

IMPORTANT NOTICE

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Shigeo Tamura
President and CEO
AIRPORT FACILITIES CO., LTD. (AFC)
1-6-5 Haneda Airport, Ota-ku, Tokyo, Japan

NOTICE OF THE 57TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

We are pleased to announce that the 57th Ordinary General Meeting of Shareholders of the Company will be held as follows.

In connection with the convocation of this General Meeting of Shareholders, we have taken measures for the electronic provision of information concerning the particulars of documents including the Reference Documents for the General Meeting of Shareholders ("matters for electronic provision") by publicizing them on our company website. We ask our shareholders to access and view the following URL:

Company Website <https://www.afc.jp/english/>

(Please access the website indicated above, and click on "Investor Relations," "Shareholder/Stock Information" and "Related to General Meetings of Shareholders.")

In addition to our company website, the matters for electronic provision are also available from the following URL of the Tokyo Stock Exchange, Inc. (TSE):

TSE Website (TSE Listed Company Search)
<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

(On the TSE website, please access the relevant information by entering the issue name (company name) "AIRPORT FACILITIES Co.,LTD." or the code "8864," clicking on "Basic information," "Documents for public inspection/PR information," and choosing "Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting" under the heading "Filed information available for public inspection.")

If you do not attend the meeting in person, you may exercise your voting rights in writing (by postal mail) or online prior to the meeting. Please read the Reference Documents for General Meeting of Shareholders and exercise your voting rights by 5:00 p.m. of June 25, 2026 (Thursday).

1. **Date and Time:** Friday, June 26, 2026 at 10:00 a.m., Japan time (Doors open at 9:00 a.m.)
2. **Place:** Conference Room, 3rd Floor, Head Office
AIRPORT FACILITIES CO., LTD.
Sogo Building No. 5, 1-6-5 Haneda Airport, Ota-ku, Tokyo, Japan
3. **Meeting Agenda:**
 - Matters to be reported:**
 1. Report concerning the Business Report and Consolidated Financial Statements for the Company's fiscal year 2025 (from April 1, 2025 to March 31, 2026), as well as results of audits by the Accounting Auditor and the Board of Statutory Auditors of the Consolidated Financial Statements
 2. Report concerning the Non-consolidated Financial Statements for the Company's fiscal year 2025 (from April 1, 2025 to March 31, 2026)
 - Matters to be resolved:**
 - Proposal 1:** Appropriation of Surplus
 - Proposal 2:** Election of Seven (7) Directors
 - Proposal 3:** Election of One (1) Statutory Auditor
 - Proposal 4:** Election of One (1) Substitute Statutory Auditor
4. Notes concerning the convocation of meeting (instruction on the exercise of voting rights)
 - (i) In the case of exercising voting rights in writing (by postal mail), if there is no indication of approval or disapproval concerning a proposal in the voting form, the voting rights are deemed to be exercised to "approve" the Company Proposals and "disapprove" the Shareholder Proposals.
 - (ii) If voting rights are exercised more than once via the Internet, the last exercise is deemed effective.
 - (iii) If voting rights are exercised both in writing (by postal mail) and via the Internet, only the exercise of the voting rights via the Internet is deemed to be effective, without regard to the date and time when it is received by the Company.

- Any modification to the matters for electronic provision will be publicized on the websites of the Company and TSE mentioned above, together with the relevant information before and after the modification.
- As a general rule, the Company will provide the matters for electronic provision via the websites of the Company and TSE mentioned above for accessing and viewing by all shareholders, except for those shareholders who requested the delivery of documents in a paper format by the reference date. However, for this General Meeting of Shareholders, the Company provides written documents containing the matters for electronic provision to all shareholders, without regard to whether the shareholder requested the delivery of documents in paper format.

Among the matters for electronic provision, the following items are omitted from the documents to be sent to shareholders, pursuant to the relevant laws and regulations and Article 16 of the Articles of Incorporation of the Company.

- (i) The section "Status of Share Options, etc." in the Business Report
- (ii) The section "Status of Accounting Auditor" in the Business Report
- (iii) The section "Basic Policy for Company Control" in the Business Report
- (iv) The section "System to Ensure the Appropriateness of Operations" in the Business Report
- (v) The sections "Consolidated Statement of Changes in Shareholders' Equity" and "Notes to the Consolidated Financial Statements" in the Consolidated Financial Statements
- (vi) The sections "Non-consolidated Statement of Changes in Shareholders' Equity" and "Notes to the Non-consolidated Financial Statements" in the Non-Consolidated Financial Statements

Therefore, the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements contained in the documents are a part of documents audited by an accounting auditor for the preparation of an account audit report and by a statutory auditor for the preparation of an audit report.

- The meeting will be held in casual attire (Cool Biz), so we kindly request that shareholders also attend in casual attire.

<p>We provided gifts 'Tosho card' to shareholders who attended the general meetings of shareholders; however, we have decided to discontinue this practice. We sincerely appreciate your understanding.</p>

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

According to our basic policy, we are striving to distribute dividends to our shareholders in a stable manner based on the consideration of maintaining solid management base.

Considering the totality of the above-mentioned policy and other factors, including the business performance for fiscal year 2025, the Company announces the year-end dividend for fiscal year 2025 as follows:

1. Type of dividend

Cash

2. Dividends for shareholders and total amount thereof

Dividend per share of the Company's common share: 24 yen

Total amount of dividend: 1,185,132,216 yen

3. Date when the distribution of surplus takes effect

June 29, 2026

Proposal 2: Election of Seven (7) Directors

The terms of office of all eight (8) directors will expire at the conclusion of this General Meeting of Shareholders. Therefore, the Company proposes to elect seven (7) directors, reducing the number by one for streamlining the management structure. The Board of Directors submits this proposal based on the consultation with, and recommendation by, the Nomination Committee chaired by an outside director.

The candidates for directors are as follows.

No.	Name	
1	Shigeo Tamura	[Reappointment]
2	Osamu Sasaoka	[Reappointment]
3	Tadao Nishio	[Reappointment]
4	Toshihiro Miyamae	[New appointment]

No.	Name	
5	Satoru Watanabe	[Reappointment]
6	Yasuo Miki	[Reappointment] [Outside] [Independent]
7	Yoshika Ohashi	[Reappointment] [Outside] [Independent]

No.	Name (Date of birth)	Past experience and positions	Number of shares of the Company held
1	Shigeo Tamura (March 30, 1960) [Reappointment] Tenure of office: 9 years Attendance at Board of Directors meetings: 12/12	<p>June 2017 Director, Senior Executive Officer and Chief of Facilities Management Center of AFC</p> <p>June 2020 Managing Director of AFC</p> <p>June 2022 Director and Managing Executive Officer of AFC</p> <p>June 2023 Representative Director, President and Executive Officer of AFC (current post)</p> <p>[Responsibilities] Chairperson of Board of Directors Chairperson of Compliance Committee Chairperson of Risk Management Committee Chairperson of Sustainability Promotion Council Overall Technical Management</p> <p>[Significant concurrent positions] Representative Director and President of Tokyo Airport Heating & Cooling Co., Ltd.</p>	47,829
<p>[Reason for nomination as candidate for director] Mr. Tamura has a wealth of experience in execution of businesses such as technical engineering. In addition, based on his outstanding personality and knowledge, the Company requests his re-appointment as director.</p>			

No.	Name (Date of birth)	Past experience and positions	Number of shares of the Company held
2	Osamu Sasaoka (December 15, 1973) [Reappointment] Tenure of office: 3 years Attendance at Board of Directors meetings: 12/12	<p>July 2021 Manager of Management Planning Department, AFC</p> <p>June 2022 Manager of Management Planning Department, Planning and Finance Headquarters, AFC</p> <p>June 2023 Director and Executive Officer of AFC</p> <p>June 2024 Director and Senior Executive Officer of AFC</p> <p>June 2025 Director and Managing Executive Officer of AFC (current post)</p> <p>[Responsibilities] In Charge of Management Planning Department In Charge of Public Relations and Investor Relations</p>	10,776
<p>[Reason for nomination as candidate for director] Mr. Sasaoka has a wealth of experience in execution of businesses including sales and business planning. In addition, based on his outstanding personality and knowledge, the Company requests his re-appointment as director.</p>			

No.	Name (Date of birth)	Past experience and positions	Number of shares of the Company held
3	Tadao Nishio (October 2, 1961) [Reappointment] Tenure of office: 3 years Attendance at Board of Directors meetings: 12/12	<p>April 2017 Managing Executive Officer and General Manager of Corporate Strategy and Planning, Japan Airlines Co., Ltd.</p> <p>April 2021 Managing Executive Officer and General Manager of Passenger Sales, Japan Airlines Co., Ltd.</p> <p>April 2021 President and CEO of JAL SALES Co., Ltd.</p> <p>April 2022 Representative Director and Chairman of JALPAK Co., Ltd.</p> <p>June 2023 Representative Director, Executive Vice President and Executive Officer of AFC (current post)</p> <p>[Responsibilities] Chairperson of Environmental Committee Chairperson of Improvement Promotion Committee Special Assignments from the President</p>	22,914
<p>[Reason for nomination as candidate for director] Mr. Nishio has worked for an airline for a long time and has a wealth of experience and insight concerning airline businesses. In addition, based on his outstanding personality and knowledge, the Company requests his re-appointment as director.</p>			

No.	Name (Date of birth)	Past experience and positions	Number of shares of the Company held
4	Toshihiro Miyamae (February 23, 1964) [New appointment] Tenure of office: - Attendance at Board of Directors meetings: -/-	<p>April 2022 Executive Vice President of All Nippon Airways, Co., Ltd.</p> <p>April 2023 Member of the Board, Executive Vice President of All Nippon Airways, Co., Ltd.</p> <p>April 2025 Member of the Board, Executive Vice President of All Nippon Airways, Co., Ltd.</p> <p>April 2026 Advisor of ANA Holdings Inc. (current post)</p> <p>[Significant concurrent positions] Advisor of ANA Holdings Inc.</p>	None
<p>[Reason for nomination as candidate for director] Mr. Miyamae has worked for an airline for a long time and has a wealth of experience and insight concerning airline businesses. In addition, based on his outstanding personality and knowledge, the Company requests his appointment as director.</p>			

No.	Name (Date of birth)	Past experience and positions	Number of shares of the Company held
5	Satoru Watanabe (July 5, 1966) [Reappointment] Tenure of office: 2 years Attendance at Board of Directors meetings: 12/12	October 2019 Manager of Facilities Department of AFC June 2022 Executive Officer of AFC, General Manager of Facilities Planning Department of Facilities Headquarters June 2023 Senior Executive Officer of AFC, General Manager of Technical Headquarters June 2024 Director and Senior Executive Officer of AFC (current post) [Responsibilities] In Charge of Real Estate Business Department In Charge of Tokyo Airport Heating & Cooling Co., Ltd. In Charge of AFC Asset Management Co., LTD.	8,652
[Reason for nomination as candidate for director] Mr. Watanabe has a wealth of experience in execution of businesses, including businesses relating to technology. In addition, based on his outstanding personality and knowledge, the Company requests his re-appointment as director.			

No.	Name (Date of birth)	Past experience and positions	Number of shares of the Company held
6	<p>Yasuo Miki (March 1, 1955)</p> <p>[Reappointment] [Outside] [Independent]</p> <p>Tenure of office: 2 years</p> <p>Attendance at Board of Directors meetings: 12/12</p>	<p>April 2004 Manager of Process/CPG Solutions Business Department of NEC Corporation</p> <p>October 2005 Representative Director and President of VMware K.K.</p> <p>March 2015 Representative Director and Chairperson of VMware K.K.</p> <p>October 2018 Chief Technology Innovation Officer of The Tokyo Organizing Committee of the Olympic and Paralympic Games</p> <p>June 2022 Outside Director (Audit and Supervisory Committee Member) of SCSK Corporation</p> <p>June 2024 Outside Director of AFC (current post)</p>	None
<p>[Reason for nomination as candidate for outside director and outline of expected roles]</p> <p>Mr. Miki has a wealth of experience and outstanding insight as a company's top manager in the information and communications industry. As we expect him to contribute to the proper execution of the Company's businesses from an independent standpoint as an outside director, and to promote the sustainable growth and medium- to long-term improvement of corporate value of the Company, the Company requests his re-appointment as an outside director.</p> <p>If he is elected as an outside director, the Company expects that he will play such roles as providing advice for the Company's sustainable growth and improvement of corporate value drawing on his experience mentioned above, monitoring the Company's management and conflicts of interests among stakeholders through important decision-making at the Board of Directors, and reflecting the opinions of various stakeholders.</p>			

No.	Name (Date of birth)	Past experience and positions	Number of shares of the Company held
7	Yoshika Ohashi (May 13, 1974) [Reappointment] [Outside] [Independent] Tenure of office: 1 year Attendance at Board of Directors meetings: 9/9	April 1997 Joined OKASAN SECURITIES CO., LTD. February 2010 Registered as a lawyer (with the Tokyo Bar Association) October 2018 Joined NAKAJIMA TRANSACTIONAL LAW OFFICE (up to the present) June 2025 Outside Director of AFC (current post) [Significant concurrent positions] Attorney	None
<p>[Reason for nomination as candidate for outside director and outline of expected roles]</p> <p>As we expect Ms. Ohashi to contribute to the proper execution of the Company's businesses from an independent standpoint as an outside director based on her professional knowledge as an attorney, and to promote the sustainable growth and medium- to long-term improvement of the corporate value of the Company, the Company requests her appointment as an outside director. Although she has no experience of engaging in the business management of a company, other than assuming the position of an outside officer of a company, the Company judges, based on the reasons mentioned above, that she is fit for performing the duties as an outside director in an appropriate way.</p> <p>If she is elected as an outside director, the Company expects that she will play such roles as providing advice for the Company's sustainable growth and improvement of corporate value drawing on her experience mentioned above, monitoring the Company's management and conflicts of interests among stakeholders through important decision-making at the Board of Directors, and reflecting the opinions of various stakeholders.</p>			

- (Note) 1. Shigeo Tamura is Representative Director and President of Tokyo Airport Heating & Cooling Co., Ltd. (THC). The Company has business transactions with THC, including water and sewage fees and air conditioning fees. There is no relationship of special interest between the Company and other candidates for directors.
2. (omitted)
3. Yasuo Miki and Yoshika Ohashi are candidates for outside directors.
4. The Company has executed with Yasuo Miki and Yoshika Ohashi an agreement to limit their liabilities for damages to five million yen or the amount specified in Article 425, paragraph 1 of the Companies Act, whichever is higher, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act. The Company intends to continue this agreement if their re-election is approved at the General Meeting of Shareholders.
5. The Company has executed a directors and officers liability insurance agreement provided in Article 430-3, paragraph 1 of the Companies Act with an insurance company that indemnifies the insureds, including directors of the Company against compensation for damages under laws and litigation costs to be suffered by the insureds. When the candidates are elected and assume the position of director, they are included as insureds under the insurance agreement. In addition, the insurance agreement will renew for the subsequent periods under the same terms and conditions.
6. The Company has notified Tokyo Stock Exchange, Inc. (TSE) the designation of Yasuo Miki and Yoshika Ohashi as independent officers stipulated in the regulations of TSE. If their re-election is approved, the Company intends to designate them as independent officers again.

(Reference) The following is a skill matrix table listing the fields of expertise expected for each of the candidates for director.

	Business and organizational management	Legal affairs, compliance, risk management	Finance and accounting	Sustainability and ESG	Global activities, Innovation, IT/DX	Planning, sales and marketing	Airport infrastructure	Technology, safety and supervision
Shigeo Tamura	○	○					○	○
Osamu Sasaoka	○		○		○	○	○	
Tadao Nishio	○			○		○		
Toshihiro Miyamae	○	○						○
Satoru Watanabe			○	○			○	○
Yasuo Miki	○				○	○		
Yoshika Ohashi		○	○		○			

Note: The table describes the skill of each candidate that is closely related to the business of the Company.

Proposal 3: Election of One (1) Statutory Auditor

The terms of office of Statutory Auditor Masaaki Komiya will expire at the conclusion of this General Meeting of Shareholders.

Therefore, the Company requests the election of one (1) statutory auditor.

The Board of Directors submits this proposal based on the consultation with, and recommendation by, the Nomination Committee chaired by an outside director. In addition, this proposal has been approved by the Board of Statutory Auditors.

The candidates for statutory auditors are as follows:

No.	Name (Date of birth)	Past experience and positions	Number of shares of the Company held
1	Masayuki Tsuda (April 6, 1962) [New appointment] Tenure of office: - Attendance at Board of Directors meetings: -/ Attendance at Board of Statutory Auditors meetings: -/ [Reason for nomination as candidate for outside statutory auditor] Mr. Tsuda has a wealth of experience and outstanding insight gained through his long career in a financial institution, and also has experience as an officer of an energy company. The Company requests his appointment as an outside statutory auditor, expecting him to contribute to auditing the Company by leveraging his experience.	June 2017 Managing Executive Officer of Development Bank of Japan Inc. June 2019 Director of Fuji Oil Company, Ltd. June 2021 Director and Executive Officer of Fuji Oil Company, Ltd. June 2023 Director and Managing Executive Officer of Fuji Oil Company, Ltd. (current post) [Significant concurrent positions] Director and Managing Executive Officer of Fuji Oil Company, Ltd.	None

- (Note) 1. There is no relationship of special interest between Masayuki Tsuda and the Company.
2. If the appointment of Masayuki Tsuda as a statutory auditor is approved, the Company intends to execute an agreement with him to limit his liabilities for damages to five million yen or the amount specified in Article 425, paragraph 1 of the Companies Act, whichever is higher, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act.
 3. The Company has executed a directors and officers liability insurance agreement provided in Article 430-3, paragraph 1 of the Companies Act with an insurance company that indemnifies the insureds, including statutory auditors of the Company against compensation for damages under laws and litigation costs to be suffered by the insureds. When Masayuki Tsuda is elected and assumes the position of statutory auditor, he is included as an insured under the insurance agreement. In addition, the insurance agreement will renew for the subsequent periods under the same terms and conditions.

Proposal 4: Election of One (1) Substitute Statutory Auditor

The Company requests the election of one substitute statutory auditor, in case a shortfall occurs in the number of statutory auditors required under laws and regulations.

This election of substitute statutory auditor is only effective until the commencement of the next Ordinary General Meeting of Shareholders; however, this election may be cancelled by the resolution of Board of Directors with consent from the Board of Statutory Auditors, but only before the substitute statutory auditor assumes the position of statutory auditor.

The Board of Directors submits this proposal based on the consultation with, and recommendation by, the Nomination Committee chaired by an outside director. In addition, this proposal has been approved by the Board of Statutory Auditors.

The candidate for substitute statutory auditor is as follows:

Name (Date of birth)	Past experience and positions		Number of shares of the Company held
Susumu Matsuzawa (May 1, 1965) [Outside] [Independent]	July 1995	Established Certified Public Accountant Susumu Matsuzawa Office, Managing Partner (current post)	None
	May 2005	Established e-report corporation, Representative Director (current post)	
	September 2010	Representative Partner of First Accounting Office (tax accountancy corporation)	
	October 2013	Supervisory Officer of Broadia Private REIT, Inc.	
[Reason for nomination as candidate for substitute outside statutory auditor] Mr. Matsuzawa is capable of conducting audit from an objective standpoint based on professional knowledge as a certified public accountant and tax accountant. As the Company expects him to provide highly professional advice concerning accounting to the Board of Statutory Auditors and Board of Directors, the Company proposes to appoint Mr. Matsuzawa as a substitute outside statutory auditor.			

- (Note) 1. There is no relationship of special interest between Susumu Matsuzawa and the Company.
2. Susumu Matsuzawa is a candidate for substitute outside statutory auditor.
 3. If Susumu Matsuzawa assumes the position of statutory auditor, the Company intends to execute an agreement with him to limit his liabilities for damages to five million yen or the amount specified in Article 425, paragraph 1 of the Companies Act, whichever is higher, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act.
 4. The Company has executed a directors and officers liability insurance agreement provided in Article 430-3, paragraph 1 of the Companies Act with an insurance company that indemnifies the insureds, including statutory auditors of the Company against compensation for damages under laws and litigation costs to be suffered by the insureds. If Susumu Matsuzawa assumes the position of statutory auditor, he will be included as an insured under the insurance agreement. In addition, the insurance agreement will renew for the subsequent periods under the same terms and conditions.
 5. If Susumu Matsuzawa assumes the position of outside statutory auditor, the Company intends to designate him as an independent officer under the regulations of TSE and notify TSE of his designation.