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Securities Code: 4021
May 31, 2017

To Those Shareholders with Voting Rights

Kojiro Kinoshita
Representative Director,
President & CEO
Nissan Chemical Industries, Ltd.
7-1, Kanda Nishiki-cho 3-chome,
Chiyoda-ku, Tokyo, JAPAN

NOTICE OF THE CONVOCATION OF THE 147th ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 147th Ordinary General Meeting of Shareholders of Nissan Chemical Industries, Ltd. (the “Company”). The meeting will be held as described below.

If you are unable to attend the meeting, you can exercise your voting rights by either of the following means. Please review the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights.

Exercise of Voting Rights in Writing

Please indicate your votes for or against the proposals on the enclosed Voting Rights Exercise Form and return it to the Company, ensuring that the form reaches us by 5:40 p.m., Tuesday, June 27, 2017.

Exercise of Voting Rights via the Internet, etc.

Please access the website for exercising voting rights as indicated in the enclosed Voting Rights Exercise Form and exercise your voting rights by 5:40 p.m., Tuesday, June 27, 2017 (please refer to page 2 hereof).

1. Date and Time: Wednesday, June 28, 2017 at 10:00 a.m. (Reception starts at 9:15 a.m.)

2. Place: Josui Kaikan, 2F, Star Hall
1-1, Hitotsubashi 2-chome, Chiyoda-ku, Tokyo, Japan

3. Agenda of the Meeting:

- Matters to be reported:**
1. The Business Report and the Consolidated Financial Statements for the 147th fiscal year (from April 1, 2016 to March 31, 2017) and results of audits by the Accounting Auditors and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. The Non-Consolidated Financial Statements for the 147th fiscal year (from April 1, 2016 to March 31, 2017)

Proposals to be resolved:

- Proposal No. 1:** Appropriation of Surplus
Proposal No. 2: Election of Nine (9) Directors
Proposal No. 3: Election of One (1) Corporate Auditor

- * For those attending the meeting, please present the enclosed Voting Rights Exercise Form at the reception desk on arrival.
- * Included in the documents that should be provided by the Company when providing the notice of convocation for this Ordinary General Meeting of Shareholders are the notes to consolidated financial statements and the notes to non-consolidated financial statements. As provided for by the relevant laws and regulations and Article 19 of the Company's Articles of Incorporation, these documents are posted on the Company's website (<http://www.nissanchem.co.jp/>) and are not included in the accompanying material to this document. In addition to the accompanying material to the notice of convocation for this Ordinary General Meeting of Shareholders, the materials audited by the Audit & Supervisory Board and the Accounting Auditors include the notes to consolidated financial statements and the notes to non-consolidated financial statements will be posted on the Company's website indicated above.
- * When it is necessary to modify the matters stated in the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-Consolidated Financial Statements and the Consolidated Financial Statements, please understand that any matters if modified will be shown on the Company's website (<http://www.nissanchem.co.jp/>).
- * The Company participates in the Electronic Voting Rights Exercise Platform for "institutional investors" operated by ICJ Inc.

The Company's website (<http://www.nissanchem.co.jp/>)

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

The Company upholds the basic policy of working to improve corporate value from a medium-to-long term viewpoint and providing return of its profits to the shareholders.

After taking into consideration such factors as operating performance, business environment and preparation for future business development, the Company proposes the year-end dividend for the current fiscal year as follows.

(1) Type of dividend property

Cash

(2) Matters related to distribution of dividend property and the total amount

The Company proposes to pay ¥28 per common share of the Company

Under this proposal, the total amount of dividends paid is ¥4,249,223,524.

As the Company paid an interim dividend of ¥24, the annual dividend for the current fiscal year is ¥52 per share.

(3) Effective date of the distribution of surplus

June 29, 2017

Proposal No. 2: Election of Nine (9) Directors

The terms of office of all nine (9) Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders.

Accordingly, the election of nine (9) Directors, including two (2) Outside Directors, is proposed.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Career summary, position/responsibilities in the Company and significant positions concurrently held outside the Company	Number of the Company's shares held
1	Kojiro Kinoshita (April 19, 1948) Attendance at meetings of the Board of Directors 12/12	Apr. 1977 Joined the Company Jun. 2002 Director, Head of Corporate Planning Department Jun. 2006 Managing Director Jun. 2008 Representative Director, President & CEO (to the present)	91,300
Reason for the nomination of the candidate for Director Mr. Kojiro Kinoshita served as General Manager of the Business Strategy Department, Chemicals General Headquarters and also as Head of the Corporate Planning Department. In addition, as Representative Director and President & CEO of the Company since June 2008, he has been promoting strategies to enhance the corporate value of the Company Group. Considering his wide-ranging experience, achievements, and insights, the Company judges that Mr. Kinoshita remains qualified to be a Director that performs decision-making on business operations and oversees the execution of duties by Directors, and nominated him as a candidate for Director.			

No.	Name (Date of birth)	Career summary, position/responsibilities in the Company and significant positions concurrently held outside the Company	Number of the Company's shares held
2	<p data-bbox="231 611 434 680">Junichi Miyazaki (October 9, 1951)</p> <p data-bbox="231 723 434 853">Attendance at meetings of the Board of Directors 12/12</p>	<p data-bbox="475 293 1270 353">Apr. 1974 Joined The Industrial Bank of Japan, Limited (currently Mizuho Bank, Ltd.)</p> <p data-bbox="475 365 1230 456">Jun. 2000 General Manager, International Department of The Industrial Bank of Japan, Limited (currently Mizuho Bank, Ltd.)</p> <p data-bbox="475 468 1217 528">Jun. 2003 Corporate Auditor of Mizuho Corporate Bank, Ltd. (currently Mizuho Bank, Ltd.)</p> <p data-bbox="475 539 1254 600">Apr. 2005 Managing Executive Officer of Kowa Real Estate Co., Ltd.</p> <p data-bbox="475 611 1198 645">Jul. 2005 Managing Director of Kowa Real Estate Co., Ltd.</p> <p data-bbox="475 656 975 689">Apr. 2006 Joined the Company, Advisor</p> <p data-bbox="475 701 735 734">Jun. 2006 Director</p> <p data-bbox="475 745 1134 806">Apr. 2007 Director, Head of Corporate Administration Department</p> <p data-bbox="475 817 855 851">Jun. 2008 Managing Director</p> <p data-bbox="475 862 935 896">Jun. 2011 Senior Managing Director</p> <p data-bbox="475 907 1190 967">Apr. 2013 Director, Senior Executive Vice President (to the present)</p> <p data-bbox="475 978 1150 1171">(Current positions in charge) Corporate Strategy & Coordination, Internal Audit Department, Finance & Accounting Department, Environment, Safety & Quality Assurance Department, and CRO</p>	29,900
<p data-bbox="220 1193 847 1227">Reason for the nomination of the candidate for Director</p> <p data-bbox="220 1238 1437 1435">Mr. Junichi Miyazaki has strived to improve the financial structure of the Company and contributed to the Company Group's growth from a variety of perspectives as head of the corporate administration section of the Company since his assumption of office as Director in June 2006, utilizing his wide-ranging knowledge cultivated through his experience in a financial institution. Considering his wide-ranging experience, achievements, and insights, the Company judges that Mr. Miyazaki remains qualified to be a Director that performs decision-making on business operations and oversees the execution of duties by Directors, and nominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, position/responsibilities in the Company and significant positions concurrently held outside the Company	Number of the Company's shares held
3	<p>Hiroyoshi Fukuro (April 18, 1952)</p> <p>Attendance at meetings of the Board of Directors 12/12</p>	<p>Apr. 1979 Joined the Company</p> <p>Jun. 2004 Director, Head of Electronic Materials Research Laboratories</p> <p>Jun. 2011 Managing Director</p> <p>Apr. 2013 Senior Managing Director</p> <p>Apr. 2014 Director, Senior Managing Executive Officer (to the present)</p> <p>(Current positions in charge) R&D, Pharmaceuticals Division, Intellectual Property Department, Advanced Materials & Planning Department, and Head of Performance Materials Division (Significant position concurrently held) Representative Director of NCK Co., Ltd.</p>	23,800
<p>Reason for the nomination of the candidate for Director</p> <p>Mr. Hiroyoshi Fukuro has been engaged in research of electronic materials for many years, and contributed to business expansion in the performance materials field, as Head of Performance Materials Division and as the person in charge of R&D of material science since his assumption of office as Director in June 2004. Considering his wealth of experience, achievements, and knowledge, the Company judges that Mr. Fukuro remains qualified to be a Director that performs decision-making on business operations and oversees the execution of duties by Directors, and nominated him as a candidate for Director.</p>			
4	<p>Masataka Hatanaka (February 27, 1954)</p> <p>Attendance at meetings of the Board of Directors 10/10</p>	<p>Apr. 1978 Joined the Company</p> <p>Jun. 2000 General Manager of Agrichemicals Research Division, Central Laboratories</p> <p>Jun. 2009 Plant Manager of Saitama Plant</p> <p>Jun. 2010 Associate Executive Officer, Plant Manager of Saitama Plant</p> <p>Jun. 2012 Associate Executive Officer, Plant Manager of Onoda Plant</p> <p>Apr. 2014 Executive Officer, Plant Manager of Onoda Plant</p> <p>Apr. 2016 Managing Executive Officer, Head of Production Technology Department</p> <p>Jun. 2016 Director, Managing Executive Officer (to the present)</p> <p>(Current positions in charge) Head of Production Technology Department (Significant position concurrently held) President of Nissan Engineering, Ltd.</p>	16,200
<p>Reason for the nomination of the candidate for Director</p> <p>Mr. Masataka Hatanaka has been engaged in R&D in the life science field and in the production technology field for many years, and has undertaken tasks related to safe and reliable operations as Plant Manager of the Saitama and Onoda Plants. Since April 2016, he has been controlling production technology in general as Head of Production Technology Department. The Company judges that Mr. Hatanaka possesses sufficient knowledge to be a Director that performs decision-making on business operations and oversees the execution of duties by Directors, and nominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, position/responsibilities in the Company and significant positions concurrently held outside the Company	Number of the Company's shares held
5	Katsuaki Miyaji (January 27, 1961) Attendance at meetings of the Board of Directors 10/10	Apr. 1985 Joined the Company Jun. 2010 Director, Head of Chemical Research Laboratories Jun. 2011 Director, Head of Advanced Materials & Planning Department Apr. 2014 Director, Executive Officer, Head of Electronic Materials Research Laboratories Jun. 2014 Executive Officer, Head of Electronic Materials Research Laboratories Oct. 2014 Executive Officer, Head of Materials Research Laboratories Apr. 2016 Managing Executive Officer, Head of Corporate Planning Department Jun. 2016 Director, Managing Executive Officer (to the present) (Current positions in charge) Research Planning Department, and Head of Corporate Planning Department (Significant position concurrently held) President of Nissan Chemical America Corporation	10,200
Reason for the nomination of the candidate for Director Mr. Katsuaki Miyaji has been engaged in research for many years, and has undertaken tasks related to materials research as well as the creation of new products, which is the driving force for the Company Group's growth. Since April 2016, he has been focusing on understanding the status of business operations in each division and achieving goals across the entire Company Group as Head of Corporate Planning Department. The Company judges that Mr. Miyaji possesses sufficient knowledge to be a Director that performs decision-making on business operations and oversees the execution of duties by Directors, and nominated him as a candidate for Director.			
6	Hidenori Takishita (June 10, 1956) <u>New Candidate</u>	Apr. 1980 Joined the Company Apr. 2007 General Manager of General Affairs Department, Toyama Plant Jun. 2011 Associate Executive Officer, Head of Internal Audit Department Jun. 2012 Associate Executive Officer, Head of Personnel Department Jun. 2013 Director, Head of Personnel Department Apr. 2014 Director, Executive Officer, Head of Personnel Department Jun. 2014 Executive Officer, Head of Personnel Department Apr. 2017 Managing Executive Officer, Head of Personnel Department (to the present) (Current position in charge) Chemicals Division and Purchasing Department	14,700
Reason for the nomination of the candidate for Director Mr. Hidenori Takishita has been engaged in labor management and in factory management at the Toyama Plant, the primary driver of chemicals, for many years and, as Head of the Personnel Department since June 2012, has directed overall personnel management and contributed to the entire Company Group's personnel development and promotion of work-life balance. The Company judges that Mr. Takishita possesses sufficient knowledge to be a Director that performs decision-making on business operations and oversees the execution of duties by Directors, and nominated him as a candidate for Director.			

No.	Name (Date of birth)	Career summary, position/responsibilities in the Company and significant positions concurrently held outside the Company	Number of the Company's shares held
7	<p>Takashi Honda (March 8, 1959)</p> <p><u>New Candidate</u></p>	<p>Apr. 1981 Joined the Company</p> <p>Feb. 1997 Vice President of Nissan Chemical Europe GmbH</p> <p>Jun. 2012 General Manager of Planning & Development Department, Agricultural Chemicals Division</p> <p>Apr. 2014 Executive Officer, Deputy Head of Agricultural Chemicals Division, General Manager of Planning & Development Department, Agricultural Chemicals Division</p> <p>Apr. 2017 Managing Executive Officer, Head of Agricultural Division (to the present)</p> <p>(Significant position concurrently held)</p> <p>President of Nissan Chemical Europe S.A.R.L., and Representative Director of Nissan Chemical Agro Korea Ltd.</p>	3,900
<p>Reason for the nomination of the candidate for Director</p> <p>Mr. Takashi Honda has been engaged in the agricultural chemicals business focused on development of agricultural chemicals and licensing for many years. As the General Manager of the Planning & Development Department since June 2012, and as Head of the Agricultural Chemicals Division since April 2017, he has been managing the agricultural chemicals business. The Company judges that Mr. Honda possesses sufficient knowledge to be a Director that performs decision-making on business operations and oversees the execution of duties by Directors, and nominated him as a candidate for Director.</p>			
8	<p>Tisato Kajiyama (May 13, 1940)</p> <p><u>Outside Director</u></p> <p><u>Independent Officer</u></p> <p>Attendance at meetings of the Board of Directors 12/12</p>	<p>Jun. 1969 Post Doctor Course, The University of Massachusetts Amherst, USA</p> <p>Nov. 1984 Professor of Faculty of Engineering at Kyushu University (currently National University Corporation Kyushu University)</p> <p>Nov. 2001 President of Kyushu University</p> <p>Nov. 2008 President of Independent Administrative Institution Japan Student Services Organization</p> <p>Jun. 2010 Outside Corporate Auditor, the Company</p> <p>Apr. 2011 Chairman, Board of Trustees and President of Public University Corporation Fukuoka Women's University (to the present)</p> <p>Jun. 2014 Outside Director, the Company (to the present)</p> <p>(Significant position concurrently held)</p> <p>Chairman, Board of Trustees and President of Public University Corporation Fukuoka Women's University</p>	12,600
<p>Reason for the nomination of the candidate for Outside Director</p> <p>Mr. Tisato Kajiyama currently serves as Outside Director of the Company, and the Company proposes his reelection so that his expertise as a Doctor of Engineering and his wide-ranging knowledge and experience gained as the President of Kyushu University, President of Japan Student Services Organization, and President of Fukuoka Women's University will continue to be reflected in the management of the Company from an outside perspective and from an objective and neutral position. Although Mr. Kajiyama has no experience of involvement in corporate management other than having served in the past as Outside Officer, the Company judges that Mr. Kajiyama will continue to appropriately perform his duties as Outside Director.</p>			

No.	Name (Date of birth)	Career summary, position/responsibilities in the Company and significant positions concurrently held outside the Company	Number of the Company's shares held
9	<p>Tadashi Ohe (May 20, 1944)</p> <p><u>Outside Director</u></p> <p><u>Independent Officer</u></p> <p>Attendance at meetings of the Board of Directors 12/12</p>	<p>Apr. 1969 Qualified for attorney-at-law (to the present)</p> <p>Apr. 1989 Instructor for the Legal Training and Research Institute of Japan (court representation in civil proceedings)</p> <p>Mar. 1994 Outside Corporate Auditor of Canon Inc. (to the present)</p> <p>Jun. 2004 Outside Corporate Auditor of Marui Group Co., Ltd. (to the present)</p> <p>Jun. 2006 Outside Corporate Auditor of Kao Corporation</p> <p>Jun. 2011 Outside Director, JECO Co., Ltd. (to the present)</p> <p>Jun. 2015 Outside Director, the Company (to the present)</p> <p>(Significant positions concurrently held)</p> <p>Attorney-at-law, Outside Corporate Auditor of Canon Inc., Outside Corporate Auditor of Marui Group Co., Ltd., and Outside Director of JECO Co., Ltd.</p>	3,000
<p>Reason for the nomination of the candidate for Outside Director</p> <p>Mr. Tadashi Ohe currently serves as Outside Director of the Company, and the Company proposes his reelection so that his abundant experience and specialist knowledge as an attorney-at-law will continue to be reflected in the management of the Company from an outside perspective and from an objective and neutral position. Though Mr. Ohe does not have a past experience being involved in corporate management other than becoming an Outside Officer, up until the present, he has experience being involved in the corporate management of multiple companies as Outside Officer. Therefore, the Company judges that Mr. Ohe will continue to appropriately perform his duties as Outside Director.</p>			

- Notes: 1. Mr. Hiroyoshi Fukuro serves as the Representative Director of NCK Co., Ltd. The Company has a trading relationship with NCK Co., Ltd. that includes the sale of products. No conflicts of interest exist between any of the other candidates and the Company.
2. Messrs. Tisato Kajiyama and Tadashi Ohe are candidates for Outside Director.
3. Mr. Tisato Kajiyama's terms of office as Outside Corporate Auditor of the Company aggregated to four years and terms of office as Outside Director of the Company will aggregate to three years as of the conclusion of this Ordinary General Meeting of Shareholders. Mr. Tadashi Ohe's terms of office as Outside Director of the Company will aggregate to two years as of the conclusion of this Ordinary General Meeting of Shareholders.
4. The Company entered into agreements with Messrs. Tisato Kajiyama and Tadashi Ohe respectively that limits their liability when they perform their duties concerning the responsibilities under Paragraph 1, Article 423 of the Companies Act in good faith with no serious negligence to the minimum liability provided for by the relevant laws and regulations. If their reelection is approved, the Company plans to continue the same limited liability agreement with them.
5. The Company has notified the Tokyo Stock Exchange of status of Messrs. Tisato Kajiyama and Tadashi Ohe as independent officers. If their reelection is approved, the Company plans to notify the stock exchange of status of Messrs. Kajiyama and Ohe as independent officers again.

Proposal No. 3: Election of One (1) Corporate Auditor

The term of office of Corporate Auditor, Mr. Sumio Kondo will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, election of one (1) Corporate Auditor is proposed.

The Audit & Supervisory Board has already given its approval to this proposal.

The candidate for Corporate Auditor is as follows:

Name (Date of birth)	Career summary, position in the Company and significant positions concurrently held outside the Company	Number of the Company's shares held
<p style="text-align: center;">Shuichi Takemoto (January 5, 1960)</p> <p style="text-align: center;">Outside Corporate Auditor</p> <p style="text-align: center;">New Candidate</p>	<p>Apr. 1982 Joined The Fuji Bank, Limited</p> <p>Apr. 2002 Deputy General Manager, IT & Systems Control Department of Mizuho Bank, Ltd.</p> <p>Oct. 2004 General Manager, Human Resources Division of Mizuho Information & Research Institute, Inc.</p> <p>Apr. 2008 General Manager, Fukuoka Branch of Mizuho Bank, Ltd.</p> <p>Oct. 2009 General Manager, IT & Systems Planning Department of Mizuho Trust & Banking Co., Ltd.</p> <p>Apr. 2010 Executive Officer, IT & Systems Planning Department of Mizuho Trust & Banking Co., Ltd.</p> <p>Apr. 2011 Managing Executive Officer of Mizuho Trust & Banking Co., Ltd.</p> <p>Apr. 2013 Managing Executive Officer of Mizuho Trust & Banking Co., Ltd., and Managing Executive Officer of Mizuho Financial Group, Inc.</p> <p>Apr. 2014 Deputy President of Mizuho Private Wealth Management Co., Ltd.</p> <p>Apr. 2017 Advisor of Mizuho Trust & Banking Co., Ltd. (to the present)</p>	0
<p>Reason for the nomination of the candidate for Outside Corporate Auditor</p> <p>Mr. Shuichi Takemoto possesses abundant experience and extensive knowledge including expertise in finance obtained through his long-time career in financial institutions. The Company judges that Mr. Takemoto can appropriately perform his duties as Outside Corporate Auditor by reflecting such experience and knowledge in the Company's audits from an outside perspective and from an objective and neutral position.</p>		

- Notes:
1. No special conflicts of interest exist between the Corporate Auditor candidate Mr. Shuichi Takemoto and the Company.
 2. Mr. Shuichi Takemoto is a new candidate for Outside Corporate Auditor.
 3. Mr. Shuichi Takemoto worked for Mizuho Financial Group, a lender of the Company. The average amount of the Company's consolidated total borrowings from Mizuho Bank, Ltd. over the past three fiscal years is 2.7% of the Company's consolidated total assets. Therefore, the bank is deemed as a major financial institution that is a financial institution from which the average amount of the Company's consolidated total borrowings over the past three fiscal years exceeds 2% of the Company's consolidated total assets, as provided in the Company's independence standards for Outside Officers.

(Reference) The Company's stance towards independency for Outside Directors and Outside Corporate Auditors

The Company's independence standards for Outside Officers are as follows.

The Company's Independent Outside Officers (Directors and Corporate Auditors) and Independent Outside Officer candidates fulfill the Companies Act's requirements for Outside Officers, as well as the following independence standards.

- (1) Not being an executive (a person who executes business; hereinafter, the same) of the Company or its subsidiaries, nor having been an executive of the Company or its subsidiaries for the past 10 years (if however, a non-executive director, accounting advisor, or corporate auditor of the Company or its subsidiaries at some point in the past 10 years, the 10 years prior to being appointed to that role)
- (2) Not being one of the Company's major shareholders (a shareholder with 10% or more of voting rights) or an executive thereof
- (3) Not being an executive of a corporation of which the Company is a major shareholder (a shareholder with 10% or more of voting rights)
- (4) Not being a major client or supplier (a client or supplier from whom the value of average payments for transactions to the Company or its subsidiaries over the past three fiscal years exceeds 2% of consolidated net sales of the Company) of the Company or its subsidiaries or an executive thereof
- (5) Not being a party whose major client or supplier is the Company or its subsidiaries (a party to whom the value of average payments for transactions by the Company or its subsidiaries over the past three fiscal years exceeds 2% of consolidated net sales of that party), or an executive thereof
- (6) Not being an executive of a major financial institution with which the Company has borrowings (a financial institution from whom the average amount of the Company's consolidated total borrowings over the past three fiscal years exceeds 2% of the Company's consolidated total assets) nor having been an executive thereof for the past three years
- (7) Not being an attorney, certified public accountant, certified public tax accountant, other consultant, researcher or educator in receipt from the Company of a large amount of monetary consideration or other property (an average annual amount over the past three fiscal years of ¥10 million for individuals or, in the event the party is affiliated with a corporation or other organization, an amount in excess of 2% of that organization's total revenues) other than Director or Corporate Auditor remuneration
- (8) Not being a close relative (spouse, person within the second degree of kinship or relative living together) of an executive (limited to key personnel) of the Company or its subsidiaries
- (9) In addition to items (1) through (8) above, not being a person whose independence as Independent Outside Officer is in question by the Board of Directors and for whom there is a rationally determined risk of a conflict of interest with the general shareholders.