(Note) This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages from the translation.

Securities Code: 5959
March 14, 2016

To Our Shareholders,

Okabe Co., Ltd.
2-8-2, Oshiage, Sumida-ku, Tokyo
Makoto Hirowatari
President

Notice of Convocation of the 72nd Ordinary General Meeting of Shareholders

You are cordially invited to attend the 72nd Ordinary General Meeting of Shareholders of Okabe Co., Ltd. (the "Company"), which will be held as described below.

If you are unable to attend the Meeting in person, you may exercise your voting rights in writing. Please indicate your approval or disapproval on the enclosed Form for Exercise of Voting Rights and return the form to the Company no later than 5:40 p.m. on Tuesday, March 29, 2016 after reviewing the attached Reference Documents for the General Meeting of Shareholders.

Details

1. Date and Time:
March 30, 2016 (Wednesday), at 10:00 a.m. (JST)

2. Venue:
"Nishiki," 4F, TOBU HOTEL LEVANT TOKYO
1-2-2, Kinshi, Sumida-ku, Tokyo

3. Agenda:
Matters to be reported:
1. Business Report, Consolidated Financial Statements, as well as the audit reports of the Accounting Auditor and the Audit & Supervisory Board on the Consolidated Financial Statements, for the 72nd fiscal year (from January 1, 2015 to December 31, 2015)
2. Non-consolidated Financial Statements for the 72nd fiscal year (from January 1, 2015 to December 31, 2015)

Matters to be resolved:
Proposal No. 1: Appropriation of surplus
Proposal No. 2: Election of eight (8) Directors of the Board
Proposal No. 3: Election of one (1) Audit & Supervisory Board Member
Proposal No. 4: Election of one (1) substitute Audit & Supervisory Board Member

- If attending the Meeting in person, please present the enclosed Form for Exercise of Voting Rights at the reception of the meeting venue.
- If any changes have been made to items in the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements, or Non-consolidated Financial Statements, such changes will be posted on our website (http://www.okabe.co.jp/).

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of surplus

Details pertaining to the appropriation of surplus are as follows.

1. Matters relating to year-end dividends

The Company intends to pay a year-end dividend of 12 yen per share, in view of the need for internal reserves for strengthening its financial position and funding future business operations by basing the dividend on consolidated business results for the 72nd fiscal year. Approval of this proposal will result in an annual dividend of 24 yen per share, which includes the interim dividend of 12 yen per share.

(1) Type of dividend property:
Cash

(2) Matters concerning assignment of dividend property to shareholders and amounts thereof:
¥12 per share of the Company's common stock
Total amount: ¥611,488,584

(3) Effective date of dividends from surplus:
March 31, 2016

2. Other matters concerning appropriation of surplus

The Company proposes the following with respect to its objectives that involve appropriating internal reserves for initiatives which include future development of production systems and R&D activities.

(1) Item and amount of surplus to decrease:
Retained earnings brought forward: ¥1,000,000,000

(2) Item and amount of surplus to increase:
General reserve: ¥1,000,000,000

Proposal No. 2: Election of eight (8) Directors of the Board

The terms of office of all of the present ten (10) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, shareholders are requested to elect eight (8) Directors.
The candidates for the positions of Directors of the Board are as follows:

* indicates new candidate

No.	Name	Career summary, position and responsibilities in the Company, and important concurrent positions at other organizations	Number of shares of the Company held
1	Makoto Hirowatari (September 1, 1956)	Mar. 1980: Joined the Company Jan. 2001: General Manager of Kyushu Office, Okabe Kenzai Co., Ltd. Mar. 2003: Director of Okabe Struct Co., Ltd. Jan. 2005: Executive General Manager of Sales Promotion Department, Sales Division Mar. 2005: Operating Officer of the Company, Executive General Manager of Sales Promotion Department, Sales Division Apr. 2007: Operating Officer of the Company, General Manager of Headquarter Sales Division Mar. 2009: Director of the Company, and General Manager of Headquarter Sales Division Mar. 2011: Managing Director in charge of Sales Division Mar. 2013: President of the Company (to the present)	39,172 shares
2	Noriaki Matsumoto (March 23, 1947)	Mar. 1969: Joined the Company Dec. 1996: Executive Vice President of Sanyo Okabe Co., Ltd. Mar. 2001: Operating Officer of the Company Mar. 2003: Director of the Company Jan. 2005: Director of the Company, Operating Officer, and Executive General Manager of Sales Division Mar. 2005: Managing Director of the Company, Operating Officer, and Executive General Manager of Sales Division Mar. 2007: President of the Company Apr. 2009: President of Okabe Holding USA, Inc. (to the present) President of Okabe North America, Inc. (to the present) Mar. 2013: Director and Senior Advisor of the Company (to the present)	92,489 shares

* indicates new candidate

No.	Name	Career summary, position and responsibilities in the Company, and important concurrent positions at other organizations	Number of shares of the Company held
3	Kenji Shimamura (January 1, 1957)	Mar. 1979: Joined the Company Jan. 2001: General Manager of East Japan Sales, Basepack Department, Sales Division, Okabe Struct Co., Ltd. Jan. 2004: Director, and General Manager of Basepack Department, Sales Division, Okabe Struct Co., Ltd. Jan. 2007: President of Okako Shikoku Co., Ltd. Mar. 2007: Operating Officer of the Company Jan. 2009: President of Sanyo Okabe Co., Ltd. Apr. 2009: Operating Officer of the Company, and General Manager of Chushikoku Sales Branch Mar. 2011: Director of the Company, and General Manager of Chushikoku Sales Branch Mar. 2012: Managing Director in charge of R&D Division Mar. 2014: Managing Director in charge of R&D Division and Production Division (to the present)	25,256 shares
4	Hiroaki Sugimoto (October 19, 1957)	Apr. 1991: Joined the Company Jan. 2005: General Manager of East Japan Sales, Basepack Department, Sales Division Jan. 2007: General Manager of Basepack Department, Sales Division Mar. 2009: Operating Officer of the Company, and General Manager of Basepack Department, Sales Division Mar. 2012: Director of the Company, and General Manager of Basepack Department, Sales Division Mar. 2013: Managing Director in charge of Sales Division (to the present)	16,847 shares
5	Akira Motoi (November 26, 1957)	Mar. 1980: Joined the Company Jan. 2001: General Manager of Chiba Sales Branch, Tokyo Office, Okabe Kenzai Co., Ltd. Jun. 2002: General Manager of Sales Promotion Division, Okabe Kenzai Co., Ltd. Jan. 2005: General Manager of Kitakanto Sales Branch, Sales Division Mar. 2008: Operating Officer of the Company Jan. 2009: President of Okabe Civil Engineering Co., Ltd. Mar. 2011: Director of the Company Apr. 2013: Director of the Company, and General Manager of Tokyo Sales Branch (to the present)	16,759 shares

* indicates new candidate

No.	Name	Career summary, position and responsibilities in the Company, and important concurrent positions at other organizations	Number of shares of the Company held
6	Kazumasa Otani (January 12, 1956)	Apr. 2008: Joined the Company Operating Officer of the Company, and General Manager of Overseas Business Promotion Division Mar. 2009: Director of the Company, and General Manager of Automotive Parts Division, General Manager of Overseas Business Promotion Division Jan. 2012: Director of the Company, Executive General Manager of International Division (to the present) Oct. 2015: President of Water Gremlin Company (to the present) President of Water Gremlin Aquila Company S.p.A. (to the present) President of Changxing Water Gremlin Non-Ferrous Co. (to the present)	15,566 shares
7	*Yasushi Hosomichi (July 7, 1959)	Nov. 2010: Joined the Company General Manager of Internal Auditing Division Apr. 2013: General Manager of Accounting & Financial Group, Administrative Division Mar. 2014: Operating Officer of the Company, and General Manager of Accounting & Financial Group, Administrative Division (to the present)	5,967 shares
8	Katsuyuki Yamazaki (September 23, 1947)	Apr. 1974: Assistant Judge Oct. 1977: Registered with Tokyo Bar Association Mar. 1999: Partner at Kosaka & Yamazaki Law Office (now, Marunouchi First Law Office) (to the present) Mar. 2014: Outside Director of the Company (to the present)	3,831 shares

(Notes)
1. Figures in the column indicating the number of shares of the Company held respectively include shares held in the name of the officer's shareholding association.
2. No relationships involving special interests exist between any of the candidates and the Company.
3. Katsuyuki Yamazaki is a candidate for appointment as an Outside Director.
   The Company has submitted a notice to the Tokyo Stock Exchange designating him as an independent officer in accordance with the rules of the Tokyo Stock Exchange.
4. Although Katsuyuki Yamazaki has not been directly involved with corporate management, as an attorney at law he is well versed in corporate legal affairs, and has sufficient insight with respect to oversight of corporate management. We therefore deem him capable of properly executing the duties required of an Outside Director, and hereby propose his election as an Outside Director.
   Katsuyuki Yamazaki currently serves as an Outside Director of the Company, and will have held that position for two (2) years as of the conclusion of this General Meeting of Shareholders.
5. The matter detailed in Note 7 of "Status of Directors of the Board and Audit & Supervisory Board Members (as of December 31, 2015)" of the Business Report occurred during Katsuyuki Yamazaki's term for acting as an Outside Director of the Company. Despite having been unaware of the matter in question beforehand, he has been regularly making recommendations at meetings of the Board of Directors from the perspective of legal and regulatory compliance, and has drawn attention to the matter. Since becoming aware of the matter in question, he has been gaining an understanding of the relevant facts, focusing on addressing issues at hand, and appropriately expressing his views.

6. Katsuyuki Yamazaki and the Company have concluded an agreement that limits his liability for damages as prescribed in Paragraph 1, Article 427 of the Companies Act of Japan, and also as set forth in the Company's Articles of Incorporation. As such, we intend to renew that agreement if this proposal for his reappointment gains approval. The agreement limits his maximum financial liability, to within amounts stipulated by laws and regulations.

Proposal No. 3: Election of one (1) Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member Eiichi Tomita will expire at the conclusion of this General Meeting of Shareholders. Accordingly, shareholders are requested to elect one (1) Audit & Supervisory Board Member.
The Audit & Supervisory Board has consented to this proposal.
The candidate for the position of Audit & Supervisory Board Member is as follows:

* indicates new candidate

Name (Date of birth)	Career summary, position in the Company, and important concurrent positions at other organizations	Number of shares of the Company held
*Tsugio Ishihara (April 3, 1954)	Sep. 1979: Joined the Company Apr. 2003: General Manager of Production Division, Okabe Struct Co., Ltd. Aug. 2004: General Manager of Strategic Planning Division Mar. 2007: Operating Officer of the Company, and General Manager of Strategic Planning Division Jul. 2008: Operating Officer of the Company, and General Manager of General Affairs Group, Administrative Division Jan. 2009: Operating Officer of the Company, and General Manager of General Affairs & Human Resources Group, Administrative Division Apr. 2009: President of Okabe Kaihatsu (Development) Co., Ltd. Mar. 2010: Director of the Company, and General Manager of General Affairs & Human Resources Group, Administrative Division Mar. 2012: Managing Director in charge of Administrative Division (to the present)	30,067 shares

(Notes) 1. Figures in the column indicating the number of shares of the Company held respectively include shares held in the name of the officer's shareholding association.
2. No relationships involving special interests exist between Tsugio Ishihara and the Company.

Proposal No. 4: Election of one (1) substitute Audit & Supervisory Board Member

It was decided that Akira Yokotsuka who was elected as a substitute Audit & Supervisory Board Member at the 71st Ordinary General Meeting of Shareholders held on March 27, 2015, is to serve until the commencement of this General Meeting of Shareholders. Therefore, we hereby propose the election again of one (1) substitute Audit & Supervisory Board Member who will serve in the absence of an Audit & Supervisory Board Member when the number of Audit & Supervisory Board Members as prescribed by law is insufficient.

The validity of the election of the substitute Audit & Supervisory Board Member may be cancelled upon resolution of the Board of Directors, provided such cancellation is made before the Audit & Supervisory Board Member assumes office and with the consent of the Audit & Supervisory Board.

The Company has already obtained the approval of the Audit & Supervisory Board with respect to this proposal.

The candidate for substitute Audit & Supervisory Board Member is as follows.

Name (Date of birth)	Career summary and important concurrent positions at other organizations	Number of shares of the Company held
Akira Yokotsuka (July 14, 1954)	Apr. 1985: Registered with Tokyo Bar Association Apr. 1990: Vice Chairman of the Tokyo Bar Association's Special Committee on Tax Matters Mar. 1991: Established Taono, Kamemaru & Yokotsuka Law Office (now, Akane Law Firm) (to the present) Apr. 2000: Chairman of the Tokyo Bar Association's Special Committee on Legal Ethics	0 shares

(Notes)
1. No relationships involving special interests exist between Akira Yokotsuka and the Company.
2. Akira Yokotsuka is a candidate for appointment as a substitute Outside Audit & Supervisory Board Member.
3. Although Akira Yokotsuka has not been directly involved with corporate management, as an attorney at law he is well versed in corporate legal affairs and compliance, and also has abundant practical experience. We therefore deem him capable of properly executing duties required of an Outside Audit & Supervisory Board Member, from a perspective that is independent of the Company's management team.
4. If Akira Yokotsuka is appointed to the position of Outside Audit & Supervisory Board Member, the Company intends to conclude an agreement that limits his liability for damages as prescribed in Paragraph 1, Article 427 of the Companies Act of Japan, and also as set forth in the Company's Articles of Incorporation. The agreement will limit his maximum financial liability, to within amounts stipulated by laws and regulations.