Note: This is an unofficial translation of the Japanese original version and is provided for your reference and convenience only. Where there are any discrepancies between the Japanese original and the translated document, the original Japanese document shall prevail.

To Our Shareholders:

Stock Code: 6741 May 29, 2020

Nippon Signal Co., Ltd.

5-1, Marunouchi, 1-Chome, Chiyoda-ku, Tokyo President & CEO Hidehiko Tsukamoto

Notice of Convocation of the Ordinary General Meeting of Shareholders for the 137th Business Term

Notice is hereby given that the Ordinary General Meeting of Shareholders for the 137th Business Term of Nippon Signal Co., Ltd. (hereinafter referred to as the 'Company') will be held as described below.

Your attendance at the meeting is cordially requested.

1. Date and Time: Tuesday, June 23, 2020 at 10:00 a.m. (Japan time) (Reception will start at 9:00 a.m.)

2. Venue: Hall of Otemachi Sankei Plaza 4th Floor, Tokyo Sankei Building

7-2, Otemachi 1-chome, Chiyoda-ku, Tokyo

3. Agenda for the Meeting:

[Matters for Reporting]

- 1 Reports on the contents of the Business Report and Consolidated Financial Statements for the 137th Business Term (from April 1, 2019 to March 31, 2020), and reports on the Auditing Results of Accounting Auditor and Audit & Supervisory Board regarding the Consolidated Financial Statements.
- 2 Reports on the content of the Financial Statements for the 137th Business Term (from April 1, 2019 to March 31, 2020).

[Matters for Resolution]

- Election of nine Directors

Recently, the government and prefectural governors have strongly requested residents to refrain from leaving their homes in order to prevent the spread of the novel coronavirus infection. After carefully considering this request, we have decided to implement appropriate precautionary measures in holding this General Meeting of Shareholders.

In light of this call on residents to stay at home, shareholders are requested to exercise the voting rights in advance by postal mail or via the Internet as much as possible from the standpoint of preventing the spread of the infection. Shareholders

are also urged to refrain from attending the Meeting in person regardless of your health condition.

We will discontinue providing souvenirs to shareholders attending the Meeting, and would appreciate your understanding.

Guide to the Exercise of Voting Rights

Voting by postal mail:

Please indicate your approval or disapproval concerning the proposals shown on the Voting Form and send it back to us.

Deadline for exercising voting rights:

Voting Form must be received by 5:05 p.m. on Monday, June 22, 2020 (Japan time)

Internet

Please input your approval or disapproval concerning each proposal via the voting website designated by the Company (https://soukai.mizuho-tb.co.jp/).

Deadline for exercising voting rights:

No later than 5:05 p.m. on Monday, June 22, 2020 (Japan time)

Voting by "Smart Exercise"

Please input your approval or disapproval by the deadline for exercising voting rights after scanning the QR code for "Smart Exercise" on the lower right of the enclosed Voting Form using a smartphone or tablet device.

Deadline for exercising voting rights:

No later than 5:05 p.m. on Monday, June 22, 2020 (Japan time)

- When you exercise the voting rights through a proxy, such proxy must be only one shareholder who is entitled to attend the general meeting of shareholders. In this case, please submit a written power of attorney and the enclosed Cards for Exercise of Voting Rights to the receptionist of the Meeting.
- Any changes in the matters described in Reference Documents for General Meeting of Shareholders, Business Report, Consolidated Financial Statements and Financial Statements will be posted on our website (https://www.signal.co.jp/ir/).
- In accordance with the provisions of laws and regulations and Article 16 of the Articles
 of Incorporation, the following items are posted on our website
 (https://www.signal.co.jp/ir/library/meeting.html) and thus they are not included in this
 Notice of Convocation.
 - "Basic Policy on Parties Who Control Decisions on the Company's Financial and Business Policies" in the Business Report.
 - "Consolidated Statements of Changes in Net Assets" and "Note to Consolidated Financial Statements" in Consolidated Financial Statements
 - "Statements of Changes in Net Assets" and "Notes to Financial Statements" in Financial Statements

The above documents disclosed on our website have been audited as part of the Business Report audited by the Audit & Supervisory Board Members, and the Consolidated Financial Statements and the Financial Statements audited by the Audit & Supervisory Board Members and the Accounting Auditor.

Election of nine Directors

The terms of all nine Directors will expire at the end of this General Meeting of Shareholders. Accordingly, the Company requests the election of nine Directors.

The candidates for the Directors are as follows.

In addition, in selecting candidates for the Directors, the Company receives a recommendation by the "Appointment and Remuneration Committee," a majority of the members of which are Independent Outside Directors, in order to enhance the objectivity and transparency in the decision-making process.

No.	Name		Current status	Responsibilities	Attendance at the Board of Directors' Meetings
1	Reappointment	Yohei Furuhata	Representative Director Chairman and Chief Executive Officer (CEO)	Overall management	13 / 13 meetings
2	Reappointment	Hidehiko Tsukamoto	Representative Director President and Chief Operating Officer (COO)	Overall management	13 / 13 meetings
3	Reappointment	Yoshitaka Tokubuchi	Director and Executive Vice President Executive Vice President and Executive Officer	Assistant to President Control of plants	13 / 13 meetings
4	Reappointment	Takeshi Fujiwara	Director Deputy Chief Executive Officer	Domestic and overseas businesses Branch offices	13 / 13 meetings
5	Reappointment	Hideo Oshima	Director Managing Executive Officer	Kuki Plant Total Quality Management Promoting Department	13 / 13 Meetings
6	New Appointment	Masahiro Kubo	Managing Executive Officer	In charge of business administration	-
7	Reappointment Outside Independent	Yoshiteru Yoneyama	Outside Director	-	12 / 13 meetings
8	Reappointment Outside Independent	Yasuko Matsumoto	Outside Director	_	13 / 13 meetings
9	Reappointment Outside Independent	Yuriko Inoue	Outside Director	_	13 / 13 meetings

^{*} The Company's "Criteria for the Independence of Outside Officers" is described on pages 16 and 17.

No.	Name (Date of birth)	Biography, sta	atus, and responsibilities	Number of the Company's shares held
		April 1974 April 1997 June 2000	Joined the Company General Manager of Automatic Fare Collection Sales Dept. of Sales and Marketing Head Office Executive Officer	
		June 2004	Director Managing Executive Officer	
		June 2006	Deputy Chief Executive Officer	
	Reappointment	June 2008	Representative Director President & Chief Operating Officer (COO)	
	Yohei Furuhata (May 28,1949)	June 2012	Chief Executive Officer (CEO) (to present)	
	Age:71	June 2016 May 2017	Chairman (to present) Outside Auditor of	
1	Years in office as Director: 16 years (at the end of this	Way 2017	Matsuya Co., Ltd. (to present)	99,100
	Meeting)	[Significant concu	• •	
	Attendance at the Board of Directors'		f Matsuya Co., Ltd. nation as a candidate for	
	meetings: 13 / 13 (100%)	Director]		
		Yohei Furuhata h management as t	as been responsible for he Company's	
		Representative D	irector since 2008, and	
			Ith of experience and a manager. We have	
		e is qualified to play an ealizing the Company's		
			ancement of corporate g his deep insight gained	
			ection to other global rganizations. Therefore, we	
			im as a candidate to	

There are no special interests between the Company and Yohei Furuhata.

No.	Name (Date of birth)	Biography, s	status, and responsibilities	Number of the Company's shares held
2	Reappointment Hidehiko Tsukamoto (September 15, 1958) Age:61 Years in office as Director: 8 years (at the end of this Meeting) Attendance at the Board of Directors' meetings: 13 / 13 (100%)	April 1982 May 2005 June 2006 June 2010 June 2014 April 2015 June 2016 [Significant cond None [Reason for nom Director] Hidehiko Tsukar Representative I of experience are business manage have determined important role as business structured changes in the business structured changes in the business structured development and new businesses areas. Therefore	Joined the Company General Manager of Automatic Fare Collection Sales Dept. of Automatic Fare Collection Systems Division Executive Officer Director Managing Executive Officer Deputy Chief Executive Officer Representative Director Executive Vice President & Chief Operating Officer (COO) (to present) President (to present) current positions] Inination as a candidate for moto, as the Company's Director, possesses a wealth and achievements in leading the perment of the Company. We office that he is qualified to play an as the Company pursues ral reforms to adapt to rapid cusiness environment such as office technical innovations since ersed in technical d has contributed to creating and expanding business erse, we have nominated him as a actinue as a Director.	shares held 70,800

There are no special interests between the Company and Hidehiko Tsukamoto.

No.	Name (Date of birth)	Biography,	status, and responsibilities	Number of the Company's shares held
3	Reappointment Yoshitaka Tokubuchi (November 21,1957) Age:62 Years in office as Director: 9 years (at the end of this Meeting) Attendance at the Board of Directors' meetings: 13 / 13 (100%)	None [Reason for non Director] Yoshitaka Toku experience and served as the n Administration Division. He ha management a since April 2019 is qualified to le enhancing corp such broad known Therefore, we have the sound in the s	Joined the Company General Manager of Production Control Dept. of Kuki Plant Executive Officer General Manager of Corporate Strategy Dept. Managing Executive Officer Director Deputy Chief Executive Officer Chief General Manager of Business Administration Division Director and Executive Vice President (to present), Executive Vice President and Executive Officer (to present) In Control of Plants and Group Companies, Responsible for IT Strategy Department (assigned to Kuki Plant) Assistant to President, In Control of Plants (to present) (assigned to Kuki Plant) Courrent positions] mination as a candidate for Ibuchi possesses a wealth of I achievements from having nanager of the Business Division and the Monodukuri Is been promoting group Is Executive Vice President Is We have determined that he Is ad the Company in further Involved and leadership. Involved and	60,700

There are no special interests between the Company and Yoshitaka Tokubuchi.

No.	Name (Date of birth)	Biography, status, and responsibilities		Number of the Company's shares held
4	Reappointment Takeshi Fujiwara (November 7, 1959) Age:60 Years in office as Director: 7 years (at the end of this Meeting) Attendance at the Board of Directors' meetings: 13 / 13 (100%)	None [Reason for nor Director] Takashi Fujiwar our domestic but manager of the railway signals systems, and dexperience. We qualified to lead business areas enhancing its on Therefore, we have the source of the s	Joined the Company General Manager of Private Railways Sales Dept. of Railway Signal Systems Division Executive Officer Managing Executive Officer Director (to present) Chief General Manager of Sales and Marketing Head Office Responsible for Domestic Business and Branch Offices Deputy Chief Executive Officer, Responsible for Domestic and Overseas Businesses and Branch Offices (to present) current positions] mination as a candidate for a has achievements of leading usiness, having served as the Business Head Office handling and Automatic Fare Collection eep insight based on his broad a have determined that he is a the Company in expanding its including those overseas and ompetitiveness in the future. have nominated him as a intinue as a Director.	39,700

There are no special interests between the Company and Takeshi Fujiwara.

No.	Name (Date of birth)	Biography, sta	atus, and responsibilities	Number of the Company's shares held
5	Reappointment Hideo Oshima (July 25, 1956) Age: 63 Years in office as Director: 4 years (at the end of this Meeting) Attendance at the Board of Directors' meetings:	April 1979 September 2004 July 2008 April 2009 May 2011 April 2016 June 2016 April 2019 April 2020	Joined the Company General Manager of MEMS Business Development Dept. of Visionary Business Center Chief General Manager of Visionary Business Center Chief General Manager of Overseas Division Executive Officer Managing Executive Officer (to present) Director (to present) Responsible for Corporate Strategy Department and Overseas Business Responsible for Kuki Plant and Total Quality Management Promoting Department (to present)	35,700
	13 / 13 (100%)	Director] Hideo Oshim and achievements manager of the ne Overseas Division expansion of busin determined that hi beneficial to the C expanding the bus global manageme	nation as a candidate for na possesses experience s, having served as the ew businesses and the and contributing to the nesses. We have s knowledge will be	

There are no special interests between the Company and Hideo Oshima.

No.	Name (Date of birth)	Biography, s	status, and responsibilities	Number of the Company's	
	(Date of birtin)			shares held	
		April 1983	Joined the Company		
		July 2006	General Manager of		
			Accounting Dept.		
		July 2009	General Manager of		
			Tohoku Branch Office		
		June 2014	General Manager of		
			General Affairs Dept.,		
			Business Administration		
			Division		
		April 2016	Executive Officer,		
			General Manager of		
			Corporate Strategy Dept.		
		April 2018	General Manager of Kuki		
			Plant, Monodukuri		
	New Appointment	A = ::! 0040	Division		
		April 2019	Senior Executive Officer,		
	Masahiro Kubo		General Manager of	22,900	
	(April 13,		Corporate Strategy Dept., Responsible for Finance	22,500	
	1960)		Dept.		
6	Age: 60	April 2020	Managing Executive		
		71pm 2020	Officer (to present), In		
	Attendance at the		Charge of Business		
	Board of Directors' meetings:		Administration, General		
	- / - (-%)		Manager of Corporate		
			Strategy Dept. (to		
			present)		
		[Significant cond	current positions]		
		None			
		[Reason for non	nination as a candidate for		
		Director]			
			possesses experience and		
			n strengthening the undation of the Group, having		
			anager of a wide range of		
			s the Business Administration		
		Division of the C			
		that his knowled			
			suing sustained enhancement		
			of corporate value. Therefore, we have nominated him as a new candidate for a		
		Director.			

There are no special interests between the Company and Masahiro Kubo.

No.	Name (Date of birth)	Biography, s	status, and responsibilities	Number of the Company's shares held
No.		July 2002 July 2005 April 2009 July 2010 June 2014 [Significant cond President and Control of Fukoku Mutual I	Director of Fukoku Mutual Life Insurance Company Managing Director of Fukoku Mutual Life Insurance Company Director and Managing Executive Officer of Fukoku Mutual Life Insurance Company President and Chief Executive Officer of Fukoku Mutual Life Insurance Company President and Chief Executive Officer of Fukoku Mutual Life Insurance Company (to present) Outside Director of the Company (to present) Current positions] Chief Executive Officer of Life Insurance Company	Company's
7	(June 23,1950) Age: 69 Years in office as Director: 6 years (at the end of this Meeting) Attendance at the Board of Directors' meetings: 12 / 13 (92%)	experience, ach a manager, and capabilities for the management are management surve have nominal continue as an Oryoshiteru Yoney Outside Director this General Me Fukoku Mutual Iryoshiteru Yoney Chief Executive and business part However, its shallow and the trace (less than 0.5% of the said compand we therefore	yama possesses a wealth of ievements and knowledge as we expect him to use these he benefit of the Company's and exercise effective apervisory function. Therefore, ated him as a candidate to Outside Director. It is a candidate to outside Director. It is a major shareholder artner of the Company. It is a major shareholder artner of the Company. In action amount is immaterial of the consolidated net sales cany and of the Company), is believe that it does not affect the cast an Outside Director.	3,100

- 1. There are no special interests between the Company and Yoshiteru Yoneyama.
- 2. Yoshiteru Yoneyama is an Outside Director candidate.
- 3. Yoshiteru Yoneyama meets the conditions of an Independent Officer as defined

- by Tokyo Stock Exchange, Inc.
- 4. If Yoshiteru Yoneyama is elected as an Outside Director, the Company plans to enter into a limited liability agreement with him, which limits his liability for damages under Article 423, Paragraph 1 of the Companies Act. However, based on the agreement, the minimum liability amount will be the amount prescribed by laws and regulations.

No.	Name (Date of birth)	Biography, sta	atus, and responsibilities	Number of the Company's
No. 8		April 1978 April 2000 February 2001 April 2007 June 2015 [Significant concured Part-time Lectured Arts [Reason for nomin Outside Director] Yasuko Matsumok knowledge and exand has provided legitimacy and adviewpoint. We experied the supervision Company's mana auditing and supervision we have nominated continue as an Outside Director]	Registered as Attorney Joined Yamashita Oshima Law Office Part-time Lecturer of Seikei University Member of Independent Administrative Institution Evaluation Committee, the Ministry of Economy, Trade and Industry Part-time Lecturer of Tokyo University of the Arts (to present) Outside Director of the Company (to present) rrent positions] of Tokyo University of the mation as a candidate for to possesses advanced experience as a legal expert, advice and proposals on equacy from a professional pect that she will exercise ory function on the gement and strengthen ervisory functions. Therefore, ed her as a candidate to	Company's shares held 2,500
		General Meeting	ears at the end of this of Shareholders.	

- 1. There are no special interests between the Company and Yasuko Matsumoto.
- 2. Yasuko Matsumoto is an Outside Director candidate.
- 3. Yasuko Matsumoto meets the conditions of an Independent Officer as defined by Tokyo Stock Exchange, Inc.
- 4. If Yasuko Matsumoto is elected as an Outside Director, the Company plans to enter into a limited liability agreement with her, which limits her liability for damages under Article 423, Paragraph 1 of the Companies Act. However, based on the agreement, the minimum liability amount will be the amount prescribed by laws and regulations.

No.	Name (Date of birth)	Biography, sta	atus, and responsibilities	Number of the Company's shares held
		November 1993 April 2004	Full-time Lecturer of Graduate Schools for Law and Politics, The University of Tokyo Professor of Graduate School of Law, Kobe University	
		October 2010	Professor of The Graduate School of International Corporate Strategy, Hitotsubashi University	
		April 2018	Professor of Business Law Department, Graduate School of Law, Hitotsubashi University	
	Reappointment Outside Independent	June 2018	Outside Director of the Company (to present) Outside Director of Dai-ichi Life Holdings, Inc. (to present)	
9	Yuriko Inoue (May 29, 1963) Age: 57 Years in office as Director: 2 years	April 2020	Professor of Business Law Department, Graduate School of Law, Hitotsubashi University (Chair of Department) (to	800
	Director: 2 years (at the end of this Meeting) Attendance at the Board of Directors' meetings: 13 / 13 (100%)	Graduate School University (Chair of Outside Director of [Reason for nomin Outside Director] Yuriko Inoue is a property right and and specialized kn We expect that sh Company's mana including advice in data governance of exercise effective function by makin her specialized fire nominated her as an Outside Director	present) rrent positions] ness Law Department, of Law, Hitotsubashi	

	Name		Number of the
No.	(Date of birth)	Biography, status, and responsibilities	Company's
	(Date of birtin)		shares held
		end of this General Meeting of Shareholders.	
		A subsidiary of Dai-ichi Life Holdings, Inc.,	
		the Dai-ichi Life Insurance Company, Limited	
		where Yuriko Inoue serves as an Outside	
		Director is a major shareholder and business	
		partner of the Company. However, its	
		shareholding ratio is less than 10% and the	
		transaction amount is immaterial (less than	
		0.5% of the consolidated net sales of the said	
		company and of the Company), and we	
		therefore believe that it does not affect her	
		independence as an Outside Director.	

- 1. There are no special interests between the Company and Yuriko Inoue.
- 2. Yuriko Inoue is an Outside Director candidate.
- 3. Yuriko Inoue meets the conditions of an Independent Officer as defined by Tokyo Stock Exchange, Inc.
- 4. If Yuriko Inoue is elected as an Outside Director, the Company plans to enter into a limited liability agreement with her, which limits her liability for damages under Article 423, Paragraph 1 of the Companies Act. However, based on the agreement, the minimum liability amount will be the amount prescribed by laws and regulations.

(Reference) Criteria for the Independence of Outside Officers

The Company prescribes the following criteria for the independence of Outside Officers to objectively determine the independence of Outside Officers. If an Outside Officer falls under any of the following items, the Company determines that the Outside Officer is not sufficiently independent from the Company.

An Outside Officer designated as an Independent Officer as stipulated under the Tokyo Stock Exchange, Inc. shall endeavor to maintain independence as prescribed in this Criteria until resignation. If the Outside Officer loses his/her independence, the Outside Officer shall notify the Company in advance (or as soon as possible after an event under unavoidable circumstances).

- 1. A person who is, or has been in the past 10 years, a business executor (*1) or Non-executive Director (if the person is an Outside Audit & Supervisory Board Member) at the Group (i.e. the Company or its subsidiaries).
- 2. Any person (party) who falls under any of the following items (1) to (8) in the past three years.
 - (1) A party for whom the Group is a major business partner (*2) or a business executor of such party
 - (2) A major business partner of the Group (*3) or a business executor of such partner
 - (3) A consultant, accounting professional, or legal professional who has received a significant amount of money (*4) or other property from the Group other than officer remunerations (if a party who receives such property is a corporation, association, or any other entity, a party who belongs to the relevant entity)
 - (4) A current major shareholder of the Group (*5) or a business executor of such shareholder
 - (5) A business executor of a corporation that is a current major shareholder of the Group (*5)
 - (6) A person who belongs to the appointed audit firm for the statutory audit of the Group
 - (7) A business executor of an entity whose Outside Officer is also a business executor of the Group
 - (8) A person, an officer or other business executor of a corporation, association, or any other entity who receives a large amount of donation or grant (*6) from the Group
- 3. If a person who falls under 1. and 2. above is a key person ^(*7), close relatives (spouse, first or second degree relatives) of such person
- 4. A person who has assumed the office of Outside Officer for more than eight years in total

- (*1) A business executor refers to a person who executes the duties of a Director (excluding an Outside Director), Executive Officer, or employees, etc.
- (*2) A party for whom the Group is a major business partner refers a party who has business transactions with the Group, with total amount of sales in any of the fiscal year within the last three fiscal years exceeding 2% of the consolidated net sales of such business partner. Such business partner shall include its parent company and important subsidiaries if such business partner is a corporation.
- (*3) A major business partner of the Group refers to a party with whom the Group has business transactions, with total amount of sales in any of the fiscal year within the last three fiscal years exceeding 2% of the consolidated net sales of the Group, or a party who has made a loan to the Group in the amount at 2% or more of the consolidated net assets of the Company at the end of the most recent fiscal year.
- (*4) A significant amount of money refers to the yearly average money exceeding 10 million yen over the three most recent fiscal years.
- (*5) A major shareholder refers a shareholder who holds, directly or indirectly, 10% or more of the total voting rights. Such major shareholder shall include its parent company or important subsidiaries if such major shareholder is a corporation.
- (*6) A large amount of donation or grant refers to a yearly average amount exceeding 10 million yen over the three most recent fiscal years.
- (*7) A key person refers to a Director, Corporate Officer, Executive Officer, business executor who serves as a General Manager or in a higher rank, or business executor who has authority equivalent to that of a General Manager or higher position.