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Securities code: 4362

June 9, 2026

To our shareholders:

Hiroshi Yano
President and CEO
NIPPON FINE CHEMICAL CO., LTD.
4-9, Bingomachi 2-chome, Chuo-ku, Osaka

Notice of the 158th Annual General Meeting of Shareholders

We are pleased to announce that the 158th Annual General Meeting of Shareholders of NIPPON FINE CHEMICAL CO., LTD. (the “Company”) will be held as set forth below.

The Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (excluding voting form) in electronic format, so kindly access the Company’s website below to review the information.

The Company’s website: <https://www.nipponseika.co.jp/> (in Japanese)

Please access the above website and select “IR” and then “General Meeting of Shareholders” to review.

For items subject to measures for electronic provision, the Company also posts this information in electronic format on the website of the Tokyo Stock Exchange (TSE).

To access this information from the latter website, access the TSE website (Listed Company Search) by using the internet address shown below, enter “NIPPON FINE CHEMICAL” in the “issue name (company name)” or “4362 [half-width characters]” in securities “Code,” and click “Search,” and then click “Basic information” and select “Documents for public inspection/PR information.”

TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

If you are unable to attend on the day of the meeting, you can exercise your voting rights via the internet or postal mail in advance, so please refer to the following Reference Documents for the General Meeting of Shareholders and exercise voting rights on the internet, etc. or send the enclosed voting form by no later than Tuesday, June 23, 2026, at 5:40 p.m. (JST) in accordance with the following guidance.

- 1. Date** Wednesday, June 24, 2026, at 10:00 a.m. (JST)
- 2. Venue** Nihon Mengyo Club (Cotton Industry House) New Building 7th Floor
5-8, Bingomachi 2-chome, Chuo-ku, Osaka

3. Purposes

Matters to be reported

1. The Business Report, the Consolidated Financial Statements and the Audit Results Report of the Accounting Auditor and the Audit & Supervisory Board on the Consolidated Financial Statements for the 158th fiscal year (from April 1, 2025 to March 31, 2026)
2. Report on the Non-Consolidated Financial Statements for the 158th fiscal year (from April 1, 2025 to March 31, 2026)

Matters to be resolved

Proposal No. 1 Appropriation of Surplus

Proposal No. 2 Election of Five Directors

4. Matters Decided upon Convocation

1. If there is no indication of approval or disapproval for each proposal on the voting form when exercising voting rights in writing, it will be treated as an indication of approval.
2. If you exercise your voting rights both via the internet, etc. and in writing, we will treat the exercise of your voting rights via the internet, etc. as valid. In addition, if you exercise your voting rights multiple times via the internet, etc., we will treat the last exercise as the valid exercise of your voting rights.

- When attending this meeting in person, please submit the enclosed voting form at the reception.
 - Of the items subject to measures for electronic provision, the following items are not included in the documents we send under the provisions of laws and regulations and the Articles of Incorporation of the Company.
 - (1) “Company Systems and Policies” and “Operation of Systems to Ensure Appropriateness of Business” in the Business Report
 - (2) “Consolidated Statement of Changes in Net Assets” and “Notes to Consolidated Financial Statements” in the Consolidated Financial Statements
 - (3) “Statement of Changes in Net Assets” and “Notes to Non-Consolidated Financial Statements” in the Non-Consolidated Financial Statements
- The Audit & Supervisory Board Members and the Accounting Auditor have audited the documents subject to audit, including the above items.
- If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the Company’s website and the TSE website described above (in Japanese).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1 Appropriation of Surplus

Returning profits to shareholders is one of the Company's important priorities. In this regard, the Company seeks to increase the consolidated basic earnings per share. The Company's basic policy is to use a DOE (dividend on equity) of 4.3% as a benchmark and to improve and stabilize dividend levels.

Based on the dividend policy, the Company proposes to pay a year-end dividend in cash, amounting to ¥51 per share (aggregate amount of ¥1,105,935,000), to shareholders as of the end of the fiscal year under review. Accordingly, including the interim dividend of ¥47 per share, the annual dividends per share will be ¥98.

The effective date (starting date of payments) of the year-end dividend will be Thursday, June 25, 2026.

Proposal No. 2 Election of Five Directors

The term of office of all five Directors will expire at the conclusion of this meeting. Therefore, the Company proposes the election of five Directors (including two Outside Directors).

The candidates for Director are as follows.

The Nomination and Remuneration Committee where Independent Outside Directors hold a majority has discussed the nomination of candidates for Director in order to capitalize on the knowledge and advice of Independent Outside Directors as well as to ensure the fairness, transparency and objectiveness of the procedures.

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Hiroshi Yano (June 29, 1964) Male	Apr. 1989 Joined the Company Sept. 2006 General Manager of Planning Office June 2010 Corporate Officer Apr. 2011 General Manager of Corporate Planning Office June 2015 Director Senior General Manager of Fine Chemicals Department Apr. 2017 General Manager of Lipid Division June 2020 President and CEO (current position) Oct. 2021 Senior General Manager of Lipid Division	47,711 shares
(Reasons for election) Mr. Hiroshi Yano has worked on strengthening the Company's governance structure through leading and supervising the Company's overall management as President and CEO since 2020 after assuming the position of Corporate Officer in 2010. He also has experience serving as Director, Corporate Officer. Based on these abundant experience and in-depth insight about the overall businesses, the Company has judged that he is expected to contribute to enhancing the Company's sustained corporate value, and therefore has nominated him as a candidate for Director for another term.			
2	Masanobu Kawabayashi (September 5, 1955) Male	Apr. 1974 Joined the Company Mar. 2005 General Manager of Takasago Plant June 2008 Corporate Officer Oct. 2008 Senior General Manager of Manufacturing & Technology Division June 2010 Director (current position) June 2015 Director, Executive Corporate Officer (current position) June 2017 Group Production Management (current position) Apr. 2024 In charge of Plant Engineering Department (current position)	39,260 shares
(Reasons for election) Mr. Masanobu Kawabayashi has reflected knowledge and experience gained so far for the Company's overall management as Director as well as supervised the manufacturing technology area after assuming Corporate Officer in 2008, serving as Director, Corporate Officer, and then assuming the position of Director, Executive Corporate Officer since 2015. Based on these abundant experience and in-depth insight about the overall businesses, the Company has judged that he is expected to contribute to enhancing the Company's sustained corporate value, and therefore has nominated him as a candidate for Director for another term.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	Yukihiro Ohashi (July 26, 1960) Male	<p>Sept. 2000 Joined the Company</p> <p>Sept. 2005 General Manager of Cosmetic Ingredients Research Laboratory Office</p> <p>June 2006 General Manager of Cosmetic Ingredients Research Laboratory Department</p> <p>June 2008 Corporate Officer</p> <p>Apr. 2009 Deputy Senior General Manager of Research Laboratory Division</p> <p>Apr. 2011 Senior General Manager of Cosmetics Ingredients Division</p> <p>June 2011 Director (current position)</p> <p>May 2013 General Manager of Research Laboratory</p> <p>June 2021 Director, Senior Corporate Officer</p> <p>Apr. 2023 Senior General Manager of Research Laboratory Division (current position)</p> <p>June 2024 Director, Executive Corporate Officer (current position)</p> <p>In charge of group R&D (current position)</p>	72,606 shares
<p>(Reasons for election)</p> <p>Mr. Yukihiro Ohashi has reflected knowledge and experience gained so far for the Company's overall management as Director as well as supervised the R&D area, after assuming Corporate Officer in 2008, serving as Director, Corporate Officer and Director, Senior Corporate Officer, and then assuming the position of Director, Executive Corporate Officer in 2024. Based on these abundant experience and in-depth insight about the overall businesses, the Company has judged that he is expected to contribute to enhancing the Company's sustained corporate value, and therefore has nominated him as a candidate for Director for another term.</p>			
4	Susumu Ota (October 13, 1952) [Outside] [Independent] Male	<p>Apr. 1975 Joined Toray Industries, Inc.</p> <p>June 2006 Director of Toray Industries (Malaysia) Sdn. Bhd., and President of Penfibre Sdn. Bhd.</p> <p>June 2013 CEO & COO of Kansai TEK Co., Ltd. (currently Toray Engineering West Co., Ltd.)</p> <p>Jan. 2015 CEO & COO of Toray Engineering Co., Ltd.</p> <p>June 2019 Advisor</p> <p>June 2021 Director of the Company (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>Outside Audit & Supervisory Board Member of YMC CO., LTD.</p>	0 shares
<p>(Reasons for election and outline of expected role)</p> <p>Mr. Susumu Ota has abundant knowledge and experience about corporate management. The Company has considered it as his expected role to present a long-term vision and give proper opinions from a perspective different from the Company's previous idea regarding the Company's management as well as to seek to reinforce the supervisory function of the Board of Directors with high independence and therefore nominated him as a candidate for Outside Director for another term.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
5	Eriko Matsuwaka (July 25, 1978) [Outside] [Independent] Female	<p>Oct. 2000 Joined Chuo Aoyama Audit Corporation</p> <p>Apr. 2004 Registered as a Certified Public Accountant</p> <p>Nov. 2005 Joined Nippon Yusen Kabushiki Kaisha</p> <p>Jan. 2017 Founder and Representative Director and President of Stand by C Woman Co., Ltd. (current position)</p> <p>Mar. 2020 Outside Director and Audit and Supervisory Committee Member of Dynapac Co., Ltd. (current position)</p> <p>June 2024 Director of the Company (current position) (Significant concurrent positions outside the Company)</p> <p>Representative Director and President of Stand by C Woman Co., Ltd.</p> <p>Outside Director and Audit and Supervisory Committee Member of Dynapac Co., Ltd.</p>	0 shares
<p>(Reasons for election and outline of expected role)</p> <p>Ms. Eriko Matsuwaka is a certified public accountant well versed in corporate accounting and has abundant knowledge and experience about corporate management. The Company has considered it as her expected role to present a long-term vision and give proper opinions from a perspective different from the Company's previous idea regarding the Company's management as well as to seek to reinforce the supervisory function of the Board of Directors with high independence and therefore nominated her as a candidate for Outside Director for another term.</p>			

- (Notes)
1. There is no special interest between any of the candidates and the Company.
 2. Candidates Mr. Susumu Ota and Ms. Eriko Matsuwaka are candidates for Outside Director.
 3. The Company has submitted notification to the Tokyo Stock Exchange that candidates Mr. Susumu Ota and Ms. Eriko Matsuwaka have been designated as independent officers as provided for by the aforementioned exchange. If these candidates are reelected, they will continue to be independent officers.
 4. At the conclusion of this meeting, candidate Mr. Susumu Ota's tenure as Outside Director of the Company will have been 5 years, and candidate Ms. Eriko Matsuwaka's tenure as Outside Director of the Company will have been 2 years.
 5. Limited liability agreements with Outside Directors

The Company specifies that the liability of Outside Directors can be exempted within the range provided for by the Companies Act, so that they can properly perform their expected duties. Additionally, it stipulates in its current Articles of Incorporation that the Company can enter into agreements with Outside Directors to limit their liability for damages to the Company caused by negligence of their duties within a certain range, in order to facilitate the recruitment of qualified candidates for Outside Director positions. The Company has entered into a limited liability agreement with candidates for Outside Director Mr. Susumu Ota and Ms. Eriko Matsuwaka. If these candidates' reelections are approved, the Company plans to continue the said limited liability agreement with them.

The outline of this agreement is as follows:

- (i) This agreement limits liabilities provided for by Article 423, paragraph (1) of the Companies Act to the total of the amounts stipulated in each item of Article 425, paragraph (1) of the aforementioned Act.
 - (ii) The aforementioned limitation of liability shall apply only when an Outside Director performs duties that have caused the liability in good faith and without gross negligence.
6. The Company has entered into a directors and officers liability insurance (D&O insurance) policy with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act. Under this insurance policy, the legally required compensation for damages and litigation expenses to be borne by the insured are covered.
- The insured on the said insurance policy shall be Directors and Audit & Supervisory Board Members of the Company and its subsidiaries. If the election of each candidate for Director is approved under this proposal, each candidate to be reelected will continue to be the insured. The Company plans to renew the said insurance policy in November 2026.
7. Ms. Eriko Matsuwaka's name in the family register is Ms. Eriko Matsumoto.

(Reference)

Skill matrix of candidates for Director and Audit & Supervisory Board Members

The Company has established a skills matrix for Directors and Audit & Supervisory Board Members and strives to secure a diverse range of values and expertise to ensure we can respond flexibly to changes in the business environment and social challenges, while conducting decision-making and management oversight with a broad perspective.

	Name	Corporate management	Sustainability and ESG	Production, R&D and quality	Business strategy and marketing	Finances and accounting	Global	Legal affairs and risk management
Candidates for Director	Hiroshi Yano	○	○		○	○	○	○
	Masanobu Kawabayashi	○		○			○	
	Yukihiro Ohashi		○	○	○			
	Susumu Ota	○	○	○	○		○	○
	Eriko Matsuwaka	○				○		
Audit & Supervisory Board Members	Kiyoshi Horie			○	○		○	
	Masanori Mitsuki		○	○				
	Tetsuo Masuda		○					○
	Kazufumi Suzuki	○	○		○	○	○	○

(Note) The “○” next to each person’s name indicates the skills particularly expected of that person and does not represent all of the skills and expertise that each person possesses.