



Notice Regarding Partial Amendment to Articles of Incorporation

KANUMA, February 9, 2022

Nakanishi Inc. (the “Company”) hereby announces that it has resolved in the Board of Directors meeting held on February 9, 2022, to propose a partial amendment to its Articles of Incorporation as described below at the 70th annual general meeting of shareholders which will be held on March 30, 2022.

1. Reasons for amendments

The revised provision stipulated in the proviso to Article 1 of the Supplementary Provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) are due to come into effect on September 1, 2022. Accordingly, to prepare to introduce a system for providing reference documents, etc. for the General Meeting of Shareholders in an electronic format, etc. the company amends Articles of Incorporation as follows:

- (1) Paragraph 1 of Article 18 in the proposed amendment stipulates that the Company shall take measures for providing information that is the contents of reference documents, etc. for the General Meeting of Shareholders in an electronic format.
- (2) Paragraph 2 of Article 18 in the proposed amendment stipulates that the Company shall establish a provision for limiting the scope of matters to be described in documents issued to shareholders who requested the issuance of such a document.
- (3) Accordingly, the provision of Article 18 in the current Articles of Incorporation, Disclosure of reference documents, etc. for the General Meeting of Shareholders, etc. via Internet will become unnecessary and the Company will delete it.
- (4) A bylaw relating to the enforcement of the above mentioned new provision and deleted provision is provided.
- (5) In addition to the above, the Company will make necessary changes to the Articles of Incorporation in accordance with the expressions used in laws and regulations.

2. Details for amendments

Details of the amendments are as follows:

(Underlines texts are to be amended)

Current Articles of Incorporation	Proposed amendments
(Disclosure of reference documents for the General Meeting of Shareholders, etc. via the Internet) Article 18 As provided for in the applicable ordinance of the Ministry of Justice of Japan, the Company may disclose via the Internet reference documents for the General Meeting of Shareholders, business reports, and information relating to items that should be listed or displayed in income statements and consolidated income statements, and these may be regarded as having been provided to the shareholders.	< Delete >

Contact

Investors

Daisuke Suzuki
Corporate Vice President & Group CFO

Masatoshi Akiya
Head of Corporate Communication

ir@nsk-nakanishi.co.jp

Media

Wakako Uesawa
Corporate Communication Specialist

Nobue Ebihara
Corporate Communication Specialist

pr@nsk-nakanishi.co.jp

About Nakanishi Inc.

To achieve the mission of “To create brilliant progress via innovative grinding technology,” NSK has continued to hone the three core technologies of high-speed rotary technology, ultrasound technology and micro motor technology.

Using these core technologies, NSK will continue to provide innovative products in the dental, medical and industrial fields, and keep contributing toward the creation of all kinds of progress, such as bringing inspiration, happiness, benefits and joy to society and people.

NSK has two main locations for development and production: headquarters and A1 factory in Kanuma, Japan that handle the main ultra-high speed rotating equipment and ultrasonic equipment.

The company's shares are listed in the Tokyo Stock Exchange.

Visit www.en.nakanishi-inc.jp for more information about Nakanishi Inc. and NSK products.

Current Articles of Incorporation	Proposed amendments
< New >	<p><u>(Electronic Provision System, etc.)</u> <u>Article 18</u> <u>On convening a General Meeting of Shareholders, the Company shall provide the contents of the reference documents for the General Meeting of Shareholders in an electronic format.</u> <u>2. Among the contents provided in an electronic format, the Company may exclude all or part of matters prescribed by the ministerial ordinances of the Ministry of Justice from the document that will be issued to shareholders who requested the issuance of such a document by the record date for voting rights.</u></p>
<p>(Exemption of Directors from liability) Article 29 The Company may, by a resolution of the Board of Directors, exempt Directors (including former Directors) from liability for damages, as provided in Article 423, Paragraph 1 of the Company Law of Japan, so long as such damages were not caused by their grave negligence or lack of good will, to the extent as provided in applicable laws or ordinances. 2. Pursuant to the provisions of Article 423, Paragraph 1 of the Company Law of Japan, the Company may execute agreements with <u>outside</u> Directors that limit the liability for damages of such <u>outside</u> Directors; provided, however, that such damages were not caused by their grave negligence or lack of good will and that the limit of the liability under such agreements shall be within the extent as provided in applicable laws or ordinances.</p>	<p>(Exemption of Directors from liability) Article 29 The Company may, by a resolution of the Board of Directors, exempt Directors (including former Directors) from liability for damages, as provided in Article 423, Paragraph 1 of the Company Law of Japan, so long as such damages were not caused by their grave negligence or lack of good will, to the extent as provided in applicable laws or ordinances. 2. Pursuant to the provisions of Article 423, Paragraph 1 of the Company Law of Japan, the Company may execute agreements with Directors <u>(excluding executive officers)</u> that limit the liability for damages of such outside Directors; provided, however, that such damages were not caused by their grave negligence or lack of good will and that the limit of the liability under such agreements shall be within the extent as provided in applicable laws or ordinances.</p>
<p>(Exemption of Corporate Auditors from liability) Article 40 The Company may, by a resolution of the Board of Directors, exempt Corporate Auditors (including former Corporate Auditors) from liability for damages, as provided in Article 423, Paragraph 1 of the Company Law of Japan, so long as such damages were not caused by their grave negligence or lack of good will, to the extent as provided by applicable laws or ordinances. 2. Pursuant to the provisions of Article 423, Paragraph 1 of the Company Law of Japan, the Company may execute agreements with <u>outside</u> Auditors that limit the liability for damages of such <u>outside</u> Auditors; provided, however, that such damages were not caused by their grave negligence or lack of good will and that the limit of the liability under such agreements shall be within the extent as provided by applicable laws or ordinances.</p>	<p>(Exemption of Corporate Auditors from liability) Article 40 The Company may, by a resolution of the Board of Directors, exempt Corporate Auditors (including former Corporate Auditors) from liability for damages, as provided in Article 423, Paragraph 1 of the Company Law of Japan, so long as such damages were not caused by their grave negligence or lack of good will, to the extent as provided by applicable laws or ordinances. 2. Pursuant to the provisions of Article 423, Paragraph 1 of the Company Law of Japan, the Company may execute agreements with Auditors that limit the liability for damages of such Auditors; provided, however, that such damages were not caused by their grave negligence or lack of good will and that the limit of the liability under such agreements shall be within the extent as provided by applicable laws or ordinances.</p>
< New >	<p><u>(Bylaws)</u> <u>The deletion of Article 18 (Disclosure of reference documents for the General Meeting of Shareholders, etc. via the Internet) and the addition of Article 18 (Electronic Provision System, etc.) shall become effective on the day of the enactment of the amended provisions set forth in Article 1 caveat of the bylaws of the Act Partially Amending the Companies Act (No. 70, 2019).</u> <u>2. Notwithstanding the foregoing, the current Article 18 (Disclosure of reference documents for the General Meeting of Shareholders, etc. via the Internet) shall maintain its effect at shareholders' meetings which take place within 6 months after the enactment date.</u> <u>3. This bylaw in this Article shall be deleted on the later of 1) the date 6 months after the effective date or 2) 3 months after the shareholders' meeting referred to in the previous section.</u></p>

3. Schedule

Scheduled date of the General Meeting of Shareholders to amend the Articles of Incorporation: March 30, 2022 (scheduled)

Effective date of the amendments to the Articles of Incorporation: March 30, 2022 (scheduled)

Note:
This document is a translation of the original Japanese document and is only for reference purposes. All readers are recommended to refer to the original version in Japanese of the release for complete information.

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