

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
2018(66th Business Year)**

Dear Shareholders,

Please be advised that the 66th general meeting of shareholders of NIPRO CORPORATION (the "Company") will be held on the date and at the place designated below; we request your attendance.

In the event you cannot attend the meeting personally, you may exercise your voting right 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 25, 2019 (Tuesday).

Notice

- 1. Date and Time:** June 26, 2019 (Wednesday), at 10:00 a.m.
2. Place of meeting: Kusatsu NIPRO HALL
3023, Noji-cho, Kusatsu City, Shiga Prefecture

3. Meeting Agenda

Reports

1. Business report for fiscal 2017 (the 65th business year of NIPRO) from April 1, 2018 to March 31, 2019, consolidated financial statements for fiscal 2018 and report by independent auditing firm and council of statutory auditors on the Company consolidated financial statements for fiscal 2018
2. The Company financial statements for fiscal 2018 (the 66th business year of it) from April 1, 2018 to March 31, 2019

Matters Resolved

Agenda No. 1 Disposition of surpluses

Agenda No. 2 Election of Three (3) Statutory Auditors

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

Agenda No. 4 Payment of retirement allowance to Retiring Directors

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- We request that shareholders who are attending the meeting personally also complete the enclosed proxy form and hand it to the receptionist on the meeting day.
- Based on the laws and regulations and Article 16 of Company's 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.
- ① consolidated statement of changes in net assets
 - ② notes to consolidated financial statements
 - ③ statement of changes in net assets

④notes to non-consolidated financial statements

And, we audited the above matters(①,②,③and④) as part of non-consolidated and consolidated financial statements when our auditor and accounting auditor made the audit report.

- If, after this Notice, any modification or change is made to the enclosed reference document for the general meeting of shareholders, 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

Please confirm the following items before exercising your voting rights via the Internet.

Website for the exercise of voting rights

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

- Upon accessing the above URL, you will be guided to the website for the exercise of voting rights operated by Mizuho Trust & Banking Co., Ltd.
- Depending on your browser or Internet user environment, you may be unable to exercise your voting rights via the website for the exercise of voting rights.
- The cost of Internet access (access fees to providers, telecommunications fees, etc.) shall be borne by the shareholders.

Procedures for exercising your voting rights

① **Visit the website** <https://soukai.mizuho-tb.co.jp/>

② **Log-in** Enter the Voting Right Exercise Code provided on the Voting Right Exercise Form

③ **Change your password**

Upon taking the above steps, please exercise your voting rights by following the instructions on the screen.

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.

Reference for exercising voting rights via the Internet

Mizuho Trust & Banking Co., Ltd. Stock Transfer Agency Department

Tell Free only from Japan: 0120-768-524

[9:00 a.m. to 9:00 p.m. Japan time (excluding Saturdays, Sundays and national holidays)]

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 a General Meeting of Shareholders

Matters to be resolved and relevant information

Proposal No. 1 Disposition of surpluses

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 we cope with disposition of dividends as follows.

Year-end dividends

(1) Description of dividends : Cash

(2) Allotment of dividends to shareholders, and aggregate amount 9 JPYen per common share of the Company.

Total: 1,467,878,607JPYen

Combined with the interim dividends of 19 JPYen per share already paid, the annual dividend for the year ended March 31, 2019 will be 28 JPYen per share.

(3) Effective date of profit distribution : June 27, 2019

Proposal No.2 Election of three (3) Statutory Auditors

The office term of the three (3) Statutory Auditors will expire at the close of the general meeting of shareholders for the year.

The Company requests the election of three (3) Statutory Auditors.

Presentation of this matter at the general meeting of shareholders has been approved by the Council of Statutory Auditor.

The candidates for the Statutory Auditor's positions are as follows.

No.	Name (Date of birth)	Brief history of career, title, and position within the Company; important career in other companies	Number of Company shares owned
1	Takayuki Nomiya (February 1, 1943) <div style="border: 1px solid black; padding: 2px; width: fit-content; margin: 5px 0;">Reappointment</div>	<p>Oct.1976 Joined the Company</p> <p>Apr.1997 Manager of the General Affairs Division of the Company</p> <p>Feb.2003 Manager of Auditing Division of the Company</p> <p>Feb.2008 Resigned the Company</p> <p>Jun.2008 Statutory Auditor of the Company (to present)</p> <p>●The reason for Statutory Auditor the candidates</p> <p>He has the experience as the person in charge of the general affairs division and domestic inspection division, and he is familiar with duties of our whole. He has extensive knowledge of accounting, and has properly conducted audits as a Statutory Auditor since he was appointed Statutory Auditor of the Company.</p> <p>Such a wealth of experience and knowledge will contribute enough to our management in the future.</p> <p>That's why the Company proposes that shareholders elect him as Statutory Auditor for the Company.</p>	3,248 shares
2	Kazumichi Irie (January 12, 1944) <div style="border: 1px solid black; padding: 2px; width: fit-content; margin: 5px 0;">Reappointment</div> <div style="border: 1px solid black; padding: 2px; width: fit-content; margin: 5px 0;">Externa</div> <div style="border: 1px solid black; padding: 2px; width: fit-content; margin: 5px 0;">Independence</div>	<p>Jun,1998 Director of Yoshitomi Seiyaku Kabushiki Kaisha (presently, Mitsubishi Tanabe Pharma Corporation)</p> <p>Jun,2002 Statutory Auditor of the same company</p> <p>Jun,2005 Resigned as Statutory Auditor of the same company</p> <p>Jun,2005 Pharmaceutical University Auditor of the same university</p> <p>Jun,2008 same university</p> <p>Jun.2011 Statutory Auditor of NIPRO, Retirement of Auditor of the University (to present)</p> <p>●The reason for Outside Auditor the candidates</p> <p>He has an excellent and extensive knowledge and experience as a Director and Statutory Auditor,</p>	1,000shares

		<p>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 Outside Statutory Auditor for the Company.</p>	
3	<p>Masayoshi Hasegawa (December 23, 1941)</p> <p>Reappointment</p> <p>Externa</p> <p>Independence</p>	<p>Jun.1994 Director of Nippon Glass Fiber Company, Ltd (presently, Nippon Sheet Glass Company, Ltd)</p> <p>Jun.1998 Managing Director of the same company</p> <p>Apr.1999 General Manager of Special equipment Division of Nippon Sheet Glass Company, Ltd</p> <p>May.2002 Adviser of Special equipment Division of same company and President of the "Nissho Fiber Company, Ltd" and President of the "Nissho BR Company, Ltd"</p> <p>Mar.2004 Resigned as above three companies</p> <p>Jun.2013 Statutory Auditor of NIPRO (to present)</p> <p>•The reason for Outside Auditor the candidates He has an excellent and extensive knowledge and experience as a Director, 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 Outside Statutory Auditor for the Company.</p>	- shares

(Notes)

1. There is no special relation between any nominee and the Company.
2. Mr. Kazumichi Irie and Mr.Masayoshi Hasegawa are nominees as Outside Statutory Auditor.
3. We have already signed a contract which limits the liability for damages as specified in article 423 paragraph 1 of the Companies Act based on article 427 paragraph 1 of the same regulations with Mr.Takayuki Nomiya,Mr.Kazumichi Irie and Mr.Masayoshi Hasegawa.And, the maximum amount of liability for damages based on this contract is the minimum liability amount determined by laws and regulations.
If they are elected again as Auditor, we will continue to the contract with them.

4. Mr. Kazumichi Irie is an independent executive as stipulated in the regulations of the Tokyo Stock Exchange, and the Company designated him to the Tokyo Stock Exchanges as an independent executive. Upon approval of the re-election of him, the Company will continue to designate him as an independent executive.
- And, Mr. Masayoshi Hasegawa satisfies the requirements for independent Outside Statutory Auditor set forth in the regulations of the Tokyo Stock Exchange.
- Upon approval of the re-election of him, the Company will designate him as an independent executive.
5. The term of Mr. Kazumichi Irie's assumption of office as Statutory Auditor will be eight (8) years, and the term of Mr. Masayoshi Hasegawa's assumption of office as Statutory Auditor will be six (6) years at the conclusion of this general meeting of shareholders for the year.
6. The number of the above stocks includes shares held by Stock Ownership Plan of NIPRO as of April 30, 2019

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

We should be prepared for a vacancy that may result in non-compliance with the Statutory Auditor number, one (1) reserve Statutory Auditor should be elected.

Presentation of this matter at the general meeting of shareholders has been approved by the Council of Statutory Auditors.

The profile of the reserve Statutory Auditor nominee is as follows.

Name Date of birth	Brief history of career and the important career in other companies		Number of Company shares owned
Shigeru Yanagase (May 2, 1947) <div style="border: 1px solid black; border-radius: 10px; padding: 5px; width: fit-content; margin: 0 auto;">External</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 Substitute Auditor candidates 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	- shares

		Company from an objective standpoint, the Company proposes that shareholders elect him as the Substitute Auditor candidates.	
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Notes :

1. There is no special relation between the nominee and the Company.
2. Mr. Shigeru Yanagase is a nominee as reserve Outside Statutory Auditor.
3. If Mr. Shigeru Yanagase is elected as an Auditor, we would sign a contract which limits the liability for damages as specified in article 423 paragraph 1 of the Companies Act based on article 427 paragraph 1 of the same regulations with him.
And, the maximum amount of liability for damages based on this contract is the minimum liability amount determined by laws and regulations.
4. Upon inauguration of Mr. Sigeru Yanagase ,the Company will designate him as an independent executive in the regulations of the Tokyo Stock Exchange.

Proposal No. 4 Payment of retirement allowance to Retiring Directors

In recognition of his service in the position, the company will pay a retirement allowance to retiring directors, Makoto Sato (expiration on June 27, 2018) ,Akihiko Yamabe(expiration on June 27, 2018)and Takeo Kikuchi(resignation on December 31,2017)within a reasonable amount pursuant to the Retirement Allowance Rules of the Company. In this proposal, the Company set a ceiling on a total of 87,700,000 yen for them and the determination of each allowance, presentation, timing and method was delegated to the Board of Directors.

The brief personal records of the retiring Directors are as follows:

Name	Brief personal records	
Makoto Sato	June. 1997	Director of the Company
	June. 2006	Managing Director of the Company
	June. 2018	Retired as Managing Director of the Company
Akihiko Yamabe	June. 1989	Director of the Company
	June. 2018	Retired as Director of the Company
Takeo Kikuchi	Jun. 2010	Director of the Company
	Dec. 2017	Retired as Director of the Company