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(Securities Code: 5659)

June 8, 2020

To our shareholders:

Motoshi Shinkai  
President and CEO  
**Nippon Seisen Co., Ltd.**  
4-1-1 Koraibashi, Chuo-ku, Osaka, Japan

## Notice of the Annual General Meeting of Shareholders

We are pleased to announce the 90th (fiscal year ended March 31, 2020) Annual General Meeting of Shareholders of Nippon Seisen Co., Ltd. (hereinafter the “Company”), which will be held as indicated below.

If you are unable to attend the meeting in person, you may exercise your voting rights using either of the following methods. Please review the attached Reference Documents for General Meeting of Shareholders, and vote by 5:30 p.m. on Thursday, June 25, 2020 (JST).

[Voting by Mail]

Please indicate your approval or disapproval of the proposals in the enclosed voting form, and return the form by postal mail so that it is received by the above deadline.

[Voting via the Internet]

You can vote via the Internet by using a smartphone to read the QR code printed at the bottom right of the enclosed voting form to access “Smart Voting,” or by accessing the designated voting website of the Company (<https://soukai.mizuho-tb.co.jp/>). Next, follow the on-screen guide and submit your approval or disapproval of the proposals by the above deadline. Moreover, when voting via the Internet, please see “Exercise of voting rights via the Internet” (in Japanese only).

**1. Date and Time:** Friday, June 26, 2020, at 10:00 a.m. (JST)

**2. Venue:** Palffy 7F Hotel Monterey Osaka  
3-3-45 Umeda, Kita-ku, Osaka, Japan

\* The venue is in the same hotel as last year, however it is changed to the banquet room on the 7th floor. Please make sure to come to the right venue.

### 3. Purpose of the Meeting

#### Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 90th 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 90th 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 One Director                                    |
| <b>Proposal No. 3</b> | Election of One Audit & Supervisory Board Member            |
| <b>Proposal No. 4</b> | Election of One Substitute Audit & Supervisory Board Member |
| <b>Proposal No. 5</b> | Payment of Bonuses to Officers                              |

#### **4. Other Matters Decided upon Convocation**

- (1) For votes submitted in writing, when there is no indication of approval or disapproval of a proposal, it is treated as an approval if it is a proposal from the Company.
  - (2) If you have voted in writing via postal mail and via the Internet, your vote made via the Internet shall be valid. Furthermore, if you vote more than once via the Internet, your most recent vote shall be valid.
- If attending the meeting in person, please present the enclosed voting form at the reception desk.
  - Any amendment to the Reference Documents for General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements, or Consolidated Financial Statements will be posted on the Company's website (<https://www.n-seisen.co.jp/>).

#### **Countermeasures, etc. against the spread of novel coronavirus disease (COVID-19)**

To help prevent the spread of COVID-19, we respectfully ask that shareholders refrain from attending the meeting this year, taking various circumstances into consideration, and consider exercising your voting rights in writing or by electromagnetic means prior to the meeting as much as possible.

Shareholders who intend to attend the meeting in person are kindly requested to check your health conditions and take precautions against the infection including wearing a face mask. Please note that we may take countermeasures against the infections at the venue. We appreciate your cooperation.

If future developments necessitate a major change in the way the general meeting of shareholders will be run, shareholders will be informed via the Company's website below.

<https://www.n-seisen.co.jp/>

- \* Starting from this year, no souvenirs will be provided to the shareholders attending the general meeting of shareholders.  
Your kind understanding is highly appreciated.

## Reference Documents for General Meeting of Shareholders

### Proposals and Reference Information

#### Proposal No. 1 Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

Year-end dividends

In regards to profit distribution, informed by a comprehensive consideration to factors including consolidated business performance and the financial position, the Company looks to meet its shareholders' expectations with a consolidated dividend payout ratio at a level of approximately 30%.

Furthermore, the Company will allocate funds from internal reserves to be utilized as funds for "further improvement of corporate value," which includes capital investments, research and development activities, and new business development necessary for future long-term strategies.

In regards to the year-end dividends for the 90th fiscal year, while taking into consideration the consolidated business performance and the policy mentioned above, the Company proposes to pay a dividend of ¥45 per common share of the Company, as follows. In this event, the consolidated dividend payout ratio, which is the percentage of dividends to profit attributable to owners of parent, will be 35.2%.

(1) Type of dividend property

To be paid in cash.

(2) Allotment of dividend property to shareholders and their aggregate amount

The Company proposes to pay a dividend of ¥45 per common share of the Company.

In this event, the total dividends will be ¥276,009,570.

Note: Including the interim dividend (¥35 per share), the annual dividend for this fiscal year will total ¥80 per share.

(3) Effective date of dividends of surplus

June 29, 2020

**Proposal No. 2** Election of One Director

At the conclusion of this meeting, Director Kazuto Tachibana will resign. Therefore, the Company proposes the election of one Director.

The candidate for Director is as follows:

| Name<br>(Date of birth)   | Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company  | Number of the Company's shares owned<br>(As of March 31, 2020) |
|---|---|--|
| [New election]<br><br>Masayasu Nukushina<br>(March 26, 1966)  | Apr. 1989      Joined Daido Steel Co., Ltd.<br>Apr. 2017      General Manager of Nagoya Marketing & Sales Department, Automotive Steel Business Unit<br>Apr. 2020      Executive Officer, General Manager of Osaka Branch and General Manager of Stainless, Bearing & Industrial Machinery Steel Business Unit (current position) | 0  |
| <p>The reasons Masayasu Nukushina is a candidate for Director are that he possesses extensive knowledge and experience concerning domestic sales and exports of stainless steel wire, due to his work experience as General Manager of Nagoya Marketing &amp; Sales Department of Automotive Steel Business Unit and General Manager of Stainless, Bearing &amp; Industrial Machinery Steel Business Unit at Daido Steel Co., Ltd., and that the Company has judged that such experience and insight would be reflected in the management of the Company.</p> <p>Notes: 1. There is no special interest between Masayasu Nukushina and the Company.<br/>2. Daido Steel Co., Ltd. is the parent company of the Company, and it is an important supplier of raw materials.<br/>3. Masayasu Nukushina will be elected as a substitute Director. Therefore, in accordance with the provisions of the Company's Articles of Incorporation, his term of office will be until the terms of office of the other currently serving Directors expire.</p> |   |  |

**Proposal No. 3** Election of One Audit & Supervisory Board Member

At the conclusion of this meeting, Audit & Supervisory Board Member Hiroshi Hanawa will resign. Therefore, the Company proposes the election of one Audit & Supervisory Board Member.

In addition, the consent of the Audit & Supervisory Board has been obtained for the submission of this proposal. The candidate for Audit & Supervisory Board Member is as follows:

| Name<br>(Date of birth)  | Career summary, position in the Company, and significant concurrent positions outside the Company   | Number of the Company's shares owned<br>(As of March 31, 2020) |
|--|---|--|
| <p>Candidate for outside Audit &amp; Supervisory Board Member<br/>[New election]</p> <p>Nobuo Suzui<br/>(November 3, 1945)</p> | <p>Apr. 1971      Joined Toray Industries, Inc.</p> <p>June 2004      In charge of Manufacturing Division (plastics manufacturing (films))</p> <p>June 2006      Vice President (Member of the Board)</p> <p>June 2008      Senior Vice President (Member of the Board)</p> <p>June 2010      Senior Vice President (Member of the Board and Member of the Executive Committee)</p> <p>June 2012      Executive Vice President and Representative Member of the Board</p> <p>June 2015      Senior Advisor</p> <p>June 2015      Chairman and Director of Toray Battery Separator Film Co., Ltd. (retired in March 2017)</p> <p>June 2017      Advisor of Toray Industries, Inc. (retired in June 2019)</p> | <p>0</p>   |

The reasons Nobuo Suzui is a candidate for outside Audit & Supervisory Board Member are that he possesses extensive experience and profound knowledge gained from serving as a corporate manager over many years, and that the Company has judged that such experience and knowledge would be reflected in the auditing of the Company working as an outside Audit & Supervisory Board Member.

- Notes:
1. There is no special interest between Nobuo Suzui and the Company.
  2. Nobuo Suzui is a candidate for outside Audit & Supervisory Board Member. He satisfies the requirements for an independent officer as provided for by the Tokyo Stock Exchange, and the Company plans to submit notification to the Exchange that he has been designated as an independent officer.
  3. Nobuo Suzui is a former Member of the Board of Toray Industries, Inc., a company with which the Company has transactions. However, the amount of transactions is less than 2% of the Company's consolidated sales of this fiscal year, so it is immaterial.
  4. If Nobuo Suzui is elected as Audit & Supervisory Board Member, pursuant to the provisions of the Company's Articles of Incorporation and Article 427, paragraph 1 of the Companies Act, the Company plans to enter into an agreement with him to limit his liability for damages under Article 423, paragraph 1 of the Companies Act to the amount stipulated by laws and regulations.
  5. Nobuo Suzui will be elected as a substitute Audit & Supervisory Board Member. Therefore, in accordance with the provisions of the Company's Articles of Incorporation, his term of office will be until the time the term of office of the Audit & Supervisory Board Member who retired from office is to expire.

**Proposal No. 4** Election of One Substitute Audit & Supervisory Board Member

The Company proposes the election of one 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.

In addition, the consent of the Audit & Supervisory Board has been obtained for the submission of this proposal. The candidate for substitute Audit & Supervisory Board Member is as follows:

| Name<br>(Date of birth)  | Career summary and significant concurrent positions outside the Company  | Number of the Company's shares owned<br>(As of March 31, 2020) |
|--|--|--|
| Candidate for outside Audit & Supervisory Board Member<br><br>Shosaku Minami<br>(June 8, 1972) | Apr. 2000 Registered with Osaka Bar Association, joined Midosuji Legal Profession Corporation<br>Sept. 2007 Retired from Midosuji Legal Profession Corporation<br>Oct. 2007 Established Legal Solution Law Office (to present) | 0  |

The reasons Shosaku Minami is a candidate for substitute outside Audit & Supervisory Board Member are that although he has never been involved in the management of a company, his extensive experience as an attorney at law and his fostered legal knowledge would be utilized in the auditing of the Company, and that the Company has judged that he would be able to appropriately fulfill the duties as outside Audit & Supervisory Board Member.

- Notes:
1. There is no special interest between Shosaku Minami and the Company.
  2. Shosaku Minami is a candidate for substitute outside Audit & Supervisory Board Member. He satisfies the requirements for an independent officer as provided for by the Tokyo Stock Exchange, and the Company plans to submit notification to the Exchange that he has been designated as an independent officer if he assumes the office of outside Audit & Supervisory Board Member.
  3. There is no advisory contract between Legal Solution Law Office and the Company. Nor are there any regular transactions between them.
  4. If Shosaku Minami assumes the office of Audit & Supervisory Board Member, pursuant to the provisions of the Company's Articles of Incorporation and Article 427, paragraph 1 of the Companies Act, the Company plans to enter into an agreement with him to limit his liability for damages under Article 423, paragraph 1 of the Companies Act to the amount stipulated by laws and regulations.

**Proposal No. 5**      Payment of Bonuses to Officers

In consideration of the business results of this fiscal year, the Company proposes the payment of bonuses to officers totaling ¥23,000,000, to the three full-time Directors as of the end of this fiscal year.

Furthermore, the amounts to be paid to each Director are proposed to be entrusted to the Board of Directors.