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Securities Code: 5184
March 9, 2020

To our shareholders:

President: Ryuichi Maeda
NICHIRIN CO., LTD.
98-1, Edo-machi, Chuo-ku, Kobe

Notice of the 136th Annual General Meeting of Shareholders

You are cordially invited to attend the 136th Annual General Meeting of Shareholders of NICHIRIN CO., LTD. (the “Company”), which will be held as indicated below.

If you are unable to attend the meeting in person, you may exercise your voting rights in writing or via the internet, etc. Please review the attached Reference Documents for General Meeting of Shareholders, and exercise your voting rights in accordance with the guidance below by 5:05 p.m. on Wednesday, March 25, 2020 (JST).

- 1. Date and Time:** Thursday, March 26, 2020, at 10:00 a.m. (JST)
- 2. Venue:** Shinsho Hall, 3rd floor, The Kobe Chamber of Commerce and Industry
6-1, Minatojima Nakamachi, Chuo-ku, Kobe

3. Purpose of the Meeting

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 136th fiscal year (from January 1, 2019 to December 31, 2019), and the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
2. The Non-consolidated Financial Statements for the 136th fiscal year (from January 1, 2019 to December 31, 2019)

Matters to be resolved:

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|-----------------------|---|
| Proposal No. 1 | Appropriation of Surplus |
| Proposal No. 2 | Partial Amendments to the Articles of Incorporation |
| Proposal No. 3 | Election of Three Audit & Supervisory Board Members |
| Proposal No. 4 | Election of One Substitute Audit & Supervisory Board Member |

4. Guidance for Exercising Voting Rights

- (1) Voting in writing
Please indicate your approval or disapproval of the proposals in the enclosed voting form and then return the form to the Company by postal mail so that your vote is received by 5:05 p.m. on Wednesday, March 25, 2020 (JST).
- (2) Voting via the internet, etc.
If you would exercise your voting rights via the internet, etc., please complete the procedure by 5:05 p.m. on Wednesday, March 25, 2020 (JST).
- (3) Electronic Voting Rights System Platform
For this meeting, institutional investors can also exercise their voting rights through electromagnetic means by using the Electronic Voting System Platform, which is operated by ICJ, Inc.

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- ◎ You are kindly requested to present the enclosed voting form to the receptionist when you attend the meeting.
 - ◎ If any revision is made with regard to the matters stated in the Reference Documents for General Meeting of Shareholders, the Business Report, Non-Consolidated Financial Statements and Consolidated Financial Statements, the Company will post the revision on the Company’s website. (<https://www.nichirin.co.jp/>)

Reference Documents for General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1 Appropriation of Surplus

Our basic policy is to continue paying a stable dividend while taking into account business performance and achieving the necessary level of retained earnings as well as securing shareholder returns for the future. We have determined that cash in retained earnings equivalent to approximately three months of consolidated sales is necessary to prepare us for emergencies such as large-scale disasters and the risk of product recalls as well as to respond to the rapid technological changes in the automotive industry, our main business segment.

Taking into consideration the above condition, the Company proposes the appropriation of surplus as follows:

1. Year-end dividends

The Company has given consideration to matters including the business performance of the fiscal year, and it proposes to pay year-end dividends as follows:

- (1) Allotment of dividend property to shareholders and its amount
¥30 per common share of the Company

Total dividend: ¥426,637,620

(Reference) The annual dividends for the 136th fiscal year, including the interim dividend, will be ¥60 per share.

- (2) Effective date of dividends of surplus
March 27, 2020

2. Other appropriation of surplus

In relation to the other appropriation of surplus, considering factors such as the implementation of a stable dividend and the future business environment, we propose the following.

- (1) Item of surplus to be decreased and amount of decrease
Retained earnings brought forward: ¥3,000,000,000
- (2) Item of surplus to be increased and amount of increase
General reserve: ¥2,700,000,000
Reserve for product warranties: ¥300,000,000

Proposal No. 2 Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal

Regarding the term of office of Audit & Supervisory Board Members, Article 33, Paragraph 2 of the Articles of Incorporation stipulates that the term of office of an Audit & Supervisory Board Member elected as a substitute for a retired Audit & Supervisory Board Member who has retired before the expiration of his or her term of office shall be until the expiration of that retiring member’s term. However, we have determined that it will improve corporate governance if an Audit & Supervisory Board Member elected as a substitute is able to execute his or her audit and supervisory duties for a term of four years. Accordingly, we propose changing this provision.

2. Details of the amendments

Details of the amendments are as follows:

(Amended parts are underlined)

Current Articles of Incorporation	Proposed amendments
<p>(Term of Office) Article 33</p> <p>1. The term of office of an Audit & Supervisory Board Member shall expire at the conclusion of the annual general meeting of shareholders for the last business year out of the business years terminating within four years after the election of the Audit & Supervisory Board Member.</p> <p><u>2. The term of office of an Audit & Supervisory Board Member who is elected as the substitute for an Audit & Supervisory Board Member who retired from office before the expiration of the term of office shall continue until the time the term of office of the Audit & Supervisory Board Member who retired from office is to expire.</u></p>	<p>(Term of Office) Article 33</p> <p>The term of office of an Audit & Supervisory Board Member shall expire at the conclusion of the annual general meeting of shareholders for the last business year out of the business years terminating within four years after the election of the Audit & Supervisory Board Member.</p> <p>(Deleted)</p>

Proposal No. 3 Election of Three Audit & Supervisory Board Members

The terms of office of Audit & Supervisory Board Members Susumu Hashimoto, Toshio Tezuka and Hiroaki Ono will expire at the conclusion of this meeting. Therefore, the Company proposes the election of three Audit & Supervisory Board Members.

In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidates for Audit & Supervisory Board Members are as follows:

Candidate No.	Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Toshio Tezuka (August 15, 1958)	Apr. 1981 Joined the Company Apr. 1997 General Manager of the System Dept. Dec. 1999 General Manager of the Management Planning Dept. Jan. 2002 General Manager of the Information Management Dept. Dec. 2007 General Manager of the Information System Dept. Dec. 2012 General Manager of Internal Audit Dept. and General Manager of Internal Control Promotion Dept. Mar. 2018 Standing Audit & Supervisory Board Member (current position)	8,360
Reasons for nomination Toshio Tezuka has experience with work related to the Company's systems, administrative departments, and internal audits. We believe he can apply that experience to appropriately perform the duties of an Audit & Supervisory Board Member.			
2	*Ryoichi Morikawa (June 21, 1954)	Apr. 1977 Joined the Company Oct. 1995 General Manager of the Kobe Sales Dept. Apr. 2001 General Manager of the Quality Management Dept. Jul. 2002 General Manager of SHANGHAI NICHIRIN AUTOMOBILE ACCESSORIES CO., LTD. Mar. 2010 General Manager of the General Affairs Dept. of the Company Mar. 2011 Director Representative Director and President of NICHIRIN SERVICE CO., LTD. Chairman of NICHIRIN RUBBER (SHANGHAI) CO., LTD. Mar. 2013 Senior Executive Officer of the Company Mar. 2015 Director and Managing Executive Officer Mar. 2019 Managing Executive Officer (current position)	19,422
Reasons for nomination Ryoichi Morikawa has extensive experience across the Company's administrative departments, and participated in management as the Representative Director and President of one of our overseas subsidiaries as well as an Executive Officer and Director of the Company. We believe that he can apply his extensive experience to appropriately perform the duties of an Audit & Supervisory Board Member.			

Candidate No.	Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	*Kiyokazu Ueda (September 11, 1956)	<p>Apr. 1979 Joined The Dai-Ichi Kangyo Bank, Ltd. (currently Mizuho Bank, Ltd.)</p> <p>Oct. 2005 General Manager of Credit Review Dept. of Mizuho Bank, Ltd.</p> <p>Mar. 2007 Associate Director-General of Mizuho Corporate Bank, Ltd. Seconded to FUJITSU LIMITED</p> <p>Mar. 2008 Retired from Mizuho Corporate Bank, Ltd.</p> <p>Apr. 2008 Joined FUJITSU LIMITED as General Manager of Credit Administration Dept.</p> <p>Mar. 2014 Retired from FUJITSU LIMITED</p> <p>Apr. 2014 Joined Chuo Real Estate Co., Ltd. Seconded to Chuo Building Management Co., Ltd. as Executive Officer and General Manager of Osaka Branch</p> <p>Jun. 2015 Managing Executive Officer and General Manager of Osaka Branch of Chuo Building Management Co., Ltd.</p> <p>Jun. 2018 Executive Officer and General Manager of Osaka Building Management Dept. of Chuo Building Management Co., Ltd. (current position)</p>	—
<p>Reasons for nomination</p> <p>Kiyokazu Ueda has extensive experience in financial services, and currently serves as an executive officer of a real estate-related company. He has demonstrated his skill and experience in management, and we believe that he can apply that experience and insight to appropriately perform the duties of an Audit & Supervisory Board Member from an independent perspective. Accordingly, we recommend Kiyokazu Ueda as a candidate for outside Audit & Supervisory Board Member.</p>			

- (Notes)
1. There is no special interest between any of the candidates and the Company.
 2. Kiyokazu Ueda is a candidate for outside Audit & Supervisory Board Member.
 3. If the election of Kiyokazu Ueda is approved, we will register him as an Independent Director as stipulated by Tokyo Stock Exchange.
 4. Ryoichi Morikawa is scheduled to retire as Managing Executive Officer by the date of this general meeting of shareholders.
 5. The Company has entered into an agreement with Toshio Tezuka limiting his liability for damages in accordance with Article 427, paragraph (1) of the Companies Act. If this proposal is resolved and approved as originally proposed, the Company plans to renew this agreement with him. The maximum amount of liability under this agreement is the amount provided for under laws and regulations. Furthermore, if this proposal is approved as proposed, the Company plans to enter into agreements with Ryoichi Morikawa and Kiyokazu Ueda limiting their liability for damages in accordance with Article 427, paragraph (1) of the Companies Act. The maximum amount of liability under this agreement is the amount provided for under laws and regulations.
 6. New candidates are indicated by an asterisk (*).

Proposal No. 4 Election of One Substitute Audit & Supervisory Board Member

The effective tenure of Substitute Audit & Supervisory Board Member Shinichi Murazumi will expire at the start of this meeting. Therefore, the Company proposes the election of one Substitute Audit & Supervisory Board Member. In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidate for Substitute Audit & Supervisory Board Member is follows:

Name (Date of birth)	Career summary and significant concurrent positions outside the Company	Number of the Company's shares owned
Shinichi Murazumi (January 14, 1956)	Apr. 1980 Joined NAKAYAMAFUKU CO., LTD. May 1984 Joined Hime-Pla Inc. Apr. 1985 Director of Hime-Pla Inc. Apr. 1987 Senior Managing Director Apr. 1995 President and Chief Operating Officer Jun. 2007 Representative Director and President of MISM Japan Inc. (current position) Apr. 2015 Chairman and Chief Executive Officer of Hime-Pla Inc. (current position)	—
Reasons for nomination Shinichi Murazumi has demonstrated his skill as a company manager, and we believe that he can reflect that abundant experience and insight in our audits. Accordingly, we recommend Shinichi Murazumi as a candidate for substitute outside Audit & Supervisory Board Member.		

- (Notes)
1. The candidate for substitute outside Audit & Supervisory Board Member currently serves as the Chairman and Chief Executive Officer of Hime-Pla Inc., and there are raw materials purchasing transactions between the Company and Hime-Pla Inc. However, sales to the Company represent less than 1% of Hime-Pla Inc.'s sales. Therefore, we do not believe any special interest exists between the Company and the candidate for substitute outside Audit & Supervisory Board Member.
 2. Shinichi Murazumi is a candidate for substitute outside Audit & Supervisory Board Member.
 3. As stipulated in the Articles of Incorporation, the resolution related to the election of the Substitute Audit & Supervisory Board Member is effective until the start of the annual general meeting of shareholders for the last business year out of the business years terminating within two years after the election.
 4. If Shinichi Murazumi is appointed as an outside Audit & Supervisory Board Member, the Company will enter into an agreement with him limiting his liability for damages in accordance with Article 427, paragraph (1) of the Companies Act. The maximum amount of liability under this agreement is the amount provided for under laws and regulations.