(Tokyo Stock Exchange Code: 6306)

The 157th Business Year
Notice of Convocation of the Ordinary General Shareholders' Meeting

Time and Date

Thursday, June 25, 2020
10:00 a.m.

Venue

1st Floor hall, Head of Techno Center, Nikko Co., Ltd.

To prevent infection and spreading of the new coronavirus infection, and placing utmost priority on the safety of our shareholders, the Company has decided to hold the Ordinary General Shareholders' Meeting at a venue, which is larger than the previous year but in another building within the same premises.

Please refer to the map of the venue at the end of this notice and confirm the location upon attending the meeting.

[Request for refraining from attending the meeting in person]

The novel coronavirus infection is continuing to spread.
Please consider refraining from attending the Shareholders' Meeting in person to prevent the risk of infection, and instead, exercise your voting rights in writing (mail) or via the internet.
Further, the Company has decided to stop offering souvenirs to the shareholders attending the Ordinary General Shareholders' Meeting from this year. We appreciate your kind understanding.

Resolutions

Proposal 1 Appropriation of Surplus from the 157th Business Year
Proposal 2 Election of Eight Directors
Proposal 3 Election of One Corporate Auditor

Deadline for exercising voting rights in writing (mail) or via the internet.

Wednesday, June 24, 2020
Till 5 p.m.

Nikko Co., Ltd.

To Shareholders:

(Tokyo Stock Exchange Code: 6306)
June 8, 2020

1013-1, Eigashima, Okubo-cho, Akashi-shi, Hyogo Prefecture

Nikko Co., Ltd.

Representative Director and President Masaru Tsuji

Notice of Convocation of the 157th Ordinary General Shareholders' Meeting

We deeply thank you for your continued support.
We would like to notify you of the 157th Ordinary General Shareholders' Meeting of Nikko Co., Ltd., which will be held as described below.

If you are unable to attend the meeting, you may exercise your voting rights using one of the methods explained from the following page onwards. Please consider the reference materials attached to this notice and exercise your voting rights.

* ***From this year, the Company no longer offers souvenirs to the shareholders attending the Ordinary General Shareholders' Meeting. We appreciate your kind understanding.***

Meeting Details

1	**Time and Date**	From 10:00 a.m., Thursday, June 25, 2020	
2	**Venue**	1st Floor Hall, Techno Center, Nikko Co., Ltd. 1013-1, Eigashima, Okubo-cho, Akashi-shi, Hyogo Prefecture To prevent infection and spreading of the new coronavirus infection, and placing utmost priority on the safety of our shareholders, the Company has decided to hold the Ordinary General Shareholders' Meeting at a venue, which is larger than the previous year but in another building within the same premises. Please refer to the map of the venue at the end of this notice upon attending the meeting.	
3	**Meeting agenda**	**Reports**	1. Business report, consolidated financial statements and non-consolidated financial statements for the 157th business year (from April 1, 2019 to March 31, 2020) 2. Results of the audits of the consolidated financial statements for the 157th business year (from April 1, 2019 to March 31, 2020) by the Independent Auditor and Board of Corporate Auditors
		Resolutions	Proposal 1 Appropriation of Surplus from the 157th Business Year Proposal 2 Election of Eight Directors Proposal 3 Election of One Corporate Auditor

◎ When you arrive at the venue, please submit the enclosed Voting Rights Exercise Form at the reception desk at the venue.
◎ The following items have been posted on the Company's website (https://www.nikko-net.co.jp/soukai/) in accordance with the relevant laws and regulations as well as Article 16 of the Company's Articles of Incorporation and are not included in this notice of convocation. Therefore, the attachment to the notice of convocation are portions of the statements audited by the Corporate Auditors and the Independent Auditors in their preparation of the accounting audit report.
(i) Systems necessary to ensure that the execution of the duties by the Directors complies with applicable laws and regulations and the Articles of Incorporation, and to ensure that the other operations of Nikko Co., Ltd. and the operations of the group of enterprises consisting of Nikko Co., Ltd. and its subsidiaries are appropriate, overview of the operation of the internal control system and the basic policy regarding the control by the stock company of the Company's System and Policy of the Business Report
(ii) Consolidated Statements of Changes in Equity of the Consolidated Financial Statements and Notes to the Consolidated Statements
(iii) Non-consolidated Statements of Changes in Equity of the Financial Statements and Notes to the Statements
◎ If any revisions are made to the Business Report, Consolidated and Non-consolidated Financial Statements and the reference materials for the meeting, the corrected materials will be posted on the Company's above website.

How to Exercise Voting Rights

Voting rights at an Ordinary General Shareholders' Meeting are an important right of the shareholders.
We sincerely request you to consider the reference materials for the meeting, described later, upon exercising your voting rights.
The following three methods can be used for exercising voting rights.



Attending the Ordinary General Shareholders' Meeting in person

Please submit the enclosed Voting Rights Exercise Form at the reception desk.

Time and Date

Thursday, June 25, 2020
10:00 a.m. (the reception desk opens at 9:00 a.m.)



Exercise of voting rights in writing (mail)

Please indicate your approval or disapproval on each of the proposals on the enclosed Voting Rights Exercise Form and send it by mail. The form does not require a postal stamp.

Deadline for exercising voting rights:

Wednesday, June 24, 2020
The voting rights arriving by 5:00 p.m. will be accepted.



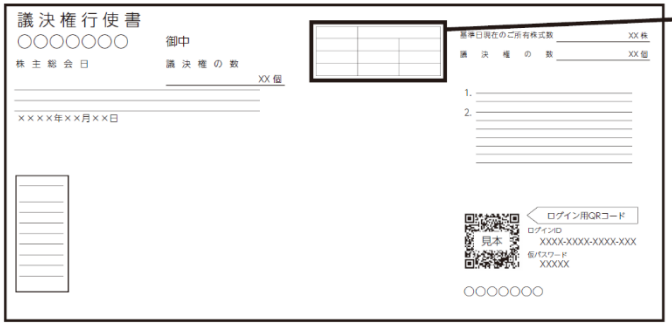
Exercise of voting rights via the internet

Please enter your approval or disapproval of the proposals in accordance with the instructions in the next page.

Deadline for exercising voting rights:

Wednesday, June 24, 2020
Input need be completed by 5:00 p.m.

How to fill the Voting Rights Exercise Form



*The Voting Rights Exercise Form is a representative image.

Enter your approval or disapproval here.

Proposal 2

- If you approve the election of all candidates
  - ≫ Draw a circle (○) in the **"Approve"** field.
  - ≫ Draw a circle (○) in the **"Disapprove"** field.
- If you disapprove the election of some of the candidates
  - ≫ Draw a circle (○) in the **"Approve"** field and enter the number of the candidate you disapprove.

Proposals 1 and 3

- If you approve the proposal
  - ≫ Draw a circle (○) in the **"Approve"** field.
- If you disapprove the proposal
  - ≫ Draw a circle (○) in the **"Disapprove"** field.

If you exercise your voting rights both in writing (mail) and via the internet, the voting rights exercised via the internet are accepted as the valid exercise of voting rights.
If you exercise your voting rights over several times via the internet, the final entry is accepted as the valid exercise of voting rights.

How to exercise voting rights via the internet

How to read the QR code

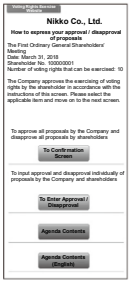
You may log in to the voting right exercise website without the log-in ID and temporary password in the Voting Rights Exercise Form.

1 Read the QR code printed in the Voting Rights Exercise Form.



*"QR code" is a registered trademark of Denso Wave Incorporated.

2 Please enter your approval or disapproval by following the instructions on the screen.



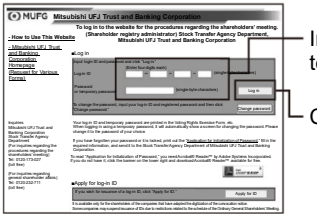
You can log in using the QR code only once.
If you wish to exercise the voting rights again or exercise the voting rights without using the QR code, see "How to enter login ID and temporary password" on the right.

How to enter login ID and temporary password

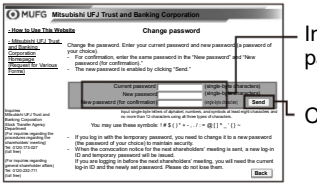
Voting right exercise website https://evote.tr.mufg.jp/

1 Access the voting right exercise website.

2 Enter the log-in ID and temporary password in the Voting Rights Exercise Form and click.



3 Register a "new password."



4 Please enter your approval or disapproval by following the instructions on the screen.

*The operation screen is a representative image.

Should you have any question or inquiry on how to operate a PC, smartphone or mobile phone for exercising your voting rights via the internet, please contact the helpdesk telephone number on the right.

Help Desk, Stock Transfer Agency Department, Mitsubishi UFJ Trust and Banking Corporation
0120-173-027
(Toll free; from 9:00 to 21:00)

Institutional investors may use the voting rights electronic execution platform for institutional investors operated by ICJ, Inc.

Proposal 1 Appropriation of Surplus from the 157th Business Year

The Company recognizes appropriate returns of profit to shareholders as one of the important management issues. Its basic policy is to decide the amount of dividends by comprehensively considering requirements for enhancement of internal reserve, etc., while intending, in principle, to pay dividends by reflecting its business performance for the concerned period.
Under this basic policy, the Company sets the year-end dividend for the period under review at 10.00 yen per share and adds 10.00 yen per share of dividend commemorating the 100th anniversary of the Company.
Further details are described below.

Matters regarding year-end dividends

(1) Type of dividend property
Cash

(2) Matters regarding appropriation of the dividend property to shareholders and its total amount
20.00 yen per share of common stock (ordinary dividend of 10.00 yen per share and commemorative dividend of 10.00 yen per share) 775,415,400 yen in total
The Company carried out a one-to-five split of its common stock effective on October 1, 2019. The Company paid an interim dividend of 100.00 yen per share with the record day of September 30, 2019. When calculating it before the share split, the Company's annual dividend would be 200.00 yen per share, combining the interim and year-end dividend of 100.00 per share each, and it would be 40.00 yen per share combining 20.00 yen per share each of interim and year-end dividends.

(3) Effective date of dividend of surplus
June 26, 2020

As a result, annual dividend for the current fiscal year including interim dividend is 40.00 yen per share of common stock.

Proposal 2 Election of Eight Directors

The Company emphasizes on management responsibility of its Directors and its Articles of Incorporation set the term of their office at one year so as to ask shareholders confidence in them every business year.
The term of office of all eight Directors will expire at the conclusion of this Ordinary General Shareholders' Meeting, and Nikko Co., Ltd. requests to elect eight Directors once again.
The candidates for Director are as described below.

Candidate number	Name (Date of birth)	Brief personal history, position and responsibility at Nikko Co., Ltd. (important concurrent positions)	The number of shares the candidate holds in the Company
1	Takahisa Nishikawa (Date of birth: March 31, 1959) Reappointment	April 1982 Joined Nikko Co., Ltd. June 2007 Executive Officer of Nikko Co., Ltd. June 2008 Director of Nikko Co., Ltd. June 2011 Managing Director of Nikko Co., Ltd. June 2012 Representative Director and President of Nikko Co., Ltd. June 2012 Internal control in-charge and General Manager of Technology Division of Nikko Co., Ltd. April 2019 Representative Director and Chairman (current) April 2019 Affiliates in-charge and General Manager of Manufacturing Division of Nikko Co., Ltd. (current)	109,500 shares
	[Reason for nomination as candidate for Director] Takahisa Nishikawa has appropriately supervised the management and taken decisions on important matters as the Representative Director and President since 2012 and Representative Director and Chairman since April 2019 and has been contributing to business expansion while working to improve the corporate value. Given his track record and based on the judgment that he is an appropriate human resource for realizing continuous improvement in the corporate value of the Company, Nikko Co., Ltd. requests to elect him again as Director.		
2	Masaru Tsuji (Date of birth: June 4, 1960) Reappointment	September 1987 Joined Nikko Co., Ltd. June 2007 Executive Officer of Nikko Co., Ltd. June 2008 Director of Nikko Co., Ltd. June 2011 Managing Director of Nikko Co., Ltd. April 2015 General Manager of Business Division and President of the Tokyo Head Office of Nikko Co., Ltd. June 2015 Senior Managing Director of Nikko Co., Ltd. April 2016 General Manager of Business Division of Nikko Co., Ltd. April 2019 Representative Director and President of Nikko Co., Ltd. (current) April 2019 Internal control in-charge and General Manager of Technology Division of Nikko Co., Ltd. (current)	91,500 shares
	[Reason for nomination as candidate for Director] Since 2019, Masaru Tsuji has appropriately supervised the management and taken decisions on important matters as the Representative Director and President and has formulated and been implementing the Medium-Term Management Plan while working to improve the corporate value. Given his track record and based on the judgment that he is an appropriate human resource for realizing continuous improvement in the corporate value of the Company, Nikko Co., Ltd. requests to elect him again as Director.		

Candidate number	Name (Date of birth)	Brief personal history, position and responsibility at Nikko Co., Ltd. (important concurrent positions)	The number of shares the candidate holds in the Company
3	Hiroyuki Sakurai (Date of birth: September 27, 1961) Reappointment	April 1985 Joined Nikko Co., Ltd. June 2007 Executive Officer of Nikko Co., Ltd. June 2008 Director of Nikko Co., Ltd. June 2013 Manager of Corporate Planning Department and General Affairs Department of Nikko Co., Ltd. June 2015 Managing Director of Nikko Co., Ltd. (current) June 2015 Deputy General Manager of Business Division (in charge of overseas), Manager of International Business Department and General Manager of Operations Division of Nikko Co., Ltd. April 2016 Deputy General Manager of Business Division, Manager of International Business Department and corporate planning and general affairs in-charge of Nikko Co., Ltd. April 2018 Corporate planning and general affairs in-charge of Nikko Co., Ltd. June 2018 General Manager of Corporate Planning Division of Nikko Co., Ltd. (current) <Important concurrent position> Chairman, Nikko (Shanghai) Construction Machinery Co., Ltd.	78,000 shares
	[Reason for nomination as candidate for Director] Hiroyuki Sakurai has appropriately supervised the management and taken decisions on important matters as Director, been in charge of administration of corporate planning and general affairs as Managing Director, and driven forward the management plan. Given his track record and based on the judgment that he is an appropriate human resource for realizing continuous improvement in the corporate value of the Company, Nikko Co., Ltd. requests to elect him again as Director.		
4	Hiroshi Fujii (Date of birth: January 16, 1959) Reappointment	April 1982 Joined Taiyo-Kobe Bank Limited (current Sumitomo Mitsui Banking Corporation) June 2003 Manager of Tsukiji Corporate Sales Department, Taiyo-Kobe Bank Limited April 2009 Manager of Kansai Corporate Solution Sales Department, SMBC Consulting Co., Ltd. June 2011 Director of Nikko Co., Ltd. June 2011 Manager of Financial Department of Nikko Co., Ltd. June 2013 Manager of Financial Department and Information Center in-charge of Nikko Co., Ltd. June 2015 Manager of Financial Department and legal affairs and Information Center in-charge of Nikko Co., Ltd. June 2018 Managing Director of Nikko Co., Ltd. (current) June 2018 General Manager of Financial Division of Nikko Co., Ltd. April 2020 General Manager of Financial Division and security export control in-charge of Nikko Co., Ltd. (current) <Important concurrent position> Representative Director and President, Nikko Kosan Co., Ltd. Representative Director and President, Nikko Baumaschinen GmbH	53,500 shares
	[Reason for nomination as candidate for Director] Hiroshi Fujii has appropriately supervised the management and taken decisions on important matters as Director, been in charge of Financial Department as Managing Director primarily leading the financial strategies, governed security export control and driven forward the management plan. Given his track record and based on the judgment that he is an appropriate human resource for realizing continuous improvement in the corporate value of the Company, Nikko Co., Ltd. requests to elect him again as Director.		

Candidate number	Name (Date of birth)	Brief personal history, position and responsibility at Nikko Co., Ltd. (important concurrent positions)	The number of shares the candidate holds in the Company
5	Toshifumi Kinugasa (Date of birth: October 26, 1960) Reappointment	April 1984 Joined Nikko Co., Ltd. June 2007 Executive Officer of Nikko Co., Ltd. October 2008 Manager of Engineering Department of Nikko Co., Ltd. April 2010 Manager of Design Department, Technology Division of Nikko Co., Ltd. June 2012 Director of Nikko Co., Ltd. (current) June 2012 General Manager of Manufacturing Division and Head Office Plant Manager of Nikko Co., Ltd. April 2013 General Manager of Manufacturing Division of Nikko Co., Ltd. April 2019 Head of Techno Center, Technology Division of Nikko Co., Ltd. (current) <Important concurrent position> Representative Director and President, Tombo Industry Co., Ltd.	63,000 shares
	[Reason for nomination as candidate for Director] Toshifumi Kinugasa has appropriately supervised the management and taken decisions on important matters as Director, been in charge of the Techno Center as Director, taken initiative in technology and design strategies, and driven forward the management plan. Given his track record and based on the judgment that he is an appropriate human resource for realizing continuous improvement in the corporate value of the Company, Nikko Co., Ltd. requests to elect him again as Director.		
6	Noriaki Nagahara (Date of birth: July 18, 1951) Reappointment	April 1984 Certified as attorney Joined Harada Law Firm October 1988 Succeeded Harada Law Firm January 2007 Established Kobe Jugobankan Law Firm and became Director. (current) June 2007 Outside Corporate Auditor of Nikko Co., Ltd. June 2015 Outside Director of Nikko Co., Ltd. (current) <Important concurrent position> Director, Kobe Jugobankan Law Firm	None
	[Reason for nomination as candidate for Outside Director] Noriaki Nagahara was nominated as a candidate for Outside Director so as to leverage his expert insight as a lawyer in management execution from an objective and neutral standpoint. While he is a candidate whose involvement in managing a company has been only as an outside director in the past, he has an excellent track record in corporate legal affairs from the expert standpoint as a lawyer and also has deep insight regarding management. Based on the judgment that he is capable of appropriately performing the duty of an outside director, Nikko Co., Ltd. requests to elect him again as Outside Director.		

Candidate number	Name (Date of birth)	Brief personal history, position and responsibility at Nikko Co., Ltd. (important concurrent positions)	The number of shares the candidate holds in the Company
7	Tsutomu Yuasa (Date of birth: June 27, 1946) Reappointment	April 1970 Joined Matsushita Electric Industrial Co., Ltd. (current Panasonic Corporation) April 2002 Joined Rock Field Co., Ltd. July 2002 Director of Rock Field Co., Ltd. July 2005 Managing Director of Rock Field Co., Ltd. July 2008 Representative Senior Managing Director of Rock Field Co., Ltd. July 2014 Vice-Chairman of the Board of Directors of Rock Field Co., Ltd. June 2016 Outside Director of Nikko Co., Ltd. (current)	5,000 shares
	[Reason for nomination as candidate for Outside Director] Tsutomu Yuasa has extensive knowledge and experience from being engaged in corporate management as a director of an operating company over many years. Based on the expectation that he would reflect that knowledge and experience in the management of Nikko Co., Ltd. Nikko Co., Ltd. requests to elect him again as Outside Director.		
8	Tomomi Nakayama (Date of birth: January 10, 1963) Reappointment	April 1982 Joined Nikko Co., Ltd. January 2011 Branch Manager, Chubu Branch of Nikko Co., Ltd. April 2013 Manager, AP Sales Department, Tokyo Head Office of Nikko Co., Ltd. July 2013 Manager, Asphalt Plant Sales Management Department, Tokyo Head Office of Nikko Co., Ltd. June 2015 Executive Officer of Nikko Co., Ltd. June 2015 Manager of Business Planning Department, Business Division, and Manager of Asphalt Plant Sales Management Department, Tokyo Head Office of Nikko Co., Ltd. April 2016 Manager of Business Planning Department, Business Division, Manager of Asphalt Plant Sales Management Department, and Director of AP Technology Center of Nikko Co., Ltd. April 2018 Manager of Business Planning Department, Business Division, Manager of Asphalt Plant Sales Management Department, Director of AP Technology Center, and Manager of Mobile Plant Business Department of Nikko Co., Ltd. April 2019 General Manager of Business Division, Manager of Business Planning Department, and Manager of Asphalt Plant Sales Management Department of Nikko Co., Ltd. (current) June 2019 Director of Nikko Co., Ltd. (current)	32,760 shares
	[Reason for nomination as candidate for Director] Tomomi Nakayama has appropriately supervised the management and taken decisions on important matters as Director, been in charge of the Business Division as Director, taken initiative in sales strategies of asphalt plants, the mainstay product of the Company's sales, and driven forward the management plan. Given his track record and based on the judgment that he is an appropriate human resource for realizing continuous improvement in the corporate value of the Company, Nikko Co., Ltd. requests to elect him again as Director.		

(Note) 1. There is no special interest between Nikko Co., Ltd. and each of the candidates.
2. Noriaki Nagahara and Tsutomu Yuasa are candidates for Outside Director.
3. Nikko Co., Ltd. has reported to the Tokyo Stock Exchange that Noriaki Nagahara and Tsutomu Yuasa as Independent Directors, whose designation is required by the exchange as directors who do not cause conflict of interests with general shareholders. If both are reappointed, Nikko Co., Ltd. plans to continue to appoint them as Independent Directors.
4. Noriaki Nagahara is currently serving as the Company's Outside Director and his term of office is eight years as Outside Corporate Auditor and five years as Outside Director with the conclusion of this Ordinary General Shareholders' Meeting. Tsutomu Yuasa is currently serving as Outside Director of Nikko Co., Ltd. and his term of office will be four years with the conclusion of this Ordinary General Shareholders' Meeting.
5. Nikko Co., Ltd. has entered into agreements with Noriaki Nagahara and Tsutomu Yuasa to limit their liability for damages and the maximum amount of their liability under these agreements is the amount provided for in laws and regulations. Upon approval of their election, Nikko Co., Ltd. plan to continue these agreements with them.

Proposal 3 Election of One Corporate Auditor

The term of office of Corporate Auditor Nobutaka Yasuda will expire at the conclusion of this Ordinary General Shareholders' Meeting, and Nikko Co., Ltd. requests to elect once again one Corporate Auditor.
Submission of this proposal has received the consent of the Board of Corporate Auditors.
The candidates for Corporate Auditors are as described below.

Name (Date of birth)	Brief personal history, position and responsibility at Nikko Co., Ltd. (important concurrent positions)		The number of shares the candidate holds in the Company
Nobutaka Yasuda (Date of birth: September 27, 1959) Reappointment	April 1982 April 2004 April 2005 October 2007 June 2010 January 2011 June 2012 April 2013 April 2015 June 2015 June 2019	Joined Nikko Co., Ltd. Deputy Manager, Construction Machinery Sales Department, Osaka Head Office of Nikko Co., Ltd. Branch Manager, Hokkaido Branch of Nikko Co., Ltd. Branch Manager, Chubu Branch of Nikko Co., Ltd. Executive Officer of Nikko Co., Ltd. Manager, BP Business Department of Nikko Co., Ltd. Manager, Business Planning Department of Nikko Co., Ltd. President of the Tokyo Head Office and Manager, Business Planning Department of Nikko Co., Ltd. Internal control in-charge of Nikko Co., Ltd. Audit & Supervisory Board Member of Nikko Co., Ltd. Senior Audit & Supervisory Board Member of Nikko Co., Ltd. (full-time) (current)	37,000 shares

[Reason for nomination as candidate for Corporate Auditor]
Nobutaka Yasuda has served as Branch Manager and President of a Head Office in the Company's Sales Department and is well-versed in its operations. Nikko Co., Ltd. requests to continue to elect him as Corporate Auditor based on the judgment that he is an appropriate human resource for performing audit to ensure soundness of the company.

(Note) 1. There is no special interest between Nikko Co., Ltd. and the candidate.
2. The Company's Articles of Incorporation stipulates contracts for limitation of liability with Corporate Auditors, but at the moment, it does not have a plan to sign the contract with the concerned candidate following the election.

End