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May 29, 2026  
(Commencement Date of Electronic Provision Measures: May 25, 2026)

**To Our Shareholders:**

Arata Hamano  
Representative Director and President  
NAGAWA Co., Ltd.  
4-1, Marunouchi 1-chome,  
Chiyoda-ku, Tokyo

**Notice of the 62nd Ordinary General Meeting of Shareholders**

You are cordially notified that the 62nd Ordinary General Meeting of Shareholders of NAGAWA Co., Ltd. (the “Company”) will be held as indicated below.

In convening this Ordinary General Meeting of Shareholders, we have taken measures to electronically provide information and have posted the matters for electronic provision as the “Notice of the 62nd Ordinary General Meeting of Shareholders” on the following website on the Internet.

The Company’s website: <https://group.nagawa.co.jp/news.html>

**If you are unable to attend, you may exercise your voting rights in writing. Therefore, after reviewing the Reference Documents for the General Meeting of Shareholders presented in the matters for electronic provision, please exercise your voting rights by indicating “for” or “against” each agenda item on the enclosed Voting Rights Exercise Form, and mail it so that it is received no later than 5:00 p.m. (JST) on Monday, June 15, 2026. In addition, you may exercise your voting rights via the Internet. When using the voting rights exercise website on your computer or smartphone, please follow the guidance on the site, and enter “for” or “against” each agenda item no later than 5:00 p.m. (JST) on Monday, June 15, 2026. For details, please see pages 3 and 4 of this Notice of Convocation (Japanese-language document only).**

- 1. Date and Time:** Tuesday, June 16, 2026 at 1:00 p.m. (reception will start at 0:30 p.m.) (JST)
- 2. Place:** Otemachi Mitsui Hall, Otemachi One 3F,  
2-1, Otemachi 1-chome, Chiyoda-ku, Tokyo
- 3. Agenda:**  
**Matters to be reported:** The Business Report and Non-consolidated Financial Statements for the Company’s 62nd fiscal year (April 1, 2025 to March 31, 2026)

**Matters for resolution:**

- |                        |  |
|------------------------|--|
| <b>Proposal No. 1:</b> | Election of One (1) Director           |
| <b>Proposal No. 2:</b> | Election of One (1) Corporate Auditors |
| <b>Proposal No. 3:</b> | Appropriation of Surplus               |
| <b>Proposal No. 4:</b> | Payment of Bonuses to Officers         |


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- If you attend the meeting, please bring the enclosed Voting Rights Exercise Form with you and submit it at the reception desk.
  - If any revisions to the matters for electronic provision arise, the revisions will be posted on each of the websites on which the matters for electronic provision have been posted.

## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1: Election of One (1) Director

In order to further strengthen its management function, the Company proposes the election of one (1) new Director. The term of newly elected Director shall be until the expiration of the terms of office of other current Directors in accordance with the Articles of Incorporation of the Company.

The candidate for Director is as follows:

(Name)		New appointment
<b>Isamu Takai</b>		
	Date of birth	October 7, 1965
	Number of Company shares held	600
	Brief personal history, position in the Company, and significant concurrent positions	
	April 1986	Joined the Company
	April 1997	General Manager, Asahikawa Sales Office
	April 2000	General Manager, Obihiro Sales Office
	April 2004	Block Head, Hokkaido Block and General Manager, Sapporo Sales Office
	April 2007	Block Head, Kanto No. 2 Block
	April 2011	Block Head, Hokkaido Block
	April 2022	General Manager, Sales Division and Block Head, Kanto No. 1 Block
June 2022	Executive Officer and General Manger, Sales Division and Block Head, Kanto No. 1 Block	
April 2026	Executive Officer and General Manger, Sales Division (current position)	
(Note)		
1. Mr. Isamu Takai is a candidate for new Director.		
2. There is no special interest between the candidate for Director and the Company.		
[Reasons for nomination as a candidate for Director]		
<p>Since joining the Company 40 years ago, Mr. Isamu Takai has been engaged in sales area, gaining extensive experience and broad expertise. Since April 2022, he has been engaged in the rebuilding of rental base by establishing new stores in Kanto No. 1 Block and expansion of sales of new materials for module system architecture as Executive Officer and General Manager of Sales Division, and, as a result, has steadily strengthened the base for sales of the Company. The Company has nominated him as a candidate for new Director, having determined that he is necessary to strengthen the sales area and enhance the corporate value of the Company.</p>		


### Policies and Procedures in the Nomination of Candidates for Directors and Corporate Auditors

In the selection of Director candidates, the Company determines the candidates through its Board of Directors upon taking into account the capabilities, experience, personality traits, etc., required for each role. In addition, the Company, in the selection of candidates for Corporate Auditor, determines the candidates through its Board of Directors, with the consent of the Board of Corporate Auditors, upon taking into account the capabilities, experience, personality traits, etc., required for each role.

**Proposal No. 2:** Election of One (1) Corporate Auditor

One External Corporate Auditor will resign at the conclusion of this General Meeting of Shareholders. Thus, in order to further strengthen and improve its audit function, the Company proposes the election of one (1) External Corporate Auditor for replacement. As the candidate, Mr. Deguchi is appointed to replace resigning External Corporate Auditor, Mr. Motohashi, the term of Mr. Deguchi shall be until the expiration of the term of office of Mr. Motohashi in accordance with the Articles of Incorporation of the Company.

The candidate for External Auditor is as follows:

(Name)		New appointment	External	Independent
<b>Kenji Deguchi</b>				
	Date of birth	February 28, 1958		
	Number of Company shares held	-		
	Brief personal history, position in the Company, and significant concurrent positions			
	October 1987	Joined Nishikata Audit Corporation (current Deloitte Touche Tohmatsu LLC)		
	September 1988	Left Nishikata Audit Corporation		
	September 1988	Joined CENTURY Audit Corporation (current Ernst & Young ShinNihon LLC)		
	March 1991	Registered as a Certified Public Accountant		
	July 2009	Senior Partner, ShinNihon Audit Corporation (current Ernst & Young ShinNihon LLC)		
	September 2013	Registered as a Certified Fraud Examiner (CFE)		
	June 2017	Left ShinNihon Audit Corporation		
	July 2017	Representative, Honkaruizawa Deguchi Certified Public Account Office (current position)		
	May 2018	Partner Tax Accountant, T&S Tax Accountant Office		
	July 2023	Left T&S Tax Accountant Office		
August 2023	Tax Accountant, Sakai Toshie Tax Accountant Corporation (current position)			
(Note)				
1. Mr. Kenji Deguchi is a candidate for new External Corporate Auditor.				
2. There is no special interest between the candidate for External Corporate Auditor and the Company.				
[Reasons for nomination as a candidate for External Auditor]				
Mr. Kenji Deguchi has a high level of expertise and abundant experience based on his years of activities as a Certified Public Accountant. The Company asks for his appointment, as it has determined that he will appropriately fulfill his duties as an External Corporate Auditor.				

**Policies and Procedures in the Nomination of Candidates for Directors and Corporate Auditors**

In the selection of Director candidates, the Company determines the candidates through its Board of Directors upon taking into account the capabilities, experience, personality traits, etc., required for each role. In addition, the Company, in the selection of candidates for Corporate Auditor, determines the candidates through its Board of Directors, with the consent of the Board of Corporate Auditors, upon taking into account the capabilities, experience, personality traits, etc., required for each role.

Mr. Nobutaka Motohashi, current External Corporate Auditor, will resign at the conclusion of this General Meeting of Shareholders.

**Proposal No. 3:** Appropriation of Surplus

The Company views the return of profits to shareholders as one of its most important management tasks. The Company's businesses comprise the construction and sales business and the rental business. Given the unique nature of the rental business, which requires several years from investment to collection, the Company upholds the basic policy of deliberating the distribution of profits each fiscal year, in light of the progress of business performance and comprehensively taking into account future business development and capital investments, etc., in the long-term.

Based on the above, while carefully examining capital requirements for future capital investments, etc., and adopting a "total shareholder return ratio\*" of 30% as a general rule, we will return profits to shareholders by such means as increased dividends and the acquisition of treasury shares.

**1. Year-end dividends**

The Company has given consideration to matters including the business performance of the fiscal year under review and future business development and proposes to pay year-end dividends for the fiscal year as follows:

Type of dividend property	Cash
Matters related to the allotment of dividend property and the aggregate amount	¥100 per common share of the Company Total dividends ¥1,549,952,200
Effective date of dividends of surplus	June 17, 2026

**2. Other matters regarding the appropriation of surplus**

Regarding internal reserves, aiming to strengthen the management base in preparation for proactive future business development, the Company proposes the following:

Item and amount of increased surplus	General reserve: ¥2,900,000,000
Item and amount of decreased surplus	Retained earnings carried forward: ¥2,900,000,000

\* Total shareholder return ratio: The percentage of the total amount of dividends and acquisition of treasury shares corresponding to profits.

The total shareholder return ratio for the 62nd fiscal year is 52.4%.

**Proposal No. 4: Payment of Bonuses to Officers**

In regard to the eight (8) Directors (of whom three (3) are External Directors) and three (3) Corporate Auditors (of whom two (2) are External Auditors) in office at the end of the fiscal year, the Company proposes to pay a total amount of bonuses to Officers of ¥70,610,000 (¥61,180,000 for Directors (of which ¥5,130,000 will be for External Directors), ¥9,430,000 for Corporate Auditors (of which ¥3,420,000 will be for External Auditors)). This proposal has been decided by the Board of Directors following deliberation by the Nomination and Remuneration Committee, while comprehensively taking into account the business results of the fiscal year under review, the Officer remuneration system and the levels of remuneration, the current number of Officers, etc., and has thus been deemed reasonable.

Furthermore, the amount for each Director and each Corporate Auditor will be entrusted to the discussions by the Board of Directors for Directors, and the discussions among the Corporate Auditors for Corporate Auditors.

Payment of Bonuses to Officers	¥70,610,000
For the eight (8) Directors (of whom three (3) are External Directors)	¥61,180,000 (¥5,130,000)
For the three (3) Corporate Auditors (of whom two (2) are External Auditors)	¥9,430,000 (¥3,420,000)