

[Translation for Reference Purposes Only]

This document is an English translation of the original Japanese text prepared for reference purposes only. In the event of any discrepancy between the Japanese original and this translation, the Japanese original shall prevail.

Securities Code: 6779

June 11, 2026

To Our Shareholders

NIHON DEMPA KOGYO CO., LTD.

47-1, Sasazuka 1-chome, Shibuya-ku, Tokyo

Representative Director and President

Hiromi Katoh

**NOTICE OF CONVOCATION OF
THE 85th ORDINARY GENERAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the 85th Ordinary General Meeting of Shareholders of Nihon Dempa Kogyo Co., Ltd. (the “Company”) will be held as follows:

The Company provides information for this meeting electronically in accordance with applicable laws and regulations. Such information is available on the following websites:

The Company's website : <https://www.ndk.com/en/ir/>

In addition to above, they are also posted on the following website:

Tokyo Stock Exchange website :

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

Please access the Tokyo Stock Exchange website above, enter or search for our name or securities code, and select 'Basic Information' and 'Documents for Public Inspection/PR Information' in that order.

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1. Date and Time 10:00 a.m., June 29, 2026 (Monday) (Reception will open at 9:30 a.m.)
2. Venue MERKMAL KEIO SASAZUKA 6F, 47-1, Sasazuka 1-chome, Shibuya-ku, Tokyo
(Conference Room of NDK's Head Office)

3. Agenda

Matters to be Reported

- (1) Report on the Business Report for the 85th Fiscal Year (From April 1, 2025 to March 31, 2026), the Consolidated Financial Statements, and the Results of Audit of the Consolidated Financial Statements by the Independent Auditors and the Audit & Supervisory Board
- (2) Report on the Financial Statements for the 85th Fiscal Year (From April 1, 2025 to March 31, 2026)

Matters to be Resolved

- Proposal No.1: Appropriation of Surplus
Proposal No.2: Amendment to the Articles of Incorporation

4. Guidance concerning Exercise of Voting Rights

(1) Voting by Mail

Please indicate your approval or disapproval on the enclosed Voting Rights Exercise Form and return it so that it is received no later than 5:20 p.m. (JST), June 26, 2026.
If no indication of approval or disapproval is made, such omission shall be treated as an approval.

(2) Voting via the Internet

Please follow the instructions provided and submit your vote no later than 5:20 p.m. (JST), June 26, 2026.

(3) Handling of Multiple Votes

If voting rights are exercised both by mail and via the Internet, the vote cast via the Internet shall prevail. If voting rights are exercised multiple times via the Internet, the most recent vote shall be deemed valid.

(4) Voting by Proxy

A shareholder entitled to vote may appoint another shareholder with voting rights as his or her proxy. In such cases, documentary evidence of the proxy's authority must be submitted at the meeting.

5. Matters Related to Electronic Provision and Attendance

1. Any revisions to matters subject to electronic provision will be posted on the respective websites.
2. Shareholders attending the meeting in person are requested to submit the enclosed Voting Rights Exercise Form at the reception desk.
3. In accordance with applicable laws and regulations and Article 19 of the Company's Articles of Incorporation, the Notes to the Consolidated Financial Statements and the Notes to the Non-consolidated Financial Statements are not included in this notice; However, these documents form part of the documents audited by the Audit & Supervisory Board Members and the Accounting Auditor.
4. Only shareholders are permitted to attend the meeting. People accompanying shareholders and non-shareholder proxies are not permitted to enter the venue.
5. The distribution of gifts to shareholders will not be conducted (same as previous year).
6. Eating, drinking, smoking, photography, video recording, and audio recording are prohibited within the venue.

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**REFERENCE DOCUMENTS
FOR THE GENERAL MEETING OF SHAREHOLDERS**

Proposals and Reference Matters

Proposal 1 : Appropriation of Surplus

Basic Policy

The Company's basic policy is to enhance corporate value over the medium to long term while achieving stable and continuous growth in shareholder returns.

Profits are allocated to investments necessary for sustainable growth, including the development and production of high-value-added products and the strengthening of the Company's business foundation. At the same time, dividends are determined while maintaining a sound financial position, taking into comprehensive consideration the dividend on equity attributable to owners of the parent (DOE), business performance, and the operating environment.

Proposal

Based on the above policy, the Company proposes the appropriation of surplus for the current fiscal year as follows. Since an interim dividend of ¥15 per share was paid in November 2025, the total annual dividend for the fiscal year will be ¥30 per share. The DOE for the fiscal year will be 2.3%.

Details of Year-end Dividend

1. Type of dividend property
Cash
2. Amount of dividend
¥15 per common share (Total amount: ¥346,898,550)
3. Effective date
June 30, 2026 (Tuesday)

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Proposal 2 : Amendment to the Articles of Incorporation

(1) Purpose of Amendments

- ① In order to thoroughly separate supervision and execution, the Company has introduced an executive officer system. From this perspective, discrepancies have arisen between the current Articles of Incorporation and the present situation, and therefore the prescribed changes are to be made.
- ② In addition, other provisions that are unnecessary from a practical standpoint are to be deleted.

(2) Details of amendment

The details of the amendment are as follows.

(Underlined portions are to be amended.)

Current Articles of Incorporation	Proposed amendment
Chapter I : General Provisions	Chapter I : General Provisions
Articles 1 to 5 <Omitted>	Articles 1 to 5 <As Present>
Chapter II : Shares	Chapter II : Shares
Article 6 to 13 <Omitted>	Article 6 to 13 <As Present>
Chapter III : Meeting of Shareholders	Chapter III : Meeting of Shareholders
Article 14 to 19 <Omitted>	Article 14 to 19 <As Present>
Chapter IV : Directors and Board of Directors	Chapter IV : Directors and Board of Directors
Article 20 (Number of Directors) The Company shall have no more than <u>21</u> Directors.	Article 20 (Number of Directors) The Company shall have no more than <u>10</u> Directors.
Article 21 to 23 <Omitted>	Article 21 to 23 <As Present>
Article 24 (Representative Directors and Directors with Titles) <Omitted> 2. The Board of Directors may, by its resolution, appoint one Chairperson of the Board, <u>one Vice Chairperson of the Board, and one President, as well as a certain number of Vice Presidents, Senior Managing Directors, and Managing Directors.</u>	Article 24 (Representative Directors and Directors with Titles) <As Present> 2. The Board of Directors may, by its resolution, appoint one Chairperson of the Board.
Article 25 to 29 <Omitted>	Article 25 to 29 < As Present>
Article 30 (Exemption from Liability of Directors) <Omitted> 2. The Company may, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, enter into agreements with Outside Directors to limit their liability for damages arising from failure to perform their duties. Provided, however, that the maximum amount of	Article 30 (Exemption from Liability of Directors) < As Present > 2. The Company may, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, enter into agreements with Outside Directors to limit their liability for damages arising from failure to perform their duties. Provided, however, that the maximum amount of

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Current Articles of Incorporation	Proposed amendment
liability under such agreements shall be <u>a predetermined amount of not less than 7 million yen, or the amount prescribed by laws and regulations, whichever is higher.</u>	liability under such agreements shall be the amount prescribed by laws and regulations.
Chapter V : Auditors and Audit & Supervisory Board	Chapter V : Auditors and Audit & Supervisory Board
Article 31 to 40 <Omitted>	Article 31 to 40 <As Present>
<p>Article 41(Exemption from Liability of Audit & Supervisory Board Members) <Omitted></p> <p>2. The Company may, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, enter into agreements with Outside Audit & Supervisory Board Members to limit their liability for damages arising from failure to perform their duties.</p> <p>Provided, however, that the maximum amount of liability under such agreements shall be <u>a predetermined amount of not less than 7 million yen, or the amount prescribed by laws and regulations, whichever is higher.</u></p>	<p>Article 41(Exemption from Liability of Audit & Supervisory Board Members) <As Present></p> <p>2. The Company may, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, enter into agreements with Outside Audit & Supervisory Board Members to limit their liability for damages arising from failure to perform their duties.</p> <p>Provided, however, that the maximum amount of liability under such agreements shall be the amount prescribed by laws and regulations.</p>
Chapter VI : Accounting Auditor	Chapter VI : Accounting Auditor
Article 42 to 43 <Omitted>	Article 42 to 43 <As Present>
<p>Article 44(Limitation of Liability Agreement with Accounting Auditor)</p> <p>The Company may, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, enter into agreements with the Accounting Auditor to limit their liability for damages arising from failure to perform their duties.</p> <p>Provided, however, that the maximum amount of liability under such agreements shall be <u>a predetermined amount of not less than 76 million yen, or the amount prescribed by laws and regulations, whichever is higher.</u></p>	<p>Article 44(Limitation of Liability Agreement with Accounting Auditor)</p> <p>The Company may, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, enter into agreements with the Accounting Auditor to limit their liability for damages arising from failure to perform their duties.</p> <p>Provided, however, that the maximum amount of liability under such agreements shall be the amount prescribed by laws and regulations.</p>
Chapter VII : Accounts	Chapter VII : Accounts
Article 45 to 48 <Omitted>	Article 45 to 48 <As Present>

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