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Securities Code 9066 June 7, 2022

To Shareholders with Voting Rights:

Masahiro Tsutsui President and Representative Director NISSIN CORPORATION 6-81 Onoe-cho, Naka-ku, Yokohama-shi, Kanagawa, Japan

NOTICE OF

THE 113TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

We would like to express our appreciation for your continued support and patronage.

We hereby notify you that the 113th Annual General Meeting of Shareholders of Nissin Corporation (the "Company") will be held as described below.

In order to prevent the spread of COVID-19, the Company encourages all shareholders, if at all possible, to exercise their voting rights via electromagnetic methods (the Internet, etc.) or in writing in advance instead of attending the Meeting in person. In that case, please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights via the website (https://evote.tr.mufg.jp/) by 5:45 p.m. on Wednesday, June 22, 2022, Japan time or convey your vote for or against the proposals by mailing the enclosed Voting Rights Exercise Form so that it is received by 5:45 p.m. on Wednesday, June 22, 2022, Japan time.

<u>The Annual General Meeting of Shareholders will be streamed live.</u> For details on how to watch the live streaming, please refer to pages 5 of the convocation notice. Please be advised that shareholders may not exercise voting rights, express opinions, ask questions, etc. via live streaming.

- Considering the COVID-19 pandemic, all attendees are kindly requested to take every possible step to prevent the infection such as wearing a face mask while fully checking their physical condition and the current situation surrounding the COVID-19 on the date of the Meeting.
- We will reduce seating capacity in an effort to create more distance between attendees. Therefore, admission may be restricted due to the limited number of seats available.
- We will not hand out gifts to attendees. We appreciate your understanding.

1. Date and Time: 10:00 a.m. on Thursday, June 23, 2022, Japan time

Place: Yokohama Symposia, 9F Industry & Trade Center Building,
 Yamashita-cho, Naka-ku, Yokohama-shi, Kanagawa, Japan

3. Meeting Agenda:

Matters to be reported: 1. The Business Report, Consolidated Financial Statements for the Company's

113th Fiscal Year (April 1, 2021 - March 31, 2022) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the

Audit & Supervisory Committee

2. Non-consolidated Financial Statements for the Company's 113th Fiscal Year (April 1, 2021 - March 31, 2022)

Proposals to be resolved:

Proposal 1: Partial Amendments to the Articles of Incorporation

Proposal 2: Election of Seven (7) Directors (Excluding Directors Who Are Audit &

Supervisory Committee Members)

4. Information on Exercise of Voting Rights:

In the event that your voting rights are exercised both via the Internet, etc. and by mailing of the Voting Rights Exercise Form, the vote exercised via the Internet, etc. will be regarded as valid.

Furthermore, in the event that your voting rights are exercised multiple times via the Internet, etc., the last vote made will be regarded as valid.

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception.
- © The following items are posted on the Company's website (https://www.nissin-tw.com/) in accordance with provisions of laws and regulations as well as Article 16 of the Company's Articles of Incorporation, and therefore are not provided in this Notice.
 - 1) Notes to Consolidated Financial Statements
 - 2) Notes to Non-consolidated Financial Statements
 Accordingly, the appendixes provided with this Notice form part of the documents audited by the Audit & Supervisory
 Committee and the Accounting Auditor when preparing their respective audit reports.
- Should revisions arise to the Reference Documents for the General Meeting of Shareholders, the Business Report, and Non-consolidated and Consolidated Financial Statements, they will be posted on the Company's website (https://www.nissin-tw.com/).
- © Depending on the state of the COVID-19 infection on the date of the Meeting, the Company will take necessary preventive measures. Should significant changes arise to the operation of the 113th Annual General Meeting of Shareholders, they will be posted on the Company's website (https://www.nissin-tw.com/).

Exercising Voting Rights via the Internet

To exercise voting rights via the Internet, please access the Voting Rights Exercise Website (https://evote.tr.mufg.jp/) designated by the Company from a PC or smartphone, and exercise your voting rights by following the instructions on the screen.

Deadline for exercise of voting rights: 5:45 p.m. on Wednesday, June 22, 2022, Japan time

* Votes must be submitted by the deadline above.

The website will be unavailable from 2 a.m. to 5 a.m. daily.

Method of exercise of voting rights by scanning the QR code

• Using a smartphone

With a smartphone, you can log in to the website without entering your login ID and temporary password to exercise voting rights.

Log in to the website by scanning the QR Code for Login on the right side of the enclosed Voting Rights Exercise Form, and follow the instructions on the screen to enter your vote for or against each proposal.

* This method of exercise of voting rights can be performed only once.

If you intend to log in to the website for the second time or QR Code is unsupported on your phone, please refer to the section below.

* QR Code is a registered trademark of DENSO WAVE INCORPORATED.

Method of exercise of voting rights by entering login ID and temporary password

- Using a PC or logging in for the second time with a smartphone
 - 1. Access the Voting Rights Exercise Website

https://evote.tr.mufg.jp/

Click "次の画面へ (Next)".

2. Log in to the website

Enter the login ID and temporary password described on the right side of the enclosed Voting Rights Exercise Form.

Enter the ID and password and click "ログイン (Login)."

3. Change the password

Enter the current password, a new password, and confirm the new password.

Make sure not to forget the new password.

Click "送信 (Submit)."

Follow the instructions on the screen to enter your vote for or against each proposal.

It may not be possible to exercise the voting rights from a PC or smartphone depending on the Internet environment of the shareholder if using a firewall, antivirus software, or proxy server, or if TLS encrypted transmission is not designated when connecting to the Internet.

[Notes]

- In order to prevent unauthorized access by third parties other than shareholders (so-called "spoofing") and to prevent tampering with content of the voting, shareholders will be asked to change the temporary password on the Voting Rights Exercise Website.
- You will be provided with a new login ID and temporary password each time an annual general meeting of shareholders is convened.
- The costs incurred when accessing the Voting Rights Exercise Website (such as Internet access fees) will be the responsibility of the shareholder.

Votes via the Internet will be accepted until 5:45 p.m. on Wednesday, June 22, 2022, Japan time. However, you are cordially requested to exercise your voting rights earlier. If you have any questions, contact the Help Desk below.

For inquiries about the system or other matters, contact:
Securities Agency Division (Help Desk), Mitsubishi UFJ Trust and Banking Corporation
Phone: 0120-173-027 (Toll Free within Japan) (available from 9 a.m. to 9 p.m.)

Live streaming of the General Meeting of Shareholders

Instead of attending the General Meeting of Shareholders in person, you will be able to watch the meeting on the date via live streaming on the Internet as described below.

1. Date of live streaming

Thursday, June 23, 2022

From 10 a.m. to the end of the General Meeting of Shareholders

*The live streaming website will be accessible around 9:30 a.m.

2. Access the dedicated website for shareholders

- (1) Please access the Engagement Portal (hereinafter the "Site"), an online website for the General Meeting of Shareholders indicated on the reverse side of your Voting Rights Exercise Form.
- (2) Scanning the QR Code via smartphone, etc. will allow you to log in to the Site without entering your login ID and password.
- (3) If you don't use a smartphone, etc., you may also log in by accessing https://engagement-portal.tr.mufg.jp/ and then enter your login ID and password as indicated on the reverse side of the Voting Rights Exercise Form.

*Please note that the above procedure is not available with the Internet Explorer browser.

3. How to watch the live streaming

After logging in to the Site on the date of the Meeting, click the "当日ライブ視聴 (Live Stream on the Day)" button. Then, read the Terms of Service, check "利用規約に同意する (I Agree to the Terms of Service)" and click the "視聴する(View)" button to watch the live streaming.

4. Notes

- 1) Watching the live stream via the Internet is not recognized as attendance at a general meeting of shareholders under the Companies Act. Accordingly, shareholders viewing the live stream are not allowed to ask questions, exercise voting rights, or move a motion, all of which shareholders who are physically present are authorized to do at a general meeting of shareholders.
- 2) Shareholders are requested to adhere to the deadline for exercise of voting rights, exercise their voting rights via the Internet or by posting the Voting Rights Exercise Form, or ensuring their attendance on the day of the Meeting by proxy (limited to any of the Company's shareholders who have voting rights thereof) on whom their power of representation is conferred through a letter of proxy, etc.
- 3) Participation in the Meeting via the Internet shall be limited to shareholders of the Company, and they are cordially requested not to participate in the Meeting by proxy, etc.
- 4) Photographing, video recording, sound recording, and storing the live streaming are strictly prohibited.
- 5) In consideration of the privacy of attending shareholders, the live streaming will show only the seating area for the chairperson and officers. However, please be advised, in advance, that there might be cases where some attending shareholders could be photographed, out of necessity.
- 6) The live streaming might not be available due to unavoidable circumstances. Should any such problem occur, notice of such will be announced on the Site.
- 7) You may not able to watch the live streaming images or hear the sounds appropriately due to a technical malfunction or other issues depending on the terminal used (e.g., model, performance) and/or the Internet connection environment (e.g., line status, connection speed).
- 8) The costs incurred when watching the live stream including communication charges will be the responsibility of the shareholders.

For inquiries about the Site, contact:

Securities Agency Division Mitsubishi UFJ Trust and Banking Corporation
Phone: 0120-676-808 (Toll Free within Japan) (available from 9 a.m. to 5 p.m., excluding
Saturdays, Sundays and national holidays, however, from 9 a.m. to the end of the General
Meeting of Shareholders on the day of the Meeting)

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Partial Amendments to the Articles of Incorporation

1. Reason for the amendments

The amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the "Act Partially Amending the Companies Act" (Act No. 70 of 2019) will be enforced on September 1, 2022. Accordingly, in order to prepare for the introduction of the system for electronic provision of materials for general meetings of shareholders, it is proposed to amend the Articles of Incorporation of the Company as follows.

- (1) The proposed Article 16, Paragraph 1 provides that information contained in the Reference Documents for the General Meeting of Shareholders, etc. shall be provided electronically.
- (2) The purpose of the proposed Article 16, Paragraph 2 is to establish a provision to limit the scope of matters to be stated in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents.
- (3) The provisions of "Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc." (Article 16 of the current Articles of Incorporation) will become unnecessary and will therefore be deleted.
- (4) In line with the above establishment and deletion of the provisions, supplementary provisions related to the effective date, etc. will be established.

2. Details of the amendments

The details of the amendments are as follows:

(The amended portions are underlined.)

Current Articles of Incorporation	Proposed Amendments
Chapter 3. General Meeting of Shareholders	Chapter 3. General Meeting of Shareholders
(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) Article 16 The Company may, when convening a general meeting of shareholders, deem that it has provided information to shareholders pertaining to matters to be described or indicated in the reference documents for the general meeting of shareholders, business report, non-consolidated financial statements,	Chapter 3. General Meeting of Shareholders < Deleted>
and consolidated financial statements, by	
disclosing such information through the Internet in accordance with the provisions	
provided in the Ordinance of the Ministry of	
Justice.	

Current Articles of Incorporation	Proposed Amendments				
	(Measures for Electronic Provision, Etc.)				
<newly established=""></newly>	Article 16 The Company shall, when convening a general meeting of shareholders, provide information contained in the reference documents for the general meeting of shareholders, etc. electronically. 2. Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper-based documents to be delivered to shareholders who have requested the delivery of paper-based documents by the record date for voting rights.				
Supplementary provision	Supplementary provisions				
(Transitional Measures for Liability Limitation Agreements Concluded with Corporate Auditors) Agreements to limit the liability for damages provided in Article 423, Paragraph 1 of the Companies Act, with respect to the acts of Outside Corporate Auditors (including former Outside Corporate Auditors) prior to the conclusion of the 106th Annual General Meeting of Shareholders, shall remain in accordance with Article 39 of the Articles of Incorporation prior to the amendments effective from the resolution at the aforementioned Annual General Meeting of Shareholders. Newly established>	(Transitional Measures for Liability Limitation Agreements Concluded with Corporate Auditors) Article 1 Agreements to limit the liability for damages provided in Article 423, Paragraph 1 of the Companies Act, with respect to the acts of Outside Corporate Auditors (including former Outside Corporate Auditors) prior to the conclusion of the 106th Annual General Meeting of Shareholders, shall remain in accordance with Article 39 of the Articles of Incorporation prior to the amendments effective from the resolution at the aforementioned Annual General Meeting of Shareholders. (Transitional Measures for the Measures for Electronic Provision, Etc.) Article 2 The proposed amendments of Article 16 of the Articles of Incorporation shall come into effect on September 1, 2022, the date of enforcement of the amended provisions stipulated in the provision of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter the "Effective Date"). 2. Notwithstanding the provisions of the preceding paragraph, Article 16 of the Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) prior to the proposed amendments thereof shall remain in force with respect to a general meeting of shareholders to be held on a date within six months from the Effective Date. 3. These supplementary provisions shall be deleted after the lapse of six months from the Effective Date. 3. These supplementary provisions shall be deleted after the lapse of six months from the Effective Date or the lapse of shareholders set forth in the preceding paragraph, whichever is later.				

Proposal 2: Election of Seven (7) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

The terms of office of all Directors (6 persons) (excluding Directors who are Audit & Supervisory Committee Members; hereinafter, the same applies in this proposal) will expire at the closing of this General Meeting of Shareholders.

Accordingly, the election of seven (7) Directors is proposed.

Furthermore, the Audit & Supervisory Committee has expressed its view that the candidates for Director presented in this proposal are suitable, as a result of discussions from perspectives such as the qualifications of each candidate and the composition of the Board of Directors, based on discussions at the Nominating and Compensation Committee.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Number of shares of the Company held	Past experience, positions, responsibilities, and significant concurrent positions				
1	Masahiro Tsutsui (Feb. 25, 1953) [Reappointment]	54,651	Apr. 1975 Joined Mitsui O.S.K. Lines, Ltd. Jul. 1986 Joined the Company Jun. 1993 Director Apr. 2001 Managing Director Jun. 2005 Senior Managing Director Jun. 2007 Representative Director and Vice President Jun. 2008 President, Chief Operating Officer and Representative Dir Jun. 2019 Representative Director, Yokohama Air Cargo Terminal Co (to present) Jun. 2020 Representative Director, President and Executive Officer present)				
	[Reason for nomination as candidate for Director] Mr. Masahiro Tsutsui promotes the globalization of the Group as President, Chief Operating Officer and Representative Director. He is nominated as a candidate for Director to draw on his experience and achievements as Chief Operating Officer gained through his career for the sustainable improvement of the Group's corporate value.						
2	Junichiro Watanabe (May 30, 1956) [Reappointment]	9,964	Apr. 1981 Nov. 2009 Jun. 2010 Jun. 2012 Oct. 2012 Apr. 2016 Apr. 2020 Jun. 2020	Joined The Sanwa Bank, Ltd. Joined the Company Executive Officer Director and Executive Officer Director and Managing Executive Officer Director and Senior Managing Executive Officer Assistant to the President, General Manager, Sales Division and Head of Operational Headquarters (to present) Representative Director and Senior Managing Executive Officer (to present)			
	[Reason for nomination as candidate for Director] Mr. Junichiro Watanabe has been engaged in management as a manager of sales, planning, and administrative divisions, and is striving to enhance the Group's profitability as General Manager of the Sales Division and Assistant to the President. He is nominated as a candidate for Director to maximize the effect of his expertise in the financial industry and his achievements as General Manager of the Sales Division gained through his career.						

Candidate No.	Name (Date of birth)	Number of shares of the Company held		Past experience, positions, responsibilities, and significant concurrent positions
3	with abundant exp	42,919 nation as candida itsui is striving to	respond to glob wledge centered	Joined the Company General Manager, Personnel Department Executive Officer Director and Executive Officer Director and Managing Executive Officer Director and Senior Managing Executive Officer (to present) General Manager, Operational Headquarters (to present) palization in customs operations and ensure personnel development, on the customs and personnel divisions. He is nominated as a
				n the administration and sales divisions gained through his career xpansion in the international shipping division.
4	practical experience on his experience	s been engaged i ce, including ma to further expand	n international l naging a subsidi	Joined the Company President, Nissin Transportation & Warehousing (H.K.) General Manager, China Business Department, the Company Executive Officer Managing Executive Officer General Manager, Kansai Division Director and Managing Executive Officer (to present) Head of special missions (business advancement and travel business), in charge of Chemicals Logistics Sales Department No. 1 and No. 2, Corporate Business Solution Department, Intermodal Logistics Sales Department, Global Logistics Sales Department, and Food Logistics Sales Department (to present) ogistics operations in Japan and overseas, and possesses abundant fary in China. He is nominated as a candidate for Director to draw is to promote business advancement and strengthen travel business
5	Administration H	6,925 nation as candida hara is striving t eadquarters, with	o respond to stre abundant exper	Joined the Company General Manager, Corporate Planning Department General Manager, Human Resources Department Executive Officer Managing Executive Officer (to present) General Manager, Administration Headquarters (Head of AEO Arrangements Office, Corporate Planning Department, Busines Administration Office, Accounting Department, General Affair Department, Legal & Compliance Department, Human Resources Department, Safety & Environment Department, and Information System Department) (to present) engthening management foundations as General Manager of rience and knowledge centered on the corporate planning and didate for Director to draw on his previous experience and insight

for the further strengthening of management foundations.

Candidate No.	Name (Date of birth)	Number of shares of the Company held	Past experience, positions, responsibilities, and significant concurrent positions					
6	Tetsuo Sakurai (Nov. 8, 1961) [New appointment]	1,865	Apr. 1985 Apr. 2014 Apr. 2017 Apr. 2020 Apr. 2022	Joined the Company General Manager, General Sales Department No. 1 Operating Officer Managing Executive Officer (to present) Head of Mobility Logistics Sales Department and Air Freight Business Division (to present)				
		nation as candida	te for Director					
	[Reason for nomination as candidate for Director] Mr. Tetsuo Sakurai has been engaged in expanding automobile-related logistics, with abundant achievements gained through his working abroad as well as broad experience and knowledge in international logistics operations of the Company centered on the air freight and marine operation divisions. He is nominated as a candidate for Director to draw on his previous experience in international logistics operations for further business expansion.							
	oran en me provin		Apr. 1972	Joined Ministry of Finance				
			Jun. 1992	Director, Asian Development Bank				
	Susumu Fujimoto (Dec. 5, 1948)	1,600	Jun. 1998	Director-General, Yokohama Customs				
			Jun. 2007	Director, MS&AD Insurance Group Holdings				
			Apr. 2008	Director, Managing Executive Officer, Mitsui Sumitomo				
				Insurance Company, Limited				
			Apr. 2014	Director, Executive Vice President, MS&AD Insurance Group Holdings				
			Apr. 2014	Vice President, Executive Officer, Mitsui Sumitomo Insurance Company Limited				
7			Apr. 2016	Director, Chairman, InterRisk Research Institute & Consulting, Inc.				
	[Reappointment]		Oct. 2018	Advisor, the Company				
	[Outside] [Independent]		Apr. 2019	Director and Chairman, Tokai Tokyo Research Institute Co., Ltd. (to present)				
			Jun. 2019	Director, the Company (to present)				
	[Reason for nomin	nation as candida	ite for Outside Di	rector and a summary of expected roles				
	[Reason for nomination as candidate for Outside Director and a summary of expected roles] Mr. Susumu Fujimoto possesses abundant experience and knowledge gained through his long career as a government official and as a corporate manager. Therefore, the Company has nominated him as a candidate for Outside Director.							
				an independent standpoint by sharing his experience and insight.				

Notes:

- 1. There are no special interests between each candidate for Director and the Company.
- Mr. Masahiro Tsutsui has served as Representative Director of Yokohama Air Cargo Terminal Co., Ltd. since June 2019. The Company has transactions concerning air cargo warehouse operations, etc. with Yokohama Air Cargo Terminal Co., Ltd. and the payment amount is JPY 37 million per annum.
- 3. Mr. Susumu Fujimoto is a candidate for Outside Director. The Company has registered Mr. Susumu Fujimoto as independent director to the Tokyo Stock Exchange, Inc. (TSE), and if his reappointment is approved, he will continue to serve as independent director.
- 4. Mr. Susumu Fujimoto, currently an Outside Director of the Company, will have served for 3 years at the conclusion of this General Meeting of Shareholders.
- Mr. Susumu Fujimoto served as a Director of MS&AD Insurance Group Holdings until June 2016. Although the Company has transactions concerning marine insurance, etc. with MS&AD Insurance Group Holdings and its subsidiaries, the transaction amount is minimal.
- 6. Mr. Susumu Fujimoto served as an Advisor to the Company until June 2019, but he has never been involved in business execution of the Company and its subsidiaries, and the purpose is to receive advice in the management based on his experience and insight.
- 7. Mr. Susumu Fujimoto and the Company, in accordance with the Articles of Incorporation of the Company, have concluded an agreement to limit his liability, and the maximum amount of liability set forth by the agreement is the amount stipulated by laws and regulations. The Company intends to continue the said agreement if his reappointment is approved at this General Meeting of Shareholders.
- 8. The Company has entered into a directors and officers liability insurance contract stipulated in Article 430-3 of the Companies Act with an insurance company. If the appointment of each candidate for Director is approved, the candidate will be included as the insured of the insurance contract. The said insurance contract is planned to be renewed in February 2023 with nearly identical content.

(Reference) Skill Matrix

If Proposal 2 is approved and passes as originally proposed, the expertise, knowledge and experience of the respective Directors will be as described below.

Name	Position	Attribute	Expertise, knowledge and experience							
			Corporate management	Sales and sales planning	Finance and accounting	Global operations	Administration and research institute	Personnel affairs, labor and human resource development	Legal affairs and compliance	Information technology (IT)
Masahiro Tsutsui	President and Representativ e Director President and Executive Officer	_	•	•		•		•	•	
Junichiro Watanabe	Representativ e Director and Senior Managing Executive Officer	_	•	•		•				
Masataka Tsutsui	Director and Senior Managing Executive Officer			•				•		
Seiji Torio	Director and Managing Executive Officer	_	•	•		•				
Satoshi Kuwahara	Director and Managing Executive Officer					•		•	•	•
Tetsuo Sakurai	Director and Managing Executive Officer	_		•		•				
Susumu Fujimoto	Director	[Outside] [Independe nt]	•			•	•			
Tsuyoshi Fujine	Director (Audit & Supervisory Committee Member)	[Outside] [Independe nt]	•		•				•	
Fumihiko Masuda	Director (Audit & Supervisory Committee Member)	[Outside] [Independe nt]	•				•		•	
Junko Kogayu	Director (Audit & Supervisory Committee Member)	[Outside] [Independe nt]			•	•	•		•	

^{*}The above list does not necessarily reflect all the knowledge and experience of the respective Directors.