

(Translation)

Securities Identification Code: 8086

June 9, 2009

To shareholders

NIPRO CORPORATION
3-9-3, Honjo-nishi, Kita-ku, Osaka, Osaka Prefecture
Minoru Sano, President and Representative
Director

Notice of Annual General Meeting of Shareholders for Fiscal 2008 (56th Business Year)

Dear Sirs,

Please be advised that the 56th general meeting of shareholders of NIPRO CORPORATION will be held on the date and at the place designated below; we request your attendance.

If you cannot attend the meeting personally, you may exercise your voting right by submitting your proxy via the form attached to this Notice. Please read the enclosed reference document for the general meeting, fill in your vote "For" or "Against" each agenda to be resolved at the general meeting, affix your signature or personal seal, and return the completed proxy so that we receive it by 17:00 on June 25, 2009 (Thursday).

Notice

- 1. Time of meeting:** 10:00 am, June 26, 2009 (Friday)
- 2. Place of meeting:** Kusatsu NIPRO HALL
3023, Noji-cho, Kusatsu City, Shiga Prefecture

3. Meeting Agenda

Reports

1. Business report for fiscal 2008 (the 56th business year of NIPRO) from April 1, 2008 to March 31, 2009, consolidated financial statements for fiscal 2008 and report by independent auditing firm and council of statutory auditors on NIPRO CORPORATION consolidated financial statements for fiscal 2008
2. NIPRO CORPORATION financial statements for fiscal 2008 (the 56th business year of NIPRO) from April 1, 2008 to March 31, 2009

Matters Resolved

- Agenda No. 1** Partial amendments to the Articles of Incorporation
- Agenda No. 2** Election of ten (10) Directors
- Agenda No. 3** Election of one (1) reserve statutory auditor
- Agenda No. 4** Payment of retirement allowance to Retiring Directors and a Retiring Corporate Auditor

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- We request that shareholders who are attending the meeting personally also complete the enclosed proxy form and hand it to the receptionist on the meeting day.
 - If, after this Notice, any modification or change is made to the enclosed reference document for the general meeting of shareholders, business report, non-consolidated and consolidated financial statements, it will be announced on the Internet Website of NIPRO CORPORATION (<http://www.nipro.co.jp/>).

Reference Document for General Meeting of Shareholders

Matters to be resolved and relevant information

Proposal No. 1 Partial amendments to the Articles of Incorporation

1. Reasons for change

(1) The Act for Partial Revision of the Act Concerning Book-Entry Transfer of Corporate Bonds, etc. to Streamline Settlement for Transactions of Shares, etc. (Act No.88, 2004; hereinafter referred to as the “Settlement Rationalization Act”) was enforced on January 5, 2009. The proposed amendments of the Articles of Incorporation are as follows:

1) The resolution of the partial amendment of the Articles of Incorporation to repeal the rules of issuance of share certificates is deemed to have been resolved on such day, based on Article 6 (1) of the Supplementary Provisions to the Settlement Rationalization Act, and accordingly the Company shall delete this provision. Pursuant to the Settlement Rationalization Act, the Company will also make necessary changes to the Articles of Incorporation, including deletion of the provisions relating to shares of less than a unit and a register of lost share certificates. The Settlement Rationalization Act stipulates that a register of lost share certificates shall be conducted affairs of lost share certificates by manager of shareholders’ register for one (1) year from the day following the date of implementation of the Settlement Rationalization Act. This stipulation has necessitated the establishment of the supplementary provisions.

2) The resolution of the partial amendment of the Articles of Incorporation to repeal the rules of ‘Act on Custody and Transfer of Share Certificate, etc.’ (No.30, 1984), based on Article 2 of the Supplementary Provisions to the Settlement Rationalization Act, and accordingly the Company shall delete the rule of beneficial shareholders and beneficial shareholders’ register.

(2) To promote the expansion of a new business domain of the future and the reinforcement of the management base, expansion positively, the Company shall change the rules of the upper limit of the Director from 20 to 30.

(3) In addition to those above, the Company shall make necessary changes to the number of articles.

2. Details of the proposed amendments

Details of the proposed amendments are following:

(Underlined portions indicate the parts that are to be amended)

Current Articles	Revised Articles proposed
<u>Article 7 (Issuance Stock Certificate)</u> <u>The Company shall issue stock certificates relating to shares.</u>	(Deleted)
Article 8 (Acquisition of Own Shares) The Company may, by resolution of the Board of Directors, acquire its own shares thorough market transactions and other methods pursuant to the	Article 7 (Acquisition of Own Shares) (Unchanged)

<p>provisions of Paragraph 2, Article 165 of the Company Law.</p> <p>Article <u>9</u> (Number of Shares of One Unit) One unit of shares of the Company shall be comprised of one hundred (100) shares.</p> <p><u>Article 10 (Non-issuance of Stock Certificates for Fractional Shares)</u> This Company shall not issue any share certificates for shares that are less than one unit (<i>tangen</i>) of shares.</p> <p>Article <u>11</u> (Request for Sale of Shares Amounting to Less than One Unit of Shares(<i>Tangen</i>)) Shareholders (<u>including the beneficial owners, hereinafter the same</u>) may request the Company to sell shares to them which will result in their holding one unit together with the shares less than a unit (<i>tangen</i>) already held by such shareholders pursuant to the Share Handling Regulations.</p> <p>Article <u>12</u> (Rights on Fractional Shares) Shareholders of the Company may not exercise, with regard to shares less than one unit held by them, any right other than those set out in the following: 1. Rights set out in the items of Article 189, Paragraph 2 of the Corporation Law of Japan; 2. Right to make a claim pursuant to Article 166, Paragraph 1 of the Corporation Law of Japan; 3. Right to be allotted with offered shares and stock acquisition rights in proportion to the number of shares already held; and 4. Right to make a claim provided for in previous Article of these Articles of Incorporation.</p> <p>Article <u>13</u> (Share Handling Regulations) The handling and fees relating to the Company's shares shall be governed by applicable laws and regulations and these Articles of Incorporation as well as by the Rules for the Handling of Shares.</p> <p>Article <u>14</u> (Manager of Register of Shareholders) The Company shall have a manager of the register of shareholders. 2. The manager of the register of shareholders and its place of business shall be designated by resolution of the Board of Directors and shall be publicly announced. 3. Preparation and keeping of the register of shareholders (<u>including the register of beneficial shareholders; the same applies hereinafter</u>), the original register of stock acquisition rights <u>and the register of lost share certificates</u> and other operations relating to the foregoing registers shall be entrusted to the manager of the register of shareholders and shall not be handled by the Company.</p> <p>Article <u>15</u> to (Description of the articles is omitted.) Article <u>20</u></p> <p>Article <u>21</u>(Number of Directors) The number of Directors shall be less than <u>20</u>.</p> <p>Article <u>22</u> to (Description of the articles is omitted.)</p>	<p>Article <u>8</u> (Number of Shares of One Unit) (Unchanged)</p> <p>(Deleted)</p> <p>Article <u>9</u> (Request for Sale of Shares Amounting to Less than One unit of Shares (<i>Tangen</i>)) Shareholders may request the Company to sell shares to them which will result in their holding one unit together with the shares less than a unit (<i>tangen</i>) already held by such shareholders pursuant to the Share Handling Regulations.</p> <p>Article <u>10</u> (Rights on Fractional Shares) (Unchanged)</p> <p>Article <u>11</u> (Share Handling Regulations) (Unchanged)</p> <p>Article <u>12</u> (Manager of Register of shareholders) (Unchanged) 2. (Unchanged) 3. Preparation and keeping of the register of shareholders <u>and</u> the original register of stock acquisition rights <u>and</u> other operations relating to the foregoing registers shall be entrusted to the manager of the register of shareholders and shall not be handled by the Company.</p> <p>Article <u>13</u> to (Unchanged) Article <u>18</u></p> <p>Article <u>19</u>(Number of Directors) The number of Directors shall be less than <u>30</u>.</p> <p>Article <u>20</u> to (Unchanged) Article <u>40</u></p>
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<p>Article <u>42</u></p> <p>Supplementary Provisions</p> <p>Article 1</p> <p>The amendment of the Article <u>9</u> shall come into effect on July 1, 2009.</p> <p>2. This Article shall be deleted on July 1, 2009.</p>	<p><u>Supplementary Provisions</u></p> <p><u>Article 1</u></p> <p>The amendment of the Article <u>8</u> shall come into effect on July 1, 2009.</p> <p>2. (Unchanged)</p> <p><u>Article 2</u></p> <p><u>Preparation and keeping of the register of lost share certificates and other operations relating to the foregoing register shall be entrusted to the manager of the register of shareholders and shall not be handled by the Company.</u></p> <p><u>2. This Article shall be deleted on January 6, 2010.</u></p>
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Still, in accordance with the provisions of Article 195 in the Company Law (Law No. 86, 2005), the Company made amendments to current Article 9 (Number of Shares of One Unit), the unit applicable to the Company's shares shall be reduced from one thousand (1,000) to one hundred (100) shares by the resolution at the meeting of the Board of Directors of the Company held on May 15, 2009.

Proposal No.2 Election of ten (10) Directors

To strengthen and enhance our management infrastructure, the Company proposes increase the number of directors. The Company requests the election of ten (10) directors.

The candidates for the director's positions are as follows.

No.	Name (Date of birth)	Brief history of career, title, and position within the Company; career in other companies		Number of Company shares owned
1	Mitsutaka Ueda (January 26, 1956)	Apr. 1976 Apr. 2008	Joined Kabushiki Kaisha NIPRO Deputy General Manager of Medical Instrument Section, Domestic Division of the Company (to present)	1,458
2	Tsuyoshi Yamazaki (March 30, 1968)	Apr. 1991 Feb. 2009	Joined the Company Deputy General Manager of NIPRO Brand Sales Department, International Division of the Company (to present)	441
3	Yusuke Kofuku (September 13, 1959)	Jul. 1991 Feb. 2009	Joined the Company Deputy General Manager of the OEM Sales Department, International Division of the Company (to present)	-
4	Masanobu Iwasa (July 21, 1958)	Apr. 1982 Apr. 2008	Joined the Company Manager of Medical Business Promotion Division, Glass & Material Development Division of the Company (to present)	2,176
5	Toshiya Kai (October 12, 1959)	Aug. 1997 Apr. 2002 Jun. 2008	Joined the Company General Manager of the Pharmaceutical Research Center, Manufacturing Technology/ R&D Division of the Company Manager of the Pharmaceutical Research Center, Manufacturing Technology/ R&D Division of the Company (to present)	197
6	Hideo Okamoto (August 7, 1944)	Mar. 1964 Jun. 1996 Jul. 1996	Joined the Company Manager of Otsu Factory of the Company General Manager of Shanghai Nissho Vacuum	6,910

		Nov. 2007	Flask Refill Co., Ltd. Technology professional Manager of R&D Division I , Research & Development Laboratory, Manufacturing technology/ R&D Division of the Company (to present)	
7	Kyoetsu Kobayashi (May 19, 1955)	Jan. 1981 Apr. 1998 Jul. 1999 Aug. 2001 Sep. 2003 Apr. 2004	Joined Nipro Medical Industries Ltd. Manufacturing Department II General Manager of Ohdate Factory of the Company Manufacturing Department V General Manager of Ohdate Factory of the Company Manufacturing Department III General Manager of Ohdate Factory, Manufacturing Technology/ R&D Division of the Company Manufacturing Department I General Manager of Ohdate Factory, Manufacturing Technology/ R&D Division of the Company Manager of the Ohdate Factory, Manufacturing Technology/ R&D Division of the Company (to present)	1,641
8	Yozo Sawada (August 4, 1947)	Oct. 2002 Aug. 2004	Joined the Company Intellectual Property Department General Manager (to present)	1,361
9	Kimihito Minoura (October 12, 1972)	Apr. 1995 Apr. 2005	Joined the Company Accounting & Corporate Planning Division Manager of the Company (to present)	1,168
10	Hideto Nakamura (April 1, 1958)	Apr. 1980 Apr. 2008	Joined the Company Deputy General Manager of Human Resources/ General Affairs Division of the Company (to present)	2,074

(Notes)

1. There is no special relation between any nominee and the Company.
2. The number of the above stocks includes shares held by Employee Stock Ownership Plan of NIPRO as of March 31, 2009.

Proposal No.3 Election of one (1) reserve statutory auditor

The effect of current election of one reserve statutory auditor shall be valid until the time of the start of this meeting of stockholders, so it should be prepare for a vacancy that may result in non-compliance with the statutory auditor number, one reserve statutory auditor should be elected again.

Presentation of this matter at the general meeting of shareholders has been approved by the Council of Statutory Auditors.

The profile of the reserve statutory auditor nominee is as shown below.

Name Date of birth	Brief history of career, title, and position within the Company; career in other companies	Number of Company shares owned
Kazumichi Irie (January 12, 1944)	June 1998 Director of Yoshitomi Seiyaku Kabushiki Kaisha (presently, Mitsubishi Tanabe Pharma Corporation) June 2002 Statutory auditor of the same company June 2005 Resigned as statutory auditor of the same company June 2005 to present Trustee of Kyoto Pharmaceutical University	- shares

Notes:

1. There is no special relation between the nominee and the Company.
2. Mr. Kazumichi Irie is a nominee as reserve outside statutory auditor.
3. Reason for nominating Mr. Kazumichi Irie as reserve outside statutory auditor

Mr. Kazumichi Irie has excellent and extensive knowledge and experience, cultivated in his former career. Believing that he is capable of providing proper guidance and supervision in the auditing and business management of the Company from an objective viewpoint, the Company proposes that shareholders elect him as outside statutory auditor for the Company.

Proposal No. 4 Payment of retirement allowance to Retiring Directors and a Retiring Corporate Auditor

The matter was approved as proposed, and in recognition of their service in the position, the company will pay a retirement allowance to retiring directors, Seiya Ishida (expiration on June 26, 2008), Masataka Yanai (expiration on October 4, 2007) and a retiring corporate auditor, Hiroshi Kobayashi (expiration on June 26, 2008) within a reasonable amount pursuant to the Retirement Allowance Rules of the Company. In this proposal, the Company set a ceiling on 56,100,000 yen for Seiya Ishida, 9,100,000 yen for Masataka Yanai and 5,000,000 yen for Hiroshi Kobayashi and that the determination of each allowance, presentation, timing and method was delegated to the Board of Directors with regard to the retiring directors, the Board of Corporate Auditors with regard to the retiring corporate auditor.

The brief personal records of the retiring Directors and Corporate Auditor are as follows:

Name	Brief personal records	
Seiya Ishida	Aug-1976 Jun-1988 Jun-2008	Director of the Company Managing Director of the Company Retired of Managing Director of the Company
Masataka Yanai	Jun-2000 Oct-2007	Director of the Company Retired of Director of the Company
Hiroshi Kobayashi	Jun-2003 Jun-2008	Corporate Auditor of the Company Retired of Corporate Auditor of the Company