons for Nomination] Mr. Eiki Fujiwara, as the head of the Module department, has been contributing to the growth of the Company's sales and profits through his work in research and development. We nominate him as a candidate for reelection as Director because his wealth of experience and knowledge is deemed to be essential to the sustained improvement of the corporate value of Company.</p>			
3	Haruko Kawasaki (November 8, 1964) [Reappointment]	April 1987 Joined San-in Godo Bank	449,925 shares
		March 2013 Director of the Company (current position)	
January 2014 Resigned from San-in Godo Bank			
<p>[Reasons for Nomination] Ms. Haruko Kawasaki has long experience working for a financial institution and possesses considerable knowledge of administration and accounting. We nominate her as a candidate for reelection as Director because her wealth of experience and knowledge is deemed to be essential to the sustained improvement of the corporate value of Company</p>			

Note: There are no conflicts of interest between the Company and any of the candidates.

Proposal 2: Election of Financial Auditor

The Company's financial Auditor, Grant Thornton Taiyo LLC, is stepping down at the expiration of its term at the closing of the General Meeting of Shareholders.

Therefore, in accordance with the decision of the Audit and Supervisory Board, the Company is asking for approval to appoint PricewaterhouseCoopers Kyoto as its new financial auditor.

The Audit and Supervisory Board has selected PricewaterhouseCoopers Kyoto as its candidate for financial auditor because, in an overall consideration, the firm was deemed to have the appropriate independence, expertise, quality control system, audit fees, etc.

The candidate for independent auditor is as follows:

Name	PricewaterhouseCoopers Kyoto (PwC Kyoto)		
Main office	Kyoto Mitsui Building 7th Floor, Shijo Karasuma Higashiiru, Shimogyo-ku, Kyoto-city, Kyoto 600-8008		
History	March 2007: Established Kyoto office March 2013: Became a PwC member firm December 2016: Changed name to PwC Kyoto		
Overview	Capital	JPY 303 million	
	Staff composition members	Partners	28
		CPAs	97
		Personnel who passed the CPA exam	40
			Other
		Total	297
Number of Clients	301 (As of January 31, 2019)		

(Note) In the event that PwC Kyoto is appointed as proposed, the Company and PwC Kyoto are expected to enter into a Companies Act Article 423(1) limited liability contract in accordance with the provisions of Companies Act Article 427(1). The maximum amount of liability for damages under such contract shall be the maximum amount set forth by law.