

*Note:* This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translation and the Japanese original, the Japanese original shall prevail.  
The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

(Securities Code No. 7240)

(Issue Date) June 6, 2025

(Start Date of Electronic Provision Measures) June 4, 2025

To Shareholders

Masao Tsuru  
Representative Director, Group Chief Executive Officer  
NOK CORPORATION  
12-15, Shiba-Daimon 1-chome, Minato Ward, Tokyo

## **Notice of the 119th Annual Shareholders' Meeting**

We are pleased to announce the 119th Annual Shareholders' Meeting of NOK CORPORATION will be held according to the schedule given below.

In the course of convening this Annual Shareholders' Meeting, we have taken measures for providing information that constitutes the content of reference materials, etc. for the shareholders' meeting in electronic format by posting it on the following websites. Please visit any of the following websites to familiarize yourself with this electronically provided information.

The Company's website:

<https://www.nokgrp.com> (in Japanese)

(Please visit this website and then click "Investor Relations," "Stock Information," and "Materials of Shareholders Meeting" in that order.)

Dedicated website for Reference Materials for the Annual Shareholders' Meeting:

<https://d.sokai.jp/7240/teiji/> (in Japanese)

Tokyo Stock Exchange website (TSE Listed Company Search):

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

(Please visit this website and enter "NOK" into the "Issue name (company name)" field or "7240" into the "Code" field, click "Search," "Basic information," and "Documents for public inspection/PR information" in that order. Under "Filed information available for public inspection," click a button for "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 right to vote online or in writing. Please review the attached Reference Materials for the Annual Shareholders' Meeting and exercise your voting rights by 5:15 p.m. on Wednesday, June 25, 2025.**

**1. Time:** 10:00 a.m., June 26, 2025 (Thursday)

**2. Place:** Meeting room at the Company's head office  
12-15, Shiba-Daimon 1-chome, Minato Ward, Tokyo

**3. Agenda:**

**Report**

1. Business Report, Consolidated Financial Statements and Audit Reports concerning Consolidated Financial Statements by the Independent Auditor and the Audit & Supervisory Committee for the 119th Term (April 1, 2024 to March 31, 2025)
2. Financial Statements for the 119th Term (April 1, 2024 to March 31, 2025)

**Items for Resolution**

**First Item** Appropriation of surplus

**Second Item** Election of five (5) Directors who are not Audit & Supervisory Committee Members

#### **4. Exercise of voting rights**

If you exercise your voting rights both in writing and via the Internet, the vote you cast via the Internet will be considered as the valid exercise of your voting rights.

If you exercise your voting rights via the Internet more than once, your most recent vote will be considered the valid exercise of your voting rights.

---

\* If you plan to attend the meeting in person, please present the enclosed voting form at the reception desk.

\* If electronically provided information is revised, the Company will post a notice of the revisions and the original and revised versions of the information on the websites listed above.

\* The Company has attached the Reference Materials for the Annual Shareholders' Meeting to this notice so that you have what you need to check the details of proposals.

\* The physical copies of electronically provided information the Company sends to all shareholders who request them do not include the following information under the provisions of laws and regulations and the Articles of Incorporation of the Company.

- (i) "System for Ensuring Properness of Operations" for Business Report
- (ii) "Consolidated Statement of Changes in Net Assets" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
- (iii) "Statement of Changes in Net Assets" and "Notes to Financial Statements" in the Financial Statements

In the course of preparing their Audit Report Concerning Financial Statements and Audit Report, the Independent Auditor and Audit & Supervisory Committee audited the three items listed above in addition to the documents listed in the business report and consolidated and non-consolidated financial statements.

\* If you plan to attend the meeting in person and require assistance, please contact a venue staff member.

\* No gifts will be distributed at this Annual Shareholders' Meeting.

## **Reference Materials for the Annual Shareholders' Meeting**

### **First Item: Appropriation of surplus**

We propose to appropriate surplus as follows.

#### Matters concerning year-end dividends

The Company prioritizes business investments in order to sustainably enhance corporate value while also placing importance on shareholder returns. Regarding dividends, our policy is to gradually increase the dividend per share based on mid- to long-term performance.

The Medium-Term Management Plan covering April 1, 2023 to March 31, 2026 calls for a three-year dividend of at least ¥37.5 billion and a dividend on equity (DOE) ratio of at least 2.5%. After taking this basic policy for profit sharing and other factors into overall consideration, we propose to pay dividends as follows:

(1) Type of dividend property: monetary dividends

(2) Matters concerning assignment of dividend property to shareholders and amounts thereof

¥55.00 per common share

Total sum: ¥9,113,650,865

As ¥50.00 per share was paid as an interim dividend, total dividends per share for this fiscal year will be ¥105.00.

(3) Date from which dividends from surplus come into effect

June 27, 2025

## Second Item: Election of five (5) Directors who are not Audit & Supervisory Committee Members

All (four) Directors who are not Audit & Supervisory Committee Members will complete their terms of office at the conclusion of this Annual Shareholders' Meeting. Accordingly, to further strengthen the management supervision function, we request an increase in the number of such Directors by one and the election of five (5) Directors who are not Audit & Supervisory Committee Members.

The nomination of candidates is determined at a meeting of the Board of Directors pursuant to deliberation of the Nomination and Remuneration Advisory Committee, the majority of whose members are independent External Directors.

Regarding this Item, the Audit & Supervisory Committee has determined that all candidates are suitable for the position.

The candidates for Directors who are not Audit & Supervisory Committee Members are as follows:

Candidate No.	Name	Gender	Attribute of Candidate	Current Positions and Responsibilities in the Company	Number of attendance at the Board of Directors meetings (FY2024)
1	Masao Tsuru	Male	Reappointed candidate	Representative Director Group Chief Executive Officer	12/12 (100%)
2	Akira Watanabe	Male	Reappointed candidate	Director Group Chief Financial Officer	12/12 (100%)
3	Junichi Orita	Male	Reappointed candidate	Director Sealing Solution Chief Executive Officer	12/12 (100%)
4	Yuki Sato	Male	Reappointed candidate	Director Group Chief Technology Officer, Head, NOK Group R&D	9/9 (100%)
5	Chikashi Takeda	Male	New candidate	Senior Executive Officer, Financial Strategy	-

Reappointed candidate: Candidate for reelection as Director

New candidate: New candidate for election as Director

Note: As candidate Mr. Yuki Sato was (newly) elected as Director at the 118th Annual Shareholders' Meeting held on June 26, 2024, his attendance at Board of Directors meetings differs from that of the other candidates.

Candidate No.	Name (Date of Birth)	Brief Personal History, and Position and Area of Responsibility at the Company (Significant Concurrent Positions)		Number of the Company's Shares Held			
1	Reappointed candidate  Masao Tsuru (June 13, 1980)	April 2005	Joined NOK Corporation	106,100 shares			
		May 2009	MBA, McDonough School of Business, Georgetown University				
		April 2015	Department Manager, Corporate Planning Department, Corporate Planning Office, NOK Corporation				
		April 2017	Operating Officer, NOK Corporation				
		April 2017	Deputy General Manager, Corporate Planning Office, NOK Corporation				
		June 2018	President and Representative Director, NOK Klüber Co., Ltd.				
		April 2020	Representative Director, NOK Klüber Co., Ltd.				
		April 2020	Senior Operating Officer, NOK Corporation				
		April 2020	General Manager, Corporate Business Strategy Office, NOK Corporation				
		June 2020	Director, NOK Corporation				
		June 2020	Senior Managing Director, NOK Corporation				
		April 2021	President and Representative Director, NOK Corporation				
		June 2022	Representative Director, Chief Executive Officer, NOK Corporation				
		June 2023	Representative Director, Chief Executive Officer, NOK Corporation				
		June 2024	Representative Director, Group Chief Executive Officer, NOK Corporation (incumbent)				
Significant concurrent positions Representative Director, Chairman, MEKTEC CORPORATION Representative Director, Chairman of the Board, NOK Klüber Co., Ltd. Representative Director, Chairman of the Board, Unimatec Co., Ltd. Chairman of the Board & Director, NOK-Freudenberg Singapore Pte. Ltd. Representative Director, Seiwa Jisho Co., Ltd.							
Reasons for nomination as a candidate for Director We propose that Mr. Masao Tsuru be re-elected as a Director because we have concluded that he is able to execute his duties by appropriately making comprehensive managerial judgments and decisions for the entire NOK Group, as well as exercise supervision of management objectively. We believe he can do so based on his experience of being involved in the Company's corporate planning division and managing NOK Klüber Co., Ltd., as well as his wealth of experience and track record in a wide range of management areas.							
2	Reappointed candidate  Akira Watanabe (November 18, 1957)	April 1980	Joined NOK Corporation	33,110 shares			
		July 2000	Department Manager, Accounting Department, Corporate Finance & Accounting Office, NOK Corporation				
		June 2005	Director, NOK Corporation				
		June 2005	Deputy General Manager, Corporate Finance & Accounting Office, NOK Corporation				
		June 2007	General Manager, Corporate Finance & Accounting Office, NOK Corporation				
		June 2009	Senior Operating Officer, NOK Corporation				
		June 2013	Director, NOK Corporation				
		June 2013	Senior Managing Director, NOK Corporation				
		April 2017	General Manager, Corporate Finance & Accounting Office, and General Manager, Corporate IT Office, NOK Corporation				
		October 2018	General Manager, Corporate Finance & Accounting Office, NOK Corporation				
		June 2022	Director, Executive Operating Officer, NOK Corporation				
		June 2023	Director, Executive Operating Officer, Chief Financial Officer, NOK Corporation				
		June 2024	Director, Group Chief Financial Officer, NOK Corporation (incumbent)				
		Reasons for nomination as a candidate for Director We propose that Mr. Akira Watanabe be re-elected as a Director because we have concluded that he is able to maintain and enhance the supervisory function of the Board of Directors and make appropriate managerial judgments, as well as further contributing to increasing the corporate value of the NOK Group. We believe he can do so based on his extensive experience and track record as well as highly specialized knowledge and insights obtained through his many years of service in finance & accounting division.					

Candidate No.	Name (Date of Birth)	Brief Personal History, and Position and Area of Responsibility at the Company (Significant Concurrent Positions)		Number of the Company's Shares Held
3	Reappointed candidate  Junichi Orita (July 1, 1974)	February 2001	Joined NOK Corporation	10,200 shares
		May 2008	MBA, Eli Broad Graduate School of Management, Michigan State University	
July 2013		Deputy Department Manager, International Business Department, Corporate Planning Office, NOK Corporation		
April 2015		Department Manager, Business Managing Department, Corporate Business Strategy Office, NOK Corporation		
April 2017		Operating Officer, NOK Corporation		
April 2017		Deputy General Manager, Corporate Business Strategy Office, NOK Corporation		
June 2019		Senior Operating Officer, NOK Corporation		
April 2021		General Manager, Corporate Business Strategy Office, NOK Corporation		
June 2021		Director, NOK Corporation		
June 2021		Senior Managing Director, NOK Corporation		
June 2022		Director, Executive Operating Officer, NOK Corporation		
January 2023		General Manager, Corporate Business Strategy Office and Corporate Environmental Management Office, NOK Corporation		
June 2023		General Manager, Corporate Business Strategy Office, NOK Corporation		
June 2024		Director, Sealing Solution Chief Executive Officer, NOK Corporation (incumbent)		
		[ Significant concurrent positions Chairman of the Board & Director, Wuxi NOK-Freudenberg Oilseal Co., Ltd. Changchun NOK-Freudenberg Oilseal Co., Ltd. Taicang NOK-Freudenberg Sealing Products Co., Ltd. ]		
Reasons for nomination as a candidate for Director We propose that Mr. Junichi Orita be re-elected as a Director because we have concluded that he is able to execute his duties by appropriately making managerial judgments and decisions on the overall business strategy and other management-related items of the entire NOK Group (including overseas business), as well as exercise supervision of management objectively. We believe he can do so based on his experience of being involved in the Company's corporate planning division and business managing division.				
4	Reappointed candidate  Yuki Sato (January 30, 1967)	April 1991	Joined NOK Corporation	3,300 shares
		April 2010	Department Manager, Engineering Research Department, Corporate Technology Office, NOK Corporation	
April 2020		Operating Officer, NOK Corporation		
April 2020		General Manager, Corporate Technology Office and Manufacturing Technology Office, NOK Corporation		
April 2023		Head of NOK R&D, NOK Corporation		
June 2023		Senior Operating Officer, Chief Technology Officer, NOK Corporation		
June 2024		Director, NOK Corporation		
June 2024		Director, Group Chief Technology Officer, Head, NOK Group R&D, NOK Corporation (incumbent)		
Reasons for nomination as a candidate for Director We propose that Mr. Yuki Sato be re-elected as a Director because we have concluded that he is able to execute his duties by appropriately making decisions regarding matters such as technology strategies and new business development throughout the NOK Group as well as exercise supervision of management objectively. We believe he can do so based on his experience of being involved in the technology divisions of the Company for many years as well as his high levels of expertise and insights into technology research and development fields.				
5	New candidate  Chikashi Takeda (October 6, 1962)	April 1985	Joined Yamanouchi Pharmaceutical Co., Ltd. (Currently Astellas Pharma Inc.)	0 shares
		April 2014	Corporate Executive, Vice President, Corporate Planning, Astellas Pharma Inc.	
April 2016		Corporate Executive, Vice President, Corporate Finance & Control, Astellas Pharma Inc.		
April 2017		Corporate Executive, Chief Financial Officer, Astellas Pharma Inc.		
April 2018		Senior Corporate Executive, Chief Financial Officer and Interim Head of Global Procurement, Astellas Pharma Inc.		
January 2020		Joined Olympus Corporation		
April 2020		Executive Officer, Chief Financial Officer, Olympus Corporation		
April 2025		Joined NOK Corporation		
April 2025		Senior Executive Officer, Financial Strategy, NOK Corporation (incumbent)		
Reasons for nomination as a candidate for Director We propose that Mr. Chikashi Takeda be newly elected as a Director because we have concluded that he is able to execute his duties by contributing to planning and executing strategies to enhance corporate value throughout the NOK Group as well as exercise supervision of management objectively, based on his experience of serving as the head of the corporate planning division and Chief Financial Officer of another company for many years as well as his high levels of expertise and insights into corporate planning and finance.				

Notes:

1. Candidate Mr. Masao Tsuru also serves as Representative Director and Chairman of the Board of NOK Klüber Co., Ltd., a trade partner of the Company, and as Chairman of the Board & Director for NOK-Freudenberg Singapore Pte. Ltd., a company from which the Company receives dividend payments. He also serves as a Representative Director for Seiwa Jisho Co., Ltd., a business partner of the Company in the area of real estate leasing, etc.
2. Candidate Mr. Junichi Orita also serves as Chairman of the Board & Director for Wuxi NOK-Freudenberg Oilseal Co., Ltd., Changchun NOK-Freudenberg Oilseal Co., Ltd., and Taicang NOK-Freudenberg Sealing Products Co., Ltd., trade partners of the Company.
3. The other candidates do not have any special relationship with or interest in the Company.
4. With the aim of ensuring corporate officers are able to fully conduct their expected roles in the course of the performance of duties and they are comprised of talented persons, the Company has entered into a directors and officers liability insurance (D&O insurance) policy as provided for in Article 430-3, paragraph 1 of the Companies Act. If this item for resolution is approved as originally proposed and each candidate assumes office as a Director, they will become insureds of such insurance. The insurance policy covers losses that may arise from the insured's assumption of liability incurred in the course of the performance of duties as corporate officers, etc., or receipt of claims pertaining to the pursuit of such liability. Provided, however, that there are certain reasons for coverage exclusion that, for example, exclude losses arising from any act that the person carried out while being aware that it violated laws and regulations. The entire amount of insurance premiums, including those for special clauses, are borne by the Company, and there are no insurance premiums actually borne by the insureds. The deductible clause is set in the policy, whereby losses within such deductible are not covered by the policy. The Company plans to renew the insurance policy on November 1, 2025.

[Reference] Specific areas that the Company expects of the Directors (management supervision function after the Second Item is approved (planned))

	Name	Attributes		Corporate management	Group strategy	Business (production, sales) strategy	Technology strategy	Finance / Accounting/ Capital policy	New business	Compliance and risk management	Sustainability
Directors	Masao Tsuru	Male		○	○						
	Akira Watanabe	Male			○					○	
	Junichi Orita	Male		○		○					
	Yuki Sato	Male					○		○		
	Chikashi Takeda	Male		○				○			
Directors (Audit & Supervisory Committee Members)	Hideki Watanabe	Male				○		○			
	Makoto Fujioka	Male	External Independent	○							○
	Naoki Shimada	Male	External Independent	○	○						
	Motoko Imada	Female	External Independent	○					○		
	Atsushi Kajitani	Male	External Independent	○						○	

(Note) The above list shows up to two areas specifically expected of each person, and does not indicate all areas of their knowledge or experience.