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Securities Code: 1723

June 3, 2026

To our shareholders:

Ryosuke Shimada,
Representative Director and President
NIHON DENGI CO., LTD.
10-14, Ryogoku 2-chome, Sumida-ku, Tokyo, Japan

Notice of the 67th Annual General Meeting of Shareholders

We are pleased to announce the 67th Annual General Meeting of Shareholders of NIHON DENGI CO., LTD. (the “Company”), which will be held as indicated below.

In convening this General Meeting of Shareholders, the Company has taken measures for providing information that constitutes the content of Reference Documents for General Meeting of Shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and has posted the information on each of the following websites. Please access either of the websites to view the information.

The Company’s website:

<https://www.nihondengi.co.jp/ir/meeting.html> (in Japanese)

(From the above website, select “67th Annual General Meeting of Shareholders.”)

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

<https://d.sokai.jp/1723/teiji/> (in Japanese)

- 1. Date and Time:** Friday, June 26, 2026 at 10:00 a.m. (JST)
- 2. Venue:** Conference Room of the Company, 5th floor of Ryogoku City Core
10-14, Ryogoku 2-chome, Sumida-ku, Tokyo, Japan

3. Purpose of the Meeting

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 67th fiscal year (from April 1, 2025 to March 31, 2026), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee
2. The Non-consolidated Financial Statements for the 67th fiscal year (from April 1, 2025 to March 31, 2026)

Matters to be resolved:

- | | |
|-----------------------|---|
| Proposal No. 1 | Appropriation of Surplus |
| Proposal No. 2 | Election of 4 Directors (Excluding Directors Who Are Audit and Supervisory Committee Members) |
| Proposal No. 3 | Election of 1 Director Who Is An Audit and Supervisory Committee Member |

If you do not attend the meeting in person, you may exercise your voting rights in writing or via the Internet. Please review the Reference Documents for General Meeting of Shareholders (Japanese only), and exercise your voting rights in accordance with the Guidance on the Exercise of the Voting Rights (Japanese only) on the next page, no later than the end of the business day (5:40 p.m.) on Thursday, June 25, 2026 (JST).

- When you attend the meeting, you are kindly requested to present the voting form at the reception.
- Paper-based documents stating the items subject to measures for electronic provision will also be delivered to shareholders who request the delivery of paper-based documents. However, in accordance with the provisions of laws and regulations and Article 15 of the Articles of Incorporation of the Company, the following items are not provided in these paper-based documents.
 - 1) “Systems for Ensuring Appropriate Business Activities” and “Summary of the Status of Operation of Systems for Ensuring Appropriate Business Activities” of the Business Report
 - 2) “Consolidated Statement of Changes in Equity” and “Notes to Consolidated Financial Statements” of the Consolidated Financial Statements
 - 3) “Non-consolidated Statement of Changes in Equity” and “Notes to Non-consolidated Financial Statements” of the Non-consolidated Financial Statements

Accordingly, the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements provided in the paper-based documents (Japanese only) constitute part of the documents audited by the Financial Auditor and the Audit and Supervisory Committee when preparing the audit report and financial audit report, respectively.

- If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the aforementioned websites.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1 Appropriation of Surplus

The Company's basic policy is to pay progressive dividends based on a consolidated Dividend on Equity (DOE) ratio of 5%, assuming that no events occur that have a significant impact on results.

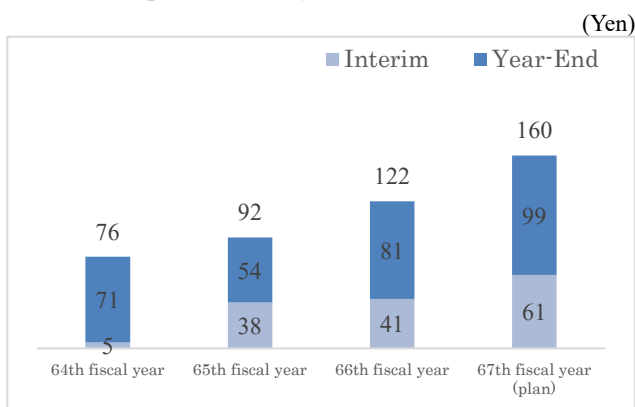
The year-end dividend for the 67th fiscal year is proposed to be as follows, taking into consideration the above basic policy and the dividend payout ratio.

Year-end dividends

Type of dividend property	Cash
Allotment of dividend property and their aggregate amount	A dividend of ¥99 per common share of the Company Total dividends of ¥1,592,761,797 (Notes)1. On April 1, 2026, the Company conducted a stock split at a ratio of four shares for each share of common stock, however, for the year-end dividends for the fiscal year ending March 2026, the amounts will be based on the number of shares held before this stock split. 2. On January 1, 2025, the Company conducted a stock split at a ratio of two shares for each share of common stock. Based on the assumption that the stock split had taken place at the beginning of the previous fiscal year, the dividend for the previous fiscal year was equivalent to ¥122 (interim dividend of ¥41 and year-end dividend of ¥81). The dividend for the current fiscal year of ¥160 (interim dividend of ¥61 and year-end dividend of ¥99) represents an increase of ¥38 compared with the previous fiscal year.
Effective date of dividends of surplus	June 29, 2026

<Reference>

Trends in annual dividend
(after stock split on January 1, 2025)



(Note) On January 1, 2025, the Company conducted a stock split at a ratio of two shares for each share of common stock. The amount of dividends per share is based on the assumption that this stock split had taken place at the beginning of the 64th fiscal year.

Proposal No. 2 Election of 4 Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all 4 Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this meeting. Therefore, the Company proposes electing 4 Directors (excluding Directors who are Audit and Supervisory Committee Members).

With regard to this proposal, it is the opinion of the Audit and Supervisory Committee that all of the candidates are suitable.

In addition, the Company has determined the candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members) based on prior deliberations and reports from the Election and Remuneration Committee that serves as an advisory body to the Board of Directors.

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

Candidate No.	Candidate attributes	Name	Position in the Company	Attendance at Board of Directors meetings
1	Reelection	Ryosuke Shimada	Representative Director and President	14/14
2	Reelection	Isao Okazaki	Director Senior Executive Officer	11/11
3	Reelection	Yoshiaki Kobayashi	Director Senior Executive Officer	14/14
4	Reelection	Katsuhiro Matsuura	Director Senior Executive Officer	11/11

(Note) Because Isao Okazaki and Katsuhiro Matsuura were elected as Directors at the 66th Annual General Meeting of Shareholders held on June 26, 2025, their records of attendance at Board of Directors meetings are given since the day of their election.

Candidate No. 1	Ryosuke Shimada	Number of Company shares held	1,055,499
		Number of years in office as a Director	19 years
		Attendance at Board of Directors meetings	14/14
Date of birth: August 24, 1968	Reelection	Career Summary, Positions and Responsibilities in the Company (Major Concurrent Posts)	
		April 1991	Joined Nissho Iwai Corporation (now Sojitz Holdings Corporation)
		May 2002	Temporarily transferred to Nissho Iwai American Corporation (now Sojitz Corporation of America)
		September 2006	Joined the Company
		June 2007	Managing Director of the Company
		June 2009	Representative Director of the Company (current) President of the Company
		June 2020	President of the Company (current)
		Reasons for Candidacy as a Director	
		As the President and Representative Director of the Company, Ryosuke Shimada has fulfilled the duties of the position by leading the way for general company management while demonstrating strong leadership in the management of the Company. Taking these achievements into account, Mr. Shimada has again been named as a candidate Director with the expectation of appropriate managerial decisions being made toward the improvement of the corporate value of the Company in the medium-to-long term.	

Candidate No. 2	Isao Okazaki	Number of Company shares held	39,445
		Number of years in office as a Director	1 year
		Attendance at Board of Directors meetings	11/11
Date of birth: October 4, 1965	Reelection	Career Summary, Positions and Responsibilities in the Company (Major Concurrent Posts)	
		April 1989	Joined the Company
		April 2020	Executive Officer and Tokyo Head Office Manager of the Company
		April 2025	General Manager of Business Division of the Company
		June 2025	Director of the Company (current) Senior Executive Officer and General Manager of Business Division of the Company (current)
		Reasons for Candidacy as a Director	
		Isao Okazaki has been serving as manager of our most major business office and has a wealth of experience and insights. Mr. Okazaki has again been named as a candidate Director with the expectation that this abundance of experience and insights can be put to use toward the improvement of the corporate value of the Company in the medium-to-long term.	

Candidate No. 3	Yoshiaki Kobayashi	Number of Company shares held	1,359
		Number of years in office as a Director	2 years
		Attendance at Board of Directors meetings	14/14
Date of birth: September 7, 1969	Career Summary, Positions and Responsibilities in the Company (Major Concurrent Posts)		
Reelection	April 1992	Joined The Fuji Bank, Limited (now Mizuho Bank, Ltd.)	
	April 2015	General Manager of Aizu Branch of Mizuho Bank, Ltd.	
	April 2018	General Manager of Senju Branch of Mizuho Bank, Ltd.	
	May 2021	General Manager of Credit Department No.1 and Senior Manager for Credit Department No.1 of Mizuho Bank, Ltd.	
	April 2024	Senior Manager for Talent Management and Acquisition Department of Mizuho Bank, Ltd.	
	June 2024	Joined the Company, Standing Advisor	
	June 2024	Director of the Company (current) Executive Officer of the Company and General Manager of Planning	
	June 2025	Senior Executive Officer of the Company and General Manager of Planning (current)	
	Reasons for Candidacy as a Director		
	Yoshiaki Kobayashi has long been involved in sales and examination in the financial industry and therefore has extensive experience and insights in areas such as sales and business management, and has been fulfilling the duties of Director. Mr. Kobayashi has again been named as a candidate Director with the expectation that this abundance of experience and insights can be put to use toward the improvement of the corporate value of the Company in the medium-to-long term.		

Candidate No. 4	Katsuhiro Matsuura	Number of Company shares held	2,945
		Number of years in office as a Director	1 year
		Attendance at Board of Directors meetings	11/11
Date of birth: February 8, 1962	Career Summary, Positions and Responsibilities in the Company (Major Concurrent Posts)		
Reelection	April 1984	Joined Toshiba Engineering Corporation (now Toshiba Plant Systems & Services Corporation)	
	July 2000	Joined the Company	
	July 2012	General Manager of Engineering Department of Business Division of the Company	
	April 2022	Executive Officer of the Company Vice General Manager of Business Division of the Company	
	April 2025	General Manager of Technical Division of the Company	
	June 2025	Director of the Company (current) Senior Executive Officer and General Manager of Technical Division of the Company (current)	
	Reasons for Candidacy as a Director		
	Katsuhiro Matsuura has been fulfilling key responsibilities in the Company's technical division for many years, and has a wealth of experience and insights. Mr. Matsuura has again been named as a candidate Director with the expectation that this abundance of experience and insights can be put to use toward the improvement of the corporate value of the Company in the medium-to-long term.		

- (Notes)
1. No special-interest relationship exists between the candidates and the Company.
 2. The Company has concluded a compensation agreement with each of Ryosuke Shimada, Isao Okazaki, Yoshiaki Kobayashi, and Katsuhiro Matsuura detailing the compensation to be paid by the Company within the scope stipulated in laws and regulations for the costs stated in item 1 of Paragraph 1 of Article 430-2 of the Companies Act and the losses stipulated in item 2 of the same Paragraph, Article and Act. In the case that each candidate is reelected as a Director, the Company intends to renew the said agreement with the respective candidates.
 3. The Company has entered into an officer, etc. liability insurance agreement as prescribed in Paragraph 1 of Article 430-3 of the Companies Act with an insurance company that covers all Directors and that provides coverage for liability in connection to the execution of the relevant professional duties and for damages incurred due to an action made in relation to the pursuit of the said liability. In the case that each candidate is elected as a Director, the respective candidates will be covered by the said insurance agreement. At the time of the next renewal, the agreement shall be renewed with the same content.

Proposal No. 3 Election of 1 Director Who Is an Audit and Supervisory Committee Member

The term of office of Michihiro Kudo who is a Director and an Audit and Supervisory Committee Member will expire at the conclusion of this meeting. Therefore, the Company proposes electing 1 Director who is an Audit and Supervisory Committee Member.

Please note that the consent of the Audit and Supervisory Committee for this proposal has been obtained.

In addition, the Company has determined the candidate for Director who is an Audit and Supervisory Committee Member based on prior deliberations and reports from the Election and Remuneration Committee that serves as an advisory body to the Board of Directors.

The candidate for Director who is an Audit and Supervisory Committee Member is as follows.

Michihiro Kudo	Number of Company shares held	-
	Number of years in office as a Director	4 years
	Attendance at Board of Directors meetings	14/14
	Attendance at Audit and Supervisory Committee meetings	13/13
Date of birth: May 3, 1960	Career Summary, Positions and Responsibilities in the Company (Major Concurrent Posts)	
	October 1984	Joined Chuo Audit Corporation
	March 1991	Registered as Certified Public Accountant
Reelection	July 1993	Established Kudo Certified Public Accountant (current)
Outside	April 2016	Vice President of The Japanese Institute of Certified Public Accountants Saitama Chapter
Independent	July 2017	Saitama City supervisory auditor (current)
	June 2022	Outside Director (Audit and Supervisory Committee Member) of the Company (current)
	June 2025	President of The Japanese Institute of Certified Public Accountants Saitama Chapter (current)
	Reasons for candidacy as an outside Director who is an Audit and Supervisory Committee Member and summary of expected role	
	<p>Michihiro Kudo has expert knowledge in financial affairs and accounting as a certified public accountant, and has been fulfilling the duties of an Audit and Supervisory Committee Member. He has again been named as a candidate for outside Director who is an Audit and Supervisory Committee Member with the expectation that such knowledge and experience can be put to use in the auditing and supervision of Company management to provide appropriate advice and recommendations toward the improvement of the corporate value of the Company in the medium-to-long term. Please note that while Mr. Kudo does not have experience in contributing to company management by any means other than as an outside officer, for the reasons given above, it has been deemed that he will appropriately execute the duties of outside Director.</p> <p>In addition, in the case that Mr. Kudo is elected, he will contribute from an objective and neutral position in deciding the election of candidate Directors and the remuneration for directors (and other officers) as an Election and Remuneration Committee Member.</p>	

- (Notes)
1. Michihiro Kudo is a candidate for outside Director.
 2. No special-interest relationship exists between Michihiro Kudo and the Company.
 3. The Company has submitted notification to the Tokyo Stock Exchange that Michihiro Kudo has been designated as an independent officer as provided for by the aforementioned exchange. If Michihiro Kudo's reelection is approved, the Company plans for his designation as an independent officer to continue.
 4. The Company has concluded an agreement with Michihiro Kudo pursuant to the provisions of Paragraph 1 of Article 427 of the Companies Act that limits the amount of liability for damages to that which is stipulated in laws and regulations as provided for in Paragraph 1 of Article 423 of the same Act, providing the performance of the professional duties has been carried out in good faith and without any act of gross negligence. In the case that Michihiro Kudo is reelected as a Director who is an Audit and Supervisory Committee Member, the Company intends to renew the said agreement with the candidate.
 5. The Company has concluded a compensation agreement with Michihiro Kudo detailing the compensation to be paid by the Company within the scope stipulated in laws and regulations for the costs stated in item 1 of Paragraph 1 of Article 430-2 of the Companies Act and the losses stipulated in item 2 of the same Paragraph, Article and Act. In the case that Michihiro Kudo is reelected as a Director who is an Audit and Supervisory Committee Member, the Company intends to renew the said agreement with the candidate.
 6. The Company has entered into an officer, etc. liability insurance agreement as prescribed in Paragraph 1 of Article 430-3 of the Companies Act with an insurance company that covers all Directors and that provides coverage for liability in connection to the execution of the relevant professional duties and for damages incurred due to an action made in relation to the pursuit of the said liability. In the case that the candidate is elected as a Director who is an Audit and Supervisory

Committee Member, the respective candidate will be covered by the said insurance agreement. At the time of the next renewal, the agreement shall be renewed with the same content.

7. Michihiro Kudo is currently an outside Director who is an Audit and Supervisory Committee Member of the Company, and at the conclusion of this meeting, his tenure will have been four years.

(Reference) Structure of Board of Directors (in the case that the candidates are appointed at this meeting)

Name	Position	Age	Skills, etc. of the Director								
			Corporate management/ Management strategy	Technical/ R&D	Sales	Human resources/ Talent development	Finance/ Accounting	Law/ Compliance / Risk management	IT/DX	Sustainability / ESG	
Ryosuke Shimada	Representative Director and President	57	●		●	●			●		●
Isao Okazaki	Director Senior Executive Officer	60	●	●	●						●
Yoshiaki Kobayashi	Director Senior Executive Officer	56	●			●	●	●	●	●	●
Katsuhiro Matsuura	Director Senior Executive Officer	64	●	●						●	●
Ichiji Kawamura Outside Independent	Director Audit and Supervisory Committee Member	64	●					●	●		●
Fumiko Kishimoto Outside Independent	Director Audit and Supervisory Committee Member	52							●		
Michihiro Kudo Outside Independent	Director Audit and Supervisory Committee Member	66						●			

- (Notes)
1. Each candidate fulfills the Company's criteria for election. The balance between the areas of expertise, etc. of the Board of Directors is shown in this matrix.
 2. A "●" mark has been placed next to the six main skills of each individual.
 3. The abovementioned ages of the candidates are as of the conclusion of this meeting.

(Reference)

Independence Standards for Independent Outside Directors

1. A Director will be independent if none of the following are met, at present and/or in the past five years:
 - (1) A major shareholder (Note 1) of the Company or an executive (Note 2) thereof
 - (2) An executive of an entity for whom the Company is a major shareholder
 - (3) A major business partner (Note 3) of the Company or an executive thereof
 - (4) An entity for whom the Company is a major business partner, or an executive thereof
 - (5) A major lender (Note 4) to the Company or an executive thereof
 - (6) A consultant, accounting professional such as a certified public accountant, or legal expert such as an attorney at law who receives a substantial amount (Note 5) of cash and/or other assets from the Company besides officer compensation
 - (7) An entity who receives substantial amount of donation from the Company, or an executive thereof
 - (8) A person belonging to the audit firm that is the Financial Auditor of the Company, and who was engaged in or involved in the audit operations of the Company
 - (9) A close relative (Note 6) of a person with respect to whom any of the aforementioned apply
 - (10) Even in cases where a person could come under one of the above categories, if the person can be considered to be a suitable candidate for independent outside Director of the Company in view of his/her character, insights and other attributes, said person may be appointed independent outside Director of the Company on condition that he/she fulfills the Companies Act's requirements for an outside Director and on condition that the Company provides a public explanation of the reasons that said person is considered to be a suitable candidate for independent outside Director.
2. A person who is not a close relative of a person who has within the past ten years been an executive of the Company
3. A person who has not been an executive of a subsidiary of the Company within the past ten years
4. A person who is not reasonably deemed to be incapable in other ways of fulfilling the duties of an independent outside Director
5. Total term of office of a person who currently serves as an independent outside Director should not exceed ten years to be reelected as independent outside Director.

(Note 1) "Major shareholder" shall mean a person who owns 10% or more of the total voting rights of said company, either directly or indirectly.

(Note 2) "Executive" shall mean an Executive Director, Executive, or Executive Officer of a corporation or other organization, or a person or employee corresponding to such.

(Note 3) "Major business partner" shall mean a customer for which the value of transactions with the Company in any of the most recent three fiscal years accounted for 2% or more of consolidated net sales of the Company or of the customer.

(Note 4) "Major lender" shall mean a lender from which the Company had borrowed an amount equivalent to 2% or more of the total assets of the Company at the end of the most recent fiscal year.

(Note 5) "Substantial amount" shall mean an amount of ¥10 million or more annually.

(Note 6) "Close relative" shall mean a spouse, or relative within the second degree of kinship.