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Stock Exchange Code: 4997

June 3, 2025

(Measures for electronic provision commenced on May 27, 2025)

To Shareholders with Voting Rights:

Hiroyuki Iwata
Representative Director, President
NIHON NOHYAKU CO., LTD.
19-8, Kyobashi 1-Chome, Chuo-ku,
Tokyo, Japan

**NOTICE OF
THE 126TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

The 126th Ordinary General Meeting of Shareholders of NIHON NOHYAKU CO., LTD. (hereinafter referred to as the “Company”) will be held for the purposes as described below.

In convening this General Meeting of Shareholders, we have taken measures for electronic provision of materials. Information that constitutes the content of the Reference Documents for the General Meeting of Shareholders, etc. (matters to be provided electronically) has been posted on the websites as described below in “4. Websites where matters to be provided electronically are posted.” To review the information, please access either of the websites.

If you are unable to attend the meeting, you may exercise your voting rights via the Internet, etc. or in writing. Please exercise your voting rights by either method. The content of each proposal is presented in the Reference Documents for the General Meeting of Shareholders posted on the websites as described below in “4. Websites where matters to be provided electronically are posted.” Please review the documents, and following the instruction hereinafter described, exercise your voting rights by 5:25 p.m. on Tuesday, June 17, 2025, Japan time.

1. Date and Time: Wednesday, June 18, 2025 at 10:00 a.m. Japan time

2. Place: Banquet hall Ariake on the 2nd floor of Royal Park Hotel
located at 1-1, Nihonbashi-Kakigara-cho 2-Chome, Chuo-ku, Tokyo, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 126th Fiscal Year (April 1, 2024 - March 31, 2025) and results of audits by the Accounting Auditor and the Audit & Supervisory Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 126th Fiscal Year (April 1, 2024 - March 31, 2025)

Proposals to be resolved:**<Company's Proposals>**

- Proposal 1:** Appropriation of Surplus
Proposal 2: Partial Amendment to the Articles of Incorporation
Proposal 3: Election of 7 Directors (Excluding Directors Serving as the Audit & Supervisory Committee Members)
Proposal 4: Election of 1 Director Serving as the Audit & Supervisory Committee Member

<Shareholder's Proposal>

- Proposal 5:** Amendment to the Articles of Incorporation to establish a special committee tasked with protecting minority shareholders and evaluating measures to enhance shareholder value

4. Websites Where Matters to be Provided Electronically are Posted:

No.	Website name and URL	How to access each website
1	The Company's website ("General Meeting of Shareholders" in the "Stock Information" page of "IR") https://www.nichino.co.jp/ir/page_10094.html	Please refer to the "126th Ordinary General Meeting of Shareholders."
2	Listed Company Search (Tokyo Stock Exchange (TSE)'s website) https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show	Enter our issue name (company name) to the field of "Issue name (company name)" or our securities code to the field of "Code" and click "Search." Click "Basic information" and select the "Documents for public inspection/PR information" tab.
3	The Portal of Shareholders' Meeting (Sumitomo Mitsui Trust Bank's website) https://www.soukai-portal.net (Japanese only)	Please scan the QR code on the enclosed Voting Rights Exercise Form or enter the login ID and initial password.

5. Matters Decided for Convocation:

- 1) If you are exercising your voting rights by proxy, you can delegate the exercise of your voting rights to another shareholder who also owns voting rights. In such a case, please submit the following along with the proxy's own Voting Rights Exercise Form: (i) A written power of attorney (a document certifying the right of representation), and (ii) Documents verifying the shareholder's identity (Voting Rights Exercise Form, certificate of the seal affixed to the power of attorney, or a copy of your passport, driver's license, health insurance card, or other documents that can confirm that the delegation was made by the shareholder).
- 2) The documents (NOTICE OF THE 126TH ORDINARY GENERAL MEETING OF SHAREHOLDERS) sent to shareholders also serve as documents including matters to be provided electronically based on the requests for delivery of the paper copy. In accordance with laws and regulations and Article 15 of the Articles of Incorporation of the Company, the following matters are not included in the documents. Therefore, the paper-based documents to be delivered to shareholders who have requested delivery of the paper copy are part of the documents audited by the Audit & Supervisory Committee and the Accounting Auditor in preparing the audit reports.
 - "Principal business," "Principal offices, research centers, and plants," "Major lenders," "Outline of content of liability limitation agreements," "Outline of content of directors and officers liability insurance contract," "Matters concerning outside officers," "Matters concerning Accounting Auditor," "Structures to secure the appropriateness of operations," "Operational status of structures to secure the appropriateness of operations," "Basic policy on the desired state of parties to control decisions on the company's financial and business policy," and "Other significant matters regarding the current status of the corporate group" in the Business Report
 - "Consolidated Statement of Changes in Equity" and "Notes to the Consolidated Financial Statements" in the Consolidated Financial Statements
 - Non-consolidated Financial Statements
 - Audit report ("Accounting Auditor's Audit Report on the Consolidated Financial Statements," "Accounting Auditor's Audit Report on the Non-consolidated Financial Statements," and "Audit & Supervisory Committee's Audit Report")
- 3) For other matters decided for convocation, please refer to "6. Instruction for Exercising Voting Rights" on page 3.

6. Instruction for Exercising Voting Rights:

At the General Meeting of Shareholders, there is a shareholder's proposal, but the Company's Board of Directors opposes Proposal 5 proposed by a shareholder. We kindly request shareholders who agree with the Board of Directors' opinion to exercise your voting rights by indicating "approval" on the Company's proposals and "disapproval" on the shareholder's proposal. For details of the Board of Directors' opinion, please refer to the "Reference Documents for the General Meeting of Shareholders" on pages 19 to 21.

If you are attending the General Meeting of Shareholders

Please submit the enclosed Voting Rights Exercise Form at the reception desk.

Date and Time of the Meeting	Wednesday, June 18, 2025 at 10:00 a.m. Japan time
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If you are not attending the General Meeting of Shareholders, please exercise your voting rights either via postal mail or the Internet.

Exercise of voting rights via the Internet

Please follow the instruction to enter your vote for or against the proposals.

Deadline of Exercise	Tuesday, June 17, 2025 at 5:25 p.m. Japan time
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Exercise of voting rights by postal mail

Please indicate your approval or disapproval of the proposals on the attached Voting Rights Exercise Form and return it by the deadline. If no indication of approval or disapproval is made for each proposal by using the Voting Rights Exercise Form, it will be deemed as an indication of approval for the Company's proposals and disapproval for the shareholders' proposal.

Deadline of Exercise	Tuesday, June 17, 2025 at 5:25 p.m. Japan time
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- If you wish to change your vote after exercising your voting rights, you will need to enter the "voting rights exercise code" and "password" indicated on the Voting Rights Exercise Form.
- If your voting rights are exercised in duplicate both via the Internet, etc., and in writing, the vote via the Internet, etc. shall be deemed valid. When voting rights are exercised multiple times via the Internet, etc., the last vote shall be deemed as the valid exercise of your voting rights.

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- ◎ Should the matters to be provided electronically require revisions, matters before and after the revision will be posted on the respective websites where they are posted.
 - ◎ A video recording of the proceedings of the General Meeting is planned to be posted on the Company's website (https://www.nichino.co.jp/ir/page_10094.html) (Japanese only) about one week after the day of the event.

Reference Documents for the General Meeting of Shareholders

Proposals and References

<Company's Proposals>

Proposal 1: Appropriation of Surplus

The Company's basic policy is to distribute stable and continuous dividends of profits to shareholders through enhancing the corporate value by expanding the business revenue and strengthening financial standing from the long-term perspective.

In the "Growing Global for Sustainability (GGS)" medium-term management plan, the Company has the dividend policy of distributing dividends, guided by a dividend payout ratio of 40% under the basic policy of a progressive dividend payment.

Taking into account the above policy and performance during the current fiscal year, the appropriation of surplus for the 126th fiscal year is proposed as follows.

Matters concerning the year-end dividend:

(1) Kind of dividend property:

Cash

(2) Matters concerning the allotment of dividend property to shareholders and total amount thereof:

12.0 yen per share of the Company's common stock, in a total amount of 945,261,444 yen

Furthermore, as an interim dividend of 10.0 yen per share was provided, the annual dividend will be 22.0 yen per share in total.

(3) The effective date of the dividend of surplus

Thursday, June 19, 2025

Proposal 2: Partial Amendment to the Articles of Incorporation

1. Purpose of the amendment

In order to enhance the flexibility in the operation of the Board of Directors, Article 21 of the Articles of Incorporation of the Company shall be amended to provide that the person authorized to convene the Board of Directors meeting and the Chair of the Board of Directors meeting shall be selected by the Board of Directors, instead of being designated in advance in the Articles of Incorporation.

2. Details of amendments

Details of the amendment areas follows.

(Amended parts are underlined.)

Current	Proposed amendment
Article 1. to 20. (Omitted)	Article 1. to 20. (Unchanged)
(Board of Directors)	(Board of Directors)
Article 21. (Omitted)	Article 21. (Unchanged)
2. (Omitted)	2. (Unchanged)
3. Unless otherwise provided for by laws and regulations, <u>the Director, Chairman or the Director, President</u> shall convene a Board of Directors meeting and act as the Chair.	3. Unless otherwise provided for by laws and regulations, <u>the Director designated in advance by the Board of Directors</u> shall convene a Board of Directors meeting and act as the Chair.
4. In the case where <u>the posts of the Director, Chairman and the Director, President are vacant, or the Director, Chairman and the Director, President</u> are prevented from convening a Board of Directors meeting and presiding thereover, another Director designated in accordance with the order predetermined by the Board of Directors shall convene said meeting and act as the Chair.	4. In the case where <u>the Director designated pursuant to the preceding paragraph</u> is prevented from convening a Board of Directors meeting and presiding thereover, another Director designated in accordance with the order predetermined by the Board of Directors shall convene said meeting and act as the Chair.
5. to 6. (Omitted)	5. to 6. (Unchanged).
Article 22. to 34. (Omitted)	Article 22. to 34 (Unchanged)
Supplementary provisions	Supplementary provisions
Article 1. (Omitted)	Article 1. (Unchanged)

Proposal 3: Election of 7 Directors (Excluding Directors Serving as the Audit & Supervisory Committee Members)

The terms of office of all 8 Directors (excluding Directors serving as the Audit & Supervisory Committee Members; hereinafter the same) will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company proposes the election of 7 Directors.

This proposal was determined by the Board of Directors based on the reports from the Governance Committee, which is a voluntary advisory body of the Board of Directors, and the majority of whose members are independent officers. The Audit & Supervisory Committee deliberated this proposal and expressed its opinion that there are no matters to be pointed out.

The candidates for Director are as follows:

No.	Name	Current positions and responsibilities	Attributes				Attendance rate at Board of Directors meetings
1	Hiroyuki Iwata	Representative Director, President	Re-election	Male			100% (17 out of 17 meetings)
2	Koji Shishido	Representative Director, Vice President, responsible for Environment Safety & Quality Assurance Dept.	Re-election	Male			100% (17 out of 17 meetings)
3	Akio Kohri	Director	Re-election	Male			100% (17 out of 17 meetings)
4	Haruhiko Tomiyasu	Director	Re-election	Male			100% (17 out of 17 meetings)
5	Noboru Matsumoto	Director	Re-election	Outside	Independent	Male	100% (17 out of 17 meetings)
6	Shiyo Yamana	Director	Re-election	Outside	Independent	Female	100% (14 out of 14 meetings)
7	Chizuko Nakata	Director Audit & Supervisory Committee Member	New election	Outside	Independent	Female	100% (17 out of 17 meetings)

New election	New election Director candidate	Re-election	Reelection Director candidate	Outside	Outside Director candidate	Independent	Independent officer stipulated by stock exchanges, etc.
Male	Male	Female	Female				

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
1	Hiroyuki Iwata (November 3, 1963)	April 1986	Joined the Company	27,615
		December 2013	General Manager of Sales Dept. 1, Sales Division	
		August 2016	General Manager attached to Division Manager of Overseas Division	
	Reelection	December 2016	Executive Officer, Deputy Division Manager of Overseas Division, and General Manager of Sales Dept. Asia, Overseas Division	
	Male	December 2017	Executive Officer and Division Manager of Overseas Division	
	Attendance rate at Board of Directors meetings 100% (17 out of 17 meetings)	December 2018	Director and Senior Executive Officer, and Division Manager of Overseas Division	
		June 2020	Director and Senior Executive Officer, and Division Manager of Corporate Planning Division	
		June 2021	Director and Senior Executive Officer, Division Manager of Corporate Planning Division, and in charge of Overseas Division	
		June 2022	Representative Director, President (current position)	
[Reason for election as a candidate for Director] Mr. Hiroyuki Iwata has broad experience and knowledge gained by serving in the domestic and overseas sales segments of the Company. He assumed the office of Director of the Company in 2018 and was engaged in creating and advancing the medium-term management plans as Division Manager of the Corporate Planning Division. He assumed the office of Representative Director, President of the Company in 2022, and is currently engaged in advancing the growth strategies to realize the Company's vision. The Company expects him to continue to steer the ongoing group management of the Company as a business administrator by drawing on these experiences and achievements.				
[Special notes regarding the candidate for Director] There are no special interests between Mr. Hiroyuki Iwata and the Company.				

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
2	Koji Shishido (December 20, 1959) Reelection Male Attendance rate at Board of Directors meetings 100% (17 out of 17 meetings)	April 1983	Joined Asahi Denka Co., Ltd. (current ADEKA Corporation)	25,233
		June 2004	General Manager of Food Production Dept., Kashima Plant, Asahi Denka Co., Ltd.	
		June 2010	Plant Manager of Kashima Plant, ADEKA Corporation	
		June 2014	General Manager of Production Management Dept., ADEKA Corporation	
		June 2016	Operating Officer and General Manager of Environmental Protection Division, General Manager of Environmental Safety & Quality Assurance Dept., ADEKA Corporation	
		April 2017	Operating Officer and General Manager of Environmental Protection Division, ADEKA Corporation	
		December 2018	Representative Director and Senior Managing Executive Officer, and Division Manager of Production Division of the Company	
		June 2020	Representative Director and Senior Managing Executive Officer, Division Manager of Production Division, and in charge of Environment Safety Dept.	
		June 2022	Representative Director, Vice President, in charge of CSR Promotion Dept., in charge of Production Division, and in charge of Overseas Division	
		June 2023	Representative Director, Vice President	
		June 2024	Representative Director, Vice President, and responsible for Environment Safety & Quality Assurance Dept. (current position)	
[Reason for election as a candidate for Director] Mr. Koji Shishido has engaged in the management of ADEKA Corporation, the Company’s parent company, as its Operating Officer. In addition, he has a wealth of experience serving many years as head of the production and environmental protection segments and broad insight. After having served as Representative Director of the Company from 2018, he assumed the office of Representative Director, Vice President of the Company in 2022, and is currently engaged in promoting the Group’s sustainability management, strengthening the production structure, and advancing the growth strategies in the overseas sales segments. The Company expects him to contribute to revitalizing the Board of Directors by drawing on these experiences and achievements.				
[Special notes regarding the candidate for Director] There are no special interests between Mr. Koji Shishido and the Company. For the past 10 years, Mr. Koji Shishido served as an executive of ADEKA Corporation, the Company’s parent company as described in past experience, positions, responsibilities and significant concurrent positions.				

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held	
3	Akio Kohri (December 21, 1948)	April 1971	Joined Asahi Denka Co., Ltd. (current ADEKA Corporation)	—	
	Reelection	June 2008	Director and Operating Officer, Division Manager of Food Division, and General Manager of China Food Business Promotion Dept., ADEKA Corporation		
		June 2010	Director and Managing Operating Officer, General Manager of Corporate Planning Dept., responsible for New Business Promotion Office, and Chairman of Facility Investment Committee, ADEKA Corporation		
	Male	June 2012	President, ADEKA Corporation		
		December 2013	Director of the Company (current position)		
		June 2018	Chairman and Chief Executive Officer, ADEKA Corporation		
		June 2020	Advisor, ADEKA Corporation (current position)		
			(Significant concurrent positions)		Advisor of ADEKA Corporation
	Attendance rate at Board of Directors meetings 100% (17 out of 17 meetings)				
	[Reason for election as a candidate for Director] Mr. Akio Kohri has served as Chairman and President of ADEKA Corporation, the Company’s parent company. He has engaged in business administration in the manufacturing industry for many years and has a wealth of experience and broad insight. The Company has continuously selected him as a candidate for Director, because the Company expects him to contribute to revitalizing the Board of Directors by continuously providing the Company with opinions and advice on the Company’s overall management.				
[Liability limitation agreement] The Company has entered into an agreement with Mr. Akio Kohri to limit his liability under Article 423, Paragraph 1 of the Companies Act. Subject to the approval of his election as Director, the Company intends to continue the agreement to limit his liability to the amount stipulated by laws and regulations.					
[Special notes regarding the candidate for Director] There are no special interests between Mr. Akio Kohri and the Company. During the past 10 years, Mr. Akio Kohri served as an executive of ADEKA Corporation, the Company’s parent company as described in past experience, positions, responsibilities and significant concurrent positions.					

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
4	<p>Haruhiko Tomiyasu (July 7, 1956)</p> <p>Reelection</p> <p>Male</p> <p>Attendance rate at Board of Directors meetings 100% (17 out of 17 meetings)</p>	<p>April 1979 Joined The Dai-Ichi Kangyo Bank, Limited (current Mizuho Financial Group, Inc.)</p> <p>July 2005 General Manager of Administration Division, Mizuho Bank, Ltd.</p> <p>June 2007 Full-time Audit and Supervisory Board Member, ADEKA Corporation</p> <p>June 2009 Director and Operating Officer, responsible for Legal & Public Relations Dept. and Financial & Accounting Dept., and Chairman of Internal Control Promotion Committee, ADEKA Corporation</p> <p>December 2009 Audit & Supervisory Board Member of the Company</p> <p>June 2010 Director and Operating Officer, responsible for Information Systems Dept., ADEKA Corporation</p> <p>June 2012 Director and Operating Officer, responsible for Human Resources Dept., Financial & Accounting Dept. and Information Systems Dept., ADEKA Corporation</p> <p>June 2014 Director and Managing Operating Officer, responsible for Human Resources Dept., Financial & Accounting Dept. and Information Systems Dept., and Chairman of Internal Control Promotion Committee, ADEKA Corporation</p> <p>June 2015 Director and Managing Operating Officer, responsible for Human Resources Dept., Financial & Accounting Dept. and Procurement & Logistics Dept., and Chairman of Internal Control Promotion Committee, ADEKA Corporation</p> <p>June 2018 Director and Senior Managing Operating Officer, Assistant to President, responsible for Secretarial Dept., Human Resources Dept., and Procurement & Logistics Dept., and Chairman of Internal Control Promotion Committee, ADEKA Corporation</p> <p>June 2020 Director and Audit & Supervisory Committee Member of the Company Representative Director and Senior Managing Operating Officer, Assistant to President, responsible for Secretarial Dept., Human Resources Dept., and Procurement & Logistics Dept., and Chairman of Internal Control Promotion Committee, ADEKA Corporation (current position)</p> <p>June 2023 Director of the Company (current position)</p> <p>(Significant concurrent positions) Representative Director and Senior Managing Operating Officer of ADEKA Corporation</p>	—
[Reason for election as a candidate for Director] Mr. Haruhiko Tomiyasu is a Representative Director and Senior Managing Operating Officer of ADEKA Corporation, the Company's parent company. He has a wealth of experience and broad-based insight in corporate management. The Company has continuously selected him as a candidate for Director, because the Company expects him to contribute to revitalizing the Board of Directors by continuously providing the Company with opinions and advice on the Company's overall management.			
[Liability limitation agreement] The Company has entered into an agreement with Mr. Haruhiko Tomiyasu to limit his liability under Article 423, Paragraph 1 of the Companies Act. Subject to the approval of his election as Director, the Company intends to continue the agreement to limit his liability to the amount stipulated by laws and regulations.			
[Special notes regarding the candidate for Director] There are no special interests between Mr. Haruhiko Tomiyasu and the Company. For the past 10 years to the present, Mr. Haruhiko Tomiyasu has been serving as an executive of ADEKA Corporation, the Company's parent company, as described in past experience, positions, responsibilities and significant concurrent positions.			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
5	Noboru Matsumoto (December 20, 1960)	April 1984	Joined KOBAYASHI KOSÉ COMPANY LIMITED (current KOSÉ Corporation)	—
	Reelection	March 2006	General Manager of Supply and Demand Control Dept., KOBAYASHI KOSÉ COMPANY LIMITED	
		March 2007	General Manager of Cosmetaries Planning Dept., KOBAYASHI KOSÉ COMPANY LIMITED	
	Outside	March 2008	General Manager of Sales Planning Dept, KOSÉ SALES CO., LTD.	
	Independent	March 2011	Representative Director and President, TAIWAN KOSÉ CO., LTD.	
	Male	March 2013	General Manager of General Administration Dept., KOSÉ Corporation	
	Attendance rate at Board of Directors meetings 100% (17 out of 17 meetings)	March 2018	Executive Officer, KOSÉ Corporation	
		June 2019	Standing Audit & Supervisory Board Member, KOSÉ Corporation	
		June 2023	Director of the Company (current position)	
	[Reason for election as a candidate for Outside Director and overview of expected roles] Mr. Noboru Matsumoto has a wealth of experience and broad-based insight as operating officer of a listed company as well as manager of an overseas business entity. The Company has continuously selected him as a candidate for Outside Director, because the Company expects him to contribute to improving the effectiveness of the Company’s Board of Directors by providing the Company with opinions and advice on the Company’s overall management from an objective perspective. He will have served as Outside Director for 2 years at the conclusion of this Ordinary General Meeting of Shareholders.			
[Matters concerning independence] Mr. Noboru Matsumoto satisfies the requirements for independent officer stipulated by the Tokyo Stock Exchange, Inc., and Independence Standards for Appointment of Independent Officers set forth by the Company. The Company has designated him as an independent officer and notified the Exchange to that effect. Subject to the approval of his election as Outside Director, the Company will notify the Exchange of his ongoing designation as an independent officer.				
[Liability limitation agreement] The Company has entered into an agreement with Mr. Noboru Matsumoto to limit his liability under Article 423, Paragraph 1 of the Companies Act. Subject to the approval of his election as Director, the Company intends to continue the agreement to limit his liability to the amount stipulated by laws and regulations.				
[Special notes regarding the candidate for Director] There are no special interests between Mr. Noboru Matsumoto and the Company.				

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
6	Shiyo Yamana (September 20, 1971)	April 1997	Joined Mitsubishi Corporation	—
		July 2004	Joined Goldman Sachs Japan Co., Ltd.	
		April 2012	Joined Nomura Holdings, Inc.	
	Reelection	November 2019	President and Representative Director, Productivity Garden Corporation (current position)	
	Outside	May 2020	CFO, Hollywood Cosmetics Co., Ltd.	
		August 2020	Director and CFO, Hollywood Cosmetics Co., Ltd.	
	Independent	August 2023	Representative Director, SBM Lab General Incorporated Association (current position)	
	Female	June 2024	Director of the Company (current position)	
		(Significant concurrent positions)		
	Attendance rate at Board of Directors meetings 100% (14 out of 14 meetings)	Representative Director of SBM Lab General Incorporated Association President and Representative Director of Productivity Garden Corporation		
[Reason for election as a candidate for Outside Director and overview of expected roles] Ms. Shiyo Yamana has experience and broad-based insight in the management of business companies as well as overseas business and governance development in the financial industry. The Company has continuously selected her as a candidate for Outside Director, because the Company expects her to contribute to improving the effectiveness of the Company’s Board of Directors by providing the Company with opinions and advice on the Company’s overall management from an objective perspective. She will have served as Outside Director for 1 year at the conclusion of this Ordinary General Meeting of Shareholders.				
[Matters concerning independence] Ms. Shiyo Yamana satisfies the requirements for independent officer stipulated by the Tokyo Stock Exchange, Inc., and Independence Standards for Appointment of Independent Officers set forth by the Company. The Company has designated her as an independent officer and notified the Exchange to that effect. Subject to the approval of her election as Outside Director, the Company will notify the Exchange of her ongoing designation as an independent officer.				
[Liability limitation agreement] The Company has entered into an agreement with Ms. Shiyo Yamana to limit her liability under Article 423, Paragraph 1 of the Companies Act. Subject to the approval of her election as Director, the Company intends to continue the agreement to limit her liability to the amount stipulated by laws and regulations.				
[Special notes regarding the candidate for Director] There are no special interests between Ms. Shiyo Yamana and the Company.				

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
	<p>Chizuko Nakata (September 29, 1956)</p> <p>New election</p> <p>Outside</p> <p>Independent</p> <p>Female</p> <p>Attendance rate at Board of Directors meetings 100% (17 out of 17 meetings)</p>	<p>November 1981 Joined Coopers & Lybrand Accounting Office</p> <p>March 1984 Established Nakata Certified Public Accountant Office (current position)</p> <p>July 1996 Established Nakata Business Consulting LPC (current Nakata Business Consulting Co., Ltd.) as Representative Director (current position)</p> <p>December 2015 Audit & Supervisory Board Member of the Company</p> <p>June 2020 Director and Audit & Supervisory Committee Member (current position)</p> <p>(Significant concurrent positions)</p> <p>Certified public accountant</p> <p>Certified public tax accountant</p> <p>Representative Director of Nakata Business Consulting Co., Ltd.</p> <p>Supervisory Director of Daiwa Securities Living Investment Corporation</p>	—
7	<p>[Reason for election as a candidate for Outside Director and overview of expected roles]</p> <p>Ms. Chizuko Nakata has broad-based knowledge and insight in corporate management gained through her years of experience as certified public accountant, and by providing the Company with opinions and advice on the Company's overall management from an objective perspective, she has contributed to improving the effectiveness of the Company's Board of Directors. She will resign from the position of Outside Director serving as the Audit & Supervisory Committee Member at the conclusion of this Ordinary General Meeting of Shareholders, but the Company has selected her as a candidate for Outside Director, because the Company expects her to continuously contribute to improving the effectiveness of the Company's Board of Directors by fulfilling the above roles. In addition, subject to the approval of Proposal 2 "Partial Amendment to Articles of Incorporation" as originally proposed, the Company will appoint her as the Chair of the Board of Directors. She will have served as Outside Director serving as the Audit & Supervisory Committee Member for 5 years at the conclusion of this Ordinary General Meeting of Shareholders.</p> <p>[Matters concerning independence]</p> <p>Ms. Chizuko Nakata satisfies the requirements for independent officer stipulated by the Tokyo Stock Exchange, Inc., and Independence Standards for Appointment of Independent Officers set forth by the Company. The Company has designated her as an independent officer and notified the Exchange to that effect. Subject to the approval of her election as Outside Director, the Company will notify the Exchange of her ongoing designation as an independent officer.</p> <p>[Liability limitation agreement]</p> <p>The Company has entered into an agreement with Ms. Chizuko Nakata to limit her liability under Article 423, Paragraph 1 of the Companies Act. Subject to the approval of her election as Director, the Company intends to continue the agreement to limit her liability to the amount stipulated by laws and regulations.</p> <p>[Special notes regarding the candidate for Director]</p> <p>There are no special interests between Ms. Chizuko Nakata and the Company.</p>		

(Note) To secure talented personnel and support proactive and bold business decision making toward growth, the Company entered into a directors and officers liability insurance contract, an outline of which is provided below. If a candidate assumes the office of Director (excluding Director Serving as the Audit & Supervisory Committee Member), he or she will be included in the insured under said contract. The Company plans to renew said contract with the same contents during his or her term of office.

[Outline of content of directors and officers liability insurance contract]

(1) Actual ratio of premiums paid by the insured

Premiums, including riders, are paid by the Company, and the insured does not bear the actual premiums.

(2) Outline of events insured against

The policy, together with riders, will cover damages and legal fees, etc., that may arise due to the insured directors and officers assuming liability for the execution of duties or receiving a claim related to the pursuit of such liability. However, there are certain exemptions, such as in case of actions taken with the knowledge that such actions are in violation of laws and regulations.

(3) Measures to ensure that the appropriateness of directors' and officers' duties are not impaired

The insurance contract contains stipulations regarding the amount of exemptions, and damages up to said exemption amount will not be covered.

Proposal 4: Election of 1 Director Serving as the Audit & Supervisory Committee Member

Ms. Chizuko Nakata, a Director serving as the Audit & Supervisory Committee Member, will resign at the conclusion of this Ordinary General Meeting of Shareholders. Following this resignation, the Company proposes the election of 1 Director serving as the Audit & Supervisory Committee Member.

Ms. Masuyo Ohtani, the candidate of Director serving as the Audit & Supervisory Committee Member, will be selected as a substitute for Ms. Chizuko Nakata. Therefore, in accordance with the provisions of the Company's Articles of Incorporation, her term of office will be until the conclusion on the Ordinary General Meeting of Shareholders scheduled to be held in June 2026.

The Audit & Supervisory Committee has given its approval to this proposal.

The candidate for Directors serving as the Audit & Supervisory Committee Member is as follows:

Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
Masuyo Ohtani (October 1, 1960)	October 1988 September 1992	Joined Aoyama Audit Corporation Joined Kyoubasi Audit Corporation Established Ohtani Certified Public Accountant Office (current position)	—
New election	July 2013	Joined Meisho Audit Corporation (current TOWA Audit Corporation)	
Outside	January 2017	Audit Committee Member, Yachiyo City	
Independent	June 2023	Director of the Company (current position)	
	April 2025	Auditor, Deposit Insurance Corporation of Japan (current position)	
Female	(Significant concurrent positions)		
Attendance rate at Board of Directors meetings 100% (17 out of 17 meetings)	Certified public accountant Certified public tax accountant Auditor, Deposit Insurance Corporation of Japan		
[Reason for election as a candidate for Outside Director serving as the Audit & Supervisory Committee Member and overview of expected roles] Ms. Masuyo Ohtani has broad-based knowledge and insight in corporate management, etc. gained through her years of experience as certified public accountant and by providing the Company with opinions and advice on the Company’s overall management from an objective perspective, she has contributed to improving the effectiveness of the Company’s Board of Directors. Although She has no experience in being involved in corporate management except as an outside officer, the Company has selected her as a candidate for Outside Director serving as the Audit & Supervisory Committee Member because, for the reasons mentioned above, the Company believes that she is capable of adequately executing duties relevant to the position. The Company expects her to continue to fulfill the above roles. She will have served as Outside Director for 2 years at the conclusion of this Ordinary General Meeting of Shareholders.			
[Matters concerning independence] Ms. Masuyo Ohtani satisfies the requirements for independent officer stipulated by the Tokyo Stock Exchange, Inc., and Independence Standards for Appointment of Independent Officers set forth by the Company. The Company has designated her as an independent officer and notified the Exchange to that effect. Subject to the approval of her election as Outside Director serving as the Audit & Supervisory Committee Member, the Company will notify the Exchange of her ongoing designation as an independent officer.			
[Liability limitation agreement] The Company has entered into an agreement with Ms. Masuyo Ohtani to limit her liability under Article 423, Paragraph 1 of the Companies Act. Subject to the approval of her election as Director serving as the Audit & Supervisory Committee Member, the Company intends to continue the agreement to limit her liability to the amount stipulated by laws and regulations.			
[Special notes regarding the candidate for Director serving as the Audit & Supervisory Committee Member] There are no special interests between Ms. Masuyo Ohtani and the Company.			

(Note) To secure talented personnel and support proactive and bold business decision making toward growth, the Company entered into a directors and officers liability insurance contract, an outline of which is provided below. Candidate for the Director serving as the Audit & Supervisory Committee Member nominated in this Proposal is already insured under said contract, and will continue to be insured upon election.

The Company plans to renew said contract with the same contents during her term of office.

[Outline of content of directors and officers liability insurance contract]

(1) Actual ratio of premiums paid by the insured

Premiums, including riders, are paid by the Company, and the insured does not bear the actual premiums.

(2) Outline of events insured against

The policy, together with riders, will cover damages and legal fees, etc., that may arise due to the insured directors and officers assuming liability for the execution of duties or receiving a claim related to the pursuit of such liability. However, there are certain exemptions, such as in case of actions taken with the knowledge that such actions are in violation of laws and regulations.

(3) Measures to ensure that the appropriateness of directors' and officers' duties are not impaired

The insurance contract contains stipulations regarding the amount of exemptions, and damages up to said exemption amount will not be covered.

(Reference)

Skills Matrix of Directors (Plan after the conclusion of this Ordinary General Meeting of Shareholders)

Based on “Basic Principles of the NICHINO Group,” “Vision,” “NICHINO Group Action Charter,” “Sustainability Basic Policy,” and “Corporate Governance Guidelines,” the Company has defined the skills that the Company’s Directors should possess as the following “Skills Matrix” chart.

Name	Positions	Independence	Expertise and experience						
		(Outside Director only)	Corporate management	Industry knowledge	Overseas business	Research & development	Sustainability	Finance & accounting	Governance & risk management
Hiroyuki Iwata	Representative Director, President		•	•	•		•		•
Koji Shishido	Representative Director, Vice President		•	•	•	•	•		
Akio Kohri	Director		•		•		•		•
Haruhiko Tomiyasu	Director		•					•	•
Chizuko Nakata	Director (Outside Director)	•						•	•
Noboru Matsumoto	Director (Outside Director)	•	•		•				•
Shiyo Yamana	Director (Outside Director)	•	•		•		•	•	•
Hideo Yamamoto	Director Full-time Audit & Supervisory Committee Member			•			•	•	•
Iwao Toigawa	Director (Outside Director) Audit & Supervisory Committee Member	•							•
Yoshiko Oshima	Director (Outside Director) Audit & Supervisory Committee Member	•						•	•
Masuyo Ohtani	Director (Outside Director) Audit & Supervisory Committee Member	•						•	•

- (Notes)
1. The applicable requirements for “Corporate management” are defined as individuals with management experience in the relevant skill, or those who have experience as operating officers at listed companies other than the Company or at companies of comparable scale.
 2. The applicable requirements for “Industry knowledge” are defined as individuals with practical experience or management experience in the relevant skill, or experts in the relevant skill.
 3. The applicable requirements for “Overseas business” are defined as individuals with practical experience or management experience in the relevant skill, experts in international business, or those with overseas assignment or overseas work experience.
 4. The applicable requirements for “Research & development” are defined as individuals with practical experience or management experience in the relevant skill, or those with work experience at universities or external research institutions.
 5. The applicable requirements for “Sustainability” are defined as individuals with practical experience or management experience in the relevant skill, those with advisory experience related to the relevant skill, or experts in the relevant skill.
 6. The applicable requirements for “Finance & accounting” are defined as individuals with practical experience or management experience in the relevant skill, those with advisory experience related to the relevant skill, certified public accountants, tax accountants, other qualified professionals, or experts in the relevant skill.
 7. The applicable requirements for “Governance & risk management” are defined as individuals with practical experience in legal affairs, compliance, risk management, internal control departments, etc., those with management or advisory experience in these areas, those with active involvement in establishing corporate governance or crisis management response, qualified professionals such as attorney-at-law, or experts in the relevant skill.
 8. “Individuals with practical experience” in the notes refers, in principle, to those who have been engaged in the relevant operations as their main duties for 3 years or more.

(Reference)

Independence Standards for Appointment of Independent Officers

1. In order to serve as an independent officer of the Company, he/she shall not fall under any of the following categories of persons.
 - (1) A person who is an executive director, executive officer, manager, or other employee (hereinafter collectively referred to as an “Executive Director, etc.”) of the Company or any of its subsidiaries, or a person who was an Executive Director, etc., of the Company during the past 10 years prior to assuming the office of independent officer (if the person has, at any time during those past 10 years, served as a non-executive director [meaning a director who does not fall under the criteria of an executive director; hereinafter the same shall apply], audit & supervisory board member or accounting advisor of the Company or any of its subsidiaries, during the past 10 years prior to assuming the office of such position).
 - (2) A major shareholder of the Company (meaning a shareholder holding 10% or more of the voting rights; hereinafter the same shall apply). If such major shareholder is a corporation, a person who is an executive director, executive officer, corporate officer, manager or other employee of such corporation, or the parent company or any of the major subsidiaries of such corporation (hereinafter collectively referred to as an “Executive Person”), or an Executive Person thereof during the last three years.
 - (3) A person whose major business partner is the Company or any of its subsidiaries (meaning a person who received payment equivalent to 2% or more of the Company’s consolidated annual sales for the most recent fiscal year from the Company or any of its subsidiaries; hereinafter the same shall apply). If such person is a corporation, a person who is an Executive Person of such corporation, or has been an Executive Person at any time during the three fiscal years prior to the most recent fiscal year.
 - (4) A major business partner of the Company (meaning a person who made payments equivalent to 2% or more of the Company’s consolidated annual sales for the most recent fiscal year to the Company; hereinafter the same shall apply). If such person is a corporation, a person who is an Executive Person of such corporation, or has been an Executive Person at any time during the three fiscal years prior to the most recent fiscal year.
 - (5) A person who is a director (limited to those who are responsible for the business execution) of an organization (for example, public interest incorporated foundation, public interest incorporated association, non-profit corporation, etc.), which received donations or grants exceeding ¥10 million per year on average over the past three fiscal years, from the Company or any of its subsidiaries, or a person who is an officer, corporate member or employee who executes business of such organization.
 - (6) A person who is an Executive Person of a corporation which has accepted director(s) (either full-time or part-time) from the Company or any of its subsidiaries, or of the parent company or any of the subsidiaries of such corporation.
 - (7) A person who is an Executive Person, or has been an Executive Person in the last three years, of a financial institution or other major creditor (hereinafter referred to as a “Major creditor, etc.”) that is essential to the Company’s financing and is relied upon by the Company to the extent that there is no substitute, or the parent company or any of major subsidiaries of such major creditor, etc.
 - (8) A person who is currently an accounting auditor, certified public accountant (or tax accountant) who serves as accounting advisor, or a member, partner or employee of an auditing firm (or tax accountant office) for the Company or any of its subsidiaries.

- (9) A person who has been an accounting auditor, certified public accountant (or tax accountant) who served as accounting advisor, or a member, partner or employee of an auditing firm (or tax accountant office) who has actually engaged in the auditing operations (excluding assisting involvement) for the Company or any of its subsidiaries over the last three years (including those who are currently retired from or have left the relevant organization).
 - (10) A person who is an attorney-at-law, certified public accountant, tax accountant or any other consultant that does not fall under items (8) or (9) above, and has received monetary or any other financial benefits of ¥10 million or more per year on average over the past three years, in addition to directors' remuneration, from the Company or any of its subsidiaries.
 - (11) A person who is a member, partner, associate or employee of a law firm, audit firm, tax accountant office, consulting firm or any other professional advisory firm which does not fall under items (8) or (9) above, and has received payment of ¥10 million or more per year on average over the past three years, from the Company or any of its subsidiaries.
 - (12) Any person who was an Executive Person, non-executive director or audit & supervisory board member of the parent of the Company in the period of 10 years prior to his/her appointment.
 - (13) Any person who is, or was in the last 10 years, an Executive Person in a sister company of the Company (a company that has the same parent as the Company).
 - (14) A spouse, a relative within the second degree, or a relative living in the same household of the person listed hereunder.
 - A. Person listed above
 - B. Executive Person, non-executive director, accounting advisor or audit & supervisory board member of the parent of the Company
2. In order to serve as an independent officer of the Company, it is required that he/she be free from risk of developing a substantive conflict of interest on a constant basis with the Company's general shareholders for reasons other than those covered by Paragraph 1 above.
3. Even if he/she falls under any of the categories set forth in Paragraph 1 above, when the Company believes that the individual is appropriate to be appointed as an independent officer of the Company based upon his/her personal quality and insight, it may appoint such individual as an independent officer on the condition that it explains to the public that he/she satisfies the requirements for outside director set forth by the Companies Act, and provides reasons why it considers he/she be appropriate for its independent officer.

<Shareholder's Proposal>

Proposal 5 was submitted by a shareholder.

Proposal 5: Amendment to the Articles of Incorporation to establish a special committee tasked with protecting minority shareholders and evaluating measures to enhance shareholder value

1. Outline of the proposal

The proposal suggests adding a new chapter and articles to the current Articles of Incorporation, with the existing Chapter 7 being moved to Chapter 8, and renumbering Articles 31 through 34 to Articles 32 through 35, as outlined below.

Chapter 7: Special Committee for Protecting Minority Shareholders and Reviewing Measures to Enhance Shareholder Value

Article 31, Section 1: The Board of Directors of the Company shall establish a Special Committee (the "Committee") to protect minority shareholders and review measures to enhance shareholder value while the Company has a controlling shareholder.

Article 31, Section 2: The Committee will consist of all outside directors of the Company.

Article 31, Section 3: The Committee shall independently examine the desirability of the controlling shareholder's ownership of the Company's shares, and in order to protect minority shareholders, it shall review measures to enhance the Company's shareholder value, including the sale of the Company's shares by the controlling shareholder, the possibility of the Company becoming a wholly-owned subsidiary, and the continuous enhancement of shareholder value while maintaining the Company's listing. The Committee shall present its findings and recommendations to the Board of Directors at least once a year and shall also provide explanations to shareholders.

Article 31, Section 4: The Committee will meet at least once per quarter. Decisions will be made by the majority of Committee members present, with quorum requiring the attendance of a majority of Committee members.

Article 31, Section 5: The details regarding the Committee's convening procedures, term of office, and other matters will be governed by the rules established by the Committee itself.

Article 31, Section 6: The Committee may, as necessary, utilize external advisors.

Article 31, Section 7: Any reasonable expenses related to the Committee's operations will be borne by the Company.

2. Rationale for the proposal

This proposal seeks to ensure that the Company, a listed subsidiary of ADEKA Corporation ("ADEKA"), takes proactive steps to protect minority shareholders and enhance shareholder value. Following ADEKA's acquisition of the Company through a tender offer and third-party allotment of new shares in 2018, there were criticisms regarding the potential disregard for minority shareholder interests. Despite the Company's management expressing a desire to build a stable and strong relationship with ADEKA to enhance earnings power, the Company's return on equity (ROE) has not exceeded 8% since then, leading to a stagnation in the stock price and a persistent price-to-book ratio (PBR) below 1. Over time, the government and the Tokyo Stock Exchange have urged the elimination of parent-subsidary listings, yet the Company's management has failed to respond adequately, neglecting the protection of minority shareholders.

Given this situation, the current decision-making process is unlikely to lead to positive changes. The establishment of a Special Committee will allow the Company to address minority shareholder interests independently, without undue influence from ADEKA, while also working towards improving shareholder value and addressing the parent-subsidary listing issue.

<The Board of Director's opinion>

The Board of Directors opposes this shareholder's proposal (Proposal 5).

The Proposing Shareholder appears to have submitted this shareholder's proposal (Proposal 5) with reference to Supplementary Principle 4-8 (3) of the Corporate Governance Code. However, if the Company's director election proposals to be presented at the upcoming General Meeting are approved, the Board of Directors will consist of six (6) Independent Outside Directors out of a total of eleven (11) members, thereby fulfilling the expectations set forth in the aforementioned Supplementary Principle.

The Company's Board of Directors is expected to be composed of individuals with expertise in corporate management, industry knowledge, sustainability, finance and accounting, as well as governance and risk management—skills essential for the sound and effective management of the Company. Each nominee possesses a background and experience that enable them to contribute to the sustainable enhancement of shareholder value through their participation in both decision-making and oversight functions. Furthermore, several Outside Director nominees possess track records as executives of other companies, and the Board expects to benefit from their objective advice and oversight.

In our view, the Company's current Board structure already provides the requisite experience and capabilities to consider matters related to minority shareholder interests and the enhancement of shareholder value. The Board, being the Company's highest decision-making body for management, should continue to serve as the primary forum for such deliberations.

Additionally, the Company has established a Governance Committee, an advisory body to the Board of Directors, chaired by an Independent Outside Director and consisting of a majority of Independent Outside Directors. This committee addresses governance-related matters with a focus on protecting the interests of minority shareholders. The Company has also established a framework in which meetings composed solely of Independent Outside Directors are held annually, providing a forum for open discussions regarding the Company's governance and operation matters. Feedback from these discussions is regularly shared with Executive Directors and is also incorporated into the Board's evaluation of its effectiveness. We plan to continue and further strengthen this initiative.

If the proposals to be submitted by the Company at the General Meeting are approved, the Company plans to appoint one of the Outside Director nominees as Chairperson of the Board, thereby further enhancing the Board's supervisory function over management.

Given the above, the Company believes there is no need to establish a new permanent body such as the "Special Committee" proposed in the Shareholder Proposal. The Board of Directors, with diverse external perspectives, already fulfills the role of providing appropriate advice and recommendations in the best interest of shareholders. Enhancing the use and effectiveness of the Board itself—rather than creating additional institutions—is the most effective structure for enhancing shareholder value and ensuring clear accountability. Furthermore, the Company has continuously strengthened its IR and SR (Investor Relations and Shareholder Relations) activities to foster dialogue with shareholders and investors. Feedback from these activities has been regularly reported to the Board of Directors and integrated into decision-making.

The capital and business alliance between the Company and its parent company (the "Alliance") not only provides significant benefits to the Company but also ensures that the opinions of the Outside Directors are incorporated into discussions regarding the recognition of these benefits. Through the Alliance, the Company has been able to strengthen its financial foundation to support its growth strategy, enabling the acceleration of R&D and business expansion through M&A and other initiatives with a long-term perspective. Synergies have been achieved through the provision of technologies such as synthetic reactions, dispersion technology, and analytical capabilities, as well as through the exchange of researchers with expertise in various fields. These initiatives have contributed to the advancement of the life science businesses of both companies and to the enhancement of corporate value. As a tangible result of the Alliance, in our R&D activities, we have identified promising antiparasitic compounds (*Note) aimed at developing veterinary pharmaceuticals. Four patent applications related to these compounds were internationally published by the World Intellectual Property Organization (WIPO) on July 6, 2023, marking a tangible result of the collaboration.

All transactions between the Company and its parent company, including the overall status and individual dealings, are regularly reported to the Board of Directors, and are discussed, including by Outside Directors, as needed.

The proposed amendment to the Articles of Incorporation under Proposal 5 is, by its nature, not suitable for inclusion in the Articles. Implementing such an amendment could result in rigidity in the decision-making process, thereby hindering management flexibility.

Specifically, the revised Articles proposed in the Shareholder Proposal designate "the sale of the Company's shares by the controlling shareholder" and "the possibility of the Company becoming a wholly-owned subsidiary" as matters to be considered by the Special Committee. These matters are primarily for the parent company to evaluate and are not appropriate for proactive deliberation by the Company. If a takeover proposal were to be made, the Company could then establish an appropriate structure for consideration in accordance with its content. This approach aligns with the "Fair M&A Guidelines" published by the Ministry of Economy,

Trade and Industry in 2019, which do not require the establishment of a standing committee like the Special Committee proposed.

Moreover, matters such as “the continuous enhancement of shareholder value while maintaining the Company's listing” listed as matters for the Special Committee’s consideration, include numerous specifics inherently belonging to the scope of the Board’s management discretion. How such matters are examined and determined should be decided by the Board of Directors based on the prevailing circumstances, given that the Board possesses the most appropriate expertise and information.

For the reasons stated above, the Company’s Board of Directors opposes this shareholder’s proposal (Proposal 5).

<p>*Note: The global market for veterinary antiparasitic products exceeds ¥1 trillion and continues to expand due to growing societal demand. The Alliance is expected to significantly contribute to the development of the Company’s life science business.</p>

Business Report

(April 1, 2024 - March 31, 2025)

I. Overview of the corporate group

1. Business progress and results

During the fiscal year ended March 31, 2025 (the “fiscal year under review”), the global economy saw varied trends. The U.S. economy continued to expand as personal consumption showed an upward trend. In Europe, the economy saw a rebound due to a recovery in consumption and capital investment. The Japanese economy continued its gradual recovery as there were signs of improvement in corporate earnings and employment conditions. Meanwhile, in China, the economy experienced slower growth as the real estate market remained sluggish. Additionally, there were growing concerns about the risk of a global economic downturn due to U.S. policy trends, such as trade policies, and the impact of financial and capital market fluctuations, increasing uncertainty about the economic outlook.

In the environment surrounding agriculture, farm production continued steadily growing since demand for agricultural products expanded on the background of an increasing global population and the economic development of emerging markets. Meanwhile, the market size contracted from the previous year in 2024 due to the impact of unfavorable weather conditions in many regions and significant price decline in major regions caused by increased distribution inventories of some commodities such as non-selective herbicides and other products used for general purposes, despite an upward trend thanks to increasing demand in the U.S. and other regions in recent years.

Looking at major sales territories of the Group, in the domestic market, demand for agrochemicals remained strong. This was due to several factors, including an increase in pests such as Pentatomorpha caused by continued high temperatures, the impact of increased rice planting areas resulting from soaring rice prices, and other factors.

In North America and Central and South America, demand for agrochemicals remained weak due to the impact of distribution inventories and declining prices for certain products such as generic agrochemicals. In Europe, demand for agrochemicals remained weak due to the impact of unfavorable weather conditions in some regions. In Asia, agrochemical prices and demand remained weak due to reduced application opportunities caused by heavy rainfall in India, as well as the impact of distribution inventories.

Under such circumstances, the Group engaged in the initiatives of the medium-term management plan, “Growing Global for Sustainability (GGS),” and has been aiming to deepen its business strategies, advance environmental management, and promote human capital management while achieving a balance of sustainability between the entire society and the Group.

Major efforts during the fiscal year under review included the launch of “Ryoga®,” a new formulation for rice nursery box treatment that contributes to CO₂ reduction through innovative agent formulation technology in the domestic market. The efforts to expand the business other than agrochemicals include obtaining rights related to the registration, development, sales, and other matters of a novel microbial biofungicide. As for efforts related to smart agriculture, we integrated our smartphone application “Leime AI Disease, Pest & Weed Analysis” (“Application”) with “Z-GIS” provided by the ZEN-NOH under the JA Group and provided our disease, pest, and weed AI diagnosis system for “KSAS,” the farm management system of Kubota Corporation. In addition, as part of our efforts to enhance the features of the Application, we installed a new “AI Forecast” function as well as expanded crops for diagnosis. Furthermore, we expanded the areas for “AcroSeeker™,” an overseas edition of the Application, to be used in local languages in Laos and Indonesia. The English version of “AcroSeeker™” has become available in over 160 countries and regions worldwide.

For the consolidated fiscal year under review, net sales amounted to 99,966 million yen (down 3,066 million yen or 3.0% year-on-year) mainly due to a decrease in sales of the active ingredient flubendiamide to Bayer and the impact of unfavorable weather conditions in some regions, in the agrochemicals the Group’s core business. In terms of profits, mainly due in part to improved profitability as a result of a decline in prices of raw materials in Brazil, operating profit came to 8,576 million yen (up 1,138 million yen or 15.3% year-on-year), and ordinary profit was 7,086 million yen (up 1,154 million yen or 19.5% year-on-year), and profit attributable to owners of parent was 2,356 million yen (down 2,421 million yen or

50.7% year-on-year), mainly due to the recognition of an impairment loss on goodwill associated with Nichino India Pvt. Ltd., caused by sluggish sales at the company.

An overview of each business segment is as follows:

(1) Agrochemical business

Regarding agrochemicals sales in Japan, the Company worked to promote and expand the sales of core internally developed products such as benzpyrimoxan, an insecticide for paddy rice (product name: “Orchestra”) and pyraziflumid, a fungicide for horticulture (product name: “Parade”). In addition, sales of products of Corteva were robust, resulting in total net sales of agrochemicals in Japan exceeding those in the previous fiscal year.

For overseas agrochemicals sales, sales increased due to factors such as robust sales of pyraflufen-ethyl for Canada, driven by the increased demand for herbicides caused by heavy rainfall in North America. In Europe, sales of Nichino Europe Co., Ltd. reported an increase in net sales due to robust sales of acaricide owing to the drought in southern regions, despite a decrease in sales of the active ingredient flubendiamide to Bayer. In Central and South America, in Brazil, the world’s largest agrochemical market, despite a slight decrease in sales of Sipcam Nichino Brasil S.A. when converted to Japanese yen due to the stronger yen against the Brazilian real, the company’s sales in local currency increased compared to the previous fiscal year. This was achieved through successful efforts to meet the increased demand for fungicides caused by heavy rainfall, as well as our initiatives in cultivating new business fields for internally developed products. In Asia, sales remained stagnant due to the sluggish sales results in India, owing from fewer opportunities to apply agrochemicals caused by the impact of torrential rain in some regions, as well as the impact of slow-moving distribution inventories caused by the drought in the previous year, among other factors. Consequently, total overseas net sales fell below the figures from the same period of the previous year.

As a result of the above, net sales of the agrochemicals business amounted to 94,571 million yen (down 2,981 million yen or 3.1% year-on-year) and operating profit amounted to 8,730 million yen (up 1,570 million yen or 21.9% year-on-year) due to the impact of the improvement in profitability in Brazil.

(2) Chemicals other than agrochemicals business

In the chemicals business, sales in the termiticide sector remained robust. In the pharmaceutical business, sales of topical antifungal drug luliconazole for onychomycosis were sluggish due to the impact of overstocking at sales dealers.

As a result of the above, net sales of the chemicals other than agrochemicals business amounted to 3,520 million yen (down 236 million yen or 6.3% year-on-year) and operating profit amounted to 476 million yen (down 413 million yen or 46.5% year-on-year).

Business	Net sales	Composition
Agrochemical business	94,571 million yen	94.6%
Chemicals other than agrochemicals business	3,520 million yen	3.5%
Other business	1,874 million yen	1.9%

2. Research and development activities

(1) Research activities

In the “Growing Global for Sustainability (GGS)” medium-term management plan, the Company has set goals to strengthen its foundation of discovery capabilities for creating new compounds and to improve research and development capabilities in new business areas (crop aid products, pharmaceutical and animal health products, and new production technologies). In its first year, we focused on enriching the agrochemical pipeline and concentrating on the fastest possible step up of these products in exploratory research. Additionally, looking into the future, we are energetically advancing data driven drug discovery, including the promotion of DX and utilization of AI, under the research environment established during the previous medium-term management plan period. In development research, to maximize the value of newly developed drugs, the Company is putting into practice the global simultaneous development and registration system that has been built to date, while continuing strategic and global research activities in collaboration with overseas group companies, including maintaining and expanding sales of existing drugs.

1) Creation of new compounds

In the agrochemical field, which is the Group’s core business, with the goal of “launching one agent every three years,” the Company has engaged in exploratory research by unifying the four segments of chemistry, biology, safety and adding research support departments, while maximizing the use of technologies and infrastructure that have been developed and expanded through DX promotion and diversifying seed research through open innovation with universities and public research institutions, etc. Among the multiple promising development candidate compounds that had been identified by the previous fiscal year, the Company concentrated its research resources on two compounds, advancing them as pipeline compounds following a novel general insecticide cybenzoxasulfyl (development code: NNI-2101). These progresses are the result of the implementation of the global simultaneous development and registration system that has been established and maintained during the previous medium-term management plan, and the Group will continue to accelerate development as a whole.

2) Promotion of new chemical development and maintaining and expanding existing chemicals

Under global cooperation among group companies, the Company promoted to develop new chemicals, and worked on performance evaluations and identification of new applications to maintain and expand value of existing chemicals. In new chemical development, the Company proceeded to evaluate applicability and obtain registration data for a novel general insecticide cybenzoxasulfyl (development code: NNI-2101), for which the ISO name has been newly confirmed. In existing chemical development, the Company further enriched the promotional data, including analysis of the mechanism of action of benzpyrimoxan (product name: “Orchestra”), an insecticide for paddy rice, which has also begun sale as a new mixture, and promoted its spread in Japan and India. For other existing active ingredients, the Company proceeded with the evaluation of their applicability to maximize value and continued to consider cost reductions for ingredients in an effort to improve profitability in collaboration with production sites in Japan and India.

The Company evaluated performance of candidate products of biotic pesticides and crop protection material for the introduction from other companies, which are the focus areas in the company-wide policy, and continued to obtain the data that support decisions on development and handling among group companies. As a result, the Company decided to develop the novel microbial insecticide NNI-2410 in Japan and acquired the rights for intellectual property, development, registration, and sales of the novel microbial biofungicide. This agent has already obtained EPA registration in the United States and has begun applicability evaluations globally, including in Europe. The Company is also proceeding the evaluation of candidate materials in the early stages of development, and in addition to having applied for registration of the physical control chemical Verdasol in Europe last year, the Company is diligently making decisions on the development and handling to expand the lineup of environmentally friendly products globally. For the “Cross Value” a biostimulant already being sold in Japan, the Company is working to clarify its features and is diligently considering the addition of applicable crops and usage methods. There may be efficacies that have not yet been discovered, and the Company is examining them from various perspectives to see if there are areas or uses where they can further contribute to crop production.

3) Promoting consideration of new businesses

The Company has identified promising development candidates in the pharmaceutical and animal health care products by utilizing the agrochemical technologies cultivated to date. The Company has already launched several promising projects, including joint research with other companies, and we are advancing research with the goal of making it a pillar of the life science field. In particular, the Company will continue to pursue synergies in the joint research with ADEKA Corporation, primarily in this field.

In addition to the pharmaceutical and animal health care product field, the Company has been examining whether there are other business areas where the research know-how and proprietary technologies can be utilized, and has narrowed down new research themes that the Company aims to commercialize to the fragrances and cosmetics fields. The Company has organized the issues that are expected to arise from the establishment of these technologies to the creation of a business model, and is advancing them as projects toward commercialization through collaboration with external organizations and the use of open innovation.

(2) Development activities

During the fiscal year under review, as the first fiscal year of the GGS medium-term management plan, the Company continued to work to maximize the proprietary active ingredients in the global market, strengthen marketing functions focused on customers' voice and perspectives and respond to market changes. For maximizing the proprietary active ingredients, the Company promoted registration and development in cooperation with the group companies. For strengthening marketing functions, the Company built a global marketing structure and strengthened collection and analysis of the global market information and for responding to market changes, the Company advanced its considerations of development for introduction and sales of biotic pesticides and crop protection materials.

1) Newly developed products

Cybenzoxasulfyl, a novel general insecticide (development code: NNI-2101), was submitted again as a product under test to the Japan Plant Protection Association for a test for practical application of new agrochemicals in the fiscal year under review, and effective test cases necessary for application for agrochemical registration were accumulated. The Company believes these findings have enabled us to demonstrate the features of this new chemical, such as a broader insecticidal spectrum, high efficacy against pests that become less sensitive to existing insecticides, and excellent systemic action. The Company plans to apply for agrochemical registration in 2025 as a convenient insect pest control agent, as its effectiveness has been confirmed not only in spray applications but also in drench treatments targeting many kinds of pests and crops. Development of this chemical is also being considered for the global market at large, and it is being initiated in the countries and regions where registrability and profitability are expected, such as South Korea and India. Furthermore, the Company is considering the development of two more agents as candidates for a new pipeline.

For the insecticide for paddy rice benzpyrimoxan, in Japan, the Company began sales of its mixtures (Orchestra Romdan Moncut Air, Orchestra Starkle Air, Orchestra Romdan Moncut Air Dust Formulation), and is working on increasing the Company's market share in this field and establishing a brand as a spraying agent for paddy rice fields through these product lineups. In India, which has a large market for paddy rice agrochemicals, the Company started selling Orchestra Duet, a mixture with Pymetrozine, which has excellent fast-acting properties, in addition to the already launched Orchestra, and will continue to develop a mixture with the aim of maximizing this chemical's business in India. In other countries, in addition to Vietnam (registered in December 2023), the Company will continue to develop products in the broader Asian regions where wet-rice cultivation is popular, combining single and mixture products to meet market needs.

For the general horticultural fungicides pyraziflumid, in Japan, the Company worked on expanding its application (expansion of registration contents) in a wide range of treatment methods, including unmanned aerial dispersion and cell tray treatment, and proceeded with the development of mixtures aimed at market expansion. In Canada and Peru, the Company is preparing for the launch of sales and has newly acquired registration in Vietnam (February 2025) and Ukraine (July 2024). Registration applications are pending in the United States, Egypt, Syria, Pakistan, Brazil, Colombia, and Tunisia, and a mixture is under development in India. The Company will continue to consider possibilities for development in other regions in order to further expand the business.

2) Domestic products

An insecticide mixture for horticultural use (development code: NNI-2210) for which development began in fiscal 2022, was applied for registration as "Phoenix Mast Flowable" in June 2024, and a fungicide mixture for horticultural use (development code: NNF-2220) was applied for registration as "Parade Plus Flowable" in August 2024, with registrations obtained in March 2025. Through the development of these products, the Company aims to maximize and extend the lifecycle of its active ingredient business, enrich the domestic product portfolio, and increase market share. The Company is also considering, with Corteva Agriscience Japan Limited and Corteva Japan Ltd. (hereinafter collectively referred to as "Corteva"), the introduction of Corteva's new products, as well as the development of mixtures containing these active ingredients. In addition, a new microbial insecticide (development code: NNI-2410) was submitted to the test for practical application of new agrochemicals in fiscal 2024, and its

practicality is being confirmed. As a product that shows high efficacy against thrips, which are difficult to control pests, the Company will proceed with development to meet market needs.

For existing chemicals, the Company is actively expanding applications for labor-saving controlling technologies such as unmanned aerial dispersion via drones, etc. and cell tray treatment, and has expanded applications of the PHOENIX Water-Soluble Powder, AXEL Flowable, COLT Water-Soluble Powder, Parade 20 Flowable, and Parade 15 Flowable. In addition, in response to an early registration request from Wakayama Prefecture, the Company has also applied to expand the application of the insecticide AXEL Flowable to Cerambycidae, which is a problem for peaches in Wakayama Prefecture, and obtained registration in September 2024.

3) Overseas products

For flubendiamide insecticide, considerations are continuing for further business expansion, and the Company has begun business in Brazil, which has a large market, and started sales in the Philippines, Ecuador, and Zambia. Furthermore, preparations are underway to begin sales in Colombia, and the application for registration is pending in Algeria, Zimbabwe, and Nicaragua. In India, a mixture with insecticide is under development, and the Company intends to expand the market steadily.

Sales of the tolfenpyrad insecticide have begun newly in Tunisia and Algeria. Preparations are being made for the beginning of sales in Ecuador (registered in December 2024), Honduras (registered in June 2024), and El Salvador (registered in June 2024), and registration is under review in Belize. In India, a mixture with insecticide is under development.

Sales of the pyrifluquinazon insecticide began newly in Dominica, Tunisia, Libya, Israel, Canada, Nicaragua, and El Salvador. Furthermore, registration was acquired in Chile (August 2024) and Vietnam (February 2025), and preparations are being made aiming for the launch in 2025. Registration is under review in New Zealand and Taiwan, and for the future, measures will be taken to expand the number of countries and regions where it is registered, both for the product itself and for its mixtures.

For the pyflubumide acaricide, sales have begun in Thailand, and preparations are being made for the launch in Vietnam, which also obtained registration (February 2025). In addition, applications for registration are pending in Egypt and Morocco, and evaluations are also ongoing to determine development possibilities in other countries.

Isoprothiolane has been spread and sold as a method to combat paddy rice blast and development is progressing for its applications to the banana field in Central and South America, the Philippines, and other regions. In addition, for the insecticide buprofezin, insecticide and acaricide fenpyroximate, fungicide flutolanil, herbicide pyraflufen-ethyl, and orthosulfamuron herbicide, the Company is working to expand and maintain the business by maintaining, and studying for the expansion, of their registrations globally.

Regarding biotic pesticides and crop protection materials, the Company is promoting the global development of multiple products. For biostimulants, sales have begun in Brazil, India, and Japan, and preparations for sales are being conducted in Europe. We are steadily proceeding with considerations aimed at business expansion.

As a research and development-oriented company, the Company will continue to meet customer needs and contribute to the realization of a sustainable society through the stable production of agricultural products by offering new products that are safe and environmentally friendly to the market through technological innovation, in compliance with the letter and the spirit of laws and regulations. Additionally, the Company will accelerate global business expansion under the medium-term management plan GGS, continuously creating new active ingredients that are complying with regulations of each country for agrochemical registration, while taking on the challenge of expanding the business in anticipation of the future changes in the market environment.

3. Status of capital investment

The total amount of capital investment for the fiscal year under review was 2,872 million yen, primarily comprising expenses associated with increasing capacity of Saga Plant and Nichino India Pvt. Ltd. plant for manufacturing facilities.

4. Status of fund procurement

The Company procured funds amounting to 5,237 million yen through borrowings from financial institutions and issuance of corporate bonds for capital investment and long-term working capital.

5. Status of business transfers to and from the Company

There were no matters of note during the fiscal year under review.

6. Status of stock holdings in other companies or acquisition or disposal of stock acquisition rights, etc.

There were no matters of note during the fiscal year under review.

7. Management policy, management strategy and issues to be addressed

1) Basic Management Policy

According to the basic principles, the NICHINO Group has adopted the vision of “Contribution to food and quality of life through technological innovation” and is committed to contributing to the realization of sustainable society through the creation of new value, with the mission of securing a safe and stable food supply and improving the quality of life for people around the world.

By promoting a balance between business and social activities, we will create superior agrochemical and non-agrochemicals that are safe and environmentally friendly through the creation of new value, thereby contributing to the securing of safe and stable food supplies, and we will use our accumulated technologies to create value by creating new products that improve people’s quality of life. We aim to realize a society in which people and the Earth can coexist in harmony.

The Group aims to be a corporate group that promotes sustainability management and enables the sustainable creation of new value, and strives to improve its business performance and contribute to society by fulfilling its social responsibilities through fair and vigorous business activities.

2) Medium to long term management strategy and issues to be addressed

The environment surrounding the agrochemical business, which is the Group’s core business, is seeing an expansionary trend in the global agrochemical market, owing to heightened demand for food stemming from factors including an increasing global population and economic development in emerging markets. Meanwhile, in Japan, the agrochemical market is projected to continue on a declining trend against a backdrop of an aging population of agricultural workers, a worsening shortage of successors, a decrease in farmland area due to abandonment or conversion, and government policies that seek to reduce agricultural materials costs. Additionally, creating new chemicals is becoming increasingly complex and hurdles for registration of new agrochemicals are becoming stricter, leading to an increase in new chemical development cost and development time. Furthermore, increasingly strict requirements for agrochemical registration in various countries, price competition with generic agrochemicals, higher raw materials expenses and outsourced manufacturing expenses due to soaring electricity prices and a short supply of mineral resources following the Russian invasion of Ukraine, and effects of irregular weather on agricultural products, etc., are creating an increasingly strict business environment for the Group.

Concerning the future outlook, we assume that unstable and uncertain conditions will continue due to impact on the global economy of the emerging geopolitical risk, such as U.S. administration’s high tariff policy, tensions in the Middle East, the prolonged Russian invasion of Ukraine, and the slowdown of the Chinese economy, as well as the effects of climate change. As the agrochemical business, which is the Group’s core business, is a business associated with the roots of agricultural products in its role supporting a safe and stable food supply, it can be thought that the effects will be limited relative to other industries, but there may be direct effects on production and procurement, or indirect effects due to changes in the agricultural environment.

Amid such a business environment and under the “Global Innovator for Crop & Life” vision, during the fiscal year under review which served as the first fiscal year of the “Growing Global for Sustainability (GGS)” medium-term management plan, the Group was able to achieve a certain level of results in strengthening its sustainability management, with all initiatives progressing smoothly, including acquiring rights for registration, development, sales, and other matters regarding a novel microbial biofungicide, expanding overseas development of smart agriculture and alliances with external businesses, developing pharmaceutical business in overseas, improving operating cash flow, advancing environmental management, and promoting human rights management. Additionally, activities were promoted to create and manifest synergies at an early stage from the capital and business alliance with ADEKA Corporation.

Under the “Growing Global for Sustainability (GGS)” medium-term management plan, we continue to promote business activities with the goal of achieving to realize the sustainability of both society as a whole and the Nihon Nohyaku Group based on these new Basic Principles, positioning the promotion of sustainability management as our growth strategy.

[Vision]

“Global Innovator for Crop & Life”

- Contributing to the realization of carbon neutrality.
- Realizing the continued creation of eco-harmonized products, services, and technologies.
- Contributing greatly to the realization of a sustainable society.

[Med-Term Management Plan (Year ended March 31, 2025 to year ending March 31, 2027)]

1) Name: “Growing Global for Sustainability (GGS)”

2) Numerical targets

	Targets for Year Ending Mar. 31, 2027 (Final Year)
Operating profit	10.8 billion yen
Net sales	120.0 billion yen
ROE	8% or more
Overseas net sales	90.0 billion yen
Ratio of overseas net sales	75%
Capital investment	Approx. 8.0 billion yen (over 3 years)
R&D investment	Approx. 20.0 billion yen (over 3 years)

(Note) The planned figures, earnings forecasts, and other forward-looking statements indicated in this document are based on currently available information as well as certain assumptions that the Company deems to be reasonable but actual earnings may differ significantly due to various factors.

3) Basic policy

The Company has verified the Group’s raison d’être in society and revised the Philosophy Structure of the NICHINO Group, along with reviewing our Basic Principles, Value, and Vision. The new Group vision is “Global Innovator for Crop & Life,” and under the Mid-Term Management Plan, we will promote business and social activities with the goal of achieving realizing the sustainability of both society as a whole and the Group, positioning the promotion of sustainability management as our growth strategy.

Specifically, the Company will steadily implement the following measures.

<Expansion of key priority products and new businesses>

Benzpyrimoxan, pyrifluquinazon, pyraflufen-ethyl, flubendiamide, and tolfenpyrad have been set as key priority products, and we will strive to expand sales based on an area strategy. We will also work to increase revenues from biologicals and crop aid products, selection and concentration of products and businesses, and maximization of resources.

<Cost reduction>

We will pursue the shift to in-house production of AIs in our efforts to reduce costs.

<Market expansion based on area strategy>

We will expand sales with a focus on the Asia-Pacific and Central and South American regions, where expansion of market scale can be expected. Further, we will proceed with the establishment of business foundations in the Middle East and African markets, where growth is expected in the future. In addition, we will pursue the registration and expansion of sales of key priority products, focusing on specialty crops (fruit trees, vegetables) that have high unit prices and are grown worldwide.

<Chemical synthesis>

We will accelerate the research and development of pipeline compounds (including medical and veterinary drugs). We will also pursue the selection and concentration of R&D resources and strengthen and refine our global development and marketing strategies.

<Bioresource utilization>

We will expand our portfolio of biological pesticides and crop aid products and engage in the production of useful compounds using biobased raw materials.

<Use of digital technology>

We will expand the monetization of the AI Diagnostics Business. We will also use digital technology to streamline and improve the efficiency of operations.

<Incorporation and creation of new business models>

We will actively engage in the development and creation of new businesses, including the incorporation of external value.

<Improvement of capital profitability>

We will engage in management that is conscious of capital costs. In terms of metrics, we will aim for an ROE of 8% or more.

<Improvement of cash flow>

We will work to improve cash flow primarily through the reduction of inventories.

<Fixed cost optimization (productivity improvement)>

We will work to improve productivity and optimize costs through efficient business execution, including in the areas of administrative expenses and labor costs. We will also strive for cost optimization through the selection and concentration of R&D resources and by making stricter R&D investment decisions.

<Climate change response>

Through ongoing actions, we will aim to reduce greenhouse gas emissions by 23% in 2030 (compared with 2020 levels).

<Consideration for biodiversity>

Through ongoing innovation, we will strive to expand our portfolio of “eco-harmonized products.*”

<Promotion of human capital management>

Based on the theme of employees’ well-being, we will work on the promotion of human resources development, health management, and improvement of workplace environments.

<Promotion of diversity, equity, and inclusion>

In the belief that the promotion of diversity, equity, and inclusion is essential to the growth of the Group, we will establish and work on individual metrics for recruitment, training and development, human resource utilization, health management, and workplace environment.

<Strengthening of compliance and risk management>

To increase the resilience of the Group, we will refine our business continuity plans (BCP). We will also conduct thorough education and management related to important laws and regulations and strengthen our quality assurance systems and information security.

<Strengthening of audits of Group companies>

We will strengthen Group governance by strengthening internal audits of Group companies and other means.

* Products of the Company that have a relatively high degree of human, animal, and environmental safety.

4) Dividend policy

Based on progressive dividends, we will provide dividends with a target payout ratio of 40%.

The Group has positioned the promotion of sustainability management as its growth strategy and will add further depth to its business strategy through the ongoing creation of innovation. At the same time, we will contribute to the realization of a sustainable society by engaging in more sophisticated environmental management for the realization of carbon neutrality and enhancing corporate value through the promotion of human capital management.

The Company thanks shareholders for their continued support.

8. Trends in assets and income

Item	Fiscal year ended March 31, 2022 123rd fiscal year	Fiscal year ended March 31, 2023 124th fiscal year	Fiscal year ended March 31, 2024 125th fiscal year	Fiscal year ended March 31, 2025 126th fiscal year (Fiscal year under review)
Net sales	80,110 million yen	102,090 million yen	103,033 million yen	99,966 million yen
Ordinary profit	5,665 million yen	7,779 million yen	5,932 million yen	7,086 million yen
Profit attributable to owners of parent	4,405 million yen	4,488 million yen	4,777 million yen	2,356 million yen
Earnings per share	56.08 yen	57.23 yen	60.89 yen	30.06 yen
Total assets	118,247 million yen	136,652 million yen	157,983 million yen	152,216 million yen
Net assets	66,956 million yen	73,125 million yen	80,396 million yen	79,423 million yen
Net assets per share	836.39 yen	904.26 yen	994.96 yen	987.63 yen

- (Notes)
1. Earnings per share is calculated based on the average number of outstanding shares during the period, excluding treasury shares.
 2. Net assets per share is calculated based on the number of outstanding shares at the end of the period, excluding treasury shares.
 3. To translate revenue and expenses of consolidated subsidiaries overseas, etc. into Japanese yen, the Company changed methods effective from the 124th fiscal year from the one using the spot market exchange rate prevailing on the respective balance sheet dates of these companies to the one using the average exchange rate for the respective periods. Accordingly, retrospective applications have been made to each financial figure for the 123rd fiscal year.

9. Status of significant parent companies and subsidiaries

(1) Relationship with parent company

Status of parent company

The Company's parent company is ADEKA Corporation, and said company holds 40,176 thousand shares (voting rights ratio: 51.1%) of the Company's shares, including indirect holdings.

The Company has received two concurrently serving officers from the parent company.

The Company has concluded a capital and business alliance agreement with the parent company. An overview is as follows.

1) Objective

While maintaining the independence of the Company's management in principle, the Company and the parent company will cooperate via the capital and business alliance between the two companies, executing and promoting strategic plans and activities concerning the life sciences business beginning with the Company's agrochemical business, with the objective of maximizing the corporate value of both companies.

2) Maintaining listing and maintaining company name

As a basic policy, the parent company and the Company will maintain the Company's listing on the First Section of the Tokyo Stock Exchange and maintain the Company's name of NIHON NOHYAKU CO., LTD.

3) Right to designate officers

Upon deliberation with the Representative Director (excluding Director designated by the parent company) of the Company, the parent company has the right to designate Directors of the Company (Either Directors serving as the Audit & Supervisory Committee Members or other Directors is irrelevant, and the ratio of persons designated as each is also irrelevant. Of which, one shall be a Representative Director. Additionally, if the parent company designates eight Directors, one must be an Independent Outside Director.), in a number determined by multiplying 16 by the ratio of voting rights held by the parent company (However, the upper limit shall be eight. Additionally, numbers less than one shall be rounded down.). Furthermore, the number of Directors of the Company who are not Directors serving as the Audit & Supervisory Committee Members will be 11 or less, and the number of Directors serving as the Audit & Supervisory Committee Members will be 5 or less. However, this may change if advance written approval is obtained from the parent company.

4) Right to receive new share issuance

Excluding cases where advance written approval is obtained from the parent company, the Company will not issue, dispose of, or grant shares, etc. (Defined as rights to acquire the Company's shares, stock

acquisition rights, option rights, share transfer rights, or any other shares of the Company.), and if such an issuance, etc., is to be conducted, the parent company has the right to receive a number of shares, etc., required to maintain the voting rights ratio of the tender offeror as of the time immediately before said issuance, etc., is to be conducted at a price identical to the paid-in amount or exercise price of the shares, etc., concerning said issuance, etc.

5) Content of business alliance

To achieve the goals of this capital and business alliance agreement, etc., the tender offeror and the Company will conduct a business alliance with the following content, and specific content shall be determined via deliberation between both companies.

- (i) Improve development speed through mutual support in the research and development sector
 - (a) Strengthen life sciences field
 - (b) Use compounds database
- (ii) Improve productivity through mutual use of production technologies and process chemistry
- (iii) Expand sales channels through mutual use of global networks
- (iv) Develop highly functional compounds by providing technologies in synthesis reactions, distributed technologies, and analysis technologies, etc.
- (v) Exchange of researchers with knowledge in various fields

6) Termination of this capital and business alliance agreement

This capital and business alliance agreement will be terminated under certain conditions, such as if both parties agree in writing to terminate this agreement.

In addition, the Company has agreed with the parent company about having prior consultation with the parent company and holding meetings for prior explanation and discussion concerning important matters to be resolved by the Company's Board of Directors which may have significant influence on management and results of the entire group of the parent company, from a perspective of balancing control of the group companies by the parent company and independence of the Company's decision making.

(2) Material subsidiaries

Company name	Capital	The Company's investment percentage	Principal business
Nichino Ryokka Co., Ltd.	160 million yen	100.0%	Construction, design, contracting, and supervision of greenification gardens, etc., and sales of chemicals/pesticides for gardens and greenification, etc.
Nichino Service Co., Ltd.	3,400 million yen	100.0%	Production, order receipt, storage, and transport of agrochemicals, real estate leasing and management, and warehousing, etc.
Nichino America, Inc.	700 thousand U.S. dollars	100.0%	Production, development, and sales of agrochemicals in the United States, etc.
Nihon Ecotech Co., Ltd.	20 million yen	100.0%	Analysis of agrochemical residue, safety testing of chemical substances, consulting regarding environmental safety, etc.
Taiwan Nihon Nohyaku Co., Ltd.	40 million NT dollars	57.0%	Development, promotion, and sales of agrochemicals in Taiwan, etc.
AgriMart Corporation	50 million yen	100.0%	Sales of termite control agents/devices, pest control agents/devices, etc.
Nichino India Pvt. Ltd.	4 million rupees	99.9% (100.0%)	Production, development, and sales of agrochemicals in India, etc.
Sipcam Nichino Brasil S.A.	223 million reals	50.0%	Production, promotion, and sales of agrochemicals in Brazil, etc.
Nichino Europe Co., Ltd.	30 thousand pounds	100.0%	Production, development, and sales of agrochemicals in Europe, etc.
Nichino Vietnam Co., Ltd.	22,680 million Vietnamese dong	100.0%	Production, development, and sales of agrochemicals, etc. in Southeast Asia

(Note) The Company's investment percentage in parentheses is the ratio including indirect holdings.

10. Employees

Number of employees	Compared to previous fiscal year-end
1,524 persons	Decrease of 46 persons

(Note) The above number of employees does not include 273 persons under temporary employment.

II. Matters concerning status of the company (As of March 31, 2025)

1. Matters concerning shares

- (1) Total number of shares authorized to be issued 199,529,000 shares
 (2) Total number of shares outstanding 81,967,082 shares
 (3) Number of shareholders 11,488 persons
 (Decrease of 659 persons compared to the previous fiscal year-end)

(4) Major shareholders

Shareholder name	Number of shares held (Thousand shares)	Shareholding ratio (%)
ADEKA Corporation	40,173	51.00
The Master Trust Bank of Japan, Ltd. (Trust account)	5,181	6.58
MSIP CLIENT SECURITIES	2,759	3.50
Custody Bank of Japan, Ltd. (Trust account)	2,453	3.11
Mizuho Bank, Ltd.	1,997	2.54
Aya Nomura	1,439	1.83
The Norinchukin Bank	1,401	1.78
Asahi Mutual Life Insurance Company	853	1.08
Resona Bank, Limited.	719	0.91
Morgan Stanley MUFG Securities Co., Ltd.	537	0.68

- (Notes) 1. Although the Company holds 3,195 thousand shares of treasury shares, it is excluded from the above list of major shareholders.
 2. The shareholding ratio is calculated after excluding treasury shares.

(5) Status of shares allotted to the Company's officers as consideration for execution of duties during the fiscal year under review

Category	Number of shares	Number of persons subject to allotment
Directors (excluding Directors serving as the Audit & Supervisory Committee Members and Outside Directors)	20,677 shares	1 person
Outside Directors (excluding Directors serving as the Audit & Supervisory Committee Members)	—	—
Directors serving as the Audit & Supervisory Committee Members	—	—

(Note) The above shows the number of shares issued to the Company's former officer.

(6) Other important matters regarding shares

Not applicable.

2. Matters concerning stock acquisition rights of the company

Not applicable.

3. Matters concerning officers of the company

(1) Matters concerning Directors

(As of March 31, 2025)

Name	Positions and responsibilities	Significant concurrent positions
Yosuke Tomoi	Director, Chairman	
Hiroyuki Iwata	Representative Director, President	
Koji Shishido	Representative Director, Vice President, responsible for Environment Safety & Quality Assurance Dept.	
Akio Kohri	Director	Advisor of ADEKA Corporation
Haruhiko Tomiyasu	Director	Representative Director and Senior Managing Operating Officer of ADEKA Corporation
Masuyo Ohtani	Director	Certified public accountant Certified public tax accountant
Noboru Matsumoto	Director	
Shiyo Yamana	Director	Representative Director of SBM Lab General Incorporated Association President and Representative Director of Productivity Garden Corporation
Hideo Yamamoto	Director Full-time Audit & Supervisory Committee Member	
Iwao Toigawa	Director Audit & Supervisory Committee Member	Attorney-at-law Outside Auditor of VALQUA, LTD.
Chizuko Nakata	Director Audit & Supervisory Committee Member	Certified public accountant Certified public tax accountant Representative Director of Nakata Business Consulting Co., Ltd. Supervisory Director of Daiwa Securities Living Investment Corporation
Yoshiko Oshima	Director Audit & Supervisory Committee Member	Attorney-at-law Certified public tax accountant

- (Notes)
1. Directors Ms. Masuyo Ohtani, Mr. Noboru Matsumoto, Ms. Shiyo Yamana, Mr. Iwao Toigawa, Ms. Chizuko Nakata, and Ms. Yoshiko Oshima are Outside Directors.
 2. Mr. Hideo Yamamoto has been selected as a Full-time Audit & Supervisory Committee Member to increase the effectiveness of information collection and other auditing processes and strengthen audit and supervisory functions.
 3. The Company has designated Directors Ms. Masuyo Ohtani, Mr. Noboru Matsumoto, Ms. Shiyo Yamana, Mr. Iwao Toigawa, Ms. Chizuko Nakata, and Ms. Yoshiko Oshima as Independent Directors pursuant to the stipulations of the Tokyo Stock Exchange, and has notified the Exchange of said designation.
 4. Full-time Audit & Supervisory Committee Member, Mr. Hideo Yamamoto, has significant expertise in finance and accounting from serving as Division Manager of Administration Division of the Company.
 5. Audit & Supervisory Committee Member, Ms. Chizuko Nakata, is a certified public accountant and certified public tax accountant, and has significant expertise in finance and accounting.
 6. Audit & Supervisory Committee Member, Ms. Yoshiko Oshima, is an attorney-at-law and certified public tax accountant, and has significant expertise in finance and accounting.
 7. ADEKA Corporation is the Company's parent company. Additionally, although the Company has purchasing and sales transactions with said company, the ratio of transactions within the Group is immaterial.
 8. There are no other special relationships between companies at which Directors hold concurrent positions and the Company.

(2) Remuneration, etc., for Directors for the fiscal year under review

1) Matters regarding policies concerning determination of content of remuneration, etc., for individual Directors

Policies concerning determination of content of remuneration, etc., for individual Directors are determined at the Board of Directors after it receives opinions from the Governance Committee which is a voluntary advisory body of the Board of Directors on officers' remuneration. The overview of such policies is described below. In determination of content of remuneration for individual Directors, the Governance Committee makes an examination on the draft plan from various aspects such as consistency with such policies. Therefore, the Board of Directors basically considers that it is in line with such policies, respecting opinions from the Governance Committee.

(i) Basic policy on remuneration, etc., for Directors (excluding Audit & Supervisory Committee Members)

(a) Remuneration, etc., for Directors shall be connected with business results and the long-term interests of shareholders, while being appropriate, fair, and balanced to enable further desire to maximize sustainable corporate value and shareholder value.

(b) Remuneration, etc., for Directors (excluding Audit & Supervisory Committee Members) shall have a basic structure consisting of basic remuneration and bonuses, and for Executive Directors, in addition to the above, performance-linked stock-based remuneration shall be provided. Additionally, remuneration, etc., for Outside Directors and Non-executive Directors shall not include performance-linked components.

(ii) Policy on amount of remuneration, etc., of basic remuneration for individual Directors, timing of allotment, and determining conditions

Basic remuneration for Directors (excluding Audit & Supervisory Committee Members) shall be fixed monthly remuneration in cash. Basic remuneration for Executive Directors shall be determined based on duties and positions of business execution for Executive Directors, and based on responsibilities and whether or not the person serves full-time for Outside Directors and Non-executive Directors. Additionally, regarding Executive Directors, targets will be set for areas of responsibility after consultation with the Representative Director and President at the beginning of the fiscal year, and the level of achievement of said duties and business results will be reflected in remuneration for the following fiscal year. The Company shall strive to revise remuneration levels as appropriate in consideration of business results, standards at other companies, and social trends, etc.

(iii) Policy on amount of remuneration, etc., of bonuses for individual Directors, timing of allotment, and determining conditions

Bonuses for Directors (excluding Audit & Supervisory Committee Members) shall be allotted annually in cash at a certain time after the end of the fiscal year to which it applies. Bonuses for Directors (excluding Audit & Supervisory Committee Members) shall have the objective of increasing motivation to contribute toward improving business results for a single year. Similarly to fixed remuneration, the amount of bonuses for individual Executive Directors shall be determined by reflecting the level of achievement of duties and business results, and the amount of bonuses for Outside Directors and Non-executive Directors shall be allotted within the total amount of remuneration approved at a General Meeting of Shareholders.

(iv) Performance-linked stock-based remuneration

Performance-linked stock-based remuneration is a remuneration system for Directors (excluding Directors serving as the Audit & Supervisory Committee Members, Outside Directors, and Non-executive Directors) utilizing a share grant trust with the objective of furthering a sense of shared value with shareholders while increasing motivation for medium to long term improvement in business results and expanding corporate value. Under this system, a trust established and funded by the Company (hereinafter referred to as the "Share Grant Trust") acquires shares of the Company, and in accordance with the Share Grant Regulations established by the Company's Board of Directors, a number of shares of the Company equivalent to the number of points it has awarded each Director shall be granted through the Share Grant Trust at the time of the retirement of each Director, in principle.

Additionally, the applicable period for performance-linked stock-based remuneration shall be, in principle, identical to the applicable period of the medium-term management plan, established every three fiscal years. Performance-linked stock-based remuneration is categorized into a fixed portion and a variable portion, and the performance-based index for variable portions shall be key performance indicators (KPIs) for the applicable medium-term management plan. Points for the

fixed portion shall be granted at a certain time after the end of the fiscal year to which it applies. Points for the variable portion shall be granted at a certain time after the end of the medium-term management plan. If standard business results in the performance-based index are achieved, the ratio between the fixed portion and the variable portion of performance-linked stock-based remuneration for the applicable period shall be about 45:55. Points in the variable portion will vary within a range of 0% to 150% of the predefined standard amount, based on the level of achievement of business results of the performance-based index.

- (v) Policy on determining ratio between amount of basic remuneration, amount of bonuses, and amount of performance-linked stock-based remuneration in amount of remuneration for individual Directors

The ratio of type of remuneration for Executive Directors shall be determined in consideration of factors including the Company's business characteristic that it is long-term research and development-oriented, the Director's position, duties, standards at other companies, and social trends. The ratio between basic remuneration, bonuses, and performance-linked stock-based remuneration during the period to which a medium-term management plan applies will be about 8:1:1.

- (vi) Matters regarding procedures to determine content of remuneration, etc., for individual Directors (excluding Audit & Supervisory Committee Members)

Distribution of remuneration, etc., for individual Directors (excluding Audit & Supervisory Committee Members) shall be based on consultation with the Board of Directors, followed by an evaluation by the Governance Committee regarding factors including the duties, responsibilities, business results, and level of contribution in areas assigned to the Executive Director, after which reports are made regarding an increase or decrease in basic remuneration, total amount of bonuses to be granted, and content of distribution of bonus amounts.

The amount of remuneration, etc., for individual Directors (excluding Audit & Supervisory Committee Members) shall be entrusted to the Representative Director and President by resolution of the Board of Directors, and determined by the Representative Director and President based on reports from the Governance Committee. The content of the authority of the Representative Director and President is the amount of basic remuneration for each Director, the total amount of bonuses to be granted, and the distribution of the amount of bonuses.

Furthermore, performance-linked stock-based remuneration shall be determined in accordance with the Share Grant Regulations resolved by the Board of Directors.

- 2) Matters regarding resolution of the General Meeting of Shareholders concerning remuneration, etc., for Directors

The maximum annual aggregate amount of remuneration, etc., for Directors (excluding Audit & Supervisory Committee Members) was resolved to be 330 million yen (including the maximum annual aggregate amount of remuneration for Outside Directors of 30 million yen; excluding the portion of employees' salary) at the 121st Ordinary General Meeting of Shareholders held on June 26, 2020. The number of Directors (excluding Audit & Supervisory Committee Members) was ten (including two Outside Directors) at the recess of said Ordinary General Meeting of Shareholders. Separately from said cash remuneration, the same Ordinary General Meeting of Shareholders resolved to allow Directors (excluding Directors serving as the Audit & Supervisory Committee Members, Outside Directors, and Non-executive Directors) to receive allotment of shares through a trust (hereinafter referred to as the "Trust") established and funded by the Company which acquires shares of the Company, and within a maximum aggregate amount of remuneration based on a performance-linked stock-based remuneration system in which the Company's shares are granted to each Director through the Trust according to the number of points granted to each Director. In principle, Directors will be granted the Company's stock at the time of retirement according to the number of points granted, and the resolution was made for the maximum aggregate amount of funding by the Company to be 75 million yen, and the maximum aggregate amount of points to be allotted to allottees to be 250,000 points (1 point is 1 share of the Company) for the applicable period (from the fiscal year ended on March 31, 2020 to the fiscal year ended on March 31, 2021 (18 months)). Additionally, a resolution was also made such that at the expiration of each applicable period, the Board of Directors may determine to extend the applicable period every three fiscal years, and if the trust period for the Trust is also extended, the Company may, during the applicable period of said extension as required additional funds for acquisition of the Company's stock for allotment to Directors under the system, provide additional cash funding to the Trust in a maximum aggregate amount of 150 million yen for each applicable period of said extension, with the maximum aggregate amount of points to be granted to allottees to be 500,000. The number of Directors (excluding Directors serving as the Audit & Supervisory Committee Members, Outside

Directors, and Non-executive Directors) as of the recess of said Ordinary General Meeting of Shareholders was seven.

The amount of remuneration, etc., for Directors serving as the Audit & Supervisory Committee Members was resolved to be a maximum annual aggregate amount of 60 million yen at the 121st Ordinary General Meeting of Shareholders held on June 26, 2020. The number of Directors serving as the Audit & Supervisory Committee Members at the recess of said Ordinary General Meeting of Shareholders was five.

3) Matters concerning entrustment of authority for determining content of remuneration, etc., for individual Directors

Based on the policy in “3. (2) 1) (vi) Matters regarding procedures to determine content of remuneration, etc., for individual Directors (excluding Audit & Supervisory Committee Members)” and pursuant to an entrustment resolution by the Board of Directors, Representative Director and President Hiroyuki Iwata determines the specific content of remuneration for individual Directors. The content of the authority is the amount of basic remuneration for each Director, the total amount of bonuses to be granted, and the distribution of the amount of bonuses.

The reason why said authority was transferred is because the Representative Director and President is the most suitable position to evaluate duties and performance achievements of each Director, watching the Company’s current status from a higher perspective.

To ensure that said authority is appropriately exercised by the Representative Director and President, the Board of Directors has implemented measures such as consulting with the Governance Committee and receiving reports regarding an increase or decrease in basic remuneration, total amount of bonuses to be granted, and content of distribution of bonus amounts based on evaluations that contain the basic elements of assigned duties, responsibilities, business results, and level of contribution, etc., for Executive Directors, and as amounts of remuneration for individual Directors are determined after undergoing said procedures, the Board of Directors has judged that said contents are in line with the policy for determination.

4) Matters concerning performance-linked remuneration, etc.

By further clarifying the link between Director remuneration and the Company’s business results and shareholder value and having Directors share the benefits and risks of fluctuations in share price with shareholders, the Company has introduced a performance-linked stock-based remuneration system for Directors (excluding Directors serving as the Audit & Supervisory Committee Members, Outside Directors, and Non-executive Directors), with the objective of increasing motivation to contribute to improving business results and expanding corporate value over the medium to long term.

The amount of performance-linked remuneration and the content of business results indices selected to serve as the basis for calculation for this system are the level of achievement of KPIs (consolidated operating profit and consolidated net sales for the final year of the medium-term management plan) of the medium-term management plan, and the reason that said business results indices were selected was to increase motivation for Directors to contribute to improving business results and expanding corporate value over the medium to long term.

The numerical targets and their rate for evaluation indices selected to serve as the basis for calculation for the amount or number of performance-linked remuneration for this system in the medium-term management plan “Growing Global for Sustainability (GGS)” are as follows.

Type	Evaluation indices	Numerical targets (KPI)	Ratio of the performance-linked remuneration
Financial Indices	Consolidated operating profit for the fiscal year ending March 31, 2027	10.8 billion yen	40%
	Consolidated net sales for the fiscal year ending March 31, 2027	120.0 billion yen	20%
	ROE for the fiscal year ending March 31, 2027 (Consolidated)	8.0%	20%
Environmental Indices	Reduction rate of GHG emissions for the fiscal year ending March 31, 2027 (compared to FY2020) (The Company and consolidated subsidiaries with production sites)	16.0% reduction Scope 1 + 2	5%
	Net sales of eco-harmonized products for the fiscal year ending March 31, 2027 (Consolidated)	39.3 billion yen	5%
Human Capital Indices	Rate of female managers at the end of the fiscal year ending March 31, 2027 (Non-consolidated)	13.0%	5%
	Engagement survey score at the end of the fiscal year ending March 31, 2027 (Non-consolidated)	70	5%

5) Total amounts, etc., of remuneration, etc., for Directors

Officer category	Total amount of remuneration, etc. (Millions of yen)	Total amount of remuneration, etc., by type (Millions of yen)			Number of applicable officers (Persons)
		Basic remuneration	Bonuses	Noncash remuneration, etc.	
Directors (excluding Audit & Supervisory Committee Members) (Of which, Outside Directors)	183 (16)	153 (14)	9 (1)	19 (—)	9 (4)
Directors serving as the Audit & Supervisory Committee Members (Of which, Outside Directors)	43 (16)	40 (15)	3 (1)	—	5 (3)

- (Notes) 1. The amount of bonuses above is the provision for bonuses for directors (and other officers) concerning the fiscal year under review.
2. Stock-based remuneration based on a performance-linked stock-based remuneration system is granted to Directors (excluding Directors serving as the Audit & Supervisory Committee Members, Outside Directors, and Non-executive Directors) as noncash remuneration. The content of said stock-based remuneration is as stated in “2) Matters regarding resolution of the General Meeting of Shareholders concerning remuneration, etc., for Directors” and the status of allotment is as stated in “1. Matters concerning shares.”

(Note) Amounts and numbers of shares presented in this Business Report are rounded down to the nearest unit indicated.

Consolidated Balance Sheet

(As of March 31, 2025)

(Millions of yen)

Description	Amount	Description	Amount
(Assets)		(Liabilities)	
Current assets	116,639	Current liabilities	51,870
Cash and deposits	23,332	Notes and accounts payable - trade	21,646
Notes and accounts receivable - trade, and contract assets	47,513	Electronically recorded obligations - operating	652
Electronically recorded monetary claims - operating	3,084	Short-term borrowings	12,742
Merchandise and finished goods	22,827	Current portion of bonds payable	3,826
Work in process	760	Accrued expenses	5,839
Raw materials and supplies	14,150	Income taxes payable	1,158
Other	5,744	Provision for bonuses	967
Allowance for doubtful accounts	(775)	Provision for bonuses for directors (and other officers)	32
Non-current assets	35,576	Provision for environmental measures	809
Property, plant and equipment	16,106	Electronically recorded obligations - non-operating	63
Buildings and structures	3,961	Liabilities related to charged supplying transactions	1,241
Machinery, equipment and vehicles	5,098	Other	2,889
Land	5,548	Non-current liabilities	20,922
Construction in progress	326	Bonds payable	1,505
Other	1,171	Long-term borrowings	15,435
Intangible assets	1,977	Deferred tax liabilities	446
Software	1,385	Provision for retirement benefits for directors (and other officers)	84
Other	592	Provision for share awards	161
Investments and other assets	17,492	Provision for environmental measures	927
Investment securities	11,883	Retirement benefit liability	937
Deferred tax assets	1,263	Other	1,423
Retirement benefit asset	2,427	Total liabilities	72,792
Other	2,166	(Net assets)	
Allowance for doubtful accounts	(248)	Shareholders' equity	74,405
Total assets	152,216	Share capital	14,939
		Capital surplus	15,071
		Retained earnings	46,420
		Treasury shares	(2,026)
		Accumulated other comprehensive income	2,883
		Valuation difference on available-for-sale securities	1,421
		Foreign currency translation adjustment	796
		Remeasurements of defined benefit plans	665
		Non-controlling interests	2,134
		Total net assets	79,423
		Total liabilities and net assets	152,216

(Note) Figures presented in the financial statements are rounded down to the nearest million yen.

Consolidated Statement of Income

(April 1, 2024 - March 31, 2025)

(Millions of yen)

Description	Amount
Net sales	99,966
Cost of sales	66,744
Gross profit	33,221
Selling, general and administrative expenses	24,645
Operating profit	8,576
Non-operating income	4,236
Interest and dividend income	1,920
Share of profit of entities accounted for using equity method	508
Gain on valuation of derivatives	1,395
Rental income from real estate	105
Other	305
Non-operating expenses	5,726
Interest expenses	2,649
Foreign exchange losses	2,936
Other	140
Ordinary profit	7,086
Extraordinary income	2,142
Gain on sale of non-current assets	2,129
Gain on sale of investment securities	13
Extraordinary losses	4,672
Loss on disposal of non-current assets	48
Impairment losses	2,328
Environmental expenses	1,984
Other	311
Profit before income taxes	4,556
Income taxes - current	2,161
Income taxes - deferred	(32)
Profit	2,427
Profit attributable to non-controlling interests	71
Profit attributable to owners of parent	2,356

(Note) Figures presented in the financial statements are rounded down to the nearest million yen.

I. Overview of the corporate group

1. Principal business

Business	Main products
Agrochemical business	Insecticides, fungicides, insect-fungicides, herbicides, and active ingredients for agrochemicals
Chemicals other than agrochemicals business	Wood preservative agents, agricultural materials, turf-related products, pharmaceuticals, animal health care products, others
Other business	Greenification and gardening construction, etc. Real estate leasing, agrochemical logistics operations, warehousing, agrochemical residue analysis

2. Principal offices, research centers, and plants

(1) Domestic

Name	Location	Name	Location
Head office	Chuo-ku, Tokyo	Osaka Branch	Osaka-shi, Osaka
Sapporo Branch	Sapporo-shi, Hokkaido	Fukuoka Branch	Fukuoka-shi, Fukuoka
Sendai Branch	Sendai-shi, Miyagi	Research Center	Kawachinagano-shi, Osaka
Tokyo Branch	Chuo-ku, Tokyo	Osaka Office	Osaka-shi, Osaka

(2) Domestic subsidiary offices (Plants)

Name	Location
Fukushima Plant, Nichino Service Co., Ltd.	Nihonmatsu-shi, Fukushima
Kashima Plant, same as above	Kamisu-shi, Ibaraki
Saga Plant, same as above	Miyaki-gun, Saga

(3) Overseas (including subsidiaries and affiliates)

Name	Location
Nichino America, Inc.	U.S.A. / Wilmington
Nichino Europe Co., Ltd.	UK / Cambridge
Nichino Shanghai Co., Ltd.	China / Shanghai
Taiwan Nihon Nohyaku Co., Ltd.	Taiwan / Taipei
Agricultural Chemicals (Malaysia) Sdn. Bhd.	Malaysia / Penang
Nichino Do Brasil Agroquimicos Ltda.	Brazil / Sao Paulo
Sipcam Nichino Brasil S.A.	Brazil / Uberaba
Nichino India Pvt. Ltd.	India / Hyderabad
Sipcam Europe S.p.A.	Italy / Milan
Nichino Vietnam Co., Ltd.	Vietnam / Ho Chi Minh
Nihon Nohyaku Andica S.A.S.	Colombia / Bogota
Nichino Korea Co., Ltd.	South Korea / Seoul
Nichino Chile SpA	Chile / Santiago
Interagro (UK) Ltd.	UK / Cambridge
Nichino Netherlands BV	Netherlands / Utrecht
IA Agriculture Hungary Kft	Hungary / Budapest
Nichino South Africa (Pty) Ltd	South Africa / Johannesburg

3. Major lenders

Name of lender	Outstanding loan balance (Millions of yen)
Mizuho Bank, Ltd.	11,633
MUFG Bank, Ltd.	3,371
The Norinchukin Bank	3,269
Japan Bank for International Cooperation	2,474
Sumitomo Mitsui Trust Bank, Limited	1,943

II. Matters concerning status of the company (As of March 31, 2025)

1. Matters concerning officers of the company

(1) Outline of content of liability limitation agreements

The Company has concluded agreements to limit the liability for damages under Article 423, Paragraph 1 of the Companies Act with Directors Mr. Akio Kohri, Mr. Haruhiko Tomiyasu, Ms. Masuyo Ohtani, Mr. Noboru Matsumoto, Ms. Shiyo Yamana, Mr. Iwao Toigawa, Ms. Chizuko Nakata, and Ms. Yoshiko Oshima. The limit of liability for damages under said agreement is the limit stipulated by laws and regulations.

(2) Outline of content of directors and officers liability insurance contract

To secure talented personnel and support proactive and bold business decision making toward growth, in December 2024, the Company concluded a directors and officers liability insurance contract as stipulated in Article 430-3, Paragraph 1 of the Companies Act, an outline of which is provided below.

1) Scope of the insured

Directors, Audit & Supervisory Committee Members and Executive Officers of the Company and directors and audit & supervisory board members of Nichino Ryokka Co., Ltd., Nichino Service Co., Ltd., Nihon Ecotech Co., Ltd. and AgriMart Corporation

2) Actual ratio of premiums paid by the insured

Premiums, including riders, are paid by the Company, and the insured do not bear the actual premiums.

3) Outline of events insured against

The policy, together with riders, will cover damages and legal fees, etc., that may arise due to the insured directors and officers assuming liability for the execution of duties or receiving a claim related to the pursuit of such liability. However, there are certain exemptions, such as in case of actions taken with the knowledge that such actions are in violation of laws and regulations.

4) Measures to ensure that the appropriateness of directors' and officers' duties are not impaired

The insurance contract contains stipulations regarding the amount of exemptions, and damages up to said exemption amount will not be covered.

(3) Matters concerning outside officers

1) Relationships between significant companies at which Company officers hold concurrent positions and the Company

As stated in "3. (1) Matters concerning Directors."

2) Status of key activities during the fiscal year under review

Name (Position)	Status of key activities
Masuyo Ohtani (Outside Director)	Ms. Masuyo Ohtani has deep insight in business administration as certified public accountant and certified public tax accountant and her expected role is to contribute to improving the effectiveness of the Company's Board of Directors by providing the Company with opinions and advice on the Company's overall management from an objective perspective. She has attended meetings such as the Board of Directors and Governance Committee meetings and expressed opinions in the form of appropriate advice and recommendations, etc. on overall management of the Company. She attended all 17 Board of Directors meetings held during the fiscal year under review.
Noboru Matsumoto (Outside Director)	Mr. Noboru Matsumoto has a wealth of experience and broad-based insight as operating officer of a listed company as well as manager of an overseas business entity and his expected role is to contribute to improving the effectiveness of the Company's Board of Directors by providing the Company with opinions and advice on the Company's overall management from an objective perspective. He has attended meetings such as the Board of Directors and Governance Committee meetings and expressed opinions in the form of appropriate advice and recommendations, etc. on overall management of the Company. He attended all 17 Board of Directors meetings held during the fiscal year under review.

Name (Position)	Status of key activities
Shiyo Yamana (Outside Director)	<p>Ms. Shiyo Yamana has experience and broad-based insight in the management of business companies as well as overseas business and governance development in the financial industry and her expected role is to contribute to improving the effectiveness of the Company's Board of Directors by providing the Company with opinions and advice on the Company's overall management from an objective perspective. She has attended meetings such as the Board of Directors and Governance Committee meetings and expressed opinions in the form of appropriate advice and recommendations, etc. on overall management of the Company.</p> <p>She attended all 14 Board of Directors meetings held after she assumed the office in the fiscal year under review.</p>
Iwao Toigawa (Outside Director (Audit & Supervisory Committee Member))	<p>Mr. Iwao Toigawa has expertise as an attorney-at-law and wealth of experience and broad knowledge of corporate legal affairs and his expected role is to strengthen the Company's audit functions, etc. and contribute to improving the effectiveness of the Company's Board of Directors based on these insights. He has attended meetings such as the Board of Directors, Governance Committee and Compliance Committee meetings and expressed opinions in the form of appropriate advice and recommendations, etc., while performing audit duties and providing advice to ensure the appropriateness of the execution of Directors' duties.</p> <p>He attended 16 out of 17 Board of Directors meetings held during the fiscal year under review.</p> <p>He attended all 10 Audit & Supervisory Committee meetings held during the fiscal year under review, and made comments as necessary to ensure highly effective audits.</p>
Chizuko Nakata (Outside Director (Audit & Supervisory Committee Member))	<p>Ms. Chizuko Nakata has deep insight in business administration as a certified public accountant and certified public tax accountant and her expected roles is to strengthen the Company's audit functions, etc. and contribute to improving the effectiveness of the Company's Board of Directors based on these insights. She has attended meetings such as the Board of Directors and Governance Committee meetings and expressed opinions in the form of appropriate advice and recommendations, etc., while performing audit duties and providing advice to ensure the appropriateness of the execution of Directors' duties.</p> <p>She attended all 17 Board of Directors meetings held during the fiscal year under review.</p> <p>She attended all 10 Audit & Supervisory Committee meetings held during the fiscal year under review, and made comments as necessary to ensure highly effective audits.</p>

Name (Position)	Status of key activities
Yoshiko Oshima (Outside Director (Audit & Supervisory Committee Member))	<p>Ms. Yoshiko Oshima has expertise as an attorney-at-law and certified public tax accountant and wealth of experience and broad knowledge of corporate legal affairs and her expected roles is to strengthen the Company's audit functions, etc. and contribute to improving the effectiveness of the Company's Board of Directors based on these insights. She has attended meetings such as the Board of Directors and Governance Committee meetings and expressed opinions in the form of appropriate advice and recommendations, etc., while performing audit duties and providing advice to ensure the appropriateness of the execution of Directors' duties.</p> <p>She attended all 17 Board of Directors meetings held during the fiscal year under review.</p> <p>She attended all 10 Audit & Supervisory Committee meetings held during the fiscal year under review, and made comments as necessary to ensure highly effective audits.</p>

2. Matters concerning Accounting Auditor

(1) Name of Accounting Auditor

Kyowa Audit Corporation

(2) Overview of content of liability limitation agreement

Not applicable.

(3) Amount of remuneration, etc., for the Accounting Auditor during the fiscal year under review

Category	Amount paid
Amount of remuneration, etc., as Accounting Auditor for the fiscal year under review	42,000 thousand yen
Total amount of money and other property benefits payable by the Company and the Company's subsidiaries	44,400 thousand yen

(Notes) 1. Under the audit agreement between the Company and Kyowa Audit Corporation, no clear distinction is made between the remuneration for audits pursuant to the Companies Act and that for audits pursuant to the Financial Instruments and Exchange Act, and since a substantial distinction cannot be made, the amount presented above is the total remuneration.

2. Of the Company's significant subsidiaries, Nichino America, Inc., Taiwan Nihon Nohyaku Co., Ltd., Nichino India Pvt. Ltd., Sipcam Nichino Brasil S.A., Nichino Europe Co., Ltd., and Nichino Vietnam Co., Ltd. receive audits from audit corporations other than the Company's Accounting Auditor.

(4) Content of non-audit services

Not applicable.

(5) Matters concerning audits of subsidiaries

Each of six consolidated subsidiaries of the Company is audited by an audit firm or other party other than the Company's Accounting Auditor.

(6) Reasons the Audit & Supervisory Committee approved remuneration, etc., for the Accounting Auditor

The Audit & Supervisory Committee of the Company, in consideration of the "Practical Guidelines on Cooperation with Accounting Auditors" published by the Japan Audit & Supervisory Board Members Association, confirmed the audit plan, status of audit implementation, and basis for calculation as shown in remuneration estimates of the Accounting Auditor, and upon consideration, agreed to the remuneration, etc., of the Accounting Auditor as prescribed under Article 399, Paragraph 3 of the Companies Act.

(7) Policies for determining dismissal or non-reappointment of the Accounting Auditor

The Audit & Supervisory Committee of the Company shall determine the content of a proposal for the dismissal or non-reappointment of the Accounting Auditor to be submitted to a General Meeting of Shareholders if it has judged that it is necessary to do so, such as in cases where there are issues with the execution of duties by the Accounting Auditor.

Additionally, if the clauses of Article 340, Paragraph 1 of the Companies Act apply to the Accounting Auditor and it deems that there are no prospects of improvement, the Audit & Supervisory Committee shall dismiss the Accounting Auditor conditional upon the unanimous consent of all Audit & Supervisory Committee Members. In such case, an Audit & Supervisory Committee Member selected by the Audit & Supervisory Committee shall report the dismissal of the Accounting Auditor and the reason for it at the first General Meeting of Shareholders held following the dismissal.

III. Structures and policies of the company

1. Structures to secure the appropriateness of operations

Based on the stipulations of items b and c of Article 399-13, Paragraph 1, Item 1 of the Companies Act and the stipulations of Article 110-4 of the Regulation for Enforcement of the Companies Act, the Company has defined basic policies to establish “Structures to secure the appropriateness of operations” and has established, maintained, and operated internal control systems. An overview of these basic policies is as follows.

- (1) Structures concerning storage and management of information regarding execution of duties by Directors
Information, such as documents, etc. (including electronic records), regarding execution of duties by Directors is stored and managed for required periods based on the Information Management Regulations.
- (2) Regulations regarding management of risk of loss and other structures
 - 1) The “Risk Management Committee” ascertains the Company’s risk, prevents risks from materializing, and conducts risk countermeasures to minimize the effects of risks that have materialized, etc.
 - 2) In the management of individual risks, the Company promotes the creation of manuals that correspond to categories and various types of risk. The Board of Directors comprehensively manages and responds to risks that are considered companywide issues.
 - 3) Risks concerning environmental, safety and sanitation, and product safety, etc., are ascertained by the “Risk Management Committee” and individually and specifically responded to in cooperation between the “RC Promotion Committee” and related segments.
 - 4) The Sustainability Committee, which oversees the Compliance Committee, Risk Management Committee, and RC Promotion Committee, provides indirect support for their activities and engages in sustainability-related issues outside of the three committees.
 - 5) Regarding accounting, the Accounting Department will be responsible for companywide accounting and number management, and each segment will confirm the contents of companywide accounting and of other segments.
 - 6) If unexpected events occur, an emergency response headquarters will be established with the Representative Director and President as the general manager for crisis management.
 - 7) The Internal Control & Audit Department will implement periodic audits of the Company’s risk management structures.
- (3) Structures to secure effective execution of duties by Directors
 - 1) A regular Board of Directors meeting will be held once per month, and by also holding meetings as necessary, important matters will be decided while also conducting supervision of the status of business execution by Directors.
 - 2) Meetings of the Board of Executive Officers will be held as important institutions second to the Board of Directors, attended by Full-time Directors (including Directors serving as the Full-time Audit & Supervisory Committee Members) and Executive Officers. The meeting of the Board of Executive Officers will flexibly deliberate and determine business strategies and corporate policies, etc., of the Company and the Group, as well as deliberate and determine matters required to promote business activities such as internal controls, compliance, risk management, responsible care, and respecting human rights, etc., to raise management efficiency, and fulfill the social responsibilities of the Company and the Group.
 - 3) As an advisory body to the Board of Directors, a Governance Committee will be established, composed of a majority of Independent Outside Directors, which will receive consultations from the Board of Directors to consider and report on the appropriateness, etc., of the selection process, disposition, and nomination reasons for the Company’s Directors (excluding Directors serving as the Audit & Supervisory Committee Members) and Directors serving as the Audit & Supervisory Committee Members, standards for determining independence of Independent Outside Directors, effectiveness evaluations of the overall Board of Directors, and officer remuneration structures, etc., in an effort to further enrich corporate governance.
 - 4) Via the Executive Officer System, the duties of Directors who will determine management policies and oversee management will be separated from the duties of Executive Officers who are tasked with business execution, and by clarifying the contents of the duties of each, the Company will work to accelerate management decision-making and promote efficiency in business execution.
 - 5) A three-year medium-term management plan will be formulated as a shared companywide index for business operations, and business results plans and budgets for each fiscal year will be defined as embodiments of said plan. Responsible persons, areas of responsibilities, and execution procedures,

etc., of business executors will be defined in the Operational Division Regulations, Duties and Authority Regulations, and Duties and Authority Standards Statement, etc.

- (4) Structures to ensure that the execution of duties by Directors and employees conform to laws and regulations and the Articles of Incorporation
 - 1) The “NICHINO Group Action Charter” and “Nihon Nohyaku and NICHINO Group Compliance Regulations” will be defined as the core of the Company’s compliance structure, and continuous emphasis will be placed on the concept that strict compliance with laws and regulations is fundamental to business activities.
 - 2) The “Compliance Committee” will work to emphasize awareness and provide guidance via compliance promotion activities, etc.
 - 3) Regarding internal controls for financial reporting, each segment and branch that has an effect on the financial statements will conduct maintenance and operation on internal controls regarding financial reporting, and the Internal Control & Audit Department will conduct evaluations to work toward achieving the trustworthiness and appropriateness of financial reporting.
 - 4) Compliance activities regarding the manufacture, transport, and disposal, etc., of chemical substances will be emphasized and promoted by the “RC Promotion Committee.”
 - 5) The Company maintains an internal reporting structure in which information is received by managers, the Compliance Committee Chairperson, and outside attorneys, and will appropriately operate this structure to secure compliance.
 - 6) The Company and the Group will clearly state in the “NICHINO Group Action Charter” that it will eliminate relationships with anti-social forces and organizations, and never respond to unreasonable requests from such anti-social forces. In line with this view, the Company will work to create a unified purpose regarding the elimination of anti-social forces, respond in an organizational manner with the General Affairs & Legal Department serving as the liaison, and by also deepening cooperation with police-related institutions, etc., have no relationships whatsoever with anti-social forces and organizations.
 - 7) The Internal Control & Audit Department will implement periodic audits regarding the status of the Company’s measures in compliance promotion.
- (5) Structures to secure the appropriateness of operations at the Company and the Group
 - 1) With “NICHINO Group Action Charter” as its guiding principles, the Company and the Group will maintain various regulations and systems to create internal control systems.
 - 2) The following structures will be defined for reports made to the Company regarding matters dealing with the execution of duties by Directors, etc., of each company within the Group.
 - a. The Company will receive periodic reports from each company within the Group regarding important management indices, with advance deliberations made for significant projects.
 - b. Through monitoring and audits, etc., of responsible segments, the Company will appropriately manage each company within the Group.
 - 3) To manage risk of loss at each company within the Group, the following structures will be defined based on the “Nihon Nohyaku and NICHINO Group Risk Management Regulations.”

The “Group Risk Management Council” will deliberate on risk management issues at each company within the Group, and conduct management via risk management activities for the Group.
 - 4) The following structures will be defined to secure the effectiveness of the execution of duties by Directors, etc., of each company within the Group.

The Company will provide indirect operations as required according to the scale, business content, and business type of each company within the Group, aiming for efficient operations within the Group.
 - 5) The following structures will be defined to secure conformity with laws and regulations and the Articles of Incorporation by Directors, etc., and employees of each company within the Group.

The “Group Compliance Council,” which will be held based on the “Nihon Nohyaku and NICHINO Group Compliance Regulations,” will aim to secure the appropriateness of operations within the Group through deliberations on compliance issues at each company within the Group.
 - 6) By evaluating the status of operations of internal control systems regarding financial reporting at each company within the Group, the Internal Control & Audit Department of the Company will aim to respond to internal controls of the Group, seeking to secure the trustworthiness and appropriateness of financial reporting.
 - 7) The Internal Control & Audit Department of the Company will implement periodic audits regarding

the risk management structures and measures in compliance promotion at each company within the Group.

- (6) Matters regarding Directors and employees to assist the duties of Audit & Supervisory Committee, matters regarding the independence of Directors and employees to assist the duties of Audit & Supervisory Committee from Directors (excluding Directors serving as the Audit & Supervisory Committee Members), and matters regarding securing the effectiveness of instructions given to Directors and employees to assist the duties of Audit & Supervisory Committee
- 1) As a structure to assist the duties of the Audit & Supervisory Committee, the Company has Audit & Supervisory Committee secretariat functions within the Internal Control & Audit Department. To secure independence from Directors (excluding Directors serving as the Audit & Supervisory Committee Members), efforts will be made to ensure that evaluations and transfers, etc., regarding human resources for said employees are prevented from the effect of biased evaluations, etc., via advance consultation between the officer responsible for human resources and a Director serving as the Full-time Audit & Supervisory Committee Member.
 - 2) The Company will be considerate to ensure that independence is not infringed upon via the unfair hindrance of business execution of employees associated with the Internal Control & Audit Department who have received instructions from the Audit & Supervisory Committee.
- (7) Structures to allow reporting to the Audit & Supervisory Committee by Directors (excluding Directors serving as the Audit & Supervisory Committee Members) and employees, other structures for reporting to the Audit & Supervisory Committee, and structures to ensure that audits by the Audit & Supervisory Committee are being conducted effectively
- 1) In addition to matters in laws and regulations, Directors (excluding Directors serving as the Audit & Supervisory Committee Members), Audit & Supervisory Board Members, and employees shall promptly report matters that will have a significant effect on the Company and the Group to the Audit & Supervisory Committee. Additionally, the Audit & Supervisory Committee shall review important documents including *ringi* decision-making sheets and others associated with business execution, and shall seek explanations from Directors (excluding Directors serving as the Audit & Supervisory Committee Members), Audit & Supervisory Board Members, and employees as required.
 - 2) By defining matters regarding internal whistleblowing by employees in the “Nihon Nohyaku and NICHINO Group Compliance Regulations,” and ensuring appropriate operation and maintenance, the Company will secure an appropriate structure for reporting by employees to Audit & Supervisory Committee concerning violations of laws and regulations and other compliance issues.
 - 3) The Internal Control & Audit Department will periodically report the results of internal audits to the Audit & Supervisory Committee.
 - 4) The Company will ensure that persons reporting to the Audit & Supervisory Committee are not treated disadvantageously as a result of said report.
 - 5) Full-time Audit & Supervisory Committee Members shall hold meetings to exchange opinions with Directors and the Representative Director and President as required.
- (8) Matters concerning policies regarding processing of expenses, etc., during the execution of duties of Audit & Supervisory Committee Members (limited to execution of duties related to the Audit & Supervisory Committee)

The Company will bear expenses incurred during the execution of duties of Audit & Supervisory Committee Members, within the scope of the Company’s business expense budget according to predetermined procedures.

2. Operational status of structures to secure the appropriateness of operations

An overview of the operational status of structures to secure the appropriateness of operations as described in “Structures to secure the appropriateness of operations” above is as follows.

(1) Execution of business by Directors

The Board of Directors meeting was held 17 times. In addition to determining important matters regarding management such as matters defined by laws and regulations and the Articles of Incorporation, management policies, and formulation of budgets, etc., a monthly analysis and evaluation of business results was conducted, with deliberations from the viewpoint of conformity with laws and regulations and the Articles of Incorporation, and the appropriateness of business.

(2) Corporate management of group companies

At the Company, departments responsible for corporate management of each company within the Group received periodic reports on the status of management, etc., at each company within the Group, and important projects were confirmed and deliberated in advance with each company within the Group.

(3) Execution of business by Audit & Supervisory Committee

The Audit & Supervisory Committee held ordinary and extraordinary Audit & Supervisory Committee meetings to exchange audit information. In addition, full-time members of the Audit & Supervisory Committee attended important meetings such as meetings of the Board of Directors, the Board of Executive Officers, General Managers, and internal committees, etc., and not only by implementing visits and investigations for each company within the Group as required, but also by periodically sharing audit results with the internal audit segment, etc., conducted audits using the internal controls system. The Audit & Supervisory Committee periodically also held meetings with the Representative Director, President and the Accounting Auditor to exchange opinions necessary for audits.

(4) Securing appropriateness and trustworthiness of financial reporting

To secure the appropriateness and trustworthiness of financial reporting, segments responsible for internal control evaluations determined annual plans for the maintenance, operation, and evaluation of internal controls while implementing evaluations regarding the effectiveness of internal controls within the Group, and reported its results to the Board of Executive Officers and the Board of Directors.

(5) Compliance with laws and regulations and risk management

Regarding the status of compliance with laws and regulations and various internal regulations, the Compliance Committee received reports regarding the Company’s compliance projects while working for thorough awareness and instruction on compliance with laws and regulations.

Additionally, regarding the Company’s risks, the Risk Management Committee extracted significant risks and formulated and executed preventative measures and countermeasures against occurrence, while conducting monitoring and instruction for individual risk.

Furthermore, each committee reported to the Board of Executive Officers and Board of Directors regarding the content, etc., of implementations.

3. Basic policy on the desired state of parties to control decisions on the company’s financial and business policy

Although the Company has not specifically defined a basic policy on the desired state of parties to control decisions on the company’s financial and business policy, the Company is engaged in the “Growing Global for Sustainability (GGS)” medium-term management plan to realize the vision of what we want to be in the future, and is working to secure and improve the Company’s corporate value and shared interests with shareholders. Additionally, regarding parties that would attempt a large-scale purchase of the Company’s share certificates, etc., the Company will seek the provision of required and adequate information to ensure that shareholders may make appropriate decisions on the validity of the large-scale purchase while also disclosing the opinions, etc., of the Board of Directors of the Company and work to secure time for shareholders to consider the purchase, etc., implementing appropriate measures based on the Financial Instruments and Exchange Act, Companies Act, and other relevant laws and regulations.

IV. Other significant matters regarding the current status of the corporate group

Not applicable.

Consolidated Statement of Changes in Equity

(April 1, 2024 - March 31, 2025)

(Millions of yen)

	Shareholders' equity				
	Share capital	Capital surplus	Retained earnings	Treasury shares	Total shareholders' equity
Balance at beginning of period	14,939	15,071	45,561	(1,887)	73,685
Changes during period					
Dividends of surplus			(1,496)		(1,496)
Profit attributable to owners of parent			2,356		2,356
Purchase of treasury shares				(152)	(152)
Disposal of treasury shares				13	13
Net changes in items other than shareholders' equity					
Total changes during period	—	—	859	(139)	720
Balance at end of period	14,939	15,071	46,420	(2,026)	74,405

	Accumulated other comprehensive income				Non-controlling interests	Total net assets
	Valuation difference on available-for-sale securities	Foreign currency translation adjustment	Remeasurements of defined benefit plans	Total accumulated other comprehensive income		
Balance at beginning of period	1,297	1,488	1,596	4,382	2,327	80,396
Changes during period						
Dividends of surplus						(1,496)
Profit attributable to owners of parent						2,356
Purchase of treasury shares						(152)
Disposal of treasury shares						13
Net changes in items other than shareholders' equity	123	(691)	(931)	(1,499)	(193)	(1,693)
Total changes during period	123	(691)	(931)	(1,499)	(193)	(972)
Balance at end of period	1,421	796	665	2,883	2,134	79,423

(Note) Figures presented in the financial statements are rounded down to the nearest million yen.

Non-consolidated Balance Sheet

(As of March 31, 2025)

(Millions of yen)

Description	Amount	Description	Amount
(Assets)		(Liabilities)	
Current assets	63,441	Current liabilities	18,264
Cash and deposits	12,500	Accounts payable - trade	7,223
Notes receivable – trade	635	Electronically recorded obligations – operating	652
Accounts receivable - trade	21,841	Current portion of long-term borrowings	4,180
Electronically recorded monetary claims - operating	2,988	Accounts payable - other	494
Merchandise and finished goods	13,166	Accrued expenses	1,575
Work in process	701	Income taxes payable	930
Raw materials and supplies	5,849	Accrued business office tax	7
Prepaid expenses	1,283	Contract liabilities	116
Accounts receivable - other	1,327	Provision for bonuses	513
Consumption taxes receivable	722	Provision for bonuses for directors (and other officers)	30
Short-term loans receivable	2,020	Provision for environmental measures	809
Other	407	Notes payable - facilities	63
Allowance for doubtful accounts	(2)	Electronically recorded obligations - non-operating	63
Non-current assets	32,787	Liabilities related to charged supplying transactions	1,206
Property, plant and equipment	10,954	Other	398
Buildings	2,449	Non-current liabilities	12,794
Structures	426	Long-term borrowings	10,681
Machinery	2,925	Long-term deposits received	908
Vehicles	4	Provision for share awards	161
Tools, furniture and fixtures	602	Deferred tax liabilities	77
Land	4,527	Provision for environmental measures	927
Leased assets	16	Other	39
Construction in progress	2	Total liabilities	31,059
Intangible assets	1,253	(Net assets)	
Right to use facilities	9	Shareholders' equity	63,755
Software	1,244	Share capital	14,939
Investments and other assets	20,579	Capital surplus	17,235
Investment securities	3,289	Legal capital surplus	12,235
Shares of subsidiaries and associates	14,644	Other capital surplus	5,000
Investments in capital of subsidiaries and associates	210	Retained earnings	33,605
Long-term loans receivable	685	Legal retained earnings	1,574
Prepaid pension costs	1,468	Other retained earnings	32,031
Other	287	General reserve	3,145
Allowance for doubtful accounts	(5)	Retained earnings brought forward	28,886
		Treasury shares	(2,026)
		Valuation and translation adjustments	1,413
		Valuation difference on available-for-sale securities	1,413
		Total net assets	65,168
Total assets	96,228	Total liabilities and net assets	96,228

(Note) Figures presented in the financial statements are rounded down to the nearest million yen.

Non-consolidated Statement of Income

(April 1, 2024 - March 31, 2025)

(Millions of yen)

Description	Amount
Net sales	53,821
Cost of sales	36,472
Gross profit	17,348
Selling, general and administrative expenses	13,210
Operating profit	4,138
Non-operating income	1,791
Interest and dividend income	1,590
Other	200
Non-operating expenses	430
Interest expenses	200
Other	230
Ordinary profit	5,499
Extraordinary income	2,105
Gain on disposal of non-current assets	2,092
Gain on sale of investment securities	13
Extraordinary losses	9,420
Loss on disposal of non-current assets	47
Loss on valuation of shares of subsidiaries and associates	7,140
Environmental expenses	1,984
Other	248
Loss before income taxes	1,815
Income taxes - current	1,228
Income taxes - deferred	(312)
Loss	2,731

(Note) Figures presented in the financial statements are rounded down to the nearest million yen.

Non-Consolidated Statement of Changes in Equity

(April 1, 2024 - March 31, 2025)

(Millions of yen)

	Shareholders' equity							
	Share capital	Capital surplus			Retained earnings			
		Legal capital surplus	Other capital surplus	Total capital surplus	Legal retained earnings	Other retained earnings		Total retained earnings
						General reserve	Retained earnings brought forward	
Balance at beginning of period	14,939	12,235	5,000	17,235	1,574	3,145	33,114	37,834
Changes during period								
Dividends of surplus							(1,496)	(1,496)
Loss							(2,731)	(2,731)
Purchase of treasury shares								
Disposal of treasury shares								
Net changes in items other than shareholders' equity								
Total changes during period	—	—	—	—	—	—	(4,228)	(4,228)
Balance at end of period	14,939	12,235	5,000	17,235	1,574	3,145	28,886	33,605

	Shareholders' equity		Valuation and translation adjustments		Total net assets
	Treasury shares	Total shareholders' equity	Valuation difference on available-for-sale securities	Total valuation and translation adjustments	
Balance at beginning of period	(1,887)	68,122	1,292	1,292	69,414
Changes during period					
Dividends of surplus		(1,496)			(1,496)
Loss		(2,731)			(2,731)
Purchase of treasury shares	(152)	(152)			(152)
Disposal of treasury shares	13	13			13
Net changes in items other than shareholders' equity			121	121	121
Total changes during period	(139)	(4,367)	121	121	(4,245)
Balance at end of period	(2,026)	63,755	1,413	1,413	65,168

(Note) Figures presented in the financial statements are rounded down to the nearest million yen.

Independent Auditor's Report
(English Translation)

May 9, 2025

To the Board of Directors
NIHON NOHYAKU CO., LTD.

Kyowa Audit Corporation
Chiyoda-ku, Tokyo
Masashige Takayama, CPA
Representative Partner
Engagement Partner
Yuki Sakamoto, CPA
Representative Partner
Engagement Partner

Opinion

Pursuant to Article 444, Paragraph 4 of the Companies Act, we have audited the accompanying consolidated financial statements, which comprise the consolidated balance sheet, the consolidated statement of income, the consolidated statement of changes in equity and the notes to the consolidated financial statements of NIHON NOHYAKU CO., LTD. (the "Company") for the fiscal year from April 1, 2024, through March 31, 2025.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position and results of operations of the corporate group, which consists of the Company and its consolidated subsidiaries, for the period covered by the consolidated financial statements in conformity with accounting principles generally accepted in Japan.

Basis for the Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibility under the auditing standards is stated in "Auditor's Responsibility for the Audit of the Consolidated Financial Statements." We are independent of the Company and its consolidated subsidiaries in accordance with the provisions related to professional ethics in Japan, and are fulfilling other ethical responsibilities as an auditor. We believe that we have obtained sufficient and appropriate audit evidence to provide a basis for our audit opinion.

Other Information

The other information comprises the information included in the business report and its supplementary schedules. Management is responsible for preparation and disclosure of the other information. The Audit & Supervisory Committee is responsible for monitoring the execution of Directors' duties related to designing and operating the reporting process of the other information.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of Management and the Audit & Supervisory Committee for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in Japan, and for designing and operating such internal control as management determines is necessary to enable the presentation and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing whether it is appropriate to prepare the consolidated financial statements in accordance with the premise of a going concern, and for disclosing matters relating to going concern when it is required to do so in accordance with accounting principles generally accepted in Japan.

The Audit & Supervisory Committee is responsible for monitoring the execution of Directors' duties related to designing and operating the financial reporting process.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our responsibility is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to express an opinion on the consolidated financial statements from an independent standpoint in an audit report, based on our audit. Misstatements can occur as a result of fraud or error, and are deemed material if they can be reasonably expected to, either individually or collectively, influence the decisions of users taken on the basis of the consolidated financial statements.

We make professional judgment in the audit process in accordance with auditing standards generally accepted in Japan, and perform the following while maintaining professional skepticism.

- Identify and assess the risks of material misstatement, whether due to fraud or error. Design and implement audit procedures to address the risks of material misstatement. The audit procedures shall be selected and applied as determined by the auditor. In addition, sufficient and appropriate audit evidence shall be obtained to provide a basis for the audit opinion.
- In making those risk assessments, the auditor considers internal control relevant to the entity's audit in order to design audit procedures that are appropriate in the circumstances, although the purpose of the audit of the consolidated financial statements is not to express an opinion on the effectiveness of the entity's internal control.
- Assess the appropriateness of accounting policies adopted by management and the method of their application, as well as the reasonableness of accounting estimates made by management and the adequacy of related notes.
- Determine whether it is appropriate for management to prepare the consolidated financial statements on the premise of a going concern and, based on the audit evidence obtained, determine whether there is a significant uncertainty in regard to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If there is a significant uncertainty concerning the premise of a going concern, the auditor is required to call attention to the notes to the consolidated financial statements in the audit report, or if the notes to the consolidated financial statements pertaining to the significant uncertainty are inappropriate, issue a modified opinion on the consolidated financial statements. While the conclusions of the auditor are based on the audit evidence obtained up to the date of the audit report, depending on future events or conditions, an entity may be unable to continue as a going concern.
- Besides assessing whether the presentation of and notes to the consolidated financial statements are in accordance with accounting principles generally accepted in Japan, assess the presentation, structure, and content of the consolidated financial statements including related notes, and whether the consolidated financial statements fairly present the transactions and accounting events on which they are based.

- Obtain sufficient and appropriate audit evidence regarding the financial information of the Company and its consolidated subsidiaries in order to express an opinion on the consolidated financial statements. The auditor is responsible for instructing, supervising, and implementing the audit of the consolidated financial statements, and is solely responsible for the audit opinion.

The auditor reports to the Audit & Supervisory Committee regarding the scope and timing of implementation of the planned audit, material audit findings including material weaknesses in internal control identified in the course of the audit, and other matters required under the auditing standards.

The auditor reports to the Audit & Supervisory Committee regarding the observance of provisions related to professional ethics in Japan as well as matters that are reasonably considered to have an impact on the auditor's independence, any measures taken to remove obstacles or any safeguards that are applied to reduce obstacles to an acceptable level, if any.

Interest

Our firm and engagement partners have no interests in the Company or its consolidated subsidiaries requiring disclosure under the provisions of the Certified Public Accountants Act of Japan.

Independent Auditor's Report
(English Translation)

May 9, 2025

To the Board of Directors
NIHON NOHYAKU CO., LTD.

Kyowa Audit Corporation
Chiyoda-ku, Tokyo
Masashige Takayama, CPA
Representative Partner
Engagement Partner
Yuki Sakamoto, CPA
Representative Partner
Engagement Partner

Opinion

Pursuant to Article 436, Paragraph 2, Item 1 of the Companies Act, we have audited the accompanying financial statements, which comprise the non-consolidated balance sheet, the non-consolidated statement of income, the non-consolidated statement of changes in equity and the related notes, and the accompanying supplementary schedules of NIHON NOHYAKU CO., LTD. (the "Company") for the 126th fiscal year from April 1, 2024 through March 31, 2025.

In our opinion, the financial statements and the accompanying supplementary schedules referred to above present fairly, in all material respects, the financial position of the Company as of March 31, 2025, and the results of its operations for the year then ended in conformity with accounting principles generally accepted in Japan.

Basis for the Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibility under the auditing standards is stated in "Auditor's Responsibility for the Audit of the Financial Statements and the Accompanying Supplementary Schedules." We are independent of the Company in accordance with the provisions related to professional ethics in Japan, and are fulfilling other ethical responsibilities as an auditor. We believe that we have obtained sufficient and appropriate audit evidence to provide a basis for our audit opinion.

Other Information

The other information comprises the information included in the business report and its supplementary schedules. Management is responsible for preparation and disclosure of the other information. The Audit & Supervisory Committee is responsible for monitoring the execution of Directors' duties related to designing and operating the reporting process of the other information.

Our opinion on the financial statements and the accompanying supplementary schedules does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements and the accompanying supplementary schedules, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements and the accompanying supplementary schedules or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other

information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of Management and the Audit & Supervisory Committee for the Financial Statements and the Accompanying Supplementary Schedules

Management is responsible for the preparation and fair presentation of the financial statements and the accompanying supplementary schedules in accordance with accounting principles generally accepted in Japan, and for designing and operating such internal control as management determines is necessary to enable the preparation and fair presentation of the financial statements and the accompanying supplementary schedules that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements and the accompanying supplementary schedules, management is responsible for assessing whether it is appropriate to prepare the financial statements and the accompanying supplementary schedules in accordance with the premise of a going concern, and for disclosing matters relating to going concern when it is required to do so in accordance with accounting principles generally accepted in Japan.

The Audit & Supervisory Committee is responsible for monitoring the execution of Directors' duties related to designing and operating the financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements and the Accompanying Supplementary Schedules

Our responsibility is to obtain reasonable assurance about whether the financial statements and the accompanying supplementary schedules as a whole are free from material misstatement, whether due to fraud or error, and to express an opinion on the financial statements and the accompanying supplementary schedules from an independent standpoint in an audit report, based on our audit. Misstatements can occur as a result of fraud or error, and are deemed material if they can be reasonably expected to, either individually or collectively, influence the decisions of users taken on the basis of the financial statements and the accompanying supplementary schedules.

We make professional judgment in the audit process in accordance with auditing standards generally accepted in Japan, and perform the following while maintaining professional skepticism.

- Identify and assess the risks of material misstatement, whether due to fraud or error. Design and implement audit procedures to address the risks of material misstatement. The audit procedures shall be selected and applied as determined by the auditor. In addition, sufficient and appropriate audit evidence shall be obtained to provide a basis for the audit opinion.
- In making those risk assessments, the auditor considers internal control relevant to the entity's audit in order to design audit procedures that are appropriate in the circumstances, although the purpose of the audit of the financial statements and the accompanying supplementary schedules is not to express an opinion on the effectiveness of the entity's internal control.
- Assess the appropriateness of accounting policies adopted by management and the method of their application, as well as the reasonableness of accounting estimates made by management and the adequacy of related notes.
- Determine whether it is appropriate for management to prepare the financial statements and the accompanying supplementary schedules on the premise of a going concern and, based on the audit evidence obtained, determine whether there is a significant uncertainty in regard to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If there is a significant uncertainty concerning the premise of a going concern, the auditor is required to call attention to the notes to the financial statements and the accompanying supplementary schedules in the audit report, or if the notes to the financial statements and the accompanying supplementary schedules pertaining to the significant uncertainty are inappropriate, issue a modified opinion on the financial statements and the accompanying supplementary schedules. While the conclusions of the auditor are based on the audit evidence obtained up to the date of the audit report, depending on future events or conditions, an entity may be unable to continue as a going concern.

- Besides assessing whether the presentation of and notes to the financial statements and the accompanying supplementary schedules are in accordance with accounting principles generally accepted in Japan, assess the presentation, structure, and content of the financial statements and the accompanying supplementary schedules including related notes, and whether the financial statements and the accompanying supplementary schedules fairly present the transactions and accounting events on which they are based.

The auditor reports to the Audit & Supervisory Committee regarding the scope and timing of implementation of the planned audit, material audit findings including material weaknesses in internal control identified in the course of the audit, and other matters required under the auditing standards.

The auditor reports to the Audit & Supervisory Committee regarding the observance of provisions related to professional ethics in Japan as well as matters that are reasonably considered to have an impact on the auditor's independence, any measures taken to remove obstacles or any safeguards that are applied to reduce obstacles to an acceptable level, if any.

Interest

Our firm and engagement partners have no interests in the Company requiring disclosure under the provisions of the Certified Public Accountants Act of Japan.

Audit Report

(English Translation)

The Audit & Supervisory Committee audited the performance of duties by the Directors for the 126th fiscal year from April 1, 2024 to March 31, 2025, and hereby submits the method and results of the audit.

1. Summary of Auditing Methods

The Audit & Supervisory Committee received reports periodically from Directors, employees and other relevant personnel about the details of Board of Directors' resolutions concerning the matters set forth in Article 399-13, Paragraph 1, Item 1 (b) and (c) of the Companies Act, as well as the establishment and application of the internal control systems based on such resolutions, and then sought explanations as necessary, expressed opinions and conducted the audit through the methods described below.

- (1) In conformity with the Auditing Standards, etc. of the Audit & Supervisory Committee established by the Audit & Supervisory Committee, following the auditing policies, allocation of duties and other relevant matters, using means such as the Internet, etc. and cooperating with the internal audit division and other internal control divisions, we participated in important meetings, received reports from the Directors, employees and other relevant personnel regarding performance of their duties, sought explanations as necessary, examined important authorized documents and associated information, and studied the operations and financial positions at the head office and principal business offices. With respect to subsidiaries, using means such as the Internet, etc., we communicated with, and collected information from, Directors, Audit & Supervisory Board Members and other relevant personnel of subsidiaries as well as received reports from subsidiaries on their business as necessary.
- (2) We monitored and verified whether the Accounting Auditor maintained its independence and implemented appropriate audits, as well as received reports from the Accounting Auditor regarding the performance of its duties and sought explanations as necessary. In addition, we received notice from the Accounting Auditor that "system to ensure that duties are performed properly" (matters set forth in each item of Article 131 of the Regulation on Corporate Accounting) had been prepared in accordance with the "Quality Control Standard for Audit" (issued by the Business Accounting Council), JICPA Quality Control Standards Committee Statement No. 1 "Quality Control for Audit Firms" and JICPA Auditing Standards Committee Statements No. 220 "Quality Control for an Audit of Financial Statements," and sought explanations as necessary. Also, with respect to key audit matters, we discussed with the Accounting Auditor and received reports regarding the performance of its audit and sought explanations as necessary.

Based on the above methods, we examined the Business Report and the supplementary schedules thereof, the non-consolidated financial statements (non-consolidated balance sheet, non-consolidated statement of income, non-consolidated statement of changes in equity, and non-consolidated notes) and the supplementary schedules thereof, as well as the consolidated financial statements (consolidated balance sheet, consolidated statement of income, consolidated statement of changes in equity and consolidated notes) related to the relevant fiscal year.

2. Results of Audit

(1) Results of Audit of Business Report and Other Relevant Documents

1. In our opinion, the Business Report and the supplementary schedules are in accordance with the related laws and regulations, and Articles of Incorporation, and fairly represent the Company's condition.
2. We have found no evidence of wrongful action or material violation of related laws and regulations, nor of any violation with respect to the Articles of Incorporation, related to performance of duties by the Directors.
3. We acknowledge that the details of resolutions approved by the Board of Directors concerning the internal control systems are appropriate. Furthermore, we have found no matters on which to remark regarding the description in the Business Report and the performance of duties by the Directors related to such internal controls system.

(2) Results of Audit of Non-consolidated Financial Statements and Supplementary Schedules

In our opinion, the methods and results employed and rendered by Kyowa Audit Corporation are fair and reasonable.

(3) Results of Audit of Consolidated Financial Statements

In our opinion, the methods and results employed and rendered by Kyowa Audit Corporation are fair and reasonable.

May 12, 2025

Audit & Supervisory Committee, NIHON NOHYAKU CO., LTD.

Full-time Audit & Supervisory Committee Member	Hideo Yamamoto
Audit & Supervisory Committee Member	Iwao Toigawa
Audit & Supervisory Committee Member	Chizuko Nakata
Audit & Supervisory Committee Member	Yoshiko Oshima

(Note) Audit & Supervisory Committee Members, Mr. Iwao Toigawa, Ms. Chizuko Nakata, and Ms. Yoshiko Oshima are Outside Directors as stipulated in Article 2, Item 15 and Article 331, Paragraph 6 of the Companies Act.