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Securities code: 2325
March 10, 2025
(Start date of measures for electronic provision: March 3, 2025)

To Shareholders with Voting Rights:

Masaaki Murakami
President & Chief Executive Officer
NJS Co., Ltd.
1-1-1 Shibaura, Minato-ku, Tokyo, Japan

NOTICE OF
THE 75th ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

We hereby inform you that the 75th Annual General Meeting of Shareholders of NJS Co., Ltd. (the "Company") will be held as described below.

The Company has taken measures for electronic provision when convening this General Meeting of Shareholders and the matters subject to measures for electronic provision are posted as the "75th Annual General Meeting of Shareholders" on the following website on the internet. For details, please visit the website and proceed to the "Investors" page.

・ The Company's Website:
https://cloud.swcms.net/njs/ja/investors/event/shareholders-meeting/main/0/teaserItems1/012/tableContents/02/multiFileUpload20/link/75en.pdf

The matters subject to measures for electronic provision are also on the following website.

・ Tokyo Stock Exchange website (Search for a listed company):
https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show

Please confirm details by accessing the website above, entering and searching the name or securities code of the Company, and selecting "Basic information" and "Documents for public inspection/PR information" in this order.

If you are unable to attend the meeting in person, please exercise your voting rights in writing or via the Internet in advance. To exercise your voting rights in writing or via the Internet, please review the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 5:30 p.m. on Monday, March 24, 2025 (JST).

1. **Date and Time:** Tuesday, March 25, 2025 at 10:00 a.m. (JST)
(The reception start time on the day is scheduled for 9:00 a.m.)
2. **Place:** Hamamatsucho Building 14F,
1-1-1 Shibaura, Minato-ku, Tokyo, Japan
3. **Meeting Agenda:**

Matters to be reported:

1. The Business Report and Consolidated Financial Statements for the Company's 75th Fiscal Year (January 1, 2024 - December 31, 2024) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements

2. Non-consolidated Financial Statements for the Company's 75th Fiscal Year (January 1, 2024- December 31, 2024)

Proposals to be resolved:

Proposal 1: Appropriation of Surplus
Proposal 2: Election of Two (2) Directors
Proposal 3: Election of Two (2) Corporate Auditors

- If you are attending in person, please present the enclosed Voting Rights Exercise Form at the reception desk on arrival at the meeting.
- If any revisions need to be made to the matters subject to measures for electronic provision, the revisions will be posted on the respective websites on which such matters are posted.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

Regarding the year-end dividend for the 75th fiscal year, we propose the following based on our basic policy of continuously paying dividends to shareholders according to business performance and returning stable profits over the long term.

1. Type of dividend property
   Cash

2. Allotment of dividend property and the total amount
   We propose to pay 50 JPY per share of the Company's common stock.
   In this case, the dividends will total 478,175,550 JPY.
   As a result, the full-year dividend, including the interim dividend, will be 95 JPY per share, an increase of 10 JPY from the previous fiscal year.

3. Effective date of the dividends of surplus
   We propose March 26, 2025, as the effective date of the dividends of surplus.

Proposal 2: Election of Two (2) Directors

The Company proposes the election of two (2) Directors to strengthen the management structure.
The terms of office of Directors to be elected will expire at the conclusion of the ordinary general meeting of shareholders relating to the last fiscal year ending within one year after their election, together with the term of office of the incumbent directors in accordance with the Company's Articles of Incorporation.

The candidates for Director are as follows.

<table>
<tr><th>No.</th><th>Name (Date of birth)</th><th>Career summary, positions, responsibilities, and significant concurrent positions</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">1</td><td>Uday Ganapati Kelkar
(December 30, 1962)

[New appointment]</td><td>January 1993 Joined Malcolm Pirnie Inc. (currently Arcadis NV)
September 1995 Joined Camp Dresser & McKee, Inc. (currently CDM Smith, Inc.)
February 2004 Joined NJS Consultants, Co., Ltd. (currently NJS Co., Ltd.)
March 2007 Managing Director and CEO, NJS Engineers India Pvt., Ltd.
April 2012 Executive Officer and General Manager of India Office, NJS Consultants, Co., Ltd.
September 2015 Director and General Manager of India Office
September 2022 Director, NJS Engineers India Pvt., Ltd. (to present)
August 2024 Executive Officer, Deputy General Manager, Global Environment Division of the Company (to present)
[Significant concurrent positions]
Director, NJS Engineers India Pvt., Ltd.</td><td>-</td></tr>
<tr><td colspan="3">[Reason for nomination as candidate for Director and overview of expected role]
Mr. Uday Ganapathi Kelkar has worked for a global construction consulting firm in a wide range of areas, including surveying, planning, and construction supervision of water supply and sewage systems. He then served as Managing Director of NJS Engineers India Pvt., Ltd., our group company in India, and has demonstrated leadership in the expansion and development of the Company’s business in India.
We have nominated him as a candidate for Director in the expectation that he will use his experience to contribute to the development of global solutions with a focus on the global environment and the strengthening of diversity in management based on an international perspective.</td></tr>
</table>

<table>
<tr><th>No.</th><th>Name (Date of birth)</th><th colspan="2">Career summary, positions, responsibilities, and significant concurrent positions</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">2</td><td>Sunao Murata
(February 17, 1963)

[New appointment]
[Outside]
[Independent]</td><td>April 1985

February 1990
April 2000
August 2005

April 2012

April 2015

October 2017

April 2019

April 2022</td><td>Joined Nippon Kogaku K.K. (currently Nikon Corporation)
Joined Seiko Epson Corporation
Seconded to Epson Canada
General Manager, Software Planning and Design Department, Seiko Epson Corporation
Executive Officer and General Manager, IT Promotion Division, Seiko Epson Corporation
Executive Officer, General Manager of Professional Printing Division, Seiko Epson Corporation
Executive Officer and Deputy General Manager, Corporate Planning Division, Seiko Epson Corporation
Executive Officer, Deputy General Manager of DX Promotion Division, CIO, Seiko Epson Corporation
CIO, DX Promotion Division, Seiko Epson Corporation</td><td>-</td></tr>
<tr><td colspan="4">[Reason for nomination as candidate for Outside Director and overview of expected role]
Mr. Sunao Murata has been responsible for software, IT/AI, cyber security, etc. for many years at a major precision equipment manufacturer, promoting the use of digital technology in management. He has also been played key role in setting up overseas software development sites.
We have nominated him as a candidate for Outside Director of the board in the expectation that his wealth of experience and insight will provide useful supervision and advice in discussions on strengthening management, especially related to the expansion of software services and DX promotion.</td></tr>
</table>

Notes: 1. No special interests exist between the Company and any of the above candidates for Director.

2. Mr. Sunao Murata is a candidate for Outside Director.

   He also satisfies the requirements for an independent director as stipulated by the Tokyo Stock Exchange, and if this proposal is approved as proposed, he will be designated as an independent director.

3. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has concluded liability limitation agreements stipulated in Article 423, Paragraph 1 of the Act with Mr. Sunao Murata. The maximum amount of liability based on this agreement is the amount stipulated in laws and regulations. If the reappointment of each person is approved as proposed, the Company plans to contract the above liability limitation agreement with Mr. Sunao Murata.

4. The Company has concluded a directors and officers liability insurance agreement with an insurance company. The policy provides indemnification for legal damages and legal costs in the event of a claim for damages arising out of acts committed by the insured in the person’s capacity as an insured under such policy. If the appointment of each candidate is approved as proposed, they will be included as insured persons in the insurance agreement.

   This insurance agreement is up for renewal in July 2025, during each candidate's term of office, and the Company intends to renew the policy with the same level of coverage thereafter.

Proposal 3: Election of Two (2) Corporate Auditors

The terms of office for Corporate Auditors, Mr. Satoshi Tanaka and Mr. Takanobu Watanabe, will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of two (2) Corporate Auditors.

The candidates for Corporate Auditor are as follows.

The Board of Corporate Auditors has given its consent to this proposal.

Name (Date of birth)	Career summary, positions, and significant concurrent positions		Number of shares of the Company held
Satoshi Tanaka (September 21, 1963) [Reappointment] [Outside] [Independent]	April 1988	Joined Nippon Cement Corporation (currently Taiheiyo Cement Corporation)	-
	March 2014	General Manager of 2nd Research Department, Central Research Laboratory, Taiheiyo Cement Corporation	
	April 2020	General Manager, Corporate Planning Department, Nihon Hume Corporation	
	April 2021	General Manager of Technology Development Center, Nihon Hume Corporation	
	June 2021	Management Officer, General Manager of Technical Division and Technology Development Center, Nihon Hume Corporation (to present)	
	February 2022	President and Representative Director, Confrontier, Co., Ltd.	
	March 2023	Outside Corporate Auditor of the Company (to present)	
	April 2023	Managing Executive Officer, General Manager of Technology Division and General Manager of Technology Development Center, Nihon Hume Corporation	
	June 2023	Director, Nihon Hume Corporation (to present)	
	[Significant concurrent positions] Director, Managing Executive Officer, Nihon Hume Corporation		

[Reason for nomination as candidate for Outside Corporate Auditor]

Mr. Satoshi Tanaka has many years of business experience and broad insight regarding infrastructure development, and as an outside corporate auditor of the Company since March 2023, he has provided audits from an objective point of view and a broad perspective. For these reasons, we continue to nominate him as a candidate for Outside Corporate Auditor.

We expect that he will continue to make use of his experience in business execution at listed companies to contribute to the revitalization and improvement of the effectiveness of the Board of Directors' discussions.

Name (Date of birth)	Career summary, positions, and significant concurrent positions	Number of shares of the Company held
Takanobu Watanabe (March 14, 1970) [Reappointment] [Outside] [Independent]	April 1992 Joined Nippon Hume Pipe Company Limited (currently Nihon Hume Corporation) June 2014 President and Representative Director, Toho Hume Pipe Company, Limited January 2018 General Manager, Segment Manager, Nihon Hume Corporation April 2019 Deputy General Manager, Sales Division, Nihon Hume Corporation April 2021 Outside Corporate Auditor of the Company (to present) June 2021 Executive Officer, Nihon Hume Corporation (to present) April 2023 Deputy General Manager, Sales Promotion Division, in charge of promoting defense-related business strategies, Nihon Hume Corporation (to present) [Significant concurrent positions] Executive Officer, Nihon Hume Corporation	-

[Reason for nomination as candidate for Corporate Auditor]

Mr. Takanobu Watanabe is familiar with the Company's operations through his experience in the infrastructure-related materials business, and as an outside corporate auditor of the Company since March 2021, he has provided audits from an objective point of view and a broad perspective. For these reasons, we continue to nominate him as a candidate for Outside Corporate Auditor.

We expect that he will continue to make use of his experience in business execution at listed companies to contribute to the revitalization and improvement of the effectiveness of the Board of Directors' discussions.

Notes: 1. No special interests exist between the Company and each candidate for corporate auditor.

2. Mr. Satoshi Tanaka and Mr. Takanobu Watanabe are candidates for Outside Corporate Auditor.

They also satisfy the requirements for independent directors as stipulated by the Tokyo Stock Exchange, and if this proposal is approved as proposed, they will be designated as independent directors.

2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has concluded liability limitation agreements stipulated in Article 423, Paragraph 1 of the Act with Outside Corporate Auditors. The maximum amount of liability for damages based on this agreement is the amount stipulated in laws and regulations. If the appointment of Mr. Satoshi Tanaka and Mr. Takanobu Watanabe are approved as proposed, the Company plans to continue the above liability limitation agreement.

3. Each of the candidates is currently an outside corporate auditor of the Company and their terms of office at the conclusion of this General Meeting of Shareholders will be as follows

Mr. Satoshi Tanaka 2years

Mr. Takanobu Watanabe 4 years

4. The Company has concluded a directors and officers liability insurance agreement with an insurance company. The policy provides indemnification for legal damages and legal costs in the event of a claim for damages arising out of acts committed by the insured in the person’s capacity as an insured under such policy. If the appointment of Mr. Satoshi Tanaka and Mr. Takanobu Watanabe are approved as proposed, they will both continue to be insured under the said insurance policy.

This insurance agreement is up for renewal in July 2025, during the candidate's term of office, and the Company intends to renew the policy with the same level of coverage thereafter.