

This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

Securities code: 7435
July 7, 2022

To Shareholders with Voting Rights:

Toshiyuki Takada
President & Representative Director
NADEX CO., LTD.
9-27 Furuwatari-cho, Naka-ku,
Nagoya City, Aichi, Japan

**NOTICE OF
THE 72ND 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 72nd Annual General Meeting of Shareholders of NADEX CO., LTD. (the “Company”) will be held as described below.

In light of the COVID-19 situation, the Company has carefully deliberated on the holding of the General Meeting of Shareholders and decided to hold it with implementation of appropriate measures to prevent infection. Shareholders are requested to consider exercising their voting rights in writing in advance as far as possible and to give consideration to their health condition before deciding on whether or not to attend the General Meeting of Shareholders on the day.

To exercise your voting rights in writing, please review the Reference Documents for the General Meeting of Shareholders below, indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form, and return the completed form so that it will arrive no later than 5:30 p.m. on Monday, July 25, 2022 Japan time.

- 1. Date and Time:** Tuesday, July 26, 2022 at 10:00 a.m. Japan time
(Reception opens at 9:15 a.m.)
- 2. Place:** Conference Room in the Company’s Head Office
9-27 Furuwatari-cho, Naka-ku, Nagoya City, Aichi, Japan
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the Company’s 72nd Fiscal Year (May 1, 2021 – April 30, 2022) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
 2. The Non-consolidated Financial Statements for the Company’s 72nd Fiscal Year (May 1, 2021 – April 30, 2022)
- Proposals to be resolved:**
- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Partial Amendments to the Articles of Incorporation
- Proposal 3:** Election of One (1) Substitute Auditor
- Proposal 4:** Payment of Bonuses to Directors and Auditors

- When attending the meeting in person on the day, please submit the enclosed Voting Rights Exercise Form at the reception desk at the venue. Additionally, please bring this Notice with you in order to conserve resources.
- No souvenirs will be presented to shareholders.
- Your cooperation is requested with infection prevention measures, including sanitizing your hands with the alcoholic disinfectant provided at the venue and wearing a mask.
- Attendees will have their temperature taken at the entrance, and any person recognized as having a high temperature of 37.5°C or above or who appears unwell may be declined entry to the meeting venue.
- In accordance with the provisions of laws and regulations and Article 15 of the Company's Articles of Incorporation, the following matters are posted on the Company's website (<http://www.nadex.co.jp/>) and are therefore not included in the documents attached to this Notice.
 - (1) Systems for Ensuring the Appropriateness of Operations, and the Operational Status of Such Systems
 - (2) Consolidated Statement of Changes in Equity
 - (3) Notes to the Consolidated Financial Statements
 - (4) Non-consolidated Statement of Changes in Equity
 - (5) Notes to the Non-consolidated Financial StatementsThe Accounting Auditor and the Auditors have audited the documents subject to audit, including the above matters posted on the Company's website.
- Should any revisions be made to the documents attached to this Notice and the Reference Documents for the General Meeting of Shareholders, the revised versions will be promptly posted on the Company's website (<http://www.nadex.co.jp/>).
- Staff at the meeting will operate in "Cool Biz" style without neckties, so attendees are also asked to dress in light clothing.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

With regard to the appropriation of surplus for the fiscal year under review, based on the principle of continuous and stable payment of dividends to shareholders and taking into account the status of earnings, financial position, future business developments, and other considerations, the Company proposes to appropriate surplus as follows.

1. Matters regarding year-end dividends

(1) Type of dividend property

Cash

(2) Matters regarding allocation of dividend property and the total amount thereof

¥26 per common share of the Company

Total: ¥241,912,970

(3) Effective date of dividends of surplus

July 27, 2022

With this, the annual dividends for the fiscal year under review shall be ¥33 per share, including the interim dividends of ¥7 per share.

2. Matters regarding appropriation of surplus

(1) Item and amount of surplus to be increased

General reserve: ¥500,000,000

(2) Item and amount of surplus to be decreased

Retained earnings brought forward: ¥500,000,000

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reasons for amendments

The amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will be enforced on September 1, 2022. Accordingly, in order to prepare for the introduction of the system for electronic provision of materials for general meetings of shareholders, the Articles of Incorporation of the Company shall be amended as follows.

- (1) The proposed Article 15, Paragraph 1 provides that information contained in the reference documents for the general meeting of shareholders, etc. shall be provided electronically.
- (2) The purpose of the proposed Article 15, Paragraph 2 is to establish a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it.
- (3) The provisions related to the internet disclosure and deemed provision of the reference documents for the general meeting of shareholders, etc. (Article 15 of the current Articles of Incorporation) will become unnecessary and will therefore be deleted.
- (4) In line with the above establishment and deletion of the provisions, supplementary provisions related to the effective date, etc. shall be established.

2. Details of amendments

The details of the amendments are as follows.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p><u>(Internet Disclosure and Deemed Provision of the Reference Documents for the General Meeting of Shareholders, Etc.)</u></p> <p><u>Article 15 The Company may, when convening a general meeting of shareholders, deem that it has provided information to shareholders pertaining to matters to be described or indicated in the reference documents for the general meeting of shareholders, business report, non-consolidated financial statements, and consolidated financial statements, by disclosing such information through the internet in accordance with the provisions provided in the Ordinance of the Ministry of Justice.</u></p> <p><Newly established></p>	<p><Deleted></p> <p>(Measures for Electronic Provision, Etc.)</p> <p><u>Article 15 The Company shall, when convening a general meeting of shareholders, provide information contained in the reference documents for the general meeting of shareholders, etc. electronically.</u></p> <p><u>2. Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.</u></p>

Current Articles of Incorporation	Proposed Amendments
<p><Newly established></p>	<p><u>(Supplementary Provisions)</u></p> <p><u>1. The amendments to Article 15 of the current Articles of Incorporation shall come into effect on September 1, 2022, which is the date of enforcement of the amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (the “Effective Date”).</u></p> <p><u>2. Notwithstanding the provisions of the preceding paragraph, Article 15 (Internet Disclosure and Deemed Provision of the Reference Documents for the General Meeting of Shareholders, Etc.) of the current Articles of Incorporation shall remain in force with respect to a general meeting of shareholders to be held on a date within six months from the Effective Date.</u></p> <p><u>3. These supplementary provisions shall be deleted after the lapse of six months from the Effective Date or the lapse of three months from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.</u></p>

Proposal 3: Election of One (1) Substitute Auditor

The Company requests the election of one (1) Substitute Auditor in readiness for the event that the number of Auditors falls below the required number stipulated by laws and regulations.

The prior consent of the Board of Corporate Auditors has been obtained for this proposal.

The candidate for Substitute Auditor is as follows:

Name (Date of birth)	Career summary, positions and significant concurrent positions	Number of shares of the Company held
Toyohiko Ito (January 5, 1948)	April 1970 Joined NIPPONDENSO CO., LTD. (currently DENSO CORPORATION)	—
	January 2003 Director, DENSO CORPORATION	
	June 2003 Executive Director and Senior Managing Executive Officer, DENSO WAVE INCORPORATED	
	June 2010 Corporate Advisor, DENSO WAVE INCORPORATED	
	June 2011 Retired from DENSO WAVE INCORPORATED	
	July 2011 Auditor, the Company	
	July 2019 Resigned as Auditor, the Company	
[Reason for nomination as candidate for Substitute External Auditor] The Company nominated Mr. Toyohiko Ito as a candidate for Substitute External Auditor so that he may leverage his expert knowledge and experience, etc. cultivated as Executive Director and Senior Managing Executive Officer of DENSO WAVE INCORPORATED in the Company's audit structure.		

- Notes:
1. There are no special interests between the candidate and the Company.
 2. The candidate is a candidate for Substitute External Auditor. If the candidate's election is approved and he assumes the office as an Auditor, the Company plans to designate him as an independent officer based on the provisions set forth by the Tokyo Stock Exchange.
 3. Independence as External Auditor and liability limiting contract with the External Auditor
 - 1) The candidate has no plans to receive, and has not received in the past two years, a large sum of money or other property (excluding remuneration, etc. received as an Auditor) from the Company or a specified associated service provider of the Company.
 - 2) The candidate is not a spouse or a close relative within three degrees of kinship of an executive or officer of the Company or a specified associated service provider of the Company.
 - 3) If the candidate's election is approved and he assumes the office as an Auditor, the Company plans to enter into a contract with the candidate limiting his liability pursuant to the provisions of Article 36 of the Article of Incorporation. In summary, such liability limitation contract shall limit the candidate's liability under Article 423, Paragraph 1 of the Companies Act to the amount set forth in laws and regulations if the candidate has acted in good faith and without gross negligence.
 4. The Company has entered into a directors and officers liability insurance contract with an insurance company as provided for in Article 430-3, Paragraph 1 of the Companies Act. If the candidate's election under this Proposal is approved and he assumes the office as an Auditor, he will become an insured person under the said insurance contract. The insurance policy covers damages that may arise when the insured assumes liability for the execution of his or

her duties or receives a claim related to the pursuit of such liability. The Company plans to renew the insurance policy in July 2022.

Proposal 4: Payment of Bonuses to Directors and Auditors

In consideration of business performance for the fiscal year under review and other factors, the Company proposes to pay to the six (6) Directors (including one External Director) and three (3) Auditors in office as of the end of the fiscal year under review bonuses totaling ¥49,900,000 (¥46,580,000 for the Directors (including ¥670,000 for the External Director); ¥3,320,000 for the Auditors).

The payment of bonuses to Directors has been determined based on the basic policy described in “(4) Directors’ Remuneration, etc.” under “3. Matters Concerning Company Officers” on page 11 of the Business Report (in Japanese only), and the Company has judged it to be appropriate.