

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

(Stock Exchange Code 5011)

June 5, 2025

(Date of commencement of electronic provision measures: May 29, 2025)

**To Shareholders with Voting Rights:**

Manabu Obata  
President and Representative Director  
NICHIREKI GROUP CO., LTD.  
4-3-29, Kudan-kita, Chiyoda-ku, Tokyo

**NOTICE OF CONVOCAION OF  
THE 81st 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 81st Annual General Meeting of Shareholders of NICHIREKI GROUP CO., LTD. (the “Company”) will be held as described below.

When convening this general meeting of shareholders, the Company has taken measures for providing information contained in the Reference Documents for the General Meeting of Shareholders etc. (the “matters subject to the electronic provision measures”) in electronic format and has posted matters subject to the electronic provision measures under the title of “Notice of Convocation of the 81st Annual General Meeting of Shareholders” on the Company website on the Internet.

The Company website

[https://www.nichireki.co.jp/en/investors-2/shareholders\\_meeting/](https://www.nichireki.co.jp/en/investors-2/shareholders_meeting/)

In addition to the above, the Company also has posted this information on the Tokyo Stock Exchange (TSE) website and The Portal of Shareholders’ Meeting operated by Sumitomo Mitsui Trust Bank on the Internet.

The TSE website (Listed Company Search)

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

To view the information, please access the website above, enter the “Issue name (company name)” or “Code,” and then click on “Search” and select “Basic information” and “Documents for public inspection/PR information” in this order. You will find [Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting] posted under “Filed information available for public inspection.”

The Portal of Shareholders’ Meeting (Sumitomo Mitsui Trust Bank)

<https://www.soukai-portal.net>

Please read the QR code on the enclosed Voting Rights Exercise Form or access the URL above and enter your ID/password. Please refer to the information on pages 5 and 6 of the Japanese version of this document.

If you are unable to attend the meeting in person, you may exercise your voting rights in writing (by postal mail) or via the Internet, etc. Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. Japan time on Thursday, June 26, 2025, by following the directions on pages 4 to 6 of the Japanese version of this document.

- 1. Date and Time:** Friday, June 27, 2025 at 10:00 a.m. Japan time
- 2. Venue:** 2nd Floor Meeting Room, Head Office, NICHIREKI GROUP CO., LTD.  
4-3-29, Kudan-kita, Chiyoda-ku, Tokyo  
The meeting will be streamed live on the Internet. Please consider viewing the meeting online.
- 3. Meeting Agenda:**
- Matters to be reported:**
1. Report on the Business Report, the Consolidated Financial Statements for the Company's 81st Fiscal Year (April 1, 2024 - March 31, 2025), and the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
  2. Report on the Non-consolidated Financial Statements for the Company's 81st Fiscal Year (April 1, 2024 - March 31, 2025)
- Proposals to be resolved:**
- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Ten (10) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

- 
- When attending the meeting, you are kindly requested to present the enclosed voting form to the receptionist. The reception will open at 9:00 a.m.
  - If any revisions are made to the matters subject to the electronic provision measures, the revisions will be posted on the respective websites where they are posted.

\* For shareholders who were unable to attend the Annual General Meeting of Shareholders or watch the live streaming of the meeting, we will be posting the recorded video of the meeting on our corporate website at a later date. These shareholders are cordially invited to watch the video.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Appropriation of Surplus

We uphold the basic policy for dividends of surplus that focuses on a stable and consistent return of profits to shareholders, while ensuring internal reserves necessary for appropriately addressing changes in business environment and achieving steady growth of the Company. Based on this policy and in light of the business performance for the current fiscal year as well as business plans going forward, we propose the appropriation of surplus as follows.

Matters regarding the term-end dividend

- 1) Type of dividend property  
Cash
- 2) Allotment of dividend property to shareholders and the total dividend amount  
40 yen per share of the Company's common stock  
Total amount: 1,173,141,520 yen
- 3) Date on which the dividend of surplus goes into effect  
June 30, 2025

Since the Company paid an interim dividend of 35 yen per share, the total dividend for the current fiscal year is 75 yen per share.

**Proposal 2:** Election of Ten (10) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The tenure of the office of all ten (10) Directors including four (4) Outside Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this year's annual General Meeting of Shareholders. Accordingly, the Company proposes the election of ten (10) Directors (excluding Directors who are Audit and Supervisory Committee Members).

The candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members) are as follows.

No.	Name	Current positions and responsibilities at the Company
1	Manabu Obata [Reappointment]	President and Representative Director
2	Yuji Kawaguchi [Reappointment]	Executive Vice President and Representative Director
3	Akiyoshi Hanyu [Reappointment]	Senior Managing Director (General Manager, Technology Development Strategy Division)
4	Hiroyuki Totsuka [Reappointment]	Managing Director (General Manager, Business Strategy Division and General Manager, Overseas Planning Department)
5	Jun Yamamoto [Reappointment]	Director (General Manager, Corporate Division, General Manager, Legal Affairs and Compliance Department, and General Manager, Investment Strategy Department)
6	Tatsuya Ito [Reappointment]	Director (General Manager, Planning Division and General Manager, Human Resources Planning Department)
7	Osamu Kobayashi [Reappointment] [Outside Director] [Independent Officer]	Outside Director
8	Haruko Shibumura [Reappointment] [Outside Director] [Independent Officer]	Outside Director
9	Takuya Kidokoro [Reappointment] [Outside Director] [Independent Officer]	Outside Director
10	Mieko Fukuda [Reappointment] [Outside Director] [Independent Officer]	Outside Director

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
1	Manabu Obata (December 25, 1956)  [Reappointment]	April 1982	Joined the Company	34,979
		May 2007	Executive Officer and Tokyo Area Manager of the Company President and Representative Director of Nichireki Tokushu Koji K.K.	
		June 2011	Senior Executive Officer and Vice General Manager, Business Division of the Company	
		June 2013	Managing Director and General Manager, Business Division of the Company	
		June 2015	President and Representative Director of the Company	
		June 2020	President and Representative Director of the Company (to present) (Significant concurrent position)	
		President and Representative Director of Nichireki Co., Ltd.		
		[Reason for nomination as candidate for Director] Having led the sales divisions for many years, and strengthened profitability and implemented growth strategies through management reforms as President and Representative Director since June 2015, he has made major contributions to the business expansion and enhancement of business performance of the Group. The Company has nominated him as a candidate for Director based on its understanding that his abundant experience, capabilities, and knowledge as a corporate manager to date are indispensable to the management of the Company, in terms of strengthening group management and promoting the ongoing improvement of corporate value.		
2	Yuji Kawaguchi (March 16, 1958)  [Reappointment]	April 1980	Joined the Company	22,425
		June 2011	Director, Senior Executive Officer, and Kanto Area Manager of the Company President and Representative Director of Nichireki Road Co., Ltd.	
		June 2013	Managing Director and Kanto Area Manager of the Company President and Representative Director of Nichireki Road Co., Ltd.	
		April 2018	Managing Director and Tokyo/Kanto Supervising Manager of the Company	
		June 2018	Senior Managing Director and Tokyo/Kanto Supervising Manager of the Company	
		June 2020	Senior Managing Director and Tokyo/Kanto Supervising Manager, and Tokyo Area Manager of the Company	
		April 2021	Senior Managing Director and East Japan Supervising Manager of the Company	
		June 2022	Executive Vice President and Representative Director of the Company (to present) (Significant concurrent position)	
Executive Vice President and Director of Nichireki Co., Ltd.				
[Reason for nomination as candidate for Director] Having engaged in sales operations for many years, as a Representative Director of a Group company and a Supervising Manager, he has contributed to the business promotion and enhancement of business performance of the Group. The Company has nominated him as a candidate for Director based on its understanding that his abundant experience and insight are indispensable to the management of the Company, in terms of strengthening and promoting group management.				

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
3	Akiyoshi Hanyu (October 9, 1958)  [Reappointment]	April 1982	Joined the Company	19,372
		June 2011	Executive Officer and General Manager, Technical Research Center of the Company	
		June 2013	Director, Senior Executive Officer, and General Manager, Technical Research Center of the Company	
		June 2015	Managing Director and General Manager, Engineering and Manufacturing Division of the Company	
		April 2020	Managing Director and General Manager, Technology Development Division, General Manager, Technical Department of the Company	
		June 2020	Managing Director and General Manager, Technology Development Division, General Manager, Technical Department of the Company	
		April 2024	Managing Director and General Manager, Technology Development Division	
		June 2024	Senior Managing Director and General Manager, Technology Development Division	
		October 2024	Senior Managing Director and General Manager, Technology Development Strategy Division (to present)	
	[Reason for nomination as candidate for Director] Having engaged in research and development and technology-related operations for many years, he has promoted the development of the Company’s products and construction techniques. As head of the Technology Development Division, he has greatly contributed to the strengthening and development of the Group’s technological research and development base. The Company has nominated him as a candidate for Director based on its understanding that his high level of expertise and insight, abundant experience, and innovation capabilities are indispensable to the Company’s management.			
4	Hiroyuki Totsuka (January 27, 1962)  [Reappointment]	April 1985	Joined the Company	19,271
		April 2013	General Manager, Tohoku Branch of the Company	
		April 2014	Executive Officer and Tohoku Area Manager, General Manager, Tohoku Branch of the Company	
		April 2017	Senior Executive Officer and Tohoku Area Manager, and General Manager, Tohoku Branch of the Company	
		April 2018	Senior Executive Officer and Tohoku/Hokkaido Supervising Manager, Tohoku Area Manager, and General Manager, Tohoku Branch of the Company	
		April 2021	Senior Executive Officer and North Japan Supervising Manager, Tohoku Area Manager, and General Manager, Tohoku Branch of the Company	
		April 2023	Senior Executive Officer and Vice General Manager, Business Division of the Company	
		June 2023	Managing Director, General Manager, Business Division and General Manager, Overseas Business Department	
		October 2024	Managing Director, General Manager, Business Strategy Division and General Manager, Overseas Planning Department (to present)	
	(Significant concurrent position) Director, General Manager, Sales Division of Nichireki Co., Ltd.			
[Reason for nomination as candidate for Director] Having engaged in sales operations for many years and served as General Manager of a branch and an Area Manager, he contributed to the enhancement of efficient area management and performance of the branch and a Group company. The Company has nominated him as a candidate for Director based on its understanding that his abundant business experience as well as his track record and insight are indispensable to the management of the Company, in terms of increasing its corporate value through sustainable growth.				

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
5	Jun Yamamoto (July 31, 1966)  [Reappointment]	<p>March 2020    Joined the Company General Manager, Legal Affairs Office and General Manager, Compliance Office of the Company</p> <p>April 2020    Senior Executive Officer and General Manager, Legal Affairs and Compliance Department of the Company</p> <p>April 2021    Senior Executive Officer, General Manager, Legal Affairs and Compliance Department, and General Manager, Investment Strategy Office of the Company</p> <p>June 2021    Director, General Manager, Administration Division, General Manager, Legal Affairs and Compliance Department, and General Manager, Investment Strategy Office of the Company</p> <p>October 2024    Director, General Manager, Corporate Division, General Manager Legal Affairs and Compliance Department, and General Manager, Investment Strategy Department of the Company (to present)</p> <p>(Significant concurrent position) Director, General Manager, Administration Division, Nichireki Co., Ltd.</p>	7,074
<p>[Reason for nomination as candidate for Director] At a financial institution, he experienced banking and securities operations. After joining the Company, he has mainly engaged in the administrative division such as general affairs, finance and legal affairs, and contributed to developing the Group's compliance and risk management framework and enhancing the corporate governance. The Company has nominated him as a candidate for Director based on its understanding that his abundant experience as well as his track record and insight are indispensable to the management of the Company.</p>			
6	Tatsuya Ito (May 15, 1963)  [Reappointment]	<p>April 1986    Joined the Company</p> <p>April 2013    General Manager, Technical Department of the Company</p> <p>April 2015    Executive Officer and General Manager, Technical Department of the Company</p> <p>April 2016    Executive Officer, General Manager, Corporate Planning Department, and General Manager, Personnel Department of the Company</p> <p>April 2020    Senior Executive Officer, General Manager, Corporate Planning Department, and General Manager, Personnel Department of the Company</p> <p>June 2021    Senior Executive Officer, Vice General Manager, Planning Division, General Manager, Corporate Planning Department, and General Manager, Human Resources Planning Department of the Company</p> <p>April 2022    Senior Executive Officer, Vice General Manager, Planning Division, and General Manager, Human Resources Planning Department of the Company</p> <p>June 2022    Director, General Manager, Planning Division, and General Manager, Human Resources Planning Department of the Company (to present)</p> <p>(Significant concurrent position) Director, General Manager, Technical Division of Nichireki Co., Ltd.</p>	11,145
<p>[Reason for nomination as candidate for Director] Having engaged in the technical division for many years and achieved results in improving the development capabilities of the Company's products and construction techniques, he has contributed to the development and enhancement of the Group's administrative and organizational management framework as Officer in charge of the human resources and corporate planning division. The Company has nominated him as a candidate for Director based on its understanding that his abundant experience as well as his track record and insight are indispensable to the management of the Company.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
7	Osamu Kobayashi (May 20, 1956)  [Reappointment] [Outside Director] [Independent Officer]	March 1983 Registered as a certified public accountant June 1983 Registered as a certified tax accountant August 1996 Director of Kobayashi Accounting Office (to present) June 2004 Outside Auditor of the Company June 2015 Outside Director of the Company (to present)	33,700
	[Reason for nomination as candidate for Outside Director and summary of expected roles] As a certified public accountant and a certified tax accountant, he has abundant experience, an extensive track record, and insight in corporate accounting and tax affairs. He has provided appropriate recommendations and advice at the Board of Directors meetings of the Company from an objective perspective independent from the members of management engaged in business execution, although he has never been involved in corporate management other than in the capacity of an outside officer. Accordingly, the Company has nominated him as a candidate for Outside Director in the hope of utilizing his high level of expertise and extensive experience for the management of the Company.		
8	Haruko Shibumura (December 6, 1964)  [Reappointment] [Outside Director] [Independent Officer]	April 1994 Registered as an attorney-at-law (Daini Tokyo Bar Association) Joined Law Offices of Homma & Komatsu (currently Homma & Partners) April 1999 Partner Attorney, Homma & Partners (to present) June 2015 Outside Auditor of the Company June 2019 Outside Director of the Company (to present) (Significant concurrent positions) Outside Director (who is an Audit & Supervisory Committee Member) of TAMURA CORPORATION Outside Director (who is an Audit & Supervisory Committee Member) of Yokogawa Bridge Holdings Corp.	700
	[Reason for nomination as candidate for Outside Director and summary of expected roles] As an attorney, she has expertise, abundant experience, an extensive track record, and insight in corporate legal affairs including corporate compliance. She has provided appropriate recommendations and advice at the Board of Directors meetings of the Company from an objective perspective independent from the members of management engaged in business execution, although she has never been involved in corporate management other than in the capacity of an outside officer. Accordingly, the Company has nominated her as a candidate for Outside Director in the hope of utilizing her high level of expertise and extensive experience for the management of the Company.		



No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
9	Takuya Kidokoro (September 23, 1974)  [Reappointment] [Outside Director] [Independent Officer]	October 2001 Registered as an attorney-at-law (Tokyo Bar Association) Joined Okuno & Partners April 2011 Partner, Okuno & Partners (to present) June 2019 Outside Auditor of the Company June 2021 Outside Director of the Company (to present) (Significant concurrent positions) Executive Director and Lawyer of RISA Loan Servicing, Inc. Adviser (Administrative Law Judge) to Financial Services Agency	700
	[Reason for nomination as candidate for Outside Director and summary of expected roles] As an attorney-at-law, he has abundant experience and track records in corporate restructuring and corporate legal affairs, as well as considerable knowledge about corporate management. Since assuming office as Outside Auditor in June 2019, he has provided appropriate recommendations and advice at the Board of Directors meetings of the Company from a fair, objective, and independent position. Accordingly, the Company has nominated him as a candidate for Outside Director in the hope of utilizing his high level of expertise and extensive experience for the management of the Company.		
10	Mieko Fukuda (April 1, 1965)  [Reappointment] [Outside Director] [Independent Officer]	April 2001 Registered as a small and medium enterprise management consultant (a member of Chuo Chapter, Tokyo Small and Medium Enterprise Management Consultant Association) April 2021 Representative, Fukumoku Research Office (to present) June 2021 Outside Director of the Company (to present)	700
	[Reason for nomination as candidate for Outside Director and summary of expected roles] She has abundant experience and specialist knowledge gained through her engagement in corporate management and marketing-related divisions. In particular, as a management consultant, she possesses a high level of expertise in market research, analysis, and strategy development. The Company has nominated her as a candidate for Outside Director in the hope of utilizing her extensive experience, track records, and insight in the areas of organizational management and research for the management of the Company, although she has never been involved in corporate management other than in the capacity of an outside officer.		

- Notes:
1. There are no special interests between each candidate for Director and the Company.
  2. The Company has entered into directors and officers liability insurance agreements with insurance companies in order to cover damages that the insured may become liable for. If the candidates are re-elected and appointed as Director, they will be insured under these insurance agreements. The Company plans to renew these agreements on the same terms at the time of the next renewal.
  3. Notes on Mr. Osamu Kobayashi, candidate for Outside Director
    - (1) Mr. Kobayashi is a candidate for Outside Director.
    - (2) His term of office as Outside Director will be ten (10) years at the conclusion of this General Meeting of Shareholders.
    - (3) Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Kobayashi to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act. The limit of liability for damages under the agreement is the minimum amount of liability specified in Article 425, Paragraph 1 of the Companies Act. If the reelection of Mr. Kobayashi is approved, the Company intends to continue this agreement with him.
    - (4) The Company has designated Mr. Kobayashi as an independent officer as stipulated by the rules of the Tokyo Stock Exchange. If the reelection of Mr. Kobayashi is approved, the Company intends to continue his designation as an independent officer.
  4. Notes on Ms. Haruko Shibumura, candidate for Outside Director
    - (1) Ms. Shibumura is a candidate for Outside Director.
    - (2) Her term of office as Outside Director will be six (6) years at the conclusion of this General Meeting of Shareholders.
    - (3) Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Ms. Shibumura to limit her liability for damages under Article 423, Paragraph 1 of the Companies Act. The limit of liability for damages under the agreement is the minimum amount of liability specified in Article 425, Paragraph 1 of the Companies Act. If the reelection of Ms. Shibumura is approved, the Company intends to continue this agreement with her.
    - (4) The Company has designated Ms. Shibumura as an independent officer as stipulated by the rules of the Tokyo Stock Exchange. If the reelection of Ms. Shibumura is approved, the Company intends to continue her designation as an independent officer.
  5. Notes on Mr. Takuya Kidokoro, candidate for Outside Director
    - (1) Mr. Kidokoro is a candidate for Outside Director.
    - (2) His term of office as Outside Director will be four (4) years at the conclusion of this General Meeting of Shareholders.
    - (3) Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Kidokoro to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act. The limit of liability for damages under the agreement is the minimum amount of liability specified in Article 425, Paragraph 1 of the Companies Act. If the reelection of Mr. Kidokoro is approved, the Company intends to continue this agreement with him.
    - (4) The Company has designated Mr. Kidokoro as an independent officer as stipulated by the rules of the Tokyo Stock Exchange. If the reelection of Mr. Kidokoro is approved, the Company intends to continue his designation as an independent officer.
  6. Notes on Ms. Mieko Fukuda, candidate for Outside Director
    - (1) Ms. Fukuda is a candidate for Outside Director.
    - (2) Her term of office as Outside Director will be four (4) years at the conclusion of this General Meeting of Shareholders.
    - (3) Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Ms. Fukuda to limit her liability for damages under Article 423, Paragraph 1 of the Companies Act. The limit of liability for damages under the agreement is the minimum amount of liability specified in Article 425, Paragraph 1 of the Companies Act. If the reelection of Ms. Fukuda is approved, the Company intends to continue this agreement with her.
    - (4) The Company has designated Ms. Fukuda as an independent officer as stipulated by the rules of the Tokyo Stock Exchange. If the reelection of Ms. Fukuda is approved, the Company intends to continue her designation as an independent officer.

#### Opinions of the Audit and Supervisory Committee

The Audit and Supervisory Committee deliberated on the appointment, remuneration and other matters relating to Directors (excluding Directors who are Audit and Supervisory Committee Members). Specifically, through the review of the minutes of the Nomination and Compensation Committee meetings and the interview with the chairperson of the Nomination and Compensation Committee, the Audit and Supervisory Committee confirmed the approach to the appointment of candidates and the compensation framework for Directors and the specific methods of determining compensation amounts. The Audit and Supervisory Committee then discussed matters such as whether the Company's basic framework and approach for the Board of Directors and Directors are in line with its Corporate Governance Code and whether appropriate procedures, including discussions at the Nomination and Remuneration Committee meetings, have been followed. As a result, the Audit and Supervisory Committee has concluded that there are no special matters to be reported to the General Meeting of Shareholders in accordance with the provisions of the Companies Act regarding both the appointment and compensation, etc. of Directors (excluding Directors who are Audit and Supervisory Committee Members).