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Securities code: 9908

June 7, 2023

(Commencement date of electronic provision of documents: June 1, 2023)

To Shareholders with Voting Rights:

Yukiya Morita President and Representative Director Nihon Denkei Co., Ltd. 5-14-12 Ueno, Taito-ku, Tokyo, Japan

NOTICE OF

THE 78TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

We hereby inform you that the 78th Annual General Meeting of Shareholders of Nihon Denkei Co., Ltd. (the "Company") will be held as described below.

For this General Meeting of Shareholders, the Company provides documents electronically. Documents subject to electronic provision are posted on the following website under the headline "Notice of the 78th Annual General Meeting of Shareholders."

Company's website

https://www.n-denkei.co.jp/ir/ (in Japanese only)

The documents are also posted on the following website.

Tokyo Stock Exchange website (Listed Company Search)

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

To browse the documents, please access the above website, enter the name or securities code of the Company, search, and click "Basic information" and then "Documents for public inspection/PR information."

Shareholders who are not attending the meeting in person may exercise their voting rights in writing or via the internet. Please review the Reference Documents for the General Meeting of Shareholders included in the documents provided electronically and exercise your voting rights by 5:30 p.m. Japan time, Thursday, June 22, 2023.

Date and Time: Friday, June 23, 2023 at 10:00 a.m. Japan time
 Place: La Salle Royale, 2nd Basement, AURUM
 1-26-2 Higashiueno, Taito-ku, Tokyo, Japan

3. Meeting Agenda:

Matters to be reported:

- 1. The Business Report and Consolidated Financial Statements for the Company's 78th Fiscal Year (April 1, 2022 March 31, 2023) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
- 2. Non-consolidated Financial Statements for the Company's 78th Fiscal Year (April 1, 2022 March 31, 2023)

Proposals to be resolved:

Proposal 1: Appropriation of Surplus

Proposal 2: Election of Nine (9) Directors (Excluding Directors Concurrently Serving as

Audit and Supervisory Committee Members)

Proposal 3: Election of Three (3) Directors Concurrently Serving as Audit and

Supervisory Committee Members

Proposal 4: Election of One (1) Substitute Director Concurrently Serving as an Audit

and Supervisory Committee Member

1) If there is any revision to the documents provided electronically, the revised version will be posted on the websites where those documents were initially posted.

- 2) If you are attending the meeting in person, please submit the enclosed Voting Rights Exercise Form at the reception desk on the day of the meeting.
- 3) Guide for exercising voting rights
 - (1) Exercising voting rights in writing
 Please indicate your vote for or against each proposal on the enclosed Voting Rights Exercise Form

and return the form so that it is received by 5:30 p.m. Japan time, Thursday, June 22, 2023. If you do not indicate whether you vote for or against a proposal, we will deem that you have voted for the proposal.

the proposal.

(2) Exercising voting rights via the internet
If you are exercising your voting rights via the internet, please refer to the "Guide for Exercising
Voting Rights via the Internet" on page 3 of the Japanese version (available in Japanese only) and
exercise your voting rights by 5:30 p.m. Japan time, Thursday, June 22, 2023.

- (3) If you exercise your voting rights both via the internet and in writing, your vote via the internet will be valid.
- (4) If you exercise your voting rights via the internet more than once, your last vote will be valid.
- < Requests to shareholders attending the meeting in person >
 We will neither distribute gifts at the General Meeting of Shareholders nor hold a social gathering after the meeting. Your understanding would be appreciated.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company's basic policy for appropriation of surplus is to return profits to shareholders proactively in accordance with its business performance, while securing necessary internal reserves for sound business operations and maintaining financial health.

Under this policy, the Company proposes to pay a year-end dividend of 45 yen per share.

Matters concerning year-end dividends

(1) Matters concerning the allotment of dividend property to shareholders and the total amount 45 yen per share of the Company's common stock (including an ordinary dividend of 45 yen)

Total amount: 520,553,205 yen

(2) Effective date of dividends of surplus

June 26, 2023

Combined with the interim dividend of 30 yen per share the Company paid in December 2022, the annual dividend will be 75 yen per share.

Proposal 2: Election of Nine (9) Directors (Excluding Directors Concurrently Serving as Audit and Supervisory Committee Members)

The terms of office of all nine (9) Directors (excluding Directors concurrently serving as Audit and Supervisory Committee Members) expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes to elect nine (9) Directors (excluding Directors concurrently serving as Audit and Supervisory Committee Members).

The candidates for Director (excluding Director concurrently serving as an Audit and Supervisory Committee Member) are as follows.

No.	Name (Date of birth)	Car	Number of shares of the Company held	
1	Tanho Yanagi (February 28, 1962) [Reappointment]	Chairman, DEN Chairman, DEN Chairman, DEN (SHANGHAI) C		30,136
		, ,	ON DENKEI (HONG KONG) LIMITED	

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
2	Yukiya Morita (September 11, 1963) [Reappointment]	March 1987 March 2007 April 2008 April 2011 October 2012 June 2013 April 2016 March 2017 April 2018 April 2020 April 2021 April 2022	Joined the Company General Manager of Mie Sales Office General Manager of Nagoya Sales Office Executive Officer attached to Domestic Sales Division Executive Officer, Deputy General Manager of Overseas Sales Division Director, Deputy General Manager of Overseas Sales Division In charge of ASEAN and other areas Managing Director, General Manager of Domestic Sales Division In charge of Koshinetsu Area Managing Director, General Manager of Domestic Sales Division In charge of Koshinetsu Area, Business Promotion Department and Sales Support Unit Senior Managing Director, General Manager of Domestic Sales Division In charge of Business Promotion Department and Sales Support Unit Senior Managing Director, General Manager of Domestic Sales Division In charge of Sales Support Unit Representative Director and Executive Vice President President and Representative Director (current position)	23,628

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
3	Takuya Kajiwara (May 11, 1968) [Reappointment]		Joined the Company General Manager of Chiba Sales Office Executive Officer, General Manager of New Business Promotion Section and EMC Business Promotion Section Executive Officer, In charge of Domestic Sales Division Executive Officer, General Manager of Tokyo Sales Office Executive Officer, Domestic Sales Division In charge of Tohoku and Northern Kanto Areas Director, Domestic Sales Division In charge of Kyushu Area Director, Deputy General Manager of Domestic Sales Division In charge of Kyushu area Director, Deputy General Manager of Domestic Sales Division In charge of Chushikoku and Kyushu Areas Director, Deputy General Manager of Domestic Sales Division In charge of Kansai Keiji Area and Business Promotion Department Managing Director, General Manager of Domestic Sales Division In charge of Business Promotion Department and Sales Support Unit Managing Director, General Manager of Sales Division (current position)	13,590

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
4	Fuminori Wada (August 3, 1967) [Reappointment]	July 1988 March 2007 March 2013 March 2014 March 2015 April 2016 June 2016 March 2017 April 2019 April 2020 April 2021 January 2022 June 2022	Joined the Company General Manager of Ibaraki Sales Office Head of International Center Executive Officer, Head of International Center Executive Officer, In charge of Overseas Sales Division Executive Officer, General Manager of Overseas Sales Division Director, General Manager of Overseas Sales Division Director, General Manager of Overseas Sales Division In charge of China, Taiwan, and Korea Areas Managing Director, General Manager of Overseas Sales Division In charge of Overseas Business Promotion Department Managing Director, General Manager of Overseas Sales Division In charge of Overseas Business Promotion Department and ASEAN and Other Areas Managing Director, General Manager of Overseas Sales Division In charge of Overseas Business Promotion Department and ASEAN and Other Areas Managing Director, General Manager of Overseas Sales Division In charge of Overseas Business Promotion Department Managing Director, In charge of special missions assigned by President Audit and Compliance Promotion Officer Director, Audit and Compliance Promotion Officer (current position)	Company held 20,450

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
		March 1989	Joined the Company	1 ,
		March 2007	General Manager of Hitachinaka Sales Office	
		April 2016	Executive Officer, General Manager of Hitachinaka Sales Office	
		April 2017	In charge of Tohoku and Northern Kanto Areas Executive Officer, General Manager of Yokohama Sales Office	
		June 2017	In charge of Kanagawa Area Executive Officer, Domestic Sales Division In charge of Tohoku and Northern Kanto Areas	
		April 2019	Executive Officer, Domestic Sales Division In charge of Tohoku and Koshinetsu Areas	
		June 2019	Director, Domestic Sales Division	
		April 2020	In charge of Tohoku and Koshinetsu Areas Director, Deputy General Manager of Overseas Sales Division	
	Yoshimi Kikuta (September 20, 1968) [Reappointment]	January 2022	In charge of China, Taiwan, and Korea Areas Director, General Manager of Overseas Sales Division	
		April 2022	In charge of China, Taiwan, and Korea Areas Director, Deputy General Manager of Sales Division	
5			General Manager of Overseas Sales Management Department	12,500
		April 2023	In charge of ASEAN and Other Areas Director, Deputy General Manager of Sales Division	
			General Manager of Overseas Sales Management Department In charge of India and Americas (current position)	
		[Significant con-	current positions]	
			N DENKEI (MALAYSIA) SDN. BHD.	
		· ·	ND KOREA CO., LTD.	
			N DENKEI (HONG KONG) LIMITED	
		Director, DENKEI TECHNOLOGY R&D (SHANGHAI) CO., LTD.		
		Director, DENKEI TRADING (SHANGHAI) CO., LTD.		
		Director, DENKEI SCIENCE & TECHNOLOGY DEVELOPMENT		
		(SHANGHAI) CO. ,LTD.		
		Director, NIHON DENKEI INDIA PRIVATE LTD.		
		· ·	HON DENKEI INDONESIA	
		· ·	AN DENKEI SOLUTION CO., LTD.	
		· ·	N DENKEI PHILIPPINES INC.	
		· ·	N DENKEI (THAILAND) CO., LTD.	
		· ·	EI CORPORATION AMERICAS	

No.	Name (Date of birth)	Care a	Number of shares of the Company held	
6	Masahiko Akiyama (May 13, 1967) [Reappointment]	Auditor, DENKE Auditor, DENKE (SHANGHAI) CO Auditor, TAIWAI Auditor, ND KOR Auditor, PT. NIHO Auditor, Aikoh En Auditor, Mirai B I Auditor, ALAE E	I TECHNOLOGY R&D (SHANGHAI) CO., LTD. I TRADING (SHANGHAI) CO., LTD. I SCIENCE & TECHNOLOGY DEVELOPMENT D., LTD. N DENKEI SOLUTION CO., LTD. REA CO., LTD. ON DENKEI INDONESIA ngineering Co., Ltd.	6,300
7	Yuji Kimura (October 6, 1962) [Reappointment]	March 1986 March 2010 March 2014 March 2017 June 2017 March 2018 March 2020 March 2022 June 2022	Joined the Company General Manager of Sendai Sales Office and Yamagata Sales Office General Manager of Yokohama Sales Office Executive Officer responsible for Korean subsidiary Executive Officer, General Manager of Yokohama Sales Office Executive Officer, Domestic Sales Division In charge of Kanagawa Area Senior Executive Officer, Domestic Sales Division In charge of Kanagawa Area Senior Executive Officer, Deputy General Manager of Sales Division General Manager of Domestic Sales Management Department In charge of Kanagawa and Tokai Chubu Areas Director, Deputy General Manager of Sales Division General Manager of Domestic Sales Management Department Became in charge of Kanagawa and Tokai Chubu Areas (current position)	2,100

No.	Name (Date of birth)		er summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
8	Ryo Sakuma (April 23, 1967) [Reappointment]	· ·	Joined Yamaichi Securities Co. Ltd. Joined Nihon Jyoho System Co., LTD. Director, Tokyo Branch Manager, SFCG CO., LTD. Director, General Manager of Real Estate Department Joined DODWELL B•M•S LTD. Deputy General Manager, Security System Business Division (current position) Director, Purus Inc. (current position) Director of the Company (current position) Representative Director, Ai-Glies Inc. (current position) arrent positions] o., Ltd. (current position) rector, Ai-Glies Inc.	
9	Akira Sato (February 6, 1987) [Reappointment]	Director, Japan Cl Director, Innovati	Technics Co., Ltd.	

Notes: 1. There are no special interests between each of the candidates and the Company.

- 2. Mr. Ryo Sakuma and Mr. Akira Sato are candidates for Outside Director.
- 3. Reasons for nomination as candidates for Outside Director and overview of expected roles
- (1) Mr. Ryo Sakuma serves as Representative Director of Ai-Glies Inc. and Director of Purus Inc. and has a high level of insight into corporate management. Considering that he can contribute to strengthening the business management structure and maximizing corporate value, the Company nominated him as a candidate for Outside Director. Ai-Glies Inc. and Purus Inc. are subsidiaries of Ai Holdings Corporation, the largest shareholder of the Company. He will

- have served as Outside Director of the Company for four (4) years at the conclusion of this General Meeting of Shareholders.
- (2) Mr. Akira Sato serves as Director of Ishimori Technics Co., Ltd., Japan Cherri Co., Ltd., Innovation Farm, Inc., and Micro Talk Systems Corp. and has a high level of insight into corporate management. Considering that he can contribute to strengthening the business management structure and maximizing corporate value, the Company nominated him as a candidate for Outside Director. Ishimori Technics Co., Ltd., Innovation Farm, Inc., and Micro Talk Systems Corp. are subsidiaries of Ai Holdings Corporation, the largest shareholder of the Company, while Japan Cherri Co., Ltd. is an affiliated company of Ai Holdings Corporation. He will have served as Outside Director of the Company for two (2) years at the conclusion of this General Meeting of Shareholders.
- 4. The Company has entered into a directors and officers insurance contract with an insurance company to insure all Directors. The insurance covers any damages that may result from the insured Directors being liable for the performance of their duties or being subject to a claim for the pursuit of such liability. If the candidates become Directors, they will be insured under the said insurance contract, and the Company will renew the said insurance contract with the same contents during their terms of office.

Proposal 3: Election of Three (3) Directors Concurrently Serving as Audit and Supervisory Committee Members

The terms of office of all three (3) Directors concurrently serving as Audit and Supervisory Committee Members expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes to elect three (3) Directors concurrently serving as Audit and Supervisory Committee Members.

The Audit and Supervisory Committee has given its consent to this proposal.

The candidates for Director concurrently serving as Audit and Supervisory Committee Members are as follows.

No.	Name (Date of birth)	Care a	Number of shares of the Company held	
1	Toshio Fujiwara (January 19, 1960) [Reappointment]	April 1982 October 2002 July 2004 November 2007 June 2010 October 2013 July 2016 March 2017 June 2017	Joined IWATSU ELECTRIC CO., LTD. Joined Iwatsu Test Instruments Corporation General Manager of West Japan Sales Office General Manager of Sales Department Director, General Manager of Sales Department Director, General Manager of Sales Division Manager-in-charge of Sales Department No.2, IWATSU ELECTRIC CO., LTD. Left IWATSU ELECTRIC CO., LTD. Outside Director (Audit and Supervisory Committee Member) of the Company (current position)	2,008
2	Yoshio Ogura (October 16, 1963) [Reappointment]	October 1988 July 1997 May 2005 July 2015 April 2018 June 2018	Joined Hitachi Koki Co. Ltd. Joined LeCroy Japan Corporation Joined Rohde & Schwarz Japan General Manager of Agency Sales Department Left Rohde & Schwarz Japan Outside Director (Audit and Supervisory Committee Member) of the Company (current position)	_

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
3	Keiko Sano (October 17, 1966) [New appointment]	April 1993 July 1995 February 1999 December 2000 January 2002 July 2009 January 2013 November 2017 January 2018 September 2022	Joined Sumitomo Bank Capital Markets, Inc. (currently SMBC Capital Markets, Inc.) Credit Analyst Joined Smith Barney (currently Citigroup Inc.) Credit Analyst Equity Analyst, The Mitsubishi Trust and Banking Corporation (currently Mitsubishi UFJ Trust and Banking Corporation) Joined Knight Securities Sales Trader Joined Cross-Border Communications Co., Ltd. Managing Partner Joined Tokio Marine Capital (currently T Capital Partners Co., Ltd.) Principal, Global IR Division Joined Bain Capital Asia, LLC (currently Bain Capital Private Equity (Asia), LLC) General Manager of IR Office in charge of Japan Established J.Bridge LLC Partner (current position) Representative Director, Monument Group Limited Partnership Outside Director, Ai Holdings Corporation (current	
			position)	

Notes: 1. There are no special interests between each of the candidates and the Company.

- 2. Mr. Toshio Fujiwara, Mr. Yoshio Ogura and Ms. Keiko Sano are candidates for Outside Director.
- 3. Reasons for nomination as candidates for Outside Director and overview of expected roles
- (1) Mr. Toshio Fujiwara long worked for a leading manufacturing company in the electronic measurement instrument industry, to which the Company belongs. Expecting him to take advantage of his abundant experience in the industry as well as deep knowledge and insight for the Company's audit system, the Company nominated him as a candidate for Outside Director. He will have served as Outside Director concurrently serving as an Audit and Supervisory Committee Member of the Company for six (6) years at the conclusion of this General Meeting of Shareholders. In addition, Mr. Toshio Fujiwara is a candidate for independent director/auditor stipulated in Article 436-2 of the Securities Listing Regulations set by the Tokyo Stock Exchange.
- (2) Mr. Yoshio Ogura long worked for a leading manufacturing company in the electronic measurement instrument industry. Expecting him to take advantage of his abundant experience in the industry as well as deep knowledge and insight for the Company's audit system, the Company nominated him as a candidate for Outside Director. He will have served as Outside Director concurrently serving as an Audit and Supervisory Committee Member of the Company for five (5) years at the conclusion of this General Meeting of Shareholders. In addition, Mr. Yoshio Ogura is a candidate for independent director/auditor stipulated in Article 436-2 of the Securities Listing Regulations set by the Tokyo Stock Exchange.
- (3) Ms. Keiko Sano has long years of experience in IR activities for institutional investors, as well as analyst work at financial institutions. Expecting her to give feedback and guidance on

- the Company's management from the perspective of global investors, the Company nominated her as a candidate for Outside Director.
- 4. The Company has entered into a directors and officers insurance contract with an insurance company to insure all Directors. The insurance covers any damages that may result from the insured Directors being liable for the performance of their duties or being subject to a claim for the pursuit of such liability. If the candidates become Directors, they will be insured under the said insurance contract, and the Company will renew the said insurance contract with the same contents during their terms of office.

Proposal 4: Election of One (1) Substitute Director Concurrently Serving as an Audit and Supervisory Committee Member

To prepare for the case where the number of Directors concurrently serving as Audit and Supervisory Committee Members falls short of the number required by laws and regulations, the Company proposes to elect one (1) substitute Director concurrently serving as an Audit and Supervisory Committee Member.

The Audit and Supervisory Committee has given its consent to this proposal.

The candidate for substitute Director concurrently serving as an Audit and Supervisory Committee Member is as follows.

Name (Date of birth)	Са	Number of shares of the Company held	
	April 1978	Joined Tokyo Regional Taxation Bureau	
	July 2003	Deputy District Director of Omiya Tax Office,	
		Kantoshinetsu Regional Taxation Bureau	
Yoshio Matsumoto	July 2009	District Director of Nakano Tax Office, Tokyo	
(May 11, 1954)		Regional Taxation Bureau	_
(May 11, 1934)	August 2015	Established Yoshio Matsumoto Licensed Tax	
		Accountant Office (current position)	
	June 2020	Outside Director (Audit and Supervisory Committee	
		Member) of the Company (current position)	

Notes: 1. There are no special interests between the candidate and the Company.

- 2. Mr. Yoshio Matsumoto is a candidate for substitute Outside Director.
- 3. Mr. Yoshio Matsumoto is a licensed tax accountant and has a substantial level of knowledge on finance and accounting. Expecting him to take advantage of his expertise in offering advice and recommendations for the Company's audits, the Company nominated him as a candidate for substitute Outside Director concurrently serving as an Audit and Supervisory Committee Member.
- 4. Mr. Yoshio Matsumoto meets the criteria for an outside director/auditor stipulated in the Tokyo Stock Exchange's regulations. If he becomes Outside Director concurrently serving as an Audit and Supervisory Committee Member, the Company will register him as an independent director/auditor with the Tokyo Stock Exchange.
- 5. The Company has entered into a directors and officers insurance contract with an insurance company to insure all Directors. The insurance covers any damages that may result from the insured Directors being liable for the performance of their duties or being subject to a claim for the pursuit of such liability. If Mr. Yoshio Matsumoto becomes Director concurrently serving as an Audit and Supervisory Committee Member, he will be insured under the said insurance contract.