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Securities code: 6480

June 9, 2026

To our shareholders:

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

NOTICE OF THE 77TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce the 77th Ordinary General Meeting of Shareholders of NIPPON THOMPSON CO., LTD. (the “Company”), which will be held as described below.

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

The Company’s website:

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

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

Sumitomo Mitsui Trust Bank’s website (Shareholders’ Meeting Portal):

<https://www.soukai-portal.net> (in Japanese)

(Please scan the QR Code® printed on the Voting Rights Exercise Form or access the above website and enter your ID and password.)

The QR Code® is printed on the Voting Rights Exercise Form.

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

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

TSE website (Listed Company Search):

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

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

If you will not be attending the meeting in person, you may exercise your voting rights via the Internet, etc., or by postal mail. Please review the Reference Documents for the General Meeting of Shareholders (Japanese only) and exercise your voting rights no later than 5:12 p.m. (Japan Standard Time, Thursday, June 25, 2026).

1. **Date and time:** Friday, June 26, 2026 at 10:00 a.m. (Japan Standard Time)
2. **Venue:** Headquarters Building of NIPPON THOMPSON CO., LTD.
19-19 Takanawa 2-chome, Minato-ku, Tokyo

3. Purposes:

Items to be reported:

1. Business Report and Consolidated Financial Statements for the 77th Term (from April 1, 2025 to March 31, 2026), as well as the audit results of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
2. Non-Consolidated Financial Statements for the 77th Term (from April 1, 2025 to March 31, 2026)

Items to be resolved:

- Proposal 1:** Appropriation of surplus
- Proposal 2:** Partial Amendments to the Articles of Incorporation
- Proposal 3:** Election of seven (7) Directors (excluding Directors who are Audit and Supervisory Committee Members)

4. Matters decided in connection with this convocation

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

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

Therefore, the Consolidated Financial Statements and the Non-Consolidated Financial Statements mentioned in these documents are among the documents audited by the Accounting Auditor in preparing the Accounting Audit Report and by the Audit and Supervisory Committee in preparing its Audit Report.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of surplus

Matters concerning year-end dividends

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

For the fiscal year under review, based on this basic policy, the Company proposes to pay a fiscal year-end dividend per share of 15.50 yen, equivalent to an annual dividend per share of 29.50 yen, when combined with the interim dividend, an increase of 10.50 yen compared with the previous fiscal year.

- (1) Allotment of dividend property to shareholders and its total amount
15.50 yen per share of common stock of the Company
Aggregate amount: 1,104,262,858 yen
- (2) Effective date of dividends of surplus
June 29, 2026

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reasons for amendments

- (1) In order to achieve sustainable growth and enhance corporate value over the medium to long term, the Company proposes to establish the position of Chief Executive Officer (CEO) among Representative Directors for the purpose of strengthening the management structure and further enhancing corporate governance.
- (2) In order to strengthen the supervisory function of the Board of Directors over management, the person authorized to convene and chair meetings of the Board of Directors will be changed to a Director designated in advance by the Board of Directors.

2. Details of amendments

The details of the amendments are as follows.

(Underlined sections indicate changed parts)

Current Articles of Incorporation	Proposed amendments
<p>Article 24 (Representative Directors and Directors with Titles)</p> <p>(1) (Omitted)</p> <p>(2) (Omitted)</p> <p style="text-align: center;">(Newly established)</p>	<p>Article 24 (Representative Directors and Directors with Titles)</p> <p>(1) (Unchanged)</p> <p>(2) (Unchanged)</p> <p>(3) <u>The Board of Directors may, by resolution, appoint one Representative Director as Chief Executive Officer (CEO).</u></p>
<p>Article 25 (Convener and Chairperson of Meetings of Board of Directors)</p> <p>(1) Except as otherwise provided by laws or regulations, <u>the Chairman</u> shall convene meetings of the Board of Directors and act as chairperson thereof.</p> <p>(2) In the event of <u>a vacancy in the position of Chairman or if the Chairman is unable to act, the President</u> of the Company shall convene meetings of the Board of Directors and act as chairperson thereof. If <u>the President of the Company is also unable to act</u>, another Director shall do so in the order previously determined by the Board of Directors.</p>	<p>Article 25 (Convener and Chairperson of Meetings of Board of Directors)</p> <p>(1) Except as otherwise provided by laws or regulations, meetings of the Board of Directors shall be convened by <u>a Director designated in advance by the Board of Directors</u>, who shall act as chairperson thereof.</p> <p>(2) <u>If the Director set forth in the preceding paragraph is unable to act</u>, another Director shall convene meetings of the Board of Directors and act as chairperson thereof in accordance with the order previously determined by the Board of Directors.</p>

Proposal 3: Election of seven (7) Directors (excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all seven (7) current Directors (excluding Directors serving as Audit and Supervisory Committee Members; the same shall apply hereinafter in this Proposal) will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company proposes the election of seven (7) Directors.

The Audit and Supervisory Committee considered this proposal and expressed no particular opinion thereon.

The candidates for Directors are as follows.

Candidate no.	Name	Gender	Current positions and responsibilities in the Company	Candidate attributes
1	Shigeki Miyachi	Male	Chairman	Reelection
2	Nobuya Hideshima	Male	Vice Chairman, in charge of Production Headquarters and Sales & Marketing Headquarters	Reelection
3	Mikihito Hosono	Male	President & CEO	Reelection
4	Osamu Nishimura	Male	Director & CFO, in charge of Corporate Planning Dept., Personnel and General Affairs Dept., Accounting Dept., Legal Dept., and Secretary Dept.	Reelection
5	Youichi Takei	Male	Non-Executive Director	Reelection Outside Independent
6	Satoshi Saito	Male	Non-Executive Director	Reelection Outside Independent
7	Atsuko Noda	Female	Non-Executive Director	Reelection Outside Independent

Candidate no.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Shigeki Miyachi (April 14, 1956) Gender: Male Reelection	<p>Apr. 1979 Joined The Tokai Bank, Limited (currently MUFG Bank, Ltd.)</p> <p>Oct. 2008 Joined the Company, General Manager attached to Director in charge of Corporate Planning Dept.</p> <p>Jan. 2009 General Manager of Corporate Planning Dept.</p> <p>June 2010 Managing Director and General Manager of Corporate Planning Dept.</p> <p>June 2012 President & CEO</p> <p>Apr. 2025 Chairman & CEO</p> <p>Apr. 2026 Chairman (current position)</p>	127,753 shares
<p>Reasons for nomination as candidate for Director</p> <p>Shigeki Miyachi has participated in financial operations over many years. He served as President & CEO of the Company from June 2012, as Chairman & CEO from April 2025, and has been serving as Chairman since April 2026. As such, he has abundant experience and achievements, as well as broad knowledge, related to corporate management. Accordingly, the Company has judged that he is suitably qualified to promote the management of the Group and strengthen corporate governance, and therefore proposes his election as Director.</p>			

Candidate no.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	Nobuya Hideshima (January 9, 1954) Gender: Male Reelection	<p>Apr. 1978 Joined Yamaha Motor Co., Ltd.</p> <p>Mar. 2009 Executive Officer</p> <p>Mar. 2010 Senior Executive Officer</p> <p>Mar. 2011 Director & Senior Executive Officer</p> <p>Mar. 2013 Director & Managing Executive Officer</p> <p>Dec. 2016 Director of The Graduate School for the Creation of New Photonics Industries</p> <p>Mar. 2017 Adviser of Yamaha Motor Co., Ltd.</p> <p>June 2017 Non-Executive Director of Fujibo Holdings, Inc.</p> <p>June 2018 Non-Executive Director of ShinMaywa Industries, Ltd.</p> <p>June 2019 Non-Executive Director of the Company</p> <p>June 2022 Senior Managing Director, in charge of Production Dept. and Legal Dept.</p> <p>June 2024 Senior Managing Director, in charge of Production Dept. and Legal Dept., deputy in charge of Quality Assurance Dept., Products Development Center, Technical Center, and UBC (Suzhou) Bearing Co., Ltd.</p> <p>Apr. 2025 Senior Managing Director, in charge of Production Dept., Sales Dept., Sales Engineering Dept., and Legal Dept.</p> <p>June 2025 Vice Chairman, in charge of Production Dept., Sales Dept., Sales Engineering Dept., and Legal Dept.</p> <p>Oct. 2025 Vice Chairman, in charge of Production Headquarters, Sales & Marketing Headquarters, and Legal Dept.</p> <p>Apr. 2026 Vice Chairman, in charge of Production Headquarters and Sales & Marketing Headquarters (current position)</p>	17,325 shares
<p>Reasons for nomination as candidate for Director</p> <p>Nobuya Hideshima has participated in management over many years. In the Company, he has served as Senior Managing Director of the Company from June 2022 and has been serving as Vice Chairman from June 2025. As such, he has abundant experience and achievements, as well as broad knowledge, related to corporate management. Accordingly, the Company has judged that he is suitably qualified to promote the management of the Group and strengthen corporate governance, and therefore proposes his election as Director.</p>			

Candidate no.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Mikihito Hosono (February 5, 1964) Gender: Male Reelection	Nov. 1990 Joined the Company July 2011 General Manager of General Control Dept., Gifu Factory Complex June 2013 General Manager of Minami-Kanto Branch Office, Eastern Japan Regional Office July 2017 General Manager of Personnel and General Affairs Dept. Apr. 2019 Executive Officer and General Manager of Personnel and General Affairs Dept. Apr. 2021 Executive Officer and General Manager of Corporate Planning Dept. Apr. 2024 Senior Executive Officer, in charge of Corporate Planning Dept., Personnel and General Affairs Dept., Accounting Dept., and Secretary Dept. June 2024 Director, in charge of Corporate Planning Dept., Personnel and General Affairs Dept., Accounting Dept., and Secretary Dept. Apr. 2025 President & COO Apr. 2026 President & CEO (current position)	16,628 shares
Reasons for nomination as candidate for Director Mikihito Hosono has participated mainly in Administration functions and the Sales Dept. He has served as Director since June 2024, as President & COO of the Company since April 2025, and as President & CEO since April 2026. As such, he has abundant experience and achievements, as well as broad knowledge, related to corporate management. Accordingly, the Company has judged that he is suitably qualified to promote the management of the Group and strengthen corporate governance, and therefore proposes his election as Director.			
4	Osamu Nishimura (January 23, 1964) Gender: Male Reelection	Nov. 2000 Joined the Company July 2016 Deputy General Manager of Production Administrative Dept. Apr. 2019 General Manager of Factory 3, Gifu Factory Complex Apr. 2023 General Manager of Mfg. Innovation and Planning Dept., Mfg. Innovation Management Dept. Apr. 2024 Executive Officer and General Manager of Corporate Planning Dept. Apr. 2025 Executive Officer, in charge of Corporate Planning Dept., Personnel and General Affairs Dept., Accounting Dept., and Secretary Dept. June 2025 Director, in charge of Corporate Planning Dept., Personnel and General Affairs Dept., Accounting Dept., and Secretary Dept. Apr. 2026 Director & CFO, in charge of Corporate Planning Dept., Personnel and General Affairs Dept., Accounting Dept., Legal Dept., and Secretary Dept. (current position)	8,970 shares
Reasons for nomination as candidate for Director Osamu Nishimura has participated mainly in Administration functions and the Production Dept. He has served as Director since June 2025 and as Director and CFO since April 2026. He has abundant experience and achievements, as well as broad knowledge. He can be expected to utilize these qualities to contribute to the management of the Group and enhance corporate value, and therefore the Company proposes his election as Director.			

Candidate no.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
5	Youichi Takei (June 10, 1961) Gender: Male Reelection Outside Independent	<p>Apr. 1993 Registered as attorney at law (Dai-Ichi Tokyo Bar Association), joined Iwata Godo</p> <p>Apr. 2000 Partner of Meitetsu Law Offices (current position)</p> <p>June 2003 Non-Executive Corporate Auditor of the Company</p> <p>June 2006 Non-Executive Corporate Auditor of YAMAKIN (JAPAN) CO., LTD. (current position)</p> <p>June 2013 Non-Executive Director of the Company (current position)</p> <p>June 2020 Non-Executive Director of Daio Paper Corporation (Audit and Supervisory Committee Member) (current position)</p> <p>Jan. 2022 Non-Executive Corporate Auditor of Nippon Export and Investment Insurance (current position)</p>	0 shares
<p>Reasons for nomination as candidate for Non-Executive Director and overview of expected role</p> <p>Youichi Takei has a specialist standpoint as an attorney, as well as a high level of achievements related to corporate legal affairs, and he has appropriately supervised management as a Non-Executive Director since June 2013. The Company values his experience and skills highly, and because his objective and legal standpoint based on these qualities is expected to be reflected in the management of the Group as his role if he is elected as Non-Executive Director, the Company proposes his election as Non-Executive Director.</p>			
6	Satoshi Saito (May 16, 1959) Gender: Male Reelection Outside Independent	<p>Apr. 1982 Joined The Tokai Bank, Limited (currently MUFG Bank, Ltd.)</p> <p>Mar. 2002 Left UFJ Bank Limited (currently MUFG Bank, Ltd.)</p> <p>Apr. 2002 Assistant Professor of School of Information-Oriented Management, SANNO University</p> <p>Apr. 2005 Professor of School of Management (current position)</p> <p>June 2007 Non-Executive Corporate Auditor of the Company</p> <p>June 2016 Non-Executive Director of the Company (current position)</p> <p>Nov. 2025 Non-Executive Corporate Auditor of Seibidou Co., Ltd. (current position)</p>	0 shares
<p>Reasons for nomination as candidate for Non-Executive Director and overview of expected role</p> <p>Satoshi Saito has a deep knowledge of accounting, management, and law, as well as a specialist standpoint and broad insight as a university professor, and he has appropriately supervised management as a Non-Executive Director since June 2016. The Company values his experience and skills highly, and because his objective and specialist standpoint based on his experience and skills is expected to be reflected in the management of the Group as his role if he is elected as Non-Executive Director, the Company proposes his election as Non-Executive Director.</p>			

Candidate no.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
7	Atsuko Noda (January 12, 1961) Gender: Female Reelection Outside Independent	<p>Apr. 1983 Joined Japan Airlines Co., Ltd.</p> <p>Apr. 1991 Purser of the above company</p> <p>Sept. 1994 Established Henkel & Grosse Japan Representative Office, Representative in Japan</p> <p>Nov. 1995 Established Japan Duty Free Services LLC (currently Grosse Japan Inc.), Representative Director</p> <p>Dec. 2002 Representative Director and CEO of Grosse Japan Inc. (current position)</p> <p>June 2022 Non-Executive Director of the Company (current position)</p>	0 shares
<p>Reasons for nomination as candidate for Non-Executive Director and overview of expected role</p> <p>Atsuko Noda has participated in international corporate management in a different business sector to the Group over many years, and she has appropriately supervised management as a Non-Executive Director since June 2022. The Company values her experience and skills highly, and because her objective and specialist standpoint based on her experience and skills is expected to be reflected in the management of the Group as her role if she is elected as Non-Executive Director, the Company proposes her election as Non-Executive Director.</p>			

- Notes:
1. There are no special interest between any of the candidates and the Company.
 2. Youichi Takei, Satoshi Saito, and Atsuko Noda are candidates for Non-Executive Director.
 3. When candidates for Non-Executive Director are persons who have not participated in corporate management in the past other than as a Non-Executive Director or Non-Executive Corporate Auditor, reasons the Company has judged that even the candidates who have not participated in management will be able to appropriately execute their duties as Non-Executive Director
 - (1) Youichi Takei has a high level of achievements related to corporate legal affairs based on his specialist standpoint as an attorney, and therefore the Company has judged that he will be able to appropriately execute his duties as Non-Executive Director.
 - (2) Satoshi Saito has a deep knowledge of accounting, management, and law, as well as an advanced standpoint and broad insight as a university professor, and therefore the Company has judged that he will be able to appropriately execute his duties as Non-Executive Director.
 4. Years since the appointment of Non-Executive Director candidates as Non-Executive Directors
 - (1) Youichi Takei is currently a Non-Executive Director of the Company, and his term of office as Non-Executive Director will be thirteen (13) years at the conclusion of this Ordinary General Meeting of Shareholders.
 - (2) Satoshi Saito is currently a Non-Executive Director of the Company, and his term of office as Non-Executive Director will be ten (10) years at the conclusion of this Ordinary General Meeting of Shareholders.
 - (3) Atsuko Noda is currently a Non-Executive Director of the Company, and her term of office as Non-Executive Director will be four (4) years at the conclusion of this Ordinary General Meeting of Shareholders.
 5. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Youichi Takei, Satoshi Saito, and Atsuko Noda to limit their liability for damages as provided for in Article 423, paragraph (1) of the same. The maximum amount of liability for damages pursuant to this agreement is the minimum amount of liability stipulated in laws and regulations, and if these candidates are reelected as Non-Executive Directors, the Company intends to continue these agreements with them.
 6. The Company has notified Tokyo Stock Exchange, Inc. of the designation of Youichi Takei, Satoshi Saito, and Atsuko Noda as independent directors who are unlikely to have conflicts of interest with general shareholders, whose designation is required by Tokyo Stock Exchange, Inc. If these candidates are reelected as Non-Executive Directors, the Company intends for them to continue to serve as independent directors.
 7. The number of shares of the Company held by Director candidates includes holdings via the Nippon Thompson Officers Shareholders' Association.
 8. Summary of directors & officers liability insurance policy

The Company has entered into a directors & officers liability insurance policy with an insurance company, as provided for in Article 430-3, paragraph (1) of the Companies Act. The Company intends to renew this policy in September 2026. If the election of each candidate in this proposal is approved and passed, each candidate will be included in the insured.

 - (1) Summary of insurance incidents covered

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

All insurance premiums are borne by the Company.

<Reference>

If Proposal 3 is approved and passed as originally proposed at this Ordinary General Meeting of Shareholders, the skill matrix of the Board of Directors will be as follows.

	Expertise and experience						
	Corporate management	Manufacturing, technology, and development	Sales and marketing	Finance and accounting	Compliance and risk management	Personnel and human resources development	Global business
Shigeki Miyachi Chairman	•		•	•	•		
Nobuya Hideshima Director and Vice Chair	•	•			•		•
Mikihito Hosono President & CEO	•		•	•	•	•	
Osamu Nishimura Director and CFO		•		•	•		
Youichi Takei Non-Executive Director					•		
Satoshi Saito Non-Executive Director	•			•	•	•	
Atsuko Noda Non-Executive Director	•		•		•		•
Nobuhiro Matsumoto Non-Executive Director (Full-time Audit and Supervisory Committee Member)	•			•	•		•
Taketo Nasu Non-Executive Director (Audit and Supervisory Committee Member)					•		•
Kazuhisa Hayashida Non-Executive Director (Audit and Supervisory Committee Member)		•		•	•		
Rika Saeki Non-Executive Director (Audit and Supervisory Committee Member)	•		•		•	•	

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