

1. This document is a translation of the official Japanese Notice Regarding Partial Amendments to the Company's Articles of Incorporation.
2. This translation is provided only as a reference to assist shareholders in their voting and does not constitute an official document.
3. In the event of any discrepancies between this translated document and the Japanese original, the original shall prevail.

May 12, 2017

To whom it may concern,

Name of Company

Nissha Printing Co., Ltd.

Name of Representative

Junya Suzuki, President and CEO, Chairman of the Board  
(Code Number 7915; 1<sup>st</sup> Section of the Tokyo Stock Exchange)

Contact

Hayato Nishihara, Director, Member of the Board and Senior  
Executive Vice President, Chief Financial Officer  
(Telephone No. 075-811-8111)

## **Notice Regarding Partial Amendments to the Company's Articles of Incorporation**

It is hereby notified that Nissha Printing Co., Ltd. (the "Company"), at the meeting of its Board of Directors held today, determined to submit a proposition for partial amendments to its Articles of Incorporation to the Ordinary General Meeting of Shareholders for the 98th Business Term to be held on June 16, 2017.

### Description

1. Reasons for the amendments:

- (1) The Company was established in Kyoto in 1929 in pursue of high-quality art prints. From the 1960s, with the advancement of printing technologies the Company had concentrated its efforts on developing new products and broadened its product lines, including transfer foils and electronic components, and since the latter half of the 1990s the Company has achieved remarkable growth by making inroads into the global market. The Company is now moving forward with the business development in fields such as printing related materials, automotive interior parts and medical devices, where further growth is expected on a global basis, in addition to the existing product lines.

Far beyond traditional boundaries of printing field, the Company has been evolving and expanding its business, and accordingly decided to change its trade name from Nissha Printing Co., Ltd. to Nissha Co., Ltd., by amending Article 1 (Trade Name) of the current Articles of Incorporation.

“Nissha” is a corporate brand that has been familiar with our customers, shareholders, suppliers and local communities throughout the years, and is now globally recognized. This trade name change is

another opportunity for us to make even greater leap forward.

Our new trade name will take effect from October 6, 2017.

(2) With the progression of our Fifth Medium-term Business Plan which started in fiscal 2015, we will modify Article 2 (Purposes) of the current Articles of Incorporation to facilitate the diversification and future development of our Group's business activities, and to align our business purposes with our current operations.

(3) The fiscal year of the Company is currently one year from April 1 of every year to March 31 of the following year. The Company intends to unify the fiscal year for overseas consolidated subsidiaries in order to promote integrated group operations, and further enhance management transparency and efficiency through the timely and adequate disclosure of financial and business information. To achieve this goal, the Company aims to change its fiscal year to one year commencing on January 1 of every year and ending on December 31 of the same year. Consequently, the Company will make necessary amendments to Articles 13 (Time of Convening General Meeting of Shareholders), 14 (Base Date of Ordinary General Meeting of Shareholders), 38 (Fiscal Year) and 39 (Base Date for Dividends of Surplus) of the current Articles of Incorporation.

Furthermore, since the 99th Business Term will cover the nine months from April 1, 2017 to December 31, 2017 as a result of this change, supplementary provisions are also to be established as a transitional measure.

All of our consolidated subsidiaries whose fiscal years do not end on December 31 are currently expected to introduce the same amendments.

(4) In consideration of notable contribution in restoration of the Company, Chairperson Emeritus as Director shall belong to the late Mr. Shozo Suzuki solely and permanently, and the Company will never assign anyone for this title. The Company will thus make a necessary amendment to Article 23 (Representative Directors and Directors with Title) of the current Articles of Incorporation.

(5) The Act for Partial Amendment of the Companies Act (Act No. 90, 2014) enforced on May 1, 2015 newly allows the conclusion of liability limitation agreements between the Company and a Director who does not execute business and between the Company and an Audit and Supervisory Board Member who is not an Independent Audit and Supervisory Board Member. Consequently, the Company proposes to make partial amendments to Articles 29 (Exemption from Liability for Independent Directors) and 37 (Exemption from Liability for Independent Audit and Supervisory Board Members) of the current Articles of Incorporation so that those Directors and Audit and Supervisory Board Members will be able to further carry out their expected roles.

Consent has already been obtained from each Audit and Supervisory Board Member for the amendment to Article 29 of the current Articles of Incorporation.

(6) In order to implement the dividend policy and the capital policy flexibly, the Company will newly establish Article 39 (Organ to decide on Matters including Dividends of Surplus) of the proposed Articles of Incorporation that enables the Company to decide matters including dividends of surplus by a resolution of the Board of Directors. The Company will partially amend Article 39 (Base Date for

Dividends of Surplus) of the current Articles of Incorporation as well, and adjust its number of articles as Article 40 (Base Date for Dividends of Surplus) of the proposed Articles of Incorporation with deleting Article 40 (Interim Dividends) of the current Articles of Incorporation.

This amendment does not intend to preclude the General Meeting of Shareholders from exercising its authority over deciding matters including dividends of surplus.

(7) In addition, as a result of the amendments above, the number of articles, wording of articles and other necessary matters will be amended.

2. Contents of the amendments:

The contents of the amendments are set forth in the exhibit attached hereto.

3. Schedule:

Date of the General Meeting of Shareholders for the amendments to the Articles of Incorporation:

June 16, 2017

Effective date of the amendments: June 16, 2017

End

## Exhibit: Contents of the Amendments of the Articles of Incorporation

The contents of the amendments are as follows.

(Underlined portions indicate proposed changes)

Current Articles of Incorporation	Proposed Amendments
<p style="text-align: center;">Chapter 1: General Provisions</p> <p>(Trade Name)            Article 1. The Company shall be called <u><i>Nihon Shashin Insatsu Kabushiki Kaisha</i></u> and shall be expressed in English as <u>Nissha Printing Co., Ltd.</u></p> <p>(Purposes)            Article 2. The purpose of the Company is to run the following businesses.</p> <p>1)              } (Text omitted)</p> <p>9)              } (Newly established)</p> <p><u>10)</u> Production and sale of paper processed goods, fine arts and craft works, metal products, wooden products, chemical industry products, <u>cosmetics</u>, food products, convenience goods and fiber processed goods;</p> <p><u>11)</u> (Text omitted)              } (Newly established)</p> <p><u>12)</u>              } (Text omitted)</p> <p><u>15)</u></p> <p><u>16)</u> Planning, operation, display, interior work and electrical decoration for events or exhibitions, and design and execution of architecture and other construction;</p> <p><u>17)</u> (Text omitted)</p>	<p style="text-align: center;">Chapter 1: General Provisions</p> <p>(Trade Name)            Article 1. The Company shall be called <u><i>NISSHA Kabushiki Kaisha</i></u> and shall be expressed in English as <u>Nissha Co., Ltd.</u></p> <p>(Purposes)            Article 2. The purpose of the Company is to run the following businesses.</p> <p>1)              } (Unchanged)</p> <p>9)              } <u>10) Development, production and sale of medical devices, consumable medical products, analyzers, in-vitro diagnostics, quasi-drug and cosmetics;</u></p> <p><u>11)</u> Production and sale of paper processed goods, fine arts and craft works, metal products, wooden products, chemical industry products, food products, convenience goods and fiber processed goods;</p> <p><u>12)</u> (Unchanged)</p> <p><u>13)</u> <u>Import and export of goods and other things listed in the preceding items;</u></p> <p><u>14)</u>              } (Unchanged)</p> <p><u>17)</u></p> <p><u>18)</u> Planning, operation, display, interior work and electrical decoration for events or exhibitions, and design, execution, <u>contracting and supervision</u> of architecture, <u>landscape gardening</u> and other construction;</p> <p><u>19)</u> (Unchanged)</p>

<p><u>18) Purchase and sale of antiques goods;</u></p> <p><u>19) Warehousing business, packaging business, customs clearance business, automobile forwarding business, automobile maintenance business and sale of automobile fuel;</u></p> <p><u>20) Management of parking space;</u></p> <p><u>21) Business of dispatching general workers, business of commercial introduction of jobs;</u></p> <p><u>22) Comprehensive leasing business, and business of renting and managing real estate;</u></p> <p><u>23) Planning, design and construction of gardens and greening works;</u></p> <p><u>24) Agent business of non-life insurance and insurance based on Automobile Liability Security Law, and business relating to the agency of life insurance;</u></p> <p><u>25) Contracting of clerical works relating to the calculation of payroll and social insurance premium, employment management, labor management, etc.;</u></p> <p><u>26) Financing business such as money lending, buying and selling of receivables, guarantee of debts, etc. and contracting of clerical works relating to accounting &amp; book keeping;</u></p> <p><u>27) Cleaning business, disposal and recycling of industrial wastes and general wastes, and sale of such processed scrap; and</u></p> <p><u>28) (Text omitted)</u></p> <p>Article 3. { (Text omitted)</p> <p>Article 5.</p>	<p><u>20) Separation, collection, transportation and disposal of industrial wastes, sale of valuables, cleaning business, generation of electricity, supply and sale of electricity, purchase and sale of antiques goods, security business, and management of parking space; and</u></p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p><u>21) (Unchanged)</u></p> <p>Article 3. { (Unchanged)</p> <p>Article 5.</p>
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<u>Chapter 2: Shares</u>	<u>Chapter 2: Shares</u>
<p><u>Article 6.</u>            { (Text omitted)</p> <p><u>Article 12.</u></p> <p style="text-align: center;">Chapter 3: General Meeting of Shareholders</p> <p>(Time of Convening General Meeting of Shareholders)</p> <p>Article 13. The Ordinary General Meeting of Shareholders of the Company shall be convened in <u>June</u> of each year, and an Extraordinary General Meeting of Shareholders shall be convened whenever necessary.</p> <p>(Base Date of Ordinary General Meeting of Shareholders)</p> <p>Article 14. The base date of the voting right in the Ordinary General Meeting of Shareholders of the Company shall be <u>March</u> 31 of each year.</p> <p>Article 15.            { (Text omitted)</p> <p>Article 19.</p> <p style="text-align: center;">Chapter 4: Directors and Board of Directors</p> <p>Article 20.            { (Text omitted)</p> <p>Article 22.</p> <p>(Representative Directors and Directors with Title)</p> <p>Article 23. The Representative Director shall be elected by the resolution of the Board of Directors.</p> <p>2. One <u>Chairperson Emeritus</u>, one Chairperson, one President and CEO, and one or more Corporate Vice</p>	<p><u>Article 6.</u>            { (Unchanged)</p> <p><u>Article 12.</u></p> <p style="text-align: center;">Chapter 3: General Meeting of Shareholders</p> <p>(Time of Convening General Meeting of Shareholders)</p> <p>Article 13. The Ordinary General Meeting of Shareholders of the Company shall be convened in <u>March</u> of each year, and an Extraordinary General Meeting of Shareholders shall be convened whenever necessary.</p> <p>(Base Date of Ordinary General Meeting of Shareholders)</p> <p>Article 14. The base date of the voting right in the Ordinary General Meeting of Shareholders of the Company shall be <u>December</u> 31 of each year.</p> <p>Article 15.            { (Unchanged)</p> <p>Article 19.</p> <p style="text-align: center;">Chapter 4: Directors and Board of Directors</p> <p>Article 20.            { (Unchanged)</p> <p>Article 22.</p> <p>(Representative Directors and Directors with Title)</p> <p>Article 23. The Representative Director shall be elected by the resolution of the Board of Directors.</p> <p>2. One Chairperson, one President and CEO, and one or more Corporate Vice President(s), Senior Executive</p>

<p>President(s), Senior Executive Director(s) and Executive Director(s) may be elected from among the Directors of the Company by the resolution of the Board of Directors.</p> <p>Article 24. { (Text omitted)</p> <p>Article 28.</p> <p>(Exemption from Liability for <u>Independent</u> Directors)</p> <p>Article 29. The Company may conclude a contract with the <u>Independent</u> Directors to limit the liability for damages due to the negligence of duties, based on the provisions of Article 427, Paragraph 1 of the Companies Act; provided, however, that the amount of limit on liability under such contract shall be the amount prescribed by laws and ordinances.</p> <p>Chapter 5: Audit and Supervisory Board Members and Audit and Supervisory Board</p> <p>Article 30. { (Text omitted)</p> <p>Article 36.</p> <p>(Exemption from Liability for <u>Independent</u> Audit and Supervisory Board Members)</p> <p>Article 37. The Company may conclude a contract with the <u>Independent</u> Audit and Supervisory Board Members to limit the liability for damages due to the negligence of duties, based on the provisions of Article 427, Paragraph 1 of the Companies Act; provided, however, that the amount of limit of liability under such contract shall be the amount prescribed by laws and ordinances.</p>	<p>Director(s) and Executive Director(s) may be elected from among the Directors of the Company by the resolution of the Board of Directors.</p> <p>Article 24. { (Unchanged)</p> <p>Article 28.</p> <p>(Exemption from Liability for Directors)</p> <p>Article 29. The Company may conclude a contract with the Directors (<u>excluding Executive Directors, etc.</u>) to limit the liability for damages due to the negligence of duties, based on the provisions of Article 427, Paragraph 1 of the Companies Act; provided, however, that the amount of limit on liability under such contract shall be the amount prescribed by laws and ordinances.</p> <p>Chapter 5: Audit and Supervisory Board Members and Audit and Supervisory Board</p> <p>Article 30. { (Unchanged)</p> <p>Article 36.</p> <p>(Exemption from Liability for Audit and Supervisory Board Members)</p> <p>Article 37. The Company may conclude a contract with the Audit and Supervisory Board Members to limit the liability for damages due to the negligence of duties, based on the provisions of Article 427, Paragraph 1 of the Companies Act; provided, however, that the amount of limit of liability under such contract shall be the amount prescribed by laws and ordinances.</p>
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Chapter 6: Accounts	Chapter 6: Accounts
<p>(Fiscal Year)</p> <p>Article 38. The fiscal year of the Company shall be 1 year from <u>April</u> 1 of every year to <u>March</u> 31 of the <u>following</u> year.</p> <p>(Newly established)</p>	<p>(Fiscal Year)</p> <p>Article 38. The fiscal year of the Company shall be 1 year from <u>January</u> 1 of every year to <u>December</u> 31 of the <u>same</u> year.</p> <p><u>(Organ to decide on Matters including Dividends of Surplus)</u></p> <p><u>Article 39. The Company may decide the matters listed in each item of Article 459, Paragraph 1 of the Companies Act including dividends of surplus by resolution of the Board of Directors unless otherwise provided for in any of the laws or ordinances.</u></p>
<p>(Base Date for Dividends of Surplus)</p> <p>Article <u>39</u>. The base date for the dividends of surplus of the Company shall be <u>March</u> 31 of each year.</p> <p>(Newly established)</p> <p>(Newly established)</p>	<p>(Base Date for Dividends of Surplus)</p> <p>Article <u>40</u>. The base date for the dividends of surplus of the Company shall be <u>December</u> 31 of each year.</p> <p><u>2. The base date for the interim dividends of surplus of the Company shall be June 30 of each year.</u></p> <p><u>3. In addition to the preceding two paragraphs, the Company may prescribe a base date and pay dividends of surplus.</u></p>
<p><u>(Interim Dividends)</u></p> <p><u>Article 40. By the resolution of the Board of Directors, the Company may pay interim dividends as at the base date of September 30 of each year.</u></p>	<p>(Deleted)</p>
<p>Article 41. (Text omitted)</p> <p>(Newly established)</p>	<p>Article. 41 (Unchanged)</p> <p><u>(Supplementary Provisions)</u></p> <p><u>Article 1. The amendment to Article 1 (Trade Name) shall take effect on October 6, 2017. This Article shall be deleted when such amendment takes effect.</u></p>



	<p><u>Article 2. Notwithstanding the provision of Article 38 (Fiscal Year), the 99th Business Term shall commence on April 1, 2017 and end on December 31, 2017.</u></p> <p><u>Article 3. Notwithstanding the provision of paragraph 2 of Article 40 (Base Date for Dividends of Surplus), if the Company pays interim dividends in the 99th Business Term, the base date for such dividends shall be September 30, 2017.</u></p> <p><u>Article 4. The preceding two articles and this article shall be deleted after the end of the 99th Business Term.</u></p>
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