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Securities code: 6157

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To our shareholders

Hiroji Goto,
President
NS TOOL Co., Ltd.
4-5-9 Minami Oi, Shinagawa-ku, Tokyo

Notice of the 63rd Ordinary General Meeting of Shareholders

We hereby announce that the 63rd Ordinary General Meeting of Shareholders of NS TOOL Co., Ltd. (the “Company”) will be held as follows.

In convening this General Meeting of Shareholders, the Company has taken measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format, and has posted the information on each of the following websites. Please access either of the websites to view the information.

Websites for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/6157/teiji/> (in Japanese)

The Company’s website:

https://www.ns-tool.com/ja/ir/ir_event/general_meeting/ (in Japanese)

TSE website (Listed Company Search):

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

(Access the TSE website by using the internet address shown above, enter “NS TOOL” in “Issue name (company name)” or the Company’s securities code “6157” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

If not attending the Meeting in person, shareholders can exercise their voting rights via the Internet or in writing. Please review the Reference Documents for the General Meeting of Shareholders below and confirm the “Guide to Exercising Voting Rights,” be sure to exercise your voting rights by no later than 6:00 p.m. (JST) on Thursday, June 20, 2024.

1. **Date and time** Friday, 10:30 a.m., June 21, 2024
2. **Location** Conference Room 1 and 2, Twin building 4F, Ours Inn Hankyu
1-50-5 Oi, Shinagawa-ku, Tokyo

3. **Purpose**

Reporting Matters

1. Report on Business Activities, Consolidated Financial Statements, and results of audits of Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Committee for the 63rd fiscal year
(from April 1, 2023, to March 31, 2024)
2. Report on the Non-Consolidated Financial Statements for the 63rd fiscal year
(From April 1, 2023, to March 31, 2024)

Resolutions

- Proposal No. 1** Appropriation of Surplus
- Proposal No. 2** Election of Four Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)
- Proposal No. 3** Election of Two Directors Who Are Audit & Supervisory Committee Members

- When considering whether to attend the Meeting in person, please check the situation at the time of the Meeting and your physical condition, and consider not attending in person if need be.
- When attending in person, please submit the voting rights exercise form to the reception desk. In addition, please bring this convocation notice to conserve resources.
- If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on each website described on the previous page.
- For this general meeting of shareholders, we have delivered paper-based documents stating the items subject to measures for electronic provision to all shareholders, regardless of whether or not they have requested them.
Among the items subject to measures for electronic provision, in accordance with laws and regulations and Article 14 of the Company's Articles of Incorporation, the "Notes to Consolidated Financial Statements" of the Consolidated Financial Statements and the "Notes to Non-Consolidated Financial Statements" of the Non-Consolidated Financial Statements are not provided in the document delivered.
Therefore, the Consolidated Financial Statements and the Non-Consolidated Financial Statements provided in the document are part of the consolidated financial statements and non-consolidated financial statements audited by the Accounting Auditor and the Audit & Supervisory Committee at the time of their preparing audit reports. The Audit & Supervisory Committee Members and the Accounting Auditor have audited the documents subject to audit, including the above items.
- Please note that Company representatives will be wearing light, semi-formal attire (cool biz) on the day. We ask that shareholders also attend wearing light, semi-formal attire.
- We will not be providing gifts to shareholders attending the Meeting in person. Thank you for your understanding.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

1. Year-end dividends

The Company has given consideration to matters including the business performance of the current fiscal year and future management environment, and it proposes to pay year-end dividends for the 63rd fiscal year as follows:

Type of dividend property

Cash

Allotment of dividend property and their aggregate amount

Cash of ¥12.5 per share of the Company's common stock (ordinary dividend of ¥12.5)

Total dividends: ¥310,623,700

As a result, the annual dividend for the 63rd fiscal year will be ¥27.5 per share of the Company's common stock, when combined with the interim dividend (¥15 per share of the Company's common stock) previously implemented.

Effective date of dividends of surplus

June 24, 2024

2. Other appropriation of surplus

With regard to retained earnings, we request the following in order to strengthen our management base in preparation for future business development.

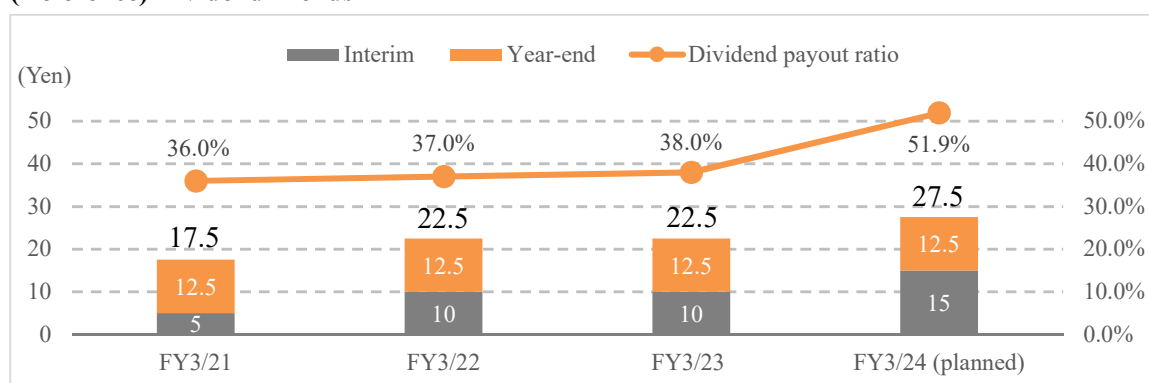
Item of surplus to be decreased and amount of decrease

Retained earnings brought forward: ¥600,000,000

Item of surplus to be increased and amount of increase

General reserve: ¥600,000,000

(Reference) Dividend Trends



* The figures take into consideration the impact of the share split carried out on April 1, 2021.

* The dividend payout ratios shown above have been calculated on a consolidated basis.

Proposal No. 2 Election of Four Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

The term of office of all four Directors (excluding Directors who are Audit & Supervisory Committee Members; hereinafter the same shall apply for this Proposal) will expire at the conclusion of this General Meeting of Shareholders.

Therefore, the Company proposes the election of four Directors.

The Audit & Supervisory Committee has agreed with this Proposal because persons have been selected who can fulfill the roles expected of the Board of Directors.

The candidates for Director are as follows:

Candidate No.	Name	Current position and responsibility at the Company	Attribution
1	Hiroji Goto	President, in charge of sales	Reelection
2	Takashi Goto	Senior Executive Vice President, in charge of production/development	Reelection
3	Yuko Adachi	Managing Director, in charge of general affairs/administration (Information Supervisor)	Reelection
4	Satoru Toda	Director, General Manager of Corporate Planning Office and Administration Department	Reelection

Reelection: Candidate for Director to be reelected

- Notes:
1. Director candidate Hiroji Goto concurrently serves as Representative Director of G-Tech Co., Ltd., a wholly owned subsidiary of the Company, CEO of NS TOOL Hong Kong Ltd., a wholly owned subsidiary of the Company, and President/CEO of NS TOOL USA, Inc., a wholly owned subsidiary of the Company, and the Company has a business relationship involving the sale of products, etc., with each subsidiary.
 2. Director candidate Takashi Goto serves as Representative Director of NS Engineering Co., Ltd., a wholly owned subsidiary of the Company, and the Company has a business relationship involving product manufacturing consignment, etc., with this company.
 3. There are no special interests between other candidates and the Company.
 4. The Company shall conclude an officer liability insurance contract prescribed in Article 430-3, Paragraph 1 of the Companies Act with an insurance company that covers legal damages and costs incurred by the insured persons. However, there are certain reasons for coverage exclusion, such as damages arising from actions where the insured person has full knowledge of the action’s illegality. All candidates are included in the insured persons of the insurance contract, and if the Proposal is approved as originally proposed and each candidate becomes a Director of the Company, he/she will continue to be included in the insured persons of the insurance contract. In addition, the Company plans to renew the insurance contract with the same terms in the middle of the term of office.

Candidate No. 1	Hiroji Goto	(Date of birth: February 10, 1962)	Reelection
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Number of years in office as a Director 35 years 9 months **<Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company>**

	Apr. 1986	Joined the Company
Attendance at Board of Directors meetings	Oct. 1988	Director and Deputy General Manager of General Affairs Group
14/14 meetings	Apr. 1992	Managing Director
	Jan. 1995	Executive Director, in charge of sales
	Apr. 2011	Senior Executive Vice President, in charge of sales
	Jan. 2013	CEO of NS TOOL Hong Kong Ltd. (present post)
	Apr. 2013	President of the Company
	Oct. 2016	President of the Company, in charge of sales (present post)
	Apr. 2021	Representative Director of G-Tech Co., Ltd. (present post)
	Nov. 2021	President and CEO of NS TOOL USA, Inc. (present post)

<Number of the Company's shares owned>

761,400 shares

Reasons for nomination as candidate for Director

With his wealth of experience and broad insight as a corporate manager, Hiroji Goto demonstrates strong leadership as President of the Company. He is also actively working on the development of new measures, etc., and he has been leading the Company and the entire Group. For these reasons, the Company continued to select him as a candidate for Director.

Candidate No. 2	Takashi Goto	(Date of birth: September 14, 1963)	Reelection
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Number of years in office as a Director 35 years 9 months **<Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company>**

	Apr. 1984	Joined the Company
Attendance at Board of Directors meetings	Oct. 1988	Director and Deputy General Manager of Production Department
14/14 meetings	Jan. 2002	Managing Director, in charge of production/development
	Apr. 2009	President of NS Engineering Co., Ltd.
	Apr. 2010	President of G-Tech Co., Ltd.
	Apr. 2011	Executive Managing Director of the Company, in charge of production/development
	Apr. 2013	Senior Executive Vice President of the Company
	Apr. 2016	Representative Director of NS Engineering Co., Ltd. (present post)
	Oct. 2016	Senior Executive Vice President of the Company, in charge of production/development (present post)
	Jan. 2021	President of Makino Industry Co., Ltd.
	Apr. 2024	Representative Director of Makino Industry Co., Ltd. (present post)

<Number of the Company's shares owned>

756,400 shares

Reasons for nomination as candidate for Director

Takashi Goto leads the production and development departments of the Company and the Group, and he demonstrates strengths in cooperation with research institutes and the development of new technologies. In addition, he is promoting the development and automation of production facilities in-house. For these reasons, the Company continued to select him as a candidate for Director.

Candidate No.

3

Yuko Adachi

(Date of birth: June 29, 1953)

Reelection

Number of years in office as a Director 22 years 10 months
<Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company>

Apr. 1978	Joined AIU General Insurance Co., Ltd.
Apr. 1985	Joined the Company
Sept. 2001	Director and General Manager of General Affairs Department
Feb. 2002	Director and General Manager of General Affairs Department, and President of G-Tech Co., Ltd.
June 2003	Director of the Company, President of G-Tech Co., Ltd.
Apr. 2005	Managing Director of the Company (Information Supervisor)
Nov. 2015	President of Makino Industry Co., Ltd.
Oct. 2016	Managing Director of the Company, in charge of general affairs/administration (Information Supervisor) (present post)
Apr. 2017	Chairman of Makino Industry Co., Ltd.
Sept. 2020	Chairman and President of Makino Industry Co., Ltd.
Jan. 2021	Chairman of Makino Industry Co., Ltd. (present post)

<Number of the Company's shares owned>

175,000 shares

Reasons for nomination as candidate for Director

As a chairman of a subsidiary and in charge of general affairs and general administration of the Company, Yuko Adachi has led the development of the Company and the Group's administration and has led compliance promotion efforts. For these reasons, the Company continued to select her as a candidate for Director.

Candidate No.

4

Satoru Toda

(Date of birth: February 26, 1962)

Reelection

Number of years in office as a Director 4 years
Attendance at Board of Directors meetings 14/14 meetings

<Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company>

Apr. 1984 Joined The Tokai Bank, Ltd. (current MUFG Bank, Ltd.).

Oct. 2006 General Manager of Corporation Division 1, Yokohama Branch, The Bank of Tokyo-Mitsubishi UFJ, Ltd.

Oct. 2009 Transferred to Mitsubishi UFJ Securities Co., Ltd. (current Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.)

Apr. 2010 Registered as a Certified Public Tax Accountant (Chiba Prefectural Tax Accountant's Association)

June 2014 General Manager of Corporate Business Division 5, Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.

Apr. 2020 Joined the Company

June 2020 Director and General Manager of CEO Office

Feb. 2021 Director and General Manager of the Administration Department

July 2021 Director, General Manager of Corporate Planning Office and Administration Department (present post)

<Number of the Company's shares owned>

9,000 shares

Reasons for nomination as candidate for Director

Based on his knowledge and experience regarding the Companies Act, the Financial Instruments and Exchange Act, and regulations related to listed companies through his many years of work at banks and securities companies, as well as his extensive international experience, Satoru Toda has made proposals that contribute to the management of the Company and promoted measures. For these reasons, the Company continued to select him as a candidate for Director.

Proposal No. 3 Election of Two Directors Who Are Audit & Supervisory Committee Members

The term of office of directors Naoko Fujisaki and Toshiaki Hiraga, who are Audit & Supervisory Committee Members, will expire at the conclusion of this General Meeting of Shareholders.

Therefore, the Company proposes the election of two Directors who are Audit & Supervisory Committee Members.

In addition, the consent of the Audit & Supervisory Committee has been obtained regarding this Proposal.

The candidates for Director who is an Audit & Supervisory Committee Member are as follows:

Candidate No.	Name	Current position and responsibility at the Company	Attribution
1	Naoko Fujisaki	Independent External Director (Audit & Supervisory Committee Member)	<div style="border: 1px solid black; display: inline-block; padding: 2px;">Reelection</div> <div style="border: 1px solid black; display: inline-block; padding: 2px;">External</div> <div style="border: 1px solid black; display: inline-block; padding: 2px;">Independent</div>
2	Toshiaki Hiraga	Independent External Director (Audit & Supervisory Committee Member)	<div style="border: 1px solid black; display: inline-block; padding: 2px;">Reelection</div> <div style="border: 1px solid black; display: inline-block; padding: 2px;">External</div> <div style="border: 1px solid black; display: inline-block; padding: 2px;">Independent</div>

Reelection: Candidate for Director to be reelected

External: Candidate for external Director

Independent: Independent officer pursuant to stock exchange rules

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. Naoko Fujisaki and Toshiaki Hiraga are candidates for external Director. The Company has currently notified the Tokyo Stock Exchange that both directors are independent officers (external directors) pursuant to the provisions of the Tokyo Stock Exchange, and if the election of both as Directors who are Audit & Supervisory Committee Members is approved, the Company intends to continue to designate them as independent officers (external directors).
 3. Naoko Fujisaki and Toshiaki Hiraga are currently external directors who are Audit & Supervisory Committee Members of the Company. Naoko Fujisaki's tenure will be eight years at the conclusion of this General Meeting of Shareholders, and Toshiaki Hiraga's tenure will be eight years.
 4. The Company shall conclude an officer liability insurance contract prescribed in Article 430-3, Paragraph 1 of the Companies Act with an insurance company that covers legal damages and costs incurred by the insured persons. However, there are certain reasons for coverage exclusion, such as damages arising from actions where the insured person has full knowledge of the action's illegality. All candidates are included in the insured persons of the insurance contract, and if the Proposal is approved as originally proposed and each candidate becomes a Director of the Company, he/she will continue to be included in the insured persons of the insurance contract. In addition, the Company plans to renew the insurance contract with the same terms in the middle of the term of office.

Candidate No.

1

Naoko Fujisaki

(Date of birth: October 18, 1949)

Reelection

External

Independent

Number of years in office as an external Director **<Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company>**

8 years

Attendance at Board of Directors meetings

14/14 meetings

Attendance at Audit & Supervisory Committee meetings

14/14 meetings

Apr. 1968	Joined Sumitomo Bank, Ltd. (current Sumitomo Mitsui Banking Corporation)
Oct. 1977	Joined MICRONICS JAPAN Co., Ltd.
Dec. 2000	Director and General Manager of Accounting Department
Dec. 2004	Managing Director and General Manager of Accounting Department, Administration Division
Oct. 2007	Managing Director and General Manager of Administration Division
Dec. 2009	Executive Director and General Manager of Administration Division
Oct. 2010	Executive Director and General Manager of Planning & Administration Division
June 2016	Independent External Director (Audit & Supervisory Committee Member) of the Company (present post)

<Number of the Company's shares owned>

2,000 shares

Summary of reasons for selection as a candidate for external Director who is an Audit & Supervisory Committee Member and expected role

Based on her broad insight and extensive experience as a director of a listed company, the Company expects that Naoko Fujisaki will provide appropriate recommendations and advice in terms of decision-making regarding business execution and supervision from the perspective of propriety and legality, and as an external Director who is an Audit & Supervisory Committee Member currently, she is performing appropriate audits from an objective perspective. For these reasons, the Company continued to select her as candidate for external Director. In addition, if she is elected, the Company intends to have her continue to serve as a Nomination and Remuneration Committee member from an objective and neutral standpoint in selecting candidates for officers of the Company and determining executive compensation, etc.

Candidate No.

2

Toshiaki Hiraga

(Date of birth: December 19, 1973)

Reelection

External

Independent

Number of years in office as an external Director 8 years
<Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company>

Apr. 1999	Registered as attorney-at-law (belonging to Tokyo Bar Association)
Oct. 2007	Established law firm, Kitamura & Hiraga, Partner (present post)
Mar. 2009	External Auditor of MS&Consulting, Co., Ltd.
Apr. 2014	External Director of Polaris Capital Group Co., Ltd.
June 2016	Independent External Director (Audit & Supervisory Committee Member) of the Company (present post)
June 2016	External Auditor of Human Associates Holdings, Inc.
June 2019	External Director (Audit & Supervisory Committee Member) of Human Associates Holdings, Inc.
Apr. 2022	Auditor of Regrowth Capital Management Co., Ltd. (present post)
June 2022	Auditor of Polaris Capital Group Co., Ltd. (present post)

<Number of the Company's shares owned>
- shares

Summary of reasons for selection as a candidate for external Director who is an Audit & Supervisory Committee Member and expected role

Toshiaki Hiraga has no experience in corporate management except as an external officer. However, based on his advanced specialist knowledge and experience as an attorney-at-law, and his experience and knowledge as an external officer of another company, the Company expects that he will provide appropriate recommendations and advice in terms of decision-making regarding business execution and supervision from the perspective of propriety and legality, and as an external Director who is an Audit & Supervisory Committee Member currently, he is performing appropriate audits from an objective perspective. For these reasons, the Company continued to select him as candidate for external Director. In addition, if he is elected, the Company intends to have him continue to serve as a Nomination and Remuneration Committee member from an objective and neutral standpoint in selecting candidates for officers of the Company and determining executive compensation, etc.

<Reference> Company's criteria for independence of independent officers

If none of the following is applicable to an external director, the Company decides that the external director is independent of the Company.

1. An executive (Note 1) or former executive of the Company and its subsidiaries (the "Company Group")
2. A person who falls under any of the following in the past three business years, including the most recent business year
 - (1) The Company's major shareholder (Note 2) or an executive of the shareholder
 - (2) An executive of an entity such as a company of which the Company Group is a major shareholder
 - (3) An executive of the major business partner (Note 3) of the Company Group
 - (4) A party whose major business partner is the Company Group or an executive of the party
 - (5) A consultant, accounting expert, or legal expert who obtains an annual amount of cash of more than ¥10 million or other assets from the Company Group, in addition to officer remuneration (if the person who obtains these assets is a corporation or organization such as an association, the person who belongs to the organization)
 - (6) A person who belongs to an auditing firm which is an accounting auditor of the Company Group
 - (7) A person who receives a donation of cash of more than ¥10 million annually or other assets from the Company Group or an executive of the person
 - (8) An executive of other companies, etc. if an executive of the Company Group serves as an external officer of these companies, etc.
3. A person who is a spouse or second-degree relative of the person listed in any of 1 or 2(1)-(8) above
4. Any other person with reasonably decided circumstances that the person is unable to fulfill duties as an independent external director

(Note 1) Executive	An executive director, a corporate executive officer, an executive officer, a member who manages a business, and any other similar managing member of a corporation or other organization
(Note 2) Major shareholder	A party who directly or indirectly holds 10% or more voting rights of total voting rights
(Note 3) Major business partner	A party such as a buyer or supplier of products, etc., of the Company Group whose transaction value exceeds 2% of consolidated sales of the Company Group for one business year

<Reference>

Skills matrix concerning officers in case Proposal No. 2 and Proposal No. 3 are approved as proposed

Name of director	Audit & Supervisory Committee Member	Nomination and Remuneration Committee	Required fields of expertise and specialization						
			General management	Sales and marketing	Development and production technologies	International business	Finance and accounting	Legal affairs and organizational compliance	ESG and sustainability
Hiroji Goto		●	●	●	●	●			●
Takashi Goto			●	●	●				●
Yuko Adachi			●	●			●	●	●
Satoru Toda						●	●	●	●
Hiroshi Tajima	●						●	●	●
Kazuo Fukuda	●					●	●	●	●
Naoko Fujisaki	●	●	●				●	●	
Toshiaki Hiraga	●	●	●					●	●
Kenichi Sasamoto	●		●				●	●	●
Hideyo Nakano	●		●			●	●		●

Note: Naoko Fujisaki, Toshiaki Hiraga, Kenichi Sasamoto, and Hideyo Nakano are external Directors.