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(Securities code: 6849)
June 6, 2012

To Shareholders with Voting Rights

Fumio Suzuki
Representative Director, President and
Chief Operating Officer
NIHON KOHDEN CORPORATION
31-4, Nishiochiai 1-chome, Shinjuku-ku,
Tokyo, Japan

NOTICE OF THE 61ST ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders,

You are cordially invited to attend the 61st Ordinary General Meeting of Shareholders of NIHON KOHDEN CORPORATION (the "Company") to be held as described below.

If you are unable to attend the meeting, you may exercise your voting rights in writing. Please review the Reference Documents for the General Meeting of Shareholders (described hereinafter), indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form, and return it by no later than 5:10 p.m. on Tuesday, June 26, 2012 (JST).

- 1. Date and Time:** Wednesday, June 27, 2012 at 10:00 a.m. (JST)
- 2. Venue:** Fourth floor hall, No. 1 building of the Company's head office, 31-4, Nishiochiai 1-chome, Shinjuku-ku, Tokyo, Japan
- 3. Meeting Agenda:**
Matters to be reported:
 1. The Business Report, Consolidated Financial Statements for the Company's 61st Fiscal Year (from April 1, 2011 to March 31, 2012), and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
 2. Non-Consolidated Financial Statements for the Company's 61st Fiscal Year (from April 1, 2011 to March 31, 2012)

Proposals to be resolved:

- Proposal No. 1:** Distribution of Surplus
Proposal No. 2: Election of Twelve Directors
Proposal No. 3: Election of Two Corporate Auditors

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- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk for the General Meeting.
 - Any updates to the Reference Documents for the General Meeting of Shareholders and attached documents will be posted on the Company's website at the following URL: (<http://www.nihonkohden.co.jp/>)

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Distribution of Surplus

With respect to allocation of profit, the Company adopts a basic policy of continuing stable dividend payments to shareholders over a long period while duly pursuing the enhancement of internal reserves in order to strengthen its corporate structure and support future business development.

Based on this policy, the Company hereby proposes the distribution of surplus as follows.

1. Matters related to the year-end dividend:

(1) Matters concerning allotment of dividend property to shareholders and total amount

23 yen per share of the Company's common stock

Total amount: 1,010,440,439 yen

Note: Combined with the interim dividend (21 yen per share), the total annual dividend for the fiscal year ended March 31, 2012 will be 44 yen per share.

(2) Effective date of distribution of surplus

June 28, 2012

2. Other matters related to distribution of surplus:

(1) Item of surplus increased and amount

General reserve	4,300,000,000 yen
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(2) Item of surplus decreased and amount

Retained earnings brought forward	4,300,000,000 yen
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Proposal No. 2: Election of Twelve Directors

The terms of office for all (twelve) Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the election of twelve Directors is proposed.

The candidates are as follows:

No.	Name (Date of birth)	Career summaries, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Kazuo Ogino (January 4, 1941)	April 1966 Joined Nippon Telegraph and Telephone Public Corporation July 1981 General Manager of Facility Dept., Tokai Telecommunication Bureau February 1984 Assistant to General Manager, in charge of Image Communication Div., Technology Bureau March 1985 Retired April 1985 Joined the Company; Advisor August 1985 General Manager of Electrocardiographs Business Dept. October 1985 Director October 1986 Managing Director June 1988 Senior Managing Director June 1989 Representative Director and President June 2007 Representative Director, President and Chief Operating Officer June 2008 Representative Director, Chairman and Chief Executive Officer (current position)	165,330 shares
2	Fumio Suzuki (November 3, 1948)	April 1973 Joined the Company April 1994 Representative Director and President of Nihon Kohden America, Inc. April 1998 General Manager of Business Planning Office April 1999 General Manager of Human Resources Dept. June 1999 Director June 2003 Managing Director April 2005 General Manager of System Business Division April 2006 General Manager of Medical Equipment Technology Center April 2007 General Manager of General Affairs and Human Resources Dept. June 2007 Director and Senior Managing Executive Officer June 2008 Representative Director, President and Chief Operating Officer (current position)	29,800 shares

No.	Name (Date of birth)	Career summaries, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Kenji Hakuta (July 25, 1951)	<p>April 1975 Joined Saitama Bank Ltd.</p> <p>March 2002 Executive Officer of Asahi Bank Ltd.</p> <p>June 2003 Director and Executive Officer of Saitama Resona Bank Limited</p> <p>March 2004 Retired as Director and Executive Officer</p> <p>May 2004 Joined the Company</p> <p>October 2004 Internal Auditor</p> <p>April 2005 General Manager of Accounting Dept.</p> <p>June 2005 Director (current position)</p> <p>April 2006 General Manager of Administration</p> <p>June 2007 Managing Executive Officer</p> <p>June 2008 Senior Managing Executive Officer (current position) [Responsible for accounting, information systems and legal affairs]</p>	13,800 shares
4	Toshitsugu Izawa (December 4, 1949)	<p>April 1973 Joined the Company</p> <p>April 1997 General Manager of 1st Technology Dept. of Medical Equipment Business Division</p> <p>April 2000 Director of Supply Business</p> <p>April 2002 President of Shanghai Kohden Medical Electronic Instrument Corporation</p> <p>April 2007 General Manager of Medical Equipment Technology Center</p> <p>June 2007 Operating Officer</p> <p>April 2008 Representative Director and President of Nihon Kohden Tomioka Corporation</p> <p>June 2008 Director (current position)</p> <p>June 2008 Senior Executive Officer</p> <p>June 2009 Managing Executive Officer (current position)</p> <p>April 2011 General Manager of Reliability and Safety (current position)</p> <p>June 2011 General Manager of Medical Equipment Technology Center [Responsible for technology]</p>	12,500 shares

No.	Name (Date of birth)	Career summaries, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
5	Yoshito Tsukahara (December 25, 1952)	<p>July 1980 Joined the Company</p> <p>April 1994 Representative Senior Managing Director of Nihon Kohden Mebiko Tokai Corporation</p> <p>April 1999 Representative Director and President of Nihon Kohden Kita Kanto Corporation</p> <p>April 2002 Representative Director and President of Nihon Kohden Mebiko Higashi Hanbai Corporation</p> <p>April 2003 Representative Director and President of Nihon Kohden Tokyo Corporation</p> <p>June 2007 Operating Officer</p> <p>June 2008 Director and Senior Executive Officer (current position)</p> <p>April 2011 General Manager of Sales Division (current position)</p>	6,200 shares
6	Takashi Tamura (March 22, 1959)	<p>April 1983 Joined the Company</p> <p>April 2003 Representative Director and President of Nihon Kohden Kansai Corporation</p> <p>April 2007 General Manager of Sales Division</p> <p>June 2007 Operating Officer</p> <p>June 2008 Director and Senior Executive Officer (current position)</p> <p>April 2011 General Manager of Overseas Business Division (current position)</p>	6,700 shares
7	Toshinobu Mayuzumi (November 21, 1949)	<p>March 1968 Joined Kohden Kogyo Tomioka Seisakujo (current Nihon Kohden Tomioka Corporation)</p> <p>April 1999 General Manager of Quality Assurance Dept. of Nihon Kohden Tomioka Corporation</p> <p>April 2008 General Manager of Quality Management of the Company</p> <p>June 2008 Operating Officer</p> <p>June 2009 Director and Senior Executive Officer (current position)</p> <p>April 2010 Representative Director and President of Nihon Kohden Tomioka Corporation (current position)</p>	11,800 shares
8	Hiroshi Aida (October 8, 1952)	<p>April 1973 Joined the Company</p> <p>April 2005 Deputy General Manager of Product Business Division</p> <p>June 2007 General Manager of Product Business Division (current position)</p> <p>June 2007 Operating Officer</p> <p>June 2011 Director and Senior Executive Officer (current position)</p>	8,700 shares

No.	Name (Date of birth)	Career summaries, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
9	Tatsuya Nakagawa (December 26, 1952)	<p>April 1976 Joined the Company</p> <p>April 2006 Deputy General Manager of Living Body Information Technology Center</p> <p>June 2007 General Manager of Living Body Information Technology Center</p> <p>June 2007 Operating Officer</p> <p>June 2011 Director and Senior Executive Officer (current position) [Responsible for Living Body Information Technology Center and Telemetry Technology Center]</p>	2,400 shares
10	Hirokazu Ogino* (May 28, 1970)	<p>April 1995 Joined the Company</p> <p>April 2007 President of Nihon Kohden Europe GmbH</p> <p>April 2011 General Manager of Marketing Strategy Dept. (current position)</p> <p>June 2011 Operating Officer (current position)</p>	3,500 shares
11	Masaya Yamauchi (March 20, 1960)	<p>April 1988 Registered as an attorney (Tokyo Bar Association)</p> <p>September 1993 Established Nakagawa & Yamauchi Law Office</p> <p>August 2001 Integrated into Hibiki-Sogo Law Office (current position)</p> <p>June 2010 Director of the Company (current position)</p>	0 shares
12	Minoru Obara* (September 29, 1947)	<p>April 1986 Assistant Professor at Dept. of Electrical Engineering, Faculty of Science and Technology, Keio University</p> <p>April 1993 Professor at Dept. of Electrical Engineering (Current Dept. of Electronics and Electrical Engineering), Faculty of Science and Technology, Keio University (current position)</p>	0 shares

Notes: 1. No material conflict of interest exists between the Company and any of the above candidates for Director.

2. Mr. Masaya Yamauchi is a candidate for Outside Director.

(1) Although Mr. Masaya Yamauchi has not been engaged in corporate management in any capacity other than as an Outside Director or Outside Corporate Auditor, he is closely acquainted with corporate legal affairs as an attorney. We anticipate that in his work with the Company's management systems he will make the most of the expertise and experience he has accumulated to date. Accordingly, we propose that he be elected as Outside Director. He will have been in office as Outside Director of the Company for two years at the conclusion of this General Meeting of Shareholders.

(2) The Company has concluded a liability limitation agreement with him to limit his liability under the provisions of Article 423, Paragraph 1 of the Companies Act up to the minimum liability amount stipulated in Article 425, Paragraph 1 of the same Act. If his re-election is approved, we will continue the liability limitation agreement with him.

(3) The Company has filed with the Tokyo Stock Exchange a notification to establish that he is an independent officer as provided by the Exchange, because he satisfies the requirements therefor.

3. Mr. Minoru Obara is a candidate for election as Outside Director.

(1) Although Mr. Minoru Obara has not been directly engaged in corporate management, we anticipate that in his work with the Company's management system he will make the most of his knowledge and experience as a university professor specialized in electronics engineering and laser medical treatment. Accordingly, we propose that he be elected as Outside Director.

(2) If his election is approved, the Company will conclude a liability limitation agreement with him to limit his liability under the provisions of Article 423, Paragraph 1 of the Companies Act up to the minimum liability amount stipulated in Article 425, Paragraph 1 of the same Act.

(3) The Company will file with the Tokyo Stock Exchange a notification to establish that he is an independent officer as provided by the Exchange, because he satisfies the requirements therefor.

4. Persons marked with * are new candidates.

5. Present responsibilities at the Company are described in [].

Proposal No. 3: Election of Two Corporate Auditors

The terms of office for Mr. Takeshi Matsushima and Mr. Osamu Kato as Corporate Auditors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of two Corporate Auditors is proposed.

The Board of Corporate Auditors has given its approval in advance.

The candidates are as follows:

No.	Name (Date of birth)	Career summaries, positions, and significant concurrent positions	Number of shares of the Company held
1	Masami Sugiyama* (November 9, 1950)	December 1975 Joined the Company April 1997 Representative Director and President of Nihon Kohden Minami Kanto Corporation April 1998 Representative Director and President of Nihon Kohden Kansai Corporation April 2001 Deputy General Manager of Sales Division April 2002 General Manager of Sales Division June 2002 Director April 2005 General Manager of Product Business Division June 2007 Senior Executive Officer June 2007 General Manager of Operations April 2009 General Manager of AED Business Promotion Dept. April 2011 Representative Director and President of Beneficks Corporation (current position)	4,800 shares
2	Osamu Kato (April 24, 1944)	April 1976 Assistant Professor at Faculty of Law, Keio University April 1981 Professor at Faculty of Law, Keio University September 1983 Doctor of Judicial Science at Keio University September 2003 Registered as an attorney (Tokyo Bar Association) June 2004 Corporate Auditor of the Company (current position) April 2010 Professor Emeritus at Keio University (current position)	0 shares

Notes: 1. No material conflict of interest exists between the Company and any of the above candidates for Corporate Auditor.

2. Mr. Osamu Kato is a candidate for Outside Corporate Auditor.

(1) Although Mr. Osamu Kato has not been engaged in corporate management in any capacity other than as an Outside Director or Outside Corporate Auditor, he is closely acquainted with corporate legal affairs as a university professor and an attorney. We anticipate that in his work with the Company's audit system he will make the most of the expertise and experience he has accumulated to date. He will have been in office as Corporate Auditor of the Company for eight years at the conclusion of this General Meeting of Shareholders.

(2) The Company has concluded a liability limitation agreement with him to limit his liability under the provisions of Article 423, Paragraph 1 of the Companies Act up to the minimum liability amount stipulated in Article 425, Paragraph 1 of the same Act. If his re-election is approved, we will continue the liability limitation agreement with him.

(3) The Company has filed with the Tokyo Stock Exchange a notification to establish that he is an independent officer as provided by the Exchange, because he satisfies the requirements therefor.

3. Mr. Masami Sugiyama will retire from his position as a Representative Director and President of Beneficks Corporation by the date of this General Meeting of Shareholders.

4. The person marked with * is a new candidate.