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Securities Code: 6151

June 3, 2022

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 66th Annual General Meeting of Shareholders

We are pleased to announce the 66th Annual General Meeting of Shareholders of NITTO KOHKI CO., LTD. (the “Company”), which will be held as indicated below.

As the novel coronavirus disease (COVID-19) is still a matter for concern, we ask shareholders to exercise their voting rights in writing or via the internet, etc. beforehand if at all possible. We also ask those shareholders who will attend the General Meeting of Shareholders 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.

[Exercising 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 Wednesday, June 22, 2022 (JST).

[Exercising voting rights via the internet, etc.]

Please access the website designated by the Company for exercising voting rights (<https://evote.tr.mufg.jp/>), and follow the instructions on the screen to indicate your approval or disapproval of the proposals by 5:15 p.m. on Wednesday, June 22, 2022 (JST).

- 1. Date and Time:** Thursday, June 23, 2022, 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 66th fiscal year (from April 1, 2021 to March 31, 2022), 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 66th fiscal year (from April 1, 2021 to March 31, 2022)

#### Matters to be resolved

- Proposal No. 1:** Appropriation of Surplus  
**Proposal No. 2:** Amendment to the Articles of Incorporation  
**Proposal No. 3:** Election of Five (5) Directors  
**Proposal No. 4:** Election of One (1) Substitute 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 66th 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 ¥16.5 per common share of the Company.  
In this event, the total dividends will be ¥334,766,834.
- (3) Effective date of dividends of surplus  
The effective date of dividends will be June 24, 2022.

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

Reserve for interim dividends	¥490,000,000
General reserve	¥900,000,000
- (2) Item of surplus to be decreased and amount of decrease

Retained earnings brought forward	¥1,390,000,000
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**Proposal No. 2:** Amendment to the Articles of Incorporation

1. Reasons for the Amendment

- (1) Amendment to Article 4 of the current Articles of Incorporation (Method of Public Notices)  
In consideration of the diffusion of the internet and to improve the convenience of viewing of public notices and streamline their procedures, the Company shall change the method of public notices from publication in the *Nihon Keizai Shimbun* to the issuance of electronic public notices. The Company will also establish measures to be taken in the event that it is not possible to issue electronic public notices due to unforeseen circumstances.
- (2) Amendment to Article 14 of the current Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)  
Since the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) are to be enforced on September 1, 2022, the Company proposes to make the following changes to its Articles of Incorporation in preparation for the introduction of the system for providing informational materials for the general meetings of shareholders in electronic format.
  - (i) Article 14, paragraph 1 in “Proposed Amendments” below will stipulate that the Company shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.
  - (ii) Article 14, paragraph 2 in “Proposed Amendments” below will establish the provision to limit the scope of the items to be stated in the paper-based documents to be delivered to shareholders who have requested it.
  - (iii) Since the provisions for Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc. (Article 14 of the current Articles of Incorporation) will no longer be required, they will be deleted.
  - (iv) Accompanying the aforementioned establishment and deletion of provisions, supplementary provisions regarding the effective date, etc. will be established.

2. Details of Amendments

The details of the amendments are as follows:

(Underlining denotes change)

Current Articles of Incorporation	Proposed Amendments
<p>(Method of Public Notices) Article 4 Public notices of the Company shall be published in the <i>Nihon Keizai Shimbun</i>.</p>	<p>(Method of Public Notices) Article 4 <u>The method</u> of public notices of the Company shall be <u>electronic public notices</u>. <u>However, in the event that it is not possible to issue electronic public notices due to an incident or other unavoidable reason, the Company shall publish public notices in the <i>Nihon Keizai Shimbun</i>.</u></p>
<p><u>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u> <u>Article 14</u> <u>In convening a general meeting of shareholders, if the Company discloses information that is to be stated or presented in the reference documents for the general meeting of shareholders, business report, financial statements and consolidated financial statements through the internet in accordance with the provisions prescribed by the Ministry of Justice Order, it may be deemed that the Company has provided this information to shareholders.</u></p>	<p>(Deleted)</p>
<p>(Newly established)</p>	<p><u>(Measures for Providing Information in Electronic Format, Etc.)</u> <u>Article 14</u> <u>1. When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.</u></p>

Current Articles of Incorporation	Proposed Amendments
(Newly established)	<p><u>2. Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u></p> <p><u>(Supplementary Provisions)</u>  <u>(Transitional Measures for Providing Informational Materials for the General Meeting of Shareholders in Electronic Format)</u></p> <p><u>Article 1</u>  <u>The deletion of Article 14 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) in the current Articles of Incorporation and the establishment of the new Article 14 (Measures, etc. for Providing Information in Electronic Format) shall be effective from September 1, 2022, which is the date of enforcement of the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter referred to as the “Date of Enforcement”).</u></p> <p><u>Article 2</u>  <u>Notwithstanding the provision of the preceding article, Article 14 of the pre-amended Articles of Incorporation shall remain effective regarding any general meeting of shareholders held on a date within six months from the Date of Enforcement.</u></p> <p><u>Article 3</u>  <u>These Supplementary Provisions shall be deleted on the date when six months have elapsed from the Date of Enforcement or three months have elapsed from the date of the general meeting of shareholders in the preceding article, whichever is later.</u></p>

**Proposal No. 3:** Election of Five (5) Directors

At the conclusion of this meeting, the terms of office of all five (5) Directors will expire. Therefore, the Company proposes to elect five (5) Directors.

The candidates for Director are as follows:

Candidate No.	Name	Current position in the Company	Type	Attendance at Board of Directors meetings (FY2021)
1	Akinobu Ogata	Representative Director, President CEO President, Executive Officer	Reelection	12/12 (100%)
2	Yoko Takata	Director	Reelection	12/12 (100%)
3	Kenji Mori	Director Senior Managing Executive Officer	Reelection	12/12 (100%)
4	Yasuo Nakagawa	Outside Director	Reelection Outside Independent	12/12 (100%)
5	Mitsuru Komiyama	Outside Director	Reelection Outside Independent	12/12 (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	Akinobu Ogata (August 21, 1954) Reelection Attendance at Board of Directors meetings 12/12 (100%)	<p>Apr. 1978      Joined Mitsubishi Corporation</p> <p>Nov. 2003      General Manager, Machinery Department of Huston Branch of Mitsubishi International Corporation</p> <p>Apr. 2010      Senior Vice President, General Manager of New Energy &amp; Power Generation Div. of Mitsubishi Corporation</p> <p>Apr. 2012      Senior Vice President, General Manager of Environment &amp; Infrastructure Business Div. of Mitsubishi Corporation</p> <p>July 2012      Senior Vice President, Senior Assistant to Group CEO of Global Environment &amp; Infrastructure Business Development Group of Mitsubishi Corporation</p> <p>July 2013      Senior Vice President, Senior Assistant to Group CEO of Global Environmental &amp; Infrastructure Business Group of Mitsubishi Corporation</p> <p>Apr. 2015      Executive Vice President of Lithium Energy Japan</p> <p>Apr. 2018      Special Advisor to the Company</p> <p>June 2018      Representative Director, President CEO of the Company</p> <p>Apr. 2019      President, Executive Officer, Chief Administrative Officer of the Company</p> <p>Apr. 2020      Representative Director, President CEO, President, Executive Officer of the Company (present)</p>	25,700
<p>[Reasons for nomination as candidate for Director]</p> <p>Akinobu Ogata has served in important positions in departments related to new energy &amp; power generation business and environment &amp; 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.</p>			
2	Yoko Takata (January 31, 1955) Reelection Attendance at Board of Directors meetings 12/12 (100%)	<p>May 1979      Director of NIKKI CO., LTD.</p> <p>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)</p> <p>June 2007      Audit &amp; Supervisory Board Member of the Company</p> <p>May 2009      Representative Director, President of NIKKI CO., LTD. (present)</p> <p>June 2010      Director of the Company (present)</p>	646,079
<p>[Reasons for nomination as candidate for Director]</p> <p>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.</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
3	Kenji Mori (July 21, 1962) Reelection Attendance at Board of Directors meetings 12/12 (100%)	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 Apr. 2014      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 Apr. 2021      Director, Executive Managing Officer, Chief Administrative Officer, Chief IR Officer of the Company Apr. 2022      Director, Senior Managing Executive Officer, Chief Administrative Officer, Chief IR Officer of the Company (present)	7,900
<p>[Reasons for nomination as candidate for Director]</p> <p>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 2022, he has served as Senior Managing Executive Officer, Chief Administrative Officer, and Chief IR 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.</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
4	Yasuo Nakagawa (December 5, 1943) Reelection Outside Independent Attendance at Board of Directors meetings 12/12 (100%)	<p>Apr. 1970 Registered as an attorney at law with Daiichi Tokyo Bar Association</p> <p>Joined Kuriyama &amp; Fukuda Law Office (currently Nakagawa &amp; Yamakawa Law Office)</p> <p>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)</p> <p>Mar. 2003 Outside Audit &amp; Supervisory Board Member of TAKAHASHI CURTAIN WALL CORPORATION (present)</p> <p>June 2005 Outside Director of the Company (present)</p> <p>Jan. 2006 Nakagawa &amp; Yamakawa Law Office (present)</p> <p>July 2010 Outside Director of Leading Resorts Development Specific Purpose Company (present)</p>	17,900
<p>[Reasons for nomination as candidate for Outside Director and overview of expected role]</p> <p>Yasuo Nakagawa possesses abundant experience and expert knowledge in corporate and international law as an attorney at law. While actively offering his opinion from his expert viewpoint based on his abundant knowledge and experience, he has fulfilled his role of ensuring the appropriateness and properness of decision making through providing supervision and advice from his position as an expert, particularly regarding measures for responding to legal risks in overseas businesses. In this way, 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. In addition, if he is elected, as chairman of the Nomination and Remuneration Committee, the Company plans to have him lead the oversight function in the processes for selecting officer candidates and determining officer remuneration from an objective and neutral position. At the conclusion of this meeting, Yasuo Nakagawa's tenure as Outside Director of the Company will have been seventeen (17) years.</p>			
5	Mitsuru Komiyama (July 28, 1954) Reelection Outside Independent Attendance at Board of Directors meetings 12/12 (100%)	<p>Aug. 1977 Joined Peat, Marwick, Mitchell &amp; Co. (currently KPMG AZSA LLC), Tokyo</p> <p>July 1981 Joined Peat, Marwick, Mitchell &amp; Co. (currently KPMG AZSA LLC), LA</p> <p>Nov. 1984 Established Komiyama &amp; Co. CPAs, Head (present)</p> <p>July 1998 Director of The Japanese Institute of Certified Public Accountants</p> <p>July 2001 Managing Director of The Japanese Institute of Certified Public Accountants</p> <p>Jan. 2007 Executive Representative Partner of Azabu Partners Tax &amp; Accounting Co. (present)</p> <p>July 2010 Deputy President of The Japanese Institute of Certified Public Accountants</p> <p>June 2015 Outside Director of the Company (present)</p>	3,500
<p>[Reasons for nomination as candidate for Outside Director and overview of expected role]</p> <p>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. While actively offering his opinion from his expert viewpoint based on his abundant knowledge and experience, he has fulfilled his role of ensuring the appropriateness and properness of decision making through providing supervision and advice from his position as an expert, particularly regarding the strengthening of the financial robustness of the Group and the improvement of governance in group companies including overseas companies. In this way, so that the Company can have him use his abundant experience and expert knowledge related to corporate accounting, corporate auditing, and compliance to carry out supervision of business execution and provide advice on the management of the Company from an objective standpoint, the Company requests his reelection as Outside Director. In addition, if he is elected, as a member of the Nomination and Remuneration Committee, the Company plans to have him carry out the oversight function in the processes for selecting officer candidates and determining officer remuneration from an objective and neutral position. At the conclusion of this meeting, Mitsuru Komiyama's tenure as Outside Director of the Company will have been seven (7) years.</p>			

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.
3. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3 paragraph (1) of the Companies Act with an insurance company. The details of the insurance policy are described on page 23 of the Business Report. If the election of the candidates for Director is approved, they will continue to be included within the insured persons of the insurance policy. Moreover, the Company intends to renew the policy with the same policy details when the next renewal is due.

<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.

Skills matrix of Directors and Audit & Supervisory Board Members of the Company (including candidates)

Name	Position in the Company	Corporate management	Development and production	Sales and marketing	Legal affairs and compliance	Finance and accounting	Internationality	ESG
Akinobu Ogata	Representative Director, President CEO	●		●			●	●
Yoko Takata	Director	●						●
Kenji Mori	Director	●	●					●
Yasuo Nakagawa	Outside Director				●		●	●
Mitsuru Komiyama	Outside Director					●	●	●
Yutaka Nishida	Audit & Supervisory Board Member					●		●
Hirohisa Kagami	Outside Audit & Supervisory Board Member				●			●
Hisashi Shinozuka	Outside Audit & Supervisory Board Member	●		●			●	●

\* Particular areas expected of each person are presented.

\* The above table does not represent all of the knowledge and experience possessed by each person.

**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
<p style="text-align: center;">Hideo Yamada (January 23, 1952) Outside Independent</p>	<p>Apr. 1984 Registered as an attorney at law with Daini Tokyo Bar Association</p> <p>Apr. 1992 Established Yamada Hideo Law Office (current Yamada Ozaki Law Office) (present)</p> <p>May 1998 Outside Auditor of Taiyo Chemical Industry Co. Ltd. (present)</p> <p>Mar. 2009 Outside Auditor of Hulic Co., Ltd. (present)</p> <p>Apr. 2014 Vice President of Japan Federation of Bar Associations Chairman of Daini Tokyo Bar Association</p> <p>June 2015 Outside Auditor of SATO HOLDINGS CORPORATION (present) Chairman of Akiko Tachibana Memorial Foundation (present)</p> <p>June 2016 Outside Director of MIKUNI CORPORATION (present)</p>	-
<p>[Reasons for nomination as candidate for substitute Outside Audit &amp; Supervisory Board Member]</p> <p>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 &amp; 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 &amp; Supervisory Board Member.</p>		

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.
  4. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3 paragraph (1) of the Companies Act with an insurance company. The details of the insurance policy are described on page 23 of the Business Report. If this proposal is approved and adopted, and Hideo Yamada assumes the office as Audit & Supervisory Board Member, the candidate will be included as an insured in the policy. Moreover, the Company intends to renew the policy with the same policy details when the next renewal is due.