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Securities code: 7744
(Date of dispatch) March 6, 2026
(Commencement date of measures for electronic provision) February 26, 2026

To Shareholders with Voting Rights:

Ryukichi Iwakiri
Representative Director and CEO
Noritsu Koki Co., Ltd.
1-10-10 Azabu-juban, Minato-ku,
Tokyo, Japan

**NOTICE OF
THE 71ST ANNUAL GENERAL MEETING OF SHAREHOLDERS**

We hereby inform you that the 71st Annual General Meeting of Shareholders (the “Meeting”) of Noritsu Koki Co., Ltd. (the “Company,” together with its subsidiaries, the “Group”) will be held as described below.

In convening this Meeting, the Company has taken measures for the electronic provision of the information contained in the Reference Documents for the General Meeting of Shareholders, etc. (matters subject to electronic provision), and this information is posted on the Company’s website. Please access the website below to check this information.

The Company’s website: https://www.noritsu.co.jp/ir_en/

(Please access the website above and in the menu select (1) Notice of the Annual General Meeting of Shareholders and (2) Matters subject to electronic provision for the convocation of the Annual General Meeting of Shareholders to check this information.)

Matters subject to electronic provision are also posted on the website of Tokyo Stock Exchange (TSE), in addition to the Company’s website. Please access the website below to check this information.

Tokyo Stock Exchange website (Search for a listed company)
<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

(Please access the TSE website shown above, enter “Noritsu Koki” in the issue name (company name) field, or the Company’s securities code, 7744, in the code field, and search. Select “Basic information” and then “Documents for public inspection/PR information” in that order and see the “Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting” field under “Filed information available for public inspection.”)

You can exercise your voting rights via the Internet, etc. or in writing (by post) if you will not physically attend the Meeting. Please review the Reference Documents for the General Meeting of Shareholders below and exercise your voting rights by 6:00 p.m. Japan Standard Time, Wednesday, March 25, 2026.

Exercise of voting rights via the Internet, etc.

Please access the designated voting rights exercise website (<https://www.web54.net>, in Japanese), use the voting rights exercise code and password printed on the voting rights exercise form sent together with this convocation notice and enter your approval or disapproval of the proposals following the instructions provided on the website by the aforementioned voting deadline.

Please read the Guidance on the Exercise of Voting Rights via the Internet, etc. in the Japanese notice for more information about online voting.

Exercise of voting rights in writing

Please indicate your approval or disapproval of the proposals on the voting rights exercise form and mail it so that it is received by the aforementioned voting deadline.

1. Date and Time: Thursday, March 26, 2026 at 10:00 a.m. Japan Standard Time (reception starts at 9:30 a.m.)

2. Place: 5F, Sapia Tower, Station Conference Tokyo
1-7-12 Marunouchi, Chiyoda-ku, Tokyo, Japan

3. Meeting Agenda

- Matters to be reported:**
1. The business report and consolidated financial statements for the Company's 71st fiscal year (January 1, 2025–December 31, 2025) and results of audits of the consolidated financial statements by the accounting auditor and the Audit and Supervisory Committee
 2. Non-consolidated financial statements for the Company's 71st fiscal year (January 1, 2025–December 31, 2025)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Election of Three (3) Directors (Who Are Not Audit and Supervisory Committee Members)
Proposal 3: Revision of Amount of Remuneration for Directors (Excluding Audit and Supervisory Committee Members)

4. Predetermined Matters Concerning the Convocation of the Meeting (Guidance on the Exercise of Voting Rights)

- (1) When you exercise your voting rights in writing (by post), if you do not indicate your vote of approval or disapproval for any proposal on the voting rights exercise form, you will be deemed to have approved that proposal.
- (2) When voting rights are exercised more than once via the Internet, etc., the vote that arrives last will be deemed valid.
- (3) When voting rights are exercised both via the Internet, etc. and in writing (by post), the vote via the Internet, etc. will be deemed valid, regardless of the date and time of arrival.
- (4) When you exercise voting rights by proxy, you may appoint one shareholder with voting rights to act as your proxy at the Meeting. In this case, the proxy shall submit to the Company a document evidencing the proxy's power of representation.
- (5) If you wish to make a diverse exercise of your voting rights, please notify the Company in writing or by electronic method of your intention of making a diverse exercise of your voting rights and the reasons for doing so by three (3) days prior to the Meeting.

- ⊙ If you choose to physically attend the Meeting, please hand in the voting rights exercise form at reception.
- ⊙ If any changes are made to the matters subject to electronic provision, we will notify you to that effect, alongside the items before and after the revision, on the Company's website and the TSE website as shown above.
- ⊙ The Company sends a paper copy of the documents that contain the matters subject to electronic provision to shareholders who have requested it. However, the paper copy shall not contain the following matters based on the provisions of laws, regulations and the Company's Articles of Incorporation.

- (1) System for Ensuring Appropriate Operations and the Status of its Operations of the business report
- (2) Consolidated statements of changes in equity and notes to the consolidated financial statements
- (3) Non-consolidated statements of changes in equity and notes to the non-consolidated financial statements

Item (1) above is included in the business report audited by the Audit and Supervisory Committee in the preparation of its audit report, while (2) and (3) above are included in the consolidated and non-consolidated financial statements audited by the accounting auditor and the Audit and Supervisory Committee in the preparation of their audit reports.

- ⊙ No souvenirs will be given to attendees of the Meeting. We appreciate your understanding.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

The Company's basic policy on dividends is to determine specific payments after comprehensively considering business performance for the fiscal year under review and future funding needs to maintain the stable and continuous payment of dividends.

The Company targets a total payout ratio of 50% or more in Medium-Term Management Plan FY30. We would like to express our gratitude to our shareholders for their constant support and look forward to their continued support. Accordingly, the Company proposes to pay the following year-end dividend for the 71st fiscal year as scheduled. As a result, the annual dividend, including the interim dividend of 36.67 yen will be 73.67 yen per share.

(1) Type of dividend property

Cash

(2) Allotment of dividend property to shareholders and total amount

37 yen per share of the Company's common stock totaling 3,973,709,461 yen

(3) Effective date of the distribution of surplus

March 27, 2026


(Note) The Company conducted a 3-for-1 stock split of its common stock, effective July 1, 2025. Accordingly, the amount of the interim dividend takes into account this stock split.


Proposal 2: Election of Three (3) Directors (Who Are Not Audit and Supervisory Committee Members)


The terms of office of all three (3) Directors (who are not Audit and Supervisory Committee Members, the same applies in this proposal) will expire at the close of this Meeting. Accordingly, the Company proposes the election of three (3) Directors.

The Company's Audit and Supervisory Committee has discussed this proposal with the Representative Director to verify the status of the supervision and execution of business by the Board of Directors, as well as its future direction, the status of the execution of business by the Director candidates, and other aspects before deliberating on the election of Directors. As a result, the Audit and Supervisory Committee concluded that it has no objections to the appointment of the candidates in this proposal based on reviews of the composition of the Board of Directors and the expertise, experience, achievements, and other characteristics of the candidates. In selecting the Director candidates, the Company has considered the recommendations of its Nomination and Remuneration Committee, which is composed mainly of independent Outside Directors.

The details of the Director candidates are as follows:

| No. | Name (Date of birth, age) | Career summary, positions, responsibilities and significant concurrent positions | Number of shares of the Company held |
|--|---|--|--|
| 1 |  <p data-bbox="181 674 459 1294"> Ryukichi Iwakiri (April 16, 1978, 47 years old) Reappointment Years served as Director 7 years 9 months FY2025 Board meeting attendance 14/14 </p> | <p data-bbox="459 315 1275 1294"> April 2001 Joined F&M CO., LTD. September 2003 Joined DIGITAL HOLDINGS, Inc. March 2011 Director, DIGITAL HOLDINGS, Inc. March 2014 Director, Data Artist Inc. June 2014 CEO, OPT SEA Pte., Ltd. June 2018 President, Representative Director and CEO (currently Representative Director and CEO), the Company (current position) June 2018 Director, NS PARTNERS CO., LTD. June 2018 Director, GeneTech Inc. June 2018 Director, FEED Corporation June 2018 Director, NK Medico co., LTD. (currently PreMedica Inc.) June 2018 Director, HALMEK Holdings Co., Ltd. June 2018 Director, Japan Regenerative Medicine Co., LTD July 2018 Director, Teibow Co., Ltd. July 2018 Director, Nihon Kyosai Co., Ltd. July 2018 Director, Health Age SAST Insurance November 2018 Director, K.K. Dental Holding April 2020 Director, AlphaTheta Corporation (current position) May 2021 Director, PEAG, LLC dba JLab Audio (currently PEAG, LLC dba JLab) (current position) November 2021 Director, JLab Japan Co., Ltd. (current position) April 2025 Director, Teibow Holdings Co., Ltd. (current position) February 2026 Director, SENQCIA CORPORATION (current position) </p> | 1,877,469 |
| <p data-bbox="181 1294 1474 1756"> Reason for nomination to be a Director Ryukichi Iwakiri has been steering the management of the entire Group since becoming the Company's Representative Director and CEO, drawing on his insight gained through his serving in numerous posts including as a director of operating companies in Japan and abroad. Following the vision of becoming a corporate group that continues to produce "No. 1/Only 1" businesses as stated in the Medium-Term Management Plan, he has been promoting the Company's transformation into a business entity that is resilient to risk with high growth potential and driving its growth to fulfill the responsibilities of the Board of Directors and increasing its effectiveness, despite the increased uncertainty of the business environment caused by changes in the external environment. In light of these achievements and his leadership, the Company has determined that he is adequately capable of playing a role in the realization of the sustainable improvement of the Group's corporate value, and the Company has again selected him to be a Director candidate. </p> | | | |

| No. | Name (Date of birth, age) | Career summary, positions, responsibilities and significant concurrent positions | Number of shares of the Company held |
|--|---|---|--|
| 2 |  <p>Ryosuke Yokobari (March 3, 1990, 36 years old)</p> <p>Reappointment</p> <p>Years served as Director 5 years</p> <p>FY2025 Board meeting attendance 14/14</p> | <p>November 2010 Passed the CPA Examination</p> <p>April 2012 Joined ES NETWORKS CO., LTD.</p> <p>December 2016 Registered as a CPA</p> <p>January 2020 Executive Officer, the Company</p> <p>March 2020 Director, NK Medico co., LTD. (currently PreMedica Inc.)</p> <p>April 2020 Executive Officer and CFO, the Company</p> <p>April 2020 Director, AlphaTheta Corporation (current position)</p> <p>June 2020 Director, GeneTech Inc.</p> <p>June 2020 Director, Teibow Co., Ltd.</p> <p>March 2021 Director and CFO, the Company (current position)</p> <p>May 2021 Director, PEAG, LLC dba JLab Audio (currently PEAG, LLC dba JLab) (current position)</p> <p>November 2021 Director, JLab Japan Co., Ltd.</p> <p>April 2023 Representative Director (current position)</p> <p>April 2025 Director, Teibow Holdings Co., Ltd. (current position)</p> <p>February 2026 Director, SENQCIA CORPORATION (current position)</p> | 110,655 |
| <p>Reason for nomination to be a Director</p> <p>Since joining the Company, Ryosuke Yokobari has leveraged his experience and insight into finance and accounting and contributed to the management of the Group.</p> <p>After assuming his post as the Company's Director and CFO, he has engaged in overall management and has played a significant role in the development and promotion of financial strategies, mergers, acquisitions, risk management and other activities, supporting the growth of the businesses of the Group companies.</p> <p>In light of these achievements, the Company has determined that he is adequately capable of playing a role in the realization of the sustainable improvement of the Group's corporate value, and the Company has again selected him to be a Director candidate.</p> | | | |

| No. | Name (Date of birth, age) | Career summary, positions, responsibilities and significant concurrent positions | Number of shares of the Company held |
|--|---|---|--|
| 3 |  <p data-bbox="181 645 459 840">Kazue Murase (December 9, 1972, 53 years old)</p> <p data-bbox="181 840 459 981">Reappointment Outside Director Independent Director</p> <p data-bbox="181 981 459 1108">Years served as Outside Director 2 years</p> <p data-bbox="181 1108 459 1216">FY2025 Board meeting attendance 14/14</p> | <p data-bbox="459 271 1275 338">April 1995 Joined Angel Co., Ltd. (subsidiary of BANDAI CO., LTD.)</p> <p data-bbox="459 338 1275 405">April 1997 Seconded to BANDAI Engineering Center Co., Ltd.</p> <p data-bbox="459 405 1275 439">April 2016 Executive Officer, BANDAI CO., LTD.</p> <p data-bbox="459 439 1275 506">June 2022 Representative Director, FUNDARD Co., Ltd. (current position)</p> <p data-bbox="459 506 1275 539">March 2024 Outside Director, the Company (current position)</p> <p data-bbox="459 539 1275 618">Significant concurrent positions • Representative Director, FUNDARD Co., Ltd.</p> | 900 |
| <p data-bbox="181 1216 1474 1261">Reason for nomination to be an Outside Director and overview of expected roles</p> <p data-bbox="181 1261 1474 1373">Kazue Murase has had a strong track record established over many years in product planning and development, manufacturing management, and marketing at companies with abundant experience and extensive insight related to manufacturing.</p> <p data-bbox="181 1373 1474 1603">Following the vision of becoming a corporate group that continues to produce “No. 1/Only 1” businesses, the Company has promoted the business centered on manufacturing. The Company has determined that she is capable of supervising its management from an objective viewpoint independent of the management team that executes operations, drawing on her experience and insight related to manufacturing, which will lead to the improvement of the Group’s corporate value and the strengthening of its supervisory functions. Therefore, the Company has again selected her to be an Outside Director candidate.</p> | | | |

- Notes: 1. There are no special interests between any of the candidates and the Company.
2. Kazue Murase is a candidate for Outside Director.
 3. The Company has registered Kazue Murase as Independent Director with the Tokyo Stock Exchange as stipulated by the exchange. If this proposal is approved, the Company will again register her as Independent Director with the exchange.
 4. The Company has concluded a liability limitation agreement with Kazue Murase to limit her liability for damages as specified in Article 423, Paragraph 1 of the Companies Act to the higher of 1 million yen or the amount provided by laws and regulations based on the provisions of Article 427, Paragraph 1 of the Companies Act and the Company's Articles of Incorporation. If this proposal is approved, the Company will extend this agreement with her.
 5. The Company has in place a directors and officers liability insurance contract with an insurance company to cover liability for damages incurred by the insured directors and officers in the execution of their duties or claims arising from the pursuit of responsibility for such damages. If each candidate's appointment is approved, that candidate will be insured by the contract. The Company intends to renew the contract upon its expiration.
 6. Kazue Murase is an incumbent Outside Director of the Company and will have served in this position for two (2) years at the close of this Meeting.

Proposal 3: Revision of Amount of Remuneration for Directors (Excluding Audit and Supervisory Committee Members)

The amount of remuneration for the Company's Directors (excluding Audit and Supervisory Committee Members, the same applies in this proposal) of the Company approved at the 69th Annual General Meeting of Shareholders held on March 21, 2024 was up to 300 million yen in total (of which, the portion for Outside Directors is up to 100 million yen), and this has remained unchanged to date.

Currently, the Group is promoting the Medium-Term Management Plan FY30, ending in FY2030, and aims to maximize sustainable corporate value through the continued reinforcement of its portfolio management and the growth of existing businesses. As the scale of the Group's businesses expands, continuously securing and retaining outstanding management talent who are capable of spearheading this phase of dramatic growth and achieving lofty objectives will become essential in the building of the Company's future.

Therefore, taking into consideration such factors as the current scale of the Company's business, future trends in the management framework, and the progress of medium- to long-term growth strategies, the Company, in an effort to further fortify the management base, proposes to revise the annual amount of remuneration for the Company's Directors to up to 600 million yen (with up to 100 million yen of this for Outside Directors). In addition, as in the past, the amount of remuneration for the Company's Directors does not include the salary portion paid to the Company's Directors who concurrently serve as employees.

The Company has judged this proposal to be appropriate because the proposal was determined by the Board of Directors after deliberation by the Nomination and Remuneration Committee, which is composed mainly of independent Outside Directors, upon ensuring the objective validity of the proposal and transparency in consideration of matters such as the scale of business, the officer remuneration system, and the level of payment dictated by this system.

Furthermore, the Company's policy for determining the content of remuneration, etc. for individual Directors of the Company is as described in the business report (available in Japanese only).

At present, there are three (3) Directors (including one (1) Outside Director). If Proposal 2 is approved as originally proposed, there will be three (3) Directors (including one (1) Outside Director).

For Reference

(1) Major Areas of Experience and Expertise (Skill Matrix) of the Company's Directors, if Proposal 2 is Approved

| Name | Current position at the Company | Corporate management (CEO experience) | Finance/accounting | Engineering/technology/DX* | Marketing/global business | Legal/risk management | Sustainability | Main qualifications/research, etc. |
|------------------|--|---------------------------------------|--------------------|----------------------------|---------------------------|-----------------------|----------------|--|
| Ryukichi Iwakiri | Representative Director and CEO | ● | | ● | ● | | ● | |
| Ryosuke Yokobari | Director and CFO | | ● | | | ● | ● | CPA |
| Kazue Murase | Outside Director | | | ● | ● | | | |
| Akihisa Ota | Outside Director, Audit and Supervisory Committee Member | | ● | | | | | CPA Tax accountant |
| Tsuyoshi Takada | Outside Director, Audit and Supervisory Committee Member | | | | | ● | | Attorney-at-law Research/presentations on nomination and remuneration |
| Shizu Machino | Outside Director, Audit and Supervisory Committee Member | | | | | ● | ● | Attorney-at-law Research/presentations on intellectual property and environmental law |

*Digital transformation

The above table does not detail all of the knowledge and experience possessed by each person.

(2) Reasons for the Selection of Areas of Experience and Expertise (Skill Matrix) Required for the Company's Directors

| Experience and Expertise | Reason for Selection |
|--|---|
| Corporate management (CEO experience) | To enhance the sustainable corporate value of the Group as a whole in an ever-changing business environment. We prioritize the selection and concentration of management resources and the optimization of the business portfolio, prompt decision-making, and the execution and oversight of management through strong leadership. |
| Finance/accounting | To build a sound financial foundation, optimize capital efficiency, and ensure sophisticated insights underpin growth investments. We aim to earn investors' trust by appropriately disclosing information and engaging in dialogue with the capital markets. |
| Engineering/technology/ DX* | To maintain the Group's technological development capabilities, the source of our competitive edge in manufacturing, as we are a manufacturing-centered Group, and to promote the digital transformation (DX) of existing businesses. We require the expertise of people who are able to lead the implementation of R&D strategies and the transformation of production processes. |
| Marketing/global business | To accelerate the globalization of our businesses and to maximize brand value. Experience in this area is indispensable in the formulation of strategies that leverage the characteristics of the markets in individual countries and the maintenance and expansion of international competitiveness. |
| Legal/risk management | To manage the various legal risks that accompany globalization and to reinforce compliance and the governance system. We expect the Group to have oversight and advisory functions to ensure sound management and protect our corporate value from unforeseen risks. |
| Sustainability | To incorporate medium- to long-term social issues into management from environmental, social, and governance (ESG) perspectives and to achieve sustainable growth. We fulfill our social responsibilities by maximizing human capital by facilitating the development and active participation of diverse talent, and we will enhance corporate value by improving and expanding the non-financial information we disclose. |

*Digital transformation

(3) Matters Concerning Cross-Shareholdings

1. Basic policy on cross-shareholdings

The Group's cross-shareholdings are limited to companies that align with the Group's management policy and contribute to the increase of the corporate value of both the Company and the company whose shares are held. Each holding is carefully reviewed by the Board of Directors annually. When exercising voting rights, the Group considers the business conditions of the company whose shares are held, its corporate governance framework, and its business relationship with the Company, and as a general rule, exercises its voting rights on all agenda items. In particular, the Group will stand firm, vote against resolutions, and take other measures when resolutions are deemed to be severely damaging to shareholder value, involve unreasonable organizational restructuring plans, or pose serious corporate governance concerns.

2. Status of disposal of cross-shareholdings of the Company

In the fiscal year ended December 31, 2025, shares of JMDC Inc. ("JMDC"), Kidswell Bio Corporation ("Kidswell Bio"), and NANO MRNA Co., Ltd. ("NANO MRNA") were classified as investment shares held for purposes other than pure investment (specific investment shares), and the amounts of these shares recorded in the balance sheet were 11,860 million yen of JMDC, 1,922 million yen of Kidswell Bio, and 106 million yen of NANO MRNA.

In terms of JMDC, the Company's holding of investment shares increased during the fiscal year ended December 31, 2022 due to a partial transfer of shares of a subsidiary as a result of the restructuring of the business portfolio. Subsequently, in the fiscal year ended December 31, 2023, half of the shares were sold, and in the fiscal year ended December 31, 2025, 1,307,100 shares of the shares were sold.

Regarding Kidswell Bio, in the fiscal year ended December 31, 2025, shares were reclassified from shares of subsidiaries and associates to investment securities due to a decrease in the Company's shareholding ratio (dilution) as a result of a capital increase.

Regarding NANO MRNA, the shares had originally been held to facilitate smooth business relationships between a subsidiary, which had been acquired through an absorption-type merger, and NANO MRNA. However, the rationale for holding these shares diminished due to the restructuring of the business portfolio, and a portion of the shares was sold in the previous fiscal year.

Going forward, the Company intends to dispose of the above shares in phases, in consideration of market conditions and other factors, but a specific disposal timeline has not yet been decided.

3. Status of cross-shareholdings of the Company

| | 68th Fiscal Year (Fiscal year ended December 31, 2022) | 69th Fiscal Year (Fiscal year ended December 31, 2023) | 70th Fiscal Year (Fiscal year ended December 31, 2024) | 71st Fiscal Year (Fiscal year ended December 31, 2025) |
|---|--|--|--|--|
| Amount recorded in the balance sheet (Millions of yen) | 33,916 | 18,713 | 17,237 | 14,700 |
| Number of holdings (Number including unlisted shares in parentheses) | 2 (10) | 2 (10) | 2 (10) | 3 (12) |

