

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities code: 5609

June 4, 2025

Dear Shareholders,

Masaru Washio  
President  
**NIPPON CHUZO K.K.**  
2-1, Shiraishi-cho, Kawasaki-ku,  
Kawasaki City, Kanagawa, Japan

## **Notice of the 103rd Annual General Meeting of Shareholders**

We hereby announce the 103rd Annual General Meeting of Shareholders of NIPPON CHUZO K.K. (the “Company”), which will be held as set forth below.

When convening this General Meeting of Shareholders, the Company has taken measures to electronically provide information that constitutes the content of reference documents for the general meeting of shareholders (matters subject to measures for electronic provision), and posts items on the Company’s website. Please access the Company’s website to review this information.

### **The Company’s website (Home page):**

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

(Please access the Company’s website above, select Investor Relations and then IR Library from the menu to review this information.)

The Company also posts matters subject to measures for electronic provision in the same manner on the website of the Tokyo Stock Exchange, Inc. (TSE).

### **TSE website (Listed Company Search):**

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

To access the information from the latter website, access the TSE website through the URL shown above and enter “NIPPON CHUZO” in the Issue name (company name) or securities code (5609) in Code. Then, click “Search,” “Basic information” and “Documents for public inspection/PR information” and then “Click here for access” to the “Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting.”

If you are not attending the meeting in person, you may exercise your voting rights by one of the following two methods. Please review the Reference Documents for the General Meeting of Shareholders and then exercise your voting rights.

### **[Exercise of Voting Rights in Writing]**

Please indicate your vote for or against each of the agenda items on the enclosed Voting Rights Exercise Form, and send us the form by return post, ensuring that it arrives by 5:15 p.m. on Tuesday, June 24, 2025 (Japan Standard Time).

### **[Exercise of Voting Rights via the Internet, etc.]**

Please access the voting website (<https://soukai.mizuho-tb.co.jp/>) (in Japanese) designated by the Company and follow the instructions displayed on the screen to exercise the voting right for or against each of the agenda items by 5:15 p.m. on Tuesday, June 24, 2025 (Japan Standard Time).

For details of the exercise of voting rights via the Internet, etc., please refer to the Guidance on Exercise of Voting Rights via the Internet, etc. on page 5 (in Japanese only).

- 1. Date and Time** 10:10 a.m. on Wednesday, June 25, 2025 (Japan Standard Time)
- 2. Venue** Meeting room on the 1st floor of Shifore  
2-4, Benten-cho, Tsurumi-ku, Yokohama City, Kanagawa, Japan

**3. Purpose of the Meeting**

**Matters to be reported:**

1. The Business Report, the Consolidated Financial Statements, and the results of audits of the Consolidated Financial Statements by the financial auditor and the Audit & Supervisory Board for the 103rd fiscal year (from April 1, 2024 to March 31, 2025)
2. The Non-Consolidated Financial Statements for the 103rd fiscal year (from April 1, 2024 to March 31, 2025)

**Matters to be resolved:**

- |                       |   |
|-----------------------|---|
| <b>Proposal No. 1</b> | Dividends of Surplus  |
| <b>Proposal No. 2</b> | Election of Five Directors                                  |
| <b>Proposal No. 3</b> | Election of One Substitute Audit & Supervisory Board Member |
| <b>Proposal No. 4</b> | Payment of Retirement Benefits to Retiring Directors        |

**4. Matters Decided for the Convocation of the Meeting (Guidance on Exercise of Voting Rights)**

- (1) When voting rights have been exercised in writing (by post) using the Voting Rights Exercise Form, in cases where the vote for or against a proposal is not indicated, it shall be treated as a vote for the proposal.
- (2) If you exercise your voting rights multiple times by means of the Internet, etc., the last vote shall be considered as your valid vote.
- (3) If you exercise your voting rights both via the Internet, etc. and in writing (by post), your vote via the Internet, etc. shall be considered as your valid vote, regardless of the date and time of the entry or arrival date.
- (4) If you are exercising your voting rights by proxy, you may appoint another shareholder who owns his/her voting rights as proxy to vote on your behalf when attending the General Meeting of Shareholders. Please be advised that, in such a case, it is necessary to submit a document to prove the proxy.

- When you attend the Meeting, you are kindly requested to present the voting form at reception.
- If any changes are made to the matters subject to measures for electronic provision, such change will be announced on the Company's website and the TSE website on the Internet as described above, together with information before and after the changes.

## **Reference Documents for the General Meeting of Shareholders**

### **Proposals and Reference Information**

#### **Proposal No. 1      Dividends of Surplus**

In consideration of the return of profit to its shareholders and the strengthening of the management structure, the Company proposes to pay year-end dividends for the 103rd fiscal year as follows:

- (1) Type of dividend property  
To be paid in cash
- (2) Allotment of dividend property to shareholders and aggregate amount thereof  
¥30.00 per common share of the Company, Total dividends: ¥144,634,650
- (3) Effective date of Dividends of Surplus  
June 26, 2025

## Proposal No. 2 Election of Five Directors

At the conclusion of this General Meeting of Shareholders, the terms of office of Directors, Hideo Toji, Yoshikazu Furuno, Norihide Ikeda, and Fumiyoshi Minami will expire, and President, Masaru Washio and Managing Director, Miyoshi Inaba will resign from their respective posts. Therefore, the Company proposes the reelection of four Directors and the election of one new Director.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
1	Hideo Toji (January 3, 1960)  Reelection	<p>Apr. 1980    Joined Sumitomo Rubber Industries, Ltd.</p> <p>Dec. 2014    Joined Nihon Kasei Co., Ltd</p> <p>July 2015    Executive Officer</p> <p>July 2016    Director of Nihon Kasei Product Co., Ltd.</p> <p>July 2017    Managing Director</p> <p>June 2018    Joined the Company</p> <p>July 2018    General Manager of Production Department, Casting Materials Division</p> <p>Apr. 2020    General Manager of Production Department</p> <p>May 2021    In charge of Safety &amp; Industrial Health Section and Castings Technical Service &amp; Development Department (current position), and in charge of Quality Assurance Department</p> <p>June 2021    Director (current position)</p> <p>June 2022    In charge of Production Department (current position) and General Manager of Production and Procurement Department</p> <p>Apr. 2023    In charge of Production and Procurement Department (current position)</p> <p>Apr. 2025    Leader of 3D Printer Application Promotion Team (current position)</p> <p>Significant concurrent positions outside the Company None.</p>	1,950 shares
<p>Reasons for nomination as candidate for Director</p> <p>Hideo Toji has many years of extensive business experience in manufacturing management in the chemical industry, on top of his experience and proven track record as the General Manager of Production Department, Casting Materials Division of the Company since 2018, and he has continued to be engaged in business operations as a Director of the Company since June 2021. Based on his abundant knowledge and achievements, the Company has determined that he is a suitable candidate for Director.</p>			

Notes:

- There is no special interest between the above candidate and the Company.
- Number of the Company's shares owned by the candidate includes the actual number of shares held by Director Shareholding Association of NIPPON CHUZO K.K.
- The Company has entered into a directors and officers liability insurance ("D&O insurance") policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, thereby covering losses and costs incurred by Directors and/or certain others in cases where they are liable for damages arising from their performance of duties (unless a coverage exclusion in the insurance policy is applied). The full amount of the insurance premiums for D&O insurance is borne by the Company. If Hideo Toji is elected and assumes the office as Director, the Company plans to include him as an insured in the D&O insurance policy. The term of the D&O insurance policy is one year, and the Company plans to renew the policy before the expiration of that term by resolution of the Board of Directors.

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
2	Yoshikazu Furuno (June 4, 1960)  Reelection	Apr. 1985    Joined Nippon Kokan K.K. Apr. 1995    Seconded from NKK Corporation to the Company Apr. 2002    General Manager of Mighty Bar Sector, Casting Materials Division Apr. 2009    General Manager of Planning & Coordination Department Apr. 2010    General Manager of Technical Research Laboratory Apr. 2012    General Manager of Fukuyama Works, Casting Materials Division July 2012    Transferred to the Company Apr. 2014    General Manager of Quality Assurance Department Apr. 2015    General Manager of Planning & Coordination Department (current position) June 2023    Director (current position) In charge of Auditing Department and Environment & Facilities Department (current position) Significant concurrent positions outside the Company None.	930 shares
	Reasons for nomination as candidate for Director Yoshikazu Furuno has extensive business experience in planning and manufacturing management at the Company, on top of his experience and proven track record as the General Manager of Planning & Coordination Department since 2015, and he has continued to be engaged in business operations as a Director of the Company since June 2023. Based on his abundant knowledge and achievements, the Company has determined that he is a suitable candidate for Director.		

Notes:

1. There is no special interest between the above candidate and the Company.
2. Number of the Company's shares owned by the candidate includes the actual number of shares held by Director Shareholding Association of NIPPON CHUZO K.K.
3. The Company has entered into a directors and officers liability insurance ("D&O insurance") policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, thereby covering losses and costs incurred by Directors and/or certain others in cases where they are liable for damages arising from their performance of duties (unless a coverage exclusion in the insurance policy is applied). The full amount of the insurance premiums for D&O insurance is borne by the Company. If Yoshikazu Furuno is elected and assumes the office as Director, the Company plans to include him as an insured in the D&O insurance policy. The term of the D&O insurance policy is one year, and the Company plans to renew the policy before the expiration of that term by resolution of the Board of Directors.

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
3	Norihide Ikeda (January 26, 1968)  Reelection	Apr. 1990    Joined NKK Corporation July 2010    Seconded from JFE Steel Corporation to JFE Holdings, Inc. June 2012    Auditor (part-time) of JFE Plastic Resource Corporation Apr. 2016    Seconded from JFE Steel Corporation to the Company General Manager of Accounting Department Apr. 2020    Transferred to the Company June 2023    Director (current position) In charge of Accounting Department and Personnel and General Affairs Department (current position)  Significant concurrent positions outside the Company None.	430 shares
Reasons for nomination as candidate for Director Norihide Ikeda has been engaged in accounting for many years in the steel industry and has gained experience and a proven track record as the General Manager of Accounting Department since 2016, and he has continued to be engaged in business operations as a Director of the Company since June 2023. Based on his abundant knowledge and achievements, the Company has determined that he is a suitable candidate for Director.			

Notes:

1. There is no special interest between the above candidate and the Company.
2. Number of the Company's shares owned by the candidate includes the actual number of shares held by Director Shareholding Association of NIPPON CHUZO K.K.
3. The Company has entered into a directors and officers liability insurance ("D&O insurance") policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, thereby covering losses and costs incurred by Directors and/or certain others in cases where they are liable for damages arising from their performance of duties (unless a coverage exclusion in the insurance policy is applied). The full amount of the insurance premiums for D&O insurance is borne by the Company. If Norihide Ikeda is elected and assumes the office as Director, the Company plans to include him as an insured in the D&O insurance policy. The term of the D&O insurance policy is one year, and the Company plans to renew the policy before the expiration of that term by resolution of the Board of Directors.

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
4	Kenji Tsuzaki (March 26, 1963)  New election	Apr. 1985    Joined Nippon Kokan K.K. May 1985    Seamless Pipe Production Management Department, Keihin Steel Works Aug. 2000    Seconded to NKK Tubes K.K. July 2006    General Manager of Order Management Department Oct. 2012    General Manager of North Asia Planning Department July 2018    General Manager of Domestic Sales Department and Purchasing Department Apr. 2019    Transferred to NKK Tubes K.K. Sept. 2022    Resigned from NKK Tubes K.K. Mar. 2023    Joined the Company Apr. 2023    General Manager of Production Control and Procurement Department  Significant concurrent positions outside the Company None.	– shares
Reasons for nomination as candidate for Director Kenji Tsuzaki has many years of extensive experience in sales, planning, production control, purchasing and procurement, etc. in the steel industry, and since April 2023 after joining the Company, he has been engaged in business operations as the General Manager of Production Control and Procurement Department, which oversees procurement and purchasing. Based on his abundant knowledge and experience necessary for corporate management, the Company has determined that he is a suitable candidate for Director.			

Notes:

1. There is no special interest between the above candidate and the Company.
2. The Company has entered into a directors and officers liability insurance (“D&O insurance”) policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, thereby covering losses and costs incurred by Directors and/or certain others in cases where they are liable for damages arising from their performance of duties (unless a coverage exclusion in the insurance policy is applied). The full amount of the insurance premiums for D&O insurance is borne by the Company. If Kenji Tsuzaki is elected and assumes the office as Director, the Company plans to include him as an insured in the D&O insurance policy. The term of the D&O insurance policy is one year, and the Company plans to renew the policy before the expiration of that term by resolution of the Board of Directors.

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
5	Fumiyoshi Minami (December 23, 1954)  Reelection Outside Independent Officer	Apr. 2002 Professor, Graduate School of Engineering, Osaka University Aug. 2014 Professor, Joining and Welding Research Institute, Osaka University Apr. 2015 Vice Director, Joining and Welding Research Institute, Osaka University Apr. 2017 Director, Joining and Welding Research Institute, Osaka University Apr. 2020 Professor Emeritus, Osaka University (current position) June 2021 Outside Director of the Company (current position) Significant concurrent positions outside the Company Professor Emeritus, Osaka University	– shares
Reasons for nomination as candidate for outside Director and outline of expected roles Although Fumiyoshi Minami has never in the past been directly involved in the management of a company, in addition to his extensive experience and insight in the field of research, he has experience in organizational management in both academic and non-academic organizations in the same field. Also, since being appointed as outside Director of the Company in June 2021, he has contributed to our management from an independent standpoint and a broader perspective. Based on his abundant knowledge and achievements, the Company has determined that he is a suitable candidate for outside Director.			

Notes:

1. There is no special interest between the above candidate and the Company.
2. Fumiyoshi Minami is a candidate for outside Director.
3. Fumiyoshi Minami is currently an outside Director of the Company, and at the conclusion of this meeting, his tenure as an outside Director will have been four years.
4. If the election of Fumiyoshi Minami is approved, the Company plans to renew the limited liability agreement with him. The summary of the conditions of the agreement is described in “3. Matters Concerning Company Officers” in the Business Report (in Japanese only).
5. If the election of Fumiyoshi Minami is approved, the Company plans for his designation as an independent officer under the provisions of the Tokyo Stock Exchange to be continued and will submit notification to the TSE.
6. The Company has entered into a directors and officers liability insurance (“D&O insurance”) policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, thereby covering losses and costs incurred by Directors and/or certain others in cases where they are liable for damages arising from their performance of duties (unless a coverage exclusion in the insurance policy is applied). The full amount of the insurance premiums for D&O insurance is borne by the Company. If Fumiyoshi Minami is elected and assumes the office as Director, the Company plans to include him as an insured in the D&O insurance policy. The term of the D&O insurance policy is one year, and the Company plans to renew the policy before the expiration of that term by resolution of the Board of Directors.



**Proposal No. 3 Election of One Substitute Audit & Supervisory Board Member**

In accordance with the provisions of Article 329, paragraph (3) of the Companies Act, the Company requests approval for the election of one substitute Audit & Supervisory Board Member to be ready to fill a vacant position should the number of Audit & Supervisory Board Members fall below the number required by laws and regulations.

In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidate for substitute Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary and position in the Company	Number of the Company's shares owned
Hirokazu Yamauchi (March 12, 1969)  Outside	<p>Apr. 1991    Joined Kawasaki Steel Corporation</p> <p>Apr. 2020    Chief of Audit &amp; Supervisory Board Members' Secretariat of JFE Steel Corporation (current position) Audit &amp; Supervisory Board Member (part-time) of JFE Steel Pipe Co., Ltd Audit &amp; Supervisory Board Member (part-time) of JFE Techno-wire Corporation Audit &amp; Supervisory Board Member (part-time) of JFE Advantech Co., Ltd. Audit &amp; Supervisory Board Member (part-time) of JFE Techno-Research Corporation</p> <p>Apr. 2022    Audit &amp; Supervisory Board Member (part-time) of Gecoss Corporation (current position) Audit &amp; Supervisory Board Member (part-time) of JFE Welded Pipe Manufacturing Co., Ltd. Audit &amp; Supervisory Board Member (part-time) of JFE Pipe Fitting Mfg. Co., Ltd.</p> <p>Apr. 2023    Audit &amp; Supervisory Board Member (part-time) of JFE West Technology Co., Ltd. (current position) Audit &amp; Supervisory Board Member (part-time) of JFE Plastic Resource Corporation (current position)</p> <p>Apr. 2024    Audit &amp; Supervisory Board Member (part-time) of DAIWA KOHTAI Co., LTD (current position) Audit &amp; Supervisory Board Member (part-time) of JFE Cyber Security &amp; Solutions, LTD. (current position)</p> <p>Significant concurrent positions outside the Company None.</p>	– shares
<p>Reasons for nomination as candidate for substitute outside Audit &amp; Supervisory Board Member</p> <p>Hirokazu Yamauchi has been engaged in accounting, finance, and auditing in the steel industry for many years. The Company expects that he will be able to contribute to the Company's audits from an objective standpoint by utilizing his wide range of experience and knowledge. Therefore, the Company has nominated him as a candidate for substitute outside Audit &amp; Supervisory Board Member.</p>		

Notes:

1. There is no special interest between the above candidate and the Company.
2. Hirokazu Yamauchi is a candidate for substitute outside Audit & Supervisory Board Member.
3. If the election of Hirokazu Yamauchi is approved and he assumes the office as outside Audit & Supervisory Board Member, the Company plans to enter into a limited liability agreement with him. The summary of the conditions of the agreement is described in "3. Matters Concerning Company Officers" in the Business Report (in Japanese only).
4. The Company has entered into a directors and officers liability insurance ("D&O insurance") policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, thereby covering losses and costs incurred by Audit & Supervisory Board Members and/or certain others in cases where they are liable for damages arising from their performance of duties (unless a coverage exclusion in the insurance policy is applied). The full amount of the insurance premiums for D&O insurance is borne by the Company. If Hirokazu Yamauchi assumes the office as Audit & Supervisory Board Member, the Company plans to include him as an insured in the D&O insurance policy. The term of the D&O insurance policy is one year, and the Company plans to renew the policy before the expiration of that term by resolution of the Board of Directors.

**Proposal No. 4      Payment of Retirement Benefits to Retiring Directors**

To reward their distinguished service during their respective terms of office, the Company will pay retirement benefits within a reasonable range in accordance with the Company's prescribed standards to Directors, Masaru Washio and Miyoshi Inaba, who are due to retire at the conclusion of this General Meeting of Shareholders. The specific amount, timing and method of presentation, etc., are to be determined at the discretion of the Board of Directors. The Company believes that this proposal is appropriate because it is in keeping with the Company's policy for determining the compensation of individual directors.

Career summaries of the retiring Directors are as follows:

Name	Career summary	
Masaru Washio	June 2016	President of the Company (current position)
Miyoshi Inaba	June 2020	Director of the Company
	June 2022	Managing Director (current position)