

Date: June 21st, 2019
 Listed company name: Nitto Denko Corporation
 Stock exchange listing: Tokyo, First Section
 Code number: 6988
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Notice Concerning Disposition of Treasury Shares as Remuneration for Restricted Shares

Nitto Denko Corporation (the "Company") hereby announces that it decided to dispose of treasury shares as remuneration for restricted shares (hereinafter, the "Disposition of Treasury Shares") at the meeting of its Board of Directors held today.

1. Overview of the Disposition

(1) Date of disposition	July 11th, 2019
(2) Type and number of shares to be disposed	Common shares of the Company 43,200 shares
(3) Disposition price	5,223yen per share
(4) Total disposition price	225,633,600 yen
(5) Envisaged purchasers	Directors of the Company (*) 5 people for 18,900 shares Vice Presidents of the Company 17 people for 24,300 shares *Excluding Outside Directors
(5) Other	The Disposition of Treasury Shares is on the condition that the securities registration statement becomes effective in accordance with the Financial Instruments and Exchange Act.

2. Purposes and Reasons for the Disposition

The Company received approval for the introduction of a share-based remuneration plan to provide restricted shares (hereinafter, the "Plan") to Directors of the Company (excluding Outside Directors) at the 153rd Ordinary General Meeting of Shareholders held on June 22, 2018, with the purpose of incentivizing even more strongly the Company's Directors (excluding Outside Directors) to contribute to mid- and long-term improvement of performance and corporate value. In addition, it was also approved that: the maximum annual remuneration of monetary receivables to be provided as remuneration, etc. for the restricted shares shall be JPY243 million; the upper limit of restricted shares to be allotted to Directors of the Company (excluding Outside Directors) in each fiscal year shall be 32,000 shares; and restricted shares may not be disposed of for thirty years, among others.

Today, by the resolution of the meeting of its Board of Directors, the Company decided to provide the total monetary remuneration receivables of 225,633,600 yen to 5 Directors (excluding Outside Directors) and 17 Vice Presidents (hereinafter, the "Allotment Targets"), as restricted share remunerations of Directors (excluding Outside Directors) and Vice Presidents for the period

from the Company's 154th Ordinary General Meeting of Shareholders to the 155th Ordinary General Meeting of Shareholders to be held on June 2020; and the Company's 43,200 common shares shall be allotted to each Allotment Target as designated restricted shares by contributing all monetary remuneration receivables in kind. The amount of monetary remuneration receivables to each Allotment Target is decided, taking into account various matters in a comprehensive way including the contribution of each Allotment Target at the Company. Moreover, such monetary remuneration receivables shall be provided on the condition that each Allotment Target has signed a restricted share allotment agreement (hereinafter, the "Allotment Agreement") with the Company that contains the details stipulated below.

3. Overview of the Allotment Agreement

i) Transfer Restriction Period

July 11th, 2019 – July 10th, 2049

Allotment Targets may not dispose of such restricted shares allotted to the Targets (hereinafter, the "Allotted Shares") in any way, including transfer to third parties, establishment of right of pledge, offering as collateral, establishment of a mortgage, advancement, or bequest, for the transfer restriction period stipulated above (hereinafter, the "Transfer Restriction Period").

ii) Cancellation of Transfer Restrictions

The Company will cancel transfer restrictions for all of the restricted shares owned by Allotment Targets upon the completion of the transfer restriction period (hereinafter, the "Period Completion Time"), on the condition that Allotment Targets have maintained the status of either Director, Vice President, or employee of the Company up until the date of the first Shareholders' Meeting of the Company after the transfer restriction period's commencement date. Notwithstanding the above, in the event Allotment Targets have stepped down or retired from the position of Director, Vice President, or employee of the Company before the expiration of the transfer restriction period for legitimate reasons otherwise deemed justifiable by the Company's Board of Directors, the Company will cancel transfer restrictions on this at the time of the said stepping-down or immediately after retirement, for the number of Allotted Shares calculated by multiplying the number of months - from July 2019 up to the month which includes the day when Allotment Targets step down or retire from the position of Director, Vice President, or employee of the Company - divided by 12 (however, 1 if the calculation result is over 1) with the number of Allotted Shares owned by Allotment Targets at the said time (however, if there is a fraction less than 1, it shall be rounded off).

iii) Acquisition of Restricted Shares without Contribution

The Company will naturally acquire without contribution the Allotted Shares at the time of the said stepping down or retirement in the event that Allotment Targets have stepped down or retired from the position of Director, Vice President, or employee of the Company by the day prior to the first Shareholders' Meeting of the Company after the transfer restriction period's commencement date, except when there are legitimate reasons otherwise deemed justifiable by the Company's Board of Directors.

Moreover, at the time immediately after the expiration, the Company will naturally acquire without contribution any and all Allotted Shares for which transfer restriction has not been cancelled pursuant to the reasons for such cancellation described in ii) above when the transfer restriction period has expired.

iv) Stipulations for Management of shares

Allotment Targets shall complete the opening of the account at SMBC Nikko Securities Inc. for describing and recording the Allotted Shares by the method designated by the Company, and keep and maintain the Allotted Shares in the said account until transfer restrictions are canceled.

v) Treatment in the Event of Organizational Restructuring, Etc.

During the transfer restriction period, in the event that approval is given at the Shareholders' Meeting of the Company (or at a meeting of the Board of Directors of the Company in the case that approval by the Shareholders' Meeting of the Company is not required regarding organizational restructuring, etc.) on matters regarding merger agreements under which the Company becomes the disappearing company, share exchange agreements or share transfer plans under which the Company becomes a wholly owned subsidiary of another company, or any other agenda items regarding organizational restructuring, etc., the Company will, by resolution of the Board of Directors of the Company, cancel transfer restrictions on this at the time immediately before the day preceding the effective date of such organizational restructuring, for the number of Allotted Shares calculated by multiplying the number of months - from July 2019 up to the month which includes the day of the said approval - divided by 12 (however, 1 if the calculation result is over 1) with the number of Allotted Shares owned by Allotment Targets at the said time (however, if there is a fraction less than 1, it shall be rounded off).

In such cases, the Company will naturally acquire without contribution any and all Allotted Shares for which transfer restrictions are not cancelled on the day preceding the effective date of such organizational restructuring pursuant to the provisions above.

4. Grounds for Calculating the Amount to be Paid and its Specific Details

In order to make it the price without any arbitrary nature, the disposition price for the Disposition of Treasury Shares was decided as 5,223 yen, the closing price of our common share at the Tokyo Stock Exchange on the business day immediately preceding the resolution date of our Board of Directors (June 20th, 2019). We presume this is the market price immediately before the resolution date of our Board of Directors, and therefore, is reasonable and does not fall under particularly advantageous prices.

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