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Securities Code: 7716

March 12, 2024

To our shareholders:

Eiichi Nakanishi  
President & Group CEO  
**NAKANISHI INC.**  
700, Shimohinata, Kanuma-shi, Tochigi

## **Notice of the 72nd Annual General Meeting of Shareholders**

We hereby announce that the 72nd Annual General Meeting of Shareholders of NAKANISHI INC. (the “Company”) will be held as described below.

In connection with the convocation of this meeting, the Company has taken measures for providing information that is the contents of reference documents, etc. for the General Meeting of Shareholders in an electronic format (the contents provided in an electronic format) and has posted them on the following websites on the Internet. Please access either of these websites to view the provided materials.

[Company’s website]

<https://www.nakanishi-inc.jp/ir/> (Japanese)

(Reference: Company’s English Website)

<https://en.nakanishi-inc.jp/ir/>

[Tokyo Stock Exchange (TSE) website (Listed Company Search)]

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

(Please access the TSE website above, search by entering “Nakanishi” in the “Issue name (company name)” field or the Company’s securities code “7716” in the “Code” field, select “Basic information” and then “Document for public inspection/PR information” and check the column “Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting” under “Filed information available for public inspection.”)

As you may exercise your voting rights in writing or by electronic means (e.g., via the Internet) in lieu of attending the meeting in person, please review the Reference Documents for the General Meeting of Shareholders shown below and exercise your voting rights by 5:00 p.m. on Wednesday, March 27, 2024 (JST).

1. **Date and Time:** Thursday, March 28, 2024, at 1:30 p.m. (JST) (Reception will open at 1:00 p.m.)
2. **Venue:** The Company's headquarters RD1 Center Court  
700, Shimohinata, Kanuma-shi, Tochigi

**3. Purpose of the Meeting**

**Matters to be reported:**

1. Business Report, Consolidated Financial Statements, and Audit Results of Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Board for the 72nd Fiscal Year (January 1, 2023 to December 31, 2023)
2. Non-consolidated Financial Statements for the 72nd Fiscal Year (January 1, 2023 to December 31, 2023)

**Matters to be resolved:**

- Proposal No. 1** Appropriation of Surplus  
**Proposal No. 2** Election of Six Directors  
**Proposal No. 3** Election of One Corporate Auditor

**4. Matters Decided upon Convocation (Information on Exercise of Voting Rights)**

If you exercise your voting rights by submitting the Voting Form in writing (by postal mail) without indicating your approval or disapproval of any proposal, your vote for the proposal shall be counted as an approval.

If you are attending on the day of the meeting, please submit the Voting Form sent together with this Notice at the reception at the venue. The Company sends the documents containing the contents provided in an electronic format to all shareholders, irrespective of whether a request for issuance of the document is submitted or not.

The Company sends the documents containing the contents provided in an electronic format; however, the items listed below are not included in those documents in accordance with laws and regulations and the provisions of Article 18 of the Company's Articles of Incorporation. Therefore, these documents are part of the documents that were audited by the Corporate Auditors and the Accounting Auditors in preparing the Audit report.

- "Status of Share Acquisition Rights, etc.", "The System to Ensure Proper Business Operations and the Operational Status of the System as well as Basic Policy Regarding Control of the Company." in the Business Report
- "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
- "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements

If any contents provided in an electronic format require revisions, such facts, the information before revision, and the revised information will be posted on the websites above on the Internet.

## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1 Appropriation of Surplus

The Company regards returning profits to its shareholders as one of the important management issues, and sets its basic policy as to enhance business foundation and promote investment in growth areas properly and proactively as well as to return profits to shareholders in a well-balanced manner.

Profit for the fiscal year significantly increased primarily due to acquiring additional membership interest of the Company's equity-method applied affiliate, DCI International, LLC, and made said company a wholly owned second tier subsidiary of the Company. As a result of this acquisition, the Company recorded gain on step acquisitions of ¥11,497 million as extraordinary income, which does not impact the cash flows or net profit included in the non-consolidated financial statements. Therefore, on the basis of business performance excluding this special factor, the Company proposes to pay a year-end dividend for the fiscal year of ¥26 per share, the amount forecasted as announced on August 7, 2023. Accordingly, including the interim dividend (¥24 per share) paid on September 14, 2023, the annual dividend for the fiscal year will be ¥50 per share.

Additionally, the Company seeks to achieve a total payout ratio of 50% as a mid- to long-term standard by implementing treasury stock acquisitions and other measures. Regarding shareholder returns for the 72nd Fiscal Year, in addition to the year-end dividend, the Company conducted treasury stock acquisitions totaling ¥2,999 million, resulting in a total payout ratio of 63%, excluding the impact of the aforementioned special factor on profit.

#### 1. Matters concerning year-end dividends

- (1) Type of dividend property  
To be paid in cash.
- (2) Allotment of dividend property and their aggregate amount  
¥26 per common share of the Company  
In this event, the total dividends will be ¥2,217,664,488.
- (3) Effective date of dividends of surplus  
The effective date of dividends will be March 29, 2024.

#### 2. Matters concerning other appropriations of surplus

- (1) Item of surplus to be decreased and amount of decrease thereof  
Retained earnings brought forward    ¥3,000,000,000
- (2) Item of surplus to be increased and amount of increase thereof  
General reserve                                    ¥3,000,000,000

**Proposal No. 2** Election of Six Directors

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

The candidates for Director are as follows:

Candidate No.	Name		Position in the Company
1	Eiichi Nakanishi	Reelection	Representative Director, President & Group CEO
2	Kensuke Nakanishi	Reelection	Representative Director, Executive Vice President & COO
3	Masataka Suzuki	Reelection	Director, Executive Vice President
4	Yuji Nonagase	Reelection Outside Independent	Outside Director
5	Yukiko Araki	Reelection Outside Independent	Outside Director
6	Chika Shiomi	Reelection Outside Independent	Outside Director

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Eiichi Nakanishi (August 11, 1964)  Reelection	July 1990 Joined the Company Oct. 1993 Director and Vice President, the Company May 2000 Representative Director, President & CEO, the Company Nov. 2004 President, NSK EURO HOLDINGS S.A. (current position) Mar. 2010 Representative Director, President & Group CEO, the Company (current position)	2,814,300 shares
	Reasons for nomination as candidate for Director Mr. Nakanishi has led the management of the Group for many years and has extensive experience and achievements. The Company expects that he will continue to contribute to the sustainable improvement of corporate value by demonstrating his management skills, and therefore has nominated him as a candidate for Director.		
2	Kensuke Nakanishi (November 26, 1965)  Reelection	July 1989 Joined Copal Co.,Ltd. (currently NIDEC PRECISION CORPORATION) Feb. 1994 Joined the Company Apr. 1994 Senior Managing Director, the Company Nov. 2004 Director, NSK EURO HOLDINGS S.A. (current position) Mar. 2010 Representative Director, Executive Vice President & COO, the Company (current position)	2,806,200 shares
	Reasons for nomination as candidate for Director Mr. Nakanishi has been involved in the operation and management of the Company's departments for many years and has extensive experience and achievements. The Company expects that he will continue to contribute to the management of the Company, and therefore has nominated him as a candidate for Director.		

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	Masataka Suzuki (February 19, 1951)  Reelection	<p>Apr. 1973 Joined Olympus Corporation</p> <p>June 2002 Corporate Officer, Olympus Corporation</p> <p>Apr. 2005 President, Olympus Europa Holding GmbH</p> <p>June 2005 Director, Olympus Corporation</p> <p>June 2008 Senior Executive Managing Officer, Olympus Corporation</p> <p>Apr. 2009 Chairman, Olympus (China) Co., Ltd.</p> <p>Apr. 2011 Chairman and Executive Managing, Olympus Corporation of Asia Pacific Limited</p> <p>June 2012 Manager, Global Management Strategy Office, the Company</p> <p>Apr. 2014 Corporate Vice President, and General Manager of East Asia &amp; China Sales Department, Overseas Dental Sales Division, the Company</p> <p>Jan. 2015 Corporate Vice President, General Manager of Medical Business Division, and General Manager of East Asia Sales Department, Overseas Dental Sales Division, the Company</p> <p>Apr. 2018 Corporate Vice President, and in charge of Medical Business Division and Dental Sales in East Asia &amp; Oceania, the Company</p> <p>Mar. 2020 Director, Executive Vice President, and in charge of Medical Business Division and Dental sales in East Asia &amp; Oceania, the Company</p> <p>May. 2022 Director, Executive Vice President, and in charge of Surgical Business Division and Dental sales in East Asia &amp; Oceania, the Company(current position)</p>	7,600 shares
<p>Reasons for nomination as candidate for Director</p> <p>Mr. Suzuki has extensive experience, insight, and achievements in the overseas businesses of medical products manufacturers, including in his previous positions. The Company expects that he will contribute to the management of the Company, and therefore has nominated him as a candidate for Director.</p>			
4	Yuji Nonagase (June 24, 1961)  Reelection Outside Independent	<p>Sept. 2005 Professor, Graduate School of Science and Engineering, Faculty of Engineering, Yamagata University</p> <p>Mar. 2009 Outside Corporate Auditor, the Company</p> <p>Mar. 2014 Outside Director, the Company (current position)</p> <p>June 2015 Outside Director, Kawakin Holdings Co., Ltd. (current position)</p> <p>Apr. 2016 Professor, Faculty of Economics, Setsunan University (current position)</p> <p>June 2018 Chairman, Greater Tokyo Initiative (current position)</p> <p>Apr. 2022 Director, Community Outreach Center, Setsunan University (current position)</p>	0 shares
<p>Reasons for nomination as candidate for outside Director and overview of expected role</p> <p>Mr. Nonagase has not been involved in corporate management in capacities other than as outside officer in the past. Nevertheless, the Company expects that he will contribute to maintaining sound management and strengthening corporate governance by making proposals on overall management, drawing on his expertise in management systems engineering and therefore has nominated him as a candidate for outside Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
5	<p data-bbox="288 943 494 1003">Yukiko Araki (December 13, 1960)</p> <p data-bbox="331 1043 451 1137">Reelection Outside Independent</p>	<p data-bbox="523 264 1233 324">Apr. 1983 Joined Ministry of International Trade and Industry (currently Ministry of Economy, Trade and Industry)</p> <p data-bbox="523 331 1233 392">June 1998 Director, Medical and Assistive Device Industries Office of Machinery and Information Industries Bureau</p> <p data-bbox="523 398 1233 488">Apr. 2001 Director, International Exhibitions Promotion Office of Commerce and Service Industry Policy Group of Ministry of Economy, Trade and Industry</p> <p data-bbox="523 495 1233 555">May 2003 Director, New and Renewable Energy Division of Agency for Natural Resources and Energy</p> <p data-bbox="523 562 1233 651">July 2006 Director, Tourism Economy and International Affairs Division of Policy Bureau of Ministry of Land, Infrastructure, Transport and Tourism</p> <p data-bbox="523 658 1233 687">July 2008 Deputy Governor, Yamagata Prefecture</p> <p data-bbox="523 694 1233 754">May 2009 Director, Bio-Industry Division of Manufacturing Industries Bureau of Ministry of Economy, Trade and Industry</p> <p data-bbox="523 761 1233 822">Aug. 2011 Representative, the Government of Japan, EXPO 2012 YEOSU KOREA</p> <p data-bbox="523 828 1233 947">Dec. 2012 Joined Hitachi, Ltd. General Manager of CSR, Legal and Communication Headquarters Member of Global Environment Strategy Office</p> <p data-bbox="523 954 1233 1075">Apr. 2014 General Manager, CSR and Environment Business Growth Strategy Division, Hitachi, Ltd. Executive General Manager, Healthcare Business Headquarters, Hitachi Healthcare (in-house company)</p> <p data-bbox="523 1081 1233 1238">Apr. 2015 Corporate Officer, Executive General Manager, CSR and Environment Business Growth Strategy Division, Legal and Communication Headquarters, Hitachi, Ltd. Executive General Manager, Government &amp; External Relations, Hitachi Healthcare (in-house company)</p> <p data-bbox="523 1245 1233 1335">Apr. 2018 Corporate Officer, Executive General Manager, Sustainability Promotion Division, Government &amp; External Relations Group, Hitachi, Ltd.</p> <p data-bbox="523 1341 1233 1402">Apr. 2020 Member (part-time) of Administrative Council, Nagaoka University of Technology (current position)</p> <p data-bbox="523 1408 1233 1438">Dec. 2020 Outside Director, Fuji Pharma Co., Ltd. (current position)</p> <p data-bbox="523 1444 1233 1473">Mar. 2021 Outside Director, the Company (current position)</p> <p data-bbox="523 1480 1233 1570">Apr. 2021 Corporate Officer, Deputy General Manager, Global External Relations Division, Hitachi, Ltd. General Manager, Hitachi Europe Belgium Office</p> <p data-bbox="523 1576 1233 1666">Jun. 2022 Board of Councilors Member (part-time) of the Japanese Society for Wellbeing Science and Assistive Technology (current position)</p> <p data-bbox="523 1673 1233 1702">Mar. 2023 Outside Director, Toyo Tire Corporation (current position)</p> <p data-bbox="523 1709 1233 1738">Jun. 2023 Trustee, Akita International University (current position)</p> <p data-bbox="523 1744 1233 1818">Jun. 2023 Outside Director (Audit &amp; Supervisory Committee Member), Hirose Electric Co., Ltd.(current position)</p>	0 shares
<p data-bbox="276 1827 1129 1856">Reasons for nomination as candidate for outside Director and overview of expected role</p> <p data-bbox="276 1863 1433 1975">The Company expects that Ms. Araki will contribute to promoting sustainability and strengthening corporate governance of the Company based on her extensive experience in public administration over many years and her broad knowledge of CSR, environmental strategy, and healthcare, and therefore has nominated her as a candidate for outside Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
6	Chika Shiomi (June 17, 1972)  Reelection Outside Independent	Apr. 1995    Joined Fuji Filter Manufacturing Co., Ltd.	0 shares
		Mar. 2001    Director	
		Jun. 2003    Managing Director	
		Oct. 2002    Director and Vice President	
		Mar. 2006    President (current position)	
		Sep. 2014    Board Member, The Association of Liquid Filtration and Purification Industry (current position)	
		Nov. 2019    Member, Trade Issues Subcommittee, Business Support Committee, Small and Medium Enterprise Policy Making Council	
		Jun. 2020    Member, System Design WG, Fundamental Issues Subcommittee, Small and Medium Enterprise Policy Making Council	
		Mar. 2023    Outside Director, the Company (current position)	
		Apr. 2023    Outside Director, Fast Beauty inc. (current position)	
Reasons for nomination as candidate for outside Director and overview of expected role Ms. Shiomi has extensive experience and broad insight in the management of a manufacturer focused on globally expanding its business. The Company expects that she will provide advice, etc. for the overall management, drawing on her diverse viewpoints, and therefore has nominated her as a candidate for outside Director.			

- (Notes)
1. There is no special interest between any of the candidates and the Company.
  2. Mr. Nonagase , Ms. Araki and Ms.Shiomi are candidates for outside Director.
  3. Mr. Nonagase, Ms. Araki and Ms.Shiomi are outside Directors of the Company, and their period of service as outside Directors will have been ten years for Mr. Nonagase and three year for Ms. Araki and one year for Ms. Shiomi at the conclusion of this meeting.
  4. The Company has submitted notification to the Tokyo Stock Exchange that Mr. Nonagase, Ms. Araki and Ms.Shiomi have been designated as independent officers as provided for by the aforementioned exchange. If they are reelected as approved , the Company will continue to designate them as independent officers.
  5. The Company has entered into limited liability agreements with Mr. Nonagase, Ms. Araki and Ms.Shiomi to limit their liability to the amount stipulated in Article 425, Paragraph 1 of the Company Law of Japan. If they are approved , the Company plans to continue the agreement.
  6. The Company has entered into a directors and officers liability insurance policy with an insurance company to cover losses that may arise from the insureds' assumption of liability incurred in the performance of duties or from claims related to the pursuit of such liability. Candidates for Director will be included as insureds under the insurance policy, and the Company plans to renew the said policy with the same details during their terms of office.

**Proposal No. 3** Election of One Corporate Auditor

The term of office of Corporate Auditor Yoshihiro Maki will expire at the conclusion of this meeting. Therefore, the Company proposes the election of one Corporate Auditor.

In addition, the consent of the Board of Corporate Auditors has been obtained for the submission of this proposal.

The candidate for Corporate Auditor is as follows:

Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
<p style="text-align: center;">Yoshihiro Maki (September 23, 1947)</p> <p style="text-align: center;">Reelection Outside Independent</p>	<p>Apr. 1973      Joined Nissan Motor Co., Ltd. July 1997      General Manager, Materials Laboratory, Nissan Motor Co., Ltd. Apr. 2004      Executive Director, Kanagawa Industrial Technology Center Apr. 2010      Chairman, Kanagawa Academy of Science and Technology Apr. 2017      President, Kanagawa Institute of Industrial Science and Technology Apr. 2019      Executive Producer, Kanagawa Institute of Industrial Science and Technology Mar. 2020      Outside Corporate Auditor, the Company (current position) Apr. 2020      Business Producer, Kanagawa Institute of Industrial Science and Technology Sept. 2020      Auditor, YOKOHAMA National University (current position)</p>	<p>1,500 shares</p>
<p>Reasons for nomination as candidate for outside Corporate Auditor Mr. Maki has not been involved in corporate management in capacities other than as outside officer in the past. Nevertheless, the Company expects that he will contribute to strengthening corporate governance of the Company on his a wealth of experience and expertise as a public servant in successive key positions , and the Company has therefore nominated him as a candidate for outside Corporate Auditor.</p>		

- (Notes)
1. There is no special interest between the candidate and the Company.
  2. Mr. Maki is a candidate for outside Corporate Auditor.
  3. The Company has submitted notification to the Tokyo Stock Exchange that Mr. Maki has been designated as independent officer as stipulated by the Tokyo Stock Exchange, and plans for his designation as an independent officer to continue if the reelection of Mr. Sawada is approved.
  4. Mr. Maki is an outside Corporate Auditor of the Company, and his period of service will have been four years at the conclusion of this meeting.
  5. The Company has entered into a limited liability agreement with Mr. Maki to limit his liability to the amount stipulated in Article 425, Paragraph 1 of the Company Law of Japan. If the reelection of Mr. Maki is approved, the Company plans to continue the agreement.
  6. The Company has entered into a directors and officers liability insurance policy with an insurance company to cover losses that may arise from the insureds' assumption of liability incurred in the performance of duties or from claims related to the pursuit of such liability. Candidates for Corporate Auditor will be included as insureds under the insurance policy, and the Company plans to renew the said policy with the same details during their terms of office.



(Reference) Skill matrix of Directors and Corporate Auditors

The composition of Directors and Corporate Auditors, and the expertise and background particularly expected from each of them (skill matrix), in the event that Proposals No. 2 and No. 3 are approved and adopted as proposed at this meeting, are as follows.

	Name	Corporate management	Global	Production and manufacturing	Research and development	Sales and marketing	Finance and accounting	Legal and compliance	ESG and sustainability
Director	Eiichi Nakanishi	○	○	○	○	○			○
	Kensuke Nakanishi	○	○	○	○	○			
	Masataka Suzuki	○	○		○	○	○	○	○
	Yuji Nonagase	○		○	○	○	○		○
	Yukiko Araki	○	○			○		○	○
	Chika Shiomi	○	○	○		○			
Corporate Auditor	Hideki Toyotama	○	○	○	○	○			
	Yuji Sawada	○					○	○	
	Yoshihiro Maki	○		○	○			○	○