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(Securities Code: 1938)

June 5, 2023

To Our Shareholders:

Shigeru Egusa, Representative Director and President

NIPPON RIETEC CO., LTD.

6 Kandanishikicho 1-chome, Chiyoda-ku, Tokyo

Notice of the 14th Annual General Meeting of Shareholders

You are hereby notified that the 14th Annual General Meeting of Shareholders of NIPPON RIETEC CO., LTD. (the “Company”) will be held as described below.

When convening this general meeting of shareholders, the Company takes measures for providing in electronic format the information that constitutes the content of reference documents for the shareholders meeting, etc. (matters for which measures for providing information in electronic format are to be taken). This information is posted on each of the following websites, so please access either of those websites to confirm the information.

[The Company’s website]

<https://www.j-rietec.co.jp/ir/stock/> (in Japanese)

(Confirm by accessing the above website of the Company, from Notice of the 14th Annual General Meeting of Shareholders)

[Website for posted informational materials for the general meeting of shareholders]

<https://d.sokai.jp/1938/teiji/>

[TSE website (Listed Company Search)]

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

(Access the TSE website by using the Internet address shown above, enter “NIPPON RIETEC CO., LTD.” in “Issue name (company name)” or the Company’s securities code “1938” 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 you are unable to attend on the day of the meeting, you can exercise your voting rights via postal mail or the Internet in advance. Please review the following reference documents for the shareholders meeting and exercise your voting rights before 6:00 p.m. on Monday, June 26, 2023 (JST).

[If exercising voting rights in writing]

Please indicate your vote of approval or disapproval of each proposal on the voting form sent with this notice, and send it by postal mail to arrive at the Company no later than 6:00 p.m. on Monday, June 26, 2023 (JST).

[If exercising voting rights via the Internet, etc.]

Please access our designated website for exercising voting rights (<https://www.web54.net>), follow the on-screen instructions, and enter your approval or disapproval of each proposal no later than 6:00 p.m. on Monday, June 26, 2023.

1. Date and Time: Tuesday, June 27, 2023 at 10:00 a.m. (JST) (Reception will start at 9:00 a.m.)

2. Place: Station Conference Manseibashi, 4th Floor, JR Kanda Manseibashi Building
25 Kandasudacho 1-chome, Chiyoda-ku, Tokyo

3. Purpose of the Meeting:

Matters to be reported:

1. Reports on the Business Report, the Consolidated Financial Statements, and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Committee for the 14th fiscal term (from April 1, 2022 to March 31, 2023)
2. Report on the Non-consolidated Financial Statements for the 14th fiscal term (from April 1, 2022 to March 31, 2023)

Matters to be resolved:

Proposal No. 1 Appropriation of Surplus

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

- For those attending the meeting on the day, please submit the voting form sent with this notice at the reception desk.
- If revisions to the matters 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 the aforementioned individual websites.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Appropriation of Surplus

The Company regards the return of profit to its shareholders as a key management priority, and aims at increasing return of profit to shareholders and improving capital efficiency through the continuation of stable dividends and opportune acquisition of treasury shares. Regarding profit distribution, the Company's basic policy is to achieve both preparations for sustainable growth into the future and return of profit to shareholders, with optimized distribution, and to determine it with a target total return ratio of 40% as a guideline.

Accordingly, the Company proposes the appropriation of surplus including year-end dividend as follows:

1. Year-end dividend

(1) Type of dividend property

To be paid in cash.

(2) Allotment of dividend property and the total amount

The Company proposes to pay a year-end dividend of ¥27 per share of common stock of the Company for the fiscal year under review, comprehensively taking into account matters such as the performance and financial position of the fiscal year under review as well as future business developments.

In this event, the total dividend amount will be ¥673,683,804.

(3) Effective date of dividend of surplus

June 28, 2023

2. Other appropriation of surplus

(1) Item of surplus to be decreased and amount of decrease

Retained earnings brought forward: ¥1,000,000,000

(2) Item of surplus to be increased and amount of increase

General reserve: ¥1,000,000,000

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

At the conclusion of this meeting, the term of office of all the current eight Directors (excluding Directors who are Audit & Supervisory Committee Members; applicable to the rest of this proposal) will expire. Accordingly, we would like to request the election of seven Directors, after reducing the number by one, to make the decision-making of the Board of Directors swifter and more flexible.

In addition, the candidates for Director are determined by the Board of Directors after passing through the deliberation process of the Consulting Committee (arbitrary).

As for this proposal, the Audit & Supervisory Committee of the Company has judged that all the candidates for Director are qualified.

The candidates for Director are as follows:

Candidate No.	Name	Current position and area of responsibility in the Company	Attributes of candidate
1	Shigeru Egusa	Representative Director and President	Reelection
2	Shoji Tanabe	Director and Chairman	Reelection
3	Masaaki Sawamura	Director, General Manager of Corporate Planning Department and Finance Department, Head of General Training Center, and in charge of Personnel Department and Materials Department	Reelection
4	Naomi Inoue	Outside Director	Reelection Outside Independent
5	Hirohisa Hokari	Outside Director	Reelection Outside Independent
6	Yuki Saito		New election Outside
7	Naoto Higaki		New election Outside Independent

Candidate No.	Name (Date of birth)	Career summary, position, responsibility and significant concurrent positions		Number of the Company's shares owned
1	<p>Shigeru Egusa (September 16, 1963)</p> <p>Reelection</p> <p>Number of years in office as Director 2 years</p> <p>Attendance at Board of Directors meetings for the fiscal year under review 14/14 (100%)</p>	<p>Apr. 1992 Joined East Japan Railway Company</p> <p>June 2003 Section Manager of Signal Communications Section of Electricity Division of Tokyo Branch Office</p> <p>Apr. 2006 Section Manager of Planning Section of Electricity Division of Tokyo Branch Office</p> <p>June 2007 General Manager of General Affairs Division of Morioka Branch Office</p> <p>June 2009 Deputy Head of Tokyo Electrical System Development Construction Office</p> <p>May 2013 Seconded to the Company</p> <p>May 2013 Deputy General Manager of Railway Division</p> <p>June 2013 Director, General Manager of Railway Division</p> <p>May 2015 Deputy General Manager of Electrical & Signal Network System Department of Railway Operations Headquarters and Head of Signal System Management Center of East Japan Railway Company</p> <p>June 2017 Head of Tokyo Electrical System Development Construction Office</p> <p>June 2021 Joined the Company</p> <p>June 2021 Advisor of the Company</p> <p>June 2021 Managing Director, General Manager of Corporate Planning Department, and in charge of Audit Department of the Company</p> <p>June 2022 Representative Director and President of the Company (current position)</p>		4,000 shares
<p>Reasons for nomination as a candidate for Director</p> <p>Mr. Egusa has abundant knowledge and experience such as in technology and safety relating to railways as well as strong management ability. He also has been contributing to the execution of business and improvement of corporate value of the Company by serving as Director for two years from 2013, Managing Director from 2021, and Representative Director and President from 2022. Since improvement in the effectiveness of the decision-making and supervisory functions of the Board of Directors can be expected in consideration of his track record, personality, and capabilities, etc., the Company has decided to continuously propose him as a candidate for Director.</p>				

Candidate No.	Name (Date of birth)	Career summary, position, responsibility and significant concurrent positions		Number of the Company's shares owned
2	Shoji Tanabe (January 26, 1954) Reelection Number of years in office as Director 11 years Attendance at Board of Directors meetings for the fiscal year under review 14/14 (100%)	Apr. 1978	Joined Japanese National Railways	38,800 shares
		Apr. 1987	Joined East Japan Railway Company	
		June 2002	General Manager of Electricity Division of Tokyo Branch Office	
		June 2005	Head of Tokyo Electrical Construction Office	
		June 2009	Executive Officer and General Manager of Omiya Branch Office	
		June 2012	Joined the Company	
		June 2012	Advisor of the Company	
		June 2012	Outside Director of Total Electric Management Service Co., Ltd.	
		June 2012	Representative Senior Managing Director, General Manager of Railway Division, and in charge of Safety Promotion Department of the Company	
		June 2012	Outside Audit & Supervisory Board Member of Daido Signal Co., Ltd.	
		June 2013	Outside Director of TC Power Line Co., Ltd.	
		June 2013	Representative Director and President of the Company	
		June 2022	Director and Chairman of the Company (current position)	
		Reasons for nomination as a candidate for Director Mr. Tanabe has abundant knowledge and experience such as in technology and safety relating to railways and is well acquainted with the Company's overall business. He also has served as Representative Senior Managing Director from 2012 and Representative Director and President from 2013, and has contributed to the improvement of the Company's corporate value. His track record, personality, and the extensive managerial knowledge and capabilities that he brings will be indispensable going forward, and for that reason, the Company has decided to continuously propose him as a candidate for Director.		

Candidate No.	Name (Date of birth)	Career summary, position, responsibility and significant concurrent positions		Number of the Company's shares owned
3	<p>Masaaki Sawamura (September 21, 1963)</p> <p>Reelection</p> <p>Number of years in office as Director 6 years</p> <p>Attendance at Board of Directors meetings for the fiscal year under review 14/14 (100%)</p>	<p>Apr. 1986</p> <p>Apr. 2002</p> <p>Apr. 2010</p> <p>July 2014</p> <p>July 2014</p> <p>June 2015</p> <p>June 2015</p> <p>July 2016</p> <p>June 2017</p> <p>June 2018</p> <p>June 2019</p> <p>June 2021</p> <p>June 2022</p> <p>Oct. 2022</p>	<p>Joined The Fuji Bank, Limited</p> <p>General Manager of Business Planning Department of Mizuho Corporate Bank, Ltd.</p> <p>Executive Officer and General Manager of Personnel Department of Mizuho Information & Research Institute, Inc.</p> <p>Seconded to the Company</p> <p>Deputy General Manager of Corporate Planning Division</p> <p>Joined the Company</p> <p>Executive Officer and Deputy General Manager of Chuo Branch of Railway Division</p> <p>Executive Officer, General Manager of Finance Department, and in charge of Personnel Department</p> <p>Director, General Manager of Finance Department, and in charge of Personnel Department</p> <p>Director, General Manager of Finance Department, and in charge of Audit Department, Personnel Department and Materials Department</p> <p>Outside Audit & Supervisory Board Member of Daido Signal Co., Ltd. (current position)</p> <p>Director, General Manager of Finance Department, and in charge of Personnel Department and Materials Department</p> <p>Director, General Manager of Corporate Planning Department and Finance Department, and in charge of Personnel Department and Materials Department</p> <p>Director, General Manager of Corporate Planning Department and Finance Department, Head of General Training Center, and in charge of Personnel Department and Materials Department (current position)</p>	3,300 shares
<p>Reasons for nomination as a candidate for Director</p> <p>Mr. Sawamura has been holding key posts in corporate management such as in finance, personnel and corporate planning divisions in the Company and in his previous employment. Accordingly, he has abundant knowledge and experience. He also has been contributing to the execution of business and improvement of corporate value of the Company as Executive Officer from 2015 and Director from 2017. In consideration of his track record, personality, and capabilities, etc., the Company has decided to continuously propose him as a candidate for Director.</p>				

Candidate No.	Name (Date of birth)	Career summary, position, responsibility and significant concurrent positions	Number of the Company's shares owned
4	<p>Naomi Inoue (November 6, 1950)</p> <p>Reelection Outside Independent</p> <p>Number of years in office as Director 1 year</p> <p>Attendance at Board of Directors meetings for the fiscal year under review 10/10 (100%)</p>	<p>Apr. 1974 Joined The Fuji Bank, Limited</p> <p>May 1995 Manager of Musashikosugi Branch</p> <p>May 1998 General Manager of Subsidiaries and Affiliates Management Division</p> <p>Apr. 2002 Executive Officer and General Manager of Affiliated Enterprises Department of Mizuho Bank, Ltd.</p> <p>Jan. 2005 Managing Executive Officer</p> <p>Apr. 2007 Managing Director</p> <p>Apr. 2008 Joined Mizuho Information & Research Institute, Inc. as Advisor</p> <p>Apr. 2008 Audit & Supervisory Board Member of Mizuho Securities Co., Ltd.</p> <p>June 2008 Senior Managing Director, Mizuho Information & Research Institute, Inc.</p> <p>Mar. 2010 President & CEO</p> <p>Apr. 2013 Joined Tokiwa Kosan Co., Ltd. as Advisor</p> <p>June 2013 Representative Director and President</p> <p>June 2013 External Auditor of TOKYO SEIMITSU CO., LTD.</p> <p>June 2019 External Corporate Director</p> <p>June 2020 Representative Director and Chairman of Tokiwa Kosan Co., Ltd.</p> <p>June 2021 Counselor</p> <p>June 2022 Outside Director of the Company (current position)</p>	- shares
<p>Reasons for nomination as a candidate for Outside Director and overview of expected role</p> <p>Mr. Inoue has abundant experience and broad insight gained through his experience as top management of listed companies and other organizations. Accordingly, with the expectation that he will oversee the Company's management and contribute to strengthening the governance structure through accurate advice and guidance from an objective and professional perspective externally, the Company has decided to propose him as a candidate for Outside Director. In addition, if he is elected as proposed, the Company plans to designate him as a Consultation & Remuneration Committee member.</p>			

Candidate No.	Name (Date of birth)	Career summary, position, responsibility and significant concurrent positions		Number of the Company's shares owned
5	Hirohisa Hokari (July 4, 1956) Reelection Outside Independent Number of years in office as Director 1 year Attendance at Board of Directors meetings for the fiscal year under review 10/10 (100%)	Apr. 1980	Joined the Bank of Japan	- shares
		July 2001	General Manager of Kofu Branch	
		Apr. 2007	Director General of Information System Services Department	
		Apr. 2010	Director General of Operations Department	
		June 2011	Joined SOHGO SECURITY SERVICES CO., LTD., serving as Executive Officer and General Manager of Business Planning Department	
		Feb. 2012	Senior Executive Officer and Deputy Chief Officer of Business Promotion Affairs	
		June 2014	Director and Senior Executive Officer and Deputy Chief Officer of Business Promotion Affairs	
		Apr. 2018	Executive Vice President and Director and Deputy Chief Officer of Business Promotion Affairs	
		Apr. 2019	Executive Vice President and Director, Deputy Chief Officer of Business Promotion Affairs, and Chief Officer of International Affairs	
		June 2022	Counselor (current position)	
		June 2022	Outside Director of the Company (current position)	
Reasons for nomination as a candidate for Outside Director and overview of expected role Mr. Hokari has abundant experience and broad insight gained through his experience as an officer of listed companies. Accordingly, with the expectation that he will oversee the Company's management, including future sale strategy and global expansion, and contribute to strengthening the governance structure through accurate advice and guidance from an objective and professional perspective externally, the Company has decided to propose him as a candidate for Outside Director.				

Candidate No.	Name (Date of birth)	Career summary, position, responsibility and significant concurrent positions		Number of the Company's shares owned
6	Yuki Saito (December 8, 1970) New election Outside Number of years in office as Director - year Attendance at Board of Directors meetings for the fiscal year under review -/- (-%)	Apr. 1993 May 2006 Apr. 2009 Apr. 2013 June 2015 June 2017 Jan. 2019 Apr. 2019 June 2021 June 2022	Joined East Japan Railway Company Section Manager of Signal Communications Section of Facilities Division of Morioka Branch Office Section Manager of Signal Communications Construction Planning Section of Electrical & Signal Network System Department (Planning) Section Manager of Planning Section of Facilities Division of Sendai Branch Office General Manager of Facilities Division of Nagano Branch Office Deputy General Manager of Shinkansen General Management Group Deputy General Manager of Shinkansen General Management of Preparation Office of Shinkansen General Management Department Deputy General Manager of Electrical & Signal Network System Department (Planning) General Manager of Electrical & Signal Network System Department (Planning) Leader of Planning Unit of Electrical & Signal Network System Department of Railway Operations Headquarters (current position)	- shares
	Reasons for nomination as a candidate for Outside Director and overview of expected role Mr. Saito has never been involved in the management of a company. He, however, has abundant knowledge and experience such as in technology and safety relating to railways as well as strong management ability. Also, with the expectation that he will offer accurate advice on the Company's management and appropriately oversee the execution of business from an objective and professional perspective externally, the Company has decided to propose him as a candidate for Outside Director. Mr. Saito is receiving payment such as salaries from East Japan Railway Company, which is a major business partner, since he is Leader of Planning Unit of Electrical & Signal Network System Department of Railway Operations Headquarters (person who executes business) of said company.			
7	Naoto Higaki (December 11, 1968) New election Outside Independent Number of years in office as Director - years Attendance at Board of Directors meetings for the fiscal year under review -/- (-%)	Oct. 2002 Apr. 2008 Apr. 2008 June 2022	Registered as attorney-at-law Established Higaki General Law Office (current position) Part-time lecturer, Law School of University of Tsukuba (current position) Outside Audit & Supervisory Board Member, Tokushu Tokai Paper Co., Ltd. (current position)	- shares
	Reasons for nomination as a candidate for Outside Director and overview of expected role Mr. Higaki has never been involved in the management of a company, except as an outside officer in the past. He, however, has abundant knowledge and experience, etc. mainly in corporate legal affairs as a lawyer. Accordingly, with the expectation that he will strengthen the effectiveness of decision-making and supervisory functions of the Board of Directors, the Company has decided to propose him as a candidate for Outside Director. In addition, if he is elected as proposed, the Company plans to designate him as a Consultation & Remuneration Committee member.			

- (Notes)
1. There is no special interest between any of the candidates and the Company.
 2. Naomi Inoue, Hirohisa Hokari, Yuki Saito and Naoto Higaki are candidates for Outside Director.
 3. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company currently has agreements with Mr. Inoue and Mr. Hokari to limit their liability for damages under Article 423, paragraph (1) of the same Act. The limit on liability for damages under such agreement is the amount provided for by Article 425, paragraph (1) of the same

Act. If Mr. Inoue and Mr. Hokari are elected as proposed, the Company plans to again enter into the limited liability agreement currently under contract. Likewise, if Mr. Saito and Mr. Higaki are elected as proposed, the Company plans to enter into the same limited liability agreement with him.

4. The Company has designated Mr. Inoue and Mr. Hokari as independent officers as provided for by the Tokyo Stock Exchange, and has submitted notification to the exchange. If the election of the two is approved as proposed, the Company plans to continuously designate them as independent officers. Likewise, if Mr. Higaki is elected as proposed, the Company plans to designate him as an independent officer.
5. The Company enters into Directors and Officers Liability Insurance with an insurance company, and damages that occur under the liability of the insured persons in relation to the execution of their duties or claims received in relation to investigation of said liability shall be covered by the insurance contract. When a candidate has been appointed as a Director, they will become an insured person under this insurance contract. Also, the insurance contract will be renewed with the same contents at the next time of renewal.

Reference The skills each Director is particularly expected to bring (skill matrix)

The Company recognizes that in order to realize its corporate philosophy, it needs fulfill its duty to contribute to society through supporting the construction of infrastructure as described in the new Medium-Term Management Plan established this period, and respond to the mandates from all stakeholders.

In order for the Board of Directors to effectively fulfill its roles and responsibilities, and in accordance with the corporate philosophy, Medium-Term Management Plan, etc., the Company ensures that Board of Directors is balanced and consists from those who possess the following skills in each field and has a wealth of knowledge and experience, from and outside the Company.

	Status	Name	Common domains					Expert domains	
			Corporate management Corporate strategy	Sustainability Digital transformation	Human capital	Compliance Internal control	Finance Accounting	Safety control	Electrical technology
Director (non-Audit & Supervisory Committee Member)		Shigeru Egusa	●	●		●		●	●
		Shoji Tanabe	●		●			●	●
		Masaaki Sawamura	●	●	●		●		
	Outside/Independent	Naomi Inoue	●		●				
	Outside/Independent	Hirohisa Hokari		●		●			
	Outside	Yuki Saito	●					●	●
	Outside/Independent	Naoto Higaki			●	●			
Audit and Supervisory Committee Member	Outside	Hisao Akeboshi				●	●		
		Sanae Jin			●	●	●		
	Outside/Independent	Masato Ohno				●	●		

- (Notes)
1. “Common domains” refers to professional skills commonly required in corporate management and “Expert domains” refers to professional skills required in the Company’s business.
 2. The status “Outside” refers to Outside Director and “Independent” refers to Independent Officer as provided for by the Tokyo Stock Exchange, Inc.