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Securities Code 9347
June 5, 2026

To Shareholders with Voting Rights:

Shintaro Fukuda
President and Representative Director
NIPPON KANZAI Holdings Co., Ltd.
Head Office: 9-16 Rokutanji-cho, Nishinomiya
City, Hyogo
Headquarters: 2-1-10 Nihombashi,
Chuo-ku, Tokyo

**NOTICE OF
THE 3rd ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

You are hereby notified that the 3rd Ordinary General Meeting of Shareholders of NIPPON KANZAI Holdings Co., Ltd. (the “Company”) will be held for the purposes described below.

In convening this Ordinary General Meeting of Shareholders, the Company has taken measures for electronic provision and posted the matters subject to measures for electronic provision as “Notice of the 3rd Ordinary General Meeting of Shareholders” and “Other Matters Subject to Measures for Electronic Provision for the 3rd Ordinary General Meeting of Shareholders (Matters omitted from the paper copy delivered)” on the following website on the Internet.

The Company’s website:

<https://www.nkanzaihd.co.jp/ir/meeting/>

The information is also available on the website of the Tokyo Stock Exchange (TSE). Please access the TSE website below (TSE Listed Company Search), enter the issue name (company name) “NIPPON KANZAI Holdings” or the securities code “9347” to perform a search, and select “Basic information” followed by “Documents for public inspection/PR information” to view the information.

TSE website (TSE Listed Company Search):

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

Shareholders who are unable to attend the meeting are requested to exercise their voting rights in advance. Please review the Reference Documents for the General Meeting of Shareholders provided under the matters subject to measures for electronic provision and exercise your voting rights, either electronically (via the Internet) or in writing (by postal mail), by the end of business hours (6:00 p.m. Japan time) on Tuesday, June 23, 2026.

- 1. Date and Time:** Wednesday, June 24, 2026 at 10:00 a.m. Japan time (Reception opens at 9:00 a.m.)
- 2. Place:** Main Conference Room at the Head Office of the Company located at 9-16 Rokutanji-cho, Nishinomiya City, Hyogo
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 3rd Fiscal Year (April 1, 2025 - March 31, 2026) and results of audits by the Accounting Auditor and the Audit & Supervisory Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 3rd Fiscal Year (April 1, 2025 - March 31, 2026)
- Proposals to be resolved:**
- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Eight (8) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)
- 4. Matters determined for the convocation:**
1. If no indication of approval or disapproval is made on the form, your vote will be counted as an indication of approval.
 2. If voting rights are exercised both via the Internet and in writing, the vote exercised via the Internet shall prevail. In addition, if voting rights are exercised multiple times via the Internet, the last vote shall be deemed valid.

[Disclosures on the Internet]

In the event of any revisions to the matters subject to measures for electronic provision, details of the revisions will be posted on the respective websites.

Guide to Exercising Your Voting Rights

- **If Attending the Meeting in Person**

Please bring the enclosed Voting Rights Exercise Form and submit it at the reception desk on the day of the General Meeting of Shareholders.

Date and Time of the General Meeting of Shareholders:

Wednesday, June 24, 2026 at 10:00 a.m. Japan time

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

- **Exercising Voting Rights in Advance**

Via the Internet

Please access the voting website and follow the instructions in “Guide to Exercising Voting Rights via the Internet” to enter your approval or disapproval.

Voting Deadline (Internet): Tuesday, June 23, 2026 at 6:00 p.m. Japan time

By Postal Mail

Please indicate your approval or disapproval on the enclosed Voting Rights Exercise Form and return it by postal mail.

Voting Deadline (Mail): Must arrive by 6:00 p.m. Japan time, Tuesday, June 23, 2026

- **Handling of Voting Rights Exercised Multiple Times**

- (1) If voting rights are exercised both via the Internet and in writing, the vote exercised via the Internet shall prevail.
- (2) If voting rights are exercised multiple times via the Internet, the last vote shall be deemed valid.

Guide to Exercising Voting Rights via the Internet

Please review the following instructions and exercise your voting rights via the Internet.
(Note that the system is unavailable daily from 2:30 a.m. to 4:30 a.m. Japan time)

Voting Deadline:

Tuesday, June 23, 2026 at 6:00 p.m. Japan time

Voting Website:

<https://evote.tr.mufg.jp/>

- **Using the QR Code**

You can log in to the voting website without entering a login ID or temporary password.
Please scan the QR code printed on the right side of the Voting Rights Exercise Form.
Then follow the on-screen instructions to enter your approval or disapproval.

- **Using Login ID and Temporary Password**

Access the voting website and enter the “Login ID” and “Temporary Password” printed on the Voting Rights Exercise Form.
Then follow the on-screen instructions to enter your approval or disapproval.

Note:

Any costs incurred when accessing the voting website, including Internet connection fees and communication charges, shall be borne by the shareholder.

Inquiries Regarding the System and related matters:

Mitsubishi UFJ Trust and Banking Corporation

Stock Transfer Agency Department (Help Desk)

Tel: 0120-173-027 (toll-free in Japan) / Hours: 9:00 a.m. to 9:00 p.m. Japan time

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company regards the dividend policy for shareholders as one of its highest priorities and makes it a basic policy to appropriately distribute the results in accordance with its business performance as a means of returning profits to shareholders, while giving due consideration to future business development and strengthening of the management structure. The year-end dividend for the current fiscal year shall be 30 yen per share, an increase of 3 yen from the previous fiscal year.

Items Related to the Year-end Dividend

(1) Type of dividend property

Cash

(2) Items related to the allocation of dividend property and its total amount

30 yen per common share of the Company

Total of 1,089,628,410 yen

(3) Date the distribution of surplus comes into effect:

June 25, 2026

Proposal 2: Election of Eight (8) Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

The term of office of all Directors (excluding Directors who are Audit & Supervisory Committee Members) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of eight (8) Directors (excluding Directors who are Audit & Supervisory Committee Members) is proposed.

With respect to this proposal, the appointment of candidates for Directors (excluding Directors who are Audit & Supervisory Committee Members) was deliberated by the Audit & Supervisory Committee and it was determined that the candidates are suitable for the position.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Takeshi Fukuda (September 6, 1940)	<p>October 1965 Established NIPPON KANZAI Co., Ltd. and assumed the position of President and Representative Director</p> <p>August 1972 Established NIPPON KANZAI Service Co., Ltd. and assumed the position of President and Representative Director</p> <p>December 1978 Established Three-S Co., Ltd. and assumed the position of President and Representative Director</p> <p>April 2002 Chairman and Representative Director, NKS Co., Ltd.</p> <p>April 2008 Chairman and Representative Director, NIPPON KANZAI Co., Ltd.</p> <p>April 2023 Chairman and Representative Director, the Company (current position)</p> <p>May 2024 Director and Counselor, Three-S Co., Ltd. (current position)</p> <p>June 2024 Director, Senior Advisor, NIPPON KANZAI Co., Ltd. (current position)</p>	950,808
<p>[Reasons for nomination]</p> <p>Mr. Takeshi Fukuda has been involved in the overall management of the Group and currently serves as Chairman and Representative Director, where he provides strong leadership to the Group and supervises the execution of business operations. He is well versed in the industry and the Company's business, and has a high level of knowledge and judgment based on his extensive experience. Therefore, the Company has determined that he remains qualified to serve as a Director in order to continuously improve the corporate value of the Group.</p>			
2	Shintaro Fukuda (June 29, 1965)	<p>March 1998 Joined NIPPON KANZAI Co., Ltd. and assumed the position of Chief Information Officer</p> <p>June 1998 Director and Chief Information Officer</p> <p>June 1999 Managing Director, in charge of Planning</p> <p>June 2001 Senior Managing Director, in charge of Corporate Strategy Planning Department, Information System Department, and Sales Planning Department</p> <p>August 2002 President and Representative Director, Japan Property Solutions, Ltd.</p> <p>June 2005 Chairman, Japan Property Solutions, Ltd.</p> <p>October 2006 Director, Nippon Service Master Y.K. (current position)</p> <p>April 2008 President and Representative Director, NIPPON KANZAI Co., Ltd. (current position)</p> <p>April 2023 President and Representative Director, the Company (current position)</p>	2,068,602
<p>[Reasons for nomination]</p> <p>Mr. Shintaro Fukuda has promoted business expansion and management reforms at the Group, and is currently leading the Group under his strong leadership as President and Representative Director. He is well versed in the industry and the Company's business, and has a high level of knowledge and foresight based on his extensive experience. Therefore, the Company has determined that he remains qualified to serve as a Director in order to continuously improve the corporate value of the Group.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Mamoru Yasuda (June 18, 1955)	<p>April 1981 Joined NIPPON KANZAI Co., Ltd.</p> <p>June 2004 Director, Head of Corporate Strategy Planning Department</p> <p>February 2007 Managing Director, Deputy Head in charge of Eastern Japan, Marketing Supervising Division</p> <p>June 2011 Senior Managing Director, in charge of Corporate Strategy Planning, in charge of Group Company Management Efficiency Improvement</p> <p>April 2012 Senior Managing Director, Head of General Administration Supervising Division</p> <p>August 2021 Senior Managing Director, in charge of Business Management, in charge of Human Resources and Executive Secretariat, in charge of Corporate Strategy Planning, in charge of Overseas Business</p> <p>October 2021 President, NIPPON KANZAI USA, Inc.</p> <p>May 2022 President and Representative Director, Nippon Kanzai Housing Management Co., Ltd. President and Representative Director, Japan Housing Management Co., Ltd. President and Representative Director, NJK Staff Service Co., Ltd.</p> <p>April 2023 Senior Managing Director, in charge of Business Management, the Company</p> <p>August 2023 President and Representative Director, Nippon Kanzai Deutschland GmbH (current position)</p> <p>April 2026 Senior Managing Director, in charge of Group Companies, the Company (current position)</p>	43,426
<p>[Reasons for nomination]</p> <p>Mr. Mamoru Yasuda has extensive knowledge and practical experience from his involvement in the operations in various sections of the Group, including the sales section, building management and operations section, and administration section. Currently, he is in charge of Group Companies, where he manages and supervises the Group across the board from a broad perspective. Based on his high-level knowledge of the Group's business, the Company has determined that he remains qualified to serve as a Director in order to continuously improve the corporate value of the Group.</p>			
4	Yoshikazu Tokuyama (December 3, 1956)	<p>April 1979 Joined NIPPON KANZAI Co., Ltd.</p> <p>June 2010 President and Representative Director, Japan Environmental Solutions, Ltd.</p> <p>June 2011 Senior Managing Director, in charge of Sales Section, NIPPON KANZAI Co., Ltd.</p> <p>April 2017 Senior Managing Director, Head of Engineering Supervising Division</p> <p>May 2022 President and Representative Director, Nippon Kanzai Environment Service Co., Ltd. (current position)</p> <p>April 2023 Senior Managing Director, in charge of Growth Strategy, the Company</p> <p>April 2024 Senior Managing Director, in charge of Group Companies and Risk Management</p> <p>June 2024 Director, NIPPON KANZAI Co., Ltd.</p> <p>April 2026 Senior Managing Director, in charge of Technology Development, the Company (current position) Senior Managing Director, Head of Marketing Supervising Division, NIPPON KANZAI Co., Ltd. (current position)</p>	10,500
<p>[Reasons for nomination]</p> <p>Mr. Yoshikazu Tokuyama has a wide range of extensive practical experience from his involvement in the sales, planning, and engineering sections of the Group. He is currently in charge of technology development, where he oversees planning for new fields and new businesses as well as the collection of information on domestic and overseas technology trends. Based on his high-level knowledge of the Group's business, the Company has determined that he remains qualified to serve as a Director in order to continuously improve the corporate value of the Group.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
5	Tatsushi Kurihara (June 5, 1961)	July 2008	Branch Manager, Niigata Branch, The Bank of Japan	2,300
		July 2010	Deputy Director-General, Financial System and Bank Examination Department	
June 2014	Director-General and Internal Auditor, Internal Auditors' Office			
June 2016	Director, Head of General Affairs Division, SECOM CO., LTD.			
June 2018	Director, Head of General Affairs Division, Head of Human Resources Division			
June 2023	Director, in charge of BPO and ICT, in charge of Business Reform Promotion			
January 2024	Joined the Company and assumed the position of Advisor			
June 2024	Managing Director, in charge of Corporate Strategy Planning (current position)			
[Reasons for nomination] Mr. Tatsushi Kurihara has extensive experience and a high level of knowledge in practical financial business developed in his years of working experience at The Bank of Japan. Currently, he is in charge of Corporate Strategy Planning, where he is responsible for planning related to the Company's management in a wide range of areas, including investment and financing and risk management strategies. Based on his high-level knowledge of the Group's business, the Company has determined that he remains qualified to serve as a Director in order to continuously improve the corporate value of the Group.				
6	Yasuhiro Harada (February 20, 1960)	June 1982	Joined NIPPON KANZAI Co., Ltd.	32,046
		June 2011	Director, Head of Finance & Accounting Department	
April 2015	Director, in charge of Performance Management, Head of Performance Management Department, Head of Finance & Accounting Department, General Administration Supervising Division			
June 2017	Managing Director, in charge of General Planning, Group Company Supervision, and Consolidated and Non-consolidated Business Performance Management, Head of Finance & Accounting Department, General Administration Supervising Division			
July 2020	Managing Director, Head of General Administration Division			
April 2021	President, NIPPON KANZAI USA, Inc.			
April 2023	Managing Director, in charge of Business Management, the Company			
June 2024	Director, in charge of Administration Section, NIPPON KANZAI Co., Ltd.			
April 2025	Managing Director, in charge of Finance & Accounting, the Company (current position)			
May 2025	Director, NIPPON KANZAI Co., Ltd. Director, NIPPON KANZAI USA, Inc. (current position) Director, Nippon Kanzai Deutschland GmbH (current position)			
[Reasons for nomination] Mr. Yasuhiro Harada has extensive practical experience in the accounting and finance section of the Group and is currently in charge of the Company's Finance & Accounting. Based on his high-level knowledge of the Group's business, the Company has determined that he remains qualified to serve as a Director in order to continuously improve the corporate value of the Group.				

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held	
7	Hidetaka Matsuura (October 16, 1963) [New appointment]	April 1986 June 2017	Joined NIPPON KANZAI Co., Ltd. Director, in charge of Human Resources and Executive Secretariat, Head of Human Resources Department, Head of General Affairs Department, General Administration Supervising Division	16,500
		April 2019 April 2023 April 2026	Director, in charge of Human Resources and Executive Secretariat, Head of Human Resources Department, Head of General Affairs and Labor Relations Department, General Administration Supervising Division Senior Managing Executive Officer, Head of Human Resources Department, Head of General Affairs Department, the Company Executive Officer, in charge of Administration, Head of Human Resources Department, Head of General Affairs Department (current position)	
[Reasons for nomination] Mr. Hidetaka Matsuura has extensive practical experience from his involvement in various sections of the Group, including building management and operations, administration, and human resources, and is currently overseeing the human resources, general affairs, and executive secretariat sections of the Company. Based on his high-level knowledge of the Group's business, the Company has determined that he is qualified to serve as a Director in order to continuously improve the corporate value of the Group.				
8	Yasuyuki Takada (May 10, 1968) [New appointment]	April 1995 June 2020	Joined NIPPON KANZAI Co., Ltd. Director, in charge of Eastern Japan, Property Service Supervising Division	400
		June 2021 April 2023 June 2023 April 2024 April 2025 June 2025 April 2026	Senior Managing Executive Officer, in charge of Eastern Japan, Property Service Supervising Division Senior Managing Executive Officer, in charge of Business Promotion, Property Service Supervising Division President and Representative Director, Japan Environmental Solutions, Ltd. (current position) Senior Managing Executive Officer, deputy in charge of Property Service Supervision, in charge of Business Promotion, NIPPON KANZAI Co., Ltd. Senior Managing Executive Officer, Head of Property Service Supervising Division Director, Senior Managing Executive Officer, Head of Property Service Supervising Division Director, Head of Business Operations Supervising Division (current position) Executive Officer, in charge of Business Reform, the Company (current position)	
[Reasons for nomination] Mr. Yasuyuki Takada has extensive experience and knowledge of the front-line from his involvement in the building management and operations sections of the Group, and is currently overseeing the building management and operations sections of NIPPON KANZAI Co., Ltd., while also being in charge of promoting labor reforms at building management sites across the Group. Based on his high-level knowledge of the Group's business, the Company has determined that he is qualified to serve as a Director in order to continuously improve the corporate value of the Group.				

(Notes)

1. The candidate for Director, Mr. Shintaro Fukuda, concurrently serves as Director of Nippon Service Master Co., Ltd. and there is a business relationship between the Company and Nippon Service Master Co., Ltd., including receipt of rental fees and secondment fees.
2. There are no special business relationships between other candidates for Director and the Company.
3. The Company has entered into a directors and officers liability insurance (D&O insurance) agreement with the following outline, which is scheduled to be renewed in July 2026. Among the candidates in this proposal, those nominated for reelection are already insured under the said insurance agreement and will continue to be insured after their election. In addition, those nominated for new appointment will become insured upon their election.
 - (1) Actual ratio of premiums borne by the insured
The Company bears the premiums, including the rider portion, and there is no actual premium borne by the insured.

(2) Outline of insured accidents subject to compensation

The insurance agreement, including the rider portion, provides coverage for damages that may arise as a result of the insured officers, etc., being held liable for the performance of his/her duties or being subject to a claim of such liability. However, there are certain exclusions of liability, such as in the case of acts committed with the knowledge that the acts are in violation of laws and regulations.

4. The number of shares of the Company held by each candidate for Director is based on their ownership status as of March 31, 2026.

[Reference] Expertise of Directors (Skills matrix)

If Proposal 2 is approved as proposed, the expertise of the Board of Directors will be as follows.

		Takeshi Fukuda	Shintaro Fukuda	Mamoru Yasuda	Yoshikazu Tokuyama	Tatsushi Kurihara	Yasuhiro Harada	Hidetaka Matsuura	Yasuyuki Takada	Shingo Inui	Yoshiro Yamashita	Kota Kosuga	Takako Okada
Attribute	Outside Director									○	○	○	○
	Audit & Supervisory Committee Member									○	○	○	○
Major expertise	Corporate management	●	●	●	●	●	●	●	●	●	●	●	
	Sales / marketing	●			●				●				
	Human resources / labor	●		●		●		●					
	Treasury / finance / M&A		●			●	●				●		●
	Legal affairs / compliance			●			●						
	IT / DX / innovation		●			●							
	ESG / sustainability				●			●	●				
	Global		●	●						●	●	●	
	Public relations / IR						●	●					
Risk management	●			●				●					

- (Notes) 1. The matrix shows up to four areas where each candidate has knowledge and experience.
 2. The matrix does not represent all types of knowledge and experience of each candidate.
 3. Each expertise is defined as follows.

Corporate management	The candidate has experience as a corporate manager or any similar experience at other companies or the Company, and has expert knowledge and insights related to corporate management.
Sales / marketing	The candidate has experience in sales promotion, sales planning and/or marketing sections and has deep knowledge and understanding in these areas.
Human resources / labor	The candidate has business experience related to human resources and labor affairs in human resources sections, and has expert knowledge and insights in each of these areas.
Treasury / finance / M&A	The candidate has business experience of finance, accounting, funding and/or investment and has deep expert knowledge and understanding in these areas.
Legal affairs / compliance	The candidate has business experience of lawsuits or other legal actions in legal affairs sections, and is able to think of corporate management from risk management and compliance perspectives.
IT / DX / innovation	The candidate has experience in planning and promoting IT and DX strategies and has innovative perspectives and ability to take action to lead the new era.
ESG / sustainability	The candidate has knowledge for realizing a sustainable world and is able to think about environmental, social and governance issues from a business perspective.
Global	The candidate has experience of overseas assignments or serving as an officer at an overseas subsidiary, or is well versed in international affairs, and has the ability to think of corporate management from a global perspective.
Public relations / IR	The candidate has practical experience in public relations and/or IR sections, is able to disseminate corporate information appropriately, and has deep understanding related to communication with investors.
Risk management	The candidate has expert knowledge and experience in risk management and is able to appropriately assess and plan responses to corporate risks.