

Note: This notice in English is for reference purposes only. In the event of any discrepancy between this document and the Japanese original, the original shall prevail.

Securities code: 5991

Date of sending by postal mail: June 6, 2024

Start date of measures for electronic provision: June 4, 2024

To Our Shareholders,

Kazuhisa Uemura,
Representative Member of the Board
President & COO
NHK SPRING CO., LTD.
3-10, Fukuura, Kanazawa-ku, Yokohama

Notice of the 104th Annual General Meeting of Shareholders

NHK SPRING CO., LTD. (the “Company”) hereby provides notice of the 104th Annual General Meeting of Shareholders of the Company to be held as follows:

When convening the General Meeting of Shareholders, we have adopted measures for providing information in electronic format, which is posted on the following website on the Internet. Please access one of the websites for confirmation.

The Company’s website:

<https://www.nhkspg.co.jp/> (in Japanese)

(Please access the Company’s website above, select “Investors” and “General Meeting of Shareholders” from the menu, in that order, and confirm.)

TSE website (Listed Company Search):

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

(Access the TSE website by using the internet address shown above, enter “NHK Spring” in “Issue name (company name)” or the Company’s securities code “5991” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting].”)

1. Date and Time: Tuesday, June 25, 2024, at 10:00 a.m. (Reception starts at 9:00 a.m.) (JST)

2. Venue: NHK SPRING CO., LTD. Head Office
3-10, Fukuura, Kanazawa-ku, Yokohama

3. Purpose of the Meeting:

Matters to be reported:

1. The Fiscal Year 2023 Business Report, the Consolidated Financial Statements, and audit results of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board for the 104th term (from April 1, 2023 to March 31, 2024)
2. The Fiscal Year 2023 Non-consolidated Financial Statements for the 104th term (from April 1, 2023 to March 31, 2024)

Matters to be resolved:

<Company Proposals>

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Nine (9) Members of the Board
- Proposal 3:** Election of Three (3) Audit & Supervisory Board Members
- Proposal 4:** Election of One (1) Substitute Audit & Supervisory Board Member (External)
- Proposal 5:** Revision of the Amount of Remuneration for Members of the Board
- Proposal 6:** Revision of the Amount of Remuneration for Audit & Supervisory Board Members

<Shareholder Proposal>

- Proposal 7:** Approval of Remuneration Amount for Restricted Stock-based Remuneration System

4. Matters determined relating to convocation

- (1) When voting rights are exercised in writing, if there is no indication of approval or disapproval of the proposal in the voting right exercise form, it will be treated as if there was an indication of approval of the company proposals and disapproval of the shareholder proposal.
- (2) If voting rights are exercised multiple times via the Internet, the last exercise of voting rights will be treated as valid.
- (3) If voting rights are duplicately exercised via the Internet and in writing (by mail), the exercise of voting rights via the Internet will be treated as valid regardless of the date and time of arrival.

Reference Documents for the General Meeting of Shareholders

Proposals and References

<Company Proposals>

Proposal 1: Appropriation of Surplus

The Company recognizes return of profits to our shareholders as the top priority and our basic policy is to continue to distribute dividends stably.

In light of this and as a result of comprehensive consideration given to such matters as consolidated business performance and dividend payout ratio, the Company proposes that the year-end dividend for the term will be 25 yen per share, increasing the payment by 8 yen per share compared with the previous term.

<The fiscal year-end dividend>

(1) Type of dividend property

Cash

(2) Assignment of the dividend property to shareholders and the total amount:

25 yen per share of common stock of the Company

Total amount: 5,541,438,550 yen

As the Company has already paid an interim dividend of 17 yen per share, the annual dividend for the term will be 42 yen per share.

(3) Effective date of dividends of surplus

June 26, 2024

Proposal 2: Election of Nine (9) Members of the Board

The terms of office of all eight (8) Members of the Board will expire at the conclusion of this General Meeting of Shareholders.



Accordingly, we hereby request the election of nine (9) Members of the Board, increasing the number of Members of the Board (External) by one (1).

The candidates for positions of Members of the Board are as follows:

No.	Name	(Gender) (Age)	Position and areas of responsibility in the Company	Important concurrent positions outside the Company	Number of years in office	Attendance at Board of Directors meetings
1	Takashi Kayamoto [Reelection]	(Male) (68 years old)	Chairman & Representative Member of the Board, CEO	–	9	13/13 meetings (100%)
2	Kazuhisa Uemura [Reelection]	(Male) (63 years old)	Representative Member of the Board President & COO	–	6	13/13 meetings (100%)
3	Kiyohiko Kanmei [Reelection]	(Male) (66 years old)	Representative Member of the Board Executive Vice President & CQO, CTO	–	5	13/13 meetings (100%)
4	Hidefumi Yoshimura [Reelection]	(Male) (66 years old)	Representative Member of the Board Executive Vice President & CFO President of Procurement Division	1	3	13/13 meetings (100%)
5	Shunsuke Sasaki [Reelection]	(Male) (59 years old)	Member of the Board Senior Corporate Officer President of Sales Division	–	1	10/10 meetings (100%)
6	Keiichiro Sue [Reelection] [External] [Independent]	(Male) (66 years old)	Member of the Board (External)	–	9	13/13 meetings (100%)
7	Katsuko Tanaka [Reelection] [External] [Independent]	(Female) (78 years old)	Member of the Board (External)	–	8	13/13 meetings (100%)
8	Hiromi Tamakoshi [Reelection] [External] [Independent]	(Female) (61 years old)	Member of the Board (External)	–	4	13/13 meetings (100%)
9	Reiko Furukawa [New election] [External] [Independent]	(Female) (65 years old)	Member of the Board (External)	1	[New election]	13/13 meetings (100%)

- * The position and areas of responsibility in the Company describes the schedule for approval of the election of each candidate.
- * Important concurrent positions are the number of concurrent positions as of the date of notification of convocation of this Annual General Meeting of Shareholders.
- * The number of years in office is the number of years in office at the conclusion of this Annual General Meeting of Shareholders.
- * Attendance at the Board of Directors meetings for Ms. Reiko Furukawa denotes the number of meetings attended as an Audit & Supervisory Board Member (External).



[Reelection]	Candidate for reelected Member of the Board
[New election]	Candidate for newly elected Member of the Board
[External]	Candidate for Member of the Board (External)
[Independent]	Candidate for Independent Officer

No.	Name (Date of birth)	Career summary, position and areas of responsibility in the Company and important concurrent positions	Number of Company's shares owned
1	<p>Takashi Kayamoto (Male) (February 5, 1956) (68 years old)</p>  <p>[Reelection]</p> <p>Attendance at Board of Directors meetings 13/13 meetings</p>	<p>Apr. 1979 Joined the Company</p> <p>Jun. 2010 Corporate Officer Vice President of Research and Development Division and Director of Development Department</p> <p>Apr. 2013 Senior Corporate Officer President of Suspension Spring Division</p> <p>Jun. 2015 Member of the Board Senior Corporate Officer President of Sales Division</p> <p>Apr. 2016 Member of the Board Executive Corporate Officer President of Sales Division</p> <p>Apr. 2017 Representative Member of the Board President & COO</p> <p>Apr. 2019 Representative Member of the Board President & CEO</p> <p>Apr. 2024 Chairman & Representative Member of the Board, CEO (present)</p>	81,564
<p>Reason for election Dr. Takashi Kayamoto was appointed Representative Member of the Board and President in 2017, and he has abundant experience and advanced knowledge about the business activities of the Company through his duties as President and Chairman, and accordingly, we request his reelection as a Member of the Board.</p>			
2	<p>Kazuhisa Uemura (Male) (July 24, 1960) (63 years old)</p>  <p>[Reelection]</p> <p>Attendance at Board of Directors meetings 13/13 meetings</p>	<p>Apr. 1983 Joined the Company</p> <p>Apr. 2014 Corporate Officer Vice President of Sales Division and Director of Seating & Component Sales Department</p> <p>Apr. 2018 Senior Corporate Officer President of Sales Division</p> <p>Jun. 2018 Member of the Board Senior Corporate Officer President of Sales Division</p> <p>Apr. 2022 Member of the Board Executive Corporate Officer President of Sales Division</p> <p>Apr. 2023 Member of the Board Executive Corporate Officer President of Corporate Planning and Control Division</p> <p>Apr. 2024 Representative Member of the Board President & COO (present)</p>	20,142
<p>Reason for election Mr. Kazuhisa Uemura has many years of experience in Sales Division and deep insight into this field, as well as a wealth of experience relating to management through his duties as President of Sales Division and President of Corporate Planning and Control Division, and accordingly, we request his reelection as a Member of the Board.</p>			

No.	Name (Date of birth)	Career summary, position and areas of responsibility in the Company and important concurrent positions	Number of Company's shares owned
3	<p data-bbox="373 360 552 472">Kiyohiko Kanmei (Male) (June 10, 1957) (66 years old)</p>  <p data-bbox="400 748 525 775">[Reelection]</p> <p data-bbox="347 801 580 882">Attendance at Board of Directors meetings 13/13 meetings</p>	<p data-bbox="620 286 975 313">Apr. 1980 Joined the Company</p> <p data-bbox="620 322 1153 434">Jun. 2011 Corporate Officer Vice President of Seating Division and Director of Global Business Promotion Department</p> <p data-bbox="620 443 1059 501">Apr. 2015 Senior Corporate Officer President of Seating Division</p> <p data-bbox="620 510 1102 568">Apr. 2018 Executive Corporate Officer President of Engineering Division</p> <p data-bbox="620 577 1102 658">Apr. 2019 Executive Corporate Officer President of Engineering Division CQO</p> <p data-bbox="620 667 1102 779">Jun. 2019 Member of the Board Executive Corporate Officer President of Engineering Division CQO</p> <p data-bbox="620 788 1206 815">Director of Takano Co., Ltd. (non-executive)</p> <p data-bbox="620 824 1134 882">Apr. 2020 Representative Member of the Board Executive Vice President & CQO</p> <p data-bbox="620 891 1158 972">Apr. 2022 Representative Member of the Board Executive Vice President & CQO, CTO (present)</p>	18,206
<p data-bbox="317 974 509 1001">Reason for election</p> <p data-bbox="317 1001 1390 1106">Mr. Kiyohiko Kanmei has many years of experience in engineering and manufacturing fields and deep insight into these fields, as well as a wealth of experience relating to management through his duties as President of Seating Division, President of Engineering Division, and since 2020, Representative Member of the Board and Executive Vice President, and accordingly, we request his reelection as a Member of the Board.</p>			

No.	Name (Date of birth)	Career summary, position and areas of responsibility in the Company and important concurrent positions	Number of Company's shares owned
4	<p data-bbox="359 593 566 705">Hidefumi Yoshimura (Male) (May 4, 1958) (66 years old)</p>  <p data-bbox="399 981 526 1008">[Reelection]</p> <p data-bbox="351 1041 582 1120">Attendance at Board of Directors meetings 13/13 meetings</p>	<p data-bbox="622 286 1204 313">Apr. 1981 Joined the Company</p> <p data-bbox="622 324 1204 380">Jun. 2007 Director of Planning and Control Department, Suspension Spring Division</p> <p data-bbox="622 392 1204 548">Apr. 2014 Corporate Officer; President & CEO and Member of the Board, NHK of America Suspension Components Inc.; President & CEO and Member of the Board, New Mather Metals, Inc.</p> <p data-bbox="622 560 1204 638">Apr. 2015 Corporate Officer Director of Human Resources Department, Corporate Planning and Control Division</p> <p data-bbox="622 649 1204 750">Apr. 2017 Senior Corporate Officer Vice President of Corporate Planning and Control Division and Director of Human Resources Department</p> <p data-bbox="622 761 1204 840">Apr. 2020 Senior Corporate Officer President of Corporate Planning and Control Division</p> <p data-bbox="622 851 1204 929">Apr. 2021 Executive Corporate Officer President of Corporate Planning and Control Division</p> <p data-bbox="622 940 1204 1052">Jun. 2021 Member of the Board Executive Corporate Officer President of Corporate Planning and Control Division</p> <p data-bbox="622 1064 1204 1198">Apr. 2022 Member of the Board Executive Corporate Officer President of Corporate Planning and Control Division and President of Procurement Division</p> <p data-bbox="622 1209 1204 1299">Apr. 2023 Representative Member of the Board Executive Vice President & CFO, President of Procurement Division (present)</p> <p data-bbox="622 1310 1204 1355">Jun. 2023 Director of Takano Co., Ltd. (non-executive) (present)</p> <p data-bbox="622 1366 1204 1422">[Important concurrent positions outside the Company] Director of Takano Co., Ltd. (non-executive)</p>	4,990
<p data-bbox="319 1433 510 1456">Reason for election</p> <p data-bbox="319 1467 1388 1624">Mr. Hidefumi Yoshimura has a wealth of experience in the management through his duties as Director of Planning and Control Department of Suspension Spring Division, President & CEO and Member of the Board of NHK of America Suspension Components Inc., President & CEO and Member of the Board of New Mather Metals, Inc., Director of the Human Resources Department, President of the Corporate Planning and Control Division, and President of the Procurement Division, and accordingly, we request his reelection as a Member of the Board.</p>			

No.	Name (Date of birth)	Career summary, position and areas of responsibility in the Company and important concurrent positions	Number of Company's shares owned
5	<p>Shunsuke Sasaki (Male) (October 2, 1964) (59 years old)</p>  <p>[Reelection]</p> <p>Attendance at Board of Directors meetings 10/10 meetings</p>	<p>Apr. 1987 Joined the Company</p> <p>Apr. 2018 Corporate Officer; Representative Member of the Board and Executive Vice President of NHK International Corporation</p> <p>Apr. 2019 Corporate Officer Vice President of Suspension Spring Division and Director of Planning and Control Department</p> <p>Apr. 2022 Senior Corporate Officer Vice President of Suspension Spring Division and Director of Planning and Control Department</p> <p>Apr. 2023 Senior Corporate Officer, President of Sales Division</p> <p>Jun. 2023 Member of the Board Senior Corporate Officer President of Sales Division (present)</p>	5,336
<p>Reason for election</p> <p>Mr. Shunsuke Sasaki has many years of experience in Sales Division and deep insight into this field, as well as a wealth of experience relating to management through his duties as Representative Member of the Board and Executive Vice President of NHK International Corporation, and Director of Planning and Control Department, Suspension Spring Division, and accordingly, we request his reelection as a Member of the Board.</p>			

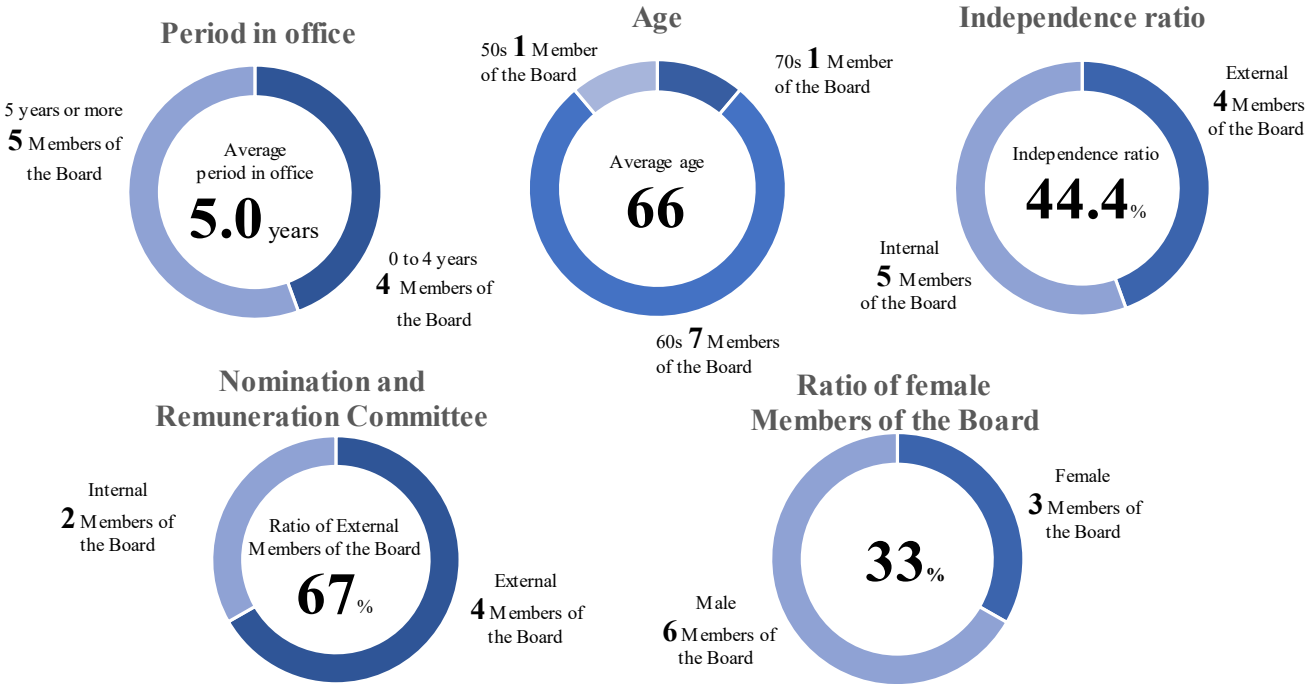
No.	Name (Date of birth)	Career summary, position and areas of responsibility in the Company and important concurrent positions	Number of Company's shares owned
6	<p>Keiichiro Sue (Male) (July 27, 1957) (66 years old)</p>  <p>[Reelection] [External] [Independent]</p> <p>Attendance at Board of Directors meetings 13/13 meetings</p>	<p>Apr. 1984 Registered as Attorney at Law (a member of Dai-Ichi Tokyo Bar Association) Joined the Nobuo Takai Law Firm</p> <p>Jan. 1989 Joined Matsuo & Kosugi</p> <p>Oct. 1995 Registered as Attorney at Law in New York State, USA</p> <p>Jun. 2009 Partner of Blakemore & Mitsuki (present)</p> <p>Jun. 2014 External Director of METAWATER Co., Ltd.</p> <p>Jun. 2014 Corporate Auditor (External) of the Company</p> <p>Jun. 2015 Member of the Board (External) of the Company (present)</p>	None
<p>Reason for election and expected role</p> <p>Since being appointed as Member of the Board (External) in 2015, Dr. Keiichiro Sue has appropriately fulfilled the role of overseeing the execution of business, as well as having a wealth of experience as an attorney at law. He has never in the past been directly involved in the management of a company except as an external officer. However, we judge that he can be expected to provide objective opinions on the operation of a business enterprise, and contribute to strengthening the corporate governance of the Company, and accordingly, we request his reelection as a Member of the Board (External).</p>			
7	<p>Katsuko Tanaka (Female) (September 3, 1945) (78 years old)</p>  <p>[Reelection] [External] [Independent]</p> <p>Attendance at Board of Directors meetings 13/13 meetings</p>	<p>Apr. 1970 Researcher, hygiene class, Okayama University Medical School (Worked in the local hospital.)</p> <p>Jul. 1970 Medical license registration (No. 207731)</p> <p>May 1976 Worked at Yokohama City Hall</p> <p>May 1998 Mayor, Sakae Ward, Yokohama City</p> <p>Apr. 2000 Director General, Social Welfare Bureau, Yokohama City</p> <p>Apr. 2004 Director General, Civic Affairs Bureau, Yokohama City</p> <p>Apr. 2006 Trustee and Secretary General of Public University Corporation Yokohama City University</p> <p>Apr. 2013 Chairperson of Yokohama City University</p> <p>Jun. 2016 Member of the Board (External) of the Company (present)</p>	None
<p>Reason for election and expected role</p> <p>Since being appointed as Member of the Board (External) in 2016, Dr. Katsuko Tanaka has appropriately fulfilled the role of overseeing the execution of business and she has extensive experience relating to organizational management of public bodies. She has never in the past been directly involved in the management of a company except as an external officer. However, we judge that she can be expected to provide objective opinions on the operation of a business enterprise, and accordingly, we request her reelection as a Member of the Board (External).</p>			

No.	Name (Date of birth)	Career summary, position and areas of responsibility in the Company and important concurrent positions	Number of Company's shares owned
8	<p>Hiromi Tamakoshi (Female) (June 18, 1962) (61 years old)</p>  <p>[Reelection] [External] [Independent]</p> <p>Attendance at Board of Directors meetings 13/13 meetings</p>	<p>Oct. 1987 Joined Chuo Audit Corporation</p> <p>Apr. 1999 Registered as Attorney at Law (Kanagawa Bar Association) Joined Ryoji Kimura Law Office</p> <p>Apr. 2017 Auditor of Yokohama City University</p> <p>Jun. 2020 Member of the Board (External) of the Company (present)</p> <p>Apr. 2021 Established Yokohama Nagomi Law Office (present)</p>	None
Reason for election and expected role Since being appointed as Member of the Board (External) in 2020, Ms. Hiromi Tamakoshi has appropriately fulfilled the role of overseeing the execution of business, as well as having a wealth of experience as an attorney at law. She has never in the past been directly involved in the management of a company except as an external officer. However, we judge that she can be expected to provide objective opinions on the operation of a business enterprise, and contribute to strengthening the corporate governance of the Company, and accordingly, we request her reelection as a Member of the Board (External).			
9	<p>Reiko Furukawa (Female) (February 12, 1959) (65 years old)</p>  <p>[New election] [External] [Independent]</p> <p>Attendance at Board of Directors meetings 13/13 meetings</p>	<p>Apr. 1981 Joined Nippon Univac Kaisha, Ltd. (currently, BIPROGY Inc.)</p> <p>Apr. 2005 General Manager of Service Department, Mechanical Solutions Division, Nihon Unisys Exelutions, Ltd. (currently, UEL Corporation)</p> <p>Apr. 2007 General Manager of Industry Development Department</p> <p>Apr. 2009 Executive Officer</p> <p>Apr. 2011 General Manager of Outsourcing Planning Department, MBK Outsourcing Center, UNIADEX, Ltd</p> <p>Apr. 2014 General Manager of Quality Assurance Department</p> <p>Jul. 2017 Full-time Audit & Supervisory Board Member of UNIADEX, Ltd</p> <p>Jun. 2022 Audit & Supervisory Board Member (External) of the Company (present) Director (Outsider) of Hanwa Co., Ltd. (present)</p> <p>[Important concurrent positions outside the Company] Director (Outsider) of Hanwa Co., Ltd.</p>	None
Reason for election and expected role Ms. Reiko Furukawa has extensive experience and deep insight into the management of business enterprises, and since being appointed as Audit & Supervisory Board Member (External) of the Company in 2022, she has appropriately performed audits and can be expected to provide objective opinions on the operation of a business enterprise and advice on overall management of the Company based on her experience, and accordingly, we request her appointment as a Member of the Board (External).			

Notes to Proposal 2:

1. There is no special interest between the candidates and the Company.
2. Dr. Keiichiro Sue, Dr. Katsuko Tanaka, Ms. Hiromi Tamakoshi and Ms. Reiko Furukawa are candidates for Members of the Board (External).
3. The Company’s Articles of Incorporation allow for the conclusion of agreements limiting the liability specified in Article 423, Paragraph 1 of the Companies Act to two years of remuneration and other consideration received or to be received for the performance of duties, and if the election of Dr. Keiichiro Sue, Dr. Katsuko Tanaka, and Ms. Hiromi Tamakoshi is approved as proposed, the Company plans to renew such limited liability agreement. If the election of Ms. Reiko Furukawa is approved as proposed, the Company plans to enter into such a limited liability agreement with her.
4. The Company has concluded a directors and officers liability insurance policy with an insurance company as provided for in Article 430-3, Paragraph 1 of the Companies Act. In the event that a claim for damages is filed by a shareholder or third party, etc., the insurance policy will cover the damages and litigation costs, etc. to be paid by an insured party. If the election of each candidate is approved as proposed, the Company plans to include them as insured parties under the insurance policy. The Company plans to renew the insurance policy with the same content during the term of office.
5. Notification has been submitted to Tokyo Stock Exchange, Inc. that Dr. Keiichiro Sue, Dr. Katsuko Tanaka, and Ms. Hiromi Tamakoshi have been appointed as independent officers as provided for by the regulations of the aforementioned exchange. If their reelection is approved, the Company plans for them to continue as independent officers. If the election of Ms. Reiko Furukawa is approved as proposed, the Company plans to register her with Tokyo Stock Exchange, Inc. as an independent officer as provided for by the aforementioned exchange.
6. Dr. Keiichiro Sue, Dr. Katsuko Tanaka, and Ms. Hiromi Tamakoshi are candidates for Members of the Board (External). At the conclusion of this meeting, the tenures since assuming office as Members of the Board (External) will have been nine years, eight years, and four years, respectively. In addition, at the conclusion of this meeting, the tenure since Ms. Reiko Furukawa assumed office as Audit & Supervisory Board Member (External) will have been two years.

(Reference) Structure of Members of the Board if Proposal 2 is approved




Proposal 3: Election of Three (3) Audit & Supervisory Board Members


The terms of office of Audit & Supervisory Board Members, Mr. Kenji Shimizu, Mr. Ichiro Ebihara and Ms. Reiko Furukawa, will expire at the conclusion of this General Meeting of Shareholders.

Accordingly, we hereby request the election of three (3) Audit & Supervisory Board Members, including two (2) new Audit & Supervisory Board Members.

Consent of the Audit & Supervisory Board has been obtained concerning this proposal.

The candidates for positions of Audit & Supervisory Board Members are as follows:

No.	Name (Date of birth)	Career summary, position and important concurrent positions	Number of Company's shares owned
1	<p>Naoya Mizutani (Male) (March 29, 1965) (59 years old)</p>  <p>[New election]</p> <p>Attendance at Board of Directors meetings -/- meetings</p> <p>Attendance at Audit & Supervisory Board meetings -/- meetings</p>	<p>Sep. 1990 Joined the Company</p> <p>Apr. 2012 Senior manager of Accounting Department</p> <p>Apr. 2014 Senior manager of Corporate Planning Department, Corporate Planning and Control Division</p> <p>Apr. 2018 Director of Internal Auditing Department (present)</p>	None
<p>Reason for election</p> <p>Mr. Naoya Mizutani has many years of experience in the finance and accounting and corporate planning departments and deep insight into the fields, and we judge that he will appropriately perform audit functions making use of his business experience as Director of Internal Auditing Department, and accordingly, we request his appointment as an Audit & Supervisory Board Member.</p>			

No.	Name (Date of birth)	Career summary, position and important concurrent positions		Number of Company's shares owned
2	<p>Ichiro Ebihara (Male) (April 24, 1959) (65 years old)</p>  <p>[Reelection] [External] [Independent]</p> <p>Attendance at Board of Directors meetings 13/13 meetings</p> <p>Attendance at Audit & Supervisory Board meetings 16/16 meetings</p>	<p>Sep. 1985</p> <p>Apr. 1989</p> <p>Oct. 2013</p> <p>Nov. 2015</p> <p>Aug. 2016</p> <p>Jun. 2019</p> <p>Jun. 2020</p>	<p>Joined Tohmatsu Awoki & Co. (currently, Deloitte Touche Tohmatsu LLC)</p> <p>Registered as Certified Public Accountant</p> <p>Executive Officer in charge of finance and administration</p> <p>Group CFO of Deloitte Tohmatsu LLC</p> <p>Managing Partner of Deloitte Tohmatsu Services Co., Ltd.</p> <p>Ichiro Ebihara Certified Public Tax Accountant Office (present)</p> <p>Audit & Supervisory Board Member (External) of the Company (present)</p>	None
	<p>Reason for election Mr. Ichiro Ebihara has deep insight in finance and accounting as a certified public accountant, and we judge that he will appropriately perform audit functions based on his experience in accounting auditing gained over many years while working for a large audit corporation, and accordingly, we request his reelection as an Audit & Supervisory Board Member (External).</p>			
3	<p>Yuko Yamada (Female) (January 16, 1961) (63 years old)</p>  <p>[New election] [External] [Independent]</p> <p>Attendance at Board of Directors meetings -/- meetings</p> <p>Attendance at Audit & Supervisory Board meetings -/- meetings</p>	<p>Jul. 1983</p> <p>Apr. 1988</p> <p>Apr. 1995</p> <p>Oct. 1999</p> <p>Apr. 2005</p> <p>Nov. 2006</p> <p>Apr. 2019</p>	<p>Joined Marubeni Corporation</p> <p>Seconded to Marubeni UK plc</p> <p>Seconded to Marubeni America Corporation</p> <p>Seconded to Koyo Line, Ltd. (currently, MMSL Japan Ltd.)</p> <p>General Manager of Finance & Accounting Department</p> <p>Chief Auditor of Audit Department, Marubeni Corporation</p> <p>Auditor of Marubeni Pulp & Paper Co., Ltd. (currently, Marubeni Forest LinX Co., Ltd.)</p>	None
	<p>Reason for election Ms. Yuko Yamada has extensive experience and deep insight into the finance and accounting and auditing work of business enterprises. In addition, she has an experience as an auditor of a business enterprise, and we judge that she will appropriately perform audit functions based on her experience, and accordingly, we request her appointment as an Audit & Supervisory Board Member (External).</p>			

Notes to Proposal 3:


1. There is no special interest between the candidates and the Company.
2. Mr. Ichiro Ebihara and Ms. Yuko Yamada are candidates for Audit & Supervisory Board Members (External).
3. The Company's Articles of Incorporation allow for the conclusion of agreements limiting the liability specified in Article 423, Paragraph 1 of the Companies Act to two years of remuneration and other consideration received or to be received for the performance of duties, and if the election of Mr. Ichiro Ebihara is approved as proposed, the Company plans to renew such limited liability agreement. If the election of Ms. Yuko Yamada is approved as proposed, the Company plans to enter into such a limited liability agreement with her.
4. The Company has concluded a directors and officers liability insurance policy with an insurance company as provided for in Article 430-3, Paragraph 1 of the Companies Act. In the event that a claim for damages is filed by a shareholder or third party, etc., the insurance policy will cover the damages and litigation costs, etc. to be paid by an insured party. If their election is approved as proposed, the Company plans to include them as insured parties under the insurance policy. The Company plans to renew the insurance policy with the same content during the term of office.
5. Notification has been submitted to Tokyo Stock Exchange, Inc. that Mr. Ichiro Ebihara has been appointed as an independent officer as provided for by the regulations of the aforementioned exchange. If his reelection is approved, the Company plans for him to continue as an independent officer. If the election of Ms. Yuko Yamada is approved as proposed, the Company plans to register her with Tokyo Stock Exchange, Inc. as an independent officer as provided for by the aforementioned exchange.
6. Mr. Ichiro Ebihara is a candidate for Audit & Supervisory Board Member (External). At the conclusion of this meeting, his tenure since assuming office as Audit & Supervisory Board Member (External) will have been four years.

Proposal 4: Election of One (1) Substitute Audit & Supervisory Board Member (External)

This proposal is to request the election of one (1) Substitute Audit & Supervisory Board Member (External) to provide for the case in which the number of Audit & Supervisory Board Member (External) falls short of the number stipulated in laws and regulations.

Consent of the Audit & Supervisory Board has been obtained concerning this proposal.

The candidate for position of Substitute Audit & Supervisory Board Member (External) is as follows:

Name (Date of birth)	Career summary, position and important concurrent positions	Number of Company's shares owned
Nobuaki Mukai (Male) (April 19, 1969) (55 years old) 	Apr. 1996 Registered as Attorney at Law (Dai-Ichi Tokyo Bar Association) Joined Momo-o, Matsuo & Namba 2001 Registered as Attorney at Law in New York State, USA Jan. 2004 Partner of Momo-o, Matsuo & Namba (present) Apr. 2022 Specially Appointed Professor (Antitrust Law) of department of Business Law, Graduate School of Law, Hitotsubashi University Apr. 2024 Visiting Professor (Antitrust Law) of department of Business Law, Graduate School of Law, Hitotsubashi University (present)	None
Reason for election Dr. Nobuaki Mukai has had no experience in corporate management, but he has professional knowledge and experience in corporate legal affairs as an attorney at law and therefore the Company nominates him as the candidate for Substitute Audit & Supervisory Board Member (External).		

Notes to Proposal 4:

1. There is no special interest between the candidate and the Company.
2. Dr. Nobuaki Mukai is a candidate for Substitute Audit & Supervisory Board Member (External).
3. The Company's Articles of Incorporation allow for the conclusion of agreements limiting the liability specified in Article 423, Paragraph 1 of the Companies Act to two years of remuneration and other consideration received or to be received for the performance of duties, and if Dr. Nobuaki Mukai assumes office as Audit & Supervisory Board Member (External), the Company plans to enter into such limited liability agreement with him.
4. The Company has concluded a directors and officers liability insurance policy with an insurance company as provided for in Article 430-3, Paragraph 1 of the Companies Act. In the event that a claim for damages is filed by a shareholder or third party, etc., the insurance policy will cover the damages and litigation costs, etc. to be paid by an insured party. If Dr. Nobuaki Mukai is elected as Audit & Supervisory Board Member (External), the Company plans to include him as an insured party under the insurance policy.
5. If Dr. Nobuaki Mukai assumes office as Audit & Supervisory Board Member (External), the Company plans to register him with Tokyo Stock Exchange as an independent officer as provided for by the aforementioned exchange.

Proposal 5: Revision of the Amount of Remuneration for Members of the Board

The remuneration for Members of the Board (excluding Members of the Board (External)) of the Company consists of basic remuneration as fixed remuneration and performance-linked remuneration, as well as a Board Benefit Trust (BBT), a stock-based remuneration system introduced after separately approved at the 102nd Annual General Meeting of Shareholders held on June 28, 2022, while the remuneration for Members of the Board (External) consists solely of basic remuneration.

With regard to the current remuneration amount for Members of the Board of the Company, it was agreed at the 90th Annual General Meeting of Shareholders held on June 29, 2010, that the total amount of basic remuneration and performance-linked remuneration would not exceed 420 million yen per year, which has continued until now. However, due to subsequent changes in the economic climate and the growth of the business, the maximum will be revised such that the total amount of basic remuneration and performance-linked remuneration shall not exceed 600 million yen per year (the amount for Members of the Board (External) shall not exceed 100 million yen per year).

The amounts of the respective remunerations are determined within the approved limit, based on the results of reports made by the Nomination and Remuneration Committee, of which independent Members of the Board (External) form a majority, in accordance with the “Policy on Determination of Remuneration, etc., of Individual Members of the Board” (see below). We judge the amounts to be appropriate, comprehensively considering the business scale of the Company, the current number of officers, future developments, and other factors.

Moreover, the amount of Member of the Board remuneration shall not include employee salary for Members of the Board who concurrently serve as employees, as has been the case.

The number of Members of the Board is currently eight (8) (including three (3) Members of the Board (External)). Subject to the approval of Proposal 2 “Election of Nine (9) Members of the Board” as proposed, the number of Members of the Board will be nine (9) (including four (4) Members of the Board (External)).

<Reference: Policy on Determination of Remuneration, etc., of Individual Members of the Board>

1. Basic Policy

The Company’s basic policy requires that Member of the Board remuneration be set at an appropriate level based on the responsibilities of individual Members of the Board in each position. Specifically, Member of the Board remuneration shall consist of basic remuneration as fixed remuneration, performance-linked remuneration, and stock-based remuneration. In view of their duties, Members of the Board (External) shall only be paid basic remuneration.

2. Policy on Determination of Basic Remuneration, etc., (Monetary Remuneration) of Individual Members of the Board (including Policy on Determination of Timing of Payment and Conditions of Remuneration)

Basic remuneration shall be fixed monthly remuneration according to the responsibilities of each position.

3. Policy on Determination of the Details and Amount of Performance-linked Remuneration, etc. (including Policy on Determination of Timing of Payment and Conditions of Remuneration)

Performance-linked remuneration shall be cash compensation that reflects performance indicators in order to raise awareness of performance improvement for each fiscal year. Specifically, it will consist of a portion determined based on the level of consolidated ordinary income for the current fiscal year and a portion determined based on the amount of change in consolidated ordinary income compared to the previous fiscal year, and the amount calculated based on the actual results of consolidated ordinary income shall be paid annually at a predetermined time as a bonus.

4. Policy on Determination of Non-Monetary Remuneration, etc.

Non-monetary remuneration shall be used as stock-based remuneration by a Board Benefit Trust in order to provide incentive to improve the Company’s medium- to long-term performance and increase corporate value. Points based on the position will be granted at a predetermined time every year and the Company’s shares will be paid at the time of a Member of the Board’s resignation according to the number of points he/she earned during his/her term of office after his/her term of office ends.

5. Policy on Determining the Ratio of the Amount of Basic Remuneration and Performance-linked Remuneration to the Total Amount of Individual Member of the Board Remuneration

The ratio of basic remuneration, performance-linked remuneration, non-monetary remuneration, etc. shall be an appropriate ratio in accordance with sharing benefits with shareholders and continuously improving corporate value.

6. Matters concerning Decisions on the Content of Remuneration of Individual Member of the Board

With regard to the amount of remuneration for individuals in 2, 3, and 4 above, based on the resolution of the Board of Directors, the determination of the specific content shall be delegated to consultations of the Representative Member of the Board based on reports by the Nomination and Remuneration Committee.

Proposal 6: Revision of the Amount of Remuneration for Audit & Supervisory Board Members

With regard to the remuneration amount for Audit & Supervisory Board Members of the Company, it was agreed at the 94th Annual General Meeting of Shareholders held on June 27, 2014, that the amount of remuneration would not exceed 80 million yen per year, which has continued until now. However, due to subsequent changes in the economic climate and the growth of the business, the maximum will be revised such that the amount of remuneration for Audit & Supervisory Board Members shall not exceed 120 million yen per year.

The remuneration for Audit & Supervisory Board Members will continue to consist only of fixed basic remuneration.

The number of Audit & Supervisory Board Members is currently four (4) (including two (2) Audit & Supervisory Board Members (External)). Subject to the approval of Proposal 3 “Election of Three (3) Audit & Supervisory Board Members” as proposed, the number of Audit & Supervisory Board Members will remain unchanged.

<Shareholder Proposal>

Proposal 7: Approval of Remuneration Amount for Restricted Stock-based Remuneration System

Proposal 7 is made by LONGCHAMP SICAV (shareholder proposal).

The outline of and reason for the proposal is described as per original text.

(1) Outline of proposal

At the Annual General Meeting of Shareholders held on June 29, 2010, it was resolved that the maximum remuneration amount for Members of the Board of the Company would be 420 million yen per year. In addition, separately from the above remuneration framework, it was resolved at the Annual General Meeting of Shareholders held on June 28, 2022, to introduce a Board Benefit Trust stock-based remuneration system for Members of the Board (excluding Members of the Board (External)), which grants them a fixed number of points in consideration of their position, etc. for each business year, with the total number of points converted into one common share of the Company per point per business year, up to a maximum of 40,000 points. Separately from the above annual remuneration, the present proposal would allow Members of the Board of the Company (including Members of the Board (External)) monetary remuneration claims for the purpose of granting restricted stock up to a maximum of 280,000 shares (not exceeding 420 million yen per year).

The specific timing and allocation of payments would be determined by the Board of Directors, but this proposal is designed as an incentive plan linked to performance, including ROE and TSR (total shareholder return), and if performance criteria are met, it proposes granting restricted stock equivalent to three times the fixed remuneration amount on a cumulative basis over the next three years.

(2) Reason for proposal

We consider the small amount of stock owned by each director and the resulting lack of a shareholder perspective to be the biggest weakness of boards of directors in Japan. Members of the Board of the Company likewise do not own much stock, with the majority of their economic benefits being basic remuneration in the form of fixed remuneration. While there is some remuneration linked to the achievement of performance, we believe that the sharing of shareholders' values, which is the purpose of restricted stock-based remuneration, is insufficient. It is necessary for Members of the Board to receive the benefits of improved corporate value along with shareholders by providing them with an economic incentive aimed at continuous improvement of the Company's corporate value and aligning their interests with those of shareholders.

The standard for stock-based remuneration that is effective in ensuring shared values between Members of the Board and shareholders is an amount equivalent to three times the fixed remuneration amount. While the Company has introduced a Board Benefit Trust stock-based remuneration system, in its 103rd fiscal year (from April 1, 2022 to March 31, 2023), stock-based remuneration for its Members of the Board (excluding Members of the Board (External)) was 12 million yen versus 275 million yen paid in fixed remuneration this year. Stock-based remuneration is only 4% of fixed remuneration. At that rate, it would take around 69 years until the Members of the Board owned stock equivalent to three times their fixed remuneration amount, which is the standard for stock-based remuneration that is effective in ensuring shared values between Members of the Board and shareholders. Since restricted stock-based remuneration has no meaning unless it is granted while the Members of the Board are in office, it is necessary to grant a certain amount within a shorter timeframe.

Furthermore, in the USA and Europe, almost all leading publicly listed corporations have adopted stock ownership guidelines which stipulate a requirement to maintain ownership of a certain amount of stock for a certain period of time, which is believed necessary to share shareholders' values. Following a vesting period of several years, in most cases senior management receive three to five times their basic remuneration, while external directors receive an amount equivalent to their remuneration. Irrespective of past conventions, we propose that the Company's Members of the Board and other executive-level

managers target an ownership level on par with international standards and show their commitment to it via appropriate disclosure, and we believe that stock ownership guidelines should be established.

<Opinion of Board of Directors of the Company>

The Board of Directors of the Company opposes this shareholder proposal.

As a basic rule, when determining remuneration for individual Members of the Board, the Company sets remuneration for Members of the Board (excluding Members of the Board (External)) at an appropriate level in accordance with its “Policy on Determination of Remuneration, etc., of Individual Members of the Board,” based on a remuneration system linked to shareholder profits so that it will function adequately as an incentive to continuously improve corporate value. Specifically, with a basic policy of setting it at a reasonable level based on the responsibilities of each Member of the Board’s position, Members of the Board’s remuneration consists of basic remuneration as fixed remuneration, bonuses as performance-linked remuneration, and Board Benefit Trust (BBT) stock-based remuneration as non-monetary remuneration, etc. Performance-linked remuneration bonuses act as a short-term incentive, while stock-based remuneration acts as a long-term incentive. However, since the role of Members of the Board (External) and Audit & Supervisory Board Members is to monitor and supervise management from a perspective that is independent of business execution, bonuses and stock-based remuneration are not paid to them.

Furthermore, with regard to Members of the Board’s remuneration, for the purpose of ensuring neutrality and objectivity, the Company has formed the Nomination and Remuneration Committee as a voluntary advisory body for the Board of Directors, with a majority of the members being independent Members of the Board (External). The Board of Directors makes decisions about the remuneration system for Members of the Board, including the “Policy on Determination of Remuneration, etc., of Individual Members of the Board,” based on the results of reports made by the Nomination and Remuneration Committee.

This shareholder proposal proposes the introduction of restricted stock-based remuneration as a stock-based remuneration system.

However, the Company introduced the BBT system after obtaining the approval at the Company’s 102nd Annual General Meeting of Shareholders held in June 2022. This system aims to clarify the linkage between the remuneration of Members of the Board and the value of shares, and to raise awareness that Members of the Board contribute to the improvement of medium- to long-term performance and enhance corporate value by sharing not only the merits of rising stock price but also the risk of stock price declines with shareholders. Therefore, the Board of Directors of the Company believes that the system amply ensures shared values between Members of the Board and shareholders.

In addition, this shareholder proposal, which would allow monetary remuneration claims for the purpose of granting restricted stock up to a maximum of 280,000 shares (not exceeding 420 million yen per year) to eligible Members of the Board, etc., is designed as an incentive plan linked to performance, including ROE and TSR (total shareholder return), and if performance criteria are met, it also proposes granting restricted stock equivalent to three times the fixed remuneration amount on a cumulative basis over the next three years. However, the Board of Directors of the Company has determined appropriate payment ratios for basic remuneration, performance-linked remuneration, and non-monetary remuneration with the aim of sharing shareholders’ interests and continuously improving corporate value, and since this shareholder proposal is an excessively stock-based remuneration system that is significantly unbalanced in terms of stock remuneration as non-monetary remuneration, etc. versus basic remuneration and performance-linked bonuses, which diverges from the Company’s basic policy with regard to Members of the Board’s remuneration, it is considered to be inappropriate.

Furthermore, this shareholder proposal proposes introducing a restricted stock-based remuneration system for Members of the Board (External) as well. However, as indicated above, the Company expects Members of the Board (External) to play a role in monitoring and supervising management from a perspective that is independent of business execution. Granting performance-linked incentives to these individuals is therefore considered to be inappropriate.

The Company is currently reviewing its overall corporate governance, and going forward, it will continue to consider better policies related to the nature of remuneration for the Company’s Members of the Board, including granting them appropriate incentives, with a view to providing incentives that will improve medium- to long-term performance and increase corporate value.

Based on the above, the Company’s Board of Directors opposes this proposal submitted by shareholders.

(Reference) Executive structure if Proposal 2 and Proposal 3 are approved

The abilities and experience of Members of the Board and Audit & Supervisory Board Members of the Company in relation to the skills required for the Company to achieve its 2026 Medium-term Management Plan and to contribute to a sustainable society by supplying “indispensable key parts” are as follows:

Note: The following table does not represent all the knowledge possessed by Members of the Board and Audit & Supervisory Board Members.

Of the expected skills in the following table, a “○” indicates a skill associated with each candidate’s background and a “◎” indicates a skill that is highly expected to be demonstrated by the candidate.

The expected skills for the Members of the Board and Audit & Supervisory Board Members are reviewed according to changes in the business environment and management policies.

Name	Position	Gender	Attribute	Qualifications	Expected Skill	
Takashi Kayamoto	Chairman & Representative Member of the Board, CEO	Male	[Nomination and Remuneration Committee member]		Corporate Management	Technology/ Research and Development/ Manufacturing
Kazuhisa Uemura	Representative Member of the Board President & COO	Male	[Nomination and Remuneration Committee member]		◎	◎
Kiyohiko Kanmei	Representative Member of the Board Executive Vice President & CQO, CTO	Male			◎	
Hidefumi Yoshimura	Representative Member of the Board Executive Vice President & CFO President of Procurement Division	Male			○	○
Shunsuke Sasaki	Member of the Board Senior Corporate Officer President of Sales Division	Male			○	
Keiichiro Sue	Member of the Board (External)	Male	[External] [Independent] [Nomination and Remuneration Committee member]	Attorney at law	○	
Katsuko Tanaka	Member of the Board (External)	Female	[External] [Independent] [Nomination and Remuneration Committee member]	Doctor		
Hiromi Tamakoshi	Member of the Board (External)	Female	[External] [Independent] [Nomination and Remuneration Committee member]	Attorney at law Certified public accountant		
Reiko Furukawa	Member of the Board (External)	Female	[External] [Independent] [Nomination and Remuneration Committee member]		○	
Masakazu Toyoda	Audit & Supervisory Board Member	Male			○	
Naoya Mizutani	Audit & Supervisory Board Member	Male				
Ichiro Ebihara	Audit & Supervisory Board Member (External)	Male	[External] [Independent]	Certified public accountant	○	
Yuko Yamada	Audit & Supervisory Board Member (External)	Female	[External] [Independent]	Certified internal auditor U.S. certified public accountant		

Name	Expected Skill							
	Finance/ Accounting	Sales/ Marketing	Overseas Experience/ Inter- nationality	Global Environment	Human Resources/ Labor/ Human Rights	Corporate Governance	Risk Management/ Compliance/ Legal	IT/DX
Takashi Kayamoto		○	○	○		◎		
Kazuhisa Uemura	○	◎	○		○	○	○	
Kiyohiko Kanmei		○	○	◎				◎
Hidefumi Yoshimura	◎		○		◎		○	
Shunsuke Sasaki	○	◎	○					
Keiichiro Sue			○			○	◎	
Katsuko Tanaka			○		◎			
Hiromi Tamakoshi	○					○	◎	
Reiko Furukawa					◎	○		○
Masakazu Toyoda	◎		○			○	◎	
Naoya Mizutani	◎					◎		
Ichiro Ebihara	◎					◎	○	
Yuko Yamada	◎		○			○	○	

Definition of Each Skill
<p>Corporate Management Perceives changes in the management environment, formulates appropriate strategies, and supports responsible management execution</p>
<p>Technology/Research and Development/Manufacturing Ensures the provision of world-leading quality through innovative research and technological development</p>
<p>Finance/Accounting In addition to accurate financial and accounting reporting, supports the formulation of financial strategies that contribute to continuous improvement in corporate value</p>
<p>Sales/Marketing Formulates sales strategies that accurately capture the business environment and customer needs, and ensures our market advantages</p>
<p>Overseas Experience/Internationality Understands diverse values and cultures, and makes decisions from a global perspective</p>
<p>Global Environment Promotes building a decarbonized society through reductions in CO₂ emissions, and the achievement of zero industrial waste</p>
<p>Human Resources Development/Labor/Human Rights Serves as a driving force behind our corporate culture of “Respect for People,” and promotes support for the growth and active participation of diverse human resources</p>
<p>Corporate Governance Understands the state of governance concerning business execution, and raises appropriate issues</p>
<p>Risk Management/Compliance/Legal Understands the state of risk control, and raises appropriate issues</p>
<p>IT/DX Serves as a driving force behind improvements in productivity and operational efficiency while utilizing knowledge about the latest IT and DX</p>