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Securities code: 6480

June 6, 2024

To our shareholders:

Shigeki Miyachi, President & CEO
NIPPON THOMPSON CO., LTD.
19-19 Takanawa 2-chome, Minato-ku, Tokyo

NOTICE OF THE 75TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce the 75th Ordinary General Meeting of Shareholders of NIPPON THOMPSON CO., LTD. (the “Company”), which will be held as described below.

When convening this general meeting of shareholders, the Company takes measures for providing in electronic format the information that constitutes the content of the Reference Documents for the General Meeting of Shareholders, etc. (items for which measures for providing information in electronic format are to be taken). This information is posted on each of the following websites, so please access either of those websites to confirm the information.

The Company’s website:

<https://www.ikont.co.jp/> (in Japanese)

(From the above website, select “Investor Relations,” “IR Library,” then “General Shareholders Meeting.”)

Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/6480/teiji/> (in Japanese)

TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(Access the TSE website by using the internet address shown above, enter “Nippon Thompson” in “Issue name (company name)” or the Company’s securities code “6480” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

If you will not be attending the meeting in person, you may exercise your voting rights via the Internet, etc., or by postal mail. Please review the Reference Documents for the General Meeting of Shareholders (Japanese only) and exercise your voting rights no later than 5:12 p.m., Monday, June 24, 2024 (Japan Standard Time).

1. Date and time: Tuesday, June 25, 2024 at 10:00 a.m. (Japan Standard Time)

2. Venue: Headquarters Building of NIPPON THOMPSON CO., LTD.
19-19 Takanawa 2-chome, Minato-ku, Tokyo

3. Purposes:

Items to be reported:

1. Business Report and Consolidated Financial Statements for the 75th Term (from April 1, 2023 to March 31, 2024), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors
2. Non-Consolidated Financial Statements for the 75th Term (from April 1, 2023 to March 31, 2024)

Items to be resolved:

- Proposal 1:** Appropriation of surplus
- Proposal 2:** Election of eight (8) Directors

4. Matters decided in connection with this convocation

- (1) If there is no indication of a vote for or against any proposal on the voting form, it shall be treated as an indication of a vote for the proposal.
- (2) If voting rights are exercised both in writing (by mail) and via the Internet, etc., the exercise of voting rights via the Internet, etc., shall be treated as the valid exercise of voting rights. In addition, if voting rights are exercised multiple times via the Internet, etc., the final votes submitted shall be treated as the valid exercise of voting rights.

1. If you plan to attend the meeting in person, please present the voting form at the reception desk upon your arrival.
2. The reception desk is scheduled to open at 9:00 a.m. on the day of the meeting.
3. Please understand that no gifts will be offered to the shareholders attending the meeting.
4. If any changes have been made to the matters subject to measures for electronic provision, a notice of the changes and the details of the matters before and after the changes will be posted on each of the website.
5. Documents containing matters subject to measures for electronic provision are also sent to shareholders who have requested paper-based documents. However, the following matters shall not be included in the paper-based documents in harmony with laws and regulations and the provision in Article 20 of the Articles of Incorporation.
 - (1) “Consolidated Statement of Changes in Equity” and “Notes to Consolidated Financial Statements” from among consolidated financial statements
 - (2) “Non-consolidated Statement of Changes in Equity” and “Notes to Non-consolidated Financial Statements” from among financial statements

Therefore, the consolidated financial statements and financial statements mentioned in these documents are among the documents audited by the financial auditor when preparing the Accounting Audit Report and when Corporate Auditors prepared the Audit Report.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of surplus

Matters concerning year-end dividends

The Company positions the distribution of profits to shareholders as an important management issue, and its basic policy is to maintain a stable dividend, while comprehensively taking into consideration factors such as the level of business performance.

For the fiscal year under review, based on this basic policy, the Company proposes to pay a fiscal year-end dividend per share of 9.50 yen, equivalent to an annual dividend per share of 19 yen, when combined with the interim dividend.

- (1) Allotment of dividend property to shareholders and its total amount
9.50 yen per share of common stock of the Company
Aggregate amount 668,732,056 yen
- (2) Effective date of dividends of surplus
June 26, 2024

Proposal 2: Election of eight (8) Directors

The term of office of all nine (9) current Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders.

Accordingly, the Company proposes the election of eight (8) Directors, which is one (1) Director fewer.

The candidates are as follows.

Candidate no.	Name	Gender	Current positions and responsibilities in the Company	Candidate attributes
1	Shigeki Miyachi	Male	President & CEO	Reelection
2	Nobuya Hideshima	Male	Senior Managing Director, in charge of Production Dept. and Legal Dept.	Reelection
3	Toshinao Kimura	Male	Managing Director, in charge of Sales Dept. and Sales Engineering Dept., and deputy in charge of Corporate Business Development Dept. and Products Development Center	Reelection
4	Shin Kasahara	Male	Managing Director, in charge of Corporate Business Development Dept., Quality Assurance Dept., Products Development Center, Technical Center, UBC (Shanghai) Precision Bearing MFG. Co., Ltd. and UBC (Suzhou) Bearing Co., Ltd.	Reelection
5	Mikihito Hosono	Male	Senior Executive Officer in charge of Corporate Planning Dept., Personnel and General Affairs Dept., Accounting Dept., and Secretary Dept.	New election
6	Youichi Takei	Male	Non-Executive Director	Reelection Outside Independent
7	Satoshi Saito	Male	Non-Executive Director	Reelection Outside Independent
8	Atsuko Noda	Female	Non-Executive Director	Reelection Outside Independent

Candidate no.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held	
1	Shigeki Miyachi (April 14, 1956) Gender: Male Reelection	Apr. 1979	Joined The Tokai Bank, Limited (currently MUFG Bank, Ltd.)	123,783 shares
		Oct. 2008	Joined the Company, General Manager attached to Director in charge of Corporate Planning Dept.	
		Jan. 2009	General Manager of Corporate Planning Dept.	
		June 2010	Managing Director and General Manager of Corporate Planning Dept.	
		June 2012	President & CEO (current position)	
<p>Reasons for nomination as candidate for Director</p> <p>Shigeki Miyachi has participated in financial operations over many years, and was appointed as President & CEO of the Company in 2012. As such, he has abundant experience and achievements, as well as broad knowledge, as a manager. Accordingly, the Company has judged that he is suitably qualified to promote the management of the Group and strengthen corporate governance, and therefore proposes his election as Director.</p>				
2	Nobuya Hideshima (January 9, 1954) Gender: Male Reelection	Apr. 1978	Joined Yamaha Motor Co., Ltd.	7,625 shares
		Mar. 2009	Executive Officer	
		Mar. 2010	Senior Executive Officer	
		Mar. 2011	Director & Senior Executive Officer	
		Mar. 2013	Director & Managing Executive Officer	
		Dec. 2016	Director of The Graduate School for the Creation of New Photonics Industries	
		Mar. 2017	Adviser of Yamaha Motor Co., Ltd.	
		June 2017	Non-Executive Director of Fujibo Holdings, Inc.	
		June 2018	Non-Executive Director of ShinMaywa Industries, Ltd.	
		June 2019	Non-Executive Director of the Company	
		June 2022	Senior Managing Director, in charge of Production Dept. and Legal Dept. (current position)	
<p>Reasons for nomination as candidate for Director</p> <p>Nobuya Hideshima has participated in management over many years, and has participated mainly in the Production functions in the Company. As such, he has abundant experience and achievements, as well as broad knowledge. He can be expected to utilize these qualities to contribute to all aspects of the management of the Group and enhance corporate value, and therefore the Company proposes his election as Director.</p>				

Candidate no.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	<p style="text-align: center;">Toshinao Kimura (November 23, 1957) Gender: Male Reelection</p>	<p>Apr. 1981 Joined the Company</p> <p>July 2004 General Manager of Kita-Kanto Branch Office, Eastern Japan Regional Office</p> <p>June 2006 General Manager of Eastern Japan Regional Office</p> <p>June 2008 General Manager of Sales & Marketing Headquarters</p> <p>June 2010 Director and General Manager of Sales & Marketing Headquarters</p> <p>July 2012 Director, General Manager of Sales & Marketing Headquarters, and General Manager of Overseas Sales Dept. II</p> <p>Sept. 2012 Director, in charge of Domestic Sales Dept., Sales Engineering Dept., Logistics Operations Dept. and Global Marketing Promotion Dept., General Manager of Sales & Marketing Headquarters, and General Manager of Overseas Sales Dept. II</p> <p>June 2013 Director and General Manager of Overseas Sales Dept. I</p> <p>Apr. 2015 Director and Senior Executive Officer, Chairman of IKO INTERNATIONAL, INC., and Chairman of NIPPON THOMPSON EUROPE B.V.</p> <p>June 2017 Director and Senior Executive Officer, and General Manager of Gifu Factory Complex</p> <p>Apr. 2018 Managing Director, deputy in charge of Production Dept., and General Manager of Gifu Factory Complex</p> <p>Apr. 2022 Managing Director, in charge of Sales Dept. and Sales Engineering Dept., and deputy in charge of Corporate Business Development Dept. and Products Development Center (current position)</p>	26,703 shares
<p>Reasons for nomination as candidate for Director</p> <p>Toshinao Kimura has participated mainly in Sales Dept. and Production Dept., including operations overseas, and has abundant experience and achievements, as well as broad knowledge. He can be expected to utilize these qualities to contribute to all aspects of the management of the Group and enhance corporate value, and therefore the Company proposes his election as Director.</p>			

Candidate no.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	<p style="text-align: center;">Shin Kasahara (August 28, 1961) Gender: Male Reelection</p>	<p>Apr. 1984 Joined the Company</p> <p>July 2008 General Manager of Sales Engineering Dept.</p> <p>July 2013 General Manager of Technical Dept., Technical Center</p> <p>Apr. 2016 Executive Officer and General Manager of Technical Center</p> <p>June 2016 Director and Executive Officer, and General Manager of Technical Center</p> <p>Jan. 2017 Director and Executive Officer, in charge of Corporate Business Development Dept., General Manager of Technical Center, and Chairman of UBC (Suzhou) Bearing Co., Ltd.</p> <p>Apr. 2018 Director and Executive Officer, in charge of Corporate Business Development Dept. and Technical Dept., and Chairman of UBC (Suzhou) Bearing Co., Ltd.</p> <p>Apr. 2019 Director and Executive Officer, in charge of Corporate Business Development Dept., Quality Assurance Dept., Products Development Center and Technical Center, and Chairman of UBC (Suzhou) Bearing Co., Ltd.</p> <p>May 2020 Director and Executive Officer, in charge of Corporate Business Development Dept. and Quality Assurance Dept., deputy in charge of Products Development Center and Technical Center, and Chairman of UBC (Suzhou) Bearing Co., Ltd.</p> <p>June 2020 Director, in charge of Corporate Business Development Dept. and Quality Assurance Dept., deputy in charge of Products Development Center and Technical Center, and Chairman of UBC (Suzhou) Bearing Co., Ltd.</p> <p>Apr. 2021 Director, in charge of Corporate Business Development Dept., Quality Assurance Dept., UBC (Shanghai) Precision Bearing MFG. Co., Ltd. and UBC (Suzhou) Bearing Co., Ltd., deputy in charge of Products Development Center, and General Manager of Technical Center</p> <p>Apr. 2022 Managing Director, in charge of Corporate Business Development Dept., Quality Assurance Dept., Products Development Center, Technical Center, UBC (Shanghai) Precision Bearing MFG. Co., Ltd. and UBC (Suzhou) Bearing Co., Ltd., and General Manager of Technical Center</p> <p>July 2023 Managing Director, in charge of Corporate Business Development Dept., Quality Assurance Dept., Products Development Center, Technical Center, UBC (Shanghai) Precision Bearing MFG. Co., Ltd. and UBC (Suzhou) Bearing Co., Ltd.</p>	23,577 shares
<p>Reasons for nomination as candidate for Director</p> <p>Shin Kasahara has participated mainly in the Technical Dept., and has abundant experience and achievements, as well as broad knowledge. He can be expected to utilize these qualities to contribute to all aspects of the management of the Group and enhance corporate value, and therefore the Company proposes his election as Director.</p>			

Candidate no.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held	
5	* Mikihito Hosono (February 5, 1964) Gender: Male New election	Nov. 1990	Joined the Company	7,262 shares
		July 2011	General Manager of General Control Dept., Gifu Factory Complex	
6	Youichi Takei (June 10, 1961) Gender: Male Reelection Outside Independent	June 2013	General Manager of Minami-Kanto Branch Office, Eastern Japan Regional Office	0 shares
		July 2017	General Manager of Personnel and General Affairs Dept.	
		Apr. 2019	Executive Officer and General Manager of Personnel and General Affairs Dept.	
		Apr. 2021	Executive Officer and General Manager of Corporate Planning Dept.	
		Apr. 2024	Senior Executive Officer, in charge of Corporate Planning Dept., Personnel and General Affairs Dept., Accounting Dept., and Secretary Dept. (current position)	
		Reasons for nomination as candidate for Director Mikihito Hosono has participated mainly in Administration functions and Sales Dept., and has abundant experience and achievements, as well as broad knowledge. He can be expected to utilize these qualities to contribute to the management of the Group and enhance corporate value, and therefore the Company proposes his election as Director.		
6	Youichi Takei (June 10, 1961) Gender: Male Reelection Outside Independent	Apr. 1993	Registered as attorney at law (Dai-Ichi Tokyo Bar Association), joined Iwata Godo	0 shares
		Apr. 2000	Partner of Meitetsu Law Offices (current position)	
		June 2003	Non-Executive Corporate Auditor of the Company	
		June 2006	Non-Executive Corporate Auditor of YAMAKIN (JAPAN) CO., LTD. (current position)	
		June 2013	Non-Executive Director of the Company (current position)	
		June 2020	Non-Executive Director of Daio Paper Corporation (current position)	
		Jan. 2022	Non-Executive Corporate Auditor of Nippon Export and Investment Insurance (current position)	
Reasons for nomination as candidate for Non-Executive Director and overview of expected role Youichi Takei has a specialist standpoint as an attorney, as well as a high level of achievements related to corporate legal affairs, and he has appropriately supervised management as a Non-Executive Director since June 2013. The Company values his experience and skills highly, and because his objective and legal standpoint based on these qualities is expected to be reflected in the management of the Group as his role if he is elected as Non-Executive Director, the Company proposes his election as Non-Executive Director.				

Candidate no.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
7	Satoshi Saito (May 16, 1959) Gender: Male Reelection Outside Independent	<p>Apr. 1982 Joined The Tokai Bank, Limited (currently MUFG Bank, Ltd.)</p> <p>Mar. 2002 Left UFJ Bank Limited (currently MUFG Bank, Ltd.)</p> <p>Apr. 2002 Assistant Professor of School of Information-Oriented Management, SANNO University</p> <p>Apr. 2005 Professor of School of Management (current position)</p> <p>June 2007 Non-Executive Corporate Auditor of the Company</p> <p>June 2016 Non-Executive Director (current position)</p>	0 shares
<p>Reasons for nomination as candidate for Non-Executive Director and overview of expected role</p> <p>Satoshi Saito has a deep knowledge of accounting, management, and law, as well as a specialist standpoint and broad insight as a university professor, and he has appropriately supervised management as a Non-Executive Director since June 2016. The Company values his experience and skills highly, and because his objective and specialist standpoint based on his experience and skills is expected to be reflected in the management of the Group as his role if he is elected as Non-Executive Director, the Company proposes his election as Non-Executive Director.</p>			
8	Atsuko Noda (January 12, 1961) Gender: Female Reelection Outside Independent	<p>Apr. 1983 Joined Japan Airlines Co., Ltd.</p> <p>Apr. 1991 Purser of the above company</p> <p>Sept. 1994 Established Henkel & Grosse Japan Representative Office, Representative in Japan</p> <p>Nov. 1995 Established Japan Duty Free Services LLC (currently Grosse Japan Inc.), Representative Director</p> <p>Dec. 2002 Representative Director and CEO of Grosse Japan Inc. (current position)</p> <p>June 2022 Non-Executive Director of the Company (current position)</p>	0 shares
<p>Reasons for nomination as candidate for Non-Executive Director and overview of expected role</p> <p>Atsuko Noda has participated in international corporate management in a different business sector to the Group over many years, and she has appropriately supervised management as a Non-Executive Director since June 2022. The Company values her experience and skills highly, and because her objective and specialist standpoint based on her experience and skills is expected to be reflected in the management of the Group as her role if she is elected as Non-Executive Director, the Company proposes her election as Non-Executive Director.</p>			

- Notes:
1. * indicates a new candidate for Director.
 2. There are no special interest between any of the above candidates and the Company.
 3. Youichi Takei, Satoshi Saito, and Atsuko Noda are candidates for Non-Executive Director.
 4. When candidates for Non-Executive Director are persons who have not participated in corporate management in the past other than as a Non-Executive Director or Non-Executive Corporate Auditor, reasons the Company has judged that even the candidates who have not participated in management will be able to appropriately execute their duties as Non-Executive Director
 - (1) Youichi Takei has a high level of achievements related to corporate legal affairs based on his specialist standpoint as an attorney, and therefore the Company has judged that he will be able to appropriately execute his duties as Non-Executive Director.
 - (2) Satoshi Saito has a deep knowledge of accounting, management, and law, as well as an advanced standpoint and broad insight as a university professor, and therefore the Company has judged that he will be able to appropriately execute his duties as Non-Executive Director.
 5. Years since the appointment of Non-Executive Director candidates as Non-Executive Directors
 - (1) Youichi Takei is currently a Non-Executive Director of the Company, and his term of office as Non-Executive Director will be eleven (11) years at the conclusion of this Ordinary General Meeting of Shareholders.
 - (2) Satoshi Saito is currently a Non-Executive Director of the Company, and his term of office as Non-Executive Director will be eight (8) years at the conclusion of this Ordinary General Meeting of Shareholders.
 - (3) Atsuko Noda is currently a Non-Executive Director of the Company, and her term of office as Non-Executive Director will be two (2) years at the conclusion of this Ordinary General Meeting of Shareholders.
 6. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Youichi Takei, Satoshi Saito, and Atsuko Noda to limit their liability for damages as provided for in Article 423, paragraph (1) of the same. The maximum amount of liability for damages pursuant to this agreement is the minimum

amount of liability stipulated in laws and regulations, and if these candidates are reelected as Non-Executive Directors, the Company intends to continue these agreements with them.

7. The Company has notified Tokyo Stock Exchange, Inc. of the designation of Youichi Takei, Satoshi Saito, and Atsuko Noda as independent directors who are unlikely to have conflicts of interest with general shareholders, whose designation is required by Tokyo Stock Exchange, Inc. If these candidates are reelected as Non-Executive Directors, the Company intends for them to continue to serve as independent directors.

8. The number of shares of the Company held by Director candidates includes holdings via the Nippon Thompson Officers Shareholders' Association.

9. Summary of directors & officers liability insurance policy

The Company has entered into a directors & officers liability insurance policy with an insurance company with Directors as the insured, as provided for in Article 430-3, paragraph (1) of the Companies Act. The Company intends to renew this policy in September 2024.

If the election of each candidate in this proposal is approved and passed, each candidate will be included in the insured.

(1) Summary of insurance incidents covered

The policy covers losses that may arise from the insured's assumption of liability incurred in the course of the performance of duties as an officer or a person at a certain position, or receipt of claims pertaining to the pursuit of such liability.

(2) Insurance premiums

All insurance premiums are borne by the Company.

<Reference>

The main areas of expertise and experience of the candidates for Director and the current Corporate Auditors are as follows.

		Expertise and experience						
		Corporate management	Manufacturing, technology, and development	Sales and marketing	Finance and accounting	Compliance and risk management	Personnel and human resources development	Global business
Candidates for Director	Shigeki Miyachi	●		●	●	●		
	Nobuya Hideshima	●	●			●		●
	Toshinao Kimura	●	●	●				●
	Shin Kasahara	●	●	●				
	Mikihito Hosono			●	●	●	●	
	Youichi Takei					●		
	Satoshi Saito	●			●	●	●	
	Atsuko Noda	●		●		●		●
Corporate Auditors	Nobuhiro Matsumoto	●			●	●		●
	Taketo Nasu					●		●
	Kazuhiko Kimura				●	●		
	Kazuhisa Hayashida		●		●	●		

END