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(Stock Exchange Code 7287)  
June 11, 2020

**To Shareholders with Voting Rights:**

Morito Sato  
President, Representative Director and  
Chief Executive Officer  
NIPPON SEIKI CO., LTD.  
2-34, Higashizaoh 2-chome, Nagaoka-shi,  
Niigata

**NOTICE OF  
THE 75TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially notified of the 75th Annual General Meeting of Shareholders of NIPPON SEIKI CO., LTD. (the “Company”). The meeting will be held for the purposes as described below.

Instead of attending the meeting, you can exercise your voting rights in writing or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders and cast your vote in accordance with the “Guidance on How to Exercise the Voting Rights” presented on pages 3 to 4 by 5:05 p.m. (the end of the business hours of the Company) on Thursday, June 25, 2020, Japan time.

**1. Date and Time:** Friday, June 26, 2020, at 10 a.m. Japan time

**2. Place:** Gymnasium at the headquarters of the Company, located at  
2-34, Higashizaoh 2-chome, Nagaoka-shi, Niigata

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 75th Fiscal Year (April 1, 2019–March 31, 2020) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the Company’s 75th Fiscal Year (April 1, 2019–March 31, 2020)

**Proposal to be resolved:** Election of Six (6) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

End

- The reception starts at 9 a.m.
- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- If you are unable to attend the meeting, you may exercise your voting rights by a proxy. In such case, the proxy must be another shareholder of the Company who holds voting rights, and that person will be required to submit a document certifying his/her authority to be a proxy.
- Should the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements and the Consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website (<https://www.nippon-seiki.co.jp/>).
- Among the documents to 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.nippon-seiki.co.jp/>) pursuant to applicable laws and regulations and Article 16 of the Articles of Incorporation of the Company. Accordingly, these Notes are not included in the attached document of this Notice. This Notice presents only part of the Consolidated Financial Statements and the Non-consolidated Financial Statements audited by Accounting Auditor and the Audit and Supervisory Committee in preparing the accounting audit report and the audit report.
- Please note that we will be in casual attire (Cool Biz) on the day of the meeting.

<b>Guidance on How to Exercise the Voting Rights</b>
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<b>If you are able to attend the General Meeting of Shareholders:</b>	
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<b>Attending the General Meeting of Shareholders</b>	<b>Date and time of the meeting:</b> <b>Friday, June 26, 2020, at 10:00 a.m.</b> Please bring the enclosed Voting Rights Exercise Form and submit it at the reception desk. Please come to the venue early as the reception desk will be very crowded immediately before the opening of the meeting.
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<b>If you are unable to attend the General Meeting of Shareholders:</b>		
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<b>Voting in writing</b>	<b>“Smart Voting”</b>	<b>Voting via the Internet</b> From a PC, a smartphone, etc., access the <b>voting website</b> at: <b><a href="https://www.web54.net">https://www.web54.net</a></b>
<b>Voting Deadline</b>	<b>Voting Deadline</b>	<b>Voting Deadline</b>
<b>To be received no later than 5:05 p.m. Thursday, June 25, 2020</b>	<b>No later than 5:05 p.m. Thursday, June 25, 2020</b>	<b>No later than 5:05 p.m. Thursday, June 25, 2020</b>
Please indicate your vote for or against the proposal on the enclosed Voting Rights Exercise Form and return it so that it will be received by the Shareholder Register Administrator of the Company by the deadline.	Please scan the “Login QR Code for the voting website for smartphones” provided in the lower right of the enclosed Voting Rights Exercise Form with a smartphone or a tablet terminal.	Please access the voting website, use the Voting Rights Exercise Code and the Password provided on the enclosed Voting Rights Exercise Form, and follow the on-screen instructions to register your vote for or against the proposal.
<b>Please see the following page for detail.</b>		

<b>Handling of multiple votes</b>
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| 1) If you have exercised your voting rights both in writing and via the Internet (including “Smart Voting”), the vote exercised via the Internet (including “Smart Voting”) shall be deemed effective.<br>2) If you have exercised your voting rights more than once via the Internet (including “Smart Voting”), the latest vote shall be deemed effective. |
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Please direct any inquiry you may have to: <b>Shareholder Register Administrator</b> <b>Stock Transfer Agency, Sumitomo Mitsui Trust Bank, Limited.</b>
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<b>Inquiries about exercising voting rights</b>	<b>Other inquiries</b>
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Toll-free call: 0120-652-031 Services available from 9 a.m. to 9 p.m.	Toll-free call: 0120-782-031 Services available from 9 a.m. to 5 p.m. on weekdays
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<b>“Smart Voting”</b>		<b>Voting via the Internet</b>	
<b>1. Access the voting website for smartphones</b> Please scan the “Login QR Code for the voting website for smartphones” with a smartphone or a tablet terminal. <small>*QR Code is a registered trademark of DENSO WAVE INCORPORATED.</small>		<b>1. Access the voting website at:</b> <a href="https://www.web54.net"><b><u>https://www.web54.net</u></b></a>	
<b>2. Open the voting website</b> Please access the URL presented on the screen, to open the voting website. There are two ways to exercise your voting rights.		<b>2. Log in</b> Please enter the “Voting Rights Exercise Code” provided on the enclosed Voting Rights Exercise Form.	
<b>3. Vote for or against each proposal individually</b> Please follow the on-screen instructions to enter your vote for or against each proposal.	<b>4. “Approve” all the proposals presented by the Company</b>	<b>3. Enter the Password</b> Please enter the “Password” provided on the enclosed Voting Rights Exercise Form.	
<b>If there are no problems on the confirmation page, please click on “Submit Vote” button to complete the voting process.</b>		<b>After that, please follow the on-screen instructions to enter your vote for or against each proposal.</b>	
<div style="border: 1px solid black; padding: 10px;"> If you wish to change your vote after you have exercised your voting rights, you will need to scan the QR Code again and enter the “Voting Rights Exercise Code” and the “Password” provided on the enclosed Voting Rights Exercise Form (You may also exercise your voting rights by accessing the voting website at <a href="https://www.web54.net"><u>https://www.web54.net</u></a> directly from your PC.). </div>			

\* Shareholders will be responsible for connection and communication charges when using the voting website.

\* You may not be able to use the voting website depending on your Internet environment, the service you subscribe to, and the model of smartphone, etc. you are using.

# Reference Documents for the General Meeting of Shareholders

## Proposal and References

**Proposal:** Election of Six (6) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members; the same applies in this proposal) will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of six (6) Directors is proposed.

The candidates for Directors are as follows:

No.	Name	Current position at the Company	Attribute	Number of attendances at Board of Directors meetings
1	Koichi Sato	Representative Director and Senior Managing Officer	Reappointment	13 / 13
2	Yuji Hirata	Director and Managing Officer	Reappointment	13 / 13
3	Masatoshi Azuma	Senior Operating Officer	New appointment	-
4	Yuji Osaki	Senior Operating Officer	New appointment	-
5	Shoji Nagai	Chairman and Representative Director	Reappointment	13 / 13
6	Makoto Okawa	Director and Senior Managing Officer	Reappointment	13 / 13

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Relationship of special interests with the Company
1	Koichi Sato (October 26, 1962)	<p>April 1985      Joined the Company</p> <p>April 2006      Vice President and Director, N.S.International,Ltd.</p> <p>June 2011      Director, the Company</p> <p>June 2013      Managing Director</p> <p>June 2016      Director and Managing Officer</p> <p>April 2017      Director and Senior Managing Officer</p> <p>June 2019      Representative Director and Senior Managing Officer (to present)</p> <p>October 2019    In charge of Cost Reduction Project</p> <p>April 2020      In charge of Instrument Business Headquarters, Instrument Design Headquarters and Engineering Headquarters</p> <p>Geographical area in his charge: Europe (to present)</p>	13,550	None
	<p>(Number of attendances at Board of Directors meetings)      13 / 13</p> <p>(Reasons for selecting the candidate for Director)</p> <p>Koichi Sato has taken a leading role in the management of the Company as Representative Director and Senior Managing Officer and has an extensive range of experience in the execution of business in the engineering division and deep insight into corporate management.</p> <p>It is expected that, as a member of the Board of Directors, he will continue to utilize his wealth of experience and achievements to reinforce the Board's decision-making and supervisory functions, and therefore he has been selected as a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Relationship of special interests with the Company
2	Yuji Hirata (October 23, 1961)	<p>April 1984      Joined the Company</p> <p>June 2009      Operating Officer</p> <p>April 2011      President, Shanghai Nissei Display System Co., Ltd.</p> <p>June 2013      Director, the Company</p> <p>June 2015      Senior Operating Officer</p> <p>June 2016      Director and Senior Operating Officer</p> <p>June 2016      In charge of the Chinese business</p> <p>October 2016   Director and Managing Officer (to present)</p> <p>October 2016   Chief of the Headquarters, Production Engineering Headquarters</p> <p>October 2018   Chief of the Headquarters, Manufacturing Headquarters Geographical area in his charge: China and Taiwan</p> <p>June 2019      Chief of the Headquarters, Manufacturing Headquarters and General Manager, Production Supervision Dept. In charge of Engineering Headquarters, Quality Assurance Headquarters and Enterprise Management Headquarters Geographical area in his charge: China and Taiwan</p> <p>April 2020      Chief of the Headquarters, Production Headquarters In charge of Production Engineering Headquarters, Quality Assurance Headquarters and Sourcing Headquarters Geographical area in his charge: China and Taiwan (to present)</p> <p>(Significant concurrent positions)</p> <ul style="list-style-type: none"> <li>• Chairman, Shanghai Nissei Display System Co., Ltd.</li> <li>• Chairman, Wuhan Nissei Display System Co., Ltd.</li> <li>• Chairman, Nissei Display Sales and Development Co., Ltd.</li> <li>• Chairman, Hong Kong Ek Chor Nissei Co., Ltd.</li> </ul>	8,900	See Note 1
		<p>(Number of attendances at Board of Directors meetings)      13 / 13</p> <p>(Reasons for selecting the candidate for Director)</p> <p>Yuji Hirata has an extensive range of experience and achievements through the execution of business in the production engineering division and the management of an overseas subsidiary. In addition, he has assumed the office of Director and Managing Officer, thereby acquiring deep insight into corporate management.</p> <p>By utilizing his experience and knowledge at the Company's Board of Directors, he is expected to reinforce the Board's decision-making and supervisory functions, and therefore he has been selected as a candidate for Director.</p>		

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Relationship of special interests with the Company
3	<p>Masatoshi Azuma (June 11, 1963)</p> <p>New appointment</p>	<p>April 1984      Joined the Company</p> <p>July 2004      Senior Manager, Development Dept., R&amp;D Center, Engineering Headquarters</p> <p>December 2007 Senior Manager, HUD Engineering Dept., Instrument Cluster Design and Engineering Supervision Dept., Engineering Headquarters</p> <p>June 2014      Operating Officer</p> <p>June 2014      Deputy General Manager, Instrument Cluster Design and Engineering Supervision Dept., Engineering Headquarters and General Manager, HUD Engineering Dept.</p> <p>April 2017      Chief of the Headquarters, Instrument Design Headquarters</p> <p>June 2018      Senior Operating Officer (to present)</p> <p>April 2020      Chief of the Headquarters, Enterprise Management Headquarters and General Manager, Enterprise Supervision Dept.</p> <p>Geographical area in his charge: ASEAN (to present)</p> <p>(Significant concurrent positions)</p> <ul style="list-style-type: none"> <li>• Chairman of the Board, Thai Nippon Seiki Co., Ltd.</li> <li>• Chairman, Vietnam Nippon Seiki Co., Ltd.</li> <li>• Chairman, Hong Kong Nippon Seiki Co., Ltd.</li> <li>• Chairman, Dongguan Nissei Electronics Co., Ltd.</li> <li>• Chairman, Taiwan Nissei Display System Co., Ltd.</li> </ul>	5,600	See Note 2
	<p>(Reasons for selecting the candidate for Director)</p> <p>Masatoshi Azuma has an extensive range of experience and achievements through the execution of businesses in the divisions of development and engineering. In addition, he has assumed the office of Senior Operating Officer, thereby acquiring deep insight into corporate management.</p> <p>By utilizing his experience and knowledge at the Company's Board of Directors, he is expected to reinforce the Board's decision-making and supervisory functions, and therefore he has been selected as a candidate for Director.</p>			



No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held	Relationship of special interests with the Company
4	Yuji Osaki (February 6, 1962) <div>New appointment</div>	March 1982 October 2012  June 2014 October 2016  April 2018 June 2019 April 2020	Joined the Company Deputy General Manager (Senior Manager), Business Dept. III, Automobile Business Supervision Dept., Business Headquarters Operating Officer General Manager, Business Supervision Dept. I, Business Headquarters Chief of the Headquarters, Sourcing Headquarters Senior Operating Officer (to present) Chief of the Headquarters, Sourcing Headquarters Geographical area in his charge: Japan (to present)	6,600	None
	(Reasons for selecting the candidate for Director) Yuji Osaki has an extensive range of experience and achievements through the execution of businesses in the divisions of business and sourcing. In addition, he has assumed the office of Senior Operating Officer, thereby acquiring deep insight into corporate management. By utilizing his experience and knowledge at the Company’s Board of Directors, he is expected to reinforce the Board’s decision-making and supervisory functions, and therefore he has been selected as a candidate for Director.				

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Relationship of special interests with the Company
5	Shoji Nagai (September 21, 1949)	April 1993      Section Manager of Commercial Airplanes Division, Kawasaki Heavy Industries, Ltd. December 1995      Joined the Company June 1996      Director April 1997      Managing Director June 1998      Senior Managing Director June 2001      President and Representative Director June 2013      Chairman and Representative Director (to present)	428,950	None
	(Number of attendances at Board of Directors meetings)      13 / 13  (Reasons for selecting the candidate for Director) Shoji Nagai has taken a leading role in the management of the Company as Representative Director for many years, thereby accumulating an extensive range of experience and knowledge as a corporate manager. It is expected that, as a member of the Board of Directors, he will continue to utilize his wealth of experience and achievements to reinforce the Board’s decision-making and supervisory functions, and therefore he has been selected as a candidate for Director.			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Relationship of special interests with the Company
6	Makoto Okawa (June 23, 1957)	<p>March 1976      Joined the Company</p> <p>June 2006      Director</p> <p>June 2009      Chief of the Headquarters, Sourcing Headquarters</p> <p>June 2010      Managing Director</p> <p>June 2014      Senior Managing Director</p> <p>June 2014      Chief of the Headquarters, Enterprise Planning Headquarters and Sourcing Headquarters</p> <p>June 2015      Director and Senior Managing Officer (to present)</p> <p>April 2016      Chief of the Headquarters, Enterprise Management Headquarters</p> <p>April 2017      In charge of Quality Assurance Headquarters, Component Products Div., Sourcing Headquarters and Enterprise Management Headquarters</p> <p>April 2018      Geographical area in his charge: Japan In charge of EMS &amp; Component Headquarters and Sourcing Headquarters</p> <p>April 2020      Geographical area in his charge: Japan In charge of EMS &amp; Component Headquarters (to present)</p>	30,050	None
		<p>(Number of attendances at Board of Directors meetings)      13 / 13</p> <p>(Reasons for selecting the candidate for Director) Makoto Okawa has an extensive range of experience and achievements through the execution of businesses in the divisions of sales &amp; marketing, sourcing and business management. In addition, he has assumed the office of Director and Senior Managing Officer, thereby acquiring deep insight into corporate management. By utilizing his experience and knowledge at the Company's Board of Directors, he is expected to reinforce the Board's decision-making and supervisory functions, and therefore he has been selected as a candidate for Director.</p>		

(Notes)

1. Candidate for Director, Yuji Hirata, has the following special interests with the Company.
  - a. He concurrently serves as Chairman, Shanghai Nissei Display System Co., Ltd., with which the Company has business relationships, including the sales and purchases of products and parts.
  - b. He concurrently serves as Chairman, Wuhan Nissei Display System Co., Ltd., with which the Company has business relationships, including the sales of products. The Company also provides loans thereto.
  - c. He concurrently serves as Chairman, Nissei Display Sales and Development Co., Ltd., with which the Company has business relationships, including the sales of products.
  - d. He concurrently serves as Chairman, Hong Kong Ek Chor Nissei Co., Ltd.
2. Candidate for Director, Masatoshi Azuma, has the following special interests with the Company.
  - a. He concurrently serves as Chairman of the Board, Thai Nippon Seiki Co., Ltd., with which the Company has business relationships, including the sales and purchases of products and parts.
  - b. He concurrently serves as Chairman, Vietnam Nippon Seiki Co., Ltd., with which the Company has business relationships, including the sales of products.
  - c. He concurrently serves as Chairman, Hong Kong Nippon Seiki Co., Ltd., with which the Company has business relationships, including the sales and purchases of products and parts. The Company also provides loans thereto.
  - d. He concurrently serves as Chairman, Dongguan Nissei Electronics Co., Ltd., with which the Company has business relationships, including the sales of products. The Company also provides loans thereto.
  - e. He concurrently serves as Chairman, Taiwan Nissei Display System Co., Ltd., with which the Company has business relationships, including the sales and purchases of products and parts. The Company also provides loans thereto.
3. The Audit and Supervisory Committee has expressed its opinion regarding the selection of Directors (excluding Directors who are Audit and Supervisory Committee Members) as follows:

The Audit and Supervisory Committee, based on the “Audit and Supervisory Committee Auditing Standards,” examined with regard to this proposal whether the candidates have been selected and nominated in accordance with the policy set forth in the “Basic Approach to Corporate Governance” of the Company, after receiving explanations from the Representative Directors regarding the approach taken in selecting candidates for Directors and their careers, achievements, and roles, etc. that are to be assigned to each candidate, and exchanging opinions. As a result, it has deemed that the selection and nomination procedures are appropriate and that each candidate is suitable as a Director of the Company.