Note: Please note that the following is an English translation of the original Japanese version, prepared only for the convenience of non-Japanese speaking shareholders. In the case of any discrepancy between the translation and the Japanese original, the latter shall prevail.

To all Shareholders

Securities Code: 1964

May 29, 2026

Commencement date of electronic provision measures: May 22, 2026

3-6-1 Hiranomachi, Chuo-ku, Osaka

Chugai Ro Co., Ltd.

Mamoru Sakata, President, Representative Director, and CEO

Notice of the 84th Annual Meeting of Shareholders

Dear Shareholders,

The Company would hereby like to request shareholders to attend the Company's 84th Annual Meeting of Shareholders as described below.

In convening this Annual Meeting of Shareholders, electronic provision measures have been taken, and the information contained in the Reference Document for the Annual Meeting of Shareholders, etc. (electronic provision matters) can be found online on the Company's website.

<Our Website>

https://chugai.co.jp/ir_soukai/

In addition to the above, the information is also available on the following website.

<Tokyo Stock Exchange Website (TSE-listed company information service)>

https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show

Access the above website, enter and search for either our Company name (Chugai Ro Co., Ltd.) or securities code (1964), and then select "Basic information" followed by "Public documents/PR information."

If you do not attend, you may exercise your voting rights in writing or via the internet, etc. We kindly request you to read the Reference Document for the Annual Meeting of Shareholders described below, and after referring to the "Guidance Notes on the Exercise of Voting Rights" on page 4 onward, complete exercising your voting rights by no later than 5:00 p.m., Wednesday, June 17, 2026.

Sincerely yours,

1. **Date:** 10:00 a.m., Thursday, June 18, 2026

2. **Venue:** 2-4 Chikko-Shinmachi, Nishi-ku, Sakai, Osaka, Japan
Chugai Ro Sakai Works "Thermal Technology Creative Center Co-creation Space"
*Please refrain from coming by car, as a free shuttle bus will be provided to the venue. (Please refer to the "Map of the Venue for the Annual Meeting of Shareholders" at the end of this document.)
*Please note that if the venue reaches capacity, we will guide attendants to a second venue, etc.

3. **Purposes:**

Items to be reported:

(1) 84th business period (April 1, 2025 to March 31, 2026)
The business report, the consolidated financial statements and the results of consolidated financial statement audits by the Accounting Auditor and the Board of Corporate Auditors

(2) 84th business period (April 1, 2025 to March 31, 2026)
The non-consolidated financial statements

Items to be resolved:

Item No. 1: Appropriation of Retained Earnings

Item No. 2: Election of Seven (7) Directors

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1. If any amendments are made to the electronic provision matters, said amendments will be posted on each website.
2. For this Annual Meeting of Shareholders, regardless of whether or not a written request has been made, a document describing the electronic provision matters has been uniformly sent out to all shareholders. However, of the electronic provision matters, the following matters are not described in this document in accordance with laws and regulations and Article 17 of the Company's Articles of Incorporation. This document will become part of the documents audited by the Corporate Auditors and Accounting Auditors when preparing the Audit Report.
   (1) "5. Summary of the Contents of the Resolution Regarding the Development of Systems, etc., to Ensure the Appropriateness of Business Operations" and "6. Overview of the Operating Status of the System for Ensuring Appropriate Business Operations" of the Business Report
   (2) "Consolidated Statements of Changes in Equity" and "Notes to the Consolidated Financial Statements" of the Consolidated Financial Statements
   (3) "Non-consolidated Statements of Changes in Equity" and "Notes to the Non-consolidated Financial Statements" of the Non-consolidated Financial Statements
3. In case any significant changes occur with regard to the date, time, administration of venue, etc. of this Annual Meeting of Shareholders up to the day of the Annual Meeting of Shareholders, a notice will be posted on the Company's website (https://chugai.co.jp/en/). Please check the information there.
4. If you are attending the Annual Meeting of Shareholders, we kindly ask you to submit the enclosed voting rights exercise form to the receptionist at the venue.
5. Shareholders who will be coming to the venue and need to make arrangements are requested to contact the telephone number for "Inquiries Regarding the Annual Meeting of Shareholders" indicated on the "Map of the Venue for the Annual Meeting of Shareholders" on the reverse side of the Notice of Convocation booklet by Friday, June 5, 2026, to allow for preparations.
6. For this Annual Meeting of Shareholders, administration staff will be dressed in a Cool Biz style without ties.
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Reference Document for the Annual Meeting of Shareholders

Meeting Agenda and Referential Matters

Item No. 1: Appropriation of Retained Earnings

With regard to the appropriation of retained earnings, the Company sets the continuation of a stable dividend as its basic policy while taking business performance into account. By comprehensively considering the earnings status and business environment, etc. of the current fiscal year, the Company proposes to set the year-end dividend for the 84th business period at 166 yen per share as follows:

(1) Type in which dividends are paid
Cash payment

(2) Allocation of dividends and total amount of dividends
166 yen per common share of the Company
Total amount 1,201,373,540 yen

(3) Effective date on which dividends are disbursed from retained earnings
June 19, 2026

(Reference) Dividends based on the shareholder return policy

For our shareholder return policy, we have set a target of "aiming for a dividend payout ratio of 60% or more based on net operating profit after tax (NOPAT)" from FY2024 onward, and will continue to maintain a high dividend payout ratio in the future.
We will continue striving to maintain a total payout ratio of 50% or more through share buybacks as appropriate.

	Net Profit Per Share (yen)	**Dividend (yen)**	Operating Profit (millions of yen)	Net Operating Profit After Tax (NOPAT) (millions of yen)	Total Dividend Amount (millions of yen)	**Dividend Payout Ratio Based on NOPAT**	Net Profit Attributable to Owners of Parent (millions of yen)	Total Dividend Amount (millions of yen)	Purchase of Treasury Shares (millions of yen)	**Total Payout Ratio**
FY2023	293	**80**	1,477	1,024	594	**58%**	2,197	594	508	**50.2%**
FY2024	407	**150**	2,735	1,833	1,101	**60%**	2,998	1,101	400	**50.1%**
FY2025	643	**166**	2,879	1,997	1,201	**60%**	4,668	1,201	1,140	**50.1%**
FY2026 forecast	361	**180**	3,620	—	—	—	2,516	—	—	—

*The dividend payout ratio that we use as an indicator is calculated by excluding "operating profit attributable to non-controlling interests" from NOPAT.

Item No. 2: Election of Seven (7) Directors

The term of office of all six (6) Directors will expire at the conclusion of this Annual Meeting of Shareholders. Therefore, in order to ensure transparency in management and further strengthen corporate governance, we have decided to add one (1) Outside Director, and we request your appointment of a total of seven (7) Directors.

The candidates for Director are as follows.

Candidate No.	Name				Current position and responsibility at the Company and Significant concurrent positions
1	Reappointment	Akira Ozaki	(Male)		Chairman and Representative Director
2	Reappointment	Mamoru Sakata	(Male)		Representative Director President and CEO
3	New Appointment	Ichiro Baba	(Male)		Senior Executive Officer, General Manager of Business Administration Division
4	Reappointment	Yoko Tsujimoto	(Female)	Outside Independent	Director Senior Internal Auditor of Sumitomo Mitsui Trust Bank, Limited
5	Reappointment	Kanji Ishimaru	(Male)	Outside Independent	Director Advisor at Showakai Medical Corporation
6	New Appointment	Yoshihiro Hashimoto	(Male)	Outside Independent	Senior Advisor at PINCH HITTER JAPAN, Inc. Visiting Professor at Kansai University of International Studies
7	New Appointment	Tomoaki Hisaka	(Male)	Outside	President and Representative Director of DACS Inc Outside Auditor at Japan Foundation Engineering Co., Ltd.

Candidate No. 1 **Akira Ozaki** (May 31, 1957) Reappointment

Number of the Company's shares owned
17,200 shares
Attendance of the Board of Directors meetings (%)
100% (12/12)

Brief profile, position and responsibility at the Company (Significant concurrent positions)	
April 1980	Joined the Company
April 2003	General Manager of Production Management Department of Product Center of the Company
April 2005	Vice Chairman of the Board and Deputy General Manager of Chugai Ro Thermal Engineering (Shanghai) Co., Ltd.
January 2008	General Manager of Production Management Department of Product Center of the Company
November 2011	Deputy General Manager of Product Center of the Company
April 2013	Executive Officer, General Manager of Product Center of the Company
April 2015	Executive Officer, General Manager of Corporate Planning Office, Business Administration Division of the Company
June 2016	Director, Executive Officer, General Manager of Corporate Planning Office, Business Administration Division of the Company
April 2017	Director, Executive Officer, General Manager of Heat Treatment Furnace Division of the Company
April 2019	Director, Senior Executive Officer, General Manager of Heat Treatment Furnace Division of the Company
April 2020	President and Representative Director of the Company
April 2025	President, Representative Director, and CEO of the Company
April 2026	Chairman and Representative Director of the Company (incumbent)

Reasons for Nomination as a Candidate for Director

Since assuming office as Representative Director of the Company, Mr. Akira Ozaki has been demonstrating leadership. He is well acquainted with business management through his duty overseeing management as a whole, with managerial experience in overseas subsidiaries. The Company therefore has determined that he can be expected to leverage such abundant experience and knowledge in the management of the Company.

Candidate No. 2 **Mamoru Sakata** (January 19, 1962) Reappointment

Number of the Company's shares owned
11,200 shares

Attendance of the Board of Directors meetings (%)
100% (12/12)

Brief profile, position and responsibility at the Company (Significant concurrent positions)	
April 1984	Joined the Company
April 2009	General Manager of Engineering Department, Plant Department of the Company
April 2013	Executive Officer, General Manager of Plant Department of the Company
April 2016	Executive Officer, General Manager of Plant Division of the Company
June 2016	Director, Executive Officer, General Manager of Plant Division of the Company
April 2018	Director, Executive Officer, General Manager of Corporate Planning Office, Business Administration Division of the Company
April 2019	Director, Executive Officer, Deputy General Manager of Business Administration Division, and General Manager of Corporate Planning Office, Business Administration Division of the Company
April 2020	Director, Executive Officer, General Manager of Plant Division of the Company
April 2022	Director, Executive Officer, General Manager of Plant Division, General Manager of Thermo Systems Department of the Company
April 2023	Director, Executive Officer, General Manager of Plant Division of the Company
April 2024	Director, Executive Officer, General Manager of Plant Division, Manager of GX Project of the Company
April 2025	Director, Senior Executive Officer, General Manager of Plant Division, General Manager of Development Division, General Manager of GX Project Office of the Company
April 2026	President, Representative Director, and CEO of the Company (incumbent)

Reasons for Nomination as a Candidate for Director

Mr. Mamoru Sakata, with his many years of experience in the plant business division and his management experience in cross-functional areas across business units—including corporate planning, development, and GX (Green Transformation) projects—is well versed in business management, and we have determined that he can be expected to leverage his extensive experience and insights in the management of the Company.

Candidate No. 3 Ichiro Baba (October 26, 1965)

New Appointment

Number of the Company's shares owned
0 shares

Attendance of the Board of Directors meetings (%)
-% (-/-)

Brief profile, position and responsibility at the Company (Significant concurrent positions)	
April 1989	Joined the Daiwa Bank, Limited (present Resona Bank, Limited)
April 2018	Executive Officer and Deputy Head of the Credit Review Department of Resona Bank, Limited
April 2020	Executive Officer in charge of the Credit Review Department and Loan Management Department of Resona Bank, Limited
March 2022	Retired from Resona Bank, Limited
April 2022	Senior Managing Executive Officer in charge of the Corporate Banking Department of Kansai Mirai Bank, Limited
April 2023	Senior Managing Executive Officer in charge of the Compliance Department of Kansai Mirai Bank, Limited
	Executive Officer in charge of the Compliance Department of Kansai Mirai Financial Group, Inc.
	Executive Officer in charge of the Compliance Department of Minato Bank, Limited
March 2024	Retired from Kansai Mirai Bank, Limited
April 2024	President and Representative Director of Resona Guarantee Co., Ltd.
March 2026	Retired from Resona Guarantee Co., Ltd.
April 2026	Senior Executive Officer, General Manager of Business Administration Division of the Company (incumbent)

Reasons for Nomination as a Candidate for Director

Mr. Ichiro Baba has extensive experience as a business executive, including in finance, accounting, legal affairs, and risk management. We believe that his wealth of experience and knowledge can be effectively utilized in the management of the Company.

Candidate No. 4 **Yoko Tsujimoto** (May 21, 1958)

Reappointment | Outside | Independent

Number of the Company's shares owned

0 shares

Attendance of the Board of Directors meetings (%)

100% (12/12)

Brief profile, position and responsibility at the Company (Significant concurrent positions)

April 1981	Joined the Daiwa Bank, Limited (present Resona Bank, Limited)
April 2004	Transferred to D&I Information Systems, Inc. (present Resona Digital I, Inc.) Seconded to Resona Bank, Limited
January 2006	Seconded to IBM Japan, Ltd.
January 2007	Retired from D&I Information Systems, Inc.
February 2007	Joined Sumitomo Trust Bank, Limited (present Sumitomo Mitsui Trust Bank, Limited)
April 2017	Head of Internal Audit Department of Sumitomo Mitsui Trust Bank, Limited
May 2018	Retired from Sumitomo Mitsui Trust Bank, Limited
June 2018	Senior Internal Auditor of Sumitomo Mitsui Trust Bank, Limited
June 2022	Director of the Company (incumbent)
October 2025	Senior Internal Auditor of Sumitomo Mitsui Trust Bank, Limited (incumbent)

(Significant concurrent positions)
Senior Internal Auditor of Sumitomo Mitsui Trust Bank, Limited

Reasons for Nomination as a Candidate for Outside Director and Outline of Expected Roles

Although Ms. Yoko Tsujimoto has not been involved in the management of the Company in any way other than as an Outside Director, she has long been involved in systems and auditing divisions and has a wealth of expertise and experience. She has been appropriately supervising management of the Company as an Outside Director since June 2022. The Company highly rates such experience and capability, and therefore proposes to nominate her as an Outside Director, for she can be expected to supervise and offer effective advice leveraging such knowledge through her role if nominated as Outside Director.

Candidate No. 5 Kanji Ishimaru (September 20, 1957)

Reappointment | Outside | Independent

Number of the Company's shares owned
0 shares

Attendance of the Board of Directors meetings (%)
100% (10/10)

Brief profile, position and responsibility at the Company (Significant concurrent positions)	
April 1982	Joined ShinMaywa Industries, Ltd.
April 2011	Executive Officer, General Manager of Overseas Business Management Division and Aircraft Division of ShinMaywa Industries, Ltd.
June 2012	Director, Senior Executive Officer, General Manager of Aircraft Division and General Manager of Amphibian Civil Conversion Promotion Office of ShinMaywa Industries, Ltd.
August 2018	Director, Deputy Chief Executive Officer, General Manager of Corporate Planning Division of ShinMaywa Industries, Ltd.
April 2024	Director, Deputy Chief Executive Officer of ShinMaywa Industries, Ltd.
June 2025	Special Advisor at ShinMaywa Industries, Ltd. Director of the Company (incumbent)
July 2025	Advisor at Showakai Medical Corporation (incumbent)
October 2025	Retired from ShinMaywa Industries, Ltd.

(Significant concurrent positions)
Advisor at Showakai Medical Corporation

Reasons for Nomination as a Candidate for Outside Director and Outline of Expected Roles

Mr. Kanji Ishimaru has extensive experience as a corporate executive, having served as a director of a listed company, and has broad knowledge of overseas business divisions, IT and digital divisions, and ESG and sustainability issues. He has been appropriately supervising management of the Company as an Outside Director since June 2025. The Company highly rates his experience and capability, and therefore proposes to nominate him as an Outside Director, for he can be expected to supervise and offer effective advice with regard to the management of the Company as a whole through his role if nominated as Outside Director.

Candidate No. 6 **Yoshihiro Hashimoto**
(December 19, 1956)

New Appointment | Outside | Independent

Number of the Company's shares owned
0 shares

Attendance of the Board of Directors meetings (%)
-% (-/-)

Brief profile, position and responsibility at the Company (Significant concurrent positions)	
April 1979	Joined the Sanwa Bank, Limited (present MUFG Bank, Ltd.)
May 2005	Executive Officer of the UFJ Bank Limited (present MUFG Bank, Ltd.)
January 2006	Executive Officer of the Bank of Tokyo-Mitsubishi UFJ, Ltd. (present MUFG Bank, Ltd.)
June 2009	Retired from the Bank of Tokyo-Mitsubishi UFJ, Ltd.
June 2009	Vice President and Representative Director of Mitsubishi UFJ Capital Co., Ltd.
June 2011	President and Representative Director of Mitsubishi UFJ Capital Co., Ltd.
June 2013	Retired from Mitsubishi UFJ Capital Co., Ltd.
June 2013	Member of the Board and Executive Managing Officer of Sharp Corporation
June 2020	Senior Executive Managing Officer in charge of the Chairman's Office and ASEAN-Oceania Representative of Sharp Corporation
April 2024	Senior Executive Managing Officer in charge of the ICT Group and Asia-Oceania Representative of Sharp Corporation
October 2022	Senior Executive Managing Officer of Sharp Corporation and Vice Chairman of the Board of Dynabook Inc.
March 2023	Retired from Sharp Corporation; Vice Chairman of the Board of Dynabook Inc.
March 2024	Retired from Dynabook Inc.
October 2024	Senior Advisor at PINCH HITTER JAPAN, Inc. (incumbent)
April 2025	Visiting Professor at Kansai University of International Studies (incumbent)

Reasons for Nomination as a Candidate for Outside Director and Outline of Expected Roles

Mr. Yoshihiro Hashimoto has served as the representative director of a listed company group and as a director of a listed company, possessing extensive experience and high levels of insight and ability as a corporate manager. His global perspective comes from his overseas experience in financial institutions and his role as the Asia-Oceania representative for a manufacturer, as well as his broad practical experience in finance, accounting, human resources, and governance, and his expertise in leading management strategies and structural reforms. The Company highly rates his experience and capability, and therefore proposes to nominate him as an Outside Director, for he can be expected to supervise and offer effective advice with regard to the management of the Company as a whole through his role if nominated as Outside Director.

Candidate No. 7 Tomoaki Hisaka (January 4, 1963)

New Appointment Outside

Number of the Company's shares owned
0 shares
Attendance of the Board of Directors meetings (%)
-% (-/-)

Brief profile, position and responsibility at the Company (Significant concurrent positions)	
April 1985	Joined the Daiwa Bank, Limited (present Resona Bank, Limited)
June 2010	Executive Officer, General Manager of East Saitama Region Sales Department of Saitama Resona Bank, Limited
June 2011	Managing Executive Officer in charge of the Sales Planning Department and Sales Support Department of The Kinki Osaka Bank, Ltd. (present Kansai Mirai Bank, Limited)
July 2011	Managing Executive Officer in charge of the Sales Promotion Department and Sales Planning Department of The Kinki Osaka Bank, Ltd. (present Kansai Mirai Bank, Limited)
October 2011	Managing Executive Officer in charge of the Regional Support Department and Sales Planning Department of The Kinki Osaka Bank, Ltd. (present Kansai Mirai Bank, Limited)
April 2012	Managing Executive Officer in charge of the Regional Support Department, Sales Planning Department, and Funding & Securities Department of The Kinki Osaka Bank, Ltd. (present Kansai Mirai Bank, Limited)
October 2012	Managing Executive Officer in charge of the Sales Planning Department and Funding & Securities Department of The Kinki Osaka Bank, Ltd. (present Kansai Mirai Bank, Limited)
April 2015	Executive Officer and Deputy Head of the Credit Review Department of Resona Bank, Limited
April 2016	Managing Executive Officer and Deputy Head of the Credit Review Department of Resona Bank, Limited
April 2017	Managing Executive Officer in charge of the Corporate Business Department and Business Strategy Support Department of Resona Bank, Limited
April 2018	Senior Managing Executive Officer in charge of the Corporate Business Department and Business Strategy Support Department of Resona Bank, Limited President and Representative Director of Resona Research Institute Co., Ltd.
March 2019	Retired from Resona Bank, Limited
April 2022	Retired from Resona Research Institute Co., Ltd.
May 2022	Advisor at DACS Inc
June 2022	President and Representative Director of DACS Inc (incumbent)
June 2023	Outside Auditor at Japan Foundation Engineering Co., Ltd. (incumbent)

Reasons for Nomination as a Candidate for Outside Director and Outline of Expected Roles

Mr. Tomoaki Hisaka serves as the representative director of a listed company group and possesses extensive experience, high insight, and capabilities as a corporate manager. He has experience overseeing various corporate areas and possesses broad knowledge, including expertise in both group management and think tank operations. The Company highly rates his experience and capability, and therefore proposes to nominate him as an Outside Director, for he can be expected to supervise and offer effective advice with regard to the management of the Company as a whole through his role if nominated as Outside Director.

Notes:

1. The Company has transactions with DACS Co., Ltd., whose Representative Director is Mr. Tomoaki Hisaka, including system implementation and related matters, and DACS Co., Ltd. belongs to Resona Holdings, Inc., the same corporate group as our principal lender, Resona Bank, Limited. There are no special interest relationships between the other candidates and the Company.
2. Ms. Yoko Tsujimoto, Mr. Kanji Ishimaru, Mr. Yoshihiro Hashimoto, and Mr. Tomoaki Hisaka are candidates for Outside Director.

   Ms. Yoko Tsujimoto is currently an Outside Director of the Company, and her term in office as Outside Director will be four years at the conclusion of this Annual Meeting of Shareholders. Mr. Kanji Ishimaru is currently an Outside Director of the Company, and his term in office as Outside Director will be one year at the conclusion of this Annual Meeting of Shareholders.
3. Based on Article 427, Paragraph 1 of the Companies Act, the Company has concluded an agreement with Ms. Yoko Tsujimoto and Mr. Kanji Ishimaru which limits their liability for damages as stipulated in Article 423, Paragraph 1 of the same act. The limit on the liability for damages under this agreement is the minimum liability amount set forth in Article 425, Paragraph 1 of the same act. If any of the candidates are renominated, the Company will continue the agreement with them. Furthermore, if Mr. Yoshihiro Hashimoto and Mr. Tomoaki Hisaka are approved to be appointed as Outside Directors, the Company will enter into a similar liability limitation agreement with them.
4. The Company has concluded a Directors and Officers Liability Insurance (D&O insurance) contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, and all of the candidates for this election are expected to be insured under the policy.
5. Ms. Yoko Tsujimoto and Mr. Kanji Ishimaru are presently notified as independent officers pursuant to the provisions of the Tokyo Stock Exchange, Inc. If renominated as Outside Directors, the Company will continue to notify Tokyo Stock Exchange that they are independent officers pursuant to the said provisions of the Tokyo Stock Exchange, Inc. If the appointment of Mr. Yoshihiro Hashimoto is approved, the Company plans to notify him as an independent officer in the same manner.

[For reference] Management structure (skill matrix) after the conclusion of this Annual Meeting of Shareholders

Our corporate management philosophy is to "create new value centered on thermal technology to contribute to society while also achieving corporate prosperity and employee well-being." Based on this philosophy, we consider our corporate governance to be based on continuous enhancement of corporate value and the pursuit of business activities that are valued and trusted by all stakeholders. In accordance with this basic philosophy, we are working to further enhance and strengthen corporate governance by increasing management transparency and striving to improve management efficiency. We appropriately appoint directors who possess experience, knowledge, and abilities in a wide range of areas, including "corporate management," "design, technology, and research and development," "sales and marketing," "manufacturing, construction, and engineering work," "finance and accounting," "legal affairs and risk management," "IT and digital," and "global," to ensure the effectiveness of management oversight and decision-making functions, as well as to deepen discussions on growth strategies.

The management structure and skills matrix (planned) if each candidate is elected at this Annual Meeting of Shareholders is as follows.

	Name	Outside	Skill Area							
			Corporate management	Design, technology, research and development	Sales, marketing	Manu-facturing, construction, engineering work	Finance and accounting	Legal affairs, risk management	IT, digital	Global
Director	Akira Ozaki		●			●			●	●
	Mamoru Sakata		●	●						
	Ichiro Baba		●				●	●		
	Yoko Tsujimoto	●						●	●	
	Kanji Ishimaru	●	●	●		●		●	●	●
	Yoshihiro Hashimoto	●	●		●		●	●		●
	Tomoaki Hisaka	●	●		●		●		●	
Corporate Auditor	Toshiya Araki						●	●		
	Tsuyoshi Takeuchi	●					●	●		●
	Masanori Hirata	●						●		

Note: The above list indicates areas of expertise that each candidate is more knowledgeable in based on experience, etc. It does not fully cover the knowledge each possesses.