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Securities Code: 4064

June 11, 2020

To our shareholders:

Tokio Matsuo
President and CEO
NIPPON CARBIDE INDUSTRIES CO., INC.
16-2, 2-Chome Konan, Minato-ku, Tokyo, Japan

NOTICE OF THE 121ST ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are hereby notified of the 121st Ordinary General Meeting of Shareholders of NIPPON CARBIDE INDUSTRIES CO., INC. (the “Company”), which will be held as described below.

In order to prevent the spread of the novel coronavirus disease (COVID-19), you are strongly encouraged to exercise your voting rights in writing (by postal mail) or via the Internet prior to the meeting as much as possible, and not to attend the meeting in person regardless of your health conditions.

Please review the attached Reference Documents for the General Meeting of Shareholders, and indicate your approval or disapproval of the proposals no later than 5:40 p.m., Thursday, June 25, 2020 (JST).

- 1. Date and Time:** Friday, June 26, 2020 at 10:00 a.m. (JST)
- 2. Venue:** Meeting room, NIPPON CARBIDE INDUSTRIES CO., INC.
22nd floor, Taiyo-Seimei Shinagawa Building,
16-2, 2-Chome Konan, Minato-ku, Tokyo, Japan

3. Purposes:

Items to be reported:

1. Business Report and Consolidated Financial Statements for the 121st Term (from April 1, 2019 to March 31, 2020), and the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors
2. Non-Consolidated Financial Statements for the 121st Term (from April 1, 2019 to March 31, 2020)

Items to be resolved:

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Three (3) Directors
- Proposal 3:** Election of One (1) Corporate Auditor
- Proposal 4:** Election of One (1) Substitute Corporate Auditor

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

Matters related to year-end dividends

The Company aims to be a company that will develop its business in the future and respond to changes in its management environment. At the same time, it considers that the distribution of profits to shareholders is an important responsibility, and its basic policy is to realize long-term and stable dividend payments.

The Company proposes the year-end dividends for this term as follows, upon taking into account the business results of this term, future business development, retained earnings, and all other matters.

- (1) Type of dividend property
Cash
- (2) Allocation of dividend property to shareholders and total amount thereof
40 yen per common share of the Company
Total amount of dividends: 328,821,240 yen
- (3) Effective date of distribution of dividends of surplus
June 29, 2020

Proposal 2: Election of Three (3) Directors

The term of office of three (3) Directors, Tokio Matsuo, Yukinobu Hasegawa, and Nobukazu Kotake will expire at the conclusion of this Ordinary General Meeting of Shareholders. Therefore, the Company proposes the election of three (3) Directors.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	* Takahisa Sugiyama (November 4, 1959)	<p>Apr. 1982 Joined Asahi Glass Co., Ltd. (currently AGC Inc.)</p> <p>July 2005 General Manager of Planar Devices Department, Photonics Components Division, Electronics & Energy General Division, Asahi Glass Co., Ltd. (currently AGC Inc.)</p> <p>July 2006 General Manager of Planar Devices Department, Electronics & Energy General Division, Asahi Glass Co., Ltd. (currently AGC Inc.)</p> <p>Jan. 2008 General Manager of Photonics Components Division, Electronics & Energy General Division, Asahi Glass Co., Ltd. (currently AGC Inc.)</p> <p>July 2009 General Manager of Photonics Components Division, Electronics General Division, Electronics Company, Asahi Glass Co., Ltd. (currently AGC Inc.)</p> <p>Jan. 2015 General Manager of Electronic Materials General Division, Electronics Company, Asahi Glass Co., Ltd. (currently AGC Inc.)</p> <p>Jan. 2016 Executive Officer and General Manager of Electronic Materials General Division, Electronics Company, Asahi Glass Co., Ltd. (currently AGC Inc.)</p> <p>Mar. 2020 Counselor of the Company (present position)</p>	0
<p>[Reasons for his nomination as a candidate for Director] Takahisa Sugiyama comes from the electronic materials divisions of AGC Inc. and has overseen those divisions for many years. He has served as Executive Officer and General Manager of Electronic Materials General Division, Electronics Company since 2016 and has a wealth of experience in corporate management. He is expected to draw on such experience and expertise and contribute fully as a Director to the Company's significant decision-making processes and supervision of other Directors in their execution of duties. In consideration of these reasons, the Company proposes his election as Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
2	Yukinobu Hasegawa (March 18, 1962)	<p>Apr. 1985 Joined the Company.</p> <p>June 2010 General Manager, Manufacturing Department of Uozu and Hayatsuki Factory</p> <p>Apr. 2013 General Manager of Specialty Polymers Division, Operational Headquarters of Functional Products</p> <p>Apr. 2016 General Manager of Specialty Polymers Division, Operational Headquarters of Functional Products, and Osaka Branch</p> <p>June 2016 Executive Officer, General Manager of Specialty Polymers Division, Operational Headquarters of Functional Products, and Osaka Branch</p> <p>Apr. 2017 Executive Officer, Deputy Senior General Manager of Operational Headquarters of Functional Products, and General Manager of Specialty Polymers Division</p> <p>Apr. 2018 Executive Officer and Senior General Manager of Films and Sheets Division</p> <p>June 2018 Director and Executive Officer, and Senior General Manager of Films and Sheets Division</p> <p>Apr. 2020 Director and Executive Officer, and Senior General Manager of Electronic and Functional Products Division (present position)</p>	2,200
<p>[Reasons for his nomination as a candidate for Director]</p> <p>Yukinobu Hasegawa has overseen manufacturing and business departments of the Company for many years. As Director and Executive Officer and Senior General Manager of Electronic and Functional Products Division, he is currently in charge of business strategy in the same business. Given his wealth of experience and expertise in the businesses of the Company, he is expected to contribute fully as a Director to the Company's significant decision-making processes and supervision of other Directors in their execution of duties. In consideration of these reasons, the Company proposes his election as Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	* Hitoshi Shirai (May 13, 1956)	Apr. 1979 Joined Hitachi, Ltd. Apr. 1998 Chief Researcher, Hitachi Research Institute Oct. 1999 General Manager of e-Government Project Promotion Management Center, Government & Public Corporation Information Systems Division, Hitachi, Ltd. Apr. 2003 General Manager of Business Development Department, Urban Planning and Development Systems Group, Hitachi, Ltd. June 2005 Vice President, Hitachi Research Institute Oct. 2009 Director and Vice President, Hitachi Asia Ltd. Oct. 2010 Director, Hitachi Global Storage Technologies, Inc. June 2011 Director and President, Hitachi Research Institute Apr. 2013 Representative Director and President, Hitachi Research Institute Apr. 2020 Director, Hitachi Research Institute (present position) Senior Strategist, Hitachi, Ltd. (present position) (Significant concurrent positions outside the Company) Director, Hitachi Research Institute	0
<p>[Reasons for his nomination as a candidate for Outside Director]</p> <p>Hitoshi Shirai has overseen the information system divisions of Hitachi, Ltd. for many years, which includes working in countries outside Japan. He also served as Representative Director and President of Hitachi Research Institute, through which he gained a wealth of experience in corporate management. By utilizing his experience and expertise, he is expected to make suggestions regarding the Company's management in general and to contribute to strengthening the Company's corporate governance. In consideration of these reasons, the Company proposes his election as Outside Director.</p>			

- Notes:
1. There are no special interests between the candidates and the Company.
 2. Hitoshi Shirai is a candidate for Outside Director. He is a candidate to be appointed as an independent officer as provided for by Tokyo Stock Exchange, Inc.
 3. If the election of Hitoshi Shirai is approved, in accordance with the provisions of Article 427, paragraph (1) of the Companies Act, the Company will conclude with him an agreement to limit his liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of the liability for damages under said agreement will be the minimum amount stipulated by the laws and regulations.
 4. Candidate marked with an asterisk (*) is newly nominated.

Proposal 3: Election of One (1) Corporate Auditor

The term of office of Corporate Auditor Shinsuke Kumazawa will expire at the conclusion of this Ordinary General Meeting of Shareholders. Therefore, the Company proposes the election of one (1) Corporate Auditor.

The Board of Corporate Auditors has given its consent to this proposal.

The candidate for Corporate Auditor is as follows:

Name (Date of birth)	Career summary and position (Significant concurrent positions outside the Company)	Number of the Company's shares owned
Hideaki Kubo (January 31, 1959)	Apr. 1982 Joined The Mitsubishi Bank, Ltd. (currently MUFG Bank, Ltd.)	0
	Jan. 2001 General Manager of Mejiro Branch, The Bank of Tokyo-Mitsubishi, Ltd. (currently MUFG Bank, Ltd.)	
	Feb. 2003 General Manager of Yaesudori Branch, The Bank of Tokyo-Mitsubishi, Ltd. (currently MUFG Bank, Ltd.)	
	Oct. 2004 General Manager of Ogikubo Branch, The Bank of Tokyo-Mitsubishi, Ltd. (currently MUFG Bank, Ltd.)	
	Oct. 2006 General Manager of Umeda-Chuo Branch, The Bank of Tokyo-Mitsubishi UFJ, Ltd. (currently MUFG Bank, Ltd.)	
	June 2008 General Manager of Kashiwa-Chuo Branch, The Bank of Tokyo-Mitsubishi UFJ, Ltd. (currently MUFG Bank, Ltd.)	
	May 2011 Representative Director and President of Mitsubishi UFJ Loan Business Co., Ltd.	
June 2016 Representative Director and President of MU Techno-service Co., Ltd.		
<p>[Reasons for his nomination as a candidate for Outside Corporate Auditor] Hideaki Kubo is expected to be capable of performing an audit function based on his experience and expertise gained from working for Mitsubishi UFJ Loan Business Co., Ltd. and MU Techno-service Co., Ltd., as well as his many years of experience working for a financial institution. In consideration of these reasons, the Company proposes his election as Outside Corporate Auditor.</p>		

- Notes:
1. There are no special interests between the candidate and the Company.
 2. Hideaki Kubo is a candidate for Outside Corporate Auditor.
 3. If the election of Hideaki Kubo is approved, in accordance with the provisions of Article 427, paragraph (1) of the Companies Act, the Company will conclude with him an agreement to limit his liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of the liability for damages under said agreement will be the minimum amount stipulated by the laws and regulations.
 4. Hideaki Kubo is a candidate who is newly nominated.

Proposal 4: Election of One (1) Substitute Corporate Auditor

Since the election of substitute Corporate Auditor Takashi Hayase, who was elected at the 120th Ordinary General Meeting of Shareholders held on June 27, 2019, will cease to be effective at the commencement of this Ordinary General Meeting of Shareholders, the Company proposes that one (1) substitute Corporate Auditor be elected to prepare for a case where the number of Corporate Auditors falls below the number stipulated by laws and regulations.

The Board of Corporate Auditors has given its consent to this proposal.

The candidate for substitute Corporate Auditor is as follows:

Name (Date of birth)	Career summary and position (Significant concurrent positions outside the Company)	Number of the Company's shares owned
<p style="text-align: center;">Akihiro Ishikura (September 14, 1955)</p>	Apr. 1979 Joined the Company.	6,000
	Apr. 2007 General Manager of Corporate Planning Department and Manager of Internal Auditing Section	
	June 2007 Director, responsible for General Affairs Department, Legal Affairs Section, Finance and Accounting Department and Purchasing Department, General Manager of Corporate Planning Department, and Manager of Internal Auditing Section	
	June 2008 Director, responsible for General Affairs Department, Legal Affairs Section and Finance and Accounting Department, General Manager of Corporate Planning Department, and Manager of Internal Auditing Section	
	Jan. 2009 Director, responsible for General Affairs Department, Legal Affairs Section and Finance and Accounting Department, and General Manager of Corporate Planning Department	
	Apr. 2011 Director, responsible for General Affairs Department, Personnel Department, Legal Affairs Section and Finance and Accounting Department, and General Manager of Corporate Planning Department	
	June 2012 Managing Director, in charge of Administrative Department, and General Manager of Corporate Planning Department	
	June 2013 Representative Director and President, VINYFRAME INDUSTRY CO., LTD.	
	Apr. 2019 Representative Director and Chairman, VINYFRAME INDUSTRY CO., LTD.	
Apr. 2020 Counselor, VINYFRAME INDUSTRY CO., LTD. (present position)		

[Reasons for his nomination as a candidate for substitute Corporate Auditor]

Akihiro Ishikura has overseen the Company's administrative divisions and has served as Managing Director, acquiring a wealth of experience about the Company's management. The Company proposes his election as substitute Corporate Auditor, as he is expected to utilize his experience and knowledge and apply them in playing the role as Corporate Auditor.

- Notes:
1. There are no special interests between the candidate and the Company.
 2. If Akihiro Ishikura assumes the office of Corporate Auditor, in accordance with the provisions of Article 427, paragraph (1) of the Companies Act, the Company will conclude with him an agreement to limit his liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of the liability for damages under said agreement will be the minimum amount stipulated by the laws and regulations.