

To Our Shareholders

**Nichia Steel Works, Ltd.**  
19, Nakahama-cho, Amagasaki, Hyogo, Japan  
Toshinori Onishi  
Representative Director & President

**Notice of Convocation  
of  
the 72<sup>nd</sup> Ordinary General Meeting of Shareholders**

You are cordially informed of the details of the 72<sup>nd</sup> Ordinary General Meeting of Shareholders of Nichia Steel Works, Ltd. (hereinafter referred to as the “Company”) to be held as detailed below.

In convening this General Meeting of Shareholders, the Company shall take measures to provide information in electronic format and post the information in electronic format on the internet website below as the “Notice of Convocation of the 72<sup>nd</sup> Ordinary General Meeting of Shareholders”

Our website <https://www.nichiasteel.co.jp>

The information in electronic format is also posted on the Tokyo Stock Exchange website. To access the details, please visit the Tokyo Stock Exchange website via the address below (Tokyo Stock Exchange Listed Company Search); in the search field, enter our issue name (Nichia Steel Works) or our securities code (5658), to locate for our company, then select “Basic information” and then “Documents for public inspection/PR information” to view the files.

Tokyo Stock Exchange website (Tokyo Stock Exchange Listed Company Search)  
<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>

**You may also exercise your voting rights via the Internet or in writing. Please review the Reference Documents for the Ordinary General Meeting of Shareholders posted in electronic format, and exercise your voting rights by 5:20 p.m. on Wednesday, June 26, 2024, either by entering your approval or disapproval at the voting website designated by the Company, or by indicating your approval or disapproval on the enclosed Voting Form and returning it to the Company.**

1. **Date and Time:** Thursday, June 27, 2024, starting at 10:00 a.m. (local Japanese time)
2. **Venue:** Grand Hall of the Head Office of Nichia Steel Works, Ltd.  
19, Nakahama-cho, Amagasaki, Hyogo, Japan  
(Please refer to the venue guide map in the postscript)
3. **Purposes:**

**Items to be reported:**

  1. Reports of the Business Report and Consolidated Financial Statements for the 72<sup>nd</sup> Business Term (from April 1, 2023 to March 31, 2024) and on the Results of the Audits of the Consolidated Financial Statements by the Accounting Auditors and the Board of Statutory Auditors.
  2. Reports of the Financial Statements for the 72<sup>nd</sup> Business Term (from April 1, 2023 to March 31, 2024).

**Items subject to resolutions:**

**Agenda Item 1:** Appropriation of Surplus  
**Agenda Item 2:** Election of One Board Member  
**Agenda Item 3:** Election of Two Statutory Auditors  
**Agenda Item 4:** Election of One Reserve Statutory Auditor

**4. Other matters determined for Convocation**

- (1) The absence of indication of your approval or disapproval for each item on the agenda in the Voting Rights Form will be treated as indication of your approval.
- (2) If you exercise your voting rights both via the Internet and in writing, we will treat your exercise of voting rights via the Internet as a valid exercise of your voting rights. If you exercise your voting rights more than once via the Internet, we will treat the last exercise as a valid exercise of your voting rights.
- (3) The following items are not included in the documents sent to the shareholders who have requested such documents in accordance with laws and regulations and Article 15 of the Company's Articles of Incorporation. In addition, the statutory auditors and the financial

auditors have audited the documents to be audited, including the following matters:

- (i) “Matters Concerning Company Systems and Policies” in Business Report;
- (ii) “Consolidated Statements of Changes in Net Assets.” and “Notes to Consolidated Financial Statements” in the consolidated financial statements;
- (iii) “Statements of Changes in Net Assets” and “Notes to Non-Consolidated Financial Statements” in the financial statements.

Concluded

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- ⊙ When attending the meeting on this date, you are requested to present the Voting Rights Form enclosed herewith to the receptionist at the meeting.
  - ⊙ Any amendment to the information in electronic format will be posted on each website on which they are posted.
  - ⊙ In fairness to our shareholders, we no longer distribute the traditional souvenirs at the meeting. Thank you for your understanding.

# Reference Documents for Ordinary General Meeting of Shareholders

## Items on Agenda and Reference Matters

### Agenda Item 1: Appropriation of Surplus

Matter relating to Term-End Dividends:

The Company considers the return of profits to shareholders to be the important management issue, and from the perspective of further enhancing shareholder returns, improving capital efficiency, and implementing a flexible capital policy, the Company will ensure a total return ratio of 50% or more, including share repurchases.

For the 72<sup>nd</sup> fiscal year, we propose a year-end dividend of 6 yen per share (annual dividend of 10 yen per share) in addition to the interim dividend of 4 yen per share already paid, taking into consideration the above policy and the acquisition of treasury stock, in addition to the business results for the current fiscal year.

(1) Type of Property for Dividends:

Cash

(2) Allocation of Property for Dividends to Shareholders and Total Amount Thereof:

6 yen per one common share of the Company:

Total Amount: 286,429,230 yen

(3) Effective Date of Dividends from Surplus:

June 28, 2024

## Agenda Item 2: Election of One Board Member

The Company proposes to increase the number of Board Members by one (1) and appoint one (1) new Board Member in order to further enhance and strengthen the management system.

The term of office of Board Members elected at this General Meeting of Shareholders shall expire at the end of the term of office of the other Board Members in office, in accordance with the provisions of the Company's Articles of Incorporation.

The particulars of the candidate for the position of Board Member are as follows:

Name (Date of birth)	Brief Personal Record, Position, Responsibility and Status of Important Concurrent Posts	Number of Shares in the Company held by Candidate
[Newly elected] Noriyoshi Arimoto (Aug. 16, 1964)	Apr. 1987: Joined Nittetsu Shoji Co., Ltd. (currently Nippon Steel Trading Corporation) Apr. 2006: General Manager of Structural Flat Products Sales Department of above Jan. 2010: General Manager of Flat Products Sales Department of above Apr. 2012: General Manager of Second Steel Products Sales Department of above Oct. 2013: General Manager of Structural Products Sales Department of Nippon Steel & Sumikin Bussan Corporation (currently Nippon Steel Trading Corporation) Apr. 2017: Executive Officer of above Apr. 2020: Managing Executive Officer of Nippon Steel Trading Corporation Feb. 2022: Retired from above Apr. 2022: Adviser of Company (current)	- shares

Notes:

1. Mr. Noriyoshi Arimoto has no special interest in the Company, and vice-versa.
2. The Company has concluded a directors' and officers' liability insurance policy contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act to cover damages incurred by the insured under such insurance policy, including corporate lawsuits, third-party lawsuits, and shareholder derivative suits. If the election of Mr. Noriyoshi Arimoto is approved, each candidate will be insured under the relevant insurance policy and the Company intends to renew the insurance policy during the term of office with the same terms and conditions.

**Agenda Item 3: Election of Two Statutory Auditors**

As the terms of office of Statutory Auditors Mr. Takehiko Michimori and Mr. Nobuhiko Onishi will expire at the conclusion of this General Meeting of Shareholders, the Company proposes the election of two (2) statutory auditors.

The Board of Statutory Auditors has given its consent to this agenda.

The candidates for statutory auditors are as follows:

Candidate No.	Name (Date of birth)	Brief Personal Record, Position and Status of Important Concurrent Posts	Number of Shares in the Company held by Candidate
1	Takehiko Michimori (Aug. 16, 1958)	Apr.1977: Joined Company Oct. 1995: Manager of Hokuriku Sales Office of Company Dec. 1999: Manager of Nagoya Sales Office of Company Apr. 2012: Director of Sales and Marketing Dept. and General Manager of Special Wire Sales Dept. of Company Jun. 2012: Board Member, Director of Sales and Marketing Dept. and General Manager of Special Wire Sales Dept. of Company Oct. 2012: Board Member, Director of Sales and Marketing Dept. and General Manager of Special Wire Products Sales Dept. of Company Apr. 2017: Board Member and Director of Sales and Marketing Dept. of Company Dec. 2017: Board Member, Director of Sales and Marketing Dept. and Sales Administration Planning Dept. of Company Apr. 2019: Board Member and Director of Sales and Marketing Dept. of Company Jun. 2021: Statutory Auditor of Company (current)	68,886 shares
2	[External Officer] [Independent Officer] Nobuhiko Onishi (Jun. 27, 1958)	Sep. 1985: Joined Seiwa Audit Corporation (currently Deloitte Touche Tohmatsu LLC) Mar. 1989: Registered as certified public accountant (CPA) Aug. 1989: Registered as certified public tax accountant Jun. 2002: Resigned from Seiwa Audit Corporation (currently Deloitte Touche Tohmatsu LLC) Jul. 2002: Established Certified Public Accountant, Ohnishi Firm (current) Jun. 2017: Statutory Auditor of Company (current)	- shares

**Notes:**

1. No candidate has any special interest in the Company, and vice-versa.
2. Mr. Nobuhiko Onishi is a candidate for an outside auditor.
3. Mr. Nobuhiko Onishi is proposed for election as the Outside Auditor because he has extensive experience as a certified public accountant and certified public tax accountant, and is qualified to provide advice on the appropriateness of financial statements and financial reporting from a professional financial and accounting perspective. His term of office as the outside auditor of the Company will be seven (7) years at the conclusion of this Ordinary General Meeting of Shareholders.
4. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Nobuhiko Onishi to limit his liability for damages under Article 423, Paragraph 1 of the same Act. If his election is approved, the Company will continue to enter into such liability limitation agreement with him, and the maximum amount of liability for damages under such agreement is the minimum liability amount stipulated in laws and regulations.
5. The Company has concluded a directors' and officers' liability insurance policy contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act to cover damages incurred by the insured under such insurance policy, including corporate lawsuits, third-party lawsuits, and shareholder derivative suits. If the election

of each candidates is approved, each candidate will be insured under the relevant insurance policy and the Company intends to renew such insurance policy during the term of office with the same terms and conditions.

6. The Company has registered Mr. Nobuhiko Onishi as an independent officer with the Tokyo Stock Exchange, Inc. and will continue to appoint him as an independent officer if his election is approved.

**Agenda Item 4: Election of One Reserve Statutory Auditor**

As the appointment of Reserve Statutory Auditor, Mr. Shoji Kitabatake, elected at the 71<sup>st</sup> Ordinary General Meeting of Shareholders held on June 29, 2023, will expire at the commencement of this General Meeting of Shareholders, the Company proposes the election of one Reserve Statutory Auditor, in case the number of Auditors is insufficient as stipulated by law.

The Board of Statutory Auditors has given its consent to this agenda.

The particulars of the candidate for the Reserve Statutory Auditor are as follows:

Name (Date of Birth)	Brief Personal Record, Position and Status of Important Concurrent Posts	Number of Shares in the Company held by Candidate
[External Officer]  Shoji Kitabatake  (Feb. 14, 1947)	Apr. 1969: Joined Osaka Regional Taxation Bureau Jul. 1995: National Tax Lawsuit Officer of First Taxation Dept. of Above Bureau Jul. 1999: Controlling National Tax Investigator of Second Investigation Dept. of Above Bureau Jul. 2002: Superintendent of Nagata Taxation Office Jul. 2003: Director of Investigation and Examination Section of First Investigation Dept. of Osaka Regional Taxation Bureau Jul. 2004: Superintendent of Akashi Taxation Office Jul. 2006: Retired from Osaka Regional Taxation Bureau Aug. 2006: Registered as Licensed Tax Accountant Aug. 2006: Became established as Kitabatake Licensed Tax Accountancy Firm (current) Jul. 2007: Advisory Licensed Tax Accountant of Company (current)	-shares

Notes:

1. Mr. Shoji Kitabatake has no special interest in the Company, and vice-versa.
2. Mr. Shoji Kitabatake is a candidate for the position of External Reserve Statutory Auditor.
3. The Company has entered into an advisory tax accountant agreement with the Kitabatake Certified Public Tax Accountant Office, which is headed by Mr. Shoji Kitabatake. The amount of such transactions in the current fiscal year is approximately 0.02% of consolidated selling, general and administrative expenses, which is within the range that is not likely to cause any conflict of interest with shareholders. The Company has determined that this will not have any effect on his independence as the External Statutory Auditor or the governance structure of the Company.
4. Mr. Shoji Kitabatake has no experience in corporate management, but has held important positions in the National Tax Bureau for many years and has professional knowledge and practical experience as a tax accountant. If Mr. Shoji Kitabatake is appointed as the Statutory Auditor, he will be able to utilize his wealth of knowledge and experience in the auditing operations of the Company, and we therefore request his

election as the External Reserve Statutory Auditor.

5. If Mr. Shoji Kitabatake assumes office as the External Statutory Auditor, the Company will enter into an agreement with him to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act, pursuant to Article 427, Paragraph 1 of the same Act, and the maximum amount of liability for damages under such agreement is the minimum liability amount stipulated in laws and regulations.
6. The Company has concluded a directors' and officers' liability insurance policy contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act to cover damages incurred by the insured under such insurance policy, including corporate lawsuits, third-party lawsuits, and shareholder derivative suits. If the election of Mr. Shoji Kitabatake is approved, he will be insured under the relevant insurance policy and the Company intends to renew the insurance policy during the term of office with the same terms and conditions.

Concluded