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(Securities code: 8158)

June 4, 2026

(Date of commencement of measures for electronic provision: May 29, 2026)

To Shareholders with Voting Rights:

Ryuji Mezaki
Representative Director, President & CEO
SODA NIKKA CO., LTD.
3-6-2, Nihonbashi, Chuo-ku,
Tokyo, Japan

Notice of the 79th Annual General Meeting of Shareholders

We are pleased to inform you that the 79th Annual General Meeting of Shareholders (the “Meeting”) of SODA NIKKA CO., LTD. (the “Company,” or collectively with its subsidiaries, the “Group”) will be held for the purposes described below.

When convening the Meeting, the Company has taken measures for providing information in electronic format (the “measures for electronic provision”). Accordingly, printed copies of the matters subject to the measures for electronic provision have not been sent to shareholders, except for those who made a request for delivery of documents. For details of the matters subject to the measures for electronic provision, please refer to the “Notice of the 79th Annual General Meeting of Shareholders” posted on the website below.

The Company website: <https://www.sodanikka.co.jp/english/ir/meeting.html>

In addition to the website shown above, the Company also has posted this information on the following website:

Tokyo Stock Exchange (TSE) website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

To view the information, please access the website above, input the Company name or securities code, and click on “Search,” and then click on “Basic information” and select “Documents for public inspection/PR information.”

If you are not attending the Meeting, you may exercise your voting rights in writing or via the internet, so please review the Reference Documents for the General Meeting of Shareholders posted on matters subject to the measures for electronic provision and exercise your voting rights by 5:20 p.m. on Tuesday, June 23, 2026 (Japan time) following the guidance below.

1. **Date and time:** Wednesday, June 24, 2026 at 10:00 a.m. Japan time
2. **Venue:** 6F, Nihonbashi Front, AP Nihonbashi, Tokyo
3-6-2, Nihonbashi, Chuo-ku, Tokyo, Japan
3. **Purpose of the Meeting:**
Matters to be reported:
 1. Business report, consolidated financial statements for the 79th fiscal year (April 1, 2025 to March 31, 2026) and results of audits of the consolidated financial statements by the accounting auditor and the Audit & Supervisory Board

2. Non-consolidated financial statements for the 79th fiscal year
(April 1, 2025 to March 31, 2026)

Matters to be resolved:

Proposal Election of 6 Members of the Board

- If you are attending the Meeting in person, please hand in the enclosed Voting Rights Exercise Form at the reception desk.
You can also exercise your voting rights for the General Meeting of Shareholders in writing or via the internet, etc.
If you exercise your voting rights using both the Voting Rights Exercise Form and the internet, etc., the exercise of your voting rights via the internet, etc. shall prevail regardless of the arrival date of the Voting Rights Exercise Form.
In addition, if you exercise your voting rights multiple times via the internet, etc., only the last voting right exercised shall be deemed as valid.
- In accordance with the provisions of laws and regulations and Article 17 of the Articles of Incorporation of the Company, the following matters are not included in the printed copies sent to shareholders who made a request for delivery of documents. Therefore, the documents delivered to shareholders constitute only part of the documents audited by the accounting auditor and the Audit & Supervisory Board.
 - “Consolidated Statements of Changes in Equity” and “Notes to Consolidated Financial Statements” in the Consolidated Financial Statements
 - “Non-consolidated Statements of Changes in Equity” and “Notes to Non-consolidated Financial Statements” in the Non-consolidated Financial StatementsPlease note that the paragraph numbers and page references in the printed copies sent to you are the same as those in the matters subject to the measures for electronic provision.
- The resolutions adopted at the Meeting will be posted on the Company website. Please note that no written notice of the resolutions will be delivered.

[Disclosure on the Company website]

Any revisions to the matters subject to the measures for electronic provision will be posted on the websites stated above.







Reference Documents for the General Meeting of Shareholders

Proposals and References


Proposal: Election of 6 Members of the Board


The terms of office of all Members of the Board (5 in all) will expire at the conclusion of this Meeting. In order to further strengthen the management structure, the Company proposes to increase the number of Members of the Board by one and to elect 6 Members of the Board.

The candidates of Members of the Board are as follows:


No.	Name	Gender	Positions, responsibilities at the Company and significant concurrent positions	Attendance at the Board of Directors meetings
1	 Ryuji Mezaki Reappointment	Male	Representative Director, President & CEO	100% (16/16 times)
2	 Yasuyuki Matsuo Reappointment	Male	Member of the Board Senior Managing Executive Officer Chief Officer of Sales segment & Chief Promoter of Long-term vision “Go forward”	100% (16/16 times)
3	 Osamu Iwabuchi New appointment	Male	Managing Executive Officer Division Manager of Accounting Division Responsible for Financial Strategy of Medium-term Management Plan & Responsible for Sustainability	—
4	 Yuji Furukawa Reappointment Outside Independent	Male	Outside Member of the Board Outside Director, WATANABE SATO CO., LTD. Outside Director, KASAI KOGYO CO., LTD.	100% (16/16 times)
5	 Yoshihiro Nishiyama Reappointment Outside Independent	Male	Outside Member of the Board Outside Director, Shindengen Electric Manufacturing Co., Ltd. Member of Expert Committee on Metal Mineral Resources Development and Mine Pollution Control, Japan Organization for Metals and Energy Security	100% (16/16 times)
6	 Mariko Matsumura Reappointment Outside Independent	Female	Outside Member of the Board Partner, Shinwa Sogo Law Offices Outside Member of the Board, Meiji Holdings Co., Ltd. Outside Audit & Supervisory Board Member, Komatsu Ltd. Outside Audit and Supervisory Board Member, Japan Airlines Co., Ltd. President, Lawyers' National Health Insurance Association of Tokyo	100% (16/16 times)


The Board of Directors of the Company shall elect candidates of Members of the Board after consulting with the Nomination and Remuneration Committee. In consideration of personalities and insights possessed by each individual from among a broad range of diverse human resources, the Board elects those who are deemed capable of fulfilling the roles and responsibilities of Members of the Board as qualified candidates. Candidates of Outside Members of the Board shall satisfy the requirements for independent directors as stipulated by the Companies Act and Tokyo Stock Exchange, Inc. In addition, the Company emphasizes their deep insight and abundant experience necessary for supervising over and providing advice to the Company's management in a candid, active and constructive manner. They are also required to be judged as involving no risk of conflict of interest with general shareholders.


No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	 <div style="border: 1px solid black; padding: 2px; width: fit-content; margin: 5px auto;">Reappointment</div> <p>Ryuji Mezaki (July 8, 1963)</p> <p>Attendance at the Board of Directors meetings in the fiscal year under review 100% (16/16)</p> <p>Term of office as Member of the Board (at the conclusion of this Meeting) 4 years</p>	<p>April 1987 Joined the Company</p> <p>April 2011 General Manager, Paper Pulp Sales Department</p> <p>April 2016 Branch Manager, Osaka Sales Office</p> <p>April 2019 Executive Officer, General Manager, Corporate Planning Office and in charge of IR</p> <p>April 2020 Executive Officer, Division Manager, Corporate Planning Division, General Supervisor of Go forward Project and in charge of promoting the Medium-term Management Plan</p> <p>April 2021 Managing Executive Officer Division Manager, Corporate Planning Division, General Supervisor of Go forward Project and in charge of promoting the Medium-term Management Plan Go forward Stage 2</p> <p>April 2022 Managing Executive Officer Division Manager, Finance and Accounting Division and in charge of formulating the next Medium-term Management Plan and promoting Go forward</p> <p>June 2022 Member of the Board, Managing Executive Officer, Division Manager, Finance and Accounting Division and in charge of formulating the next Medium-term Management Plan and promoting Go forward</p> <p>April 2023 Representative Director, President and CEO (to present)</p>	46,507
<p>Reasons for candidacy as Member of the Board</p> <p>Ryuji Mezaki has abundant experience and outstanding achievements in a wide range of fields that are central to the Group's operations, including chemical materials business, corporate planning, the formulation and promotion of business strategies and financial policy. He has a strong ability to accurately grasp changes in the business environment, as well as a sincere personality that prioritizes trust-based relationships with stakeholders, demonstrating the deep insight required of a manager of the Company. His achievements in leading the management of the entire group as Representative Director, President and CEO since April 2023 have also been highly regarded. The Company has decided to renominate him as a candidate for Member of the Board based on the judgment that he would be able to continue to utilize his experience and expertise to appropriately make decisions and supervise the management of the entire group as Member of the Board, and contribute to sustainable growth and increased corporate value over the medium to long term.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
2	 <div style="border: 1px solid black; padding: 2px; display: inline-block;">Reappointment</div> Yasuyuki Matsuo (July 2, 1965) Attendance at the Board of Directors meetings in the fiscal year under review 100% (16/16) Term of office as Member of the Board (at the conclusion of this Meeting) 3 years	April 1990 Joined the Company April 2011 General Manager, Sales Department I January 2016 General Manager, Chemical Materials Department I and Environmental Chemicals Department April 2016 Executive Officer, General Manager, Chemical Materials Segment, and Division Manager, Basic Chemical Materials Sales Division April 2019 Executive Officer, Branch Manager, Osaka Sales Office April 2021 Managing Executive Officer, Branch Manager, Kansai Head Office April 2023 Senior Managing Executive Officer (to present) Division Manager, Corporate Planning Division and responsible for Corporate Unit June 2023 Member of the Board (to present) April 2024 Chief Officer of Sales segment & Corporate Unit Chief Promoter of Long-term vision “Go forward” March 2025 Member of the Board, Moris Co., Ltd. President and Representative Director, Moris Co., Ltd. April 2025 Chief Officer of Sales segment & Chief Promoter of Long-term vision “Go forward” of the Company (to present)	30,672
<p>Reasons for candidacy as Member of the Board</p> <p>Yasuyuki Matsuo has abundant experience and achievements in a wide range of fields including chemical materials business, corporate planning and business strategies accumulated over many years, as well as the personality and deep insight fit for a manager of the Company. Through his oversight of the chemical materials business, he has driven business growth while also being deeply involved in the formulation and execution of corporate planning and medium- to long-term business strategies, making significant contributions to strengthening the Group’s competitiveness and expanding its revenue base. The Company has decided to renominate him as a candidate for Member of the Board based on the judgment that he would be able to continue to utilize his experience and expertise to appropriately supervise the management of the entire group and provide effective advice as a Member of the Board, thereby contributing to sustainable growth and increased corporate value over the medium to long term.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	 <div style="border: 1px solid black; padding: 2px; display: inline-block;">New appointment</div> Osamu Iwabuchi (December 2, 1972) Attendance at the Board of Directors meetings in the fiscal year under review — Term of office as Member of the Board (at the conclusion of this Meeting) —	April 1996 Joined the Company April 2020 General Manager, Corporate Strategy Division April 2021 Deputy Division Manager, Corporate Planning Division and General Manager, Corporate Strategy Division April 2022 Executive Officer, Division Manager, Corporate Planning Division April 2023 Executive Officer, Division Manager, Accounting Division (to present) April 2024 Executive Officer, Responsible for Financial Strategy of Medium-term Management Plan (to present) April 2025 Managing Executive Officer (to present) Responsible for Sustainability (to present)	14,080
	Reasons for candidacy as Member of the Board Osamu Iwabuchi has abundant experience and achievements in a wide range of fields including management strategy, corporate planning, and accounting and financial strategy, as well as the personality and insight fit for a manager of the Company. As Division Manager of the Corporate Planning Division and Division Manager of the Accounting Division, he has been responsible for the formulation and promotion of the Medium-term Management Plan and for overseeing financial strategy, making significant contributions to strengthening the Group's management foundation. The Company has decided to nominate him as a candidate for Member of the Board based on the judgment that he would be able to utilize his experience and insight to appropriately supervise the management of the entire group and provide effective advice, thereby contributing to sustainable growth and increased corporate value over the medium to long term.		

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
4	 <p style="text-align: center;"> <u>Outside</u> <u>Independent</u> <u>Reappointment</u> </p> <p style="text-align: center;">Yuji Furukawa (September 24, 1961)</p> <p>Attendance at the Board of Directors meetings in the fiscal year under review 100% (16/16)</p> <p>Term of office as Member of the Board (at the conclusion of this Meeting) 7 years</p>	<p>April 1984 Joined The Kyowa Bank, Ltd. (currently Resona Bank, Limited)</p> <p>March 2009 Executive Officer, Resona Bank, Limited</p> <p>April 2012 Managing Executive Officer</p> <p>April 2013 Representative Director, Vice President and Executive Officer</p> <p>April 2014 Director and Executive Officer, Resona Bank, Limited</p> <p> Executive Officer, Saitama Resona Bank, Limited</p> <p> Representative Executive Officer, Resona Holdings, Inc.</p> <p>June 2014 Director and Representative Executive Officer, Resona Holdings, Inc.</p> <p>April 2017 Director, Resona Holdings, Inc.</p> <p> President, Resona Kessai Service Co., Ltd.</p> <p>June 2017 Chairman, The Resona Foundation For Small And Medium Enterprise Promotion</p> <p>June 2019 Outside Member of the Board of the Company (to present)</p> <p>June 2020 Outside Director, WATANABE SATO CO., LTD. (to present)</p> <p>June 2024 Outside Director, KASAI KOGYO CO., LTD. (to present)</p> <p>Significant concurrent positions Outside Director, WATANABE SATO CO., LTD. Outside Director, KASAI KOGYO CO., LTD.</p>	1,092
<p>Reasons for candidacy as Outside Member of the Board and expected roles</p> <p>Yuji Furukawa has long been engaged in management of a bank and other corporations and has abundant experience and expertise as a manager, as well as achievements as an outside director of other companies. Based on his experience, he has actively participated in the meetings of the Board of Directors and the Nomination and Remuneration Committee, and has appropriately contributed to strengthening the supervisory function of the Board of Directors and incorporating outside perspectives into the management of the Group. The Company requests his reelection as an Outside Member of the Board based on the judgment that he will continue to contribute to enhancing the supervisory function over the Board of Directors meetings of the Company. In addition, the Company has concluded that there is no risk of conflict of interest with general shareholders with regard to the interests in terms of personnel, business, capital and other relationships between the candidate and the Company.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
5	 <p style="text-align: center;"> Outside Independent Reappointment </p> <p>Yoshihiro Nishiyama (September 24, 1955)</p> <p>Attendance at the Board of Directors meetings in the fiscal year under review 100% (16/16)</p> <p>Term of office as Member of the Board (at the conclusion of this Meeting) 3 years</p>	<p>April 1978 Joined Nippon Mining Co., Ltd. (currently JX Nippon Mining & Metals Corporation)</p> <p>April 2013 Executive Managing Officer, Deputy General Manager, Metals Group, in charge of Planning Department, JX Nippon Mining & Metals Corporation Executive Managing Officer, Pan Pacific Copper Co., Ltd. Director, Japan Korea Joint Smelting Co., Ltd.</p> <p>June 2013 Director and Executive Managing Officer, JX Nippon Mining & Metals Corporation Director and Executive Managing Officer, Pan Pacific Copper Co., Ltd.</p> <p>June 2014 General Manager, Metals Group, JX Nippon Mining & Metals Corporation Director and Deputy Chief Executive Officer, Pan Pacific Copper Co., Ltd. President and Representative Director, Japan Korea Joint Smelting Co., Ltd. President and Representative Director, Hibi Kyodo Smelting Co., Ltd.</p> <p>June 2015 President, Representative Director and Chief Executive Officer, Pan Pacific Copper Co., Ltd.</p> <p>January 2016 Director, Senior Vice President, General Manager, Metals Group, JX Nippon Mining & Metals Corporation</p> <p>June 2017 President and Representative Director, TOHO TITANIUM CO., LTD.</p> <p>June 2021 Corporate Adviser</p> <p>June 2023 Outside Member of the Board of the Company (to present) Outside Director, Shindengen Electric Manufacturing Co., Ltd. (to present)</p> <p>May 2024 Member of Expert Committee on Metal Mineral Resources Development and Mine Pollution Control, Japan Organization for Metals and Energy Security (to present)</p> <p>Significant concurrent positions Outside Director, Shindengen Electric Manufacturing Co., Ltd. Member of Expert Committee on Metal Mineral Resources Development and Mine Pollution Control, Japan Organization for Metals and Energy Security</p>	2,092
<p>Reasons for candidacy as Outside Member of the Board and expected roles</p> <p>Yoshihiro Nishiyama has long been engaged in management of manufacturing companies and has abundant experience and expertise as a manager, as well as achievements as an outside director of other companies. Based on his experience, he has actively participated in the meetings of the Board of Directors and the Nomination and Remuneration Committee, and has appropriately contributed to strengthening the supervisory function of the Board of Directors and incorporating outside perspectives into the management of the Group. The Company requests his reelection as an Outside Member of the Board based on the judgment that he will continue to contribute to enhancing the supervisory function over the Board of Directors meetings of the Company. In addition, the Company has concluded that there is no risk of conflict of interest with general shareholders with regard to the interests in terms of personnel, business, capital and other relationships between the candidate and the Company.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
6	 <p style="text-align: center;"> Outside Independent Reappointment </p> <p>Mariko Matsumura (September 24, 1959)</p> <p>Attendance at the Board of Directors meetings in the fiscal year under review 100% (16/16)</p> <p>Term of office as Member of the Board (at the conclusion of this Meeting) 3 years</p>	<p>April 1988 Admitted to the bar in Japan as Attorney at Law (Dai-Ichi Tokyo Bar Association) Joined Braun Moriya Hoashi & Kubota</p> <p>February 1994 Joined Ryudo Sogo Law Offices</p> <p>January 2006 Joined Shinwa Sogo Law Offices as Partner (to present)</p> <p>February 2017 Outside Statutory Auditor, Fund Creation Group Co., Ltd.</p> <p>June 2018 Outside Member of the Board, Meiji Holdings Co., Ltd. (scheduled to resign in June 2026)</p> <p>May 2019 Outside Corporate Auditor, Adastria Co., Ltd.</p> <p>April 2022 President, Dai-Ichi Tokyo Bar Association Vice-President, Japan Federation of Bar Associations</p> <p>June 2023 Outside Member of the Board of the Company (to present) Outside Audit & Supervisory Board Member, Komatsu Ltd. (to present)</p> <p>June 2024 Outside Audit and Supervisory Board Member, Japan Airlines Co., Ltd. (to present)</p> <p>August 2025 President, Lawyers' National Health Insurance Association of Tokyo (to present)</p> <p>Significant concurrent positions Partner, Shinwa Sogo Law Offices Outside Member of the Board, Meiji Holdings Co., Ltd. Outside Audit & Supervisory Board Member, Komatsu Ltd. Outside Audit and Supervisory Board Member, Japan Airlines Co., Ltd. President, Lawyers' National Health Insurance Association of Tokyo</p>	1,092
<p>Reasons for candidacy as Outside Member of the Board and expected roles</p> <p>Mariko Matsumura has been practicing law for many years, and has extensive knowledge and experience in legal matters, as well as achievements as an outside director and outside corporate auditor of other companies. Based on her experience, she has actively participated in the meetings of the Board of Directors and the Nomination and Remuneration Committee, and has appropriately contributed to strengthening the supervisory function of the Board of Directors and incorporating outside perspectives into the management of the Group. The Company requests her reelection as an Outside Member of the Board based on the judgment that she will continue to contribute to enhancing the supervisory function over the Board of Directors meetings of the Company. In addition, the Company has concluded that there is no risk of conflict of interest with general shareholders with regard to the interests in terms of personnel, business, capital and other relationships between the candidate and the Company.</p>			

Notes:

1. There are no special interests between any of the candidates and the Company.
2. Yuji Furukawa, Yoshihiro Nishiyama and Mariko Matsumura are candidates for Outside Members of the Board.
3. The name of Mariko Matsumura on the family register is Mariko Hosoi.
4. Yuji Furukawa will have served as the Company's Outside Member of the Board for 7 years at the conclusion of this Meeting.
Yoshihiro Nishiyama and Mariko Matsumura will have served as the Company's Outside Member of the Board for 3 years at the conclusion of this Meeting.

5. Pursuant to provisions of Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation, the Company has entered into agreements with Yuji Furukawa, Yoshihiro Nishiyama and Mariko Matsumura to limit their liability stipulated in Article 423, Paragraph 1 of the Act to the amount stipulated by laws and regulations. If they are elected in this proposal and they take office, the Company intends to extend these agreements.
6. The Company has filed Yuji Furukawa, Yoshihiro Nishiyama and Mariko Matsumura as independent directors as stipulated by Tokyo Stock Exchange, Inc.
7. The Company has entered into a directors and officers liability insurance contract to insure all of its Members of the Board. The insurance premiums are fully borne by the Company. The insurance policy covers damages that may arise when the insured assumes liability for the execution of his or her duties of a Member of the Board or receives a claim related to the pursuit of such liability during the coverage period. The Company plans to renew the insurance policy to include all the candidates as the insured, if each candidate is elected as a Member of the Board.
8. The “Number of shares of the Company held” for each candidate includes the candidate’s interests in shares held through the Company’s Officers’ Shareholding Association.

(Reference) Skill matrix of Members of the Board

- The following table sets out the knowledge, experience, and expertise (“skills”) that the Board of Directors considers important and the reasons for selecting each skill, in relation to the expertise and experience possessed by Members of the Board.

Skills	Name						Reasons for selecting skills
	Ryuji Mezaki	Yasuyuki Matsuo	Osamu Iwabuchi	Yuji Furukawa	Yoshihiro Nishiyama	Mariko Matsumura	
Corporate management and management strategy	●	●	●	●	●		Members of the Board are required to have the ability to make complex management decisions and to appropriately formulate and execute medium- to long-term management strategies, based on experience as a corporate representative or business leader.
Personnel affairs and human resources development	●			●			Members of the Board are required to have the ability to contribute to the organization’s sustainable growth through strategic human resource management, based on professional knowledge and practical experience in personnel placement, talent development, and organizational design.
Finance, accounting and capital policy	●		●	●			Members of the Board are required to have the ability to contribute to enhancing corporate value and ensuring sound and transparent management, based on expertise in finance and accounting, as well as practical experience in capital policy and management of financial operations.
Internal control and governance	●	●	●	●	●	●	Members of the Board are required to have the ability to contribute to enhancing corporate credibility and sustainable growth by establishing and operating an appropriate risk management system, based on knowledge and practical experience in internal control and corporate governance.
Legal affairs, compliance and risk management	●			●	●	●	Members of the Board are required to have the ability to appropriately identify and manage legal risks and support sound corporate operations, based on expertise and practical experience in legal and compliance matters.
International perspective		●	●		●		Members of the Board are required to have the ability to make business decisions in global markets and appropriately promote overseas expansion, based on experience in managing overseas operations or an international perspective.

End