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(Securities code: 6390)
June 5, 2026

To Shareholders with Voting Rights

Kimiyasu Kato
President and Representative Director
KATO WORKS CO., LTD.
9-37, Higashi-ohi 1-chome,
Shinagawa-ku, Tokyo, Japan

Notice of the 127th Annual General Meeting of Shareholders

You are cordially notified that the 127th Annual General Meeting of Shareholders (the “Meeting”) of KATO WORKS CO., LTD. (the “Company”) will be held for the purposes as described below.

Upon convening the General Meeting of Shareholders, the Company has adopted measures for the electronic provision of the information contained in the Reference Documents for the General Meeting of Shareholders, etc. (matters subject to measures for electronic provision). Please access the Company’s internet website below and review the matters subject to measures for electronic provision posted as “Notice of the 127th Annual General Meeting of Shareholders.”

[Website of the Company]

https://www.kato-works.co.jp/ir/html/3_03meeting.html

In addition to the above, the same information is also available on the website of Tokyo Stock Exchange. Please access the “Listed Company Search” website of Tokyo Stock Exchange below and search the Company by entering the security name (company name) or securities code, select “Basic information” and then “Documents for public inspection/PR information” to view the materials.

[Website of the Tokyo Stock Exchange] (TSE Listed Company Information Service)

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

Shareholders who are not attending the Meeting in person may exercise their voting rights by either entering their votes online or returning the enclosed Voting Rights Exercise Form by mail. Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. Japan time on Thursday, June 25, 2026.

- 1. Date and Time:** Friday, June 26, 2026 at 10:00 a.m. Japan time
- 2. Place:** 10-30, Takanawa 4-chome, Minato-ku, Tokyo, Japan
32F, Aquamarine 32, Main Tower, Shinagawa Prince Hotel
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the Company's 127th Fiscal Year (April 1, 2025 – March 31, 2026), and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 127th Fiscal Year (April 1, 2025 – March 31, 2026)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Five (5) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)
- Proposal 3:** Election of Two (2) Directors Serving as Audit and Supervisory Committee Members

4. Matters determined in conjunction with the convocation
- (1) Among the matters subject to measures for electronic provision, the following items are not included in the paper copy of the documents delivered to shareholders who have requested it, in accordance with provisions of laws and regulations as well as the provisions of the Company's Articles of Incorporation.
 - 1) "System to Ensure Appropriate Operations (Internal Control System) and its Operating Status" and "Policy to Determine the Distribution of Surplus" in Business Report
 - 2) "Consolidated Statements of Changes in Net Assets and Notes" in Consolidated Financial Statements
 - 3) "Non-consolidated Statements of Changes in Net Assets and Notes" in Non-consolidated Financial StatementsTherefore, the documents delivered to shareholders who have requested its paper copy are part of the documents audited by the Audit and Supervisory Committee and the Accounting Auditor in preparing their audit reports.
 - (2) If you exercise your voting rights both by returning the Voting Rights Exercise Form and via the Internet, your voting rights exercised via the Internet shall be deemed valid. If you exercise your voting rights multiple times via the Internet, the last exercise of your voting rights will be deemed valid.
 - (3) Should you return a Voting Rights Exercise Form without indicating approval or disapproval of any of the proposals, such vote will be treated as an approval of the proposal.
 - (4) If you choose to exercise your voting rights through a proxy, you must appoint a person who is a shareholder with voting rights. You are allowed to appoint only one proxy.

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- ◎ If you are attending the Meeting in person, please submit the enclosed Voting Rights Exercise Form at the reception.
- ◎ Souvenirs will not be provided to shareholders attending the Meeting in person. We appreciate your understanding.
- ◎ Should there be any revisions to the matters subject to measures for electronic provision, a notice of the revisions and the details of the items before and after the revisions will be posted on the Company's website and the Tokyo Stock Exchange website written above.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

As a basic principle, the Company makes decisions regarding dividends based on its belief that the returning of profits to shareholders is one of its most important management tasks, while comprehensively taking into account such factors as financial results for each term, dividend payout ratio, and internal reserves needed for future growth.

The Company proposes a year-end dividend for the term under review of 35 yen per share, taking into consideration financial results for the term under review and future business development. Accordingly, the annual dividend for the fiscal year ended March 31, 2026 will be 70 yen per share, including the interim dividend for the six months ended September 30, 2025.

1. Matters relating to year-end dividend

- (1) Matters relating to allotment of dividend property and its total amount
35 yen per common share of the Company at a total of 405,090,105 yen
- (2) Effective date of the distribution of surplus
June 29, 2026

Proposal 2: Election of Five (5) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

The terms of office of all Directors (excluding Directors serving as Audit and Supervisory Committee Members) will expire at the conclusion of the Meeting. Accordingly, the Company proposes to elect five (5) Directors (excluding Directors serving as Audit and Supervisory Committee Members).

The nomination of each of the candidates for Directors has been decided by the Board of Directors upon recommendation of the Nomination and Compensation Committee, an advisory body of the Board of Directors. The Audit and Supervisory Committee has commented in advance that this Proposal is reasonable and there are no special matters to be noted at the Meeting.

The candidates for Directors (excluding Directors serving as Audit and Supervisory Committee Members) are as follows:

No.	Name	Gender	Current positions at the Company		Attendance at the Board of Directors meetings
1	Kimiyasu Kato	Male	President and Representative Director	Reappointment	13/13
2	Takao Watanabe	Male	Director, Managing Executive Officer	Reappointment	13/13
3	Chie Kuniyama	Female	Director	Reappointment Outside Independent	13/13
4	Eiji Maeda	Male	Executive Officer, General Manager, Product Planning Department	New appointment	-
5	Tomoyasu Kato	Male	Executive Officer, General Manager, Procurement Division	New appointment	-

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions		Number of the Company's shares held
1	Kimiyasu Kato (Aug. 25, 1968) <div style="border: 1px solid black; padding: 2px; display: inline-block;">Reappointment</div> Attendance at the Board of Directors meetings: 13/13 (100%)	Apr. 1991 Jul. 1993 Aug. 1996 May 1997 Jun. 1997 Jun. 2001 Jun. 2004	Joined the Company General Manager, Corporate Auditors' Office General Manager, Engineering Division General Manager, Materials Division Director, General Manager, Engineering Division and General Manager, Materials Division Director, Managing Executive Officer President and Representative Director (to present)	382,764
<p>Reason for nomination as candidate for Director Kimiyasu Kato has abundant experience as the Company's President and Representative Director, and is demonstrating strong leadership as the chief operating officer. He is playing a sufficient part in important management decision-making and supervision of business execution by the Board of Directors. Therefore, in order to make use of his capabilities and experience in management, the Company proposes his re-election as a Director.</p>				

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions		Number of the Company's shares held
2	<p>Takao Watanabe (Dec. 25, 1961)</p> <p><u>Reappointment</u></p> <p>Attendance at the Board of Directors meetings: 13/13 (100%)</p>	<p>Apr. 1984 Apr. 2012 May 2015</p> <p>Jul. 2015</p> <p>Jun. 2018</p> <p>Jun. 2020</p> <p>Jun. 2022</p> <p>Jun. 2023</p>	<p>Joined the Company General Manager, Nagoya Branch General Manager, Construction Machinery Marketing Department, Marketing Division Executive Officer, General Manager, Marketing Department (in charge of Construction Machinery) Director, Executive Officer, General Manager, Marketing Division and General Manager, Construction Machinery Marketing Department Director, Executive Officer, General Manager, Domestic Marketing Division and General Manager, Construction Machinery Marketing Department Director, Managing Executive Officer, General Manager, Domestic Marketing Division, in charge of Product Support Department and Technical Training Center Director, Managing Executive Officer, General Manager, Domestic Marketing Division, in charge of Technical Training Center (to present)</p>	14,831
<p>Reason for nomination as candidate for Director Takao Watanabe has served for many years in a number of key positions in the Company's marketing operations covering its flagship domestic market. The Company believes that his abundant knowledge cultivated in the marketing segment is helping him play a sufficient part in important management decision-making and supervision of business execution by the Board of Directors. Therefore, in order to make use of his capabilities and experience in management, the Company proposes his re-election as a Director.</p>				
3	<p>Chie Kunihara (Aug. 8, 1973)</p> <p><u>Reappointment</u> <u>Outside</u> <u>Independent</u></p> <p>Attendance at the Board of Directors meetings: 13/13 (100%)</p>	<p>Apr. 1997 Jul. 2002</p> <p>Apr. 2003</p> <p>Apr. 2017 Apr. 2017</p> <p>Jun. 2022</p> <p>Jun. 2023</p> <p>(Significant concurrent positions) Director, social welfare corporation Kibo no Kai Director, social welfare corporation Kibo no Kai Kodama Nursery Center</p>	<p>OAKhome Co. Ltd. Director, social welfare corporation Kibo no Kai (to present) Director, social welfare corporation Kibo no Kai Kodama Nursery Center (to present) President, Nara City Childcare Association (to present) Vice Chairperson, Nara City Council for the Promotion of Gender Equality (to present) Vice Representative Director, National Association Identified KODOMOEN (to present) Director of the Company (to present)</p>	3,645
<p>Reason for nomination as candidate for Outside Director and expected roles Chie Kunihara has served in a range of key positions in organizations related to education and social welfare, as well as having been engaged in the management of corporations, and has a wealth of experience and proven track record in promoting women's participation and advancement in workplace, a long-standing challenge for the Company and the industry as a whole. Securing human resources is among the important issues facing the Company as it strives to promote sustainable management, for which the Company needs to advance its working style reform efforts including further improvement of workplace environments. The Company expects her to actively provide suggestions and advice on the above issues, and believes that with her rich insights she may appropriately fulfill her duties as the Company's Outside Director. The candidate's term of office as an Outside Director will be three (3) years at the conclusion of the Meeting.</p>				

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of the Company's shares held
4	<p style="text-align: center;">Eiji Maeda (Aug. 30, 1967)</p> <p style="text-align: center;">New appointment</p> <p>Attendance at the Board of Directors meetings: -</p>	<p>Apr. 1991 Joined Ishikawajima Construction Machinery Co., Ltd. (currently KATO WORKS CO., LTD.)</p> <p>Apr. 2014 General Manager, Sales Strategy Department, Sales Control Division and General Manager, Sales Strategy Group, Sales Strategy Department, Sales Control Division, IHI Construction Machinery Limited (currently KATO WORKS CO., LTD.)</p> <p>Jul. 2018 Assistant General Manager, Marketing Control Department, HICOM Business Department, General Manager, Sales Strategy Department, General Manager, Product Planning Group, General Manager, Sales Strategy Group, and General Manager, Overseas Marketing Division of the Company</p> <p>Jul. 2021 General Manager, Domestic Marketing Division, General Manager, Wide-Area Rental Department, and General Manager, Product Planning Department</p> <p>Jul. 2022 Executive Officer, General Manager, Product Planning Department, and General Manager, Domestic Marketing Division</p> <p>Jan. 2024 Executive Officer, General Manager, Product Planning Department, General Manager, Domestic Marketing Division, General Manager, Wide-Area Rental Department, General Manager, Corporate Planning Office, General Manager, India Business Preparation Office, and General Manager, Core System Project Office (to present)</p>	2,952
<p>Reason for nomination as candidate for Director</p> <p>Eiji Maeda has been involved in business promotion in the areas of product planning and sales strategy, drawing on his experience in the design department, and possesses insight in both technology and business. In particular, he has contributed to the overall growth of the business by formulating and promoting business strategies as the head of the product planning department, overseeing the domestic marketing department, and managing the wide-area rental business. He has played a key role in company-wide initiatives, such as preparing to launch the India business and driving the core system project. Therefore, in order to make use of his proven track record and insight in management, the Company has nominated him as a candidate for Director.</p>			
5	<p style="text-align: center;">Tomoyasu Kato (Aug. 24, 1996)</p> <p style="text-align: center;">New appointment</p> <p>Attendance at the Board of Directors meetings: -</p>	<p>Apr. 2019 Joined NISHIMATSU CONSTRUCTION CO., LTD.</p> <p>Jul. 2021 Joined the Company</p> <p>Jul. 2024 Acting General Manager, Procurement Division, General Manager, Procurement Management Department, General Manager, Corporate Planning Office, and General Manager, India Business Preparation Office</p> <p>Jul. 2025 Executive Officer, General Manager, Procurement Division, General Manager, Procurement Management Department, General Manager, Corporate Planning Office, and General Manager, India Business Preparation Office (to present)</p> <p>(Significant concurrent positions) Director, KATO SCE (Xiamen) Construction Machinery Co., Ltd. Director, KATO Construction Machinery Europe S.p.A. Director, Tama Industries Co., Ltd. Director, Nippon Analysis Co., Ltd.</p>	2,488
<p>Reason for nomination as candidate for Director</p> <p>Tomoyasu Kato has abundant experience in the area of procurement and materials and, as General Manager of the Procurement Division, has worked to optimize and strengthen the entire supply chain, driving efforts to address the Company's key challenges. In addition, having worked in corporate planning and been involved in the formulation and promotion of medium- to long-term strategies, he possesses insight in both business operations and management strategy. He has also developed a global perspective through his experience as a director of overseas subsidiaries. Based on these factors, he is expected to appropriately participate in decision-making on key management issues. Therefore, the Company has nominated him as a candidate for Director.</p>			

Notes:

1. There are no special interests between the candidates and the Company.
2. The Company has entered into a directors and officers liability insurance contract that insures all Directors, as provided in Article 430-3, Paragraph 1 of the Companies Act, with an insurance company. The insurance contract covers damages including compensation for damages and litigation costs to be borne by the insured Directors as a result of assuming liability for the execution of their duties apart from certain exceptions such as gross negligence or willful misconduct, and the insurance premiums for all of the insured are wholly paid by the Company. If the election of each candidate for Director is approved, the Company intends to renew the contract.
3. If Chie Kunihara's re-election is approved, the Company intends to continue the agreement with her to limit her liability as provided in Article 427, Paragraph 1 of the Companies Act. The limit of liability under the agreement is the amount stipulated by laws and regulations.
4. Chie Kunihara is a candidate for Outside Director. The Company has designated her as an independent director stipulated by the provisions of the Tokyo Stock Exchange and has notified the said Exchange accordingly. If her re-election is approved at the Meeting, the Company intends to maintain her status as an independent director.
5. The number of the Company's shares held by each candidate includes holdings in the officers' shareholding association.
6. The Company's shares held by Eiji Maeda and Tomoyasu Kato, who are candidates for Director, are held through the employees' shareholding association of the Company. If this proposal is approved and they are appointed as Directors, the Company will carry out necessary procedures for their withdrawal from the association, including the withdrawal of their shares, in accordance with the rules of the employees' shareholding association of the Company.

Proposal 3: Election of Two (2) Directors Serving as Audit and Supervisory Committee Members

The terms of office of Directors serving as Audit and Supervisory Committee Members, Toshiaki Kawakami, Hiroki Imai, and Shinichiro Zama will expire at the conclusion of the Meeting. Accordingly, the Company proposes to elect two (2) Directors serving as Audit and Supervisory Committee Members.

The Company has obtained prior consent of the Audit and Supervisory Committee concerning the submission of this Proposal.

The candidates for Directors serving as Audit and Supervisory Committee Members are as follows:

No.	Name	Gender	Current positions at the Company		Attendance at the Board of Directors meetings	Attendance at the Audit and Supervisory Committee
1	Toshiaki Kawakami	Male	Director, full-time Audit and Supervisory Committee Member	Reappointment	13/13	14/14
2	Shinichiro Zama	Male	Director, Audit and Supervisory Committee Member	Reappointment Outside Independent	13/13	14/14

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions		Number of the Company's shares held
1	Toshiaki Kawakami (Dec. 2, 1957) <u>Reappointment</u> Attendance at the Board of Directors meetings: 13/13 (100%) Attendance at the Audit and Supervisory Committee meetings: 14/14 (100%)	Apr. 1981 Jul. 2014 Jun. 2016 Jul. 2020 Jul. 2021 Apr. 2022 Jun. 2022	Joined the Company General Manager, General Affairs Department and Personnel Department Executive Officer, General Manager, General Affairs and Personnel Department Executive Officer, General Manager, Corporate Planning Department Executive Officer, General Manager, Corporate Planning Department, General Manager, General Affairs Department and in charge of Internal Control Compliance Department Executive Officer, General Manager, General Affairs and Personnel Control Department Director, full-time Audit and Supervisory Committee Member (to present)	6,311
	<p>Reason for nomination as candidate for Director Toshiaki Kawakami has long been widely engaged in operation and management of the head office including the general affairs and personnel segment. He was also engaged in the General Manager of the Corporate Planning Department and served in key positions in the Internal Control Compliance Department. The Company believes he may provide appropriate supervision and advice on the Company's reinforcement of governance and business execution, and proposes his re-election as a Director serving as an Audit and Supervisory Committee Member.</p>			
2	Shinichiro Zama (Oct. 11, 1954) <u>Reappointment</u> <u>Outside</u> <u>Independent</u> Attendance at the Board of Directors meetings: 13/13 (100%) Attendance at the Audit and Supervisory Committee meetings: 14/14 (100%)	Apr. 1977 Apr. 2001 Apr. 2006 Apr. 2009 Mar. 2015 Apr. 2015 Jun. 2018 (Significant concurrent positions) Attendant to Executive Director, Tamagawa University & Academy	Joined Finance Department, Tamagawa University & Academy Manager of Secretarial Office, Tamagawa University & Academy General Manager of Accounting Department, Tamagawa University & Academy Councilor, Tamagawa University & Academy Auditor, HyphaGenesis Inc. Director, Tamagawa University & Academy Director, Audit and Supervisory Committee Member of the Company (to present)	8,368
	<p>Reason for nomination as candidate for Outside Director and expected roles In addition to an experience in financial section, Shinichiro Zama has a broad knowledge on management, having engaged in school management as a trustee of Tamagawa University & Academy. He has provided appropriate supervision and advice on business execution of the Company's management from an outside perspective. Therefore, the Company proposes his re-election as a Director (Outside Director) serving as an Audit and Supervisory Committee Member. The candidate's term of office as an Outside Director (Audit and Supervisory Committee Member) will be eight (8) years at the conclusion of the Meeting.</p>			

Notes:

1. There are no special interests between the candidates and the Company.
2. The Company has entered into a directors and officers liability insurance contract that insures all Directors, as provided in Article 430-3, Paragraph 1 of the Companies Act, with an insurance company. The insurance contract covers damages including compensation for damages and litigation costs to be borne by the insured Directors as a result of assuming liability for the execution of their duties apart from certain exceptions such as gross negligence or willful misconduct, and the insurance premiums for all of the insured are wholly paid by the Company. If the election of each candidate for Director is approved, the Company intends to renew the contract
3. If Toshiaki Kawakami's and Shinichiro Zama's re-election is approved, the Company intends to continue the agreement with them to limit their liability as provided in Article 427, Paragraph 1 of the Companies Act. The limit of liability under the agreement is the amount stipulated by laws and regulations.
4. Shinichiro Zama is a candidate for Outside Director. The Company has designated him as an independent director stipulated by the provisions of the Tokyo Stock Exchange and has notified the said Exchange accordingly. If his re-election is approved at the Meeting, the Company intends to maintain his status as an independent director.
5. The number of the Company's shares held by each candidate includes holdings in the officers' shareholding association.

[Reference] Composition of the Board of Directors upon approval of Proposal 2 and Proposal 3

Skill Matrix of the Candidates for Directors as well as the Audit and Supervisory Committee Members

If Proposal 2 and Proposal 3 are approved as originally proposed, the expertise and experience specifically possessed by each candidate for Director and each Audit and Supervisory Committee Member based on their past proven track record and experience are as follows:

Name	Outside and Independent	Main expertise and experiences									
		Corporate management, management strategy	Sales, marketing	Internationality	Finance, accounting	Development, manufacturing	Quality, procurement, after-sales service	Personnel, diversity	IT, digital	Legal affairs, risk	Sustainability, ESG
Kimiyasu Kato		○		○		○	○	○		○	○
Takao Watanabe			○				○				
Chie Kunihara	●	○						○			○
Eiji Maeda		○	○	○		○	○		○		
Tomoyasu Kato		○		○			○				
Toshiaki Kawakami								○		○	
Shinichiro Zama	●				○						
Yuka Kimoto	●				○			○		○	

(Note) The above table does not represent all of the knowledge and experience possessed by each Director.

[Reference] Independence Criteria for Outside Directors

Persons who satisfy the independence requirements provided by the Tokyo Stock Exchange shall be deemed independent from the Company.

However, the independence of those who fall under the following shall be carefully determined according to actual circumstances.

1. Consultants, accounting or legal professionals who receive a large amount of compensation from the Company other than directors' compensation.
2. Persons who receive a large amount of donation, etc. from the Company, or in case the recipient is a corporation, etc., an executive thereof.
3. A major shareholder of the Company, or in case the entity is a corporation, etc., an executive thereof.
4. Close relatives of the following (excluding those who are irrelevant):
 - A. Persons who fall under 1 through 3 above.
 - B. Directors, Audit and Supervisory Board Members, Executive Officers and important employees, etc. of the Company and its subsidiaries.