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(Stock Exchange Code 6135)

May 29, 2024

(Start date of measures for electronic provision: May 28, 2024)

To Shareholders with Voting Rights:

Shotaro Miyazaki President Makino Milling Machine Co., Ltd. 3-19 Nakane 2-chome, Meguro-ku, Tokyo

NOTICE OF THE 85th ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

Please be informed that the 85th Annual General Meeting of Shareholders of Makino Milling Machine Co., Ltd. (the "Company") will be held for the purposes as described below.

In convening this General Meeting of Shareholders, the Company is taking measures to provide information electronically. Matters subject to electronic provision are posted on the following websites.

• The Company's website: https://ir.makino.co.jp/en/library/shareholder/

In addition to the above, matters subject to electronic provision are also posted on the following website.

• Tokyo Stock Exchange, Inc. website: https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show

Please access the Tokyo Stock Exchange, Inc. website above, enter and search for the Company either by entering "Makino Milling Machine" in the "Issue name (company name)" or the Company's stock exchange code (6135) in the "Code", and then select "Basic information," followed by "Documents for public inspection/PR information" in order to review the matters subject to electronic provision in "Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting" followed by "Filed information available for public inspection."

You can exercise your voting rights in writing or via electromagnetic means (the Internet, etc.). Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights no later than 5:00 p.m. on June 19, 2024, Japan time.

1. Date and Time: Thursday, June 20, 2024 at 10:00 a.m. Japan time (door will open at 9:00 a.m.)

2. Place: 3F, Application Technology Center of the Company located at

10-4 Nakane 2-chome, Meguro-ku, Tokyo, Japan

3. Agenda of the General Meeting:

Matters to be reported: 1. The Business Report, Consolidated Financial Statements for the Company's 85th Fiscal Year (April 1, 2023 - March 31, 2024) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated

Financial Statements

2. Non-consolidated Financial Statements for the Company's 85th Fiscal Year (April 1, 2023 - March 31, 2024)

Proposals to be resolved:

Proposal 1: Appropriation of Surplus **Proposal 2:** Election of 8 Directors

Proposal 3: Election of 2 Audit & Supervisory Board Members

4. Matters to be determined by convocation

- 1. If there is no indication of a vote of approval or disapproval for each proposal, this will be treated as an indication of approval.
- 2. If voting rights are exercised both in writing (by mail) and via the Internet, the voting rights exercised via the Internet shall be treated as valid.
- 3. If voting rights are exercised multiple times via the Internet, the last vote exercised shall be treated as valid.
- 4. If you would like to exercise your voting rights through a proxy, pursuant to provisions of the Articles of Incorporation, it is possible to assign one other shareholder with voting rights as your proxy. However, it is necessary to submit a document to prove the authority of representation.
- (Request) When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- (Notice) Should the matters subject to electronic provision require revisions, details of the revisions will be posted on each of the designated websites.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company's basic policy for profit distribution is to endeavor to make returns to shareholders through the continuous and stable payment of dividends.

Based on the above policy, taking into consideration factors including the profit performance and business environment surrounding the Company in the current fiscal year, the year-end dividend for the current fiscal year shall be as follows.

- (1) Type and total amount of dividend property allotted to shareholders Cash Total amount: 1,897,407,840 yen
- (2) Matters regarding allotment of dividend property to shareholders 80 yen per common share of the Company
- (3) Effective date of dividends of surplus June 21, 2024

The annual dividend for the current fiscal year will be 150 yen per share including the interim dividend of 70 yen per share.

Proposal 2: Election of 8 Directors

The terms of office of all 8 Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of 8 Directors is proposed.

The candidates are as follows:

| No. | | Name | | Current positions and responsibilities at the Company |
|-----|--------------------|-----------------------|--|---|
| 1 | Shotaro Miyazaki | (Age: 62) (Male) | | President and Representative Director |
| 2 | Toshiyuki Nagano | (Age: 66) (Male) | | Executive Vice President, Representative Director Executive Manager of Corporate Service Division Office Manager of Trade Security Control Office |
| 3 | Tatsuaki Aiba | (Age: 67) (Male) | | Executive Vice President, Representative Director Executive Manager of Production Division |
| 4 | Haruyuki Shiraishi | (Age: 64) (Male) | | Director, Executive Manager of R&D Division Office Manager of Design/Production Data Utilization Promotion Office |
| 5 | Naofumi Masuda | (Age: 70) (Male) | [Independent] [External] | Director |
| 6 | Kodo Yamazaki | (Age: 69) (Male) | [Independent] [External] | Director |
| 7 | Kazuo Takahashi | (Age: 64) (Male) | [Independent] [External] | Director |
| 8 | Ayako Takai | (Age: 51) (Female) | [New appointment] [Independent] [External] | |

| No. | Name (Date of birth) | | Past experience, positions, responsibilities and significant concurrent positions | Number of shares of the Company held |
|-----|--|---|---|--|
| 1 | GmbH June 2000 Representative Director of Makino Formenbautechnologie GmbH March 2011 General Manager of Asia Sales Department, Sales Divisio the Company September 2016 General Manager of Overseas Sales Department, Sales Divisio Executive Officer; Deputy Executive Manager of Sales Division that Company | | Director of Heidenreich&Harbeck Werkzeugmaschinenfabrik GmbH Representative Director of Makino Formenbautechnologie GmbH General Manager of Asia Sales Department, Sales Division of the Company General Manager of Overseas Sales Department, Sales Division Executive Officer; Deputy Executive Manager of Sales Division; General Manager of Sales & Application of MAKINO Europe GmbH President and Representative Director (to present) ination as candidate for Director] zaki has served as responsible personnel in Overseas Sales Division by Asia and Europe, and has extensive experience and insight regardine tools business. After being appointed as Representative Director 2000, and President and Representative Director of the Company this leadership. Therefore, we deemed that he is qualified to be a Director of the Company this leadership. Therefore, we deemed that he is qualified to be a Director of the Company this leadership. | 8,638 In of the riding the or of a European in June 2022, he irector of the |
| 2 | Toshiyuki Nagano (April 5, 1958) | May 2004 June 2006 November 2008 June 2009 April 2011 June 2014 June 2016 April 2017 June 2021 October 2022 [Reasons for nom Mr. Toshiyuki Najand has extensive Director in June 2 Director in June 2 Director in June 2 | Director of Makino J. Co., Ltd. General Manager of Finance Department of the Company Director; General Manager of Finance Department; Office Manager of Energy Control Office Director; Executive Manager of Corporate Service Division; Office Manager of Trade Security Control Office; Office Manager of Energy Control Office Vice President, Director; Executive Manager of Corporate Service Division; Office Manager of Trade Security Control Office; Office Manager of Energy Control Office Executive Vice President, Director; Executive Manager of Corporate Service Division; Office Manager of Trade Security Control Office; Office Manager of Energy Control Office Executive Vice President, Director; Executive Manager of Corporate Service Division; Office Manager of Corporate Planning Office; Office Manager of Trade Security Control Office; Office Manager of Energy Control Office Executive Vice President, Representative Director; Executive Manager of Corporate Service Division; Office Manager of Energy Control Office; Office Manager of Trade Security Control Office, Risk Management Promotion Division Executive Vice President, Representative Director; Executive Manager of Corporate Service Division; Office Manager of Trade Security Control Office (to present) ination as candidate for Director] gano has served as responsible personnel in control divisions, cente experience and insight primarily regarding control area. After bein 009, Vice President and Director in June 2014, Executive Vice Pres 016, and Representative Director in June 2021, he has been leading ing his expertise. Therefore, we deemed that he is qualified to be a D | g appointed as sident and g the growth of |

| No. | Name (Date of birth) | | Past experience, positions, responsibilities and significant concurrent positions | Number of shares of the Company held |
|-----|--|---|---|--|
| 3 | Tatsuaki Aiba (May 3, 1957) | November 2002 December 2004 June 2005 October 2012 June 2014 June 2020 September 2021 June 2022 | Joined the Company General Manager of Fuji Katsuyama Production Department General Manager of Fuji Katsuyama Production Department; General Manager of Procurement Department Director; Executive Manager of Production Division Director; Executive Manager of Production Division; Executive Manager of Fuji Katsuyama Works Vice President, Director; Executive Manager of Production Division; Executive Manager of Fuji Katsuyama Works Vice President, Director Vice President, Director Executive Manager of Quality/Procurement Division Executive Vice President, Representative Director; Executive Manager of Production Division (to present) | 9,455 |
| | | Mr. Tatsuaki Aiba has extensive exper Director in June 20 2022, he has been I he is qualified to be | nation as candidate for Director] has served as responsible personnel in production and procuremer rience and insight primarily regarding production area. After being 105, Vice President and Director in June 2014, and Representative leading the growth of the Group, utilizing his expertise. Therefore a Director of the Company who is in charge of management of the election as a Director. | g appointed as Director in June , we deemed that |
| 4 | Haruyuki Shiraishi (November 3, 1959) | April 1985 January 2008 February 2013 January 2016 June 2020 June 2022 February 2023 | Joined the Company Deputy Executive Manager of Development Division Deputy Executive Manager of Production Division Director of MAKINO ASIA PTE LTD Executive Officer; Executive Manager of Production Division; Executive Manager of Fuji Katsuyama Works of the Company Director; Executive Manager of R&D Division Director; Executive Manager of R&D Division; Office Manager of Design/Production Data Utilization Promotion Office (to present) | 4,654 |
| | | [Reasons for nomin Mr. Haruyuki Shira and has extensive e being appointed as Director of the Cor expertise. Therefor | nation as candidate for Director] aishi has served as responsible personnel in development and production production and insight primarily regarding development and production of the administrative subsidiary of Asian region in Januar pany in June 2022, he has been leading the growth of the Group, we deemed that he is qualified to be a Director of the Company the entire Group, and propose his reelection as a Director. | ection areas. After ry 2016, and utilizing his |

| No. | Name (Date of birth) | Past experience, positions, responsibilities and significant concurrent positions | Number of shares of the Company held |
|-----|--|--|---|
| 5 | [Independent] [External] Naofumi Masuda (August 22, 1953) Attendance at the Board of Directors | June 2008 Managing Officer of TOYOTA MOTOR CORPORATION (Kinuura Plant General Manger, Myochi Plant General Manager) June 2010 Senior Managing Director of ADVICS CO., LTD. June 2014 Executive Vice President of ADVICS CO., LTD. June 2017 Advisor & Chief Engineer of ADVICS CO., LTD. June 2018 Executive Advisor of ADVICS CO., LTD. June 2019 External Director & Member of the Audit & Supervisory Committee of YASUNAGA CORPORATION (to present) June 2020 Director of the Company (to present) [Significant concurrent positions] External Director & Member of the Audit & Supervisory Committee of YASUNAGA CORPORATION | 400 |
| | meetings: 14 out of 14 meetings | [Reasons for nomination as candidate for External Director and expected roles] Mr. Naofumi Masuda has served as an executive at business companies, and has extra and insight regarding corporate management and the production technology. In addit appointment as Director of the Company, he has utilized his expertise and appropriate roles by providing advice on management and contributing to strengthening of super Therefore, we deemed that he is qualified to be a Director of the Company, and propriate as an External Director, expecting him to continue to fulfill such roles. | tion, since the tely fulfilled his visory function. |
| 6 | [Independent] [External] Kodo Yamazaki (March 11, 1955) | April 1989 Assistant Professor of Takayama Junior College April 1994 Professor of Takayama Junior College April 2001 Professor of Faculty of Law, Kumamoto University June 2003 Managing Director of Japan Tax Jurisprudence Association April 2007 Dean of Faculty of Law, Kumamoto University April 2015 Trustee and Deputy President of Kumamoto University April 2020 Professor of Graduate School, Kumamoto Gakuen University (to present) June 2020 Director of the Company (to present) [Significant concurrent positions] Professor of Graduate School, Kumamoto Gakuen University | 600 |
| | Attendance at the Board of Directors meetings: 14 out of 14 meetings | [Reasons for nomination as candidate for External Director and expected roles] Mr. Kodo Yamazaki has served as Dean of Faculty of Law, Kumamoto University, as experience and insight regarding law. He also has experience on managing an organic leading position from his past service as Trustee and Deputy President of Kumamoto Managing Director of Japan Tax Jurisprudence Association. Although he has not been involved in the management of a company, he has utilized his expertise and appropriately by providing advice on management and contributing to strengthening of supersince the appointment as Director of the Company. Therefore, we deemed that he is a Director of the Company, and propose his reelection as an External Director, expecting continue to fulfill such roles. | zation from Diversity and In directly ately fulfilled his visory function qualified to be a |

| No. | Name (Date of birth) | | Past experience, positions, responsibilities and significant concurrent positions | Number of shares of the Company held |
|-----|--|---|---|--------------------------------------|
| 7 | [Independent] [External] Kazuo Takahashi (January 8, 1960) Attendance at the Board of Directors meetings: 9 out of 10 meetings | Bed Holdings Co. | ember (Audit and Supervisory Committee Member) of Paramount | 100 |
| | | Mr. Kazuo Takah and has extensive In addition, since appropriately fulf strengthening sup Company, and proles. Daiwa Securities of the Company. transactions with work of the Compyears, we deemed qualified to fulfill | as for nomination as candidate for External Director and expected roles] zuo Takahashi has served as an executive of Daiwa Securities Group Inc. and its subsidia extensive experience and insight regarding corporate management and the financial markion, since the appointment as Director of the Company, he has utilized his expertise and riately fulfilled his roles by providing his advice on management and contributing to be neining supervisory function. Therefore, we deemed that he is qualified to be a Director of my, and propose his reelection as an External Director, expecting him to continue to fulfill Securities Co. Ltd., where he has served in the past, is one of several brokerage lead managements. As the amount of remuneration, etc. received by the said company through the Company, including the amount of remuneration, etc. regarding underwriting the Company's bonds, was a small amount of around 0.5 million yen over the past three we deemed that there is no risk of a conflict of interest with general shareholders, and he is do to fulfill the role of External Director, with whom shareholders entrust responsibility frequency. | |

| No. | Name (Date of birth) | | Number of shares of the Company held | |
|-----|---|---|---|---|
| 8 | [New appointment] [Independent] [External] Ayako Takai (July 23, 1972) | Social Sciences, P School of Internat Department of Bu Professor of Interl YOKOHAMA Na Councilor of Asah Public Interest Co | sion of International Social Sciences, Faculty of International Professor of Department of Business Administration, Graduate tional Social Sciences, Professor of Specialization in Management, issiness Administration, College of Business Administration, and faculty Graduate School of Innovative and Practical Studies, | |
| | | Ms. Ayako Takai I management cons strategy, etc. Altho- deemed that she is appropriately fulfi | ination as candidate for External Director and expected roles] has served as Professor of YOKOHAMA National University after sulting business, and has extensive experience and insight regarding ough she has not been directly involved in the management of a cors qualified to be a Director of the Company who will utilize her expill her roles by providing her advice on management and contribution ervisory functions. Therefore, we propose her election as an Externation | g management mpany, we pertise and ng to |

(Notes)

- 1. There are no special interests between any of the candidates for Director and the Company.
- 2. Matters regarding the candidates for External Directors are as follows.
 - (1) Messrs. Naofumi Masuda, Kodo Yamazaki, Kazuo Takahashi, and Ms. Ayako Takai are candidates for External Directors as stipulated in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act. The Company has submitted independent director notification forms to Tokyo Stock Exchange, Inc. to appoint each of the candidates as Independent Directors.
 - (2) As of the conclusion of this General Meeting of Shareholders, Messrs. Naofumi Masuda and Kodo Yamazaki will have served as External Director of the Company for four years.
 - (3) As of the conclusion of this General Meeting of Shareholders, Mr. Kazuo Takahashi will have served as External Director of the Company for one year.
- 3. If Messrs. Naofumi Masuda, Kodo Yamazaki, Kazuo Takahashi, and Ms. Ayako Takai are elected, the Company plans to conclude or continue an agreement with them to limit their liability pursuant to Article 423, Paragraph 1 of the Companies Act, to the minimum amount of liability stipulated in Article 425, Paragraph 1 of the same Act.
- 4. The Company has concluded a directors and officers liability insurance contract with an insurance company, which will cover damages that the insured may be held liable for as a result of assuming responsibilities for the execution of their duties or receiving claims related to the pursuit of such responsibilities. All of the candidates for Director will be designated as the insured under such contract. The Company plans to renew the contract with the same contents at the time of the next renewal.
- 5. The name of Ms. Ayako Takai on the family register is Ms. Ayako Konno.

Proposal 3: Election of 2 Audit & Supervisory Board Members

The terms of office of Audit & Supervisory Board Members Jinei Yamaguchi and Jiro Nakashima will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of 2 Audit & Supervisory Board Members is proposed.

This proposal has gained the consent of the Audit & Supervisory Board.

The candidates are as follows:

| No. | Name (Date of birth) | | Number of shares of the Company held | |
|-----|---|--|--|--|
| 1 | [Independent] [External] Jinei Yamaguchi (August 18, 1960) | April 1984 April 2006 July 2009 July 2011 July 2013 April 2014 April 2014 April 2015 April 2018 July 2019 June 2020 | Joined The Mitsubishi Bank, Ltd. (currently MUFG Bank, Ltd.) Deputy Branch Manager of Singapore Branch, The Mitsubishi Bank, Ltd. General Manager of International Business Department, The Mitsubishi Bank, Ltd. Branch Manager of London Branch, The Mitsubishi Bank, Ltd. Seconded to Chiyoda Corporation Acting General Manager of Planning Administration Division Transferred to Chiyoda Corporation Executive and Acting General Manager of Planning Administration Division, Chiyoda Corporation Executive Officer and Acting General Manager of Project Procurement & Logistics Division, Chiyoda Corporation Executive Officer and Acting General Manager of Corporate Planning Division, Chiyoda Corporation Executive Officer and Assistant General Manager of Finance & Accounting Division, Chiyoda Corporation Full-time Audit & Supervisory Board Member of the Company (to present) | 900 |
| | | Mr. Jinei Yamag Branch Manager Corporation, and business. Therefo the Company, an MUFG Bank, Ltd transaction with the is no risk of a con | nination as candidate for External Audit & Supervisory Board Memuchi has served as General Manager of International Business Deparat overseas branch offices, as well as serving as Executive Officer of has extensive experience and insight regarding financial market and one, we deemed that he is qualified to be an Audit & Supervisory Board d., which he has served in the past, is one of several banks that have the Company. As he has retired from the Bank in March 2014, we defilict of interest with general shareholders, and he is qualified to full a Supervisory Board Member, with whom shareholders entrust responsant points. | rtment and of Chiyoda d international hard Member of Member. financial eemed that there fill the role of |

| No. | Name (Date of birth) | Past experience, positions, and significant concurrent positions | Number of shares of the Company held |
|-----|---|--|--------------------------------------|
| 2 | [New appointment] [Independent] [External] Naoko Takatsuka (June 25, 1963) | April 1998 Registered as a Certified Public Accountant May 2002 Registered as a Certified Public Tax Accountant August 2002 Joined Arai and Takatsuka Tax Accountant Corporation (currently Takatsuka and Mogi Tax Accountant Corporation) June 2011 Auditor of Collabos Corporation February 2013 Representative Partner of Arai and Takatsuka Tax Accountant Corporation (currently Takatsuka and Mogi Tax Accountant Corporation) (to present) April 2015 Auditor of Signarex Co., Ltd. (to present) December 2018 Auditor of Palma Co., Ltd. (to present) September 2020 Auditor of Machine Tool Engineering Foundation (to present) [Significant concurrent positions] Representative Partner of Takatsuka and Mogi Tax Accountant Corporation Auditor of Signarex Co., Ltd. Auditor of Palma Co., Ltd. Auditor of Machine Tool Engineering Foundation | 0 |
| | | Auditor of ORTHOREBIRTH Co., Ltd. [Reasons for nomination as candidate for External Audit & Supervisory Board Mem | berl |
| | | Although Ms. Naoko Takatsuka has not directly been involved in the management | of a company, we |
| | deemed that she is qualified to be an Audit & Supervisory Board Member of the Col | | |
| | | her extensive knowledge and experience of accounting as a Certified Public Account Certified Public Tax Accountant, and propose her election as an External Audit & Su | |
| | | Member. | ipervisory Board |

(Notes)

- 1. There are no special interests between each candidate and the Company.
- 2. Matters regarding the candidates for External Audit & Supervisory Board Members are as follows:
 - (1) Mr. Jinei Yamaguchi and Ms. Naoko Takatsuka are candidates for External Audit & Supervisory Board Members as stipulated in Article 2, Paragraph 3, Item 8 of the Ordinance for Enforcement of the Companies Act. The Company has submitted independent director notification forms to Tokyo Stock Exchange, Inc. to appoint both candidates as Independent Directors.
 - (2) As of the conclusion of this General Meeting of Shareholders, Mr. Jinei Yamaguchi will have served as External Audit & Supervisory Board Member of the Company for four years.
- 3. If Mr. Jinei Yamaguchi and Ms. Naoko Takatsuka are elected, the Company plans to continue or enter into an agreement with them to limit their liability pursuant to Article 423, Paragraph 1 of the Companies Act, to the minimum amount of liability stipulated in Article 425, Paragraph 1 of the same Act.
- 4. The Company has concluded a directors and officers liability insurance contract with an insurance company, which will cover damages that the insured may be held liable for as a result of assuming responsibilities for the execution of their duties or receiving claims related to the pursuit of such responsibilities. Mr. Jinei Yamaguchi and Ms. Naoko Takatsuka will be designated as the insured under such contract. The Company plans to renew the contract with the same contents at the time of the next renewal.

For reference: Skills matrix for Board of Directors and Audit and Supervisory Board (if approved as proposed)

| Organ | Name | Management | Internationality | R&D / Production | Sales / Marketing | Finance / Accounting | Legal / Risk Management |
|-----------------------------------|-----------------------|------------|------------------|---------------------|----------------------|----------------------|-------------------------|
| | Shotaro Miyazaki | 0 | 0 | | 0 | 0 | |
| | Toshiyuki Nagano | 0 | 0 | | | 0 | 0 |
| | Tatsuaki Aiba | 0 | | 0 | 0 | | |
| Board of | Haruyuki Shiraishi | 0 | 0 | 0 | | | |
| Directors | Naofumi Masuda | 0 | | 0 | | | 0 |
| | Kodo Yamazaki | 0 | | | | 0 | 0 |
| | Kazuo Takahashi | 0 | | | 0 | 0 | 0 |
| | Ayako Takai | 0 | | | | 0 | 0 |
| | Akio Komura | 0 | | 0 | 0 | | |
| Audit and Supervisory Board | Jinei Yamaguchi | 0 | 0 | | | 0 | 0 |
| Board | Naoko Takatsuka | 0 | | | | 0 | 0 |

END