

Securities Identification Code: 8086

June 7, 2022

NIPRO CORPORATION

3-9-3, Honjo-nishi, Kita-ku, Osaka, Osaka Prefecture
Yoshihiko Sano, President and Representative Director

**Notice of Annual General Meeting of Shareholders for Fiscal
2021 (69th Business Year)**

Dear Shareholders,

Thank you very much for your continued support.

First of all, I would like to offer my heartfelt sympathy to novel coronavirus (COVID-19) patients and their concerned people as well as those affected by the spread of COVID-19 whereas I would also like to express my respect and deep gratitude to the medical professionals engaged in treatment day and night as well as those who are making efforts to prevent the spread of infection.

Please be advised that the 69th general meeting of shareholders of NIPRO CORPORATION (the "Company") will be held on the date and at the place designated below.

Considering the continued concern of the spread of COVID-19, which has not yet be solved, from the viewpoint of prevention of spread of COVID-19, the Company kindly asks you to refrain from attending the general meeting in person to the utmost regardless of your health condition. You may exercise your voting rights by submitting your proxy via the form or the Internet attached to this Notice. Please read the enclosed reference document for the general meeting, fill in your vote "For" or "Against" each agenda to be resolved at the general meeting, affix your signature or personal seal, and return the completed proxy so that we receive it by 17:00 in Japan time on June 27, 2022 (Monday).

In addition, please be kindly advised that this general meeting will be simultaneously live-streamed on the Internet. For further details, please refer to the enclosed "Information on the 69th Ordinary General Meeting of Shareholders". (please note that you will not be able to participate in the resolutions via the live streaming.)

Notice

- 1. Date and Time:** June 28 , 2022 (Tuesday), at 10:00 a.m. JST
2. Place of meeting: Kusatsu NIPRO HALL
3023, Noji-cho, Kusatsu City, Shiga Prefecture, JAPAN

3. Meeting Agenda

Reports

1. Business report for fiscal 2021 (the 69th business year of the Company) from April 1, 2021 to March 31, 2022, consolidated financial statements for fiscal 2021 and report by the independent auditing firm and council of statutory auditors on the Company consolidated financial statements for fiscal 2021
2. The Company financial statements for fiscal 2021 (the 69th business year of the Company) from April 1, 2021 to March 31, 2022

Matters Resolved

Agenda No. 1 Disposition of Surplus

Agenda No. 2 Partial Amendments to the Articles of Incorporation

Agenda No. 3 Election of Eighteen (18) Directors

Agenda No. 4 Election of One(1) Reserve Statutory Auditor

* Handling when voting rights are exercised two or more times.

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

If you exercise your voting rights more than once via the Internet, the last vote will be counted as the valid vote.

○ We request that shareholders who are attending the general meeting in person also complete the enclosed proxy form and hand it to the receptionist on the general meeting day.

○ Based on the laws and regulations and Article 16 of the Articles of Incorporation, the following matters will be announced on the Internet Website of NIPRO CORPORATION. Therefore, these matters are not described in the attached document of this Notice.

(i) systems necessary to ensure the properness of the Company's operations and outline of activities for such systems

(ii) consolidated statement of changes in equity

(iii) notes to consolidated financial statements

(iv) statement of changes in equity

(v) notes to non-consolidated financial statements

And the above matters (ii), (iii), (iv) and (v) were audited as part of non-consolidated and consolidated financial statements when our statutory auditors and independent auditing firm made the audit report.

○ If, after this Notice, any modification or change is made to the enclosed reference document for the general meeting, business report, non-consolidated and consolidated financial statements, it will be announced on the Internet Website of NIPRO CORPORATION.

Website of NIPRO CORPORATION <https://www.nipro.co.jp/ir/stock/meeting.html>

Guidance on the Exercise of Voting Rights via the Internet

Procedures to vote by entering your voting rights exercise code and password

<https://soukai.mizuho-tb.co.jp/>

- (i) Please visit the website <https://soukai.mizuho-tb.co.jp/>
- (ii) Please enter the "voting rights exercise code" provided on the voting rights exercise form.
- (iii) Please enter the "password" provided on the voting rights exercise form.
- (iv) Upon taking the above steps, please exercise your voting rights by following the instructions on the screen.

Procedure to vote by scanning the QR code

You will access to website for the exercise of your voting rights without entering the voting rights exercise code and the password.

- (i) Scan the QR code shown on the voting rights exercise form.
(*The QR code is the registered trademark of Denso Wave Incorporated)
- (ii) Please exercise your voting rights by following the instructions on the screen.

You may exercise your voting rights via QR code only once. If you wish to change your vote, please access to the website for PC and enter the "voting rights exercise code" and the "password" provided on the voting rights exercise form. Then, please re-exercise your voting rights.

*If you re-scan the QR code, you will move to the website for PC.

If you are unclear as to the operation of your PC and other devices regarding the exercise of your voting rights, please contact the following via a permanent representative.

Electronic Voting Platform for Institutional Investors

Institutional investors may exercise their voting rights via "Voting Rights Electronic Voting Platform" operated by ICJ Co., Ltd.

Reference to the General Meeting of Shareholders

Matters to be resolved and relevant information

Proposal No. 1 Disposition of Surplus

The Company has a business policy that emphasizes distribution of profit to shareholders. The Company endeavors, from a long-range perspective, to strengthen the structure of the development, production and sales departments, with the aim of improving the profitability of its businesses. At the same time, the Company employs a rational profit distribution system, under which profit is distributed on the basis of the operational results for the year.

At this term, we take into consideration the balance of surplus and inside reservation fund with checking the future's business development and our fund's demand on the basis of the above-mentioned policy, and thus we propose year-end dividends as follows:

Year-end dividends

(1) Description of dividends : Cash

(2) Allotment of dividends to shareholders, and aggregate amount:

12.50JPyen per common share of the Company

Total: 2,046,209,713JPyen

Combined with the interim dividends of 14.50JPyen per share already paid, the annual dividend for the year ended March 31, 2022 will be 27JPyen per share.

(3) Effective date of profit distribution : June 29, 2022

Proposal No. 2: Partial Amendments to the Articles of Incorporation

1. Reasons for the Amendments

(1) Introduction of electronic provision of reference documents, etc. for general meetings of shareholders

In accordance with the enforcement of the revised provisions stipulated in the proviso of Article 1 of the Supplementary Provision of the "Law for Partial Revision of the Companies Act" (Law No. 70 of 2019) on September 1, 2022, a system of electronic provision of the materials of the General Meeting of Shareholders shall be introduced, the following amendments are made to the Articles of Incorporation of the Company.

(i) Paragraph 1 of Article 16(Electronic Provision of Information, etc.) of the Proposed Amendment is newly established because the Articles of Incorporation will be required to stipulate that the company shall take measures for electronic provision of information that is the content of reference documents, etc. for the General Meeting of Shareholders.

(ii) Paragraph 2 of Article 16 (Electronic Provision of Information, etc.) of the Proposed Amendment shall be newly established

to enable to limit the scope within the scope provided in the Ministry of Justice Ordinance, whose matters to be included in the written documents to be delivered to shareholders who have requested for the delivery of the documents.

(iii) Article 16 (Internet Disclosure and Deemed Provision of Reference Documents etc. for General Meeting of Shareholders) of the current Articles of Incorporation is to be deleted as it will become unnecessary once the electronic provision system of materials for the General Meeting of Shareholders is introduced.

(iv) Article 1 of the Supplementary Provisions regarding the effect of the above new and deleted provisions is to be established. This article will be deleted after the expiration date.

(2) Reduction in the Number of Directors

In order to achieve our medium- and long-term management benchmarks, we have been responding to the challenging business environment while expanding our diverse business base so far. Whereas, we introduced an executive officer system in June 2020, and have worked to build a management foundation and ensure the mobility of business execution.

In light of these management environments, we believe that it is essential to strive to enhance corporate governance and ensure the mobility of management and the effectiveness of the Board of Directors, and for the purpose of reviewing the number of

directors in order to further strengthen our global business development in the future, we have decided to revise Article 19 (Number of Directors) of Our Current Articles of Incorporation. The maximum number of directors as stipulated in Article 19 (Number of Directors) of the current Articles of Incorporation is to be reduced to 20 or less.

2. Details of the change

Details of the changes are as follows: (Underlined parts indicate changes.)

Current Articles of Incorporation	Proposed Change
<p><u>(Internet Disclosure and Deemed Provision of Reference Documents etc., for the General Meeting of Shareholders)</u> <u>Article 16.</u> <u>The Company may, at the time of convening a general meeting of shareholders, deem to have provided to the shareholders information concerning matters to be stated or indicated in the reference documents for the general meeting of shareholders, business report, financial statements and consolidated financial statements by disclosing such information through the Internet in accordance with the provisions of the applicable Ordinance of the Ministry of Justice.</u></p> <p>(Newly established)</p>	<p>(To be deleted)</p> <p><u>(Electronic Provision of Information, etc.)</u> <u>Article 16.</u> <u>The Company shall, at the time of convening a general meeting of shareholders, take measures to provide electronically the information contained in the reference documents, etc. for the general meeting of shareholders.</u> <u>2. The Company may not include all or part of the matters for which it takes electronic provision of information as provided for in the applicable Ordinance of the Ministry of Justice in the document to be delivered to</u></p>

<p>(Number of Members) Article 19. The Company shall have no more than forty <u>(40)</u> directors.</p> <p>(Newly established)</p>	<p><u>shareholders who have made a written request by the Record Date for Voting Rights.</u></p> <p>(Number of Members) Article 19. The Company shall have no more than twenty <u>(20)</u> directors.</p> <p><u>(Supplementary Provisions)</u> <u>Article 1.</u> <u>Deletion of Article 16 (Internet Disclosure and Deemed Provision of Reference Documents, etc. for the General Meeting of Shareholders) of the current Articles of Incorporation and newly established Article 16 (Measures for Electronic Provision, etc.) of the Proposed Amendment shall take effect from September 1, 2022.</u> <u>2. Notwithstanding the provisions of the preceding paragraph</u> <u>Article 16 (Internet Disclosure and Deemed Provision of Reference Documents, etc. for General Meetings of Shareholders) of the current Articles of Incorporation shall remain in effect with respect to general meetings of shareholders whose date is within six months from September 1, 2022.</u> <u>3. This Supplementary Provision shall be deleted upon the expiration of six months from September 1, 2022, or three (3) months after the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.</u></p>
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Proposal No. 3 Election of Eighteen (18) Directors

The office term of the all (28) directors will expire at the close of the general meeting of shareholders for the year. Mr. Mitsutaka Ueda, Mr. Yozo Sawada, Mr. Yasushi Kutsukawa, Mr. Masayuki Ito, Mr. Masanobu Iwasa, Mr. Itsuo Akasaki, Mr. Kenju Fujita, Mr. Hiroshi Sudo, Mr. Hiroshi Yoshida, Mr. Akio Shirasu, Mr. Koki Hatakeyama, Mr. Toshiya Kai, Mr. Goichi Miyazumi and Mr. Kaname Sadahiro will resign director on that occasion.

Accordingly, we propose eighteen(18) directors will be elected including 6 outside directors.

The candidates for the director's positions are as follows.

If this proposal is approved and each candidate assumes office as a director, the ratio of outside directors to all directors is expected to be one-third.

	Name (Date of birth)	Brief history of career, title, and position within the Company; important career in other companies	Number of the Company shares owned
1	Yoshihiko Sano (January 16, 1945) <div style="border: 1px solid black; border-radius: 10px; padding: 2px; display: inline-block;">Reappointment</div>	Nov. 1975 Joined Kabushiki Kaisha NIPRO Feb. 1993 Director and Deputy General Manager of Marketing Division of the same company Jun. 2000 Director and General Manager of Marketing Division of the same company Jun. 2000 Director of the Company Apr. 2001 Director and Deputy General Manager of Domestic Division of the Company Jun. 2006 Managing Director and General Manager of Domestic Division of the Company May. 2012 President and Representative Director and General Manager of Domestic Division of the Company Jun.2012 President and Representative Director and General Manager of Material Division of the Company Oct.2012 President and Representative Director of the Company (Incumbent)	97,688 Shares

		<p>●The reason for the Director candidate</p> <p>He was appointed to President and Representative Director of our company in May 2012 through the wealthy experience in the fields of medical equipment's technical sales and marketing.</p> <p>And, since then, He consistently makes progress in the expansion of our performance with promoting our global deployment and enhancing our brand image by initiating improvement of product's quality.</p> <p>His experience and contribution to our performance will contribute to make decision in the Board of Directors and develop our global business and improve our corporate value in the future.</p> <p>That's why he is continued to be the Director candidate.</p>	
2	<p>Kiyotaka Yoshioka (April 29, 1953)</p> <p>Reappointment</p>	<p>Apr. 1976 Joined Kabushiki Kaisha NIPRO</p> <p>Feb. 1993 Manager of Nagoya Branch Office of the same company</p> <p>Jun. 1997 Manager of 2nd Tokyo Branch Office of the same company</p> <p>Apr. 2003 General Manager of Kanto Marketing Department of Domestic Division of the Company</p> <p>Oct. 2003 General Manager of Tokyo Metropolitan Area Marketing Department of Domestic Division of the Company</p> <p>Jun. 2006 Director and General Manager of Marketing Department of Domestic Division of the Company</p> <p>Jun.2012 Managing Director and General Manager of Domestic Division of the Company</p> <p>Feb.2013 Managing Director and General Manager of Domestic Division and Chief of Business Strategy Office of the Company (Incumbent)</p>	10,000 Shares

		<p>●The reason for the Director candidate</p> <p>He has been involved in our management in light of the wealth of business experience, etc. in the marketing and sales areas of our medical equipment.</p> <p>Also, He makes progress in the performance of the domestic sales of medical equipment, and plays an important role in our management.</p> <p>In this way, His experience and contribution to our performance will contribute to make decision in the Board of Directors and develop our global business and improve our corporate value in the future.</p> <p>That's why he is continued to be the Director candidate.</p>	
3	<p>Toshiaki Masuda (September 2, 1952)</p> <p style="border: 1px solid black; border-radius: 10px; padding: 2px; display: inline-block;">Reappointment</p>	<p>Apr. 1975 Joined the Company</p> <p>Apr. 2003 General Manager of Dialysis Product Marketing Department, Domestic Division of the Company</p> <p>Jul. 2006 General Manager of Dialysis Product Development and Sales Department and General Manager of High-Performance Product Development and Sales Department of Domestic Division of the Company</p> <p>Apr. 2008 General Manager of Product Development and Sales Headquarters and General Manager of Cardiovascular Surgical Product Development and Sales Department of Domestic Division of the Company</p> <p>Jun. 2008 Director and General Manager of Product Development and Sales Headquarters of Domestic Division of the Company</p> <p>Nov. 2008 Director and General Manager of Product Development and Sales Headquarters of Domestic Division and Chief of Research & Development Institute of Manufacturing Technology/R&D Division of the Company</p> <p>Nov. 2010 Director and General Manager of Product Development and Sales Headquarters of Domestic Division and Chief of Research & Development Institute of the Company</p> <p>Jun.2012 Managing Director and Chief of Research & Development Institute of the Company</p>	13,214 Shares

		<p>Jul.2014 Managing Director and General Manager of Product Planning Headquarters and Chief of Research & Development Institute of the Company</p> <p>Oct.2014 Managing Director and General Manager of Medical Technology Division for Planning, Development & Marketing and general Manager of Product Planning Headquarters and Chief of Research & Development Institute of the Company</p> <p>Apr.2015 Managing Director and General Manager of Medical Technology Division for Planning, Development & Marketing, Manager of Product Planning Headquarters, Chief of Research & Development Institute and General of Surgical Devices Division(SD Division) of the Company</p> <p>Jun.2015 Managing Director and General Manager of Medical Technology Division for Planning, Development & Marketing, Chief of Research & Development Institute and General Manager of Surgical Devices Division(SD Division) of the Company (Incumbent)</p> <p>●The reason for the Director candidate</p> <p>He has been involved in our management in light of the wealth of business experience, etc. in the medical equipment's product and development areas.</p> <p>Also, He makes progress in the performance of the medical equipment, and plays an important role in our management.</p> <p>In this way, His experience and contribution to our performance will contribute to make decision in the Board of Directors and develop our global business and improve our corporate value in the future.</p> <p>That's why he is continued to be the Director candidate.</p>	
4	<p>Kyoetsu Kobayashi (May 19, 1955)</p> <p>Reappointment</p>	<p>Jan. 1981 Joined Nihon Medical Industries Ltd.</p> <p>Apr. 1998 General Manager of Manufacturing Department II of Odate Factory of the Company</p> <p>Jul. 1999 General Manager of Manufacturing Department V of Odate Factory of the Company</p> <p>Aug. 2001 General Manager of Manufacturing Department III of Odate Factory of Manufacturing Technology/</p>	18,869 Shares

		<p>R&D Division of the Company</p> <p>Sep. 2003 General Manager of Manufacturing Department I of Odate Factory of Manufacturing Technology/ R&D Division of the Company</p> <p>Apr. 2004 Chief of Odate Factory of Manufacturing Technology/ R&D Division of the Company</p> <p>Jun. 2009 Director and Chief of Odate Factory of Manufacturing Technology/ R&D Division of the Company</p> <p>Nov. 2010 Director and Chief Odate Factory of the Company</p> <p>Apr.2014 Managing Director and General Manager of Global Production Division and Chief of Odate Factory of the Company</p> <p>Apr.2022 Managing Director and General Manager of Global Production Division (Incumbent)</p>	
		<p>●The reason for the Director candidate</p> <p>He has been involved in our management in light of the wealth of business experience, etc. in the medical equipment manufacturing areas.</p> <p>Also, He makes progress in the performance of the medical equipment, and plays an important role in our management.</p> <p>In this way, His experience and contribution to our performance will contribute to make decision in the Board of Directors and develop our global business and improve our corporate value in the future.</p> <p>That's why he is continued to be the Director candidate.</p>	
5	<p>Kimihito Minoura (October 12, 1972)</p> <p>Reappointment</p>	<p>Apr. 1995 Joined the Company</p> <p>Apr. 2005 Section Chief of Corporate Planning & Coordination Department, Accounting & Corporate Planning Division of the Company</p> <p>Jun. 2009 Director and General Manager of Corporate Planning & Coordination Department of the Company</p> <p>Jul.2014 Director and General Manager of Corporate Planning Headquarters and Manager of Corporate Planning Department</p> <p>Jun.2015 Director and General Manager of Corporate Planning Headquarters and General Manager of Product Planning Headquarters of Medical</p>	25,937 Shares

		<p>Technology Division for Planning, Development & Marketing of the Company</p> <p>Feb,2016 Director and General Manager of Product Planning Headquarters of Medical Technology Division for Planning, Development & Marketing of the Company</p> <p>Apr.2017 Director and General Manager of New Business Development Headquarters of the Company</p> <p>Apr.2018 Director and General Manager of Cell products Division and General Manager of New Business Development Headquarters of the Company</p> <p>Jun.2018 Managing Director and General Manager of Cell products Division and General Manager of New Business Development Headquarters of the Company</p> <p>Aug.2018 Managing Director and General Manager of Division of Regenerative and Advanced Therapy, General Manager of New Business Development Headquarters of the Company (Incumbent)</p> <p>●The reason for the Director candidate</p> <p>He has been involved in our management not only in light of the wealth of business experience, etc. in the accounting and finance involved in the international accounting areas but also in light of the wealth of knowledge in product planning business based on his international experience.</p> <p>Also, He contributes to promotion of business expansion and globalization of our company.</p> <p>Such a wealth of experience and knowledge will contribute enough to our management in the future.</p> <p>That's why he is continued to be the Director candidate.</p>	
6	<p>Tsuyoshi Yamazaki (March 30, 1968)</p> <p>Reappointment</p>	<p>Apr. 1991 Joined the Company</p> <p>Feb. 2009 Deputy Manager of NIPRO Brand Sales Department of Global Business Division of the Company</p> <p>Jun. 2009 Director and General Manager of NIPRO Brand Sales Department of Global Business Division of the Company</p> <p>Apr. 2012 Director and General Manager of International</p>	17,776 Shares

		<p>Marketing Department of Global Business Division of the Company</p> <p>Jan.2014 Director and General Manager of Global Strategy Section of Global Business Division of the Company</p> <p>Jul.2014 Director and General Manager of MP Glass Division of the Company</p> <p>Jan.2015 Director and General Manager of MP Glass Division and Chief of Global Strategy Office of the Company</p> <p>Apr.2016 Director and General Manager of Pharma Packaging Division and Chief of Global Strategy Office of the Company</p> <p>Apr.2018 President and Representative Director of Nipro Europe Group Companies N.V. (Incumbent)</p> <p>Jun.2018 Managing Director and General Manager of Pharma Packaging Division, Chief of Global Strategy Office of the Company</p> <p>Jun.2020 Managing Director and General Manager of International Business Division and Global Business Division and in charge of Pharma Packaging Division</p> <p>May.2021 Managing Director and General Manager of International Business Division and in charge of Pharma Packaging Division (Incumbent)</p> <p>(Important concurrent situation)</p> <p>President and Representative Director of Nipro Europe Group Companies N.V.</p> <p>●The reason for the Director candidate</p> <p>He has been involved in our management in light of the wealth of business experience, etc. in the international sales of medical equipment and container areas.</p> <p>Also, He contributes to promotion of business expansion and globalization of our company.</p> <p>Such a wealth of experience and knowledge will contribute enough to our management in the future.</p> <p>That's why he is continued to be the Director candidate.</p>	
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7	<p>Kazuhiko Sano (January 6, 1952)</p> <p>Reappointment</p>	Mar. 1974	Joined the Company	15,127 Shares
		Apr.1998	Deputy Manager of Department I of Research & Development Institute of the Company	
		Mar.2001	General Manager of Department I of Research & Development Institute of the Company	
		Apr. 2001	General Manager of Department I of Research & Development Institute of Manufacturing Technology/R&D Division of the Company	
		Jun. 2010	Director and General Manager of Department I of Research & Development Institute of Manufacturing Technology/R&D Division of the Company	
		Nov. 2010	Director and General Manager of Department I of Research & Development Institute of the Company	
		Apr.2013	Director and Chief of Production Technology Center of the Company	
		Apr.2014	Director and Deputy General Manager of Global Production Division, Chief of Production Technology Center of the Company	
		Feb.2018	Director and Deputy General Manager of Construction & Engineering Headquarters and Deputy General Manager of Global Production Division and Chief of Production Technology Center of the Company	
		Jun.2018	Managing Director and Deputy General Manager of Global Production Division and Chief of Production Technology Center of the Company	
		Apr.2019	Managing Director and General Manager of Production Technology Development Division and Chief of Production Technology Center and Deputy General Manager of Global Production Division of the Company	
Jan.2020	Managing Director and General Manager of Construction & Engineering Headquarters and General Manager of Production Technology Development Division and Chief of Production Technology Center and Deputy General Manager of Global Production Division of the Company (Incumbent)			

		<p>●The reason for the Director candidate</p> <p>He has been involved in our management in light of the wealth of business experience, etc. in the development of manufacturing machinery medical equipment.</p> <p>Also, He contributes to promotion of business expansion and globalization of our company.</p> <p>Such a wealth of experience and knowledge will contribute enough to our management in the future.</p> <p>That's why he is continued to be the Director candidate.</p>	
8	<p>Kenichi Nishida (January 13. 1970)</p> <p>Reappointment</p>	<p>Apr. 1994 Joined the Company</p> <p>Apr. 2007 Chief Researcher of Research Planning Office of Pharmaceutical Research Laboratories of Manufacturing Technology/ R&D Division of the Company</p> <p>Aug. 2007 Section Chief of Research Planning Office of Pharmaceutical Research Laboratories of Manufacturing Technology/ R&D Division of the Company</p> <p>Jun. 2010 Director and General Manager of Research Planning Office of Pharmaceutical Research Laboratories of Manufacturing Technology/ R&D Division of the Company</p> <p>Nov. 2010 Director and General Manager of Research Planning Office, Pharmaceutical Research Laboratories of the Company</p> <p>Oct.2012 Director and General Manager of Pharmaceutical Device Development Department of Pharmaceutical Division of the Company</p> <p>Jun.2017 President and Representative Director of Nipro Pharma Corporation (Incumbent)</p> <p>Apr.2018 Director and General Manager of Pharmaceutical Division and General Manager of Pharmaceutical Development Promotion Department of the Company</p> <p>Jun.2018 Managing Director and General Manager of Pharmaceutical Division and General Manager of Pharmaceutical Development Promotion Department of the Company</p>	5,313 Shares

		<p>Apr.2021 Managing Director and General Manager of Pharmaceutical Division</p> <p>Oct.2021 Managing Director and General Manager of Research Planning Office of Pharmaceutical Research Laboratories (Incumbent)</p> <p>(Important concurrent situation)</p> <p>President and Representative Director of Nipro Pharma Corporation</p> <p>●The reason for the Director candidate</p> <p>He has been involved in our management in light of the wealth of business experience, etc. in the research and the promotion of planning and development of pharmaceutical products.</p> <p>Also, He contributes to promotion of business expansion and globalization of our company.</p> <p>Such a wealth of experience and knowledge will contribute enough to our management in the future.</p> <p>That's why he is continued to be the Director candidate.</p>	
9	<p>Yasushi Ohyama (December 14, 1962)</p> <p style="border: 1px solid black; border-radius: 10px; padding: 5px; display: inline-block;">Reappointment</p>	<p>Mar.2003 Joined the Company</p> <p>Apr.2009 Deputy Manager of Vascular Product Development and Sales Department of Product Development and Sales Headquarters of Domestic Division of the Company</p> <p>Apr.2011 General Manager of Vascular Product Development and Sales Department of Product Development and Sales Headquarters of Domestic Division of the Company</p> <p>Feb.2013 General Manager of Vascular Business Unit Department of Domestic Division of the Company</p> <p>Jun.2013 Director and General Manager of Vascular Business Unit Department of Domestic Division of the Company</p> <p>Oct.2014 Director and General Manager of Vascular Business Unit Department of Medical Technology Division for Planning, Development & Marketing of the Company</p> <p>Apr.2015 Director and General Manager of Vascular Division of the Company</p>	17,121 Shares

		<p>Jun.2015 President and Representative Director of Goodman Co.,Ltd (Incumbent)</p> <p>Apr.2018 Director and General Manager of Vascular Division, General Manager of Vascular Product Sales & Development Headquarters</p> <p>Jun.2018 Managing Director and General Manager of Vascular Division, General Manager of Vascular Product Sales & Development Headquarters (Incumbent)</p> <p>(Important concurrent situation)</p> <p>President and Representative Director of Goodman Co.,Ltd</p> <p>●The reason for the Director candidate</p> <p>He has been involved in our management in light of the wealth of business experience, etc. in the vascular business.</p> <p>Also, He contributes to promotion of business expansion and globalization of our company.</p> <p>Such a wealth of experience and knowledge will contribute enough to our management in the future.</p> <p>That's why he is continued to be the Director candidate.</p>	
10	<p>Takehito Yogo (October 28, 1968)</p> <p>Reappointment</p>	<p>Oct.1996 Joined Ota-Showa Audit firm(present: Ernst & Young Shin Nihon LLC)</p> <p>Apr.2000 Certified Public Accountants registration</p> <p>Mar.2004 Chief of Internal Audit office of Goodman Co.,Ltd</p> <p>Nov.2004 Chief of Management Planning office of the same company</p> <p>Feb.2005 Corporate Officer and Chief of Management Planning office of the same company</p> <p>Sep.2006 Director and General Manager of Management Division of the same company</p> <p>Jan.2009 Director and General Manager of Management Headquarters and Production Headquarters of the same company</p> <p>Oct.2009 President and Representative Director of the same company</p> <p>Jun.2015 Director and Deputy General Manager of Corporate Planning Headquarters and General Manager of Corporate Planning Department of the Company</p> <p>Feb.2016 Director and General Manager of Corporate</p>	5,062 Shares

		<p>Planning Headquarters and General Manager of Corporate Planning Department of the Company</p> <p>Jun.2018 Managing Director and General Manager of Corporate Planning Headquarters and General Manager of Corporate Planning Department of the Company</p> <p>Apr.2020 Managing Director and General Manager of Corporate Planning Headquarters of the Company (Incumbent)</p> <p>●The reason for the Director candidate</p> <p>He has been involved in our management in light of the wealth of business experience in the vascular business and of experience as a certified public accountant.</p> <p>Also, He contributes to promotion of business expansion and globalization of our company.</p> <p>Such a wealth of experience and knowledge will contribute enough to our management in the future.</p> <p>That's why he is continued to be the Director candidate.</p>	
11	<p>Hideto Nakamura (April 1, 1958)</p> <p>Reappointment</p>	<p>Apr. 1980 Joined the Company</p> <p>Apr. 2008 Deputy Manager of Human Resources / General Affairs Division of the Company</p> <p>Jun. 2009 Director and General Manager of Human Resources / General Affairs Division of the Company</p> <p>Jul.2014 Director and General Manager of General Affairs / Human Resources Headquarters and General Manager of Human Resources Department of the Company</p> <p>Apr.2020 Director and General Manager of General Affairs / Human Resources Headquarters of the Company</p> <p>Aug.2021 Director and General Manager of General Affairs / Human Resources Headquarters and General Manager of Governance Supervise Division of the Company (Incumbent)</p> <p>●The reason for the Director candidate</p> <p>He has been involved in our management in light of the wealth of business experience, etc. in the personnel and labor and general</p>	22,942 Shares

		<p>affairs areas.</p> <p>Also, He contributes to promotion of business expansion and globalization of our company.</p> <p>Such a wealth of experience and knowledge will contribute enough to our management in the future.</p> <p>That's why he is continued to be the Director candidate.</p>	
12	<p>Toyoshi Yoshida (March 15, 1963)</p> <p>Reappointment</p>	<p>Apr. 1988 Joined the Company</p> <p>Apr. 2005 Deputy Manager of Regulatory Affairs Division of the Company</p> <p>Apr. 2008 General Manager of Regulatory Affairs Division of the Company</p> <p>Jun. 2010 Director and General Manager of Regulatory Affairs Division of the Company</p> <p>Apr. 2011 Director and General Manager of Quality Assurance & Regulatory Compliance Division of the Company</p> <p>Apr. 2019 Director and General Manager of Quality Assurance & Regulatory Compliance Division of the Company (Incumbent)</p> <p>•The reason for the Director candidate</p> <p>He has been involved in our management in light of the wealth of business experience, etc. in the quality assurance, management of pharmaceutical affairs, post-marketing safety management.</p> <p>Also, He contributes to promotion of business expansion and globalization of our company.</p> <p>Such a wealth of experience and knowledge will contribute enough to our management in the future.</p> <p>That's why he is continued to be the Director candidate.</p>	14,791 Shares
13	<p>Yoshiko Tanaka (March 28, 1949)</p> <p>Reappointment</p> <p>Outside Director</p> <p>Independence</p>	<p>May. 1983 General Manager of Pharmacy Department of General Incorporated Association Tokushukai (Osaka Head Office)</p> <p>Jun.1997 General Manager of Pharmacy Department and General Manager of Planning Department of General Incorporated Association Tokushukai (Osaka Head Office)</p> <p>Apr.2002 Part-time Lecturer of Kobe Pharmaceutical University</p> <p>Jun.2002 President and Representative Director of Medihope Corporation (Incumbent)</p>	3,173 Shares

		<p>Jun.2014 Director of the Company (Incumbent)</p> <p>Jul.2014 Council member of Kobe Pharmaceutical University</p> <p>●The reason for the outside director candidate and the outline of the expected role</p> <p>She has an excellent insight and wealth of experience gained in the former job.</p> <p>Therefore, we can expect her to provide appropriate guidance and supervision for the business administration based on the knowledge and experience as a business owner.</p> <p>That's why she is the Outside Director candidate.</p>	
14	<p>Yoshiko Shimamori (January 15, 1947)</p> <p>Reappointment</p> <p>Outside Director</p> <p>Independence</p>	<p>Apr. 1990 Manager of Nursing Division of Preparatory Office for Toho University Sakura Medical Center</p> <p>Aug. 1990 Manager of Nursing Division of Tokyo Saiseikai Mukojima Hospital</p> <p>Jun. 1999 Executive Officer of Japanese Nursing Association</p> <p>Apr. 2002 Manager of Nursing Division and Assistant to Director of Kyoto University Hospital</p> <p>Apr. 2007 Professor of Keio University Faculty of Nursing And Medical Care</p> <p>Jun. 2010 President of Tokyo Nursing Association</p> <p>Jul. 2016 Professor of Institute for Biomedical Sciences of Iwate Medical University</p> <p>Apr. 2017 Professor and Dean of School of Nursing of Iwate Medical University</p> <p>Apr. 2021 Professor Emeritus and Council member of Iwate Medical University (Incumbent)</p> <p>Jun. 2021 Director of the Company (Incumbent)</p> <p>●The reason for the outside director candidate and the outline of the expected role</p> <p>Although she does not have an experience of company management, she has an experience of important positions as a nurse and a university professor and thus she has expertise and professional experience mainly in medical sector.</p> <p>We can expect that her outstanding insight, wealth of experience, and perspective as a healthcare professional shall be utilized in the sustainable growth and business administration of our group.</p> <p>That's why she is the outside director candidate.</p>	– Shares

15	<p>Toshiaki Hattori (June 3, 1954)</p> <p>New</p> <p>Outside Director</p> <p>Outside Director</p>	<p>Jan.2000 Branch Manager of Kori Branch, Daiwa Bank Ltd. (currently Resona Bank, Ltd.)</p> <p>Mar. 2002 General Manager of Taisho Branch, Resona Bank Ltd.</p> <p>Jun. 2004 General Manager of General Affairs Department, Administration Division, Toami Corporation General</p> <p>Jun. 2006 Director and General Manager of General Affairs Department, Administration Division of the same company</p> <p>Jun. 2008 Managing Director, General Manager of Administration Division and General Manager of General Affairs Department of the same company</p> <p>Jun. 2012 Managing Director, General Manager of Administration Division and General Manager of General Affairs Department and General Manager of Accounting Department of the same company</p> <p>Jun. 2020 Retired from Managing Director of the same company</p> <p>●The reason for the outside director candidate and the outline of the expected role</p> <p>He has excellent insight and a wealth of experience cultivated through his work at financial institutions and key positions in the general affairs and accounting divisions of listed companies. Therefore, we can expect him to provide appropriate guidance and supervision of business administration based on his knowledge and experience as a business owner.</p> <p>That's why he is the Outside Director candidate.</p>	— Shares
16	<p>Katsunobu Hashimoto (June 2, 1950)</p> <p>New</p> <p>Outside Director</p> <p>Independence</p>	<p>Jan. 1981 Secretary-general of Osaka College of Medical Technology (Incumbent)</p> <p>May.1991 Executive Director of Educational Corporation Osaka Jikei College</p> <p>Apr. 2011 Secretary-general of Jikei Graduate University of Health Care Sciences (currently Jikei University of Health Care Sciences) (Incumbent)</p> <p>Apr. 2015 President of Izumo Medical Nursing College (Incumbent)</p> <p>Apr. 2018 President of Osaka Medical Welfare College</p>	— Shares

		<p>(Incumbent) Apr. 2020 President of Osaka Medical Nursing College (Incumbent) Apr. 2022 President of Osaka High Technology College (Incumbent) President of Osaka Health and Welfare College (Incumbent)</p>	
		<p>•The reason for the outside director candidate and the outline of the expected role</p> <p>Although he does not have an experience of company management, he has excellent insight and a wealth of experience gained through human resource development specializing in the medical and welfare fields.</p> <p>We can expect that his outstanding insight, wealth of experience, and perspective shall be utilized in the sustainable growth and business administration of our group.</p> <p>That's why he is the Outside Director candidate.</p>	
17	<p>Hidehiko Kawazu (March 3, 1945)</p> <p>New</p> <p>Outside Director</p> <p>Independence</p>	<p>Jun. 1987 Manager of Division of Welfare for the Mentally Retarded, Tokyo Metropolitan Government Bureau of Social Welfare and Public Health (Manager of Head Office)</p> <p>Jul. 1989 Manager of Division of Children, Tokyo Metropolitan Government Bureau of Social Welfare and Public Health (General Manager)</p> <p>Jul. 1991 Deputy Branch Chief of Northern Branch No. 2 Of Tokyo Metropolitan Government Bureau of waterworks (General Manager)</p> <p>Aug. 1994 Councilor of General Affairs Department, Tokyo Metropolitan Government Bureau of Social Welfare and Public Health (General Manager of Head Office)</p> <p>Jun. 1995 General Manager of Division of Children and Family, Tokyo Metropolitan Government Bureau of Social Welfare and Public Health</p> <p>Jul. 1997 General Manager of Division of Community Welfare Promotion, Tokyo Metropolitan Government Bureau of Social Welfare and Public Health</p>	— Shares

		<p>Apr. 1999 General Manager of Division of Living Environment, Tokyo Metropolitan Government Bureau of Health</p> <p>Apr. 2001 General Manager of Division of Food and Drug Safety, Tokyo Metropolitan Government Bureau of Health</p> <p>Apr. 2002 Professor, Faculty of Education, Tamagawa University (Head of Department of Infant Development)</p> <p>Apr. 2008 Dean, Faculty of Education, Tamagawa University</p> <p>Jun. 2018 Chief Director, Social Corporation Yuai Gakuen (Incumbent)</p> <p>●The reason for the outside director candidate and the outline of the expected role</p> <p>Although he does not have an experience of company management, he has excellent managerial insight and a wealth of experience gained through important positions in the field of Social Welfare as Tokyo Metropolitan Government official as well as an educator. Therefore, we can expect that his outstanding insight, wealth of experience, and perspective shall be utilized in the sustainable growth and business administration of our group.</p> <p>That's why he is the Outside Director candidate.</p>	
18	<p>Kiyomi Aoyama (January 3, 1948)</p> <p>New</p> <p>Outside Director</p> <p>Independence</p>	<p>Apr. 1990 Manager of Division of Maternal and child Health, Tokyo Metropolitan Government Bureau of Social Welfare and Public Health</p> <p>Apr. 1992 Councilor of Public health center of Nihonbashi, Chuo Ward (Prevention section manager work Handler)</p> <p>Apr. 1998 Director of Shinagawa Ward Public Health Center</p> <p>Apr. 2002 Director and General Manager of Nakano Ward Public Health Center</p> <p>Apr. 2007 Director of Minato Ward Public Health Center</p> <p>May. 2010 Full-time contract doctor, Occupational Health Association (currently Japan Medical Checkup Foundation) (Incumbent)</p> <p>●The reason for the outside director candidate and the outline of the expected role</p> <p>Although he does not have an experience of company management, she has excellent managerial insight and a wealth of</p>	— Shares

	<p>experience gained through important positions in the field of Social Welfare as Tokyo Metropolitan Government official as well as a doctor. Therefore, we can expect that her outstanding insight, wealth of experience, and perspective shall be utilized in the sustainable growth and business administration of our group.</p> <p>That's why she is the Outside Director candidate.</p>	
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Notes :

1. There is no special relation between any candidate and the Company.
2. The number of the above stocks includes shares held by Stock Ownership Plan of NIPRO as of April 30, 2022.
3. Ms. Yoshiko Tanaka, Ms. Yoshiko Shimamori, Mr. Toshiaki Hattori, Mr. Katsunobu Hashimoto, Mr. Hidehiko Kawazu and Ms. Kiyomi Aoyama are candidates as Outside Directors.
4. Ms. Yoshiko Tanaka's tenure as an Outside Director is for 8 years and Ms. Yoshiko Shimamori's tenure is for 1 years at the conclusion of this Ordinary General Meeting of Shareholders.
5. We have already signed a contract which limits the liability for damages as specified in article 423 paragraph 1 of the Companies Act based on article 427 paragraph 1 of the same regulations with Ms. Yoshiko Tanaka and Ms. Yoshiko Shimamori, and the maximum amount of liability for damages based on this contract is the minimum liability amount determined by laws and regulations. If they are elected again as Outside Directors, we will continue to the contract with them. Likewise, if Mr. Toshiaki Hattori, Mr. Katsunobu Hashimoto, Mr. Hidehiko Kawazu and Ms. Kiyomi Aoyama are elected as Outside Directors, we will sign the contract with them as well.
6. We have concluded a directors' and officers' liability insurance policy with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, and the premiums for the policy are fully borne by us. The insurance policy will cover compensation for damages and litigation expenses that may arise as a result of the insured directors and officers being held liable for the performance of their duties or being subject to claims in connection with the pursuit of such liabilities.
If the appointment of each candidate is approved and they assume office, they will be included in the insured under the insurance policy.
7. Ms. Yoshiko Tanaka and Ms. Yoshiko Shimamori meet the Company's criteria for determining the independence of outside officers. Ltd. and will continue to be reported to the Tokyo Stock Exchange as independent directors/auditors if their reappointment is approved and they assume office. Mr. Toshiaki Hattori, Mr. Katsunobu Hashimoto, Mr. Hidehiko Kawazu, and Ms. Kiyomi Aoyama also satisfy the criteria for independence of

outside officers of the Company and the requirements for independent officers as stipulated by Tokyo Stock Exchange, Inc. Therefore, the Company intends to register them as new independent directors/auditors if their appointment is approved and they assume office.

<Reference> Skill Matrix

Knowledge, experience, abilities, etc. possessed by the directors and auditors of the Company (scheduled after the conclusion of the 69th Ordinary General Meeting of Shareholders)

	Name	Position	Corporate Management	Financial Accounting	Legal, Ethical, Crisis-Management	ESG (Sustainability)	Production / quality	R & D / Technology	Sales / marketing	global	IT / Digital	HR Development
1	Yoshihiko Sano	Director	◎					○	○			
2	Kiyotaka Yoshioka	Director						○	◎			
3	Toshiaki Masuda	Director					○	◎				
4	Kyoetsu Kobayashi	Director				○	◎	○				
5	Kimihito Minoura	Director		◎				○		○		
6	Tsuyoshi Yamazaki	Director	○						○	◎		
7	Kazuhiko Sano	Director					○	◎				
8	Kenichi Nishida	Director	○				○	◎				
9	Yasushi Oyama	Director	○					○	◎			
10	Takehito YOGO	Director		◎		○					○	
11	Hideto Nakamura	Director			○	○						◎
12	Toyoshi Yoshida	Director			○		◎					
13	Yoshiko Tanaka	Outside Director	◎		○							
14	Yoshiko Shimamori	Outside Director			○							◎
15	Toshiaki Hattori	Outside Director(New)	○	◎								
16	Katsunobu Hashimoto	Outside Director(New)				○						◎
17	Hidehiko Kawazu	Outside Director(New)				○						◎
18	Kiyomi Aoyama	Outside Director(New)			○			◎				
19	Takayuki Nomiya	Auditor		○	◎							
20	Kazumichi Irie	Outside Auditor	○						◎			
21	Masayoshi Hasegawa	Outside Auditor	◎	○			○					

(Note)

1. Although the three areas of knowledge, experience, and abilities of the directors and corporate auditors are listed, they do not represent all of the knowledge, experience, and abilities possessed by the directors and corporate auditors.
2. ○ indicates areas in which directors and corporate auditors have in-depth knowledge, experience, and abilities; whereas ◎ indicates areas in which directors and corporate auditors have the most in-depth knowledge, experience, and abilities. The Company's main business is the manufacture and sale of medical devices, pharmaceuticals, glass products, etc., and the Company aims to proactively expand its business in markets around the world. Therefore, the Company needs a management members that is both appropriately sized to accommodate its expanding business scale and diverse in terms of gender, internationality, work experience, age, and other factors. The Company recognizes that the sustainable growth of the Company and the enhancement of its corporate value can be achieved when these management members are in charge of business execution (directors) and have the roles and responsibilities to promote the businesses under their control. Therefore, the Board of Directors determines whether a person is qualified to serve as a director or auditor of the Company based on her or his knowledge, experience, and abilities in management, financial accounting, legal affairs, research and development, and human resources development. In addition, Independent outside directors shall include those who have corporate management experience at other companies and are capable of providing accurate proposals and advice to management from a broad perspective.

The reasons for the selection of each of the skills are as follows

skills area	reasons	Relevance to Management Strategy
Corporate Management	To improve profitability through business restructuring and strengthen governance structure	General Strategy
Financial Accounting	To support stable corporate development in financial terms	To strengthen Management Base
Legal, Ethical, Crisis Management	To support stable corporate development in legal, ethical and risk management aspects	To strengthen Management Base
ESG (Sustainability)	To build a highly sustainable business model	To promote sustainability management and invest in growth businesses
Production / quality	To supply safe and high quality products to the field	To strengthen core businesses
R & D / Technology	To develop innovative products	To strengthen core businesses
Sales / marketing	To strengthen our business with industry experience and knowledge	To strengthen core businesses
Global	To strengthen the solutions business globally	To strengthen global expansion
IT / Digital	To promote Digital Transformation in internal systems and products	To accelerate Digital Transformation investments
HR Development	To strengthen the development and utilization of human resources	To strengthen investment in human resources

Proposal No.4 Election of One (1) Reserve Statutory Auditor

We should prepare for a vacancy that may result in non-compliance with the number of statutory auditor, and therefore one (1) reserve statutory auditor should be elected.

Presentation of this matter at the general meeting has been approved by the council of statutory auditors.

The candidate for reserve statutory auditor is as follows:

Name Date of birth	Brief history of career and the important career in other companies	Number of the Company shares owned
<p style="text-align: center;">Shigeru Yanagase (May 2, 1947)</p> <div style="border: 1px solid black; border-radius: 10px; width: fit-content; margin: 10px auto; padding: 2px 10px;">Outside Auditor</div> <div style="border: 1px solid black; border-radius: 10px; width: fit-content; margin: 10px auto; padding: 2px 10px;">Independence</div>	<p>Apr. 2003 Manager of Special equipment Division of Nippon Sheet Glass Company, Ltd.</p> <p>Jul. 2007 Resigned the same company (Incumbent)</p> <p>●The reason for the reserve statutory auditor candidate He has an excellent and extensive knowledge and experience in his former career. We can expect him to provide proper guidance and supervision in the auditing and business management of the Company from an objective standpoint, the Company proposes that shareholders elect him as the reserve statutory auditor candidate.</p>	<p>— Shares</p>

Notes :

1. There is no special relation between the candidate and the Company.
2. Mr. Shigeru Yanagase is the candidate as reserve outside statutory auditor.
3. Mr. Shigeru Yanagase meets the requirements for independent statutory auditors set forth by the Tokyo Stock Exchange. Accordingly, he will become such independent statutory auditor if he is inaugurated as a statutory auditor.
4. If Mr. Shigeru Yanagase is inaugurated as a statutory auditor, the Company will enter into a contract with him which limits the liability for damages as specified in Article 423 Paragraph 1 of the Companies Act in accordance with Article 427 Paragraph 1 of the Companies Act. The maximum amount of liability for damages under such contract is the minimum liability amount determined by laws and regulations.
5. The Company has entered into an officers' liability insurance contract with an insurance company as stipulated in Article 430-3 Paragraph 1 of the Companies Act, designating officers, etc. as insureds, which will cover damage, legal costs, etc. that may be incurred by the insureds as a result of assuming responsibility for the execution of their duties or receiving claims related to the pursuit of such responsibility. If Mr. Shigeru Yanagase is inaugurated as a statutory auditor, he will be designated as an insured under the aforementioned liability insurance.