



December 5, 2019

NICHICON CORPORATION

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Stock Exchange Code: 6996 (First Section of Tokyo Stock Exchange)

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**Notice regarding Determination of Terms of Issue, etc., of
Euro-Yen Convertible Bonds (with Call Provision) Due 2024
(Bonds with Stock Acquisition Rights)**

NICHICON CORPORATION (hereinafter “the Company”) hereby announces the determination of terms of issue, etc., as well as matters that have already been determined, in respect of the issuance of the Euro-Yen Convertible Bonds (with Call Provision) Due 2024 (Bonds with Stock Acquisition Rights) hereinafter the “Bonds with Stock Acquisition Rights,” of which the bonds, excluding stock acquisition rights, and stock acquisition rights are to be hereinafter referred to as the “Bonds” and the “Stock Acquisition Rights,” respectively.

Matters concerning the Stock Acquisition Rights

(1) Amount of assets to be contributed upon exercise of the Stock Acquisition Rights	Amount equal to the face value of the Bonds
(2) Conversion price (Reference) Share price, etc., on the issuance determination date (December 5, 2019)	<u>¥1,687</u>
(i) Share price (closing price) at Tokyo Stock Exchange	<u>¥1,232</u>
(ii) Conversion premium [{(Conversion price) / (Share price (at closing)) - 1} x 100]	<u>36.93%</u>

(Reference) Outline of the Euro-Yen Convertible Bonds (with Call Provision) Due 2024 (Bonds with Stock Acquisition Rights)

(1) Total amount of the Bonds:	¥12.0 billion
(2) Paid-in amount of the Bonds:	101.0% of the face value of the Bonds (face value for each bond is ¥10 million)
(3) Offer price (issue price) of the Bonds with Stock Acquisition Rights:	103.5% of the face value of the Bonds
(4) Issuance resolution date:	December 5, 2019
(5) Payment date and issuance date of the Bonds:	December 23, 2019 (London time; hereinafter the same unless otherwise specified.)
(6) Exercise period of Stock Acquisition Rights:	The exercise period will be from January 6, 2020 to December 9, 2024 (local time at the exercise request location); provided, however, that (i) if the Bonds have been called for early redemption, then up to the third business day in Tokyo prior to the redemption date (excluding Stock Acquisition Rights

This press release is a public announcement regarding the issuance of the Bonds with Stock Acquisition Rights by the Company, and has not been prepared to solicit investment in the bonds. In addition, the bonds will not be offered or sold in Japan. Further, this announcement does not constitute an offer to solicit investment in any geographical region, including the U.S. The bonds may not be offered or sold in the U.S. absent registration under the U.S. Securities Act of 1933 or an applicable exemption from registration requirements. Any offering or sales of securities to be conducted in the U.S. must be made by means of an English prospectus prepared in accordance with the U.S. Securities Act of 1933. The bonds will not be offered or sold within the U.S.

attached to the Bonds being called for early redemption on changes in tax regulations but elected by the relevant bondholder not to be redeemed); (ii) if the Bonds with Acquisition Rights have been acquired or (iii) purchased and cancelled by the Company, then by the time when such Bonds are cancelled; or (iv) if the Bonds lose the benefit of time, then by the time the loss of the benefit of time has occurred.

In any of the aforementioned events, the Stock Acquisition Rights may not be exercised after December 9, 2024 (local time at the exercise request location).

Notwithstanding the above, if the Company acquires the Bonds with Stock Acquisition Rights, the Stock Acquisition Rights may not be exercised during the period between the date of the acquisition notice and the acquisition date. In addition, if the Company reasonably determines that the Company needs to reorganize, or take similar action, the Stock Acquisition Rights may not be exercised during a period designated by the Company, which is no more than 30 days, and which period to be ending within 14 days from the day after the day on which the Reorganization or similar action takes effect.

Furthermore, the Stock Acquisition Rights may not be exercised if the day on which the exercise of the Stock Acquisition Rights will become effective (or, if such day is not a business day in Tokyo, the immediately following business day in Tokyo) falls within the period from the second business day in Tokyo prior to the record date specified by the Company or any other date set for the purpose of determination of shareholders in connection with Article 151, Paragraph 1 of the Companies Act, which the Company relies upon its decision on a reference date or transferring of bonds, stocks, etc. (collectively, the "Shareholder Determination Date") (or, if such Shareholder Determination Date is not a business day in Tokyo, the third business day in Tokyo prior to such Shareholder Determination Date) to such Shareholder Determination Date (or, if such Shareholder Determination Date is not a business day in Tokyo, the immediately following business day in Tokyo). However, the Company may modify the limitation on the periods when the Stock Acquisition Rights may be exercised pursuant to this paragraph, when there is a change to laws, regulations, or practices relating to the delivery of shares upon exercise of stock acquisition rights through a book-entry transfer system, to adapt to such change.

(7) Maturity date: December 23, 2024

* For more details, please refer to the press release "Notice regarding Issuance of Euro-Yen Convertible Bonds (with Call Provision) Due 2024 (Bonds with Stock Acquisition Rights)," issued on December 5, 2019.

(Other reference information)

This press release is a public announcement regarding the issuance of the Bonds with Stock Acquisition Rights by the Company, and has not been prepared to solicit investment in the bonds. In addition, the bonds will not be offered or sold in Japan. Further, this announcement does not constitute an offer to solicit investment in any geographical region, including the U.S. The bonds may not be offered or sold in the U.S. absent registration under the U.S. Securities Act of 1933 or an applicable exemption from registration requirements. Any offering or sales of securities to be conducted in the U.S. must be made by means of an English prospectus prepared in accordance with the U.S. Securities Act of 1933. The bonds will not be offered or sold within the U.S.

The ratio of diluted shares to the current total number of shares outstanding (excluding treasury stock; hereinafter the same) as of September 30, 2019 (69,636,932 shares) is expected to be 10.21% by the issuance of the Bonds with Stock Acquisition Rights.

(Note) The ratio of diluted shares is calculated by dividing the number of shares to be issued when all of the Stock Acquisition Rights attached to the Bonds with Stock Acquisition Rights are exercised at the initial conversion price, by the current total number of shares outstanding. Further, the Company resolved to repurchase stocks on December 5, 2019. For more details, please refer to the press release “Notice regarding Repurchase of Stocks through the Off-Auction Own Stock Repurchase Trading System of the Tokyo Stock Exchange (ToSTNeT-3),” issued on December 5, 2019.

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