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Securities code: 1429

March 8, 2024

(Commencement date of measures for electronic provision: March 6, 2024)

To Shareholders with Voting Rights:

Fumitaka Nakamura President and Representative Director Nippon Aqua Co., Ltd. 2-16-2 Konan, Minato-ku, Tokyo, Japan

NOTICE OF

THE 20th ANNUAL GENERAL MEETING OF SHAREHOLDERS

We would like to extend our deepest sympathies and condolences to all those affected by the 2024 Noto Peninsula Earthquake in January.

We hereby inform you that the 20th Annual General Meeting of Shareholders of Nippon Aqua Co., Ltd. (the "Company") will be held as described below.

In the convocation of this General Meeting of Shareholders, measures for electronic provision will be implemented and matters subject to these measures will be posted as the "Notice of the 20th Annual General Meeting of Shareholders" on the internet on the following website.

The Company's website: https://www.n-aqua.jp/ir-en/stock/resolve/

In addition to the above, matters subject to the measures for electronic provision will also be posted on the internet on the website of the Tokyo Stock Exchange, available through the following link. Please access the Tokyo Stock Exchange's website and enter or search for the Company's issue name (company name) or securities code, and select "Basic information" followed by "Documents for public inspection/PR information" to peruse information that has been posted.

Tokyo Stock Exchange's website (Listed Company Search):

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

If you are unable to attend the Meeting, you may exercise your voting rights in writing or via the internet (electromagnetic means). Please review the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights so they arrive or are submitted no later than 6:00 p.m. (JST) on Wednesday, March 27, 2024.

[Exercise of voting rights in writing]

Please indicate your approval or disapproval of the proposals on the enclosed voting form, and return it so that your vote is received no later than the above exercise deadline.

[Exercise of voting rights via the internet]

Please access the website for exercising voting rights (https://evote.tr.mufg.jp/, available in Japanese). Use the "login ID" and "temporary password" described in the enclosed voting form, and follow the directions on the screen to register your approval or disapproval of the proposals no later than the above exercise deadline.

When exercising voting rights via the internet, please refer to "Guidance Notes on the Exercise of Voting Rights via the Internet" on page 3 of the Japanese version of this document and indicate your approval or disapproval of the proposals by the above exercise deadline.

1. Date and Time: Thursday, March 28, 2024 at 10:00 a.m. Japan time

(Reception starts at 9:00 a.m.)

2. Place: 3rd Floor, Annex Building, Shinagawa Season Terrace Conference

1-2-70 Konan, Minato-ku, Tokyo, Japan

3. Meeting Agenda:

Matters to be reported: The Business Report and Non-consolidated Financial Statements for the Company's 20th Fiscal Year (from January 1, 2023 to December 31, 2023)

Proposals to be resolved:

Proposal 1: Appropriation of Surplus

Proposal 2: Election of Seven (7) Directors (Excluding Directors Who Are Audit and

Supervisory Committee Members)

Proposal 3: Election of One (1) Director Who is an Audit and Supervisory Committee

Member

Proposal 4: Revision of Amount of Remuneration for Directors (Excluding Directors

Who Are Audit and Supervisory Committee Members)

4 Matters Determined for Convocation of General Meeting of Shareholders:

- (1) Among the matters subject to the measures for electronic provision, in accordance with the related laws and regulations and Article 15 of the Company's Articles of Incorporation, the Notes to Non-consolidated Financial Statements are not included in the paper copy to be sent to shareholders. Accordingly, the paper copy to be sent to shareholders represents only part of the applicable documents which the Audit and Supervisory Committee and Accounting Auditor audited to prepare their audit reports.
- (2) If voting rights are exercised in duplicate via both the internet and the voting form, the exercise of voting rights via the internet shall prevail. In addition, if voting rights are exercised multiple times via the internet, the vote made last shall prevail.
- (3) If neither approval nor disapproval is indicated for each of the proposals on the voting form, it shall be treated as indicating approval for propositions by the Company.
- If you are able to attend the Meeting, you are kindly requested to present the enclosed voting form at the reception.
- Any revisions to the matters subject to the measures for electronic provision will be posted as detailed before and after revision on the internet on the Company's website and the Tokyo Stock Exchange's website as listed above.
- Other relevant notices and information for shareholders will be posted on the Company's website. Please access the Company's website to peruse the latest information available.
- The results of resolutions made at this General Meeting of Shareholders will be posted on the Company's website following the conclusion of the Meeting instead of sending a notice on paper by mail.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

Regarding the appropriation of surplus, the Company proposes the following.

Matters concerning year-end dividends

Considering the enhancement of the corporate structure, future business development, and other matters, the Company has decided to pay a year-end dividend of ¥32 per share for the fiscal year under review.

- (1) Matters concerning the allotment of dividend property to shareholders and the total amount ¥32 per common share of the Company Total amount: ¥1,005,060,128
- (2) Effective date of distribution of surplus March 29, 2024

Proposal 2: Election of Seven (7) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all seven (7) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of seven (7) Directors (excluding Directors who are Audit and Supervisory Committee Members).

Each candidate for Director (excluding Directors who are Audit and Supervisory Committee Members) was determined by the Board of Directors based on the deliberations of the Nomination Committee, of which the majority of members are independent Outside Directors.

The candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members) are as follows.

No.	Name		Current positions and responsibilities at the Company	Years in office as Director	Attendance at the Board of Directors meetings
1	Fumitaka Nakamura	[Reappointment] [Male]	President and Representative Director Representative Director of Aquafoam Asia Associates	19 years 4 months	17/18
2	Yuka Murakami	Senior Managing Director Responsible for Administration, Finance and Accounting, and Operations Management		15 years 1 month	18/18
3	Kazuhisa Nagata	Cazuhisa Nagata [Reappointment] [Male] Director Responsible for Technical Center, Quality Management, Work Projects, Contractor Development, and Machine Maintenance Departments		2 years	18/18
4	Koji Fujii	Koji Fujii [Reappointment] Director [Male] Responsible for Housing Business		1 Year	13/13
5	Keishi Usami	[Reappointment] [Male]	Director Responsible for Construction Business	1 Year	13/13
6	Yoshiaki Takahashi	[Reappointment] [Outside] [Independent] [Male]	Outside Director	1 Year	13/13
7	Takeshi Kenmochi	[Reappointment] [Outside] [Independent] [Male]	Outside Director	1 Year	13/13

[Reappointment]: Candidate for reappointment

[Outside]: Candidate for Outside Director

[Independent]: Independent Director

No.	Name (Date of birth)		Career summary, positions, responsibilities, and significant concurrent positions				
1	Fumitaka Nakamura (June 24, 1968) [Reappointment]	March 1990 December 1992 March 2001 October 2003 November 2004 July 2016	Joined Shinko Home Co., Ltd. Joined INOAC CORPORATION Joined Foam insulation Co., Ltd. Joined BASF INOAC Polyurethanes Ltd. Established the Company President and Representative Director (to present) Representative Director of Aquafoam Asia Associates (to present)	1,005,800			
	FD 6	1:1					

[Reason for nomination as candidate for Director]

Mr. Fumitaka Nakamura has demonstrated strong leadership as Representative Director since the Company was founded in 2004, and has driven the Company's growth as the officer responsible for strategic planning and business execution in relation to the entire business. The Company has determined that he is capable of continuing to fulfill the roles of Director in making decisions on important matters and supervising business execution while contributing to the sustainable growth and enhancing the corporate value of the Company moving forward, and has therefore nominated him as a candidate for Director.

		April 1987	Joined the House of Representatives Members	
			Office	
		September 1993	Joined Central Homes Co., Ltd.	
		December 2004	Joined the Company	
			General Manager of General Affairs Department	
		February 2009	Director and General Manager of General	
	Yuka Murakami		Affairs Department	
	(March 13, 1967)	August 2012	Managing Director	266,400
		March 2013	Senior Managing Director	200,400
	[Reappointment]	April 2022	Senior Managing Director	
			Responsible for Administration, Finance and	
_			Accounting	
2		July 2023	Senior Managing Director	
			Responsible for Administration, Finance and	
			Accounting, and Operations Management (to	
			present)	

[Reason for nomination as candidate for Director]

Ms. Yuka Murakami has a wealth of experience and achievements in legal affairs, personnel and general affairs, finance and accounting, public relations and risk management, and has overseen the corporate planning department of the Company and contributed to the enhancement of corporate value since joining the Company. The Company has determined that she is capable of continuing to fulfill the roles of Director in making decisions on important matters and supervising business execution while contributing to the sustainable growth and enhancing the corporate value of the Company moving forward, and has therefore nominated her as a candidate for Director.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
3	Kazuhisa Nagata (July 1, 1966) [Reappointment]	April 1992 September 2012 March 2016 March 2017 March 2018 March 2019 January 2022 March 2022 October 2023	Joined Nisshinbo Chemical Inc. Seconded to NEDO (New Energy and Industrial Technology Development Organization) Joined the Company General Manager of Raw Materials Development Department General Manager of Raw Materials Development Division Director Executive Officer and General Manager of Technical Center Senior Executive Officer, Responsible for Development Department and Technical Center Director, Responsible for Development Department and Technical Center Director, Responsible for Development Department, Technical Center, Work Projects, Contractor Development, and Machine Maintenance Departments Director, Responsible for Technical Center, Quality Management, Work Projects, Contractor Development, and Machine Maintenance Departments (to present)	8,200

[Reason for nomination as candidate for Director]

Mr. Kazuhisa Nagata has contributed to expanding the business domains of the Company since joining the Company through the development of urethane raw materials by leveraging his wealth of experience and knowledge as well as profound expertise as a professional well versed in construction sites, and he has been participating in management as a Director since March 2022. The Company has determined that he is capable of continuing to fulfill the roles of Director in making decisions on important matters and supervising business execution while contributing to the sustainable growth and enhancing the corporate value of the Company moving forward, and has therefore nominated him as a candidate for Director.

		February 1994	Joined Housetec Inc.	
		April 2013	Joined the Company	
		March 2017	General Manager of Hokuriku/Koshinetsu Block	
		January 2019	General Manager of Kitakanto Block	
	Koji Fujii	January 2020	Executive Officer	
	(May 31, 1973)	January 2022	Junior Executive Officer	
		January 2023	Senior Executive Officer, Responsible for	-
	[Reappointment]		Housing Business Department	
		March 2023	Director, Responsible for Housing Business	
			Department	
4		January 2024	Director, Responsible for Housing Business (to	
			present)	

[Reason for nomination as candidate for Director]

Mr. Koji Fujii has, since joining the Company, gained experience as a manager responsible for important sales blocks, and contributed to expanding the businesses of the Company mainly in the Single-Family Homes Division, as the officer responsible for the Housing Business Department, and he has been participating in management as a Director since March 2023. The Company has determined that he is capable of fulfilling the roles of Director in making decisions on important matters and supervising business execution while contributing to the sustainable growth and enhancing the corporate value of the Company moving forward, and has therefore nominated him as a candidate for Director.

No.	Name (Date of birth)	Carec	Number of shares of the Company held	
5	Keishi Usami (April 30, 1967) [Reappointment]	April 1993 August 1997 July 2008 October 2012 February 2016 March 2016 March 2019 January 2023 March 2023 January 2024	Joined Osaka Fernandes Co., Ltd. Joined Sumitomo Forestry 2x4 Co., Ltd. Joined the Company General Manager of Sales Department, Tohoku Block General Manager of Construction Sales Department Director Executive Officer Junior Executive Officer Responsible for Construction Business Department Director, Responsible for Construction Business Department Director, Responsible for Construction Business (to present)	16,200

[Reason for nomination as candidate for Director]

Mr. Keishi Usami has, since joining the Company, gained experience as a manager responsible for an important sales block, and has promoted expanding the business activities of the Buildings Division as the officer responsible for the Construction Business Department, and he has been participating in management as a Director since March 2023. The Company has determined that he is capable of fulfilling the roles of Director in making decisions on important matters and supervising business execution while contributing to the sustainable growth and enhancing the corporate value of the Company moving forward, and has therefore nominated him as a candidate for Director.

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[Reason for nomination as candidate for Outside Director and expected roles]

Mr. Yoshiaki Takahashi served in important positions at companies such as The Daiei, Inc. and Frontier Management Inc., and has a wealth of experience in corporate management and organizational operations. He served as an Outside Auditor of the Company for three years from March 2014, and is well versed in the business of the Company. He has been participating in management as an Outside Director since March 2023, and the Company expects that he will continue to provide advice on the management of the Company and appropriately supervise it from an objective perspective, and has therefore nominated him as a candidate for Outside Director.

No.	Name (Date of birth)	Caree ar	Number of shares of the Company held	
		October 2003	Joined Chuo Aoyama Audit Corporation Kyoto Office (currently PricewaterhouseCoopers Japan LLC)	
	Takeshi Kenmochi (June 13, 1979)	March 2007 June 2012	Registered as a Certified Public Accountant Established Takeshi Kenmochi CPA Office, Representative (to present)	
	[Reappointment] [Outside]	April 2017	Senior Managing Director of TAKAYOSHI, INC.	-
7	[Independent]	December 2021 March 2023 June 2023	Representative Director and Vice President Outside Director of the Company (to present) Outside Director (Audit and Supervisory Committee Member) of NIPPON CHEMICAL INDUSTRIAL CO., LTD. (to present)	

[Reason for nomination as candidate for Outside Director and expected roles]

Mr. Takeshi Kenmochi has a wealth of experience and broad insight as a business manager, including serving as Representative Director and Vice President of TAKAYOSHI, INC., in addition to professional knowledge, experience, etc. cultivated as a certified public accountant. He has been participating in management as an Outside Director since March 2023, and the Company expects that he will continue to provide advice on the management of the Company and appropriately supervise it from an objective perspective, and has therefore nominated him as a candidate for Outside Director.

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

- 2. Mr. Yoshiaki Takahashi assumed office as Auditor of the Company on March 31, 2014, and resigned from this position on March 28, 2017.
- 3. Messrs. Yoshiaki Takahashi and Takeshi Kenmochi are candidates for Outside Director.
- 4. The Company has registered Directors Messrs. Yoshiaki Takahashi and Takeshi Kenmochi as independent Directors with Tokyo Stock Exchange, Inc. under the regulations of the Exchange.
- 5. The Company has entered into a directors and officers liability insurance agreement as outlined below. Each candidate is already insured under this insurance agreement and will continue to be included in the insured persons after they are elected. The Company plans to renew this insurance agreement with the same terms and conditions at the next renewal.

[Outline of the insurance agreement]

(1) Actual ratio of premiums paid by the insured

The Company bears the full amount of all insurance premiums. As such, the insured do not assume responsibility for any actual premiums.

(2) Outline of events insured against

This insurance agreement covers compensation for damages to be borne by the insured person in the event of claims made against them for actions taken in the course of their duties as an officer, etc. of the Company.

(3) Measures to ensure the appropriateness of the performance of duties by officers, etc. There are certain exemptions to the provision of coverage. For example, the insured officer, etc. will not be covered for damages arising from actions taken with knowledge that they were in violation of laws and regulations.

Proposal 3: Election of One (1) Director Who is an Audit and Supervisory Committee Member

At the conclusion of this General Meeting of Shareholders, Director who is an Audit and Supervisory Committee Member Mr. Noboru Kohara will resign from his position. Accordingly, the Company proposes the election of one (1) Director who is an Audit and Supervisory Committee Member as his substitute.

The term of office of a Director who is an Audit and Supervisory Committee Member elected at this General Meeting of Shareholders shall expire when the term of office of the retiring Director who is an Audit and Supervisory Committee Member expires, in accordance with the provisions of the Articles of Incorporation of the Company.

The candidate for Director who is an Audit and Supervisory Committee Member was determined by the Board of Directors based on the deliberations of the Nomination Committee. The consent of the Audit and Supervisory Committee for the submission of this Proposal has been obtained in advance.

The candidate for Director who is an Audit and Supervisory Committee Member is as follows.

Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held		
	March 1972	Joined Bridgestone Cycle Corporation			
Junichi Tamagami	February 2002	Director and General Manager of Administration			
(May 21, 1949) Departm		Department of Bridgestone Cycle Western Japan			
		Sales Corporation			
[New appointment]	February 2005	Managing Director of Bridgestone Cycle Eastern	-		
[Outside]		Japan Sales Corporation			
[Independent]	February 2008 Managing Executive Officer				
	March 2017	Outside Auditor of the Company			

[Reason for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and expected roles]

Mr. Junichi Tamagami has served in important positions in the administration department of the Bridgestone Cycle Corporation Group and has a wealth of experience and advanced insight. He served as Full-time Outside Auditor of the Company for six years from March 2017, and is well versed in the business of the Company. Based on this experience and insight, the Company expects that he will supervise overall management and implement appropriate audits if he assumes office as Director who is an Audit and Supervisory Committee Member, and has therefore nominated him as a candidate for Outside Director who is an Audit and Supervisory Committee Member.

Notes: 1. There are no special interests between Mr. Junichi Tamagami and the Company.

- 2. Mr. Junichi Tamagami assumed office as Auditor of the Company on March 28, 2017, and resigned from this position on March 28, 2023.
- 3. Mr. Junichi Tamagami is a candidate for Outside Director.
- 4. If Mr. Junichi Tamagami is elected and assumes office, the Company will register him as an independent Director with Tokyo Stock Exchange, Inc. under the regulations of the Exchange.
- 5. If the election of Mr. Junichi Tamagami is approved, the Company will enter into an agreement with him in accordance with Article 427, Paragraph 1 of the Companies Act to limit his liability for damages pursuant to Article 423, Paragraph 1 of the same Act. The maximum amount of liability for damages pursuant to the agreement is the minimum amount stipulated by laws and regulations.
- 6. If the election of Mr. Junichi Tamagami is approved, the Company will enter into a directors and officers liability insurance agreement as outlined below.

[Outline of the insurance agreement]

(1) Actual ratio of premiums paid by the insured

The Company bears the full amount of all insurance premiums. As such, the insured do not assume responsibility for any actual premiums.

(2) Outline of events insured against

This insurance agreement covers compensation for damages to be borne by the insured person in the event of claims made against them for actions taken in the course of their duties as an officer, etc. of the Company.

(3) Measures to ensure the appropriateness of the performance of duties by officers, etc. The insurance agreement has a clause for deductible amount stipulating that damage up to the deductible amount shall not be covered. In addition, there are certain exemptions to the provision of coverage. For example, the insured officer, etc. will not be covered for damages arising from actions taken with knowledge that they were in violation of laws and regulations.

Proposal 4: Revision of Amount of Remuneration for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

It was approved at the 19th Annual General Meeting of Shareholders held on March 28, 2023 that the maximum amount of remuneration (excluding the amount of remuneration related to restricted stock, the same shall apply hereinafter in this Proposal) for Directors of the Company (excluding Directors who are Audit and Supervisory Committee Members, the same shall apply hereinafter in this Proposal) shall be 300 million yen per annum (including the maximum amount of 20 million yen for Outside Directors, and excluding the employee salaries for Directors who serve concurrently as employees), but the Company proposes to revise the maximum amount of remuneration for Directors to 500 million yen per annum (including the maximum amount of 20 million yen for Outside Directors, and excluding the employee salaries for Directors who serve concurrently as employees).

An outline of the Company's policy for the determination of the details of remuneration, etc. of individual Directors is as described on pages 15 through 17 of the Business Report (Japanese only). The policy is deemed to remain appropriate if this Proposal is approved as originally proposed, therefore, the Company does not plan to change the policy. In addition, this Proposal was determined by the Board of Directors following deliberations by the Remuneration Committee, taking into consideration a comprehensive overview of factors including the business scale of the Company, the executive compensation system and its payment standards, as well as potential future developments, and its content is necessary and reasonable to grant remuneration, etc. to individual Directors that are consistent with the policy. Based on this, the Board of Directors has deemed the content of this Proposal to be appropriate.

The Company currently has seven (7) Directors (including two (2) Outside Directors), and if Proposal 2 is approved as originally proposed, the number of Directors subject to this Proposal will be seven (7) (including two (2) Outside Directors).

[Reference] Skill matrix of Directors and Audit and Supervisory Committee Members

The Board of Directors of the Company has identified the following skills that are important in the management of the company, and expects Directors and Audit and Supervisory Committee Members to fully demonstrate their abilities.

Firstly, to properly lead management and business, "Corporate management," "Sales and marketing," and "Production and quality control" skills are the basis for all decisions.

In addition, "Finance and accounting," "Personnel, labor, and human resource development," and "Legal affairs and risk management" skills are also needed to establish and maintain an appropriate management base

Furthermore, in order to ensure the sustainability of corporate management, "Sustainability and ESG" skills are also necessary. If Proposal 2 and Proposal 3 are approved as originally proposed at this General Meeting of Shareholders, the skill matrix of Directors and Audit and Supervisory Committee Members in the management structure will be as follows.

Name	Position with the Company	Gender	Corporate manage- ment	Sustain- ability and ESG	Sales and market- ing	Production and quality control	Finance and account- ing	Personnel, labor, and human resource develop- ment	Legal affairs and risk manage- ment
Fumitaka Nakamura	President and Representative Director	Male	•	•	•	•			
Yuka Murakami	Senior Managing Director	Female	•				•	•	•
Kazuhisa Nagata	Director	Male		•		•			
Koji Fujii	Director	Male			•	•			
Keishi Usami	Director	Male			•	•			
Yoshiaki Takahashi	Outside Director	Male	•				•	•	•
Takeshi Kenmochi	Outside Director	Male	•				•	•	
Junichi Tamagami	Outside Director (Full-time Audit and Supervisory Committee Member)	Male						•	
Yuki Matsuda	Outside Director (Audit and Supervisory Committee Member)	Female						•	•
Naofumi Higuchi	Outside Director (Audit and Supervisory Committee Member)	Male					•		
Hidetaka Nishina	Outside Director (Audit and Supervisory Committee Member)	Male							•

[Reference] Standards for the Independence of Outside Directors

The Company judges that an Outside Director is independent if the Outside Director does not fall under any of the items of the standards for the independence of Outside Directors listed below.

- (1) A person who served as an executive director, executive, executive officer or employee of a parent company, sister company or subsidiary of the Company in the past ten years
- (2) Executive director, executive, executive officer or employee of an entity for which the Company is a major business partner (a business partner that provides products or services to the Company and whose transaction amount is equivalent to more than 2% of the total annual consolidated sales in the most recent fiscal year)
- (3) Executive director, executive, executive officer or employee of a major business partner of the Company (a business partner to which the Company provides products or services and whose transaction amount is equivalent to more than 2% of the total annual consolidated sales of the Company in the most recent fiscal year)
- (4) A person who receives cash or other financial benefit equivalent to an amount of 10 million yen or more per annum from the Company as a consultant, accounting professional or legal professional, besides executive compensation paid by the Company
- (5) A person who fell under any of the items (2) to (4) above in the past three years
- (6) A relative within the second degree of kinship of a person who falls under any of the items (1) to (5) above