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Securities Code: 4064

June 8, 2026

Start date of measures for electronic provision: May 27, 2026

To our shareholders:

Takahisa Sugiyama

Representative Director, President

NIPPON CARBIDE INDUSTRIES CO., INC.

16-2, 2-Chome Konan, Minato-ku, Tokyo, Japan

NOTICE OF THE 127TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which the measures for providing information in electronic format will be taken) in electronic format, and posts this information on the Company's website. Please access the Company's website by using the internet address shown below to review the information.

The Company's website

<https://www.carbide.co.jp/> (in Japanese)

(From the above website, select "IR" and then "Ordinary Meeting of Shareholders.")

In addition to posting items for which the measures for providing information in electronic format will be taken on the Company's website, the Company also posts this information on the website of Tokyo Stock Exchange, Inc. (TSE).

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 "NIPPON CARBIDE INDUSTRIES" in "Issue name (company name)" or the Company's securities code "4064" 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 you are unable to attend the meeting in person, you may exercise your voting rights via the Internet, etc. or in writing (by postal mail). Please review the Reference Documents for the General Meeting of Shareholders, and indicate your approval or disapproval of the proposals no later than 5:40 p.m., Thursday, June 25, 2026 (JST).

Regardless of approval or disapproval of the proposals, the Company will make a draw from among those shareholders who have exercised their voting rights in advance via the Internet, and select 100 people to receive an electronic gift worth 500 yen. Please access the following website to see how to enter the draw.
<https://youtu.be/Vxj8vOCGMQ8> (Japanese only)

Date and Time: Friday, June 26, 2026 at 10:00 a.m. (JST)

Venue: Meeting room of Head Office, NIPPON CARBIDE INDUSTRIES CO., INC.
22nd floor, Taiyo-Seimei Shinagawa Building,
16-2, 2-Chome Konan, Minato-ku, Tokyo, Japan

Purposes:

Items to be reported: ① Business Report and Consolidated Financial Statements for the 127th Term (from April 1, 2025 to March 31, 2026), and the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors
② Non-Consolidated Financial Statements for the 127th Term (from April 1, 2025 to March 31, 2026)

Items to be resolved: Proposal 1: Appropriation of Surplus
Proposal 2: Election of Six (6) Directors

Resolutions Concerning the Convocation (Information on Exercise of Voting Rights)

- ① When there is no indication of approval or disapproval for a proposal on the voting form when exercising voting rights in writing (by postal mail), the Company shall treat it as a vote for approval.
- ② If you exercise your voting rights more than once via the Internet etc., only the last exercise of the voting right shall be deemed effective.
- ③ If you exercise your voting rights in duplicate both via the Internet and in writing (by postal mail), your exercise of the voting right via the Internet shall be deemed valid regardless of the time and date the votes are received.

- ▶ For shareholders who have requested delivery in paper form, a printed document containing the matters subject to electronic provision will also be sent. However, according to applicable laws and Article 15 of the Company's Articles of Incorporation, the following items are omitted from the printed document:
 - 1) In the Business Report: "Systems to Ensure Proper Operations" and "Overview of the Operational Status of the Systems to Ensure Proper Operations"
 - 2) In the Consolidated Financial Statements: "Consolidated Statement of Changes in Equity" and "Notes to the Consolidated Financial Statements"
 - 3) In the Non-Consolidated Financial Statements: "Statement of Changes in Equity" and "Notes to the Non-Consolidated Financial Statements"Accordingly, the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements are part of the documents audited by the Accounting Auditor and the Corporate Auditors when preparing their respective audit reports.
- ▶ If revisions to the items for which the measures for providing information in electronic format will be taken arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the Company's website and the TSE website.
- ▶ Gifts will not be provided to shareholders who attend the General Meeting of Shareholders. We appreciate your understanding.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

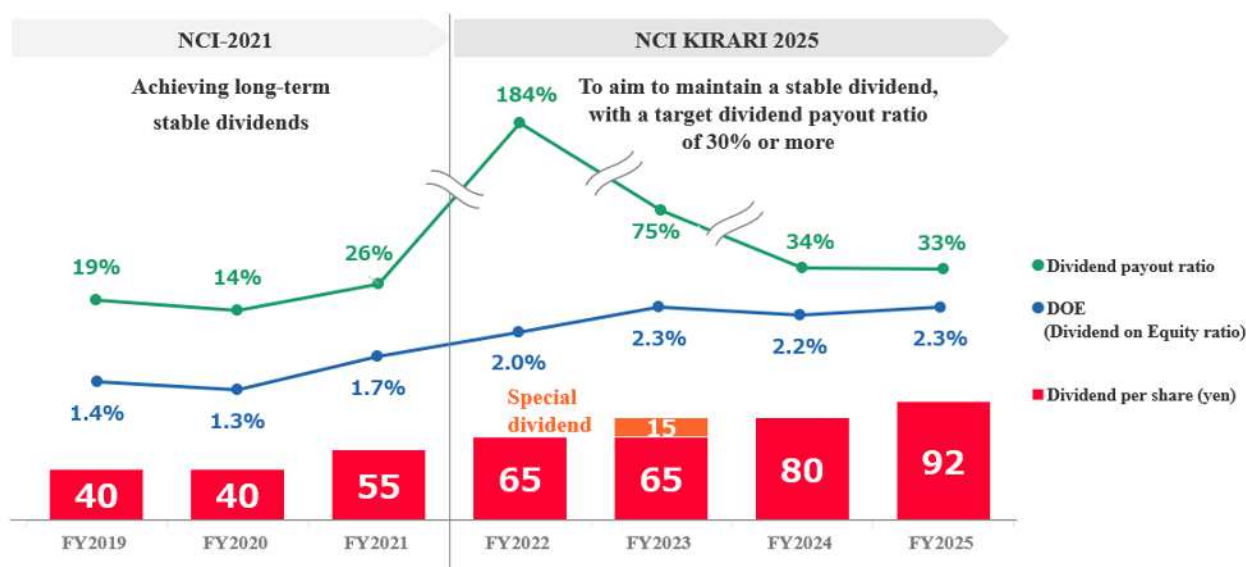
Matters related to year-end dividends

The Company aims to be a company that will promote business reform for the future growth and respond swiftly to changes in its management environment. At the same time, it considers that the distribution of profits to shareholders is an important responsibility, and its basic policy is to realize long-term and stable dividend payments with a target payout ratio of 30% or more.

With regard to the year-end dividend for the current fiscal year, in accordance with the above basic policy, we propose it be as follows

- (1) Type of dividend property
Cash
- (2) Allocation of dividend property to shareholders and total amount thereof
51 yen per common share of the Company
Total amount of dividends: 475,597,083 yen
- (3) Effective date of distribution of dividends of surplus
June 29, 2026

Additionally, if this proposal is approved as originally proposed, the annual dividend per share for this term, including the interim dividend, will be 92 yen.



Proposal 2: Election of Six (6) Directors

The term of office of all six (6) Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. Therefore, the Company proposes the election of six (6) Directors.

The candidates for Director are as follows:

No.	Name			Position and Responsibilities at the Company	Attendance at Board of Directors Meetings
1	Takahisa Sugiyama	Reelection	Male	Representative Director, President, CEO	100% (20 out of 20 meetings attended)
2	Yuichi Yokota	Reelection	Male	Director, CFO	100% (20 out of 20 meetings attended)
3	Hiroshi Miyake	New appointment	Male	CTO	—
4	Satsuki Yoshioka	Reelection Outside Independent	Female	Outside Director	100% (20 out of 20 meetings attended)
5	Yuzo Kadomukai	Reelection Outside Independent	Male	Outside Director	100% (20 out of 20 meetings attended)
6	Chika Kuwahara	New appointment Outside Independent	Female	—	—

New appointment New appointment Director
 Reelection Reelection Director
 Outside Outside Director
 Independent Independent officer based on the rules of the stock exchange

- Notes: 1. There are no special interests between the candidates and the Company.
2. Satsuki Yoshioka, Yuzo Kadomukai and Chika Kuwahara are candidates for Outside Director. They are candidates to be appointed as independent officers as provided for by Tokyo Stock Exchange, Inc.
3. The Company has concluded with Satsuki Yoshioka and Yuzo Kadomukai an agreement to limit their liability for damages under Article 423, paragraph (1) of the Companies Act in accordance with the provisions of Article 427, paragraph (1) of the same act. If her reelection is approved, the Company plans to renew the agreement. The maximum amount of the liability for damages under the said agreement will be the minimum amount stipulated by the laws and regulations.
4. If the election of Chika Kuwahara is approved, the Company intends to agree with her to limit her liability for damages under Article 423, paragraph (1) of the Companies Act in accordance with the provisions of Article 427, paragraph (1) of the same act. The maximum liability for damages under the said agreement will be the minimum amount stipulated by law and regulations.
5. The Company has entered into a directors and officers liability insurance contract that covers Directors. If the election of Takahisa Sugiyama, Yuichi Yokota, Hiroshi Miyake, Satsuki Yoshioka, Yuzo Kadomukai and Chika Kuwahara is approved, they will be covered under the said insurance contract. Under the said insurance contract, damages caused as a result of the six insured Directors' assuming liability incurred in the execution of their duties or receiving claims pertaining to the pursuit of such liability shall be covered up to the total indemnity limit per period of insurance (2 billion yen). In addition, the Company plans to renew the agreement with the same terms and conditions at the next renewal.
6. The name of Ms. Chika Kuwahara (桑原) as recorded in the family register is Chika Kuwahara (菜原).



No.

1

Reelection

Takahisa Sugiyama
(November 4, 1959)

Reasons for his nomination as a candidate for Director

Takahisa Sugiyama served as Executive Officer at AGC Inc., and he has served as Representative Director, President and Chief Executive Officer since June 2020 (CEO since June 2022), acquiring a wealth of corporate management experience. He is expected to draw on such experience and expertise and appropriately manage and supervise the entire group as a Director for the sustainable growth and the increase of corporate value of the Company. In consideration of these reasons, the Company proposes his election as Director.

Number of the Company's shares owned ▶25,454 shares

Career summary, position and responsibilities (Significant concurrent positions outside the Company)

- Apr. 1982 Joined Asahi Glass Co., Ltd. (currently AGC Inc.)
- Jul. 2005 General Manager of Planar Devices Department, Photonics Components Division, Electronics & Energy General Division, Asahi Glass Co., Ltd. (currently AGC Inc.)
- Jul. 2006 General Manager of Planar Devices Department, Electronics & Energy General Division, Asahi Glass Co., Ltd. (currently AGC Inc.)
- Jan. 2008 General Manager of Photonics Components Division, Electronics & Energy General Division, Asahi Glass Co., Ltd. (currently AGC Inc.)
- Jul. 2009 General Manager of Photonics Components Division, Electronics General Division, Electronics Company, Asahi Glass Co., Ltd. (currently AGC Inc.)
- Jan. 2015 General Manager of Electronic Materials General Division, Electronics Company, Asahi Glass Co., Ltd. (currently AGC Inc.)
- Jan. 2016 Executive Officer and General Manager of Electronic Materials General Division, Electronics Company, Asahi Glass Co., Ltd. (currently AGC Inc.)
- Mar. 2020 Counselor of the Company
- Jun. 2020 Representative Director, President and Chief Executive Officer of the Company
- Jun. 2022 Representative Director, President and Chief Executive Officer, CEO of the Company (present position)



No.

2

Reelection

Yuichi Yokota
(November 28, 1962)

Reasons for his nomination as a candidate for Director

Yuichi Yokota has management experience in sales and business operations in several business divisions of the Company and as a Senior General Manager of a business division, and, as General Manager of Corporate Planning Department, has been responsible for planning and promoting group strategies and IR operations, and has expertise in the field of finance and a deep understanding of the capital markets through his responses to the capital markets. Currently, he oversees the finance and corporate planning departments as Managing Executive Officer and CFO, and he is expected to contribute fully as a Director to the Company's significant decision-making processes and supervision of business execution. In consideration of these reasons, the Company proposes his election as Director.

Number of the Company's shares owned ▶5,474 shares

Career summary, position and responsibilities (Significant concurrent positions outside the Company)

- Apr. 1985 Joined the Company
- Apr. 2001 General Manager of Second Electronic Materials Department, Electronic Materials Division
- Apr. 2004 Leader of Printed Substrates Business Unit, Electronic Materials Division
- Apr. 2012 Leader of Ceramic Substrates Business Unit, Electronic Materials Division
- Apr. 2013 General Manager of Optical Products Business Promotion Division, Operational Headquarters of Electronic and Optical Products
- Apr. 2015 General Manager of Electronic Materials Division, Operational Headquarters of Electronic and Optical Products
- Apr. 2018 Executive Officer and General Manager of Planning and Manufacturing Management Department, Operational Headquarters of Electronic and Functional Products Division
- Apr. 2021 Executive Officer and General Manager of Corporate Planning Department
- Jun. 2021 Director, Executive Officer and General Manager of Corporate Planning Department
- Apr. 2025 Director, Managing Executive Officer, and Senior General Manager of Electronic and Functional Products Division, General Manager of Corporate Planning Department
- Apr. 2026 Director, Managing Executive Officer, and CFO, in charge of Corporate Administration, in charge of Safety, Quality and Environment Management Department (present position)



No.

3

New appointment

Hiroshi Miyake

(March 22, 1967)

Reasons for his nomination as a candidate for Director

Hiroshi Miyake has been involved in the development and manufacturing departments since joining the Company and has extensive experience across the Company's businesses. Currently, he is in charge of the Company's technical department as Executive Officer and CTO, and also promotes business strategies as General Manager of the Advanced Films Business Division. Given his wealth of experience and expertise in the Company's businesses, he is expected to contribute fully, as a Director, to the Company's significant decision-making processes and the supervision of business execution. In consideration of these reasons, the Company proposes his election as Director.

Number of the Company's shares owned ▶ 1,052 shares

Career summary, position and responsibilities (Significant concurrent positions outside the Company)

Apr. 1991 Joined the Company
Oct. 2010 Vice president of Enxiai (Hangzhou) Chemical Co., Ltd.
Apr. 2021 General Manager of Film and Sheets Manufacturing Department
Apr. 2024 Executive Officer and General Manager of Advanced Films Business Division

Apr. 2026 Executive Officer, CTO and Senior General Manager Advanced Films Division (present position)



No.

4

Reelection

Outside Director

Independent Officer

Satsuki Yoshioka

(July 27, 1985)

Reasons for her nomination as a candidate for Outside Director and overview of expected roles

Satsuki Yoshioka utilizes her abundant experience and specialist knowledge as an attorney at law in the management of the Company from an independent standpoint. Since she provides advice from a perspective of diversity, she is expected to contribute to strengthening the Company's corporate governance. In consideration of these reasons, the Company proposes her election as Outside Director. She has never been directly involved in the management of a company other than being an outside officer. However, the Company judges she will continue to properly carry out her duties as an Outside Director of the Company for the reasons described above. At the conclusion of this Ordinary General Meeting of Shareholders, her tenure as Outside Director will have been three (3) year.

Number of the Company's shares owned ▶ 0 share

Matters related to independence The Company has submitted notification to the Tokyo Stock Exchange, Inc. that Satsuki Yoshioka has been appointed as an independent officer. If her reelection is approved, the Company plans to continue the notification that she has been appointed as an independent officer.

Career summary, position and responsibilities (Significant concurrent positions outside the Company)

Nov. 2010 Legal Training & Research Institute of the Supreme Court of Japan
Dec. 2011 Completed the above training course
Dec. 2011 Registered as an Attorney at Law
Dec. 2011 Joined Ono Sogo Legal Profession Corporation
June 2021 Seconded to Personal Information Protection Commission, Government of Japan (fixed-term public officer)

June 2023 Returned to Ono Sogo Legal Profession Corporation (present position)
June 2023 Outside Director of the Company (present position)

(Significant concurrent positions outside the Company)
Attorney at law (Ono Sogo Legal Profession Corporation)



No.

5

Reelection
Outside Director
Independent Officer

Yuzo Kadomukai

(February 7, 1959)

Reasons for his nomination as a candidate for Outside Director and overview of expected roles

Yuzo Kadomukai has engaged in product development and business operations primarily in the automotive-related field at Hitachi, Ltd., and has served as Representative Director of a Hitachi Group company. He has extensive experience and deep insight into corporate management, research, and development. Drawing on such expertise, he has offered active and constructive input, such as questions and recommendations, on the Group's management strategy during deliberations at the Company. He is expected to continue contributing significantly to executing the Company's management strategies. Considering these reasons, the Company proposes to elect him as Director. If elected, his tenure as Outside Director will reach two (2) year at the close of this General Meeting of Shareholders.

Number of the Company's shares owned ▶ 0 share

Matters related to independence The Company has submitted notification to the Tokyo Stock Exchange, Inc. that Yuzo Kadomukai has been appointed as an independent officer. If him reelection is approved, the Company plans to continue the notification that he has been appointed as an independent officer.

Career summary, position and responsibilities (Significant concurrent positions outside the Company)

- Apr. 1983 Joined Hitachi, Ltd.
- June 2001 Department Manager, Head of the 5th Department, Mechanical Engineering Research Laboratory, Hitachi, Ltd.
- July 2009 General Manager, Head of Design & Development Division, Engine Components Division, Hitachi Automotive Systems, Ltd. (currently Astemo, Ltd.)
- Apr. 2010 President - Director, UNISIA OF GEORGIA CORPORATION
- Apr. 2019 Representative Director, Executive Vice President, Head of Japan Region, Hitachi Automotive Systems, Ltd. (currently Astemo, Ltd.)
- Jan. 2021 Senior Vice President, Head of Japan Region, Hitachi Astemo, Ltd. (currently Astemo, Ltd.)
- Apr. 2022 Executive Advisor, Transformation Office, Hitachi Astemo, Ltd. (currently Astemo, Ltd.)
- Jun. 2024 Outside Director of the Company (present position)



No.

6

New appointment
Outside Director
Independent Officer

Chika Kuwahara

(July 3, 1965)

Reasons for his nomination as a candidate for Outside Director and overview of expected roles

Chika Kuwahara has engaged in marketing, public relations, and corporate branding, and ESG promotion primarily in the energy-related business at OSAKA GAS CO., LTD., and has experience serving as Representative Director of a group company of OSAKA GAS CO., LTD. She has extensive experience and insight into overall corporate management. During deliberations at the Company, she is expected to pose active questions and offer recommendations on ESG promotion, etc., based on her experience and insight, and contribute to the execution of diverse management strategies.

Number of the Company's shares owned ▶ 0 share

Matters related to independence If the election of Chika Kuwahara is approved in this proposal, the Company plans to designate her as an independent officer as provided for by Tokyo Stock Exchange, Inc.

Career summary, position and responsibilities (Significant concurrent positions outside the Company)

- Apr. 1988 Joined OSAKA GAS CO., LTD.
- Apr. 2013 General Manager of CSR & Environment Dept., OSAKA GAS CO., LTD.
- Apr. 2015 General Manager of Corporate Communication Dept., OSAKA GAS CO., LTD.
- Apr. 2018 Associate Director, General Manager of Marketing Promotion Dept. OSAKA GAS CO., LTD.
- Apr. 2020 Associate Director, General Manager of Purchasing Dept.
- Apr. 2023 Associate Director, Representative, Kyoto Area
- Apr. 2025 President & CEO of Osaka Gas Liquid Co., Ltd. President & CEO of Kinki Carbonic Co., Ltd.

<Reference> Composition of the Board of Directors, etc., and the Board of Corporate Auditors

If Proposal 2 is approved and adopted as originally proposed, the composition of the Board of Directors, etc., and the Board of Corporate Auditors is scheduled to be as follows.

●Board of Directors, etc.

Name	Position at the Company	Representative Director	Outside Director	Independent Director	Nominating and Compensation Committee
Takahisa Sugiyama	Representative Director, President, CEO	● (Chairperson of the Board of Directors)			●
Yuichi Yokota	Representative Director, CFO	●			
Hiroshi Miyake	Director CTO				
Satsuki Yoshioka	Outside Director		●	●	●
Yuzo Kadomukai	Outside Director		●	●	● (Chairperson)
Chika Kuwahara	Outside Director		●	●	●

(Note) Although the Company has a Board of Corporate Auditors, it has established a Nominating and Compensation Committee as a voluntary advisory body to the Board of Directors.

●Board of Corporate Auditors

Name	Position at the Company	Full-time Corporate Auditor	Corporate Auditor	Independent Director
Fumiaki Hayashi	Full-time Corporate Auditor (outside)	●	●	●
Masahiro Sawada	Full-time Corporate Auditor (outside)	●	●	●
Yumi Ayukawa	Corporate Auditor(outside)		●	●
Ayumi Oka	Corporate Auditor (outside)		●	●

Name	Gender	Position at the Company	Directors and Auditors skill matrix after the Ordinary General Meeting of Shareholders						
			Corporate management	Finance/ Accounting	Legal/ Compliance	Sales/ Marketing	R&D/ Manufacturing technologies	International business	Risk management
Takahisa Sugiyama	Male	Representative Director, President, CEO	●		●	●		●	●
Yuichi Yokota	Male	Representative Director, CFO	●	●		●			●
Hiroshi Miyake	Male	Director CTO	●			●	●		
Satsuki Yoshioka	Female	Outside Director			●				●
Yuzo Kadomukai	Male	Outside Director	●				●	●	
Chika Kuwahara	Female	Outside Director	●			●			●
Fumiaki Hayashi	Male	Full-time Corporate Auditor (outside)	●						●
Masahiro Sawada	Male	Full-time Corporate Auditor (outside)		●					●
Yumi Ayukawa	Female	Corporate Auditor (outside)	●						●
Ayumi Oka	Female	Corporate Auditor (outside)		●					●

END