

Note: This document is translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The original Japanese text of the Notice of 98th Ordinary General Meeting of Shareholders should be available to foreign shareholders at their respective sub-custodians in Japan. Please contact your custodian with your voting instructions.



NS United Kaiun Kaisha, Ltd.

Notice of the 99th Ordinary General Meeting of Shareholders

NS United Kaiun Kaisha, Ltd.

Greetings to Shareholders

We would like to express our sincere gratitude for your continued support of our operations and business.

The NS United Kaiun Group incorporates into our activities, every single day, our fundamental principle of contributing to the development of society by providing trustworthy and high-quality marine transportation services. In fiscal 2024, the global economy was relatively robust, particularly in the U.S., amid uncertainty about the Chinese economy. The dry bulk market was relatively firm in the first half of the fiscal year under review. Despite a downturn in the steel products market against the backdrop of the real estate recession in China, steel production in the country did not fall sharply and demand for transportation of steel raw materials was maintained. On the other hand, in the second half of the fiscal year, market conditions were sluggish for all vessel types due to a decline in demand for transportation of grain and the easing of passage restrictions on the Panama Canal in line with the recovery of water levels. In these circumstances, the Company was able to achieve the financial targets set in its new medium-term business plan “FORWARD 2030 II Challenge for innovation and further growth with U” launched in fiscal 2024, that is, operating profit of 20 billion yen or more, ROE of 10% or more, and Net DER of 1.0 times or less, supported by stable earnings from long-term contracts and a boost from the depreciation of the yen.

Under the medium-term business plan “FORWARD 2030 II,” we have set “Extending the domains of new growing businesses” and “Deepening the domains of existing core businesses” as business strategies and are promoting investment in vessels powered by new types of fuels and in securing next-generation fuels. As initiatives to support the business strategies, we will further strengthen sustainability initiatives, such as the human capital strategy and the digital transformation (DX) strategy. We will continue our efforts to enhance our corporate value from an ESG perspective to realize our Purpose (corporate mission statement), “Through Marine Transportation, We Will Work Together to Shape the World Today and Create a Sustainable Future.”

We hope that all shareholders will provide even more support, encouragement and cooperation.

June 2025



Kazuma Yamanaka
President and Representative Director

Securities code: 9110

June 4, 2025

(Date of commencement of electronic provision measures: May 28, 2025)

To our shareholders:

Kazuma Yamanaka, President and Representative
Director

NS UNITED KAIUN KAISHA, LTD.

5-1 Otemachi 1-chome, Chiyoda-ku, Tokyo

Notice of the 99th Ordinary General Meeting of Shareholders

We are pleased to announce that the 99th Ordinary General Meeting of Shareholders of NS UNITED KAIUN KAISHA, LTD. (the “Company”), which will be held as indicated below.

In convening this ordinary general meeting of shareholders, the Company has taken electronic provision measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (matters subject to electronic provision), and have posted such information on the websites indicated below as the “Notice of the 99th Ordinary General Meeting of Shareholders.” Please visit any of the websites to review the information.

The Company’s website General Shareholders’ Meeting	https://www.nsuship.co.jp/en/ir/library/general_meeting/
Tokyo Stock Exchange website TSE Listed Company Search	https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show
On the TSE website, enter the Company’s name “NS United Kaiun” in the “Issue name (company name)” field or the Company’s securities code “9110” in the “Code” field and click “Search,” select “Basic information,” then “Documents for public inspection/PR information,” and refer to the information.	
Website on which reference documents for the general meeting of shareholders are posted	https://d.sokai.jp/9110/teiji/ (in Japanese)

Please exercise your voting rights either in writing (by postal mail) or via the internet by 5:00 p.m. on Tuesday, June 24, 2025 (JST).

- 1. Date and time** Wednesday, June 25, 2025 at 10:00 a.m. (Reception will open at 9:15 a.m.)
- 2. Location** Diamond Room, Keidanren Kaikan 4F
3-2 Otemachi 1-chome, Chiyoda-ku, Tokyo
(Please refer to the venue map of the Japanese original.)

3. Agenda of the Meeting

Reports

1. The Business Report, the Consolidated Financial Statements and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board for the fiscal year from April 1, 2024 to March 31, 2025
2. The Non-consolidated Financial Statements for the fiscal year from April 1, 2024 to March 31, 2025

Matters to be resolved

- Proposal No. 1** Appropriation of Surplus
- Proposal No. 2** Election of Nine Directors
- Proposal No. 3** Election of Three Audit & Supervisory Board Members
- Proposal No. 4** Revision of the Amount of Compensation for Directors
- Proposal No. 5** Revision of the Amount of Compensation for Audit & Supervisory Board Members

4. Matters Prescribed for Convocation

Exercising voting rights by proxy

1. When attending by proxy, the proxy will be required to present documentary proof of his or her authority to exercise voting rights in addition to the shareholder's voting form at the reception desk. The proxy shall be limited to one other shareholder who has the voting right.
2. If you exercise your voting rights in writing (by postal mail) and there is no indication of approval or disapproval for the respective proposals in the voting form, it will be treated as an indication of approval.
3. If you have exercised your voting rights in duplicate in writing (by postal mail) and via the internet, the vote made via the internet shall be deemed effective. If you have exercised your voting rights several times via the internet, the final execution shall be deemed effective.

- When attending the meeting in person, please submit the voting form, which is sent to you together with this Notice, to the reception desk. Should the matters subject to electronic provision require revisions, the items before and after revision will be posted on each of the websites indicated above.
- Of the matters subject to electronic provision, information concerning the following items is not included in the documents to be delivered to shareholders who requested the delivery of paper-based documents pursuant to laws and regulations and the Company's Articles of Incorporation. The Audit & Supervisory Board Members and the Financial Auditor have audited the documents subject to audit including the following matters.
 - (i) "Status of Financial Auditor" and "System to Ensure the Appropriateness of Operations and the Status of its Operation" sections of the Business Report
 - (ii) "Consolidated Statement of Changes in Net Assets," "Notes to Consolidated Financial Statements" sections of the Consolidated Financial Statements, and (Reference) "Consolidated Statement of Cash Flows (Summary)"
 - (iii) "Non-consolidated Statement of Changes in Net Assets" and "Notes to Non-consolidated Financial Statements" sections of the Non-consolidated Financial Statements
 - (iv) Independent Auditor's Report on Consolidated Financial Statements
 - (v) Independent Auditor's Report on Non-consolidated Financial Statements
 - (vi) Audit & Supervisory Board's Audit Report

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

Year-end dividends

The Company has positioned returning of profits to shareholders as one of its important management policies. The Company's basic policy is to maintain sustainable dividend distribution in accordance with the Company's performance while securing internal reserves necessary to achieve stable corporate growth and to respond to changes in the business environment in the future. The Company aims at a payout ratio of 30% on a consolidated basis as the benchmark. In line with this policy, the Company proposes to pay a year-end dividend for the fiscal year as follows:

- (i) Type of dividend property
To be paid in cash.
- (ii) Allotment of dividend property and their aggregate amount
The Company proposes to pay a dividend of ¥125 per share of common stock of the Company.
In this event, the total dividends will be ¥2,945,705,625.
As the Company has already paid an interim dividend of ¥115 per share, annual dividend for the fiscal year will be ¥240 per share.
- (iii) Effective date of dividends of surplus
The effective date of dividends will be June 26, 2025.

Proposal No. 2 Election of Nine Directors

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

The candidates for Director are as follows:

Candidate No.	Name	Gender	Current positions and responsibilities at the Company	Attributes	Nomination and Compensation Advisory Committee
1	Kazuma Yamanaka	Male	President, Representative Director and President Executive Officer	Reelection	○
2	Noriko Miyamoto	Female	Director and Senior Managing Executive Officer In charge of the General Affairs Group and the Project Group	Reelection	
3	Toru Fujita	Male	Director and Managing Executive Officer In charge of the Safety Management Group and the Ship Management Group, and General Manager of the Environment Conservation Promotion Group	Reelection	
4	Shinichi Kitazato	Male	Director and Managing Executive Officer In charge of the Finance and Accounting Group	Reelection	○
5	Kiyoshi Kanemitsu	Male	Director and Managing Executive Officer In charge of the Capesize Group and the Tramp Chartering Group	Reelection	
6	Setsu Onishi	Male	Director	Reelection Outside Independent	○
7	Masako Yoshida	Female	Director	Reelection Outside Independent	○
8	Keisuke Takegahara	Male	Audit & Supervisory Board Member	New election Outside Independent	○
9	Riyo Kano	Female	—	New election Outside Independent	○

Note: The members of the Nomination and Compensation Advisory Committee will be formally determined at a meeting of the Board of Directors to be held after this ordinary general meeting of shareholders.

New election : Candidate for Director to be newly elected

Reelection : Candidate for Director to be reelected

Outside : Candidate for outside Director

Independent : Independent officer as defined by the securities exchanges

Candidate No.	Name (Date of birth)	Brief personal history, positions and responsibilities at the Company	Number of the Company's shares owned
1	 <p data-bbox="347 719 528 775">Kazuma Yamanaka (August 10, 1963)</p> <p data-bbox="363 801 512 835">Reelection</p> <p data-bbox="323 882 555 969">Attendance at Board of Directors meetings: 14/14</p> <p data-bbox="292 976 587 1064">Number of years in office as a Director: 5 years</p>	<p data-bbox="612 264 1230 1111"> Apr. 1986 Joined Nippon Steel Corporation (currently NIPPON STEEL CORPORATION) Nov. 2011 Department Manager (General Manager) of Personnel Dept., Human Resources Div. Apr. 2012 General Manager of Human Resources Div. Oct. 2012 General Manager of Human Resources Div. of Nippon Steel & Sumitomo Metal Corporation (currently NIPPON STEEL CORPORATION) Apr. 2014 General Manager, Head of Div. of General Administration Div., Kashima Works Apr. 2017 Executive Counselor and Head of Div. of Machinery & Materials Procurement Div. Apr. 2018 Executive Officer and Head of Div. of Machinery & Materials Procurement Div. Apr. 2019 Executive Officer and Head of Div. of Machinery & Materials Procurement Div. of NIPPON STEEL CORPORATION Apr. 2020 Executive Officer (Procurement: Raw Materials, Machinery & Materials) June 2020 Outside Director of the Company Apr. 2021 Managing Executive Officer of NIPPON STEEL CORPORATION Apr. 2023 Executive Officer June 2023 President, Representative Director and President Executive Officer of the Company (current position) </p> <p data-bbox="612 1151 1134 1207">Significant concurrent positions outside the Company —</p>	4,682 shares
<p data-bbox="276 1218 788 1245">Reasons for nomination as candidate for Director</p> <p data-bbox="276 1252 1409 1435">Kazuma Yamanaka has held key positions at NIPPON STEEL CORPORATION. Since his assumption of office as Outside Director of the Company in June 2020, he has provided useful suggestions for overall management of the Company from a fair and objective standpoint by utilizing his extensive knowledge and experience and high level of insight cultivated through his long career at NIPPON STEEL CORPORATION. The Company expects him to play a more central role by exercising his excellent management skills and leadership and continues to nominate him as a candidate for Director in order to further strengthen the Group's management structure.</p>			

Candidate No.	Name (Date of birth)	Brief personal history, positions and responsibilities at the Company	Number of the Company's shares owned
2	 <p>Noriko Miyamoto (September 10, 1960)</p> <p>Reelection</p> <p>Attendance at Board of Directors meetings: 14/14 Number of years in office as a Director: 2 years</p>	<p>Apr. 1983 Joined Nippon Yusen Kabushiki Kaisha</p> <p>Apr. 2002 Manager of Container Management Group</p> <p>June 2006 Deputy General Manager of Car Carrier Group</p> <p>Apr. 2008 Seconded to NYK LINE (MALAYSIA) SDN, BHD. KL</p> <p>Apr. 2012 General Manager of IR Group of Nippon Yusen Kabushiki Kaisha</p> <p>Apr. 2014 Corporate Officer and General Manager of IR Group</p> <p>Apr. 2016 Corporate Officer</p> <p>Apr. 2018 Managing Corporate Officer</p> <p>June 2019 Audit & Supervisory Board Member</p> <p>June 2023 Director and Senior Managing Executive Officer of the Company (current position)</p> <p><Responsibilities> In charge of the General Affairs Group and the Project Group</p> <p>Significant concurrent positions outside the Company -</p>	1,305 shares
<p>Reasons for nomination as candidate for Director</p> <p>After joining Nippon Yusen Kabushiki Kaisha, Noriko Miyamoto held key positions in marketing, IR and public relations and also experienced overseas assignment. She was involved in management and executed business as a Managing Corporate Officer of Nippon Yusen Kabushiki Kaisha from 2018 and served as Audit & Supervisory Board Member of Nippon Yusen Kabushiki Kaisha from 2019. The Company continues to nominate her as a candidate for Director because her wide range of knowledge and insight cultivated through such extensive experience will contribute to the Company's sustainable development and enhancement of corporate value.</p>			
3	 <p>Toru Fujita (February 19, 1962)</p> <p>Reelection</p> <p>Attendance at Board of Directors meetings: 14/14 Number of years in office as a Director: 4 years</p>	<p>Oct. 1984 Joined Shinwa Kaiun Kaisha, Ltd.</p> <p>Aug. 2012 General Manager of Safety Management Group of the Company</p> <p>June 2017 Executive Officer and General Manager of Safety Management Group</p> <p>June 2020 Executive Officer</p> <p>June 2021 Director and Executive Officer</p> <p>June 2022 Director and Managing Executive Officer (current position)</p> <p><Responsibilities> In charge of the Safety Management Group and the Ship Management Group, and General Manager of the Environment Conservation Promotion Group</p> <p>Significant concurrent positions outside the Company -</p>	7,146 shares
<p>Reasons for nomination as candidate for Director</p> <p>Since joining the Company, Toru Fujita has held important positions mainly in marketing, marine affairs, and safety management-related operations. The Company continues to nominate him as a candidate for Director as he has extensive knowledge and experience and high level of insight gained through his career.</p>			

Candidate No.	Name (Date of birth)	Brief personal history, positions and responsibilities at the Company	Number of the Company's shares owned
4	 <p>Shinichi Kitazato (October 22, 1961)</p> <p>Reelection</p> <p>Attendance at Board of Directors meetings: 14/14 Number of years in office as a Director: 3 years</p>	<p>Apr. 1987 Joined Shinwa Kaiun Kaisha, Ltd. Dec. 2013 General Manager of Finance and Accounting Group of the Company June 2018 Executive Officer and General Manager of Finance and Accounting Group June 2019 Executive Officer and General Manager of General Affairs Group June 2020 Executive Officer June 2021 Managing Executive Officer June 2022 Director and Managing Executive Officer (current position)</p> <p><Responsibilities> In charge of the Finance and Accounting Group</p> <p>Significant concurrent positions outside the Company –</p>	7,002 shares
<p>Reasons for nomination as candidate for Director Since joining the Company, Shinichi Kitazato has held important positions mainly in general affairs and accounting-related operations. The Company continues to nominate him as a candidate for Director as he has extensive knowledge and experience and high level of insight gained through his career.</p>			
5	 <p>Kiyoshi Kanemitsu (February 1, 1962)</p> <p>Reelection</p> <p>Attendance at Board of Directors meetings: 10/10 Number of years in office as a Director: 1 year</p>	<p>Apr. 1984 Joined Shinwa Kaiun Kaisha, Ltd. June 2009 Group General Manager of Coal/Bulk Carrier Group June 2011 President of NS UNITED BULK PTE. LTD. Mar. 2012 President of NS UNITED TANKER PTE. LTD. (concurrent position) Mar. 2016 Group General Manager of Oil/Gas Group of the Company June 2019 Executive Officer and General Manager of the Capesize Group June 2020 Executive Officer June 2022 Managing Executive Officer June 2024 Director and Managing Executive Officer (current position)</p> <p><Responsibilities> In charge of the Capesize Group and the Tramp Chartering Group</p> <p>Significant concurrent positions outside the Company –</p>	3,651 shares
<p>Reasons for nomination as candidate for Director Since joining the Company, Kiyoshi Kanemitsu has held important positions mainly in marketing. The Company continues to nominate him as a candidate for Director as he has extensive knowledge and experience and high level of insight gained through his career.</p>			

Candidate No.	Name (Date of birth)	Brief personal history, positions and responsibilities at the Company	Number of the Company's shares owned
6	 <p>Setsu Onishi (December 4, 1955)</p> <p>Reelection Outside Independent</p> <p>Attendance at Board of Directors meetings: 14/14</p> <p>Number of years in office as a Director: 8 years</p>	<p>Apr. 1978 Joined The Industrial Bank of Japan, Limited</p> <p>Apr. 2002 General Manager of Corporate Banking Division No. 8 of Mizuho Corporate Bank, Ltd. (currently Mizuho Bank, Ltd.)</p> <p>Apr. 2004 General Manager of Corporate Banking Division No. 8 and No. 4</p> <p>June 2004 General Manager of Corporate Banking Division No. 14</p> <p>Apr. 2005 Executive Officer and General Manager of Corporate Banking Division No. 14</p> <p>Apr. 2007 Managing Executive Officer, Head of Global Syndicated Finance Unit, and Head of Global Financial Products Unit</p> <p>Apr. 2010 Deputy President & Executive Officer and Head of Internal Audit Group of Mizuho Financial Group, Inc.</p> <p>June 2010 Deputy President (Representative Director) and Head of Internal Audit Group</p> <p>Apr. 2011 Director</p> <p>June 2011 Adviser of IBJ Leasing Co., Ltd. (currently Mizuho Leasing Company, Limited)</p> <p>June 2011 Director and Vice President</p> <p>Apr. 2013 Director and President</p> <p>June 2016 Councilor of Mizuho Financial Group, Inc.</p> <p>Apr. 2017 Senior Counselor of Nippon Commercial Development Co., Ltd. (currently JINUSHI Co., Ltd.)</p> <p>June 2017 Outside Director of the Company (current position)</p> <p>Mar. 2018 Audit and Supervisory Board Member (outside) of Showa Denko K.K. (currently Resonac Holdings Corporation)</p> <p>Significant concurrent positions outside the Company -</p>	1,055 shares
<p>Reasons for nomination as candidate for outside Director and expected role</p> <p>Setsu Onishi has extensive knowledge and experience and high level of insight cultivated through his long career, including his participation in management at Mizuho Financial Group, Inc. The Company continues to nominate him as a candidate for outside Director as he is expected to fulfill an appropriate role to ensure fair and proper decision-making such as by continuously providing effective supervision and advice on the Company's management from an expert perspective, particularly well versed in corporate finance and overall management, by utilizing his insight. If Setsu Onishi is elected, the Company plans for him to continue to be involved in the processes of nominating candidates for officer and of determining compensation for officers of the Company from an objective and neutral standpoint as a member of the Nomination and Compensation Advisory Committee.</p>			

Candidate No.	Name (Date of birth)	Brief personal history, positions and responsibilities at the Company	Number of the Company's shares owned
7	 <p>Masako Yoshida (June 11, 1961)</p> <p>Reelection Outside Independent</p> <p>Attendance at Board of Directors meetings: 14/14 Number of years in office as a Director: 2 years</p>	<p>Apr. 1980 Joined Tokio Marine & Fire Insurance Co., Ltd. (currently Tokio Marine & Nichido Fire Insurance Co., Ltd.)</p> <p>July 2009 Deputy General Manager of Funabashi Sub-branch and General Manager of Keiyo Branch</p> <p>Aug. 2011 General Manager of Travel and Tourism Production Dept.</p> <p>July 2012 Executive Counselor and General Manager of Travel and Tourism Production Dept.</p> <p>June 2013 Executive Officer and General Manager of Travel and Tourism Production Dept.</p> <p>May 2017 Outside Director of Matsuya Co., Ltd.</p> <p>Apr. 2018 Managing Executive Officer of Tokio Marine & Nichido Fire Insurance Co., Ltd. (in charge of Shikoku area)</p> <p>Apr. 2022 Managing Director</p> <p>Apr. 2023 Audit & Supervisory Board Member of Tokio Marine Millea SAST Insurance Co., Ltd. (current position)</p> <p>Apr. 2023 Audit & Supervisory Board Member of Tokio Marine West SAST Insurance Co., Ltd. (current position)</p> <p>June 2023 Outside Director of the Company (current position)</p> <p>May 2024 Outside Director (Audit and Supervisory Committee Member) of Matsuya Co., Ltd. (current position)</p> <p>Significant concurrent positions outside the Company Outside Director (Audit and Supervisory Committee Member) of Matsuya Co., Ltd. Audit & Supervisory Board Member of Tokio Marine Millea SAST Insurance Co., Ltd. Audit & Supervisory Board Member of Tokio Marine West SAST Insurance Co., Ltd.</p>	470 shares
<p>Reasons for nomination as candidate for outside Director and expected role</p> <p>Masako Yoshida has extensive knowledge and experience cultivated through her long career since joining Tokio Marine & Fire Insurance Co., Ltd. (currently Tokio Marine & Nichido Fire Insurance Co., Ltd.), including involvement in management at the company. The Company continues to nominate her as a candidate for outside Director as she is expected to fulfill an appropriate role to ensure fair and proper decision-making such as by providing highly effective supervision and advice on the Company's management from an expert perspective, particularly well versed in overall corporate management by utilizing her insight.</p> <p>If Masako Yoshida is elected, the Company plans for her to continue to be involved in the processes of nominating candidates for officer and of determining compensation for officers of the Company from an objective and neutral standpoint as a member of the Nomination and Compensation Advisory Committee.</p>			

Candidate No.	Name (Date of birth)	Brief personal history, positions and responsibilities at the Company	Number of the Company's shares owned
8	 <p data-bbox="336 568 541 629">Keisuke Takegahara (August 18, 1966)</p> <div data-bbox="363 658 507 763" style="border: 1px solid black; padding: 2px; margin: 5px 0;"> <p data-bbox="368 658 502 685">New election</p> <p data-bbox="368 689 502 716">Outside</p> <p data-bbox="368 721 502 748">Independent</p> </div> <p data-bbox="323 801 555 958">Attendance at Board of Directors meetings: 10/10 Number of years in office as a Director: -</p>	<p data-bbox="619 264 1241 324">Apr. 1989 Joined the Japan Development Bank (currently the Development Bank of Japan Inc.)</p> <p data-bbox="619 329 1241 421">May 2011 General Manager, Head of Environmental Initiative & Corporate Social Responsibility–Support Department</p> <p data-bbox="619 425 1241 486">June 2016 General Manager, Head of Economic & Industrial Research Department</p> <p data-bbox="619 490 1241 551">June 2017 Executive Officer, General Manager, Head of Economic & Industrial Research Department</p> <p data-bbox="619 555 1241 616">June 2021 Executive Fellow, Research Institute of Capital Formation</p> <p data-bbox="619 620 1241 680">June 2023 Executive Director, Research Institute of Capital Formation</p> <p data-bbox="619 685 1241 745">June 2024 Outside Audit & Supervisory Board Member of the Company (current position)</p> <p data-bbox="619 750 1241 810">July 2024 Professor at the National Graduate Institute for Policy Studies (current position)</p> <p data-bbox="619 840 1241 900">Significant concurrent positions outside the Company Professor at the National Graduate Institute for Policy Studies</p>	-
<p data-bbox="277 996 1054 1023">Reasons for nomination as candidate for outside Director and expected role</p> <p data-bbox="277 1028 1433 1245">Keisuke Takegahara has extensive knowledge and experience in environmental policy and finance gained through his long career at the Development Bank of Japan Inc. and is currently a Professor at the National Graduate Institute for Policy Studies. Although he has never been directly involved in corporate management other than serving as an outside officer, the Company has nominated him as a candidate for outside Director as he is expected to fulfill an appropriate role to ensure fair and proper decision-making such as by providing highly effective supervision and advice on the Company's management from an expert perspective, particularly well versed in corporate sustainability initiatives by utilizing his insight.</p> <p data-bbox="277 1249 1433 1344">If Keisuke Takegahara is elected, the Company plans for him to be involved in the processes of nominating candidates for officer and of determining compensation for officers of the Company from an objective and neutral standpoint as a member of the Nomination and Compensation Advisory Committee.</p>			

Candidate No.	Name (Date of birth)	Brief personal history, positions and responsibilities at the Company	Number of the Company's shares owned
9	 <p>Riyo Kano (May 11, 1966)</p> <p>New election Outside Independent</p> <p>Attendance at Board of Directors meetings: -</p> <p>Number of years in office as a Director: -</p>	<p>Apr. 1993 Registered as attorney-at-law</p> <p>Jan. 2005 Partner at Tanabe & Partners (current position)</p> <p>Apr. 2014 Member of Bid Monitoring Committee of Japan Racing Association (current position)</p> <p>Aug. 2014 Member of Commission on Policy for Persons with Disabilities of Cabinet Office</p> <p>June 2015 Outside Director of The Yamanashi Chuo Bank, Ltd. (current position)</p> <p>Feb. 2017 Member of Examination Committee for Relief Assistance of Ministry of Health, Labour and Welfare (current position)</p> <p>June 2019 Outside Director of KDDI Corporation</p> <p>Apr. 2021 Member of Data Utilization Review Committee, Center for Cancer Genomics and Advanced Therapeutics, National Cancer Center (current position)</p> <p>Dec. 2023 Member of Data Usage Examination Committee, Japan Agency for Medical Research and Development (AMED) (current position)</p> <p>Significant concurrent positions outside the Company Partner at Tanabe & Partners Outside Director of The Yamanashi Chuo Bank, Ltd.</p>	-
<p>Reasons for nomination as candidate for outside Director and expected role</p> <p>Riyo Kano has knowledge and experience cultivated through her long career as an attorney-at-law at Tanabe & Partners. Currently she serves as Outside Director of The Yamanashi Chuo Bank, Ltd. Although she has never been directly involved in corporate management other than serving as an outside officer, the Company has nominated her as a candidate for outside Director as she is expected to fulfill an appropriate role to ensure fair and proper decision-making such as by providing highly effective supervision and advice on the Company's management from an expert perspective, particularly well versed in corporate governance by utilizing her insight.</p> <p>If Riyo Kano is elected, the Company plans for her to be involved in the processes of nominating candidates for officer and of determining compensation for officers of the Company from an objective and neutral standpoint as a member of the Nomination and Compensation Advisory Committee.</p>			

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. Candidates for Director Setsu Onishi, Masako Yoshida, Keisuke Takegahara and Riyo Kano are candidates for outside Director. Each of them satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange as well as the requirements for independence stipulated in the Company's Independence Criteria for Outside Directors and Auditors, and if each of them is elected, the Company plans to submit notification to the aforementioned exchange concerning each of their designation as an independent officer.
 3. Candidates for outside Director Setsu Onishi and Masako Yoshida are currently outside Directors of the Company. At the conclusion of this meeting, their respective tenure as outside Director will be eight years for Setsu Onishi and two years for Masako Yoshida.
 4. Candidate for outside Director Keisuke Takegahara was elected as a substitute for Audit & Supervisory Board Member Yasuhito Mitani at the 98th Ordinary General Meeting of Shareholders held on June 26, 2024, and assumed office as outside Audit & Supervisory Board Member and is currently outside Audit & Supervisory Board Member of the Company, but he will leave office at the conclusion of this meeting upon expiration of his term. At the conclusion of this meeting, his tenure as outside Audit & Supervisory Board Member will be one year. Furthermore, he attended ten meetings of the Board of Directors after his assumption of office.
 5. Candidate for outside Director Keisuke Takegahara, as shown in the above career summary, was a business executor of the Development Bank of Japan Inc., which falls under the category of specified related party of the Company as its major business partner, for the past 10 years. He also received remuneration from the said bank for the past two years.
 6. If candidates for outside Director Setsu Onishi, Masako Yoshida, Keisuke Takegahara and Riyo Kano are elected, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company plans to enter into or continue an

agreement with each of them to limit their liability for damages under Article 423, paragraph (1) of the same Act to the minimum liability amount provided for by Article 425, paragraph (1) of the same Act.

7. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The policy will cover losses such as amount of indemnification and litigation expenses that may be incurred by insureds including Directors of the Company, due to claims for damages during the insurance period arising from the performance of their duties as officers. The full amount of the insurance premiums is borne by the Company. If each candidate for Director is elected, the candidate will be included as an insured in the policy. The policy is scheduled to be renewed during their term of office.
8. The Company has entered into an indemnity agreement as provided for in Article 430-2, paragraph (1) of the Companies Act with each of the Directors under which the Company promises to indemnify them for the expenses and the loss set forth in (i) and (ii), respectively, of the said paragraph to the extent provided for by laws and regulations. If the candidates for Directors are reelected, the Company plans to continue the said indemnity agreements with them. Moreover, if the candidates for new Directors Keisuke Takegahara and Riyo Kano are elected, the Company plans to enter into the said indemnity agreement with each of them.
9. Director Kiyoshi Kanemitsu was elected at the 98th Ordinary General Meeting of Shareholders held on June 26, 2024 and assumed office. Furthermore, ten meetings of the Board of Directors were held after his assumption of office.
10. The number of the Company's shares owned by each candidate includes the candidate's holdings in the NS United Kaiun Directors' shareholding association.

(Reference) Skill Matrix of the Board of Directors after the General Meeting of Shareholders (tentative)

We have adjusted the important knowledge and experience required for the Board of Directors as skills, and have nominated suitable candidates who possess these skills.

Skills required by the Board of Directors		Skills expected of Directors								
		Inside Director				Outside Director				
		Kazuma Yamanaka	Noriko Miyamoto	Toru Fujita	Shinichi Kitazato	Kiyoshi Kanemitsu	Setsu Onishi (Independent)	Masako Yoshida (Independent)	Keisuke Takegahara (Independent)	Riyo Kano (Independent)
Management	Corporate Management	<input type="radio"/>	<input type="radio"/>				<input type="radio"/>	<input type="radio"/>		
	Market and Business	<input type="radio"/>	<input type="radio"/>			<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	
	On site and Technology (including ICT)		<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>				
Individual	Finance				<input type="radio"/>		<input type="radio"/>		<input type="radio"/>	
	Governance, Risk Management, Compliance	<input type="radio"/>	<input type="radio"/>		<input type="radio"/>		<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
	Talent Management	<input type="radio"/>		<input type="radio"/>	<input type="radio"/>			<input type="radio"/>		
	Sustainability	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>			<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
	Customer Relations	<input type="radio"/>		<input type="radio"/>		<input type="radio"/>				
Experience	Overseas posts (global)		<input type="radio"/>			<input type="radio"/>	<input type="radio"/>		<input type="radio"/>	
	Work at another company (Inside Director)	<input type="radio"/>	<input type="radio"/>							
	Management experience (Outside Director)						<input type="radio"/>	<input type="radio"/>		

- Notes:
1. If the candidates listed in this Notice of Convocation are elected as proposed, the skill matrix of the Board of Directors will be as above.
 2. The above list represents areas in which each person has more specialized knowledge based on experience and other factors, and does not represent all the knowledge possessed by the candidate.

Proposal No. 3 Election of Three Audit & Supervisory Board Members

The terms of office of Audit & Supervisory Board Members Shohei Yamamoto, Keisuke Takegahara and Tomomi Mohri will expire at the conclusion of this General Meeting of Shareholders.

Therefore, the Company proposes the election of three Audit & Supervisory Board Members.

In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidates for Audit & Supervisory Board Member are as follows:

Candidate No.	Name (Date of birth)	Career summary and position at the Company	Number of the Company's shares owned
1	 <p data-bbox="331 842 544 902">Soichi Miyazawa (September 16, 1962)</p> <div data-bbox="363 929 507 999" style="border: 1px solid black; padding: 2px; width: fit-content; margin: 0 auto;"> <p data-bbox="368 934 502 958">New election</p> <p data-bbox="368 969 502 994">Outside</p> </div>	<p data-bbox="619 264 1233 1182"> Apr. 1986 Joined Nippon Steel Corporation (currently NIPPON STEEL CORPORATION) Apr. 2010 General Manger of Human Resources and General Administration Div. of Nippon Steel & Sumikin Stainless Steel Corporation (currently NIPPON STEEL CORPORATION) Apr. 2016 Executive Officer and General Manager of Human Resources and General Administration Div. Apr. 2019 Executive Officer and General Manager of Human Resources Div. of Nippon Steel Stainless Steel Corporation (currently NIPPON STEEL CORPORATION) Apr. 2020 Executive Officer and General Manager of Human Resources Div. and Personnel Development Div. Apr. 2021 Managing Executive Officer in charge of Human Resources Div. and Personnel Development Div. Apr. 2023 Managing Executive Officer in charge of Human Resources Div., Personnel Development Div., General Administration Div., and Internal Control & Audit Div. Jun. 2023 Director and Managing Executive Officer in charge of Human Resources Div., Personnel Development Div., General Administration Div., and Internal Control & Audit Div. Apr. 2025 Advisor to the Company (part-time) (current position) </p> <p data-bbox="619 1220 1134 1249">Significant concurrent positions outside the Company</p> <p data-bbox="619 1256 628 1272">-</p>	
<p data-bbox="276 1285 1082 1314">Reasons for nomination as candidate for Audit & Supervisory Board Member</p> <p data-bbox="276 1317 1414 1469">Soichi Miyazawa held key positions at Nippon Steel Stainless Steel Corporation (currently NIPPON STEEL CORPORATION) and subsequently served as Director and Managing Executive Officer at the same company. Based on his extensive knowledge and experience cultivated through his long career, the Company has judged that he is an appropriate person to supervise management decisions and business execution by the Directors of the Company, and thus has nominated him as a candidate for outside Audit & Supervisory Board Member.</p>			

2	 <p>Shohei Yamamoto (May 25, 1960)</p> <p>Reelection Outside Independent</p>	<p>Apr. 1984 Joined Nippon Yusen Kabushiki Kaisha</p> <p>Apr. 2011 General Manager of Finance Group</p> <p>Apr. 2013 General Manager of Corporate Planning Group</p> <p>Apr. 2015 General Manager of Corporate Planning Group and General Manager of Cruise Enterprise Group</p> <p>Apr. 2016 Corporate Officer and General Manager of Corporate Planning Group</p> <p>Apr. 2018 Corporate Officer</p> <p>Apr. 2019 Managing Corporate Officer</p> <p>Apr. 2020 Managing Corporate Officer and General Manager of Real Estate Development Group</p> <p>June 2020 Managing Executive Officer (title changed) and General Manager of Real Estate Development Group</p> <p>Apr. 2021 Advisor (title changed to Full-time Advisor in April 2024)</p> <p>June 2021 Outside Audit & Supervisory Board Member of the Company (current position)</p> <p>Apr. 2024 Full-time Advisor of Nippon Yusen Kabushiki Kaisha (current position)</p> <p>Significant concurrent positions outside the Company Full-time Advisor of Nippon Yusen Kabushiki Kaisha</p>	
<p>Reasons for nomination as candidate for outside Audit & Supervisory Board Member</p> <p>Shohei Yamamoto held key positions in finance and corporate planning-related operations at Nippon Yusen Kabushiki Kaisha and subsequently served as Managing Executive Officer at the same company. Based on the wide range of knowledge and insight he has cultivated through his extensive experience, the Company has judged that he is an appropriate person to supervise management decisions and business execution by the Directors of the Company from a neutral standpoint as an outside Audit & Supervisory Board Member, and thus continues to nominate him as a candidate for outside Audit & Supervisory Board Member.</p>			
3	 <p>Tomomi Mohri (March 18, 1972)</p> <p>Reelection Outside</p>	<p>Apr. 1989 Joined Nippon Steel Corporation (currently NIPPON STEEL CORPORATION)</p> <p>Apr. 2017 General Manager, Head of Dept. of Iron Ore Dept.-I, Raw Materials Div.-II of Nippon Steel & Sumitomo Metal Corporation (currently NIPPON STEEL CORPORATION)</p> <p>Apr. 2020 General Manager, Human Resources Div. of NIPPON STEEL CORPORATION; Seconded to NIPPON STEEL AUSTRALIA PTY.LIMITED.</p> <p>Feb. 2022 General Manager, Head of Dept. of Carbon Neutral Procurement Planning Dept., Zero Carbon Steel Project</p> <p>Apr. 2024 General Manager, Head of Div. of Raw Materials Div.-II</p> <p>June 2024 Outside Audit & Supervisory Board Member of the Company (current position)</p> <p>April 2025 General Manager, Head of Div. of Raw Materials Business Development Div. of NIPPON STEEL CORPORATION (current position)</p> <p>Significant concurrent positions outside the Company General Manager, Head of Div. of Raw Materials Business Development Div. of NIPPON STEEL CORPORATION</p>	

Reasons for nomination as candidate for outside Audit & Supervisory Board Member

Since joining Nippon Steel Corporation (currently NIPPON STEEL CORPORATION), Tomomi Mohri has served in key positions. Although he has never been directly involved in corporate management other than serving as an outside officer, based on his extensive knowledge and experience cultivated through his long career, the Company has judged that he is an appropriate person to supervise management decisions and business execution by the Directors of the Company, and thus has nominated him as a candidate for outside Audit & Supervisory Board Member.

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. Candidates for Audit & Supervisory Board Member Soichi Miyazawa, Shohei Yamamoto and Tomomi Mohri are candidates for outside Audit & Supervisory Board Member. Shohei Yamamoto satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange as well as the requirements for independence stipulated in the Company's Independence Criteria for Outside Directors and Auditors, and if he is elected, the Company plans to submit notification to the aforementioned exchange concerning his designation as an independent officer.
 3. Candidate for outside Audit & Supervisory Board Member Soichi Miyazawa has been an advisor to the Company since April 1, 2025 (contract period: from April 1, 2025 to June 25, 2025), and has been providing opinions on the Company's major business operations from his standpoint as an outside party. During the same period, the Company also intends to have him familiarize himself with the status of the Company's business and the progress of the medium-term business plan, prior to his appointment as an Audit & Supervisory Board Member of the Company. In addition, he is not engaged in the Company's business as an employee, so his eligibility as an outside Audit & Supervisory Board Member as stipulated in Article 2, Item 16 (a) of the Companies Act is not affected. Note that the remuneration paid to him as the Company's advisor under the said advisory agreement is minimal.
 4. Candidate for outside Audit & Supervisory Board Member Shohei Yamamoto, as shown in the above career summary, was a business executor of Nippon Yusen Kabushiki Kaisha, which falls under the category of specified related party of the Company, for the past 10 years. He has also received remuneration from the said company for the past two years and will receive remuneration in the future.
 5. Candidate for outside Audit & Supervisory Board Member Tomomi Mohri, as shown in the above career summary, is a business executor of NIPPON STEEL CORPORATION, which falls under the category of specified related party of the Company as its major business partner, and has also been a business executor of the said company for the past 10 years. He has also received remuneration as an employee from the said company for the past two years and will receive remuneration in the future.
 6. If candidates for Audit & Supervisory Board Member Soichi Miyazawa, Shohei Yamamoto, and Tomomi Mohri are elected, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company plans to enter into or continue an agreement with each of them to limit their liability for damages under Article 423, paragraph (1) of the same Act to the minimum liability amount provided for by Article 425, paragraph (1) of the same Act.
 7. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The policy will cover losses such as amount of indemnification and litigation expenses that may be incurred by insureds including Audit & Supervisory Board Members of the Company, due to claims for damages during the insurance period arising from the performance of their duties as officers. The full amount of the insurance premiums is borne by the Company. If each candidate for Audit & Supervisory Board Member is elected, the candidate will be included as an insured in the policy. The policy will be renewed during their term of office.
 8. The Company has entered into an indemnity agreement as provided for in Article 430-2, paragraph (1) of the Companies Act with each of the Audit & Supervisory Board Members under which the Company promises to indemnify them for the expenses and the loss set forth in (i) and (ii), respectively, of the said paragraph to the extent provided for by laws and regulations. If candidates for Audit & Supervisory Board Member Shohei Yamamoto and Tomomi Mohri are elected, the Company plans to continue the said indemnity agreements with them. If the candidate for new Audit & Supervisory Board Member Soichi Miyazawa is elected, the Company plans to enter into the said indemnity agreement with him.
 9. Candidates for outside Audit & Supervisory Board Member Shohei Yamamoto and Tomomi Mohri are currently outside Audit & Supervisory Board Members of the Company. At the conclusion of this meeting, their respective tenure as outside Audit & Supervisory Board Member will be four years for Shohei Yamamoto and one year for Tomomi Mohri.
 10. The number of the Company's shares owned by each candidate includes the candidate's holdings in the NS United Kaiun Directors' shareholding association.

(Reference)

Independence Criteria for Outside Directors and Auditors

The Company determines that Directors, Audit & Supervisory Board Members, and the candidates for these positions are independent of the Company and are unlikely to have any conflict of interest with general shareholders if none of the following items apply to them:

1. Executive directors, executive officers, or other equivalent persons or employees (hereinafter collectively referred to as “Business executor”) of the Company, its subsidiary or equity-method affiliate (hereinafter collectively referred to as the “Group”)
2. Persons who have served as Business executor of the Group in the past ten years
3. Major shareholders of the Company (persons who hold shares that represent voting rights in a proportion exceeding 10% of the total number of voting rights as of the most recent fiscal year-end) or persons serving as Executives of such shareholders
4. Persons for whom the Company is a major business partner (the amount of income the persons received from the Company accounts for more than 2% of their consolidated annual net sales in the most recent fiscal year) or those serving as Executives of such persons
5. Major business partners of the Company (the amount of income the Company received from the business partner accounts for more than 2% of the Company’s consolidated annual net sales in the most recent fiscal year) or persons serving as Executives of such business partners
6. Persons who conduct audit work for the Company or its consolidated subsidiary as financial auditors of the Company or its consolidated subsidiary or employees, or the like, of such financial auditors
7. Attorneys, judicial scriveners, patent attorneys, certified public accountants, certified public tax accountants, consultants, or the like, who earn money or other property in an amount exceeding 10 million yen per year, apart from officer remuneration from the Company, or persons who belong to a corporation, association, or the like, whose property earned from the Company either exceeds 10 million yen per year or accounts for more than 2% of the amount of their annual income
8. Persons or bodies such as associations who receive donations in the amount exceeding 10 million yen per year from the Company or those serving as Executives of such persons or bodies
9. Persons to whom any of the above items 1-8:
 - (1) currently apply;
 - (2) applied in the last three years; or
 - (3) the spouses or relatives within the second degree of kinship of persons who fall under (1) or (2) (provided they are significant

However, the Company may determine that a person has independence pertaining to an outside officer even when the items above apply to him/her in form, on the condition that the person meets the requirements of an outside officer pursuant to the Companies Act and that the reasons supporting the person’s independence in substance and the unlikelihood of any conflict of interest with general shareholders are disclosed.

Proposal No. 4 Revision of the Amount of Compensation for Directors

The amount of compensation, etc. for the Company's Directors (not including employee salary portion for Directors who concurrently serve as employees) was approved to be up to ¥400 million per year at the 81st Ordinary General Meeting of Shareholders held on June 28, 2007, and has remained as such to date. However, in consideration of various circumstances, including subsequent changes in economic situations and the need to secure a sufficient amount of compensation to ensure the diversity of Directors and enable the acquisition and retention of excellent management human resources, the Company proposes to revise the amount of compensation, etc. for Directors to up to ¥500 million per year.

As before, the amount of compensation, etc. for Directors will not include the amount of employee salary portion for Directors who concurrently serve as employees.

This proposal was determined by the Board of Directors after deliberation by the Nomination and Compensation Advisory Committee, the majority of which are independent outside Directors, while comprehensively taking into consideration the Company's scale of business, the executive compensation system and the payment level, the current number of Directors, and the future trend, and the Company believes that this proposal is appropriate.

The Company's policy for determining the details of compensation, etc. for individual Directors is as described in the Business Report. The amount to be paid to individual Directors is determined by the Board of Directors after deliberation by the Nomination and Compensation Advisory Committee.

The Company currently has eight Directors (including three outside Directors). If Proposal No. 2 is approved and passed as originally proposed, the Company will have nine Directors (including four outside Directors).

Proposal No. 5 Revision of the Amount of Compensation for Audit & Supervisory Board Members

The amount of compensation, etc. for the Company's Audit & Supervisory Board Members was approved to be up to ¥100 million per year at the 81st Ordinary General Meeting of Shareholders held on June 28, 2007, and has remained as such to date. However, in consideration of various circumstances, including subsequent changes in economic situations and the need to secure a sufficient amount of compensation to enable the acquisition and retention of human resources with expertise and experience in response to the sophistication of governance systems, the Company proposes to revise the amount of compensation, etc. of Audit & Supervisory Board Members to up to ¥120 million per year.

The Company currently has four Audit & Supervisory Board Members (including three outside Audit & Supervisory Board Members). If Proposal No. 3 is approved and passed as proposed, the Company will continue to have four Audit & Supervisory Board Members (including three outside Audit & Supervisory Board Members).

(Appendix)

Business Report

(April 1, 2024 - March 31, 2025)

1. Overview of the Corporate Group

(1) Business Progress and Results

1) Overall Business

During the fiscal year under review, the global economy was relatively robust, particularly in the U.S., as monetary policies of various countries entered a phase of interest rate cuts in response to the easing of protracted inflation. On the other hand, unstable political developments in Europe and the prolonged real estate recession in China exerted downward pressure. Going forward, close monitoring is required of the impact of the U.S. government's economic policy, such as tariffs, and foreign policy, including its involvement in the conflict between Russia and Ukraine, on the global economy. In Japan, prices showed a moderate upward trend against the backdrop of rising import prices along with the weakening of the yen and domestic demand supported by inbound demand and other factors. With regard to the financial environment in Japan, while the Bank of Japan is adopting an accommodative interest rate policy, there are concerns about the impact of the U.S. economic policy and other factors on domestic demand and foreign exchange rates.

As for international shipping, the market was supported by robust cargo movements of mainly iron ore and grains in the first half of the fiscal year under review. In the second half of the fiscal year under review, however, the market slumped due to unsettled weather at major iron ore loading ports and the impact of an easing of the shipping tonnage supply-demand balance following the relaxation of the passage restrictions on the Panama Canal. Regarding coastal shipping, a decline in demand for steel products in the automobile industry and a decline in the operating rate of thermal power plants put downward pressure on cargo shipping volumes.

As for bunker prices, the average price per ton for the fiscal year under review (all oil types) was approximately 587 dollars for the first half, approximately 541 dollars for the second half, and approximately 564 dollars for the fiscal year, up approximately 8 dollars from the previous fiscal year. The yen's depreciation against the U.S. dollar accelerated against the backdrop of the difference in interest rates between Japan and the U.S., resulting in an average exchange rate of 153.50 yen for the first half, 152.17 yen for the second half, and 152.83 yen for the fiscal year, a depreciation of 9.16 yen from the previous fiscal year.

In this business environment, consolidated financial results for the fiscal year under review were as follows: revenues of 247,408 million yen (up 6.1% year on year), operating profit of 20,224 million yen (down 6.4% year on year), ordinary profit of 19,015 million yen (down 14.3% year on year), and profit attributable to owners of parent of 18,621 million yen (up 3.5% year on year).

Marine transportation services comprise almost the entire business of the Group, with the international shipping business accounting for approximately 90% of consolidated revenues and the coastal shipping business accounting for approximately 10%.

	For the previous fiscal year (From April 1, 2023 to March 31, 2024)	For the current fiscal year (From April 1, 2024 to March 31, 2025)	Year-on-year change
	Amount (Million yen)	Amount (Million yen)	% change
Revenues	233,100	247,408	6.1% increase
Operating profit	21,601	20,224	6.4% decrease
Ordinary profit	22,185	19,015	14.3% decrease
Profit attributable to owners of parent	17,986	18,621	3.5% increase

2) Overview by Business

International Shipping

<Principal business>
International marine cargo shipping business and related or incidental businesses

Revenues: 216,152 million yen (5.8% increase year on year)

The cape-size bulk carrier (roughly 180,000 dwt) market was very upbeat in the first half of the fiscal year under review, reflecting the tight shipping tonnage supply-demand balance, as strong shipments of iron ore from Brazil and other major loading ports continued from the beginning of the fiscal year, and transportation of bauxite loaded in West Africa using cape-size carriers increased, resulting in an average daily charter rate for the five major routes of nearly 24,000 dollars. In the second half of the fiscal year, however, the market temporarily slumped below the 10,000-dollar level through the winter season, affected by the growing speculation about protracted economic stagnation due to the real estate recession in China, the buildup of iron ore inventories at ports, and unsettled weather conditions at major loading ports. In these circumstances, the Company concluded medium- to long-term contracts with domestic and overseas customers, including NIPPON STEEL CORPORATION, a major shipper, as a measure to secure stable earnings, and also secured profit by winning transportation contracts in the spot transportation market. As a result, earnings greatly exceeded the initial targets.

In the Panamax bulk carrier (between 70,000 and 80,000 dwt) market, the average daily charter rate for the five major routes reached the 18,000-dollar level in May, reflecting the robust demand for transportation of grain from South America. However, the subsequent easing of passage restrictions caused by the drought affecting the Panama Canal led to an increase in the shipping tonnage supply, and the market declined from the summer onward. Furthermore, demand for grain in China also declined, and the oversupply of shipping tonnage continued, causing the daily charter rate to fall to the 6,000-dollar level in January. In these circumstances, although there was a favorable period in the first half of the fiscal year under review supported by the robust market conditions, the second half of the fiscal year was significantly impacted by a decline in earnings due to the sluggish market. As a result, despite efforts to operate vessels efficiently, earnings did not reach the target of the initial plan.

The market for handy-size bulk carriers (between 20,000 and 60,000 dwt) generally remained firm amid a narrow range of price fluctuations between highs and lows. However, in the second half of the fiscal year under review, uncertainty and concern over the outlook spread, as the seasonal surge of grain transportation failed to materialize and the market temporarily weakened. Despite the sluggish market, the Company strove to secure earnings through efficient vessel allocation based on existing cargo. Nevertheless, profitability declined due to a deterioration in navigation efficiency caused by an unexpected decline in port utilization rates and prolonged stay at some ports related to the transportation of steel products, the main outbound cargo. As a result, earnings for the full year did not reach the initial targets.

In the market for near sea going vessels (16,000 dwt or below), the shipping volume of steel products exported from Japan to China continued its gradual decline due to sluggish steel demand in China, primarily in the real estate sector, and the slump of Japanese automakers in the Chinese market, reflecting the rapid shift to electric vehicles within Chinese automobile industry. However, record-level exports of surplus steel products from China supported cargo movements in Asia as a whole, and the market remained firm. In these circumstances, the Company actively engaged in the transportation of steel products to Southeast Asia and worked to expand its handling of bulk cargoes, including transportation of biomass fuels from the Southeast Asian region to Japan, thereby promoting efficient vessel allocation for round-trip services. As a result, earnings were virtually in accordance with the initial targets.

All of the Company's VLGCs (very large gas carriers) are engaged in time charter-out contracts and contribute to securing stable earnings. Certain vessels with market-linked contracts were affected by the sluggish market conditions toward the end of the fourth quarter. However, as the market was generally firm in fiscal 2024, earnings exceeded the initial targets.

As a result, the international shipping business as a whole recorded higher revenues and lower profits compared with the previous fiscal year. Revenues were 216,152 million yen (up 5.8% year on year) and segment profit (operating profit) was 16,277 million yen (down 12.8% year on year).

Coastal Shipping

<Principal business>
Coastal cargo shipping business and related or incidental businesses

Revenues: 31,256 million yen (8.7% increase year on year)

As for the dry bulk service, regarding steel-related cargo, the shipping volume fell short of the initial targets due to a decline in demand for steel products, reflecting the downturn in the construction industry and the automobile industry as well as the impact of inflows of low-priced Chinese steel products. While shipping volumes of cement-related and electricity-related cargo were below the initial targets, affected by sluggish domestic demand and adverse weather conditions, biomass-related cargo shipping volume exceeded the initial targets thanks to the change in the market conditions.

For tankers, both LNG shipping and LPG shipping were affected by a decline in domestic demand. In these circumstances, although LNG shipping volume decreased, LPG shipping volume increased as a result of the Company's efforts to operate and allocate vessels efficiently, and operating profit exceeded the initial target.

As a result, the coastal shipping business as a whole recorded higher revenues and profits compared with the previous fiscal year. Revenues were 31,256 million yen (up 8.7% year on year) and segment profit (operating profit) was 3,960 million yen (up 34.9% year on year).

Other

<Principal business>
Development and maintenance of information systems

There are no matters requiring special mention.

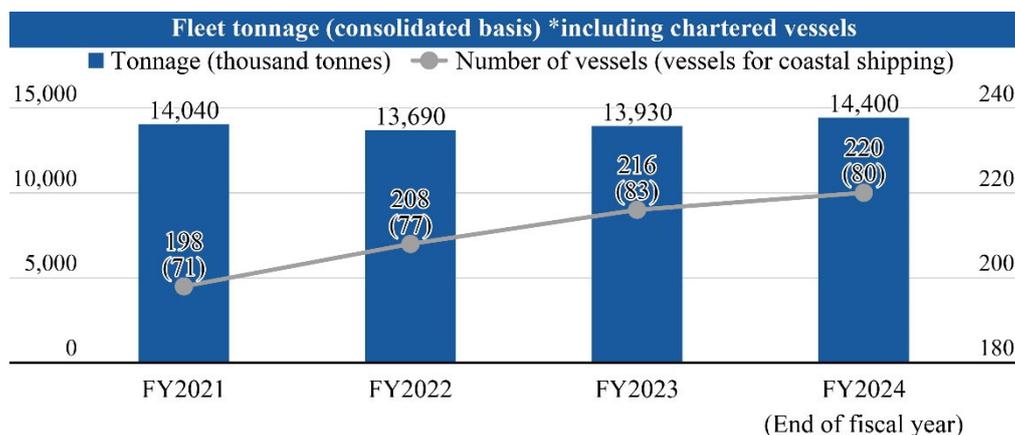
Reference

Group's fleet development in Fiscal 2024 (results) (including vessels chartered for 5 years or longer)

	Number of vessels	Tonnage (K/T)
International shipping	1	42,070 DWT
Coastal shipping	7	11,980 DWT

Group's fleet development in Fiscal 2025 (plan) (including vessels chartered for 5 years or longer)

	Number of vessels	Tonnage (K/T)
International shipping	2	121,971 DWT
Coastal shipping	2	8,000 DWT



(2) Capital Investments

In the fiscal year under review, the Group made capital investments totaling 18,541 million yen. The main items were vessels.

Business classification	Capital investment
International Shipping	17,323 million yen
Coastal Shipping	1,217 million yen
Other	- million yen

Moreover, the Group sold fixed assets with a carrying value of 7,525 million yen from vessels, which are the Group's main facilities.

(3) Financing

In the fiscal year under review, the Company raised 5,946 million yen for capital investment through borrowings from financial institutions.

The Company has commitment line contracts totaling 9,000 million yen with major financial institutions, but there was no balance of executed loans at the end of the fiscal year under review.

(4) Transfer of Business, Absorption-type Company Split, or Incorporation-type Company Split
Not applicable.

(5) Transfer of Business from Other Companies
Not applicable.

(6) Succession of Rights and Obligations Regarding the Business of Other Corporations Due to an Absorption-Type Merger or an Absorption-Type Split
Not applicable.

(7) Acquisition or Disposal of Equity Interests (Including Shares) or Share Acquisition Rights of Other Companies
Not applicable.

(8) Issues to Be Addressed

Under the medium-term business plan "FORWARD 2030 II Challenge for innovation and further growth with U," which was launched in fiscal 2024, we have defined our vision for 2030 as "Aiming to become an indispensable presence for clean and sustainable marine transportation services, we will continue to transform ourselves in cooperation with stakeholders and further enhance our corporate value." We will implement management strategies for sustainable growth and maximizing corporate value through initiatives for achieving carbon neutrality.

1) Business Strategies and Growth Strategies

In FORWARD 2030 II, we have set a GHG emissions reduction target in line with our environmental roadmap to achieve carbon neutrality by 2050. We will reduce annual GHG emissions by 25% by 2030 compared to 2019 levels through the introduction of methanol dual-fuel vessels (vessels fitted with engines that can be fueled by both methanol and heavy oil. Major GHG emissions reductions are expected, relative to heavy oil.), biofuels, and ammonia-fueled ships.

As part of efforts to achieve the above-mentioned 2030 GHG emissions reduction target, in April 2024, the Company and five partners concluded a Memorandum of Understanding for joint development of ammonia-fueled ships, in connection with a joint project on development of ammonia-fueled ships adopted by the Green Innovation Fund Project of the New Energy and Industrial Technology Development Organization (NEDO). Through this project, we plan to undertake the joint ownership and operation of ammonia-fueled ships. In addition, the Company has signed a contract for the construction of methanol dual-fuel vessels, with delivery targeted for fiscal 2027.

For existing vessels, we are also working to reduce GHG emissions through the use of energy-saving devices. We have decided to install rotor sails, a wind-assisted propulsion system, on a 400,000-dwt iron ore carrier that we operate. The installation of the rotor sails on the vessel is scheduled for around September 2025 and is expected to reduce fuel consumption and CO₂

emissions from the vessel by approximately 6-12%. We are promoting introduction of equipment that contributes to reduction of fuel consumption, such as retrofitting with high-efficiency propellers in conjunction with the periodic dry-dock of our existing vessels.

Through such initiatives mentioned above, we collaborate with our customers on environmental efforts and contribute to their decarbonization, with the aim of securing stable revenue through long-term contracts, while also aiming to secure long-term contracts with our overseas customers.

2) Initiatives to Support Business Strategies

We are pursuing four strategies as foundational initiatives to support the above-mentioned business strategies: human capital strategy, sustainable shipping strategy, governance enhancement, and digital transformation (DX) strategy.

To achieve safe navigation, which is the top priority of our business, we are promoting the evaluation and introduction of technologies and equipment that contribute to crew safety, work efficiency, and well-being. For example, we have enhanced the onboard Internet environment and started deploying hold cleaning robots. We are also working on DX for vessel management to create value, such as the prevention of accidents and the improvement of navigation efficiency, by introducing systems to monitor the condition and operation of vessel equipment and collecting actual data on meteorological and hydrological phenomena in specific marine waters.

3) Financial Targets

The following financial targets are set.

	Fiscal 2027	Fiscal 2030
Consolidated Operating Profit	20 billion yen	We aim to achieve an ROE of 10% or more, which is well above the cost of equity of 7%, through continuous profit growth, while maintaining financial discipline at 1.0 times net DER or less.
ROE	10%	
Net DER	1.0 times or less	

For fiscal 2024, consolidated operating profit was 20,224 million yen, ROE was 11.9%, and net DER was 0.18 times. The Company was able to achieve the fiscal 2027 targets ahead of schedule. For fiscal 2027, the Company will continue to develop a stable revenue base and aims to achieve the above targets.

The Company has positioned returning of profits to shareholders as one of its most important management policies. With an annual dividend payout ratio of 30% based on consolidated financial results as the benchmark, the Company will consider further strengthening shareholder returns. While securing internal reserves necessary for future growth, such as for construction of vessels powered by new types of fuels, we intend to continue stable dividend payments with the aim of enhancing the Company's attractiveness for our shareholders and other stakeholders.

4) Investment Plan

In addition to the stable return business, we will steadily increase profits from our growth strategies and build up our operating cash flow by 2030, while keeping net DER under 1.0 times, we will leverage our finances to invest at a scale approaching 300 billion yen, with the aim of strengthening return stability and achieving medium- to long-term returns growth. Under the medium-term business plan, we plan to invest 215 billion yen in core businesses such as the replacement of existing vessels, 45 billion yen in environmental initiatives such as the conversion to methanol dual-fuel and the securing of stable biofuel supply, and 10 billion yen in human resource development such as the establishment of a seafarer training center and DX-related investments. Of this, we plan to invest 165 billion yen in the vessels powered by new types of fuels such as methanol dual-fuel vessels.

As for investment in vessels powered by next-generation fuels, we signed a contract for the construction of methanol dual-fuel vessels in fiscal 2024. The use of green methanol as marine fuel is expected to reduce GHG emissions by more than 80% compared to conventional heavy fuel oil. After completion of their construction in 2027, we expect these vessels to contribute to our earnings. Moreover, in order to contribute to our customers' environmental efforts and the decarbonization process, we have signed a contract for the construction of a LPG dual-fuel VLGC capable of carrying ammonia.

We will continue to focus on securing medium- to long-term cargo transportation contracts and a fuel supply chain for the above-mentioned newbuildings, while keeping a close eye on customer needs.

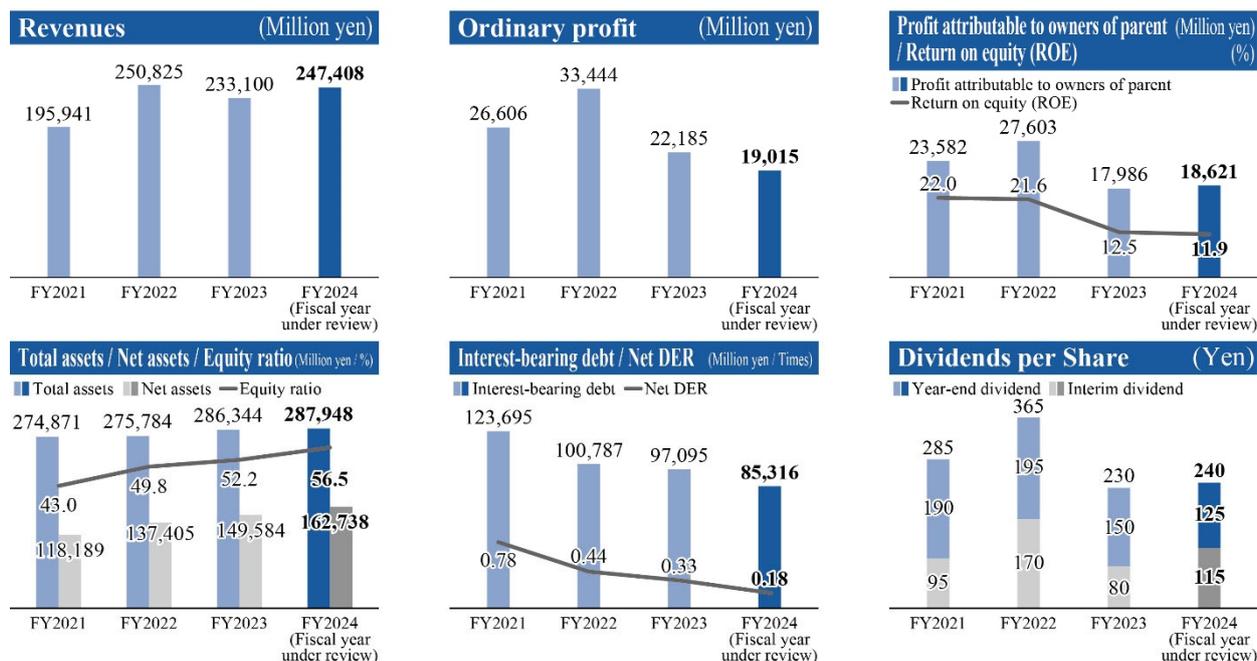
5) Action to Implement Management that is Conscious of Cost of Capital and Stock Price

In the course of recovering from the COVID-19 pandemic, the maritime shipping industry enjoyed a rising market. The Company achieved record high profits for two consecutive years in fiscal 2021 and fiscal 2022, and the Company's profits reached high levels in fiscal 2023 and fiscal 2024 on a net income basis. Moreover, ROE exceeded 10% for the fourth consecutive year owing to rising profits. On the other hand, the global situation is becoming increasingly uncertain due to factors such as intensifying trade friction between the U.S. and China. In addition, it is becoming difficult to forecast which types of next-generation fuels will become mainstream and what impact environmental regulations will have. In this situation, we assess that we have not obtained full understanding on our medium- to long-term profit stability and growth potential from the stock market.

Through the steady implementation of the medium-term business plan, we aim to enhance profit stability and achieve medium- to long-term profit growth. Our target is to achieve ROE of 10% or more, well above the cost of shareholders' equity of 7%, in fiscal 2030, while maintaining financial discipline. Moreover, we will disclose the progress of the medium-term business plan on a regular basis, engage in constructive dialogue with shareholders and investors, and consider further strengthening shareholder returns with a dividend payout ratio of 30% as the benchmark.

There are concerns that the business environment may change depending on future geopolitical risks and financial conditions, and that this may have an impact on marine cargo movements. We will pay close attention to such business risks and continue making unceasing group-wide efforts to achieve the targets of the medium-term business plan mentioned above. In these endeavors, we would like to ask our shareholders for their continued support.

(9) Trends in Assets and Income



		FY2021	FY2022	FY2023	FY2024 (Fiscal year under review)
Revenues	(Million yen)	195,941	250,825	233,100	247,408
Operating profit	(Million yen)	26,711	32,487	21,601	20,224
Ordinary profit	(Million yen)	26,606	33,444	22,185	19,015
Profit attributable to owners of parent	(Million yen)	23,582	27,603	17,986	18,621
Net income per share	(Yen)	1,000.67	1,171.29	763.20	790.18
Dividends per share	(Yen)	285	365	230	240
Total assets	(Million yen)	274,871	275,784	286,344	287,948
Net assets	(Million yen)	118,189	137,405	149,584	162,738
Equity ratio	(%)	43.0	49.8	52.2	56.5
Interest-bearing debt	(Million yen)	123,695	100,787	97,095	85,316
Net DER	(Times)	0.78	0.44	0.33	0.18
Return on equity (ROE)	(%)	22.0	21.6	12.5	11.9

Notes: 1. Amounts are rounded.

2. The amount of dividends per share for fiscal 2024 is the sum of the interim dividend paid in December 2024 and the dividend to be resolved at this Ordinary General Meeting of Shareholders.

(10) Material Subsidiaries (as of March 31, 2025)

Company name	Capital	Percentage of voting rights held by the Company	Principal business
NS United Naiko Kaiun Kaisha, Ltd.	718 million yen	100.00%	Coastal shipping business
NS United Coastal Tanker Kaisha, Ltd.	180 million yen	100.00%	Coastal shipping business
NS United Marine Service Corporation	20 million yen	100.00%	Seamen dispatching business, safety supervising, and supervising construction of new vessels
NS United Business Co., Ltd.	45 million yen	100.00%	General affairs and accounting agents
NS United Systems Co., Ltd.	50 million yen	100.00%	Development/maintenance of information systems

(11) Principal Business Locations (as of March 31, 2025)

The Company	Head office:	5-1 Otemachi 1-chome, Chiyoda-ku, Tokyo
	Representative offices:	China (Shanghai), Vietnam (Hai Phong), Thailand (Bangkok)
	Overseas subsidiaries:	United Kingdom (London), United States (Connecticut), China (Hong Kong), Singapore, Philippines (Manila)
NS United Naiko Kaiun Kaisha, Ltd.	Head office:	5-1 Otemachi 1-chome, Chiyoda-ku, Tokyo
NS United Coastal Tanker Kaisha, Ltd.	Head office:	5-1 Otemachi 1-chome, Chiyoda-ku, Tokyo
NS United Marine Service Corporation	Head office:	5-1 Otemachi 1-chome, Chiyoda-ku, Tokyo
NS United Business Co., Ltd.	Head office:	5-1 Otemachi 1-chome, Chiyoda-ku, Tokyo
NS United Systems Co., Ltd.	Head office:	5-1 Otemachi 1-chome, Chiyoda-ku, Tokyo

(12) Employees (as of March 31, 2025)

1) The Group

Business classification	Number of employees	Change from the end of the previous fiscal year
International Shipping	256	Increase of 12
Coastal Shipping	365	Decrease of 6
Other	35	Increase of 1
Total	656	Increase of 7

2) The Company

Number of employees	Change from the end of the previous fiscal year	Average age	Average number of years of service
247	Increase of 13	40.14 years old	14.69 years

(13) Principal Lenders (as of March 31, 2025)

Lender	Outstanding borrowings
Development Bank of Japan Inc.	20,092 million yen
Mizuho Bank, Ltd.	18,728 million yen
The Yamaguchi Bank, Ltd.	10,553 million yen
The Norinchukin Bank	10,371 million yen
MUFG Bank, Ltd.	9,684 million yen

(14) Policy on Determination of the Dividends of Surplus

The Company has positioned returning of profits to shareholders as one of its important management policies. The Company's basic policy is to maintain sustainable dividend distribution in accordance with the Company's performance while securing internal reserves necessary to achieve stable corporate growth and to respond to changes in the business environment in the future. The Company will consider further strengthening shareholder returns with a benchmark payout ratio of 30% on a consolidated basis.

The Company's Articles of Incorporation stipulate that the Company may pay year-end dividends by resolution of the General Meeting of Shareholders and interim dividends by resolution of the Board of Directors.

(15) Other Important Matters regarding the Current Status of the Group
Not applicable.

2. Status of Shares (as of March 31, 2025)

- (1) Total number of shares authorized to be issued 60,000,000 shares
- (2) Total number of issued shares 23,970,679 shares
- (3) Number of shareholders 13,729 persons
- (4) Major shareholders (10 largest shareholders)

Shareholder name	Investment in the Company	
	Number of shares held (thousand shares)	Shareholding ratio (%)
NIPPON STEEL CORPORATION	7,861	33.36
Nippon Yusen Kabushiki Kaisha	4,324	18.35
The Master Trust Bank of Japan, Ltd. (trust account)	1,803	7.65
Hsin Chien Marine Co., Ltd.	504	2.14
Custody Bank of Japan, Ltd. (trust account)	488	2.07
Mizuho Bank, Ltd.	400	1.70
STATE STREET BANK AND TRUST COMPANY 505223	275	1.17
THE BANK OF NEW YORK MELLON 140044	236	1.00
DFA INTL SMALL CAP VALUE PORTFOLIO	228	0.97
BNYM AS AGT/CLTS 10 PERCENT	211	0.90

- Notes:
1. The number of shares held is rounded down to the nearest thousand.
 2. The Company owns 405,034 treasury shares but is excluded from the major shareholders indicated above.
 3. Shareholding ratios are calculated excluding treasury shares.

3. Matters concerning Subscription Rights to Shares, etc. of the Company

As of March 31, 2025, the Company has not issued any subscription rights to shares.

4. Company Officers

(1) Directors and Audit & Supervisory Board Members (as of March 31, 2025)

Position at the Company	Name	Responsibilities and significant concurrent positions
President, Representative Director and President Executive Officer	Kazuma Yamanaka	
Director and Senior Managing Executive Officer	Noriko Miyamoto	In charge of the General Affairs Group and the Project Group
Director and Managing Executive Officer	Toru Fujita	In charge of the Safety Management Group and the Ship Management Group, and Group Manager of the Environment Conservation Promotion Group
Director and Managing Executive Officer	Shinichi Kitazato	In charge of the Finance and Accounting Group
Director and Managing Executive Officer	Kiyoshi Kanemitsu	In charge of the Capesize Group and the Tramp Chartering Group
Director	Setsu Onishi	
Director	Ryuko Inoue	Attorney-at-law, Atsumi & Sakai Member of Employers Committee of Central Labor Relations Commission Outside Director of Cosmo Energy Holdings Co., Ltd.
Director	Masako Yoshida	Outside Director (Audit and Supervisory Committee Member) of Matsuya Co., Ltd. Audit & Supervisory Board Member of Tokio Marine Millea SAST Insurance Co., Ltd. Audit & Supervisory Board Member of Tokio Marine West SAST Insurance Co., Ltd.
Audit & Supervisory Board Member (full-time)	Toru Kihira	
Audit & Supervisory Board Member (part-time)	Shohei Yamamoto	Full-time Advisor of Nippon Yusen Kabushiki Kaisha
Audit & Supervisory Board Member (part-time)	Keisuke Takegahara	Professor at the National Graduate Institute for Policy Studies
Audit & Supervisory Board Member (part-time)	Tomomi Mohri	General Manager, Head of Raw Materials Div.-II of NIPPON STEEL CORPORATION

- Notes:
1. Directors Setsu Onishi, Ryuko Inoue and Masako Yoshida are outside Directors. Setsu Onishi, Ryuko Inoue and Masako Yoshida are independent officers as provided for by the Tokyo Stock Exchange.
 2. Audit & Supervisory Board Members Shohei Yamamoto, Keisuke Takegahara and Tomomi Mohri are outside Audit & Supervisory Board Members. Keisuke Takegahara is an independent officer as provided for by the Tokyo Stock Exchange.
 3. Audit & Supervisory Board Member Keisuke Takegahara has worked at Development Bank of Japan Inc. for many years and has considerable knowledge of finance and accounting.
 4. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Directors (excluding executive Directors) and Audit & Supervisory Board Members to limit their liability for damages under Article 423, paragraph (1) of the Companies Act to the sum of the amounts specified in each item of Article 425, paragraph (1) of the same Act, provided that they perform their duties in good faith and without gross negligence.
 5. Directors Naruhiko Miyai and Kazuo Tanimizu retired from their positions due to expiration of their terms of office and Audit & Supervisory Board Members Masanori Ando, Yasuhito Mitani and Jiro Kobayashi resigned from their positions at the conclusion of the 98th Ordinary General Meeting of Shareholders held on June 26, 2024.

(2) Summary of the Directors and Officers Liability Insurance Policy

The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The policy will cover losses such as amount of legal indemnification and litigation expenses that may be incurred by insureds, due to claims for damages (including shareholder derivative suits) during the insurance period arising from the performance of their duties as officers.

The insureds under the policy are Directors, Audit & Supervisory Board Members, and Executive Officers of the Company and Directors and Audit & Supervisory Board Members of NS United Naiko Kaiun Kaisha, Ltd. and of NS United Coastal Tanker Kaisha, Ltd., which are the Company's subsidiaries. The full amount of the insurance premiums is borne by the Company and the above-mentioned subsidiaries. In order to ensure that the officers who are the insureds perform their duties properly, the policy provides for a deductible amount and also provides that it does not cover damages arising from criminal acts of the insured or damages arising from acts committed by the insured with the knowledge that the act is in violation of laws and regulations.

(3) Summary of the Indemnity Agreements

The Company has entered into indemnity agreements as provided for in Article 430-2, paragraph (1) of the Companies Act with Directors Kazuma Yamanaka, Noriko Miyamoto, Toru Fujita, Shinichi Kitazato, Kiyoshi Kanemitsu, Setsu Onishi, Ryuko Inoue and Masako Yoshida, and Audit & Supervisory Board Members Toru Kihira, Shohei Yamamoto, Keisuke Takegahara and Tomomi Mohri under which the Company promises to indemnify them for the expenses and the loss set forth in (i) and (ii), respectively, of the said paragraph to the extent provided for by laws and regulations. However, in order to ensure the appropriateness of the performance of duties by the officers who are the indemnitees, the agreements provide that the Company shall not be obligated to indemnify the indemnitees for expenses incurred in the event that the Company files a claim against the indemnitees concerning the liability (excluding shareholder derivative suits) or for losses incurred in the event that the indemnitees have acted in bad faith or are grossly negligent in the performance of their duties, etc.

(4) Compensation of Directors and Audit & Supervisory Board Members

1) Policy for Determining the Details of Executive Compensation, etc.

At a meeting of the Board of Directors held on February 26, 2021, the Company resolved a policy for determining the details of compensation, etc. of individual Directors, and at a meeting of the Board of Directors held on March 27, 2025, the Company resolved to partially revise this policy, and the partially revised policy has been in effect to date. Prior to the resolution by the Board of Directors, the Board of Directors consulted the Nomination and Compensation Advisory Committee on the details of the matters to be resolved and received its advice.

Regarding compensation, etc. of individual Directors for the fiscal year under review, the Board of Directors confirmed that the method of determining the details of compensation, etc. and the determined details of compensation, etc. are consistent with the determination policy resolved by the Board of Directors and that the opinion submitted by the Nomination and Compensation Advisory Committee is respected, and believes that the details of compensation, etc. of individual Directors are in line with such determination policy.

The policy for determining the details of compensation, etc. of individual Directors is as described below.

a. Basic approach for compensation of Directors

I. Objectives and basic approach

- (1) To contribute to medium- to long-term enhancement of corporate value
- (2) To meet the fiduciary responsibility for shareholders
- (3) To help secure human resources.

II. Basic principles of the compensation determination policy

- (1) Compensation for Directors is designed to ensure consistency with management strategies so that it functions sufficiently as a sound incentive to enhance corporate value. Specifically, the compensation consists of fixed compensation and performance-based compensation that appropriately reflects the short-term financial results as well as the progress of management over the medium- to long- term.
- (2) In order to emphasize the shareholder perspective, compensation to be paid in cash and

share purchase compensation (compensation paid in cash for Directors to contribute to the Directors' shareholding association and purchase shares through this shareholding association) shall be combined.

- (3) Fixed compensation shall be the same amount for the same position, and the consistency with the general standard shall be taken into consideration in determining the amount.
- (4) The Nomination and Compensation Advisory Committee shall be utilized to ensure fairness and transparency in determining the compensation structure and specific levels for each year.
- (5) Consideration shall be given to the balance with employees' compensation and industry trends.

b. Policy on fixed compensation

Fixed compensation shall be paid in cash each month, with a standard amount established based on the Director's position, taking into consideration the capabilities and responsibilities required of Directors in the shipping industry as well as the consistency with the general standard and the difference from employees' compensation.

Outside Directors responsible for supervisory functions shall only receive fixed compensation in light of their duties.

c. Policy on performance-based compensation

I. Performance-based executive bonuses:

In order to provide incentives for maintaining and improving the earnings power, bonuses linked to dividends per share for each term and performance concerning safe operation shall be paid in cash at certain times each year as compensation linked to short-term performance. This is based on dividend policies and the assumption of paying a certain percentage or more of special allowances (bonuses) to employees. However, an amount exceeding a certain amount of performance-based executive bonuses shall be paid as share purchase compensation.

II. Share purchase compensation:

Share purchase compensation linked to the degree of achievement of the medium-term business plan and the amount of increase in corporate value (stock value) shall be paid in cash in equal monthly installments over the term of office as compensation linked to medium- and long-term performance. Specifically, it will be calculated based on the degree of achievement of performance indicators targeted by the medium-term business plan, such as operating profit and return on equity (ROE), as well as overall evaluation that reflects the Company's market capitalization and ESG indicators, etc. Directors provide amounts equivalent to the share purchase compensation they receive to the Directors' shareholding association and purchase stocks through this shareholding association. When a new medium-term business plan is formulated, the calculation method, such as that for target performance indicators, etc. shall be reviewed.

d. Policy on the composition of compensation, etc.

The ratios of fixed compensation, performance-based bonuses and share purchase compensation shall be set to appropriately reflect short-term performance and progress toward medium- and long-term management targets as incentives for enhancing corporate value, based on the general standard and structure of compensation of the shipping industry and companies in related industries and business categories. Performance-based compensation, which consists of performance-based executive bonuses and share purchase compensation, is designed to account for a maximum of roughly 40% of total compensation.

e. Policy on timing and conditions for granting compensation, etc.

This policy concerning fixed compensation is described in b. above and that concerning performance-based executive bonuses and share purchase compensation is described in c. above.

f. Matters concerning delegation of authority to determine compensation, etc.

Since the Company determines the amount of compensation of individual Directors and the policy on the payment method in b, c, and d above and the specific calculation method is stipulated in the internal regulations for executive compensation, no matters are delegated to

Directors or other third parties.

- g. Method of determining the details of compensation of individual Directors
 Compensation, etc. of Directors shall be finally determined by resolution of the Board of Directors, based on the opinion and advice of the Nomination and Compensation Advisory Committee. The scope of discretion shall be within the scope of the resolution of the General Meeting of Shareholders.
- h. Other important matters related to the determination of the details of compensation, etc. of individual Directors
 In the event of inappropriate accounting, including corrections to financial statements, or if a Director commits a serious legal violation or misconduct, the Board of Directors may, based on the system, request the return of all or part of the performance-based compensation received by the Director.

2) Compensation, etc. of Directors for the Fiscal Year under Review

Classification	Total amount of compensation, etc. (Million yen)	Total amount of compensation, etc. by type					
		Fixed compensation (Million yen)	No. of eligible persons	Performance-based compensation			
				Bonuses (Million yen)	No. of eligible persons	Share purchase compensation (Million yen)	No. of eligible persons
Directors (for outside Directors)	293 (32)	207 (32)	10 (3)	36 -	5 -	50 -	5 -
Audit & Supervisory Board Members (for outside Audit & Supervisory Board Members)	42 (24)	42 (24)	5 (4)	- -	- -	- -	- -
Total	335	249	15	36	5	50	5

- Notes: 1. The amount of fixed compensation indicated in the table above is the actual amount paid for the fiscal year under review. The numbers of eligible persons include two Directors and two out of three Audit & Supervisory Board Members who retired at the conclusion of the 98th Ordinary General Meeting of Shareholders held on June 26, 2024 and amounts stated include the amounts paid to them. One Audit & Supervisory Board Member who retired is not included because he received no remuneration. One Audit & Supervisory Board Member who is in office but receives no remuneration is also not included.
2. Payment of the above performance-based compensation (bonuses and share purchase compensation) is scheduled to be resolved at the meeting of the Board of Directors to be held on June 25, 2025.
3. Results of the performance indicators used as the basis for calculation of the above performance-based compensation are as follows.
- | | | |
|----------------------------------|------------------------|--------------------------|
| Fiscal year ended March 31, 2025 | | |
| • Consolidated operating profit | Target: 20 billion yen | Result: 20.2 billion yen |
| • Return on equity (ROE) | Target: 10% | Result: 11.9% |
4. The number of eligible persons for the above performance-based compensation is the number of Internal Directors of the Company in office as of March 31, 2025.
5. All compensation of Directors and Audit & Supervisory Board Members is monetary compensation and there is no non-monetary compensation.
6. The details of the performance indicators used as the basis for calculating performance-based compensation, the reasons for their selection, and the calculation method of performance-based compensation are determined as described in 1) and c. "Policy on performance-based compensation."
7. The total amount of compensation was resolved at the 81st Ordinary General Meeting of Shareholders held on June 28, 2007 to be "up to 400 million yen per year" for Directors and "up to 100 million yen per year" for Audit & Supervisory Board Members. As of the conclusion of the said General Meeting of Shareholders, the number of Directors was 6 and the number of Audit & Supervisory Board Members was 4.

(5) Matters concerning Outside Officers

1) Significant Concurrent Positions Held at Other Companies and Relationship between Such Companies and the Company

Outside Audit & Supervisory Board Member Shohei Yamamoto is a Full-time Advisor of Nippon Yusen Kabushiki Kaisha, which is a major shareholder of the Company, with a shareholding ratio of 18.35%. Outside Audit & Supervisory Board Member Tomomi Mohri is a General Manager at NIPPON STEEL CORPORATION. NIPPON STEEL CORPORATION is a major shareholder of the Company, with a shareholding ratio of 33.36% and a major business partner. There are no special relationships between the Company and other companies where other outside Directors and outside Audit & Supervisory Board Members hold concurrent positions.

2) Major Activities during the Fiscal Year under Review

		Status of attendance, stating of opinions, and summary of duties performed with respect to the role expected of outside Directors and outside Audit & Supervisory Board Members
Outside Director (Independent Officer)	Setsu Onishi	<p>Setsu Onishi attended all the 14 Board of Directors meetings held during the fiscal year under review and vigorously stated opinions and provided suggestions on many agenda items. As an independent outside Director, he is expected to fulfill a role in the supervision of the Company's business execution, etc., based on his extensive experience and a wide range of knowledge cultivated through his participation in management of financial institutions. He fulfilled an appropriate role to ensure fair and proper decision-making such as by providing supervision and advice on the Company's management from an expert perspective, well versed in corporate finance and overall management.</p> <p>As a member of the Nomination and Compensation Advisory Committee, he attended all the 6 committee meetings held during the fiscal year under review. He is leading the supervisory function in the process of selecting candidates for the Company's officers and determining executive compensation, etc., from an objective and neutral standpoint.</p>
Outside Director (Independent Officer)	Ryuko Inoue	<p>Ryuko Inoue attended all the 14 Board of Directors meetings held during the fiscal year under review and vigorously stated opinions and provided suggestions on many agenda items. As an independent outside Director, she is expected to fulfill a role in the supervision of the Company's business execution, etc., based on her extensive experience and a wide range of knowledge cultivated through her career at the Ministry of Agriculture, Forestry and Fisheries and as an attorney-at-law. She fulfilled an appropriate role to ensure fair and proper decision-making such as by providing supervision and advice on the Company's management from an expert perspective, particularly well versed in corporate governance.</p> <p>As a member of the Nomination and Compensation Advisory Committee, she attended all the 6 committee meetings held during the fiscal year under review. She is leading the supervisory function in the process of selecting candidates for the Company's officers and determining executive compensation, etc., from an objective and neutral standpoint.</p>

		Status of attendance, stating of opinions, and summary of duties performed with respect to the role expected of outside Directors and outside Audit & Supervisory Board Members
Outside Director (Independent Officer)	Masako Yoshida	Masako Yoshida attended all the 14 Board of Directors meetings held during the fiscal year under review and vigorously stated opinions and provided suggestions on many agenda items. As an independent outside Director, she is expected to fulfill a role in the supervision of the Company's business execution, etc., based on her extensive experience and a wide range of knowledge cultivated through her involvement in management of a financial institution. She fulfilled an appropriate role to ensure fair and proper decision-making such as by providing supervision and advice on the Company's management from an expert perspective, particularly well versed in overall corporate management. As a member of the Nomination and Compensation Advisory Committee, she attended all the 6 committee meetings held during the fiscal year under review. She is leading the supervisory function in the process of selecting candidates for the Company's officers and determining executive compensation, etc., from an objective and neutral standpoint.
Outside Audit & Supervisory Board Member	Shohei Yamamoto	Shohei Yamamoto attended all the 14 Board of Directors meetings and all the 19 Audit & Supervisory Board meetings held during the fiscal year under review and stated opinions as necessary on deliberations. As an outside Audit & Supervisory Board Member, he receives reports from full-time Audit & Supervisory Board Members or from the internal audit department and audits execution of duties by Directors, including the internal control system.
Outside Audit & Supervisory Board Member (Independent Officer)	Keisuke Takegahara	Keisuke Takegahara attended all the 10 Board of Directors meetings and all the 14 Audit & Supervisory Board meetings held during the fiscal year under review after he assumed office on June 26, 2024 and stated opinions as necessary on deliberations. As an independent outside Audit & Supervisory Board Member, he receives reports from full-time Audit & Supervisory Board Members or from the internal audit department and audits execution of duties by Directors, including the internal control system.
Outside Audit & Supervisory Board Member	Tomomi Mohri	Tomomi Mohri attended all the 10 Board of Directors meetings and all the 14 Audit & Supervisory Board meetings held during the fiscal year under review after he assumed office on June 26, 2024 and stated opinions as necessary on deliberations. As an outside Audit & Supervisory Board Member, he receives reports from full-time Audit & Supervisory Board Members or from the internal audit department and audits execution of duties by Directors, including the internal control system.

Consolidated Financial Statements

Consolidated Balance Sheet

(As of March 31, 2025)

(Million yen)

Description	Amount	Description	Amount
Assets		Liabilities	
Current assets	116,172	Current liabilities	44,820
Cash and deposits	40,793	Trade notes and accounts payable	14,091
Trade receivables and contract assets	35,155	Short-term borrowings	14,579
Securities	14,991	Accounts payable – other	133
Inventories	13,775	Accrued expenses	240
Prepaid expenses	5,988	Income taxes payable	1,180
Other current assets	5,481	Contract liabilities	5,466
Allowance for doubtful accounts	(11)	Provision for bonuses	797
Non-current assets	171,777	Provision for bonuses for directors (and other officers)	92
Property, plant and equipment	158,959	Other current liabilities	8,242
Vessels	145,085	Non-current liabilities	80,390
Buildings	57	Long-term borrowings	70,737
Land	2	Deferred tax liabilities	1,561
Construction in progress	13,535	Provision for special repairs	7,900
Other tangible fixed assets	280	Retirement benefit liability	192
Intangible assets	1,562		
Investments and other assets	11,257	Total liabilities	125,210
Investment securities	5,506	Net assets	
Long-term loans receivable	8	Shareholders' equity	160,009
Deferred tax assets	3,363	Share capital	10,300
Retirement benefit asset	1,429	Capital surplus	17,181
Other long-term assets	950	Retained earnings	133,527
		Treasury shares	(999)
		Accumulated other comprehensive income	2,729
		Valuation difference on available-for-sale securities	2,217
		Deferred gains or losses on hedges	927
		Foreign currency translation adjustment	(136)
		Remeasurements of defined benefit plans	(279)
		Total net assets	162,738
Total assets	287,948	Total liabilities and net assets	287,948

Consolidated Statement of Income

(From April 1, 2024 to March 31, 2025)

(Million yen)

Description	Amount
Revenues	
Shipping business revenue and other operating revenue	247,408
Cost and expenses	
Shipping business expenses and other operating expenses	219,423
Gross profit	27,986
General and administrative expenses	7,762
Operating profit	20,224
Non-operating income	744
Interest income	45
Dividend income	225
Share of profit of entities accounted for using equity method	17
Foreign exchange gains	144
Gain on derivatives	283
Other	30
Non-operating expenses	1,953
Interest expenses	1,678
Loss on derivatives	225
Other	50
Ordinary profit	19,015
Extraordinary income	2,725
Gain on sales of non-current assets	2,539
Gain on sales of investment securities	187
Profit before income taxes	21,740
Income taxes – current	2,923
Income taxes – deferred	196
Profit	18,621
Profit attributable to owners of parent	18,621

Non-consolidated Financial Statements

Non-consolidated Balance Sheet

(As of March 31, 2025)

(Million yen)

Description	Amount	Description	Amount
Assets		Liabilities	
Current assets	101,197	Current liabilities	28,260
Cash and deposits	26,509	Accounts payable – shipping	10,584
Accounts receivable – shipping and contract assets	27,168	Short-term borrowings	2,492
Short-term loans receivable from subsidiaries and associates	10,237	Accounts payable – other	88
Advances paid	1,972	Accrued expenses	112
Securities	14,991	Income taxes payable	168
Inventories	12,365	Contract liabilities	5,234
Prepaid expenses	4,590	Deposits received	6,243
Accounts receivable form agents	1,854	Debt for agency	2,333
Consumption taxes refund receivable	273	Provision for bonuses	423
Other current assets	1,251	Provision for bonuses for directors (and other officers)	36
Allowance for doubtful accounts	(11)	Other current liabilities	548
Non-current assets	91,463	Non-current liabilities	17,814
Property, plant and equipment	15,445	Long-term borrowings	14,370
Vessels	6,530	Deferred tax liabilities	505
Buildings	16	Provision for loss on charter contracts of subsidiaries and associates	2,882
Land	1	Other non-current liabilities	57
Construction in progress	8,759	Total liabilities	46,074
Other tangible fixed assets	140	Net assets	
Intangible assets	1,540	Shareholders' equity	143,865
Intangible assets related to contracts	901	Share capital	10,300
Other intangible fixed assets	639	Capital surplus	15,933
Investments and other assets	74,478	Legal capital surplus	2,524
Investment securities	1,272	Other capital surplus	13,409
Shares of subsidiaries and associates	5,900	Retained earnings	118,630
Investments in capital	0	Legal retained earnings	2,105
Long-term loans receivable	7	Other retained earnings	116,525
Long-term loans receivable from subsidiaries and associates	64,919	General reserve	18,000
Prepaid pension costs	1,528	Retained earnings brought forward	98,525
Other long-term assets	851	Treasury shares	(999)
		Valuation and translation adjustments	2,721
		Valuation difference on available-for-sale securities	2,021
		Deferred gains or losses on hedges	701
Total assets	192,660	Total net assets	146,586
		Total liabilities and net assets	192,660

Non-consolidated Statement of Income

(From April 1, 2024 to March 31, 2025)

(Million yen)

Description	Amount
Shipping business revenue	216,437
Freight and other	196,647
Ship lease	18,603
Other shipping business revenue	1,187
Shipping business expenses	196,299
Navigation expenses	88,350
Ship expenses	1,840
Ship rental fees	104,210
Other shipping business expenses	1,898
Shipping business profit	20,138
General and administrative expenses	5,508
Operating profit	14,630
Non-operating income	1,841
Interest income	496
Dividend income	875
Foreign exchange gains	167
Gain on derivatives	283
Other	20
Non-operating expenses	460
Interest expenses	199
Loss on derivatives	225
Other	36
Ordinary profit	16,011
Extraordinary income	650
Gain on sales of investment securities	187
Gain on sales of non-current assets	463
Profit before income taxes	16,661
Income taxes – current	1,606
Income taxes – deferred	(22)
Profit	15,077

Independent Auditor's Report

May 21, 2025

The Board of Directors
NS UNITED KAIUN KAISHA, Ltd.

Ernst & Young ShinNihon LLC Tokyo, Japan

Koki Yamamoto
Designated Engagement Partner Certified Public Accountant

Akiko Yamanaka
Designated Engagement Partner Certified Public Accountant

Opinion

Pursuant to Article 444, paragraph 4 of the Companies Act, we have audited the accompanying consolidated financial statements, which comprise the consolidated balance sheet, the consolidated statement of income, the consolidated statement of changes in net assets, and notes to the consolidated financial statements of NS UNITED KAIUN KAISHA, Ltd. and its consolidated subsidiaries (the Group) applicable to the fiscal year from April 1, 2024 to March 31, 2025.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position and results of operations of the Group applicable to the fiscal year ended March 31, 2023, in accordance with accounting principles generally accepted in Japan.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Japan, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The other information comprises the information included in the Group's business report and its supplementary schedule. Management is responsible for preparation and disclosure of the other information. The Audit and Supervisory Board Members and the Audit and Supervisory Board are responsible for overseeing the Group's reporting process of the other information.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the

consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of Management, the Audit and Supervisory Board Members and the Audit and Supervisory Board for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern and disclosing, as required by accounting principles generally accepted in Japan, matters related to going concern. The Audit and Supervisory Board Members and the Audit and Supervisory Board are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Consider internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances for our risk assessments, while the purpose of the audit of the consolidated financial statements is not expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation in accordance with accounting principles generally accepted in Japan.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit and Supervisory Board Members and the Audit and Supervisory Board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

TRANSLATION

We also provide the Audit and Supervisory Board Members and the Audit and Supervisory Board with a statement that we have complied with the ethical requirements regarding independence, and where applicable, actions taken to eliminate threats or safeguards applied to reduce threats to an acceptable level.

Interest Required to Be Disclosed by the Certified Public Accountants Act of Japan

Our firm and its designated engagement partners do not have any interest in the Group which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

Independent Auditor's Report

May 21, 2025

The Board of Directors
NS UNITED KAIUN KAISHA, Ltd.

Ernst & Young ShinNihon LLC Tokyo, Japan

Koki Yamamoto
Designated Engagement Partner Certified Public Accountant

Akiko Yamanaka
Designated Engagement Partner Certified Public Accountant

Opinion

Pursuant to Article 436, Section 2, paragraph 1 of the Companies Act, we have audited the accompanying non-consolidated financial statements, which comprise the non-consolidated balance sheet, the non-consolidated statement of income, the non-consolidated statement of changes in net assets and notes to the non-consolidated financial statements, and supplementary schedules thereto (hereinafter collectively the “non-consolidated financial statements, etc.”) of NS UNITED KAIUN KAISHA, Ltd. (the Company) applicable to the fiscal year from April 1, 2024 to March 31, 2025.

In our opinion, the accompanying non-consolidated financial statements, etc. present fairly, in all material respects, the financial position and results of operations of the Company applicable to the fiscal year ended March 31, 2023, in accordance with accounting principles generally accepted in Japan.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Non-consolidated Financial Statements, etc. section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the non-consolidated financial statements, etc. in Japan, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The other information comprises the information included in the Company's business report and its supplementary schedule. Management is responsible for preparation and disclosure of the other information. The Audit and Supervisory Board Members and the Audit and Supervisory Board are responsible for overseeing the Company's reporting process of the other information.

Our opinion on the non-consolidated financial statements, etc. does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the non-consolidated financial statements, etc., our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the

non-consolidated financial statements, etc. or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of Management, the Audit and Supervisory Board Members and the Audit and Supervisory Board for the Non-consolidated Financial Statements, etc.

Management is responsible for the preparation and fair presentation of these non-consolidated financial statements, etc. in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of non-consolidated financial statements, etc. that are free from material misstatement, whether due to fraud or error.

In preparing the non-consolidated financial statements, etc., management is responsible for assessing the Company's ability to continue as a going concern and disclosing, as required by accounting principles generally accepted in Japan, matters related to going concern. The Audit and Supervisory Board Members and the Audit and Supervisory Board are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Non-consolidated Financial Statements, etc.

Our objectives are to obtain reasonable assurance about whether the non-consolidated financial statements, etc. as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these non-consolidated financial statements, etc.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the non-consolidated financial statements, etc., whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Consider internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances for our risk assessments, while the purpose of the audit of the non-consolidated financial statements, etc. is not expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the non-consolidated financial statements, etc. or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the non-consolidated financial statements, etc., including the disclosures, and whether the non-consolidated financial statements, etc. represent the underlying transactions and events in a manner that achieves fair presentation in accordance with accounting principles generally accepted in Japan.
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We communicate with the Audit and Supervisory Board Members and the Audit and Supervisory Board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit and Supervisory Board Members and the Audit and Supervisory Board with a statement that we have complied with the ethical requirements regarding independence, and where applicable,

TRANSLATION

actions taken to eliminate threats or safeguards applied to reduce threats to an acceptable level.

Interest Required to Be Disclosed by the Certified Public Accountants Act of Japan

Our firm and its designated engagement partners do not have any interest in the Company which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

AUDIT REPORT

May 22, 2025

Mr. Kazuma Yamanaka
 President and Representative Director
 NS United Kaiun Kaisha, Ltd.

The Audit & Supervisory Board of NS United Kaiun Kaisha, Ltd.	
Outside Audit & Supervisory Board Member	Toru Kihira
Outside Audit & Supervisory Board Member	Shohei Yamamoto
Outside Audit & Supervisory Board Member	Keisuke Takegahara
Outside Audit & Supervisory Board Member	Tomomi Mohri

With respect to the Directors' execution of their duties during the fiscal year from April 1, 2024 to March 31, 2025, the Audit & Supervisory Board has prepared this Audit Report after deliberations based on the audit reports prepared by each Audit & Supervisory Board Member. We hereby report as follows:

1. Method and Contents of Audit by the Audit & Supervisory Board Members and the Audit & Supervisory Board

(1) The Audit & Supervisory Board has established the audit policies, division of duties, etc. and received a report from each Audit & Supervisory Board Member regarding the status of implementation of their audit and results thereof. In addition, we have received reports from the Directors, etc. and the Financial Auditor regarding the status of execution of their duties, and requested their explanations as necessary.

(2) In conformity with the Audit & Supervisory Board Member auditing standards established by the Audit & Supervisory Board, in accordance with the audit policies, division of duties, etc., and while utilizing the telephone or the Internet and other means, each Audit & Supervisory Board Member endeavored to facilitate a mutual understanding with the Directors, Executive Officers, the internal audit division and other employees, etc. of the Company, endeavored to collect information and maintain and improve the audit environment, and conducted an audit by following the methods described below:

- 1) Each Audit & Supervisory Board Member has attended the Board of Directors meetings and other important meetings, received reports on the status of execution of duties from the Directors, Executive Officers and other employees and requested explanations as necessary, examined important approval/decision documents, and investigated the status of operations and assets of the headquarters and other major business sites. Moreover, with respect to the subsidiaries, each Audit & Supervisory Board Member endeavored to facilitate a mutual understanding and exchanged information with the Directors and Audit & Supervisory Board Members, etc. of each subsidiary, and received reports on their respective businesses from the subsidiaries as necessary.
- 2) Each Audit & Supervisory Board Member received regular reports from Directors, Executive Officers and employees, requested explanations as necessary, and conveyed their views, regarding the contents of deliberations at Board of Directors meetings and the framework and operational status of systems (internal control systems) established on the basis of resolutions thereof to establish systems to ensure that Directors perform their duties specified in the business report in compliance with relevant laws and regulations and the Articles of Incorporation, and other systems set forth in Article 100, paragraphs (1) and (3), of the Regulation for Enforcement of the Companies Act as being necessary for ensuring that business of the corporate group comprised of the stock company and its subsidiaries is carried out in a manner appropriate to a joint stock company (kabushiki kaisha).

In addition, with regard to the internal controls for financial reporting, we received reports from the Directors, etc., and the Financial Auditor regarding the evaluation of the said internal

controls and the auditing activities, and requested explanations as necessary.

- 3) Each Audit & Supervisory Board Member monitored and verified whether the Financial Auditor maintained its independence and properly conducted its audit, received a report from the Financial Auditor on the status of its execution of duties, and requested explanations as necessary. Each Audit & Supervisory Board Member was notified by the Financial Auditor that it had established “systems for ensuring appropriate execution of its duties” (in each item listed in Article 131 of the Regulation on Corporate Accounting) in accordance with the “Quality Control Standards for Audits” (October 28, 2005, Business Accounting Council), and requested explanations as necessary.

Based on the above-described methods, each Audit & Supervisory Board Member examined the business report and supplementary schedules, the non-consolidated financial statements (non-consolidated balance sheet, non-consolidated statement of income, non-consolidated statement of changes in net assets, and notes to non-consolidated financial statements) and supplementary schedules thereto, as well as the consolidated financial statements (consolidated balance sheet, consolidated statement of income, consolidated statement of changes in net assets, and notes to consolidated financial statements) for the fiscal year under review.

2. Results of Audit

(1) Results of Audit of Business Report, etc.

- 1) We acknowledge that the business report and the supplementary schedules thereto fairly present the status of the Company in conformity with the applicable laws and regulations and the Articles of Incorporation.
- 2) We acknowledge that no misconduct or violations of laws and regulations, or the Articles of Incorporation was found with respect to the Directors’ execution of their duties.
- 3) We acknowledge that the Board of Directors’ resolutions with respect to the internal control systems are appropriate. We did not find any matter to be mentioned with respect to the descriptions of the business report and the Director’s execution of their duties regarding the internal control system including the internal controls for financial reporting.

(2) Results of Audit of Non-consolidated Financial Statements and the Supplementary Schedules Thereto

We acknowledge that the methods and results of audit performed by the Financial Auditor, Ernst & Young ShinNihon LLC, are appropriate.

(3) Results of Audit of Consolidated Financial Statements

We acknowledge that the methods and results of audit performed by the Financial Auditor, Ernst & Young ShinNihon LLC, are appropriate.