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(Securities Code: 5331)
June 7, 2018

To Shareholders:

Tadashi Ogura
Representative Director & President
NORITAKE CO., LIMITED
3-1-36, Noritake-shinmachi, Nishi-ku,
Nagoya, Japan

**CONVOCATION NOTICE OF
THE 137TH ANNUAL SHAREHOLDERS' MEETING**

Dear Shareholders:

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

You are cordially invited to attend the 137th Annual Shareholders' Meeting of NORITAKE CO., LIMITED (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 or via the Internet. Please review the attached Reference Documents for the Shareholders' Meeting and exercise your voting rights by 5:15 p.m. on Monday, June 25, 2018, Japan time.

1. Date and Time: Tuesday, June 26, 2018 at 10:00 a.m., Japan time

2. Place: Head Office of the Company located at
3-1-36, Noritake-shinmachi, Nishi-ku, Nagoya, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 137th Fiscal Year (April 1, 2017 - March 31, 2018) and results of audits of the Consolidated Financial Statements by the Accounting Auditors and the Audit & Supervisory Board
 2. Non-consolidated Financial Statements for the Company's 137th Fiscal Year (April 1, 2017 - March 31, 2018)

Proposal to be resolved:

Proposal: Election of Seven (7) Directors

4. Matters concerning the Exercise of Voting Rights:

If you exercise your voting rights both in writing and via the Internet, the Company will only deem the exercise via the Internet valid.

Also, if you exercise your voting rights multiple times via the Internet, the Company will only deem the last exercise valid. If you exercise your voting rights by a personal computer, smartphone and mobile phone, the Company will only deem the last exercise valid.

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- Ⓒ **When attending the meeting in person, please submit the enclosed Voting Rights Exercise Form at the reception desk.**

Reference Documents for the Shareholders' Meeting

Proposal: Election of Seven (7) Directors

The terms of office of all seven (7) Directors will expire at the conclusion of this Annual Shareholders' Meeting. Accordingly, the Company proposes the election of seven (7) Directors.

In order to strengthen corporate governance and enhance management transparency, two (2) of the seven (7) candidates are candidates for Directors (Outside).

The candidates for Directors are as follows:

| No. | Name (Date of birth) | Brief biography, position (status), assigned duties and significant concurrent position(s) at other organization(s) | Number of shares of the Company held |
|--|------------------------------------|---|--------------------------------------|
| 1 | Tadashi Ogura (January 7, 1951) | April 1975 Joined the Company June 2005 Director of the Company April 2008 Director & Managing Executive Officer of the Company June 2010 Director & Senior Managing Executive Officer of the Company June 2011 Director & Vice President of the Company April 2012 Representative Director & Vice President of the Company June 2013 Representative Director & President of the Company (currently in service) | 7,900 |
| <p>[Reasons for nomination as a candidate for Director] Mr. Tadashi Ogura has been engaged in management of the Company for many years. Based on his wealth of experience and achievements, he is expected to contribute to strengthening of decision-making functions and oversight functions of the Board of Directors. Thus, the Company nominated him as a candidate for Director.</p> | | | |
| 2 | Hiroshi Kato (January 29, 1957) | April 1979 Joined the Company June 2011 Director & Executive Officer of the Company, General Manager of Finance & Accounting Dept., Human Resource Dept. April 2012 Director & Executive Officer of the Company, General Manager of Finance & Accounting Dept., Human Resource Dept. and Information Planning Office June 2014 Director & Managing Executive Officer of the Company, General Manager of Finance & Accounting Dept., Human Resource Dept., Corporate Planning Office and Information Planning Office June 2015 Director & Managing Executive Officer of the Company, Finance & Accounting Dept., Human Resource Dept., General Administration Dept., Corporate Planning Office, Secretary Office, Public Relations Office, Auditing Office and Information Planning Office April 2016 Director & Managing Executive Officer of the Company, Group General Manager of Corporate Administration Group June 2017 Representative Director & Vice President of the Company, Group General Manager of Corporate Administration Group (currently in service) | 5,000 |
| <p>[Reasons for nomination as a candidate for Director] Mr. Hiroshi Kato has been engaged in corporate administration at the Company. Based on his wealth of experience and achievements, he is expected to contribute to strengthening of decision-making functions of the Board of Directors. Thus, the Company nominated him as a candidate for Director.</p> | | | |

| No. | Name (Date of birth) | Brief biography, position (status), assigned duties and significant concurrent position(s) at other organization(s) | | Number of shares of the Company held |
|---|--|--|---|--------------------------------------|
| 3 | Hisaya Ogura (February 24, 1953) | April 1975 | Joined the Company | 1,700 |
| | | June 2010 | Director & Executive Officer of the Company, General Manager of Sales Division, Industrial Products Group | |
| | | June 2012 | Director & Managing Executive Officer of the Company, General Manager of Sales Division, Industrial Products Group | |
| | | June 2014 | Director & Senior Managing Executive Officer of the Company, Group General Manager of Industrial Products Group, General Manager of Sales Division, Industrial Products Group | |
| | | April 2016 | Director & Senior Managing Executive Officer of the Company, Group General Manager of Industrial Products Group (currently in service) | |
| [Reasons for nomination as a candidate for Director] | | | | |
| Mr. Hisaya Ogura has been engaged in management of the Industrial Products Group at the Company. Based on his wealth of experience and achievements, he is expected to contribute to strengthening of decision-making functions of the Board of Directors. Thus, the Company nominated him as a candidate for Director. | | | | |
| 4 | Kozo Kato (September 30, 1955) | April 1978 | Joined the Company | 4,000 |
| | | June 2013 | Director & Executive Officer of the Company, General Administration Dept., Auditing Office, Corporate Planning Office, Public Relations Office, Secretary Office and Redevelopment Planning Office | |
| | | June 2014 | Director & Managing Executive Officer of the Company, General Administration Dept., Auditing Office, Corporate Planning Office, Public Relations Office, Secretary Office, Redevelopment Planning Office and Ceramics Group | |
| | | April 2015 | Director & Managing Executive Officer of the Company, Redevelopment Planning Office, Group General Manager of Ceramics Group and Electronics Display Group | |
| | | April 2016 | Director & Managing Executive Officer of the Company, Redevelopment Planning Office, Group General Manager of Ceramics Group | |
| | | June 2017 | Director & Senior Managing Executive Officer of the Company, assigned to supervise Ceramics Group, Group General Manager of Tabletop Group | |
| | | April 2018 | Director & Senior Managing Executive Officer of the Company, Group General Manager of Tabletop Group (currently in service) | |
| | | (Significant concurrent post(s) at other organization(s)) President of Noritake Co., Inc. (USA) Chairman of Noritake Lanka Porcelain (Private) Limited (Sri Lanka) | | |
| [Reasons for nomination as a candidate for Director] | | | | |
| Mr. Kozo Kato has been engaged in management of the Tabletop Group at the Company. Based on his wealth of experience and achievements, he is expected to contribute to strengthening of decision-making functions of the Board of Directors. Thus, the Company nominated him as a candidate for Director. | | | | |
| 5 | <div style="border: 1px solid black; display: inline-block; padding: 2px;">New candidate</div> Akira Higashiyama (June 17, 1960) | April 1986 | Joined the Company | 1,384 |
| | | April 2010 | General Manager of Heat Technology Dept., Engineering Group | |
| | | June 2014 | Executive Officer of the Company, Group General Manager of Engineering Group, General Manager of Fluid Technology Dept., Engineering Group | |
| | | April 2015 | Executive Officer of the Company, Group General Manager of Engineering Group | |
| | | June 2017 | Managing Executive Officer of the Company, Group General Manager of Engineering Group (currently in service) | |
| [Reasons for nomination as a candidate for Director] | | | | |
| Mr. Akira Higashiyama has been engaged in management of the Engineering Group at the Company. Based on his wealth of experience and achievements, he is expected to contribute to strengthening of decision-making functions of the Board of Directors. Thus, the Company nominated him as a candidate for Director. | | | | |

| No. | Name (Date of birth) | Brief biography, position (status), assigned duties and significant concurrent position(s) at other organization(s) | Number of shares of the Company held |
|--|---|--|--------------------------------------|
| 6 | <div style="border: 1px solid black; padding: 2px; width: fit-content; margin-bottom: 10px;">Candidate for Director (Outside)</div> Kosaku Yamada (March 10, 1948) | April 1972 Joined Toyota Motor Co., Ltd. (currently TOYOTA MOTOR CORPORATION) January 2002 Associate Director of TOYOTA INDUSTRIES CORPORATION June 2002 Director of TOYOTA INDUSTRIES CORPORATION June 2005 Managing Director of TOYOTA INDUSTRIES CORPORATION June 2006 Senior Managing Director of TOYOTA INDUSTRIES CORPORATION June 2012 Senior Technical Executive of TOYOTA INDUSTRIES CORPORATION June 2013 Director (Outside) of the Company (currently in service) June 2015 Audit & Supervisory Board Member (Outside) of TOKAI ELECTRONICS CO., LTD. (currently in service) (Significant concurrent post(s) at other organization(s)) Audit & Supervisory Board Member (Outside) of TOKAI ELECTRONICS CO., LTD. | 0 |
| <p>[Special matters concerning the candidate for Director (Outside)]</p> <p>1. Reasons for nomination and the term of office Utilizing his wealth of experience and wide range of knowledge as a corporate manager, Mr. Kosaku Yamada has been fulfilling his role appropriately in order to strengthen oversight functions of the Board of Directors and to ensure its transparency. Thus, the Company nominated him as a candidate for Director (Outside). He will have served as Director (Outside) of the Company for five years at the conclusion of this Annual Shareholders' Meeting.</p> <p>2. Notification of designation as an independent director Mr. Kosaku Yamada worked for TOYOTA INDUSTRIES CORPORATION, which is a trading partner of the Company. However, the annual amount of transactions with TOYOTA INDUSTRIES CORPORATION accounts for an insignificant proportion of the Company's consolidated net sales. Therefore, the Company judges that conflict of interest is unlikely to occur between him and general shareholders and he is deemed independent. Thus, the Company has designated him as an independent director stipulated by Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc. and notified them of the designation of Mr. Kosaku Yamada as an independent director.</p> <p>3. Overview of the liability limitation agreement The Company has entered into a liability limitation agreement with Mr. Kosaku Yamada, which limits his liability for damages under Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability for damages pursuant to the agreement is the minimum liability amount stipulated by laws and regulations.</p> | | | |

