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Securities Code: 6569  
June 9, 2022

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 42nd 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 the 42nd Ordinary General Meeting of Shareholders of NISSO CORPORATION (hereinafter, the "Company") will be held as described below.

**In order to prevent the spread of the new coronavirus infections (hereinafter, "COVID-19"), we kindly ask that shareholders exercise their voting rights in advance either in writing or by electromagnetic means (via the Internet, etc.) as much as possible, and refrain from attending the meeting on the day of the General Meeting of Shareholders.**

Please kindly review the reference materials for the General Meeting of Shareholders described below and exercise your voting rights by 6:00 pm (Japan Standard Time) on June 28, 2022 (Tuesday).

1. **Date and Time** Wednesday, June 29, 2022 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**
    1. Business Report and Consolidated Financial Statements for the 42nd Fiscal Year (April 1, 2021 - March 31, 2022) 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 42nd Fiscal Year (April 1, 2021 - March 31, 2022)
- Items to be resolved**
- |                   |   |
|-------------------|---|
| <b>Proposal 1</b> | Appropriation of Surplus                            |
| <b>Proposal 2</b> | Partial Amendments to the Articles of Incorporation |
| <b>Proposal 3</b> | Election of 3 Managing Directors                    |
| <b>Proposal 4</b> | Election of 1 Substitute Managing Director          |

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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 a valuable opportunity for dialogue with shareholders, but we kindly ask that you refrain from attending the General Meeting of Shareholders in order to prevent the spread of COVID-19.**

**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 28, 2022 (Tuesday).**

#### <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.**
- ◎ **During 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.**
- ◎ **Since the proceedings of the General Meeting of Shareholders are scheduled to be held smoothly and efficiently, we kindly ask for your understanding and cooperation.**
- ◎ **Our event 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 42nd Fiscal Year as follows.

#### Matters Concerning Year-end Dividends

- ① Type of asset distributed as dividend  
Cash.
- ② Matters concerning allocation of assets distributed as dividends and total amount  
18.00 yen per share of common stock of the Company  
Total dividend amount: 611,682,408 yen
- ③ Effective date of distribution of dividends of surplus  
June 30, 2022.

**Proposal 2** Partial Amendments to the Articles of Incorporation

1. Reasons for Proposal

With the enforcement of the amended provisions stipulated in the proviso of Article 1 of the Supplementary Provisions of the "**Act Partially Amending the Companies Act**" (Act No. 70 of 2019) on September 1, 2022, an electronic provision system for materials for the General Meeting of Shareholders will be introduced, and accordingly, the Articles of Incorporation will be amended as follows.

- (1) Article 14 (Electronic Provision Measures, etc.), Paragraph 1 of the proposed amendment shall be newly established since the Articles of Incorporation require the Company to take electronic provision measures for information contained in the Reference Materials, etc., for the General Meeting of Shareholders.
- (2) Article 14 (Electronic Provision Measures, etc.), Paragraph 2 of the proposed amendment shall be newly established in order to enable the Company to limit the scope of matters to be included in the documents to be delivered to shareholders who request the delivery of documents, among the matters for which electronic provision measures are to be taken with regard to information contained in the Reference Materials, etc., for the General Meeting of Shareholders to the scope stipulated by the Ordinance of the Ministry of Justice.
- (3) The provisions of Article 14 of the current Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Materials, etc., for the General Meeting of Shareholders) shall no longer be necessary in the event that an electronic provision system for materials for the General Meeting of Shareholders is introduced, and therefore, this provision shall be deleted.
- (4) A supplementary provision concerning the validity of the provisions to be newly established and deleted above shall be established. This supplementary provision shall be deleted after the expiration of the due date.

2. Contents of Amendments

The contents of the amendments are as follows:

(The underline indicates the amended section(s).)

Current Articles of Incorporation	Proposed Changes
<p><u>(Internet Disclosure and Deemed Provision of Reference Materials, etc., for the General Meeting of Shareholders)</u>                      Article 14 In convening a General Meeting of Shareholders, the Company may deem that it has provided information pertaining to matters to be stated or indicated in Reference Materials for the General Meeting of Shareholders, business reports, non-consolidated financial statements and consolidated financial statements to shareholders, by disclosing the information by a method using the Internet in accordance with provisions stipulated by the Ordinance of the Ministry of Justice.</p>	<p>(Deletion)</p>

Current Articles of Incorporation	Proposed Changes
(Newly Established)	<p><u>(Electronic Provision Measures, etc.)</u>  <u>Article 14 In convening a General Meeting of Shareholders, the Company shall take electronic provision measures for the information contained in the Reference Materials, etc., for the General Meeting of Shareholders.</u></p> <p>② <u>The Company may choose not to describe all or part of the matters for which electronic provision measures are to be taken, as stipulated by the Ordinance of the Ministry of Justice, in the documents to be delivered to shareholders who have requested the issuance in writing by the record date of voting rights.</u></p>
(Newly Established)	<p><u>Supplementary Provisions</u>  <u>(Transitional Measures Concerning Electronic Provision of Materials for General Meetings of Shareholders)</u>  <u>Article 1 The amendment to Article 14 of the Articles of Incorporation shall take effect from September 1, 2022 (hereinafter, referred to as the "Effective Date") which is the date of enforcement of the amended provisions stipulated in the proviso of Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019).</u></p> <p>② <u>Notwithstanding the provisions of the preceding paragraph, Article 14 of the Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Materials, etc., for the General Meeting of Shareholders) shall remain in effect for the General Meeting of Shareholders which are held on a day within 6 months from the Effective Date.</u></p> <p>③ <u>These Supplementary Provisions shall be deleted after the date on which 6 months have elapsed from the Effective Date or the day on which 3 months have elapsed from the date of the General Meeting of Shareholders set forth in the preceding paragraph, whichever is later.</u></p>

**Proposal 3 Election of 3 Managing Directors**

The terms of office for all Managing Directors (4) will expire at the conclusion of this General Meeting of Shareholders.

Therefore, we kindly ask that the 3 Managing Directors (including 2 External Managing Directors) be elected.

The Candidates for Managing Director are as follows:

Candidate No.		Name	Gender	Current Position in the Company	Attendance at Board of Directors Meetings (42nd Term)
1	Reappointment	Ryuichi Shimizu	Male	Representative Director, President & CEO	100% (19/19)
2	Reappointment External Independent	Shin Monzawa	Male	External Managing Director	100% (19/19)
3	Reappointment External Independent	Miki Ohno	Female	External Managing Director	100% (19/19)

Reappointment	Candidate for re-appointment as Managing Director	External	Candidate for External Managing Director	Independent	Independent Officer pursuant to provisions of the Tokyo Stock Exchange
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Candidate No. <b>1</b>	Ryuichi Shimizu	Reappointment Date of Birth May 30, 1961	No. of the Company's Shares Owned 108,091 Shares
<b>Career Summary, Position and Responsibility in the Company</b>			
1988	Jul.	Joined the Company	
1990	Oct.	Toyota Sales Office Manager	
1991	Aug.	Managing Director & Toyota Sales Office Manager	
1993	Feb.	Managing Director & Production Business Department Director	
1997	Apr.	Managing Director & Administration Department Director	
1998	Sep.	Senior Managing Director	
2001	Jun.	Executive Vice President	
2004	Apr.	President, COO & Representative Director	
2019	Apr.	Chairman & Representative Director	
2020	Feb.	Chairman, President & Representative Director	
2021	Apr.	Representative Director, President & CEO (present)	
<b>■ Significant Concurrent Positions</b>			
Shimizu Holdings Co., Ltd. Managing Director			
CW Holdings Co., Ltd. Representative Director			
NS Holdings Co., Ltd. Managing Director			
Japan Business Process Outsourcing & Staffing Association Chairman			
Japan Association of Human Resource Services Industry Director			
<b>■ Reasons for nomination as Managing Director candidate</b>			
<p>Since joining the Company, Ryuichi Shimizu has been involved in making key business decisions for the development of the manufacturing-related human resources services business, and has an abundance of business experience, achievements and insight as a management executive. Since there are high expectations for him to contribute to the realization of management strategies of the Company and the Nisso Group (hereinafter, "Group") in its entirety in order to further enhance corporate value in the future, the Company has deemed him to be well-qualified and therefore he has been nominated as a candidate for Managing Director.</p>			

Candidate No. <b>2</b>	<b>Shin Monzawa</b>	<input type="checkbox"/> Reappointment <input checked="" type="checkbox"/> External <input type="checkbox"/> Independent	No. of the Company's Shares Owned – Shares
Date of Birth October 7, 1979			
<b>Career Summary, Position and Responsibility in the Company</b>			
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. 2012 Jul. Joined PLUTUS CONSULTING Co., Ltd. 2013 Apr. Joined Deloitte Touche Tohmatsu LLC 2014 Apr. Joined PLUTUS CONSULTING Co., Ltd. 2016 Nov. Established Monzawa CPA Office, Representative Director (present) 2017 Jun. External Managing Director of the Company (present) 2019 Mar. PLUTUS Management Advisory Co., Ltd., President & Representative Director (present) 2019 Jun. Midas Entertainment Inc., Outside Auditor (present) (current: GENDA Inc.)			
<b>■ Significant Concurrent Positions</b>			
Monzawa Certified Public Accountant Office Representative Director General Incorporated Association, Toranomonkai Director PLUTUS Management Advisory Co., Ltd. President & Representative Director			
<b>■ Reasons for nomination as External Managing Director candidate</b>			
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 and experiences. 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.			



Candidate No. <b>3</b>	<b>Miki Ohno</b>	<input type="checkbox"/> Reappointment <input type="checkbox"/> External <input checked="" type="checkbox"/> Independent	No. of the Company's Shares Owned – Shares
Date of Birth August 3, 1971			
<b>Career Summary, Position and Responsibility in the Company</b>			
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)	
<b>■ Significant Concurrent Positions</b>			
Crane Law Offices Attorney-at-Law			
<b>■ Reasons for nomination as External Managing Director candidate</b>			
<p>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.</p> <p>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.</p>			

(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 5 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 2 years 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.

(Reference)

Skills Matrix of the Board of Directors after the General Meeting of Shareholders (scheduled)

The skills matrix of the Board of Directors in the event that the candidates listed in this Notice are elected as originally proposed is as follows.

Based on the Company's medium- to long-term direction and business strategy, the Company defines the skills it deems necessary for the Board of Directors at the present time as "Management", "Markets · Business", "Finance · Accounting", "Organization · Human Resources", "Risk Management", "Society", and "Internal Control · Governance".

Name	Position in the Company (scheduled)	Management	Markets · Business	Finance · Accounting	Organization · Human Resources	Risk Management	Society	Internal Control · Governance
Ryuichi Shimizu	Representative Director, President & CEO	●	●		●	●		
Shin Monzawa	External Managing Director	●		●				●
Miki Ohno	External Managing Director					●	●	●
Akira Ishida	Full-time Audit & Supervisory Board Member (External)	●		●		●		●
Ryuta Hasegawa	External Audit & Supervisory Board Member			●		●		●
Hideo Sakano	External Audit & Supervisory Board Member			●				●

※The above table does not represent all the knowledge and experience of the Managing Directors and the Audit & Supervisory Board Members.

※Of the skills possessed by the Managing Directors and the Audit & Supervisory Board Members, up to four skills that can be particularly contributed are marked with "●".

**Proposal 4** Election of 1 Substitute Managing Director

In preparation for a situation where the number of Management Directors stipulated by laws and regulations will be insufficient, we kindly ask that 1 Substitute Managing Director be elected.

The Candidate for Substitute Managing Director is as follows:

Yukiteru Hamada		External	Independent	No. of the Company's Shares Owned — Shares
	Date of Birth	October 18, 1959		
<b>Career Summary, Position and Responsibility in the Company</b>				
1982	Apr.	Joined The Mitsubishi Bank, Ltd. (current: MUFG Bank, Ltd.)		
2012	Feb.	Joined Chitose Kosan Co., Ltd. (current: Chitose Corporation)		
2014	Feb.	Chitose Facilities Co., Ltd., Director		
2015	Jan.	Chitose Kosan Co., Ltd. (current: Chitose Corporation), Director		
2017	Jun...	Managing Director		
2019	Nov..	Chitose Facilities Co., Ltd., Managing Director		
2022	Jan.	Chitose Corporation, Corporate Advisor (present)		
<b>■ Significant Concurrent Positions</b>				
Chitose Corporation Corporate Advisor				
<b>■ Reasons for nomination as Substitute External Managing Director candidate and expected role</b>				
Yukiteru Hamada has a wealth of insight and experience as a Director at financial institutions and other companies, which is the reason why he has been nominated as a candidate for Substitute External Managing Director. He is expected to utilize his insight and experiences to fulfill the supervisory functions of overall management from an objective and neutral perspective, especially with regard to corporate management and risk management. In addition, if he assumes the office of Managing Director, 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 of the Nomination and Remuneration Committee, which has been established as an arbitrary advisory body to the Board of Directors.				

(Note)

1. There is no special interest between the candidate and the Company.
2. Yukiteru Hamada is a candidate for Substitute External Managing Director.  
In the event that he assumes office, he will be registered as an Independent Officer pursuant to the provisions of the Tokyo Stock Exchange.
3. In the event that Yukiteru Hamada assumes the office of External Managing Director, pursuant to Article 427, Paragraph 1 of the Companies Act, the Company plans to enter into an agreement with Yukiteru Hamada 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.
4. 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. In the event that Yukiteru Hamada assumes the office of Managing Director, he will be included in the insured under the said policy. In addition, the same content is planned to be updated at the time of the next update.

