

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

(Securities Code: 5659)

June 9, 2021

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 91st (fiscal year ended March 31, 2021) Annual General Meeting of Shareholders of Nippon Seisen Co., Ltd. (hereinafter the “Company”), which will be held as indicated below.

As to this meeting, we respectfully ask, from the perspective of preventing the spread of novel coronavirus disease (COVID-19), that shareholders exercise your voting rights in writing or via the Internet prior to the meeting as much as possible and refrain from attending the meeting on the day, taking various circumstances into consideration.

This meeting will be live streamed. Shareholders who do not attend the meeting will be able to watch the proceedings via the Internet. Please utilize our service.

Methods of exercising voting rights are as indicated below. Please review the attached Reference Documents for General Meeting of Shareholders, and vote by 5:30 p.m. on Monday, June 28, 2021 (JST).

[Voting in Writing]

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: Tuesday, June 29, 2021, at 10:00 a.m. (JST)

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

3. Purpose of the Meeting

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 91st fiscal year (from April 1, 2020 to March 31, 2021), 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 91st fiscal year (from April 1, 2020 to March 31, 2021)

Matters to be resolved:

- | | |
|-----------------------|---|
| Proposal No. 1 | Appropriation of Surplus |
| Proposal No. 2 | Election of Seven Directors |
| Proposal No. 3 | Election of Two Audit & Supervisory Board Members |
| Proposal No. 4 | Election of One Substitute Audit & Supervisory Board Member |
| Proposal No. 5 | Payment of Retirement Benefits for a Retiring Director |
| Proposal No. 6 | 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.
- (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 via the Internet 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/>

- * 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 91st fiscal year, while taking into consideration the consolidated business performance and the policy mentioned above, the Company proposes to pay a dividend of ¥70 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 37.0%.

(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 ¥70 per common share of the Company.

In this event, the total dividends will be ¥429,326,730.

Note: Including the interim dividend (¥40 per share), the annual dividend for this fiscal year will total ¥110 per share.

(3) Effective date of dividends of surplus

June 30, 2021

Proposal No. 2 Election of Seven Directors

At the conclusion of this meeting, the terms of office of all seven currently serving Directors will expire. Therefore, the Company proposes the election of seven Directors.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth) (Tenure)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned (As of March 31, 2021)
1	Motoshi Shinkai (December 12, 1957) (Tenure: 5 years)	Apr. 1982 Joined Daido Steel Co., Ltd. Dec. 2001 Deputy General Manager of Chita Plant, Steel Products Division June 2003 General Manager of Technical Department and Deputy General Manager of Chita Plant, Steel Products Division Apr. 2004 General Manager of Hoshizaki Plant, Steel Products Division June 2006 General Manager of Advanced Materials Division Jan. 2008 General Manager of Chita Plant, Steel Products Division June 2009 Director and General Manager of High Alloy Materials Division June 2010 Director and General Manager of Procurement Division Apr. 2012 Director and General Manager of High Performance Materials Products Division June 2012 Managing Director June 2012 Appointed as outside Director of the Company June 2013 Retired from outside Director June 2014 Representative Executive Director and Executive Vice President, Daido Steel Co., Ltd. June 2015 Representative Executive Director, Executive Vice President June 2016 Retired from Representative Executive Director, Executive Vice President June 2016 President and CEO of the Company (current position)	4,615
Motoshi Shinkai possesses extensive knowledge concerning manufacturing technology of stainless steel through his experience working as General Manager of the Hoshizaki Plant and General Manager of the Chita Plant at Daido Steel Co., Ltd., and he has an abundance of experience and achievements due to being in charge of management as Director of Daido Steel Co., Ltd. from June 2009 and as Representative Executive Director and Executive Vice President of Daido Steel Co., Ltd. from June 2014 to June 2016. Since assuming office as Representative Director of the Company in June 2016, he has demonstrated strong leadership for achieving the "14th Medium-Term Plan (NSR20)," and has reliably advanced management reforms which include strengthening corporate governance and ensuring compliance. Because of the above reasons, the Company has judged that he is appropriate as a management leader who tows long-term strategies for sustained improvement of the corporate value of the Company.			

Candidate No.	Name (Date of birth) (Tenure)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned (As of March 31, 2021)	
2	Ichiro Takahashi (September 14, 1961) (Tenure: 2 years)	Apr. 1984 May 2013 Apr. 2016 June 2019 Apr. 2021	Joined the Company President and CEO of THAI SEISEN CO., LTD. (registered as temporary transfer) Executive Officer and Plant Manager of Hirakata Plant of the Company Director, Executive Officer and Plant Manager of Hirakata Plant Director and Managing Executive Officer (current position) Primarily in charge of Steel Wire Manufacturing and in charge of the Research and Development Department, the Customer Service Department and Sustainability	1,964
		Ichiro Takahashi has many years of experience in the manufacturing department, research and development department, and quality control department since joining the Company in 1984, and has been responsible for management as President and CEO of THAI SEISEN CO., LTD. since May 2013, as Executive Officer of the Company since April 2016, and as Director and Executive Officer of the Company since June 2019. The Company has judged that he is appropriate as Director of the Company.		
3	[New election] Yasushi Kato (February 4, 1959)	Apr. 1982 June 2004 Apr. 2010 Mar. 2012 Apr. 2014 Apr. 2015 Apr. 2019 Apr. 2021	Joined Daido Steel Co., Ltd. General Manager of Welding Materials Department, Advanced Materials Division General Manager of Planning and Management Department of the Company General Manager of Corporate Planning Department General Manager of General Affairs Department Executive Officer and General Manager of General Affairs Department Managing Executive Officer and General Manager of General Affairs Department Managing Executive Officer (current position) In charge of General Affairs Department, Information Technology Department and Compliance	1,932
		Yasushi Kato possesses extensive experience in procurement and sales at Daido Steel Co., Ltd. Since joining the Company in 2010, he has served as General Manager of Planning and Management Department, General Manager of Corporate Planning Department, and General Manager of General Affairs Department, and has been responsible for management as Executive Officer of the Company since April 2015 and as Managing Executive Officer since April 2019. The Company has judged that he is appropriate as Director of the Company.		

Candidate No.	Name (Date of birth) (Tenure)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned (As of March 31, 2021)
4	Candidate for outside Director Takeshi Hanai (October 16, 1954) (Tenure: 6 years)	<p>Apr. 1977 Joined the Industrial Bank of Japan, Limited (currently Mizuho Bank, Ltd.)</p> <p>July 2000 General Manager of International Exchange Business Division</p> <p>Apr. 2002 General Manager of Corporate Banking Division No. 4 of Central Branch, Mizuho Corporate Bank, Ltd. (currently Mizuho Bank, Ltd.)</p> <p>Apr. 2004 Executive Officer and General Manager of Shanghai Branch</p> <p>Mar. 2006 Managing Executive Officer and Head of Asia & Oceania</p> <p>June 2007 Managing Executive Officer, Chairman of Mizuho Corporate Bank (China), Ltd. and Chief Regional Representative of Mizuho China</p> <p>Apr. 2008 Managing Executive Officer and Head of Corporate Banking</p> <p>Apr. 2009 Advisor (retired in April 2009)</p> <p>May 2009 Managing Executive Officer, Rakuten Inc.</p> <p>Mar. 2010 Director and Managing Executive Officer (retired in July 2011)</p> <p>June 2013 Outside Audit & Supervisory Board Member, NEXT Co., Ltd. (currently LIFULL Co., Ltd.) (current position)</p> <p>June 2014 Outside Director, ASICS Corporation (retired in March 2020)</p> <p>June 2014 Outside Director, Maruwn Corporation (retired in June 2020)</p> <p>June 2015 Outside Director of the Company (current position)</p> <p>June 2017 Outside Director, TATSUTA Electric Wire and Cable Co., Ltd. (current position)</p> <p>June 2020 Outside Director, geechs inc. (current position)</p>	1,895

Candidate No.	Name (Date of birth) (Tenure)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned (As of March 31, 2021)
		<p>The reasons Takeshi Hanai is a candidate for outside Director are that he possesses an abundance of experience and achievements in business administration due to his being involved in the management of other companies for many years, such as Rakuten Inc., after joining and then maintaining important positions including Executive Officer and Managing Executive Officer at the Industrial Bank of Japan, Limited (currently Mizuho Bank, Ltd.), and that the Company expects that his experience and insight would be reflected in management measures, especially those aimed at strengthening corporate governance.</p> <p>In addition, as outside Director of the Company, he has made accurate proposals on the Company's management from a standpoint independent of the Company. The Company has judged that his monitoring and supervision of the Company's management based on his broad experience and advanced insight will contribute to ensuring the fairness of the Company's management, and therefore proposes his reelection as outside Director.</p> <p>If the reelection of Takeshi Hanai is approved, the Company plans for him to be involved in the decision-making process for nomination of candidates for officer and remuneration of officers of the Company from an objective and neutral perspective as a member of the Corporate Governance Committee.</p> <p>Notes: 1. Takeshi Hanai is a candidate for outside Director. The Company has submitted notification to the Tokyo Stock Exchange that Takeshi Hanai has been designated as an independent officer. If his reelection is approved, the Company plans to maintain the aforementioned notification.</p> <p>2. Takeshi Hanai has worked at Mizuho Bank, Ltd., a major financing institution of the Company, but more than 12 years have passed since he retired from that bank.</p> <p>3. Takeshi Hanai maintains concurrent positions as outside Director of TATSUTA Electric Wire and Cable Co., Ltd. and geechs inc. and as outside Audit & Supervisory Board Member of LIFULL Co., Ltd. There are no special interests between any of those companies and the Company.</p> <p>4. Pursuant to the provisions of the Company's Articles of Incorporation and Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Takeshi Hanai, to limit his liability for damages under Article 423, paragraph 1 of the Companies Act to the amount stipulated by laws and regulations. If his reelection is approved, the Company plans to maintain the same limited liability agreement with him.</p>	

Candidate No.	Name (Date of birth) (Tenure)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned (As of March 31, 2021)
5	Candidate for outside Director Masaaki Takizawa (August 8, 1948) (Tenure: 5 years)	<p>Apr. 1971 Joined Okaya & Co., Ltd.</p> <p>Mar. 1992 Manager of New York Office, Okaya (U.S.A.), Inc.</p> <p>May 1999 Senior General Manager of International Trade Division, Okaya & Co. Ltd.</p> <p>May 2002 Member of the Board and Senior General Manager of International Trade Division</p> <p>May 2003 Member of the Board, in charge of Overseas Related Business and Overseas Office and Senior General Manager of International Trade Division</p> <p>June 2005 Part-time Audit & Supervisory Board Member, Brother Industries, Ltd.</p> <p>May 2006 Member of the Board, Okaya & Co., Ltd., in charge of Living Related Products and Overseas Business Including Overseas Subsidiaries and General Manager of Overseas Related Business</p> <p>May 2007 Member of the Board, in charge of Living Related Products and Overseas Related Business and Submanager of Tokyo Head Office</p> <p>May 2008 Member of the Board, Okaya & Co., Ltd. Chief Executive Officer and President, Okaya (U.S.A.), Inc.</p> <p>June 2008 Retired from Part-time Audit & Supervisory Board Member, Brother Industries, Ltd.</p> <p>May 2012 Retired from Member of the Board, Okaya & Co., Ltd. Retired from President and Chief Executive Officer, Okaya (U.S.A.), Inc. Advisor, Okaya (U.S.A.), Inc.</p> <p>May 2013 Retired from Advisor</p> <p>June 2016 Outside Director of the Company (current position)</p>	200

Candidate No.	Name (Date of birth) (Tenure)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned (As of March 31, 2021)
		<p>The reasons Masaaki Takizawa is a candidate for outside Director are that he possesses an abundance of experience and achievements in business administration due to his being involved in the management for many years as Member of the Board of Okaya & Co., Ltd. and as Chief Executive Officer and President of Okaya (U.S.A.), Inc. from May 2002, after joining and then maintaining important positions in the sales and international trade divisions at Okaya & Co., Ltd., and that the Company expects that his experience and insight would be reflected in management measures, especially those for the global development of its business.</p> <p>In addition, as outside Director of the Company, he has made accurate proposals on the Company's management from a standpoint independent of the Company. The Company has judged that his monitoring and supervision of the Company's management based on his broad experience and advanced insight will contribute to ensuring the fairness of the Company's management, and therefore proposes his reelection as outside Director.</p> <p>If the reelection of Masaaki Takizawa is approved, the Company plans for him to be involved in the decision-making process for nomination of candidates for officer and remuneration of officers of the Company from an objective and neutral perspective as a member of the Corporate Governance Committee.</p> <p>Notes: 1. Masaaki Takizawa is a candidate for outside Director. The Company has submitted notification to the Tokyo Stock Exchange that Masaaki Takizawa has been designated as an independent officer. If his reelection is approved, the Company plans to maintain the aforementioned notification.</p> <p>2. Masaaki Takizawa is a former Member of the Board of Okaya & Co., Ltd., the group with which the Company has transactions. However, the amount of transactions is less than 3% of the Company's consolidated sales of this fiscal year, and the Company has judged that such transactions do not affect his independence.</p> <p>3. Pursuant to the provisions of the Company's Articles of Incorporation and Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Masaaki Takizawa, to limit his liability for damages under Article 423, paragraph 1 of the Companies Act to the amount stipulated by laws and regulations. If his reelection is approved, the Company plans to maintain the same limited liability agreement with him.</p>	

Candidate No.	Name (Date of birth) (Tenure)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned (As of March 31, 2021)	
6	Masayasu Nukushina (March 26, 1966) (Tenure: 1 year)	Apr. 1989	Joined Daido Steel Co., Ltd.	0
		Apr. 2017	General Manager of Nagoya Marketing & Sales Department, Automotive Steel Business Unit	
		Apr. 2020	Executive Officer, General Manager of Osaka Branch and General Manager of Stainless, Bearing & Industrial Machinery Steel Business Unit	
		June 2020	Director of the Company (current position)	
		June 2021	Executive Officer, Deputy General Manager of Steel Business Division and General Manager of Osaka Branch, Daido Steel Co., Ltd. (current position)	
<p>Masayasu Nukushina possesses extensive knowledge and experience concerning domestic sales and exports of stainless steel, due to his work experience as General Manager of Nagoya Marketing & Sales Department of Automotive Steel Business Unit and General Manager of Stainless, Bearing & Industrial Machinery Steel Business Unit at Daido Steel Co., Ltd., and the Company has judged that his extensive experience and profound knowledge would be reflected in the management of the Company.</p> <p>Note: Daido Steel Co., Ltd. is the parent company of the Company, and it is an important supplier of raw materials.</p>				
7	Takeshi Watanabe (March 28, 1967) (Tenure: 2 years)	Apr. 1990	Joined Daido Steel Co., Ltd.	0
		June 2014	Deputy General Manager of Hoshizaki Plant, Stainless & High Alloy Materials Department, High Performance Materials Products Division	
		Apr. 2018	General Manager of Production Technology Management Department	
		Apr. 2019	General Manager of Hoshizaki Plant	
		June 2019	Director of the Company (current position)	
		June 2021	General Manager of Hoshizaki Plant, Steel Production Division, Daido Steel Co., Ltd. (current position)	
<p>Takeshi Watanabe possesses extensive knowledge and experience concerning manufacturing technology of stainless steel, due to his work experience as General Manager of Production Technology Management Department and General Manager of Hoshizaki Plant at Daido Steel Co., Ltd., and the Company has judged that his extensive experience and profound knowledge would be reflected in the management of the Company.</p> <p>Note: Daido Steel Co., Ltd. is the parent company of the Company, and it is an important supplier of raw materials.</p>				

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. The Number of the Company's shares owned includes the number of shares owned by each candidate through the Officers' shareholder association at Nippon Seisen.
 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, under which all Directors of the Company are insureds. The policy covers losses that may arise from the insured's assumption of liability incurred in the course of the performance of duties as a Director, or receipt of claims pertaining to the pursuit of such liability.
- If a candidate is elected and assumes office as a Director, the Company plans to make them an insured under the insurance policy, and the policy will be renewed with the same terms at the next renewal.

Proposal No. 3 Election of Two Audit & Supervisory Board Members

At the conclusion of this meeting, Audit & Supervisory Board Member Yukitomo Nakagawa will resign, and the term of office of Audit & Supervisory Board Member Shinichi Sasayama will expire. Therefore, the Company proposes the election of two Audit & Supervisory Board Members.

In addition, the consent of the Audit & Supervisory Board has been obtained for the submission of this proposal.

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

Candidate No.	Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned (As of March 31, 2021)
1	<p>[New election]</p> <p>Toshiyuki Tsuda (January 6, 1960)</p>	<p>Apr. 1982 Joined the Company</p> <p>Apr. 2009 General Manager of Materials Department</p> <p>Oct. 2011 General Manager of Purchasing Department</p> <p>Apr. 2013 General Manager of Sales Planning Department</p> <p>Apr. 2015 Executive Officer and General Manager of Sales Administration Department</p> <p>Apr. 2021 Full-time Advisor (current position)</p>	1,555
<p>Toshiyuki Tsuda has extensive work experience in domestic sales, material purchasing, and sales planning since joining the Company in 1982, and has been responsible for management as Executive Officer since April 2015. The Company has judged that he is appropriate as Audit & Supervisory Board Member of the Company.</p> <p>Note: 1. Toshiyuki Tsuda 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.</p>			

Candidate No.	Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned (As of March 31, 2021)
2	<p>Candidate for outside Audit & Supervisory Board Member [New election]</p> <p>Tadashi Hasegawa (October 22, 1956)</p>	<p>Apr. 1980 Joined Nippon Yakin Kogyo Co., Ltd.</p> <p>Dec. 2004 General Manager of General Affairs Department, YAKIN Kawasaki Co., Ltd.</p> <p>June 2007 General Manager of Materials Department, Nippon Yakin Kogyo Co., Ltd.</p> <p>Apr. 2009 General Manager of General Affairs Department</p> <p>June 2010 Director</p> <p>June 2012 Managing Executive Officer and Deputy General Plant Manager of Kawasaki Plant</p> <p>June 2013 Managing Executive Officer (retired in June 2016)</p> <p>June 2016 Managing Director, NAS CREATE CO., LTD. (retired in June 2020)</p> <p>July 2016 Director, NAS ENGINEERING CO., LTD. (retired in June 2020)</p> <p>June 2020 Audit & Supervisory Board Member, NAS TRADING Co., Ltd. (current position, to be retired in June 2021)</p>	0
<p>The reasons Tadashi Hasegawa is a candidate for outside Audit & Supervisory Board Member are that he joined Nippon Yakin Kogyo Co., Ltd. and held important positions in the General Affairs Department and the Materials Department, and having been involved in the company and its group companies as a Director, Executive Officer and Audit & Supervisory Board Member since June 2010, has abundant experience and a track record in corporate management, based on which the Company has judged that his broad experience and advanced insight would be reflected in the auditing duties of the Company.</p> <p>Notes: 1. Tadashi Hasegawa 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 if he is elected as Audit & Supervisory Board Member, the Company plans to submit notification to the Exchange that he has been designated as an independent officer.</p> <p>2. Tadashi Hasegawa is a former Director of Nippon Yakin Kogyo Co., Ltd., the group with which the Company has transactions. However, the amount of transactions is less than 3% of the Company's consolidated sales of this fiscal year, and the Company has judged that such transactions do not affect his independence.</p> <p>3. If Tadashi Hasegawa 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.</p>			

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. The Number of the Company's shares owned includes the number of shares owned by each candidate through the Officers' shareholder association at Nippon Seisen.
 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, under which all Audit & Supervisory Board Members of the Company are insureds. The policy covers losses that may arise from the insured's assumption of liability incurred in the course of the performance of duties as an Audit & Supervisory Board Member, or receipt of claims pertaining to the pursuit of such liability. If each candidate is elected and assumes office as an Audit & Supervisory Board Member, the Company plans to make each of them an insured under the insurance policy, and the policy will be renewed with the same terms at the next renewal.

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 (Date of birth)	Career summary and significant concurrent positions outside the Company	Number of the Company's shares owned (As of March 31, 2021)
Candidate for outside Audit & Supervisory Board Member Shosaku Minami (June 8, 1972)	Apr. 2000 Registered with Osaka Bar Association, joined Midosuji Legal Profession Corporation Sept. 2007 Retired from Midosuji Legal Profession Corporation Oct. 2007 Established Legal Solution Law Office (to present)	0
<p>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.</p> <p>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 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. 5. 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, under which all Audit & Supervisory Board Members of the Company are insureds. The policy covers losses that may arise from the insured's assumption of liability incurred in the course of the performance of duties as an Audit & Supervisory Board Member, or receipt of claims pertaining to the pursuit of such liability. In the event that the said candidate is elected and assumes office as an Audit & Supervisory Board Member, the Company plans to make the candidate an insured under the insurance policy, and the policy will be renewed with the same terms at the next renewal.</p>		

Proposal No. 5 Payment of Retirement Benefits for a Retiring Director

As compensation for his services during his tenure, the Company proposes the payment of retirement benefits within the limit of the amount stipulated in the standard criteria established by the Company to Yasuaki Akita, who will retire from his post as Director at the conclusion of this meeting. The specific amount, timing and method of payment are proposed to be entrusted to the Board of Directors.

As stated on pages 18 to 19 of this notice (in Japanese only), the Company has established a policy for determining the details of remuneration, etc. of individual Directors, and this proposal is in line with the policy. The Company does not plan to change the policy even if this proposal is approved. The contents of this proposal have been deliberated at the Corporate Governance Committee and determined by the Board of Directors. The Company believes that the contents are appropriate.

His career summary is as follows:

Name	Career summary	
Yasuaki Akita	June 2014	Director of the Company (to present)

Proposal No. 6 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 ¥26,000,000, 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.

As stated on pages 18 to 19 of this notice (in Japanese only), the Company has established a policy for determining the details of remuneration, etc. of individual Directors, and this proposal is in line with the policy. The Company does not plan to change the policy even if this proposal is approved. The contents of this proposal have been deliberated at the Corporate Governance Committee and determined by the Board of Directors. The Company believes that the contents are appropriate.