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(Securities Code: 4272)

June 5, 2020

To our Shareholders

1-1, Marunouchi 2-chome, Chiyoda-ku Tokyo

Nippon Kayaku Co., Ltd.

Atsuhiko Wakumoto, President

Notice of the 163rd General Meeting of Shareholders

Dear Shareholders:

We express our deep appreciation to each of the shareholders for their extraordinary daily support. We would like to inform you that the 163rd General Meeting of Shareholders of Nippon Kayaku Co., Ltd. (hereinafter "Company") will be held as described below.

Recently from the perspective of preventing the spread of novel coronavirus disease (COVID-19), the government and prefectural governors are requesting residents to refrain from going outside. In response to these situations, after careful consideration, we have decided to execute proper infection prevention measures at the General Meeting of Shareholders. We would like you to consider the necessity of attending the General Meeting of Shareholders, while checking your health condition.

If you are unable to attend the meeting, you may exercise your voting rights by using either of the following methods. Please examine the accompanying "Reference Documents for Shareholders Meeting" and exercise your voting rights by 5:30 p.m. on Wednesday, June 24, 2020(JST).

Voting in Writing

Please indicate your vote "for" or "against" for each of the Proposals on the enclosed Voting Form, and return it to the Company by the deadline above.

Exercise of Voting Rights via the Internet, etc.

Please review the "Notice of Exercise of Voting Rights via the Internet, etc." (on page 4), and access the website (<https://www.web54.net>) for exercising voting rights designated by the Company, and then enter your vote "for" or "against" for each of the Proposals by the deadline above.

PARTICULARS

1. **Date and Time:** Thursday, June 25 , 2020 at 10:00 a.m. (Reception starts at 9:00 a.m.)

2. **Place:** Meiji Yasuda Life Insurance Building, 4F, MY PLAZA Hall
1-1, Marunouchi 2-chome, Chiyoda-ku, Tokyo

3. **Agenda of the Meeting:**

Matters to be Reported

1. Report of the Business Report, the Consolidated Financial Statements, and Audit Reports for the Consolidated Financial Statements by the Financial Auditors and the Audit & Supervisory Board, for the 163rd Business Year (from April 1, 2019 to March 31, 2020)
2. Report of the Non-Consolidated Financial Statements for the 163rd Business Year (from April 1, 2019 to March 31, 2020)

Matters to be Resolved

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|-----------------------|--|
| Proposal No. 1 | Distribution of Surplus |
| Proposal No. 2 | Partial Amendments to the Articles of Incorporation |
| Proposal No. 3 | Election of Ten (10) Directors |
| Proposal No. 4 | Election of Two (2) Members of Audit & Supervisory Board |

4. **Matters Decided for the Convocation of General Meeting of Shareholders**

(Treatment of multiple voting for the same proposal)

- (1) If you exercise your voting rights both by mail and via the Internet etc., only your last vote to be received by the Company will be treated as valid. In case both votes are received at the Company on the same day, only the vote via the Internet etc., will be treated as valid.
- (2) If you exercise your voting rights multiple times via the Internet etc., only your last vote will be treated as valid.

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- You are kindly requested to present the enclosed Voting Form to the reception desk when you attend the General Meeting of Shareholders in person.
- Of the documents to be provided in this Notice, Notes to the Consolidated Financial Statements and Notes to the Non-consolidated Financial Statements have been posted on the Company's website(<https://www.nipponkayaku.co.jp/english/>) based on the applicable laws and regulations, and Article 16 of the Company's Articles of Incorporation and are not included in this Notice. Therefore the attached documents to this Notice are part of the Consolidated Financial Statements and Non-consolidated Financial Statements to be audited by the Audit & Supervisory Board Members and Financial Auditors in preparing the Audit Report, respectively.
- In cases that attached documents to this Notice and/or "Reference Documents for Shareholders Meeting" are amended, such amendments will be posted on the Company's website (<https://www.nipponkayaku.co.jp/english/>).
- This Notice has been posted on the Company's website

(<https://www.nipponkayaku.co.jp/english/ir/stock/meeting>).

## The Notice of Prevention Measures against the Spread of the Novel Coronavirus Disease (COVID-19)

To prevent the spread of novel coronavirus disease (COVID-19), the number of seats available will be substantially fewer than the previous year. Please be aware that if the number of attendees exceeds the level at which this spacing can be maintained, unfortunately, we will be forced to refuse admission. In addition, we will not provide souvenirs to the Shareholders who attend the General Meeting of Shareholders this year.

Shareholders who attend the General Meeting of Shareholders are requested to check the status of infection and their physical condition as of the date of the General Meeting of Shareholders, and take measures to prevent infection such as wearing masks. Shareholders who are elderly, or with an underlying disease, or pregnant are especially advised to take caution in deciding whether to attend the meeting.

Administrative staff will themselves check their health condition including undergoing temperature checks, and wear masks. Alcohol-based sanitizers will be available for use for shareholders in the venue. Kindly note that administrative staff may approach any person who appears unwell and refuse admission.

If the situation changes and there are major changes in holding the General Meeting of Shareholders, we will update the information on the Company's website (<https://www.nipponkayaku.co.jp/english/>).

## **Notice of Exercise of Voting Rights via the Internet, etc.**

### **I . Exercise of Voting Rights Via the Internet**

- 1 . Please access the website (<https://www.web54.net>) for exercising voting rights, enter the "Voting Right Exercise Code" and "Password" specified in the enclosed Voting Form, and then enter your vote "for" or "against" for each of the Proposals following the instructions on the display.
- 2 . The shareholder will bear any connection fees of the Internet service provider or telecommunication charges upon using the website for exercising voting rights.

If you have any question regarding the exercise of voting rights via the Internet, please contact as follows:

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| Sumitomo Mitsui Trust Bank, Limited. Stock Transfer Agency Web Support.<br>Telephone: 0120-652-031 (Toll Free),<br>Business hours: 9:00-21:00 |
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If you have any other inquiry, please contact as follows:

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| Sumitomo Mitsui Trust Bank, Limited. Stock Transfer Agency Department.<br>Telephone: 0120-782-031 (Toll Free),<br>Business hours: 9:00-17:00 (except Saturdays, Sundays and national holidays) |
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### **II . Platform for Electronic Exercise of Voting Rights**

The platform for electronic exercise of voting rights operated by ICJ, Inc., will be available to nominee shareholders (including standing proxies), such as custodian trust banks if they apply for the use of such platform in advance.