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Securities code: 5491

June 11, 2024

(Commencement Date of Electronic Provision Measures: June 5, 2024)

To Shareholders with Voting Rights:

Yasushi Shimokawa
President & Representative Director
NIPPON KINZOKU CO., LTD.
4-10-1, Funado, Itabashi-ku, Tokyo,
Japan

**NOTICE OF
THE 117th 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 117th Annual General Meeting of Shareholders of NIPPON KINZOKU CO., LTD. (the “Company”) will be held as described below.

The Company has taken electronic provisioning measures for the convocation of this General Meeting of Shareholders, and has posted the matters to be provided electronically on the Company’s website on the Internet.

The Company’s website

<https://www.nipponkinzoku.co.jp/en/investor-relations/soukai>

In addition to the above, the matters to be provided electronically are also available on the Tokyo Stock Exchange (TSE) website. Please access the TSE website (TSE Listed Company Search) below, enter the issue name (company name) or securities code, and select “Basic information” followed by “Documents for public inspection/PR information” to review.

TSE website (TSE Listed Company Search)

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

If you do not attend the meeting, you may exercise your votes in writing (by post) or by electromagnetic means (via the Internet, etc.) in advance. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. on Wednesday, June 26, 2024 Japan time.

- 1. Date and Time:** Thursday, June 27, 2024 at 9:30 a.m. Japan time
(Please note that the opening time of the meeting and the start time of reception are different from the previous year.)
- 2. Place:** Conference Room of the Company’s Headquarters (Itabashi Plant)
4-10-1, Funado, Itabashi-ku, Tokyo, Japan
(Please note that the place of the meeting is different from the previous year.)
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report and Consolidated Financial Statements for the Company’s 117th Fiscal Year (April 1, 2023 - March 31, 2024) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 117th Fiscal Year (April 1, 2023 - March 31, 2024)

Proposals to be resolved:

Proposal 1: Election of Eight (8) Directors

Proposal 2: Election of Two (2) Substitute Audit & Supervisory Board Members

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- Of the matters to be provided electronically, in accordance with the applicable laws and regulations and the provisions of the Company's Articles of Incorporation, the following items are not included in documents to be delivered to shareholders who have requested them. The Audit & Supervisory Board Members and the Accounting Auditor have audited the documents to be audited, including the following.
 - 1) "Consolidated Statements of Changes in Equity" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
 - 2) "Statements of Changes in Equity" and "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements
- Should any revisions occur to the matters to be provided electronically, the revisions will be posted on each website above.

Following the meeting, we plan to hold a social gathering for shareholders after a break. Although brief, this gathering would allow you to understand the Company better and provide an opportunity to interact and promote dialogue with our directors and officers. Please note that no food or beverages will be served.

If there are any changes in the operation of the meeting in response to future changes in circumstances, such changes will be posted on the Company's website on the Internet (<https://www.nipponkinzoku.co.jp/en/>).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Election of Eight (8) Directors

The terms of office of all eight (8) Directors will expire at the conclusion of this General Meeting of Shareholders. Therefore, we propose that eight (8) Directors be elected.

The candidates for Director are as follows:

No.	Name and Position in Company	Area of responsibility	Independence	Gender	As of conclusion of General Meeting of Shareholders, June 27, 2024	
					Age	Years as Director
1	Yasushi Shimokawa President & Representative Director			Male	67	10
2	Yoshihiro Harada Senior Managing Director	Production Division		Male	64	7
3	Masashi Yamashita Senior Managing Director	Development and Sales Division		Male	63	7
4	Shinichi Hasegawa Managing Director	Administration Division		Male	66	4
5	Osamu Yamazaki Managing Director	Technology Division		Male	62	4
6	Kazuhiro Ogawa Outside Director		Independent	Male	65	9
7	Yoshitomo Nagatsuka Outside Director		Independent	Male	59	3
8	Yuko Kariya Outside Director		Independent	Female	64	2

No.	Name and Position in Company	Major experience, specializations, etc.							Qualifications, Ph.D.	
		Corporate Management	Finance & Accounting	Production & Quality	Technology, R&D	Sales & Marketing	Legal, Risk Management	Global Business		Personnel, Labor, HR Development
1	Yasushi Shimokawa President & Representative Director	○	○			○	○	○	○	
2	Yoshihiro Harada Senior Managing Director	○		○	○	○		○		
3	Masashi Yamashita Senior Managing Director	○		○	○	○		○		
4	Shinichi Hasegawa Managing Director	○	○					○	○	
5	Osamu Yamazaki Managing Director	○		○	○					PhD (Engineering)
6	Kazuhiro Ogawa Outside Director	○	○							Certified Public Accountant Certified Public Tax Accountant
7	Yoshitomo Nagatsuka Outside Director	○						○		Attorney
8	Yuko Kariya Outside Director	○		○						Pharmacist
Number of Directors with skills		8	3	4	3	3	3	3	2	

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Yasushi Shimokawa (January 29, 1957) [Reappointment]	<p>March 1980 Joined the Company</p> <p>April 2006 General Manager, Tokyo Branch, Steel Foil Sales Sector, Steel Foil Business Division</p> <p>April 2009 Deputy General Manager, Steel Foil Sales Sector, Steel Foil Business Division</p> <p>April 2010 Executive Officer, and General Manager, Steel Foil Sales Sector, Steel Foil Business Division</p> <p>April 2012 Managing Executive Officer</p> <p>April 2013 Deputy General Manager, Administration Sector</p> <p>June 2014 Managing Director</p> <p>April 2015 General Manager, Administration Sector</p> <p>April 2017 President & Representative Director (current)</p>	17,400
2	Yoshihiro Harada (November 2, 1959) [Reappointment]	<p>April 1982 Joined NIPPON STEEL CORPORATION</p> <p>November 2010 Group Leader, Automotive Products Technology Group, Nagoya Sales Office</p> <p>July 2012 Deputy General Manager, Nagoya Sales Office</p> <p>June 2015 Joined the Company Managing Executive Officer, and Deputy General Manager, Technology Sector</p> <p>April 2017 General Manager, Technology Division</p> <p>June 2017 Managing Director</p> <p>April 2020 Senior Managing Director (current), General Manager, Production Division (current), and General Manager, Manufacturing Sector, Production Division</p>	4,000

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Masashi Yamashita (June 26, 1961) [Reappointment]	<p>March 1984 Joined the Company</p> <p>April 2009 General Manager, Fukushima Plant, Processed Products Manufacturing Sector, Processed Products Business Division</p> <p>April 2013 General Manager, Processed Products Sales Department, Processed Products Sales Sector, Processed Products Business Division</p> <p>April 2014 Executive Officer, and General Manager, Processed Products Sales Sector, Processed Products Business Division</p> <p>April 2015 General Manager, Processed Products Business Development Department, Processed Products Business Division</p> <p>April 2016 Managing Executive Officer</p> <p>April 2017 General Manager, Development and Sales Division (current), and General Manager, Sales Sector, Development and Sales Division</p> <p>June 2017 Managing Director</p> <p>April 2020 Senior Managing Director (current) and General Manager, Development Sector, Development and Sales Division (current)</p>	4,400
4	Shinichi Hasegawa (September 11, 1957) [Reappointment]	<p>March 1981 Joined the Company</p> <p>April 2014 Executive Officer, and General Manager, General Affairs Department, Administration Sector</p> <p>April 2015 Managing Executive Officer</p> <p>April 2017 General Manager, Administration Sector, Administration Division (current), and General Manager, Human Resources Department, Administration Sector, Administration Division</p> <p>April 2020 General Manager, Administration Division (current)</p> <p>June 2020 Managing Director (current)</p>	3,700
5	Osamu Yamazaki (February 17, 1962) [Reappointment]	<p>March 1985 Joined the Company</p> <p>April 1997 Enrolled in the doctoral course of the Graduate School of Engineering, Osaka University</p> <p>March 2000 Completed the doctoral course of the Graduate School of Engineering, Osaka University Received PhD in Engineering</p> <p>April 2014 General Manager, Research and Technology Center, Technology Sector of the Company</p> <p>April 2015 Executive Officer</p> <p>April 2017 Managing Executive Officer, and General Manager, Technology Sector, Technology Division</p> <p>April 2020 General Manager, Technology Division (current)</p> <p>June 2020 Managing Director (current)</p>	3,200

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
6	Kazuhiro Ogawa (April 14, 1959) [Reappointment] [Outside] [Independent]	<p>March 1988 Registered as a Certified Public Accountant</p> <p>July 2004 Established the Kazuhiro Ogawa Accounting Office President, Kazuhiro Ogawa Accounting Office (current)</p> <p>November 2004 Registered as a Certified Public Tax Accountant</p> <p>June 2005 Outside Audit & Supervisory Board Member, the Company (retired in June 2009)</p> <p>June 2008 Outside Audit & Supervisory Board Member, Tokyo Nissan Computer System Co., Ltd.</p> <p>June 2015 Outside Director, the Company (current)</p> <p>July 2016 Outside Auditor, Hanatour Japan Co., Ltd. (current)</p>	1,000
7	Yoshitomo Nagatsuka (March 30, 1965) [Reappointment] [Outside] [Independent]	<p>April 1996 Registered with Dai-Ichi Tokyo Bar Association</p> <p>April 2009 Civil Conciliation Commissioner, Tokyo District Court (current)</p> <p>March 2010 Established the Nagatsuka Partners Law Office Managing Partner, Nagatsuka Partners Law Office</p> <p>July 2013 Outside Auditor, Nisshou Byoura Co., Ltd. (current)</p> <p>June 2016 Outside Director, SANYU CONSTRUCTION CO., LTD. (current)</p> <p>February 2019 Deputy Secretary General, Japan Federation of Bar Associations</p> <p>March 2021 Outside Auditor, Oncolys BioPharma Inc. (current)</p> <p>June 2021 Outside Director, the Company (current)</p> <p>September 2021 Partner Attorney, KOHWA SOHGOH LAW OFFICES (current)</p>	0
8	Yuko Kariya (April 15, 1960) [Reappointment] [Outside] [Independent]	<p>April 1983 Joined Torii Pharmaceutical Co., Ltd.</p> <p>June 1983 Registered as a qualified pharmacist</p> <p>April 2007 General Manager, Customer Support Department, Torii Pharmaceutical Co., Ltd.</p> <p>June 2012 Executive Officer and Head of Pharmacovigilance & Quality Assurance Group, Torii Pharmaceutical Co., Ltd.</p> <p>June 2013 Director and Head of Pharmacovigilance & Quality Assurance Group, Torii Pharmaceutical Co., Ltd.</p> <p>March 2020 Full-time Advisor, Torii Pharmaceutical Co., Ltd.</p> <p>July 2021 Research Promotion Advisor, Otolaryngology Department, School of Medicine, International University of Health and Welfare</p> <p>June 2022 Outside Director, Kanto Denka Kogyo Co., Ltd. (current) Outside Director, the Company (current)</p> <p>March 2024 Outside Director (Audit & Supervisory Committee Member), Welby Inc. (current)</p>	0

- Notes:
1. There are no special interests between the Company and each candidate.
 2. The Company has concluded agreements with Mr. Kazuhiro Ogawa, Mr. Yoshitomo Nagatsuka, and Ms. Yuko Kariya pursuant to Article 427, Paragraph 1 of the Companies Act to limit their liability for damages stipulated in Article 423, Paragraph 1 of the Companies Act to the minimum liability amounts specified by laws and regulations. If their election is approved as proposed, the Company plans to continue the agreements limiting liability with each of them.
 3. The Company has concluded a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance will compensate for damages, including legal damages and litigation expenses, to be borne by the insureds. Each of the candidates will be covered under the said insurance. The insurance agreement is scheduled to be renewed on the same terms and conditions during the terms of office of these candidates.
 4. Mr. Kazuhiro Ogawa, Mr. Yoshitomo Nagatsuka, and Ms. Yuko Kariya are candidates for Outside Director. The Company has designated them as independent officers according to the rules of the Tokyo Stock Exchange (TSE) and has notified the TSE accordingly.
 5. Mr. Kazuhiro Ogawa is a person of great character and insight. As a certified public accountant (CPA), he has a high level of expertise in accounting. He has previously served as the Company's Outside Audit & Supervisory Board Member. Since being elected as Director of the Company at the 108th Annual General Meeting of Shareholders on June 26, 2015, his actions and remarks have been appropriate for his role as an Outside Director. For these reasons, the Company proposes that he be elected again as an Outside Director. The Company expects that he will draw on his extensive knowledge as a CPA as well as an outside auditor and an outside Audit & Supervisory Board member of other firms to provide the Company with valuable advice and suggestions from an independent standpoint.
 6. Mr. Kazuhiro Ogawa will have been in office as the Company's Outside Director for nine (9) years as at the conclusion of this Annual General Meeting of Shareholders.
 7. Mr. Yoshitomo Nagatsuka is a person of great character and insight. As a lawyer, he has a high level of expertise in law. Since his election as Director of the Company at the 114th Annual General Meeting of Shareholders on June 29, 2021, his actions and remarks have been appropriate for his role as an Outside Director. For these reasons, the Company proposes that he be elected again as an Outside Director. The Company expects that he will draw on his extensive knowledge as a lawyer as well as an outside director of other firms to provide the Company with valuable advice and suggestions from an independent standpoint.
 8. Mr. Yoshitomo Nagatsuka will have been in office as the Company's Outside Director for three (3) years as at the conclusion of this Annual General Meeting of Shareholders.
 9. Ms. Yuko Kariya is a person of great character and insight, and has extensive experience and deep insight as a corporate manager. Since her election as Director of the Company at the 115th Annual General Meeting of Shareholders on June 29, 2022, her actions and remarks have been appropriate for her role as an Outside Director. For these reasons, the Company proposes that she be elected again as an Outside Director. The Company expects that she will draw on her extensive knowledge in management cultivated at other companies to provide the Company with valuable advice and suggestions from an independent standpoint.
 10. Ms. Yuko Kariya will have been in office as the Company's Outside Director for two (2) years as at the conclusion of this Annual General Meeting of Shareholders.

Proposal 2: Election of Two (2) Substitute Audit & Supervisory Board Members

The election of Substitute Audit & Supervisory Board Member Hiroshi Kato and Substitute Outside Audit & Supervisory Board Member Kazuaki Kagohara, who were elected at the 116th Annual General Meeting of Shareholders on June 29, 2023, will become invalid at the conclusion of this General Meeting of Shareholders. Accordingly, to prepare for a situation where the number of Audit & Supervisory Board Members falls short of the number provided for in laws and regulations, we propose the election of two (2) Substitute Audit & Supervisory Board Members.

The candidates for Substitute Audit & Supervisory Board Member are as follows. Mr. Hiroshi Kato is a candidate for Substitute non-Outside Audit & Supervisory Board Member, and Mr. Kazuaki Kagohara is a candidate for Substitute Outside Audit & Supervisory Board Member in the event of a vacancy in any of the Outside Audit & Supervisory Board Member positions.

The consent of the Audit & Supervisory Board has been obtained for this proposal.

Name (Date of birth)	Career summary and significant concurrent positions	Number of shares of the Company held
Hiroshi Kato (November 22, 1962)	March 1985 Joined the Company April 2006 General Manager, Fukuoka Sales Office, Osaka Branch, Steel Foil Sales Sector October 2016 Leader, Internal Control Office April 2022 Leader equivalent, Audit Office January 2023 Senior Staff, Audit Office (current)	1,200
Kazuaki Kagohara (March 4, 1967) [Outside] [Independent]	October 2001 Established Kagohara Certified Public Accountant Office President, Kagohara Certified Public Accountant Office (current) June 2011 Established Business Solutions Partners Co., Ltd. (currently Corporate Accounting Research Institute) Representative Director, Corporate Accounting Research Institute (current) June 2011 External Corporate Auditor, GL Sciences Inc. June 2015 External Director, Audit and Supervisory Committee Member, GL Sciences Inc. (current) September 2022 External Director (Audit and Supervisory Committee Member), Dualtap Co., Ltd. (current)	0

- Notes:
1. There are no special interests between the Company and each candidate.
 2. If his election is approved as proposed, the Company plans to conclude an agreement with Mr. Kazuaki Kagohara pursuant to Article 427, Paragraph 1 of the Companies Act to limit his liability stipulated in Article 423, Paragraph 1 of the Companies Act to minimum liability amounts specified by laws and regulations.
 3. The Company has concluded a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The

insurance will compensate for damages, including legal damages and litigation expenses, to be borne by the insureds. If each candidate assumes the office of Audit & Supervisory Board Member, they will be covered under the said insurance.

4. Mr. Kazuaki Kagohara is a candidate for Substitute Outside Audit & Supervisory Board Member and a candidate for independent officer according to the rule of the Tokyo Stock Exchange (TSE).
5. The reasons for Mr. Kazuaki Kagohara's nomination as a candidate for Substitute Outside Audit & Supervisory Board Member are that he is a person of great character and insight and that he has a high level of expertise as a certified practicing accountant. The Company has determined that he will fully demonstrate his abilities in audits of the Company.