

This document has been translated from 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. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

Securities code: 5491

June 10, 2026

(Commencement Date of Electronic Provision Measures: June 4, 2026)

**To Shareholders with Voting Rights:**

Yasushi Shimokawa  
President & Representative Director  
NIPPON KINZOKU CO., LTD.  
4-10-1, Funado, Itabashi-ku, Tokyo,  
Japan

**NOTICE OF  
THE 119th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We hereby inform you that the 119th Annual General Meeting of Shareholders of NIPPON KINZOKU CO., LTD. (the “Company”) will be held as described below.

The Company has taken electronic provisioning measures for the convocation of this General Meeting of Shareholders and has posted the matters to be provided electronically on the Company’s website on the Internet.

The Company’s website

<https://www.nipponkinzoku.co.jp/en/investor-relations/soukai>

In addition to the above, the matters to be provided electronically are also available on the Tokyo Stock Exchange (TSE) website. Please access the TSE website (TSE Listed Company Search) below, enter the issue name (company name) or securities code, and select “Basic information” followed by “Documents for public inspection/PR information” to review.

TSE website (TSE Listed Company Search)

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

If you do not attend this General Meeting of Shareholders, you may exercise your votes in writing (by post) or by electromagnetic means (via the Internet, etc.) in advance. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. on Thursday, June 25, 2026 Japan time.

- 1. Date and Time:** Friday, June 26, 2026 at 9:30 a.m. Japan time  
**2. Place:** Conference Room of the Company’s Headquarters (Itabashi Plant)  
4-10-1, Funado, Itabashi-ku, Tokyo, Japan

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the Company’s 119th Fiscal Year (April 1, 2025 - March 31, 2026) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the Company’s 119th Fiscal Year (April 1, 2025 - March 31, 2026)

**Proposals to be resolved:**

- Proposal 1:** Election of Seven (7) Directors  
**Proposal 2:** Election of One (1) Audit & Supervisory Board Member  
**Proposal 3:** Election of Two (2) Substitute Audit & Supervisory Board Members

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- The Company will no longer send out the Notice of the Resolutions of the General Meeting of Shareholders. The results of this General Meeting of Shareholders will be posted on the Company's website on the Internet.
- Of the matters to be provided electronically, in accordance with the applicable laws and regulations and the provisions of the Company's Articles of Incorporation, the following items are not included in documents to be delivered to shareholders who have requested them. The Audit & Supervisory Board Members and the Accounting Auditor have audited the documents to be audited, including the following.
  - 1) "Consolidated Statements of Changes in Equity" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
  - 2) "Statements of Changes in Equity" and "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements
- Should any revisions occur to the matters to be provided electronically, the revisions will be posted on each website above.

No gifts will be provided to shareholders who attend the meeting. We would appreciate your understanding.

Following the meeting, we plan to hold a social gathering for shareholders after a break. Although brief, this gathering would allow you to understand the Company better and provide an opportunity to interact and promote dialogue with our directors and officers. Please note that no food or beverages will be served.

If there are any changes in the operation of the meeting in response to future changes in circumstances, such changes will be posted on the Company's website on the Internet (<https://www.nipponkinzoku.co.jp/en/>).

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Election of Seven (7) Directors

The terms of office of all six (6) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes that the number of Directors be increased by one (1) and seven (7) Directors be elected to further strengthen the management structure.

The candidates for Director are as follows:

No.	Name and Position in Company	Area of responsibility	Independence	Gender	As of conclusion of General Meeting of Shareholders, June 26, 2026	
					Age	Years as Director
1	Yasushi Shimokawa President & Representative Director			Male	69	12
2	Yoshihiro Harada Senior Managing Director	Manufacturing & Sales Division		Male	66	9
3	Osamu Yamazaki Managing Director	Technology Division		Male	64	6
4	Takeshi Onagi Director	Administration Division		Male	54	New
5	Kazuhiro Ogawa Outside Director		Independent	Male	67	11
6	Yoshitomo Nagatsuka Outside Director		Independent	Male	61	5
7	Yuko Kariya Outside Director		Independent	Female	66	4

No.	Name and Position in Company	Major experience, specializations, etc.								Qualifications, Ph.D.
		Corporate Management	Finance & Accounting	Production & Quality	Technology, R&D	Sales & Marketing	Legal, Risk Management	Global Business	Personnel, Labor, HR Development	
1	Yasushi Shimokawa President & Representative Director	○	○			○	○	○	○	
2	Yoshihiro Harada Senior Managing Director	○		○	○	○		○		
3	Osamu Yamazaki Managing Director	○		○	○					Ph.D. (Engineering)
4	Takeshi Onagi Director					○		○		
5	Kazuhiro Ogawa Outside Director	○	○							Certified Public Accountant Certified Public Tax Accountant
6	Yoshitomo Nagatsuka Outside Director	○					○			Attorney
7	Yuko Kariya Outside Director	○		○						Pharmacist
Number of Directors with skills		6	2	3	2	3	2	3	1	

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Yasushi Shimokawa (January 29, 1957)  [Reappointment]	<p>March 1980      Joined the Company</p> <p>April 2006      General Manager, Tokyo Branch, Steel Foil Sales Sector, Steel Foil Business Division</p> <p>April 2009      Deputy General Manager, Steel Foil Sales Sector, Steel Foil Business Division</p> <p>April 2010      Executive Officer, and General Manager, Steel Foil Sales Sector, Steel Foil Business Division</p> <p>April 2012      Managing Executive Officer</p> <p>April 2013      Deputy General Manager, Administration Sector</p> <p>June 2014      Managing Director</p> <p>April 2015      General Manager, Administration Sector</p> <p>April 2017      President &amp; Representative Director (current)</p> <p>April 2025      General Manager, Administration Division (current)</p>	22,300
2	Yoshihiro Harada (November 2, 1959)  [Reappointment]	<p>April 1982      Joined NIPPON STEEL CORPORATION</p> <p>July 2012      Deputy General Manager, Nagoya Sales Office</p> <p>June 2015      Joined the Company Managing Executive Officer, and Deputy General Manager, Technology Sector</p> <p>April 2017      General Manager, Technology Division</p> <p>June 2017      Managing Director</p> <p>April 2020      Senior Managing Director (current), General Manager, Production Division, and General Manager, Manufacturing Sector, Production Division</p> <p>April 2025      General Manager, Manufacturing &amp; Sales Division (current)</p>	5,600
3	Osamu Yamazaki (February 17, 1962)  [Reappointment]	<p>March 1985      Joined the Company</p> <p>April 1997      Enrolled in the doctoral course of the Graduate School of Engineering, Osaka University</p> <p>March 2000      Completed the doctoral course of the Graduate School of Engineering, Osaka University Received Ph.D. in Engineering</p> <p>April 2014      General Manager, Research and Technology Center, Technology Sector of the Company</p> <p>April 2015      Executive Officer</p> <p>April 2017      Managing Executive Officer, and General Manager, Technology Sector, Technology Division</p> <p>April 2020      General Manager, Technology Division (current)</p> <p>June 2020      Managing Director (current)</p>	4,800

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	Takeshi Onagi (March 15, 1972)  [New appointment]	<p>April 1996      Joined the Company</p> <p>April 2019      General Manager, Sales Department, Sales Sector, Development and Sales Division</p> <p>April 2024      Executive Officer (current) Deputy General Manager, Management Planning Sector, and Head, Management Strategy Office</p> <p>April 2025      General Manager, Management Planning Sector, Administrative Division (current) General Manager, Management Strategy Department, Management Planning Sector, Administrative Division (current)</p>	200
5	Kazuhiro Ogawa (April 14, 1959)  [Reappointment] [Outside] [Independent]	<p>March 1988      Registered as a Certified Public Accountant</p> <p>July 2004      Established the Kazuhiro Ogawa Accounting Office President, Kazuhiro Ogawa Accounting Office (current)</p> <p>November 2004      Registered as a Certified Public Tax Accountant</p> <p>June 2005      Outside Audit &amp; Supervisory Board Member, the Company (retired in June 2009)</p> <p>June 2008      Outside Audit &amp; Supervisory Board Member, Tokyo Nissan Computer System Co., Ltd.</p> <p>June 2015      Outside Director, the Company (current)</p> <p>July 2016      Outside Auditor, Hanatour Japan Co., Ltd.</p>	1,000
6	Yoshitomo Nagatsuka (March 30, 1965)  [Reappointment] [Outside] [Independent]	<p>April 1996      Registered with Dai-Ichi Tokyo Bar Association</p> <p>March 2010      Established the Nagatsuka Partners Law Office</p> <p>July 2013      Outside Auditor, Nisshou Byoura Co., Ltd. (current)</p> <p>June 2016      Outside Director, SANYU CONSTRUCTION CO., LTD. (current)</p> <p>February 2019      Deputy Secretary General, Japan Federation of Bar Associations</p> <p>March 2021      Outside Auditor, Oncolys BioPharma Inc.</p> <p>June 2021      Outside Director, the Company (current)</p> <p>September 2021      Partner Attorney, KOHWA SOHGOH LAW OFFICES (current)</p>	0



- Notes:
1. There are no special interests between the Company and each candidate.
  2. The Company has concluded agreements with Mr. Kazuhiro Ogawa, Mr. Yoshitomo Nagatsuka, and Ms. Yuko Kariya pursuant to Article 427, Paragraph 1 of the Companies Act to limit their liability for damages stipulated in Article 423, Paragraph 1 of the Companies Act to the minimum liability amounts specified by laws and regulations. If their election is approved as proposed, the Company plans to continue the agreements limiting liability with each of them.
  3. The Company has concluded a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance will compensate for damages and other expenses, including legal damages and litigation expenses, to be borne by the insureds. Each of the candidates will be covered under the said insurance. The insurance agreement is scheduled to be renewed on the same terms and conditions during the terms of office of these candidates.
  4. Mr. Kazuhiro Ogawa, Mr. Yoshitomo Nagatsuka, and Ms. Yuko Kariya are candidates for Outside Director. The Company has designated them as independent officers according to the rules of the Tokyo Stock Exchange (TSE) and has notified the TSE accordingly.
  5. Mr. Kazuhiro Ogawa is a person of great character and insight. As a certified public accountant (CPA), he has a high level of expertise in accounting. He has previously served as the Company's Outside Audit & Supervisory Board Member. Since his election as Director of the Company at the 108th Annual General Meeting of Shareholders on June 26, 2015, his actions and remarks have been appropriate for his role as an Outside Director. For these reasons, the Company proposes that he be elected again as an Outside Director. The Company expects that he will draw on his extensive knowledge as a CPA as well as an outside auditor and an outside Audit & Supervisory Board member of other firms to provide the Company with valuable advice and suggestions from an independent standpoint.
  6. Mr. Kazuhiro Ogawa will have been in office as the Company's Outside Director for eleven (11) years at the conclusion of this Annual General Meeting of Shareholders.
  7. Mr. Yoshitomo Nagatsuka is a person of great character and insight. As a lawyer, he has a high level of expertise in law. Since his election as Director of the Company at the 114th Annual General Meeting of Shareholders on June 29, 2021, his actions and remarks have been appropriate for his role as an Outside Director. For these reasons, the Company proposes that he be elected again as an Outside Director. The Company expects that he will draw on his extensive knowledge as a lawyer as well as an outside director of other firms to provide the Company with valuable advice and suggestions from an independent standpoint.
  8. Mr. Yoshitomo Nagatsuka will have been in office as the Company's Outside Director for five (5) years at the conclusion of this Annual General Meeting of Shareholders.
  9. Ms. Yuko Kariya is a person of great character and insight, and has extensive experience and deep insight as a corporate manager. Since her election as Director of the Company at the 115th Annual General Meeting of Shareholders on June 29, 2022, her actions and remarks have been appropriate for her role as an Outside Director. For these reasons, the Company proposes that she be elected again as an Outside Director. The Company expects that she will draw on her extensive knowledge in management cultivated at other companies to provide the Company with valuable advice and suggestions from an independent standpoint.
  10. Ms. Yuko Kariya will have been in office as the Company's Outside Director for four (4) years at the conclusion of this Annual General Meeting of Shareholders.

**Proposal 2: Election of One (1) Audit & Supervisory Board Member**

The term of office of Audit & Supervisory Board Member Mr. Koichi Sunayama will expire at the conclusion of this General Meeting of Shareholders. Therefore, we propose that one (1) Audit & Supervisory Board Member be elected.

The consent of the Audit & Supervisory Board has been obtained for this proposal.

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

Name (Date of birth)	Career summary, positions, and significant concurrent positions	Number of shares of the Company held	
Yutaka Abe (August 22, 1961)  [New appointment] [Outside] [Independent]	April 1984	Joined The Fuji Bank, Limited (currently Mizuho Bank, Ltd.)	0
	July 1995	Assigned to International Affairs Department, The Fuji Bank, Limited; attended Stanford Graduate School of Business (earned Master of Science in Management)	
	April 2010	General Manager, International Banking Department, Mizuho Bank, Ltd.	
	April 2012	Counselor, attached to Hanoi Branch, Mizuho Corporate Bank, Ltd. (currently Mizuho Bank, Ltd.) (Deputy President, Vietcombank)	
	April 2014	Operating Officer, Counselor attached to Head of International Unit, Mizuho Bank, Ltd.	
	June 2017	Managing Officer, JUKI CORPORATION	
	January 2018	Managing Director, JUKI SINGAPORE PTE. LTD.	
	January 2021	President and Executive Director, JUKI (CHINA) CO., LTD.	
	January 2024	Chairman, JUKI CENTRAL EUROPE SP. Z O.O. and Chairman, JAS GmbH	
June 2025	Advisor, JUKI CORPORATION (current)		

- Notes:
1. There are no special interests between the Company and the candidate.
  2. If his election is approved as proposed, the Company plans to conclude an agreement with Mr. Yutaka Abe pursuant to Article 427, Paragraph 1 of the Companies Act to limit his liability stipulated in Article 423, Paragraph 1 of the Companies Act to minimum liability amounts specified by laws and regulations.
  3. The Company has concluded a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance will compensate for damages, including legal damages and litigation expenses, to be borne by the insureds. The candidate will be covered under the said insurance. The insurance agreement is scheduled to be renewed on the same terms and conditions during the term of office of this candidate.
  4. Mr. Yutaka Abe is a candidate for Outside Audit & Supervisory Board Member. The Company intends to notify the Tokyo Stock Exchange (TSE) of his designation as an independent officer according to the rules of the TSE.
  5. The reasons for Mr. Yutaka Abe's nomination as a candidate for Outside Audit & Supervisory Board Member are that he is a person of great character and insight, that he has expertise gained

through many years of experience in banking, and that he has extensive experience as a corporate manager. The Company believes that he will demonstrate his abilities in audits of the Company and greatly contribute to enhancing the audit function.

**Proposal 3: Election of Two (2) Substitute Audit & Supervisory Board Members**

The election of Substitute Audit & Supervisory Board Members at the 118th Annual General Meeting of Shareholders on June 27, 2025 will become invalid at the conclusion of this General Meeting of Shareholders. Accordingly, to prepare for a situation where the number of Audit & Supervisory Board Members falls short of the number provided for in laws and regulations, we propose the election of two (2) Substitute Audit & Supervisory Board Members.

The candidates for Substitute Audit & Supervisory Board Member are as follows. Mr. Hiroshi Kato is a candidate for Substitute non-Outside Audit & Supervisory Board Member, and Mr. Kai Toyoshima is a candidate for Substitute Outside Audit & Supervisory Board Member in the event of a vacancy in any of the Outside Audit & Supervisory Board Member positions.

The election may be revoked by a resolution of the Board of Directors with the consent of the Audit & Supervisory Board, provided that such revocation is made prior to the assumption of office.

The consent of the Audit & Supervisory Board has been obtained for this proposal.

Name (Date of birth)	Career summary and significant concurrent positions	Number of shares of the Company held
Hiroshi Kato (November 22, 1962)	<p>March 1985      Joined the Company</p> <p>April 2006      General Manager, Fukuoka Sales Office, Osaka Branch, Steel Foil Sales Sector</p> <p>October 2016    Leader, Internal Control Office</p> <p>April 2022      Leader equivalent, Audit Office</p> <p>January 2023    Senior Staff, Audit Office (current)</p>	1,200
Kai Toyoshima (February 4, 1977)  [Outside] [Independent]	<p>April 2000      Joined Asahi &amp; Co. (currently KPMG AZSA LLC)</p> <p>December 2005   Outside Audit &amp; Supervisory Board Member, jig.jp co., ltd. (current)</p> <p>January 2009    Representative Director, TMS Co., Ltd. (current)</p> <p>November 2012   Chairman, TMS Shanghai CO., Ltd (current)</p> <p>July 2013       Auditor, ALTECH CO., LTD. (current)</p> <p>September 2016 Chairman, TMS Taiwan.co., Ltd (current)</p> <p>October 2018    Representative Partner, TM General Accounting Office (currently NBC Certified Public Tax Accountant's Corp.) (current)</p> <p>October 2020    Representative Partner, Misaki Auditing Firm (current)</p>	0

- Notes:
1. There are no special interests between the Company and each candidate.
  2. If the election of Mr. Kai Toyoshima is approved as proposed, the Company plans to conclude an agreement with him pursuant to Article 427, Paragraph 1 of the Companies Act to limit his liability stipulated in Article 423, Paragraph 1 of the Companies Act to minimum liability amounts specified by laws and regulations.
  3. The Company has concluded a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance will compensate for damages, including legal damages and litigation expenses, to be borne by the insureds. If each candidate assumes the office of Audit & Supervisory Board Member, they will be covered under the said insurance.
  4. Mr. Kai Toyoshima is a candidate for Substitute Outside Audit & Supervisory Board Member and a candidate for substitute independent officer according to the rule of the Tokyo Stock Exchange (TSE).
  5. The reasons for Mr. Kai Toyoshima's nomination as a candidate for Substitute Outside Audit & Supervisory Board Member are that he is a person of great character and insight and that he

has a high level of expertise in accounting as a certified public accountant. Accordingly, the Company has determined that he will fully demonstrate his abilities in audits of the Company.