



The 158th Business Year Notice of Convocation of the Ordinary General Shareholders' Meeting



Time and Date

**Thursday, June 24, 2021
10:00 a.m.**



Venue

**1st Floor hall, Head of Techno
Center, Nikko Co., Ltd.**

Please refer to the map of the venue at the end of this notice in attending the Meeting.

Resolutions

- Proposal 1 Appropriation of Surplus from the 158th Business Year**
- Proposal 2 Partial Amendment to the Articles of Incorporation**
- Proposal 3 Election of Nine Directors**
- Proposal 4 Election of One Substitute Audit & Supervisory Board Member**

**Wednesday, June 25, 2021
Till 5 p.m.**

[Request for refraining from attending the meeting in person]

From the perspective of preventing the spread of the novel coronavirus infections, we recommend you to exercise your voting rights in advance in writing (mail) or via the internet.

Starting last year, the Company stopped offering souvenirs to the shareholders attending the Ordinary General Shareholders' Meeting. We appreciate your kind understanding.



Main contents of this convocation notice are available on a PC or a smartphone.
<https://p.sokai.jp/6306/>



To Shareholders:

(Tokyo Stock Exchange Code: 6306)
June 8, 2021

1013-1, Eigashima, Okubo-cho, Akashi-shi, Hyogo Prefecture

Nikko Co., Ltd.

Representative Director and President Masaru Tsuji

Notice of Convocation of the 158th Ordinary General Shareholders' Meeting

We deeply thank you for your continued support.

We would like to notify you of the 158th Ordinary General Shareholders' Meeting of Nikko Co., Ltd., which will be held as described below.

If you are unable to attend the meeting, you may exercise your voting rights using one of the methods explained from the following page onwards. Please consider the reference materials attached to this notice and exercise your voting rights.

*** the Company no longer offers souvenirs to the shareholders attending the Ordinary General Shareholders' Meeting. We appreciate your kind understanding.**

Meeting Details

1	Time and Date	From 10:00 a.m., Thursday, June 24, 2021				
2	Venue	1st Floor Hall, Techno Center, Nikko Co., Ltd. 1013-1, Eigashima, Okubo-cho, Akashi-shi, Hyogo Prefecture As in the last year, to prevent the spread of the new coronavirus infections and place the utmost priority on the safety of our shareholders, the Company is to hold the Ordinary General Shareholders' Meeting at a different, larger venue in another building within the same premises. Please refer to the map of the venue at the end of this notice upon attending the meeting.				
3	Meeting agenda	<table border="1"><tbody><tr><td>Reports</td><td>1. Business report, consolidated financial statements and non-consolidated financial statements for the 158th business year (from April 1, 2020 to March 31, 2021) 2. Results of the audits of the consolidated financial statements for the 158th business year (from April 1, 2020 to March 31, 2021) by the Independent Auditor and Audit & Supervisory Board</td></tr><tr><td>Resolutions</td><td>Proposal 1: Appropriation of Surplus from the 158th Business Year Proposal 2: Partial Amendment to the Articles of Incorporation Proposal 3: Election of Nine Directors Proposal 4: Election of One Substitute Audit & Supervisory Board Member</td></tr></tbody></table>	Reports	1. Business report, consolidated financial statements and non-consolidated financial statements for the 158th business year (from April 1, 2020 to March 31, 2021) 2. Results of the audits of the consolidated financial statements for the 158th business year (from April 1, 2020 to March 31, 2021) by the Independent Auditor and Audit & Supervisory Board	Resolutions	Proposal 1: Appropriation of Surplus from the 158th Business Year Proposal 2: Partial Amendment to the Articles of Incorporation Proposal 3: Election of Nine Directors Proposal 4: Election of One Substitute Audit & Supervisory Board Member
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Ⓒ When you arrive at the venue, please submit the enclosed Voting Rights Exercise Form at the reception desk at the venue.

Ⓒ The following items have been posted on the Company's website (<https://www.nikko-net.co.jp/soukai/>) in accordance with the relevant laws and regulations as well as Article 16 of the Company's Articles of Incorporation and are not included in this notice of convocation. Therefore, the attachment to the notice of convocation are portions of the statements audited by the Audit & Supervisory Board Members and the Independent Auditors in their preparation of the accounting audit report.

(i) Systems necessary to ensure that the execution of the duties by the Directors complies with applicable laws and regulations and the Articles of Incorporation, and to ensure that the other operations of Nikko Co., Ltd. and the operations of the group of enterprises consisting of Nikko Co., Ltd. and its subsidiaries are appropriate, overview of the operation of the internal control system and the basic policy regarding the control by the stock company of the Company's System and Policy of the Business Report

(ii) Consolidated Statements of Changes in Equity of the Consolidated Financial Statements and Notes to the Consolidated Statements




(iii) Non-consolidated Statements of Changes in Equity of the Financial Statements and Notes to the Statements

Ⓒ If any revisions are made to the Business Report, Consolidated and Non-consolidated Financial Statements and the reference materials for the meeting, the corrected materials will be posted on the Company's above website.

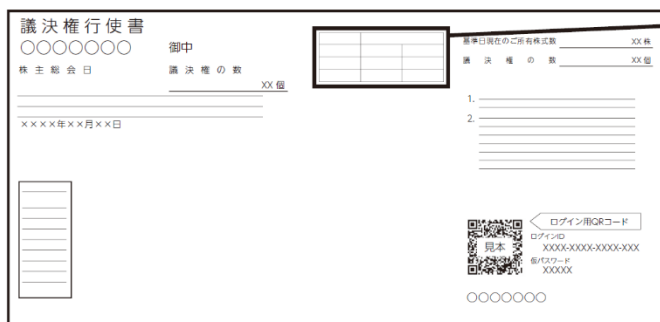
How to Exercise Voting Rights

Voting rights at an Ordinary General Shareholders' Meeting are an important right of the shareholders. We sincerely request you to consider the reference materials for the meeting, described later, upon exercising your voting rights.

The following three methods can be used for exercising voting rights.

 <p>Attending the Ordinary General Shareholders' Meeting in person</p> <p>Please submit the enclosed Voting Rights Exercise Form at the reception desk.</p> <p>Time and Date</p> <p>Thursday, June 24, 2021 10:00 a.m. (the reception desk opens at 9:00 a.m.)</p>	 <p>Exercise of voting rights in writing (mail)</p> <p>Please indicate your approval or disapproval on each of the proposals on the enclosed Voting Rights Exercise Form and send it by mail. The form does not require a postal stamp.</p> <p>Deadline for exercising voting rights:</p> <p>Wednesday, June 23, 2021 The voting rights arriving by 5:00 p.m. will be accepted.</p>	 <p>Exercise of voting rights via the internet</p> <p>Please enter your approval or disapproval of the proposals in accordance with the instructions in the next page.</p> <p>Deadline for exercising voting rights:</p> <p>Wednesday, June 23, 2021 Input need be completed by 5:00 p.m.</p>
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How to fill the Voting Rights Exercise Form



*The Voting Rights Exercise Form is a representative image.

Enter your approval or disapproval here.

Proposal 2

- If you approve the election of all candidates >>> Draw a circle (○) in the **“Approve”** field.
- If you disapprove the election of all candidates >>> Draw a circle (○) in the **“Disapprove”** field.
- If you disapprove the election of some of the candidates >>> Draw a circle (○) in the **“Approve”** field and enter the number of the candidate you disapprove.

Proposals 1, 2 and 4

- If you approve the proposal >>> Draw a circle (○) in the **“Approve”** field.
- If you disapprove the proposal >>> Draw a circle (○) in the **“Disapprove”** field.

If you exercise your voting rights both in writing (mail) and via the internet, the voting rights exercised via the internet are accepted as the valid exercise of voting rights.

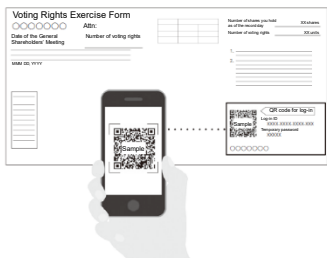
If you exercise your voting rights over several times via the internet, the final entry is accepted as the valid exercise of voting rights.

How to exercise voting rights via the internet

How to read the QR code

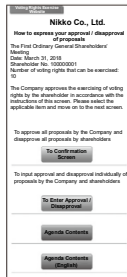
You may log in to the voting right exercise website without the log-in ID and temporary password in the Voting Rights Exercise Form.

- 1 Read the QR code printed in the Voting Rights Exercise Form.



*"QR code" is a registered trademark of Denso Wave Incorporated.

- 2 Please enter your approval or disapproval by following the instructions on the screen.



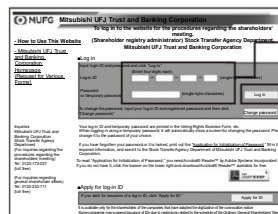
You can log in using the QR code only once.

If you wish to exercise the voting rights again or exercise the voting rights without using the QR code, see "How to enter login ID and temporary password" on the right.

How to enter login ID and temporary password

Voting right exercise website <https://evote.tr.mufg.jp/>

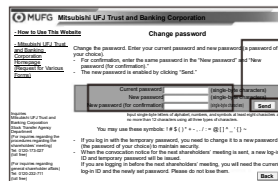
- 1 Access the voting right exercise website.
- 2 Enter the log-in ID and temporary password in the Voting Rights Exercise Form and click.



Input the login ID and temporary password.

Click "Log in."

- 3 Register a "new password."



Input the "new password."

Click "Send."

- 4 Please enter your approval or disapproval by following the instructions on the screen.

*The operation screen is a representative image.

Should you have any question or inquiry on how to operate a PC, smartphone or mobile phone for exercising your voting rights via the internet, please contact the helpdesk telephone number on the right.

Help Desk, Stock Transfer Agency Department, Mitsubishi UFJ Trust and Banking Corporation
0120-173-027

(Toll free; from 9:00 to 21:00)

Institutional investors may use the voting rights electronic execution platform for institutional investors operated by ICJ, Inc.

Proposal 1 Appropriation of Surplus from the 158th Business Year

The Company recognizes appropriate returns of profit to shareholders as one of the important management issues. Its basic policy is to decide the amount of dividends by comprehensively considering requirements for enhancement of internal reserve, etc., while intending, in principle, to pay dividends by reflecting its business performance for the concerned period.

Under this basic policy, the Company sets the year-end dividend for the current business year as described below.

Matters regarding year-end dividends

(1) Type of dividend property

Cash

(2) Matters regarding appropriation of the dividend property to shareholders and its total amount

18.00 yen per share of common stock 687,343,320 yen in total

(3) Effective date of dividend of surplus

June 25, 2021

As a result, annual dividend for the current fiscal year including interim dividend is 33.00 yen per share of common stock.

Proposal 2: Partial Amendment to the Articles of Incorporation

1. Reasons for the amendment

The Company proposes to increase the upper limit of the number of Directors stipulated by Article 19 (Number of Directors) of the current Articles of Incorporation by one person, from eight to nine, to further enhance the management structure and strengthen corporate governance.

2. Details of the amendment

The details of the amendment are as described below.

(The part to be amended is underlined.)

Current Articles of Incorporation	Proposed Amendment
Article 19 (Number of Directors) The number of Directors of the Company shall be within <u>eight</u> .	Article 19 (Number of Directors) The number of Directors of the Company shall be within <u>nine</u> .

Proposal 3 Election of Nine Directors

The Company emphasizes on management responsibility of its Directors and its Articles of Incorporation set the term of their office at one year so as to ask shareholders confidence in them every business year. The term of office of all eight Directors will expire at the conclusion of this Ordinary General Shareholders' Meeting, and Nikko Co., Ltd. requests to elect eight Directors once again. The candidates for Director are as described below.

Candidate number	Name (Date of birth)	Brief personal history, position and responsibility at Nikko Co., Ltd. (important concurrent positions)		The number of shares the candidate holds in the Company
1	Takahisa Nishikawa (Date of birth: March 31, 1959) Reappointment	April 1982 June 2007 June 2008 June 2011 June 2012 April 2019	Joined Nikko Co., Ltd. Executive Officer of Nikko Co., Ltd. Director of Nikko Co., Ltd. Managing Director of Nikko Co., Ltd. Representative Director and President of Nikko Co., Ltd. Representative Director and Chairman (current) Affiliates in-charge and General Manager of Manufacturing Division of Nikko Co., Ltd. (current)	114,000 shares
		[Reason for nomination as candidate for Director] Takahisa Nishikawa has appropriately supervised the management and taken decisions on important matters as the Representative Director and President since 2012 and Representative Director and Chairman since April 2019 and has been contributing to business expansion while working to improve the corporate value. Given his track record and based on the judgment that he is an appropriate human resource for realizing continuous improvement in the corporate value of the Company, Nikko Co., Ltd. requests to elect him again as Director.		
2	Masaru Tsuji (Date of birth: June 4, 1960) Reappointment	September 1987 June 2007 June 2008 June 2011 June 2015 April 2016 April 2019	Joined Nikko Co., Ltd. Executive Officer of Nikko Co., Ltd. Director of Nikko Co., Ltd. Managing Director of Nikko Co., Ltd. Senior Managing Director of Nikko Co., Ltd. General Manager of Business Division of Nikko Co., Ltd. Representative Director and President of Nikko Co., Ltd. (current) Internal control in-charge and General Manager of Technology Division of Nikko Co., Ltd. (current)	97,300 shares
		[Reason for nomination as candidate for Director] Since 2019, Masaru Tsuji has appropriately supervised the management and taken decisions on important matters as the Representative Director and President and has formulated and been implementing the Medium-Term Management Plan while working to improve the corporate value. Given his track record and based on the judgment that he is an appropriate human resource for realizing continuous improvement in the corporate value of the Company, Nikko Co., Ltd. requests to elect him again as Director.		

Candidate number	Name (Date of birth)	Brief personal history, position and responsibility at Nikko Co., Ltd. (important concurrent positions)	The number of shares the candidate holds in the Company
3	Hiroshi Fujii (Date of birth: January 16, 1959) Reappointment	April 1982 Joined Taiyo-Kobe Bank Limited (current Sumitomo Mitsui Banking Corporation) April 2009 Manager of Kansai Corporate Solution Sales Department, SMBC Consulting Co., Ltd. June 2011 Director of Nikko Co., Ltd. June 2015 Manager of Financial Department of Nikko Co., Ltd. June 2018 Manager of Financial Department and legal affairs and Information Center in-charge of Nikko Co., Ltd. April 2020 Managing Director of Nikko Co., Ltd. (current) April 2021 General Manager of Financial Division of Nikko Co., Ltd. April 2021 General Manager of Financial Division and security export control in-charge of Nikko Co., Ltd. April 2021 General Manager of Administrative Division, General Manager of Financial Department, and security export control in-charge of the Company May 2021 General Manager of Administrative Division and security export control in-charge of the Company (current) <Important concurrent position> Representative Director and President, Nikko Kosan Co., Ltd. Representative Director and President, Nikko Baumaschinen GmbH	57,400 shares
		[Reason for nomination as candidate for Director] Hiroyuki Sakurai has appropriately supervised the management and taken decisions on important matters as Director, been in charge of administration of corporate planning and general affairs as Managing Director, and driven forward the management plan. Given his track record and based on the judgment that he is an appropriate human resource for realizing continuous improvement in the corporate value of the Company, Nikko Co., Ltd. requests to elect him again as Director.	
4	Tomomi Nakayama (Date of birth: January 10, 1963) Reappointment	April 1982 Joined Nikko Co., Ltd. January 2011 Branch Manager, Chubu Branch, Nikko Co., Ltd. July 2013 Manager, Asphalt Plant Sales Management Department, Tokyo Head Office, Nikko Co., Ltd. June 2015 Executive Officer of Nikko Co., Ltd. Manager of Business Planning Department, Business Division, and Manager of Asphalt Plant Sales Management Department, Tokyo Head Office, Nikko Co., Ltd. April 2016 Manager of Business Planning Department, Business Division, Manager of Asphalt Plant Sales Management Department, and Director of AP Technology Center of Nikko Co., Ltd. April 2018 Manager of Business Planning Department, Business Division, Manager of Asphalt Plant Sales Management Department, Director of AP Technology Center, and Manager of Mobile Plant Business Department of Nikko Co., Ltd. April 2019 General Manager of Business Division, Manager of Business Planning Department, and Manager of Asphalt Plant Sales Management Department of Nikko Co., Ltd. (current) June 2019 Director of Nikko Co., Ltd. (current)	35,860 shares
		[Reason for nomination as candidate for Director] Tomomi Nakayama has appropriately supervised the management and taken decisions on important matters as Director, been in charge of the Business Division as Director, taken initiative in sales strategies, and driven forward management plans. Given this track record, the Company, based on the judgment that he is an appropriate human resource for realizing continuous improvement in corporate values, requests to elect him again as Director.	

Candidate number	Name (Date of birth)	Brief personal history, position and responsibility at Nikko Co., Ltd. (important concurrent positions)	The number of shares the candidate holds in the Company
5	<p>Minoru Tanaka (Date of birth: December 18, 1960)</p> <p>New appointment</p>	<p>April 1981 Joined Nikko Co., Ltd. October 2007 Branch Manager, Tohoku Branch, the Company April 2010 Director, Tokyo Service Center, the Company June 2012 Executive Officer, the Company Manager, Service Planning Department, the Company (current) June 2019 Senior Executive Officer, the Company (current) <Important concurrent position> Representative Director and President, Nikko Electronics Co., Ltd.</p>	32,500 shares
	<p>[Reason for nomination as candidate for Director] Minoru Tanaka has been working in the service division, the Company's mainstay, for many years, served as Branch Manager and Manager of Service Planning Department, and is well-versed in its operations. Given this track record, the Company, based on the judgment that he is an appropriate human resource for realizing continuous improvement in corporate values, requests to elect him newly as Director.</p>		
6	<p>Noriaki Nagahara (Date of birth: July 18, 1951)</p> <p>Reappointment</p>	<p>April 1984 Certified as attorney Joined Harada Law Firm October 1988 Succeeded Harada Law Firm January 2007 Established Kobe Jugobankan Law Firm and became Director. (current) June 2007 Outside Audit & Supervisory Board Member of Nikko Co., Ltd. June 2015 Outside Director of Nikko Co., Ltd. (current) <Important concurrent position> Director, Kobe Jugobankan Law Firm</p>	None
	<p>[Reason for nomination as candidate for Outside Director and expected roles] Noriaki Nagahara was nominated as a candidate for Outside Director so as to leverage his expert insight as a lawyer in management execution from an objective and neutral standpoint. While he is a candidate whose involvement in managing a company has been only as an outside director in the past, he has an excellent track record in corporate legal affairs from the expert standpoint as a lawyer and also has deep insight regarding management. He is expected to offer diverse and wide-ranging advices and appropriately supervise the Company's business execution. Based on the above reasons, track record, and expectations, the Company requests to elect him again as Outside Director.</p>		

Candidate number	Name (Date of birth)	Brief personal history, position and responsibility at Nikko Co., Ltd. (important concurrent positions)		The number of shares the candidate holds in the Company
7	Tsutomu Yuasa (Date of birth: June 27, 1946) Reappointment	April 1970	Joined Matsushita Electric Industrial Co., Ltd. (current Panasonic Corporation)	5,000 shares
		April 2002 July 2002 July 2005 July 2008 July 2014 June 2016	Joined Rock Field Co., Ltd. Director of Rock Field Co., Ltd. Managing Director of Rock Field Co., Ltd. Representative Senior Managing Director of Rock Field Co., Ltd. Vice-Chairman of the Board of Directors of Rock Field Co., Ltd. Outside Director of Nikko Co., Ltd. (current)	
[Reason for nomination as candidate for Outside Director and expected roles] Having been engaged in corporate management as a director of an operating company over many years, Tsutomu Yuasa has extensive knowledge and experience, which the Company expects to be reflected in its management. Further, the Company believes that it is necessary for its future development to incorporate his diverse opinions regarding financial and accounting as well as ICT, in which he is well-versed, and expects him to offer appropriate supervision of and advices on its business execution. Based on the above reasons, track record, and expectations, the Company requests to elect him again as Outside Director.				
8	Masafumi Ishii (Date of birth: November 3, 1957) New appointment	April 1980 February 2002 January 2004 July 2006 January 2013	Joined the Ministry of Foreign Affairs of Japan Executive Assistant to the Minister for Foreign Affairs Minister, Embassy of Japan in the UK Minister, Embassy of Japan in the United States of America Director-General, International Legal Affairs Bureau, the Ministry of Foreign Affairs of Japan	None
		July 2014 March 2017 January 2021	Ambassador Extraordinary and Plenipotentiary of Japan to the Kingdom of Belgium Ambassador Extraordinary and Plenipotentiary of Japan to the Republic of Indonesia Retired from the Ministry of Foreign Affairs of Japan	
[Reason for nomination as candidate for Outside Director and expected roles] Having served in a number of key positions at the Ministry of Foreign Affairs over many years, Masafumi Ishii has extensive knowledge of international affairs based on his abundant international experience as well as understanding of the Asian region, where the Company aims to expand its business in the future. He is expected to offer diverse and wide-ranging advices and appropriately supervise its business execution. While he has no involvement in managing a company in the past, the Company requests to elect him newly as Outside Director based on the judgment that he is an appropriate human resource for realizing continuous improvement in corporate values given the above reasons, track record, and expectations.				

Candidate number	Name (Date of birth)	Brief personal history, position and responsibility at Nikko Co., Ltd. (important concurrent positions)	The number of shares the candidate holds in the Company
9	Rika Saeki (Date of birth: February 27, 1961) New appointment	April 2002 Established Usystem LLC (current Usystem Co., Ltd.) Representative Director, Usystem co.,ltd. (current) <Important concurrent position> Representative Director, Usystem co.,ltd.	None
<p>[Reason for nomination as candidate for Outside Director and expected roles] Having been engaged in corporate management as the founder and manager of an operating company, Rika Saeki has extensive knowledge and experience, which the Company expects to be reflected in its management. Further, the Company believes that it is necessary for its future development to incorporate her knowledge of ICT, which is her main business, and her diverse opinions from the diversity perspective, and expects her to offer appropriate supervision of and advices on its business execution. Based on the above reasons, track record, and expectations, the Company has judged her to be an appropriate human resource for realizing continuous improvement in its corporate values and requests to elect her newly as an Outside Director.</p>			

- (Note) 1. There is no special interest between Nikko Co., Ltd. and each of the candidates.
2. Noriaki Nagahara, Tsutomu Yuasa, Masafumi Ishii, and Rika Saeki are candidates for Outside Director.
3. Nikko Co., Ltd. has reported to the Tokyo Stock Exchange that Noriaki Nagahara and Tsutomu Yuasa as Independent Directors, whose designation is required by the exchange as directors who do not cause conflict of interests with general shareholders. If both are reappointed, the Company plans to continue to designate them as Independent Directors. Masafumi Ishii and Rika Saeki also satisfy the requirements for an Independent Director. If both are appointed, the Company plans to report them as Independent Directors.
4. Noriaki Nagahara currently serves as an Outside Director. His term of office as Outside Audit & Supervisory Board Member was eight years and that as Outside Director will be six years at the conclusion of this Ordinary General Shareholders' Meeting. Tsutomu Yuasa currently serves as an Outside Director. His term of office will be five years at the conclusion of this Ordinary General Shareholders' Meeting.
5. Nikko Co., Ltd. has entered into agreements with Noriaki Nagahara and Tsutomu Yuasa to limit their liability for damages and the maximum amount of their liability under these agreements is the amount provided for in laws and regulations. Upon approval of their election, the Company plans to continue these agreements with them. Likewise, if the election of Masafumi Ishii and Rika Saeki is approved, the Company plans to enter into the same agreements with them.
6. The Company has entered into a directors and officers liability insurance contract stipulated in Article 430-3 (1) of the Companies Act with an insurance company and the insurance policy covers liability of the insured including Directors arising from the performance of their duties and damage claims put forward pertaining to the pursuit of the said liability. If the candidates are elected as Directors and take office, they become the insured of the said insurance policy. The Company plans to keep the contents of the said insurance policy unchanged in the next renewal.
7. At the moment, the Company does not plan to sign an indemnity agreement based on Article 430-2 (1) of the Companies Act with each of the candidates.

Proposal 4: Election of One Substitute Audit & Supervisory Board Member

Kenji Kishimoto was elected as a substitute Audit & Supervisory Board Member at the Ordinary General Shareholders' Meeting held on June 21, 2019, and the validity of the election is to expire at the start of this Ordinary General Shareholders' Meeting. In anticipation of a situation where the number of Audit & Supervisory Board Members falls below that provided for by laws and regulations, the Company requests to elect one substitute Audit & Supervisory Board Member.

Kenji Kishi has been nominated as candidate for a substitute for Audit & Supervisory Board Member Nobutaka Yasuda.

The validity of the election of a substitute Audit & Supervisory Board Member is subject to cancellation only before his taking office by the resolution of the Board of Directors with the consent of the Audit & Supervisory Board.

The validity of the preliminary election of the substitute Audit & Supervisory Board Member is, in accordance with Article 30 of the Articles of Incorporation, from after this Ordinary General Shareholders' Meeting till the start of the Ordinary General Shareholders' Meeting to be held in two years.

The Audit & Supervisory Board has given its consent for the submission of this proposal.

The candidate for substitute Audit & Supervisory Board Member is as described below.

Name (Date of birth)	Brief personal history, position and responsibility at Nikko Co., Ltd. (important concurrent positions)	The number of shares the candidate holds in the Company
<p style="text-align: center;">Kenji Kishi (Date of birth: June 2, 1959)</p> <p style="text-align: center;">Reappointment</p>	<p>April 1982 Joined the Company April 2001 Leader, Materials Group, Materials Team, Head Office Plant, the Company April 2003 Leader, Human Resources Group, the Company April 2004 Manager, General Affairs Department, Human Resources Division, the Company October 2014 Internal Control Department, the Company April 2015 Manager, Internal Control Department, the Company (current)</p>	<p style="text-align: center;">33,000 shares</p>

[Reason for nomination as candidate for substitute Audit & Supervisory Board Member]

Kenji Kishi was engaged in the administrative division over many years and is well-versed in the operations of the Company as Manager of the Internal Control Department. The Company has judged that, if he takes office as an Audit & Supervisory Board Member, he will appropriately perform audit for ensuring its soundness by leveraging his insight backed by these experiences, and requests to elect him as a substitute Audit & Supervisory Board Member.

(Note) There is no special interest between Nikko Co., Ltd. and the candidate.

End

Diversity of the Board of Directors and the Audit & Supervisory Board (if Proposal 3 is approved)

Director candidate number	Name	Independence (Outside Directors only)	Knowledge and experience the Company expects*								
			Corporate management Business operation	Industrial knowledge	Finance and accounting	Legal compliance	Overseas experience	Sales experience	ICT	Engineering experience	Administrative experience
1	Takahisa Nishikawa		●	●						●	
2	Masaru Tsuji		●	●				●	●	●	
3	Hiroshi Fujii		●		●	●	●				
4	Tomomi Nakayama		●	●				●			
5	Minoru Tanaka		●	●				●		●	
6	Noriaki Nagahara	●				●					
7	Tsutomu Yuasa	●	●		●				●		
8	Masafumi Ishii	●				●	●				●
9	Rika Saeki	●	●						●		

*The above list does not cover all knowledge and experience the candidates have.

*ICT in the above list denotes information and communication technology.

Director candidate number	Name	Independence (Outside Directors only)	Knowledge and experience the Company expects*								
			Corporate management Business operation	Industrial knowledge	Finance and accounting	Legal compliance	Overseas experience	Sales experience	ICT	Engineering experience	Administrative experience
—	Nobutaka Yasuda		●	●				●			
—	Shigeru Sadakari	●	●		●	●					
—	Naoki Ota	●	●					●			
—	Tsuyoshi Fukui	●			●						

*The above list does not cover all knowledge and experience Audit & Supervisory Board Members have.