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Securities code: 9908
June 5, 2024

To Shareholders with Voting Rights:

Yukiya Morita
President and Representative Director
Nihon Denkei Co., Ltd.
5-14-12 Ueno, Taito-ku, Tokyo, Japan

NOTICE OF THE 79TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

We hereby inform you that the 79th Annual General Meeting of Shareholders of Nihon Denkei Co., Ltd. (the “Company”) will be held as described below.

For this General Meeting of Shareholders, the Company provides documents electronically. Documents subject to electronic provision are posted on the following website under the headline “Notice of the 79th Annual General Meeting of Shareholders.”

Company’s website

<https://www.n-denkei.co.jp/ir/> (in Japanese only)

The documents are also posted on the following websites.

Net de Shoshu (<https://s.srdb.jp/9908/>)



Tokyo Stock Exchange website (Listed Company Search)

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

To browse the documents, please access the above website, enter the name or securities code of the Company, search, and click “Basic information” and then “Documents for public inspection/PR information.”

Shareholders who are not attending the meeting in person may exercise their voting rights in writing or via the internet. Please review the Reference Documents for the General Meeting of Shareholders included in the documents provided electronically and exercise your voting rights by 5:30 p.m. Japan time, Thursday, June 20, 2024.

- 1. Date and Time:** Friday, June 21, 2024 at 10:00 a.m. Japan time
- 2. Place:** La Salle Royale, 2nd Basement, AURUM
1-26-2 Higashiueno, Taito-ku, Tokyo, Japan
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report and Consolidated Financial Statements for the Company’s 79th Fiscal Year (April 1, 2023 - March 31, 2024) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 79th Fiscal Year (April 1, 2023 - March 31, 2024)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Election of Nine (9) Directors (Excluding Directors Concurrently Serving as Audit and Supervisory Committee Members)
Proposal 3: Election of One (1) Substitute Director Concurrently Serving as an Audit and Supervisory Committee Member
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- 1) If there is any revision to the documents provided electronically, the revised version will be posted on the websites where those documents were initially posted.
- 2) If you are attending the meeting in person, please submit the enclosed Voting Rights Exercise Form at the reception desk on the day of the meeting.
- 3) Guide for exercising voting rights
 - (1) Exercising voting rights in writing
Please indicate your vote for or against each proposal on the enclosed Voting Rights Exercise Form and return the form so that it is received by 5:30 p.m. Japan time, Thursday, June 20, 2024. If you do not indicate whether you vote for or against a proposal, we will deem that you have voted for the proposal.
 - (2) Exercising voting rights via the internet
If you are exercising your voting rights via the internet, please refer to the “Guide for Exercising Voting Rights via the Internet” on page 3 of the Japanese version (available in Japanese only) and exercise your voting rights by 5:30 p.m. Japan time, Thursday, June 20, 2024.
 - (3) If you exercise your voting rights both via the internet and in writing, your vote via the internet will be valid.
 - (4) If you exercise your voting rights via the internet more than once, your last vote will be valid.

< Requests to shareholders attending the meeting in person >

We will neither distribute gifts at the General Meeting of Shareholders nor hold a social gathering after the meeting. Your understanding would be appreciated.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company's basic policy for appropriation of surplus is to return profits to shareholders proactively in accordance with its business performance, while securing necessary internal reserves for sound business operations and maintaining financial health.

Under this policy, the Company proposes to pay a year-end dividend of 45 yen per share.

Matters concerning year-end dividends

- (1) Matters concerning the allotment of dividend property to shareholders and the total amount
45 yen per share of the Company's common stock
(including an ordinary dividend of 45 yen)

Total amount: 513,752,175 yen

- (2) Effective date of dividends of surplus

June 24, 2024

Combined with the interim dividend of 35 yen per share the Company paid in December 2023, the annual dividend will be 80 yen per share.

Proposal 2: Election of Nine (9) Directors (Excluding Directors Concurrently Serving as Audit and Supervisory Committee Members)

The terms of office of all nine (9) Directors (excluding Directors concurrently serving as Audit and Supervisory Committee Members) expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes to elect nine (9) Directors (excluding Directors concurrently serving as Audit and Supervisory Committee Members).

The candidates for Director (excluding Director concurrently serving as an Audit and Supervisory Committee Member) are as follows.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Tanho Yanagi (February 28, 1962) [Reappointment]	<p>August 1991 Joined the Company</p> <p>June 1997 Chairman, Shanghai Denkei Measurement Facility Co., Ltd.</p> <p>June 2005 Director, In charge of China and Taiwan</p> <p>April 2006 Director, In charge of Overseas Areas</p> <p>October 2006 Director, Managing Executive Officer, In charge of Overseas Areas</p> <p>April 2007 Director, Senior Managing Executive Officer, Deputy General Manager of Sales Division In charge of Overseas Areas</p> <p>April 2008 Senior Managing Director, General Manager of Overseas Sales Division</p> <p>April 2016 President and Representative Director</p> <p>April 2022 Representative Director and Chairman (current position)</p> <p>[Significant concurrent positions]</p> <p>Chairman, DENKEI TRADING (SHANGHAI) CO., LTD.</p> <p>Chairman, DENKEI TECHNOLOGY R&D (SHANGHAI) CO., LTD.</p> <p>Chairman, DENKEI SCIENCE & TECHNOLOGY DEVELOPMENT (SHANGHAI) CO., LTD.</p> <p>Chairman, NIHON DENKEI (HONG KONG) LIMITED</p>	30,736

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	Yukiya Morita (September 11, 1963) [Reappointment]	<p>March 1987 Joined the Company</p> <p>March 2007 General Manager of Mie Sales Office</p> <p>April 2008 General Manager of Nagoya Sales Office</p> <p>April 2011 Executive Officer attached to Domestic Sales Division</p> <p>October 2012 Executive Officer, Deputy General Manager of Overseas Sales Division</p> <p>June 2013 Director, Deputy General Manager of Overseas Sales Division</p> <p>April 2016 In charge of ASEAN and other areas Managing Director, General Manager of Domestic Sales Division</p> <p>March 2017 In charge of Koshinetsu Area Managing Director, General Manager of Domestic Sales Division</p> <p>April 2018 In charge of Koshinetsu Area, Business Promotion Department and Sales Support Unit Senior Managing Director, General Manager of Domestic Sales Division</p> <p>April 2020 In charge of Business Promotion Department and Sales Support Unit Senior Managing Director, General Manager of Domestic Sales Division</p> <p>April 2021 In charge of Sales Support Unit Representative Director and Executive Vice President</p> <p>April 2022 President and Representative Director (current position)</p>	24,928

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Takuya Kajiwara (May 11, 1968) [Reappointment]	<p>March 1989 Joined the Company</p> <p>April 2008 General Manager of Chiba Sales Office</p> <p>March 2012 Executive Officer, General Manager of New Business Promotion Section and EMC Business Promotion Section</p> <p>October 2014 Executive Officer, In charge of Domestic Sales Division</p> <p>March 2016 Executive Officer, General Manager of Tokyo Sales Office</p> <p>March 2017 Executive Officer, Domestic Sales Division In charge of Tohoku and Northern Kanto Areas</p> <p>June 2017 Director, Domestic Sales Division In charge of Kyushu Area</p> <p>April 2018 Director, Deputy General Manager of Domestic Sales Division In charge of Kyushu area</p> <p>April 2019 Director, Deputy General Manager of Domestic Sales Division In charge of Chushikoku and Kyushu Areas</p> <p>April 2020 Director, Deputy General Manager of Domestic Sales Division In charge of Kansai Keiji Area and Business Promotion Department</p> <p>April 2021 Managing Director, General Manager of Domestic Sales Division In charge of Business Promotion Department and Sales Support Unit</p> <p>April 2022 Managing Director, General Manager of Sales Division</p> <p>April 2024 Senior Managing Director, General Manager of Business Division (current position)</p> <p>[Significant concurrent positions] Director, Yuai Electronics Co., Ltd.</p>	14,190

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	Fuminori Wada (August 3, 1967) [Reappointment]	<p>July 1988 Joined the Company</p> <p>March 2007 General Manager of Ibaraki Sales Office</p> <p>March 2013 Head of International Center</p> <p>March 2014 Executive Officer, Head of International Center</p> <p>March 2015 Executive Officer, In charge of Overseas Sales Division</p> <p>April 2016 Executive Officer, General Manager of Overseas Sales Division</p> <p>June 2016 Director, General Manager of Overseas Sales Division</p> <p>March 2017 Director, General Manager of Overseas Sales Division</p> <p>April 2019 In charge of China, Taiwan, and Korea Areas Managing Director, General Manager of Overseas Sales Division</p> <p>April 2020 In charge of Overseas Business Promotion Department Managing Director, General Manager of Overseas Sales Division</p> <p>April 2021 In charge of Overseas Business Promotion Department and ASEAN and Other Areas Managing Director, General Manager of Overseas Sales Division</p> <p>January 2022 In charge of Overseas Business Promotion Department Managing Director, In charge of special missions assigned by President</p> <p>June 2022 Audit and Compliance Promotion Officer Director, Audit and Compliance Promotion Officer</p> <p>April 2024 Managing Director, General Manager of Sales Division (current position)</p>	21,650

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
5	Masahiko Akiyama (May 13, 1967) [Reappointment]	<p>April 1990 Joined The Mitsubishi Bank, Ltd. (currently MUFG Bank, Ltd.)</p> <p>October 2010 General Manager of Akita Branch Office</p> <p>April 2013 General Manager of Koshigaya Branch Office</p> <p>May 2017 Omori Branch Manager and General Manager of Omori Branch Office</p> <p>November 2020 Joined the Company Executive Officer attached to General Manager of Administration Division</p> <p>June 2021 Director, General Manager of Administration Division</p> <p>April 2024 Managing Director, General Manager of Administration Division (current position)</p> <p>[Significant concurrent positions]</p> <p>Auditor, DENKEI TECHNOLOGY R&D (SHANGHAI) CO., LTD.</p> <p>Auditor, DENKEI TRADING (SHANGHAI) CO., LTD.</p> <p>Auditor, DENKEI SCIENCE & TECHNOLOGY DEVELOPMENT (SHANGHAI) CO., LTD.</p> <p>Auditor, TAIWAN DENKEI SOLUTION CO., LTD.</p> <p>Auditor, DENKEI KOREA CO., LTD.</p> <p>Auditor, PT. NIHON DENKEI INDONESIA</p> <p>Auditor, Aikoh Engineering Co., Ltd.</p> <p>Auditor, ALAE Engineering Co., Ltd.</p> <p>Director, Shin-ei Electronic Measuring Co., Ltd.</p>	7,200

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
6	Yuji Kimura (October 6, 1962) [Reappointment]	<p>March 1986 Joined the Company</p> <p>March 2010 General Manager of Sendai Sales Office and Yamagata Sales Office</p> <p>March 2014 General Manager of Yokohama Sales Office</p> <p>March 2017 Executive Officer responsible for Korean subsidiary</p> <p>June 2017 Executive Officer, General Manager of Yokohama Sales Office</p> <p>March 2018 Executive Officer, Domestic Sales Division In charge of Kanagawa Area</p> <p>March 2020 Senior Executive Officer, Domestic Sales Division In charge of Kanagawa Area</p> <p>March 2022 Senior Executive Officer, Deputy General Manager of Sales Division General Manager of Domestic Sales Management Department In charge of Kanagawa and Tokai Chubu Areas</p> <p>June 2022 Director, Deputy General Manager of Sales Division General Manager of Domestic Sales Management Department In charge of Kanagawa and Tokai Chubu Areas</p> <p>April 2024 Director, Deputy General Manager of Sales Division General Manager of Domestic Sales Management Department In charge of Tokai Chubu Area (current position)</p> <p>[Significant concurrent positions] Director, Shin-ei Electronic Measuring Co., Ltd.</p>	2,400

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
7	Yoshimi Kikuta (September 20, 1968) [Reappointment]	<p>March 1989 Joined the Company</p> <p>March 2007 General Manager of Hitachinaka Sales Office</p> <p>April 2016 Executive Officer, General Manager of Hitachinaka Sales Office In charge of Tohoku and Northern Kanto Areas</p> <p>April 2017 Executive Officer, General Manager of Yokohama Sales Office In charge of Kanagawa Area</p> <p>June 2017 Executive Officer, Domestic Sales Division In charge of Tohoku and Northern Kanto Areas</p> <p>April 2019 Executive Officer, Domestic Sales Division In charge of Tohoku and Koshinetsu Areas</p> <p>June 2019 Director, Domestic Sales Division In charge of Tohoku and Koshinetsu Areas</p> <p>April 2020 Director, Deputy General Manager of Overseas Sales Division In charge of China, Taiwan, and Korea Areas</p> <p>January 2022 Director, General Manager of Overseas Sales Division In charge of China, Taiwan, and Korea Areas</p> <p>April 2022 Director, Deputy General Manager of Sales Division General Manager of Overseas Sales Management Department In charge of ASEAN and Other Areas</p> <p>April 2023 Director, Deputy General Manager of Sales Division General Manager of Overseas Sales Management Department In charge of India and Americas</p> <p>January 2024 Director, Domestic Sales Management Department In charge of Keiji Kansai and Chushikoku Areas</p> <p>April 2024 Director, Domestic Sales Management Department In charge of Hokuriku Koshinetsu, Keiji Kansai, and Chushikoku Areas (current position)</p> <p>[Significant concurrent positions] Director, Aikoh Engineering Co., Ltd.</p>	13,100

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
8	Ryo Sakuma (April 23, 1967) [Reappointment]	<p>April 1990 Joined Yamaichi Securities Co. Ltd. January 1993 Joined Nihon Jyoho System Co., LTD. October 2003 Director, Tokyo Branch Manager, SFCG CO., LTD. October 2007 Director, General Manager of Real Estate Department April 2009 Joined DODWELL B•M•S LTD. November 2013 Deputy General Manager, Security System Business Division April 2016 Director, Purus Inc. (current position) June 2019 Director of the Company (current position) April 2023 Representative Director, Ai-Glies Inc. (current position) April 2024 Representative Director, Ai-Glies (Thailand) Co., Ltd. (current position)</p> <p>[Significant concurrent positions] Director, Purus Inc. Representative Director, Ai-Glies Inc. Representative Director, Ai-Glies (Thailand) Co., Ltd.</p>	—
9	Akira Sato (February 6, 1987) [Reappointment]	<p>April 2011 Joined DODWELL B•M•S LTD. July 2012 Seconded to Ai Holdings Corporation December 2016 Auditor, Medic Ltd. (current position) May 2018 Director, Ishimori Technics Co., Ltd. (current position) February 2020 Director, Japan Cherri Co., Ltd. (current position) July 2020 General Manager, Public Relations Office, Administration Division, Ai Holdings Corporation June 2021 Director of the Company (current position) August 2022 Director, Innovation Farm, Inc. (current position) November 2022 Director, Micro Talk Systems Corp. (current position) December 2022 General Manager, Business Administration Department, Administration Division, Ai Holdings Corporation (current position) April 2023 Audit and Supervisory Board Member, Ai-Glies Inc. (current position)</p> <p>[Significant concurrent positions] Director, Ishimori Technics Co., Ltd. Director, Japan Cherri Co., Ltd. Director, Innovation Farm, Inc. Director, Micro Talk Systems Corp.</p>	—

- Notes: 1. There are no special interests between each of the candidates and the Company.
2. Mr. Ryo Sakuma and Mr. Akira Sato are candidates for Outside Director.
3. Reasons for nomination as candidates for Outside Director and overview of expected roles
(1) Mr. Ryo Sakuma serves as Representative Director of Ai-Glies Inc. and Ai-Glies (Thailand) Co., Ltd., as well as Director of Purus Inc., and has a high level of insight into corporate management. Considering that he can contribute to strengthening the business management structure and maximizing corporate value, the Company nominated him as a candidate for

- Outside Director. Ai-Glies Inc. and Purus Inc. are subsidiaries of Ai Holdings Corporation, the largest shareholder of the Company. He will have served as Outside Director of the Company for five (5) years at the conclusion of this General Meeting of Shareholders.
- (2) Mr. Akira Sato serves as Director of Ishimori Technics Co., Ltd., Japan Cherri Co., Ltd., Innovation Farm, Inc., and Micro Talk Systems Corp. and has a high level of insight into corporate management. Considering that he can contribute to strengthening the business management structure and maximizing corporate value, the Company nominated him as a candidate for Outside Director. Ishimori Technics Co., Ltd., Innovation Farm, Inc., and Micro Talk Systems Corp. are subsidiaries of Ai Holdings Corporation, the largest shareholder of the Company, while Japan Cherri Co., Ltd. is an affiliated company of Ai Holdings Corporation. He will have served as Outside Director of the Company for three (3) years at the conclusion of this General Meeting of Shareholders.
4. The Company has entered into a directors and officers insurance contract with an insurance company to insure all Directors. The insurance covers any damages that may result from the insured Directors being liable for the performance of their duties or being subject to a claim for the pursuit of such liability. If the candidates become Directors, they will be insured under the said insurance contract, and the Company will renew the said insurance contract with the same contents during their terms of office.

Proposal 3: Election of One (1) Substitute Director Concurrently Serving as an Audit and Supervisory Committee Member

To prepare for the case where the number of Directors concurrently serving as Audit and Supervisory Committee Members falls short of the number required by laws and regulations, the Company proposes to elect one (1) substitute Director concurrently serving as an Audit and Supervisory Committee Member.

The Audit and Supervisory Committee has given its consent to this proposal.

The candidate for substitute Director concurrently serving as an Audit and Supervisory Committee Member is as follows.

Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
Yoshio Matsumoto (May 11, 1954)	<p>April 1978 Joined Tokyo Regional Taxation Bureau</p> <p>July 2003 Deputy District Director of Omiya Tax Office, Kantoshinetsu Regional Taxation Bureau</p> <p>July 2009 District Director of Nakano Tax Office, Tokyo Regional Taxation Bureau</p> <p>August 2015 Established Yoshio Matsumoto Licensed Tax Accountant Office (current position)</p> <p>June 2020 Outside Director (Audit and Supervisory Committee Member) of the Company</p>	—

- Notes:
1. There are no special interests between the candidate and the Company.
 2. Mr. Yoshio Matsumoto is a candidate for substitute Outside Director.
 3. Reason for nominating Mr. Yoshio Matsumoto as a candidate for substitute Outside Director concurrently serving as an Audit and Supervisory Committee Member and overview of role expected of him
 Mr. Yoshio Matsumoto is a licensed tax accountant and has a substantial level of knowledge on finance and accounting. Expecting him to take advantage of his expertise in offering advice and recommendations for the Company’s audits, the Company nominated him as a candidate for substitute Outside Director concurrently serving as an Audit and Supervisory Committee Member.
 4. Mr. Yoshio Matsumoto meets the criteria for an independent director/auditor stipulated in the Tokyo Stock Exchange’s regulations. If he becomes Outside Director concurrently serving as an Audit and Supervisory Committee Member, the Company will register him as an independent director/auditor with the Tokyo Stock Exchange.
 5. The Company has entered into a directors and officers insurance contract with an insurance company to insure all Directors. The insurance covers any damages that may result from the insured Directors being liable for the performance of their duties or being subject to a claim for the pursuit of such liability. If Mr. Yoshio Matsumoto becomes Director concurrently serving as an Audit and Supervisory Committee Member, he will be insured under the said insurance contract.