

Translation: Please note that the following purports to be an accurately translated excerpt of the original Japanese version prepared for the convenience of investors outside Japan. However, in the case of any discrepancy between the translation and the Japanese original, the latter shall prevail.

Stock Exchange Code: 3105
June 29, 2017

Dear Shareholders:

Nisshinbo Holdings Inc.
2-31-11, Ningyo-cho, Nihonbashi, Chuo-ku, Tokyo
Masaya Kawata
President and Representative Director

Notice of Resolutions of The 174th Ordinary General Meeting of Shareholders

We are pleased to inform you that matters noted below were reported and resolved at the 174th Ordinary General Meeting of Shareholders of Nisshinbo Holdings Inc. (“the Company”) held today.

PARTICULARS

Matters Reported:

1. Report on the Business Report, the Consolidated Financial Statements for the 174th Fiscal Year (from April 1, 2016 to March 31, 2017) and the Results on the Audits of Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board.
2. Report on the Non-Consolidated Financial Statements for the 174th Fiscal Year (April 1, 2016 to March 31, 2017).

The contents of the above-mentioned documents were reported.

Matters Resolved:

First Item of Business: Partial Amendment to the Articles of Incorporation

This item was approved and resolved as originally proposed and as the Company has transferred its paper product business, an item related paper product business in Article 2 (Purpose) of the Company’s Articles of Incorporation was deleted, as well as a description order of business was partially changed. Please refer to “Notice of Amendment to the Article of Incorporation” below for the description of the amendment.

Second Item of Business: Election of Ten (10) Directors

This item was approved and resolved as originally proposed and ten (10) members, namely, Mr. Masaya Kawata, Mr. Masahiro Murakami, Mr. Kenji Ara, Mr. Koji Nishihara, Mr. Ryo Ogura, Mr. Takayoshi Okugawa, Mr. Tomofumi Akiyama, Mr. Noboru Matsuda, Mr. Yoshinori Shimizu and Ms. Shinobu Fujino were elected and all assumed the offices as Directors.

Mr. Tomofumi Akiyama, Mr. Noboru Matsuda, Mr. Yoshinori Shimizu and Ms. Shinobu Fujino are all Outside Directors.

Third Item of Business: Election of one (1) Audit & Supervisory Board Member

This item was approved and resolved as originally proposed and Mr. Shiro Manabe was elected for substitute of Mr. Toshihiko Tomita who resigned at the conclusion of this General Meeting, and assumed the office as Audit & Supervisory Board Member.

Mr. Shiro Manabe is an Outside Audit & Supervisory Board Member.

Fourth Item of Business: Election of One (1) Substitute Audit & Supervisory Board Member

This item was approved and resolved as originally proposed and Mr. Atsushi Yamashita was elected as Substitute Audit & Supervisory Board Member.

Fifth Item of Business: Appointment of the Accounting Auditor

This item was approved and resolved as originally proposed and Deloitte Touche Tohmatsu LLC was additionally appointed and assumed the office as Accounting Auditor.

The appointment results in joint audits by Veritas & Co. and Deloitte Touche Tohmatsu LLC as regards the accounting audits of the Company.

Sixth Item of Business: Determination of Amounts of Remuneration for Directors by Stock Acquisition Rights as Stock Compensation-Type Stock Options and the Details

This item was approved and resolved as originally proposed and allotting stock acquisition rights up to 500 stock acquisition rights as stock compensation-type stock options (one stock acquisition right shall be 100 shares of common stock of the Company) to Directors (excluding Outside Directors) of the Company to the extent of 40 million yen per annum was determined.

Seventh Item of Business: Issue of Stock Acquisition Rights as Stock Options

This item was approved and resolved as originally proposed and issuing stock acquisition rights up to 1,500 stock acquisition rights without compensation as stock options (one stock acquisition right shall be 100 shares of common stock of the Company) to Managing Officers (excluding Directors) and employees of the Company was determined.

End

At the meeting of the Board of Directors after the close of this General Meeting, Representative Directors and Directors with Specific Titles were appointed, and respectively all assumed their offices.

Accordingly, the current compositions of Directors, Audit & Supervisory Board Members and Managing Officers are as follows:

Representative Director: President	Masaya Kawata
Representative Director: Senior Executive Managing Officer	Masahiro Murakami
Director: Senior Executive Managing Officer	Kenji Ara
Director: Executive Managing Officer	Koji Nishihara
Director: Executive Managing Officer	Ryo Ogura
Director: Executive Managing Officer	Takayoshi Okugawa
Director:	Tomofumi Akiyama
Director:	Noboru Matsuda
Director:	Yoshinori Shimizu
Director:	Shinobu Fujino
Standing Audit & Supervisory Board Member:	Yoichi Fujiwara
Standing Audit & Supervisory Board Member:	Takumi Ohmoto
Audit & Supervisory Board Member:	Yo Kawakami
Audit & Supervisory Board Member:	Shiro Manabe
Executive Managing Officer:	Toshihiro Kijima
Executive Managing Officer:	Kazunori Baba
Managing Officer:	Masahiro Kawamura
Managing Officer:	Hajime Sasaki
Managing Officer:	Yasuji Ishii
Managing Officer:	Kazuhiro Iwata
Managing Officer:	Akihiro Ishizaka

Managing Officer: Makoto Sugiyama

Managing Officer: Toshihiro Masuda

- (Notes) 1. Directors, Mr. Tomofumi Akiyama, Mr. Noboru Matsuda, Mr. Yoshinori Shimizu and Ms. Shinobu Fujino, are all Outside Directors.
2. Audit & Supervisory Board Members, both Mr. Yo Kawakami and Mr. Shiro Manabe, are Outside Audit & Supervisory Board Members.

End

Notice of Partial Amendment of Articles of Incorporation

Description of the amendments is as follows:

(Amended parts are underlined)

Current	Proposed amendment
<p>(Purpose) Article 2 The purpose of the Company shall be to engage in the following businesses, and to control and manage the businesses of domestic and foreign companies engaged in the following businesses by owning their shares or interests:</p> <p>(1) <u>Development, manufacture, processing, sale, purchase, export and import of thread, cotton textiles, bonded textiles, apparel, industrial fiber material, and other fabric products;</u></p> <p>(2) Development, manufacture, processing, sale, purchase, export and import of friction material, braking devices, and parts thereof for automobiles, transport machinery, transport appliances, and other machinery and appliances;</p> <p>(3) <u>Development, manufacture, processing, sale, purchase, export and import of paper and processed paper products, as well as the industrial waste disposal business;</u></p> <p>(4) Development, manufacture, processing, sale, purchase, export and import of machinery and equipment for specific industries, machinery and equipment for general industry and other machinery and equipment, and parts thereof, and design, execution and supervision of the installation of machinery and equipment;</p> <p>(5) Development, manufacture, processing, sale, purchase, export and import of industrial inorganic chemicals, industrial organic chemicals, medical products and other industrial chemicals, and the design, execution, and supervision of civil engineering projects;</p> <p>(6) <u>Development, manufacture, processing, sale, purchase, export and import of telecommunication apparatus, information technology apparatus, electronic apparatus for medical use, other electric or electronic machinery and appliances, semiconductors, electronic tubes and other electric or electronic parts, and design, execution</u></p>	<p>(Purpose) Article 2 The purpose of the Company shall be to engage in the following businesses, and to control and manage the businesses of domestic and foreign companies engaged in the following businesses by owning their shares or interests:</p> <p>(1) <u>Development, manufacture, processing, sale, purchase, export and import of telecommunication apparatus, information technology apparatus, electronic apparatus for medical use, other electric or electronic machinery and appliances, semiconductors, electronic tubes and other electric or electronic parts, and design, execution and supervision of the installation of electric or electronic machinery and appliances;</u></p> <p>(As is)</p> <p>(Delete)</p> <p>(3) (As is)</p> <p>(4) (As is)</p> <p>(5) <u>Development, manufacture, processing, sale, purchase, export and import of thread, cotton textiles, bonded textiles, apparel, industrial fiber material, and other fabric products;</u></p>

(Amended parts are underlined)

Current	Proposed amendment
<p><u>and supervision of the installation of electric or electronic machinery and appliances;</u></p> <p><u>(7)</u> Power generation using renewable energy and sale of electricity, as well as development, manufacture, processing, sale, purchase, export and import of materials, machinery and appliances which contribute to the creation of low carbon society and recycling society;</p> <p><u>(8)</u> Sale, purchase, brokerage, leasing and administration of real estate; and</p> <p><u>(9)</u> Any and all other legitimate businesses.</p>	<p><u>(6)</u> (As is)</p> <p><u>(7)</u> (As is)</p> <p><u>(8)</u> (As is)</p>

End