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(Stock Exchange Code 4619)

May 30, 2024

(Date of commencement of electronic provision measures: May 29, 2024)

To Shareholders with Voting Rights:

Hiroshi Onda
President, COO
NIHON TOKUSHU TORYO CO., LTD.
3-23-2, Oji, Kita-ku, Tokyo

**NOTICE OF
THE 118th ORDINARY GENERAL SHAREHOLDERS MEETING**

Dear Shareholders:

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

We are pleased to announce that the 118th Ordinary General Shareholders Meeting of NIHON TOKUSHU TORYO CO., LTD. (the “Company” or “Nittoku”) will be held for the purposes as described below.

For the convocation of this general meeting of shareholders, the Company has taken measures for providing information in electronic format (the “electronic provision measures”) and has posted matters subject to the electronic provision measures as “Notice of the 118th Ordinary General Shareholders Meeting” on the following Company’s website.

The Company website: <https://www.nttoryo.co.jp/ir/stock/soukai.html>

In addition to the website shown above, the Company also has posted this information on the website below.

Tokyo Stock Exchange website:

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

To view the information, please access the above website, input the Issue name (Company name) or Code, and click “Search,” and then click “Basic information” and select “Documents for public inspection/PR information.”

In lieu of attending the meeting, you can exercise your voting rights in writing or via the Internet. Please review Reference Documents for the General Shareholders Meeting posted on the matters subject to the electronic provision measures, and exercise your voting rights by following the Instructions for the Exercise of Voting Rights on pages 3 and 4 of the Japanese version of this document, no later than 5:20 p.m. on Thursday, June 20, 2024, Japan time.

- 1. Date and Time:** June 21 (Friday), 2024 at 10:00 a.m. Japan time
- 2. Place:** Hoku Topia Conference Room on the 16th floor located at 1-11-1, Oji, Kita-ku, Tokyo
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The business report, consolidated financial statements for the Company’s 118th fiscal term (the fiscal year from April 1, 2023 to March 31, 2024), and results of audits by the Accounting Auditor and the Board of Auditors of the consolidated financial statements
 2. Non-consolidated financial statements for the Company’s 118th fiscal term (the fiscal year from April 1, 2023 to March 31, 2024)

Proposals to be resolved:

Proposal 1: Appropriation of Retained Earnings

Proposal 2: Appointment of Two Auditors

<Matters Decided in Connection with this Convocation>

- If voting rights are exercised both in writing (by mail) and via the Internet, the exercise of voting rights via the Internet shall be deemed valid.
- If voting rights are exercised via the Internet multiple times, the last exercise of voting rights shall be deemed valid.
- If voting rights are exercised in writing (by mail) and neither approval nor disapproval of a proposal is indicated in Voting Rights Exercise Form, it shall be deemed a vote of approval.

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.

In the documents sent to shareholders, the following matters are not described in accordance with provisions of laws and regulations and the Articles of Incorporation of the Company. Thus, they are part of documents audited by Auditors and Accounting Auditors when creating Audit Report.

- Consolidated Statements of Changes in Net Assets and Notes to Consolidated Financial Statements of consolidated financial statements
- Statements of Changes in Net Assets and Notes to Non-consolidated Financial Statements of non-consolidated financial statements

Should the matters subject to the electronic provision measures require revisions, the revised versions will be posted on each website where they are posted.

No gifts will be provided to shareholders attending the meeting. Also, no drinks will be served before the start of the meeting this year and no products will be displayed at the venue. We appreciate your understanding.

Reference Documents for the General Shareholders Meeting

Proposals and References

Proposal 1: Appropriation of Retained Earnings

We pursue the substantial return of profit to our shareholders by strengthening profitability and maintaining a sound financial condition focused on cash flow, which has been positioned as an important management task of the Company.

On the other hand, the management environment surrounding the Nittoku Group is experiencing intensifying competition in development of products that meet the needs of customers and the times, amid rapidly advancing technological innovation including information and communication technology on a global scale. We are also required to address diverse and complicated issues such as carbon neutrality and human rights issues.

Under these circumstances, to maintain competitiveness and improve profitability in the future, we must aggressively and continually make R&D investment to develop high value-added technologies and products, investment in tangible and intangible assets to improve productivity, while taking into consideration the impact on the environment, and investment in human resources who will support the sustainable growth of our group.

Accordingly, based on the medium- to long-term management plan, with a focus placed on maintaining stable dividends and increasing internal funds for strategic investment described above, the distribution of profits is decided in comprehensive consideration of factors such as financial condition, profit levels, and the payout ratio as the Company's basic policy.

Based on the above policy, the year-end dividend for this fiscal year is proposed to be as described below.

Items Related to the Year-end Dividend

(1) Type of dividend property

Cash

(2) Items related to the allocation of dividend property to shareholders and its total amount

25 yen per ordinary share total 546,110,650 yen

Therefore, the annual dividend will be a total of 46 yen per share including the interim dividend.

(3) Date the distribution of retained earnings comes into effect:

June 24, 2024

Proposal 2: Appointment of Two Auditors

Terms of office of the Auditors, Mr. Yoshiki Takahashi and Mr. Hitoshi Matsufuji will expire at the closure of this General Shareholders Meeting. Accordingly, the Board of Directors proposes the appointment of two Auditors.

This proposal has been approved by the Board of Auditors.

The candidates are as follows:

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions		Number of shares of the Company held
1	Yoshiki Takahashi (April 13, 1959)	April 1993 June 2014	Registered as lawyer Outside Auditor of Nittoku (in-service)	5,200
	<p>[Reason for nomination as candidate for Outside Auditor]</p> <p>He possesses abundant experience and outstanding insight in corporate legal affairs as a lawyer and knowledge of accounting. The Company believes that, reflecting his experience in the auditing work of the Company, he will provide appropriate supervision and objective advice that will contribute to ensuring sound management and improving corporate governance of the Company. Therefore, he has been renominated as a candidate for Outside Auditor. Although he has not been involved in corporate management other than having served as an outside auditor, for the reasons stated above, we believe that he will be able to appropriately perform his duties as Outside Auditor.</p>			
2	Hitoshi Matsufuji (March 3, 1952)	April 1982 June 2016 August 2016 June 2019	Registered as certified public accountant Outside Auditor of Nittoku (in-service) Outside Director (Audit Committee Member) of Oracle Corporation Japan Outside Director (Audit & Supervisory Committee Member) of Prospect Co., Ltd.	3,800
	<p>[Reason for nomination as candidate for Outside Auditor]</p> <p>He possesses many years of practical experience as a certified public accountant and a high degree of expertise and abundant experience in finance and accounting. The Company believes that, reflecting his experience in the auditing work of the Company, he will provide appropriate supervision and objective advice that will contribute to ensuring sound management and improving corporate governance of the Company. Therefore, he has been renominated as a candidate for Outside Auditor. Although he has not been involved in corporate management other than having served as an outside officer, for the reasons stated above, we believe that he will be able to appropriately perform his duties as Outside Auditor.</p>			

(Notes)

1. There are no special interests between the candidates for Auditors and the Company.
2. The Company has entered into a liability limitation agreement with Mr. Yoshiki Takahashi and Mr. Hitoshi Matsufuji to limit their liability to the minimum amount provided for by laws and regulations according to Article 427, Paragraph 1 of the Companies Act. If their reappointment is approved, the Company plans to continue the said agreement with them.
3. Matters regarding candidates for Outside Auditors are as follows.
 - (1) Mr. Yoshiki Takahashi and Mr. Hitoshi Matsufuji are candidates for Outside Auditors.
 - (2) The Company registered Mr. Yoshiki Takahashi and Mr. Hitoshi Matsufuji with the Tokyo Stock Exchange as Independent Directors based on the rules of Tokyo Stock Exchange. If their reappointment is approved, they will continue to be Independent Directors.
 - (3) Mr. Yoshiki Takahashi and Mr. Hitoshi Matsufuji are currently Outside Auditors of the Company and it will have been ten years since the appointment of Mr. Yoshiki Takahashi and eight years since the appointment of Mr. Hitoshi Matsufuji at the conclusion of this General Shareholders Meeting.
4. The Company has concluded with an insurance company a directors and officers liability insurance (hereafter referred to as "D&O Insurance") agreement provided for in Article 430-3, Paragraph 1 of the Companies Act. The insurance covers damages, etc. that may result from the Directors and Auditors being liable for the performance of their duties (However, excluding the case that falls under indemnity conditions stipulated in the insurance agreement). The premiums of D&O Insurance are fully borne by the Company. If Mr. Yoshiki Takahashi and Mr. Hitoshi Matsufuji assume office as Auditors, they will be insured under the D&O Insurance. The term of the D&O Insurance is one year. Before expiration of this term, the Company plans to renew the said insurance agreement upon a resolution of the Board of Directors.

(Reference) The expertise and experience of the Directors and Auditors (Skills Matrix)

* If Proposal 2 is approved as originally proposed, the Skills Matrix of the Directors and Auditors will be as shown in the table below.

The Company recognizes the importance of ensuring a balance and diversity in knowledge, experience, and abilities of the Board of Directors and Board of Auditors in order to achieve sustainable growth and enhance corporate value in the medium- and long-term. The skills matrix below shows the skills that the Company considers particularly important and the items (●) in which the Company expects each Director and Auditor to fully demonstrate their abilities, based on their expertise and experience. Please note that it does not represent all the expertise or experience possessed by each Director and Auditor.

Position (Plan)	Name	Corporate management	Technology/ Development/ Production	Sales/ Marketing	Finance/ Accounting	Legal affairs/ Compliance	Intellectual property	HR/Labor management	Internationality	ESG
Chairman	Jun Taya	●			●	●		●	●	●
President	Hiroshi Onda	●	●	●	●		●	●		●
Director	Hiroshi Suzuki		●	●				●		●
Director	Shin Nakamura	●	●	●				●	●	●
Director (Outside)	Michihiro Nara					●	●			●
Director (Outside)	Kozo Yabe					●	●		●	●
Auditor (Full-time)	Hirokazu Kawana		●	●	●				●	●
Auditor (Outside)	Yoshiki Takahashi				●	●	●			●
Auditor (Outside)	Hitoshi Matsufuji				●	●			●	●