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(Stock Exchange Code 5011)
June 8, 2021

To Shareholders with Voting Rights:

Manabu Obata
President and Representative Director
Nichireki Co., Ltd.
4-3-29, Kudan-kita, Chiyoda-ku, Tokyo

NOTICE OF CONVOCAION OF THE 77th ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

We hereby inform you that the 77th Annual General Meeting of Shareholders of Nichireki Co., Ltd. (the “Company”) will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights in writing or via the Internet, etc. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. Japan time on Monday, June 28, 2021, by following the directions on pages 3 and 4 of the Japanese version of this document.

1. Date and Time: Tuesday, June 29, 2021 at 10:00 a.m. Japan time

2. Venue: 2nd Floor Diamond Room at Hotel Grand Palace
located at 1-1-1, Iidabashi, Chiyoda-ku, Tokyo, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. Report on the Business Report, the Consolidated Financial Statements for the Company’s 77th Fiscal Year (April 1, 2020 - March 31, 2021), and the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Board of Auditors
 2. Report on the Non-consolidated Financial Statements for the Company’s 77th Fiscal Year (April 1, 2020 - March 31, 2021)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Election of Twelve (12) Directors
Proposal 3: Election of One (1) Auditor

- When attending the meeting, you are kindly requested to present the enclosed voting form to the receptionist.
- Pursuant to the provisions of applicable laws and regulations as well as the Company’s Articles of Incorporation, the Notes to the Consolidated Financial Statements and the Notes to the Non-consolidated Financial Statements are posted on the Company’s website and thus not provided in the documents attached to this Notice of Convocation. The Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Board of Auditors and the Accounting Auditor, respectively, include, in addition to the items presented in the documents attached to this Notice of Convocation, items presented in the Notes to the Consolidated Financial Statements and the Notes to the Non-consolidated Financial Statements posted on the Company’s website.
- If any revisions are made to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements, or the Non-consolidated Financial Statements, the revisions will be posted on the Company’s website.

The Company’s website: <https://www.nichireki.co.jp/>

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

We uphold the basic policy of paying stable and consistent dividends to shareholders while ensuring internal reserves necessary for future business development and strengthening the Company's financial structure. Based on this policy and in light of the business performance for the current fiscal year as well as business plans going forward, we propose the appropriation of surplus as follows.

Matters regarding the term-end dividend

- 1) Type of dividend property
Cash
- 2) Allotment of dividend property to shareholders and the total dividend amount
38 yen per share of the Company's common stock
Total amount: 1,150,311,984 yen
- 3) Date on which the dividend of surplus goes into effect
June 30, 2021

Proposal 2: Election of Twelve (12) Directors

The tenure of the office of all nine (9) Directors including two (2) Outside Directors will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, aiming to enhance its management structure even further, the Company proposes to increase the number of Directors by three and elect twelve (12) Directors including four (4) Outside Directors.

The candidates for Directors are as follows:

No	Name	Current positions and responsibilities at the Company
1	Manabu Obata [Reappointment]	President and Representative Director
2	Yasumori Takahashi [Reappointment]	Executive Vice President and Representative Director (General Manager, Administration Division and Head of Compliance)
3	Yuji Kawaguchi [Reappointment]	Senior Managing Director (East Japan Supervising Manager and Tokyo Area Manager)
4	Akiyoshi Hanyu [Reappointment]	Managing Director (General Manager, Technology Development Division and General Manager, Technical Department)
5	Katsumi Eri [Reappointment]	Managing Director (General Manager, Business Division and General Manager, Overseas Business Department)
6	Seiichi Nemoto [Reappointment]	Director (Kanto Area Manager)
7	Isamu Nagasawa [Reappointment]	Director (West Japan Supervising Manager and Kyushu Area Manager)
8	Jun Yamamoto [New appointment]	Senior Executive Officer (General Manager, Legal Affairs and Compliance Department and General Manager, Investment Strategy Office)
9	Osamu Kobayashi [Reappointment] [Outside Director] [Independent Officer]	Outside Director
10	Haruko Shibumura [Reappointment] [Outside Director] [Independent Officer]	Outside Director
11	Takuya Kidokoro [New appointment] [Outside Director] [Independent Officer]	Outside Auditor
12	Mieko Fukuda [New appointment] [Outside Director] [Independent Officer]	—

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
1	Manabu Obata (December 25, 1956) [Reappointment]	April 1982	Joined the Company	22,735
		May 2007	Executive Officer and Tokyo Area Manager of the Company President and Representative Director of Nichireki Tokushu Koji K.K.	
		June 2011	Senior Executive Officer and Vice General Manager, Business Division of the Company	
		June 2013	Managing Director and General Manager, Business Division of the Company	
		June 2015	President and Representative Director of the Company	
		June 2020	President and Representative Director of the Company (to present)	
[Reason for nomination as candidate for Director] Having led the sales divisions for many years, he has made major contributions to the business expansion and enhancement of business performance of the Group. The Company has nominated him as a candidate for Director based on its understanding that his abundant experience, capabilities, and knowledge as a corporate manager to date are indispensable to the management of the Company, in terms of promoting group management and aiming for the ongoing improvement of corporate value.				
2	Yasumori Takahashi (November 23, 1951) [Reappointment]	May 2003	Joined the Company as Advisor	33,624
		June 2003	Director and Vice General Manager, Administration Division of the Company	
		June 2007	Director, Senior Executive Officer, and Vice General Manager, Administration Division of the Company	
		June 2008	Managing Director and General Manager, Administration Division of the Company	
		June 2013	Senior Managing Director and General Manager, Administration Division of the Company	
		June 2017	Executive Vice President and Representative Director of the Company	
June 2020	Executive Vice President and Representative Director of the Company (to present)			
[Reason for nomination as candidate for Director] Having overseen for many years the entire administration division, including the general affairs, human resources, and accounting departments, and been in charge of the corporate planning division, he has contributed to strengthening the Group's administrative and organizational management framework. The Company has nominated him as a candidate for Director based on its understanding that his extensive experience and knowledge are indispensable to the management of the Company.				
3	Yuji Kawaguchi (March 16, 1958) [Reappointment]	April 1980	Joined the Company	13,931
		June 2011	Director, Senior Executive Officer, and Kanto Area Manager of the Company President and Representative Director of Nichireki Road Co., Ltd.	
		June 2013	Managing Director and Kanto Area Manager of the Company President and Representative Director of Nichireki Road Co., Ltd.	
		April 2018	Managing Director and Tokyo/Kanto Supervising Manager of the Company	
		June 2018	Senior Managing Director and Tokyo/Kanto Supervising Manager of the Company	
		April 2021	Senior Managing Director and East Japan Supervising Manager of the Company (to present)	
[Reason for nomination as candidate for Director] Having engaged in sales operations for many years and served as the Area Manager over the branches, a President of a Group company, and a Supervising Manager, he contributed to the enhancement of business performance of the Group. The Company has nominated him as a candidate for Director based on its understanding that his abundant experience and knowledge as well as his track record and insight as a corporate manager of a Group company are indispensable to the management of the Company, in terms of promoting group management.				

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
4	Akiyoshi Hanyu (October 9, 1958) [Reappointment]	April 1982	Joined the Company	12,890
		June 2011	Executive Officer and General Manager, Technical Research Center of the Company	
		June 2013	Director, Senior Executive Officer, and General Manager, Technical Research Center of the Company	
		June 2015	Managing Director and General Manager, Engineering and Manufacturing Division of the Company	
		April 2020	Managing Director and General Manager, Technology Development Division of the Company	
		June 2020	Managing Director and General Manager, Technology Development Division of the Company (to present)	
[Reason for nomination as candidate for Director] Having engaged in research and development and technology-related operations for many years, he has promoted the development of the Company's products and construction techniques. As head of the Technology Development Division, he has led the Group's technological development and contributed to the enhancement of business performance. The Company has nominated him as a candidate for Director based on its understanding that his high level of expertise and insight, abundant experience, and innovation capabilities are indispensable to the Company's management.				
5	Katsumi Eri (April 14, 1958) [Reappointment]	September 1981	Joined the Company	16,595
		June 2010	Executive Officer and Kansai Area Manager of the Company President and Representative Director of Kinki Nichireki Koji K.K.	
		June 2013	Senior Executive Officer and Tokyo Area Manager of the Company President and Representative Director of Nichireki Tokushu Koji K.K.	
		April 2014	Senior Executive Officer and Vice General Manager, Business Division of the Company	
		June 2015	Managing Director and General Manager, Business Division of the Company	
		June 2020	Managing Director and General Manager, Business Division of the Company (to present)	
[Reason for nomination as candidate for Director] Having engaged in sales operations for many years and served as the Area Manager over the branches, a President of a Group company, and subsequently, as the General Manager of the Business Division, he has led the business promotion activities of the Group and contributed to the enhancement of business performance. The Company has nominated him as a candidate for Director based on its understanding that his abundant business experience, track record, and insight are indispensable to the Company's management, in terms of aiming for the improvement of its corporate value through sustainable growth.				

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
6	Seiichi Nemoto (September 7, 1958) [Reappointment]	April 1982 June 2013	Joined the Company Senior Executive Officer and Kyushu Area Manager of the Company President and Representative Director of Kyushu Nichireki Koji K.K.	9,023
		May 2014 June 2017 April 2018 June 2020 (Significant concurrent positions) President and Representative Director of Nichireki Road Co., Ltd.	Senior Executive Officer and Tokyo Area Manager of the Company President and Representative Director of Nichireki Tokushu Koji K.K. Director, Senior Executive Officer, and Tokyo Area Manager of the Company President and Representative Director of Nichireki Tokushu Koji K.K. Director, Senior Executive Officer, and Kanto Area Manager of the Company Director and Kanto Area Manager of the Company (to present)	
[Reason for nomination as candidate for Director] Having engaged in sales operations for many years and served as the Area Manager over the branches and a President of a Group company, he contributed to the enhancement of business performance of the Group. The Company has nominated him as a candidate for Director based on its understanding that his abundant business experience as well as his track record and insight as a corporate manager of a Group company are indispensable to the management of the Company, in terms of promoting group management.				
7	Isamu Nagasawa (July 28, 1959) [Reappointment]	April 1983 April 2015	Joined the Company Executive Officer and Hokkaido Area Manager of the Company President and Representative Director of Hokkaido Nichireki Koji K.K.	16,642
		May 2017 June 2017 April 2019 April 2021	Executive Officer and Vice General Manager, Engineering and Manufacturing Division of the Company Director, Senior Executive Officer, and Vice General Manager, Engineering and Manufacturing Division of the Company Director, Senior Executive Officer, and Kyushu/Chugoku Supervising Manager of the Company Director and West Japan Supervising Manager of the Company (to present)	
[Reason for nomination as candidate for Director] Having engaged in sales operations for many years and served as the Area Manager over the branches, a President of a Group company, the Vice General Manager of the Engineering and Manufacturing Division, and Supervising Manager, he contributed to the enhancement of business performance. The Company has nominated him as a candidate for Director based on its understanding that his abundant business experience as well as his track record and insight as a corporate manager of a Group company will be indispensable to the management of the Company, in terms of promoting group management.				

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
8	Jun Yamamoto (July 31, 1966) [New appointment]	March 2020	Joined the Company General Manager, Legal Affairs Office and General Manager, Compliance Office of the Company	947
	April 2020	Senior Executive Officer and General Manager, Legal Affairs and Compliance Department of the Company		
		April 2021	Senior Executive Officer, General Manager, Legal Affairs and Compliance Department, and General Manager, Investment Strategy Office of the Company	
[Reason for nomination as candidate for Director] At Mizuho Bank, Ltd., he experienced a wide range of banking and securities operations. After joining the Company, he has engaged in the legal affairs and compliance division and contributed to enhancing the Group’s compliance and risk management framework. The Company has nominated him as a candidate for Director based on its understanding that his high level of expertise, abundant experience, track record, and insight in the areas of legal affairs and finance are indispensable to the management of the Company.				
9	Osamu Kobayashi (May 20, 1956) [Reappointment] [Outside Director] [Independent Officer]	March 1983	Registered as a certified public accountant	33,000
	June 1983	Registered as a certified tax accountant		
		August 1996	Director of Kobayashi Accounting Office (to present)	
		June 2004	Outside Auditor of the Company	
		June 2015	Outside Director of the Company (to present)	
		(Significant concurrent positions) Outside Corporate Auditor of NOK CORPORATION		
[Reason for nomination as candidate for Outside Director and summary of expected roles] As a certified public accountant and a certified tax accountant, he has abundant experience, an extensive track record, and insight in corporate accounting and tax affairs. He has provided appropriate recommendations and advice at the Board of Directors meetings of the Company from an objective perspective independent from the members of management engaged in business execution. Accordingly, the Company has nominated him as a candidate for Outside Director in the hope of utilizing his high level of expertise and extensive experience for the management of the Company.				
10	Haruko Shibumura (December 6, 1964) [Reappointment] [Outside Director] [Independent Officer]	April 1994	Registered as an attorney-at-law (Daini Tokyo Bar Association) Joined Law Offices of Homma & Komatsu (currently Homma & Partners)	0
	April 1999	Partner Attorney, Homma & Partners (to present)		
	June 2015	Outside Auditor of the Company		
	June 2019	Outside Director of the Company (to present)		
		(Significant concurrent positions) Outside Director of TAMURA CORPORATION Outside Director (Director who is an Audit & Supervisory Committee Member) of Astellas Pharma Inc.		
[Reason for nomination as candidate for Outside Director and summary of expected roles] As an attorney, she has expertise, abundant experience, an extensive track record, and insight in corporate legal affairs including corporate compliance. She has provided appropriate recommendations and advice at the Board of Directors meetings of the Company from an objective perspective independent from the members of management engaged in business execution. Accordingly, the Company has nominated her as a candidate for Outside Director in the hope of utilizing her high level of expertise and extensive experience for the management of the Company.				

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
11	Takuya Kidokoro (September 23, 1974)	April 2001	Registered as an attorney-at-law (Tokyo Bar Association) Joined Okuno & Partners	0
	[New appointment]	April 2011	Partner, Okuno & Partners (to present)	
	[Outside Director] [Independent Officer]	June 2019	Outside Auditor of the Company (to present)	
[Reason for nomination as candidate for Outside Director and summary of expected roles] As an attorney-at-law, he has abundant experience and track records in corporate restructuring and corporate legal affairs, as well as considerable knowledge about corporate management. Since assuming office as Outside Auditor in June 2019, he has provided appropriate recommendations and advice at the Board of Directors meetings of the Company from a fair, objective, and independent position. Accordingly, the Company has nominated him as a candidate for Outside Director in the hope of utilizing his high level of expertise and extensive experience for the management of the Company.				
12	Mieko Fukuda (April 1, 1965)	April 2001	Registered as a small and medium enterprise management consultant (a member of Chuo Chapter, Tokyo Small and Medium Enterprise Management Consultant Association)	0
	[New appointment]	November 2019	Executive Officer and Director, NI Marketing Laboratory of Nippon Information Incorporated (to present)	
	[Outside Director] [Independent Officer]	April 2021	Representative, Fukumoku Research Office (to present)	
[Reason for nomination as candidate for Outside Director and summary of expected roles] She has abundant experience and specialist knowledge gained through her engagement in corporate management and marketing-related divisions. In particular, as a management consultant she possesses a high level of expertise in market research, analysis, and strategy development. The Company has nominated her as a candidate for Outside Director in the hope of utilizing her extensive experience, track records, and insight in the areas of organizational management and research for the management of the Company.				

- Notes:
1. There are no special interests between each candidate for Director and the Company.
 2. The Company has entered into directors and officers liability insurance agreements with insurance companies in order to cover damages that the insured may become liable for. If the candidates are (re-)elected, they will be insured under these insurance agreements. The Company plans to renew these agreements on the same terms at the time of the next renewal.
 3. Notes on Mr. Osamu Kobayashi, candidate for Outside Director
 - (1) Mr. Kobayashi is a candidate for Outside Director. Although he has never been involved in corporate management other than in the capacity of an Outside Director or an Outside Auditor, the Company has determined that he will be able to appropriately execute his duties as an Outside Director for the reasons stated above.
 - (2) His term of office as Outside Director will be six (6) years at the conclusion of this General Meeting of Shareholders.
 - (3) Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Kobayashi to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act. The limit of liability for damages under the agreement is the minimum amount of liability specified in Article 425, Paragraph 1 of the Companies Act. If the reelection of Mr. Kobayashi is approved, the Company intends to continue this agreement with him.
 - (4) The Company has designated Mr. Kobayashi as an independent officer as stipulated by the rules of the Tokyo Stock Exchange. If the reelection of Mr. Kobayashi is approved, the Company intends to continue his designation as an independent officer.
 4. Notes on Ms. Haruko Shibumura, candidate for Outside Director
 - (1) Ms. Shibumura is a candidate for Outside Director. Although she has never been involved in corporate management other than in the capacity of an Outside Director or an Outside Auditor, the Company has determined that she will be able to appropriately execute her duties as an Outside Director for the reasons stated above.
 - (2) Her term of office as Outside Director will be two (2) years at the conclusion of this General Meeting of Shareholders.
 - (3) Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Ms. Shibumura to limit her liability for damages under Article 423, Paragraph 1 of the Companies Act. The limit of liability for damages under the agreement is the minimum amount of liability specified in Article 425, Paragraph 1 of the Companies Act. If the reelection of Ms. Shibumura is approved, the Company intends to continue this agreement with her.
 - (4) The Company has designated Ms. Shibumura as an independent officer as stipulated by the rules of the Tokyo Stock Exchange. If the reelection of Ms. Shibumura is approved, the Company intends to continue her designation as an independent officer.
 5. Notes on Mr. Takuya Kidokoro, candidate for Outside Director
 - (1) Mr. Kidokoro is a candidate for Outside Director.
 - (2) His term of office as Outside Auditor will be two (2) years at the conclusion of this General Meeting of Shareholders.
 - (3) If the election of Mr. Kidokoro is approved, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company plans to enter into an agreement with Mr. Kidokoro to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act. The limit of liability for damages under the agreement is the minimum amount of liability specified in Article 425, Paragraph 1 of the Companies Act.
 - (4) The Company has designated Mr. Kidokoro as an independent officer as stipulated by the rules of the Tokyo Stock Exchange. If the election of Mr. Kidokoro is approved, the Company intends to designate him as an independent officer.
 6. Notes on Ms. Mieko Fukuda, candidate for Outside Director
 - (1) Ms. Fukuda is a candidate for Outside Director.
 - (2) If the election of Ms. Fukuda is approved, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company plans to enter into an agreement with Ms. Fukuda to limit her liability for damages under Article 423, Paragraph 1 of the Companies Act. The limit of liability for damages under the agreement is the minimum amount of liability specified in Article 425, Paragraph 1 of the Companies Act.
 - (3) The Company has designated Ms. Fukuda as an independent officer as stipulated by the rules of the Tokyo Stock Exchange. If the election of Ms. Fukuda is approved, the Company intends to designate her as an independent officer.

Proposal 3: Election of One (1) Auditor

Outside Auditor Mr. Takuya Kidokoro will resign from office at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of one (1) Outside Auditor. The Board of Auditors has previously given its approval to this proposal. The candidate for Auditor is as follows:

Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
Noriko Kawate (February 22, 1976) [New appointment] [Outside Auditor] [Independent Officer]	July 2001 Registered as a certified public accountant November 2004 Registered as a certified tax accountant February 2008 Representative Director of Clea Consulting Co., Ltd. (to present) May 2011 Outside Director of Ichigo Group Holdings Co., Ltd. (currently, Ichigo Inc.) (to present) November 2011 Registered as an U.S. certified public accountant February 2015 Partner, Cast Global Group (to present) (Significant concurrent positions) Outside Director of Ichigo Inc.	0
[Reason for nomination as candidate for Outside Auditor] As a certified public accountant and a certified tax accountant, she has abundant experience, track records, and insight in corporate finance and accounting. She possesses expertise mainly in M&A and organizational restructuring and is also well versed in operations such as business succession consulting and business revitalization advice. Accordingly, the Company has nominated her as a candidate for Outside Auditor in the hope of utilizing her high level of expertise and extensive experience for ensuring more appropriate audits.		

- Notes:
1. There are no special interests between Ms. Kawate and the Company.
 2. The Company has entered into directors and officers liability insurance agreements with insurance companies in order to cover damages that the insured may become liable for. If Ms. Kawate is elected, she will be insured under these insurance agreements. The Company plans to renew these agreements on the same terms at the time of the next renewal.
 3. Notes on Ms. Noriko Kawate, candidate for Outside Auditor
 - (1) Ms. Kawate is a candidate for Outside Auditor.
 - (2) If the election of Ms. Kawate is approved, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company plans to enter into an agreement with Ms. Kawate to limit her liability for damages under Article 423, Paragraph 1 of the Companies Act. The limit of liability for damages under the agreement is the minimum amount of liability specified in Article 425, Paragraph 1 of the Companies Act.
 - (3) The Company has designated Ms. Kawate as an independent officer as stipulated by the rules of the Tokyo Stock Exchange. If the election of Ms. Kawate is approved, the Company intends to designate her as an independent officer.