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(Securities code 9260)
March 12, 2018

To Shareholders with Voting Rights:

Yoshiro Susaki
Chairman
Nishimoto Co., Ltd.
(Head office) 3-10-5 Nihonbashi, Chuo-ku, Tokyo, Japan
(Registered main office) 4-1-38 Isobe-dori, Chuo-ku,
Kobe-shi, Hyogo Prefecture, Japan

NOTICE OF THE 71ST ANNUAL GENERAL MEETING OF SHAREHOLDERS

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 71st Annual General Meeting of Shareholders of Nishimoto Co., Ltd. (the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can 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 proposals on the enclosed Voting Rights Exercise Form, and return it so that it is received by the Company by 6:00 p.m. Japan time on Monday, March 26, 2018.

- 1. Date and Time:** Tuesday, March 27, 2018 at 10:00 a.m. Japan time
(Reception will open at 9:00 a.m.)
- 2. Place:** Hall on the second floor of Onward Park Building located at
3-10-5 Nihonbashi, Chuo-ku, Tokyo, Japan
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 71st Fiscal Year (January 1, 2017 - December 31, 2017) and results of audits by the Accounting Auditor and the Audit & Supervisory Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 71st Fiscal Year (January 1, 2017 - December 31, 2017)
- Proposals to be resolved:**
- Proposal No.1:** Election of Three (3) Directors who are not Audit & Supervisory Committee Members
- Proposal No.2:** Election of Three (3) Directors who are Audit & Supervisory Committee Members

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- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception. Please also bring this Notice of Convocation with you to conserve resources.
 - Of the documents that need to be attached to this Notice of Convocation, the "Notes to Consolidated Financial Statements" and "Notes to Non-consolidated Financial Statements" are posted on the Company's website (<http://www.wismettac.com/ja/ir/stock/meeting.html>) 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 this Notice of Convocation. Accordingly, the documents attached to this Notice of Convocation are a part of those that were audited by the Audit & Supervisory Committee and the Accounting Auditor in preparing their audit reports.
 - Should the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website (<http://www.wismettac.com/ja/ir/stock/meeting.html>).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Election of Three (3) Directors who are not Audit & Supervisory Committee Members

The terms of office of all three (3) Directors who are not Audit & Supervisory Committee Members will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of three (3) Directors who are not Audit & Supervisory Committee Members is proposed.

There were no objections with respect to this Proposal as a result of deliberation in the Audit & Supervisory Committee.

The candidates for Directors who are not Audit & Supervisory Committee Members are as follows:

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions
1	<p style="text-align: center;">Yoshiro Susaki (January 18, 1958)</p> <p style="text-align: center;">[Reappointment]</p> <p style="text-align: center;">Number of shares of the Company held 2,910,000</p>	<p>September 1980 Joined Morgan Bank, N.A., Tokyo Branch</p> <p>September 1988 Director, the Company</p> <p>May 1994 President</p> <p>October 2000 Chairman, IPM Nishimoto Co., Ltd. (currently Wismettac Foods, Inc.) (current position)</p> <p>March 2012 Chairman, Nishimoto Trading Co., Ltd. (current position)</p> <p>March 2017 Chairman & CEO, the Company (current position)</p> <p>[Significant concurrent positions]</p> <p>Chairman, Wismettac Foods, Inc.</p> <p>Chairman, Nishimoto Trading Co., Ltd.</p>
<p>[Reason for nomination as candidate for Director who is not an Audit & Supervisory Committee Member]</p> <p>Mr. Yoshiro Susaki was appointed Director of the Company in 1988 and has led the management of the Group and its business expansion as President from 1994 to 2017, and as Chairman & CEO thereafter, and is fulfilling his duties and responsibilities properly in overall management. He is expected to make further contributions to enhancing the Group's corporate value by capitalizing on his many years of experience and insight in managing the Group to date. Therefore, the Company requests his reelection as a Director who is not an Audit & Supervisory Committee Member.</p>		

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	
2	<p>Takayuki Kanai (April 16, 1959)</p> <p>[Reappointment]</p> <p>Number of shares of the Company held 140,000</p>	<p>April 1982</p> <p>October 2008</p> <p>October 2010</p> <p>March 2012</p> <p>January 2015</p> <p>March 2016</p> <p>March 2017</p> <p>February 2018</p> <p>[Significant concurrent positions]</p>	<p>Joined The Nippon Credit Bank, Ltd. (currently Aozora Bank, Ltd.)</p> <p>Executive Officer</p> <p>Director, the Company</p> <p>Senior Managing Director, Nishimoto Trading Co., Ltd.</p> <p>Director, Chairman & President, Nishimoto Trading Co., Ltd. (currently Wismettac Asian Foods, Inc.)</p> <p>President, Nishimoto Trading Co., Ltd. (current position)</p> <p>Vice President, Wismettac Foods, Inc.</p> <p>Director, General Manager, Group Business Management Headquarters, the Company</p> <p>President & COO (current position)</p> <p>Vice Chairman, Wismettac Foods, Inc. (current position)</p> <p>Director, Wismettac Asian Foods, Inc. (current position)</p> <p>President, Nishimoto Trading Co., Ltd.</p> <p>Vice Chairman, Wismettac Foods, Inc.</p> <p>Director, Wismettac Asian Foods, Inc.</p> <p>Director, NTC Wismettac Singapore Pte Ltd.</p> <p>Director, NTC Wismettac Australia Pty Ltd.</p> <p>Director, NTC Wismettac Europe B.V.</p> <p>Director, Wismettac Asian Foods, Inc. (Canada)</p> <p>Director, Harro Foods Ltd.</p> <p>Chairman, Wismettac Foods Shanghai Co., Ltd.</p> <p>Director, Wismettac Nippon Foods Co., Ltd.</p>
<p>[Reason for nomination as candidate for Director who is not an Audit & Supervisory Committee Member]</p> <p>Mr. Takayuki Kanai joined the Company in October 2010 and has since promoted the business growth of principal Group companies as Representative Director. Currently, as President & COO of the Company, he is executing overall business strategies of the Group and promoting the Group's business expansion, fulfilling his duties and responsibilities properly in overall management. He is expected to continue to make further contributions to enhancing the Group's corporate value. Therefore, the Company requests his reelection as a Director who is not an Audit & Supervisory Committee Member.</p>			
3	<p>Atsuhiko Kimura (February 4, 1958)</p> <p>[Reappointment]</p> <p>Number of shares of the Company held —</p>	<p>April 1980</p> <p>May 2001</p> <p>June 2005</p> <p>March 2012</p> <p>March 2016</p> <p>March 2017</p> <p>[Significant concurrent positions]</p>	<p>Joined Arthur Andersen LLP (currently KPMG AZSA LLC)</p> <p>Partner</p> <p>Director, the Company</p> <p>Executive Officer</p> <p>Director, General Manager, Group Administration Headquarters</p> <p>Director & CFO (current position)</p> <p>Director, Wismettac Asian Foods, Inc.</p> <p>Director, NTC Wismettac Singapore Pte Ltd.</p> <p>Director, NTC Wismettac Australia Pty Ltd.</p> <p>Director, NTC Wismettac Europe B.V.</p> <p>Director, Harro Foods Ltd.</p> <p>Auditor, Wismettac Foods Shanghai Co., Ltd.</p> <p>Auditor, Shanghai IPM Co., Ltd.</p>
<p>[Reason for nomination as candidate for Director who is not an Audit & Supervisory Committee Member]</p> <p>Mr. Atsuhiko Kimura joined the Company in June 2005 and has since been fulfilling his duties and responsibilities properly in formulating, deciding, and executing financial strategies of the Company as well as managing overall administrative divisions as Executive Officer and Director, and currently as Director & CFO. He is expected to continue to execute significant duties in the administrative divisions of the Group as a whole. Therefore, the Company requests his reelection as a Director who is not an Audit & Supervisory Committee Member.</p>			

(Notes)

1. There are no special interests between the candidates and the Company.
2. Nishimoto Trading Group Foodstuffs Shanghai Co., Ltd. has changed its name to Wismettac Foods Shanghai Co., Ltd. as of January 5, 2018.

Proposal No. 2: Election of Three (3) Directors who are Audit & Supervisory Committee Members

The terms of office of all three (3) Directors who are Audit & Supervisory Committee Members will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of three (3) Directors who are Audit & Supervisory Committee Members is proposed.

The consent of the Audit & Supervisory Committee was obtained with respect to this Proposal.

The candidates for Directors who are Audit & Supervisory Committee Members are as follows:

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	
1	<p>Shinji Takahashi (April 8, 1959)</p> <p>[Reappointment]</p> <p>Number of shares of the Company held —</p>	<p>April 1982 June 1989 January 1993 September 1999 March 2008 March 2009 March 2016</p>	<p>Joined MITSUI & CO., LTD. Joined SOCIE WORLD CO., LTD. Managing Director Director, the Company Director, IPM Nishimoto Co., Ltd. (currently Wismettac Foods, Inc.) Director, Shanghai IPM Co., Ltd. Director (Full-time Audit & Supervisory Committee Member), the Company (current position) Corporate Auditor, Nishimoto Trading Co., Ltd. (current position) Corporate Auditor, Wismettac Foods, Inc. (current position)</p> <p>[Significant concurrent positions] Corporate Auditor, Wismettac Foods, Inc. Corporate Auditor, Nishimoto Trading Co., Ltd.</p>
<p>[Reason for nomination as candidate for Director who is an Audit & Supervisory Committee Member] Mr. Shinji Takahashi was engaged in duties including administration, business management and sales as Executive Officer and Director at the Company and its Group companies. Upon transition of the Company to a company with audit & supervisory committee in March 2016, he was appointed Director who is an Audit & Supervisory Committee Member and has been properly fulfilling the duties and responsibilities of a Full-time Audit & Supervisory Committee Member. He is expected to continue to execute duties such as the audit and supervision of business execution based on his abundant experience in the Group's business operation, administration, and audit. Therefore, the Company requests his reelection as a Director who is an Audit & Supervisory Committee Member.</p>			
2	<p>Kimikazu Nomi (October 24, 1945)</p> <p>[Reappointment] [Outside Director] [Independent Director]</p> <p>Number of shares of the Company held —</p>	<p>April 1969 June 1999 June 2002 June 2004 June 2006 February 2007 July 2009</p> <p>July 2015 March 2016</p> <p>June 2016 January 2017 June 2017</p>	<p>Joined The Norinchukin Bank Managing Director Senior Managing Director President, Norinchukin Zenkyoren Asset Management Co., Ltd. Representative Director and Deputy Chairman, Aozora Bank, Ltd. Representative Director, Chairman and CEO President and CEO Member of the Board, Innovation Network Corporation of Japan Executive Advisor, J-WILL CORPORATION (current position) Director (Audit & Supervisory Committee Member), the Company (current position) Director, Konica Minolta, Inc. (current position) Advisor, Financial Services Agency (current position) Director, SPARX Group Co., Ltd. (current position)</p> <p>[Significant concurrent positions] Outside Director, Konica Minolta, Inc. Outside Director, SPARX Group Co., Ltd Advisor, Financial Services Agency Executive Advisor, J-WILL CORPORATION</p>
<p>[Reason for nomination as candidate for Director who is an Audit & Supervisory Committee Member] Mr. Kimikazu Nomi was engaged in managing financial businesses at The Norinchukin Bank and Aozora Bank, Ltd., and in fostering new businesses through initiatives such as investment activities and supporting corporate self-reformation at the Innovation Network Corporation of Japan. After being appointed an Outside Director who is an Audit & Supervisory Committee Member of the Company in March 2016, he has been fulfilling his duties and responsibilities properly. He is expected to monitor overall management and provide effective advice based on his abundant experience and deep insight. Therefore, the Company requests his reelection as a Director who is an Audit & Supervisory Committee Member.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions
3	<p>Yukiko Omura (July 4, 1955)</p> <p>[Reappointment] [Outside Director] [Independent Director]</p> <p>Number of shares of the Company held —</p>	<p>August 1980 Joined the Inter-American Development Bank</p> <p>August 1984 Joined Morgan Bank, N.A., Tokyo Branch</p> <p>May 1994 Joined Lehman Brothers Japan Inc.</p> <p>March 1996 Joined UBS Securities Japan Co., Ltd.</p> <p>August 1998 Joined Dresdner Kleinwort Wasserstein (Japan) Ltd.</p> <p>March 2004 Executive Vice President and CEO, Multilateral Investment Guarantee Agency</p> <p>February 2010 Vice-President and COO, International Fund for Agricultural Development</p> <p>January 2013 Director, GuarantCo of the Private Infrastructure Development Group</p> <p>May 2014 Director, Assured Guaranty Ltd. (current position)</p> <p>January 2015 Director, Amatheon Agri Holding N.V. (current position)</p> <p>March 2016 Director (Audit & Supervisory Committee Member), the Company (current position)</p> <p>January 2018 Chair, GuarantCo of the Private Infrastructure Development Group (current position)</p> <p>(March 2018 Scheduled to assume the post of Director, The Private Infrastructure Development Group)</p> <p>[Significant concurrent positions] Chair, GuarantCo of the Private Infrastructure Development Group Director, Assured Guaranty Ltd. Director, Amatheon Agri Holding N.V.</p>
<p>[Reason for nomination as candidate for Director who is an Audit & Supervisory Committee Member] Ms. Yukiko Omura has been engaged in financial operation and business management internationally at private and public financial institutions, and currently assumes the position of Director at several foreign companies. After being appointed Director who is an Audit & Supervisory Committee Member of the Company in March 2016, she has been fulfilling her duties and responsibilities properly. She is expected to monitor overall management and provide effective advice based on her abundant international experience and deep insight. Therefore, the Company requests her reelection as a Director who is an Audit & Supervisory Committee Member.</p>		

(Notes)

1. There are no special interests between the candidates and the Company.
2. The Company has entered into agreements with Mr. Kimikazu Nomi and Ms. Yukiko Omura in accordance with the provisions of Article 427, Paragraph 1 of the Companies Act to limit their liabilities pursuant to Article 423, Paragraph 1 of the said Act. The maximum amount of liability pursuant to the agreement is the minimum amount stipulated by laws and regulations. If the reappointments of Mr. Kimikazu Nomi and Ms. Yukiko Omura are approved, the Company intends to continue these agreements with them.
3. Mr. Kimikazu Nomi and Ms. Yukiko Omura have been registered as Independent Directors as prescribed by the Tokyo Stock Exchange. If the reappointments of Mr. Kimikazu Nomi and Ms. Yukiko Omura are approved, the Company intends to continue their registrations as Independent Directors.
4. At the conclusion of this year's Annual General Meeting of Shareholders, it will be two (2) years since the appointment of Mr. Kimikazu Nomi and Ms. Yukiko Omura as Directors who are Audit & Supervisory Committee Members.