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Securities code: 6157

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To our shareholders

Hiroji Goto,
President
NS TOOL Co., Ltd.
4-5-9 Minami Oi, Shinagawa-ku, Tokyo

Notice of the 65th Ordinary General Meeting of Shareholders

We hereby announce that the 65th Ordinary General Meeting of Shareholders of NS TOOL Co., Ltd. (the “Company”) will be held as follows.

In convening this General Meeting of Shareholders, the Company has taken measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items 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.

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

<https://d.sokai.jp/6157/teiji/> (in Japanese)

The Company’s website:

https://www.ns-tool.com/ja/ir/ir_event/general_meeting/ (in Japanese)

TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do? Show=Show> (in Japanese)

(Access the TSE website by using the internet address shown above, enter “NS TOOL” in “Issue name (company name)” or the Company’s securities code “6157” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

If not attending the Meeting in person, shareholders can exercise their voting rights via the Internet, etc. or in writing. Please review the Reference Documents for the General Meeting of Shareholders below and confirm the “Guide to Exercising Voting Rights,” be sure to exercise your voting rights by no later than 6:00 p.m. (JST) on Tuesday, June 23, 2026.

1. **Date and time** Wednesday, 10:30 a.m., June 24, 2026
2. **Location** Conference Room 1 and 2, Twin building 4F, Ours Inn Hankyu
1-50-5 Oi, Shinagawa-ku, Tokyo

3. **Purpose**

Reporting Matters

1. Report on Business Activities, Consolidated Financial Statements, and results of audits of Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Committee for the 65th fiscal year
(From April 1, 2025, to March 31, 2026)
2. Report on the Non-Consolidated Financial Statements for the 65th fiscal year
(From April 1, 2025, to March 31, 2026)

Resolutions

- Proposal No. 1** Appropriation of Surplus
- Proposal No. 2** Election of Five Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)
- Proposal No. 3** Election of Two Directors Who Are Audit & Supervisory Committee Members

- When attending in person, please submit the voting rights exercise form to the reception desk. In addition, please bring this convocation notice to conserve resources.
- If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on each website described on the previous page.
- For this general meeting of shareholders, we have delivered paper-based documents stating the items subject to measures for electronic provision to all shareholders, regardless of whether or not they have requested them. Among the items subject to measures for electronic provision, in accordance with laws and regulations and the Company's Articles of Incorporation, the "Notes to Consolidated Financial Statements" of the Consolidated Financial Statements and the "Notes to Non-Consolidated Financial Statements" of the Non-Consolidated Financial Statements are not provided in the document delivered.
The Audit & Supervisory Committee and the Accounting Auditor have audited the documents subject to audit, including the above items.
- Please note that Company representatives will be wearing light, semi-formal attire (cool biz) on the day. We ask that shareholders also attend wearing light, semi-formal attire.
- We will not be providing gifts to shareholders attending the Meeting in person. Thank you for your understanding.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

Year-end dividends

The Company has given consideration to matters including the business performance of the current fiscal year and future management environment, and it proposes to pay year-end dividends for the 65th fiscal year as follows:

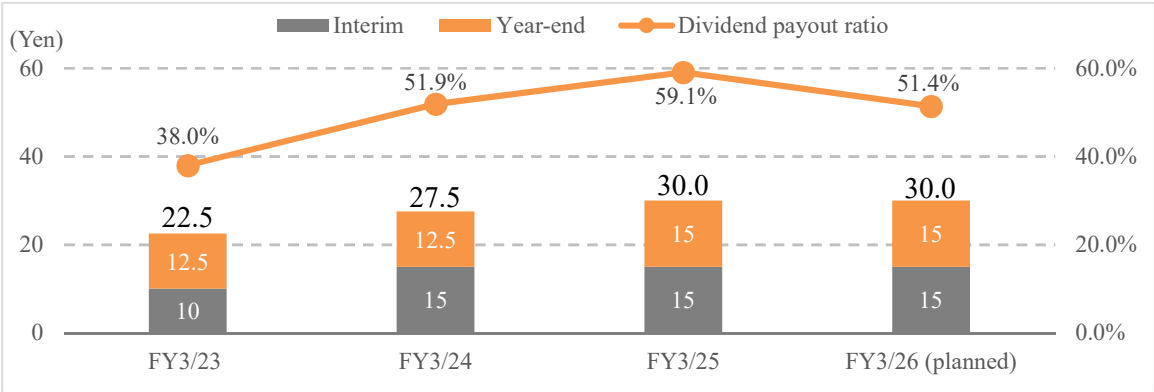
Type of dividend property
Cash

Allotment of dividend property and their aggregate amount
Cash of ¥15 per share of the Company’s common stock (ordinary dividend of ¥15)
Total dividends: ¥352,231,065

As a result, the annual dividend for the 65th fiscal year will be ¥30 per share of the Company’s common stock, when combined with the interim dividend (¥15 per share of the Company’s common stock) previously implemented.

Effective date of dividends of surplus
June 25, 2026

(Reference) Dividend Trends



* The dividend payout ratios shown above have been calculated on a consolidated basis.

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

The term of office of all five Directors (excluding Directors who are Audit & Supervisory Committee Members; hereinafter the same shall apply for this Proposal) will expire at the conclusion of this General Meeting of Shareholders.

Therefore, the Company proposes the election of five Directors.

The Audit & Supervisory Committee has agreed with this Proposal because persons have been selected who can fulfill the roles expected of the Board of Directors.

The candidates for Director are as follows:

| Candidate No. | Name | Current position and responsibility at the Company | Attribution |
|---------------|-----------------|---|-------------------------|
| 1 | Hiroji Goto | President, in charge of sales | Reelection |
| 2 | Takashi Goto | Senior Executive Vice President, in charge of production/development | Reelection |
| 3 | Yuko Adachi | Managing Director, in charge of general affairs/finance and accounting (Information Supervisor) | Reelection |
| 4 | Satoru Toda | Director, General Manager of Corporate Planning Office and Finance and Accounting Department | Reelection |
| 5 | Takayoshi Saito | Independent External Director | External Independent |

Reelection: Candidate for Director to be reelected

External: Candidate for external Director

Independent: Independent officer pursuant to stock exchange rules

- Notes:
1. Director candidate Hiroji Goto concurrently serves as Representative Director of G-Tech Co., Ltd., a wholly owned subsidiary of the Company, CEO of NS TOOL Hong Kong Ltd., a wholly owned subsidiary of the Company, and President/CEO of NS TOOL USA, Inc., a wholly owned subsidiary of the Company, and the Company has a business relationship involving the sale of products, etc., with each subsidiary.
 2. Director candidate Takashi Goto concurrently serves as Representative Director of NS Engineering Co., Ltd., a wholly owned subsidiary of the Company, and as Representative Director of Makino Industry Co., Ltd., a wholly owned subsidiary of the Company, and the Company has a business relationship involving product manufacturing consignment with the former and cutting tool case manufacturing consignment with the latter.
 3. Director candidate Yuko Adachi serves as Chairman of Makino Industry Co., Ltd., a wholly owned subsidiary of the Company, and the Company has a business relationship involving cutting tool case manufacturing consignment with this company.
 4. Takayoshi Saito is a candidate for external Director. The Company had entered into a part-time advisory agreement with him in December 2024; however, such agreement was terminated as of the time when his appointment was approved at the 64th Ordinary General Meeting of Shareholders held on June 24, 2025. Fees related to this agreement are paid as consideration for such advice, and the consideration paid to him to date is less than ¥10 million per year prescribed in the Company's criteria for the independence of external officers. The Company judges that this relationship has no impact on his independence. The Company has currently notified the Tokyo Stock Exchange that he is an independent officer (external director) pursuant to the provisions of the Tokyo Stock Exchange, and if his election as a Director is approved, the Company intends to continue to designate him as an independent officer (external director).
 5. There are no special interests between other candidates and the Company.
 6. The Company shall conclude an officer liability insurance contract prescribed in Article 430-3, Paragraph 1 of the Companies Act with an insurance company that covers legal damages and costs incurred by the insured persons. However, there are certain reasons for coverage exclusion, such as damages arising from actions where the insured person has full knowledge of the action's illegality. All candidates are included in the insured persons of the insurance contract, and if the Proposal is approved as originally proposed and each candidate becomes a Director of the Company, he/she will continue to be included in the insured persons of the insurance contract. In addition, the Company plans to renew the insurance contract with the same terms in the middle of the term of office.

<Reference> Company's criteria for independence of independent officers

If none of the following is applicable to an external director, the Company decides that the external director is independent of the Company.

1. An executive (Note 1) or former executive of the Company and its subsidiaries (the "Company Group")
2. A person who falls under any of the following in the past three business years, including the most recent business year
 - (1) The Company's major shareholder (Note 2) or an executive of the shareholder
 - (2) An executive of an entity such as a company of which the Company Group is a major shareholder
 - (3) An executive of the major business partner (Note 3) of the Company Group
 - (4) A party whose major business partner is the Company Group or an executive of the party
 - (5) A consultant, accounting expert, or legal expert who obtains an annual amount of cash of more than ¥10 million or other assets from the Company Group, in addition to officer remuneration (if the person who obtains these assets is a corporation or organization such as an association, the person who belongs to the organization)
 - (6) A person who belongs to an auditing firm which is an accounting auditor of the Company Group
 - (7) A person who receives a donation of cash of more than ¥10 million annually or other assets from the Company Group or an executive of the person
 - (8) An executive of other companies, etc. if an executive of the Company Group serves as an external officer of these companies, etc.
3. A person who is a spouse or second-degree relative of the person listed in any of 1 or 2(1)-(8) above
4. Any other person with reasonably decided circumstances that the person is unable to fulfill duties as an independent external director

| | |
|---------------------------------|---|
| (Note 1) Executive | An executive director, a corporate executive officer, an executive officer, a member who manages a business, and any other similar managing member of a corporation or other organization |
| (Note 2) Major shareholder | A party who directly or indirectly holds 10% or more voting rights of total voting rights |
| (Note 3) Major business partner | A party such as a buyer or supplier of products, etc., of the Company Group whose transaction value exceeds 2% of consolidated sales of the Company Group for one business year |

| | | | |
|---------------------------|--------------------|------------------------------------|-------------------|
| Candidate No. 1 | Hiroji Goto | (Date of birth: February 10, 1962) | Reelection |
|---------------------------|--------------------|------------------------------------|-------------------|

Number of years in office as a Director 37 years 9 months <Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company>

| | | |
|---|--|--|
| Attendance at Board of Directors meetings 14/14 meetings | Apr. 1986 Oct. 1988 Apr. 1992 Jan. 1995 Apr. 2011 Jan. 2013 Apr. 2013 Oct. 2016 Apr. 2021 Nov. 2021 | Joined the Company Director and Deputy General Manager of General Affairs Group Managing Director Executive Director, in charge of sales Senior Executive Vice President, in charge of sales CEO of NS TOOL Hong Kong Ltd. (present post) President of the Company President of the Company, in charge of sales (present post) Representative Director of G-Tech Co., Ltd. (present post) President and CEO of NS TOOL USA, Inc. (present post) |
|---|--|--|

<Number of the Company's shares owned>

788,400 shares

Reasons for nomination as candidate for Director

With his wealth of experience and broad insight as a corporate manager, Hiroji Goto demonstrates strong leadership as President of the Company. He is also actively working on the development of new measures, etc., and he has been leading the Company and the entire Group. For these reasons, the Company continued to select him as a candidate for Director.

| | | | |
|---------------------------|---------------------|-------------------------------------|-------------------|
| Candidate No. 2 | Takashi Goto | (Date of birth: September 14, 1963) | Reelection |
|---------------------------|---------------------|-------------------------------------|-------------------|

Number of years in office as a Director 37 years 9 months <Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company>

| | | |
|---|---|--|
| Attendance at Board of Directors meetings 14/14 meetings | Apr. 1984 Oct. 1988 Jan. 2002 Apr. 2009 Apr. 2010 Apr. 2011 Apr. 2013 Apr. 2016 Oct. 2016 Jan. 2021 Apr. 2024 | Joined the Company Director and Deputy General Manager of Production Department Managing Director, in charge of production/development President of NS Engineering Co., Ltd. President of G-Tech Co., Ltd. Executive Managing Director of the Company, in charge of production/development Senior Executive Vice President of the Company Representative Director of NS Engineering Co., Ltd. (present post) Senior Executive Vice President of the Company, in charge of production/development (present post) President of Makino Industry Co., Ltd. Representative Director of Makino Industry Co., Ltd. (present post) |
|---|---|--|

<Number of the Company's shares owned>

778,400 shares

Reasons for nomination as candidate for Director

Takashi Goto leads the production and development departments of the Company and the Group, and he demonstrates strengths in cooperation with research institutes and the development of new technologies. In addition, he is promoting the development and automation of production facilities in-house. For these reasons, the Company continued to select him as a candidate for Director.

Candidate No.

3

Yuko Adachi

(Date of birth: June 29, 1953)

Reelection

Number of years in office as a Director 24 years 10 months
<Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company>

| | |
|------------|---|
| Apr. 1978 | Joined AIU General Insurance Co., Ltd. |
| Apr. 1985 | Joined the Company |
| Sept. 2001 | Director and General Manager of General Affairs Department |
| Feb. 2002 | Director and General Manager of General Affairs Department, and President of G-Tech Co., Ltd. |
| Jun. 2003 | Director of the Company, President of G-Tech Co., Ltd. |
| Apr. 2005 | Managing Director of the Company (Information Supervisor) |
| Nov. 2015 | President of Makino Industry Co., Ltd. |
| Oct. 2016 | Managing Director of the Company, in charge of general affairs/finance and accounting (Information Supervisor) (present post) |
| Apr. 2017 | Chairman of Makino Industry Co., Ltd. |
| Sept. 2020 | Chairman and President of Makino Industry Co., Ltd. |
| Jan. 2021 | Chairman of Makino Industry Co., Ltd. (present post) |

<Number of the Company's shares owned>

190,000 shares

Reasons for nomination as candidate for Director

As a chairman of a subsidiary and in charge of general affairs, and finance and accounting of the Company, Yuko Adachi has led the development of the Company and the Group's administration and has led compliance promotion efforts. For these reasons, the Company continued to select her as a candidate for Director.

Candidate No.

4

Satoru Toda

(Date of birth: February 26, 1962)

Reelection

Number of years in office as a Director 6 years

Attendance at Board of Directors meetings 14/14 meetings

<Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company>

Apr. 1984 Joined The Tokai Bank, Ltd. (current MUFG Bank, Ltd.).

Oct. 2006 General Manager of Corporation Division 1, Yokohama Branch, The Bank of Tokyo-Mitsubishi UFJ, Ltd.

Oct. 2009 Transferred to Mitsubishi UFJ Securities Co., Ltd. (current Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.)

Apr. 2010 Registered as a Certified Public Tax Accountant (Chiba Prefectural Tax Accountant's Association)

Jun. 2014 General Manager of Corporate Business Division 5, Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.

Apr. 2020 Joined the Company

Jun. 2020 Director and General Manager of CEO Office

Feb. 2021 Director and General Manager of Finance and Accounting Department

Jul. 2021 Director, General Manager of Corporate Planning Office and Finance and Accounting Department (present post)

<Number of the Company's shares owned>

18,000 shares

Reasons for nomination as candidate for Director

Based on his knowledge and experience regarding the Companies Act, the Financial Instruments and Exchange Act, and regulations related to listed companies through his many years of work at banks and securities companies, as well as his extensive international experience, Satoru Toda has made proposals that contribute to the management of the Company and promoted measures. For these reasons, the Company continued to select him as a candidate for Director.

Candidate No.

5

Takayoshi Saito

(Date of birth: November 16, 1961)

Reelection

External

Independent

Number of years in office as an external Director 1 year
Attendance at Board of Directors meetings 9/10 meetings

<Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company>

| | |
|-----------|--|
| Apr. 1982 | Joined Mitsubishi Metal Corporation (current Mitsubishi Materials Corporation) |
| Apr. 1988 | Transferred to MMC Hartmetall GmbH. |
| Jun. 2004 | Marketing Department, Cemented Carbide Product Div. of Mitsubishi Materials Corporation |
| Apr. 2013 | Transferred to MMC Hardmetal (Thailand) Co., Ltd. General Manager of Technical Center of MMC Hardmetal (Thailand) Co., Ltd. |
| Nov. 2015 | Vice General Manager of Machining Technology Center, Research & Development Div. of Mitsubishi Materials Corporation |
| Apr. 2021 | General Manager of Product Strategy Office, Marketing Department, Business Strategy Div. of Mitsubishi Materials Corporation |
| Dec. 2024 | Advisor of the Company |
| Jun. 2025 | Independent External Director of the Company (present post) |

<Number of the Company's shares owned>
4,500 shares

Summary of reasons for selection as candidate for external Director and expected role

Takayoshi Saito has advanced expertise and international experience gained through many years of involvement in product development, technical support, and marketing in the cutting tool field. Although he has never been directly involved in corporate management, the Company expects that he will provide appropriate advice and recommendations in terms of appropriateness and legality in decision-making and supervision related to the execution of the Company's business. For these reasons, the Company proposes his continued election as an external Director.

Proposal No. 3 Election of Two Directors Who Are Audit & Supervisory Committee Members

The term of office of Directors Naoko Fujisaki and Toshiaki Hiraga, who are Audit & Supervisory Committee Members, will expire at the conclusion of this General Meeting of Shareholders.

Therefore, the Company proposes the election of two Directors who are Audit & Supervisory Committee Members.

In addition, the consent of the Audit & Supervisory Committee has been obtained regarding this Proposal.

The candidates for Director who is an Audit & Supervisory Committee Member are as follows:

| Candidate No. | Name | Current position and responsibility at the Company | Attribution |
|---------------|--------------|--|---|
| 1 | Noriko Ogura | — | <u>New</u> <u>External</u> <u>Independent</u> |
| 2 | Maki Hiraga | — | <u>New</u> <u>External</u> <u>Independent</u> |

New: Candidate for Director to be elected newly

External: Candidate for external Director

Independent: Independent officer pursuant to stock exchange rules

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. Noriko Ogura and Maki Hiraga are candidates for external Director. If the election of both as Directors who are Audit & Supervisory Committee Members is approved, the Company intends to designate both as independent officers (external directors) pursuant to the provisions of the Tokyo Stock Exchange.
 3. The Company shall conclude an officer liability insurance contract prescribed in Article 430-3, Paragraph 1 of the Companies Act with an insurance company that covers legal damages and costs incurred by the insured persons. However, there are certain reasons for coverage exclusion, such as damages arising from actions where the insured person has full knowledge of the action's illegality. If this Proposal is approved as originally proposed and each candidate becomes a Director of the Company, each will be included in the insured persons of the insurance contract. In addition, the Company plans to renew the insurance contract with the same terms in the middle of the term of office.

| | | | |
|---------------------------|---------------------|--------------------------------|--------------------------------|
| Candidate No. 1 | Noriko Ogura | (Date of birth: June 18, 1955) | New External Independent |
|---------------------------|---------------------|--------------------------------|--------------------------------|

| | | | |
|--|------------|-----------|---|
| Number of years in office as an external Director | - years | Mar. 1978 | <Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company> Joined Ogura Kogyo Co., Ltd. (currently OGURA KINZOKU Co.,ltd) |
| Attendance at Board of Directors meetings | - meetings | Apr. 1994 | General Manager in charge of Education and Human Resources, General Affairs Department of OGURA KINZOKU Co.,ltd |
| Attendance at Audit & Supervisory Committee meetings | - meetings | Apr. 1997 | Member of the Steering Committee of the Kanto Polytechnic College, Ministry of Health, Labour and Welfare (present post) |
| | | Jun. 2006 | Managing Director of OGURA KINZOKU Co.,ltd and OMC Co., Ltd. |
| | | Jun. 2009 | Vice President & Director of OGURA KINZOKU Co.,ltd and OMC Co., Ltd. |
| | | Apr. 2023 | Chairperson of the Ashikaga Industry–Academia–Government Collaboration Center (present post) |
| | | Jun. 2024 | Vice President & Director of OMC Co., Ltd. (present post) |
| | | Jun. 2024 | Senior Advisor of OGURA KINZOKU Co.,ltd (present post) |
| | | Apr. 2025 | Member of the Examination Committee for the Tochigi Management Quality Award, Tochigi Productivity Center |
| <Number of the Company's shares owned> | | | |
| - shares | | | |

Summary of reasons for selection as candidate for external Director who is an Audit & Supervisory Committee Member and expected role

Based on her extensive management knowledge and insight gained through many years of service in the manufacturing industry, including as a person in charge of general affairs, Managing Director in charge of corporate strategy, and Vice President & Director, as well as her involvement in the promotion of industry–academia–government collaboration, the Company expects that she will provide appropriate advice and recommendations in terms of appropriateness and legality in decision-making and supervision related to the execution of the Company's business. For these reasons, the Company proposes her election as an external Director.

| | | | |
|---------------------------|--------------------|---------------------------------|--------------------------------|
| Candidate No. 2 | Maki Hiraga | (Date of birth: April 27, 1973) | New External Independent |
|---------------------------|--------------------|---------------------------------|--------------------------------|

| | | | |
|--|------------|-----------|--|
| Number of years in office as an external Director | - years | Nov. 2002 | <Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company> Passed the National Bar Examination |
| Attendance at Board of Directors meetings | - meetings | Oct. 2004 | Registered as Attorney-at-Law; Joined Hasegawa Toshiaki Law Office |
| | | Apr. 2010 | Established Hiraga Law Office (present post) |
| <Number of the Company's shares owned> | | | |
| Attendance at Audit & Supervisory Committee meetings | - meetings | - shares | |

Summary of reasons for selection as candidate for external Director who is an Audit & Supervisory Committee Member and expected role

Although she has never been directly involved in corporate management, based on her advanced professional knowledge and experience, including corporate legal affairs as an attorney, the Company expects that she will provide appropriate advice and recommendations in terms of appropriateness and legality in decision-making and supervision related to the execution of the Company's business. For these reasons, the Company proposes her election as an external Director. In addition, if she is elected, the Company intends to have her serve as a Nomination and Remuneration Committee member from an objective and neutral standpoint in selecting candidates for officers of the Company and determining executive compensation, etc.

<Reference>

Skills matrix concerning officers in case Proposal No. 2 and Proposal No. 3 are approved as proposed

| Name of director | External | Audit & Supervisory Committee Member | Nomination and Remuneration Committee | Required fields of expertise and specialization | | | | | | |
|------------------|----------|--------------------------------------|---------------------------------------|---|---------------------|---|------------------------|------------------------|---|------------------------|
| | | | | General management | Sales and marketing | Development and production technologies | International business | Finance and accounting | Legal affairs and organizational compliance | ESG and sustainability |
| Hiroji Goto | | | ● | ● | ● | ● | ● | | | ● |
| Takashi Goto | | | | ● | ● | ● | | | | ● |
| Yuko Adachi | | | | ● | ● | | | ● | ● | ● |
| Satoru Toda | | | | | | | ● | ● | ● | ● |
| Takayoshi Saito | ● | | | | ● | ● | ● | | | |
| Hiroshi Tajima | | ● | | | | | | ● | ● | ● |
| Kenichi Sasamoto | ● | ● | ● | ● | | | | ● | ● | ● |
| Hideyo Nakano | ● | ● | | ● | | | ● | ● | | ● |
| Noriko Ogura | ● | ● | | ● | ● | | ● | ● | ● | ● |
| Maki Hiraga | ● | ● | ● | ● | | | | | ● | ● |