

(Securities Code No. 7240)
June 10, 2020

To Shareholders

Kiyoshi Doi
President
NOK CORPORATION
(Registered Head Office)
12-15, Shiba-Daimon 1-chome, Minato Ward, Tokyo
(Head Office Location)
Mita MT Building, 3-13-12 Mita, Minato Ward, Tokyo

Notice of the 114th Annual Shareholders' Meeting

We are pleased to inform you that the 114th Annual Shareholders' Meeting of NOK CORPORATION will be held as per the schedule given below.

Recently, people in Japan have been urged by the government, as well as prefectural governors, to stay at home in order to prevent the spread of the novel coronavirus disease. In the light of this situation and after careful consideration, we have decided to hold the Annual Shareholders' Meeting upon enforcing appropriate measures to prevent the spread of infection.

In order to prevent the spread of infection, we would like to request you **to exercise your voting rights either in writing or by electromagnetic means (via the Internet) for this Annual Shareholders' Meeting in advance, as much as possible, and not to physically attend the meeting on the day regardless of your health condition.**

Please review the attached Reference Materials for the Annual Shareholders' Meeting and exercise your voting rights by 5:15 p.m. on Wednesday, June 24, 2020.

1. Time: 10:00 a.m., June 25, 2020 (Thursday)

2. Place: Diamond 30 at Main Tower 30F of Shinagawa Prince Hotel
10-30, Takanawa 4-chome, Minato Ward, Tokyo

3. Agenda:

Report

1. Business Report, Consolidated Financial Statements and Audit Reports concerning Consolidated Financial Statements by the Independent Auditor and the Board of Corporate Auditors for the 114th Term (April 1, 2019 to March 31, 2020)
2. Financial Statements for the 114th Term (April 1, 2019 to March 31, 2020)

Items for Resolution

- | | |
|--------------------|---|
| First Item | Appropriation of surplus |
| Second Item | Election of nine (9) Directors |
| Third Item | Election of five (5) Corporate Auditors |

4. Exercise of voting rights

If you exercise your voting rights both in writing and via the Internet, the vote you cast via the Internet will be considered as the valid exercise of your voting rights.

If you exercise your voting rights via the Internet more than once, your most recent vote will be considered the valid exercise of your voting rights.

* If you plan to attend the meeting in person, please present the enclosed voting form at the reception desk.

* The following are posted on our website at <https://www.nok.co.jp/> under the provisions of laws and regulations and Article 14 of the Articles of Incorporation of the Company, and thus are not provided in the enclosed attachment “Business Report for the 114th Term (April 1, 2019 to March 31, 2020).”

- (i) “System for Ensuring Properness of Operations” for Business Report
- (ii) “Consolidated Statement of Changes in Net Assets” and “Notes to Consolidated Financial Statements” in the Consolidated Financial Statements
- (iii) “Statement of Changes in Net Assets” and “Notes to Financial Statements” in the Financial Statements

* Any amendments to Reference Materials for the Annual Shareholders’ Meeting, the Business Report, the Consolidated Financial Statements and the Financial Statements will be posted on our website at <https://www.nok.co.jp/>.

< Please note the following >

- **Please note that you may be refused entry into the meeting venue and requested to leave if you have a high temperature or seem unwell, or if you have returned from abroad within the last 14 days. Please inform the reception desk if you have returned from abroad within the last 14 days.**
- **We regret that at this year’s Annual Shareholders’ Meeting, you will not be offered a small gift for you to take home.** We would deeply appreciate your understanding.
- **Annual Shareholders’ Meeting staff will have a health check and wear masks to deal with shareholders.**
- **We may review and update the above arrangements as necessary depending on ongoing changes to the situation of the spread of the novel coronavirus disease and the government’s announcements. Please visit our website at <https://www.nok.co.jp/> for up-to-date information.**

Reference Materials for the Annual Shareholders' Meeting

First Item: Appropriation of surplus

We propose to appropriate surplus as follows.

Matters concerning term-end dividends

Regarding the year-end dividend for this fiscal year, we believe that it is important, in principal, to maintain stable dividend payments at appropriate levels in response to our mid- to long-term performance, while retaining a sufficient amount of reserves to prepare for future business expansion and strengthen our financial foundation is equally important. Therefore, after taking these factors into overall consideration, we propose to pay dividends as follows:

(1) Type of dividend property: monetary dividends

(2) Matters concerning assignment of dividend property to shareholders and amounts thereof

¥12.50 per common share

Total sum: ¥2,163,240,475

As ¥25 per share was paid as an interim dividend, total dividends per share for the term will be ¥37.50.

(3) Date from which dividends from surplus come into effect

June 26, 2020

Second Item: Election of nine (9) Directors

The terms of office for the current eight (8) Directors will expire at the conclusion of the 114th Annual Shareholders' Meeting. Accordingly, the Company requests shareholder approval for the election of nine (9) Directors (including two (2) Outside Directors), with the addition of one (1) Director to further reinforce the management supervision function.

The candidates for Directors are as follows:

Candidate No.	Name	Attribute of Candidate	Current Positions and Responsibilities in the Company	Number of attendance at the Board of Directors meetings (FY2019)
1	Masato Tsuru	Reappointed candidate	Chairman of the Board & Representative Director	12/13 (92.3%)
2	Kiyoshi Doi	Reappointed candidate	President and Representative Director	13/13 (100%)
3	Jiro Iida	Reappointed candidate	Executive Vice President and Representative Director Supervising Production and Overseas Business	13/13 (100%)
4	Yasuhiko Kuroki	Reappointed candidate	Executive Vice President and Representative Director Supervising Corporate Sales and Marketing	13/13 (100%)
5	Akira Watanabe	Reappointed candidate	Senior Managing Director General Manager, Corporate Finance & Accounting Office	13/13 (100%)
6	Shinji Nagasawa	Reappointed candidate	Senior Managing Director Supervising Corporate Quality and Environmental Control	13/13 (100%)
7	Masao Tsuru	New candidate	Senior Operating Officer General Manager, Corporate Business Strategy Office	—
8	Kensaku Hogen	Reappointed candidate [Outside Director] [Independent Director]	Outside Director	13/13 (100%)
9	Makoto Fujioka	Reappointed candidate [Outside Director] [Independent Director]	Outside Director	13/13 (100%)

Reappointed candidate: Candidate for reelection as Director

New candidate: Candidate for newly-elected Director

Outside Director: Candidate for Outside Director

Independent Director: Independent Director stipulated by the Tokyo Stock Exchange

Candidate No.	Name (Date of Birth)	Brief Personal History, and Position and Area of Responsibility at the Company (Significant Concurrent Positions)		Number of the Company's Shares Held
1	Reappointed candidate Masato Tsuru (January 11, 1948)	March 1973	Joined NOK Corporation	470,600 shares
		June 1977	MBA, Harvard Business School	
		February 1978	Deputy General Manager, Corporate Finance & Accounting Office, and Deputy General Manager, Planning Division, NOK Corporation	
		June 1979	Director, NOK Corporation	
		June 1981	Managing Director, NOK Corporation	
		June 1981	General Manager, Corporate Finance & Accounting Office, and Deputy General Manager, Planning Division, NOK Corporation	
		April 1982	General Manager, Corporate Finance & Accounting Office, and General Manager, Planning Division, NOK Corporation	
		July 1982	General Manager, Corporate Finance & Accounting Office, General Manager, Planning Division, and General Manager, Personnel Division, NOK Corporation	
		June 1983	Senior Managing Director, NOK Corporation	
		June 1985	President and Representative Director, NOK Corporation	
June 1989	Chairman of the Board, President and Representative Director, NOK Corporation			
April 2018	Chairman of the Board & Representative Director, NOK Corporation (incumbent)			
		(Significant concurrent positions Chairman of the Board & Representative Director, Nippon Mektron, Ltd. SYNZTEC Co., Ltd. NOK Klüber Co., Ltd. Unimatec Co., Ltd. Seiwa Jisho Co., Ltd.		
Reasons for nomination as a candidate for Director We propose that Mr. Masato Tsuru be re-elected as a Director because we have decided that he is able to execute his duties by appropriately making comprehensive managerial judgments and decisions with an overarching view of the NOK Group, as well as performing supervision of management objectively. We believe he can do so based on his experience of being involved in management in a wide range of areas, such as corporate finance & accounting division and planning division, and his extensive experience and achievements as a business manager.				
2	Reappointed candidate Kiyoshi Doi (September 12, 1952)	April 1977	Joined NOK Corporation	43,800 shares
		January 1999	Branch Manager, Kanagawa AI Branch, AI Sales & Marketing Division, NOK Corporation	
		November 2001	Vice President, NOK Activities and Freudenberg-NOK General Partnership	
		June 2003	Director, NOK Corporation	
		June 2005	Managing Director, Eagle Industry Co., Ltd.	
		June 2007	Director, NOK Corporation	
		June 2007	Managing Director, NOK Corporation	
		June 2007	General Manager, Corporate Sales & Marketing Division, NOK Corporation	
		June 2009	Senior Managing Director, NOK Corporation	
		June 2013	Representative and Senior Managing Director, NOK Corporation	
June 2013	Assistant of President with overall responsibility for Seal business, NOK Corporation			
April 2014	Assistant of President with overall responsibility for Seal business, and General Manager, Corporate Production Control Office, NOK Corporation			
April 2018	President and Representative Director, NOK Corporation (incumbent)			
		(Significant concurrent positions President and Representative Director, Nippon Mektron, Ltd.		
Reasons for nomination as a candidate for Director We propose that Mr. Kiyoshi Doi be re-elected as a Director because we have decided that he is able to execute his duties by appropriately making managerial judgments and decisions on the overall business strategy and other management-related items by exercising a strong leadership, and performing supervision of management objectively. We believe he can do so because he has been involved in management both domestically and internationally in sales & marketing division and business administration division, etc., and possesses a wealth of experience and knowledge as well as adequate insight in management.				

Candidate No.	Name (Date of Birth)	Brief Personal History, and Position and Area of Responsibility at the Company (Significant Concurrent Positions)		Number of the Company's Shares Held			
3	Reappointed candidate Jiro Iida (April 9, 1955)	April 1978	Joined NOK Corporation	17,900 shares			
		June 2000	Department Manager, Sales Department, Corporate Sales & Marketing Division, NOK Corporation				
		April 2003	Department Manager, International Business Department, Corporate Production Control Office, NOK Corporation				
		June 2003	Director, NOK Corporation				
		June 2003	Deputy General Manager, Corporate Production Control Office, NOK Corporation				
		June 2007	General Manager, Corporate Planning Office, NOK Corporation				
		June 2009	Senior Operating Officer, NOK Corporation				
		June 2013	Director, NOK Corporation				
		June 2013	Senior Managing Director, NOK Corporation				
		April 2018	Representative and Senior Managing Director, NOK Corporation				
		April 2018	General Manager, Corporate Business Strategy Office, NOK Corporation				
		April 2020	Executive Vice President and Representative Director, NOK Corporation (incumbent)				
April 2020	Supervising Production and Overseas Business, NOK Corporation (incumbent)						
		〔 Significant concurrent positions Chairman of the Board & Director, Thai NOK Co., Ltd. 〕					
Reasons for nomination as a candidate for Director We propose that Mr. Jiro Iida be re-elected as a Director because we have decided that he is able to make appropriate decision making in a wide range of areas, including managerial judgments in global business development, and exercise supervision of management objectively. We believe he can do so based on his extensive experience and knowledge obtained through his experience of engaging mainly in the operations at overseas business divisions and sales & marketing division.							
4	Reappointed candidate Yasuhiko Kuroki (February 27, 1957)	April 1979	Joined NOK Corporation	19,000 shares			
		April 2003	Branch Manager, Anjo Branch, Corporate Sales & Marketing Division, NOK Corporation				
		October 2004	Deputy General Manager, Corporate Sales & Marketing Division, NOK Corporation				
		June 2005	Director, NOK Corporation				
		June 2009	Senior Operating Officer, NOK Corporation				
		June 2013	Director, NOK Corporation				
		June 2013	Senior Managing Director, NOK Corporation				
		June 2013	General Manager, Corporate Sales & Marketing Division, NOK Corporation				
		April 2018	Representative and Senior Managing Director, NOK Corporation				
		April 2020	Executive Vice President and Representative Director, NOK Corporation (incumbent)				
		April 2020	Supervising Corporate Sales and Marketing, NOK Corporation (incumbent)				
		Reasons for nomination as a candidate for Director We propose that Mr. Yasuhiko Kuroki be re-elected as a Director because we have decided that he is able to make appropriate managerial judgments in various aspects, including deployment of sales and marketing activities and exercise supervision of management objectively. We believe he can do so based on his wealth of knowledge and experience, being well versed in sales and marketing policies, obtained through his many years of service mainly in the operations in sales & marketing division.					
5	Reappointed candidate Akira Watanabe (November 18, 1957)	April 1980	Joined NOK Corporation	20,610 shares			
		July 2000	Department Manager, Accounting Department, Corporate Finance & Accounting Office, NOK Corporation				
		June 2005	Director, NOK Corporation				
		June 2005	Deputy General Manager, Corporate Finance & Accounting Office, NOK Corporation				
		June 2007	General Manager, Corporate Finance & Accounting Office, NOK Corporation				
		June 2009	Senior Operating Officer, NOK Corporation				
		June 2013	Director, NOK Corporation				
		June 2013	Senior Managing Director, NOK Corporation (incumbent)				
		April 2017	General Manager, Corporate Finance & Accounting Office, and General Manager, Corporate IT Office, NOK Corporation				
		October 2018	General Manager, Corporate Finance & Accounting Office, NOK Corporation (incumbent)				
		Reasons for nomination as a candidate for Director We propose that Mr. Akira Watanabe be re-elected as a Director because we have decided that he is able to maintain and enhance the supervisory function of the Board of Directors and make appropriate managerial judgments, as well as further contributing to increasing the corporate value of the NOK Group. We believe he can do so based on his wealth of experience and track record as well as highly specialized knowledge and insights obtained through his many years of service in finance & accounting division.					

Candidate No.	Name (Date of Birth)	Brief Personal History, and Position and Area of Responsibility at the Company (Significant Concurrent Positions)		Number of the Company's Shares Held
6	Reappointed candidate Shinji Nagasawa (July 30, 1957)	April 1980 June 1999 January 2011 January 2011 June 2013 June 2013 June 2016 June 2016 April 2020	Joined NOK Corporation Department Manager, AI Design Department, Oil Seals Division, NOK Corporation Operating Officer, NOK Corporation Deputy General Manager, Corporate Technology Office, NOK Corporation Senior Operating Officer, NOK Corporation General Manager, Corporate Technology Office, NOK Corporation Director, NOK Corporation Senior Managing Director, NOK Corporation (incumbent) Supervising Corporate Quality and Environmental Control, NOK Corporation (incumbent)	11,000 shares
	Reasons for nomination as a candidate for Director We propose that Mr. Shinji Nagasawa be re-elected as a Director because we have decided that he is able to make appropriate decisions in various aspects, including technology policies of the NOK Group, and exercise supervision of management objectively. We believe he can do so based on his expertise in area of technology and deep insights in technology development obtained through his many years of service in the operations of the Company's technology division.			
7	New candidate Masao Tsuru (June 13, 1980)	April 2005 May 2009 April 2015 April 2017 April 2017 June 2018 April 2020 April 2020 April 2020	Joined NOK Corporation MBA, McDonough School of Business, Georgetown University Department Manager, Corporate Planning Department, Corporate Planning Office, NOK Corporation Operating Officer, NOK Corporation Deputy General Manager, Corporate Planning Office, NOK Corporation Representative Director and President, NOK Klüber Co., Ltd. Representative Director, NOK Klüber Co., Ltd. (incumbent) Senior Operating Officer, NOK Corporation (incumbent) General Manager, Corporate Business Strategy Office, NOK Corporation (incumbent)	3,500 shares
	Reasons for nomination as a candidate for Director We propose that Mr. Masao Tsuru be newly elected as a Director because we have decided that he is able to execute his duties by appropriately making comprehensive managerial judgments and decisions for the entire NOK Group, as well as exercise supervision of management objectively. We believe he can do so based on his experience of being involved in corporate planning division and managing NOK Klüber Co., Ltd., as well as his wealth of experience and track record in a wide range of management areas.			
8	Reappointed candidate [Independent Director] [Candidate for Outside Director] Kensaku Hogen (August 2, 1941)	April 1964 March 1998 April 2001 January 2005 June 2015 [Significant concurrent positions Outside Director, Eagle Industry Co., Ltd.]	Joined the Ministry of Foreign Affairs Under-Secretary-General, the United Nations Ambassador of Japan to Canada Retired from the Ministry of Foreign Affairs Outside Director, NOK Corporation (incumbent)	1,400 shares
	Reasons for nomination as a candidate for Outside Director We propose that Mr. Kensaku Hogen be re-elected as an Outside Director because we have decided that he is able to give advice to the overall business activities of the Company from objective, extensive and sophisticated viewpoints based on his wealth of experience and deep insights in foreign affairs. Although he has no experience of being involved in corporate management other than by serving as outside director and outside corporate auditor, the Company has judged that he is able to execute the duties of an Outside Director appropriately considering the reasons described above.			
9	Reappointed candidate [Independent Director] [Candidate for Outside Director] Makoto Fujioka (March 27, 1950)	April 1972 June 1996 February 2001 September 2003 June 2004 June 2007 June 2013 July 2015 June 2016 [Significant concurrent positions Outside Director, Eagle Industry Co., Ltd. Outside Director, Nippon Paper Industries Co., Ltd.]	Joined the Ministry of International Trade and Industry (now the Ministry of Economy, Trade and Industry) Deputy Director-General, Trade & Economic Affairs, the Ministry of International Trade and Industry Ambassador of Japan to the United Arab Emirates Retired from the Ministry of Economy, Trade and Industry Director and Executive Officer, Nippon Light Metal Co., Ltd. Director and Senior Executive Officer, Nippon Light Metal Co., Ltd. Director and Executive Vice President, Nippon Light Metal Co., Ltd. Director General, Japan Association for Chemical Innovation Outside Director, NOK Corporation (incumbent)	3,000 shares
	Reasons for nomination as a candidate for Outside Director We propose that Mr. Makoto Fujioka be re-elected as an Outside Director because we have decided that he is able to give advice on the business activities of the Company from objective, broad and sophisticated viewpoints. We believe he can do so based on his extensive experience and deep insights in industrial policy and foreign affairs as well as track record in corporate management.			

Notes:

1. Candidate Mr. Masato Tsuru also serves as Chairman of the Board & Representative Director for NOK Klüber Co., Ltd., a trade partner of the Company; and as Chairman of the Board & Representative Director for Seiwa Jisho Co., Ltd., with which the Company maintains a real estate lease agreement.
2. Candidate Mr. Masao Tsuru also serves as Representative Director for NOK Klüber Co., Ltd., a trade partner of the Company. He will retire as Director of the company at the conclusion of its Annual Shareholders' Meeting that is scheduled for June 23, 2020.

3. The other candidates do not have any special relationship with or interest in the Company.
4. Mr. Kensaku Hogen and Mr. Makoto Fujioka are candidates for Outside Directors.
The Company has submitted notification to the Tokyo Stock Exchange that Mr. Kensaku Hogen and Mr. Makoto Fujioka have been designated as independent directors as stipulated in the regulations of the aforementioned exchange.
5. The numbers of years since Mr. Kensaku Hogen and Mr. Makoto Fujioka assumed office of Outside Directors of the Company will be five years and four years, respectively, as of the conclusion of this Annual Shareholders' Meeting.
6. Mr. Makoto Fujioka served as Director of Nippon Light Metal Co., Ltd. from June 2004 to June 2015. Nippon Light Metal Co., Ltd. had an on-site inspection by the Japan Fair Trade Commission (JFTC) in April 2014 on suspicion of violations of the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade regarding transactions in the specific substance of polyaluminium chloride. The company subsequently received a cease and desist order and an administrative surcharge payment order in February 2016 from JFTC regarding transactions related to polyaluminium chloride in the Niigata region.
7. The Company has entered into an agreement with each of Mr. Kensaku Hogen and Mr. Makoto Fujioka to limit their liability provided for in Article 423, paragraph 1 of the Companies Act, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act. The maximum amount of the liability for damages based on the said agreement is the amount prescribed in laws and regulations. If the re-election of Mr. Kensaku Hogen and Mr. Makoto Fujioka is approved, the Company will continue the same agreement with each of them.

Third Item: Election of five (5) Corporate Auditors

As the terms of office for all five (5) incumbent Corporate Auditors will expire as of the conclusion of this Annual Shareholders' Meeting, the Company proposes the election of five (5) Corporate Auditors (including three (3) Outside Corporate Auditors).

The consent of the Board of Corporate Auditors has been obtained with respect to this agenda item.

The candidates for Corporate Auditors are as follows:

Candidate No.	Name	Attribute of Candidate	Current Positions in the Company	Number of attendance at the Board of Directors meetings (FY2019)	Number of attendance at the Board of Corporate Auditors meetings (FY2019)
1	Nozomu Maehara	New candidate	Auditor, Unimatec Co., Ltd.	—	—
2	Hideki Watanabe	New candidate	Department Manager, Finance Department, Corporate Finance & Accounting Office	—	—
3	Osamu Kobayashi	Reappointed candidate [Outside Corporate Auditor] [Independent Corporate Auditor]	Outside Corporate Auditor	13/13 (100%)	9/9 (100%)
4	Hideki Ogawa	Reappointed candidate [Outside Corporate Auditor] [Independent Corporate Auditor]	Outside Corporate Auditor	12/13 (92.3%)	8/9 (88.9%)
5	Atsushi Kajitani	Reappointed candidate [Outside Corporate Auditor] [Independent Corporate Auditor]	Outside Corporate Auditor	12/13 (92.3%)	9/9 (100%)

Reappointed candidate: Candidate for reelection as Corporate Auditor

New candidate: Candidate for newly-elected Corporate Auditor

Outside Corporate Auditor: Candidate for Outside Corporate Auditor

Independent Corporate Auditor: Independent Corporate Auditor stipulated by the Tokyo Stock Exchange

Candidate No.	Name (Date of Birth)	Brief Personal History, and Position at the Company (Significant Concurrent Positions)		Number of the Company's Shares Held
1	New candidate Nozomu Maehara (February 19, 1959)	April 1982 April 2003 July 2010 April 2016 June 2019	Joined NOK Corporation Department Manager, Sales Administration Department, Corporate Sales & Marketing Division, NOK Corporation Deputy General Manager, Plastics & Polyurethane Division, NOK Corporation Deputy General Manager, Corporate Business Strategy Office, NOK Corporation Auditor, Unimatec Co., Ltd. (incumbent) 〔 Significant concurrent positions Outside Corporate Auditor, Eagle Industry Co., Ltd. 〕	3,700 shares
	Reasons for nomination as a candidate for Corporate Auditor We propose that Mr. Nozomu Maehara be newly elected as Corporate Auditor because we have decided that he is able to conduct appropriate audits on broad aspects of the management of the Company. We believe he can do so based on his experience of managing sales & marketing division, business administration division, and business division.			
2	New candidate Hideki Watanabe (October 6, 1960)	April 1983 July 2007 July 2013	Joined NOK Corporation General Manager, Financial Management Office, NOK-Freudenberg Group Trading (China) Co., Ltd. Department Manager, Finance Department, Corporate Finance & Accounting Office, NOK Corporation (incumbent)	1,000 shares
	Reasons for nomination as a candidate for Corporate Auditor We propose that Mr. Hideki Watanabe be newly elected as Corporate Auditor because we have decided that he is able to conduct audits objectively and appropriately. We believe he can do so based on his considerable knowledge of finance and accounting obtained through his many years of service in finance and accounting operations at the Company and its overseas subsidiaries.			
3	Reappointed candidate [Independent Corporate Auditor] [Candidate for Outside Corporate Auditor] Osamu Kobayashi (May 20, 1956)	March 1983 June 1983 August 1996 June 2012	Registered as a certified public accountant Certified as a tax accountant Director, Kobayashi Accounting Office (incumbent) Outside Corporate Auditor, NOK Corporation (incumbent) 〔 Significant concurrent positions Outside Director, NICHIREKI CO., LTD. 〕	3,500 shares
	Reasons for nomination as a candidate for Outside Corporate Auditor We propose that Mr. Osamu Kobayashi be re-elected as Outside Corporate Auditor because we have decided that he is able to reflect his opinions in the Company's audits. We believe he can do so based on his wealth of experience and insights in finance and accounting as certified public accountant and tax accountant. Although he has no experience of being involved in corporate management other than by serving as outside director and outside corporate auditor, the Company has judged that he is able to execute the duties of an Outside Corporate Auditor appropriately considering the reasons described above.			
4	Reappointed candidate [Independent Corporate Auditor] [Candidate for Outside Corporate Auditor] Hideki Ogawa (May 5, 1953)	April 1977 June 2004 July 2006 January 2007 August 2008 July 2014 June 2015 June 2016 November 2016	Joined the Ministry of International Trade and Industry (now the Ministry of Economy, Trade and Industry) Director-General, Chubu Bureau of Economy, Trade and Industry, the Ministry of Economy, Trade and Industry Director-General for Small and Medium Enterprise Policy, the Ministry of Economy, Trade and Industry Joint Staff Councilor, the Ministry of Defense Retired from the Ministry of Economy, Trade and Industry Senior Executive Officer, Chubu Electric Power Co., Inc. Standing Corporate Auditor, Chubu Electric Power Co., Inc. Outside Corporate Auditor, NOK Corporation (incumbent) Executive Director, Nagoya Chamber of Commerce & Industry	1,800 shares
	Reasons for nomination as a candidate for Outside Corporate Auditor We propose that Mr. Hideki Ogawa be re-elected as Outside Corporate Auditor because we have decided that he is able to reflect his opinions on the overall business activities of the Company in audits of the Company. We believe he can do so based on his wealth of experience and deep insights in industrial policy and experience in corporate management.			
5	Reappointed candidate [Independent Corporate Auditor] [Candidate for Outside Corporate Auditor] Atsushi Kajitani (July 1, 1968)	April 2000 June 2004 June 2015 June 2016 April 2017	Registered as a lawyer Outside Corporate Auditor, DMS Inc. Outside Director, DMS Inc. (incumbent) Outside Corporate Auditor, NOK Corporation (incumbent) Vice-President, Dai-Ichi Tokyo Bar Association 〔 Significant concurrent positions Outside Corporate Auditor, Eagle Industry Co., Ltd. 〕	1,100 shares
	Reasons for nomination as a candidate for Outside Corporate Auditor We propose that Mr. Atsushi Kajitani be re-elected as Outside Corporate Auditor because we have decided that he is able to reflect his opinions from a broad perspective on the Company's overall management in audits of the Company. We believe he can do so based on his wealth of experience and wide range of insights in corporate legal affairs as a lawyer. Although he has no experience of being involved in corporate management other than by serving as outside director and outside corporate auditor, the Company has judged that he is able to execute the duties of an Outside Corporate Auditor appropriately considering the reasons described above.			

Notes:

1. The candidates do not have any special relationship with or interest in the Company.
2. Mr. Osamu Kobayashi, Mr. Hideki Ogawa and Mr. Atsushi Kajitani are candidates for Outside Corporate Auditors.
The Company has submitted notification of appointment of Mr. Osamu Kobayashi, Mr. Hideki Ogawa and Mr. Atsushi Kajitani as independent corporate auditors as provided for by the Tokyo stock Exchange.
3. The numbers of years since Mr. Osamu Kobayashi, Mr. Hideki Ogawa and Mr. Atsushi Kajitani assumed office of Outside Corporate Auditors of the Company will be eight years, four years and four years, respectively, as of the conclusion of this Annual Shareholders' Meeting.
4. Mr. Osamu Kobayashi serves as Outside Director of NICHIREKI CO., LTD. NICHIREKI CO., LTD. received an on-site inspection by the Japan Fair Trade Commission (JFTC) in May 2018 on suspicion of a violation of Article 3 of the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade regarding the selling price of modified asphalt. Then, the company subsequently received a cease and desist order and an administrative surcharge payment order from the JFTC in June 2019. Although he had no previous knowledge of such violation, he conducted thorough investigations and gave instructions to implement measures for preventing a recurrence at the Board of Directors meetings, etc. after the violation came to light.
5. The Company has entered into an agreement with each of Mr. Osamu Kobayashi, Mr. Hideki Ogawa and Mr. Atsushi Kajitani to limit their liability provided for in Article 423, paragraph 1 of the Companies Act, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act. The maximum amount of the liability for damages based on the said agreement is the amount prescribed in laws and regulations. If the re-election of Mr. Osamu Kobayashi, Mr. Hideki Ogawa and Mr. Atsushi Kajitani is approved, the Company will enter into the same agreement with each of them.

END