

*[NOTICE: The Results of Exercise of Voting Rights is a translation of the Japanese language original for convenience purposes only, and in the event of any discrepancy, the Japanese language original shall prevail.]*

March 29, 2019

To whom it may concern:

**Nisshinbo Holdings Inc.**

## Filing of Extraordinary Report

### **1 [Reason for Filing]**

Nisshinbo Holdings Inc. (“the Company”) announces that the Matters to be Resolved were approved as originally proposed at the 176th Ordinary General Meeting of Shareholders held on March 28, 2019 (“the Meeting”). The Company files the extraordinary report pursuant to the provisions of Article 24-5, Paragraph 4 of the Financial Instruments and Exchange Act and Article 19, Paragraph 2, Item 9-2 of the Cabinet Office Ordinance on the Disclosure of Corporate Affairs, etc.

### **2 [Description of Report]**

(1) Date on which the General Meeting of Shareholders was held: March 28, 2019

(2) Matters Resolved

First Item of Business: Election of Eleven (11) Directors

Eleven (11) members, namely, Mr. Masaya Kawata, Mr. Masahiro Murakami, Mr. Kenji Ara, Mr. Ryo Ogura, Mr. Takayoshi Okugawa, Mr. Kazunori Baba, Mr. Yasuji Ishii, Mr. Noboru Matsuda, Mr. Yoshinori Shimizu, Ms. Shinobu Fujino and Mr. Keiji Taga were elected as Directors.

Second Item of Business: Election of Four (4) Audit & Supervisory Board Members

Four (4) members, namely, Mr. Toshihiro Kijima, Mr. Takumi Ohmoto, Mr. Atsushi Yamashita and Mr. Mitsunori Watanabe were elected as Audit & Supervisory Board Members.

Third Item of Business: Election of One (1) Substitute Audit & Supervisory Board Member

Mr. Fumihiro Nagaya was elected as Substitute Audit & Supervisory Board Member.

- (3) Number of voting rights exercised as the manifestation of the intention of approval, disapproval or abstention for matters resolved; requirement for adoption thereof; and resolution results thereof

Matters Resolved	Number of Approval Votes	Number of Disapproval Votes	Number of Abstentions	Approval Ratio (%)	Resolution Result
First Item of Business					
Masaya Kawata	1,294,519	105,083	1	92.07	Approved
Masahiro Murakami	1,294,091	105,012	500	92.04	Approved
Kenji Ara	1,386,506	13,102	1	98.61	Approved
Ryo Ogura	1,386,527	13,081	1	98.61	Approved
Takayoshi Okugawa	1,386,869	12,739	1	98.64	Approved
Kazunori Baba	1,382,554	17,054	1	98.33	Approved
Yasuji Ishii	1,382,565	17,043	1	98.33	Approved
Noboru Matsuda	1,389,887	9,721	1	98.85	Approved
Yoshinori Shimizu	1,390,844	8,764	1	98.92	Approved
Shinobu Fujino	1,312,102	87,506	1	93.32	Approved
Keiji Taga	1,391,112	8,496	1	98.94	Approved
Second Item of Business					
Toshihiro Kijima	1,338,187	61,387	1	95.18	Approved
Takumi Ohmoto	1,377,534	22,043	1	97.98	Approved
Atsushi Yamashita	1,398,129	1,449	1	99.44	Approved
Mitsunori Watanabe	1,056,516	343,059	1	75.14	Approved
Third Item of Business					
Fumihiko Nagaya	1,393,970	5,647	1	99.14	Approved

(Notes) 1. The requirement for adoption of the each Item of Business is approval by a majority of the votes of shareholders present at the Meeting where the shareholders holding one-third (1/3) or more of the voting rights of the shareholders entitled to exercise voting rights are present.

(Notes) 2. The approval ratio represents the ratio of approval votes to the number of voting rights of shareholders present at the Meeting (inclusive the number of approval votes exercised up to the day prior to the Meeting and the number of approval votes exercised by certain shareholders present at the Meeting, but exclusive of voting rights of shareholders who left in the middle of the Meeting).

- (4) The reason why a portion of the number of voting rights of shareholders present at the meeting was not included

As the sum of the number of voting rights exercised up to the day prior to the Meeting and the number of voting rights of a part of the shareholders present at the Meeting whose intention of approval, disapproval or abstentions for all items of business was confirmed satisfied the requirement for adoption of all matters resolved and as the items of business were thus resolved lawfully under the Companies Act, the number of voting rights of the shareholders present at the Meeting whose intention of approval, disapproval or abstention was not confirmed has not been included.

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