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Stock Exchange Code 5393

June 2, 2025

(Start date of measures for electronic provision: May 29, 2025)

To Shareholders with Voting Rights:

Katsumi Kametsu President and Chief Executive Officer NICHIAS Corporation 6-1, Hatchobori 1-chome, Chuo-ku, Tokyo, Japan

NOTICE OF THE 209TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

You are cordially notified that the 209th Annual General Meeting of Shareholders of NICHIAS Corporation (the "Company") will be held for the purposes as described below.

When convening this General Meeting of Shareholders, we are taking measures for electronic provision, and we have posted the matters concerning measures for electronic provision as "Notice of the 209th Annual General Meeting of Shareholders" on the following website on the Internet.

- (i) The Company's website: https://www.nichias.co.jp/en/ir/news/index.html
- (ii) Tokyo Stock Exchange (TSE) Website (Listed Company Search) https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show

To view the matters, please access the above website, enter the Company's name or securities code, and click "Search," and then click "Basic Information" and select "Documents for Public Inspection/PR Information" in this order.

(iii) Soukai-portal® (Sumitomo Mitsui Trust Bank, Limited) https://www.soukai-portal.net

Please scan the QR Code on the enclosed Voting Rights Exercise Form or enter your ID and password.

You can exercise your voting rights in writing, or via electromagnetic means (the Internet). Please review the "Reference Documents for the General Meeting of Shareholders," described in the matters concerning measures for electronic provision and exercise your voting rights by 5:30 p.m. on Thursday, June 26, 2025, Japan time.

1. Date and Time: Friday, June 27, 2025 at 10:00 a.m. Japan time

2. Place: Banquet room "Ariake" on the second floor of The Royal Park Hotel

located at 1-1, Kakigara-cho 2-chome, Nihonbashi, Chuo-ku, Tokyo, Japan

3. Meeting Agenda:

Matters to be reported: 1. The Business Report, Consolidated Financial Statements for the

Company's 209th Fiscal Year (April 1, 2024 - March 31, 2025) 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 209th Fiscal

Year (April 1, 2024 - March 31, 2025)

Proposals to be resolved:

Proposal 1: Appropriation of Surplus **Proposal 2:** Election of 8 Directors

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.

• If you exercise your voting rights by proxy, you may delegate your voting rights to a proxy who is a shareholder with voting rights of the Company. In such a case, a document needs to be submitted to prove such appointment of proxy.

• In the event of any modifications to the matters concerning measures for electronic provision, the modifications will be posted on the respective websites where they are posted.

• Please note that each website may be temporarily inaccessible due to scheduled maintenance or other reasons. If you cannot view the website, please check another website or try again later.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

In addition to strengthening the management base in order to enhance earnings power, the basic policy of the Company Group (the "Group") with respect to the distribution of profits is to strive for the long-term and appropriate return of profits to shareholders by expanding the level of such profits available as dividends and increasing shareholder value, while retaining sufficient reserves for reinvestment.

Based on this policy and in consideration of business results for the fiscal year under review and future business expansion, etc., the year-end dividends for the fiscal year under review is proposed as following.

- (1) Type of dividend property Cash
- (2) Matters concerning the allotment of dividend property to shareholders and the total amount thereof 56 yen per share of common stock of the Company, for a total amount of 3,602,420,360 yen
- (3) Effective date of distribution of surplus June 30, 2025

^{*} The annual dividends for the fiscal year under review will be 108 yen per share including the interim dividends of 52 yen per share already paid.

Proposal 2: Election of 8 Directors

The terms of office of all 8 Directors elected at the Annual General Meeting of Shareholders last year will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of 8 Directors is proposed.

The candidates are as follows. The matters concerning each candidate for Director are as stated in the pages 8 through 15.

[Reference] Skills matrix

Leveraging technological capacity with the keywords of "Insulation and Protection," the Company will support the development of various industries and provide essential products and services, thereby contributing to the "Earth's brighter future." To that end, the Company works to further improve the governance system and is conducting the sustainability-oriented management. The proposed Directors who will constitute the Board of Directors have skills necessary to realize these efforts.

			Current positions and	Attending status			se and expe	erience	
No.	Na	nme	responsibilities at the Company	to Board of Directors' meetings	Corporate management & strategy	Finance & accounting	Legal & compliance	Sales & marketing	Manufacture & development
1	Katsumi Kametsu	Reelection	President and Chief Executive Officer	100% (14 meetings out of 14 meetings)	0	0	0	0	
2	Tsukasa Yamamoto	Reelection	Representative Director & Senior Managing Executive Officer In charge of Internal Control, Compliance, Sustainability & Accounting	93% (13 meetings out of 14 meetings)	0	0	0		
3	Satoshi Tanabe	Reelection	Director & Senior Managing Executive Officer In charge of Production Department, Safety & Health, Environment & Quality Assurance	93% (13 meetings out of 14 meetings)	0		0		0
4	Kiyoshi Sato	Reelection	Director & Managing Executive Officer In charge of Research & Development & Digitalization Promotion	100% (14 meetings out of 14 meetings)	0		0		0
5	Yukinori Ryuko	Reelection	Director & Senior Executive Officer Division Director of Advanced Products Division In charge of Sales Department	100% (14 meetings out of 14 meetings)	0			0	0
6	Yoko Wachi	Reelection Outside Independent	Outside Director	100% (14 meetings out of 14 meetings)		0	0		
7	Yasushi Manabe	Reelection Outside Independent	Outside Director	100% (10 meetings out of 10 meetings)	0			0	0
8	Reiko Iwasaki	New election Outside Independent	_	_	0		0		

- (Notes) 1. There are no special interests between each candidate and the Company.
 - 2. The Company has entered into a directors and officers liability insurance contract with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The outline of the contract is as stated in "(3) Outline of the directors and officers liability insurance contract" on page 33 of the Business Report (Japanese version only). The insurance contract will be renewed in June 2025. If the candidates are reappointed or appointed as Director, each of them will be insured under the insurance contract.
 - 3. The skills matrix above does not indicate all expertise and experience of the candidates, but shows areas particularly expected of them.

Reelection candidate for reelected Director New election candidate for newly elected Director

Outside candidate for Outside Director Independent candidate for Independent Director

No.	Name (Date of birth)	Past experience	ce, positions, responsibilities and significant concurrent position	Number of shares of the Company held
		March 1985 April 2007 March 2008	Joined the Company General Manager of Tokyo Sales Group, Advanced Polymer Products Department, Industrial Products Division of the Company General Manager of East Japan Sales Group 3, Industrial Products Department, Industrial Products Division of the Company	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
	63	April 2009 March 2010	General Manager of International Marketing and Sales Group, Industrial Products Department, Industrial Products Division of the Company General Manager of International Marketing and Sales Group,	
		April 2011	Industrial Products Division of the Company Executive Manager of Sales Group, Industrial Products Division, and General Manager of International Marketing and Sales Group, Industrial Products Division of the Company	42,472
1	Katsumi Kametsu (July 28, 1962)	April 2013	Deputy Division Director of Industrial Products Division, and General Manager of International Marketing and Sales Group of the Company	
	Reelection	June 2013 March 2014 April 2016	Executive Officer of the Company President of INOCRETE CO., LTD. Division Director of Energy and Industrial Plants Division of the Company	
		June 2016 June 2019 April 2022 June 2022	Director & Executive Officer of the Company Director & Managing Executive Officer of the Company In charge of Corporate Strategic Planning of the Company President and Chief Executive Officer of the Company (current position)	

Mr. Katsumi Kametsu has primarily engaged in business fields including the industrial products and advanced products, and served as President of one of the Company's subsidiaries. Having been involved in business operations as Head of Energy and Industrial Plants Division, he has acquired high-level insight into management and overall business operations. The Company has judged that by utilizing his extensive knowledge and wealth of experience in the Company's management, he will contribute to the continuous improvement of the Company's corporate value, and requests his continued election as Director.

No.	Name (Date of birth)	Past experience	e, positions, responsibilities and significant concurrent position	Number of shares of the Company held
2	Tsukasa Yamamoto (September 23, 1961) Reelection	March 1986 July 2011 January 2014 January 2014 April 2017 April 2018 June 2018 June 2020 June 2021 June 2022 June 2022 October 2023	Joined the Company President of Nippon Rockwool Corporation Executive Manager of Building Materials Division (in charge of Sales and Production) and General Manager of Renovation Measures Department of the Company President of NICHIAS Cemcrete Corporation General Manager of Corporate Strategic Planning Department of the Company Deputy Division Director of Corporate Administration Division and General Manager of General Affairs Department of the Company Executive Officer of the Company Division Director of Corporate Administration Division of the Company Director & Executive Officer of the Company Representative Director & Senior Managing Executive Officer of the Company (current position) In charge of Internal Control, Compliance, CSR and Accounting of the Company (current position)	19,460

Mr. Tsukasa Yamamoto has primarily engaged in the building materials business, and has served as President of the Company's subsidiaries and General Manager of Corporate Strategic Planning Department of the Company. Having also been involved in overall administration in the capacity as Division Director of Corporate Administration Division, he has acquired high-level insight into management and overall business operations. The Company has judged that by utilizing his extensive knowledge and wealth of experience in the Company's management, he will contribute to the continuous improvement of the Company's corporate value, and requests his continued election as Director.

No.	Name (Date of birth)	Past experienc	e, positions, responsibilities and significant concurrent position	Number of shares of the Company held
3	Satoshi Tanabe (May 23, 1960) Reelection	April 1989 April 2006 April 2007 August 2009 April 2012 April 2013 April 2013 April 2014 June 2019 June 2021 October 2023 April 2024 June 2024 April 2025	Joined the Company General Manager of Advanced Polymer Products Manufacturing Department, Tsurumi Factory of the Company Factory General Manager of Tsurumi Factory of the Company General Manager of Corporate Strategic Planning Department of the Company Executive Manager of Technology Production, Advanced Products Division and General Manager of Polymer Technology Development Department of the Company Deputy Division Director of Advanced Products Division of the Company Executive Officer of the Company Division Director of Technical Division of the Company Director & Executive Officer of the Company Director & Managing Executive Officer of the Company In charge of Production Department, Safety & Health, Environment & Quality Assurance of the Company Director & Senior Managing Executive Officer of the Company (current position) In charge of Production Department, Safety & Health, Environment & Quality Assurance of the Company (current position)	

Mr. Satoshi Tanabe has primarily engaged in technology field. Having experienced as Factory General Manager of Tsurumi Factory, General Manager of Corporate Strategic Planning Department and Deputy Division Director of Advanced Products Division, he has acquired high-level insight into management and overall business operations. The Company has judged that by utilizing his extensive knowledge and wealth of experience in the Company's management, he will contribute to the continuous improvement of the Company's corporate value, and requests his continued election as Director.

No.	Name (Date of birth)	Past experience	e, positions, responsibilities and significant concurrent position	Number of shares of the Company held
4	Kiyoshi Sato (September 3, 1962) Reelection	June 2003 April 2008 August 2014 June 2016 June 2016 April 2018 June 2021 October 2023	Joined the Company General Manager of Research & Development Department, Hamamatsu Research Laboratory of the Company Director of Hamamatsu Research Laboratory, Research & Development Division of the Company Executive Officer of the Company Deputy Division Director of Research & Development Division and Director of Hamamatsu Research Laboratory of the Company Division Director of Research & Development Division of the Company Director & Executive Officer of the Company In charge of Research & Development & Digitalization Promotion of the Company (current position)	12,982
		April 2024 June 2024	Director & Senior Executive Officer of the Company Director & Managing Executive Officer of the Company (current position)	

Mr. Kiyoshi Sato has primarily engaged in research and development. Having been involved in organizational management of research and development as Director of Hamamatsu Research Laboratory and Division Director of Research & Development Division, he has acquired high-level insight into broad aspects of research and development. The Company has judged that by utilizing his extensive knowledge and wealth of experience in the Company's management, he will contribute to the continuous improvement of the Company's corporate value, and requests his continued election as Director.

September 1988 October 2009 General Manager of East Japan Sales Group, Advanced Products Department, Industrial Products Division of the Company March 2010 General Manager of East Japan Sales Group, Advanced Products Division of the Company April 2014 Executive Manager of East Japan Sales Group of the Company Executive Manager of East Japan Sales Group of the Company Executive Manager of Sales Group, Advanced Products Division of the Company June 2017 Deputy Division Director of Advanced Products Division of the Company April 2021 Deputy Division Director of Advanced Products Division and General Manager of Planning and Control Group of the Company June 2021 Division Director of Advanced Products Division of the Company Company June 2021 Division Director of Advanced Products Division of the Company (current position) June 2022 October 2023 In charge of Sales Department of the Company (current position) Director & Senior Executive Officer of the Company (current position) Director & Senior Executive Officer of the Company (current position)	No.	Name (Date of birth)	Past experience,	, positions, responsibilities and significant concurrent position	Number of shares of the Company held
		Yukinori Ryuko (January 28, 1965)	September 1988 October 2009 March 2010 April 2014 April 2016 June 2017 June 2017 June 2021 June 2021 June 2022 October 2023	Joined the Company General Manager of East Japan Sales Group, Advanced Products Department, Industrial Products Division of the Company General Manager of East Japan Sales Group, Advanced Products Division of the Company Executive Manager of Advanced Products Division and General Manager of East Japan Sales Group of the Company Executive Manager of Sales Group, Advanced Products Division of the Company Executive Officer of the Company Deputy Division Director of Advanced Products Division of the Company Deputy Division Director of Advanced Products Division and General Manager of Planning and Control Group of the Company Division Director of Advanced Products Division of the Company Division Director of Advanced Products Division of the Company (current position) Director & Executive Officer of the Company In charge of Sales Department of the Company (current position)	Company held

Mr. Yukinori Ryuko has primarily engaged in the advanced products business. Having been involved in organizational management of the Advanced Products Division as Division Director of Advanced Products Division, he has acquired high-level insight into management and overall business operations. The Company has judged that by utilizing his extensive knowledge and wealth of experience in the Company's management, he will contribute to the continuous improvement of the Company's corporate value, and requests his continued election as Director.

No.	Name (Date of birth)	Past experience	Past experience, positions, responsibilities and significant concurrent position		
6	Yoko Wachi (April 29, 1960) Reelection Outside Independent	April 1989 April 1989 June 2015 March 2016 June 2019 June 2023 March 2025	Registered as lawyer (current position) Joined Kajitani Law Offices (current position) Outside Audit & Supervisory Board Member of the Company Outside Audit & Supervisory Board Member of Otsuka Holdings Co., Ltd. Outside Director of the Company (current position) Outside Director of S.T. CORPORATION (current position) Outside Audit & Supervisory Board Member of Kyowa Kirin Co., Ltd. (current position)	0	

[Reason for nomination as candidate for Outside Director and outline of expected roles]

Ms. Yoko Wachi has an extensive insight and broad knowledge as well as abundant experience as a lawyer. The Company requests her continued election as Outside Director with the expectation of supervision on the overall management and valuable advice.

Although she has no direct experience in corporate management, she has broad knowledge and experiences in corporate legal affairs as well as broad insight into corporate management. Therefore, the Company believes that she will execute her duties as Outside Director appropriately.

(Notes) Ms. Yoko Wachi is a candidate for Outside Director. Matters concerning the candidate for Outside Director are as follows:

- (1) The Company has designated her as an independent director pursuant to the rules stipulated by the Tokyo Stock Exchange and has reported to the Exchange. Subject to the approval of her reappointment, she will be continuously designated as an independent director.
- (2) She is currently serving as Outside Director of the Company and will have served for a period of six years as of the conclusion of this General Meeting of Shareholders. She also used to serve as Outside Audit & Supervisory Board Member of the Company.
- (3) The Company has concluded a liability limitation agreement with her pursuant to the provisions in its Articles of Incorporation. The outline of the agreement is as stated in "(2) Outline of liability limitation agreement" on page 32 of the Business Report (Japanese version only). Subject to the approval of her reappointment, the Company plans to continue such liability limitation agreement with her.
- (4) S.T. CORPORATION, where she serves as an outside director, received a measure order from the Consumer Affairs Agency on April 25, 2024 based on the provisions of Article 7, Paragraph 1 of Act against Unjustifiable Premiums and Misleading Representations. Although she was not aware of the fact of this violation until it was discovered, she has been regularly reviewing the establishment and operation of the internal control system at the Board of Directors meetings and other meetings, and has been alerting the Board of Directors to the importance of compliance with laws and regulations. After confirming the fact of this violation, she has fulfilled her responsibilities by making recommendations on efforts to ensure legal compliance and prevent recurrence.

No.	Name (Date of birth)	Past experien	ce, positions, responsibilities and significant concurrent position	Number of shares of the Company held
		April 1979	Joined Hitachi, Ltd.	
		April 2000	General Manager, Public Sales 2nd Department, Public Sales Division, Hitachi, Ltd.	
		April 2002	General Manager, Heavy Industries Plant Department, Plant Sales Division, Electric System Sales Headquarters, Hitachi,	
			Ltd.	
		April 2008	General Manager, New Business Development Division, Hitachi, Ltd.	
		April 2011	General Manager, Social Infrastructure & Industrial Systems Sales Division, Hitachi, Ltd.	
		April 2012	General Manager, Sales Division Infra System Group Infra System, Hitachi, Ltd.	
	Yasushi Manabe	April 2013	Executive Officer, General Manager Kansai Area Operation, Hitachi, Ltd.	0
7	(December 15, 1956)	June 2013	Outside Audit & Supervisory Board Member, ShinMaywa Industries, Ltd.	
	Reelection Outside	April 2016	Executive General Manager, Deputy Director General Corporate Sales & Marketing Group, CMO of Industry & Distribution, Water & Urban Business Unit, Hitachi, Ltd.	
	Independent	April 2017	Vice President and Executive Officer, Deputy Director General Corporate Sales & Marketing Group, CMO of Industry & Distribution Business, Water & Urban Business,	
			Hitachi, Ltd.	
		April 2021	Executive Advisor, Yashima Denki Co., Ltd.	
		June 2021	Outside Director, MGC (current position)	
		June 2024	Outside Director of the Company (current position)	

[Reason for nomination as candidate for Outside Director and outline of expected roles]

Mr. Yasushi Manabe has a wealth of experience and broad knowledge in overall management as a cooperate manager with global operations. The Company requests his continued election as Outside Director with the expectation of supervision on the overall management and valuable advice.

(Notes) Mr. Yasushi Manabe is a candidate for Outside Director. Matters concerning the candidate for Outside Director are as follows:

- (1) The Company has designated him as an independent auditor pursuant to the rules stipulated by the Tokyo Stock Exchange and has reported to the Exchange. Subject to the approval of his reappointment, he will be continuously designated as an independent auditor.
- (2) He is currently serving as Outside Director of the Company and will have served for a period of one year as of the conclusion of this General Meeting of Shareholders.
- (3) The Company has concluded a liability limitation agreement with him pursuant to the provisions in its Articles of Incorporation. The outline of the agreement is as stated in "(2) Outline of liability limitation agreement" on page 32 of the Business Report (Japanese version only). Subject to the approval of his reappointment, the Company plans to continue such liability limitation agreement with him.

No.	Name (Date of birth)	Past experience.	, positions, responsibilities and significant concurrent position	Number of shares of the Company held
8	Reiko Iwasaki (October 25, 1965) New election Outside Independent	April 1989 April 2002 January 2014 April 2022 June 2023 May 2024 August 2024 June 2025	Joined Toppan Printing CO., LTD. (currently TOPPAN Holdings Inc.) Managing Director of Toppan Mind Wellness Co., Ltd. (currently TOPPAN Inc.) Representative Director of Toppan Mind Wellness Co., Ltd. Started human resources development consulting business as a sole proprietor Outside Director of Advanex Inc. Outside Director (Audit & Supervisory Board Member) of ARCLANDS CORPORATION (current position) Established For SDGs Inc. Representative Director of For SDGs Inc. (current position) Outside Director (Audit & Supervisory Board Member) of NISHIKAWA RUBBER CO., LTD. (to be appointed)	0

[Reason for nomination as candidate for Outside Director and outline of expected roles]

Ms. Reiko Iwasaki has a wealth of experience and broad knowledge in overall management as a cooperate manager who specializes in human resources and diversity and provides consultation services for organizational revitalization and next-generation leader development. The Company requests her election as Outside Director with the expectation of supervision on the overall management and valuable advice.

(Notes) Ms. Reiko Iwasaki is a candidate for Outside Director. Matters concerning the candidate for Outside Director are as follows:

- (1) Subject to the approval of her appointment, she will be designated as an independent auditor pursuant to the rules stipulated by the Tokyo Stock Exchange.
- (2) Subject to the approval of her appointment, the Company plans to conclude a liability limitation agreement with her pursuant to the provisions in its Articles of Incorporation. The outline of the agreement is as stated in "(2) Outline of liability limitation agreement" on page 32 of the Business Report (Japanese version only).

(Reference) Independence Standards for Independent Outside Officers

The Company deems that an Outside Officer who does not fall under any of the items below is an Independent Outside Officer.

- 1. A person who is currently or was in the past an Executive Director, Executive Officer or Employee of the Group (Note 1)
- 2. Currently or in the five years prior to their appointment, a person who falls under any of the items below:
 - (1) A person for which the Group is a major client (Note 2), or an Executive Director, Executive Officer or Employee of such a client
 - (2) A major client which places orders with the Group (Note 3), or an Executive Director, Executive Officer or Employee of such a client
 - (3) A major shareholder of the Company (Note 4), or an Executive Director, Executive Officer or Employee of such a shareholder
 - (4) An Executive Director, Executive Officer or Employee of a company in which the Group is a major shareholder (Note 5)
 - (5) A legal professional, certified public accountant, licensed tax accountant, or consultant, etc. who receives monetary or other property benefits over a certain amount (Note 6) from the Group, other than executive compensation (if the recipient is a corporation, partnership or any other organization, this item applies to any person belonging to the said organization.)
 - (6) A person who receives donations or assistance over a certain amount (Note 7) from the Group, or a council member or another executive of such a person
 - (7) A spouse or relative within the second degree of kinship of an Executive Director, Executive Officer or senior manager of the Group with a position higher than General Manager.
- 3. A person who is subject to circumstances reasonably deemed unable to fulfill their duties as an Independent Outside Officer.
- (Notes) 1. "The Group" refers to "the Company and its consolidated subsidiaries."
 - 2. "A person for which the Group is a major client" refers to "a person who receives from the Company the payment of 2% or more of their consolidated annual sales."
 - 3. "A major client which places orders with the Group" refers to "a person who pays the Group 2% or more of its consolidated annual sales" or "a person who lends the Group 2% or more of its consolidated total assets at the end of the fiscal year."
 - 4. "A major shareholder of the Company" refers to "a person who holds directly or indirectly 10% or more of its total voting rights."
 - 5. "A company in which the Group is a major shareholder" refers to "a person of which the Group directly or indirectly holds 10% or more of total voting rights."
 - 6. "Monetary or other property benefits over a certain amount" refers to "¥10 million or more in a fiscal year" in cases where the recipient is an individual. In cases where the recipient is an organization, it refers to "¥100 million or more, or 2% or more of consolidated annual sales of the said organization, whichever is larger."
 - 7. "Donations or assistance over a certain amount" refers to "¥10 million or more per year."