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Securities Code: 5184

March 8, 2022

To our shareholders:

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

Notice of the 138th Annual General Meeting of Shareholders

Notice is hereby given that the 138th Annual General Meeting of Shareholders of NICHIRIN CO., LTD. (the “Company”) will be held as described below.

In order to prevent the spread of the novel coronavirus disease (COVID-19) at this meeting, you are asked to refrain from traveling to the venue on the date of the meeting, regardless of your own state of health, and exercise your voting rights prior to the meeting in writing or via the internet, etc.

Please review the attached Reference Documents for General Meeting of Shareholders, and exercise your voting rights by 5:05 p.m. on Thursday, March 24, 2022 (JST).

From the last year onwards, we discontinued the provision of gifts to attending shareholders. Thank you for your understanding.

1. Date and Time: Friday, March 25, 2022, at 10:00 a.m. (JST)

(Reception starts at 9:30 a.m.)

2. Venue: Korin, 3rd floor, Hotel Nikko Himeji

100, Minami Ekimae-cho, Himeji-shi, Hyogo

3. Purpose of the Meeting

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 138th fiscal year (from January 1, 2021 to December 31, 2021), 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 138th fiscal year (from January 1, 2021 to December 31, 2021)

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 One Audit & Supervisory Board Member |
| 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 Thursday, March 24, 2022 (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 Thursday, March 24, 2022 (JST).

(3) Electronic Voting 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 the 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

The Company's 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. Internal reserves will be invested effectively to prepare us for emergencies such as large-scale disasters and the risk of product recalls as well as to respond to the rapid shift to EV in the automotive industry, main business segment of the Company, and to promote sustainability initiatives, including the reduction of greenhouse gas emissions.

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

¥45 per common share of the Company

Total dividend: ¥635,373,450

(Reference) The annual dividends for the 138th fiscal year, including the interim dividend, will be ¥83 per share.

(2) Effective date of dividends of surplus

March 28, 2022

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: ¥2,500,000,000

(2) Item of surplus to be increased and amount of increase

General reserve: ¥2,300,000,000

Reserve for product warranties: ¥200,000,000

Proposal No. 2 Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal

(1) Addition of business purposes

Article 2 of the proposed amendments is to add business purposes to prepare for future business expansion.

(2) Introduction of a system for providing materials for general meeting of shareholders in an electronic format

As the amendment provisions of the proviso clause of Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) will be in effect as of September 1, 2022, to prepare for the introduction of a system for providing materials for general meeting of shareholders in an electronic format, we propose to amend the Articles of Incorporation of the Company as follows:

(i) Article 15 of the proposed amendments prescribes that the Company shall take measures to provide in an electronic format such information that falls under reference documents, etc. for general meeting of shareholders and limits the scope of matters to be included in a paper document delivered to a shareholder who has requested the delivery of materials in a paper-based format; and

(ii) The numbering of the current Article 15 and each subsequent Article shall be adjusted accordingly and supplementary provisions will be established to prescribe the effective date, etc. to accompany the new provisions mentioned above.

2. Details of the amendments

Details of the amendments are as follows:

(Amended parts are underlined)

Current Articles of Incorporation	Proposed amendments
<p>(Purpose) Article 2. The purpose of the Company shall be to engage in the following business activities:</p> <ol style="list-style-type: none"> 1. Manufacture, construction, processing, and sales and purchase of various rubber products, plastic products, and other chemical products; 2. Research and development of production technology and materials related to metal fittings and various pipes and manufacture and sales and purchase of such products; 3. Manufacture, sales, leasing, and repair of <u>automation and labor-saving equipment and systems, including industrial robots and various control equipment;</u> <p>(New provision)</p> <p>(New provision)</p> <p>(New provision)</p> <ol style="list-style-type: none"> <u>4.</u> Sales and purchase, mediation, leasing, and management of real estate; <u>5.</u> Property casualty insurance agency business and insurance agency business regulated under the Automobile Liability Security Act; <u>6.</u> Investment in or management of related businesses, etc.; and <u>7.</u> Other businesses that are incidental to those listed in the preceding items. <p>Articles 3 through 14 (Omitted) (New provision)</p>	<p>(Purpose) Article 2. The purpose of the Company shall be to engage in the following business activities:</p> <ol style="list-style-type: none"> 1. Manufacture, construction, processing, and sales and purchase of various rubber products, plastic products, and other chemical products; 2. Research and development of production technology and materials related to metal fittings and various pipes and manufacture and sales and purchase of such products; 3. Manufacture, sales, leasing, and repair of <u>automatic assembly machines, industrial robots, and other automatic machines and equipment for industrial use and related parts;</u> <u>4.</u> <u>Development, manufacture, and sales of measuring instruments, inspection equipment, surveillance video recording equipment, and related parts;</u> <u>5.</u> <u>Planning, development, manufacture, sales, leasing, and maintenance management of software and related systems;</u> <u>6.</u> <u>Consulting services related to items 3 through 5 above;</u> <u>7.</u> Sales and purchase, mediation, leasing, and management of real estate; <u>8.</u> Property casualty insurance agency business and insurance agency business regulated under the Automobile Liability Security Act; <u>9.</u> Investment in or management of related businesses, etc.; and <u>10.</u> Other businesses that are incidental to those listed in the preceding items. <p>Articles 3 through 14 (Not changed) (<u>Provision of Reference Documents, etc. for General Meeting of Shareholders in an Electronic Format</u>)</p>

Current Articles of Incorporation	Proposed amendments
<p>Articles <u>15</u> through <u>48</u> (Omitted) (New provision)</p>	<p><u>Article 15.</u> <u>In convening a general meeting of shareholders, the Company shall take measures to provide in an electronic format such information that falls under reference documents, etc. for general meeting of shareholders.</u></p> <p><u>2. When a shareholder has requested the delivery of materials in a paper-based format, the Company shall not be required to include in the paper document to be delivered to the shareholder the whole or part of matters prescribed in Ministry of Justice Order if they are provided in an electronic format.</u></p> <p>Articles <u>16</u> through <u>49</u> (Not changed) <u>Supplementary Provisions</u></p>
	<p><u>Article 1.</u> <u>After the amendment, the new provisions of Article 15 of the Articles of Incorporation shall take effect on the effective date prescribed in the proviso clause of Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter referred to as “Effective Date”).</u></p> <p><u>2. This Article shall be deleted on the later of the day on which six (6) months have passed since the Effective Date or the day on which three (3) months have passed since the date of the last general meeting of shareholders held within six (6) months from the Effective Date.</u></p>

Proposal No. 3 Election of One Audit & Supervisory Board Member

The Audit & Supervisory Board Member Ryoichi Morikawa will resign at the conclusion of this meeting. Therefore, the Company proposes the election of one Audit & Supervisory Board Member.

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

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

Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
*Manabu Maeda (June 5, 1961)	Apr. 1985 Joined the Company Dec. 2006 Deputy General Manager of Overseas Dept. Mar. 2010 General Manager of Overseas Sales Dept. and in charge of TS Group, Overseas Sales Dept. Apr. 2011 Representative Director and President of PT. NICHIRIN INDONESIA Apr. 2017 General Manager of Internal Audit Dept. and General Manager of Internal Control Promotion Dept. of the Company Mar. 2018 General Manager of Internal Audit Dept. and General Manager of Internal Control Promotion Dept. Jul. 2021 Commissioned to the Company (current position)	2,440
<p>Reasons for nomination</p> <p>After joining the Company, Manabu Maeda has accumulated a wide range of experience through his assignment to production technology, technology, and sales departments as well as overseas assignment to the UK and Indonesia. In Indonesia, he demonstrated his skills in management as the President of a subsidiary of the Company. After returning to Japan, he has engaged in the promotion of internal control and internal audit. Accordingly, we nominated him as a candidate for Audit & Supervisory Board Member as we believe that he can apply his experience and knowledge to perform the duties of an Audit & Supervisory Board Member.</p>		

- (Notes)
1. There is no special interest between the candidate and the Company.
 2. If this proposal is resolved and approved as originally proposed, the Company will enter into an agreement with Manabu Maeda 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.
 3. The Company has entered into the following Directors and Officers liability insurance (D&O insurance) contract as provided for in Article 430-3, paragraph (1) of the Companies Act, and the candidate will become insured under the said insurance contract if this proposal is resolved and approved as originally proposed. The Company plans to renew this insurance contract with the same coverage on July 31, 2022, which is the midway of the candidate's term of office.
 - (i) Details of insurance: Directors and Officers liability insurance (D&O insurance) covers damages (legal indemnification, the litigation costs) suffered from claim for damages filed during the period of insurance, which is attributable to actions (including inaction) taken by corporate directors and officers in the course of business operation executed under their assumed positions. However, the D&O insurance does not cover the lawsuit filed against corporations and illegal acts.
 - (ii) Persons insured: The Directors, Audit & Supervisory Board Members, Executive Officers, and the employees equivalent to the above-mentioned positions of the Company and its subsidiaries.
 - (iii) Premium payment obligation: The entire premium payment is borne by the Company.
 4. A new candidate is 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 as 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 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.
 5. The Company has entered into the following Directors and Officers liability insurance (D&O insurance) contract as provided for in Article 430-3, paragraph (1) of the Companies Act, and the candidate will become insured under the said insurance contract if this proposal is resolved and approved as originally proposed and the candidate assumes the office of outside Audit & Supervisory Board Member. The Company plans to renew this insurance contract with the same coverage on July 31, 2022 while the appointment of the Substitute Audit & Supervisory Board Member remains in effect.
 - (i) Details of insurance: Directors and Officers liability insurance (D&O insurance) covers damages (legal indemnification, the litigation costs) suffered from claim for damages filed during the period of insurance, which is attributable to actions (including inaction) taken by corporate directors and officers in the course of business operation executed under their assumed positions. However, the D&O insurance does not cover the lawsuit filed against corporations and illegal acts.
 - (ii) Persons insured: The Directors, Audit & Supervisory Board Members, Executive Officers, and the employees equivalent to the above-mentioned positions of the Company and its subsidiaries.
 - (iii) Premium payment obligation: The entire premium payment is borne by the Company.