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.

[Securities Code: 7102] June 9, 2022

To our shareholders:

Kazuhiro Igarashi, President and CEO NIPPON SHARYO, LTD. 1-1, Sanbonmatsu-cho, Atsuta-ku, Nagoya, Aichi, Japan

Notice of the 193rd Annual General Meeting of Shareholders

The 193rd Annual General Meeting of Shareholders of NIPPON SHARYO, LTD. (the "Company") will be convened as described below.

Other than attending the meeting, you may also exercise your voting rights in writing or by electromagnetic method (via the internet, etc.), so please review the Reference Documents for the General Meeting of Shareholders below and exercise your voting rights no later than 5:10 p.m., Tuesday, June 28, 2022 (JST).

- 1. Date and Time: Wednesday, June 29, 2022 at 10:00 a.m. (JST)
- 2. Venue: NIPPON SHARYO Head Office

1-1, Sanbonmatsu-cho, Atsuta-ku, Nagoya, Aichi, Japan

To prevent the further spread of novel coronavirus disease (COVID-19), we kindly request that shareholders refrain from attending the meeting and exercise voting rights beforehand in writing or via the internet.

3. Agenda of the Meeting

Matters to be reported:

- 1. The content of the business report and consolidated financial statements, and the audit reports of the Financial Auditor and the Audit & Supervisory Board regarding the consolidated financial statements for the 193rd fiscal year (April 1, 2021–March 31, 2022)
- 2. The content of non-consolidated financial statements for the 193rd fiscal year (April 1, 2021–March 31, 2022)

Matters to be resolved:

- Proposal No. 1 Appropriation of Retained Earnings
- Proposal No. 2 Amendment to the Articles of Incorporation
- Proposal No. 3 Election of Seven Directors
- Proposal No. 4 Election of One Audit & Supervisory Board Member

4. Other Matters Concerning Voting Rights

- (1) When voting rights are exercised multiple times via the internet, the latest vote received shall be deemed effective.
- (2) When voting rights are exercised both in writing and via the internet, the vote received via the internet shall be deemed effective.

Internet Disclosure Information

Company website: https://www.n-sharyo.co.jp/index e.html

- In accordance with laws and regulations and Article 20 of the Company's Articles of Incorporation, the Notes to Consolidated Financial Statements and Notes to Non-consolidated Financial Statements are provided on the Company's website and therefore do not accompany this notice.

Additionally, the Notes to Consolidated Financial Statements and Notes to Non-consolidated Financial Statements are subject to audits by the Financial Auditor and the Audit & Supervisory Board.

- If circumstances warrant revisions to the reference documents for the General Meeting of Shareholders, the business report, the consolidated financial statements, and non-consolidated financial statements, revised versions will be posted on the Company's website.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1 Appropriation of Retained Earnings

It is the basic policy of the Company to proactively promote business development and maintain long-term stability in its dividends in order to secure stable shareholder benefit into the future.

In accordance with this policy, the Company has given consideration to matters including the business performance of the fiscal year and internal reserves, and it proposes to pay year-end dividends for the fiscal year as follows:

Year-end dividends

- (1) Type of dividend property
 - Cash
- (2) Allotment of dividend property to shareholders and their aggregate amount ¥10 per common share of the Company Aggregate amount: ¥144,330,390 (The annual dividend, including the interim dividend of ¥10 per share, will total ¥20 per share.)
- (3) Effective date of the dividends of Retained Earnings June 30, 2022

Proposal No. 2 Amendment to the Articles of Incorporation

1. Reasons for the Amendment

(1) Shortening the term of office of Directors

In order to make the management responsibility of Directors more clear, and to create a management system which enables quick response to changes in the business environment, the Company intends to shorten the term of office of Directors from two years to one year, and accordingly to delete the provisions relating to adjustment of the term of office of Directors.

(2) Introduction of the system for providing reference documents for the general meeting of shareholders, etc. in electronic format

The revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) are to be enforced on September 1, 2022, and the system for providing reference documents for the general meeting of shareholders, etc. in electronic format will be introduced. Therefore, the Articles of Incorporation of the Company shall be amended as follows.

- (i) As the Company shall be required to stipulate in the Articles of Incorporation that it will take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc., in electronic format, Article 20 (Measures, etc. for Providing Information in Electronic Format), paragraph 1 in the proposed amendment shall be newly established.
- (ii) To provide for being able to limit the scope of the items to be stated in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents to the scope designated by the Ministry of Justice Order among items for which measures are taken for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format, Article 20 (Measures, etc. for Providing Information in Electronic Format), paragraph 2 shall be newly established.
- (iii) As the provisions under Article 20 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the current Articles of Incorporation shall no longer be required with the adoption of the system for providing reference documents for the general meeting of shareholders, etc. in electronic format, these provisions shall be deleted.
- (iv) Supplementary provisions regarding the taking effect of the aforementioned new establishment and deletion of provisions shall be established. These supplementary provisions shall be deleted after the specified date elapses.

2. Amendment Details

The amendment details are as follows:

(Underline indicates amendments.)

	(Underline indicates amendments.)
Current Articles of Incorporation	Proposed amendments
(Internet Disclosure and Deemed Provision of Reference	
Documents for the General Meeting of Shareholders, Etc.)	
Article 20	(Deleted)
When the Company convenes a General Meeting of	
Shareholders, if it discloses information that is to be stated or	
presented in the reference documents for the General Meeting	
of Shareholders, business report, financial statements and	
consolidated financial statements through the internet in	
accordance with the provisions prescribed by the Ministry of	
Justice Order, it may be deemed that the Company has	
provided this information to shareholders.	(Measures, etc. for Providing Information in Electronic Format)
(Newly established)	Article 20
(Newly established)	<u>1.</u> When the Company convenes a General Meeting of
	Shareholders, it shall take measures for providing
	information that constitutes the content of reference
	documents for the General Meeting of Shareholders, etc. in
	electronic format.
	2. Among items for which the measures for providing
	information in electronic format will be taken, the
	Company may exclude all or some of those items
	designated by the Ministry of Justice Order from
	statements in the paper-based documents to be delivered to
	shareholders who requested the delivery of paper-based
	documents by the record date of voting rights.
(Term of Office of Directors)	(Term of Office of Directors)
Article 23	Article 23
<u>1.</u> The term of office of Directors shall expire at the	The term of office of Directors shall expire at the conclusion of
conclusion of the Annual General Meeting of Shareholders	the Annual General Meeting of Shareholders for the last fiscal
for the last fiscal year that ends within two years from the	year that ends within <u>one year</u> from the time of their election.
time of their election.	
2. The term of office of Directors elected as a substitute or	(Deleted)
due to an increase in the fixed number of Directors shall be	
the same as the remaining term of office of the other	
current Directors.	(Supplementary Provisions)
(Newly established)	1. The deletion of Article 20 (Internet Disclosure and Deemed
(ivewiy established)	Provision of Reference Documents for the General Meeting
	of Shareholders, Etc.) in the pre-amended Articles of
	Incorporation and the establishment of the new Article 20
	(Measures, etc. for Providing Information in Electronic
	Format) in the amended Articles of Incorporation shall be
	effective from September 1, 2022 (hereinafter referred to as
	the "Date of Enforcement").
	2. Notwithstanding the provision of the preceding paragraph,
	Article 20 of the pre-amended Articles of Incorporation
	shall remain effective regarding any General Meeting of
	Shareholders held on a date within six months from the
	Date of Enforcement.
	3. <u>These Supplementary Provisions shall be deleted on the</u>
	date when six months have elapsed from the Date of
	Enforcement or three months have elapsed from the date of
	the General Meeting of Shareholders in the preceding
	paragraph, whichever is later.

Proposal No. 3 Election of Seven Directors

At the conclusion of this meeting, the terms of office of all seven Directors will expire. Therefore, the Company proposes the election of seven Directors.

The candidate for Director is as follows:

Candidate No.	Name	Positions in the Company	
1	Kazuhiro Igarashi	Representative Director Director, President and CEO	Reelection
2	Akira Koyasu	Representative Director Senior Managing Director	Reelection
3	Minoru Tayama	Director Division Chief & General Manager of Corporate Planning and Strategy Division	Reelection
4	Michikazu Fukaya	Executive Officer Division Chief & General Manager of Industrial & Electrical Equipment Division	New election
5	Tsutomu Saito	Outside Director	Reelection Outside Independent
6	Atsushi Niimi	Outside Director	Reelection Outside Independent
7	Akira Nishihata	Outside Director	Reelection Outside Independent
Reelection New election	Reelection candidate for Dir New candidate for Director	ector	

Outside Outside Director candidate

Independent Independent officer as stipulated in stock exchange regulations

Candidate No.	Name (Date of birth)		Career summary, positions and responsibilities in the Company, and significant concurrent positions outside the Company				
1	Kazuhiro Igarashi (January 2, 1957) Reelection	Apr. 1979 June 2012 June 2014 Jan. 2016 June 2016	 Joined Japanese National Railways Joined Central Japan Railway Company Corporate Officer, Deputy Director General of General Technology Division and General Manager of Technology Research and Development Department of Central Japan Railway Company Director, Corporate Executive Officer, Director General of General Technology Division, and in charge of Rolling Stock Section Executive Vice President and Executive Officer of the Company President and CEO (current position) 	4,100			
	[Reasons for Nomination as a Kazuhiro Igarashi has worked technology and development, abundant experience and broad believes he can properly fulfill	Based on his ent, the Company					
2	Akira Koyasu (January 27, 1958) Reelection	Apr. 1980 June 2006 Feb. 2009 June 2010 Oct. 2010 June 2016 June 2018 June 2020	Joined the Company General Manager of Material Department, Rolling Stock Division General Manager of Business Planning Department, Rolling Stock Division Executive Officer and General Manager of Business Planning Department, Rolling Stock Division Executive Officer President and CEO of NIPPON SHARYO U.S.A., INC. Managing Executive Officer of the Company President and CEO of NIPPON SHARYO U.S.A., INC. Managing Executive Officer of the Company President and CEO of NIPPON SHARYO U.S.A., INC. Representative Director and Senior Managing Director, Division Chief & General Manager of the Corporate Planning and Strategy Division, and in charge of administration and compliance of the Company Representative Director and Senior Managing Director, and in charge of administration and compliance (current position)	2,900			
	[Reasons for Nomination as a Director Candidate] Akira Koyasu has primarily worked in the Company's operations related to materials and business planning in the rolling stock business and he has served as President and CEO of the Company's consolidated subsidiary NIPPON SHARYO U.S.A., INC. from 2010 and then as a Representative Director and Senior Managing Director of the Company from 2018. Based on his abundant experience and broad insight concerning the rolling stock business and all aspects of business management, the Company believes he can properly fulfill the role of Director of the Company and has nominated him as a Director candidate.						

Candidate No.	Name (Date of birth)		Career summary, positions and responsibilities in the Company, and significant concurrent positions outside the Company			
		Apr. 1985 Oct. 2010	Joined the Company General Manager of Production Department,	owned		
		Apr. 2015	Rolling Stock Division General Manager of High Speed Train Production Management Department, Rolling Stock Division			
		June 2016	General Manager of Toyokawa Plant, Rolling Stock Division			
	Minoru Tayama (July 22, 1962)	June 2017	Executive Officer, Deputy Chief & General Manager of Rolling Stock Division, and General Manager of Business Planning Department, Rolling Stock Division	400		
3	Reelection	June 2019	Director (part time) of Nagoya Rinkai Rapid Transit Co., Ltd. (current position)			
		June 2019	Executive Officer, Deputy Chief & General Manager of Rolling Stock Division, and Chief Engineer of Rolling Stock Division of the			
		June 2020	Company Director and Division Chief & General Manager of Corporate Planning and Strategy Division (current position)			
	Strategy Division since 2020. H	Based on his abur nagement, the Co	d Division Chief & General Manager of Corporate P adant experience and broad insight concerning the ro mpany believes he can properly fulfill the role of Dir candidate	lling stock busines		
	Company and has forminated in	Apr. 1982 Jan. 1999 June 2010	Joined Nichiyu Koki, ltd. Joined the Company General Manager of Administrative Department, Industrial & Electrical Equipment			
	Michikazu Fukaya (December 22, 1959)	Dec. 2012	Division General Manager of Narumi Plant, Industrial & Electrical Equipment Division			
	New election	July 2017	Deputy General Manager of Human Resources Department	50		
		June 2018	Executive Officer and General Manager of General Affairs Department			
		June 2020	Executive Officer and Division Chief & General Manager of Industrial & Electrical Equipment Division (current position)			
	business and he served as Exec then has served as Executive O Division since 2020. Expecting	ly worked in the cutive Officer and officer and Division g that he can prop		t from 2018 and cal Equipment d on his abundant		

6 Apr. 1977 Registered as an attorney at law Joined the Nagoya Bar Association (currently the Aichi Bar Association) Joined Takusu Hiroo Law Office 5 Tsutomu Saito (September 12, 1951) Apr. 1983 Opened Saito Law Office (Urrently Honmachi City Law Office) 6 Reelection Outside Independent Apr. 2010 President of Japan Federation of Bar Associations June 2012 Audit & Supervisory Board Member of DENSO CORPORATION 7 Reason for nomination as a candidate for Outside Director and expected role] June 2015 Outside Director and expected role] 7 Tsutomu Saito has abundant experience and broad insights, Feing a qualified atormey at law, and having served in positions such as an Audit & Supervisory Board Member of DENSO CORPORATION. Expecting that he will ut that experience and frouge independent objective standpoint, the Company has nominated birn as a candidate for Outside Director. Though he has never been involved in corporate management in the past other than as an outsid officer, for the above-mentioned reasons, the Company has determined that he will appropriately perform his duit an Outside Director. 6 Apr. 1971 Joined Toyota Motor Cooporation) June 2000 Director and Manager of Motomachi Plant and Tsutsumi Plant June 2004 1 June 2005 Senior Managing Director and Chief Officer of Production Planning Group June 2007 Senior Managing Director and Chief Officer of Production Planning Group June 2007 6 June 2008	Candidate No.	Name (Date of birth)		Career summary, positions and responsibilities in the Company, and significant concurrent positions outside the Company					
6 (September 12, 1951) City Law Office) June 2005 Audit & Supervisory Board Member of DENSO CORPORATION 0utside Apr. 2010 President of Aichi Bar Association Vice-President of Japan Federation of Bar Associations June 2012 Audit & Supervisory Board Member of the Company June 2012 Audit & Supervisory Board Member of the Company June 2015 Outside Director (current position) IReason for nomination as a candidate for Outside Director and expected role] Tstutomu Saito has abundant experience and broad insights, being a qualified attorney at law, and having served it positions such as an Audit & Supervisory Board Member of DENSO CORPORATION. Expecting that he will util that experience and insight to provide supervisor Board Member of DENSO CORPORATION. Expecting that he will use over all management from an independent objective standpoint, the Company has nominated him as a candidate for Outside Director. Outside Director. Apr. 1971 Joined Toyota Motor Co., Ltd. (currently Toyota Motor Co., Ltd. (currently Toyota Motor Corporation) June 2000 Director and Manager of Motomachi Plant and Tsutsumi Plant June 2005 Apr. 1971 Joined Toyota Motor Co., Ltd. (currently Toyota Motor Corporation) June 2005 June 2000 Senior Managing Director and Chief Officer of Production Chird Officer of Production Chird Officer of Production Chird Officer of Production Chird Officer of Production Planning Group June 2009 <td></td> <td></td> <td>Apr. 1977</td> <td>Joined the Nagoya Bar Association (currently the Aichi Bar Association)</td> <td>owned</td>			Apr. 1977	Joined the Nagoya Bar Association (currently the Aichi Bar Association)	owned				
6 June 2005 Audit & Supervisory Board Member of DENSO CORPORATION 5 Reelection Outside Independent Apr. 2010 President of Aichi Bar Association Vice-President of Japan Federation of Bar Associations 5 June 2012 Audit & Supervisory Board Member of the Company June 2015 Outside Director (urrent position) [Reason for nomination as a candidate for Outside Director and expected role] Tsutoms Saito has abundant experience and broad insights, being a qualified attorney at law, and having served in positions such as an Audit & Supervisory Board Member of DENSO CORPORATION. Expecting that he will ut that experience and insight to provide supervision of business excerution and useful advice regarding the Compan overall management from an independent objective standpoint, the Company has nominated him as a candidate for Outside Director. Though he has never been involved in corporate management in the past other than as an outsid officer, for the above-mentioned reasons, the Company has determined that he will appropriately perform his dut an Outside Director. Apr. 1971 Joined Toyota Motor Co., Ltd. (currently Toyota Motor Corporation) June 2004 Director and Manager of Motomachi Plant and Tautsumi Plant June 2005 Senior Managing Director and Chief Officer of Production Control & Logistics Group and Manufacturing Group June 2006 Senior Managing Director and Chief Officer of Purchasing Group June 2007 Senior Managing Director and C			Apr. 1983						
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positions including Representative Director and Executive Vice President of Toyota Motor Corporation and			-						
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Representative Director and Chairman of JTEKT CORPORATION. Expecting that he will utilize that experience									
insight to provide supervision of business execution and useful advice regarding the Company's overall managen from an independent objective standpoint, the Company has nominated him as a candidate for Outside Director.									

Candidate No.	Name (Date of birth)	hary, positions and responsibilities in the Company, ficant concurrent positions outside the Company	Number of the Company's shares owned	
7	Akira Nishihata (May 27, 1955) Reelection Outside Independent	Apr. 1980 June 2013 June 2015 Apr. 2016 Oct. 2016 Apr. 2017 Apr. 2018 June 2021	Joined Mitsui Engineering & Shipbuilding Co., Ltd. (currently Mitsui E&S Holdings Co., Ltd.) Director, in charge of Corporate Planning Dept. Director, in charge of Corporate Planning Dept. and Research & Development Hq. Director and Managing Executive Officer, in charge of Corporate Planning Dept., Research & Development Hq., Marketing Promotion Dept. and environmental & safety control, and General Manager of Ocean Business Promotion Dept. Director and Managing Executive Officer, General Manager of Corporate Planning Hq., in charge of Research & Development Hq. and environmental & safety control Director and Managing Executive Officer, in charge of Research & Development Hq. and environmental & safety control Director and Managing Executive Officer, in charge of procurement and environmental & safety control, and General Manager of Research & Development Hq. Director, in charge of Technical Co-ordination Dept. and Auditing Dept. Outside Director of the Company (current	400
	[Passan for nomination of a se	ndidata far Outsi	position)	
	positions including Director of to provide supervision of busir independent objective standpo	experience and br Mitsui E&S Hole tess execution and int, the Company	oad insight relating to corporate management as he l dings Co., Ltd. Expecting that he will utilize that exp d useful advice regarding the Company's overall man has nominated him as a candidate for Outside Direct	perience and insight nagement from an
	Company in the past 10 year responsibilities in the Compan Tsutomu Saito, Atsushi Niimi Tsutomu Saito, Atsushi Niimi	as a person exect rs, and his positi y, and significant and Akira Nishih and Akira Nishih	candidates and the Company. ating business at the Company's parent company Co on and responsibility are provided in "Career sun concurrent positions outside the Company" above. ata are Outside Director candidates. ata are currently serving as Outside Directors and the en years, six years and one year, respectively.	umary, positions and

- 5. If Tsutomu Saito, Atsushi Niimi and Akira Nishihata are elected, the Company plans for them to be involved as members of the Nomination and Remuneration Committee in the selection of candidates for the Company's officers and determination for remuneration of Directors, as well as to be involved as members of the special committee for important transactions, etc. with the parent company, etc. to discuss matters on important transactions with the parent company, etc., taking an objective and neutral standpoint from both roles.
- 6. In accordance with the provisions of Article 427, paragraph (1) of the Companies Act, the Company has concluded agreements with Tsutomu Saito, Atsushi Niimi and Akira Nishihata to limit their liability to the amount specified in Article 425, paragraph (1) of the Companies Act. If the reelection of Mr. Saito, Mr. Niimi and Mr. Nishihata is approved, the Company plans to continue these agreements.
- 7. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. A summary of the details of the policy is presented in the Business Report (in Japanese only). If the election of the candidates is approved, each of them will be included as an insured in the policy. In addition, the Company plans to renew the policy with the same terms upon the next renewal.
- 8. Per the stipulations of the Tokyo Stock Exchange and Nagoya Stock Exchange, the Company has filed the relevant notifications designating Tsutomu Saito, Atsushi Niimi and Akira Nishihata as independent officers. If the reelection of Tsutomu Saito, Atsushi Niimi and Akira Nishihata is approved, the Company plans to maintain their positions as independent officer.

[Skills Matrix]

Circle marks (\bullet) have been placed in categories for which the Company has particularly high expectations in accordance with the knowledge, experience, and abilities of each Director candidate.

Director candidate		Corporate management	Finance and accounting	Sales and marketing	International matters	Technology and development	Manufacturing and quality control	Legal affairs and compliance
Kazuhiro Igarashi		•				•	•	•
Akira Koyasu		•	•	•	•			•
Minoru Tayama		•	•		•	•	•	
Michikazu Fukaya			•	•	•			
Tsutomu Saito	Outside							•
Atsushi Niimi	Outside	•			•	•	•	•
Akira Nishihata	Outside	•	•	•		•		

Note: The matrix above does not represent the entirety of the knowledge possessed by each Director candidate.

Proposal No. 4 Election of One Audit & Supervisory Board Member

Current Audit & Supervisory Board Member Takayuki Oyama will be retiring as of the conclusion of this meeting. Therefore, the Company proposes the election of one Audit & Supervisory Board Member.

Please note that Shunich Usui, who is a candidate for Audit & Supervisory Board Member, would be elected as a substitute Audit & Supervisory Board Member for Takayuki Oyama. As provided for in the Company's Articles of Incorporation, his term of office will be until the expiration date of the retiring Audit & Supervisory Board Member's term of office.

The agreement of the Audit & Supervisory Board has been received for this proposal. The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career su	Number of the Company's shares owned	
	Apr. 1989	Joined Central Japan Railway Company	
	July 2014	General Manager of Rolling Stock Department, Shinkansen Operations Division	
	Feb. 2015	Deputy General Manager of Corporate Planning Department of the Company	
Shunichi Usui	June 2015	Executive Officer and Deputy General Manager of Corporate Planning Department	
(December 13, 1963)	June 2017	Executive Officer and General Manager of Corporate Planning Office	600
New election	June 2018	Managing Director and General Manager of Rolling Stock Division	
	June 2020	Corporate Officer, Deputy Director General of Shinkansen	
		Operations Division and General Manager of Rolling Stock	
		Department of Central Japan Railway Company	
	June 2022	Director General of Kansai Branch Office, in charge of	
		Rolling Stock Section (scheduled to assume the position)	

Reasons for Nomination as an Audit & Supervisory Board Member Candidate

Shunichi Usui has worked at Central Japan Railway Company, primarily in operations related to rolling stock technology, and he has served as Corporate Officer, Deputy Director General of Shinkansen Operations Division and General Manager of Rolling Stock Department from 2020. Based on his abundant experience and broad insight concerning all aspects of technology and business management, the Company believes he can properly fulfill the role of Audit & Supervisory Board Member of the Company and has nominated him as an Audit & Supervisory Board Member candidate.

Notes: 1. Shunichi Usui currently serves and has served as a person executing business at the Company's parent company Central Japan Railway Company during the past 10 years, and his position and responsibility are provided in "Career summary, position in the Company, and significant concurrent positions outside the Company" above.

2. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. A summary of the details of the policy is presented in the Business Report (in Japanese only). If the election of the candidates is approved, each of them will be included as an insured in the policy. In addition, the Company plans to renew the policy with the same terms upon the next renewal.