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Securities Code: 6569 June 4, 2021

Dear Shareholders

Ryuichi Shimizu
Representative Director,
President & CEO
N I S S O C O R P O R A T I O N
1-4-1 Shin Yokohama, Kohoku-ku, Yokohama

# **Notice of the 41st Ordinary General Meeting of Shareholders**

We would like to express our gratitude to all of our shareholders for your continued support.

This is to notify you that he 41st Ordinary General Meeting of Shareholders of NISSO CORPORATION (hereinafter, the "Company") will be held as described below.

This year, in view of the situation of the new coronavirus infections (hereinafter, "COVID-19), in order to ensure the safety of our shareholders and prevent the spread of infections, we kindly ask that you refrain from your attendance at this General Meeting of Shareholders, and ask that you exercise your voting rights in advance either in writing or by electromagnetic means (via the Internet, etc.).

In addition, please kindly refer to the reference materials for the General Meeting of Shareholders, and exercise your voting rights in advance either in writing or by electromagnetic means (via the Internet, etc.) by 6:00 pm (Japan Standard Time) on June 23, 2021 (Wednesday).

1.	<b>Date and Time</b>	Thursday, June 24, 2021 at 10:00 a.m. (Japan Standard Time)
		(Reception starts at 9:00 a.m.)
2.	Venue	Shin Yokohama Prince Hotel, 3F Nocturne Banquet Hall
		3-4 Shin Yokohama, Kohoku-ku, Yokohama
		(Please refer to the guide map for the venue at the end.)

3. Agenda for the Meeting Items to be reported

- 1. Business Report and Consolidated Financial Statements for the 41st Fiscal Year (April 1, 2020 March 31, 2021) and the results of the audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Board
- 2. Non-consolidated Financial Statements for the 41st Fiscal Year (April 1, 2020 March 31, 2021)

Items to beresolvedProposal 1Appropriation of SurplusProposal 2Election of 4 Managing DirectorsProposal 3Election of 3 Audit & Supervisory Board Members

For those attending, please kindly submit the enclosed voting rights exercise form at the reception desk upon arrival at the meeting.

Among the documents that should be provided in this notice, the "Notes to Consolidated Financial Statements" and the "Notes to Non-consolidated Financial Statements" are posted on the Company's website (https://www.nisso.co.jp/en/) in accordance with laws, regulations and Article 14 of the Company's Articles of Incorporation, and are not provided within this notice. Therefore, the Business Report, consolidated financial statements, and non-consolidated financial statements provided in this notice are portions of the Business Report, consolidated financial statements and non-consolidated financial statements that were audited by the Accounting Auditor or Audit & Supervisory Board Members when preparing the accounting audit report or audit report.

In the event that revisions are made to the Reference Materials for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements or Non-consolidated Financial Statements, please refer to the Company website (https://www.nisso.co.jp/en/) where we will post the revised matters on the internet.

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\*For institutional investors, it is possible to use the electronic voting rights exercise platform for institutional investors operated by ICJ, Inc.

## **Response to Prevention of COVID-19**

#### < Requests to Shareholders >

Normally, the General Meeting of Shareholders is an opportunity for valuable dialogue with shareholders, but in view of the situation of COVID-19, we kindly ask that you cancel your visit to this General Meeting of Shareholders in order to ensure the safety of shareholders and prevent the spread of infection.

Voting rights at the General Meeting of Shareholders are important rights for shareholders. Please kindly exercise your voting rights in advance either in writing or by electromagnetic means (via the Internet, etc.). In addition, please note that the exercise deadline is 6:00 pm (Japan Standard Time) on June 23, 2021 (Wednesday).

- < Guidance of Correspondence at the Venue >
- There will be no souvenirs available.
- ©We would like to kindly ask shareholders to wear a mask and give consideration and cooperation to prevent infection to themselves and their surroundings.
- Ouring reception, we may be conducting temperature checks, hand sterilization and socially-distanced line admission, and therefore, it may take some time to enter. We thank you in advance for your cooperation and understanding. (Admission may be denied for those with high temperatures or appear to be in poor health)
- ©Please note that the management staff may approach and ask shareholders to kindly leave the premises in the event that they appear to not be in good physical condition after the opening of the meeting.
- ©The number of seats available at the venue will be limited due to the socially-distanced arrangement of the seats. Therefore, please note that you may be asked to refrain from entering the venue in the event that full capacity has been reached.
- ©The proceedings of the General Meeting of Shareholders are scheduled to be held smoothly and efficiently in a short period of time. We kindly ask for your understanding and cooperation.
- Our management staff will be wearing masks.
- ©Updated information will be posted on our website(https://www.nisso.co.jp/en/) in the event of any significant changes in the operation of the General Meeting of Shareholders due to the COVID-19 situation hereafter.

# Reference Materials for the General Meeting of Shareholders

### Proposal 1 Appropriation of Surplus

The Company considers the redistribution of profits to shareholders as an important management issue, and while maintaining stable dividends with consideration to future business development, we would like to propose the year-end dividends for the 41st Fiscal Year as follows.

On February 3, 2021, the Company celebrated our 50th Anniversary. In order to respond to the daily support of our shareholders, the Company has decided to implement a dividend of 5.00 yen per share to commemorate the 50th Anniversary of our founding.

As a result, the year-end dividend per share for the Fiscal Year Ended March 31, 2021 will be 20.10 yen, which includes an ordinary dividend of 15.10 yen in addition to the commemorative dividend of 5.00 yen.

Matters Concerning Year-end Dividends

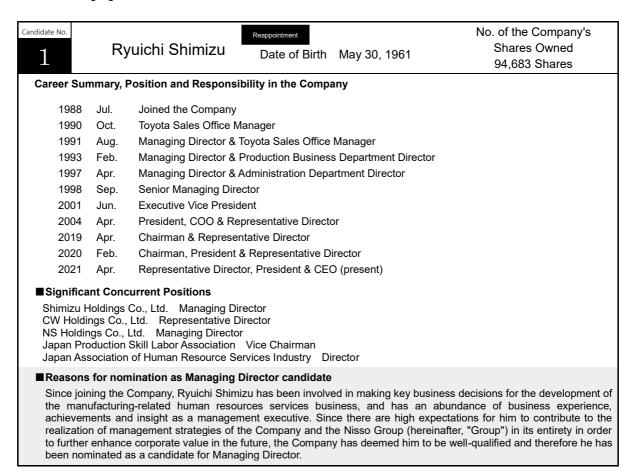
- ① Type of asset distributed as dividend Cash.
- Matters concerning allocation of assets distributed as dividends and total amount 20.10 yen per share of common stock of the Company Total dividend amount: 682,475,781 yen
- ③ Effective date of distribution of dividends of surplus June 25, 2021.

# Proposal 2 Election of 4 Managing Directors

The terms of office for all Managing Directors (5) will expire at the conclusion of this General Meeting of Shareholders.

Therefore, in order to strengthen the business execution structure by the Executive Officers, the number of Managing Directors will be reduced, and we kindly ask that the 4 Managing Directors (including 2 External Managing Directors) be elected.

The Candidates for Managing Director are as follows:



Candidate No.		Reappointment		No. of the Company's
0	Toshiyasu Udagawa <sup>'</sup>	Date of Birth	November 10, 1948	Shares Owned
2	, 3	Date of Birtin	November 10, 1940	45,271 Shares

# Career Summary, Position and Responsibility in the Company

2000	Nov.	Joined the Company
2001	Oct.	Sales Management Division Director
2004	Apr.	Personnel Division Director
2005	May.	Personnel Division Director & Human Resources Development Office Director
2006	Nov.	Executive Officer & Personnel Division Director
2008	Apr.	Nisso Pure Co., Ltd., President & Representative Director
2016	Jun.	Full-time Audit & Supervisory Board Member of the Company
2020	Jun.	Senior Managing Director
2021	Apr.	Managing Director, Managing Executive Officer & COO (present)

### **■**Significant Concurrent Positions

No significant concurrent positions.

# ■ Reasons for nomination as Managing Director candidate

Toshiyasu Udagawa has held positions in charge of sales, personnel, labor affairs and human resources development at the Company, and has gained extensive knowledge in various fields. In addition, he has gained insight and experience of corporate management at the Company's special-purpose subsidiary, Nisso Pure Co., Ltd., and as the Full-time Audit & Supervisory Board Member of the Company. Since he is expected to contribute to the realization of appropriate decision-making and management oversight at the Board of Directors in order to further enhance corporate value by comprehensively and objectively assessing the Company's business, he has been nominated as a candidate for Managing Director.

Candidate No.		Reappointment	External	Independent	No. of the Company's
3	Shin Monzawa	Date of B	irth Octobe	r 7, 1979	Shares Owned —Shares

### Career Summary, Position and Responsibility in the Company

2006 Apr. Joined Mazda Motor Corporation

2008 Jan. Joined A&A Partners

2010 Jul. Registered as Certified Public Accountant

2011 Oct. Joined KJP Co., Ltd.

Joined PLUTUS CONSULTING Co., Ltd. 2012 Jul. 2013 Apr. Joined Deloitte Touche Tohmatsu LLC 2014 Apr. Joined PLUTUS CONSULTING Co., Ltd.

2016 Nov. Established Monzawa CPA Office, Representative Director (present)

External Managing Director of the Company (present) 2017 Jun.

2019 Mar. PLUTUS Management Advisory Co., Ltd., President & Representative Director (present)

Midas Entertainment Inc., Outside Auditor (present) 2019 Jun.

#### **■** Significant Concurrent Positions

Monzawa Certified Public Accountant Office Representative Director

General Incorporated Association, Toranomonkai Director
PLUTUS Management Advisory Co., Ltd. President & Representative Director

#### ■ Reasons for nomination as External Managing Director candidate

Shin Monzawa has a wealth of insight and experience as a certified public accountant and management executive, and has fulfilled an appropriate role as an External Managing Director of the Company, such as actively speaking at the Board of Directors' Meetings, and supervising the execution of the Company's business. He is expected to continue to fulfill the supervisory functions of overall management from an objective and neutral perspective based on his specialized knowledge

In addition, if he is re-elected, he will be involved in the selection of candidates for officers of the Company and the determination of officer remuneration, etc., from an independent standpoint as a member and Chairman of the Nomination and Remuneration Committee, which has been established as an arbitrary advisory body to the Board of Directors.

No. of the Company's **Shares Owned** Miki Ohno 4 Date of Birth August 3, 1971 -Shares Career Summary, Position and Responsibility in the Company 1994 Apr. Joined Overseas Economic Cooperation Fund (current: Japan Int'l Cooperation Agency [JICA]) 2003 Nov. Joined Legal Training and Research Institute of Japan 2005 Oct. Registered as Attorney-at-Law Joined Bashamichi Law Office 2019 Oct Established Crane Law Offices, Attorney-at-Law (present) 2020 Jun. External Managing Director of the Company (present) **■** Significant Concurrent Positions Crane Law Offices Attorney-at-Law ■ Reasons for nomination as External Managing Director candidate

Although Miki Ohno does not have direct experience in corporate management, she has profound insight and experience as an attorney, and has fulfilled an appropriate role as an External Managing Director of the Company, such as actively speaking at the Board of Directors' Meetings, and supervising the execution of the Company's business. She is expected to continue to fulfill the supervisory functions of overall management from an objective and neutral perspective based on her specialized knowledge and experiences.

In addition, if she is re-elected, she will be involved in the selection of candidates for officers of the Company and the determination of officer remuneration, etc., from an independent standpoint as a member of the Nomination and Remuneration Committee, which has been established as an arbitrary advisory body to the Board of Directors.

#### (Note)

- 1. There are no special interests between each candidate and the Company.
- 2. Shin Monzawa is a candidate for External Managing Director.

The Company has reported Shin Monzawa as an Independent Officer pursuant to the provisions of the Tokyo Stock Exchange. If he is elected as originally proposed, he will continue to serve as an Independent Officer.

- (1) Agreement for Limitation of Liability with External Managing Director Candidates
  Pursuant to Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Shin Monzawa to limit his
  liability for damages under Article 423, paragraph 1 of the Companies Act. The maximum amount of liability for damages under this
  agreement is the minimum liability amount set forth in Article 425, paragraph 1 of the Companies Act. If the re-election of Shin Monzawa
  is approved as originally proposed, the Company plans to continue the above agreement for limitation of liability with him.
- (2) Number of Years Since Assuming the Office of External Managing Director
  Shin Monzawa is currently an External Managing Director of the Company. He will have served as External Managing Director for 4 years at the conclusion of this General Meeting.
- 3. Miki Ohno is a candidate for External Managing Director.

The Company has reported Miki Ohno as an Independent Officer pursuant to the provisions of the Tokyo Stock Exchange. If she is elected as originally proposed, she will continue to serve as an Independent Officer.

- (1) Agreement for Limitation of Liability with External Managing Director Candidates

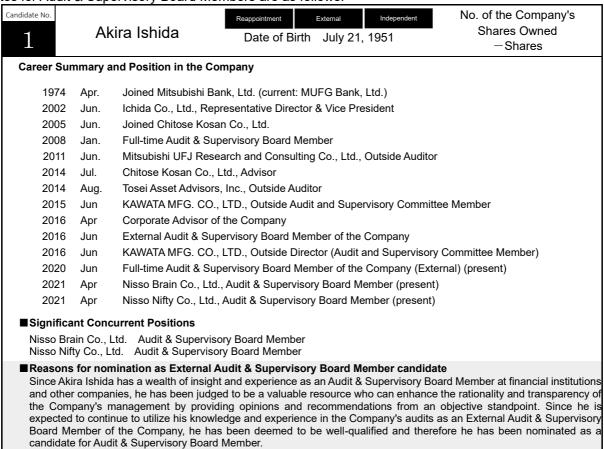
  Pursuant to Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Miki Ohno to limit her liability
  for damages under Article 423, paragraph 1 of the Companies Act. The maximum amount of liability for damages under this agreement is
  the minimum liability amount set forth in Article 425, paragraph 1 of the Companies Act. If the re-election of Miki Ohno is approved as
  originally proposed, the Company plans to continue the above agreement for limitation of liability with her.
- (2) Number of Years Since Assuming the Office of External Managing Director
  Miki Ohno is currently an External Managing Director of the Company. She will have served as External Managing Director for 1 year at the conclusion of this General Meeting.
- 4. Liability Insurance Contracts for Officers, etc., with Candidates for Managing Directors as Insured
  The Company has concluded Liability Insurance Contracts for Officers, etc., with an insurance company to indemnify the insured against any
  damages that may arise from liability for the execution of his/her duties or from receiving a claim for pursuing such liability. All candidates for
  Managing Directors will be included in the insured under the said insurance policy. In addition, the same content is planned to be updated at
  the time of the next update.

## Proposal 3 Election of 3 Audit & Supervisory Board Members

The terms of office for all Audit & Supervisory Board Members (3) will expire at the conclusion of this General Meeting of Shareholders. Therefore, we kindly ask that you elect the 3 Audit & Supervisory Board Members.

In addition, we have obtained the consent of the Audit and Supervisory Board regarding this proposal.

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



Candidate No.	Ryut	a Hasegawa	Reappointment  Date of Bi	External rth August	Independent 27, 1946	No. of the Company's Shares Owned —Shares
Career Su	Career Summary and Position in the Company					
1971	Apr.	Joined The Kyowa	Bank, Ltd. (curren	t: Resona Ba	nk, Limited)	
1999	Jun.	NiimuraPrinting, Ex	ecutive Officer			
2000	Jun. NiimuraPrinting, Director in Charge of Sales Management					
2012	Jun.	Jun. NiimuraPrinting, Counselor				
2017	Jun. External Audit & Supervisory Board Member of the Company (present)		ent)			
2021	Apr. Nisso Pure Co., Ltd., Audit & Supervisory Board Member (present)					
■Significa	ant Cond	current Positions				
Nisso Pu	ıre Co., L	td. Audit & Supervis	ory Board Membe	r		
■ Reasons for nomination as External Audit & Supervisory Board Member candidate  Since Ryuta Hasegawa has a considerable amount of insight and experience in financial institutions and other companies, he has been judged to be a valuable resource who can enhance the rationality and transparency of the Company's management by providing opinions and recommendations from an objective standpoint. Since he is expected to continue to utilize his knowledge and experience in the Company's audits as an External Audit & Supervisory Board Member of the Company, he has been deemed to be well-qualified and therefore he has been nominated as a candidate for Audit & Supervisory Board Member.						

Candidate No.	Hi	deo Sakano	Reappointment External Independent  Date of Birth October 28, 1972	No. of the Company's Shares Owned —Shares
Career Sur	mmary a	nd Position in the C	ompany	
1995	Oct.	Joined Showa Ota	& Co. (current: Ernst & Young ShinNihon LLC)	
1999	9 Apr. Registered as Certified Public Accountant			
2005	5 Mar. Established Sakano CPA Office, Representative Director (present)			
2005	Aug.			
2006	Feb.	. Appointed Employee Partner, TAIYU AUDIT (current: TAIYU AUDIT LLC)		
2011	Sep.	Sep. Appointed Representative Partner, TAIYU GENERAL AUDIT (current: TAIYU AUDIT LLC), (present)		
2020	Jun. External Audit & Supervisory Board Member of the Company (present)			
■ Significa	ant Cond	current Positions		
		ce Representative Di Representative Pa		
■Reasons	for non	nination as External	Audit & Supervisory Board Member candida	te
and expe	erience a	s a certified public ac	direct experience in corporate management, he countant and tax accountant. He is expected to pany's audits as an External Audit & Supervisor	o continue to utilize his specialized

## (Note)

- 1. There are no special interests between each candidate and the Company.
- 2. Akira Ishida is a candidate for External Audit & Supervisory Board Member.

The Company has reported Akira Ishida as an Independent Officer pursuant to the provisions of the Tokyo Stock Exchange. If he is elected as originally proposed, he will continue to serve as an Independent Officer.

- (1) Agreement for Limitation of Liability with External Audit & Supervisory Board Member Candidates
  Pursuant to Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Akira Ishida to limit his liability for damages under Article 423, paragraph 1 of the Companies Act. The maximum amount of liability for damages under this agreement is the minimum liability amount set forth in Article 425, paragraph 1 of the Companies Act. If the re-election of Akira Ishida is approved as originally proposed, the Company plans to continue the above agreement for limitation of liability with him.
- (2) Number of Years Since Assuming the Office of External Audit & Supervisory Board Member

Akira Ishida is currently an External Audit & Supervisory Board Member of the Company. He will have served as External Audit & Supervisory Board Member for 5 years at the conclusion of this General Meeting.

- 3. Ryuta Hasegawa is a candidate for External Audit & Supervisory Board Member.
  - The Company has reported Ryuta Hasegawa as an Independent Officer pursuant to the provisions of the Tokyo Stock Exchange. If he is elected as originally proposed, he will continue to serve as an Independent Officer.
  - (1) Agreement for Limitation of Liability with External Audit & Supervisory Board Member Candidates
    Pursuant to Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Ryuta Hasegawa to limit his
    liability for damages under Article 423, paragraph 1 of the Companies Act. The maximum amount of liability for damages under this
    agreement is the minimum liability amount set forth in Article 425, paragraph 1 of the Companies Act. If the re-election of Ryuta Hasegawa
    is approved as originally proposed, the Company plans to continue the above agreement for limitation of liability with him.
  - (2) Number of Years Since Assuming the Office of External Audit & Supervisory Board Member
    Ryuta Hasegawa is currently an External Audit & Supervisory Board Member of the Company. He will have served as External Audit &
    Supervisory Board Member for 4 years at the conclusion of this General Meeting.
- 4. Hideo Sakano is a candidate for External Audit & Supervisory Board Member.
  - The Company has reported Hideo Sakano as an Independent Officer pursuant to the provisions of the Tokyo Stock Exchange. If he is elected as originally proposed, he will continue to serve as an Independent Officer.
  - (1) Agreement for Limitation of Liability with External Audit & Supervisory Board Member Candidates
    Pursuant to Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Hideo Sakano to limit his
    liability for damages under Article 423, paragraph 1 of the Companies Act. The maximum amount of liability for damages under this
    agreement is the minimum liability amount set forth in Article 425, paragraph 1 of the Companies Act. If the re-election of Hideo Sakano is
    approved as originally proposed, the Company plans to continue the above agreement for limitation of liability with him.
  - (2) Number of Years Since Assuming the Office of External Audit & Supervisory Board Member
    Hideo Sakano is currently an External Audit & Supervisory Board Member of the Company. He will have served as External Audit &
    Supervisory Board Member for 1 year at the conclusion of this General Meeting.
- 5. Liability Insurance Contracts for Officers, etc., with Candidates for Audit & Supervisory Board Members as Insured
  The Company has concluded Liability Insurance Contracts for Officers, etc., with an insurance company to indemnify the insured against any
  damages that may arise from liability for the execution of his/her duties or from receiving a claim for pursuing such liability. All candidates for
  Audit & Supervisory Board Members will be included in the insured under the said insurance policy. In addition, the same content is planned to
  be updated at the time of the next update.

MEMO	