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(Stock Exchange Code 4619)

June 1, 2026

(Date of commencement of electronic provision measures: May 29, 2026)

**To Shareholders with Voting Rights:**

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

**NOTICE OF  
THE 120th 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 120th 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 120th Ordinary General Shareholders Meeting” on the following Company’s website.

The Company website: <https://www.nttoryo.co.jp/en/company/Investorrelations.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 4 and 5 of the Japanese version of this document, no later than 5:20 p.m. on Monday, June 22, 2026, Japan time.

- 1. Date and Time:** June 23 (Tuesday), 2026 at 10:00 a.m. Japan time
- 2. Place:** HOTEL BELLCLASSIC Tokyo Figaro on the 4th floor located at 3-33-6, Minami-otsuka, Toshima-ku, Tokyo
- 3. Meeting Agenda:**
  - Matters to be reported:**
    1. The business report, consolidated financial statements for the Company’s 120th fiscal term (the fiscal year from April 1, 2025 to March 31, 2026), 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 120th fiscal term (the fiscal year from April 1, 2025 to March 31, 2026)

**Proposals to be resolved:**

**Proposal 1:** Appropriation of Retained Earnings

**Proposal 2:** Appointment of Seven Directors

<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 business environment surrounding the Nittoku Group is rapidly changing, and we are also required to address diverse and complicated social issues. Under such an environment, in order to maintain competitiveness and improve profitability in the future, we must continue investing in R&D, tangible and intangible assets, and human resources who will support the Nittoku Group's sustainable growth.

Accordingly, the distribution of profits is decided in comprehensive consideration of factors such as financial condition, investment plans, and the total payout ratio set forth in the basic policy of the medium-term management plan and under the performance-based distribution 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

75 yen per ordinary share                      total 1,618,448,550 yen

Therefore, the annual dividend will be a total of 125 yen per share including the interim dividend.

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

June 24, 2026

**Proposal 2: Appointment of Seven Directors**

Terms of office of all seven Directors will expire at the closure of this General Shareholders Meeting. Accordingly, the Company proposes the appointment of seven Directors (including three Outside Directors).

The candidates are as follows:

No.	Name	Position and responsibility in the Company	Candidate attributes
1	Jun Taya	Chairman CEO	[Reappointment]
2	Hiroshi Onda	President COO	[Reappointment]
3	Hiroshi Suzuki	Director, Member of the Board, Senior Managing Executive Officer Chief Officer of Paints & Coatings Group Head of Sales Management of Paints & Coatings Group	[Reappointment]
4	Shin Nakamura	Director, Member of the Board, Senior Managing Executive Officer Chief Officer of Automotive Products Group Head of Production Management of Automotive Products Group	[Reappointment]
5	Kozo Yabe	Director	[Reappointment] [Outside] [Independent]
6	Kinuyo Asaka	Director	[Reappointment] [Outside] [Independent]
7	Yoshihiro Takatori	Director	[New appointment] [Outside] [Independent]

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	<p>[Reappointment]</p> <p>Jun Taya (March 3, 1953)</p>	<p>April 1976 Entered in the Mitsubishi Bank, Ltd.</p> <p>January 2005 Entered in Nittoku General Manager of Nittoku Financial &amp; Accounting Division, Operation Planning &amp; Coordination Group</p> <p>April 2005 Deputy Chief Officer of Nittoku Operation Planning &amp; Coordination Group</p> <p>June 2005 Director of Nittoku</p> <p>April 2007 Chief Officer of Nittoku Operation Planning &amp; Coordination Group</p> <p>April 2007 General Manager of Nittoku Legal Compliance Office</p> <p>June 2009 Managing Director of Nittoku</p> <p>June 2013 CFO of Nittoku</p> <p>June 2015 Senior Managing Director of Nittoku</p> <p>June 2019 President and COO of Nittoku</p> <p>June 2021 Vice Chairman of Nittoku</p> <p>June 2023 Chairman and CEO of Nittoku (in-service)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> <li>• President of Nittoku Shokoh Co., Ltd.</li> <li>• President of Nittoku Insurance Center Co., Ltd.</li> <li>• President of Fuji Sangyo Co., Ltd.</li> <li>• Chairman of UGN, Inc.</li> <li>• Chairman of Autoneum Nittoku (Guangzhou) Automotive Sound- Proof Co., Ltd.</li> <li>• Chairman of Tianjin Autoneum Nittoku Sound-Proof Co., Ltd.</li> <li>• Chairman of Wuhan Nittoku Autoneum Sound-Proof Co., Ltd.</li> </ul>	48,582
<p>[Reason for nomination as candidate for Director]</p> <p>Based on his high level of expertise, he has been involved in overall management issues. He has played an important role in improving the corporate value of the Nittoku Group as Chairman since 2023. The Company believes that by leveraging his deep insight in finance and accounting and detailed knowledge of corporate governance, he is suitable for Director of the Company. The Company therefore renominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
2	[Reappointment]  Hiroshi Onda (February 8, 1959)	April 1983      Entered in Nittoku April 2000      General Manager of Nittoku Design Division, Automotive Products Group April 2008      Deputy Chief Officer of Nittoku Automotive Products Group March 2009      General Manager of Nittoku Cost Management Division July 2009      Executive Officer of Nittoku April 2010      General Manager of Nittoku Purchasing Division June 2012      Director of Nittoku April 2017      Chief Officer of Nittoku Automotive Products Group April 2018      General Manager of Nittoku Design Division, Automotive Products Group June 2018      Managing Director of Nittoku April 2019      General Manager of Nittoku Production Engineering Division, Automotive Products Group April 2021      Head of Technology Management of Nittoku Automotive Products Group June 2021      President and COO of Nittoku (in-service) [Significant concurrent positions] • President of Daiwa Tokushu Kohki Co., Ltd. • President of Nittoku CK Co., Ltd.	37,210
[Reason for nomination as candidate for Director] He has held important positions mainly in the Automotive Products Group and has been in charge of the Purchasing and Cost Management Divisions. He has made significant contributions to long-term business expansion and improvement of profitability based on his wide range of knowledge and experience. The Company believes that by leveraging his deep understanding of the core of the business and broad insight including financial aspects based on cost management, he is suitable for Director of the Company. The Company therefore renominated him as a candidate for Director.			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	[Reappointment]  Hiroshi Suzuki (September 16, 1962)	<p>April 1985 Entered in Nittoku</p> <p>April 2006 General Manager of Nittoku Technical Division 1, R&amp;D Group</p> <p>April 2016 Deputy Chief Officer of Nittoku Paints &amp; Coatings Group and Plant Manager of Nittoku Hiratsuka Plant</p> <p>April 2017 Executive Officer of Nittoku</p> <p>April 2017 Head of Plant Operation, Nittoku Paints &amp; Coatings Group and Plant Manager of Nittoku Hiratsuka Plant</p> <p>June 2019 Director of Nittoku (in-service)</p> <p>June 2019 Chief Officer of Nittoku Paints &amp; Coatings Group (in-service)</p> <p>June 2023 Senior Managing Executive Officer of Nittoku (in-service)</p> <p>April 2024 Head of Sales Management of Nittoku Paints &amp; Coatings Group (in-service)</p>	15,490
<p>[Reason for nomination as candidate for Director]</p> <p>Based on the experience of leading the development of paint products in the development division, he has made contributions to profit growth in the paints &amp; coatings business from the position of controlling the production division and the entire paints &amp; coatings business. The Company believes that by leveraging his abundant work experience and insight, he is suitable for Director of the Company. The Company therefore renominated him as a candidate for Director.</p>			
4	[Reappointment]  Shin Nakamura (March 9, 1964)	<p>April 1987 Entered in Nittoku</p> <p>July 2010 General Manager belonging to Nittoku China ASEAN Planning Office Temporarily transferred to Wuhan Nittoku Autoneum Sound-Proof Co., Ltd.</p> <p>April 2015 General Manager belonging to Nittoku Overseas Planning Division Temporarily transferred to Wuhan Nittoku Autoneum Sound-Proof Co., Ltd.</p> <p>April 2017 Executive Officer of Nittoku</p> <p>April 2018 Plant Manager of Nittoku Aichi Plant</p> <p>April 2019 Head of Plant Production, Nittoku Automotive Products Group</p> <p>June 2019 Director of Nittoku (in-service)</p> <p>April 2021 Head of Production Management, Nittoku Automotive Products Group (in-service)</p> <p>April 2023 Chief Officer of Nittoku Automotive Products Group (in-service)</p> <p>June 2023 Senior Managing Executive Officer of Nittoku (in-service)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> <li>• President of Nikko Kogyo Co., Ltd.</li> <li>• President of Takahiro Co., Ltd.</li> <li>• CEO of Wuhan Nittoku Autoneum Sound-Proof Co., Ltd.</li> <li>• Chairman of Wuhan Nittoku Autoneum Auto Parts Co., Ltd.</li> </ul>	11,990
<p>[Reason for nomination as candidate for Director]</p> <p>Based on the experience of increasing profits of subsidiaries in China, he has led profit growth of the automotive product business from the position of generally controlling the plant production division of automotive products. The Company believes that by leveraging his abundant work experience and insight accumulated through working abroad, etc., he is suitable for Director of the Company. The Company therefore renominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
5	[Reappointment] [Outside] [Independent]  Kozo Yabe (January 22, 1962)	April 1991 Registered as lawyer August 2000 Adjunct professor of University of Illinois College of Law (in-service) April 2002 Registered as patent attorney September 2005 Guest instructor of Chuo Law School December 2008 Patent attorney examination commissioner June 2012 Executive board member of International Association for the Protection of Intellectual Property (in-service) June 2017 Outside Director of Nittoku (in-service) January 2022 Partner of Midosuji Legal Profession Corporation (in-service)	4,100
[Reason for nomination as candidate for Outside Director and outline of expected roles] Although he has not been involved in corporate management other than having served as an outside officer, he provides timely and appropriate advice and suggestions on the management of the Company based on a wide range of experience and high level of expertise as a lawyer and patent attorney. The Company believes that, based on his experience, he will provide appropriate supervision and objective advice on the management of the Company and contribute to the enhancement of corporate governance of the Company. Therefore, he has been renominated as a candidate for Outside Director.			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
6	[Reappointment] [Outside] [Independent]  Kinuyo Asaka (October 13, 1962)	August 2002 Representative Director of Paramount Home Entertainment (Japan) Ltd. (currently Paramount Japan G.K.) January 2007 President and Representative Director of Lands' End Japan KK October 2010 Founded Asaka Club Corporation May 2011 CEO of Kadokawa Intercontinental Group Holdings Limited (currently Intercontinental Group Holdings Limited) June 2017 Vice President and General Manager, International Sales Department I of Nidec-Shimpo Corporation (currently NIDEC DRIVE TECHNOLOGY CORPORATION) September 2018 Director of New Chemical Trading Co., Ltd. April 2019 Managing Director of New Chemical Trading Co., Ltd. October 2019 Director of Asaka Club Corporation (in-service) June 2025 Outside Director of Nittoku (in-service)	100
[Reason for nomination as candidate for Outside Director and outline of expected roles] She has a wide range of experience in corporate management in both Japan and overseas, particularly in developing and executing marketing strategies, and possesses a high level of expertise. She provides appropriate advice and suggestions on overall management of the Company. The Company believes that, based on her experience, she will provide appropriate supervision and objective advice on the management of the Company. Therefore, she has been renominated as a candidate for Outside Director.			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
7	[New appointment] [Outside] [Independent]  Yoshihiro Takatori (April 8, 1963)	<p>April 1992 Registered as lawyer</p> <p>September 1998 Harvard Law School (LL.M.)</p> <p>September 1999 Admitted in New York, the U.S.</p> <p>April 2000 Partner of Konaka Toyama &amp; Hosoya</p> <p>September 2001 Partner of Paul Hastings Gaikokuho Kyodo Jigyo</p> <p>April 2011 Partner of Orrick, Herrington &amp; Sutcliffe LLP, Tokyo</p> <p>March 2014 Executive Director of Japan Association of Arbitrators (JAA) (in-service)</p> <p>April 2020 Partner of International Arbitration Chambers, Kasumigaseki International Law Office (currently SHIN &amp; Partners)</p> <p>April 2020 President of Japan Institute for International Arbitration Research and Training (JIIART) (in-service)</p> <p>September 2024 Special Advisor of Nagashima Ohno &amp; Tsunematsu (in-service)</p>	0
<p>[Reason for nomination as candidate for Outside Director and outline of expected roles]</p> <p>Although he has not been involved in corporate management, he has extensive practical experience in the area of international arbitration and dispute resolution and a wide range of insight into the compliance field, such as cyber security, labor management and whistleblowing. The Company believes that he will provide advice and suggestions to enhance the risk management system of the Company and to ensure its sound management practices as an Outside Director, and therefore proposes his appointment to the position.</p>			

(Notes)

1. Matters regarding special interests are as follows.
  - (1) Candidate Mr. Jun Taya is concurrently serving as President of Nittoku Shokoh Co., Ltd., Nittoku Insurance Center Co., Ltd., and Fuji Sangyo Co., Ltd. as well as Chairman of UGN, Inc., Autoneum Nittoku (Guangzhou) Automotive Sound-Proof Co., Ltd., Tianjin Autoneum Nittoku Sound-Proof Co., Ltd., and Wuhan Nittoku Autoneum Sound-Proof Co., Ltd. The Company has a business relationship involving products, etc. with each of these companies.
  - (2) Candidate Mr. Hiroshi Onda is concurrently serving as President of Daiwa Tokushu Kohki Co., Ltd. and Nittoku CK Co., Ltd. The Company has a business relationship involving products, etc. with the said companies.
  - (3) Candidate Mr. Shin Nakamura is concurrently serving as President of Nikko Kogyo Co., Ltd. and Takahiro Co., Ltd. and Chairman of Wuhan Nittoku Autoneum Auto Parts Co., Ltd. The Company has a business relationship involving products, etc. with the said companies.
  - (4) There are no special interests between other candidates and the Company.
2. Matters regarding the liability limitation agreement are as follows.
  - (1) The Company has entered into a liability limitation agreement with Mr. Kozo Yabe and Ms. Kinuyo Asaka 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.
  - (2) If Mr. Yoshihiro Takatori's appointment is approved, the Company plans to enter into a liability limitation agreement with him to limit his liability to the minimum amount provided for by laws and regulations.
3. Matters regarding candidates for Outside Directors are as follows.
  - (1) Mr. Kozo Yabe, Ms. Kinuyo Asaka, and Mr. Yoshihiro Takatori are candidates for Outside Directors.
  - (2) The Company registered Mr. Kozo Yabe and Ms. Kinuyo Asaka 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. If Mr. Yoshihiro Takatori's appointment is approved, the Company intends to designate him as an Independent Director and register him with the Tokyo Stock Exchange.
  - (3) Mr. Kozo Yabe and Ms. Kinuyo Asaka are currently Outside Directors of the Company and it will have been nine years since the appointment of Mr. Kozo Yabe and one year since the appointment of Ms. Kinuyo Asaka at the conclusion of this General Shareholders Meeting.
4. Matters regarding the directors and officers liability insurance agreement are as follows.

The Company has concluded with an insurance company a directors and officers liability insurance (hereinafter 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 each of candidates assumes office as Director, he/she 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)	Kozo Yabe					●	●		●	●
Director (Outside)	Kinuyo Asaka	●		●					●	
Director (Outside)	Yoshihiro Takatori					●	●	●	●	
Auditor (Full-time)	Hirokazu Kawana		●	●	●				●	●
Auditor (Outside)	Yoshiki Takahashi				●	●	●			●
Auditor (Outside)	Hitoshi Matsufuji				●	●			●	●