

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. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

(Stock Exchange Code 7287)
June 5, 2019

To Shareholders with Voting Rights:

Morito Sato
President, Representative Director &
Chief Executive Officer
NIPPON SEIKI CO., LTD.
2-34, Higashizaoh 2-chome, Nagaoka-shi,
Niigata

**NOTICE OF
THE 74TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 74th Annual General Meeting of Shareholders of NIPPON SEIKI CO., LTD. (the “Company”). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders and cast your vote in accordance with the Guidance for the Exercise of Voting Rights by 5 p.m. on Tuesday, June 25, 2019, Japan time.

1. Date and Time: Wednesday, June 26, 2019, at 10 a.m. Japan time

2. Place: Gymnasium at the headquarters of the Company, located at
2-34, Higashizaoh 2-chome, Nagaoka-shi, Niigata

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 74th Fiscal Year (April 1, 2018–March 31, 2019) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 74th Fiscal Year (April 1, 2018–March 31, 2019)

Proposal to be resolved:

- Proposal 1** Partial Amendments to the Articles of Incorporation
- Proposal 2** Election of Six (6) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal 3** Election of Six (6) Directors Who Are Audit and Supervisory Committee Members
- Proposal 4** Determination of Amount of Remuneration for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal 5** Determination of Amount of Remuneration for Directors Who Are Audit and Supervisory Committee Members
- Proposal 6** Determination of Amount and Details of Remuneration, Etc. for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members) in Form of Stock-based Compensation Stock Option

End

- The reception starts at 9 a.m.
- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- If you are unable to attend the meeting, you may exercise your voting rights by a proxy. In such case, the proxy must be another shareholder of the Company who holds voting rights, and that person will be required to submit a document certifying his/her authority to be a proxy.
- Should the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements and the Consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website (<https://www.nippon-seiki.co.jp/>).
- Among the documents to be provided in this Notice, the Notes to Consolidated Financial Statements and the Notes to Non-consolidated Financial Statements are posted on the Company's website (<https://www.nippon-seiki.co.jp/>) pursuant to applicable laws and regulations and Article 16 of the Articles of Incorporation of the Company. Accordingly, these Notes are not included in the attached document of this Notice. This Notice presents only part of the Consolidated Financial Statements and the Non-consolidated Financial Statements audited by Accounting Auditor and the Audit & Supervisory Board Members in preparing the accounting audit report and the audit report.

Guidance for the Exercise of Voting Rights

Voting by attending the General Meeting of Shareholders

Date and time of the meeting: Wednesday, June 26, 2019
10 a.m. Japan time (The reception starts at 9 a.m.)

Please present the enclosed Voting Rights Exercise Form at the reception desk.
Please note that those other than shareholders with voting rights of the Company are not allowed to enter the venue, including any proposed proxy who is not a shareholder of the Company or any person accompanying a shareholder.

Voting in writing:

Voting deadline: To be received no later than 5 p.m., Tuesday, June 25, 2019
Please indicate your vote for or against the proposal shown on the enclosed Voting Rights Exercise Form, and post it without a stamp.

Voting via the Internet:

Voting deadline: To be entered no later than 5 p.m., Tuesday, June 25, 2019
To exercise your voting rights via the Internet, please access the voting website by using the "Voting Rights Exercise Code" and "Temporary Password," which are shown on the Voting Rights Exercise Form, and vote for or against the proposal in accordance with the on-screen instructions.

Voting website address: <https://www.web54.net>

It is possible to access the voting website by using a mobile phone with a QR Code* reader. For details on how to use this function, please refer to the instruction manual for the mobile phone that you use.
(Note: "QR Code" is a registered trademark of DENSO WAVE INCORPORATED.)

For guidance on the exercise of voting rights via the Internet, please refer to the following guidelines.

Exercise of voting rights via the Internet

(1) Handling of multiple votes

If you have exercised your voting rights both in writing and via the Internet, the vote exercised via the Internet shall be deemed effective. If you have exercised your voting rights more than once via the Internet or you have exercised your voting rights both via personal computer and smartphone/cell phone, the latest vote shall be deemed effective.

(2) Handling of the password and the Voting Rights Exercise Code

- 1) The password is an important piece of information for identification of the voter.
- 2) The password becomes invalidated if it is wrongly entered set number of times. If you would

like the reissuance of a password, please follow the necessary procedures in accordance with the on-screen instructions.

- 3) The Voting Rights Exercise Code shown on the Voting Rights Exercise Form is valid only for this general meeting of shareholders.

(3) Inquiries about how to operate a computer, etc.

- 1) If you have any questions on how to operate a computer, a smartphone or a cell phone in relating to the exercise of voting rights on the voting website, please contact the following.

Stock Transfer Agency Web Support at Sumitomo Mitsui Trust Bank, Limited.
Toll-free call: 0120-652-031
Services available from 9 a.m. to 9 p.m.

- 2) Any other inquiries should be directed to the following:
 - a. Shareholders who hold accounts with securities firms should contact those firms with which they hold accounts.
 - b. Shareholders who do not hold accounts with securities firms (shareholders who hold special accounts) should contact:

Stock Transfer Agency Services Center at Sumitomo Mitsui Trust Bank, Limited.
Toll-free call: 0120-782-031
Services available from 9 a.m. to 5 p.m. except on Saturdays, Sundays and national holidays

Platform for the Electronic Exercise of Voting Rights (for Institutional Investors)

Institutional investors may use the platform for the electronic exercise of voting rights operated by ICJ, Inc., or the “ICJ Platform,” for exercising voting rights for this General Meeting of Shareholders.

Reference Documents for the General Meeting of Shareholders

Proposal and References

Proposal 1: Partial Amendments to the Articles of Incorporation

1. Reasons for the amendments
 - (1) The Company intends to make a transition from a company with audit & supervisory board to a company with audit and supervisory committee in order to promote further enhancement of corporate value by expediting business execution by way of delegating authority to Directors and improving discussions of the Board of Directors from a medium-and-long term viewpoint as well as to reinforce the supervising function of the Board of Directors and improve the Company’s corporate governance by incorporating Audit and Supervisory Committee Members who are responsible for audit, etc. of Directors’ execution of their duties into the Board of Directors with voting rights. In association therewith, the Company proposes to newly establish the provisions regarding Directors who are Audit and Supervisory Committee Members and the Audit and Supervisory Committee, delete the provisions regarding Audit & Supervisory Board Members and the Audit & Supervisory Board and newly establish the provisions regarding delegation of decision on the execution of important business to Directors, which are required for the transition to a company with audit and supervisory committee.
 - (2) In addition to the above amendments, the Company proposes to make some corrections in words required due to the above amendments.

2. Details of the amendments

Details of the amendments are as follows.
 The Articles of Incorporation amended as proposed in this proposal will take effect at the conclusion of this Annual General Meeting of Shareholders.

(Amended portions are underlined.)

Current Articles	Proposed Amendments
Chapter I. General Provisions	Chapter I. General Provisions
Articles 1 through 3 (Omitted)	Articles 1 through 3 (Unchanged)
Article 4 (Governance Components) The Company has the following governance components as well as General Meetings of Shareholders and Directors: (1) Board of Directors (2) <u>Audit & Supervisory Board Members</u> (3) <u>Audit & Supervisory Board</u> (4) Accounting Auditors	Article 4 (Governance Components) The Company has the following governance components as well as General Meetings of Shareholders and Directors: (1) Board of Directors (2) <u>Audit and Supervisory Committee</u> (Deleted) (3) Accounting Auditors
Article 5 (Method of Giving Public Notices) (Omitted)	Article 5 (Method of Giving Public Notices) (Unchanged)
Chapter II. Shares	Chapter II. Shares
Articles 6 through 9 (Omitted)	Articles 6 through 9 (Unchanged)
Articles 10 (Shareholders’ Register Manager) (Omitted)	Articles 10 (Shareholders’ Register Manager) (Unchanged)
2. The Shareholders’ Register Manager and its place of business shall be decided <u>by a resolution of the Board of Directors</u> , and a public notice thereof shall be given.	2. The Shareholders’ Register Manager and its place of business shall be decided <u>by the Board of Directors or Directors delegated by a resolution of the Board of Directors</u> , and a public notice thereof shall be given.
3. (Omitted)	3. (Unchanged)

<p>Articles 11 (Share Handling Regulations) Handling of shares and the charges therefor shall be governed by the Share Handling Regulations determined <u>by the Board of Directors</u>, in addition to laws and ordinances and these Articles of Incorporation.</p> <p style="text-align: center;">Chapter III. General Meeting of Shareholders</p> <p>Articles 12 through 18 (Omitted)</p> <p style="text-align: center;">Chapter IV. Directors and Board of Directors</p> <p>Article 19 (Number of Directors) The number of Directors of the Company shall be not more than <u>fifteen</u>.</p> <p style="text-align: center;">(New)</p> <p>Article 20 (Method of Election) Directors shall be elected at a General Meeting of Shareholders.</p> <p>2. (Omitted) 3. (Omitted)</p> <p>Article 21 (Terms of Office) Terms of office of Directors shall continue until the conclusion of the General Meeting of Shareholders for the last fiscal year ending within one year from the time of their election.</p> <p style="text-align: center;">(New)</p> <p style="text-align: center;">(New)</p> <p style="text-align: center;">(New)</p> <p>Articles 22 and 23 (Omitted)</p>	<p>Articles 11 (Share Handling Regulations) Handling of shares and the charges therefor shall be governed by the Share Handling Regulations determined <u>by the Board of Directors or Directors delegated by a resolution of the Board of Directors</u>, in addition to laws and ordinances and these Articles of Incorporation.</p> <p style="text-align: center;">Chapter III. General Meeting of Shareholders</p> <p>Articles 12 through 18 (Unchanged)</p> <p style="text-align: center;">Chapter IV. Directors and Board of Directors</p> <p>Article 19 (Number of Directors) The number of Directors <u>(excluding Directors who are Audit and Supervisory Committee Members)</u> of the Company shall be not more than <u>twelve</u>.</p> <p><u>2. The number of Directors who are Audit and Supervisory Committee Members of the Company shall be not more than eight.</u></p> <p>Article 20 (Method of Election) Directors shall be elected at a General Meeting of Shareholders, <u>while making distinction between Directors who are Audit and Supervisory Committee Members and other Directors.</u></p> <p>2. (Unchanged) 3. (Unchanged)</p> <p>Article 21 (Terms of Office) Terms of office of Directors <u>(excluding Directors who are Audit and Supervisory Committee Members)</u> shall continue until the conclusion of the General Meeting of Shareholders for the last fiscal year ending within one year from the time of their election.</p> <p><u>2. Terms of office of Directors who are Audit and Supervisory Committee Members shall continue until the conclusion of the General Meeting of Shareholders for the last fiscal year ending within two years from the time of their election.</u></p> <p><u>3. The term of office of a Director who is an Audit and Supervisory Committee Member elected as a substitute for a Director who was an Audit and Supervisory Committee Member and retired before the expiration of his/her term of office shall be until the expiration of the term of office of the said retired Director.</u></p> <p><u>4. The period during which resolution for election of a substitute Director who is an Audit and Supervisory Committee Member pursuant to Article 329, Paragraph 3 of the Companies Act shall continue until the commencement of the General Meeting of Shareholders for the last fiscal year ending within two years from the time of their election.</u></p> <p>Articles 22 and 23 (Unchanged)</p>
--	--

<p>Article 24 (Notice of Meetings of Board of Directors) <u>Notice of convocation of a meeting of the Board of Directors shall be sent to each Director and Audit & Supervisory Board Member three days prior to the date of the meeting, provided, however, that such period may be shortened in case of urgent necessity.</u> <u>2. If the consent of all Directors and Audit & Supervisory Board Members is obtained in advance, a meeting may be held without following the procedures for convening a meeting.</u></p> <p style="text-align: center;">(New)</p> <p>Articles <u>25</u> and <u>26</u> (Omitted)</p> <p>Article <u>27</u> (Remuneration, etc.) <u>Remuneration, bonus and other proprietary benefits provided by the Company as compensation for the duties of Directors (hereinafter referred to as “Remuneration, Etc.”) shall be determined by a resolution of a General Meeting of Shareholders.</u></p> <p>Article <u>28</u> (Liability Limitation Agreement with Directors) (Omitted)</p> <p style="text-align: center;"><u>Chapter V. Audit & Supervisory Board Members and Audit & Supervisory Board</u></p> <p><u>Article 29 (Number of Audit & Supervisory Board Members)</u> <u>The number of Audit & Supervisory Board Members of the Company shall be not more than five.</u></p> <p><u>Article 30 (Method of Election)</u> <u>Audit & Supervisory Board Members shall be elected at a General Meeting of Shareholders.</u> <u>2. A resolution to elect Audit & Supervisory Board Members shall be made by a majority vote at a meeting at which one-third (1/3) or more of the shareholders entitled to exercise voting rights are present.</u></p> <p><u>Article 31 (Terms of Office)</u> <u>Terms of office of Audit & Supervisory Board Members shall continue until the conclusion of the General Meeting of Shareholders for the last fiscal year ending within four years form the time of their election.</u> <u>2. The term of office of an Audit & Supervisory Board Member who is elected as a substitute for an Audit & Supervisory Board Member retired from office before the expiration of term of office shall continue until the</u></p>	<p>Article 24 (Notice of Meetings of Board of Directors) Notice of convocation of a meeting of the Board of Directors shall be sent to each Director three days prior to the date of the meeting, provided, however, that such period may be shortened in case of urgent necessity.</p> <p>2. If the consent of all Directors is obtained in advance, a meeting may be held without following the procedures for convening a meeting.</p> <p><u>Article 25 (Delegation of Decision on Execution of Important Business to Directors)</u> <u>Pursuant to the provisions of Article 399-13, Paragraph 6 of the Companies Act, the Board of Directors may delegate to Directors all or part of decisions on the execution of important business (excluding matters stipulated in the items in Paragraph 5 of the said Article) by a resolution of the Board of Directors.</u></p> <p>Articles <u>26</u> and <u>27</u> (Unchanged)</p> <p>Article <u>28</u> (Remuneration, etc.) Remuneration, bonus and other proprietary benefits provided by the Company as compensation for the duties of Directors (hereinafter referred to as “Remuneration, Etc.”) shall be determined by a resolution of a General Meeting of Shareholders, <u>while making distinction between Directors who are Audit and Supervisory Committee Members and other Directors.</u></p> <p>Article <u>29</u> (Liability Limitation Agreement with Directors) (Unchanged)</p> <p style="text-align: center;">(Deleted)</p> <p style="text-align: center;">(Deleted)</p> <p style="text-align: center;">(Deleted)</p> <p style="text-align: center;">(Deleted)</p>
--	--

<p><u>expiration of the term of office of the said retired Audit & Supervisory Board Member.</u></p>	
<p><u>Article 32 (Full-time Audit & Supervisory Board Member)</u> <u>The Audit & Supervisory Board shall appoint Full-time Audit & Supervisory Board Members by its resolution.</u></p>	(Deleted)
<p><u>Article 33 (Notice of Meetings of Audit & Supervisory Board)</u> <u>Notice of convocation of a meeting of the Audit & Supervisory Board shall be sent to each Audit & Supervisory Board Member three days prior to the date of the meeting, provided, however, that such period may be shortened in case of urgent necessity.</u> <u>2. If the consent of all Audit & Supervisory Board Members is obtained in advance, a meeting may be held without following the procedures for convening a meeting.</u></p>	(Deleted)
<p><u>Article 34 (Regulations for Audit & Supervisory Board)</u> <u>Matters concerning the Audit & Supervisory Board shall be governed by the Regulations for the Audit & Supervisory Board determined by the Audit & Supervisory Board in addition to laws and ordinances and these Articles of Incorporation.</u></p>	(Deleted)
<p><u>Article 35 (Remuneration, Etc.)</u> <u>Remuneration, Etc. of Audit & Supervisory Board Members shall be determined by a resolution of a General Meeting of Shareholders.</u></p>	(Deleted)
<p><u>Article 36 (Liability Limitation Agreement with Audit & Supervisory Board Members)</u> <u>Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may execute agreements with Audit & Supervisory Board Members which limit liability of such Audit & Supervisory Board Members that is set forth in Article 423, Paragraph 1 of the Companies Act; provided, however, that the maximum amount of the liability under such agreements shall be the minimum liability amount prescribed by the relevant laws or regulations.</u></p>	(Deleted)
(New)	<u>Chapter V. Audit and Supervisory Committee</u>
(New)	<p><u>Article 30 (Full-time Audit and Supervisory Committee Members)</u> <u>The Audit and Supervisory Committee shall appoint Full-time Audit and Supervisory Committee Members by its resolution.</u></p>
(New)	<p><u>Article 31 (Notice of Meetings of Audit and Supervisory Committee)</u> <u>Notice of convocation of a meeting of the Audit and Supervisory Committee shall be sent to each Audit and Supervisory Committee Member three days prior to the date of the meeting, provided, however, that such period may be shortened in case of urgent necessity.</u> <u>2. If the consent of all Audit and Supervisory Committee</u></p>

(New)	<p><u>Members is obtained in advance, a meeting may be held without following the procedures for convening a meeting.</u></p> <p><u>Article 32 (Regulations for the Audit and Supervisory Committee)</u> <u>Matters concerning the Audit and Supervisory Committee shall be governed by the Regulations for the Audit and Supervisory Committee determined by the Audit and Supervisory Committee, in addition to laws and ordinances and these Articles of Incorporation.</u></p>
Chapter VI. Accounting Auditors	Chapter VI. Accounting Auditors
Articles <u>37</u> and <u>38</u> (Omitted)	Articles <u>33</u> and <u>34</u> (Unchanged)
Article <u>39</u> (Remuneration, Etc.) Remuneration, Etc. of Accounting Auditors shall be determined by Representative Director with consent of <u>the Board of Auditors.</u>	Article <u>35</u> (Remuneration, Etc.) Remuneration, Etc. of Accounting Auditors shall be determined by Representative Director with consent of <u>the Audit and Supervisory Committee.</u>
Chapter VII. Accounts	Chapter VII. Accounts
Articles <u>40</u> through <u>43</u> (Omitted)	Articles <u>36</u> through <u>39</u> (Unchanged)

Proposal 2: Election of Six (6) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

If Proposal 1 “Partial Amendments to the Articles of Incorporation” is approved as proposed, the Company will become a company with audit and supervisory committee and the terms of office of all nine (9) Directors will expire at the conclusion of this Annual General Meeting of Shareholders.

Accordingly, the election of six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members; the same applies in this proposal) after making the transition to a company with audit and supervisory committee is proposed.

This proposal shall come into effect provided that the amendments to the Articles of Incorporation come into effect as stipulated in Proposal 1 “Partial Amendments to the Articles of Incorporation.”

The candidates for Directors are as follows:

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Relationship of special interests with the Company
1	Shoji Nagai (September 21, 1949)	April 1993 Section Manager of Commercial Airplanes Division, Kawasaki Heavy Industries, Ltd.	428,550	None
		December 1995 Joined the Company June 1996 Director April 1997 Managing Director June 1998 Senior Managing Director June 2001 President & Representative Director June 2013 Chairman & Representative Director (to present)		
	(Number of attendances at Board of Directors meetings)	13 / 13		
	(Reasons for selecting the candidate for Director) Shoji Nagai has taken a leading role in the management of the Company as he assumed the office of President & Representative Director in June 2001 and Chairman & Representative Director in June 2013, thereby accumulating an extensive range of experience and knowledge as a corporate manager. It is expected that, as a member of the Board of Directors, he will continue to help reinforce the Board’s decision-making and supervisory functions, and therefore he has been selected as a candidate for Director.			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Relationship of special interests with the Company
2	Morito Sato (March 30, 1959)	<p>March 1977 Joined the Company</p> <p>June 2007 Director</p> <p>April 2008 President and Director, UK-NSI Co., Ltd.</p> <p>June 2014 Managing Director</p> <p>June 2015 Managing Officer</p> <p>April 2016 Senior Managing Officer</p> <p>June 2016 Director and Senior Managing Officer</p> <p>October 2016 In charge of Overall Production (“Monozukuri”) (Production Headquarters, Production Engineering Headquarters)</p> <p>April 2017 Director, Vice President and Senior Managing Officer</p> <p>June 2017 President, Representative Director & Chief Executive Officer (to present)</p>	18,750	None
	<p>(Number of attendances at Board of Directors meetings) 13 / 13</p> <p>(Reasons for selecting the candidate for Director) After having engaged in the execution of businesses in the divisions of production, production engineering and the management of an overseas subsidiary, Morito Sato has taken a leading role in the management of the Company as he assumed the office of Senior Managing Officer in April 2016, the office of Director, Vice President and Senior Managing Officer in April 2017 and the office of President Chief Executive Officer in June 2017. Aiming expansion and growth of business as a “Monozukuri Business Group,” he has taken the leadership of the Nippon Seiki Group in implementing measures to enhance its corporate value. It is expected that, as a member of the Board of Directors, he will continue to help reinforce the Board’s decision-making and supervisory functions, and therefore he has been selected as a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Relationship of special interests with the Company
3	Koichi Sato (October 26, 1962)	<p>April 1985 Joined the Company</p> <p>April 2006 Vice President and Director, N.S.International,Ltd.</p> <p>June 2011 Director</p> <p>June 2013 Managing Director</p> <p>June 2013 Deputy Chief of the Headquarters, Engineering Headquarters; General Manager, Instrument Cluster Design and Engineering Supervision Dept.; and General Manager, Movements and Sensors Engineering Dept.</p> <p>June 2015 Managing Officer</p> <p>June 2016 Director and Managing Officer</p> <p>April 2017 Director and Senior Managing Officer (to present)</p> <p>April 2018 Chief of Headquarters, Engineering Headquarters In charge of Instrument Business Headquarters and Instrument Design Headquarters Geographical area in his charge: North and Central America</p> <p>April 2019 In charge of Instrument Business Headquarters and Instrument Design Headquarters and Engineering Headquarters Geographical area in his charge: North and Central America (to present)</p> <p>(Significant concurrent positions)</p> <ul style="list-style-type: none"> • Chairman of the Board of Directors, Nippon Seiki De Mexico S.A. De C.V. 	12,850	See Note 1
	(Number of attendances at Board of Directors meetings)	12 / 13		
	<p>(Reasons for selecting the candidate for Director)</p> <p>Koichi Sato has an extensive range of experience and achievements through the execution of business in the engineering division and the management of an overseas subsidiary. In addition, he assumed the office of Director in June 2011, Managing Officer in June 2015 and Senior Managing Officer in April 2017, thereby acquiring deep insight into corporate management.</p> <p>By utilizing his experience and knowledge at the Company's Board of Directors, he is expected to reinforce the Board's decision-making and supervisory functions, and therefore he has been selected as a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Relationship of special interests with the Company
4	Makoto Okawa (June 23, 1957)	<p>March 1976 Joined the Company</p> <p>June 2006 Director</p> <p>June 2009 Chief of the Headquarters, Sourcing Headquarters</p> <p>June 2010 Managing Director</p> <p>June 2014 Senior Managing Director</p> <p>June 2014 Chief of the Headquarters, Enterprise Planning Headquarters and Sourcing Headquarters</p> <p>April 2015 Chief of the Headquarters, Enterprise Planning Headquarters; and in charge of Sourcing Headquarters</p> <p>June 2015 Director and Senior Managing Officer (to present)</p> <p>April 2016 Chief of the Headquarters, Enterprise Management Headquarters</p> <p>April 2017 In charge of Quality Assurance Headquarters, Component Products Div., Sourcing Headquarters and Enterprise Management Headquarters</p> <p>April 2018 In charge of EMS & Component Headquarters and Sourcing Headquarters</p> <p>Geographical area in his charge: Japan</p> <p>Geographical area in his charge: Japan (to present)</p> <p>(Significant concurrent positions)</p> <ul style="list-style-type: none"> • Chairman, Dongguan Nissei Electronics Co., Ltd. • Chairman, Hong Kong Nippon Seiki Co., Ltd. 	28,750	See Note 2
		(Number of attendances at Board of Directors meetings) 13 / 13		
		<p>(Reasons for selecting the candidate for Director)</p> <p>Makoto Okawa has an extensive range of experience and achievements through the execution of businesses in the divisions of sales & marketing, sourcing and business management. In addition, he assumed the office of Director in June 2006 and Senior Managing Officer in June 2015, thereby acquiring deep insight into corporate management.</p> <p>By utilizing his experience and knowledge at the Company's Board of Directors, he is expected to reinforce the Board's decision-making and supervisory functions, and therefore he has been selected as a candidate for Director.</p>		

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Relationship of special interests with the Company
6	Yuji Hirata (October 23, 1961)	<p>April 1984 Joined the Company</p> <p>April 2002 Senior Manager, Production Development Dept., Production Headquarters</p> <p>June 2009 Operating Officer</p> <p>April 2011 President, Shanghai Nissei Display System Co., Ltd.</p> <p>June 2013 Director</p> <p>June 2015 Senior Operating Officer</p> <p>June 2016 Director and Senior Operating Officer</p> <p>June 2016 In charge of the Chinese business</p> <p>October 2016 Director and Managing Officer (to present)</p> <p>October 2016 Chief of the Headquarters, Production Engineering Headquarters</p> <p>October 2018 Chief of the Headquarters, Manufacturing Headquarters Geographical area in his charge: China and Taiwan</p> <p>April 2019 Chief of the Headquarters, Manufacturing Headquarters and General Manager, Production Supervision Dept. Geographical area in his charge: China and Taiwan (to present)</p> <p>(Significant concurrent positions)</p> <ul style="list-style-type: none"> • Chairman, Wuhan Nissei Display System Co., Ltd. • Chairman, Nissei Display Sales and Development Co., Ltd. • Chairman, Taiwan Nissei Display System Co., Ltd. • Chairman, Hong Kong Ek Chor Nissei Co., Ltd. 	7,500	See Note 4
		<p>(Number of attendances at Board of Directors meetings) 13 / 13</p> <p>(Reasons for selecting the candidate for Director) Yuji Hirata has an extensive range of experience and achievements through the execution of business in the production engineering division and the management of an overseas subsidiary. In addition, he assumed the office of Director in June 2013, Senior Operating Officer in June 2015, Director in June 2016 and Managing Officer in October 2016, thereby acquiring deep insight into corporate management. By utilizing his experience and knowledge at the Company's Board of Directors, he is expected to reinforce the Board's decision-making and supervisory functions, and therefore he has been selected as a candidate for Director.</p>		

(Notes)

1. Candidate for Director, Koichi Sato concurrently serves as Chairman of the Board of Directors, Nippon Seiki De Mexico S.A. De C.V., with which the Company has business relationships, including the sales and purchases of products and parts. The Company also provides loans thereto.
2. Candidate for Director, Makoto Okawa, has the following special interests with the Company.
 - a. He concurrently serves as Chairman of Dongguan Nissei Electronics Co., Ltd., with which the Company has business relationships, including the sales of products. The Company also provides loans thereto.
 - b. He concurrently serves as Chairman of Hong Kong Nippon Seiki Co., Ltd., with which the Company has business relationships, including the sales and purchases of products and parts. The Company also provides loans thereto.
3. Candidate for Director, Junichi Suzuki, has the following special interests with the Company.
 - a. He concurrently serves as Chairman of the Board, Thai Nippon Seiki Co., Ltd., with which the Company has business relationships, including the sales of products.
 - b. He concurrently serves as Chairman of Vietnam Nippon Seiki Co., Ltd., with which the Company has business relationships, including the sales of products.
4. Candidate for Director, Yuji Hirata, has the following special interests with the Company.
 - a. He concurrently serves as Chairman, Wuhan Nissei Display System Co., Ltd., with which the Company has business relationships, including the sales of products. The Company also provides loans thereto.
 - b. He concurrently serves as Chairman, Nissei Display Sales and Development Co., Ltd., with which the Company has business relationships, including the sales of products.
 - c. He concurrently serves as Chairman, Taiwan Nissei Display System Co., Ltd., with which the Company has business relationships, including the sales and purchases of products and parts. The Company also provides loans thereto.
 - d. He concurrently serves as Chairman, Hong Kong Ek Chor Nissei Co., Ltd.

Proposal 3: Election of Six (6) Directors Who Are Audit and Supervisory Committee Members

If Proposal 1 “Partial Amendments to the Articles of Incorporation” is approved as proposed, the Company will become a company with audit and supervisory committee.

Accordingly, the election of six (6) Directors who are Audit and Supervisory Committee Members is proposed.

This proposal has already received the consent of the Audit & Supervisory Board.

This proposal shall come into effect provided that the amendments to the Articles of Incorporation come into effect as stipulated in Proposal 1 “Partial Amendments to the Articles of Incorporation.”

The candidates for Directors who are Audit and Supervisory Committee Members are as follows:

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Relationship of special interests with the Company
1	Haruhiko Otaki (January 29, 1959) New Appointment	April 2003 Joined the Company April 2008 Senior Manager, Sourcing Development Dept., Sourcing Headquarters June 2013 Operating Officer June 2014 Director June 2014 General Manager, Sourcing Supervisory Dept., Sourcing Headquarters April 2015 Chief of Headquarters, Sourcing Headquarters and General Manager, Sourcing Dept. June 2015 Senior Operating Officer (to present) October 2016 Chief of Headquarters, Sourcing Headquarters April 2018 Assistant to the President June 2018 Full-time Audit & Supervisory Board Member (to present)	4,800	None
		(Number of attendances at Board of Directors meetings) 10 / 10		
		(Reasons for selecting the candidate for Director who is Audit and Supervisory Committee Member) Haruhiko Otaki has an extensive range of experience and achievements, including the execution of businesses in the division of sourcing. In addition, he assumed the office of Director in June 2014 and Senior Operating Officer in June 2015, thereby acquiring deep insight into corporate management. He also assumed the office of Audit & Supervisory Board Member in June 2018, thereby acquiring deep insight into audit. By utilizing his abundant experience and knowledge in supervision, etc. of execution of the Company’s businesses, he is expected to adequately perform the duties as a Director who is Audit and Supervisory Committee Member, and therefore he has been selected as a candidate for Director who is Audit and Supervisory Committee Member.		

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Relationship of special interests with the Company
3	Etsuo Saiki (October 9, 1950) New Appointment Outside Director Independent Director	April 1979 Registered as Lawyer April 1979 Joined Sakai Kiichi Law Office April 1983 Opened Sakai and Saiki Law Office April 2002 Lecturer and Visiting Professor, Faculty of Law, Niigata University April 2003 Civil Conciliation Commissioner, Niigata District Court and Niigata Summary Court (to present) April 2004 Lecturer, Niigata Law School May 2009 Founder & Representative, ASAHI NIIGATA Law Office (to present) June 2015 Audit & Supervisory Board Member (to present)	1,600	None
	(Number of attendances at Board of Directors meetings) 13 / 13 (Reasons for selecting the candidate for Director who is Audit and Supervisory Committee Member) Etsuo Saiki is currently an Outside Audit & Supervisory Board Member of the Company and his period of service will be four years at the conclusion of this Annual General Meeting of Shareholders. He has provided appropriate advice and suggestions, and audited business execution from an objective and neutral viewpoint. Although Etsuo Saiki has not been involved in corporate management other than serving as an Outside Audit & Supervisory Board Member, he has expert knowledge and experience gained as a lawyer. For these reasons, he is deemed able to adequately perform the duties as a Director who is Audit and Supervisory Committee Member. In the expectation that he will supervise the management of the Company, he has been selected as a candidate for Director who is Audit and Supervisory Committee Member.			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Relationship of special interests with the Company
4	Eiko Tomi Yama (October 31, 1963) New Appointment Outside Director Independent Director	<p>March 1986 Graduated Department of Russian Language, School of Foreign Language, Tokyo University of Foreign Studies</p> <p>April 1986 Joined Itoman Co., Ltd.</p> <p>August 1989 Temporary Employee, Television Niigata Network Co., Ltd. (interpretation, translation, explanation and international exchange, etc.)</p> <p>April 1994 Court Interpreter, Niigata District Court</p> <p>March 2002 Doctor, Completed Doctoral Course, Major in Multisocial Studies, Graduate School of Modern Society and Culture, Niigata University (Economics)</p> <p>April 2006 Assistant Professor, Associate Professor, Graduate School of Entrepreneurial Studies, Graduate Institute for Entrepreneurial Studies, Niigata Sogo Gakuen</p> <p>April 2010 Professor, Graduate School of Entrepreneurial Studies, Graduate Institute for Entrepreneurial Studies, Niigata Sogo Gakuen (to present)</p> <p>April 2014 Vice President in charge of Regional/International Affairs, Graduate Institute for Entrepreneurial Studies, Niigata Sogo Gakuen (to present)</p> <p>June 2018 Director (to present)</p> <p>(Significant concurrent positions)</p> <ul style="list-style-type: none"> • Professor, Graduate School of Entrepreneurial Studies, Graduate Institute for Entrepreneurial, Niigata Sogo Gakuen • Vice President in charge of Regional/International Affairs, Graduate Institute for Entrepreneurial Studies, Niigata Sogo Gakuen 	300	None
		(Number of attendances at Board of Directors meetings) 10 / 10		
	<p>(Reasons for selecting the candidate for Director who is Audit and Supervisory Committee Member)</p> <p>Eiko Tomiyama is currently as Outside Director of the Company and her period of service will be one year at the conclusion of this Annual General Meeting of Shareholders.</p> <p>Her appropriate advice, suggestions and decision-making have been effectively reflected in the management of the Company from an objective and neutral viewpoint.</p> <p>She has not directly been involved in corporate management other than serving as an Outside Director, she has mainly studied the global marketing field of the automobile industry, including those in emerging countries for many years, accumulating significant knowledge and experience as an expert in economy and business management. For these reasons, she is deemed able to adequately perform the duties as a Director who is Audit and Supervisory Committee Member. In the expectation that she will supervise the management of the Company, she has been selected as a candidate for Director who is Audit and Supervisory Committee Member.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Relationship of special interests with the Company
5	Ryuichi Shimamune (August 16, 1955) New Appointment Outside Director Independent Director	April 1978 Joined Kanto-shinetsu National Tax Agency July 2009 Superintendent, Ojiya Tax Office July 2015 Manager, Investigation and Inspection Division, Kanto-shinetsu National Tax Agency August 2016 Established Ryuichi Shimamune Certified Tax Accountant Office October 2017 Representative Certified Tax Accountant, Saito & Shimamune Tax Accountants Corporation (to present)	0	None
	<p>(Reasons for selecting the candidate for Director who is Audit and Supervisory Committee Member)</p> <p>Ryuichi Shimamune has been elected as a Substitute Audit & Supervisory Board Member in June 2018.</p> <p>Although he has not directly been involved in corporate management, he has expert knowledge and experience gained as a certified tax accountant through the engagement in administrative affairs relating to national tax. For these reasons, he is deemed able to adequately perform the duties as a Director who is Audit and Supervisory Committee Member. In the expectation that he will supervise the management of the Company, he has been newly selected as a candidate for Director who is Audit and Supervisory Committee Member.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Relationship of special interests with the Company
6	Kiyoshi Suzuki (April 20, 1952) New Appointment Outside Director Independent Director	<p>April 1975 Joined Sankyo Electric Company (currently SANDEN HOLDINGS CORPORATION)</p> <p>September 2000 General Manager of Quality Division, Sanden Corporation (currently SANDEN HOLDINGS CORPORATION)</p> <p>June 2003 Director & Corporate Officer, General Manager of Technology Division, the said Company</p> <p>June 2005 Director & Executive Corporate Officer, General Manager of Technology Division, the said Company</p> <p>June 2007 Senior Director in charge of Technology, IT and Corporate Planning, the said Company</p> <p>January 2014 Senior Executive Officer, Head of Technology Development Division, PARAMOUNT BED CO., LTD.</p>	0	None
	<p>(Reasons for selecting the candidate for Director who is Audit and Supervisory Committee Member)</p> <p>Kiyoshi Suzuki has an extensive range of management experience as Director of a global company and a wide range of achievements mainly in the fields of new technology development, new product development and quality assurance. For these reasons, he is expected to supervise the management of the Company, he has been newly selected as a candidate for Director who is Audit and Supervisory Committee Member.</p>			

(Notes)

1. Each of the candidates has no special interests with the Company.
2. Etsuo Saiki, Eiko Tomiyama, Ryuichi Shimamune and Kiyoshi Suzuki are candidates for Outside Directors. Etsuo Saiki and Eiko Tomiyama have been designated as Independent Directors as set forth by the Tokyo Stock Exchange and notification thereof has been submitted to said Exchange. If the election of both of them is approved, they will be continued to be designated as Independent Directors. If Ryuichi Shimamune and Kiyoshi Suzuki are elected as Directors who are Audit and Supervisory Committee Members, the Company will designate them as Independent Directors as set forth by the Tokyo Stock Exchange.
3. The Company has agreements with Etsuo Saiki and Eiko Tomiyama to limit the liability for damages as prescribed in Article 423, Paragraph 1, of the Companies Act pursuant to the provisions of Article 427, Paragraph 1 of the same act. The maximum amount of liability pursuant to the agreement is the minimum amount of liability stipulated in Article 425, Paragraph 1, of said Act. If the election of both of them is approved, the Company will continue said agreement with each of them. In addition, if Ryuichi Shimamune and Kiyoshi Suzuki are elected as Directors who are Audit and Supervisory Committee Members, the Company will conclude an equivalent agreement with each of them.

Proposal 4: Determination of Amount of Remuneration for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The Company obtained approval from its shareholders at the 70th Annual General Meeting of Shareholders held on June 26, 2015 that the amount of remuneration, etc. to Directors is to be no more than ¥400 million per year (no more than ¥50 million per year of which is for Outside Directors; excluding employees' salaries). If Proposal 1 "Partial Amendments to the Articles of Incorporation" is approved as proposed, the Company will make a transition to a company with audit and supervisory committee.

Accordingly, the Company proposes to abolish the current provisions for the amount of remuneration for Directors and to set the amount of remuneration for Directors (excluding Directors who are Audit and Supervisory Committee Members; the same applies in this proposal) after the transition to a company with audit and supervisory committee to be no more than ¥380 million per year (no more than ¥50 million per year of which is for Outside Directors), taking current economic conditions and others into consideration.

This remuneration will not include employees' salary for Directors concurrently serving as employees as before.

The number of Directors will be changed from nine (9) to six (6) if Proposal 1 "Partial Amendments to the Articles of Incorporation" and Proposal 2 "Election of Six (6) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)" are approved as proposed.

This proposal shall come into effect provided that the amendments to the Articles of Incorporation come into effect as stipulated in Proposal 1 "Partial Amendments to the Articles of Incorporation."

Proposal 5: Determination of Amount of Remuneration for Directors Who Are Audit and Supervisory Committee Members

If Proposal 1 "Partial Amendments to the Articles of Incorporation" is approved as proposed, the Company will make a transition to a company with audit and supervisory committee.

Accordingly, the Company proposes to set the amount of remuneration for Directors who are Audit and Supervisory Committee Members after the transition to a company with audit and supervisory committee to be no more than ¥105 million per year, taking current economic conditions and others into consideration.

The number of Directors who are Audit and Supervisory Committee Members will be six (6) (four (4) of whom are Outside Directors) if Proposal 1 "Partial Amendments to the Articles of Incorporation" and Proposal 3 "Election of Six (6) Directors Who Are Audit and Supervisory Committee Members" are approved as proposed.

This proposal shall come into effect provided that the amendments to the Articles of Incorporation come into effect as stipulated in Proposal 1 "Partial Amendments to the Articles of Incorporation."

Proposal 6: Determination of Amount and Details of Remuneration, Etc. for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members) in Form of Stock-based Compensation Stock Option

The Company obtained approval from its shareholders at the 70th Annual General Meeting of Shareholders held on June 26, 2015 that the amount of remuneration, etc. to Directors is to be no more than ¥400 million per year (no more than ¥50 million per year of which is for Outside Directors; excluding employees' salaries), and that it would issue stock acquisition rights as stock-based compensation stock options to its Directors (excluding Outside Directors) within the amount of the remuneration, etc. approved thereunder. If Proposal 1 "Partial Amendments to the Articles of Incorporation" is approved as proposed, the Company will make a transition to a company with audit and supervisory committee.

Accordingly, subject to approval of Proposal 4 "Determination of Amount of Remuneration for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)" as proposed, the Company proposes for approval to abolish the current provisions for the amount of remuneration, etc. for Directors in form of stock options, and to issue stock acquisition rights as stock-based compensation stock options to Directors (excluding Directors who are Audit and Supervisory Committee Members; the same applies in this proposal) after the transition to a company with audit and supervisory committee within the amount of the remuneration, etc. proposed herein, taking current economic conditions and others into consideration.

The number of Directors excluding Outside Directors who are eligible for the current stock-based compensation stock options will be changed from seven (7) to six (6) if Proposal 1 "Partial Amendments to the Articles of Incorporation" and Proposal 2 "Election of Six (6) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)" are approved as proposed.

This proposal shall come into effect provided that the amendments to the Articles of Incorporation come into effect as stipulated in Proposal 1 "Partial Amendments to the Articles of Incorporation."

The reasons to grant stock acquisition rights as remuneration, etc. for Directors, the total number of stock acquisition rights as stock options and the specific details of stock acquisition rights to be granted to Directors as stock options are as follows:

1. Reasons to grant stock acquisition rights as remuneration, etc. for Directors

The Company will grant stock acquisition rights in order to improve a linkage between remuneration, etc. of Directors of the Company and the Company's business performance and shareholder returns.

2. Details of stock acquisition rights

(1) Class and Number of shares to be issued upon exercise of the stock acquisition rights

The maximum total number of shares subject to the stock acquisition rights to be issued within one (1) year from the date of the Annual General Meeting of Shareholders for each fiscal year shall be 50,000 shares of common stock of the Company; provided, however, that if the number of shares to be granted as specified below is adjusted, such number shall be adjusted to the amount calculated by multiplying the number of shares to be granted after the adjustment by the total number of stock acquisition rights.

The number of shares to be issued upon exercise of each of the stock acquisition rights (hereinafter the "Number of Shares Granted") shall be 100 shares of common stock of the Company. In the event that the Company splits its common stock (including the gratis allotment of the Company's common stock, the same applies hereinafter) or consolidates its common stock after the date of resolution of this proposal, the Number of Shares Granted will be adjusted in accordance with the following formula. Any fraction of less than one (1) share resulting from the adjustment shall be disregarded.

$$\text{Adjusted Number of Shares Granted} = \text{Number of Shares Granted before adjustment} * \text{Ratio of split or consolidation}$$

In addition to the above, in the event that the Company needs to adjust the Number of Shares Granted, the Company may adjust the Number of Shares Granted to the extent the Company considers reasonable.

(2) Total number of the stock acquisition rights

The maximum total number of stock acquisition rights to be issued within one (1) year from the date of the Annual General Meeting of Shareholders for each business year shall be 500.

(3) Amount to be paid in for the stock acquisition rights

The amount to be paid in for each stock acquisition right shall be determined by the Board of Directors based on the fair value of the stock acquisition rights calculated upon granting the stock acquisition rights.

(4) Price of assets contributed upon exercise of stock acquisition rights

The price of assets contributed in exercising the stock acquisition rights shall be the amount obtained by multiplying the paid-in amount of one (1) yen per share to be granted by the exercise of the stock acquisition rights by the Number of Shares Granted.

(5) Exercise period of the stock acquisition rights

The exercise period of the stock acquisition rights shall be determined, by the Board of Directors that prescribe the subscription requirements for the stock acquisition rights, to be up to 30 years from the day immediately following the date of grant of the stock acquisition rights.

(6) Restrictions on the transfer of the stock acquisition rights

Transfer of the stock acquisition rights requires approval of the Board of Directors of the Company.

(7) Conditions for exercise of the stock acquisition rights

Persons who have been granted the stock acquisition rights may exercise their stock acquisition rights after the day immediately following the date of losing of any statuses of Director and Executive Officer, in principle. Other conditions for exercise of the stock acquisition rights will be determined by the Board of Directors that prescribes the subscription requirements for the stock acquisition rights.

(8) Other details of the stock acquisition rights

Further details of Items (1) through (7) and other matters regarding the stock acquisition rights shall be determined by the Board of Directors that prescribes the subscription requirements for the stock acquisition rights.