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Securities Code: 6151

June 3, 2020

To Our Shareholders:

Akinobu Ogata  
Representative Director, President CEO  
**NITTO KOHKI CO., LTD.**  
9-4, Nakaikegami 2-Chome, Ota-ku, Tokyo, Japan

## Notice of the 64th Annual General Meeting of Shareholders

We are pleased to announce the 64th Annual General Meeting of Shareholders of NITTO KOHKI CO., LTD. (the “Company”), which will be held as indicated below.

Due to the spread of the novel coronavirus disease (COVID-19), we ask shareholders to exercise their voting rights in writing beforehand if at all possible in order to secure the safety of our shareholders and prevent the spread of COVID-19. We would also ask shareholders who do attend the meeting in person to consider countermeasures, such as wearing a mask. As such, we humbly ask for your cooperation as we take needed measures at the venue of the General Meeting of Shareholders based on the Company’s judgment in order to secure the safety of our shareholders and prevent the spread of COVID-19.

In exercising your voting rights in writing, please review the attached Reference Documents for General Meeting of Shareholders, and indicate your approval or disapproval of the proposals in the enclosed voting card, and then return the card to the Company by postal mail so that your vote is received by 5:15 p.m. on Monday, June 22, 2020 (JST).

- 1. Date and Time:** Tuesday, June 23, 2020, at 10:00 a.m. (JST)  
(Reception starts at 9:00 a.m.)
- 2. Venue:** Large conference room, first floor, headquarters of the Company  
9-4, Nakaikegami 2-Chome, Ota-ku, Tokyo, Japan

### 3. Purpose of the Meeting

#### Matters to be reported

1. The Business Report and the Consolidated Financial Statements for the 64th fiscal year (from April 1, 2019 to March 31, 2020), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
2. The Non-consolidated Financial Statements for the 64th fiscal year (from April 1, 2019 to March 31, 2020)

#### Matters to be resolved

- |                        |   |
|------------------------|---|
| <b>Proposal No. 1:</b> | Appropriation of Surplus  |
| <b>Proposal No. 2:</b> | Election of Six (6) Directors   |
| <b>Proposal No. 3:</b> | Election of Two (2) Audit & Supervisory Board Members                       |
| <b>Proposal No. 4:</b> | Election of One (1) Substitute Audit & Supervisory Board Member             |
| <b>Proposal No. 5:</b> | Payment of Retirement Benefits to Retiring Audit & Supervisory Board Member |

- (1) When you attend the meeting, you are kindly requested to present the enclosed voting card at the reception at the meeting.
- (2) If any changes are made to the Reference Documents for General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements or the Consolidated Financial Statements, such changes will be posted on the Company’s website (<https://www.nitto-kohki.co.jp>).
- (3) No gift will be provided for the shareholders who attend the General Meeting of Shareholders. Your understanding would be appreciated in this regard.

## Reference Documents for General Meeting of Shareholders

### Proposal No. 1      Appropriation of Surplus

The Company proposes the appropriation of surplus as follows.

#### 1. Year-end dividends

The Company has given consideration to the business performance of the current fiscal year and future business environment, and it proposes to pay year-end dividends for the 64th fiscal year as follows:

- (1) Type of dividend property  
To be paid in cash.
- (2) Allotment of dividend property and their aggregate amount  
The Company proposes to pay a dividend of ¥21.5 per common share of the Company.  
In this event, the total dividends will be ¥443,837,142.
- (3) Effective date of dividends of surplus  
The effective date of dividends will be June 24, 2020.

#### 2. Other appropriation of surplus

The Company proposes other appropriation of surplus as follows.

- (1) Item of surplus to be increased and amount of increase  
Retained earnings brought forward    ¥10,010,299
- (2) Item of surplus to be decreased and amount of decrease  
Reserve for interim dividends            ¥10,010,299

**Proposal No. 2:** Election of Six (6) Directors

At the conclusion of this meeting, the terms of office of all six (6) Directors will expire. Therefore, the Company proposes to elect six (6) Directors.

The candidates for Director are as follows:

Candidate No.	Name	Current position in the Company	Type	Attendance at Board of Directors meetings (FY2019)
1	Toshio Mikiya	Representative Director, Chairman of the Board	Reelection	15/15 (100%)
2	Akinobu Ogata	Representative Director, President CEO President, Executive Officer	Reelection	15/15 (100%)
3	Yoko Takata	Director	Reelection	15/15 (100%)
4	Kenji Mori	Director Executive Managing Officer Chief Administrative Officer	Reelection	14/15 (93%)
5	Yasuo Nakagawa	Outside Director	Reelection Outside Independent	15/15 (100%)
6	Mitsuru Komiyama	Outside Director	Reelection Outside Independent	15/15 (100%)

Reelection

Candidate for reelection as Director

Outside

Candidate for Outside Director

Independent

Independent officer as provided for by the Tokyo Stock Exchange

Candidate No.	Name (Date of Birth)	Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)	Number of the Company's Shares Owned
1	Toshio Mikiya (March 10, 1926) Reelection Attendance at Board of Directors meetings 15/15 (100%)	<p>Oct. 1956      Established the Company, Representative Director, President</p> <p>Nov. 1990      President of The MIKIYA Science And Technology Foundation (later changed from an incorporated foundation to a public interest incorporated foundation under the same name)</p> <p>June 1992      Representative Director, Chairman of the Board of the Company</p> <p>June 1993      Director, Chairman of the Board of the Company</p> <p>June 1994      Honorary Chairman of the Board of the Company</p> <p>Oct. 2000      Representative Director, Chairman of the Board of NIKI CO., LTD.</p> <p>June 2003      Director, Chairman of the Board of the Company</p> <p>June 2004      Representative Director, Chairman of the Board of the Company (present)</p> <p>May 2009      Director of NIKI CO., LTD. (present)</p> <p>Apr. 2012      Representative Director of The MIKIYA Science And Technology Foundation (present)</p>	647,937
<p>[Reasons for nomination as candidate for Director]</p> <p>Since founding the Company in 1956, Toshio Mikiya has promoted the company philosophy as a founder and has striven to improve corporate value by steering the Company management through strong leadership and execution. Accordingly, the Company judges that his abundant knowledge and ability in the field of management, as well as his contribution to the company philosophy as a founder, are vital to the management of the Company and requests his reelection as Director.</p>			

Candidate No.	Name (Date of Birth)	Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)		Number of the Company's Shares Owned
2	Akinobu Ogata (August 21, 1954) Reelection Attendance at Board of Directors meetings 15/15 (100%)	Apr. 1978	Joined Mitsubishi Corporation	15,500
		Nov. 2003	General Manager, Machinery Department of Huston Branch of Mitsubishi International Corporation	
		Apr. 2010	Senior Vice President, General Manager of New Energy & Power Generation Div. of Mitsubishi Corporation	
		Apr. 2012	Senior Vice President, General Manager of Environment & Infrastructure Business Div. of Mitsubishi Corporation	
		July 2012	Senior Vice President, Senior Assistant to Group CEO of Global Environment & Infrastructure Business Development Group of Mitsubishi Corporation	
		July 2013	Senior Vice President, Senior Assistant to Group CEO of Global Environmental & Infrastructure Business Group of Mitsubishi Corporation	
		Apr. 2015	Executive Vice President of Lithium Energy Japan	
		Apr. 2018	Special Advisor to the Company	
		June 2018	Representative Director, President CEO of the Company	
		Apr. 2019	President, Executive Officer, Chief Administrative Officer of the Company	
Apr. 2020	Representative Director, President CEO, President, Executive Officer of the Company (present)			
[Reasons for nomination as candidate for Director] Akinobu Ogata has served in important positions in departments related to new energy & power generation business and environment & infrastructure business at trading companies which operate businesses across the globe. As such, he possesses expert knowledge in these fields and extensive discernment into global business management. Accordingly, the Company judges him suitable for the position of Director, where he will play an important role in the execution of management and decision-making on important matters for the Company, and requests his reelection as Director.				
3	Yoko Takata (January 31, 1955) Reelection Attendance at Board of Directors meetings 15/15 (100%)	May 1979	Director of NIKI CO., LTD.	646,042
		Nov. 1990	Councilor of The MIKIYA Science And Technology Foundation (later changed from an incorporated foundation to a public interest incorporated foundation under the same name) (present)	
		June 2007	Audit & Supervisory Board Member of the Company	
		May 2009	Representative Director, President of NIKI CO., LTD. (present)	
		June 2010	Director of the Company (present)	
[Reasons for nomination as candidate for Director] Yoko Takata has been engaged for many years in the Company's management and possesses abundant experience and extensive discernment related to management. She has appropriately supervised business execution and provided advice for decision-making on important matters for the Company based not only on her on-the-ground experience, but also the perspective of major shareholders and women. Accordingly, the Company requests her reelection as Director so that she may continue to play an important role in the execution of management while the Company maintains the diversity of the Board of Directors.				

Candidate No.	Name (Date of Birth)	Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)	Number of the Company's Shares Owned
4	Kenji Mori (July 21, 1962) Reelection Attendance at Board of Directors meetings 14/15 (93%)	Apr. 1986      Joined the Company June 2005      Executive Officer, General Manager, CUPLA Business Div. of the Company June 2007      Representative Director, President of NITTO KOHKI COUPLING (THAILAND) CO., LTD. Apr. 2009      General Manager, CUPLA Business Div. of the Company Apr. 2011      General Manager, Corporate Planning H.Q. of the Company Jan. 2012      Representative Director, President of NITTO KOHKI (THAILAND) CO., LTD. Apr. 2013      Executive Officer, General Manager, Administrative H.Q. of the Company Representative Director, President of NITTO KOHKI INDUSTRY (THAILAND) CO., LTD. Apr. 2014      Executive Officer, General Manager, Products H.Q. of the Company June 2015      Director, Chief Technical Officer, General Manager, Products H.Q. of the Company June 2018      Director, Chief Production Officer, General Manager, Production H.Q. of the Company Apr. 2019      Director, Executive Managing Officer, Chief Technical Officer, General Manager, Production H.Q. of the Company Apr. 2020      Director, Executive Managing Officer, Chief Administrative Officer of the Company (present)	5,200
[Reasons for nomination as candidate for Director] After working primarily in the CUPLA Business Division of the Company, Kenji Mori has served as General Manager of the Corporate Planning H.Q., the Administrative H.Q., the Products H.Q., and the Production H.Q. of the Company. Since April 2020, he has served as Executive Managing Officer and Chief Administrative Officer. He possesses expert knowledge and abundant on-the-ground experience, especially in the development and production fields. Accordingly, the Company requests his reelection as Director.			
5	Yasuo Nakagawa (December 5, 1943) Reelection Outside Independent Attendance at Board of Directors meetings 15/15 (100%)	Apr. 1970      Registered as an attorney at law with Daiichi Tokyo Bar Association Joined Kuriyama & Fukuda Law Office (currently Nakagawa & Yamakawa Law Office) Nov. 1990      Councilor of The MIKIYA Science And Technology Foundation (later changed from an incorporated foundation to a public interest incorporated foundation under the same name) Mar. 2003      Outside Audit & Supervisory Board Member of TAKAHASHI CURTAIN WALL CORPORATION (present) June 2005      Outside Director of the Company (present) Jan. 2006      Nakagawa & Yamakawa Law Office (present) July 2010      Outside Director of Leading Resorts Development Specific Purpose Company (present)	15,400
[Reasons for nomination as candidate for Outside Director] Yasuo Nakagawa possesses abundant experience and expert knowledge related to corporate legal affairs as an attorney at law. He has been carrying out supervision of business execution and providing advice on the Company management from an objective standpoint as a legal expert. Accordingly, the Company requests his reelection as Outside Director. At the conclusion of this meeting, Yasuo Nakagawa's tenure as Outside Director of the Company will have been fifteen (15) years.			

Candidate No.	Name (Date of Birth)	Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions outside the Company)	Number of the Company's Shares Owned
6	Mitsuru Komiyama (July 28, 1954) Reelection Outside Independent Attendance at Board of Directors meetings 15/15 (100%)	Aug. 1977    Joined Peat, Marwick, Mitchell & Co. (currently KPMG AZSA LLC), Tokyo July 1981    Joined Peat, Marwick, Mitchell & Co. (currently KPMG AZSA LLC), LA Nov. 1984    Established Komiyama & Co. CPAs, Head (present) July 1998    Director of The Japanese Institute of Certified Public Accountants July 2001    Managing Director of The Japanese Institute of Certified Public Accountants Jan. 2007    Executive Representative Partner of Azabu Partners Tax & Accounting Co. (present) July 2010    Deputy President of The Japanese Institute of Certified Public Accountants June 2015    Outside Director of the Company (present)	1,700
[Reasons for nomination as candidate for Outside Director] Mitsuru Komiyama possesses abundant experience and expert knowledge as a certified public accountant. He also has experience in important position in The Japanese Institute of Certified Public Accountants. Based on his abundant experience and expert knowledge related to corporate accounting, corporate auditing, and compliance, he has carried out supervision of business execution and provided advice on the management of the Company from an objective standpoint. Accordingly, the Company requests his reelection as Outside Director. At the conclusion of this meeting, Mitsuru Komiyama's tenure as Outside Director of the Company will have been five (5) years.			

- Notes:
1. There is no special interest between any of the candidates and the Company.
  2. Yasuo Nakagawa and Mitsuru Komiyama are candidates for Outside Director. The Company has submitted notification to the Tokyo Stock Exchange that they have been designated as independent officers as provided for by the aforementioned exchange.

#### <Reference>

Independence Criteria for Outside Officers of the Company
(1) The independence criteria for outside officers of the Company shall comply with the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc. (2) The supplemental items for the independence criteria are provided as follows: (i) A person who executes business refers to an executive director, executive officer, executive, or other employee, etc. (ii) A person/entity for which the Group is a major client refers to a person/entity who receives payments from the Group amounting to at least the higher of either 2% of their consolidated net sales or ¥100 million. (iii) A major client of the Group refers to a client that makes payments to the Group amounting to at least the higher of either 2% of the Group's consolidated net sales or ¥100 million. (iv) A large amount of money refers to an amount of ¥10 million or higher per year.

### Proposal No. 3: Election of Two (2) Audit & Supervisory Board Members

At the conclusion of this meeting, the terms of office of Audit & Supervisory Board Members Hirohisa Kagami and Kazutomi Asai will expire. Therefore, the Company proposes to elect two (2) Audit & Supervisory Board Members. The consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidates for Audit & Supervisory Board Member are as follows:

Candidate No.	Name (Date of Birth)	Career Summary and Position in the Company (Significant Concurrent Positions outside the Company)	Number of the Company's Shares Owned
1	Hirohisa Kagami (July 13, 1954) Reelection Outside Independent	<p>Apr. 1983 Appointed as a judge (Judge at Tokyo District Court, etc.)</p> <p>Apr. 1995 Registered as an attorney at law with Tokyo Bar Association</p> <p>Oct. 2001 Established and Partner of Nishiuchi &amp; Kagami Law Office</p> <p>June 2008 Outside Audit &amp; Supervisory Board Member of the Company (present)</p> <p>Apr. 2010 Part-time Lecturer at Keio University Law School</p> <p>Nov. 2012 Outside Auditor of Welcia Holdings Co., Ltd. (present)</p> <p>June 2013 Outside Auditor of BML, Inc. (present)</p> <p>Sept. 2013 Head of Kagami Law Office (present)</p>	3,300
<p>[Reasons for nomination as candidate for Outside Audit &amp; Supervisory Board Member]</p> <p>Although Hirohisa Kagami has not been involved in company management other than by the method of serving as Outside Audit &amp; Supervisory Board Member, he possesses expert legal knowledge as an attorney at law and the Company requests his election as Outside Audit &amp; Supervisory Board Member so that this may be utilized in the Company's management. At the conclusion of this meeting, Hirohisa Kagami's tenure as Audit &amp; Supervisory Board Member of the Company will have been twelve (12) years.</p>			
2	Hisashi Shinozuka (July 16, 1954) New election Outside Independent	<p>Apr. 1978 Joined Komatsu Ltd.</p> <p>July 1997 Vice President of Komatsu Latin America Corp.</p> <p>May 2005 General Manager, The Americas &amp; European Business, Construction &amp; Mining Equipment Marketing Division of Komatsu Ltd.</p> <p>Apr. 2007 President and COO of Komatsu America Corp.</p> <p>Apr. 2012 Senior Executive Officer (Jomu), President, Construction &amp; Mining Equipment Marketing Division of Komatsu Ltd.</p> <p>June 2013 Director, Senior Executive Officer (Jomu), President, Construction &amp; Mining Equipment Marketing Division of Komatsu Ltd.</p> <p>Apr. 2016 Director, Senior Executive Officer (Senmu), President, Construction &amp; Mining Equipment Marketing Division of Komatsu Ltd.</p> <p>June 2017 Advisor of Komatsu Ltd. (present)</p>	—
<p>[Reasons for nomination as candidate for Outside Audit &amp; Supervisory Board Member]</p> <p>Hisashi Shinozuka possesses abundant experience, achievements, and extensive discernment cultivated through his engagement in corporate management over many years at manufacturers which operate businesses across the globe and the Company requests his election as Outside Audit &amp; Supervisory Board Member so that he may leverage them in the management of the Company.</p>			

New election

New candidate for Audit & Supervisory Board Member

Reelection

Candidate for reelection as Audit & Supervisory Board Member

Outside

Candidate for Outside Audit & Supervisory Board Member

Independent

Independent officer as provided for by the Tokyo Stock Exchange

- Notes:
1. There is no special interest between any of the candidates and the Company.
  2. Hirohisa Kagami is a candidate for Outside Audit & Supervisory Board Member. The Company has submitted notification to the Tokyo Stock Exchange that he has been designated as an independent officer as provided for by the aforementioned exchange.
  3. Hisashi Shinozuka is a candidate for Outside Audit & Supervisory Board Member. In addition, since he satisfies requirements for independent officer as provided for by the Tokyo Stock Exchange, the Company will submit notification to the Tokyo stock Exchange that he is to be designated as an independent officer.

**Proposal No. 4:** Election of One (1) Substitute Audit & Supervisory Board Member

The Company proposes the election of one (1) substitute Audit & Supervisory Board Member to be ready to fill a vacant position should the number of Audit & Supervisory Board Members fall below the number required by laws and regulations.

The validity of this election can be nullified by resolution of the Board of Directors if the consent of the Audit & Supervisory Board has been obtained; provided, however, that it is only in a time before assuming office.

The consent of the Audit & Supervisory Board has been obtained for submission of this proposal.

The candidate for substitute Audit & Supervisory Board Member is as follows:

Name (Date of Birth)	Career Summary (Significant Concurrent Positions outside the Company)	Number of the Company's Shares Owned
Hideo Yamada (January 23, 1952) Outside Independent	Apr. 1984 Registered as an attorney at law with Daini Tokyo Bar Association Apr. 1992 Established Yamada Hideo Law Office (current Yamada Ozaki Law Office) (present) May 1998 Outside Auditor of Taiyo Chemical Industry Co. Ltd. (present) Mar. 2009 Outside Auditor of Hulic Co., Ltd. (present) Apr. 2014 Vice President of Japan Federation of Bar Associations Chairman of Daini Tokyo Bar Association June 2015 Outside Auditor of SATO HOLDINGS CORPORATION (present) Chairman of Akiko Tachibana Memorial Foundation (present) June 2016 Outside Director of MIKUNI CORPORATION (present)	—
[Reasons for nomination as candidate for substitute Outside Audit & Supervisory Board Member] Although Hideo Yamada does not have prior experience of being involved in company management other than by the method of serving as an outside officer, he possesses abundant experience and expert knowledge with respect to corporate legal affairs and general civil practice as an attorney. In addition, he cultivated the abundant experience and broad discernment through his experience successively serving in important positions in the Japan Federation of Bar Associations and the Daini Tokyo Bar Association. Accordingly, the Company requests his election as substitute Outside Audit & Supervisory Board Member because it expects him to utilize his experience and discernment in the management of the Company in the case he assumes the position of Audit & Supervisory Board Member.		

Outside Candidate for Outside Audit & Supervisory Board Member

Independent Independent officer as provided for by the Tokyo Stock Exchange

- Notes:
1. There is no special interest between Hideo Yamada and the Company.
  2. Hideo Yamada is a candidate for substitute Outside Audit & Supervisory Board Member.
  3. Since Hideo Yamada satisfies requirements for independent officer as provided for by the Tokyo Stock Exchange, the Company, if he assumes office of Audit & Supervisory Board Member, will submit notification to the Tokyo stock Exchange that he is to be designated as an independent officer.

**Proposal No. 5:** Payment of Retirement Benefits to Retiring Audit & Supervisory Board Member

Audit & Supervisory Board Member Kazutomi Asai will retire from office due to expiration of his term of office at the conclusion of this meeting. To reward him for his service, the Company wishes to pay him retirement benefits of a suitable amount according to a certain criteria of the Company.

The specific amounts, timing, method, etc. shall be determined by consultation at the Audit & Supervisory Board.

The career summary of the retiring Audit & Supervisory Board Member is as follows:

Name	Career Summary
Kazutomi Asai	June 2019 Outside Audit & Supervisory Board Member of the Company (present)