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Securities Code: 8881

June 5, 2026

To our shareholders:

Takashi Kamiyama,
Representative Director and President
NISSHIN GROUP HOLDINGS Company, Limited
8-1, Shinjuku 5-chome, Shinjuku-ku, Tokyo

Notice of the 52nd Annual General Meeting of Shareholders

We are pleased to announce the 52nd Annual General Meeting of Shareholders of NISSHIN GROUP HOLDINGS Company, Limited (the “Company”), which will be held as indicated below.

When convening the Meeting of Shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on the Company’s website. Please access the Company’s website by using the Internet address shown below to review the information.

The Company’s website:

https://nisshin-hd.co.jp/archives/investor_information/post-1106

Items subject to measures for electronic provision are also provided electronically on the Tokyo Stock Exchange (TSE) website. Access the Tokyo Stock Exchange (TSE) website, enter “Issue Name (NISSHIN GROUP HOLDINGS)” or “Code (8881),” select “Basic Information” and then “Documents for Public Inspection/PR Information,” and confirm the information in “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”

TSE website (Listed Company Search):

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

Measures have also been taken to provision information in electronic format via the following websites.

Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/8881/teiji/> (in Japanese)

If you are unable to attend the meeting in person, you may exercise your voting rights in writing or electronically (via the internet, etc.). Please review the attached Reference Documents for General Meeting of Shareholders and exercise your voting rights by 6:00 p.m. on Thursday, June 25, 2026 (JST). In addition, we will stream video on the internet so that you can watch the proceedings of the meeting.

1. Date and Time: Friday, June 26, 2026, 10:00 a.m. (JST) (Doors open at 9:00 a.m.)

2. Venue: B1F Hall, Aioi Nissay Dowa Insurance Shinjuku Bldg.
3-25-3 Yoyogi, Shibuya-ku, Tokyo

3. Purpose of the Meeting

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 52nd fiscal year (from April 1, 2025 to March 31, 2026), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
2. The Non-consolidated Financial Statements for the 52nd 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 |
| Proposal No. 3 | Election of Eight Directors |

4. Matters to be determined upon convocation

- (1) If no indication is made regarding your vote for or against a proposal on the voting form that was returned to the Company, it will be considered an indication that you “approve” the company’s proposal.
- (2) If you exercise your voting rights both in writing and electronically, the voting rights exercised electronically will be considered valid.
- (3) If you exercise your voting rights more than once electronically, only the last vote will be considered valid.

1. If you attend the meeting, we request that you submit the voting form to the reception desk at the meeting. For the purpose of saving resources, please be sure to bring this notice with you.

2. In principle you are to check items subject to measures for electronic provision by accessing either of the websites mentioned above, and we have decided to deliver paper-based documents stating the items only to shareholders who request the delivery of paper-based documents by the record date. However, for this general meeting of shareholders, we have delivered paper-based documents stating the items subject to measures for electronic provision to all shareholders, regardless of whether or not they have requested them.

Among the items subject to measures for electronic provision, the following items are not included in the sent documents based on the provisions in laws and regulations and in Article 16 of the Company’s Articles of Incorporation.

- (i) Notes to Consolidated Financial Statements
- (ii) Notes to Non-consolidated Financial Statements

Consequently, the Consolidated Financial Statements and the Non-consolidated Financial Statements described in this document consist of part of the documents that were audited by the Financial Auditor in preparing the audit reports, and the Audit & Supervisory Board Members prepared the audit reports.

3. If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted each website mentioned above.

Reference Documents for General Meeting of Shareholders

Proposal and Reference Information

Proposal No. 1 Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

Year-end dividends

The Company recognizes the return of profit to its shareholders as one of key management priorities in the company operation.

The Company maintains a basic policy to pay appropriate dividends based on business performance while taking into account future business development, etc. and paying attention to internal reserves in addition to the shareholder-oriented policy, as well as to maintain long-term stable dividends.

The Company has given consideration to matters including the above basic policy and other factors such as the recent business environment, and it proposes to pay year-end dividends for the 52nd fiscal year as follows:

- (1) Type of dividend property
To be paid in cash.
- (2) Allotment of dividend property and their aggregate amount
¥35 per common share of the Company
Total payment: ¥1,641,682,735
- (3) Effective date of dividends of surplus
June 29, 2026

Proposal No. 2 Amendment to the Articles of Incorporation

1. Reason for the proposal

- (1) In order to clarify the management responsibilities of Directors and build a management system that can respond quickly to changes in the management environment, the Company will make necessary changes to shorten the term of office of Directors from two years to one year.
- (2) For the purpose of pursuing a flexible capital and dividend policy, pursuant to the provisions of Article 459, paragraph (1) of the Companies Act, Article 39 (Decision Body for Dividends of Surplus, etc.) and Article 40 (Record Date for Dividends of Surplus) of the Articles of Incorporation shall be newly established as proposed in the amendments so that dividends of surplus, etc. can be paid by resolution of the Board of Directors; and Article 7 (Acquisition of Treasury Shares), Article 40 (Record Date for Dividends of Surplus), and Article 41 (Interim Dividends) of the current Articles of Incorporation, which overlap in content, shall be deleted.
In addition, the number of articles will be changed in accordance with the establishment and deletion of articles.

2. Contents of amendments

(Underlined parts indicate changes.)

Current Articles of Incorporation	Proposed Amendments
Chapter 2 Shares	Chapter 2 Shares
<u>(Acquisition of Treasury Shares)</u>	
<u>Article 7.</u>	(Deleted)
<u>In accordance with the provisions of Article 165, paragraph (2) of the Companies Act, the Company may acquire Treasury Shares through market transactions, etc. set forth in paragraph (1) of the same article by resolution of the Board of Directors.</u>	
<u>Articles 8. to 20.</u> (Omitted)	<u>Articles 7. to 19.</u> (Unchanged)
Chapter 4 Directors and Board of Directors	Chapter 4 Directors and Board of Directors
(Term of Office)	(Term of Office)
<u>Article 21.</u>	<u>Article 20.</u>
(i) The term of office of Directors of the Company shall expire at the conclusion of the Annual General Meeting of Shareholders for the last of the business years which end within <u>two (2) years</u> after their election.	The term of office of Directors of the Company shall expire at the conclusion of the Annual General Meeting of Shareholders for the last of the business years which end within <u>one (1) year</u> after their election.
(ii) <u>The term of office of a Director elected as an increase in the number of Directors or to fill a vacancy shall be until the expiration of the term of office of the other incumbent Directors.</u>	(Deleted)
<u>Articles 22. to 38.</u> (Omitted)	<u>Articles 21. to 37.</u> (Unchanged)
Chapter 6 Calculation	Chapter 6 Calculation
<u>Article 39.</u>	(Unchanged)
(Newly established)	<u>(Decision Body for Dividends of Surplus, etc.)</u>
	<u>Article 39.</u>
	<u>Unless otherwise provided for by laws and regulations, the Company shall determine dividends of surplus, etc. set forth in each item of Article 459, paragraph (1) of the Companies Act by resolution of the Board of Directors, not by resolution of a general meeting of shareholders.</u>
	<u>(Record Date for Dividends of Surplus)</u>
(Newly established)	<u>Article 40.</u>
	(i) <u>The record date for the year-end dividends of the Company shall be March 31 of each year.</u>
	(ii) <u>The record date for the interim dividends of the Company shall be September 30 of each year.</u>
	(iii) <u>In addition to the preceding two paragraphs, dividends of surplus may be paid with setting a record date.</u>

Current Articles of Incorporation	Proposed Amendments
<u>(Record Date for Dividends of Surplus)</u>	
<u>Article 40.</u>	(Deleted)
(i) <u>The record date for the year-end dividends of the</u>	
<u>Company shall be March 31 of each year.</u>	
(ii) <u>In addition to the preceding paragraph, dividends of</u>	
<u>surplus may be paid with setting a record date.</u>	
<u>(Interim Dividends)</u>	
<u>Article 41.</u>	(Deleted)
<u>The Company may, by resolution of the Board of Directors,</u>	
<u>pay interim dividends as of the record date of September 30 of</u>	
<u>each year.</u>	
<u>Article 42.</u> (Omitted)	<u>Article 41.</u> (Unchanged)

Proposal No. 3 Election of Eight Directors

The terms of office of all nine Directors will expire at the conclusion of this meeting. Therefore, the Company proposes the election of eight Directors.

The candidates for Director are as follows:

Candidate No.	Gender	Name	Current position in the Company	Attendance at Board of Directors meetings (Fiscal year ended March 31, 2026)	
1	Reelection	Male	Takashi Kamiyama	Representative Director and President	12/12
2	Reelection	Male	Hideki Kuroiwa	Representative Director and Senior Managing Director	12/12
3	Reelection	Male	Takashi Sakairi	Director	12/12
4	Reelection	Male	Katsumi Shimada	Director	12/12
5	New election	Male	Toshiya Sato	-	-
6	Reelection Outside Independent	Male	Yasuhiko Abe	Outside Director	12/12
7	Reelection Outside Independent	Female	Hiroko Saito	Outside Director	11/12
8	New election Outside Independent	Female	Kazuko Ito	-	-

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of shares owned
1	Takashi Kamiyama (March 22, 1973)	<p>May 1995 Joined the Company</p> <p>June 2015 Director</p> <p>June 2016 Director of TADA CORPORATION (current position)</p> <p>May 2017 Director of Nissin Kanzai Co., Ltd.</p> <p>Apr. 2019 Representative Director and Senior Managing Director of the Company</p> <p>Aug. 2021 Representative Director and President of ND factor Co.,Ltd. (current position)</p> <p>July 2022 Director of NISSHIN REAL ESTATE Co., Ltd.</p> <p>July 2022 Director of Nisshin Jyutaku Ryutu Co., Ltd.</p> <p>June 2024 Representative Director and President of the Company (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>Representative Director and President of ND factor Co.,Ltd.</p>	14,140 shares
<p>Reasons for nomination as candidate for Director and overview of expected roles</p> <p>Since assuming office as Director in June 2015, Takashi Kamiyama has served concurrently as Director of major group companies (the Company and the group companies are hereinafter collectively, the “Group”). He has deep knowledge on a broad range regarding the Group’s business. Since April 2019, he has been responsible for management as the Representative Director, and has contributed to the development of the Group. Based on these achievements, the Company expects that he will continue to fulfill his duties as Director appropriately and nominates him as a candidate for Director.</p>			
2	Hideki Kuroiwa (October 5, 1962)	<p>Apr. 1985 Joined the Company</p> <p>Oct. 2005 General Manager of Accounting Department</p> <p>Dec. 2008 Executive Officer, and General Manager of Accounting Department</p> <p>July 2010 Director of TADA CORPORATION (current position)</p> <p>June 2014 Director, Executive Officer, and in charge of Finance and Accounting</p> <p>Feb. 2016 Managing Director, Executive Officer, and in charge of Administration Division</p> <p>Oct. 2017 Senior Managing Director, Executive Officer, and in charge of Administration Division</p> <p>Jan. 2020 Senior Managing Director</p> <p>June 2020 Representative Director and Senior Managing Director (current position)</p>	50,550 shares
<p>Reasons for nomination as candidate for Director and overview of expected roles</p> <p>Hideki Kuroiwa has been involved in supervising the accounting and finance departments of the Group and has abundant experience in overall management operations. In addition, his experience and extensive insight are essential for the sustainable enhancement of the Company’s corporate value. Based on these facts, the Company judges he will continue to carry out his duties as Director and nominates him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of shares owned
3	Takashi Sakairi (April 5, 1967)	<p>Mar. 1990 Joined the Company</p> <p>Oct. 2010 General Manager of Sales Department 2, Yokohama Branch</p> <p>June 2013 Executive Officer, and General Manager of Sales Department 2, Yokohama Branch</p> <p>May 2014 Executive Officer, and General Manager of Sales Department 1, Yokohama Branch</p> <p>Oct. 2014 Executive Officer, General Manager of Yokohama Branch, and General Manager of Sales Department 1, Yokohama Branch</p> <p>June 2015 Director, Executive Officer, and General Manager of Yokohama Branch</p> <p>Feb. 2019 Representative Director and President of NISSHIN REAL ESTATE SALES Co., Ltd. (currently NISSHIN REAL ESTATE Co., Ltd.) (current position)</p> <p>Jan. 2020 Director of the Company (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>Representative Director and President of NISSHIN REAL ESTATE Co., Ltd.</p>	11,300 shares
<p>Reasons for nomination as candidate for Director and overview of expected roles</p> <p>Since joining the Company, Takashi Sakairi has been involved in the sales departments and has also supervised the departments. Such abundant experience and knowledge are essential for the enhancement of the Group's corporate value. The Company expects that he will continue to fulfill his duties as Director appropriately and nominates him as a candidate for Director.</p>			
4	Katsumi Shimada (October 16, 1966)	<p>Mar. 1988 Joined the Company</p> <p>May 2009 Director of Nisshin Jyutaku Ryutu Co., Ltd. (currently Nisshin Kanzai Co., Ltd.)</p> <p>Apr. 2016 Managing Director of Nissin Kanzai Co., Ltd.</p> <p>June 2021 Representative Director and Senior Managing Director</p> <p>Oct. 2021 Representative Director and President (current position)</p> <p>June 2022 Director of the Company (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>Representative Director and President of Nissin Kanzai Co., Ltd.</p>	29,380 shares
<p>Reasons for nomination as candidate for Director and overview of expected roles</p> <p>Katsumi Shimada has served as Director of a Group company since 2009, in charge of leasing management and building management, and currently serves as Representative Director of Nissin Kanzai Co., Ltd. His abundant experience and knowledge in the management businesses are essential for the enhancement of the Group's corporate value. The Company expects that he will continue to fulfill his duties as Director appropriately and nominates him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of shares owned
5	* Toshiya Sato (August 1, 1958)	<p>Apr. 1977 Joined Fuwa Construction, Co., Ltd.</p> <p>Apr. 1988 Joined the Company</p> <p>Oct. 1990 Seconded to Nisshin Construction, Co., Ltd.</p> <p>Apr. 2002 General Manager of Design Department</p> <p>May 2004 Director, and General Manager of Design Department</p> <p>Apr. 2007 General Manager of Design Department of the Company</p> <p>June 2011 Representative Director and Senior Managing Director of TADA CORPORATION</p> <p>July 2011 Executive Officer, and General Manager of Design Department of the Company</p> <p>June 2014 Director</p> <p>June 2018 Representative Director and President of TADA CORPORATION (current position)</p> <p>(Significant concurrent positions outside the Company) Representative Director and President of TADA CORPORATION</p>	95,900 shares
<p>Reasons for nomination as candidate for Director and overview of expected roles</p> <p>Toshiya Sato has been involved in the management of the Company as Director since 2014. Since 2011, he has been serving as the Representative Director of TADA CORPORATION, a subsidiary of the Company, contributing to business operations and performance improvement, with a focus on frontline operations.</p> <p>His extensive experience and knowledge in managing both the Company and its subsidiary are essential for the Group's sustainable growth and enhancement of corporate value. Therefore, the Company nominates him as a candidate for Director.</p>			
6	Yasuhiko Abe (March 10, 1977)	<p>Sept. 2008 Registered as an attorney at law (Tokyo Bar Association)</p> <p>Sept. 2008 Tokyo Green Law Office</p> <p>Apr. 2016 Representative of ABE LAW OFFICE (current position)</p> <p>June 2021 Outside Director of the Company (current position)</p> <p>(Significant concurrent positions outside the Company) Representative of ABE LAW OFFICE</p>	- shares
<p>Reasons for nomination as candidate for outside Director and overview of expected roles</p> <p>Yasuhiko Abe has utilized his advanced expertise as an attorney at law to provide advice on the Company's management and enhance its supervisory functions as an outside Director since his appointment in June 2021. Additionally, as Chairman of the Nomination and Remuneration Committee, he leads discussions that ensure objectivity and transparency in crucial matters related to officer nomination and remuneration.</p> <p>He is expected to continue contributing to the further enhancement of the Company's corporate governance from an independent standpoint. Therefore, the Company continues to nominate him as a candidate for outside Director.</p> <p>Yasuhiko Abe has never been involved in the management of a company, except as an outside officer. However, the Company judges he will appropriately fulfill his duties as an outside Director based on the above reasons.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of shares owned
7	Hiroko Saito (September 29, 1960)	<p>Apr. 1983 Joined Towa Real Estate Co., Ltd. (currently Mitsubishi Estate Residence Co., Ltd.)</p> <p>Apr. 2004 Professor, Department of Real Estate Sciences of Meikai University</p> <p>Apr. 2015 Professor, Faculty of Global, Regional, and Urban Studies, International College of Arts and Sciences of Yokohama City University</p> <p>Apr. 2019 Professor, School of International Liberal Arts of Yokohama City University</p> <p>June 2024 Outside Director of the Company (current position)</p> <p>Sept. 2025 Professor, Graduate School of Information and Data Sciences, Tokyo City University (current position)</p> <p>(Significant concurrent positions outside the Company) Professor, Graduate School of Information and Data Sciences, Tokyo City University</p>	- shares
<p>Reasons for nomination as candidate for outside Director and overview of expected roles</p> <p>Throughout her tenure, Hiroko Saito has drawn on her expertise as a housing and real estate specialist to provide appropriate advice and oversight regarding decisions on important matters pertaining to the Company's management. Her understanding of the Company's business operations and management challenges has deepened further, and she is expected to continue contributing to the enhancement of the Board of Directors' effectiveness and the Company's corporate value. Therefore, the Company continues to nominate her as a candidate for outside Director. Hiroko Saito has never been involved in the management of a company, except as an outside officer. However, the Company judges she will appropriately fulfill her duties as an outside Director based on the above reasons.</p>			
8	* Kazuko Ito (November 5, 1958)	<p>Apr. 1982 Joined Ministry of Construction (currently Ministry of Land, Infrastructure, Transport and Tourism)</p> <p>Dec. 1991 Counselor, Legislative Bureau, House of Representatives</p> <p>July 2014 Director, Land, Infrastructure, Transport and Tourism Research Office, Research Bureau, Secretariat, House of Representatives</p> <p>Dec. 2017 Deputy Director, Legislative Bureau, House of Representatives</p> <p>Apr. 2025 Counselor, Legislative Bureau, House of Representatives (Part-time) (current position)</p> <p>(Significant concurrent positions outside the Company) Counselor, Legislative Bureau, House of Representatives (Part-time)</p>	- shares
<p>Reasons for nomination as candidate for outside Director and overview of expected roles</p> <p>Kazuko Ito has many years of experience working on legislation by Diet members at the Legislative Bureau of the House of Representatives. The Company believes she will contribute to strengthening its compliance framework and the Board of Directors' supervisory functions by providing accurate advice based on her understanding of the intent of laws and regulations, as well as system design. Kazuko Ito has never been involved in the management of a company. However, the Company judges that she possesses a neutral and independent perspective based on her expertise in both the executive and legislative branches, and that she is fully capable of fulfilling the supervisory and advisory roles expected of an outside Director. Therefore, the Company nominates her as a candidate for outside Director.</p>			

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. New candidates for Director are indicated by an asterisk (*).
 3. Yasuhiko Abe, Hiroko Saito and Kazuko Ito are candidates for outside Director. The Company has submitted notifications to the Tokyo Stock Exchange that Yasuhiko Abe and Hiroko Saito have been designated as independent officers as provided for by the aforementioned exchange. The Company plans to submit a notification to the aforementioned exchange that Kazuko Ito has been designated as an independent officer.
 4. At the conclusion of this meeting, Yasuhiko Abe's tenure as outside Director of the Company will have been five years.
 5. At the conclusion of this meeting, Hiroko Saito's tenure as outside Director of the Company will have been two years.
 6. If Yasuhiko Abe, Hiroko Saito and Kazuko Ito are elected, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company plans to continue to enter into an agreement with Yasuhiko Abe and Hiroko Saito to limit

their liability for damages under Article 423, paragraph (1) of the Companies Act, and to enter into same agreement with Kazuko Ito. Pursuant to this agreement, the defined maximum amount of liability for damages is the minimum liability amount provided for under Article 425, paragraph (1) of the Companies Act.

7. Pursuant to Article 430-3, paragraph (1) of the Companies Act, the Company has entered into a directors and officers liability insurance policy with an insurance company. Under the policy, all of the Directors are included as the insureds. The policy covers losses incurred in cases where an insured is liable for damages arising from their performance of duties (unless a coverage exclusion in the insurance policy is applied). If each candidate is elected and assumes office as Director, they will be included as an insured in the policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

Reference:

Expertise and experience expected of Directors and Audit & Supervisory Board Members (skills matrix)

If Proposal No. 3 is approved as proposed at this General Meeting of Shareholders, the composition of the directors and auditors and the skill matrix specifically expected of each of them are as follows. Please note that it does not represent all of the knowledge and experience that each of them possesses.

Name	Gender	Position in the Company (planned)	Areas particularly anticipated from Directors and Audit & Supervisory Board Members						
			Corporate management	Real estate construction	Innovation	Finance and accounting	Legal risk management	Personnel and labor	ESG Sustainability
Takashi Kamiyama	Male	Representative Director and President	•	•	•				•
Hideki Kuroiwa	Male	Representative Director and Senior Managing Director	•	•		•			•
Takashi Sakairi	Male	Director	•	•	•			•	
Katsumi Shimada	Male	Director	•	•	•			•	
Toshiya Sato	Male	Director	•	•	•				•
Yasuhiko Abe	Male	Outside Director					•	•	•
Hiroko Saito	Female	Outside Director		•	•				•
Kazuko Ito	Female	Outside Director		•	•		•		•
Shigeru Hojo	Male	Standing Audit & Supervisory Board Member					•	•	
Tetsuya Kojima	Male	Outside Audit & Supervisory Board Member				•	•		
Hirosuke Yoshino	Male	Outside Audit & Supervisory Board Member				•	•		
Atsuko Ohata	Female	Outside Audit & Supervisory Board Member					•	•	