

Please note that the following is an unofficial English translation of the Japanese original text of the Notice of Convocation of the Ordinary General Meeting of Shareholders of Nihon Dempa Kogyo Co., Ltd. NDK provides this translation for reference purposes only and without any warranty as to its accuracy or otherwise. In the event of any discrepancy between this translation and the Japanese original, the latter shall prevail.

Securities Code: 6779
June 9, 2021

To Shareholders with Voting Rights

Nihon Dempa Kogyo Co., Ltd.
47-1, Sasazuka 1-chome, Shibuya-ku, Tokyo
Representative Director and Chairman of the Board
Toshiaki Takeuchi

NOTICE OF CONVOCAION OF THE 80th ORDINARY GENERAL MEETING OF SHAREHOLDERS

Please be advised that the 80th Ordinary General Meeting of Shareholders of Nihon Dempa Kogyo Co., Ltd. (“NDK” or “we”) will be held as set forth below.

After careful consideration of the situation of recent spread of COVID-19 infections, followed by last year, we have decided to hold this Ordinary General Meeting of Shareholders under conditions which implement the appropriate measures to help prevent the spread of infection.

With respect to our shareholders, in a further effort to prevent the spread, **we kindly request that you exercise your voting rights in writing or via the Internet, etc. in advance and we respectfully request that you refrain from attending the meeting in person with respect to this Ordinary General Meeting of Shareholders.** Also, please note in advance that you may be refused entry to the meeting room due to implementation of restrictions on admission.

Please refer to the guidance below, and after reading the Reference Documents for the General Meeting of Shareholders contained herein, exercise your voting rights by 5:20 p.m. June 24, 2021 (Thursday) (Japan Time).

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| 1. Date and Time | 10:00 a.m., June 25, 2021 (Friday) (Reception will open at 9:30 a.m.)
(Since the audit procedure delayed due to the spread of COVID-19, the previous Ordinary General Meeting of Shareholders (July 31, 2020) was held later compared to other years of the date.) |
| 2. Place | MERKMAL KEIO SASAZUKA 6F, 47-1, Sasazuka 1-chome, Shibuya-ku, Tokyo
(Conference Room of NDK’s Head Office)(Please refer to the information map below.) |
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[Translation for Reference Purposes Only]

3. Matters to be Addressed

Matters to be Reported

- (1) Report on the Business Report for the 80th Fiscal Year (From April 1, 2020 to March 31, 2021), the Consolidated Financial Statements, and the Results of Audit of the Consolidated Financial Statements by the Independent Auditors and the Audit & Supervisory Board
- (2) Report on the Financial Statements for the 80th Fiscal Year (From April 1, 2020 to March 31, 2021)

Matters to be Resolved

Proposal : Appointment of nine (9) directors

4. Guidance concerning Exercise of Voting Rights

- (1) If you exercise the voting rights in writing, please indicate your agreement or disagreement on the enclosed Voting Rights Exercise Form and send it by mail to us so that it reaches us by later than 5:20p.m., June 24 (Thursday), 2021. Please note that no indication of agreement or disagreement shall be deemed to be an indication of “agreement”.
- (2) If you exercise the voting rights via the Internet, etc., please refer to the “Guidance concerning Exercise of Voting Rights Via Internet, etc.” on page 3 and exercise your voting rights by no later than 5:20p.m., June 24 (Thursday), 2021.
- (3) If we received your exercises of your voting rights in writing and via the Internet, etc., we will only accept the exercise of your voting rights via the Internet, etc. as effective. If you exercise your voting rights more than once via the Internet, etc. or by PC and Smart Phone, we will only accept the last one received by us as effective.
- (4) In the case of exercise your voting rights by proxy, one of the shareholders holding voting rights may attend this general meeting of shareholders as a proxy. Please note that the proxy needs to submit the document certifying the authority of such proxy.

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1. Any corrections made to the Business Report, the consolidated financial statements and the non-consolidated financial statements and the Reference Documents for the General Meeting of Shareholders, shall be announced on our website (<https://www.ndk.com/>)
 2. When you attend the meeting in person, you are requested to present the enclosed Voting Rights Exercise Form at the reception desk and bring this “Notice of Convocation” to the meeting as the reference material.
 3. Please note that any person not a shareholder including a proxy or a companion is not permitted to attend the General Meeting of Shareholders.
 4. Thank you for your understanding that we have ceased distribution of gifts to shareholders since last year.
 5. Please note that eating, drinking, smoking, photography, video recording and audio recording are prohibited.
 6. **We will not hold the supplementary briefing meeting, which was previously held after the ordinary general meeting of shareholders.** Thank you for your understanding.

REFERENCE DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS

Proposals and Reference Matters

Proposal: Appointment of Nine (9) Directors

As the terms of office of all of the current directors are scheduled to expire at the closing of the Ordinary General Meeting of Shareholders, In order to further strengthen NDK's management system , we request the appointment/reappointment of nine (9) directors, which includes three (3) outside directors.

The candidates for director are as shown below. We are proposing the appointment of these candidates based on a report from the independent advisory council, which consist of two (2) outside directors and one (1) inside director and is chaired by an independent outside director.

Candidate Number	Name (Date of Birth)	Brief Personal Record, Title and Assignment at NDK (Status of Major Concurrent Office)	Number of NDK's Shares Held
1	Toshiaki Takeuchi (April 1, 1943) Reappointment	<p>April 1965 Joined IBM Japan, Ltd. May 1974 Director, NDK June 1977 Vice President and Director, NDK June 1988 Vice President and Representative Director, NDK July 1991 President and Representative Director, NDK April 2005 Chairman and Representative Director, NDK November Representative Director & Chairman of the 2014 Board, President and CEO, NDK April 2019 Representative Director and Chairman of the Board, NDK(current)</p> <p>Status of Major Concurrent Office President and Director, NDK Holdings U.S.A., Inc. Director, NDK America, Inc.</p> <p>Reason for selection as a candidate for director: Since Mr. Toshiaki Takeuchi has been involved in management of NDK for many years, and has been extensively familiar with the market trend, product and technology, management policy of Quartz crystal devices, we have determined that Mr. Takeuchi will appropriately perform his duties as a director of NDK.</p>	623,086 shares

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Candidate Number	Name (Date of Birth)	Brief Personal Record, Title and Assignment at NDK (Status of Major Concurrent Office)		Number of NDK's Shares Held
2	Hiromi Katoh (July 6, 1952) Reappointment	<p>April 1976 Joined NDK</p> <p>June 1981 Managing Director, Asian NDK Crystal Sdn. Bhd.</p> <p>September 1986 Managing Director, NDK Quartz Malaysia Sdn. Bhd.</p> <p>April 2001 General Manager of Corporate Planning Office, NDK</p> <p>June 2001 Director, General Manager of Corporate Planning Office, NDK</p> <p>June 2003 Director, General Manager of General Affairs and Personnel Departments, NDK</p> <p>October 2009 Director, General Manager of Administration Division, NDK</p> <p>June 2011 Senior Director, General Manager of Administration Division, NDK</p> <p>November 2014 Executive Vice President General Manager of Administration Division, NDK</p> <p>April 2019 Representative Director and President, NDK(current)</p>		22,500 shares
<p>Reason for selection as a candidate for director: Since Mr. Hiromi Katoh has been involved in management of NDK for many years, and has been extensively familiar with the market trend, foreign affairs, management policy of Quartz crystal devices, we have determined that Mr. Katoh will appropriately perform his duties as a director of NDK.</p>				
3	Kenichi Ueki (August 30, 1966) New Appointment	<p>April 1989 Joined NDK</p> <p>February 1995 Seconded to NDK Quartz Malaysia Sdn. Bhd.</p> <p>April 2005 Seconded to Asian NDK Crystal Sdn. Bhd.</p> <p>June 2006 Director, Asian NDK Crystal Sdn. Bhd.</p> <p>April 2012 General Manager of Engineering Department.1, Engineering Management Department.1, Engineering Division, NDK</p> <p>April 2018 Deputy General Manager of Crystal Units Engineering Division, General Manager of Engineering Department.1, Engineering Division, NDK</p> <p>July 2018 General Manager of Crystal Units Engineering Division, General Manager of Engineering Department.1, Engineering Division, NDK</p> <p>April 2019 Corporate Officer, General Manager of Engineering Division, General Manager of Crystal Units Engineering Division, NDK (current)</p>		2,000 shares
<p>Reason for selection as a candidate for director: Since Mr. Kenichi Ueki has been involved in technology of NDK for many years, had been Director of overseas subsidiaries of NDK, and has been extensively familiar with the market and technology trend, foreign affairs of Quartz crystal devices, so we have determined that Mr. Ueki will appropriately perform his duties as a director of NDK.</p>				

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Candidate Number	Name (Date of Birth)	Brief Personal Record, Title and Assignment at NDK (Status of Major Concurrent Office)	Number of NDK's Shares Held
4	Hideyuki Oikawa (May 4, 1970) New Appointment	<p>January 1995 Joined NDK</p> <p>January 2007 Seconded to Finland Branch, NDK Europe Ltd.</p> <p>July 2016 Deputy General Manager of Sales Department.5, Consumer Business Division, Sales & Customer Service Division, NDK</p> <p>April 2017 Managing Director, NDK Europe Ltd.</p> <p>April 2019 Corporate Officer, Deputy General Manager of Sales & Customer Service division, NDK</p> <p>July 2019 Director, NDK Europe Ltd. (current)</p> <p>April 2020 Corporate Officer, General Manager of Sales & Customer Service division, NDK(current)</p> <p>Reason for selection as a candidate for director: Since Mr. Hideyuki Oikawa has been involved in sales activities of NDK for many years, had been Managing Director of overseas subsidiaries of NDK, and has been extensively familiar with the market trend, foreign affairs, and sales company management of Quartz crystal devices, we have determined that Mr. Oikawa will appropriately perform his duties as an director of NDK.</p>	2,100 shares

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Candidate Number	Name (Date of Birth)	Brief Personal Record, Title and Assignment at NDK (Status of Major Concurrent Office)		Number of NDK's Shares Held
5	Kenichi Sugawara (May 15, 1968) New Appointment	April 1989 November 2009 April 2017 April 2018 April 2019 June 2019 November 2019 January 2020 March 2020 April 2020 July 2020 April 2021 		

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Candidate Number	Name (Date of Birth)	Brief Personal Record, Title and Assignment at NDK (Status of Major Concurrent Office)	Number of NDK's Shares Held
6	Yuzuru Takeuchi (June 2, 1981) New Appointment	<p>April 2006 Joined Recruit Co., Ltd March 2012 Joined NDK November 2013 Seconded to NDK America, Inc. July 2018 Deputy General Manager of Market & Strategy Office, NDK April 2019 General Manager of Market & Strategy Department, NDK April 2020 Deputy General Manager of Sales & Customer Service Division, General Manager of Market & Strategy Department, NDK July 2020 Corporate Officer, Deputy General Manager of Sales & Customer Service Division, General Manager of Market & Strategy Department, NDK (current)</p> <p>Reason for selection as a candidate for director: Since Mr. Yuzuru Takeuchi has been General Manager of Market & Strategy Department NDK after experiencing production operations, overseas sales and chipset promotion, has been extensively familiar with the production operations, market trend and foreign affairs of Quartz crystal devices, and playing a leading role in a member of structural reform of NDK, we have determined that Mr. Takeuchi will appropriately perform his duties as a director of NDK.</p>	68,946 shares
7	Takehiko Tatsuko (September 13, 1940) Reappointment Candidate for Outside Director	<p>April 1965 Joined Mitsubishi Electric Corporation June 1995 General Manager of Electronics Division, Mitsubishi Electric Corporation June 1998 Executive Vice President of Electronic Systems Group of Mitsubishi Electric Corporation June 2000 Director of Mitsubishi Precision Co., Ltd. October 2000 Senior Managing Director of Mitsubishi Precision Co., Ltd. April 2001 President and CEO of Mitsubishi Precision Co., Ltd. April 2005 Director, Advisor, Mitsubishi Precision Co., Ltd. June 2005 Advisor, Mitsubishi Precision Co., Ltd. April 2007 Honorary advisor, Mitsubishi Precision Co., Ltd. June 2007 Chairman of Japan International Marine Science and Technology Federation June 2008 Outside Audit & Supervisory Board Member, NDK June 2015 Outside Director, NDK(current)</p> <p>Reason for selection as a candidate for outside director: Since Mr. Takehiko Tatsuko had been involved in the market of Electronics Industry, has abundant experience and wide-ranging expertise as a manager, and has been advised regarding the appointment, dismissal, and compensation of Directors and Corporate Officers of NDK, serving as the chairman of the Independent Advisory Council, we have determined that Mr. Tatsuko will appropriately perform his duties as an outside director of NDK.</p>	4,200 shares

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Candidate Number	Name (Date of Birth)	Brief Personal Record, Title and Assignment at NDK (Status of Major Concurrent Office)		Number of NDK's Shares Held
8	Yorihisa Suwa (December 11, 1947) Reappointment Candidate for Outside Director	April 1970	Joined Japan Radio Co., Ltd.	6,400 shares
		April 2002	General Manager of Marine equipment, Japan Radio Co., Ltd.	
		June 2004	Director in charge of Marine equipment and Special equipment business (technology), Japan Radio Co., Ltd.	
		June 2005	President and Representative Director, Japan Radio Co., Ltd.	
		June 2011	Chairman and Representative Director, Japan Radio Co., Ltd. Vice President and Director, Nisshinbo Holdings Inc.	
		June 2012	Advisor, Japan Radio Co., Ltd.	
		June 2015	Outside Audit & Supervisory Board Member, NDK	
		June 2019	Outside Director, NDK(current)	
Reason for selection as a candidate for outside director: Since Mr. Yorihisa Suwa had been involved in the market of Electronics Industry, has abundant experience and wide-ranging expertise as a manager, and has been advised regarding the appointment, dismissal, and compensation of Directors and Corporate Officers of NDK, serving as a member of the Independent Advisory Council, we have determined that Mr. Suwa will appropriately perform his duties as an outside director of NDK.				
9	Eiketsu Tsuchiya (May 15, 1980) Reappointment Candidate for Outside Director	October 2003	Joined Nomura Securities Co., Ltd.	0 share
		September 2006	Joined Citigroup Principal Investments (Japan) Limited	
		May 2011	Joined Citigroup Global Markets Japan Inc.	
		January 2014	Joined Deutsche Securities	
		July 2018	Joined Japan Industrial Solutions Ltd. as Director (current)	
		August 2020	Outside Director, NDK(current)	
		Status of Major Concurrent Office Director, Japan Industrial Solutions Co., Ltd.		
		Reason for selection as a candidate for outside director: Since Mr. Eiketsu Tsuchiya has a wealth of knowledge and experience in finance and management, advising and monitoring as a shareholder of a class shares subscription agreement with NDK, we have determined that Mr. Tsuchiya will appropriately perform his duties as an outside director of NDK.		

(Notes)

1. There is no special interest between Mr. Toshiaki Takeuchi, Mr. Hiromi Katoh, Mr. Kenichi Ueki, Mr. Hideyuki Oikawa, Mr. Kenichi Sugawara, Mr. Yuzuru Takeuchi, Mr. Takehiko Tatsuko, Mr. Yorihisa Suwa and NDK.
2. Mr. Eiketsu Tsuchiya concurrently serves as a director of Japan Industrial Solutions Co., Ltd., and Japan Industrial Solutions Co., Ltd is the General Partner of Japan Industrial Solutions Fund II, which entered into a class shares subscription agreement with NDK.
3. Mr. Takehiko Tatsuko, Mr. Yorihisa Suwa and Mr. Eiketsu Tsuchiya are candidates for outside director.

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4. Mr. Takehiko Tatsuko would have served six (6) years as an outside director as of the closing of the Ordinary General Meeting of Shareholders. Furthermore, Mr. Takehiko had been an Outside Audit & Supervisory Board from June,2008 to June,2015.
5. Mr. Yoriyisa Suwa would have served two (2) years as an outside director as of the closing of the Ordinary General Meeting of Shareholders. Furthermore, Mr. Yoriyisa Suwa had been an Outside Audit & Supervisory Board from June,2015 to June,2019.
6. Mr. Eiketsu Tsuchiya would have served eleven (11) months as an outside director as of the closing of the Ordinary General Meeting of Shareholders.
7. Pursuant to Article 427, Paragraph 1 of the Companies Act, NDK has entered into agreements with Mr. Takehiko Tatsuko, Mr. Yoriyisa Suwa, and Mr. Tsuchiya to limit their liability in accordance with Article 423, Paragraph 1 of the said Act. The maximum amount of liability under each of the agreements is either 7 million yen or an amount prescribed by laws and regulations, whichever is greater. If the proposal are approved and adopted as proposed, the agreements will be continued.
8. NDK has entered into Directors' and Officers' Liability Insurance with the candidates as insured person. The overview of the agreement is described later in "Business Report". If the proposal are approved and adopted as proposed, the candidates will be insured person continuously.
Furthermore, the agreement is scheduled to be renewed during their term of office.
9. NDK has notified the Tokyo Stock Exchange with respect to the current position of Mr. Takehiko Tatsuko and Mr. Yoriyisa Suwa as an independent director of NDK in accordance with the rules of the Tokyo Stock Exchange, and we plan to have Mr. Takehiko Tatsuko and Mr. Yoriyisa Suwa continue to serve as independent director, if they are reappointed.