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Securities code: 7435
(Mailing date: July 4, 2024)
(Start date for electronic provision measures: June 27, 2024)

To Shareholders with Voting Rights:

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

**NOTICE OF
THE 74TH 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 74th Annual General Meeting of Shareholders of NADEX CO., LTD. (the “Company”) will be held as described below.

In the convocation of this General Meeting of Shareholders, the Company has taken electronic provision measures and posted the matters subject to electronic provision measures on the following websites.

- (1) The Company’s website

<http://www.nadex.co.jp/e/>

(Please access the above-mentioned website and select “Information for Investors” from the menu and review the documents under the “Notice of the 74th Annual General Meeting of Shareholders.”)

- (2) The Tokyo Stock Exchange website (Listed Company Search)

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

(Please access the above-mentioned website and enter the Company’s name in the “Issue name (company name)” field or the Company’s securities code in the “Code” field to search. Then, please select “Basic information” followed by “Documents for public inspection/PR information” and review the “Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting” under the “Filed information available for public inspection.”)

If you do not attend the Meeting in person, you can exercise your voting rights via the Internet or in writing (by mail). Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights no later than 5:30 p.m. on Monday, July 22, 2024 Japan time.

- 1. Date and Time:** Tuesday, July 23, 2024 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 74th Fiscal Year (May 1, 2023 – April 30, 2024) 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 74th Fiscal Year (May 1, 2023 – April 30, 2024)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Election of One (1) Substitute Auditor
Proposal 3: Payment of Bonuses to Directors and Auditors

4. Matters Regarding Exercise of Voting Rights:

- (1) Should you indicate neither approval nor disapproval on each proposal in the Voting Rights Exercise Form when exercising voting rights in writing, it shall be treated as an approval vote.
- (2) When voting rights are exercised via the Internet more than once, the last vote shall be deemed effective.
- (3) When voting rights are exercised both in writing and via the Internet, the vote exercised via the Internet shall be deemed effective.

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- 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.
- With or without the requests to deliver written documents, the Company will send all shareholders the documents that contain matters subject to electronic provision measures. Additionally, in accordance with the provisions of laws and regulations and Article 15 of the Company's Articles of Incorporation, the following matters are not included. Therefore, these documents are part of the documents audited by Auditors and the Accounting Auditor in preparing their respective audit reports.
 - (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 Statements
- Should any revisions be made to the matters subject to electronic provision measures, the revised versions will be posted on each website that provides the information.
- Staff at the meeting will operate in "Cool Biz" style without neckties, so attendees are also asked to dress in light clothing.

[Exercising voting rights via the Internet]

Please access the voting rights exercise website designated by the Company (<https://evote.tr.mufg.jp/>) and use the "Voting rights exercise code" and "Password" printed on the Voting Rights Exercise Form sent together with this Notice to indicate your consent/dissent for the proposals no later than the deadline mentioned above by following the instruction on the screen.

In exercising voting rights via the Internet, please review the "Concerning exercise of voting rights via the Internet" on the following page (in Japanese only).

[Exercising voting rights in writing]

Please indicate your consent/dissent for the proposals on the enclosed Voting Rights Exercise Form and send it back by mail no later than the deadline mentioned above.

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.

Matters regarding year-end dividends

(1) Type of dividend property

Cash

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

¥24 per common share of the Company

Total: ¥211,062,984

(3) Effective date of dividends of surplus

July 24, 2024

With this, the annual dividends for the fiscal year under review shall be ¥35 per share, including the interim dividends of ¥11 per share.

Proposal 2: 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
Hiroya Ichihara (July 2, 1960)	October 1985 Joined Marunouchi Audit Corporation (currently Deloitte Touche Tohmatsu LLC) April 1989 Registered as a certified public accountant August 1997 Partner, Tohmatsu & Co. (currently Deloitte Touche Tohmatsu LLC) October 2000 Representative Director and CEO, Tohmatsu Consulting Co., Ltd. (currently Deloitte Tohmatsu Consulting LLC) October 2010 Director, Deloitte Tohmatsu Consulting Co., Ltd. due to the merger (currently Deloitte Tohmatsu Consulting LLC) January 2012 Representative, Hiroya Ichihara CPA Office (current position) February 2012 Director, DAITEC Holding Co., Ltd. July 2015 Auditor, the Company July 2023 Resigned as Auditor, the Company [Significant concurrent positions] Outside Auditor, MUT Business Outsourcing Co., Ltd.	—
[Reason for nomination as candidate for Substitute Outside Auditor] The Company nominated Mr. Hiroya Ichihara as a candidate for Substitute Outside Auditor so that he may leverage his expert knowledge and experience, etc. cultivated as a partner of Tohmatsu & Co. (currently Deloitte Touche Tohmatsu LLC) 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 Outside 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 Outside Auditor and liability limiting contract with the Outside 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 Articles 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 2024.

Proposal 3: 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 five (5) Directors (including one (1) Outside Director) and three (3) Auditors in office as of the end of the fiscal year under review bonuses totaling ¥43,490,000 (¥40,590,000 for the Directors (including ¥580,000 for the Outside Director); ¥2,900,000 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” of the Business Report (in Japanese only), and the Company has judged it to be appropriate.