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Securities Code: 4041

June 5, 2014

Dear Shareholders,

Yutaka Kinebuchi
Representative Director, President
Nippon Soda Co., Ltd.
2-2-1, Otemachi, Chiyoda-ku,
Tokyo, Japan

Notice of the 145th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 145th Ordinary General Meeting of Shareholders of Nippon Soda Co., Ltd. (the “Company”). The meeting will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights by postal voting. Please examine the attached Reference Documents for the General Meeting of Shareholders and return the enclosed Voting Form indicating your vote for or against each proposal so that your vote is received by 5:30 p.m. on Thursday, June 26, 2014 (JST).

Details

1. Date and Time: Friday, June 27, 2014, at 10:00 a.m.
2. Place Hall, 4th floor, Otemachi Sankei Plaza
Tokyo Sankei Bldg.
1-7-2 Otemachi, Chiyoda-ku, Tokyo
3. Purpose of the Meeting
 - a. Business Report and Consolidated Financial Statements for the 145th Fiscal Year (from April 1, 2013 to March 31, 2014), as well as the audit reports of the Accounting Auditor and the Board of Auditors Meeting for Consolidated Financial Statements
 - b. Financial Statements for the 145th Fiscal Year (from April 1, 2013 to March 31, 2014)

Matters to be resolved:

- Proposal 1: Appropriation of Surplus
Proposal 2: Election of Seven (7) Directors

Notes:

- * You are kindly requested to present the enclosed Voting Form to the receptionist when you attend the Meeting.
- * As the Notes to Consolidated Financial Statements and Notes to Financial Statements, which make up part of the documents to be provided when giving this notice of convocation, are available via the Internet on the Company’s website (URL http://www.nippon-soda.co.jp/financial_fact/index.html), they are not contained in the attached documents for matters to be reported, as provided for in laws and regulations and in Article 17 of the Company’s Articles of Incorporation.
- * If any changes have been made to items in Business Report, Consolidated Financial Statements, Financial Statements or the Reference Documents for the General Meeting of Shareholders, such changes will be posted on the Company’s website stated above.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

In deciding the appropriation of surplus, the Company fundamentally considers revenue trends and makes a well-rounded judgment based on several perspectives including maintaining stable dividend payment, enriching shareholders' equity and improving the financial position.

As a result, we propose the year-end dividend for the fiscal year under review as below.

[Matters regarding year-end dividend]

1. Type of dividend property: Money
2. Dividend property allotment and total amount thereof

Dividends per common share of the Company :	¥8
Total amount of dividends :	¥1,216,225,968
3. Date of effectiveness of dividends: June 30, 2014

Proposal 2 : Election of Seven (7) Directors

The terms of office of all seven (7) directors will expire at the conclusion of this meeting. Accordingly, we propose to elect seven (7) directors.

The candidates for directors are as follows :

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held
1	Yutaka Kinebuchi (March 21, 1949)	April 1972 Joined the Company April 1994 Manager, General Affairs Dept., Nihongi Plant April 1999 Manager, Corporate Planning Dept. April 2003 Manager, Personnel Dept. June 2003 Director, Manager, Personnel Dept. April 2005 Director, Manager, Corporate Planning Dept. and Manager, Affiliates Dept. April 2007 Director, General Manager, Internal Control Dept. and Manager, Corporate Planning Dept. June 2007 Managing Director, General Manager, Corporate Planning Dept., Internal Control Dept., Affiliates Dept. and Personnel Dept. October 2008 Managing Director, General Manager, Corporate Planning Dept., Internal Control & Audit Dept., Affiliates Dept. and Personnel Dept. June 2009 Representative Director, President To the present	58,000
2	Eiji Ito (November 29, 1948)	April 1971 Joined the Company April 1997 Director, Novus International, Inc. April 2001 Manager, Products Management Dept., Agro Products Div., the Company April 2005 Deputy General Manager, Agro Products Div. and Manager, Products Management Dept., Agro Products Div. June 2005 Director, Deputy General Manager, Agro Products Div. and Manager, Products Management Dept., Agro Products Div. April 2007 Director, General Manager, Agro Products Div. June 2009 Managing Director, General Manager, Agro Products Div. April 2011 Managing Director, General Manager, Research & Development Div. April 2013 Managing Director, Supervision of Technology Fields, Manager, Corporate Social Responsibility Dept., Manager, Trade Administration Dept. and General Manager, Production & Technology Div. June 2013 Representative Director, Senior Executive Managing Officer, Supervision of Technology Fields, Manager, Corporate Social Responsibility Dept., Manager, Trade Administration Dept. and General Manager, Production & Technology Div. April 2014 Representative Director, Senior Executive Managing Officer, Supervision of Technology Fields, General Manager, Overseas Production Strategy Dept., Manager, Corporate Social Responsibility Dept., Manager, Trade Administration Dept. and General Manager, Production & Technology Div. To the present	15,000

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held
3	Makoto Masuda (March 3, 1952)	April 1975 Joined The Industrial Bank of Japan, Limited June 2000 General Manager & Chief Executive, Hong Kong Branch Office April 2002 General Manager, Corporate Credit Assessment Dept., Mizuho Corporate Bank, Ltd. January 2004 Joined the Company April 2004 Manager, Methionine Dept., Fine Chemicals Div. April 2007 Manager, Affiliates Dept. and Manager, Internal Control Dept. June 2007 Director, Manager, Affiliates Dept. and Manager, Internal Control Dept. April 2008 Director, Manager, Internal Control Audit Dept. and Manager, Affiliates Dept. June 2008 Director, General Manager, General Affairs Dept. and Computer Service Dept. and Manager, Accounting & Finance Dept. April 2009 Director, General Manager, General Affairs Dept., Accounting Dept. and Computer Service Dept. and Manager, Finance Dept. June 2009 Director, General Manager, General Affairs Dept. and Accounting Dept. and Manager, Finance Dept. June 2011 Managing Director, General Manager, General Affairs Dept., Accounting Dept., Finance Dept. and Internal Control Audit Dept. April 2013 Managing Director, General Manager, General Affairs Dept. and Personnel Dept., Accounting Dept., Finance Dept. and Internal Control Audit Dept. June 2013 Director, Executive Managing Officer, Supervision of General Affairs Dept. and Personnel Dept., Accounting Dept., Finance Dept. and Internal Control Audit Dept. April 2014 Director, Executive Managing Officer, Supervision of General Affairs Dept. and Personnel Dept., Accounting Dept. and Internal Control Audit Dept. To the present	12,000
4	Shingo Nakamura (July 5, 1951)	April 1975 Joined the Company April 2000 Manager, General Affairs Dept., Takaoka Plant April 2004 Manager, Dye Chemicals Dept., Specialty & Performance Chemicals Div. April 2007 Manager, Specialty Products Dept., Specialty & Performance Chemicals Div. April 2009 Manager, Purchasing Dept. June 2009 Director, General Manager, Computer Service Dept. and Logistics Dept. and Manager, Purchasing Dept. April 2010 Director, General Manager, Computer Service Dept. and Manager, Purchasing & Logistics Dept. April 2013 Director, General Manager, Chemicals Div. June 2013 Director, Executive Managing Officer, General Manager, Chemicals Div. To the present	22,000

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held
5	Akira Ishii (July 8, 1953)	April 1976 Joined the Company April 2001 Manager, Specialty Products Dept., Specialty & Performance Chemicals Div. April 2004 Manager, General Affairs Dept., Takaoka Plant June 2007 Manager, Corporate Planning Dept. April 2009 Manager, Personnel Dept. June 2009 Director, General Manager, Corporate Planning Dept. and Affiliates Dept. and Manager, Personnel Dept. April 2011 Director, General Manager, Corporate Planning Dept. and Manager, Personnel Dept. June 2011 Director, General Manager of Corporate Planning and Manager, Personnel Dept. April 2013 Director, General Manager, Agro Products Div. June 2013 Director, Executive Managing Officer, General Manager, Agro Products Div. To the present <Important concurrent positions> President, Nisso BASF Agro Co., Ltd.	20,000
6	Hiroyuki Uryu (December 25, 1954)	April 1980 Joined the Company April 2003 Manager, Overseas Dept., Agro Products Div. April 2009 Deputy General Manager, Agro Products Div. and Manager, Overseas Sales 1 Dept., Agro Products Div. June 2009 Director, Deputy General Manager, Agro Products Div. and Manager, Overseas Sales 1 Dept., Agro Products Div. April 2010 Director, Deputy General Manager, Agro Products Div. April 2011 Director, General Manager, Agro Products Div. April 2013 Director, General Manager, Corporate Planning Dept. and Information Systems Dept. and Manager, Purchasing & Logistics Dept. June 2013 Director, Executive Managing Officer, General Manager, Corporate Planning Dept. and Information Systems Dept. and Manager, Purchasing & Logistics Dept. April 2014 Director, Executive Managing Officer, Supervision of Corporate Planning Dept., Affiliates Dept. and Information Systems Dept. and Purchasing & Logistics Dept. To the present <Important concurrent positions> President, Nisso Namhae Agro Co., Ltd.	18,000

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held
7	Naoyuki Hori (August 13, 1945)	April 1968 Joined The Industrial Bank of Japan, Limited May 1994 General Manager, Corporate Banking Division No. 9 June 1996 General Manager, Bond Services Division June 1997 Corporate Auditor (Full Time) July 2000 Managing Director, General Manager, General Affairs Div., Kowa Real Estate Co., Ltd. May 2004 President, Japan Management Systems, Inc. June 2009 Corporate Auditor (Full Time), Meiwa Estate Co., Ltd. June 2011 Corporate Auditor, the Company June 2013 Director To the present	3,000

- Notes: 1. There are no special interests between each of the above-mentioned candidates and the Company.
2. We nominate Naoyuki Hori as a candidate for Outside Director because we deem that we can utilize his knowledge acquired through his long-standing experience in bank operations and his experience from involvement in the company management of other companies in the management of the Company to further strengthen the management system.
3. Naoyuki Hori's term of office as Outside Corporate Auditor of the Company was two (2) years. His term of office as Outside Director will be one (1) year upon the conclusion of this ordinary general meeting of shareholders.
4. The Company has concluded an agreement with Outside Director Naoyuki Hori to limit his liability to damages pursuant to Paragraph 1 of Article 423 of the Companies Act. Under this agreement, the amount of his liability to damages is limited to either ¥5 million or the amount prescribed by laws and regulations, whichever is higher.
5. Naoyuki Hori satisfies the criteria of an independent director as provided for by the Tokyo Stock Exchange, and we plan to notify the exchange to this effect.