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.

Security Code 7987
June 11, 2020

To shareholders with Voting Right

Hideaki Yumoto
President,
Nakabayashi Corporation
1-20 Kitahama-Higashi, Chuo-ku, Osaka
[Head Office 1-23, Chuo 2-chome, Joto-ku, Osaka]

Notice of the 70th Annual General Meeting of Shareholders

Now, we will convene our 70th Annual General Meeting of Shareholders as follows.

Recently, it has become strongly required to refrain from going out to prevent the spread of COVID-19 infections. Following careful consideration of this situation, we decided to convene the General Meeting of Shareholders after taking appropriate measures to prevent infections.

In view of the spread of infections, shareholders are encouraged to refrain from visiting the General Meeting of Shareholders on the day of the General Meeting of Shareholders and to exercise their voting rights in writing or via the Internet in order to prevent spread of infections.

Please review the reference documents for the general meeting of shareholders described below and request that you exercise your voting rights by 5:30 p.m. (our closing time) on June 25, 2020 (Thursday), according to the information described below.

Notes

1. Date and Time: June 26, 2020 (Friday) 10:00 a.m. (scheduled to commence at 9:30 a.m.)
2. Place: Our Osaka branch office 8th floor conference room, 2-1-23, Chuo, Joto-ku, Osaka

   This year, the number of seats available will be significantly less than the usual year, as the space between seats will be increased to prevent spread of infections. Therefore, even if you come to the venue, you may be refused entry. Thank you very much for your understanding in advance. In addition, from the perspective of reducing the risk of spread of infectious diseases and ensuring the continuity of the Company's business, it is possible that some of our executives will attend the meeting and attend the meeting online, regardless of their health status on the day of the General Meeting of Shareholders.
3. Meeting Agenda

   Matters to be reported 1. Contents of the 70th (April 1, 2019 to March 31, 2020) Business Report, Contents of the consolidated calculation documents, and Report on the results of the audit of the consolidated calculation documents of the accounting auditor and the audit committee

   2. Report on the contents of financial statements for the 70th fiscal term (from April 1, 2019 to March 31, 2020)

   Proposals to be Resolved

   Proposal No. 1 Appropriation of Surplus

   Proposal No. 2 Election of Six(6)Directors (excluding Directors who are Audit and Supervisory Committee Members)
4. Information on the exercise of voting right

(1) In the case of the exercise of voting rights in writing

Please indicate your approval or disapproval on the enclosed voting forms and return them to us by 5:30 p.m. (our business closing time) on June 25, 2020.

(2) In the case of the exercise of voting rights over the Internet

When exercising voting rights over the Internet, refer to the "Information on Internet Exercising Voting Rights" on page 3 of the attached document, and then exercise the voting rights on Thursday, June 25, 2020, by 5:30 p.m. (our business end time).

(3) In the event that voting rights are exercised in duplicate over the Internet with a written document, such voting rights over the Internet will be treated as a valid voting right exercise. In addition, in the event the voting rights are exercised more than once over the Internet or in duplicate over a personal computer or smartphone, the last exercise of voting rights shall be treated as a valid exercise of voting rights.

5. Other matters concerning the convocation of the general meeting of shareholders

Pursuant to laws and regulations and Article 14 of our Articles of Incorporation, the following matters are posted on our website (https://www.nakabayashi.co.jp/) in lieu of the information contained in the Reference Documents for Shareholders' Meetings, Business Reports, Financial Statements, and Consolidated Financial Statements. Therefore, the accompanying documents of this Convocation Notice are part of the audit conducted by the Audit Committee and the Independent Auditor when preparing the Audit Report.

(1) Matters related to business reports: "System to ensure that the execution of duties by directors conforms to laws and ordinances and the articles of incorporation, and System to ensure the appropriateness of other business operations", "Operational status of system to ensure the appropriateness of business operations"

(2) Matters concerning Consolidated Financial Statements:
"Consolidated Statements of Changes in Shareholders","Equity and Consolidated Notes"

(3) Matters related to financial statements: "Statement of Changes in Shareholders"," Equity and Individual Notes"

〜〜〜

Guidance for Exercise of Voting Rights via the Internet

Please acknowledge the following matters in advance when exercising voting rights over the Internet.

1. Voting website

The exercise of voting rights via the Internet is possible only by using the following website designated by us.

the website for exercising voting rights ：https://www.web54.net

2. Method of Exercising Voting Rights

(1) For users of PC

Please access the above address, use the "Voting Code" and "Password" on the enclosed voting form, and enter your approval or disapproval according to the page instructions.

(2) Those using smartphones

By reading the "Smartphone Voting Rights Exercise website Login QR Code" on the enclosed voting form, the voting rights can be exercised through the Smartphone Voting Rights Exercise website where the "Voting Rights Exercise Code" and "Password" are not required to be entered.

If the content of the exercise is changed after exercising the voting rights once, it is necessary to read the QR code again and enter the Voting Right Exercise Code and Password on the Voting Right Exercise Form.

3. Treatment of Exercise of Voting Rights

(1) The exercise period of voting rights is until 5:30 p.m. on June 25, 2020. Please exercise the voting rights immediately.

(2) When voting rights are exercised in duplicate in writing and over the Internet, the Company will treat those exercising voting rights over the Internet as valid voting rights. In addition, in the event the voting rights are exercised more than once over the Internet or in duplicate over a personal computer or smartphone, the last exercise of voting rights shall be treated as a valid exercise of voting rights.

(3) The fees (such as interconnection fees) for providers and telecommunications carriers when using the voting website will be borne by shareholders.

(4) The Voting Rights Exercise website may not be available depending on the Internet usage environment of PC.

4. Password and Exercise Code Handling

(1) Passwords are important information to confirm that the voters are the shareholders themselves. Please handle it with care, like a seal impression or personal identification number.

(2) If you make a mistake more than a certain number of times, you will not be able to use the password. If you wish to reissue your passwords, follow the instructions on the page.

(3) The Exercise Code on the Exercise Form is valid only for this General Meeting.

5. Contact information about operating procedures for PCs, etc.

(1) If you have any questions regarding the use of a computer on this site regarding the exercise of voting rights, please contact the following.

Dial dedicated to Web Support for the Sumitomo Mitsui Trust Bank, Limited

[Telephone] 0120(652) 031 (reception time: 9:00 to 21:00)

(2) For other inquiries, please contact the following address.

A. Shareholder who has an account with a securities company

For shareholders who have an account with a securities company, please contact your securities company.

A. Shareholders who do not have an account with a securities company (shareholders of a special account)

Stock Transfer Agency Bussiness Planning Department, Sumitomo Mitsui Trust Bank, Limited

[Telephone] 0120(782)031 (reception time ：9:00 to 17:00 except for holidays)

Reference Documents for the Annual General Meetings of Shareholders

Proposals and Reference Documents

Proposal No. 1 Appropriation of Surplus

Our basic policy on dividends is to maintain stable dividends in order to further improve profits, and to increase internal reserves while taking into account the strengthening of our management base and future business development, thereby ensuring a balance between the two.

In addition, we have decided to maintain a consolidated dividend payout ratio of 30% to 40% in the medium-term management plan formulated on May 10, 2018.

With regard to the year-end dividends for the current period, in light of the 70th Performance, I hope that they will be as follows. As a result, the consolidated dividend payout ratio will be 36.3%.

(1) Type of dividend property

Cash

(2) Matters related to the allocation of the property for distribution to the shareholders, and the aggregate amount of the dividend

12 yen per share of our common stock

Total dividend : 309,166,704 yen

(3) Effective date of the dividends of surplus

June 29, 2020

Item 2 Election of Six(6) Directors (excluding Directors who are Audit and Supervisory Committee Members)

At the conclusion of this general meeting, 11 directors (excluding those who are Audit Committee Members) will expire their term of office. I would like to request the appointment of six directors (excluding those who are Audit Committee Members). This proposal aims to enhance the board's flexibility to respond to dramatic changes in the economic environment and society, as well as to enhance the board's transparency and oversight function accordingly. At the board's meeting after the conclusion of this general meeting, the total number of boards, including auditors, ranges from 14 to 9 (three of which are outside boards). Outside boards constitute more than one-third of the board's total.

In addition, after consulting with the Nomination and Compensation Committee, the Audit Committee reviewed the proposal and received an opinion that it was appropriate.

The following are candidates for the board (excluding those who are members of the audit, etc.)

Candidate No.	Name		Present position in us or in any other company
1	Hajime Tsujimura	Reappointment	Chairman of the Board and Representative Director Representative Director of Matsue Biomass Power Co., Ltd.
2	Hideaki Yumoto	Reappointment	President and Representative Director Executive Manager of Sales Administration Division Representative Director of Franklin Planner Japan Ltd.
3	Kazuyoshi Nakabayashi	Reappointment	Senior Managing Director and Vice Director President of NB Nakabayashi Co., Ltd.
4	Kozo Nakanosho	Reappointment	Senior Managing Director and Vice Director Representative Director of Kokusai Chart Co., Ltd. Representative Director of Hakkosha Co., Ltd.
5	Yoji Maeda	Reappointment	Director and Managing Executive Officer Representative Director of Fuji Kogei Insatsu Co., Ltd.
6	Nobuyoshi Yamaguchi	Reappointment Outside Director	Outside Director Outside Director of Sakai Holdings Co., Ltd.

Candidate No. Name (Date of Birth) Number of Shares of the Company Owned	Brief biographical outline, position, responsibilities, and other important concurrent posts
Candidate No. 1 Reappointment  Hajime Tsujimura (November 4, 1953) ■ Number of our shares owned; 45,273 shares ■ Years served as director: 15 years	Apr. 1976 Joined our company Jun. 2005 Directors Apr. 2007 Managing Director Apr. 2008 Senior Executive Managing Director Apr. 2009 Representative Director Apr. 2009 General Manager of business division May. 2013 President and Representative Director of Matsue Biomass Power Co., Ltd. Jun. 2018 Chairman and Representative Director of the Company (to present) Dec. 2019 President and Representative Director of Matsue Biomass Power Co., Ltd.(to present) Significant Concurrent Positions Representative Director of Matsue Biomass Power Co., Ltd. <Reason for appointment> As our President and Representative Director, He has been responsible for the management of the Group and has been promoting new business development with leadership, and his extensive experience in his duties. We have determined that his strong knowledge of all aspects of management, which is based on this experience, contributes to the sustained improvement of our corporate value, which is essential to our management, and that we will continue to be qualified as a director.
Candidate No. 2 Reappointment  Hideaki Yumoto (March 1, 1959) ■ Number of our shares owned; 17,318 shares ■ Years served as director: 8 years	Dec.1984 Joined our company Jan. 2001 director of Sendai business office Apr. 2009 Deputy General Manager of Manufacturing and Sales Company, General Manager of Manufacturing and Sales Department. Apr.2010 Executive Officer Jun. 2012 Director and General Manager of Loas Sales Department Jun. 2013 General Manager of Related Sales Dept. Apr. 2016 President of Manufacturing and Sales Company Jun. 2016 Managing Executive Officer Jan. 2017 President and Representative Director of Franklin Planner Japan Co., Ltd. Jun. 2017 Managing Directors of the Company Jun. 2018 President and Representative Director (to present) General manager of business division (to present) Significant Concurrent Positions Representative Director of Franklin Planner Japan, Inc. <Reason for appointment> Based on his track record as a planning and sales representative and in charge of various sales channels ranging from regional to nationwide, his wealth of experience centered on products and sales channels, his track record in subsidiary management, and his track record in promoting and supervising all aspects of internal and external operations as managing directors and representative directors, we have decided to continue to be qualified as a director.

Candidate No. 3 Reappointment  Kazuyoshi Nakabayashi (February 16, 1975) ■ Number of our shares owned; 45,486 shares ■ Years served as director: 10 years	Apr. 1997 Joined our company Apr. 2008 Head of Manufacturing and Sales Company and General Manager of Planning Department Apr 2009 Executive Officer Deputy General Manager and Sales Division (to present) Jun. 2010 Director Jun. 2011 Managing Executive Officer Jun. 2012 Managing Director Jun. 2016 Senior Managing Director (to present) Dec.2017 President of NB Nakabayashi Co., Ltd. (to present) Jan. 2019 Executive Vice President of Teranishi Chemical Industry Co., Ltd. Jun. 2019 Representative Director of Teranishi Chemical Industry Co., Ltd. (to present) Significant Concurrent Positions President of NB Nakabayashi Co., Ltd. <Reason for appointment> As our senior managing director, he has been promoting the development of new businesses by taking advantage of his work experience in product sales, product planning, public relations, and overseas subsidiary management, and has been in charge of the management of the Group. Based on the fact that he has a high level of knowledge based on his wide range of experience, we have decided to continue to be qualified as a director.
Candidate No. 4 Reappointment  Kozo Nakanosho (December 2, 1956) ■ Number of our shares owned; 26,691 shares ■ Yearsserved as director: 10 years	Apr. 1979 Joined our company Apr. 2007 General Manager of DF Company Apr. 2009 Executive Officer Deputy General Manager, Sales Division(to present) Head of DF/commercial seal company Apr. 2010 President, Printing and Binding Company Jun. 2010 Director Jun. 2011 Representative Director of Hyogo Nakabayashi Co., Ltd. Jun. 2012 Managing Executive Officer Jun. 2014 Managing Director Jun. 2016 Senior Managing Director (to present) General manager of the Related Company Sep.2016 President and Representative Director of Hakkosha Co., Ltd. (to present) Mar. 2018 President and Representative Director of Kokusai Chart Co., Ltd. (to present) Significant Concurrent Positions Representative Director of Kokusai Chart Co., Ltd. Representative Director of Hakkosha Co., Ltd. <Reason for appointment> As our senior managing director, He has been in charge of the management of our group, and in the order-received manufacturing and sales division, He has a high level of knowledge based on a wide range of experience in dealing with various customers, in charge of purchasing division, and in the management of manufacturing subsidiaries. In light of the fact that he is promoting synergies among group companies, we have decided to continue to be qualified as a director.

Candidate No. 5 Reappointment  Yoji Maeda (October 29, 1961) ■ Number of our shares owned; 11,570 shares ■ Number of years served as director: 6 years	Apr. 1980 Joined our company Apr. 2011 General Manager, Product Management Department, Manufacturing and Sales Company Apr. 2012 Executive Officer Jun. 2012 Deputy General Manager of Related Companies Headquarters General Manager of Shimane Regional H.Q. President and Representative Director of Shimane Nakabayashi Co., Ltd. Jun. 2014 Director Jun. 2017 Managing Executive Officer Jun. 2018 Managing Director Apr. 2020 President and Representative Director of Fuji Kogei Insatau Co., Ltd. (to present) Significant Concurrent Positions Representative Director of Fuji Kogei Insatsu Co., Ltd. <Reason for appointment> He has been in charge of the distribution and manufacturing divisions, etc. and has a track record of innovation in the distribution divisions and abundant experience mainly in the manufacturing divisions. He has improved the performance of the manufacturing subsidiaries, and based on his track record in reforming the production system and improving the efficiency of facility upgrades, as well as a track record in developing new businesses, he has continued to be judged to be qualified as a director.
Candidate No. 6 Reappointment Outside Director  NobuyoshiYamaguchi (January 20, 1955) ■ Number of shares in our possession; 0 shares ■ Number of years served as director: 6 years	Apr. 1977 Joined The Kyowa Bank, Ltd. (currently Resona Bank, Limited) Jun. 2003 Executive Officer of Resona Bank, Ltd. Jun. 2010 Director and Senior Managing Executive Officer Apr. 2013 President of Resona Card Co., Ltd. Jun. 2014 Outside Director of the Company (to present) Apr. 2015 Senior Managing Director of Tokyo Kantei Co., Ltd. Dec.2015 Outside Director of SKI Co., Ltd. (currently SAKAI HOLDINGS CORPORATION) (to present) Jun. 2016 Outside Director, Audit and Supervisory Committee Member of Ushio Electric Co., Ltd. <Reason for appointment> Based on his wealth of experience as a corporate manager over many years, as an outside director, we have received useful opinions and suggestions for the management of the Company. In order to further strengthen the functions of the Board of Directors, we have decided to be qualified as a director.

(NOTE) 1. There is no special interest between the candidate and us.

2. Mr. Yamaguchi is a candidate for outside director.

3. When this General Meeting of Shareholders is closed, Yamaguchi's term of office as an outside director is six years.

4. We have entered into an agreement with Mr. Yamaguchi to limit liability for damages pursuant to Article 427, Paragraph 1 of the Companies Act and Article 33, Paragraph 2 of our Articles of Incorporation, and the maximum amount of liability for damages under such agreement shall be the minimum amount stipulated by law.

5. Mr. Nobuyoshi Yamaguchi meets the requirements for Independent Directors and Audit & Supervisory Board Members stipulated by the Tokyo Stock Exchange, and we have notified him as an Independent Director.

6. The number of Shares held by each Candidate includes the Shares held by the Directors Shareholding Association. (Rounded down to less than one share)