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(Stock Exchange Code 2003)

June 7, 2024

(Start date of measures for electronic provision: June 4, 2024)

To Shareholders with Voting Rights:

Tomohiro Miyahara
President and Representative Director
NITTO FUJI FLOUR MILLING CO., LTD.
1-3-17 Shinkawa, Chuo-ward, Tokyo

**NOTICE OF
THE 127TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

Please be informed that the 127th Annual General Meeting of Shareholders of NITTO FUJI FLOUR MILLING CO., LTD. (the “Company”) will be held for the purposes as described below.

In convening this general meeting of shareholders, the Company has taken measures for electronic provision, and the matters subject to measures for electronic provision has been posted on the following website as “Notice of the 127th Annual General Meeting of Shareholders.”

Website providing materials for the Company’s General Meeting of Shareholders (in Japanese):
<https://www.nittofuji.co.jp/ir/generalmeeting.html>

In addition to the above, the materials will also be available on the following website.

Tokyo Stock Exchange website:
<https://www2.jpx.co.jp/tseHpFront/JJK020030Action.do>

Go to the Tokyo Stock Exchange website (“Listed Company Search”), enter and search for the name of the Company or its Stock Exchange Code, 2003. Next, select “Basic Information” and then “Documents for public inspection/PR information” to confirm the materials.

If you will exercise your voting rights in writing or via the Internet, please review the Reference Documents for the General Meeting of Shareholders included in the matters subject to measures for electronic provision and exercise your voting rights by 5:40 p.m. on Wednesday, June 26, 2024, Japan time.

[Exercising voting rights in writing (by mail)]

Indicate your vote for or against each proposal on the enclosed Voting Rights Exercise Form, and return it so that it will reach us by the deadline.

[Exercising voting rights via the Internet]

If you choose to exercise your voting rights via the Internet, review the “Guide to Exercising Voting Rights via the Internet” on page 4 (Japanese version only) and access the website for the exercise of voting rights and submit your vote for or against each proposal by the deadline.

- 1. Date and Time:** Thursday, June 27, 2024 at 10 a.m., Japan time
- 2. Place:** The Company's 2nd Floor Meeting Room located at 1-3-17 Shinkawa, Chuo-ku, Tokyo (Shinkawa Sanko Building)
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 126th Fiscal Year (April 1, 2023 - March 31, 2024) 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 126th Fiscal Year (April 1, 2023 - March 31, 2024)
- Proposals to be resolved:**
- Proposal 1:** Election of Five (5) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)
- Proposal 2:** Election of Three (3) Directors Serving as an Audit and Supervisory Committee Members
- Proposal 3:** Determination of Amount and Details of Performance-Linked Stock Compensation for Directors, etc.
- When attending the meeting, please present the completed Voting Rights Exercise Form to the reception desk at the venue of the meeting.
 - In the event that the matters subject to measures for electronic provision are revised, the revised information will be posted on the websites of the Company and Tokyo Stock Exchange.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Election of Five (5) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

The terms of office of all five (5) Directors (excluding Directors serving as Audit and Supervisory Committee Members) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes to elect five (5) Directors (excluding Directors serving as Audit and Supervisory Committee Members).

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

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Tomohiro Miyahara (February 14, 1967) <u>Reelected</u>	<p>April 1989 Joined Mitsubishi Corporation</p> <p>April 1996 AGREX INC</p> <p>March 1999 Feed, Meat and Livestock Department, Food Resources Division of Mitsubishi Corporation</p> <p>April 2001 White Meat Unit, Food Resources Division of Mitsubishi Corporation</p> <p>March 2007 Director, Foodlink Corporation</p> <p>March 2010 Agricultural Produce Unit, Foods (Commodity) Division of Mitsubishi Corporation</p> <p>April 2011 Manager, Agricultural Produce Unit, Foods (Commodity) Division of Mitsubishi Corporation</p> <p>April 2013 General Manager, Agricultural Produce Department, Foods (Commodity) Division of Mitsubishi Corporation</p> <p>April 2016 General Manager, Asia Consumer Products Department, Living Essential Consumer Products Division of Mitsubishi Corporation</p> <p>November 2018 Managing Director, MC FOOD HOLDINGS ASIA PTE., LTD</p> <p>April 2023 Advisor of the Company (to present)</p> <p>June 2023 President and Representative Director of the Company (to present)</p> <p>June 2023 President and Representative Director, Sumida Shoji Co., Ltd. (to present)</p> <p><u>Significant concurrent position</u> President and Representative Director, Sumida Shoji Co., Ltd.</p>	500
<p>[Reason for nomination as a candidate for Director] The Company has nominated Mr. Tomohiro Miyahara as a candidate for Director because the Company has judged that he can continue to contribute to improving the Group's performance and corporate value as he has been serving as President and Representative Director of the Company based on abundant business experience which he cultivated at Mitsubishi Corporation and other companies, in addition to his advanced knowledge of marketing and sales.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
2.	Akihisa Nakata (September 23, 1960) <u>Reelected</u>	<p>April 1983 Joined the Company</p> <p>April 2000 Section Chief, Nagoya Factory</p> <p>October 2013 General Manager, Production Technology Department; concurrently General Manager, Engineering Department</p> <p>June 2017 Executive Officer; General Manager, Production Technology Department</p> <p>June 2019 Executive Director; Production Technology Division, concurrently in charge of Quality Control Office</p> <p>June 2020 Managing Director and Executive Officer; Production Technology Division, concurrently in charge of Quality Control Office</p> <p>June 2021 Managing Director and Executive Officer; Production Technology Division</p> <p>April 2024 Senior Managing Director and Executive Officer in charge of domestic business promotion and Quality Control Office of the Company (to present)</p>	2,500
		<p>[Reason for nomination as a candidate for Director] The Company has nominated Mr. Akihisa Nakata as a candidate for Director for re-election because the Company has judged that he can continue to contribute to improving the Group's performance and corporate value as he has served as Senior Managing Director and Executive Officer in charge of domestic business promotion and Quality Control Office of the Company based on the abundant business experience and advanced knowledge of production technology, etc. he has cultivated primarily in the Production Technology Division since joining the Company.</p>	
3.	Taiji Ota (March 23, 1975) <u>Reelected</u>	<p>April 1997 Joined Mitsubishi Corporation</p> <p>September 2003 Machinery Group Controller Office of Mitsubishi Corporation</p> <p>May 2005 Treasurer Office of Mitsubishi Corporation</p> <p>December 2010 Director-Corporate Finance & Accounting, Diamond Generating Corporation</p> <p>January 2016 Finance Department of Mitsubishi Corporation</p> <p>April 2016 Head of Treasury Team, Finance Department of Mitsubishi Corporation</p> <p>August 2019 Director and CFO, Mitsubishi Corporation International (Europe) Plc.</p> <p>March 2020 MD & CEO, Mitsubishi Corporation Finance PLC</p> <p>May 2023 Advisor of the Company</p> <p>June 2023 Managing Director and Executive Officer, General Manager of Administrative Division, and in charge of Business Operation Audit Office of the Company (to present)</p>	0
		<p>[Reason for nomination as a candidate for Director] The Company has nominated Mr. Taiji Ota as a candidate for Director because the Company has judged that he can contribute to improving the Group's performance and corporate value as he has been serving Managing Director and Executive Officer, General Manager of Administrative Division, and in charge of Business Operation Audit Office of the Company based on abundant business experience which he cultivated at Mitsubishi Corporation and other companies, in addition to his advanced knowledge of finance and accounting.</p>	

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
5	Go Nagasaki (January 27, 1976) Reelected	<p>April 1999 Joined Mitsubishi Corporation</p> <p>February 2004 Foods Department, Kansai Branch of Mitsubishi Corporation</p> <p>August 2007 Secretary General of Mitsubishi Corporation Staff Union</p> <p>October 2008 Sweetener & Starch Products Unit of Mitsubishi Corporation</p> <p>April 2009 Asia Modified Starch Co., Ltd.</p> <p>May 2013 Sweetener & Starch Products Department of Mitsubishi Corporation</p> <p>April 2016 Team Leader, Starch & Sweetener Team, Sweetener, Starch Products & Wheat Flour Department of Mitsubishi Corporation</p> <p>April 2018 Team Leader, Strategy Planning Team, Sweetener, Starch Products & Wheat Flour Department of Mitsubishi Corporation</p> <p>January 2019 Executive Officer of NIHON SHOKUHIN KAKO CO., LTD.</p> <p>June 2021 Director and Executive Officer of NIHON SHOKUHIN KAKO CO., LTD.</p> <p>April 2022 General Manager, Strategy & Planning Office, Food Sciences Division of Mitsubishi Corporation</p> <p>April 2023 General Manager, Sugar & Wheat Flour Department, Food Resources Division of Mitsubishi Corporation (to present)</p> <p>June 2023 Outside Director, Mitsui DM Sugar Holdings Co., Ltd. (to present)</p> <p>June 2023 Director of the Company (to present)</p> <p><u>Significant concurrent positions</u></p> <p>General Manager, Sugar & Wheat Flour Department, Food Resources Division of Mitsubishi Corporation</p> <p>Outside Director, Mitsui DM Sugar Holdings Co., Ltd.</p>	0
<p>[Reason for nomination as a candidate for Director]</p> <p>The Company has nominated Mr. Go Nagasaki as a candidate for Director because the Company has judged that he can contribute to improving the Group's performance and corporate value based on abundant business experience which he cultivated at Mitsubishi Corporation and other companies, in addition to his advanced knowledge of marketing and sales.</p>			

- (Notes)
1. There are no special interests between each candidate and the Company.
 2. Mr. Tomohiro Miyahara, Mr. Taiji Ota, Mr. Takatoshi Tsutsumi, and Mr. Go Nagasaki were executives of Mitsubishi Corp., which is the parent company of the Company, in the past 10 years and their positions and responsibilities at Mitsubishi Corp. are described in their career summaries.
 3. Mr. Go Nagasaki is a candidate for part-time Director.
 4. The Company has entered into an agreement with Mr. Go Nagasaki which limits his liability for damages as prescribed under Article 423, Paragraph 1 of the Companies Act, pursuant to the provisions of Article 427, Paragraph 1 of said Act. The limit of liability in such agreement shall be based on the amount of the minimum liability limit as prescribed under Article 425, Paragraph 1 of the Act. Upon the approval of the election of Mr. Go Nagasaki, the Company is scheduled to continue the aforementioned agreement with him.
 5. The Company has entered into a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The contract covers damages that may arise due to the insured, including the Company's Directors, assuming liability in relation to their execution of duties or receiving a claim in relation to the pursuit of such liability. If the candidates are elected as Directors and assume office, each of them will be insured under the contract. The Company plans to renew the contract with the same terms and conditions the next time it comes up for renewal.
 6. An overview of the opinions of the Audit and Supervisory Committee on matters such as the election and remuneration of Directors (excluding Directors serving as Audit and Supervisory Committee Members) is as follows.
The Audit and Supervisory Committee reviewed the procedures for the election of candidates for Director (excluding Directors serving as Audit and Supervisory Committee Members), and the performance of duties, career summary, and other factors of each elected candidate. As a result, the Audit and Supervisory Committee has judged that the contents of the proposal are appropriate and there are no matters that warrant comment. Furthermore, as a result of reviewing the remuneration of Directors (excluding Directors serving as Audit and Supervisory Committee Members), the Audit and Supervisory Committee has judged that the remuneration system and remuneration for

each Director are of a level appropriate to their duties and performance.

Proposal 2: Election of Three (3) Directors Serving as an Audit and Supervisory Committee Member

The terms of office of Mr. Satoshi Nakaniwa, Mr. Fumio Noguchi, and Ms. Hiroe Toyoshima, who are Directors serving as Audit and Supervisory Committee Members, will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes to elect three (3) Directors serving as Audit and Supervisory Committee Members.

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

The candidates for Directors serving as an Audit and Supervisory Committee Member is as follows.

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Satoshi Nakaniwa (May 20, 1969) [Reelected]	<p>April 1993 Joined Mitsubishi Corporation</p> <p>April 2005 Senior Vice President, Assistant to CFO, Meidi-Ya Corporation (currently Mitsubishi Shokuhin Co., Ltd.)</p> <p>December 2008 Headquarters of Mitsubishi International Corporation</p> <p>September 2013 Chemicals Group Administration Department of Mitsubishi Corporation</p> <p>February 2017 General Manager, Finance and Accounting Division of Lawson, Inc.</p> <p>March 2017 Executive Vice President, CFO of Lawson, Inc.</p> <p>May 2017 Member of the Board, Executive Vice President, CFO of Lawson, Inc.</p> <p>March 2019 Member of the Board, Executive Managing Officer, CFO of Lawson, Inc.</p> <p>May 2022 General Manager, Food Industry Administration Department of Mitsubishi Corporation (to present)</p> <p>June 2022 Director (Audit and Supervisory Committee Member) of NIHON SHOKUHIN KAKO CO., LTD. (to present)</p> <p>June 2022 Director (Audit and Supervisory Committee Member) of the Company (to present)</p> <p><u>Significant concurrent positions</u> General Manager, Food Industry Administration Department, Mitsubishi Corporation Director (Audit and Supervisory Committee Member), NIHON SHOKUHIN KAKO CO., LTD.</p>	0
		<p>[Reason for nomination as a candidate for Director serving as an Audit and Supervisory Committee Member]</p> <p>The Company expects that Mr. Satoshi Nakaniwa will offer advice on appropriate corporate activities and support sales activities of the Company based on his professional experience at Mitsubishi Corporation and other companies. In addition, he has years of experience in the accounting division and considerable knowledge of finance and accounting and can be expected to contribute to the Company's corporate management overall from an objective viewpoint rather than from the standpoint of manufacturing. Accordingly, the Company has nominated him as a candidate for Director serving as Audit and Supervisory Committee Member for reelection.</p>	
2	Hiroe Toyoshima (September 28, 1967) [Reelected]	<p>April 1998 Registered as attorney at law at Osaka Bar Association</p> <p>April 1998 Joined Nakamoto & Partners</p> <p>December 2005 Registered as attorney at law in the State of New York, USA</p> <p>April 2009 Partner, Nakamoto & Partners (to present)</p> <p>October 2015 Outside Director of SANESU, Co., Ltd.</p> <p>June 2020 Outside Director of Nitta Corporation (to present)</p> <p>June 2020 Outside Director (Audit and Supervisory Committee Member) of the Company (to present)</p> <p>June 2023 Outside Member of the Board of Directors (Audit and Supervisory Committee Member), NIDEC CORPORATION (to present)</p> <p><u>Significant concurrent positions</u> Partner, Nakamoto & Partners Outside Director, Nitta Corporation Outside Member of the Board of Directors (Audit and Supervisory Committee Member), NIDEC CORPORATION</p>	0
		<p>[Reason for nomination as a candidate for Outside Director serving as an Audit and Supervisory Committee Member, and roles expected thereof]</p>	

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
		The Company has nominated Ms. Hiroe Toyoshima as a candidate for Outside Director serving as Audit and Supervisory Committee Member for reelection because she can be expected to leverage her experience as an attorney for the business activities of the Company with good and wide knowledge of legal practices including those of corporate legal affairs, civil and commercial disputes, bankruptcies, M&A, overseas investment and international transactions.	
3	Ritsue Miyashita (May 3, 1962) <u>Newly elected</u>	<p>April 1986 Joined JAL Information Technology Co., Ltd.</p> <p>July 2001 Manager, Corporate Planning Department, JAL Information Technology Co., Ltd.</p> <p>April 2005 General Manager, Passenger System Department, Airline Business Division, JAL Information Technology Co., Ltd.</p> <p>April 2015 Executive Officer, Application Business Department, Airline Business Division, JAL Information Technology Co., Ltd.</p> <p>December 2018 President, Eternaria Co., Ltd. (to present)</p> <p>June 2022 Outside Director, ENDO Lighting Corp. (to present)</p> <p>June 2023 Outside Director, Tokushu Tokai Paper Co., Ltd. (to present)</p> <p><u>Significant concurrent positions</u></p> <p>President, Eternaria Co., Ltd.</p> <p>Outside Director, ENDO Lighting Corp.</p> <p>Outside Director, Tokushu Tokai Paper Co., Ltd.</p>	0
		<p>[Reason for nomination as a candidate for Outside Director serving as an Audit and Supervisory Committee Member, and roles expected thereof]</p> <p>Ms. Ritsue Miyashita is well-versed in the IT field, active participation of women, nurturing of human resources, and other areas as well as experience as a corporate executive. Anticipating that she will put her abundant knowledge and experience to use for its corporate activities, the Company has nominated her as a candidate for Outside Director serving as an Audit and Supervisory Committee Member.</p>	

(Notes)

- There are no special interests between the candidates and the Company.
- Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Mr. Satoshi Nakaniwa and Ms. Hiroe Toyoshima, which limit their liability for damages as prescribed under Article 423, Paragraph 1 of the said Act. The limit of liability in such agreement shall be based on the amount of the minimum liability limit as prescribed under Article 425, Paragraph 1 of the Act. Upon the approval of the election of Mr. Satoshi Nakaniwa and Ms. Hiroe Toyoshima, the Company is scheduled to continue the aforementioned agreement with them.
Upon the approval of the election of Ms. Ritsue Miyashita, the Company is scheduled to conclude with her the liability limitation agreement to the same effect.
- Mr. Satoshi Nakaniwa has been serving as an executive of Mitsubishi Corp., which is the parent company of the Company, in the past 10 years and his positions and responsibilities at Mitsubishi Corp. are described in his career summary.
- Ms. Hiroe Toyoshima is an Outside Director serving as an Audit and Supervisory Committee Member of the Company. She will have served as Outside Director serving as an Audit and Supervisory Committee Member for four (4) years at the conclusion of this General Meeting of Shareholders.
Ms. Ritsue Miyashita is a candidate for Outside Director.
- The Company has registered Ms. Hiroe Toyoshima as an independent director stipulated by the Tokyo Stock Exchange. Upon the approval of the election of Ms. Hiroe Toyoshima, the Company is scheduled to continue registering her as an independent director with the TSE.
Ms. Ritsue Miyashita satisfies the requirements for independent director stipulated by the Tokyo Stock Exchange. Upon the approval of the election of Ms. Ritsue Miyashita, the Company is scheduled to register her as an independent director with the TSE.
- The Company has entered into a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The contract covers damages that may arise due to the insured, including the Company's Directors, assuming liability in relation to their execution of duties or receiving a claim in relation to the pursuit of such liability. If the candidates are elected as Directors and assume office, they will be insured under the contract. The Company plans to renew the contract with the same terms and conditions the next time it comes up for renewal.

(For reference 1) Criteria for judging independence of Outside Officers

The Company shall determine the independence of each director by confirming whether or not he or she falls under any of the following (1) through (6) for the current and past three (3) fiscal years, in addition to the requirements for independent directors stipulated by the Tokyo Stock Exchange, Inc. and other financial exchanges in Japan:

- (1) A major shareholder of the Company (a person or entity directly or indirectly holding 10% or more of the voting rights), or an executive^{*1} of such a shareholder
- (2) An executive of a creditor whose loan to the Company exceeds the threshold set by the Company^{*2}
- (3) An executive of a supplier or customer whose transaction amounts exceed the threshold set by the Company^{*3}
- (4) A provider of professional services, such as a consultant, lawyer, or certified public accountant, who receives cash or other financial benefits from the Company, other than executive compensation, where the amount exceeds 10 million yen per fiscal year
- (5) A representative or partner of the Company's Accounting Auditor
- (6) A person belonging to an organization that has received donations exceeding the specified amount^{*4} from the Company

*1 An executive refers to an executive director, corporate officer, other employee, etc.

*2 A creditor whose loan to the Company exceeds the threshold set by the Company refers to a creditor to whom the Company owes an amount exceeding 2% of the Company's total consolidated assets.

*3 A supplier or customer whose transaction amounts exceed the threshold set by the Company refers to a supplier or customer whose transaction amounts with the Company exceed 2% of the Company's consolidated annual sales.

*4 Donations exceeding the specified amount refer to donations of more than ¥10 million per fiscal year.

If a person is judged to be effectively independent even though one or more of the items (1) to (6) above apply, the Company will disclose the reason for the judgment at the time of his/her nomination as Outside Officer.

(For reference 2) If Proposals 1 and 2 are approved as they are originally proposed, the composition of Officers will be as shown below:

Name	Specialties and experienced areas							Personnel affairs/ Remuneration Advisory Committee	
	Corporate management	Manufacturing / research and development	Sales / marketing	Finance / accounting	Legal affairs / risk management	Global	IT / DX		
Directors (excluding Directors serving as Audit and Supervisory Committee Members)	Tomohiro Miyahara	Reelected Male							<input type="checkbox"/>
	Akihisa Nakata	Reelected Male							
	Taiji Ota	Reelected Male							
	Takatoshi Tsutsumi	Newly elected Male							
	Go Nagasaki	Reelected Male							<input type="checkbox"/>
Directors serving as Audit and Supervisory Committee Members	Satoshi Nakaniwa	Reelected Male							
	Hiroe Toyoshima	Reelected Outside Independent Female							<input type="checkbox"/>
	Takashi Muramatsu	Reelected Outside Independent Male							<input type="checkbox"/>
	Ritsue Miyashita	Newly elected Outside Independent Female							<input type="checkbox"/>

Proposal 3: Determination of the Amount and Details of Performance-linked Stock Compensation, etc. for Directors, etc.

1. Reasons for the proposal and justification for the proposed compensation

The Company proposes to introduce a Stock Compensation Plan (the “Plan”) which grants shares of the Company as compensation to Directors (excluding Directors serving as Audit and Supervisory Committee Members, Outside Directors, incoming secondees and non-residents of Japan; the same applies throughout this proposal) and Executive Officers (excluding incoming secondees and non-residents of Japan; the same applies throughout this proposal) (collectively, “Directors, etc.”) of the Company.

The proposed stock-based compensation will be given to Directors etc. in addition to the remuneration limit for Directors approved at the 119th General Meeting of Shareholders held on June 29, 2016 (not exceeding ¥200 million per annum, including directors’ bonuses and salary and bonuses payable for services as Executive Officers for Directors who also serve as Executive Officers, but excluding directors’ retirement benefits).

The proposal is intended to raise awareness of Directors, etc. of contributing to improving the Company’s business performance and enhancing corporate value for the medium- to long-term by clarifying the linkage between Directors’ compensation and the Company’s business performance and equity value and allowing Directors, etc. to share the returns and risks associated with stock price fluctuations with shareholders. The proposal is in line with the Company’s policy for determining the remuneration, etc. of individual Directors (presented later) and the Company accordingly believes the proposed details to be appropriate.

The number of directors eligible for the Plan will be two (2) if Proposal 1 “Election of Five (5) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)” is approved as originally proposed. The Plan also covers Executive Officers as described above (at the point of conclusion of this General Meeting of Shareholders, three (3) Executive Officers who do not serve as Directors will be eligible for the Plan), and the compensation under the Plan includes compensation for Executive Officers. In light of the possibility that those Executive Officers may be newly appointed as Directors during a target period, the Company herein proposes the amount and details with respect to the overall compensation for Directors, etc. under the Plan.

2. Amount and details of compensation under the Plan

(1) Outline of the Plan

The Plan is a stock compensation plan under which a trust acquires the Company’s shares using money contributed by the Company of an amount to be remuneration of Directors, etc. as a source of funds, and Directors, etc. receive through the trust grant and payment (“grant, etc.”) of the Company’s shares and cash equivalent to the Company’s shares (the “Company’s shares, etc.”) based on their positions and achievement of performance targets (for details, refer to (2) below and subsequent paragraphs.).

(i) Persons eligible for the grant, etc. of the Company’s shares, etc. under this proposal	<ul style="list-style-type: none"> • Directors of the Company • Executive Officers of the Company
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(ii) Effect of the Company’s shares subject to this proposal on the total number of shares issued and outstanding	
Maximum amount of money to be contributed by the Company (as described in (3) below)	<ul style="list-style-type: none"> •An amount equal to 50 million yen multiplied by the number of years in the target period. For the three (3) fiscal years comprising the initial target period, 150 million yen (the initial target period comprises the three fiscal years from the fiscal year ending March 31, 2025 to the fiscal year ending March 31, 2027)
Maximum number of the Company’s shares, etc. for grant, etc. to Directors, etc. (as described in (4) below)	<ul style="list-style-type: none"> •A number equal to 12,000 shares multiplied by the number of years in the target period. For the three (3) fiscal years comprising the initial target period, 36,000 shares (the initial target period comprises the three fiscal years from the fiscal year ending March 31, 2025 to the fiscal year ending March 31, 2027) •The above number of shares per fiscal year (12,000 shares) accounts for about 0.1% of the Company’s total number of shares issued (after deducting treasury stock as of March 31, 2024)

Method of acquisition of the Company's shares (as described in (3) below)	<ul style="list-style-type: none"> •The Trust will acquire the Company's shares from the stock market or from the Company (through disposal of treasury shares)
(iii) Details of performance achievement conditions (as described in (4) below)	<ul style="list-style-type: none"> •The performance-linked portion varies between 0% and 200% based on the level of achievement against the performance targets set in the medium-term management plan and other factors. •For the initial target period, base profit and base earnings ROA will be used as performance evaluation indicators.
(iv) Timing of grant, etc. of the Company's shares, etc. to Directors, etc. (as described in (5) below)	<ul style="list-style-type: none"> •In principle, at the time of retirement as Directors, etc. of the Company

(2) Trust period

The trust period is initially for about the three years from August 2024 (scheduled) to August 2027 (scheduled), but may be extended upon expiration of the trust period as described in (3) below.

(3) Maximum amount of money to be contributed by the Company

The maximum amount of trust money to be contributed for the acquisition of the Company's shares for grant, etc. to Directors, etc. in each target period is set at 50 million yen multiplied by the number of years in the target period (150 million yen for the initial target period of three (3) fiscal years). The Company, by contributing such trust money, establishes a trust (the "Trust") for a period which corresponds to the target period with Directors, etc. as its beneficiaries. The Trust acquires the Company's shares from the stock market or the Company (disposal of treasury stock) using the trust money as the source of funds, based on the instructions of a trust administrator. The Company awards points (as described in (4) below) to Directors, etc. during the target period, and, at the time of retirement of Directors, etc., the Company executes through the Trust grant, etc. of the Company's shares, etc. equivalent to the number of points held.

The Trust may be continued by amending the trust agreement or by additional entrustment at a timing such as the expiration of the trust period. In such cases, the new target period will correspond to the fiscal years covered by the Company's medium-term management plan then in place, and the period of the Trust will be extended for a number of years as to align the trust period with the medium-term plan period. For each extension period, the Company will make additional contributions within the limit of the maximum amount of trust money to be contributed to the Trust as approved by a resolution at this General Meeting of Shareholders and will continue to award points to Directors, etc. during the extended trust period, and the Trust will continue to execute the grant, etc. of the Company's shares, etc. However, in the case of making such additional contributions, if the trust has any of the Company's shares (excluding the Company's shares equivalent to the points already awarded to Directors, etc. awaiting grant, etc.) and/or money remaining in its assets as of the last day of the trust period prior to the extension (the "residual shares, etc."), then the total amount of the residual shares, etc. and the trust money to be additionally contributed by the Company is not to exceed the limit approved by this General Meeting of Shareholders. The trust period may be extended not only once but more times in the same manner.

Unless the trust agreement is amended and an additional money is entrusted at the expiration of the trust period (or at the expiration of the extended trust period if the trust period is extended as described above), no further points will be awarded thereafter to Directors, etc., but the trust period may be extended for a given time until the grant, etc. of the Company's shares, etc. to any Directors, etc. who may satisfy the requirements for an eligible beneficiary is completed.

(4) Method of calculation and the maximum number of the Company's shares, etc. for grant, etc. to Directors, etc.

The number of the Company's shares, etc. for grant, etc. to Directors, etc. is determined by the number of points awarded in accordance with their positions and levels of achievement against performance targets.

One (1) point equals one (1) share of the Company's common stock, and in the event of a stock split or reverse stock split of the Company's shares in the Trust during the trust period, the number of the Company's shares per point and the maximum number of the Company's shares for grant, etc. from the Trust are to be adjusted according to the ratio of the stock split or reverse stock split of the Company's shares.

The maximum number of points to be awarded to Directors, etc. during the period of the Trust is 12,000

points multiplied by three (3) or the number of years in the target period, and the maximum number of the Company's shares, etc. for grant, etc. to Directors, etc. from the Trust during the trust period is the number of shares equivalent to the maximum number of points (the "maximum number of shares to be granted"). Accordingly, the maximum number of shares to be granted during the three (3) fiscal years in the initial target period will be 36,000 shares.

If the Trust is continued as described in (3) above, the maximum number of shares to be granted during the extended trust period will be the number of shares equivalent to the maximum number per fiscal year multiplied by the number of years of extension of the trust period. This maximum number of shares to be granted is determined with reference to the most recent stock price and other factors, taking into consideration the maximum amount of money to be contributed by the Company as described in (3) above.

(5) Method and timing of the grant, etc. of the Company's shares, etc. to Directors, etc.

The Directors, etc. meeting the requirements to be eligible as a beneficiary receive the grant, etc. of the Company's shares, etc., of which number is calculated based on (4), at the time of their retirement as Director or Executive Officer of the Company. Such Directors, etc., after completing prescribed procedures to determine their beneficiary rights, receive the grant of the Company's shares of which number is equivalent to 50% of the number of their points. For the balance of points, an equivalent number of the Company's shares are converted into cash within the Trust, and such cash equivalent to the value of the shares is paid.

In the event that a Director or Executive Officer becomes a non-resident of Japan in the course of the trust period, in principle, such Director or Executive Officer receives the payment of cash equivalent to the value of the entire number of the Company's shares equivalent to the number of points accumulated up to then after conversion into cash within the Trust.

In the event of the death of a Director or Executive Officer in the course of the Trust period, in principle, the heir of such Director or Executive Officer receives the payment of cash equivalent to the value of the entire number of the Company's shares equivalent to the number of points accumulated up to then after conversion into cash within the Trust.

(6) Voting rights associated with the Company's shares in the Trust

Voting rights associated with the Company's shares in the Trust are not to be exercised during the trust period in order to ensure neutrality with respect to the Company's management.

(7) Treatment of dividends from the Company's shares in the Trust

Dividends from the Company's shares in the Trust will be received by the Trust and used to pay trust fees and trust expenses related to the Trust.

(8) Other details of the Plan

Other details related to the Plan are to be determined by the Board of Directors on occasions of establishing the Trust, amending the trust agreement, and making additional contributions to the Trust.

(Reference)

For further details of the Plan, refer to "Notification of Introduction of a Performance-linked Stock Compensation Plan" released on May 20, 2024.

(URL: <https://www.nittofuji.co.jp/ir/>) (only in Japanese)