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(Securities Code 6591)
June 12, 2019

To Shareholders with Voting Rights:

Ichizo Kobayashi
Director, President and Chief
Executive Officer
NISHISHIBA ELECTRIC CO., LTD.
1000 Hamada, Aboshi-ku, Himeji, Japan

**NOTICE OF
THE 94th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

You are cordially invited to attend the 94th Annual General Meeting of Shareholders of NISHISHIBA ELECTRIC CO., LTD. (the “Company”). The meeting will be held as described below.

If you are unable to attend the meeting, you may 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 4:45 p.m. Japan time on Wednesday, June 26, 2019.

- 1. Date and Time:** Thursday, June 27, 2019 at 10:00 a.m. Japan time
- 2. Place:** Training facility of the Company located at 1000 Hamada, Aboshi-ku, Himeji, Japan
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report, Consolidated Financial Statements for the Company’s 94th Fiscal Year (April 1, 2018 - March 31, 2019) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 94th Fiscal Year (April 1, 2018 - March 31, 2019)
 - Proposals to be resolved:**
 - Proposal 1:** Election of Eleven (11) Directors
 - Proposal 2:** Final Payment of Retirement Benefits in Conjunction with Abolition of Directors’ Retirement Benefits System
 - Proposal 3:** Determination of Compensation for Granting Restricted Stock to Directors

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- ◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
 - ◎ Among the documents to be provided with this Notice of Convocation, the Notes to the Consolidated Financial Statements and the Notes to the Non-consolidated Financial Statements are posted on the Company’s website (<http://www.nishishiba.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 documents distributed with this Notice of Convocation.
 - ◎ Should any revisions be required to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements and the Consolidated Financial Statements, the revised versions will be posted on the Company’s website (<http://www.nishishiba.co.jp/>).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1 : Election of Eleven (11) Directors

The terms of office of eleven (11) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of eleven (11) Directors is proposed.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (significant concurrent positions)	Number of shares of the Company held
1	Ichizo Kobayashi (August 2, 1957)	<p>April 1980 Joined TOSHIBA CORPORATION</p> <p>September 1984 Entered Master's Program, Graduate School of Engineering, Stanford University, USA, while employed by TOSHIBA CORPORATION</p> <p>January 1986 Completed Master's Program, Graduate School of Engineering, Stanford University, USA</p> <p>October 1998 Group Manager, Radio Wave Application Systems and Technologies Division, Komukai Operations, TOSHIBA CORPORATION</p> <p>April 2001 General Manager, Radio Wave Systems Marketing Department, Radio Wave and Space Systems Business Division</p> <p>April 2008 General Manager, Radio Wave Systems Business Division</p> <p>October 2013 General Manager, Group Business Collaboration Division, Social Infrastructure Systems Company</p> <p>June 2014 Chief Executive of Management Innovation, Social Infrastructure Systems Company</p> <p>April 2016 Chief Executive of Management Innovation, Infrastructure Systems & Solutions Company</p> <p>June 2017 Representative Director, President and Chief Executive Officer, the Company (to present)</p>	7,600
2	Naohisa Nakamura (December 17, 1959)	<p>April 1982 Joined TOSHIBA CORPORATION</p> <p>May 2010 General Manager, Accounting Division, Visual Products Company</p> <p>June 2011 Director and General Manager, Accounting Division, Toshiba IT & Control Systems Corporation</p> <p>June 2014 Director, Toshiba Accounting Service Corporation</p> <p>June 2015 Director in charge of Accounting, the Company</p> <p>April 2016 Director; Chief Financial Officer</p> <p>April 2017 Director; Chief Financial Officer, Vice General Manager, Competitive Cost Structural Reform Division</p> <p>June 2017 Director in charge of Business Planning; Chief Financial Officer, Vice General Manager, Competitive Cost Structural Reform Division</p> <p>June 2018 Director in charge of Business Planning; Chief Executive of Management Innovation, Chief Financial Officer, General Manager, Competitive Cost Structural Reform Division</p> <p>April 2019 Director in charge of Business Planning; Chief Executive of Management Innovation, Chief Financial Officer, General Manager, Competitive Cost Structural Reform Division, General Manager, Accounting Division (to present)</p>	5,700

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (significant concurrent positions)		Number of shares of the Company held
3	Takafumi Kuroda (October 23, 1962)	<p>April 1989</p> <p>April 2009</p> <p>April 2013</p> <p>April 2016</p> <p>June 2017</p> <p>June 2018</p> <p>April 2019</p>	<p>Joined Nishishiba Techno Co., Ltd. (currently Nishishiba Engineering Co., Ltd.)</p> <p>Chief Specialist in charge of Designing Group, Control System Division, the Company</p> <p>Group Manager in charge of Designing Group, Control System Division</p> <p>General Manager, Control System Division</p> <p>Director; Generating & Industrial System Vice Chief Operating Officer, General Manager, Control System Division</p> <p>Director; Chief Production Executive, Chief Procurement Executive, General Manager, Control System Division, Generating & Industrial System Vice Chief Operating Officer, Marine Electrical System Vice Chief Operating Officer</p> <p>Director; Chief Production Executive, Chief Procurement Executive, Generating & Industrial System Vice Chief Operating Officer, Marine Electrical System Vice Chief Operating Officer (to present)</p>	11,500
4	Yasuo Mochizuki (November 12, 1960)	<p>April 1984</p> <p>April 2003</p> <p>April 2011</p> <p>April 2014</p> <p>April 2017</p> <p>June 2017</p>	<p>Joined TOSHIBA CORPORATION</p> <p>General Manager, Government & Public System Department 1, Social Systems Division</p> <p>General Manager, Smart Facilities Department 1, Smart Community Division</p> <p>General Manager, Kanagawa Office, Kanto Branch</p> <p>Chief Marketing Executive, General Manager, Tokyo Branch, the Company</p> <p>Director; Chief Marketing Executive, General Manager, Tokyo Branch (to present)</p>	4,400
5	Yoshihei Senzaki (October 10, 1963)	<p>April 1989</p> <p>April 2011</p> <p>April 2013</p> <p>April 2014</p> <p>April 2015</p> <p>April 2016</p> <p>June 2016</p> <p>June 2017</p>	<p>Joined the Company</p> <p>Group Manager, Generating & Industrial System Division (in charge of Kansai Generating & Industrial System Sales Department) and Senior Manager, Chubu Office, Kansai Branch</p> <p>General Manager, Kansai Branch and Group Manager, Generating & Industrial System Division (in charge of Kansai Generating & Industrial System Sales Department)</p> <p>Vice General Manager, Generating & Industrial System Division and Group Manager, Generating & Industrial System Division (in charge of East Japan Generating & Industrial System Sales Department)</p> <p>General Manager, Generating & Industrial System Division</p> <p>General Manager, Generating & Industrial System Division</p> <p>Director; General Manager, Generating & Industrial System Division</p> <p>Director; Generating & Industrial System Chief Operating Officer, General Manager, Generating & Industrial System Division (to present)</p>	27,000
6	Satoshi Matsuzaki (August 15, 1963)	<p>April 1987</p> <p>April 2008</p> <p>April 2015</p> <p>April 2016</p> <p>June 2017</p> <p>June 2018</p>	<p>Joined the Company</p> <p>Senior Manager in charge of Generating & Industrial System Engineering, Generating System Division</p> <p>General Manager, Marine System Division</p> <p>General Manager, Engineering & Development Division</p> <p>Director; Chief Quality Executive, Chief Technology Executive, General Manager, Kansai Branch</p> <p>Director; Executive, Information & Business Strategy Division, Chief Quality Executive, General Manager, Information Technology Promotion Division (to present)</p>	19,500

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company (significant concurrent positions)		Number of shares of the Company held
7	Masakazu Goda (October 15, 1964)	April 1989 April 2003 April 2009 April 2017 June 2017 June 2018	Joined the Company Specialist, Marine System Sales Department, Marine System Division, Sales & Marketing Group Group Manager in charge of East Japan Marine System Sales Department, Marine System Division General Manager, Marine System Division Director; Marine Electrical System Vice Chief Operating Officer, General Manager, Marine System Division Director; Marine Electrical System Chief Operating Officer, General Manager, Marine System Division, General Manager, Kansai Branch (to present)	23,200
8	Masafumi Kokenawa (January 18, 1965)	April 1988 April 2005 April 2011 April 2014 April 2016 April 2017 April 2018 June 2018	Joined the Company Manager in charge of Generating & Control System Engineering Group, Generating System Operation Division Assistant to General Manager, Strategic Management Planning Division, General Director, Nishishiba Vietnam Co., Ltd. Group Manager, Generating & Industrial System Sales Department, Generating & Industrial System Division General Manager, Management Planning Division General Manager, Management Planning Division, General Manager, Renewals & Service Business Division General Manager, Management Planning Division, General Manager, Renewals & Service Business Division, General Manager, Information Technology Business Division Director; Chief Technology Executive, General Manager, System Engineering Division (to present)	14,800
9	Yoshiki Fujimoto (October 3, 1965)	April 1989 April 2007 April 2014 April 2017 June 2017 June 2018	Joined the Company Manager in charge of Generating & Control System Engineering Group, Generating System Operation Division Assistant to General Manager, Corporate Management Division, General Director, Nishishiba Vietnam Co., Ltd. Assistant to General Manager, Management Planning Division General Manager, Engineering & Development Division Director; Representative Director, President and Chief Executive Officer of Nishishiba Engineering Co., Ltd. (to present)	13,000
10	Jun Takatani (August 15, 1968)	April 1991 August 2009 April 2013 June 2018 June 2018	Joined TOSHIBA CORPORATION Group Manager, Human Resources, Employee Relations & Welfare Group, Administration Department, Toshiba Industrial Products Manufacturing Corporation Group Manager, General Affairs Group, Administration Division, Toshiba Insurance Service Corporation Assistant to Representative Director, President and Chief Executive Officer, the Company Director; General Manager, Export Control Division, General Manager, Administration Division (to present)	1,600
11	Sadao Degawa (July 20, 1951)	April 1977 April 2008 June 2009 April 2011 April 2012 October 2015 April 2016 June 2016 June 2016 June 2018	Joined IHI Corporation("IHI") Executive Officer, General Manager, Corporate Research & Development Director; Executive Officer, General Manager, Corporate Research & Development Director; Managing Executive Officer, General Manager, Corporate Research & Development Executive Vice President Executive Vice President; Senior Executive Officer in charge of Social Infrastructure & Offshore Structure Business Area, President of Offshore Project & Steel Structures Operations Director Advisor (to present) Director, the Company (to present) Director, The Japan Steel Works, Ltd. (to present)	0

(Notes)

1. There are no special interests between the candidates for Directors and the Company.
2. Mr. Sadao Degawa is a candidate for Outside Director.
3. Mr. Sadao Degawa has long served as a Director of IHI. The Company judged that he can carry out the duties of Outside Director appropriately based on his wealth of experience as a manager and wide range of knowledge.
4. During Mr. Sadao Degawa was in office as a Director of IHI, it became clear that inadequate practices had been occurred in IHI's Civil Aero Engine Maintenance Business. In this regard, IHI received an order under the Aircraft Manufacturing Industry Act from the Ministry of Economy, Trade and Industry to carry out repairment in accordance with the approved repair methods in March 2019. In addition, IHI received a business improvement order under the Civil Aeronautics Act from the Ministry of Land, Infrastructure, Transport and Tourism in April 2019.
5. Mr. Sadao Degawa, a candidate for Outside Director, is currently an Outside Director of the Company. It will have been three years since his appointment as Outside Director as of the conclusion of this General Meeting of Shareholders.
6. The Company has notified Tokyo Stock Exchange that Mr. Sadao Degawa has been appointed as Independent Director based on the requirements set forth by Tokyo Stock Exchange. He will continue to be an Independent Director if his appointment is approved as originally proposed.
7. The Company has entered into an agreement with Mr. Sadao Degawa to limit his liability pursuant to Article 427, Paragraph 1 of the Companies Act and will continue the agreement if his reappointment is approved. The maximum amount of liability pursuant to the agreement is the amount stipulated by laws and regulations.
8. The company name of TOSHIBA CORPORATION prior to March 1984 was Tokyo Shibaura Electric Co., Ltd.
9. The company name of IHI Corporation prior to July 2007 was Ishikawajima-Harima Heavy Industries Co., Ltd.

Proposal 2: Final Payment of Retirement Benefits in Conjunction with Abolition of Directors' Retirement Benefits System

The Company reviewed its compensation system for Directors and Corporate Auditors as part of the corporate governance reform, and resolved at the Board of Directors held on May 17, 2019 to abolish the retirement benefits system for Directors excluding Outside Directors and Corporate Auditors (excluding Part-time Corporate Auditors) at the conclusion of this General Meeting of Shareholders.

Accordingly, the Company proposes to pay final retirement benefits to the Directors and Corporate Auditors who remain in office at the conclusion of this General Meeting of Shareholders and are eligible for the directors' retirement benefits system, for their respective terms of office until the conclusion of this General Meeting of Shareholders within the range of a reasonable amount and in accordance with the standards prescribed by the Company.

The timing of payment shall be upon retirement of each Director and Corporate Auditor of the Company. It is proposed that details including the amount and method of payment of the benefits be left to the discretion of the Board of Directors for Directors and determined through discussion by Corporate Auditors for Corporate Auditors.

Brief career summaries of the Directors and Corporate Auditors who are eligible for receiving the final retirement benefits are as follows:

Name	Brief career summary	
Ichizo Kobayashi	June 2017	Representative Director, President and Chief Executive Officer, the Company (to present)
Naohisa Nakamura	June 2015	Director, the Company (to present)
Takafumi Kuroda	June 2017	Director, the Company (to present)
Yasuo Mochizuki	June 2017	Director, the Company (to present)
Yoshihei Senzaki	June 2016	Director, the Company (to present)
Satoshi Matsuzaki	June 2017	Director, the Company (to present)
Masakazu Goda	June 2017	Director, the Company (to present)
Masafumi Kokenawa	June 2018	Director, the Company (to present)
Yoshiki Fujimoto	June 2018	Director, the Company (to present)
Yoshitomo Kanno	June 2018	Full-time Corporate Auditor, the Company (to present)

Proposal 3: Determination of Compensation for Granting Restricted Stock to Directors

The amount of compensation and other payments for the Company's Directors were approved to be within 108 million yen per annum (not including employee salaries) at the 82nd Annual General Meeting of Shareholders held on June 28, 2007.

At this time, as part of a review of the compensation system for directors, the Company proposes to newly provide the Company's Directors (excluding Outside Directors) (the "Eligible Directors") with compensation for granting restricted stock, in order to promote stable and long-term shareholding by directors and provide incentives for sustained growth of the Company's corporate value, and in addition, to further promote shared values between the Eligible Directors and shareholders, separately from the above amount of compensation.

In accordance with this proposal, the compensation to be provided to the Eligible Directors for granting restricted stock shall be monetary claims (the "Monetary Compensation Claims"), and the total amount shall be within 25 million yen per annum, which is deemed reasonable by taking into consideration the above purposes. In addition, the specific timing and allocation of the payment to each Eligible Director shall be determined at the Board of Directors. Compensation shall not be provided to the Outside Directors for granting restricted stock.

It is proposed that the above amount of compensation shall not include employee salaries of the Eligible Directors who serve concurrently as employees.

Currently, the number of Directors is eleven (11) (including one (1) Outside Director). If Proposal 1 "Election of Eleven (11) Directors" is approved and adopted as proposed, the number of Directors will be eleven (11) (including one (1) Outside Director).

The Eligible Directors shall pay all Monetary Compensation Claims to be provided based on this proposal in the form of property contributed in kind, in accordance with the resolution of the Board of Directors, and shall, in return, receive common stock of the Company that shall be issued or disposed of by the Company. The total number of common stock issued or disposed of by the Company shall be not more than 261,000 shares per annum (however, from the date this proposal is approved and adopted onward, in the event of the implementation of a stock split (including the gratis allocation of common stock of the Company) or a stock consolidation of the common stock of the Company, or in other situations in which it becomes necessary to adjust the total number of common stock of the Company issued or disposed of as restricted stock, the total number of shares shall be adjusted to the extent reasonable.)

The amount to be paid per share shall be determined by the Board of Directors based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of each resolution of the Board of Directors (if there is no closing price on such date, the closing price of the closest preceding trading day), which will be within the range not specially advantageous to the Eligible Directors receiving the common stock. In addition, for the issuance or disposal of the common stock of the Company in association with this matter, an agreement on allotment of the restricted stock which includes the following terms (the "Allotment Agreement") shall be entered into between the Company and each Eligible Director.

(1) Transfer restriction period

The Eligible Directors must not transfer, or use as collateral, or otherwise dispose of the common stock of the Company allotted under the terms of the Allotment Agreement (the "Allotted Shares") for 30 years from the date the Eligible Directors receive allotments under the Allotment Agreement (the "Restriction Period"), (the "transfer restrictions").

(2) Treatment on retirement from the position

If an Eligible Director retires from his/her position as a Director of the Company or its subsidiaries before the Restriction Period expires, the Company shall automatically acquire such Allotted Shares without contribution, unless the reason for his/her retirement is the expiration of the term of his/her office, death, or any other justifiable reason.

(3) Lifting of the transfer restrictions

Notwithstanding the provisions in (1) above, the Company shall lift the transfer restrictions of all of the Allotted Shares upon expiration of the Restriction Period, on the condition that the Eligible Director has remained in the position as a Director of the Company or its subsidiaries throughout the Restriction Period. However, if, due to the expiration of the term of his/her office, death, or any other justifiable reason as defined in (2) above, Eligible Directors retire from the positions defined in (2) above before the Restriction Period expires, the number of Allotted Shares from which transfer restrictions are to be lifted, and the timing of lifting, shall be adjusted as necessary to the extent reasonable. In addition, in accordance with the provisions above, the Company shall automatically acquire without contribution the Allotted Shares on which the transfer restrictions have not been lifted as of the time immediately after the transfer restrictions were lifted.

(4) Treatment during reorganization, etc.

Notwithstanding the provisions in (1) above, if matters relating to a merger agreement in which the Company is the dissolving company, a share exchange agreement or share transfer plan in which the Company becomes a wholly-owned subsidiary, or any other reorganizations are approved at the General Meeting of Shareholders of the Company during the Restriction Period (or approved by the Board of Directors of the Company in case that an approval of the General Meeting of Shareholders is not required in relation to the reorganization), the Company shall lift the transfer restrictions for the number of the Allotted Shares reasonably specified by taking into account the period from the date of commencement of the Restriction Period until the date of approval for the reorganization, by resolution of the Board of Directors of the Company prior to the date on which the reorganization becomes effective. In addition, in the cases specified above, the Company shall automatically acquire without contribution the Allotted Shares on which the transfer restrictions have not been lifted as of the time immediately after the transfer restrictions were lifted.

(5) Other matters

Other matters related to the Allotment Agreement shall be determined by the Board of Directors of the Company.