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Securities code: 6203

June 9, 2026

Start date of measures for electronic provision: May 25, 2026

To Our Shareholders

Takahiro Tsukamoto, President, Managing Director
Howa Machinery, Ltd.
1900-1, Sukaguchi, Kiyosu-shi, Aichi, Japan

Notice of the 188th Annual General Meeting of Shareholders

You are cordially invited to attend the 188th Annual General Meeting of Shareholders of Howa Machinery, Ltd. (the “Company”), which will be held as indicated below.

In convening this meeting, the Company takes 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 posts this information on each of the following Internet websites. Please access any of the websites to review the information.

The Company’s website:

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

(From the above website, select “Investor Relations,” “IR Library,” and then “Materials Related to General Meeting of Shareholders.”)

Website for posted informational materials for the General Meeting of Shareholders:

<https://d.sokai.jp/6203/teiji/> (in Japanese)

In addition, the items subject to measures for electronic provision are also posted on the following website of the Tokyo Stock Exchange (TSE).

Tokyo Stock Exchange 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 “Howa Machinery” in “Issue name (company name)” or the Company’s securities code “6203” 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].”)

As an alternative to attending the meeting in person, you may exercise your voting rights in one of the ways noted below. Please review the Reference Documents for the General Meeting of Shareholders before exercising your voting rights.

Exercising Voting Rights in Writing (by postal mail):

Use the Voting Rights Exercise Form to indicate “for” or “against” for each of the proposals and return the form to us so that it arrives no later than 5:00 p.m. on Wednesday, June 24, 2026 (JST).

Exercising Voting Rights Using Electromagnetic Method (via the Internet, etc.):

Access the voting website specified by the Company (<https://www.web54.net>) (in Japanese) and follow the prompts on the screen. Enter your votes “for” or “against” each of the proposals no later than 5:00 p.m. on Wednesday, June 24, 2026 (JST). If exercising your voting rights via the Internet, etc., please see the “Instructions for Exercising Voting Rights Using Electromagnetic Method (via the Internet, etc.)” (in Japanese only).

- 1. Time and date** 10:00 a.m., Thursday, June 25, 2026 (JST) (Reception desk scheduled to open at 9:00 a.m.)
2. Venue Conference Room #5, 3rd Floor, Nagoya Chamber of Commerce & Industry
2-10-19 Sakae, Naka-ku, Nagoya-shi, Aichi

3. Agenda of the Meeting

Matters to be Reported

1. The Business Report, Consolidated Financial Statements, and the audit reports of the Accounting Auditor and the Audit & Supervisory Committee regarding the Consolidated Financial Statements for the 188th fiscal year (April 1, 2025 – March 31, 2026)
2. The Non-Consolidated Financial Statements for the 188th fiscal year (April 1, 2025 – March 31, 2026)

Matters to be Resolved

- Proposal No. 1** Appropriation of Surplus
* Summary of submitted proposal: Dividend of ¥20 per common share of the Company
- Proposal No. 2** Amendments to the Articles of Incorporation
- Proposal No. 3** Election of Two Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)
* Names of candidates: Takahiro Tsukamoto (reappointment), Makoto Kitamura (reappointment)
- Proposal No. 4** Election of One Director Who Is an Audit & Supervisory Committee Member
* Name of candidate: Hideki Oya (new appointment)

4. Other Matters Concerning the Meeting

- (1) If you exercise your voting rights in writing (by postal mail) and do not indicate whether you are “for” or “against” each of the proposals on the Voting Rights Exercise Form, we will treat it as if you indicated “for.”
- (2) If exercising your voting rights by proxy, you may appoint one Company shareholder with voting rights to attend the meeting as your proxy. Please note, however, that written proof of their right of proxy must be submitted.

- If attending the meeting in person, please present the Voting Rights Exercise Form at the venue’s reception desk.
- The reception desk is scheduled to open at 9:00 a.m. on the day of the meeting.
- On the day of the meeting, the dress code for Company staff will be business casual (no neckties). Shareholders are also requested to attend the meeting in business casual attire.
- No commemorative gifts will be provided to shareholders attending the meeting. Your understanding is appreciated.
- A notice of resolution will not be sent; instead, it will be posted on the Company’s website (<https://www.howa.co.jp/>) (in Japanese) on the Internet after the conclusion of the meeting.
- If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on each of the Internet websites.
- For this meeting, paper-based documents stating items subject to measures for electronic provision will be delivered to all shareholders regardless of whether they have made a request for delivery of such documents. However, in accordance with applicable laws and regulations and Article 17, paragraph (2) of the Company’s Articles of Incorporation, the following items are excluded.
 - (1) Notes to Consolidated Financial Statements
 - (2) Notes to Non-consolidated Financial Statements

Accordingly, the Consolidated Financial Statements and Non-consolidated Financial Statements included in the paper-based documents are part of the Consolidated Financial Statements and Non-consolidated Financial Statements that the Accounting Auditor and Audit & Supervisory Committee audited when they prepared the accounting audit report and audit report.

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 regards the return of profits to shareholders as one of its key management priorities.

While our basic policy is to maintain a stable and consistent dividend from a medium- to long-term perspective, if profits increase, we will strengthen shareholder returns by aiming for a dividend payout ratio of 30%.

Dividends for the current fiscal year are as indicated below, based on this policy.

- (1) Type of dividend property
Cash
- (2) Allotment of dividend property and its aggregate amount
¥20 per common share of the Company
Total dividends: ¥244,832,980
- (3) Effective date of dividends of surplus
June 26, 2026

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

Since two Directors (excluding Directors who are Audit & Supervisory Committee Members; applicable to the rest of this proposal) will reach the end of their terms at the conclusion of this meeting, the Company is requesting the appointment of two Directors.

The Audit & Supervisory Committee has deemed that all of the candidates for Director in this proposal are suitable candidates.

The candidates for Director are as follows:

Candidate No.	Name	Current position & responsibility in the Company	Attendance at Board of Directors meetings in the current fiscal year	Attribute
1	Takahiro Tsukamoto	President, Managing Director, and Head of Business Division	91%	Reappointment
2	Makoto Kitamura	Managing Director, Head of General Administration Division, General Manager of General Affairs & Human Resources Department, General Manager of General Accounting Department, General Manager of Legal Department, and General Manager of Sustainability Promotion Office	100%	Reappointment

Reappointment: Candidate for Director to be reappointed

Candidate No.	Name (Date of birth)	Career summary, position, and responsibility in the Company (Significant concurrent positions outside the Company)	Number of Company shares owned
1	<p>Takahiro Tsukamoto (July 27, 1954) Gender: male</p> <p>Reappointment</p> <p>Attendance at Board of Directors meetings 10/11</p>	<p>Nov. 1978 Joined the Company</p> <p>June 2003 General Manager of Sales Group, Machinery Department</p> <p>Dec. 2003 President of Howa Machinery Singapore Pte. Ltd.</p> <p>May 2004 General Manager of Machine Tools Group, Machinery Department of the Company</p> <p>June 2005 Director and General Manager in charge of sales in Machine Tools Group, Machinery Department</p> <p>June 2007 Director and General Manager of Machinery Department</p> <p>June 2011 Managing Director, Head of Business Division, and General Manager of Machinery Department</p> <p>June 2015 Senior Managing Director and Head of Business Division</p> <p>June 2016 President, Managing Director, and Head of Business Division</p> <p>Apr. 2017 President, Managing Director, Head of Business Division, and General Manager of Sweepers & Special Vehicles Department</p> <p>July 2018 President, Managing Director, and Head of Business Division (current position)</p>	40,426
<p>Special interest with the Company There is no special interest between Mr. Tsukamoto and the Company.</p>			
<p>Reason for nomination as a candidate for Director Mr. Tsukamoto is judged to be qualified to continue his role as Director due to his involvement mainly in sales-related tasks for the Business Division since joining the Company, his service as President of overseas subsidiaries, and his possession of knowledge and abundant experience related to global business operations.</p> <p>Note: The Company currently has a Directors' and Officers' Liability Insurance Agreement with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act. An overview of the Insurance Agreement is given in "2. (3) Status of Corporate Officers" of the Business Report (in Japanese only). If Mr. Tsukamoto is reappointed and takes office as Director, he will continue being an insured party under this Insurance Agreement.</p> <p>When this Insurance Agreement is next renewed, the Company plans to renew it with the same coverage.</p>			

Candidate No.	Name (Date of birth)	Career summary, position, and responsibility in the Company (Significant concurrent positions outside the Company)	Number of Company shares owned
2	<p>Makoto Kitamura (October 26, 1978) Gender: male</p> <p>Reappointment</p> <p>Attendance at Board of Directors meetings 11/11</p>	<p>Aug. 2012 Joined the Company</p> <p>July 2021 General Manager of Legal Department and General Manager of New Business Critical System Promotion Office</p> <p>Jan. 2023 Deputy General Manager of General Affairs & Human Resources Department and General Manager of Legal Department</p> <p>July 2023 General Manager of General Affairs & Human Resources Department and General Manager of Legal Department</p> <p>June 2024 Director, Head of General Administration Division, General Manager of General Affairs & Human Resources Department, General Manager of General Accounting Department, General Manager of Legal Department, and General Manager of Sustainability Promotion Office</p> <p>June 2025 Managing Director, Head of General Administration Division, General Manager of General Affairs & Human Resources Department, General Manager of General Accounting Department, General Manager of Legal Department, and General Manager of Sustainability Promotion Office (current position)</p>	6,250
<p>Special interest with the Company There is no special interest between Mr. Kitamura and the Company.</p>			
<p>Reason for nomination as a candidate for Director Mr. Kitamura is judged to be qualified to continue his role as Director due to his involvement in legal affairs, information systems, general affairs, human resources, and accounting-related tasks since joining the Company, his current service of supervising administration as Head of the General Administration Division, and his possession of broad-based knowledge and abundant experience.</p> <p>Note: The Company currently has a Directors' and Officers' Liability Insurance Agreement with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act. An overview of the Insurance Agreement is given in "2. (3) Status of Corporate Officers" of the Business Report (in Japanese only). If Mr. Kitamura is reappointed and takes office as Director, he will continue being an insured party under this Insurance Agreement.</p> <p>When this Insurance Agreement is next renewed, the Company plans to renew it with the same coverage.</p>			

Proposal No. 4 Election of One Director Who Is an Audit & Supervisory Committee Member

Since Seiichi Hattori, a Director who is an Audit & Supervisory Committee Member, will resign at the conclusion of this meeting, the Company is requesting the appointment of one Director who is an Audit & Supervisory Committee Member as his substitute.

The term of office of the Director who is an Audit & Supervisory Committee Member to be elected as a substitute shall expire at the end of the term of office of the retiring Director who is an Audit & Supervisory Committee Member, in accordance with the provisions of the Company's Articles of Incorporation.

If Proposal No. 3 and this proposal are approved and adopted as originally proposed, the composition ratio of independent outside Directors in the Board of Directors will be 60%.

The Audit & Supervisory Committee has agreed to this proposal.

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

Name (Date of birth)	Career summary, position, and responsibility in the Company (Significant concurrent positions outside the Company)	Number of Company shares owned
<p>Hideki Oya (November 19, 1963) Gender: male</p> <p>New appointment Outside Independent</p> <p>Attendance at Board of Directors meetings –</p> <p>Attendance at Audit & Supervisory Committee meetings –</p>	<p>Apr. 1986 Joined OKAYA & CO., LTD.</p> <p>May 2008 General Manager of Hamamatsu Branch Office, Nagoya Office of OKAYA & CO., LTD.</p> <p>Mar. 2015 President of OKAYA KYUSHU CO., LTD.</p> <p>May 2017 Member of the Board, Senior General Manager of Osaka Office of OKAYA & CO., LTD.</p> <p>May 2020 Member of the Board, Senior General Manager of Mechatronics Division, Nagoya Head Office of OKAYA & CO., LTD.</p> <p>Nov. 2022 Member of the Board of OKAYA & CO., LTD. President of FA System & Technology Corporation</p> <p>May 2025 Member of the Board, Deputy General Manager of Osaka Office of OKAYA & CO., LTD.</p> <p>May 2026 Retired as Member of the Board; Advisor of OKAYA & CO., LTD. (current position)</p>	<p style="text-align: center;">-</p>
<p>Special interest with the Company There is no special interest between Mr. Oya and the Company.</p>		
<p>Reason for nomination as a candidate for outside Director and summary of expected role Mr. Oya is a candidate for outside Director. The reason for his nomination as a candidate for outside Director is that he has acquired extensive experience and knowledge in corporate management due to serving as Member of the Board at OKAYA & CO., LTD. for many years, as well as serving as the President of domestic corporations. His expected role can be summarized as using his experience and knowledge to provide supervision and recommendations for overall management.</p> <p>Notes: 1. If this proposal is approved, the Company plans to designate Mr. Oya as an Independent Director as stipulated by the Tokyo Stock Exchange and the Nagoya Stock Exchange, and to give notice of his position to both Exchanges.</p> <p>2. If this proposal is approved, the Company and Mr. Oya will enter into an agreement to limit liability for damages as provided in Article 423, paragraph (1) of the Companies Act, pursuant to Article 427, paragraph (1) of the same Act. The maximum amount of liability for damages based on the agreement is the amount stipulated in laws and regulations.</p> <p>3. The Company currently has a Directors' and Officers' Liability Insurance Agreement with an insurance company, as stipulated in Article 430-3, paragraph (1) of the Companies Act. An overview of the Insurance Agreement is given in "2. (3) Status of Corporate Officers" of the Business Report (in Japanese only).</p> <p>If Mr. Oya is elected and takes office as a Director who is an Audit & Supervisory Committee Member, he will be included as an insured party under this Insurance Agreement.</p> <p>When this Insurance Agreement is next renewed, the Company plans to renew it with the same coverage.</p>		

(Reference)**Composition of the Board of Directors**

If Proposal No. 3 and Proposal No. 4 are passed as proposed, the composition of the Board of Directors of the Company will be as follows.

- Number of outside Directors: 3 out of 5 Directors
Ratio of outside Directors to inside Directors: 4:6
- Number of female Directors: 1 out of 5 Directors
Ratio of female Directors to male Directors: 2:8

Skill Matrix of Directors

If Proposal No. 3 and Proposal No. 4 are passed as proposed, the main expertise and experience of the Company's Directors will be as follows.

Category	Name	Gender	Expertise and experience							
			Finance & accounting	Corporate management	Legal affairs, compliance, risk management	International business	Sales & marketing	R&D, ICT, DX	Human resources and labor resources development	ESG, sustainability, SDGs
Director	Takahiro Tsukamoto	Male	•	•		•	•	•	•	•
	Makoto Kitamura	Male	•	•	•			•	•	•
Director (Audit & Supervisory Committee Member)	Masako Tanaka	Female		•	•				•	•
	Taiji Mizuno	Male			•					
	Hideki Oya	Male	•	•			•	•		

Policies and procedures for the appointment of Director candidates

- Method and procedures for the appointment of Directors (excluding Directors who are Audit & Supervisory Committee Members)

In appointing Directors (excluding Directors who are Audit & Supervisory Committee Members), the President, Managing Director has proposed to the Board of Directors the group of subsequent Directors (excluding Directors who are Audit & Supervisory Committee Members) after considering the advisability of the reappointment of each Director (excluding Directors who are Audit & Supervisory Committee Members) and, in the case of appointing new Directors (excluding Directors who are Audit & Supervisory Committee Members), after considering candidates from the pool of senior executives, which includes executive officers, based on the evaluations of the Nomination and Compensation Advisory Committee.

- Method and procedure for the appointment of Directors who are Audit & Supervisory Committee Members

In appointing Directors who are Audit & Supervisory Committee Members, the President, Managing Director proposes to the Board of Directors the group of subsequent Directors who are Audit & Supervisory Committee Members after considering candidates based on the evaluations of the Nomination and Compensation Advisory Committee.

The following are the required qualities so that management is properly audited and supervised.

Parties who possess high expertise in the field of corporate management, or finance, accounting, legal affairs, and similar fields