

1. This document is a translation of the official Japanese Notice Concerning Discontinuation (Abolition) of Countermeasures Against a Large-scale Purchase of Shares of the Company (Takeover Defense Measures).
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.

February 14th, 2019

To whom it may concern,

Name of Company	Nissha Co., Ltd.
Name of Representative	Junya Suzuki, Chairman of the Board, President and CEO (Code Number 7915; 1 <sup>st</sup> Section of the Tokyo Stock Exchange)
Contact	Hayato Nishihara, Director of the Board and Senior Executive Vice President, Chief Financial Officer (Telephone No. 075-811-8111)

## **Notice Concerning Discontinuation (Abolition) of Countermeasures Against a Large-scale Purchase of Shares of the Company (Takeover Defense Measures)**

Nissha Co., Ltd. (the “Company”) introduced a “Countermeasures Against a Large-scale Purchase of Shares of the Company (Takeover Defense Measures)” (hereinafter, the “Plan”) in an effort to further secure and improve our corporate value and the common interests of our shareholders. This Plan will expire at the conclusion of the Ordinary General Meeting of Shareholders scheduled for March 22, 2019 (hereinafter, the “Ordinary General Meeting of Shareholders”).

A resolution for the discontinuation of the Plan upon the conclusion of the Ordinary General Meeting of Shareholders was adopted at a meeting of the Board of Directors convened today (hereinafter, the “Meeting of the Board of Directors”), and the Company hereby provides notice as follows.

### Description

Since its founding, under the strong leadership of our management, the Company has developed a strategy precisely tailored to changes in the business environment, and has realized growth through the development and expansion of its business domain. At the same time, we have positioned corporate governance from a viewpoint of management transparency and fairness as a crucial management issue, and we have worked to make improvements of our corporate governance through the active recruitment of independent directors and the appointment of directors with an emphasis on diversity in order to vitalize the Board of Directors, the establishment and augmentation of a nomination and remuneration committee to serve as an advisory body to the Board of Directors, and other efforts.

At present, the Company’s group is implementing its 6th Medium-term Business Plan (a three-year plan) which seeks growth through restructuring and optimization of its business portfolio. In addition to our core consumer electronics (IT), we have established automobiles, medical devices and high-function packaging materials as key markets in an effort to build a more balanced business foundation, and we are seeking to improve our corporate value through the implementation of a global based growth strategy. The Company has widely disseminated information regarding the aspirations and progress of our Medium-term Business Plan. Also, we have

engaged in repeated dialogues with our domestic and foreign institutional investors and other shareholders and have placed emphasis on feedback to the management.

The Company will continue its efforts to enhance and strengthen corporate governance and will continue to steadily implement the Medium-term Business Plan, and we believe that this will contribute to improving our corporate value and the common interests of our shareholders. The resolution for the discontinuation (abolition) of the Plan adopted at the Meeting of the Board of Directors was reached through multifaceted discussions based on the Company's basic concept as set forth above, as well as recent trends involving anti-takeover measures, the revision of the Corporate Governance Code and other factors.

Moreover, even after the Plan is abolished, the Company will request the necessary and complete information needed to facilitate appropriate decisions on large-scale purchases by the shareholders from those entities seeking to make large-scale purchases of our shares, we will also disclose the opinions and the like of our Board of Directors and strive to secure the time and information required for consideration by the shareholders, we will enact other appropriate measures based on the Financial Instruments and Exchange Act, the Companies Act and other relevant laws and regulations, and we will continue our efforts to further secure and advance our corporate value and the common interests of our shareholders.

End