

Securities Code: 6569

June 11, 2018

Dear Shareholders

Ryuichi Shimizu
President and COO
N I S S O C O R P O R A T I O N
1-4-1 Shin Yokohama,
Kohoku-ku, Yokohama

Notice of the 38th Ordinary General Meeting of Shareholders

We would like to express our gratitude to all of our shareholders for your continued support.

This is to notify you that the 38th Ordinary General Meeting of Shareholders of NISSO CORPORATION (the "Company") will be held as described below. Your attendance at the meeting is cordially requested.

If you are unable to attend the meeting, you may exercise your voting rights either in writing or electromagnetically (via the internet, etc.). To do so, please kindly indicate your approval or disapproval on the voting rights exercise form enclosed herewith and return it to arrive by the 6 pm on June 27, 2018 (Wednesday) deadline, or please refer to "Instructions for the Exercise of Voting Rights via the Internet" as described hereinafter (Page 2).

1. **Date and Time** Thursday, June 28, 2018 at 10:00 a.m. (Japan Standard Time)
(Reception starts at 9:00 a.m.)
 2. **Venue** Shin Yokohama Prince Hotel, 3F Nocturne Banquet Hall
3-4 Shin Yokohama, Kohoku-ku, Yokohama
(Please refer to the guide map for the venue at the end.)
 3. **Agenda for the Meeting**
 1. Business Report and Consolidated Financial Statements for the 38th Fiscal Year (April 1, 2017 - March 31, 2018) and the results of the audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Board
 2. Non-consolidated Financial Statements for the 38th Fiscal Year (April 1, 2017 - March 31, 2018)
- Items to be resolved**
- | | |
|-------------------|----------------------------------|
| Proposal 1 | Appropriation of Surplus |
| Proposal 2 | Election of 6 Managing Directors |

For those attending, please kindly submit the enclosed voting rights exercise form at the reception desk on arrival at the meeting.

In the event that revisions are made to the Reference Materials for the General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements or Consolidated Financial Statements, please refer to the Company website (<https://www.nisso.co.jp/>) where we will post the revised matters on the internet.

Instructions for the Exercise of Voting Rights via the Internet

1. Exercise of your voting rights via the Internet

(1) In place of exercising your voting rights in writing, voting rights can be exercised from the "Exercise of Voting Rights Website" (URL below) designated by the Company. Shareholders who wish to exercise their voting rights online are asked to enter the voting code and password listed on the right hand side of the enclosed voting rights exercise form by following the instructions on the screen. To ensure security, it will be necessary to change your password when you log in for the first time.

<https://soukai.mizuho-tb.co.jp/>

(2) It is necessary to submit your vote by the **June 27, 2018 (Wednesday) 6:00 p.m. (Japan Standard Time) deadline**. We kindly ask you to exercise your vote at your earliest convenience.

(3) In the event that you duplicate your vote (i.e., by writing and via the internet), only your Internet vote will be considered valid. In the event that you vote more than once over the Internet, your final vote will be considered valid.

(4) Passwords (including those changed by shareholders) is valid for this general meeting only.

A new password will be issued at the next general meeting of shareholders.

(5) Shareholders are responsible for the costs associated with the Internet connection.

(Caution)

- Passwords are the means by which the people voting are confirmed as themselves (eligible shareholders). In addition, under no circumstances will the password be asked for by the Company.
- If you incorrectly enter your password more than a certain number of times, you will be locked out and the password will not be serviceable. In the event that you get locked out, please kindly follow the on-screen guidance procedures.
- Although the Exercise of Voting Rights Website validates operational capabilities through general internet connection devices, it may not be available depending on the devices used.

2. For Inquiries (Japanese only)

For further information, please contact the shareholder register administrator, Mizuho Trust & Banking Co., Ltd., Stock Transfer Agency Business Planning Department.

【For inquiries concerning operation procedures, etc. of the Exercise of Voting Rights Website】

Toll-free number 0120-768-524 (Weekdays 9:00~21:00, Japan Standard Time)

(Reference)

For institutional investors, it is possible to use the electronic voting rights exercise platform operated by ICJ, Inc.

Reference Materials for the General Meeting of Shareholders

Proposal 1 Appropriation of Surplus

The Company considers the redistribution of profits to shareholders as one of its most important management issues, and while maintaining stable dividends with consideration to future business development, we would like to propose the year-end dividends for the 38th Fiscal Year as follows.

1. Matters Concerning Year-end Dividends

- ① Type of asset distributed as dividend
Cash.
- ② Matters concerning allocation of assets distributed as dividends and total amount
42 yen per share of common stock of the Company.
Total dividend amount: 348,230,400 yen.
- ③ Effective date of distribution of dividends of surplus
June 29, 2018.

Proposal 2 Election of 6 Managing Directors

The terms of office for all Managing Directors (6) will expire at the conclusion of this General Meeting of Shareholders. Therefore, we kindly ask that you appoint the 6 Managing Directors (including 2 External Managing Directors) once again.

The Candidates for Managing Director are as follows.

Candidate Number	Name (Date of Birth)	Career Summary, Position and Responsibility in the Company (Status of Significant Concurrent Positions) (Reason for being selected as Managing Director Candidate)	Number of the Company's Shares Owned
1	Tadao Shimizu (Aug. 21, 1936)	<p>Sep. 1958 Joined NKK (current: JFE Steel Corporation)</p> <p>Feb. 1971 Established Nisso Koei Co., Ltd. (the Company's predecessor) Became Representative Director</p> <p>Aug. 1980 Established the Company & Became Representative Director</p> <p>Jun. 2001 Became Chairman & President</p> <p>Apr. 2004 Became Chairman, CEO (current position)</p> <p>(Status of Significant Concurrent Positions) Social Welfare Corporation, Modern Elderly Social Welfare Association Chairman Shimizu Holdings Co., Ltd. Representative Director</p> <p>(Reason for being selected as Managing Director Candidate) Since the establishment of the Company, Tadao Shimizu has been involved in management for over 40 years, and has gained a wealth of experience and deep insight, in addition to a tremendous track record of enhancing corporate value. Currently, as the Chairman and CEO, he has provided advice on overall management from an accurate perspective that has been well-supported by his experiences. The Company has deemed him to be well-qualified to be a driving force for the management of the Company and the Group hereafter, and therefore he has been nominated as a candidate for Managing Director.</p>	897,100

Candidate Number	Name (Date of Birth)	Career Summary, Position and Responsibility in the Company (Status of Significant Concurrent Positions) (Reason for being selected as Managing Director Candidate)	Number of the Company's Shares Owned
2	Ryuichi Shimizu (May 30, 1961)	<p>Jul. 1988 Joined the Company</p> <p>Oct. 1990 Became Toyota Sales Office Manager</p> <p>Aug. 1991 Became Managing Director & Toyota Sales Office Manager</p> <p>Feb. 1993 Became Managing Director & Production Business Department Director</p> <p>Apr. 1997 Became Managing Director & Administration Department Director</p> <p>Sep. 1998 Became Senior Managing Director</p> <p>Jun. 2001 Became Executive Vice President</p> <p>Apr. 2004 Became President, COO (current position)</p> <p>(Status of Significant Concurrent Positions)</p> <p>CW Holdings Co., Ltd. Representative Director</p> <p>Nisso Nifty Co., Ltd. Managing Director</p> <p>Japan Production Skill Labor Association Director</p> <p>(Reason for being selected as Managing Director Candidate)</p> <p>Since joining the Company, Ryuichi Shimizu has been involved in making key business decisions for the development of the manufacturing-related human resources service business, and has an abundance of business experience, achievements and insight as a management executive. Since there are high expectations for him to contribute to the realization of management strategies for the further expansion of the Company's business in the future, the Company has deemed him to be well-qualified and therefore he has been nominated as a candidate for Managing Director.</p>	—

Candidate Number	Name (Date of Birth)	Career Summary, Position and Responsibility in the Company (Status of Significant Concurrent Positions) (Reason for being selected as Managing Director Candidate)	Number of the Company's Shares Owned
3	Takuo Yabana (May 16, 1959)	<p>Apr. 1998 Joined the Company</p> <p>Oct. 2003 Became No. 3 Business Department Director</p> <p>Apr. 2005 Became Executive Officer & Kita-Kanto Business Department Director & Minami-Kanto Business Department Director</p> <p>Oct. 2007 Became Senior Executive Officer & Affiliates Development Department Director</p> <p>Apr. 2014 Became Kita-Nihon Area Manager & Sales Division Director</p> <p>Apr. 2015 Became Managing Director & Business Department Director & Sales Division Director</p> <p>Apr. 2016 Became Senior Managing Director & Business Department Director</p> <p>Apr. 2018 Became Executive Vice President & Business Department Director (current position)</p> <p>(Status of Significant Concurrent Positions) Nisso Brain Co., Ltd. Managing Director</p> <p>(Reason for being selected as Managing Director Candidate) Since joining the Company, Takuo Yabana has gained extensive business experience and in-depth insight in the fields of sales and human resources development, and has demonstrated strong leadership since assuming the office of Managing Director in 2015. Based on the results of its improved business performance which is attributable to him, the Company has deemed him to be well-qualified to expand the manufacturing-related human resources service business and to strengthen the competitiveness of the Company, and therefore he has been nominated as a candidate for Managing Director.</p>	15,000

Candidate Number	Name (Date of Birth)	Career Summary, Position and Responsibility in the Company (Status of Significant Concurrent Positions) (Reason for being selected as Managing Director Candidate)	Number of the Company's Shares Owned
4	Shinichi Matsuo (Oct. 26, 1960)	<p>Mar. 1984 Joined the Company</p> <p>Jul. 2001 Became Business No. 2 Division Director</p> <p>Apr. 2005 Became Executive Officer & Chubu-Tokai Business Division Director</p> <p>Oct. 2007 Became Senior Executive Officer & Administration Department Deputy Director</p> <p>Apr. 2015 Became Executive Officer & Administration Department Director</p> <p>Apr. 2016 Became Managing Director & Administration Department Director & General Affairs and Human Resources Division Director</p> <p>Apr. 2018 Became Managing Director & Administration Department Director & General Affairs Division Director (current position)</p> <p>(Status of Significant Concurrent Positions) Nisso Pure Co., Ltd. Managing Director</p> <p>(Reason for being selected as Managing Director Candidate) Since joining the Company, Shinichi Matsuo has gained a wide range of business experience in areas such as sales, general affairs, personnel and labor, in addition to accounting and finance. The Company has deemed him to be well-qualified to strengthen the Group's compliance and risk management, as well as enhancing corporate value, and therefore he has been nominated as a candidate for Managing Director.</p>	16,000

Candidate Number	Name (Date of Birth)	Career Summary, Position and Responsibility in the Company (Status of Significant Concurrent Positions) (Reason for being selected as Managing Director Candidate)	Number of the Company's Shares Owned
5	Shigeru Horisawa (Apr. 26, 1950)	<p>Jun. 1974 Joined Keio University Co-operative Association</p> <p>Aug. 1984 Joined TOKYO LEGAL MIND K.K.</p> <p>Sep. 1988 Joined Waseda Keiei Gakuin</p> <p>Dec. 1994 Joined Legal Research and Training Institute</p> <p>Apr. 1997 Registered as Attorney-at-Law Joined Bashamichi Law Office</p> <p>Sep. 2006 Established Kannai General Law Office as Representative Director (current position)</p> <p>Jun. 2016 Became the Company's External Managing Director (current position)</p> <p>(Status of Significant Concurrent Positions)</p> <p>Kannai General Law Office Representative Director Social Welfare Corporation, Shirayurikai Third-Party Committee Member Social Welfare Corporation, Tsurumi Infant Welfare Center Director</p> <p>(Reason for being selected as Managing Director Candidate)</p> <p>Shigeru Horisawa is the Representative Director of the Kannai General Law Office. Although he has not been involved in the management of the Company other than becoming an External Officer in the past, he has profound insight and considerable experience as an attorney, and assumed the office of External Managing Director of the Company in June 2016. Since he is able to provide expert opinions from his professional viewpoint as an attorney, the Company has deemed him to be well-qualified to fulfill the supervisory functions of overall management, and therefore he has been nominated as a candidate for External Managing Director.</p>	—

Candidate Number	Name (Date of Birth)	Career Summary, Position and Responsibility in the Company (Status of Significant Concurrent Positions) (Reason for being selected as Managing Director Candidate)	Number of the Company's Shares Owned
6	Shin Monzawa (Oct. 7, 1979)	<p>Apr. 2006 Joined Mazda Motor Corporation Jan. 2008 Joined A&A Partners Jul. 2010 Registered as Certified Public Accountant Oct. 2011 Joined KJP Co., Ltd Jul. 2012 Joined PLUTUS CONSULTING Co., Ltd. May 2013 Joined Deloitte Touche Tohmatsu LLC Apr. 2014 Joined PLUTUS CONSULTING Co., Ltd. Nov. 2016 Established Monzawa Certified Public Accountant Office as Representative Director (current position) Jun. 2017 Became the Company's External Managing Director (current position)</p> <p>(Status of Significant Concurrent Positions)</p> <p>Monzawa Certified Public Accountant Office Representative Director General Incorporated Association, Toranomokai Director</p> <p>(Reason for being selected as Managing Director Candidate) Shin Monzawa is the Representative Director of the Monzawa Certified Public Accountant Office. Although he has not been involved in the management of the Company other than becoming an External Officer in the past, he has high-level insight and rich experience as a certified public accountant, and assumed the office of External Managing Director of the Company in July 2017. Based on his specialized knowledge and experiences, the Company has deemed him to be well-qualified to fulfill the supervisory functions of overall management from an objective and neutral perspective, and therefore has he been nominated as a candidate for External Managing Director.</p>	—

- (Note)
1. There are no special interests between each candidate and the Company.
 2. Among the candidates for Managing Director, Shigeru Horisawa and Shin Monzawa are External Managing Directors.
 3. Shigeru Horisawa is currently serving as an External Managing Director of the Company, and pursuant to Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Shigeru Horisawa to limit his liability for damages under Article 423, paragraph 1 of the Companies Act. The maximum amount of liability for damages under this agreement is the minimum liability amount set forth in Article 425, paragraph 1 of the Companies Act. If the re-election of Shigeru Horisawa is approved, the Company plans to renew the aforementioned agreement with him.
 4. Shin Monzawa is currently serving as an External Managing Director of the Company, and pursuant to Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Shin Monzawa to limit his liability for damages under Article 423, paragraph 1 of the Companies Act. The maximum amount of liability for damages under this agreement is the minimum liability amount set forth in Article 425, paragraph 1 of the Companies Act. If the re-election of Shin Monzawa is approved, the Company plans to renew the aforementioned agreement with him.
 5. The Company has reported Shigeru Horisawa and Shin Monzawa as Independent Officers as provided for by the Tokyo Stock Exchange. If Shigeru Horisawa and Shin Monzawa are re-elected, their appointments as Independent Officers are planned to continue.