



# The 162nd Business Year Notice of Convocation of the Ordinary General Shareholders' Meeting



Date and Time

Wednesday, June 25, 2025  
10:00 A.M.



Venue

1st Floor hall, Head of Techno Center,  
Nikko Co., Ltd.  
1013-1, Eigashima, Okubo-cho, Akashi, Hyogo Prefecture

Resolutions

Proposal 1: Appropriation of Surplus for the 162nd Business Year  
Proposal 2: Election of 8 Directors

Voting Deadline (Internet or Postal Mail)

Tuesday, June 24, 2025  
Until 5:00 P.M.

## [Notice]

If there are any changes to the operation, etc. of the General Shareholders' Meeting, the Company will post a notification on its website to inform the shareholders. Please kindly check the site for notifications.  
(<https://www.nikko-net.co.jp/>)

You may also exercise your voting rights in advance via the internet, etc. and in writing (by post). You are requested to kindly also consider exercising your voting rights ahead of the meeting.



You may also view the main contents of this Notice on your computer or smartphone.  
<https://p.sokai.jp/6306/>



## To Shareholders:

Tokyo Stock Exchange Code: 6306

June 9, 2025

1013-1, Eigashima, Okubo-cho, Akashi, Hyogo Prefecture

**NIKKO CO., LTD.**

Representative Director and President

Tomomi Nakayama

## Notice of Convocation of the 162nd Ordinary General Shareholders' Meeting

We would like to express our sincere gratitude for your continued support.

We hereby notify you that the 162nd Ordinary General Shareholders' Meeting of the Company will be held as follows.

When convening this General Meeting of Shareholders, the Company has taken measures for providing information such as reference documents for the General Meeting of Shareholders (matters subject to electronic provision) in electronic format. Please review these materials on one of the following websites.

**[The Company's website]**

<https://www.nikko-net.co.jp/ir/meeting.html>



**[General Shareholders' Meeting Materials Website]**

<https://d.sokai.jp/6306/teiji/>



In addition to the above websites, the electronic provision measures are also posted on the Tokyo Stock Exchange website (TSE Listed Company Information Service). Please access the website below, enter "Nikko" in the "Company Name" field or the TSE code "6306" in the "Code" field, and click "Search." On the Search Reports page, click "Basic Information," then select "Public Viewing Documents/PR Information" on the "Listed Company Profile (Basic Information)" page to view the details.

**[TSE Website]**

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



If you are unable to attend the meeting in person, you may exercise your voting rights using one of the methods described from page 3 onward. We kindly ask that you review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights accordingly.

# To Shareholders:


## Meeting Details

1	Date and Time	Wednesday, June 25, 2025, at 10:00 A.M.
2	Venue	Techno Center 1F Hall, Head Office, 1013-1, Eigashima, Okubo-cho, Akashi, Hyogo Prefecture
3	Agenda	1. Business Report, Consolidated and Non-consolidated Financial Statements for the 162nd Business Year (April 1, 2024, to March 31, 2025) 2. Results of the Audit of the Consolidated Financial Statements for the 162nd Business Year (April 1, 2024, to March 31, 2025) by the Accounting Auditor and the Audit & Supervisory Board
	Resolutions	Proposal 1: Appropriation of Surplus for the 162nd Business Year Proposal 2: Election of 8 Directors

- ◎ If you attend the meeting in person, please kindly submit the enclosed Voting Rights Exercise Form at the reception desk upon arrival.
- ◎ If any corrections are made to the matters subject to electronic provision, both the details before and after the correction will be posted on the website indicated on page 1.
- ◎ Among the matters subject to measures for the electronic provision of information, the following are excluded from the paper-based documents delivered to shareholders who have made a request for delivery of such documents in accordance with relevant laws and regulations and the provisions of the Articles of Incorporation of the Company. The Audit & Supervisory Board Members and the Independent Auditors have audited the documents subject to audit including the following matters:
- (i) Matters related to the Status of the Corporate Group in the Business Report include: "Progress and Results of Operations," "Trends in Assets, Profit, and Loss," "Principal Business Activities," "Major Offices and Plants," "Status of Employees," "Major Lenders," and "Other Significant Matters Regarding the Status of the Corporate Group."
  - (ii) Matters related to the Company's Shares in the Business Report include: "Authorized Number of Shares," "Issued Shares," "Number of Shareholders," and "Major Shareholders."
  - (iii) Matters related to Company Officers in the Business Report include: "Status of Limitation of Liability Agreements," "Summary of Directors and Officers Liability Insurance Contracts," "Matters Concerning Outside Directors."
  - (iv) Status of the Accounting Auditor in the Business Report include: "Name of the Accounting Auditor," "Amount of Auditor's Remuneration for the Current Business Year," "Policy on Dismissal or Non-Reappointment of the Accounting Auditor."
  - (v) Company Structure and Policies in the Business Report include: "Systems to Ensure Directors' Performance Complies with Laws, Regulations, and the Articles of Incorporation, and Systems to Ensure the Proper Execution of Business by the Company and Its Corporate Group, Including Subsidiaries," "Overview of the Operation of the Internal Control System," "Basic Policy on Control of the Corporation," "Policy on Determination of Dividends of Surplus."
  - (vi) Consolidated Financial Statements include: "Consolidated Balance Sheet," "Consolidated Statement of Income," "Consolidated Statement of Changes in Equity," "Consolidated Notes."
  - (vii) Non-Consolidated Financial Statements include: "Balance Sheet," "Statement of Income," "Statement of Changes in Equity," "Non-Consolidated Notes."
  - (viii) Audit Reports include: "Certified Copies of the Accounting Auditor's Report on Consolidated Financial Statements," "Certified Copies of the Accounting Auditor's Report," "Certified Copies of the Audit & Supervisory Board's Report."

# How to Exercise Voting Rights

Voting rights at the General Shareholders' Meeting are an important right of shareholders. Please review the Reference Documents for the General Meeting of Shareholders and other materials before exercising your voting rights. There are three ways to exercise voting rights:




**By attending the meeting  
in person**

Please submit the enclosed voting form to the receptionist at the meeting.

\_\_\_\_\_

Date and Time

Wed, **June 25, 2025**  
**10:00 A.M.**  
(Reception starts at 9:00 A.M.)




**Via the internet  
(Online Voting)**

Please follow the instructions on the next page to enter your approval or disapproval of the proposals.

\_\_\_\_\_

Deadline for Submission

By **5:00 P.M.**  
Tue, **June 24, 2025**



**By mail  
(Postal Voting)**

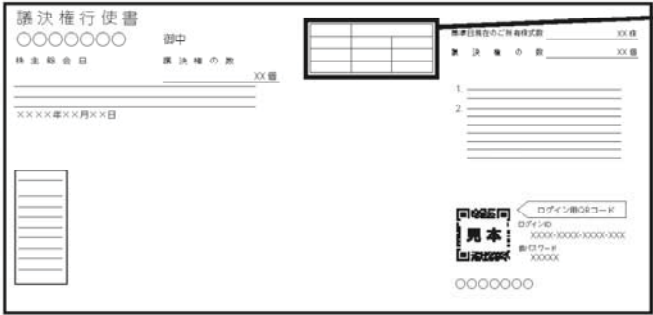
Please indicate your approval or disapproval of the proposals on the enclosed voting form and return it by mail (no postage required).

\_\_\_\_\_

Deadline for Arrival

By **5:00 P.M.**  
Tue, **June 24, 2025**

## How to Fill Out the Voting Form



**\*The Voting Form is for illustrative purposes only.**

**Enter your approval or disapproval here.**

**Proposal 1**

- If you approve the proposal >> Draw a circle (○) in the “賛” (Approve) column.
- If you disapprove the proposal >> Draw a circle (○) in the “否” (Disapprove) column.

**Proposal 2**

- If you approve the election of all candidates >> Draw a circle (○) in the “賛” (Approve) column.
- If you disapprove the election of all candidates >> Draw a circle (○) in the “否” (Disapprove) column.
- If you disapprove the election of some of the candidates >> Draw a circle (○) in the “賛” (Approve) column and fill in the number of the candidate you Disapprove.

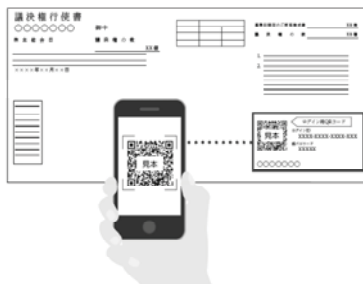
If you vote both via the internet and by mail, only the vote cast via the internet will be considered valid. If you vote multiple times via the internet, only the final vote will be counted. If a voting form submitted by mail does not indicate approval or disapproval for a proposal, it will be regarded as a vote in favor.

# How to Exercise Voting Rights via the Internet

## By scanning the QR Code

You can log in to the voting website without entering the login ID and temporary password provided on the voting form.

1. Scan the QR Code provided on the voting form.



\* "QR Code" is a registered trademark of DENSO WAVE INCORPORATED.

2. Follow the on-screen instructions to indicate your approval or disapproval.

## By entering the Login ID and Temporary Password

Voting Website

<https://evote.tr.muftg.jp/>

1. Access the voting website.

2. Enter the "Login ID" and "Temporary Password" provided on the voting form, then click "Login."

3. Follow the on-screen instructions to indicate your approval or disapproval.

\* The screen images are for illustrative purposes only.

For questions about online voting by computer or smartphone, please contact the address on the right.

Help Desk, Transfer Agent, Mitsubishi UFJ Trust & Banking  
**0120-173-027**

(Toll-free / Reception hours: 9:00 A.M – 9:00 P.M.)

Institutional investors can use the electronic voting platform for institutional investors operated by ICJ, Inc.

## **Reference Materials for the Ordinary General Shareholders' Meeting**

### **Proposals and Reference Items**

#### **Proposal 1: Appropriation of Surplus for the 162nd Business Year**

The Company considers the return of profits to shareholders to be one of its key management priorities. While our fundamental policy is to distribute dividends in line with business performance for each period, we also determine dividend amounts by taking into account various factors, including the need to strengthen internal reserves.

Based on this policy, the Company proposes to pay a year-end dividend for the current business year as follows:

##### **Matters related to year-end dividends**

- (1) Types of Dividend Property
  - Cash
- (2) Allocation of Dividend Property to Shareholders and Total Amount
  - 17 yen per share of common stock
  - Total amount: 654,292,158 yen
- (3) Effective Date of Dividend from Surplus
  - June 26, 2025

As a result, the dividend for the business year under review, including interim dividends, will be 32 yen per share.

## Proposal 2: Election of 8 Directors

The Company emphasizes the management responsibility of its directors and, to seek shareholders' confidence each business year, has stipulated in its Articles of Incorporation that the term of office for directors shall be one year.

In accordance with the Articles of Incorporation, the terms of office for all nine current directors will expire at the conclusion of this General Meeting of Shareholders. To further enhance the speed and efficiency of decision-making and operations by the Board of Directors, we propose to reduce the number of directors by one and request the election of eight directors. The candidates for Directors are as follows

The number of directors and candidates is determined by the Board of Directors based on the report of the Nomination and Remuneration Committee, which is an Advisory Body to the Board of Directors.

### List of Candidates

No.	Attributes	Name	Gender	Current Position in the Company	Attendance (Number/Total)	Term of office as Director (at the conclusion of this General Meeting)
1	Reap.	Masaru Tsuji	M	Chairperson of the Board	13/13	17 years
2	Reap.	Tomomi Nakayama	M	President	13/13	6 years
3	Reap.	Takeshi Sone	M	Director	13/13	2 years
4	Reap.	Koichi Kawakami	M	Director	13/13	2 years
5	New	Kazuhiro Yamada	M	Senior Executive Officer	—	—
6	Reap. OD Ind.	Masafumi Ishii	M	Director	13/13	4 years
7	Reap. OD Ind.	Rika Saeki	F	Director	13/13	4 years
8	Reap. OD Ind.	Shigeru Sadakari	M	Director	13/13	3 years

Reap. Reappointment

New New Appointment

OD Outside Director

Ind. Independent Director

No.	Name (Date of Birth)	Curriculum Vitae, Position and Responsibility in the Company (Important concurrent positions)		Number of the Company's shares held
1	Masaru Tsuji (Jun. 4, 1960)  Reap.	Sep. 1987 Jun. 2007 Jun. 2008 Jun. 2011 Jun. 2012 Jun. 2015 Apr. 2019  Apr. 2025	Joined the Company Executive Officer of the Company Director of the Company Managing Director of the Company Director of Business Division of the Company Executive Managing Director of the Company President of the Company Chief Internal Control Officer and Director of Technology Division of the Company Chairperson of the Board of the Company (Current) Chief of Affiliate Companies and Director of Business Division of the Company (Current)	120,600 shares
[Reason for Nominating as Director Candidate] Mr. Tsuji has appropriately overseen management and made key decisions as President and Representative Director since 2019, and as Representative Director and Chairperson of the Board from April 2025. He has contributed to business expansion and worked to enhance corporate value. In light of these achievements, we believe he is a suitable candidate for helping to realize sustainable corporate value enhancement and hereby propose his reappointment as Director.				
2	Tomomi Nakayama (Jan. 10, 1963)  Reap.	Apr. 1982 Jun. 2015  Jun. 2019 Jun. 2022 Apr. 2023  Jun. 2024 Apr. 2025	Joined the Company Executive Officer of the Company General Manager of Business Strategy Department, and AP Sales Management Department of the Company Director of the Company Managing Director of the Company Director of Business Division and General Manager of Business Strategy Department of the Company Executive Managing Director of the Company President of the Company (Current) Chief Internal Control Officer, Director of Technology Division of the Company (Current)	51,360 shares
[Reason for Nominating as Director Candidate] Mr. Nakayama has appropriately overseen management decisions as Director, led business strategy as Executive Managing Director, and, from April 2025, has been formulating and promoting the current medium-term management plan as President and Representative Director. In recognition of these achievements, we propose his reappointment as Director to further enhance the Company's corporate value.				

No.	Name (Date of Birth)	Curriculum Vitae, Position and Responsibility in the Company (Important concurrent positions)		Number of the Company's shares held
3	Takeshi Sone (Feb. 25, 1970)  Reap.	Apr. 1990 Apr. 2019  Jun. 2019 Jun. 2022 Jun. 2023 Apr. 2025	Joined the Company General Manager of Mobile Plant Business Department and Senior Manager of Kanto Branch of the Company Executive Officer of the Company Senior Executive Officer of the Company Director of the Company (Current) Deputy Director of Business Division, General Manager of the Service Strategy Department and Mobile Plant Business Department of the Company (Current)	14,795 shares
<p>[Reason for Nominating as Director Candidate]</p> <p>Mr. Sone has appropriately supervised management and made important decisions as Director. He has also been in charge of the Company's core businesses—Maintenance Services and Mobile Plants—and has led business strategies and driven management plans in both departments. Based on these achievements, we have determined that he is a suitable candidate to continue contributing to the sustainable enhancement of the Company's corporate value and are therefore proposing his reappointment as Director.</p>				
4	Koichi Kawakami (Jul. 8, 1965)  Reap.	Dec. 1988 Jun. 2021 Jan. 2022  Apr. 2023  Jun. 2023 Apr. 2025  May 2025	Joined the Company Executive Officer of the Company General Manager of Corporate Strategy Department, DX Business Team Leader (CDO), and Manager of Quality Assurance Office, CEO's Office of the Company Deputy General Manager of Administration Division, General Manager of Corporate Strategy Department and DX Business Team Leader (CDO), CEO's Office Director of the Company (Current) Director of Administrative Division, Chief of Health and Safety, Chief Export Control Officer, DX Business Team Leader (CDO) of the Company Director of Administrative Division, Chief of Health and Safety, Chief Export Control Officer, DX Business Team Leader (CDO) and General Manager of Financial Management Department of the Company	10,000 shares
<p>[Reason for Nominating as Director Candidate]</p> <p>Mr. Kawakami has appropriately overseen management decisions as Director, led management strategy mainly in the Corporate Strategy Department, and promoted business plans while overseeing the Administration Division. In recognition of these achievements, we propose his reappointment as Director to further enhance the Company's sustainable corporate value.</p>				

No.	Name (Date of Birth)	Curriculum Vitae, Position and Responsibility in the Company (Important concurrent positions)		Number of the Company's shares held
5	Kazuhiro Yamada (Dec. 16, 1970)  New	Apr. 1995 Apr. 2008  Apr. 2019 Jun. 2020 Mar. 2022 Jun. 2023  Apr. 2025	Joined the Company Manager of Business Development Promotion Office of the Company President and Representative Director of Maekawa Kogyosho Co., Ltd. General Manager of Head Office Plant, Manufacturing Division of the Company Executive Officer of the Company President and Representative Director of Ube Kohki Co., Ltd. Senior Executive Officer of the Company (Current) Deputy Director of Manufacturing Division and General Manager of Head Office Plant of the Company Director of Manufacturing Division and General Manager of Head Office Plant of the Company (Current)	13,400 shares
[Reason for Nominating as Director Candidate] Mr. Yamada is contributing to the expansion of the Company's manufacturing operations as Head Office Plant Manager. He also brings valuable knowledge and experience gained as Representative Director of the Group's subsidiary, which we expect will benefit the Company's management. Based on these achievements, we believe he is a suitable candidate to help enhance the Company's sustainable corporate value, and we are therefore proposing his appointment as a new Director.				

No.	Name (Date of Birth)	Curriculum Vitae, Position and Responsibility in the Company (Important concurrent positions)		Number of the Company's shares held
6	Masafumi Ishii (Nov. 3, 1957)  Reap.	Apr. 1980 Feb. 2002 Jan. 2004 Jul. 2006 Jan. 2013  Jul. 2014 Mar. 2017  Jan. 2021 Jun. 2021	Joined the Ministry of Foreign Affairs Secretary to the Minister of Foreign Affairs Minister, Embassy of Japan in the United Kingdom Minister, Embassy of Japan in the United States Director-General, International Law Bureau, Ministry of Foreign Affairs Ambassador Extraordinary and Plenipotentiary, Embassy of Japan in Belgium Ambassador Extraordinary and Plenipotentiary, Embassy of Japan in Indonesia Retired from the Ministry of Foreign Affairs Outside Director of the Company (Current)	9,300 shares
[Reason for Nominating as Director Candidate] Mr. Ishii has extensive international experience from his key roles at the Ministry of Foreign Affairs, including deep knowledge of Asia, where the Company plans to expand. Although he has not previously been involved in corporate management, we believe his expertise will provide valuable oversight and advice. For these reasons, we propose his reappointment as Outside Director to help enhance the Company's corporate value.				
7	Rika Saeki (Feb. 27, 1961)  Reap.	Apr. 2002  Jun. 2021 Jun. 2022	Established Ussystem LLC (now Ussystem Co., Ltd.) Representative Director of Ussystem LLC (now Ussystem Co., Ltd.) (Current) Outside Director of the Company (Current) Director of Kobe Chamber of Commerce and Trade Center Co., Ltd. (Current)  [Important Concurrent Positions] Representative Director of Ussystem Co., Ltd. Director of Kobe Chamber of Commerce and Trade Center Co., Ltd.	0 share
[Reason for Nominating as Director Candidate] Mrs. Saeki brings extensive knowledge and experience as a founder and current executive of a business enterprise, which we expect will benefit the Company's management. Her expertise in ICT and her perspective on diversity will also help incorporate a wide range of views essential for the Company's future growth. For these reasons, we believe she is a suitable candidate to oversee and advise on the Company's operations and propose her reappointment as Outside Director to further enhance corporate value. If reappointed, she will also continue to serve as a member of the Nomination and Compensation Committee, contributing objectively and independently to the selection of officer candidates and decisions on executive compensation.				

No.	Name (Date of Birth)	Curriculum Vitae, Position and Responsibility in the Company (Important concurrent positions)		Number of the Company's shares held
8	Shigeru Sadakari (Sep. 22, 1957)  Reap.	Apr. 1980 Apr. 2010 May.2011 Apr. 2013 Jun.2015 Jun.2016 Jun.2019 Jun.2022	Joined Taiyo-Kobe Bank Limited (current Sumitomo Mitsui Banking Corporation) Executive Officer and Manager of Internal Audit Department, Sumitomo Mitsui Banking Corporation Managing Executive Officer, The Minato Bank, Ltd. Senior Representative Managing Director and Senior Managing Executive Officer, The Minato Bank, Ltd. Representative Director and Vice President, Kobe Tochi Tatemono Co., Ltd. Representative Director and President, Kobe Maintenance of Building Co., Ltd. Outside Audit & Supervisory Board Member, the Company Outside Director of the Company (Current)	10,400 shares
<p>[Reason for Nominating as Director Candidate]</p> <p>Mr. Sadakari possesses extensive management experience and broad insight gained through many years at financial institutions and business enterprises. His expertise in financial accounting and ability to offer diverse perspectives are considered valuable for the Company's management and future growth. Based on these qualifications, we have nominated him for continued service as Outside Director. If reappointed, he will also continue to contribute objectively and independently as a member of the Nomination and Compensation Committee.</p>				

(Notes)

- There is no special interest between each candidate and the Company.
- Mr. Ishii, Mrs. Saeki, and Mr. Sadakari are candidates for Outside Director.
- Mr. Ishii, Mrs. Saeki, and Mr. Sadakari have been reported as independent officers who are not likely to have conflicts of interest with general shareholders, as required by Tokyo Stock Exchange. If these three individuals are elected, the Company intends to continue designating them as independent officers.
- Mr. Ishii and Mrs. Saeki are currently Outside Directors of the Company, and their office terms will reach four years upon the conclusion of this Annual General Meeting of Shareholders. Mr. Sadakari is also currently an outside director of the Company, and his office term will reach three years upon the conclusion of this Ordinary General Shareholders' Meeting. It should be noted that Mr. Sadakari has previously served as an Outside Auditor of the Company.
- The Company has entered into liability limitation agreements with Mr. Ishii, Mrs. Saeki, and Mr. Sadakari to limit their liability for damages to the extent permitted by laws and regulations. If they are reappointed, these agreements will remain in effect.
- The Company has entered into a directors and officers liability insurance policy, as provided in Article 430-3, Paragraph 1 of the Companies Act. The policy covers damages that may arise from liability incurred in the performance of duties by the insured, including the Company's directors, or from claims related to such liability. If each nominee is elected and assumes office as a director, they will be included as insured under this policy. The Company also plans to renew this policy under the same terms at the next renewal.
- At present, the Company does not intend to enter into any indemnification agreements with the nominees under Article 430-2, Paragraph 1 of the Companies Act.

(Reference) Diversity of Board of Directors and Audit & Supervisory Board (if Proposal 2 is approved)

No.	Name	Independence (Outside Directors Only)	Knowledge and experience expected by the Company (*)								
			Corporate Management / Business Operations	Industry Knowledge	Finance and Accounting	Legal Affairs and Compliance	International Experience	Sales Experience	ICT	Technical Experience	Administrative Experience
1	Masaru Tsuji		●	●				●	●	●	
2	Tomomi Nakayama		●	●				●		●	
3	Takeshi Sone		●	●				●		●	
4	Koichi Kawakami		●	●			●	●	●		
5	Kazuhiro Yamada		●	●			●	●		●	
6	Masafumi Ishii	●				●	●				●
7	Rika Saeki	●	●						●		
8	Shigeru Sadakari	●	●		●	●					

\* The above table does not show all of the candidates' knowledge and experience.

\* In the above table, ICT refers to Information and Communication Technology.

No.	Name	Independence (Outside Directors Only)	Knowledge and experience expected by the Company (*)								
			Corporate Management / Business Operations	Industry Knowledge	Finance and Accounting	Legal Affairs and Compliance	International Experience	Sales Experience	ICT	Technical Experience	Administrative Experience
—	Morie Okaaki		●	●				●			
—	Naoki Ota	●	●				●				
—	Tsuyoshi Fukui	●			●						
—	Koji Yoneda	●				●					

\* The above table does not show all of the candidates' knowledge and experience.

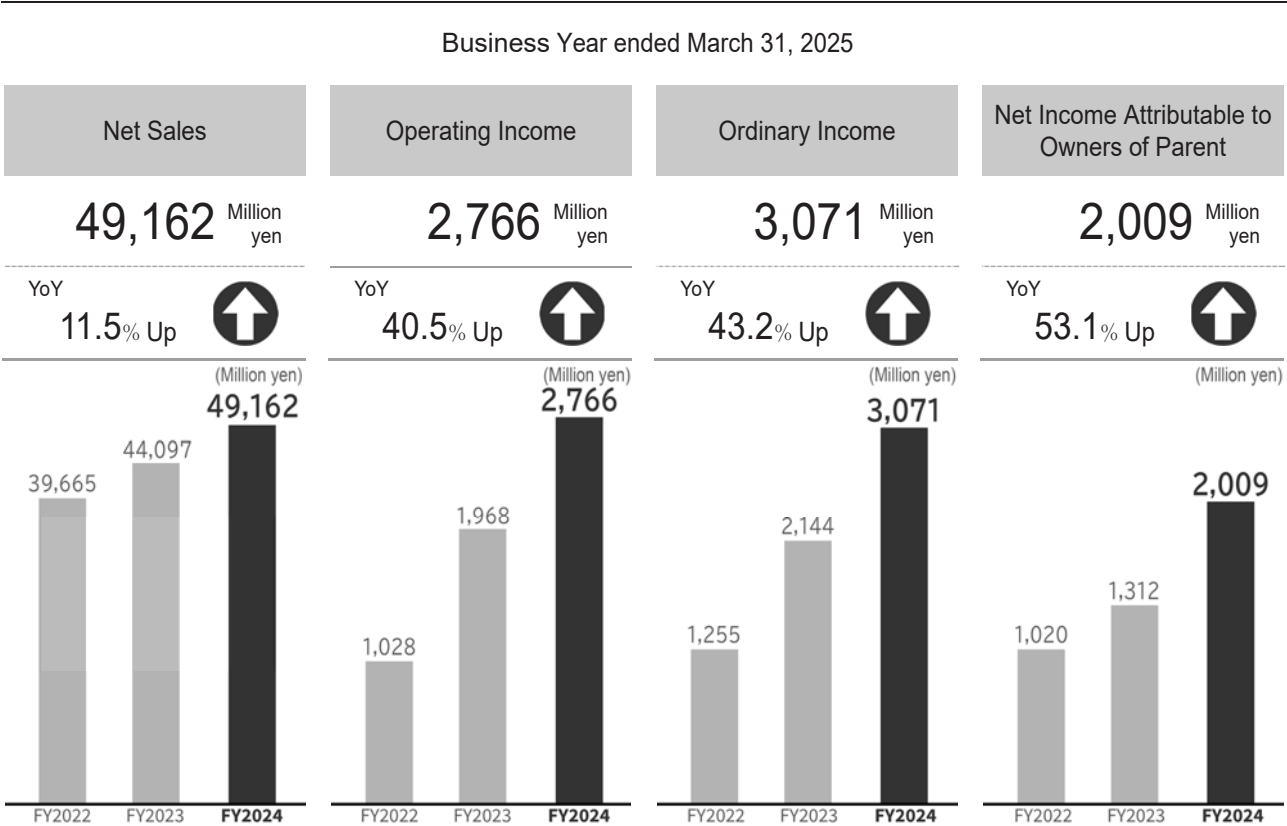
(Reference) Independence Criteria for Outside Officers

Please refer to the Company's website for information on Independence Criteria for Outside Officers as defined by the Company.

(The Company's website: <https://www.nikko-net.com/en/news/upload/criteria-en.pdf>)

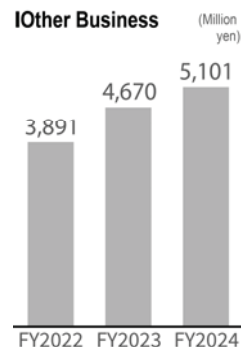
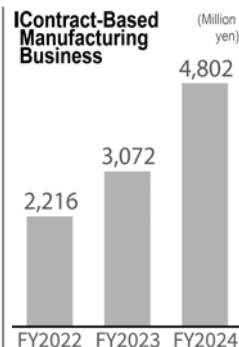
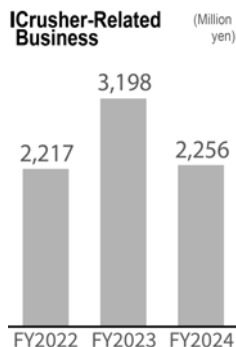
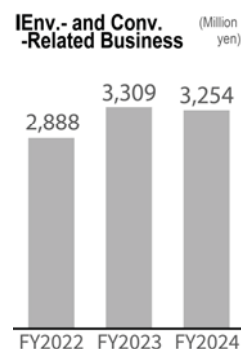
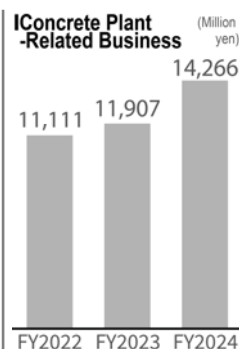
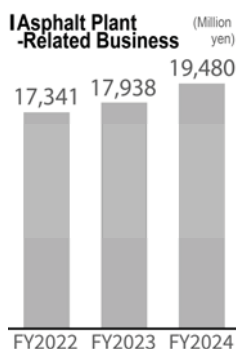
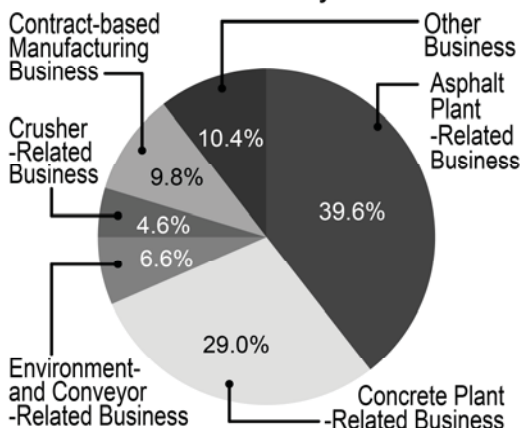
# Consolidated Financial Highlights

(April 1 to March 31 of each business year)



## Sales by Business Section

### FY2024 Sales Contribution by Business Section



## Forecast for Business Year ending 31 March, 2026

Net Sales	Operating Income	Ordinary Income	Net Income Attributable to Owners of Parent
51,000 Million yen	3,000 Million yen	3,100 Million yen	2,100 Million yen