

To Our Shareholders

9-3, Higashi-Shimbashi 1-chome, Minato-ku, Tokyo
NIPPON EXPRESS CO., LTD.
Kenji Watanabe
President and Representative Director

NOTICE OF THE 107TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

You are cordially invited to attend the 107th Ordinary General Meeting of Shareholders of NIPPON EXPRESS CO., LTD. (the “Company”).

If you are unable to attend the aforesaid meeting, you can exercise your votes through either of the methods stated below. The Company respectfully requests you to study the “Reference Material Concerning the General Meeting of Shareholders” below and exercise your voting right on or before 6:00 p.m. (JST) June 26, 2013 (Wednesday):

[By mail]

Please indicate on the Voting Right Exercise Form enclosed herewith your consent or dissent to the proposals on the agenda, and return the form to the Company by mail on or before the time limit stated above.

[Via the Internet]

When exercising your right via the Internet, please carefully read Guidance regarding the exercise of voting rights via the Internet in the “Procedures for Exercising Voting Rights via the Internet” stated in page 3 of the Japanese original version (p.*-p.* *note: intentionally omitted as Internet voting service is only available in Japan with the Japanese language*).

(Note: The Company participates in the ICJ platform for institutional investors to vote from ProxyEdge® system of Broadridge. For further details, please consult with your custodian(s), nominee(s) and/or broker(s). Voting via Internet other than ICJ platform is only available for registered shareholders in Japan with Japanese language only.)

*(Note to shareholders residing outside Japan)
Your vote is important. We will appreciate your participation in the meeting of this Ordinary General Meeting of Shareholders of the Company through providing instruction to your custodians, brokers, nominees, voting agents or other authorized intermediaries to process your vote as soon as possible. We look forward to receiving your vote.*

- ◎ When you attend the meeting, please submit the enclosed document for the exercise of voting rights to the receptionist at the meeting place.
- ◎ In the event that any event occurs to amend the items to be presented in the Reference Document Concerning General Meeting of Shareholders, the Business Report, Consolidated Accounting Documents and Non-Consolidated Accounting Documents, please be informed that the Company will display the amended items on the Company's website (<http://www.nittsu.co.jp/>).

Particulars

- 1. Date and Time:** 10:00 a.m. on June 27, 2013 (Thursday)
- 2. Place:** Large Conference Room, on the 2nd floor of Nippon Express Co., Ltd.
9-3, Higashi-Shimbashi 1-chome, Minato-ku, Tokyo
(Please refer to the guidance map to the place of the meeting stated at the end of this document.)

3. Objectives of the Meeting

Matters to be reported:

Report on Business, the Consolidated Accounting Documents, the Non-Consolidated Accounting Documents for the 107th Business Term (from April 1, 2012 to March 31, 2013), and the Report on the Results of Audit of Consolidated Accounting Documents by Accounting Auditor and the Board of Corporate Auditors.

Matters to be resolved:

- Proposal 1:** Proposed Disposal of Surplus
- Proposal 2:** Election of Fourteen (14) Directors
- Proposal 3:** Election of One (1) Corporate Auditor
- Proposal 4:** Presentation of Bonuses to Directors

4. Guidance for Exercising Voting Rights:

(Please refer to the [Guidance for Exercising Voting Rights] in the next page.)

(Note: This paragraph intentionally omitted as the Internet voting service is only available in Japan with the Japanese language)

- End -

Reference Material Concerning General Meeting of Shareholders

Proposals and References Materials

Proposal 1: Proposed Disposal of Surplus

The Company's fundamental dividend policy is to declare a stabilized dividend as a distribution of the results, taking into consideration internal reserves to prepare for future business development. The Company proposes that the year-end dividend for the business year under review be made as follows:

Matters related to year-end dividend

- (1) Kind of dividend property: Cash.
- (2) Matter related to distribution of cash and total amount:
Yen 5 per share of common stock of the Company.
The total amount: Yen 5,248,208,290
- (3) Effective date for distribution of surplus: June 28, 2013

Proposal 2: Election of Fourteen (14) Directors

The terms of office of all the 14 Directors will expire at the closing of this Ordinary General Meeting of Shareholders. It is proposed that fourteen (14) Directors be elected.

The candidates for Directors are listed below.

Candidate Number	Name (Date of Birth)	Profile (Position and Duties in charge, and Important Position of Other Organizations Concurrently Assumed (if any))	Number of Company's Shares Held by Candidate
1	Masanori Kawai (September 30, 1943)	April 1966 Joined the Company June 2001 Director and Officer June 2003 Executive Vice President and Representative Director, Executive Officer May 2005 President and Representative Director, Chief Executive Officer June 2011 Chairman and Representative Director(Incumbent)	247,000
2	Kenji Watanabe (February 3, 1950)	April 1972 Joined the Company June 2005 Director and Officer, Regional General Manager, No. 9 Region, and General Manager, Osaka Branch May 2007 Director and Senior Managing Officer, Regional General Manager, Tokyo Metropolitan Region, and General Manager, Tokyo Branch May 2009 Executive Vice President and Representative Director, Executive Officer June 2011 President and Representative Director, Chief Executive Officer (Incumbent)	163,030

Candidate Number	Name (Date of Birth)	Profile (Position and Duties in charge, and Important Position of Other Organizations Concurrently Assumed (if any))	Number of Company's Shares Held by Candidate
3	Jiro Nakamura (January 22, 1950)	<p>April 1973 Joined the Company June 2008 Director and Managing Officer June 2011 Executive Vice President and Representative Director, Executive Officer(Incumbent)</p> <p>(Duties in charge) Chief Managing Officer of Sales Promotion Headquarters and International Business Headquarters</p>	112,000
4	Keiji Hagio (August 1, 1948)	<p>April 1972 Joined the Company June 2007 Director and Officer, Regional General Manager, Kansai Region and General Manager, Osaka Branch May 2008 Director and Managing Officer, Regional General Manager, Kansai Region and General Manager, Osaka Branch May 2009 Director and Managing Officer June 2011 Executive Vice President and Representative Director, Executive Officer(Incumbent)</p> <p>(Duties in charge) Chief Managing Officer of Domestic Business Headquarters, Network Transport Business Promotion Headquarters and Administrative Headquarters</p>	112,000
5	Masao Hosokoshi (May 22, 1949)	<p>April 1972 Joined the Company May 2006 Officer June 2007 Director and Officer May 2008 Director and Managing Officer May 2013 Director and Senior Managing Officer(Incumbent)</p> <p>(Duties in charge) In charge of Global Logistics Solution Division, Government Business Division and Eco-Business Division</p>	109,000
6	Akira Ohinata (October 27, 1953)	<p>April 1976 Joined the Company May 2009 Officer June 2009 Director and Officer June 2011 Director and Managing Officer (Incumbent)</p> <p>(Duties in charge) In charge of Corporate Planning Division and Real Estate Development Division</p>	73,000

Candidate Number	Name (Date of Birth)	Profile (Position and Duties in charge, and Important Position of Other Organizations Concurrently Assumed (if any))	Number of Company's Shares Held by Candidate
7	Kiyofumi Miyachika (October 21, 1954)	<p>April 1977 Joined the Company May 2009 Officer, Regional General Manager, North Kanto & Shin-Etsu Region, and General Manager, Gunma Branch</p> <p>June 2011 Director and Managing Officer May 2012 Director and Managing Officer, Regional General Manager, Tokyo Metropolitan Region, and General Manager, Tokyo Branch (Incumbent)</p> <p>(Duties in charge) Regional General Manager, Tokyo Metropolitan Region, and General Manager, Tokyo Branch</p>	67,000
8	Takahiro Ideno (June 10, 1953)	<p>April 1978 Joined the Company May 2009 Officer and Regional General Manager, Chubu Region and General Manager, Nagoya Branch</p> <p>June 2010 Director and Officer, Regional General Manager, Chubu Region and General Manager, Nagoya Branch</p> <p>May 2012 Director and Managing Officer(Incumbent)</p> <p>(Duties in charge) In charge of Security Transport Business Division</p>	63,000
9	Mitsuru Saito (September 22, 1954)	<p>April 1978 Joined the Company Nov. 2004 General Manager, Finance & Accounting Division of Nippon Express U.S.A., Inc.</p> <p>April 2007 General Manager, Accounting Division May 2009 Officer, Regional General Manager, Tohoku Region and General Manager, Sendai Branch</p> <p>May 2012 Managing Officer June 2012 Director and Managing Officer (Incumbent)</p> <p>(Duties in charge) In charge of Information Technology Promotion Division, Public Relations & Advertising Division, General Affairs & Labor Division, Business Division, NITTSU Group University and Corporate Social Responsibility Division</p>	55,000
10	Hideo Hanaoka (August 8, 1952)	<p>April 1977 Joined the Company May 2009 President and Director, Nippon Express (Singapore) Pte., Ltd.</p> <p>May 2010 General Manager, Marine Transport Business Division</p> <p>June 2011 Officer June 2012 Director and Officer (Incumbent)</p> <p>(Duties in charge) In charge of Marine Transport Business Division and Fine Arts Business Division</p>	29,000

Candidate Number	Name (Date of Birth)	Profile (Position and Duties in charge, and Important Position of Other Organizations Concurrently Assumed (if any))	Number of Company's Shares Held by Candidate
11	Yasuaki Nii (August 20, 1956)	<p>April 1980 Joined the Company May 2009 General Manager, General Affairs & Labor Division April 2010 General Manager, General Affairs & Labor Division and NITTSU Group University June 2011 Director and Officer, Regional General Manager, Kansai Region and General Manager, Osaka Branch(Incumbent)</p> <p>(Duties in charge) Regional General Manager, Kansai Region and General Manager, Osaka Branch</p>	31,000
12	Yutaka Ito (May 15, 1955)	<p>April 1978 Joined the Company Aug. 2006 Group General Manager, Overseas Planning Group of Overseas Planning Division May 2008 President and Director, Nippon Express (U.K.) Ltd. March 2012 Officer June 2012 Director and Officer (Incumbent)</p> <p>(Duties in charge) In charge of Air Cargo Business Division and Overseas Planning Division</p>	20,000
13	Masahiko Hata (April 3, 1955)	<p>April 1979 Joined the Company May 2007 General Manager, Niigata Branch May 2009 General Manager, Finance & Accounting Division May 2012 Officer and General Manager, Finance & Accounting Division June 2012 Director and Officer (Incumbent)</p> <p>(Duties in charge) In charge of Finance & Accounting Division</p>	19,000
14	Noboru Shibusawa (September 12, 1951)	<p>April 1975 Joined the Company May 2009 Officer, and General Manager, Sales Promotion Division II Oct. 2009 Officer June 2011 Director and Managing Officer May 2013 Director (Incumbent) May 2013 President and Representative Director of NITTSU SHOJI CO.,LTD. (Incumbent)</p> <p>(Duties in charge) In charge of President and Representative Director of NITTSU SHOJI CO.,LTD.</p>	56,000

(Note) There is no special interest between the Company and each of the candidates.

Proposal 3: Election of One (1) Corporate Auditor

The term of office of External Corporate Auditor, Mr. Masami Yamashita will expire at the close of this Ordinary General Meeting of Shareholders. It is proposed that one (1) Corporate Auditor be elected.

The submission of this proposal to this Ordinary General Meeting of Shareholders has obtained the prior consent of the Board of Corporate Auditors.

The candidate for Corporate Auditor is listed below:

Name (Date of Birth)	Profile (Position and Duties in charge, and Important Position of Other Organizations Concurrently Assumed (if any))	Number of Company's Shares Held by Candidate
Hiromi Konno (July 8, 1953)	April 1976	10,000
	April 2002	
	March 2003	
	Feb. 2004	
	April 2004	
	June 2004	
	March 2006	
	June 2006	
	April 2007	
	June 2007	
	June 2009	
	April 2010	

(Notes)

1. There is no special interest between Mr. Hiromi Konno and the Company.
2. Mr. Hiromi Konno is a new candidate.
3. Mr. Hiromi Konno is candidate for outside Corporate Auditor. Furthermore, he has been notified as independent officer to the Tokyo Stock Exchange and Osaka Securities Exchange.
4. The matters to be particularly mentioned with respect to the candidate for outside Corporate Auditor is as follows:

(1) Reasons for election of the candidates for outside Corporate Auditor:

The Company requests the shareholders to elect Mr. Hiromi Konno as outside Corporate Auditor to reflect his affluent experience and deep insight as management person on the audit of the Company.

(2) Agreement to limit outside Corporate Auditor's liability

When the election of Mr. Hiromi Konno is approved and resolved, and if he fulfills the requirements under the laws and regulations, the Company will enter into an agreement to limit outside Corporate Auditor's liability with him in accordance with the Articles of Incorporation. The limit of liability under the agreement shall be an amount provided for in the laws and regulations.

Proposal 4: Presentation of Bonuses to Directors

Taking into account the amounts provided as bonuses in the past and the results of operation for the business year under review, it is proposed that a total amount of Yen 80,000,000 for bonuses be paid to a total of fourteen (14) Directors as a group.

End