This translation may be used only for reference purposes. This English version is not an official translation of the original Japanese document. In cases where any differences occur between the English version and the original Japanese version, the Japanese version shall prevail.

(Securities Code: 4272)
June 8, 2017

To our Shareholders

1-1, Marunouchi 2-chome, Chiyoda-ku Tokyo
Nippon Kayaku Co., Ltd.
Masanobu Suzuki, President

# Notice of the 160th Annual Shareholders Meeting

Dear Shareholders:

We express our deep appreciation to each of the shareholders for their extraordinary daily support. You are cordially invited to attend the 160th Annual Shareholders Meeting of Nippon Kayaku Co., Ltd. (hereinafter "Company"). The meeting will be held as described below.
If you are unable to attend the meeting, you may exercise your voting rights by using either of the following methods. Please examine the accompanying "Reference Documents for Shareholders Meeting" and exercise your voting rights by 5:30 p.m. on Tuesday, June 27, 2017(JST).

**Voting in Writing**
Please indicate your vote "for" or "against" for each of the Proposals on the enclosed Voting Form, and return it to the Company by the deadline above.

**Exercise of Voting Rights via the Internet, etc.**
Please review the "Notice of Exercise of Voting Rights via the Internet, etc." (on page 3), and access the website (http://www.web54.net) for exercising voting rights designated by the Company, and then enter your vote "for" or "against" for each of the Proposals by the deadline above.

# PARTICULARS

**1. Date and Time: Wednesday, June 28 , 2017 at 10:00 a.m.(JST)**

**2. Place: Meiji Yasuda Life Insurance Building, 4F, MY PLAZA Hall**
**1-1, Marunouchi 2-chome, Chiyoda-ku, Tokyo**

**3. Agenda of the Meeting:**

**Matters to be Reported**

1. Report of the Business Report, the Consolidated Financial Statements, and Audit Reports for the Consolidated Financial Statements by the Financial Auditors and the Audit & Supervisory Board, for the 160th Business Year (from April 1, 2016 to March 31, 2017)
2. Report of the Non-Consolidated Financial Statements for the 160th Business Year (from April 1, 2016 to March 31, 2017)

**Matters to be Resolved**

**Proposal No. 1** Appropriation of Surplus

**Proposal No. 2** Election of Nine (9) Directors

**Proposal No. 3** Election of One (1) Member of Audit & Supervisory Board

**4. Matters Decided for the Convocation of Annual Shareholders Meeting**

**(Treatment of multiple voting for the same proposal)**

(1) If you exercise your voting rights both by mail and via the Internet etc., only your last vote to be received by the Company will be treated as valid. In case both votes are received at the Company on the same day, only the vote via the Internet etc., will be treated as valid.

(2) If you exercise your voting rights multiple times via the Internet etc., only your last vote will be treated as valid.

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○ You are kindly requested to present the enclosed Voting Form to the reception desk when you attend the Annual Shareholders Meeting in person.

○ Of the documents to be provided in this Notice, Notes to the Consolidated Financial Statements and Notes to the Non-consolidated Financial Statements have been posted on the Company's website(http://www.nipponkayaku.co.jp/) based on the applicable laws and regulations, and Article 16 of the Company's Articles of Incorporation and are not included in this Notice. Therefore the attached documents to this Notice are part of the Consolidated Financial Statements and Non-consolidated Financial Statements to be audited by the Audit & Supervisory Board Members and Financial Auditors in preparing the Audit Report, respectively.

○ In cases that attached documents to this Notice and/or "Reference Documents for Shareholders Meeting" are amended, such amendments will be posted on the Company's website(http://www.nipponkayaku.co.jp/).

○ This Notice has been posted on the Company's website(http://www.nipponkayaku.co.jp/ir/stock/meeting).
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# Notice of Exercise of Voting Rights via the Internet, etc.

## Ⅰ. Exercise of Voting Rights Via the Internet

1. Please access the website (http://www.web54.net) for exercising voting rights, enter the "Voting Right Exercise Code" and "Password" specified in the enclosed Voting Form, and then enter your vote "for" or "against" for each of the Proposals following the instructions on the display.
2. The shareholder will bear any connection fees of the Internet service provider or telecommunication charges upon using the website for exercising voting rights.

If you have any question regarding the exercise of voting rights via the Internet, please contact as follows:

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| Sumitomo Mitsui Trust Bank, Limited. Stock Transfer Agency Web Support.<br>Telephone: 0120-652-031 (Toll Free),<br>Business hours: 9:00-21:00 |

If you have any other inquiry, please contact as follows:

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| Sumitomo Mitsui Trust Bank, Limited. Stock Transfer Agency Department.<br>Telephone: 0120-782-031 (Toll Free),<br>Business hours: 9:00-17:00 (except Saturdays, Sundays and national holidays) |

## Ⅱ. Platform for Electronic Exercise of Voting Rights

The platform for electronic exercise of voting rights operated by ICJ Inc., will be available to nominee shareholders (including standing proxies), such as custodian trust banks if they apply for the use of such platform in advance.