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(Stock Exchange Code 4619)  
May 31, 2022

**To Shareholders with Voting Rights:**

Hiroshi Onda  
President, COO  
NIHON TOKUSHU TORYO CO., LTD.  
3-23-2, Oji, Kita-ku, Tokyo

**NOTICE OF  
THE 116th ORDINARY GENERAL SHAREHOLDERS MEETING**

Dear Shareholders:

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

We are pleased to announce that the 116th Ordinary General Shareholders Meeting of NIHON TOKUSHU TORYO CO., LTD. (the “Company” or “Nittoku”) will be held for the purposes as described below.

In lieu of attending the meeting, you can exercise your voting rights in writing or via an electronic method (the Internet, etc.). Please review Reference Documents for the General Shareholders Meeting below, and exercise your voting rights by following the Instructions for the Exercise of Voting Rights on pages 3 and 4 of the Japanese version of this document, no later than 5:20 p.m. on Tuesday, June 21, 2022, Japan time.

**1. Date and Time:** June 22 (Wednesday), 2022 at 10:00 a.m. Japan time

**2. Place:** Hoku Topia Sky Hall on the 14th floor located at  
1-11-1, Oji, Kita-ku, Tokyo

\* Please refer to the map to the venue for the meeting provided at the end of the Japanese version of this document. Note that venue has changed from last year.

**3. Meeting Agenda:**

- Matters to be reported:**
1. The business report, consolidated financial statements for the Company’s 116th fiscal term (the fiscal year from April 1, 2021 to March 31, 2022) and results of audits by the Accounting Auditor and the Board of Auditors of the consolidated financial statements
  2. Non-consolidated financial statements for the Company’s 116th fiscal term (the fiscal year from April 1, 2021 to March 31, 2022)

**Proposals to be resolved:**

**Proposal 1:** Appropriation of Retained Earnings

**Proposal 2:** Partial Amendments to the Articles of Incorporation

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.

Of the documents to be provided with this Notice, the consolidated statement of changes in equity, notes to consolidated financial statements, statement of changes in equity and notes to non-consolidated financial statements are posted on the Company's website (<https://www.nttoryo.co.jp> [available only in Japanese version]) in accordance with provisions of laws and regulations as well as the Company's Articles of Incorporation and therefore are not provided in the appendix of this Notice. Auditors and Accounting Auditors audited the consolidated statement of changes in equity, notes to consolidated financial statements, statement of changes in equity and notes to non-consolidated financial statements posted on the above Company's website as the consolidated financial statements and non-consolidated financial statements, in addition to documents provided in the appendix of this Notice.

Should the appendix and the Reference Documents for the General Shareholders Meeting require revisions, the revised versions will be posted on the Company's website (<https://www.nttoryo.co.jp>).

<Requests to Shareholders>

- For preventing the spread of COVID-19, shareholders attending the meeting are asked to check the status of infection and their physical condition on the date of the meeting, and wear a mask or take other infection prevention measures.
- Please understand that infection prevention measures may be taken at the venue of the meeting, including operation staff wearing masks and installation of alcohol disinfectant.
- The above measures may change depending on the status of the pandemic and announcements from the government, etc. In the event that any major change is made to the operation of the meeting, such changes will be announced on the Company's website (<https://www.nttoryo.co.jp>). Please check the website as necessary.
- No gifts will be provided to shareholders attending the meeting. Also, no drinks will be served before the start of the meeting this year and no products will be displayed at the venue. We appreciate your understanding.

# Reference Documents for the General Shareholders Meeting

## Proposals and References

### **Proposal 1:** Appropriation of Retained Earnings

We pursue the substantial return of profit to our shareholders by strengthening profitability and maintaining a sound financial condition focused on cash flow, which has been positioned as an important management task of the Company.

On the other hand, the management environment surrounding the business of the Nittoku Group is experiencing major changes such as price competition as well as intensifying competition in development of high value-added paints with environmental and other measures, automobile technological innovation including electrification, and advancement of globalization in automobile production. To maintain competitiveness and improve profitability in the future, we must aggressively and continually make R&D and capital investment for new products and technologies, investment in overseas businesses for globally enhancing technical and productive abilities, and furthermore, investment in human resources who will serve as the foundation of the above.

Accordingly, based on the medium- to long-term management plan, with a focus placed on maintaining stable dividends and increasing internal funds for strategic investment described above, the distribution of profits is decided in comprehensive consideration of factors such as financial condition, profit levels, and the payout ratio as the Company's basic policy.

Based on the above policy, the year-end dividend for this fiscal year is proposed to be as described below.

### **Items Related to the Year-end Dividend**

(1) Type of dividend property

Cash

(2) Items related to the allocation of dividend property to shareholders and its total amount

22 yen per ordinary share                      total 479,890,268 yen

Therefore, the annual dividend will be a total of 40 yen per share including the interim dividend.

(3) Date the distribution of retained earnings comes into effect:

June 23, 2022

**Proposal 2:** Partial Amendments to the Articles of Incorporation

1. Reasons for amendments

The amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will come into force on September 1, 2022. Accordingly, in order to prepare for the introduction of the electronic provision system of materials for general shareholders meetings, the Company hereby proposes that the Articles of Incorporation of the Company be amended as follows.

- (1) The proposed Article 16, Paragraph 1 provides that information contained in the reference documents for the general shareholders meeting, etc. shall be provided electronically.
- (2) The purpose of the proposed Article 16, Paragraph 2 is to establish a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it.
- (3) The provisions related to the internet disclosure and deemed provision of reference documents for the general shareholders meeting, etc. (Article 16 of the current Articles of Incorporation) will become unnecessary and will therefore be deleted.
- (4) In line with the above establishment and deletion of the provisions, supplementary provisions related to the effective date, etc. shall be established.

2. Details of amendments

The details of the amendments are as follows.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p><u>Article 16 (Internet Disclosure and Deemed Delivery of Reference Documents for the General Shareholders Meeting, Etc.)</u></p> <p><u>In convening a general shareholders meeting, if the Company discloses information that is to be stated or indicated in the reference documents for the general shareholders meeting, business report, financial statements and/or consolidated financial statements through the internet in accordance with the ordinance of the Ministry of Justice, it may be deemed that the Company has provided such information to shareholders.</u></p> <p>&lt;Newly established&gt;</p>	<p>&lt;Deleted&gt;</p> <p><u>Article 16 (Measures for Electronic Provision, Etc.)</u></p> <p><u>In convening a general shareholders meeting, the Company shall provide information contained in the reference documents for the general shareholders meeting, etc. electronically.</u></p> <p><u>2. Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.</u></p>

<p>&lt;Newly established&gt;</p>	<p><u>Supplementary provisions</u></p> <ol style="list-style-type: none"> <li data-bbox="810 210 1409 591">1. <u>The deletion of Article 16 (Internet Disclosure and Deemed Delivery of Reference Documents for the General Shareholders Meeting, Etc.) of the Articles of Incorporation prior to the amendments and the establishment of Article 16 (Measures for Electronic Provision, Etc.) shall come into effect on September 1, 2022, the date of enforcement of the amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (the “Effective Date”).</u></li> <li data-bbox="810 595 1409 752">2. <u>Notwithstanding the provisions of the preceding paragraph, Article 16 of the current Articles of Incorporation shall remain in force with respect to a general shareholders meeting to be held on a date within six months from the Effective Date.</u></li> <li data-bbox="810 757 1409 913">3. <u>These supplementary provisions shall be deleted after the lapse of six months from the Effective Date or the lapse of three months from the date of the general shareholders meeting set forth in the preceding paragraph, whichever is later.</u></li> </ol>
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**Supplementary explanation of Proposal 2. Partial Amendments to the Articles of Incorporation**

The electronic provision system allows companies to provide materials for general shareholders meetings by posting materials for general shareholders meetings on the company's website, etc. and notifying shareholders of the website address, etc. in writing. It will become mandatory for listed companies to introduce the electronic provision system, and therefore, the Company will be required to introduce the electronic provision system for the next General Shareholders Meeting (June 2023) and will send the shareholders a simple convocation notice (notice stating the posting on the website and the website address, etc.). This is to change the means of provision of information to shareholders from “paper copy” to “electronic” means and the volume of information will not be restricted.

For general shareholders meetings from and after the application of the electronic provision system, shareholders who wish to receive materials for general shareholders meetings as paper copy may implement procedures for “requesting delivery of a paper copy”

Regarding the procedures for “requesting delivery of a paper copy,” please contact the securities company with which you have your account or the shareholder register administrator Mitsubishi UFJ Trust and Banking Corporation.