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(Securities Code: 5186)

June 7, 2024

(Commencement date of electronic provision of reference documents: May 31, 2024)

**To Shareholders with Voting Rights:**

Yasunori Ishikiriyama  
President and Representative Director  
Nitta Corporation  
4-26 Sakuragawa 4-chome, Naniwa-ku,  
Osaka, Japan

**NOTICE OF THE 95TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders,

We hereby notify of the 95th Ordinary General Meeting of Shareholders of Nitta Corporation (the “Company”) to be held as described below.

The Company, when convening this general meeting of shareholders, provides information contained in the reference documents for this general meeting of shareholders, etc. electronically. The matters to be provided electronically are posted on the Company’s website.

The Company’s website: [https://www.nittagroup.com/en/investment/library/to\\_shareholders/](https://www.nittagroup.com/en/investment/library/to_shareholders/)

The matters to be provided electronically are also posted on the websites below.

TSE website (TSE Listed Company Search):

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

(Access the TSE website above, enter the Company’s name (Nitta Corporation) or securities code (5186), and select “Basic information” and then “Documents for public inspection/PR information” for reference.)

Website for the reference documents for the general meeting of shareholders

<https://d.sokai.jp/5186/teiji/>

Instead of attending the meeting in person, you may also exercise your voting rights in writing or via the Internet, etc. (available Japanese language version only). Please refer to the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. on Monday, June 24, 2024 JST.

- 1 Date and Time:** Tuesday, June 25, 2024 at 10:00 a.m. JST
- 2 Venue:** Conference room, 11th floor of the Company’s head office, 4-26 Sakuragawa 4-chome, Naniwa-ku, Osaka, Japan
- 3 Meeting Agenda:**
- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 95th Fiscal Year (from April 1, 2023 to March 31, 2024) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the Company’s 95th Fiscal Year (from April 1, 2023 to March 31, 2024)

**Proposals to be resolved:**

- Proposal No. 1:** Distribution of Surplus
- Proposal No. 2:** Election of Eight Directors
- Proposal No. 3:** Election of Two Audit & Supervisory Board Members
- Proposal No. 4:** Election of One Substitute Audit & Supervisory Board Member
- Proposal No. 5:** Approval of Continuation of Countermeasures (Takeover Response Policies) toward Large-Scale Purchases of the Company's Shares

**Other Matters Regarding This Notice of Convocation**

Pursuant to the relevant laws and regulations and the provision of Article 14 of the Articles of Incorporation, among the matters to be provided electronically, (1) "Company's System and Policies" of the Business Report, (2) "Consolidated Statements of Changes in Net Assets" and "Notes to the Consolidated Financial Statements," and (3) "Non-consolidated Statements of Changes in Net Assets" and "Notes to the Non-consolidated Financial Statements" are posted on the websites above, and are not included in the paper copy to be sent to shareholders who have requested it.

The matters provided electronically are part of the Business Report, the Consolidated Financial Statements and the Non-Consolidated Financial Statements audited by the Accounting Auditor in making its audit report as well as the Consolidated Financial Statements and the Non-Consolidated Financial Statements audited by the Audit & Supervisory Board in making its accounting audit report.

**Note:**

If any revisions are made to the matters provided electronically, the revised versions will be posted on the websites above.

## Procedures for Exercise of Voting Rights

- Attending the meeting

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception.

Please be advised that persons other than shareholders of the Company such as proxies and persons accompanying shareholders are not permitted to attend the meeting.

- Not attending the meeting

- Exercise of voting rights via the Internet, etc.

Please see “Procedures for Exercise of Voting Rights via the Internet, etc.” described below (Japanese language version only), and exercise your voting rights by 5:30 p.m. on Monday, June 24, 2024 JST. Please see "Smart Exercise" for the exercise by smartphone.

- Exercise of voting rights in writing

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it by mail. The completed form must reach us by 5:30 p.m. on Monday, June 24, 2024 JST. If neither approval nor disapproval is indicated for each proposal on the Voting Rights Exercise Form, the voting shall be deemed and treated as indicating approval.

\* If you have exercised your voting rights both via the Internet, etc. and in writing, only the vote via the Internet, etc. shall be deemed effective. If you have exercised your voting rights more than once via the Internet, etc., only the last vote shall be deemed effective.

# Reference Documents for the General Meeting of Shareholders

## Proposal No. 1: Distribution of Surplus

Distribution of surplus shall be conducted as follows.

### **Matters concerning the year-end dividend:**

The Company considers shareholder return an important management issue, and follows the basic policy of providing appropriate shareholder return in line with business results, at the same time strengthening and enriching corporate quality.

In addition, during the period from FY2023 through the end of Phase 2 (FY2023–FY2027) of the SHIFT2030 medium- to long-term business plan, the Company will follow the basic policy and meet shareholder expectations through continued stable, steady increases in dividends (of at least 10 yen/share per year) targeting a consolidated payout ratio of at least 30% and a dividends-on-equity (DOE) ratio of at least 2.5%.

In accordance with the policies, the Company proposes the payment of the year-end dividends for its 95th fiscal year as follows.

- 1 Type of dividend assets  
Cash
- 2 Allocation of dividend assets and the total amount of dividends  
67 yen per share of common stock of the Company as the year-end dividend  
Total amount of dividends: 1,882,215,791 yen

(Note) The Company's annual dividends for the current fiscal year are 122 yen per share of common stock of the Company, including interim dividends.

- 3 Effective date of distribution of surplus  
June 26, 2024

**Proposal No. 2: Election of Eight Directors**

The terms of all nine current Directors will expire at the close of this General Meeting of Shareholders. Accordingly, the Company proposes the election of eight Directors.

The Nomination and Remuneration Committee has given advice on this Proposal.

The candidates are as follows:

No.		Name	Positions and responsibilities at the Company, and significant concurrent positions
1	Reappointed	Yasunori Ishikiriya	President, Representative Director and Executive Officer Member of Nomination and Remuneration Committee
2	Reappointed	Seiichi Kitamura	Representative Director and Senior Managing Executive Officer Responsible for Corporate Center and Industrial Products Div. Member of Nomination and Remuneration Committee
3	Reappointed	Toyohiro Hagiwara	Director and Managing Executive Officer In charge of affiliated companies Vice President and Representative Director, Gates Unitta Asia Company
4	Reappointed	Atsushi Izumi	Director and Executive Officer General Manager, Nitta Moore Div.
5	Reappointed	Koichi Kakegami	Director and Executive Officer General Manager of Corporate Center and in charge of strategic management, management administration, general affairs and CSR promotion, purchasing and global promotion
6	Reappointed (Outside) (Independent)	Hiroe Toyoshima	Director Chairman of Nomination and Remuneration Committee Lawyer, Nakamoto & Partners Outside Director (Audit and Supervisory Committee Member), Nitto Fuji Flour Milling Co., LTD. Member of the Board of Directors (Audit and Supervisory Committee Member), NIDEC CORPORATION
7	Reappointed (Outside) (Independent)	Takehisa Ikeda	Director Member of Nomination and Remuneration Committee
8	Reappointed (Outside) (Independent)	Tomoyuki Ono	Director Member of Nomination and Remuneration Committee President, Ono CPA Office Outside Director, Member of the Board, Audit and Supervisory Committee Member, ROHM Co., Ltd.

Reappointed: Candidate for reappointed Director

Outside: Candidate for Outside Director

Independent: Candidate for an independent officer to be reported to the Tokyo Stock Exchange

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company
1	 Yasunori Ishikiriyama (June 8, 1956) Reappointed	April 1981    Joined the Company April 2013    Deputy General Manager, Industrial Products Div. of the Company June 2015    Director and Executive Officer, General Manager, Industrial Products Div. of the Company June 2018    Director and Managing Executive Officer, General Manager, Industrial Products Div. of the Company December 2019    President, Representative Director and Executive Officer, Member of Nomination and Remuneration Committee of the Company (to present)	21,821
(Reasons for nomination as a candidate for Director) Mr. Yasunori Ishikiriyama was involved in product development and quality control, which are the core of manufacturing, in the belt and rubber products division for many years and has experience of working at an overseas subsidiary. He was appointed President and Representative Director in December 2019. He took the lead in formulating the medium- to long-term business plan “SHIFT2030” and is currently working on the implementation of the plan. The Board of Directors believes that utilizing his insight and experience for deliberations on important management matters at the Board of Directors and the oversight of business execution can contribute to the enhancement of the Group’s corporate value. Therefore, the Company reappointed him as a candidate for Director.			

(Note) No special interests exist between Mr. Yasunori Ishikiriyama and the Company.

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company
2	 Seiichi Kitamura (January 11, 1962) Reappointed	April 1984    Joined the Company April 2012    Department Manager, Development Sales Unit, Sales Div. of the Company July 2014    Department Manager, Belting Business Unit Products Development Dept., Industrial Products Div. of the Company December 2019    Executive Officer, Deputy General Manager, Industrial Products Div. of the Company April 2021    Executive Officer, General Manager, Industrial Products Div. of the Company June 2021    Director and Executive Officer, General Manager, Industrial Products Div. of the Company June 2023    Director and Managing Executive Officer, General Manager, Industrial Products Div. of the Company April 2024    Representative Director and Senior Managing Executive Officer, responsible for Corporate Center and Industrial Products Div., Member of Nomination and Remuneration Committee of the Company (to present)	8,480
(Reasons for nomination as a candidate for Director) Mr. Seiichi Kitamura is involved in product development and production control in the belt and rubber products division. He also has experience of engaging in the management of an overseas subsidiary in the United States and even experience in sales. He was appointed Representative Director and Senior Managing Executive Officer in April 2024, and makes recommendations on important management matters at the Board of Directors meetings by harnessing his wealth of professional insight and experience. The Board of Directors believes that utilizing his insight and experience for recommendations on the Group’s important management matters and the oversight of business execution can contribute to the enhancement of corporate value. Therefore, the Company reappointed him as a candidate for Director.			

(Note) No special interests exist between Mr. Seiichi Kitamura and the Company.

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company
3	 Toyohiro Hagiwara (January 16, 1961) Reappointed	April 1983    Joined the Company July 2014    Department Manager, Global Marketing & Sales Dept., Industrial Products Div. of the Company June 2018    Executive Officer, Deputy General Manager, Industrial Products Div. of the Company December 2019    Executive Officer, General Manager, Industrial Products Div. of the Company June 2020    Director and Executive Officer, General Manager, Industrial Products Div. of the Company April 2021    Director and Executive Officer, in charge of affiliated companies of the Company June 2021    Vice President and Representative Director, Gates Unitta Asia Company (to present) April 2024    Director and Managing Executive Officer, in charge of affiliated companies of the Company (to present)	9,150
(Reasons for nomination as a candidate for Director) Mr. Toyohiro Hagiwara has been involved in customer development both in Japan and overseas and the management of an overseas subsidiary, contributing to the global expansion of the Group and accumulating insight and experience of international business. He was appointed Director and General Manager of Industrial Products Division in June 2020. He has also been an officer in charge of affiliated companies, which contribute well to the Company's profit, since June 2021. The Board of Directors believes that utilizing his insight and experience for recommendations on the Group's important management matters and the oversight of business execution can contribute to the enhancement of corporate value. Therefore, the Company reappointed him as a candidate for Director.			

(Note) No special interests exist between Mr. Toyohiro Hagiwara and the Company.

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company
4	 Atsushi Izumi (February 17, 1963) Reappointed	April 1985    Joined the Company April 2011    Department Manager, Products Development Dept., Nitta Moore Div. of the Company April 2019    Senior Department Manager, Products Development Dept., Nitta Moore Div. of the Company April 2021    Executive Officer, General Manager, Nitta Moore Div. of the Company June 2023    Director and Executive Officer, General Manager, Nitta Moore Div. of the Company (to present)	5,941
(Reasons for nomination as a candidate for Director) Mr. Atsushi Izumi has been engaged in developing products and manufacturing technologies in the hose and tube products division for many years, and possesses high-level insight and experience of the products. He also has experience of engaging in the management of an overseas subsidiary as its top executive. He was appointed Director and General Manager of hose and tube products division in June 2023 and has led the business expansion and productivity improvement of the division. The Board of Directors believes that utilizing his insight and experience for recommendations on the Group's important management matters and the oversight of business execution can contribute to the enhancement of corporate value. Therefore, the Company reappointed him as a candidate for Director.			

(Note) No special interests exist between Mr. Atsushi Izumi and the Company.

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company
5	 Koichi Kakegami (February 2, 1964) Reappointed	April 1987    Joined The Mitsui Bank Limited (currently Sumitomo Mitsui Banking Corporation) April 2007    Joined the Company April 2013    Department Manager, Management Administration Dept. of the Company April 2021    Senior Department Manager, Management Administration Dept. of the Company June 2023    Director and Executive Officer, General Manager of Corporate Center, in charge of management strategy, management administration, general affairs and CSR promotion, purchasing, and DX Promotion of the Company April 2024    Director and Executive Officer, General Manager of Corporate Center, in charge of management strategy, management administration, general affairs and CSR promotion, purchasing and global promotion of the Company	2,839
(Reasons for nomination as a candidate for Director) Mr. Koichi Kakegami has been involved in sales at a major financial institution for many years and has supported finance and accounting of the client corporations. After joining the Company, he has accumulated insight and experience in a variety of areas such as legal affairs and risk management as well as management, finance and accounting and IR across the Company. He has also concurrently served as an officer of the Company's subsidiary and has been engaged in its management. He was appointed Director and General Manager of Corporate Center in June 2023, and has led the improvement of the Company's value through his professional insight and abundant experience. The Board of Directors believes that utilizing his insight and experience for recommendations on the Group's important management matters and the oversight of business execution can contribute to the enhancement of corporate value. Therefore, the Company reappointed him as a candidate for Director.			

(Note) No special interests exist between Mr. Koichi Kakegami and the Company.

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company
6	 <p>Hiroe Toyoshima (September 28, 1967) Reappointed  (Outside) (Independent)  Term of office as an Outside Director: 4 years  Attendance of the Board of Directors meetings, etc. for fiscal 2023:  Board of Directors meetings – 14/14 times  Nomination and Remuneration Committee – 5/5 times  S.C.R. Committees* meetings – 4/4 times  * Means Sustainability Committee, Compliance Committee and Risk Management Committee</p>	<p>April 1998 Registered as lawyer (completed legal training courses of 50th term) April 1998 Joined Nakamoto &amp; Partners November 2005 Registered as licensed attorney in the State of New York (USA) April 2009 Partner, Nakamoto &amp; Partners (to present) October 2015 Outside Director, Sanesu Co. Ltd. (until March 2018) June 2020 Outside Director, Member of Nomination and Remuneration Committee of the Company June 2020 Outside Director (Audit and Supervisory Committee Member), Nitto Fuji Flour Milling Co., LTD. (to present) June 2023 Outside Director, Chairman of Nomination and Remuneration Committee of the Company (to present) June 2023 Member of the Board of Directors (Audit and Supervisory Committee Member), NIDEC CORPORATION (to present)</p>	None
<p>(Reasons for nomination as a candidate for Outside Director and expected roles) Ms. Hiroe Toyoshima is a candidate for Outside Director as stipulated in Article 2, Paragraph 3, Item 7 of the Regulation for Enforcement of the Companies Act. She has wealth of experience as a lawyer and professional insight of corporate legal affairs and contracts for international business transactions. Since June 2020, she has been actively providing her opinions and questions for deliberations of the Group's important management matters at meetings of the Board of Directors and other committees as Outside Director of the Company, contributing to the improvement of the effectiveness of the Board of Directors and so on. Although she has not been involved in corporate management other than by holding office as an outside director, the Board of Directors believes that, due to the above reasons, she would be able to continue to properly oversee the Group's management and contribute to the enhancement of corporate value as Outside Director. Therefore, the Company reappointed her as a candidate for Outside Director. Furthermore, the Company has designated Ms. Hiroe Toyoshima as an independent officer under the rules of the Tokyo Stock Exchange and filed the designations with the Tokyo Stock Exchange. If the reelection of Ms. Hiroe Toyoshima is approved, the Company will continue to designate her as an independent officer.</p>			

- (Notes) 1. No special interests exist between Ms. Hiroe Toyoshima and the Company.  
2. The Company has entered into an agreement with Ms. Hiroe Toyoshima to limit her liabilities, in accordance with the provisions stipulated in Article 427, Paragraph 1 of the Companies Act. The maximum limit amount for damage liabilities stated in the agreement is the amount stipulated by laws and regulations. The Company shall continue the agreement with her should she be reelected.

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company
7	 <p>Takehisa Ikeda (November 12, 1958) Reappointed  (Outside) (Independent)  Term of office as an Outside Director: 3 years  Attendance of the Board of Directors meetings, etc. for fiscal 2023:  Board of Directors meetings – 14/14 times  Nomination and Remuneration Committee – 5/5 times  S.C.R. Committees* meetings – 4/4 times  * Means Sustainability Committee, Compliance Committee and Risk Management Committee</p>	<p>April 1983    Joined The Mitsui Bank Limited (currently Sumitomo Mitsui Banking Corporation)</p> <p>April 2011    Executive Officer and General Manager, Tokyo Corporate Banking Dept. VI, Sumitomo Mitsui Banking Corporation</p> <p>April 2013    Managing Executive Officer and Head, Nagoya Middle Market Banking Division, Nagoya Corporate Banking Division (Nagoya Corporate Banking Dept.), Sumitomo Mitsui Banking Corporation</p> <p>April 2015    Managing Executive Officer and Deputy Head of Wholesale Banking Unit (in charge of East Japan), Sumitomo Mitsui Banking Corporation</p> <p>May 2016    Senior Managing Executive Officer, Sumitomo Mitsui Finance and Leasing Company, Limited</p> <p>June 2016    Director and Senior Managing Executive Officer, Sumitomo Mitsui Finance and Leasing Company, Limited</p> <p>April 2017    Managing Executive Officer, Sumitomo Mitsui Financial Group, Inc. (until May 2020) Director and Senior Managing Executive Officer, Sumitomo Mitsui Finance and Leasing Company, Limited</p> <p>June 2020    Representative Director and Senior Managing Executive Officer, Sumitomo Mitsui Finance and Leasing Company, Limited (until June 2022)</p> <p>June 2021    Outside Director, Member of Nomination and Remuneration Committee of the Company (to present)</p>	None
<p>(Reasons for nomination as a candidate for Outside Director and expected roles)</p> <p>Mr. Takehisa Ikeda is a candidate for Outside Director as stipulated in Article 2, Paragraph 3, Item 7 of the Regulation for Enforcement of the Companies Act. He has been involved in sales at a major financial institution for many years and has helped with the formulation and implementation of corporate business strategies from the perspective of corporate finance. In recent years, he was also involved in management execution as an executive officer of the financial institution and has since been engaged in management as a director of a major leasing company. He possesses such wealth of business experience and professional insight of corporate finance. Since June 2021, he has been actively providing his opinions and questions for deliberations of the Group's important management matters at meetings of the Board of Directors and other committees as Outside Director of the Company, contributing to the improvement of the effectiveness of the Board of Directors and so on. Therefore, the Company reappointed him as a candidate for Outside Director.</p> <p>He has been a representative director and senior managing executive officer of Sumitomo Mitsui Finance and Leasing Company, Limited until June 2022, which has business relationships with the Company. However, since the annual transaction amount between two companies is less than 1% of the net sales of either company, it has no significance affecting the independence as an Outside Director of the Company. The Company has designated Mr. Takehisa Ikeda as an independent officer under the rules of the Tokyo Stock Exchange and filed the designations with the Tokyo Stock Exchange. If the reelection of Mr. Takehisa Ikeda is approved, the Company will continue to designate him as an independent officer.</p>			

- (Notes) 1. No special interests exist between Mr. Takehisa Ikeda and the Company.  
2. The Company has entered into an agreement with Mr. Takehisa Ikeda to limit his liabilities, in accordance with the provisions stipulated in Article 427, Paragraph 1 of the Companies Act. The maximum limit amount for damage liabilities stated in the agreement is the amount stipulated by laws and regulations. The Company shall continue the agreement with him should he be reelected.

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company
8	 <p>Tomoyuki Ono (February 17, 1960) Reappointed  (Outside) (Independent)  Term of office as an Outside Director: 1 year  Attendance of the Board of Directors meetings, etc. for fiscal 2023:  Board of Directors meetings – 12/12 times  Nomination and Remuneration Committee – 3/3 times  S.C.R. Committees* meetings – 3/3 times  * Means Sustainability Committee, Compliance Committee and Risk Management Committee</p>	<p>April 1982    Joined Sumitomo Chemical Industry Company Limited (currently SUMITOMO CHEMICAL COMPANY, LIMITED)</p> <p>October 1989    Joined Eiwa Audit Corporation (currently KPMG AZSA LLC)</p> <p>March 1993    Registered as Certified Public Accountant</p> <p>August 1998    Joined Asahi &amp; Co. (currently KPMG AZSA LLC)</p> <p>June 2007    Partner, KPMG AZSA LLC (until June 2022)</p> <p>May 2021    Chairman of Partners Meeting, KPMG AZSA LLC (until May 2022)</p> <p>July 2022    President, Ono CPA Office (to present)</p> <p>June 2023    Outside Director, Member of Nomination and Remuneration Committee of the Company (to present)</p> <p>June 2023    Outside Director (Audit and Supervisory Committee Member), ROHM Co., Ltd. (to present)</p>	None
<p>(Reasons for nomination as a candidate for Outside Director and expected roles)</p> <p>Mr. Tomoyuki Ono is a candidate for Outside Director as stipulated in Article 2, Paragraph 3, Item 7 of the Regulation for Enforcement of the Companies Act. Mr. Tomoyuki Ono has business experience in a major corporation, and has been engaged in audit for major corporations in Japan as a certified public accountant for many years and thus has abundant professional knowledge and experience. Since June 2023, he has been actively providing his opinions and questions for deliberations of the Group's important management matters at meetings of the Board of Directors and other committees as Outside Director of the Company, contributing to the improvement of the effectiveness of the Board of Directors and so on. Although he has not been involved in corporate management as a corporate officer, the Board of Directors believes that, due to the above reasons, he would be able to properly oversee the Group's management and contribute to the enhancement of corporate value as Outside Director.</p> <p>Furthermore, the Company has designated Mr. Tomoyuki Ono as an independent officer under the rules of the Tokyo Stock Exchange and filed the designations with the Tokyo Stock Exchange. If the reelection of Mr. Tomoyuki Ono is approved, the Company will continue to designate him as an independent officer.</p>			

- (Notes) 1. No special interests exist between Mr. Tomoyuki Ono and the Company.
2. The Company has entered into an agreement with Mr. Tomoyuki Ono to limit his liabilities, in accordance with the provisions stipulated in Article 427, Paragraph 1 of the Companies Act. The maximum limit amount for damage liabilities stated in the agreement is the amount stipulated by laws and regulations. The Company shall continue the agreement with him should he be reelected.
3. Only the meetings held after Mr. Tomoyuki Ono assumed office on June 27, 2023 are included under the attendance of the Board of Directors meetings, etc.

(Outline of the directors and officers liability insurance policy that insures the candidates for Director)

The Company purchased a directors and officers liability insurance policy from an insurance company, which covers damages to be borne by the insured that may arise when the insured becomes liable in connection with the execution of his/her duties or receives claims related to the pursuit of such liability. All candidates for Director will be covered by the insurance policy if their election is approved. Furthermore, the Company plans to renew the policy with the same content when it is due for renewal.

(Reference)

**Expertise and experience of the candidates for Director and Executive Officers of the Company (Skill Matrix)**

The primary expertise and experience of the candidates for Director are as follows.

No.	Name	Expertise and experience					
		Corporate management / Organizational management	International	Sales and marketing	Manufacturing technology / R&D	Human resources / Legal affairs / Risk management	Business strategy / Finance and accounting
1	Yasunori Ishikiriyama	●	●		●		
2	Seiichi Kitamura	●	●	●	●		
3	Toyohiro Hagiwara	●	●	●			
4	Atsushi Izumi	●	●		●		
5	Koichi Kakegami	●		●		●	●
6	Hiroe Toyoshima	●	●			●	
7	Takehisa Ikeda	●		●			●
8	Tomoyuki Ono	●				●	●

The Company has an executive officer system in place. The expertise and experience of Executive Officers not concurrently serving as Directors are as follows.

Rank	Name	Expertise and experience					
Executive Officer	Hiroki Suzuki	●	●	●			
Executive Officer	Kazushige Kinoshita	●				●	●
Executive Officer	Yuji Hamada	●		●		●	
Executive Officer	Takafumi Ishizuka	●			●	●	
Executive Officer	Keiji Hirata	●		●	●		
Executive Officer	Takemasa Kurokawa	●			●	●	

### Proposal No. 3: Election of Two Audit & Supervisory Board Members

The terms of Audit & Supervisory Board Members Mr. Katsuhiro Fukuwaka and Mr. Kazuyoshi Matsuura will expire at the close of this General Meeting of Shareholders. Accordingly, the Company proposes the election of two Audit & Supervisory Board Members.

The Nomination and Remuneration Committee has given advice and the Audit & Supervisory Board has given its consent to this proposal in advance.

The candidates are as follows:

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company
1	 Katsuhiro Fukuwaka (June 21, 1963) Reappointed	April 1986    Joined KONDOTEC INC. May 1992    Joined the Company July 2016    Department Manager, Purchasing Department of the Company April 2021    Senior Department Manager, Purchasing Department of the Company June 2023    Audit & Supervisory Board Member of the Company (to present)	2,900
(Reasons for nomination as a candidate for Audit & Supervisory Board Member) Mr. Katsuhiro Fukuwaka was appointed Audit & Supervisory Board Member in June 2023, and since then he has enhanced the audit operation of the Company utilizing his knowledge in products and accounting in the business divisions as well as abundant knowledge and business experience in corporate division such as purchase of material and the management and support for supply chain. The Board of Directors judged it desirable for Mr. Katsuhiro Fukuwaka to continue his membership of the Audit and Supervisory Committee to further enhance the audit operations of the Company. Therefore, the Company appointed him as a candidate for Audit & Supervisory Committee Member.			

(Note) No special interests exist between Mr. Katsuhiro Fukuwaka and the Company.

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company
2	 <p>Kazuyoshi Matsuura (March 16, 1963) Reappointed  (Outside) (Independent)</p> <p>Term of office as an Outside Audit &amp; Supervisory Board Member: 2 years</p> <p>Attendance of the Board of Directors meetings, etc. for fiscal 2023:</p> <p>Board of Directors meetings – 13/14 times</p> <p>Audit &amp; Supervisory Board meetings – 13/13 times</p> <p>S.C.R. Committees* meetings – 4/4 times</p> <p>* Means Sustainability Committee, Compliance Committee and Risk Management Committee</p>	<p>April 1993 Assistant Professor, Faculty of Economics, Matsuyama University</p> <p>April 2000 Professor, Faculty of Economics, Matsuyama University (to present)</p> <p>January 2011 Vice President of Administrative Board, Matsuyama University (until November 2014)</p> <p>April 2018 Dean, Faculty of Economics, Matsuyama University (until March 2020)</p> <p>June 2022 Outside Audit &amp; Supervisory Board Member of the Company (to present)</p> <p>April 2023 Dean, Graduate School of Economics, Matsuyama University (to present)</p>	None
<p>(Reasons for nomination as a candidate for Outside Audit &amp; Supervisory Board Member)</p> <p>Mr. Kazuyoshi Matsuura has a wealth of experience and expertise as an economist who is specialized in global economy and global finance/monetary systems. The Company believes that he is capable of utilizing these experiences and expertise in the Company's audit operations. Therefore, the Company appointed him as a candidate for Outside Audit &amp; Supervisory Member. Additionally, although he has not been directly involved in corporate management before, the Company believes that, due to the above reasons, he would be able to appropriately fulfill his duties as Outside Audit &amp; Supervisory Board Member.</p> <p>Furthermore, the Company has designated Mr. Kazuyoshi Matsuura as an independent officer under the rules of the Tokyo Stock Exchange and filed the designations with the Tokyo Stock Exchange. If the reelection of Mr. Kazuyoshi Matsuura is approved, the Company will continue to designate his as an independent officer.</p>			

- (Notes) 1. No special interests exist between Mr. Kazuyoshi Matsuura and the Company.
2. The Company has entered into an agreement with Mr. Kazuyoshi Matsuura to limit his liabilities, in accordance with the provisions stipulated in Article 427, Paragraph 1 of the Companies Act. The maximum limit amount for damage liabilities stated in the agreement is the amount stipulated by laws and regulations. The Company shall continue the agreement with him should he be reelected.

(Outline of the directors and officers liability insurance policy that insures the candidate for Audit & Supervisory Board Member)

The Company purchased a directors and officers liability insurance policy from an insurance company, which covers damages to be borne by the insured that may arise when the insured becomes liable in connection with the execution of his/her duties or receives claims related to the pursuit of such liability. The candidate for Audit & Supervisory Board Member will be covered by the insurance policy if his/her election is approved. Furthermore, the Company plans to renew the policy with the same content when it is due for renewal.

**Proposal No. 4:** Election of One Substitute Audit & Supervisory Board Member

To prepare for any case where the number of Audit & Supervisory Board Members becomes less than the number required by laws and regulations, we propose the election of one Substitute Outside Audit & Supervisory Board Member.

The Nomination and Remuneration Committee has given advice and the Audit & Supervisory Board has given its consent to this proposal in advance.

The candidate is as follows:

Name (Date of birth)	Past experience and significant concurrent positions	Number of shares of the Company
 <p>Satoko Nishimura (January 14, 1967) Candidate for Substitute Outside Audit &amp; Supervisory Board Member</p>	<p>October 1989 Joined Asahi Shinwa &amp; Co. (currently KPMG AZSA LLC)</p> <p>August 1993 Registered as Certified Public Accountant</p> <p>March 2001 President, Satoko Nishimura CPA Office (to present)</p> <p>October 2002 Registered as certified tax accountant President, Satoko Nishimura Tax Accountant Office (to present)</p> <p>February 2023 Outside Director (Audit and Supervisory Committee Member), Zojirushi Corporation (to present)</p> <p>June 2023 Outside Director, Linical Co., Ltd. (to present)</p>	<p>None</p>

(Reasons for nomination as a candidate for Substitute Outside Audit & Supervisory Board Member)

Ms. Satoko Nishimura has an expertise and a wealth of experience as a certified public accountant and certified tax accountant. The Company believes that she is capable of utilizing these experiences in the Group's audit operations. Therefore, the Company appointed her as a candidate for Substitute Outside Audit & Supervisory Board Member. Additionally, although she has not been directly involved in corporate management before, the Company believes that, due to the above reasons, she would be able to appropriately fulfill her duties as Outside Audit & Supervisory Board Member.

Furthermore, she fulfills the requirements for independent officer stipulated by the Tokyo Stock Exchange. In the event that she assumes the position of Outside Audit & Supervisory Board Member, the Company will designate her as an independent officer and file the designation with the Tokyo Stock Exchange.

(Notes) 1. No special interests exist between Ms. Satoko Nishimura and the Company.

2. If Ms. Satoko Nishimura assumes the position of Outside Audit & Supervisory Board Member, the Company will enter into an agreement with her to limit her liabilities, in accordance with the provisions stipulated in Article 427, Paragraph 1 of the Companies Act. The maximum limit amount for damage liabilities stated in the agreement is the amount stipulated by laws and regulations.

3. The Company purchased a directors and officers liability insurance policy from an insurance company, which covers damages to be borne by the insured that may arise when the insured becomes liable in connection with the execution of his/her duties or receives claims related to the pursuit of such liability. Ms. Satoko Nishimura will be covered by the insurance policy if she assumes the position of Outside Audit & Supervisory Board Member.

**Proposal No. 5:** Approval of Continuation of Countermeasures (Takeover Response Policies) toward Large-Scale Purchases of the Company's Shares

At the 78th Ordinary General Meeting of Shareholders held on June 26, 2007, the Company introduced countermeasures against the following actions: 1) purchases of the Company's share certificates, etc. (Note 3) where the objective is to achieve a voting rights ratio (Note 2) for a specified shareholder group (Note 1) of 20% or more (including but not limited to tender offers); 2) purchases of the Company's share certificates, etc. where, as a result of the purchase, the voting rights ratio of the specified shareholder group will be 20% or more (including but not limited to tender offers); or 3) an action by the specified shareholder group taken between itself and another shareholder of the Company (including potentially multiple shareholders; the same applying to the rest of 3), that falls under an agreement or other such action by which the other shareholder will be recognized as a joint holder of the specified shareholder group or any action that establishes a relationship between the specified shareholder group and the other shareholder in which one party effectively controls the other or in which the parties act jointly and collaboratively (Note 4) (Note 5) (limited to cases where the total ownership ratio of share certificates, etc. of the specified shareholder group and the other shareholder will be 20% or more with regard to share certificates, etc. issued by the Company). (In any case from 1) to 3) above, the cases with prior consent of the Board of Directors of the Company are excluded and any specific purchase method, such as market transaction or tender offer, are acceptable. Hereinafter these above-mentioned purchases are referred to as "large-scale purchases," and a person conducting a large-scale purchase is referred to as a "large-scale purchaser"). Recently, at the 92nd Ordinary General Meeting of Shareholders held on June 24, 2021, the countermeasures were maintained with partial revision ("Existing Policy for Responding" hereinafter) (Note 6). The Existing Policy for Responding shall remain in effect until the end of the 95th Ordinary General Meeting of Shareholders to be held on June 25, 2024 ("this Ordinary General Meeting of Shareholders" hereinafter). The Company has considered the state of the Existing Policy for Responding in light of subsequent changes in social and economic conditions, trends, various discussions, and other factors related to countermeasures toward large-scale purchases.

As a result, we hereby inform you that the decision was made at the meeting of the Company's Board of Directors on May 10, 2024 to continue to deploy substantially the same countermeasures ("this Policy for Responding" hereinafter) on the condition that it is approved by shareholders at this Ordinary General Meeting of Shareholders. The objective of this Policy for Responding is to ensure that, in the event of a proposal for a large-scale purchase related to the Company's shares, the necessary and sufficient information, views, proposals, etc. are promptly presented by both the person proposing the purchase and the Board of Directors of the Company, to facilitate accurate assessment by shareholders in regard to the impact of the content of the proposal on the corporate value of the Company and shareholders' common interests, etc., and, furthermore, to ensure that shareholders have the necessary and sufficient time for the consideration thereof. In addition, this Policy for Responding clarifies that the Board of Directors of the Company may convene a General Meeting of Shareholders and confirm the will of shareholders in regard to the large-scale purchase.

Furthermore, as of the date of this notice, the Company has not received any notification or proposal from any specific third party to the effect that a large-scale purchase for the Company will be conducted.

When the Companies Act, Financial Instruments and Exchange Act, other laws, regulations related to them, Cabinet orders, Cabinet Office orders and ministerial orders, and the rules of the financial instruments exchanges where the Company lists its shares, etc. (collectively “laws and regulations, etc.” hereinafter) are subject to revision (including changes in names of laws and regulations, etc. and establishment of new laws and regulations, etc. supplanting previous laws and regulations, etc.; the same applying hereinafter); and when such revisions enter into effect, the clauses of laws and regulations, etc. in this Policy for Responding should be understood to be in compliance with the clauses of the revised laws and regulations, etc., effectively inheriting the clauses of the applicable laws and regulations, etc., unless otherwise stipulated by the Board of Directors of the Company.

Note 1: A specified shareholder group refers to:

- (i) A holder (refers to a holder as provided for in Article 27-23, Paragraph 1 of the Financial Instruments and Exchange Act, and includes persons included as holders pursuant to Paragraph 3 of the same; hereinafter, the same applies) of the Company’s share certificates, etc. (refers to share certificates, etc. as provided for in Article 27-23, Paragraph 1 of the same) and his or her joint holders (refers to joint holders as provided for in Article 27-23, Paragraph 5 of the same, and includes persons deemed joint holders pursuant to Paragraph 6 of the same; hereinafter, the same applies);
- (ii) A person conducting a purchase, etc. (refers to a purchase, etc. as provided for in Article 27-2, Paragraph 1 of the same, and includes those conducted on financial instruments exchange markets, regardless of whether an auction method is used) of the Company’s share certificates, etc. (refers to share certificates, etc. as provided for in Article 27-2, Paragraph 1 of the same), and his or her specially related parties (refers to specially related parties as provided for in Article 27-2, Paragraph 7 of the same); and
- (iii) Any related persons or parties of persons in (i) or (ii) above (refers to investment banks, securities companies, and other financial institutions that have entered into financial advisory agreements with the persons in (i) or (ii) above; other persons effectively sharing the interests with the persons in (i) or (ii) above; tender offer agents, attorneys, accountants, other advisors, or persons reasonably considered by the Board of Directors of the Company as those who are effectively controlled by or who act jointly and collaboratively with the persons in (i) or (ii) above).

Note 2: Voting rights ratio refers to either:

- (i) If the specified shareholder group falls under category (i) in Note 1 above, the ownership ratio of share certificates, etc. (refers to the ownership ratio of share certificates, etc. as provided for in Article 27-23, Paragraph 4 of the Financial Instruments and Exchange Act; in this case, the number of share certificates, etc. held (refers to the number of share certificates, etc. held as provided for in the same;

hereinafter, the same applies) by any joint holders of the holder will also be considered in the calculation) of the holder; or

- (ii) If the specified shareholder group falls under category (ii) in Note 1 above, the total ownership ratio of share certificates, etc. (refers to the ownership ratio of share certificates, etc. provided for in Article 27-2, Paragraph 8 of the same) of the large-scale purchaser and his or her specially related parties. When checking or calculating each ownership ratio of share certificates, etc., the most recently submitted annual securities report, quarterly securities report, or report on repurchases may be referred to for the total number of issued shares (as provided for in Article 27-23, Paragraph 4 of the same) and the total number of voting rights (as provided for in Article 27-2, Paragraph 8 of the same).

Note 3: Share certificates, etc. refers to share certificates, etc. as provided for in Article 27-23, Paragraph 1 of the Financial Instruments and Exchange Act.

Note 4: Judgments regarding whether or not “a relationship between the specified shareholder group and the other shareholder in which one party effectively controls the other or in which the parties act jointly and collaboratively” has been established shall be made in light of new capital relationships, business alliances, transactional or contractual relationships, concurrent positions held by officers, capital provision relationships, credit granting relationships, formation of a relationship in terms of the actual interests in relation to the Company’s share certificates, etc. through derivatives or stock loans, and the impact the specified shareholder group and the other shareholder directly or indirectly have on the Company.

Note 5: Judgments regarding whether or not an action specified in 3) of this document has been performed shall be made by the Board of Directors of the Company (the judgement shall follow the recommendation of the Independent Committee in principle). The Board of Directors of the Company may request the Company’s shareholders to provide necessary information within the scope that is necessary for making a judgment on whether or not the specified requirements of 3) of this document are met.

Note 6: The Existing Policy for Responding, regarding the model in (3) for large-scale purchases, specifies rules in the form of an equivalent joint holder in the definition of the specified shareholder group. This Policy for Responding refines this from the standpoint of increasing predictability and establishes it as the model for large-scale purchases in (3); there has been no effective change in the contents.

## **I . Basic Policy regarding the Status of Persons Controlling Decisions about the Company’s Financial and Business Policies**

As a listed company, the Company understands that changing control of management can be an effective way to revitalize company activities and performance. If a purchase proposal by a specific person would significantly affect the Company’s fundamental management policies, the decision to

accept or reject the proposal is, in principle, ultimately left to the shareholders. To enable the shareholders to appropriately make that judgment, we understand that necessary and sufficient information needs to be provided and the time required for consideration by shareholders needs to be secured.

In the event of an actual large-scale purchase likely proceeding and the large-scale purchaser fails to provide the necessary and sufficient information and time required for consideration by shareholders, shareholders will find it difficult to accurately assess the potential impact the large-scale purchase would have on the Company's corporate value and the common interests of shareholders.

In addition, persons controlling decisions about the Company's financial and business policies must secure an adequate understanding of the source of the Company's corporate value and secure and raise the Company's corporate value and the common interests of shareholders over the medium- to long-term. Clearly, certain large-scale purchasers may seek to control management temporarily to transfer the Company's important tangible and intangible management assets to the purchaser or the purchaser group company; may seek to use the Company's assets to pay back the obligations, etc.; may have no true intention to participate in the management and seek to compel the Company or a related party to buy back the Company's share certificates, etc. at a high price (so-called green-mailers); may seek to realize a one-time high dividend by selling off high-value assets owned by the Company; may have the potential to damage the Company's good relationship with stakeholders and harm the Company's medium- to long-term corporate value; may fail to provide reasonable time and information required for the Company's shareholders or the Board of Directors of the Company to consider the purchase and the details of the purchase proposal and for the Board of Directors of the Company to present an alternative proposal; may have the potential to effectively compel shareholders to sell the Company's shares; and may not adequately take into account the Company's corporate value. Such purchasers may harm the Company's medium- to long-term corporate value and the common interests of shareholders the Company has maintained and contributed to date.

Based on this understanding of the matter, to secure and strengthen the Company's corporate value and the common interests of shareholders, the Company sees it as the responsibility of the Board of Directors of the Company to do the following:

1) Have large-scale purchasers provide the necessary and sufficient information for shareholders to make informed judgments; 2) help secure the time necessary for consideration by shareholders; 3) provide the results of evaluations and considerations by the Board of Directors of the Company regarding the impact of the large-scale purchaser's proposal on the Company's medium- to long-term corporate value and the common interests of shareholders, reached while respecting the opinion of outside officers with independence, as a reference for the shareholders in considering the proposal; and as necessary, 4) discuss or negotiate with the large-scale purchaser concerning the large-scale purchase or the Company's management policies or present to shareholders the Board of Directors' alternative proposal on management policies.

Based on this fundamental outlook, the Board of Directors of the Company will request the large-scale purchaser to provide the necessary and sufficient information for shareholders to make appropriate judgments regarding the feasibility of the large-scale purchase to ensure that the medium- to long-term

corporate value of the Company and the common interests of shareholders are maximized. The Board of Directors will also work to obtain the necessary information and time for consideration by shareholders; disclose information provided to the Company in a timely and appropriate manner; and otherwise take measures considered appropriate in accordance with laws and regulations, etc. and the Articles of Incorporation.

**II. Initiatives to Contribute to the Effective Utilization of the Company’s Assets, the Formation of an Appropriate Corporate Group, and the Realization of Other Basic Policies Related to Corporate Control**

(1) NITTA Group Mission

The NITTA Group (the “Group”) established a new management philosophy (the “Philosophy”) in March 2017. In the Philosophy, we have established our [Mission] as the role of the Group for the stakeholders of the Group, our [Values] as the approach Group employees must hold to achieve the Mission, and our [Principles] as the actions Group employees must take to achieve the Mission. The Philosophy will be the standard by which we judge all the Group’s business and social activities, and based on the Philosophy, the Group shall work together as one to create further value as a truly global company.

■ NITTA Group Mission

Mission **Going ahead with you**

NITTA strives to move the world with innovative and meaningful ideas that provide the vision for a more advanced society and a more harmonious way of life.



Values

- Passion
- Innovation
- Integrity
- Respect

Principles

- Driving positive change through the relentless pursuit of excellence
- Shaping the future with creative ideas and products
- Exceeding customer expectations through individual dedication
- Respecting and valuing all people leading to beneficial contributions to society and the global environment

Since our founding in 1885, we have expanded our area of operations from the transmission belts that we started with to areas including conveyor belts, conveyor systems, molded rubber products, tubings and fittings, air-conditioning filters, mechatronic products, and sensor products. In addition, the Group also includes companies engaged in businesses in such areas as toothed belts and precision grinding materials, and has built a firm position in each of its respective business areas. The Group’s technical expertise also contributes to its operations in a variety of different areas, from basic technology to cutting-edge technology, and by sharing this technical expertise and knowhow across the Group as a whole, a flexible strength has been created that is not limited to the Company’s areas of business. In addition, companies in the Group each have top-class technical expertise in their respective areas, and we believe that we can provide high quality products that meet our customers’ needs precisely because of the organic links between each section, and our systems to facilitate immediate integration and backup.

Based on this approach, the Company endeavors to enhance corporate value and shareholders' common interests, to encourage shareholders and investors to continue to invest in the Company over the long-term.

## (2) Medium- to Long-term Business Plan

Based on the above management philosophy, the Group has formulated a Medium- to Long-term Business Plan, "SHIFT2030" (from fiscal year 2021 to fiscal year 2030). All Group companies are currently working together to achieve its targets.

The Company outlined its vision for ten years from now to become a "SHIFT INNOVATOR cored around manufacturing," and is focusing on Three SHIFTs to achieve the vision: (1) SHIFT for Growth; (2) SHIFT for Corporate Value Enhancement; and (3) SHIFT for Further Globalization.

In Phase 1 (from fiscal year 2021 to fiscal year 2024) of "SHIFT2030," quantitative targets are set at net sales of 90.0 billion yen, operating income to net sales of 5.0%, sales of new products to net sales of 10%, and a 30% increase in overseas sales compared to fiscal year 2020.

The overview of "SHIFT2030" is as follows.

1. Vision Statement (who we want to be)  
SHIFT INNOVATOR cored around manufacturing
2. Three SHIFTs of "SHIFT2030"
  - (1) SHIFT for Growth
    - Sustainably grow existing business
    - Search for new business
    - Accelerate new product development
  - (2) SHIFT for Corporate Value Enhancement
    - Enhance quality and total cost competitiveness
    - Strengthen corporate governance and compliance
    - Promote ESG and achieve the Goals of SDGs
  - (3) SHIFT for Further Globalization
    - Further the global expansion of each business
    - Strengthen global support via the Corporate Section
3. Quantitative Targets of SHIFT2030 Phase 1 (FY 2021 – FY 2024)

	FY 2023 results	FY 2024 targets
Net sales	88.6billion yen	90.0 billion yen
Operating income to sales	5.0%	5.0%
New product sales ratio	9.0%	10.0%
Growth rate of foreign net sales	Up 32.5% from FY 2020	Up 30% from FY 2020

### III. Details of this Policy for Responding (Measures to Prevent Decisions on the Company's Financial and Business Policies being Controlled by Inappropriate Persons in Light of the Basic Policy on Control of the Company)

1. Objective of the Establishment of the Large-Scale Purchase Rules and the Introduction of this Policy for

## Responding

Wide-ranging expertise, abundant experience, a sufficient understanding of the relationships built with customers, employees, business partners, and other stakeholders, and other factors, are essential to the management of the Company, which aims to enhance and protect corporate value and shareholders' common interests over the medium- to long-term. Without sufficient understanding of these business characteristics of the Company, shareholders will be unable to appropriately assess the shareholder value that may be realized in future. In the event of a sudden large-scale purchase, it is essential that necessary and sufficient information is provided by both the large-scale purchaser and the Board of Directors of the Company for shareholders to appropriately judge, in a short period of time, whether the acquisition consideration for the Company's shares presented by the large-scale purchaser is appropriate compared with the intrinsic corporate value of the Company, and, for shareholders that are considering holding the Company's shares on an ongoing basis, the details of management policies, business plans, etc. that the large-scale purchaser intends to implement when participating in the management of the Company will also be important materials for assessment when considering holding shares on an ongoing basis. Similarly, the Company believes that the opinion of the Board of Directors of the Company in regard to the large-scale purchase will also be an important material for assessment for shareholders.

Taking these factors into consideration, the Board of Directors of the Company has come to the conclusion that, in the event of a large-scale purchase, necessary and sufficient information regarding the large-scale purchase for the judgment of shareholders should be provided in advance by the large-scale purchaser. Once this information is provided, the Board of Directors of the Company shall disclose its opinion regarding the large-scale purchase as the Board of Directors, after engaging in careful consideration while receiving advice, etc. from external experts (financial advisors, Certified Public Accountants, attorneys, consultants, and other experts) as necessary.

Furthermore, if it deems it necessary, the Board of Directors of the Company shall negotiate an improvement in the terms presented by the large-scale purchaser, and present an alternative proposal to shareholders. Through these processes, shareholders shall be able to consider a proposal by a large-scale purchaser and any alternative proposal, in the event that an alternative proposal is presented by the Board of Directors of the Company, while taking the views of the Board of Directors of the Company into consideration, and shall be given the necessary information and opportunities to determine a final assessment.

Based on the above, the Board of Directors of the Company believes that a large-scale purchase being conducted in accordance with certain reasonable rules is consistent with enhancing and protecting corporate value and shareholders' common interests, and has decided to establish certain rules (the "Large-Scale Purchase Rules") regarding the information to be provided in the event of a large-scale purchase, etc., in addition to continuing this Policy for Responding including countermeasures (please refer to the flowchart in Attachment 1), as a measure for preventing financial and business decisions of the Company being controlled by inappropriate persons in light of the Basic Policy described in the above item I, in the event that a large-scale purchase is conducted by such a person.

## 2. Overview of the Large-Scale Purchase Rules

The Large-Scale Purchase Rules established by the Board of Directors of the Company set forth that 1) the large-scale purchaser shall provide necessary and sufficient information in advance to the Board of Directors of the Company, and 2) the large-scale purchase shall be commenced after a certain period for evaluation by the Board of Directors of the Company has passed. An overview thereof is as follows.

### (1) Advance Provision of Statement of Intent to the Company

If conducting a large-scale purchase, the large-scale purchaser shall first submit to the Representative Director of the Company a Statement of Intent in Japanese, containing a pledge to comply with the Large-Scale Purchase Rules, and the following content, etc.

- 1) Name and address of the large-scale purchaser
- 2) Governing law of incorporation
- 3) Name of representative
- 4) Contact details in Japan
- 5) Overview of the large-scale purchase presented, etc.

### (2) Provision of Necessary Information

After receipt of the Statement of Intent described in the above item (1), the Board of Directors shall deliver to the large-scale purchaser, within ten (10) business days, a list in Japanese of the necessary and sufficient information (the “Necessary Information”) that should be provided for the judgment by shareholders and the formation of views by the Board of Directors. The large-scale purchaser shall provide the Necessary Information in Japanese. The specific content of the Necessary Information shall differ depending on the attributes of the large-scale purchaser and the details of the large-scale purchase, but some of the general items are as follows.

- 1) Details of the large-scale purchaser, etc. and his or her group (including any joint holders, specially related parties, members (in the case of funds); investment banks, securities companies, and other financial institutions that have entered into financial advisory agreements with the large-scale purchaser, etc.; other persons effectively sharing the interests with the large-scale purchaser, etc.; tender offer agents, attorneys, accountants, other advisors, or persons who are effectively controlled by or who act jointly and collaboratively with the large-scale purchaser, etc.) (including the name, business details, background or history, capital structure, financial details, information related to experience, etc. in the same type of business as that of the Company and the Group companies, etc.)
- 2) Objective, method, details, etc. of the large-scale purchase (including the type and amount of consideration for the large-scale purchase, timing of the large-scale purchase, structure of any related transactions, legality of the method of the large-scale purchase, feasibility of the implementation of the large-scale purchase and related transactions, etc.)
- 3) Basis for the calculation of the purchase price related to the Company’s shares subject to the large-scale purchase (including facts forming the basis for the calculation, calculation method, any numerical data used in the calculation, and the details of any synergy effects expected to arise as a result of the series of transactions related to the large-scale purchase)
- 4) Backing for the large-scale purchase funds (specific names of the providers of funds (including any de facto providers), method of raising funds, and the details of any related transactions)
- 5) Officer candidates of the Company and the Group companies (including information related to

experience, etc. in the same type of business as that of the Company and the Group companies), management policies, business plans, financial plans, capital policies, dividend policies, and capital utilization plans for the Company and the Group companies, envisaged supposing the large-scale purchase completes.

- 6) Any changes related to the relationship between the Company and the Group companies and the customers, business partners, employees, or other stakeholders of the Company and the Group companies following the large-scale purchase and the details of such changes

Furthermore, if, upon examining the information initially provided, it is deemed insufficient as it is, the Board of Directors shall request the provision of additional information from the large-scale purchaser until the Necessary Information is complete. If it is deemed necessary for the judgment of shareholders, the Company shall disclose the fact that a large-scale purchase was presented together with all or part of the Necessary Information provided, at a time judged appropriate by the Board of Directors.

Whenever information is provided by the large-scale purchaser, the Board of Directors of the Company shall promptly provide it to the Independent Committee as described below, and shall consult the Independent Committee in regard to whether or not it may be judged that the provision of the Necessary Information by the large-scale purchaser has been completed. If it is judged that the provision of the Necessary Information by the large-scale purchaser has been completed, the Independent Committee shall promptly provide a recommendation to that effect to the Board of Directors of the Company, and the provision of the Necessary Information shall be treated as completed at that point. When the Board of Directors of the Company receives this recommendation, it shall promptly disclose information to that effect.

- (3) Disclosure of the Opinion of the Board of Directors, etc.

The Board of Directors believes that a period should be granted (the “Board of Directors Evaluation Period”) after the large-scale purchaser completes the provision of the Necessary Information, for evaluation, consideration, negotiation, opinion formation, and formation of an alternative proposal by the Board of Directors, of either 60 days (for purchases of all of the Company’s shares by tender offer where the consideration is cash (Japanese yen) only) or 90 days (for other large-scale purchases), in accordance with the difficulty of evaluating the large-scale purchase, etc. Accordingly, the large-scale purchase shall only be commenced after the Board of Directors Evaluation Period has passed. Furthermore, the Board of Directors of the Company shall consult the Independent Committee described below in regard to whether or not it may be judged that the large-scale purchaser has completed the provision of the Necessary Information, and shall comply with its judgment, in principle. As described below, if the Board of Directors of the Company requests the reconsideration of the recommendation of the Independent Committee, the aforementioned Board of Directors Evaluation Period may be extended by up to 14 days, and if the Board of Directors of the Company will convene a General Meeting of Shareholders to confirm the will of shareholders, it may be extended by a reasonable period required to hold the General Meeting of Shareholders, but in either of these cases, the reasons for the extension and the number of days of the extension shall be disclosed.

During the Board of Directors Evaluation Period, the Board of Directors of the Company shall sufficiently evaluate and consider the Necessary Information provided, while taking into consideration advice, etc. from external experts (financial advisors, Certified Public Accountants, attorneys, consultants, and other experts) as necessary, and shall carefully formulate and disclose an opinion as the Board of Directors of the Company. In addition, the Board of Directors may also, as necessary, negotiate an improvement in the terms of the large-scale purchase with the large-scale purchaser and present an alternative proposal to shareholders.

### 3. Response to Large-Scale Purchases

#### (1) If the Large-Scale Purchaser Complies with the Large-Scale Purchase Rules

If the large-scale purchaser complies with the Large-Scale Purchase Rules, then even if it is opposed to the large-scale purchase, the Board of Directors of the Company shall only express an opinion opposing the purchase proposal and present an alternative proposal, and shall not take countermeasures against the large-scale purchase, in principle. Shareholders shall judge whether or not to accept the purchase proposal from the large-scale purchaser, taking into consideration the purchase proposal, and any opinion regarding the purchase proposal or alternative proposal presented by the Company, etc.

However, even if the Large-Scale Purchase Rules are complied with, in the event that it is judged that the large-scale purchase will considerably harm the corporate value of the Company and shareholders' common interests, such as causing harm to the Company from which it will be difficult to recover, the Board of Directors may take countermeasures as described below, as an exception, based on Directors' duty of due care of a prudent manager.

Specifically, if it is judged that the large-scale purchase falls under any of the following categories, the Company shall consider the large-scale purchase to fall under the category of cases recognized as significantly harming the corporate value of the Company and shareholders' common interests.

- 1) Cases when, although there is no true intention to participate in the management of the Company, shares are being acquired with the objective of simply increasing the share price and forcing parties related to the Company to buy back the shares at a high price (cases of a so-called green-mailer);
- 2) Cases when shares are being acquired with the objective of conducting so-called scorched-earth management, such as taking temporary control of the management of the Company and transferring the intellectual property rights, expertise, confidential corporate data, main business partners and customers, and other assets necessary for the management of the Company's businesses to the purchaser or his or her group companies, etc.;
- 3) Cases when shares are being acquired with the intention of taking control of the Company's management and using the Company's assets as collateral or repayment funds for the obligations of the purchaser and his or her group companies, etc.;
- 4) Cases when shares are being acquired with the objective of taking temporary control of the management of the Company, selling or otherwise disposing of real estate, marketable securities,

and/or other high-value assets not immediately related to the Company's businesses, etc., and using the proceeds from the disposal to force the payment of a one-time high dividend, or taking advantage of the sudden increase in the share price caused by the one-time high dividend to sell the shares at a high price;

- 5) In addition to cases described in the above items 1) through 4), any cases where it is judged that the large-scale purchaser does not seriously aim to engage in reasonable management, and the acquisition of control by the large-scale purchaser will cause harm to the Company from which it will be difficult to recover;
- 6) Any cases when there is a risk that opportunities for or the freedom of the judgment of shareholders will be constricted, and shareholders will effectively be forced to sell their shares, such as cases when the purchase method of the large-scale purchaser is a coercive two-stage purchase (refers to purchases of shares by tender offer, etc. when all shares are not solicited for purchase in the initial purchase, and unfavorable terms are set for the second-stage, or not made clear).

Furthermore, if it judges that confirming the will of shareholders is appropriate, the Board of Directors of the Company may convene a General Meeting of Shareholders and confirm the will of shareholders regarding the activation of countermeasures and other matters concerning the large-scale purchase.

(2) If the Large-Scale Purchaser does not Comply with the Large-Scale Purchase Rules

If the large-scale purchaser does not comply with the Large-Scale Purchase Rules, then regardless of the specific purchase method, the Board of Directors may take countermeasures as described below and resist the large-scale purchase, with the objective of protecting the corporate value of the Company and shareholders' common interests. The details of the countermeasures are as described below, but if the Company actually conducts a gratis allotment of subscription rights to shares, it may create conditions taking into consideration their effectiveness as a countermeasure, including making it a condition for exercising the subscription rights to shares that the holder does not belong to a specified shareholder group with a voting rights ratio higher than a certain ratio, and attaching an acquisition clause to the effect that the Company may acquire the subscription rights to shares in exchange for delivery of the Company's shares to holders of subscription rights to shares.

4. Details of Countermeasures

In this Policy for Responding, as described in the above item 3. (1), if the large-scale purchaser complies with the Large-Scale Purchase Rules, then the Company shall not take countermeasures against the large-scale purchase, in principle. However, if taking countermeasures as an exception as described in the above item 3. (1), or taking countermeasures as described in the above item 3. (2), the Board of Directors of the Company shall conduct a gratis allotment of subscription rights to shares (the "gratis allotment").

An overview of the gratis allotment to be conducted by the Board of Directors of the Company as a countermeasure is as follows.

- 1) Shareholders Eligible for the Gratis Allotment and Conditions for Allotment  
The Company shall allot subscription rights to shares at a ratio of one subscription right to shares per share held (however, this excludes shares of common stock of the Company held by the Company), to shareholders recorded in the final shareholder register on the allotment date separately determined by the Board of Directors of the Company (refers to shareholders deemed to be recorded in the shareholder register on the allotment date pursuant to Article 152, Paragraph 1 of the Act on Book Entry of Corporate Bonds and Shares).
- 2) Type and Number of Shares Underlying the Subscription Rights to Shares  
The type of shares underlying the subscription rights to shares shall be shares of common stock of the Company, and the number of shares underlying each subscription right to shares shall be one (1) share. However, if the Company conducts a share split or consolidation of shares, it shall make the necessary adjustments.
- 3) Total Number of Subscription Rights to Shares to be Allotted  
The total number of subscription rights to shares to be allotted shall be a number determined by the Board of Directors of the Company, up to a maximum of the total number of issued shares of the Company on the allotment date.
- 4) Amount of Payment to be Made when Exercising the Subscription Rights to Shares  
The amount of payment to be made when exercising the subscription rights to shares shall be one (1) yen per subscription right to shares. However, the Company may acquire subscription rights to shares for a price of one share of common stock in the Company for one subscription right to shares. In this case, payment is not required.
- 5) Transfer of Subscription Rights to Shares  
The transfer of the subscription rights to shares shall require the permission of the Board of Directors of the Company.
- 6) Exercise Period of the Subscription Rights to Shares  
The exercise period of the subscription rights to shares shall be a period determined by the Board of Directors of the Company in the resolution to conduct a gratis allotment of subscription rights to shares, of one to two months, starting from the effective date of the subscription rights to shares (however, if the Board of Directors of the Company separately establishes a date to replace this date in the resolution to conduct a gratis allotment of subscription rights to shares, it shall be that date). However, if the final day of the exercise period falls on a non-business day of the institution handling payment, the next business day shall be considered the final day.
- 7) Exercise Conditions of the Subscription Rights to Shares  
Persons falling under any of the categories (i) through (v) below (hereinafter, persons not qualified to exercise subscription rights to shares) in principle shall not be able to exercise subscription rights to shares allotted gratis based on this Policy for Responding.
  - (i) the large-scale purchaser;
  - (ii) joint holders of the large-scale purchaser (refers to persons defined in Article 27-23, Paragraph 5 of the Financial Instruments and Exchange Act and persons deemed joint holders pursuant to Paragraph 6 of the same, and includes persons to whom the Board of Directors of the Company recognizes that this applies);

- (iii) specially related parties of the large-scale purchaser (refers to persons defined in Article 27-2, Paragraph 7 of the Financial Instruments and Exchange Act, and includes persons to whom the Board of Directors of the Company recognizes that this applies);
- (iv) any persons who have received the transfer of or succeeded to subscription rights to shares that were allotted gratis based on this Policy for Responding from a person falling under any of the categories (i) through (iii), without the permission of the Board of Directors of the Company; and
- (v) any related persons or parties of persons falling under any of the categories (i) through (iv) (investment banks, securities companies, and other financial institutions that have entered into financial advisory agreements with the persons falling under any of the categories (i) through (iv)); other persons effectively sharing the interests with the persons falling under any of the categories (i) through (iv); tender offer agents, attorneys, accountants, other advisors, or persons considered by the Board of Directors of the Company as those who are effectively controlled by or who act jointly and collaboratively with the persons falling under any of the categories (i) through (iv))

8) Other

Matters related to the acquisition of the subscription rights to shares and other necessary matters shall be separately determined by the Board of Directors of the Company.

5. Systems and Procedures to Guarantee the Reasonableness and Fairness of Countermeasures

(1) Establishment of the Independent Committee

An Independent Committee has been established, in order to ensure that this Policy for Responding is appropriately implemented, prevent arbitrary judgments by the Board of Directors, and ensure the objectivity and reasonableness of those judgments, in regard to whether or not the series of procedures has been implemented in accordance with the Large-Scale Purchase Rules, and, even in cases when the Large-Scale Purchase Rules have been complied with, whether or not to take countermeasures because the large-scale purchase will considerably harm the corporate value of the Company and shareholders' common interests (please refer to Attachment 2 regarding an overview of the Independent Committee regulations). There shall be three (3) or more members of the Independent Committee, and the Board of Directors of the Company shall select them from Outside Directors and Outside Audit & Supervisory Board Members of the Company, and external experts (Note 4), who are independent from the management team of the Company engaged in business execution, in order to make fair and neutral judgments possible.

The Independent Committee as of the close of this Ordinary General Meeting of Shareholders will comprise five members: Ms. Hiroe Toyoshima, Mr. Takehisa Ikeda, Mr. Kazuyoshi Matsuura, Mr. Tomoyuki Ono, and Mr. Tetsuaki Ogami (please refer to Attachment 3 regarding their past experience).

Note 4: External experts refers to the selection of persons who are corporate managers with abundant experience of management, persons who are familiar with investment banking operations, attorneys, Certified Public Accountants, academics whose research focuses mainly on the Companies Act, etc., and other equivalent persons.

(2) Completion of Provision of Large-Scale Purchase Information

Whenever information is provided by the large-scale purchaser, the Board of Directors of the Company shall promptly provide it to the Independent Committee, and shall consult the Independent Committee in regard to whether or not it may be judged that the provision of the Necessary Information by the large-scale purchaser has been completed. If it is judged that the provision of the Necessary Information by the large-scale purchaser has been completed, the Independent Committee shall promptly provide a recommendation to that effect to the Board of Directors of the Company, and the provision of the Necessary Information shall be treated as completed at that point.

(3) Procedures for the Activation of Countermeasures

In this Policy for Responding, as described in the above item 3. (1), if the large-scale purchaser complies with the Large-Scale Purchase Rules, then the Company shall not take countermeasures against the large-scale purchase, in principle. However, if taking countermeasures as an exception as described in the above item 3. (1), or if taking countermeasures as described in the above 3. (2), then ahead of the activation of countermeasures, in order to guarantee the reasonableness and fairness of its judgments, the Board of Directors shall consult the Independent Committee regarding whether or not to activate countermeasures, and the Independent Committee shall make a recommendation regarding the appropriateness of activating countermeasures after sufficiently considering whether or not the Large-Scale Purchase Rules have been complied with, and whether or not the large-scale purchase will considerably harm the corporate value of the Company and shareholders' common interests.

Furthermore, when making a judgment on whether or not to activate countermeasures, the Board of Directors of the Company shall comply with the recommendation of the Independent Committee, in principle, but if there is an important divergence in the understanding of the facts forming the basis for the judgment of the Independent Committee, or if the Board of Directors of the Company judges that the basis for the Independent Committee's judgment is unreasonable, then it may, once only, request that the Independent Committee reconsiders its recommendation. In this case, the Independent Committee shall establish a period recognized as necessary for reconsideration (of up to 14 days), and shall disclose that period and the reasons thereof.

In addition, if it judges it is appropriate to confirm the will of shareholders, the Board of Directors of the Company may convene a General Meeting of Shareholders, and confirm the will of shareholders regarding the activation of countermeasures and other matters concerning the large-scale purchase. In this case, depending on the state of the large-scale purchase, when deemed by the Board of Directors of the Company that it would be appropriate to confirm intentions via shareholders who have no interest in the purchase, the will of shareholders may be confirmed based on the results of the exercise of voting rights by shareholders who have no interest in the purchase, excluding the voting rights of persons not qualified to exercise subscription rights to shares and the Company's Directors.

(4) Suspension of the Activation of Countermeasures, etc.

After the Board of Directors of the Company decides to activate countermeasures as described

in the above items 3. (1) or (2), it may suspend the activation of countermeasures if it judges that the activation of countermeasures is not appropriate, such as cases when the large-scale purchaser withdraws or changes the large-scale purchase. For example, if, after the shareholders to receive the gratis allotment of subscription rights to shares have been confirmed, the Board of Directors judges that the activation of countermeasures is not appropriate, such as cases when the large-scale purchaser withdraws or changes the large-scale purchase, then the activation of countermeasures may be suspended by cancelling the gratis allotment of subscription rights to shares during the period prior to the effective date, or acquiring the subscription rights to shares without consideration, upon receiving the recommendation of the Independent Committee, after the gratis allotment of subscription rights to shares (shareholders shall lose the subscription rights to shares owing to the acquisition of the subscription rights to shares without consideration by the Company).

If it suspends the activation of countermeasures in this way, the Company shall promptly disclose that fact, together with any matters deemed necessary by the Independent Committee.

6. Effect of this Policy for Responding on Shareholders and Investors, etc.

(1) Effect of the Large-Scale Purchase Rules on Shareholders and Investors, etc.

The objective of the Large-Scale Purchase Rules in this Policy for Responding is to secure the necessary information for shareholders to judge whether or not to accept the large-scale purchase, and to ensure opportunities for the opinion of the Board of Directors, who are actually responsible for the management of the Company, to be presented, and for shareholders to be presented with an alternative proposal. As a result, shareholders will be able to make an appropriate judgment regarding whether or not to accept the large-scale purchase based on sufficient information, and the Company believes that this will help protect the corporate value of the Company and shareholders' common interests. Accordingly, the Company believes that the establishment of the Large-Scale Purchase Rules is a precondition for appropriate investment judgments by shareholders and investors, and will contribute to the interests of shareholders and investors.

Furthermore, as described in the above item 3., the Company's policy for responding to a large-scale purchase will differ depending on whether the large-scale purchaser complies with the Large-Scale Purchase Rules, so shareholders and investors are advised to pay close attention to the actions of the large-scale purchaser.

(2) Effect on Shareholders and Investors when Countermeasures are Activated

If the Board of Directors of the Company decides to take specific countermeasures as described in the above item 4., in order to protect the corporate value of the Company and shareholders' common interests, the Board of Directors shall make timely, appropriate disclosure of that decision, in accordance with laws and regulations, and the listing rules of the securities exchanges where the Company is listed, etc.

When countermeasures are activated, the Company does not expect any circumstances whereby shareholders other than the large-scale purchaser, etc. would suffer any particular loss in terms of their statutory rights or economic interests. If a gratis allotment of subscription rights to shares is conducted as a countermeasure, shareholders on the allotment date shall be allotted subscription

rights to shares gratis, in accordance with the number of shares held. If the Company subsequently takes the procedures to acquire subscription rights to shares with an acquisition clause attached, then shareholders other than the large-scale purchaser shall receive shares in the Company as consideration for the acquisition of the subscription rights to shares by the Company, and therefore shall not suffer any particular disadvantage.

Furthermore, if, by determination of the Board of Directors of the Company, the Company suspends the issuance of subscription rights to shares or acquires issued subscription rights to shares without consideration, then no dilution in per share value shall occur, and therefore shareholders and investors who have bought or sold shares based on a dilution occurring in the value of the Company's shares after the shareholders to receive the gratis allotment of subscription rights to shares have been confirmed (on or after the ex-rights date) may suffer an unexpected loss owing to fluctuations in the share price.

In cases when the large-scale purchaser, etc. does not comply with the Large-Scale Purchase Rules, and even in cases when the large-scale purchaser complies with the Large-Scale Purchase Rules, if it is judged that the large-scale purchase will considerably harm the corporate value of the Company and shareholders' common interests, there is possibility that the large-scale purchaser, etc. may suffer a disadvantage in terms of his or her statutory rights or economic interests, as a result of countermeasures being taken. The public announcement of this Policy for Responding provides a warning in advance, such that any large-scale purchaser does not violate the Large-Scale Purchase Rules.

(3) Procedures Required of Shareholders in line with the Activation of Countermeasures

If a gratis allotment of subscription rights to shares is conducted as a countermeasure, shareholders on the allotment date shall receive the allotment of subscription rights to shares without being required to apply to receive the subscription rights to shares. In addition, if the Company takes procedures to acquire subscription rights to shares with an attached acquisition clause, then shareholders shall receive the Company's shares as consideration for the acquisition of the subscription rights to shares by the Company, without making payment of an amount of money equivalent to the exercise price of the subscription rights to shares, and therefore shall not be required to complete any application or payment procedures, etc. in regard to the subscription rights to shares.

The Company shall separately notify shareholders of the details of these procedures when actually conducting a gratis allotment of subscription rights to shares, in accordance with laws and regulations and the listing rules of the securities exchanges where the Company is listed, etc.

7. Application Date of this Policy for Responding, Effective Period, Continuation, Discontinuation, and Changes

This Policy for Responding shall be proposed to shareholders at this Ordinary General Meeting of Shareholders to be held on June 25, 2024, and if it is approved, shall become effective from that time. Its effective period shall be until the conclusion of the Ordinary General Meeting of Shareholders of the Company to be held in June 2027, and its subsequent continuation (including continuation with

partial amendments) shall require approval at an Ordinary General Meeting of Shareholders.

In addition, even after approval at this Ordinary General Meeting of Shareholders, if 1) a resolution is passed at a General Meeting of Shareholders to discontinue this Policy for Responding, or 2) the Board of Directors, which comprises Directors elected at the General Meeting of Shareholders of the Company, passes a resolution to discontinue this Policy for Responding, then this Policy for Responding shall be discontinued at that time.

Furthermore, the Board of Directors of the Company may make amendments or changes to this Policy for Responding, with the approval of the Independent Committee, within a scope reasonably recognized as necessary owing to revisions to the Companies Act, the Financial Instruments and Exchange Act, other laws and regulations, the listing rules of securities exchanges where the Company is listed, etc., and/or changes to the interpretation or implementation of the above, or changes to the tax system, judicial precedents, etc.

If this Policy for Responding is discontinued or changed, the Company shall disclose the fact of the discontinuation or changes, the content of the changes (in the case of changes), and any other matters deemed necessary by the Board of Directors of the Company (excluding minor changes, such as changes to words and phrases owing to revisions to laws and regulations, etc.).

#### **IV. The Fact that this Policy for Responding is in line with the Basic Policy Regarding Control of the Company, it will not Harm Shareholders' Common Interests, and is not Aimed at Maintaining the Positions of the Company's Officers, and the Reasons thereof**

##### **1. On the Fact that this Policy for Responding is in line with the Basic Policy Regarding Control of the Company**

This Policy for Responding sets forth the content of the Large-Scale Purchase Rules, policies for responding in the event of a large-scale purchase, the establishment of the Independent Committee, the effect on shareholders and investors, etc.

This Policy for Responding requests that any large-scale purchaser provides necessary and sufficient information in advance regarding the large-scale purchase to the Board of Directors of the Company, and that the large-scale purchase is commenced only after a certain evaluation period for the Board of Directors of the Company has passed, and also clarifies that the Board of Directors of the Company may take countermeasures against any large-scale purchase that does not comply with these rules.

In addition, it clarifies that even if the Large-Scale Purchase Rules have been complied with, in cases when the Board of Directors of the Company judges that the large-scale purchase by the large-scale purchaser will considerably harm the interests of the Company's shareholders as a whole, it may take countermeasures against this large-scale purchaser in order to protect the interests of the Company's shareholders as a whole.

In this way, it may be said that this Policy for Responding has been designed in line with the approach of the Basic Policy regarding control of the Company.

##### **2. On the Fact that this Policy for Responding will not Harm Shareholders' Common Interests**

As described in the above item I., the Basic Policy regarding control of the Company is based on the premise of respecting the common interests of the Company's shareholders. This Policy for

Responding has been designed in line with this approach of the Basic Policy regarding control of the Company, and its objective is to guarantee the provision of the necessary information for the Company's shareholders to judge whether or not to accept the large-scale purchase, the provision of views by the Board of Directors of the Company, and the provision of opportunities to be presented with an alternative proposal. This Policy for Responding will facilitate appropriate investment judgments by shareholders of the Company and investors, and therefore the Company believes that it will not harm the common interests of the Company's shareholders, and will in fact contribute to those interests.

In addition, conducting a gratis allotment of subscription rights to shares as a countermeasure will be limited to cases when strict, objective criteria are fulfilled, such as when the large-scale purchase will considerably harm the corporate value of the Company and shareholders' common interests, and therefore the Company believes that this Policy for Responding will not harm the common interests of the Company's shareholders.

Furthermore, the fact that the continuation of this Policy for Responding is subject to the approval of the Company's shareholders and that this Policy for Responding may be discontinued if the Company's shareholders wish, may be thought to guarantee that this Policy for Responding will not harm the common interests of the Company's shareholders.

### 3. On the Fact that this Policy for Responding is not Aimed at Maintaining the Positions of the Company's Officers

A fundamental principle of this Policy for Responding is that whether or not to accept a large-scale purchase should ultimately be entrusted to the judgment of the Company's shareholders, and requests for compliance with the Large-Scale Purchase Rules and the activation of countermeasures shall be conducted within the scope necessary to protect the common interests of the Company's shareholders. This Policy for Responding discloses the cases under which the Board of Directors of the Company will activate countermeasures in advance and in detail, and the activation of countermeasures by the Board of Directors of the Company shall be conducted in accordance with the provisions of this Policy for Responding. The Board of Directors of the Company shall not be able to continue this Policy for Responding by itself, and shall require the approval of the Company's shareholders.

In addition, when the Board of Directors of the Company evaluates and considers the large-scale purchase, formulates an opinion as the Board of Directors of the Company, presents an alternative proposal, and consults with the large-scale purchaser, or activates countermeasures, then it shall obtain advice from external experts, etc. as necessary, and shall consult an Independent Committee comprising members independent from the management team engaged in the business execution of the Company, and shall follow the recommendation of this committee, in principle. In this way, this Policy for Responding includes procedures to guarantee that it is implemented appropriately by the Board of Directors of the Company.

Based on the above, the Company believes it is clear that this Policy for Responding is not aimed at maintaining the position of the Company's officers.

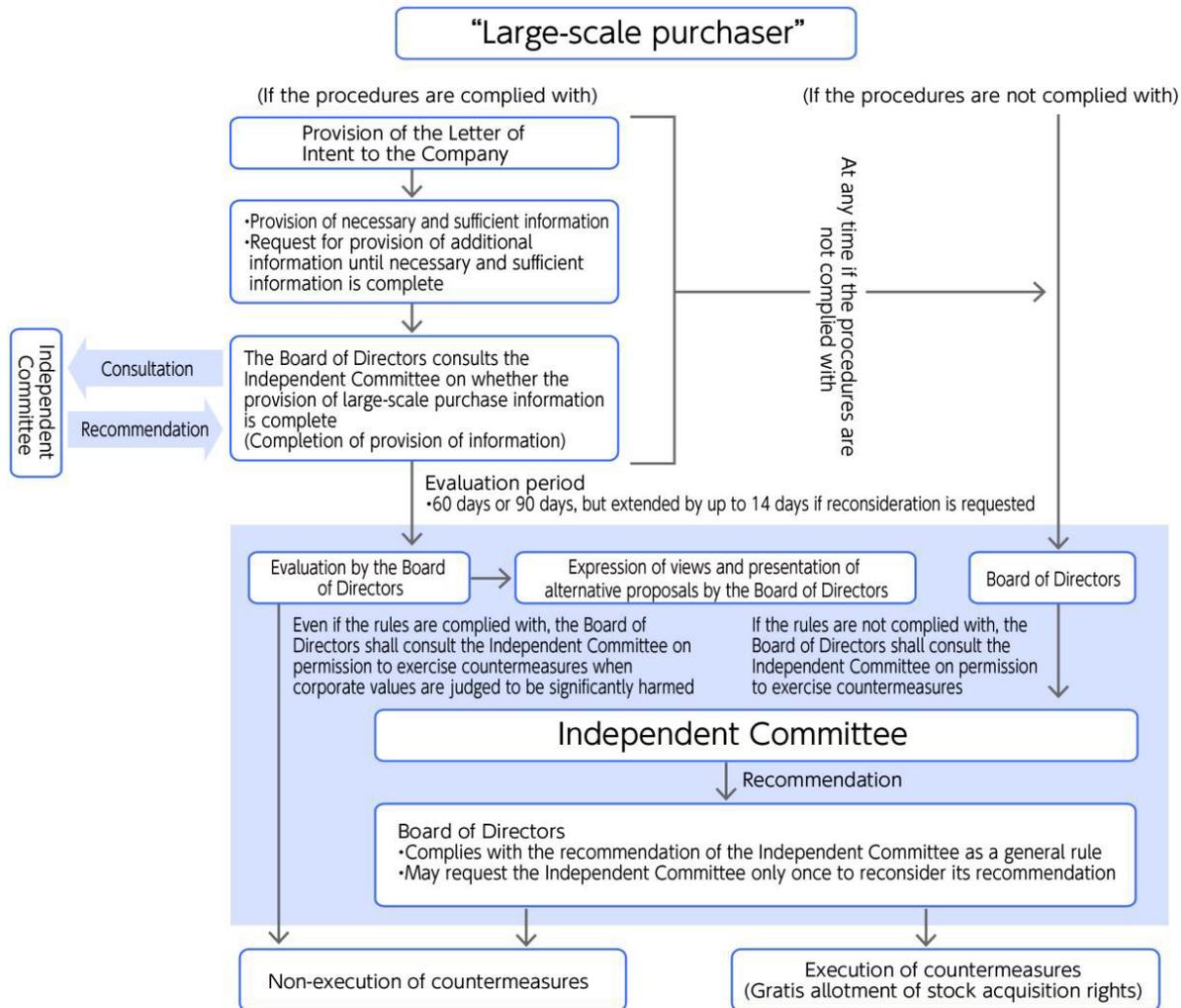
## **V. Consistency with Government Guidelines and Timely Disclosure Rules**

The content of this Policy for Responding is fully consistent with the “Guidelines Regarding Takeover Defense for the Purpose of Protection and Enhancement of Corporate Value and Shareholder’s Common Interests” (the “Takeover Defense Guidelines”) announced by the Ministry of Economy, Trade and Industry and the Ministry of Justice on May 27, 2005, as it fulfills all of the three principles set forth in the Takeover Defense Guidelines: 1) protecting corporate value and the interests of shareholders as a whole, 2) prior disclosure and shareholder will, and 3) ensuring necessity and reasonableness.

In addition, this Policy for Responding also sufficiently takes into consideration the content of the “Takeover Defense Measures in Light of Recent Environmental Changes” announced on June 30, 2008 by the Corporate Value Study Group established by the Ministry of Economy, Trade and Industry, and “Guidelines for Corporate Takeovers—Enhancing Corporate Value and Securing Shareholders’ Interests—” announced on August 31, 2023 by the Fair Acquisition Study Group established by the Ministry of Economy, Trade and Industry.

Furthermore, this Policy for Responding is consistent with the intent of all rules pertaining to the introduction of takeover response policies by the Tokyo Stock Exchange.

**Large-Scale Purchase Rules Flowchart based on the “Policy for Responding to a Large-Scale Purchase of the Company’s Shares”**



### **Overview of the Independent Committee Regulations**

- The Independent Committee shall be established by resolution of the Board of Directors of the Company.
- There shall be three (3) or more members of the Independent Committee, and these members shall be selected by the Board of Directors of the Company from among Outside Directors, Outside Audit & Supervisory Board Members, and external experts who are independent from the management team engaged in the business execution of the Company, in order to make fair and neutral judgments possible.
- The Independent Committee shall make recommendations to the Board of Directors on the details of its decisions regarding matters about which it has been consulted by the Board of Directors, in principle, together with the reasons and grounds thereof. Furthermore, each member of the Independent Committee shall make these decisions from the perspective of whether or not there is a contribution to the enhancement of the corporate value of the Company and shareholders' common interests.
- The Independent Committee may obtain advice from investment banks, securities companies, attorneys, and other external experts, at the Company's expense.
- Resolutions of the Independent Committee shall be made by a majority of members when a majority of members are in attendance.

### Past Experience of Independent Committee Members

#### Hiroe Toyoshima

- April 1998 Registered as lawyer (completed legal training courses of 50th term)
- April 1998 Joined Nakamoto & Partners
- December 2005 Registered as licensed attorney in the State of New York (USA)
- April 2009 Partner, Nakamoto & Partners (to present)
- October 2015 Outside Director, SUN-S CO., LTD. (to March 2018)
- June 2020 Outside Director, Member of Nomination and Remuneration Committee of the Company
- June 2020 Outside Director (Audit and Supervisory Committee Member), NITTO FUJI FLOUR MILLING CO., LTD. (to present)
- June 2023 Outside Director, Chairperson of Nomination and Remuneration Committee of the Company (to present)
- June 2023 Outside Member of the Board of Directors (Audit and Supervisory Committee Member), NIDEC CORPORATION (to present)

#### Takehisa Ikeda

- April 1983 Joined The Mitsui Bank Limited (currently Sumitomo Mitsui Banking Corporation)
- April 2011 Executive Officer and General Manager of Tokyo Corporate Banking Dept. VI, Sumitomo Mitsui Banking Corporation
- April 2013 Managing Executive Officer and Head of Nagoya Middle Market Banking Division, Nagoya Corporate Banking Division (Nagoya Corporate Banking Dept.), Sumitomo Mitsui Banking Corporation
- April 2015 Managing Executive Officer and Deputy Head of Wholesale Banking Unit (in charge of East Japan), Sumitomo Mitsui Banking Corporation
- May 2016 Senior Managing Executive Officer, Sumitomo Mitsui Finance and Leasing Company, Limited
- June 2016 Director and Senior Managing Executive Officer, Sumitomo Mitsui Finance and Leasing Company, Limited
- April 2017 Managing Executive Officer, Sumitomo Mitsui Financial Group, Inc. (to May 2020)  
Director and Senior Managing Executive Officer, Sumitomo Mitsui Finance and Leasing Company, Limited
- June 2020 Representative Director and Senior Managing Executive Officer, Sumitomo Mitsui

	Finance and Leasing Company, Limited (to June 2022)
June 2021	Outside Director, Member of Nomination and Remuneration Committee of the Company (to present)
Kazuyoshi Matsuura	
April 1993	Assistant Professor, Faculty of Economics, Matsuyama University
April 2000	Professor, Faculty of Economics, Matsuyama University (to present)
January 2011	Vice President of Administrative Board, Matsuyama University (to November 2014)
April 2018	Dean, Faculty of Economics, Matsuyama University (to March 2020)
June 2022	Outside Audit & Supervisory Board Member of the Company (to present)
April 2023	Dean, Graduate School of Economics, Matsuyama University (to present)
Tomoyuki Ono	
April 1982	Joined Sumitomo Chemical Industry Company Limited (currently SUMITOMO CHEMICAL COMPANY, LIMITED)
October 1989	Joined Eiwa Audit Corporation (currently KPMG AZSA LLC)
March 1993	Registered as Certified Public Accountant
August 1998	Joined Asahi & Co. (currently KPMG AZSA LLC)
June 2007	Partner, KPMG AZSA LLC (to June 2022)
May 2021	Chairman of Partners Meeting, KPMG AZSA LLC (to May 2022)
July 2022	President, Ono CPA Office (to present)
June 2023	Outside Director, Member of Nomination and Remuneration Committee of the Company (to present)
June 2023	Outside Director, Member of the Board, Audit and Supervisory Committee Member, ROHM Co., Ltd. (to present)
Tetsuaki Ogami	
April 1988	Joined Nippon Life Insurance Company
March 2018	Executive Officer, General Manager of Affiliated Business Dept and Adviser of Corporate Planning Department, Nippon Life Insurance Company
July 2019	Director and Executive Officer, Deputy General Manager of Customer Service Headquarters, Nippon Life Insurance Company
March 2021	Director, Nippon Life Insurance Company (to July 2021)
June 2021	Vice President and Representative Director, SAYCO Building Management Co., Ltd. (to present)
April 2023	President and Representative Director, NISSAY NEW CREATION CO., LTD. (to present)
June 2023	Outside Audit & Supervisory Board Member of the Company (to present)

**Status of the Company's Shares and Shareholders (as of March 31, 2024)**

(1) Total number of shares authorized to be issued

Common stock            100,000,000 shares

(2) Total number of shares issued

Common stock            30,272,503 shares

(3) Number of shareholders

6,496

(4) Major shareholders (top ten)

Shareholder name	Number of shares held (Thousand shares)	Shareholding ratio (%)
The Master Trust Bank of Japan, Ltd. (trust account)	2,845	10.12
NITTA RUBBER INDUSTRIAL CO., Ltd.	2,842	10.11
IBP Co., Ltd.	2,301	8.19
Custody Bank of Japan, Ltd. (trust account)	1,581	5.63
Onga Holdings LLC	1,430	5.09
Nitta Business Partners Shareholder Association	1,012	3.60
Nitta Kyoekai	658	2.34
Tadashi Nitta	498	1.77
NITTA Employee Stockholding Association	435	1.55
Zeon Corporation	424	1.51

\*In addition to the above, there are also 2,179 thousands treasury shares held by the Company.

\*Numbers of shares held are rounded down to the nearest thousand shares.