

(Translation)

Securities Code: 5262

June 6, 2024

(Commencement date for measures for electronic provision):

June 3, 2024

To Our Shareholders with Voting Rights:

Tomoyuki Masubuchi
President and Director
NIPPON HUME CORPORATION
5-33-11 Shimbashi, Minato-ku, Tokyo

**NOTICE OF CONVOCATION OF
THE 141ST ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We wish to notify you of the 141st Annual General Meeting of Shareholders of NIPPON HUME CORPORATION (the “Company”). The meeting will be held for the purposes described below.

In convening this Annual General Meeting of Shareholders, the Company has taken measures for electronic provision, and has posted the content of the Reference Documents for the General Meeting of Shareholders (matters to be provided electronically) on each of the following website. Please access any of these websites to confirm the content.

[The Company’s website]

<https://www.nipponhume.co.jp/> (Japanese only)

(Please access the above website, and select in the order of “IR Information”, “Related Information on General Meeting of Shareholders” to confirm the information.)

[Website for materials for the General Meeting of Shareholders]

<https://d.sokai.jp/5262/teiji/> (Japanese only)

[Tokyo Stock Exchange (TSE Listed Company Search) website]

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

(Please access the Tokyo Stock Exchange (TSE Listed Company Search) website shown above, enter “NIPPON HUME” in the “Issue name (company name)” field or the Company’s securities code “5262” in the “Code” field to perform the search, and select in the order of “Basic information”, “Documents for public inspection/PR information”, and confirm the information under “Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting”.)

Instead of attending the meeting in person, you may exercise your voting rights in writing or via the Internet, etc. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by no later than 5:20 p.m. Japan time on Wednesday, June 26, 2024.

1. Date and Time: Thursday, June 27, 2024 at 10:00 a.m. Japan time

2. Place: Conference room on the 8th floor of the Company (Shimbashi NH Building)
5-33-11 Shimbashi, Minato-ku, Tokyo, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the 141st Fiscal Year (April 1, 2023 to March 31, 2024), and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
 2. Non-consolidated Financial Statements for the 141st Fiscal Year (April 1, 2023 to March 31, 2024)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Partial Amendments to the Articles of Incorporation
Proposal 3: Election of Four (4) Audit & Supervisory Board Members

- When attending the meeting, please submit the Voting Rights Exercise Form sent along with this notice of convocation at the reception desk.
- If any revisions are required to the matters to be provided electronically, a notice to that effect will be posted on the websites listed on page 1, along with the unrevised and revised information.
- Shareholders who requested delivery of a printed form also receive the printed documents that contain the matters to be provided electronically. However, such documents exclude the following items, in accordance with laws and regulations and the provisions under Article 14, Paragraph 2 of the Company's Articles of Incorporation.
 1. "Company Structure and Policies" in the Business Report
 2. "Consolidated Statements of Changes in Net Assets" and "Notes to the Consolidated Financial Statements" of the Consolidated Financial Statements
 3. "Non-Consolidated Statements of Changes in Net Assets" and "Notes to the Non-Consolidated Financial Statements" of the Non-Consolidated Financial Statements

Accordingly, the Business Report, the Consolidated Financial Statements, and the Non-Consolidated Financial Statements included in the documents are a part of the target documents that were audited by the Accounting Auditor and the Audit & Supervisory Board in preparing the Accounting Auditor's Audit Report and the Audit Report, respectively.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

The Company proposes to distribute the surplus as described below.

The Company considers the distribution of profits to shareholders as an important management task. Our basic policy is to maintain stable dividend levels, while focusing on maintaining a sound financial structure. We strive to enhance overall return to shareholders by implementing purchases of treasury shares and other measures, taking into account factors such as performance.

Funds retained as internal reserves will be used as a portion of the funds invested in the development of new products and technologies and for capital investment in efficiency enhancement and reduction of power consumption, as well as for M&As. The efficiency of the investments is considered from a long-term perspective.

The Company is scheduled to distribute the surplus for the fiscal year under review as described below, taking into account factors such as non-consolidated financial results, consolidated financial results, financial conditions and the future management environment.

1. Details of the year-end dividend

1) Type of dividend property	Cash
2) Appropriation of dividend property to shareholders and its total amount	¥25 per share for the Company's common stock
	Total dividends: ¥636,985,100
3) Effective date for dividends from surplus	June 28, 2024

2. Other matters concerning the appropriation of surplus

1) Accounting item of surplus to increase and the amount of increase	General reserve: ¥500,000,000
2) Accounting item of surplus to decrease and the amount of decrease	Retained earnings brought forward: ¥500,000,000

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal

- (1) In order to enhance opportunities to distribute profits to shareholders, the Articles of Incorporation of the Company shall be amended to allow the distribution of dividends of surplus (interim dividends) by a resolution of the Board of Directors, based on Article 454, Paragraph 5 of the Companies Act.
- (2) In addition to the above, the number of articles shall be adjusted following the amendments.

2. Content of the proposed amendments

The details of the proposed amendments are as follows.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p>Article 1 to Article 38 (Provisions are omitted)</p> <p>(Dividends of Surplus)</p> <p>Article 39</p> <p>1. The Company <u>may, by a resolution of the General Meeting of Shareholders, pay year-end dividends to the shareholders or registered pledgees of shares recorded in the shareholder register on the last day of each business year.</u></p> <p>2. <u>If a dividend is not received after three full years from the date on which its payment is fixed, the Company shall be released from its obligation to pay the dividend.</u></p> <p>(Newly established)</p> <p>(Newly established)</p> <p>(Newly established)</p> <p><u>Article 40</u> (Provision is omitted)</p>	<p>Article 1 to Article 38 (Remain unchanged)</p> <p>(<u>Record Date of Dividends of Surplus</u>)</p> <p>Article 39</p> <p>1. <u>The record date for the Company's year-end dividends shall be March 31 of each year.</u></p> <p>(Deleted)</p> <p>2. <u>In addition to the preceding paragraph, the Company may determine record dates and pay dividends of surplus.</u></p> <p>(<u>Interim Dividends</u>)</p> <p><u>Article 40</u> The Company may, by a resolution of <u>the Board of Directors, pay interim dividends with a record date of September 30 each year.</u></p> <p>(<u>Prescription Period for Dividends</u>)</p> <p><u>Article 41</u> <u>If a dividend is not received after three full years from the date on which its payment is fixed, the Company shall be released from its obligation to pay the dividend.</u></p> <p><u>Article 42</u> (Remain unchanged)</p>

Proposal 3: Election of Four (4) Audit & Supervisory Board Members

The terms of office of all four (4) Audit & Supervisory Board Members will expire at the conclusion of this General Meeting of Shareholders. Therefore, the Company proposes the election of four (4) Audit & Supervisory Board Members.

The Audit & Supervisory Board has given its approval to this proposal.

The candidates for Audit & Supervisory Board Members are as follows:

No.	Name	Current positions, etc.	
1	Takamasa Ishii	Full-time Audit & Supervisory Board Member	Reelection
2	Yasushi Nakamura	Outside Audit & Supervisory Board Member	Reelection Outside Independent
3	Ryo Yokoyama		New candidate Outside Independent
4	Yasuhisa Fujiki	Councilor of Mizuho Leasing Company, Limited	New candidate Outside Independent

Reelection: Candidate for reelected Audit & Supervisory Board Member

New candidate: Candidate for newly elected Audit & Supervisory Board Member

Outside: Candidate for Outside Audit & Supervisory Board Member

Independent: Independent Auditor pursuant to the provisions of the Stock Exchange

No.	Name (Date of birth)	Career summary, and positions and significant concurrent positions in the Company
1	<p>Takamasa Ishii (May 8, 1964)</p> <p>Reelection</p> <p>Number of the Company's shares held 10,500</p>	<p>April 1988 Joined the Company</p> <p>April 2010 General Manager of Accounting Department</p> <p>June 2014 President and Representative Director of NIPPON HUME ENGINEERING CORPORATION</p> <p>June 2015 Management Officer, General Manager of Accounting Department</p> <p>June 2017 President and Representative Director of HUMEZ CORPORATION</p> <p>June 2019 Full-time Audit & Supervisory Board Member (to present)</p> <p>Reasons for the election as a candidate for Audit & Supervisory Board Member</p> <p>Mr. Ishii has a fair amount of expertise and insight in accounting as well as the Company's overall business operations, gained through his career as Management Officer, General Manager of Accounting Department. The Company determined that he is suitable as a candidate for Audit & Supervisory Board Member, in view of his track record in the proposed position.</p>
2	<p>Yasushi Nakamura (August 9, 1958)</p> <p>Reelection Outside Independent</p> <p>Number of the Company's shares held 0</p>	<p>January 1985 Joined Tokyo Electron Ltd.</p> <p>April 2001 Vice President of Finance Dept. of Tokyo Electron Ltd.</p> <p>October 2003 Vice President of Tokyo Electron Kyushu Ltd.</p> <p>July 2004 Vice President & General Manager, General Manager of Management Division of Tokyo Electron Kyushu Ltd.</p> <p>November 2005 Vice President of General Affairs Dept. of Tokyo Electron Ltd.</p> <p>January 2011 Vice President & General Manager, General Manager of Management Division of Tokyo Electron AT Limited (current Tokyo Electron Technology Solutions Ltd.)</p> <p>April 2011 Vice President & General Manager, General Manager of Management Division and Material and Logistics Division of Tokyo Electron Yamanashi Ltd. (current Tokyo Electron Technology Solutions Ltd.)</p> <p>April 2019 Vice President & General Manager, General Manager of New Factory Project of Tokyo Electron Yamanashi Ltd.</p> <p>June 2020 Chairman of Yamanashi Machine and Electronic Industries Association</p> <p>July 2020 Advisor of Tokyo Electron Ltd.</p> <p>June 2023 Outside Audit & Supervisory Board Member (to present)</p> <p>Reasons for the election as a candidate for Outside Audit & Supervisory Board Member</p> <p>Mr. Nakamura has served as an executive officer in the global company group, and possesses a wealth of insight. The Company determined that he is suitable as a candidate for Outside Audit & Supervisory Board Member, in view of his track record in the proposed position.</p>

No.	Name (Date of birth)	Career summary and significant concurrent positions	
3	<p>Ryo Yokoyama (March 11, 1958)</p> <p>New candidate Outside Independent</p> <p>Number of the Company's shares held 0</p>	<p>April 1982</p> <p>April 2008</p> <p>May 2009</p> <p>October 2010</p> <p>April 2011</p> <p>April 2014</p> <p>May 2014</p> <p>May 2023</p>	<p>Joined Nihon Cement Co., Ltd. (current TAIHEIYO CEMENT CORPORATION)</p> <p>General Manager of Technology Planning Department of Research & Development Center of TAIHEIYO CEMENT CORPORATION</p> <p>Leader of Sales Promotion Group, Sales Department. Cement Company of TAIHEIYO CEMENT CORPORATION</p> <p>Leader of Specialty Concrete Group, Sales Department, Cement Business Division of TAIHEIYO CEMENT CORPORATION</p> <p>General Manager of Kanto Branch of TAIHEIYO CEMENT CORPORATION</p> <p>Advisor of Kokusai Kigyo Co., Ltd.</p> <p>President and Representative Director of Kokusai Kigyo Co., Ltd.</p> <p>Advisor of Kokusai Kigyo Co., Ltd.</p> <p>Reasons for the election as a candidate for Outside Audit & Supervisory Board Member</p> <p>Mr. Yokoyama has insight as senior management staff. The Company determined that he is suitable as a candidate for Outside Audit & Supervisory Board Member, in view of his experience and insight as aforementioned.</p>

No.	Name (Date of birth)	Career summary and significant concurrent positions
4	<p data-bbox="336 656 501 719">Yasuhisa Fujiki (March 1, 1962)</p> <p data-bbox="336 768 501 869">New candidate Outside Independent</p> <p data-bbox="280 916 557 1016">Number of the Company's shares held 0</p>	<p data-bbox="592 264 1382 327">April 1984 Joined Industrial Bank of Japan, Limited (current Mizuho Bank, Ltd.)</p> <p data-bbox="592 338 1382 439">April 2009 General Manager of Hiroshima Corporate Banking Division of Mizuho Corporate Bank, Ltd. (current Mizuho Bank, Ltd.)</p> <p data-bbox="592 450 1394 589">April 2011 General Manager of Corporate Banking Division No. 15 of Mizuho Corporate Bank, Ltd. General Manager of Corporate Coverage Department II, Investment Banking Group of Mizuho Securities Co., Ltd.</p> <p data-bbox="592 600 1353 663">April 2012 Executive Officer, General Manager of International Coordination Division of Mizuho Corporate Bank, Ltd.</p> <p data-bbox="592 674 1353 736">April 2013 Executive Officer, General Manager of International Coordination Division of Mizuho Financial Group, Inc.</p> <p data-bbox="592 748 1326 810">July 2013 Executive Officer, General Manager of International Coordination Division of Mizuho Bank, Ltd.</p> <p data-bbox="592 822 1334 922">April 2014 Managing Executive Officer (in charge of Consumer, Health, Care, Telecom, Media, Technology, Specific Global Corporations) of Mizuho Bank, Ltd.</p> <p data-bbox="592 934 1334 996">April 2018 Managing Executive Officer of IBJ Leasing Co., Ltd. (current Mizuho Leasing Co., Ltd.)</p> <p data-bbox="592 1008 1235 1039">June 2019 Managing Director of IBJ Leasing Co., Ltd.</p> <p data-bbox="592 1050 1171 1081">April 2021 Director of Mizuho Leasing Co., Ltd.</p> <p data-bbox="592 1093 1394 1115">June 2021 Deputy President of Mizuho Marubeni Leasing Corporation</p> <p data-bbox="592 1126 1289 1189">April 2024 Councilor of Mizuho Leasing Company, Limited (to present)</p> <p data-bbox="592 1200 1394 1263">Reasons for the election as a candidate for Outside Audit & Supervisory Board Member</p> <p data-bbox="592 1274 1394 1406">Mr. Fujiki has held important positions at financial institutions and has insight as senior management staff. The Company determined that he is suitable as a candidate for Outside Audit & Supervisory Board Member, in view of his experience and insight as aforementioned.</p>

1. There are no special interests between each candidate and the Company.
2. Messrs. Yasushi Nakamura, Ryo Yokoyama and Yasuhisa Fujiki are candidates for Outside Audit & Supervisory Board Members.
3. An outline of a limited liability agreement with the Audit & Supervisory Board Members is as follows:

The Company has entered into a limited liability agreement with its Audit & Supervisory Board Members, as allowed under the provisions of its Articles of Incorporation for the purpose of helping them fully perform their roles as expected.

The Company has entered into a limited liability agreement with Messrs. Takamasa Ishii and Yasushi Nakamura to limit their liability for damages pursuant to Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability under that agreement is ¥5 million or the minimum liability amount stipulated by laws and regulations, whichever is the greater. If the reelection of Messrs. Takamasa Ishii and Yasushi Nakamura is approved, the Company intends to continue said agreement with them.

If the election of Messrs. Ryo Yokoyama and Yasuhisa Fujiki is approved, the Company intends to enter into a limited liability agreement with each of them to limit their liability for damages pursuant to Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability under the agreement is ¥5 million or the minimum liability amount stipulated by laws and regulations, whichever is the greater.
4. The Company has designated and registered Mr. Yasushi Nakamura as Independent Auditor pursuant to the provisions of the Tokyo Stock Exchange. If the reelection of Mr. Yasushi Nakamura is approved, the Company intends to continue to register him as Independent Auditor.
5. If the election of Messrs. Ryo Yokoyama and Yasuhisa Fujiki is approved, the Company intends to register them as Independent Auditor pursuant to the provisions of Tokyo Stock Exchange.
6. The Company has entered into a directors and officers liability insurance (D&O insurance) contract pursuant to Article 430-3, Paragraph 1 of the Companies Act with an insurance company. If this proposal is approved as originally proposed and the candidates are elected as Audit & Supervisory Board Members, then they will be included as the insured under the insurance contract. The contract covers legal damages that may arise when the insured Audit & Supervisory Board Members assume liability for the execution of their duties or are subject to a claim for the pursuit of said liability. However, the insurance contract has certain exclusions, such as providing no coverage for damages arising from actions taken by insured parties with the knowledge that they were in violation of laws and regulations. The insurance premiums, including riders, are borne in their entirety by the Company, and no insurance premiums are borne by the insured parties themselves. The Company plans to renew the insurance contract with the same contents at the time of its next renewal.
7. Mr. Yasushi Nakamura is the current Outside Audit & Supervisory Board Member of the Company. He will have served as Audit & Supervisory Board Member for one year at the conclusion of this General Meeting of Shareholders.
8. If the election of Messrs. Ryo Yokoyama and Yasuhisa Fujiki is approved, the Company intends to appoint them as members of the Independent Committee for Countermeasures Against Large-Scale Purchases of the Company's Shares, etc.