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(Stock Exchange Code 7287)

June 7, 2023

(Date of Commencement of Electronic Provision Measures:

June 6, 2023)

**To Shareholders with Voting Rights:**

Koichi Sato  
President, Representative Director and Chief  
Executive Officer  
NIPPON SEIKI CO., LTD.  
2-34, Higashizaoh 2-chome, Nagaoka-shi,  
Niigata

**NOTICE OF  
THE 78TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

You are cordially notified of the 78th Annual General Meeting of Shareholders of NIPPON SEIKI CO., LTD. (the “Company”). The meeting will be held for the purposes as described below.

In convening this Annual General Meeting of Shareholders, we have taken measures to electronically provide information (“Matters for Electronic Provision”) that mainly constitutes the Reference Documents for the Shareholders’ Meeting and have posted such information as the “NOTICE OF THE 78TH ANNUAL GENERAL MEETING OF SHAREHOLDERS” on the Company’s website on the Internet. Therefore, shareholders are asked to review the materials by accessing the Company’s website indicated below.

The Company’s website: [https://www.nippon-seiki.co.jp/global/ir\\_meeting/](https://www.nippon-seiki.co.jp/global/ir_meeting/)

In addition to the above website, the Matters for Electronic Provision have also been posted on the Tokyo Stock Exchange (TSE) website. Shareholders are, therefore, asked to confirm the materials by accessing the TSE website (Listed Company Search) indicated below, entering and searching the issue name (the Company’s name) or securities code, and selecting “Basic information” and “Documents for public inspection / PR information.”

The Tokyo Stock Exchange website (Listed Company Search)

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

If you do not attend the meeting, you can exercise your voting rights via the Internet or in writing. Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:00 p.m. on Tuesday, June 27, 2023, Japan time.

1. **Date and Time:** Wednesday, June 28, 2023, at 10:00 a.m.
2. **Place:** Gymnasium at the headquarters of the Company, located at 2-34, Higashizaoh 2-chome, Nagaoka-shi, Niigata
3. **Meeting Agenda:**  
**Matters to be reported:**
  1. The Business Report, Consolidated Financial Statements for the Company's 78th Fiscal Year (April 1, 2022–March 31, 2023) 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 78th Fiscal Year (April 1, 2022–March 31, 2023)

**Proposals to be resolved:**

**<Company Proposals>**

**Proposal 1** Election of Six (6) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

**Proposal 2** Election of Five (5) Directors Who Are Audit and Supervisory Committee Members

**<Shareholder Proposal>**

**Proposal 3** Acquisition of Treasury Stock

**4. Matters decided upon the convocation of the General Meeting of Shareholders**

- (1) Among the Matters for Electronic Provision, in accordance with laws and regulations and the provisions of Articles 16 of the Articles of Incorporation of the Company, the "Notes to the Consolidated Financial Statements" and the "Notes to the Non-consolidated Financial Statements" are not included in the paper-based documents delivered to shareholders who have requested the delivery of such documents. Therefore, the documents provided to shareholders who have requested the delivery of paper-based documents constitute a portion of the documents audited by the Audit and Supervisory Committee and the Accounting Auditors in the preparation of their respective Audit Reports.
- (2) If you exercise your voting rights both via the Internet and in writing, the Company will only deem the exercise via the Internet valid. Also, if you exercise your voting rights several times via the Internet, the Company will only deem the last exercise valid.
- (3) If you do not indicate your vote for or against each proposal on the Voting Rights Exercise Form returned to the Company via postal mail, the Company will deem that you have approved each of the company proposals and disapproved the shareholder proposal.

End

- The reception starts at 9 a.m.
- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- If you are unable to attend the meeting, you may exercise your voting rights by a proxy. In such case, the proxy must be another shareholder of the Company who holds voting rights, and that person will be required to submit a document certifying his/her authority to be a proxy.
- If any revisions to the Matters for Electronic Provisions arise, a notice to that effect and both the matters before the revision and after the revision will be posted on the Internet, namely on the Company's website and the TSE website, which are mentioned above.

**Guidance on How to Exercise the Voting Rights**

**If you are able to attend the General Meeting of Shareholders:**

<b>Attending the General Meeting of Shareholders</b>	<p><b>Date and time of the meeting:</b>  <b>Wednesday, June 28, 2023, at 10:00 a.m.</b>                  Please bring the enclosed Voting Rights Exercise Form and submit it at the reception desk.                  Please come to the venue early as the reception desk will be crowded immediately before the opening of the meeting.</p>
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**If you are unable to attend the General Meeting of Shareholders:**

Voting in writing	“Smart Voting”	Voting via the Internet From a PC, a smartphone, etc., access the voting website at: <a href="https://www.web54.net">https://www.web54.net</a>
<b>Voting Deadline</b>	<b>Voting Deadline</b>	<b>Voting Deadline</b>
<b>To be received no later than 5:00 p.m. Tuesday, June 27, 2023</b>	<b>No later than 5:00 p.m. Tuesday, June 27, 2023</b>	<b>No later than 5:00 p.m. Tuesday, June 27, 2023</b>
Please indicate your vote for or against the proposal on the enclosed Voting Rights Exercise Form and return it so that it will be received by the Shareholder Register Administrator of the Company by the deadline.	Please scan the “Login QR Code for the voting website for smartphones” provided in the lower right of the enclosed Voting Rights Exercise Form with a smartphone or a tablet terminal.	Please access the voting website, use the Voting Rights Exercise Code and the Password provided on the enclosed Voting Rights Exercise Form, and follow the on-screen instructions to register your vote for or against the proposal.

**Please see the following page for detail.**

If you have questions about the use of your PC or smartphone for exercising your voting rights, please contact:

**Sumitomo Mitsui Trust Bank, Limited, Securities Agent Web Support Hotline**

Toll-free call: 0120-652-031

Services available from 9 a.m. to 9 p.m.

**Guidance on How to Complete the Voting Rights Exercise Form**

At this Annual General Meeting of Shareholders, both the company proposals and the shareholder proposal will be resolved.

Proposal No. 3 has been proposed by a shareholder.

The Board of Directors of the Company opposes this shareholder proposal. For details, please see pages 22 and 23.

If you are in favor of the company proposals and the opinion of the Company's Board of Directors				If you are in favor of the shareholder proposal	
議案	第1号案 <small>(下の候補者を除く)</small>	第2号案 <small>(下の候補者を除く)</small>		議案	第3号案
会社提案	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	株主提案	<input type="radio"/>
	<input type="radio"/>	<input type="radio"/>			<input type="radio"/>

Also, when exercising your voting rights via the Internet, etc., please refer to the above sample Voting Rights Exercise Form and enter your vote for or against each proposal.

\*If you do not indicate your vote for or against each proposal, the Company will deem that you have approved each of the company proposals and disapproved the shareholder proposal.

<b>“Smart Voting”</b>	
<b>1. Access the voting website for smartphones</b> Please scan the “Login QR Code for the voting website for smartphones” with a smartphone or a tablet terminal. <small>*QR Code is a registered trademark of DENSO WAVE INCORPORATED.</small>	
<b>2. Open the voting website</b> Please access the URL presented on the screen, to open the voting website. There are two ways to exercise your voting rights.	
<b>3. Vote for or against each proposal individually</b> Please follow the on-screen instructions to enter your vote for or against each proposal.	<b>4. “Approve” all the proposals presented by the Company</b>
<b>If there are no problems on the confirmation page, please click on “Submit Vote” button to complete the voting process.</b>	
If you wish to change your vote after you have exercised your voting rights, you will need to scan the QR Code again and enter the “Voting Rights Exercise Code” and the “Password” provided on the enclosed Voting Rights Exercise Form. (You may also exercise your voting rights by accessing the voting website at <a href="https://www.web54.net">https://www.web54.net</a> directly from your PC.)	

<b>Voting via the Internet</b>
<b>1. Access the voting website at:</b> <a href="https://www.web54.net"><u>https://www.web54.net</u></a>
<b>2. Log in by entering the “Voting Rights Exercise Code” provided on the enclosed Voting Rights Exercise Form</b>
<b>3. Enter the Password provided on the enclosed Voting Rights Exercise Form</b>
<b>After that, please follow the on-screen instructions to enter your vote for or against each proposal.</b>

\* Shareholders will be responsible for connection and communication charges when using the voting website.

\* You may not be able to use the voting website depending on your Internet environment, the service you subscribe to, and the model of smartphone, etc. you are using.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References


### <Company Proposals: Proposals 1 and 2>

**Proposal 1:** Election of Six (6) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)


The terms of office of all six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members; the same applies hereinafter in this proposal) will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of six (6) Directors is proposed.


The candidates for Directors are as follows:


No.	Name	Current position at the Company	Attributes	Number of attendances at Board of Directors meetings
1	Koichi Sato	President, Representative Director and Chief Executive Officer	Reappointment Male	15 / 15
2	Keiichi Nagano	Director and Managing Officer	Reappointment Male	15 / 15
3	Masatoshi Azuma	Director and Managing Officer	Reappointment Male	15 / 15
4	Yuji Osaki	Director and Managing Officer	Reappointment Male	15 / 15
5	Masahiro Yoshihara	Director and Senior Operating Officer	Reappointment Male	10 / 10
6	Kazuhiko Murayama	Director and Senior Operating Officer	Reappointment Male	10 / 10


No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Relationship of special interests with the Company
1	 Koichi Sato (October 26, 1962)	April 1985      Joined the Company April 2006      Vice President and Director, N.S. International, Ltd. June 2011        Director, the Company June 2013        Managing Director June 2016        Director and Managing Officer April 2017       Director and Senior Managing Officer June 2019       Representative Director and Senior Managing Officer June 2020       President, Representative Director and Chief Executive Officer (to present)	17,050	None
		(Number of attendances at Board of Directors meetings)      15 / 15  (Reasons for selecting the candidate for Director) Koichi Sato has taken a leading role in the management of the Company as President and Representative Director and has an extensive range of experience in the execution of business in the engineering division and deep insight into corporate management. Aiming to become a “total solution company,” he has taken the leadership of the Nippon Seiki Group in implementing measures to enhance its corporate value. It is expected that, as a member of the Board of Directors, he will continue to utilize his wealth of experience and achievements to reinforce the Board’s decision-making and supervisory functions, and therefore he has been selected as a candidate for Director.		




No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Relationship of special interests with the Company
2	 Keiichi Nagano (July 5, 1965)	<p>             April 1989    Joined the Company              March 2014    General Manager, Nippon Seiki (Europe) B.V.              April 2020    Operating Officer              April 2020    Chief of the Headquarters, Instrument Design                                Headquarters              June 2020    Senior Operating Officer              April 2021    Chief of the Headquarters, Automotive Design                                Headquarters                                Geographical area in his charge: Europe              June 2021    Director and Senior Operating Officer              June 2021    Chief of the Headquarters, Automotive Design                                Headquarters                                In charge of HUD Engineering Headquarters and                                Engineering Headquarters                                Geographical area in his charge: Europe              April 2022    Chief of the Headquarters, Automotive System Design                                Headquarters                                In charge of HUD Business Headquarters and                                Engineering Headquarters                                Geographical area in his charge: Europe              June 2022    Director and Managing Officer (to present)              June 2022    Chief of the Headquarters, Automotive System Design                                Headquarters                                In charge of Engineering Headquarters                                Geographical area in his charge: Europe              April 2023    In charge of Automotive System Design Headquarters                                and Engineering Headquarters                                Geographical area in his charge: Europe (to present)              (Significant concurrent position)              • Chairman of the Board, DaNang Nippon Seiki Co., Ltd.           </p>	9,300	See Note 1
(Number of attendances at Board of Directors meetings)                      15 / 15		<p>(Reasons for selecting the candidate for Director)</p> <p>Keiichi Nagano has an extensive range of experience and achievements through the execution of businesses in the divisions of development and engineering, the management of overseas subsidiaries, and other responsibilities. In addition, he has assumed the office of Director and Managing Officer, thereby acquiring deep insight into corporate management.</p> <p>By utilizing his experience and knowledge at the Company's Board of Directors, he is expected to reinforce the Board's decision-making and supervisory functions, and therefore he has been selected as a candidate for Director.</p>		

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Relationship of special interests with the Company
3	 Masatoshi Azuma (June 11, 1963)	April 1984      Joined the Company December 2007      Senior Manager, HUD Engineering Dept., Instrument Cluster Design and Engineering Supervision Dept., Engineering Headquarters June 2014            Operating Officer April 2017            Chief of the Headquarters, Instrument Design Headquarters June 2018            Senior Operating Officer April 2020            Chief of the Headquarters, Enterprise Management Headquarters and General Manager, Enterprise Supervision Dept. Geographical area in his charge: ASEAN June 2020            Director and Managing Officer (to present) April 2021            Chief of the Headquarters, Enterprise Management Headquarters Geographical area in his charge: ASEAN and Taiwan April 2023            In charge of Enterprise Management Headquarters Geographical area in his charge: ASEAN, Taiwan, and India (to present) (Significant concurrent position) • Chairman of the Board, Thai Nippon Seiki Co., Ltd. • Chairman, Vietnam Nippon Seiki Co., Ltd. • Chairman, Taiwan Nissei Display System Co., Ltd.	9,200	See Note 2
		(Number of attendances at Board of Directors meetings)      15 / 15		
		(Reasons for selecting the candidate for Director) Masatoshi Azuma has an extensive range of experience and achievements through the execution of businesses in the divisions of development, engineering, and business management. In addition, he has assumed the office of Director and Managing Officer, thereby acquiring deep insight into corporate management. By utilizing his experience and knowledge at the Company's Board of Directors, he is expected to reinforce the Board's decision-making and supervisory functions, and therefore he has been selected as a candidate for Director.		

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Relationship of special interests with the Company
4	 Yuji Osaki (February 6, 1962)	March 1982    Joined the Company June 2014    Operating Officer October 2016    General Manager, Business Supervision Dept. I, Business Headquarters April 2018    Chief of the Headquarters, Sourcing Headquarters June 2019    Senior Operating Officer April 2020    Chief of the Headquarters, Sourcing Headquarters Geographical area in his charge: Japan June 2020    Director and Managing Officer (to present) April 2022    Chief of the Headquarters, Sourcing Headquarters In charge of Meter Business Headquarters, Sensor, EMS and Parts Business Headquarters, Automotive Business Headquarters, Quality Assurance Headquarters, and Consumer Product Business Headquarters Geographical area in his charge: Japan June 2022    Chief of the Headquarters, Sourcing Headquarters In charge of Sensor, EMS and Parts Business Headquarters, Automotive Business Headquarters, Quality Assurance Headquarters and Consumer Product Business Headquarters Geographical area in his charge: Japan April 2023    In charge of Sourcing Headquarters, Sensor, EMS and Parts Business Headquarters, Automotive Business Headquarters, and Consumer Product Business Headquarters Geographical area in his charge: Japan (to present) (Significant concurrent position) • Chairman, Hong Kong Nippon Seiki Co., Ltd. • Chairman, Dongguan Nissei Electronics Co., Ltd.	10,000	See Note 3
(Number of attendances at Board of Directors meetings)		15 / 15		
(Reasons for selecting the candidate for Director) Yuji Osaki has an extensive range of experience and achievements through the execution of businesses in the divisions of business and sourcing. In addition, he has assumed the office of Director and Managing Officer, thereby acquiring deep insight into corporate management. By utilizing his experience and knowledge at the Company's Board of Directors, he is expected to reinforce the Board's decision-making and supervisory functions, and therefore he has been selected as a candidate for Director.				

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Relationship of special interests with the Company
5	 Masahiro Yoshihara (March 11, 1964)	September 1985 Joined the Company October 2011 Senior Manager, Manufacturing Engineering Dept., Production Engineering Supervision Dept., Production Headquarters October 2016 President, Shanghai Nissei Display System Co., Ltd. April 2021 Operating Officer May 2021 Chief of the Headquarters, Production Engineering Headquarters April 2022 Chief of the Headquarters, Production Engineering Headquarters Geographical area in his charge: China June 2022 Director and Senior Operating Officer (to present) June 2022 Chief of the Headquarters, Production Engineering Headquarters, in charge of Production Headquarters Geographical area in his charge: China April 2023 In charge of Production Headquarters, Production Engineering Headquarters, and Quality Assurance Headquarters Geographical area in his charge: North and Mid America and South America (to present) (Significant concurrent position) • Chairman of the Board, Nippon Seiki De Mexico S.A. De C.V.	1,246	See Note 4
(Number of attendances at Board of Directors meetings)		10 / 10		
(Reasons for selecting the candidate for Director)		Masahiro Yoshihara has an extensive range of experience and achievements through the execution of businesses in the divisions of production and production engineering and as the top management of overseas subsidiaries. In addition, he has assumed the office of Director and Senior Operating Officer, thereby acquiring deep insight into corporate management. By utilizing his experience and knowledge at the Company's Board of Directors, he is expected to reinforce the Board's decision-making and supervisory functions, and therefore he has been selected as a candidate for Director.		

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Relationship of special interests with the Company
6	 Kazuhiko Murayama (October 3, 1961)	April 1985    Joined the Company May 2012    Business Vice President, Nissei Display Sales and Development Co., Ltd. May 2015    President, Nissei Display Sales and Development Co., Ltd. April 2019    Operating Officer April 2019    General Manager, Overseas Business Supervision Dept., Instrument Business Headquarters April 2021    Chief of the Headquarters, Automotive Business Headquarters Geographical area in his charge: North and Mid America and South America June 2021    Senior Operating Officer June 2022    Director and Senior Operating Officer (to present) June 2022    Chief of the Headquarters, Automotive Business Headquarters In charge of Meter Business Headquarters and HUD Business Headquarters Geographical area in his charge: North and Mid America and South America April 2023    In charge of Automotive Business Headquarters, Meter Business Headquarters, and HUD Business Headquarters Geographical area in his charge: China (to present) (Significant concurrent position) • Chairman, Shanghai Nissei Display System Co., Ltd. • Chairman, Wuhan Nissei Display System Co., Ltd. • Chairman, Nissei Display Sales and Development Co., Ltd. • Chairman, Hong Kong Ek Chor Nissei Co., Ltd.	8,953	See Note 5
	(Number of attendances at Board of Directors meetings)	10 / 10		
	(Reasons for selecting the candidate for Director) Kazuhiko Murayama has an extensive range of experience and achievements through the execution of businesses in the business division and as the top management of overseas subsidiaries. In addition, he has assumed the office of Director and Senior Operating Officer, thereby acquiring deep insight into corporate management. By utilizing his experience and knowledge at the Company's Board of Directors, he is expected to reinforce the Board's decision-making and supervisory functions, and therefore he has been selected as a candidate for Director.			

(Notes)

1. Candidate for Director, Keiichi Nagano, concurrently serves as Chairman of the Board, DaNang Nippon Seiki Co., Ltd., with which the Company has business relationships, including design outsourcing.
2. Candidate for Director, Masatoshi Azuma, has the following special interests with the Company.
  - a. He concurrently serves as Chairman of the Board, Thai Nippon Seiki Co., Ltd., with which the Company has business relationships, including the sales and purchases of products and parts.
  - b. He concurrently serves as Chairman, Vietnam Nippon Seiki Co., Ltd., with which the Company has business relationships, including the sales of products.
  - c. He concurrently serves as Chairman, Taiwan Nissei Display System Co., Ltd., with which the Company has business relationships, including the sales and purchases of products and parts. The Company also provides loans thereto.
3. Candidate for Director, Yuji Osaki, has the following special interests with the Company.
  - a. He concurrently serves as Chairman, Hong Kong Nippon Seiki Co., Ltd., with which the Company has business relationships, including the sales and purchases of products and parts. The Company also provides loans thereto.
  - b. He concurrently serves as Chairman, Dongguan Nissei Electronics Co., Ltd., with which the Company has business relationships, including the sales of products. The Company also provides loans thereto.
4. Candidate for Director, Masahiro Yoshihara, concurrently serves as Chairman of the Board, Nippon Seiki De Mexico S.A. De C.V., with which the Company has business relationships, including the sales and purchases of products and parts. The Company also provides loans thereto.
5. Candidate for Director, Kazuhiko Murayama, has the following special interests with the Company.
  - a. He concurrently serves as Chairman, Shanghai Nissei Display System Co., Ltd., with which the Company has business relationships, including the sales and purchases of products and parts.
  - b. He concurrently serves as Chairman, Wuhan Nissei Display System Co., Ltd., with which the Company has business relationships, including the sales of products and parts. The Company also provides loans thereto.
  - c. He concurrently serves as Chairman, Nissei Display Sales and Development Co., Ltd., with which the Company has business relationships, including the sales of products.
  - d. He concurrently serves as Chairman, Hong Kong Ek Chor Nissei Co., Ltd.
6. The Company has entered into a directors and officers (D&O) liability insurance contract with an insurance company. In the event that claims for damages are made against the insured persons, the said insurance contract shall compensate for legal damages and litigation expenses to be borne by the insured. If elected, each candidate will be insured under the said insurance contract. Also, the Company intends to renew the said insurance contract with the same contents at the time of the next renewal.
7. The Audit and Supervisory Committee has expressed its opinion regarding the selection of Directors (excluding Directors who are Audit and Supervisory Committee Members) as follows:

The Audit and Supervisory Committee, based on the “Audit and Supervisory Committee Auditing Standards,” examined with regard to this proposal whether the candidates have been selected and nominated in accordance with the policy set forth in the “Basic Approach to Corporate Governance” of the Company, after receiving explanations of the deliberation results from the Appointment Advisory Committee consisted of three Outside Directors who are Audit and Supervisory Committee Members regarding the approach taken in selecting candidates for Directors and their careers, achievements, and roles, etc. that are to be assigned to each candidate, and exchanging opinions. As a result, it has been deemed that the selection and nomination procedures are appropriate and that each candidate is suitable as a Director of the Company.


**Proposal 2: Election of Five (5) Directors Who Are Audit and Supervisory Committee Members**

The terms of office of all six (6) Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of five (5) Directors who are Audit and Supervisory Committee Members is proposed, after a reduction of the number of such Directors by one (1) in consideration of the composition of the Board of Directors as a whole.


This proposal has already received the consent of the Audit and Supervisory Committee.


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


No.	Name	Current position at the Company	Attributes	Number of attendances at Board of Directors meetings	Number of attendances at Audit and Supervisory Committee meetings
1	Tatsuya Nagai	Director (Audit and Supervisory Committee Member)	Reappointment Male	15 / 15	14 / 14
2	Etsuo Saiki	Director (Audit and Supervisory Committee Member)	Reappointment Outside Director Independent Director Male	15 / 15	14 / 14
3	Eiko Tomiyama	Director (Audit and Supervisory Committee Member)	Reappointment Outside Director Independent Director Female	15 / 15	14 / 14
4	Kiyoshi Suzuki	Director (Audit and Supervisory Committee Member)	Reappointment Outside Director Independent Director Male	15 / 15	14 / 14
5	Toshihiko Enomoto	—	New appointment Outside Director Independent Director Male	—	—


No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Relationship of special interests with the Company
1	 Tatsuya Nagai (November 10, 1959)	March 1982    Joined the Company May 1996    Director, Matto Nippon Seiki Co., Ltd. (currently NS Advantech Co., Ltd.) March 2003    General Manager, Corporate Planning & Control Dept., Corporate Headquarters November 2006    Senior Manager, Business Development Dept., Business Headquarters October 2006    Senior Manager, India Business Development Office, Business Headquarters April 2014    Senior Manager, Internal Auditing Office June 2018    Full-time Audit & Supervisory Board Member June 2019    Director (Full-time Audit and Supervisory Committee Member) (to present)	97,262	None
	(Number of attendances at Board of Directors meetings)    15 / 15 (Number of attendances at Audit and Supervisory Committee meetings) 14 / 14 (Reasons for selecting the candidate for Director who is an Audit and Supervisory Committee Member) After having served as Director of a domestic subsidiary, Tatsuya Nagai has accumulated an extensive range of experience and achievements, including the execution of businesses in the Corporate Planning & Control Department and the business division as well as the engagement in internal audit operations in the responsible position as Senior Manager, Internal Auditing Office. In addition, he has deep knowledge and experience in audits. By utilizing his abundant experience and knowledge in supervision, etc. of execution of the Company's businesses, he is expected to continue to adequately perform the duties as a Director who is an Audit and Supervisory Committee Member, and therefore he has been selected as a candidate for Director who is an Audit and Supervisory Committee Member.			



No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Relationship of special interests with the Company
2	 <p>Etsuo Saiki (October 9, 1950)</p> <p>Outside Director</p> <p>Independent Director</p>	<p>April 1979 Registered as Lawyer</p> <p>April 1979 Joined Sakai Kiichi Law Office</p> <p>April 1983 Opened Sakai and Saiki Law Office</p> <p>April 2002 Lecturer and Visiting Professor, Faculty of Law, Niigata University</p> <p>April 2003 Civil Conciliation Commissioner, Niigata District Court, and Niigata Summary Court</p> <p>April 2004 Lecturer, Niigata University Law School</p> <p>May 2009 Founder &amp; Representative, ASAHI NIIGATA Law Office (to present)</p> <p>June 2015 Audit &amp; Supervisory Board Member</p> <p>June 2019 Director (Audit and Supervisory Committee Member) (to present)</p> <p>(Number of attendances at Board of Directors meetings) 15 / 15</p> <p>(Number of attendances at Audit and Supervisory Committee meetings) 14 / 14</p> <p>(Reasons for selecting the candidate for Director who is an Audit and Supervisory Committee Member and an outline of the expected roles)</p> <p>Etsuo Saiki is currently an Outside director who is an Audit and Supervisory Committee Member and his period of service as such will be four years at the conclusion of this Annual General Meeting of Shareholders.</p> <p>Based on his expert knowledge and experience gained as a lawyer, he is expected to provide advice, suggestions, and supervision regarding the corporate management strategy of the Company, including the management policies, from an objective and medium- and long-term viewpoint.</p> <p>Although Etsuo Saiki has not directly been involved in corporate management other than serving as an Outside Director, he has expert knowledge and experience gained as a lawyer. For these reasons, he is deemed able to adequately perform the duties as a Director who is an Audit and Supervisory Committee Member. In the expectation that he will supervise the management of the Company, he has been selected as a candidate for Director who is an Audit and Supervisory Committee Member.</p>	4,900	None

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Relationship of special interests with the Company
3	 Eiko Tomiyama (October 31, 1963) <div style="border: 1px solid black; padding: 2px; width: fit-content; margin: 5px 0;">Outside Director</div> <div style="border: 1px solid black; padding: 2px; width: fit-content; margin: 5px 0;">Independent Director</div>	March 1986 Graduated Department of Russian Language, School of Foreign Language, Tokyo University of Foreign Studies April 1986 Joined Itoman Co., Ltd. August 1989 Temporary Employee, Television Niigata Network Co., Ltd. (interpretation, translation, explanation, international exchange, etc.) April 1994 Court Interpreter, Niigata District Court March 2002 Doctor, Completed Doctoral Course, Major in Multisocial Studies, Graduate School of Modern Society and Culture, Niigata University (Economics) April 2006 Assistant Professor, Associate Professor, Graduate School of Entrepreneurial Studies, Graduate Institute for Entrepreneurial Studies, Niigata Sogo Gakuen April 2010 Professor, Graduate School of Entrepreneurial Studies, Graduate Institute for Entrepreneurial Studies, Niigata Sogo Gakuen (to present) April 2014 Vice President in charge of Regional/International Affairs, Graduate Institute for Entrepreneurial Studies, Niigata Sogo Gakuen (to present) June 2018 Director June 2019 Director (Audit and Supervisory Committee Member) (to present) (Significant concurrent position) <ul style="list-style-type: none"> <li>• Professor, Graduate School of Entrepreneurial Studies, Graduate Institute for Entrepreneurial Studies, Niigata Sogo Gakuen</li> <li>• Vice President in charge of Regional/International Affairs, Graduate Institute for Entrepreneurial Studies, Niigata Sogo Gakuen</li> </ul>	4,000	None
		(Number of attendances at Board of Directors meetings) 15 / 15		
		(Number of attendances at Audit and Supervisory Committee meetings) 14 / 14		
		(Reasons for selecting the candidate for Director who is an Audit and Supervisory Committee Member and an outline of the expected roles) Eiko Tomiyama is currently an Outside Director who is an Audit and Supervisory Committee Member of the Company, and her period of service as Outside Director will be five years at the conclusion of this Annual General Meeting of Shareholders, and her period of service as Outside Director who is an Audit and Supervisory Committee Member will be four years at the conclusion of this Annual General Meeting of Shareholders. Based on her research achievements, mainly in the study of the global marketing field of the automobile industry, including those in emerging countries, she is expected to provide advice, suggestions, and supervision regarding the corporate management strategy of the Company, including the management policies and matters related to SDGs and ESG, from an objective and medium- and long-term viewpoint, thereby contributing to the sustainable growth of the Company. Although she has not directly been involved in corporate management other than serving as an Outside Director, she has mainly studied the global marketing field of the automobile industry, including those in emerging countries for many years, accumulating significant knowledge and experience as an expert in economy and business management. For these reasons, she is deemed able to adequately perform the duties as a Director who is an Audit and Supervisory Committee Member. In the expectation that she will supervise the management of the Company, she has been selected as a candidate for Director who is an Audit and Supervisory Committee Member.		

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Relationship of special interests with the Company
4	 Kiyoshi Suzuki (April 20, 1952) <div style="border: 1px solid black; padding: 2px; width: fit-content; margin: 5px auto;">Outside Director</div> <div style="border: 1px solid black; padding: 2px; width: fit-content; margin: 5px auto;">Independent Director</div>	<p>April 1975     Joined Sankyo Electric Company (currently SANDEN CORPORATION)</p> <p>September 2000     General Manager of Quality Division, SANDEN CORPORATION</p> <p>June 2003     Director &amp; Corporate Officer, General Manager of Technology Division, the said Company</p> <p>June 2005     Director &amp; Executive Corporate Officer, General Manager of Technology Division, the said Company</p> <p>June 2007     Senior Director in charge of Technology, IT, and Corporate Planning, the said Company</p> <p>January 2014     Senior Executive Officer, Head of Technology Development Division, PARAMOUNT BED CO., LTD.</p> <p>June 2019     Director (Audit and Supervisory Committee Member) (to present)</p>	1,900	None
	<p>(Number of attendances at Board of Directors meetings)     15 / 15</p> <p>(Number of attendances at Audit and Supervisory Committee meetings) 14 / 14</p> <p>(Reasons for selecting the candidate for Director who is an Audit and Supervisory Committee Member and an outline of the expected roles)</p> <p>Kiyoshi Suzuki is currently an Outside Director who is an Audit and Supervisory Committee Member of the Company, and his period of service as such will be four years at the conclusion of this Annual General Meeting of Shareholders.</p> <p>He is expected to provide appropriate advice, suggestions, and supervision regarding the corporate management strategy including the management policies, from an objective and medium- long-term viewpoint, based on the extensive range of management experience as Director of a global company, and a wide range of achievements mainly in the fields of new technology development, new product development, and quality assurance.</p> <p>He has an extensive range of management experience as Director of a global company and a wide range of achievements mainly in the fields of new technology development, new product development, and quality assurance. For these reasons, he is expected to supervise the management of the Company and he has been selected as a candidate for Director who is an Audit and Supervisory Committee Member.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	Relationship of special interests with the Company
5	 Toshihiko Enomoto (August 28, 1958) <div style="border: 1px solid black; padding: 2px; width: fit-content; margin: 2px;">New appointment</div> <div style="border: 1px solid black; padding: 2px; width: fit-content; margin: 2px;">Outside Director</div> <div style="border: 1px solid black; padding: 2px; width: fit-content; margin: 2px;">Independent Director</div>	April 1985    Joined NSK Ltd. June 2008    Head of Consolidated Accounting Department, Finance Division Headquarters, the said Company June 2013    Vice President, Deputy Head of Finance Division Headquarters, the said Company June 2015    Executive Advisor, Head of Internal Audit Department, the said Company June 2016    Director, Member of the Audit Committee, the said Company June 2021    Executive Advisor, the said Company June 2022    Retired from the post of Executive Advisor, the said Company	0	None
<p>(Reasons for selecting the candidate for Director who is an Audit and Supervisory Committee Member and an outline of the expected roles)</p> <p>Toshihiko Enomoto is a new candidate for Director who is an Audit and Supervisory Committee Member.</p> <p>He is expected to provide appropriate advice, suggestions, and supervision regarding the corporate management strategy including the management policies, from an objective and medium- long-term viewpoint, based on the extensive range of management experience as Director of a global company, and a wide range of achievements mainly in the fields of finance and accounting and operational audits.</p> <p>He has an extensive range of management experience as Director of a global company and a wide range of achievements mainly in the fields of finance and accounting and operational audits. For these reasons, he is expected to supervise the management of the Company and he has been newly selected as a candidate for Director who is an Audit and Supervisory Committee Member.</p>				

(Notes)

1. Each of the candidates has no special interests with the Company.
2. Etsuo Saiki, Eiko Tomiyama, Kiyoshi Suzuki, and Toshihiko Enomoto are candidates for Outside Directors. Etsuo Saiki, Eiko Tomiyama, and Kiyoshi Suzuki have been designated as Independent Directors as set forth by the Tokyo Stock Exchange and notification thereof has been submitted to the said Exchange. If the election of each of them is approved, they will continue to be designated as Independent Directors. Additionally, if Toshihiko Enomoto is elected, the Company plans to designate him as an Independent Director as set forth by the Tokyo Stock Exchange.
3. The Company has agreements with Etsuo Saiki, Eiko Tomiyama, and Kiyoshi Suzuki to limit the liability for damages as prescribed in Article 423, Paragraph 1 of the Companies Act pursuant to the provisions of Article 427, Paragraph 1 of the same Act. If the election of each of them is approved, the Company will continue the said agreement with each of them. Additionally, if Toshihiko Enomoto is elected, the Company plans to conclude a similar agreement with him.
4. The Company has entered into a directors and officers (D&O) liability insurance contract with an insurance company. In the event that claims for damages are made against the insured persons, the said insurance contract shall compensate for legal damages and litigation expenses to be borne by the insured. If elected, each candidate will be insured under the said insurance contract. Also, the Company intends to renew the said insurance contract with the same contents at the time of the next renewal.

Reference: Composition of the Board of Directors and Skills Matrix after Election

			Corporate Management	Production / Production Engineering	Research, Development, Design	Marketing, Business	Accounting, Finance, Tax	Corporate Governance	ESG, Sustainability	Global Experience	HR, Personnel Development	IT, DX
Koichi Sato	Inside		◎		◎	○	○	◎		◎	○	
Keiichi Nagano	Inside		○		◎				○	◎	○	○
Masatoshi Azuma	Inside		○		◎		◎	○	○		◎	○
Yuji Osaki	Inside		○	◎		○				○	○	
Masahiro Yoshihara	Inside		◎	◎						◎	○	○
Kazuhiko Murayama	Inside		◎			◎				◎	○	
Tatsuya Nagai	Inside	Audit and Supervisory Committee Member	○					◎		○		
Etsuo Saiki	Outside	Audit and Supervisory Committee Member						◎				
Eiko Tomiyama	Outside	Audit and Supervisory Committee Member				◎			◎		○	
Kiyoshi Suzuki	Outside	Audit and Supervisory Committee Member	◎	○	◎							○
Toshihiko Enomoto	Outside	Audit and Supervisory Committee Member	◎				◎	◎		◎		○

\* Skill items for which the Directors are recognized as having extensive knowledge and expertise are marked with ◎.

\*Skill items for which the Directors are recognized as having knowledge and expertise based on their work experience or current specialization are marked with ○.

### <Shareholder Proposal: Proposal 3>

Proposal 3 has been proposed by a shareholder.

Of the proposal, “Outline of the Proposal” and “Reasons for the Proposal” are English translations of the original text provided on the shareholder proposal form submitted by the shareholder.

#### **Proposal 3: Acquisition of Treasury Stock**

##### 1. Outline of the Proposal

Pursuant to the provisions of Article 156, Paragraph 1 of the Companies Act, the Company shall, within one year from the conclusion of this Annual General Meeting of Shareholders, acquire up to a total of 17,056,000 ordinary shares of the Company or for a maximum total acquisition price of 14,600,000,000 yen (if the total acquisition price permitted by the Companies Act [the “Distributable Amount” as set forth in Article 461 of the Companies Act] is less than said amount, the maximum acquisition price permitted by the Companies Act) in exchange for monies.

##### 2. Reasons for the Proposal

As of December 31, 2022, the Company held approximately 31.3 billion yen in cash and deposits and approximately 57.9 billion yen in other financial assets (mostly time deposits) against a total equity of approximately 201.2 billion yen (the portion of long- and short-term borrowings is not considered, as it nearly matches the working capital acquired through financing). Meanwhile, the market capitalization of the Company as of April 3, 2023 was approximately 52.1 billion yen, which significantly fell short of the total of the above financial assets. We believe that the lack of a clear policy or plan for the use of such an excessive amount of financial assets is the main reason for the Company’s low price-book-value ratio (PBR) of 0.27. Therefore, we propose that an amount equivalent to 10% of the approximately 146.5 billion yen in retained earnings, which the Company has accumulated over the years, be distributed to its shareholders by means of the acquisition of treasury stock.

#### The Opinion of the Board of Directors of the Company on the Shareholder Proposal

##### (1) The Opinion of the Board of Directors of the Company

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

##### (2) Reasons for the Opposition

The Company considers the return of profits to shareholders, as well as the improvement of corporate value, as one of its priority management tasks, and to this end, has worked to increase dividends based on a policy of continuing stable dividend payment. Specifically, in the fiscal year ended March 31, 2015, annual dividends per share were raised from the 20-yen level to the 30-yen level, and in the fiscal year ended March 31, 2018, they were further raised from the 30-yen level to the 40-yen level. Although in later years the Company’s business performance was impacted by the effects of the COVID-19 pandemic, the Company has managed to sustain its policy of continuing stable dividends. Since the fiscal year ended March 31, 2020, it has maintained annual dividends of 40 yen to meet shareholder expectations.

Moreover, the Company recognizes the acquisition of treasury stock as an effective method of shareholder returns in the medium to long term. Article 37 of the Company’s Articles of Incorporation stipulates that treasury stock may be acquired by a resolution of the Board of Directors, ensuring a system of agile acquisition of treasury stock without a resolution by the General Meeting of Shareholders.

The business environment surrounding the Company remains uncertain with production adjustments by its clients as a result of the tight balance of supply and demand of semiconductors, compounded by the prolonged conflict in Ukraine, the fluctuations of the foreign exchange market, and other factors. In such a climate, the Company needs to invest in inventory to fulfill its responsibility of supplying products to its clients, and accordingly, borrowings are increasing to a considerable extent to cover the increases in working capital. Given these situations, it is necessary for the Company to maintain financial soundness by securing internal reserves. Furthermore, the Company makes strategic growth investments as well as proactive and ongoing investments including business alliances and M&As. We believe that, in order to avoid any missed opportunities for such strategic growth investments, always having a certain amount of cash on hand and maintaining financial flexibility is critically important for our management strategies.

Under these circumstances, this shareholder proposal does not take into account future changes in the management environment or the need for ongoing business investments, and proposes an excessive acquisition of treasury stock from a short-sighted perspective, which may ultimately not be conducive to the enhancement of the Company’s corporate value and the common interests of the shareholders.

Based on these considerations, while the Company will continue to strive for improved business performance from the standpoint of medium- to long-term enhancement of corporate value and proactively engage in flexible shareholder returns with an emphasis on improving capital efficiency, we have determined that the acquisition of treasury stock as outlined in the shareholder proposal to be inappropriate.

Additionally, the Company has continuously engaged in constructive dialogues with its shareholders for the improvement of its corporate value. In these dialogues, we have received various opinions on our business

strategies and capital policies, which we have taken to heart. Particularly, the Board of Directors has recognized the Company's current stock price levels as an important management issue, and will continue its discussions from the standpoint of medium- to long-term growth as well as the improvement of corporate value and the common interests of shareholders.

For these reasons, the Board of Directors of the Company opposes this shareholder proposal.

End