

Securities Identification Code: 8086

June 4, 2021

NIPRO CORPORATION

3-9-3, Honjo-nishi, Kita-ku, Osaka, Osaka Prefecture
Yoshihiko Sano, President and Representative Director

**Notice of Annual General Meeting of Shareholders for Fiscal
2020 (68th Business Year)**

Dear Shareholders,

I would like to express my sincere gratitude for your continued support. I also would like to offer my heartfelt sympathy to novel coronavirus (COVID-19) patients and their concerned person as well as people affected by the spread of COVID-19.

Please be advised that the 68th general meeting of shareholders of NIPRO CORPORATION (the "Company") will be held on the date and at the place designated below.

Considering the continued concern of the spread of COVID-19 and in order to prevent such spread of COVID-19, the Company kindly asks you to refrain from attending the general meeting in person regardless of your health condition. You may exercise your voting rights by submitting your proxy via the form or the Internet attached to this Notice. Please read the enclosed reference document for the general meeting, fill in your vote "For" or "Against" each agenda to be resolved at the general meeting, affix your signature or personal seal, and return the completed proxy so that we receive it by 17:00 in Japan time on June 24, 2021 (Thursday).

Notice

- 1. Date and Time:** June 25, 2021 (Friday), at 10:00 a.m. JST
2. Place of meeting: Kusatsu NIPRO HALL
3023, Noji-cho, Kusatsu City, Shiga Prefecture, JAPAN

3. Meeting Agenda

Reports

1. Business report for fiscal 2020 (the 68th business year of the Company) from April 1, 2020 to March 31, 2021, consolidated financial statements for fiscal 2020 and report by the independent auditing firm and council of statutory auditors on the Company consolidated financial statements for fiscal 2020
2. The Company financial statements for fiscal 2020 (the 68th business year of the Company) from April 1, 2020 to March 31, 2021

Matters Resolved

Agenda No. 1 Disposition of Surplus

Agenda No. 2 Election of One (1) Director

Agenda No. 3 Election of One (1) Reserve Statutory Auditor

Agenda No. 4 Payment of retirement allowance to Retired Directors

* Handling when voting rights are exercised two or more times.

If you exercise your voting rights both in writing and via the Internet, your Internet vote will be counted as the valid vote.

If you exercise your voting rights more than once via the Internet, the last vote will be counted as the valid vote.

○ We request that shareholders who are attending the general meeting in person also complete the enclosed proxy form and hand it to the receptionist on the general meeting day.

○ Based on the laws and regulations and Article 16 of the Articles of Incorporation, the following matters will be announced on the Internet Website of NIPRO CORPORATION. Therefore, these matters are not described in the attached document of this Notice.

(i) systems necessary to ensure the properness of the Company's operations and outline of activities for such systems

(ii) consolidated statement of changes in equity

(iii) notes to consolidated financial statements

(iv) statement of changes in equity

(v) notes to non-consolidated financial statements

And the above matters (ii), (iii), (iv) and (v) were audited as part of non-consolidated and consolidated financial statements when our statutory auditors and independent auditing firm made the audit report.

○ If, after this Notice, any modification or change is made to the enclosed reference document for the general meeting, business report, non-consolidated and consolidated financial statements, it will be announced on the Internet Website of NIPRO CORPORATION .

Website of NIPRO CORPORATION <https://www.nipro.co.jp/ir/stock/meeting.html>

Guidance on the Exercise of Voting Rights via the Internet

Procedures to vote by entering your voting rights exercise code and password

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

- (i) Please visit the website <https://soukai.mizuho-tb.co.jp/>
- (ii) Please enter the "voting rights exercise code" provided on the voting rights exercise form.
- (iii) Please enter the "password" provided on the voting rights exercise form.
- (iv) Upon taking the above steps, please exercise your voting rights by following the instructions on the screen.

Procedure to vote by scanning the QR code

You will access to website for the exercise of your voting rights without entering the voting rights exercise code and the password.

- (i) Scan the QR code shown on the voting rights exercise form.

(*The QR code is the registered trademark of Denso Wave Incorporated)

- (ii) Please exercise your voting rights by following the instructions on the screen.

You may exercise your voting rights via QR code only once. If you wish to change your vote, please access to the website for PC and enter the "voting rights exercise code" and the "password" provided on the voting rights exercise form. Then, please re-exercise your voting rights.

*If you re-scan the QR code, you will move to the website for PC.

If you are unclear as to the operation of your PC and other devices regarding the exercise of your voting rights, please contact the following via a permanent representative.

Electronic Voting Platform for Institutional Investors

Institutional investors may exercise their voting rights via "Voting Rights Electronic Voting Platform" operated by ICJ Co., Ltd.

Reference to the General Meeting of Shareholders

Matters to be resolved and relevant information

Proposal No. 1 Disposition of Surplus

The Company has a business policy that emphasizes distribution of profit to shareholders. The Company endeavors, from a long-range perspective, to strengthen the structure of the development, production and sales departments, with the aim of improving the profitability of its businesses. At the same time, the Company employs a rational profit distribution system, under which profit is distributed on the basis of the operational results for the year.

At this term, we take into consideration the balance of surplus and inside reservation fund with checking the future's business development and our fund's demand on the basis of the above-mentioned policy, and thus we propose year-end dividends as follows:

Year-end dividends

(1) Description of dividends : Cash

(2) Allotment of dividends to shareholders, and aggregate amount:

17.50JPyen per common share of the Company

Total: 2,864,698,988JPyen

Combined with the interim dividends of 10.50JPyen per share already paid, the annual dividend for the year ended March 31, 2021 will be 28JPyen per share.

(3) Effective date of profit distribution : June 28, 2021

Proposal No. 2 Election of One (1) Director

Ms. Minako Omizu will resign as director at the close of this general meeting. We propose as a result one (1) director will be elected. The office term of the new director elected at this general meeting will expire on the last day of the office term of the other existing directors in accordance with Article 21 Paragraph 3 of the Articles of Incorporation. The candidate for director is as follows:

Name (Date of birth)	Brief history of career, title, and position within the Company; important career in other companies	Number of the Company shares owned
<p>Yoshiko Shimamori (January 15, 1947)</p> <p>New Appointment</p> <p>Outside Director</p> <p>Independence</p>	<p>Apr. 1990 Manager of Nursing Division of Preparatory Office for Toho University Sakura Medical Center</p> <p>Aug. 1990 Manager of Nursing Division of Tokyo Saiseikai Mukojima Hospital</p> <p>Jun. 1999 Executive Officer of Japanese Nursing Association</p> <p>Apr. 2002 Manager of Nursing Division and Assistant to Director of Kyoto University Hospital</p> <p>Apr. 2007 Professor of Keio University Faculty of Nursing And Medical Care</p> <p>Jun. 2010 President of Tokyo Nursing Association</p> <p>Jul. 2016 Professor of Institute for Biomedical Sciences of Iwate Medical University</p> <p>Apr. 2017 Professor and Dean of School of Nursing of Iwate Medical University</p> <p>Apr. 2021 Professor Emeritus of Iwate Medical University (to present)</p> <p>●The reason for the outside director candidate and the outline of the expected role</p> <p>Although she does not have an experience of company management, she has an experience of important positions as a nurse and a university professor and thus she has expertise and professional experience mainly in medical sector.</p> <p>We expect that we can utilize her insight and wealth of experience and her perspective as a healthcare professional for the sustainable business growth and the business administration of the Company's group.</p> <p>That's why she is the outside director candidate.</p>	<p>- shares</p>

Notes :

1. There is no special relation between the candidate and the Company.
2. Ms. Yoshiko Shimamori is the candidate as an outside director.
3. Ms. Yoshiko Shimamori meets the requirements for independent directors set forth by the Tokyo Stock Exchange. Accordingly, she will become such independent director if her appointment is approved and she is inaugurated as a director.
4. If the appointment of Ms. Yoshiko Shimamori is approved and she is inaugurated as a director, the Company will enter into a contract with her which limits the liability for damages as specified in Article 423 Paragraph 1 of the Companies Act in accordance with Article 427 Paragraph 1 of the Companies Act. The maximum amount of liability for damages under such contract is the minimum liability amount determined by laws and regulations.
5. The Company has entered into an officers liability insurance contract with an insurance company as stipulated in Article 430-3 Paragraph 1 of the Companies Act, designating officers, etc. as insureds, which will cover damage, legal costs, etc. that may be incurred by the insureds as a result of assuming responsibility for the execution of their duties or receiving claims related to the pursuit of such responsibility. If the appointment of Ms. Yoshiko Shimamori is approved and she is inaugurated as a director, she will be designated as an insured under the aforementioned liability insurance.

Proposal No.3 Election of One (1) Reserve Statutory Auditor

We should prepare for a vacancy that may result in non-compliance with the number of statutory auditor, and therefore one (1) reserve statutory auditor should be elected.

Presentation of this matter at the general meeting has been approved by the council of statutory auditors.

The candidate for reserve statutory auditor is as follows:

Name Date of birth	Brief history of career and the important career in other companies		Number of the Company shares owned
Shigeru Yanagase (May 2, 1947) <div style="border: 1px solid black; border-radius: 10px; padding: 2px; width: fit-content; margin: 5px auto;">External</div> <div style="border: 1px solid black; border-radius: 10px; padding: 2px; width: fit-content; margin: 5px auto;">Independence</div>	Apr. 2003 Jul. 2007	Manager of Special equipment Division of Nippon Sheet Glass Company, Ltd. Resigned the same company (to present) ●The reason for the reserve statutory auditor candidate He has an excellent and extensive knowledge and experience, cultivated in his former career. Believing that he is capable of providing proper guidance and supervision in the auditing and business management of the Company from an objective standpoint, the Company proposes that shareholders elect him as the reserve statutory auditor candidate.	- shares

Notes :

1. There is no special relation between the candidate and the Company.
2. Mr. Shigeru Yanagase is the candidate as reserve outside statutory auditor.
3. Mr. Shigeru Yanagase meets the requirements for independent statutory auditors set forth by the Tokyo Stock Exchange. Accordingly, he will become such independent statutory auditor if he is inaugurated as a statutory auditor.
4. If Mr. Shigeru Yanagase is inaugurated as a statutory auditor, the Company will enter into a contract with him which limits the liability for damages as specified in Article 423 Paragraph 1 of the Companies Act in accordance with Article 427 Paragraph 1 of the Companies Act. The maximum amount of liability for damages under such contract is the minimum liability amount determined by laws and regulations.
5. The Company has entered into an officers liability insurance contract with an insurance company as stipulated in Article 430-3 Paragraph 1 of the Companies Act, designating officers, etc. as insureds, which will cover damage, legal costs, etc. that may be incurred by the insureds as a result of assuming responsibility for the execution of their duties or receiving claims related to the pursuit of such responsibility. If Mr. Shigeru Yanagase is inaugurated as a statutory auditor, he will be designated as an insured under the aforementioned liability insurance.

Proposal No. 4 Payment of retirement allowance to Retired Directors

In recognition of their services in the position, the company will pay retirement allowance to retired directors, Mr. Kazuo Wakatsuki (expiration on June 26, 2020) and Mr. Hideo Okamoto (expiration on June 26, 2020) within a reasonable amount pursuant to the Retirement Allowance Rules of the Company. In this proposal, the Company sets a ceiling on a total of 4,955,000JPyen for them and the determination of each allowance, presentation, timing and method of payment will be delegated to the board of directors.

The brief personal records of the retired directors are as follows:

Name	Brief personal records	
Kazuo Wakatsuki	Jun. 2000	Director of the Company
	Jun. 2008	Managing Director of the Company
	Jun. 2020	Retired as Managing Director of the Company
Hideo Okamoto	Jun. 2009	Director of the Company
	Jun. 2020	Retired as Director of the Company