

(Translation)

Securities Code: 5262

June 8, 2021

To Our Shareholders with Voting Rights:

Minoru Okawauchi
President and Director
NIPPON HUME CORPORATION
5-33-11 Shimbashi, Minato-ku, Tokyo

**NOTICE OF CONVOCATION OF
THE 138TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We wish to notify you of the 138th Annual General Meeting of Shareholders of NIPPON HUME CORPORATION (the “Company”). The meeting will be held for the purposes described below.

Instead of attending the meeting in person, you may exercise your voting rights in writing or via the Internet, etc. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by no later than 5:20 p.m. Japan time on Monday, June 28, 2021.

- 1. Date and Time:** Tuesday, June 29, 2021 at 10:00 a.m. Japan time
- 2. Place:** Conference room on the 8th floor of the Company (Shimbashi NH Building)
5-33-11 Shimbashi, Minato-ku, Tokyo, Japan
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report and Consolidated Financial Statements for the 138th Fiscal Year (April 1, 2020 to March 31, 2021), and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
 2. Non-consolidated Financial Statements for the 138th Fiscal Year (April 1, 2020 to March 31, 2021)
 - Proposals to be resolved:**
 - Proposal 1:** Appropriation of Surplus
 - Proposal 2:** Election of Eight (8) Directors

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- Please note that the following items are not presented in the attached document of this notice of convocation, as they are posted on the Company's website, in accordance with laws and regulations and the provisions under Article 14 of the Company's Articles of Incorporation.

1. Notes to the Consolidated Financial Statements

2. Notes to the Non-Consolidated Financial Statements

The Consolidated Financial Statements and Non-Consolidated Financial Statements audited by the Audit & Supervisory Board and Accounting Auditor in preparing the Audit Report and Accounting Auditor's Audit Report, respectively, include the information in the attached document, as well as other information required to be disclosed in the "Notes to the Consolidated Financial Statements" and "Notes to the Non-Consolidated Financial Statements."

- If the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements or Non-Consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website.

The Company's website (<https://www.nipponhume.co.jp/>)

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

The Company proposes to distribute the surplus as described below.

The Company considers the distribution of profits to shareholders as an important management task. Our basic policy is to maintain stable dividend levels, while focusing on maintaining a sound financial structure. We strive to enhance overall return to shareholders by implementing purchases of treasury shares and other measures, taking into account factors such as performance.

Funds retained as internal reserves will be used as a portion of the funds invested in the development of new products and technologies and for capital investment in efficiency enhancement and reduction of power consumption, as well as for M&As. The efficiency of the investments is considered from a long-term perspective.

The Company is scheduled to increase the year-end dividend for the fiscal year under review by ¥1, taking into account factors such as non-consolidated financial results, consolidated financial results, financial conditions and the future management environment.

On October 20, 2020, the Company celebrated the 95th anniversary of its founding. The Company would like to express its deepest gratitude for all of the support it has received. As an expression of gratitude to shareholders for the support they have provided, the Company will pay a “95th anniversary commemorative dividend” of ¥5 per share.

Accordingly, the year-end dividend will consist of an ordinary dividend of ¥20 per share and a commemorative dividend of ¥5 per share, for a total year-end dividend of ¥25 per share.

1. Details of the year-end dividend

1) Type of dividend property	Cash
2) Appropriation of dividend property to shareholders and its total amount	¥25 per share for the Company's common stock (Ordinary dividend: ¥20; Commemorative dividend: ¥5)
	Total dividends: ¥633,781,800
3) Effective date for dividends from surplus	June 30, 2021

2. Other matters concerning the appropriation of surplus

1) Accounting item of surplus to increase and the amount of increase	General reserve: ¥500,000,000
2) Accounting item of surplus to decrease and the amount of decrease	Retained earnings brought forward: ¥500,000,000

Proposal 2: Election of Eight (8) Directors

The terms of office of all nine (9) Directors will expire at the conclusion of this General Meeting of Shareholders. Therefore, the Company proposes the election of eight (8) Directors.

The candidates for newly elected Directors are selected upon receiving recommendations from the voluntary Nomination Committee, the majority of which is comprised of Outside Directors. The candidates for Directors are as follows:

No.	Name	Current positions and responsibilities at the Company	
1	Minoru Okawauchi	President and Representative Director	Reelection
2	Tomoyuki Masubuchi	Senior Managing Director General Manager of Administration Department, General Manager of General Affairs Division, Human Resources Division, and Corporate Planning Division, General Manager of Real-Estate and Environment-Related Business Division, in charge of Technical Department and Sewerage-Related Business Division	Reelection
3	Satoshi Shibata	Director, Managing Executive Officer General Manager of Production Department, General Manager of Production Division and Quality Management Division in charge of Construction Department and Safety Management Division	Reelection
4	Kazushige Kodama	Director, Managing Executive Officer General Manager of Sales Department	Reelection
5	Katsuhiko Inoue	Management Officer General Manager of Kyushu Branch	New candidate
6	Hirokazu Suzuki	Director General Manager of Accounting Division	Reelection
7	Masahiro Maeda	Outside Director	Reelection Outside Independent
8	Ryoichi Nakano	-	New candidate Outside Independent

Reelection: Candidate for reelected Director

New candidate: Candidate for newly elected Director

Outside: Candidate for Outside Director

Independent: Independent Director pursuant to the provisions of the Stock Exchange

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions
1	<p data-bbox="293 510 491 573">Minoru Okawauchi (February 7, 1954)</p> <p data-bbox="336 622 448 645">Reelection</p> <p data-bbox="256 696 528 797">Number of the Company's shares held 31,000</p>	<p data-bbox="555 264 727 293">September 1985</p> <p data-bbox="555 304 663 333">June 1992</p> <p data-bbox="555 378 671 407">April 1999</p> <p data-bbox="555 418 663 448">June 2003</p> <p data-bbox="555 459 663 488">June 2009</p> <p data-bbox="555 566 699 595">October 2009</p> <p data-bbox="555 640 679 669">March 2011</p> <p data-bbox="555 714 663 743">April 2011</p> <p data-bbox="555 754 663 784">June 2011</p> <p data-bbox="555 795 663 824">June 2013</p> <p data-bbox="555 869 663 898">June 2014</p> <p data-bbox="555 976 663 1005">June 2015</p> <p data-bbox="751 264 1412 1037"> Joined the Company President and Representative Director of NIPPON HUME INTERNATIONAL LTD. General Manager of International Business Division Director, General Manager of International Business Division Managing Director, General Manager of International Business Division Director of NIPPON HUME INTERNATIONAL LTD. Managing Director of NIPPON HUME INTERNATIONAL LTD. Outside Director of NIPPON JOGESUIDO SEKKEI CO., LTD. (current NJS Co., Ltd.) Managing Director, in charge of International Business Division Outside Corporate Auditor of DC Co., Ltd. Senior Managing Director, General Manager of Corporate Planning Division Senior Managing Director, General Manager of Administration Department, in charge of Corporate Planning Division and International Business Division President and Representative Director (to present) </p>

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions
2	<p data-bbox="279 728 507 795">Tomoyuki Masubuchi (November 6, 1964)</p> <p data-bbox="336 840 450 869">Reelection</p> <p data-bbox="256 913 531 1019">Number of the Company's shares held 8,200</p>	<p data-bbox="555 264 710 293">February 1992</p> <p data-bbox="555 302 667 331">April 2011</p> <p data-bbox="555 340 667 369">June 2013</p> <p data-bbox="555 378 667 407">June 2014</p> <p data-bbox="555 416 667 445">June 2015</p> <p data-bbox="555 454 667 483">June 2016</p> <p data-bbox="555 528 683 557">March 2017</p> <p data-bbox="555 566 667 595">June 2017</p> <p data-bbox="555 674 667 703">June 2019</p> <p data-bbox="555 786 710 815">February 2020</p> <p data-bbox="555 972 683 1001">March 2020</p> <p data-bbox="555 1046 667 1075">June 2020</p> <p data-bbox="555 1232 667 1261">June 2021</p> <p data-bbox="751 264 1412 1480"> Joined the Company General Manager of Corporate Planning Division Outside Director of ASAHI CONCRETE WORKS CO., LTD. Director, General Manager of Corporate Planning Division Corporate Auditor of ASAHI CONCRETE WORKS CO., LTD. Director, General Manager of General Affairs Division and Corporate Planning Division Outside Corporate Auditor of NJS Co., Ltd. Managing Director, Deputy General Manager of Administration Department, General Manager of General Affairs Division and Corporate Planning Division Managing Director, Deputy General Manager of Administration Department, General Manager of General Affairs Division and Corporate Planning Division, in charge of Segment Division Corporate Planning Division Managing Director, General Manager of Administration Department, General Manager of General Affairs Division and Corporate Planning Division, General Manager of Real-Estate and Environment-Related Business Division, in charge of Segment Division and Sewerage-Related Business Division Outside Director of NJS Co., Ltd. (to present) Senior Managing Director, General Manager of Administration Department, General Manager of General Affairs Division and Corporate Planning Division, General Manager of Real-Estate and Environment-Related Business Division, in charge of Segment Division and Sewerage-Related Business Division Senior Managing Director, General Manager of Administration Department, General Manager of General Affairs Division, Human Resources Division, and Corporate Planning Division, General Manager of Real-Estate and Environment-Related Business Division, in charge of Technical Department and Sewerage-Related Business Division (to present) </p>

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions
3	<p data-bbox="296 748 491 813">Satoshi Shibata (February 2, 1961)</p> <p data-bbox="336 864 448 887">Reelection</p> <p data-bbox="256 936 528 1032">Number of the Company's shares held 10,300</p>	<p data-bbox="555 264 671 286">April 1983</p> <p data-bbox="751 264 963 286">Joined the Company</p> <p data-bbox="555 304 671 327">April 2008</p> <p data-bbox="751 304 1091 327">General Manager of Mie Factory</p> <p data-bbox="555 344 671 367">April 2010</p> <p data-bbox="751 344 1166 367">General Manager of Amagasaki Factory</p> <p data-bbox="555 385 671 407">June 2013</p> <p data-bbox="751 385 1378 481">General Manager of Kumagaya Factory President and Representative Director of GYKO Corporation (current GYKO AKEBONO Corporation)</p> <p data-bbox="555 499 724 521">September 2014</p> <p data-bbox="751 499 1410 595">Resigned from the post of President and Representative Director of GYKO Corporation (current GYKO AKEBONO Corporation)</p> <p data-bbox="555 613 671 636">June 2015</p> <p data-bbox="751 613 1378 636">Management Officer, General Manager of Kumagaya Factory</p> <p data-bbox="555 654 671 676">June 2016</p> <p data-bbox="751 654 1394 750">Management Officer, General Manager of Safety Management Division and Production Division, General Manager of Quality Management Division</p> <p data-bbox="555 768 671 790">April 2018</p> <p data-bbox="751 768 1410 819">Management Officer, General Manager of Production Division, General Manager of Quality Management Division</p> <p data-bbox="555 837 724 860">November 2018</p> <p data-bbox="751 837 1378 889">President and Representative Director of GYKO AKEBONO Corporation</p> <p data-bbox="555 907 671 929">June 2019</p> <p data-bbox="751 907 1394 958">Director, General Manager of Production Division and Quality Management Division</p> <p data-bbox="555 976 671 999">June 2020</p> <p data-bbox="751 976 1410 1153">Director, Managing Executive Officer, General Manager of Technical Department, General Manager of Technical Division, Production Division, and Quality Management Division, in charge of Construction Department, Safety Management Division, and Technology Research Laboratory</p> <p data-bbox="555 1171 671 1193">April 2021</p> <p data-bbox="751 1171 1410 1335">Director, Managing Executive Officer, General Manager of Technical Department, General Manager of Technical Division, Production Division, and Quality Management Division, in charge of Construction Department, Safety Management Division, and Technology Development Center</p> <p data-bbox="555 1352 671 1375">June 2021</p> <p data-bbox="751 1352 1410 1518">Director, Managing Executive Officer, General Manager of Production Department, General Manager of Production Division and Quality Management Division, in charge of Construction Department and Safety Management Division (to present)</p>

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions
4	<p data-bbox="284 450 504 517">Kazushige Kodama (November 24, 1962)</p> <p data-bbox="336 562 451 584">Reelection</p> <p data-bbox="256 640 531 741">Number of the Company's shares held 4,100</p>	<p data-bbox="555 264 671 286">April 1987</p> <p data-bbox="751 264 967 286">Joined the Company</p> <p data-bbox="555 304 663 327">June 2013</p> <p data-bbox="751 304 1126 327">General Manager of Nagoya Branch</p> <p data-bbox="555 344 663 367">June 2015</p> <p data-bbox="751 344 1358 367">Management Officer, General Manager of Sapporo Branch</p> <p data-bbox="555 385 663 407">June 2017</p> <p data-bbox="751 385 1342 441">Management Officer, General Manager of Kanto-Tohoku Branch</p> <p data-bbox="555 459 719 481">December 2017</p> <p data-bbox="751 459 1366 515">President and Representative Director of ENVIRONMENT IMPROVEMENT PLANNING Co., Ltd.</p> <p data-bbox="555 533 671 555">April 2019</p> <p data-bbox="751 533 1382 589">Management Officer, General Manager of Sales Department, General Manager of Kanto-Tohoku Branch</p> <p data-bbox="555 607 663 629">June 2019</p> <p data-bbox="751 607 1334 663">Director, General Manager of Sales Department, General Manager of Kanto-Tohoku Branch</p> <p data-bbox="751 680 951 703">Director of NX Inc.</p> <p data-bbox="751 721 1390 777">Outside Director of ASAHI CONCRETE WORKS CO., LTD. (to present)</p> <p data-bbox="555 795 671 817">April 2020</p> <p data-bbox="751 795 1246 817">Director, General Manager of Sales Department</p> <p data-bbox="555 835 663 857">June 2020</p> <p data-bbox="751 835 1414 922">Director, Managing Executive Officer, General Manager of Sales Department (to present)</p>

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions
5	<p>Katsuhiko Inoue (April 14, 1962)</p> <p>New candidate</p> <p>Number of the Company's shares held 3,600</p>	<p>October 1993 Joined the Company</p> <p>April 2009 General Manager of International Business Division</p> <p>June 2009 President and Representative Director of NIPPON HUME INTERNATIONAL LTD.</p> <p>March 2011 General Manager of International Business Division</p> <p>June 2015 Management Officer, General Manager of International Business Division</p> <p>September 2015 Management Officer, General Manager of International Business Division and Segment Division</p> <p>January 2018 Management Officer, General Manager of Kyushu Branch (to present)</p> <p>Reasons for the election as a candidate for newly elected Director</p> <p>Mr. Inoue has primarily been involved in the overseas business and demonstrated his management skills in 2009 as President of NIPPON HUME INTERNATIONAL LTD.</p> <p>Since 2018, he has directed sales as Management Officer, General Manager of the Kyushu Branch, and has contributed to the growth of the Company's business. The Company nominated him as a candidate for Director for his considerable achievements and capabilities, as well as his outstanding personality and insight. He is also to be elected as Managing Executive Officer at a Board of Directors meeting that will be held following the conclusion of the 138th Annual General Meeting of Shareholders.</p>
6	<p>Hirokazu Suzuki (March 4, 1965)</p> <p>Reelection</p> <p>Number of the Company's shares held 5,500</p>	<p>April 1987 Joined the Company</p> <p>April 2010 General Manager of General Affairs Division</p> <p>April 2011 General Manager of General Affairs Division and Real-Estate and Environment-Related Business Division</p> <p>June 2014 President and Representative Director of ENVIRONMENT IMPROVEMENT PLANNING Co., Ltd.</p> <p>June 2015 Management Officer, General Manager of General Affairs Division and Real-Estate and Environment-Related Business Division</p> <p>June 2016 Full-time Audit & Supervisory Board Member</p> <p>June 2019 Director, General Manager of Accounting Division (to present)</p> <p>President and Representative Director of HUMEZ CORPORATION (to present)</p> <p>August 2019 Director of YAMATO CONCRETE CO., LTD. (to present)</p> <p>March 2020 Corporate Auditor of NJS Co., Ltd. (to present)</p>

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions
7	<p>Masahiro Maeda (October 30, 1948)</p> <p>Reelection Outside Independent</p> <p>Number of the Company's shares held 0</p>	<p>July 1971 Joined Tokyo Metropolitan Government</p> <p>July 2005 Director General of the Bureau of Sewerage of Tokyo Metropolitan Government</p> <p>August 2008 President of Tokyo Metropolitan Sewerage Service Corporation</p> <p>April 2013 Professor of University Research Center of Nihon University</p> <p>September 2013 President of Sewage-Maintenance Co-operation</p> <p>June 2018 Outside Director (to present)</p> <p>April 2019 Visiting Professor of Nihon University (to present)</p> <p>Reasons for the election as a candidate for Outside Director and an outline of roles expected to fulfill Mr. Maeda has many years of experience in government administration. In addition, he is familiar with overall sewerage lines, a business area of the Company. Based on his achievements to date as Outside Director, the Company determined that he is well qualified for appropriately fulfilling the duties. Following his election, he is expected to continue to fulfill his roles by leveraging his considerable achievements and capabilities.</p>
8	<p>Ryoichi Nakano (May 9, 1955)</p> <p>New candidate Outside Independent</p> <p>Number of the Company's shares held 0</p>	<p>April 1978 Joined Metropolitan Police Department</p> <p>February 2010 Director of Criminal Investigation Bureau of Metropolitan Police Department</p> <p>February 2012 Chief Inspection Officer of Inspection Department, Kanto Regional Police Bureau</p> <p>March 2014 Chief of Organized Crime Department of Metropolitan Police Department</p> <p>August 2016 Director of KEISHICHO-SHOKUIN CREDIT COOPERATIVE (to present)</p> <p>Reasons for the election as a candidate for Outside Director and an outline of roles expected to fulfill Mr. Nakano possesses considerable knowledge and experience accumulated over many years serving in the Metropolitan Police Department. He is expected to provide useful advice on the Company's management, mainly from the perspective of compliance. Therefore, the Company believes that he is appropriate as an Outside Director of the Company. Following his election, he is expected to fulfill the above roles by leveraging his considerable achievements and capabilities. Although he does not have previous experience with business management, for the above reasons, the Company has determined that he is well qualified for appropriately fulfilling his duties as an Outside Director. If elected, he will be involved in making decisions regarding the selection of candidates for the Company's officers, officers' compensation, and other matters from an objective and neutral standpoint as a member of the voluntary Nomination Committee and Compensation Committee.</p>

1. There are no special interests between each candidate and the Company.
2. Messrs. Masahiro Maeda and Ryoichi Nakano are candidates for Outside Directors.
3. Mr. Masahiro Maeda is the current Outside Director of the Company. He will have served as Outside Director for three years at the conclusion of this General Meeting of Shareholders.
4. An outline of a limited liability agreement with Outside Directors is as follows:

The Company has entered into a limited liability agreement with Mr. Masahiro Maeda to limit his liability for damages pursuant to Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability under that agreement is ¥10 million or the minimum liability amount stipulated by laws and regulations, whichever is the greater. If the reelection of Mr. Maeda is approved, the Company intends to continue said agreement with him.

If the election of Mr. Ryoichi Nakano is approved, the Company intends to enter into the same agreement with him.
5. The Company has registered Mr. Masahiro Maeda as an Independent Director pursuant to the provisions of the Tokyo Stock Exchange. If the reelection of Mr. Maeda is approved, the Company intends to continue to register him as an Independent Director.
6. Mr. Ryoichi Nakano satisfies the requirements for an Independent Director defined by the Tokyo Stock Exchange. If the election of Mr. Nakano is approved, the Company intends to register him as an Independent Director.
7. The Company has entered into a directors and officers liability insurance (D&O insurance) contract with all Directors as the insured pursuant to Article 430-3, Paragraph 1 of the Companies Act. If this proposal is approved as originally proposed and all the candidates are elected as Directors, then they will be included as the insured under the insurance contract. The contract covers legal damages that may arise when the insured Directors assume liability for the execution of their duties or are subject to a claim for the pursuit of said liability. However, the insurance contract has certain exclusions, such as providing no coverage for damages arising from actions taken by insured parties with the knowledge that they were in violation of laws and regulations. The insurance premiums, including riders, are borne in their entirety by the Company, and no insurance premiums are borne by the insured parties themselves. The Company plans to renew the insurance contract with the same contents at the time of its next renewal.
8. The Company has established a directors' shareholding association in June 2018. As of March 31, 2021, 6,600 shares were held thereby.
9. The Company implemented structural reforms and accompanying personnel changes on June 1, 2021. The career summaries of some candidates reflect these personnel changes.