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Securities code: 6480

June 8, 2022

To our shareholders:

Shigeki Miyachi, President & CEO
NIPPON THOMPSON CO., LTD.
19-19 Takanawa 2-chome, Minato-ku, Tokyo

NOTICE OF THE 73RD ORDINARY GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce the 73rd Ordinary General Meeting of Shareholders of NIPPON THOMPSON CO., LTD. (the “Company”), which will be held as described below.

From the viewpoint of preventing the spread of the novel coronavirus disease (COVID-19), you are encouraged to exercise your voting rights prior to the meeting by postal mail or via electromagnetic means such as the Internet, if at all possible, and urged to refrain from traveling to the venue on the date of the meeting.

(Please understand that no gifts will be offered to the shareholders attending the meeting.)

Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by postal mail or via electromagnetic means such as the Internet no later than 5:12 p.m., Friday, June 24, 2022 (Japan Standard Time).

1. Date and time: Monday, June 27, 2022 at 10:00 a.m. (Japan Standard Time)

2. Venue: Headquarters Building of NIPPON THOMPSON CO., LTD.
19-19 Takanawa 2-chome, Minato-ku, Tokyo

3. Purposes:

Items to be reported:

1. Business Report and Consolidated Financial Statements for the 73rd Term (from April 1, 2021 to March 31, 2022), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors
2. Non-Consolidated Financial Statements for the 73rd Term (from April 1, 2021 to March 31, 2022)

Items to be resolved:

- Proposal 1:** Appropriation of surplus
Proposal 2: Amendment to the Articles of Incorporation
Proposal 3: Election of nine (9) Directors

1. If you plan to attend the meeting in person, please present the enclosed voting form at the reception desk upon your arrival.
2. The reception desk is scheduled to open at 9:00 a.m. on the day of the meeting.
3. If any changes have been made to the Reference Documents for the General Meeting of Shareholders as well as the Business Report, the Non-Consolidated Financial Statements and the Consolidated Financial Statements, such changes will be posted on the Company’s website (<https://www.ikont.co.jp/>).

Requests Regarding Prevention of the Spread of Novel Coronavirus Disease (COVID-19)

- If we significantly update our various response depending on the situation of the spread of infection up to the date of the Ordinary General Meeting of Shareholders or the announcements made by the government, etc., we will post a notice on the Company's website (<https://www.ikont.co.jp/>). Therefore, we kindly request that you check our website.
- Exercise of voting rights with the voting card carries the risk of infection due to the process to return it and the work to tally the votes. Accordingly, we ask you to exercise voting rights via the Internet, etc. if at all possible when exercising voting rights prior to the meeting.
- Alcohol disinfectant for shareholders will be placed near the venue reception. Accordingly, we ask for your cooperation in disinfecting your hands, etc., and also kindly request that any shareholders attending the meeting bring and wear a mask.
- We will take temperature near the entrance of the venue using a non-contact thermometer, etc., and anyone who is found to have fevers and anyone who appears to be unwell may be refused entry and be asked to leave.
- Officers of the Company as well as staff members at the General Meeting of Shareholders will also be wearing masks and have their temperature and health checked.
- Seats in the venue will be arranged with spaces between them.
- The items to be reported (including the audit report) and detailed explanations of the proposals, etc. will be omitted at this Ordinary General Meeting of Shareholders to shorten the meeting's duration, from the perspective of preventing the spread of infection of the novel coronavirus (COVID-19). We ask shareholders to look over the notice of convocation prior to the meeting.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of surplus

Matters concerning year-end dividends

The Company positions the distribution of profits to shareholders as an important management issue, and its basic policy is to maintain a stable dividend, while comprehensively taking into consideration factors such as the level of business performance.

For the fiscal year under review, based on this basic policy, the Company proposes to pay a fiscal year-end dividend per share of 7 yen, equivalent to an annual dividend per share of 13 yen, when combined with the interim dividend, an increase of 5 yen compared with the previous fiscal year.

- (1) Allotment of dividend property to shareholders and its total amount
7 yen per share of common stock of the Company
Total amount: 507,581,844 yen
- (2) Effective date of dividends of surplus
June 28, 2022

Proposal 2: Amendment to the Articles of Incorporation

1. Reasons for the amendment

Since the revised provisions provided for in the proviso to Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) are to be enforced on September 1, 2022, the Company proposes to make the following changes to its Articles of Incorporation in preparation for the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format.

- (1) Article 20, paragraph (1) in “Proposed amendments” below will stipulate that the Company shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.
- (2) Article 20, paragraph (2) in “Proposed amendments” below will establish the provision to limit the scope of the items to be stated in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents.
- (3) Since the provisions for Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc. (Article 20 of the current Articles of Incorporation) will no longer be required, they will be deleted.
- (4) Accompanying the aforementioned establishment and deletion of provisions, supplementary provisions regarding the effective date, etc. will be established.

2. Details of the amendment

The details of the amendment are as follows.

(Underlined sections indicate changed parts)

Current Articles of Incorporation	Proposed amendments
<p><u>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u> <u>Article 20</u> <u>When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or presented in the reference documents for the general meeting of shareholders, business report, non-consolidated financial statements and consolidated financial statements through the Internet in accordance with the provisions prescribed by the Ministry of Justice Order, it may be deemed that the Company has provided this information to shareholders.</u> (Newly established)</p>	<p>(Deleted)</p> <p><u>(Measures, etc. for Providing Information in Electronic Format)</u> <u>Article 20</u> (1) <u>When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.</u> (2) <u>Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ordinance of the Ministry of Justice from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u></p>

Current Articles of Incorporation	Proposed amendments
(Newly established)	<p style="text-align: center;"><u>Supplementary Provisions</u></p> <p>(1) <u>The amendment to the Articles of Incorporation pertaining to Article 20 shall be effective from September 1, 2022, which is the date of enforcement of the revised provisions provided for in the proviso to Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter referred to as the “Date of Enforcement”).</u></p> <p>(2) <u>Notwithstanding the provision of the preceding paragraph, Article 20 of the Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) shall remain effective regarding any general meeting of shareholders held on a date within six months from the Date of Enforcement.</u></p> <p>(3) <u>These Supplementary Provisions shall be deleted on the date when six months have elapsed from the Date of Enforcement or three months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.</u></p>

Proposal 3: Election of nine (9) Directors

The term of office of all nine (9) current Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company proposes the election of nine (9) Directors.

The candidates are as follows.

Candidate no.	Name	Current positions and responsibilities in the Company	Candidate attributes
1	Shigeki Miyachi	President & CEO	Reelection
2	Toshinao Kimura	Managing Director, in charge of Sales Dept. and Sales Engineering Dept., and deputy in charge of Corporate Business Development Dept. and Products Development Center	Reelection
3	Koji Shimomura	Managing Director, in charge of Corporate Planning Dept., Personnel and General Affairs Dept., Accounting Dept., Logistics Operations Dept. and Secretary Dept., deputy in charge of Corporate Business Development Dept., and General Manager of Export Administration Dept.	Reelection
4	Tooru Okajima	Managing Director, in charge of Information System Dept. and DX Promotion, deputy in charge of Production Dept., and General Manager of Gifu Factory Complex	Reelection
5	Shin Kasahara	Managing Director, in charge of Corporate Business Development Dept., Quality Assurance Dept., Products Development Center, Technical Center, UBC (Shanghai) Precision Bearing MFG. Co., Ltd. and UBC (Suzhou) Bearing Co., Ltd., and General Manager of Technical Center	Reelection
6	Nobuya Hideshima	Non-Executive Director	Reelection
7	Youichi Takei	Non-Executive Director	Reelection Outside Independent
8	Satoshi Saito	Non-Executive Director	Reelection Outside Independent
9	Atsuko Noda		New election Outside Independent

Candidate no.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
1	Shigeki Miyachi (April 14, 1956) Reelection	Apr. 1979	Joined The Tokai Bank, Limited (currently MUFG Bank, Ltd.)	119,630 shares
		Oct. 2008	Joined the Company, General Manager attached to Director in charge of Corporate Planning Dept.	
Jan. 2009	General Manager of Corporate Planning Dept.			
June 2010	Managing Director and General Manager of Corporate Planning Dept.			
June 2012	President & CEO (current position)			
<p>Reasons for nomination as candidate for Director Shigeki Miyachi has participated in financial operations over many years, and was appointed as President & CEO of the Company in 2012. As such, he has abundant experience and achievements, as well as broad knowledge, as a manager. Accordingly, the Company has judged that he is suitably qualified to promote the management of the Group and strengthen corporate governance, and therefore proposes his election as Director.</p>				
2	Toshinao Kimura (November 23, 1957) Reelection	Apr. 1981	Joined the Company	24,612 shares
		July 2004	General Manager of Kita-Kanto Branch Office, Eastern Japan Regional Office	
		June 2006	General Manager of Eastern Japan Regional Office	
		June 2008	General Manager of Sales & Marketing Headquarters	
		June 2010	Director and General Manager of Sales & Marketing Headquarters	
		July 2012	Director, General Manager of Sales & Marketing Headquarters, and General Manager of Overseas Sales Dept. II	
		Sept. 2012	Director, in charge of Domestic Sales Dept., Sales Engineering Dept., Logistics Operations Dept. and Global Marketing Promotion Dept., General Manager of Sales & Marketing Headquarters, and General Manager of Overseas Sales Dept. II	
		June 2013	Director and General Manager of Overseas Sales Dept. I	
		Apr. 2015	Director and Senior Executive Officer, Chairman of IKO INTERNATIONAL, INC., and Chairman of NIPPON THOMPSON EUROPE B.V.	
		June 2017	Director and Senior Executive Officer, and General Manager of Gifu Factory Complex	
		Apr. 2018	Managing Director, deputy in charge of Production Dept., and General Manager of Gifu Factory Complex	
Apr. 2022	Managing Director, in charge of Sales Dept. and Sales Engineering Dept., and deputy in charge of Corporate Business Development Dept. and Products Development Center (current position)			
<p>Reasons for nomination as candidate for Director Toshinao Kimura has participated mainly in Sales Dept. and Production Dept., including operations overseas, and has abundant experience and achievements, as well as broad knowledge. He can be expected to utilize these qualities to contribute to all aspects of the management of the Group and enhance corporate value, and therefore the Company proposes his election as Director.</p>				

Candidate no.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Koji Shimomura (September 27, 1957) Reelection	<p>Apr. 1981 Joined the Company</p> <p>June 2004 General Manager of Tohoku Branch Office, Eastern Japan Regional Office</p> <p>July 2006 General Manager of Minami-Kanto Branch Office, Eastern Japan Regional Office</p> <p>June 2008 General Manager of Eastern Japan Regional Office</p> <p>July 2010 General Manager of Western Japan Regional Office</p> <p>June 2012 Director and General Manager of Western Japan Regional Office</p> <p>June 2013 Director and General Manager of Sales & Marketing Headquarters</p> <p>July 2014 Director and General Manager of Sales & Marketing Administration Dept.</p> <p>Apr. 2015 Director and Executive Officer, and General Manager of Sales & Marketing Administration Dept.</p> <p>Apr. 2016 Director and Senior Executive Officer, and General Manager of Sales & Marketing Administration Dept.</p> <p>Jan. 2017 Director and Senior Executive Officer, deputy in charge of Corporate Business Development Dept., and General Manager of Sales & Marketing Administration Dept.</p> <p>Apr. 2018 Managing Director, in charge of Sales Dept. and Sales Engineering Dept., and deputy in charge of Corporate Business Development Dept.</p> <p>Apr. 2019 Managing Director, in charge of Sales Dept. and Sales Engineering Dept., and deputy in charge of Corporate Business Development Dept. and Products Development Center</p> <p>May 2020 Managing Director, in charge of Sales Dept., Personnel and General Affairs Dept. and Sales Engineering Dept., and deputy in charge of Corporate Business Development Dept. and Products Development Center</p> <p>Apr. 2022 Managing Director, in charge of Corporate Planning Dept., Personnel and General Affairs Dept., Accounting Dept., Logistics Operations Dept. and Secretary Dept., deputy in charge of Corporate Business Development Dept., and General Manager of Export Administration Dept. (current position)</p>	54,120 shares
<p>Reasons for nomination as candidate for Director</p> <p>Koji Shimomura has participated mainly in Administration functions and Sales Dept., and has abundant experience and achievements, as well as broad knowledge. He can be expected to utilize these qualities to contribute to all aspects of the management of the Group and enhance corporate value, and therefore the Company proposes his election as Director.</p>			

Candidate no.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	Tooru Okajima (July 8, 1961) Reelection	<p>Apr. 1984 Joined The Tokai Bank, Limited (currently MUFG Bank, Ltd.)</p> <p>June 2013 Joined the Company, General Manager attached to Director in charge of Corporate Planning Dept.</p> <p>July 2013 General Manager of Corporate Planning Dept.</p> <p>June 2014 Executive Officer and General Manager of Corporate Planning Dept.</p> <p>Apr. 2015 Executive Officer, in charge of Accounting Dept., Logistics Operations Dept. and Secretary Dept., and General Manager of Corporate Planning Dept.</p> <p>June 2015 Director and Executive Officer, in charge of Accounting Dept., Logistics Operations Dept. and Secretary Dept., and General Manager of Corporate Planning Dept.</p> <p>Apr. 2016 Director and Senior Executive Officer, in charge of Accounting Dept., Information System Dept., Logistics Operations Dept. and Secretary Dept., and General Manager of Corporate Planning Dept.</p> <p>Jan. 2017 Director and Senior Executive Officer, in charge of Accounting Dept., Information System Dept., Logistics Operations Dept. and Secretary Dept., deputy in charge of Corporate Business Development Dept., and General Manager of Corporate Planning Dept.</p> <p>June 2017 Director and Senior Executive Officer, in charge of Accounting Dept., Information System Dept., Logistics Operations Dept., and Secretary Dept., deputy in charge of Corporate Business Development Dept., General Manager of Corporate Planning Dept., and General Manager of Export Administration Dept.</p> <p>Apr. 2018 Managing Director, in charge of Accounting Dept., Information System Dept., Logistics Operations Dept. and Secretary Dept., deputy in charge of Corporate Business Development Dept., General Manager of Corporate Planning Dept., and General Manager of Export Administration Dept.</p> <p>Apr. 2021 Managing Director, in charge of Corporate Planning Dept., Accounting Dept., Information System Dept., Logistics Operations Dept., Secretary Dept. and DX Promotion, deputy in charge of Corporate Business Development Dept., and General Manager of Export Administration Dept.</p> <p>Apr. 2022 Managing Director, in charge of Information System Dept. and DX Promotion, deputy in charge of Production Dept., and General Manager of Gifu Factory Complex (current position)</p>	34,483 shares
<p>Reasons for nomination as candidate for Director</p> <p>Tooru Okajima has participated in financial operations over many years, and has participated mainly in the Administration functions in the Company, such as the Corporate Planning Dept. As such, he has abundant experience and achievements, as well as broad knowledge. He can be expected to utilize these qualities to contribute to all aspects of the management of the Group and enhance corporate value, and therefore the Company proposes his election as Director.</p>			

Candidate no.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
5	Shin Kasahara (August 28, 1961) Reelection	<p>Apr. 1984 Joined the Company</p> <p>July 2008 General Manager of Sales Engineering Dept.</p> <p>July 2013 General Manager of Technical Dept., Technical Center</p> <p>Apr. 2016 Executive Officer and General Manager of Technical Center</p> <p>June 2016 Director and Executive Officer, and General Manager of Technical Center</p> <p>Jan. 2017 Director and Executive Officer, in charge of Corporate Business Development Dept., General Manager of Technical Center, and Chairman of UBC (Suzhou) Bearing Co., Ltd.</p> <p>Apr. 2018 Director and Executive Officer, in charge of Corporate Business Development Dept. and Technical Dept., and Chairman of UBC (Suzhou) Bearing Co., Ltd.</p> <p>Apr. 2019 Director and Executive Officer, in charge of Corporate Business Development Dept., Quality Assurance Dept., Products Development Center and Technical Center, and Chairman of UBC (Suzhou) Bearing Co., Ltd.</p> <p>May 2020 Director and Executive Officer, in charge of Corporate Business Development Dept. and Quality Assurance Dept., deputy in charge of Products Development Center and Technical Center, and Chairman of UBC (Suzhou) Bearing Co., Ltd.</p> <p>June 2020 Director, in charge of Corporate Business Development Dept. and Quality Assurance Dept., deputy in charge of Products Development Center and Technical Center, and Chairman of UBC (Suzhou) Bearing Co., Ltd.</p> <p>Apr. 2021 Director, in charge of Corporate Business Development Dept., Quality Assurance Dept., UBC (Shanghai) Precision Bearing MFG. Co., Ltd. and UBC (Suzhou) Bearing Co., Ltd., deputy in charge of Products Development Center, and General Manager of Technical Center</p> <p>Apr. 2022 Managing Director, in charge of Corporate Business Development Dept., Quality Assurance Dept., Products Development Center, Technical Center, UBC (Shanghai) Precision Bearing MFG. Co., Ltd. and UBC (Suzhou) Bearing Co., Ltd., and General Manager of Technical Center (current position)</p>	17,536 shares
<p>Reasons for nomination as candidate for Director</p> <p>Shin Kasahara has participated mainly in the Technical Dept., and has abundant experience and achievements, as well as broad knowledge. He can be expected to utilize these qualities to contribute to all aspects of the management of the Group and enhance corporate value, and therefore the Company proposes his election as Director.</p>			

Candidate no.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held	
6	Nobuya Hideshima (January 9, 1954) Reelection	Apr. 1978	Joined Yamaha Motor Co., Ltd.	0 shares
		Mar. 2009	Executive Officer	
		Mar. 2010	Senior Executive Officer	
		Mar. 2011	Director & Senior Executive Officer	
		Mar. 2013	Director & Managing Executive Officer	
		Dec. 2016	Director of The Graduate School for the Creation of New Photonics Industries	
		Mar. 2017	Adviser of Yamaha Motor Co., Ltd.	
		June 2017	Non-Executive Director of Fujibo Holdings, Inc. (scheduled to retire on June 29, 2022)	
		June 2018	Non-Executive Director of ShinMaywa Industries, Ltd. (scheduled to retire on June 24, 2022)	
		June 2019	Non-Executive Director of the Company (current position)	
<p>Reasons for nomination as candidate for Director</p> <p>Nobuya Hideshima has abundant experience and achievements, as well as broad insight, related to management, which he has participated in over many years, and he has appropriately supervised management as a Non-Executive Director since June 2019. The Company values his experience and skills highly, and because he can be expected to utilize his objective and specialist standpoint based on these qualities to contribute to all aspects of the management of the Group and enhance corporate value, the Company proposes his election as Director.</p>				
7	Youichi Takei (June 10, 1961) Reelection Outside Independent	Apr. 1993	Registered as attorney (Dai-Ichi Tokyo Bar Association), joined IWATA GODO	0 shares
		Apr. 2000	Partner of Meitetsu Law Offices (current position)	
		June 2003	Non-Executive Corporate Auditor of the Company	
		June 2006	Non-Executive Corporate Auditor of YAMAKIN (JAPAN) CO., LTD. (current position)	
		June 2013	Non-Executive Director of the Company (current position)	
		June 2020	Non-Executive Director of Daio Paper Corporation (current position)	
		Jan. 2022	Non-Executive Corporate Auditor of Nippon Export and Investment Insurance (current position)	
<p>Reasons for nomination as candidate for Non-Executive Director and overview of expected role</p> <p>Youichi Takei has a specialist standpoint as an attorney, as well as a high level of achievements related to corporate legal affairs, and he has appropriately supervised management as a Non-Executive Director since June 2013. The Company values his experience and skills highly, and because his objective and legal standpoint based on these qualities is expected to be reflected in the management of the Company as his role if he is elected as Non-Executive Director, the Company proposes his election as Non-Executive Director.</p>				

Candidate no.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held	
8	Satoshi Saito (May 16, 1959) Reelection Outside Independent	Apr. 1982	Joined The Tokai Bank, Limited (currently MUFG Bank, Ltd.)	0 shares
		Mar. 2002	Left UFJ Bank Limited (currently MUFG Bank, Ltd.)	
		Apr. 2002	Assistant Professor of School of Information-Oriented Management, SANNO University	
		Apr. 2005	Professor of School of Management (current position)	
		June 2007	Non-Executive Corporate Auditor of the Company	
		June 2016	Non-Executive Director (current position)	
Reasons for nomination as candidate for Non-Executive Director and overview of expected role Satoshi Saito has a deep knowledge of accounting, management, and law, as well as a specialist standpoint and broad insight as a university professor, and he has appropriately supervised management as a Non-Executive Director since June 2016. The Company values his experience and skills highly, and because his objective and specialist standpoint based on these qualities is expected to be reflected in the management of the Company as his role if he is elected as Non-Executive Director, the Company proposes his election as Non-Executive Director.				
9	* Atsuko Noda (January 12, 1961) New election Outside Independent	Apr. 1983	Joined Japan Airlines Co., Ltd.	0 shares
		Apr. 1991	Purser	
		Sept. 1994	Established Henkel & Grosse Japan Representative Office, Japan Representative	
		Nov. 1995	Established Japan Duty Free Services LLC (currently Grosse Japan Inc.), Representative Director	
		Dec. 2002	Representative Director & CEO of Grosse Japan Inc. (current position)	
Reasons for nomination as candidate for Non-Executive Director and overview of expected role Atsuko Noda has abundant experience and achievements related to international corporate management, which she has participated in over many years, as well as broad insight from playing an active role in business fields that differ from the Group. The Company values her experience and skills highly, and because her objective and specialist standpoint based on her experience and skills is expected to be reflected in the management of the Company as her role if she is elected as Non-Executive Director, the Company proposes her election as Non-Executive Director.				

- Notes:
- * indicates a new candidate for Director.
 - There are no special interest between any of the above candidates and the Company.
 - Youichi Takei, Satoshi Saito, and Atsuko Noda are candidates for Non-Executive Director.
 - When candidates for Non-Executive Director are persons who have not participated in corporate management in the past other than as a Non-Executive Director or Non-Executive Corporate Auditor, reasons the Company has judged that even the candidates who have not participated in management will be able to appropriately execute their duties as Non-Executive Director
 - Youichi Takei has a high level of achievements related to corporate legal affairs based on his specialist standpoint as an attorney, and therefore the Company has judged that he will be able to appropriately execute his duties as Non-Executive Director.
 - Satoshi Saito has a deep knowledge of accounting, management, and law, as well as an advanced standpoint and broad insight as a university professor, and therefore the Company has judged that he will be able to appropriately execute his duties as Non-Executive Director.
 - Years since the appointment of Non-Executive Director candidates as Non-Executive Directors
 - Youichi Takei is currently a Non-Executive Director of the Company, and his term of office as Non-Executive Director will be nine (9) years at the conclusion of this Ordinary General Meeting of Shareholders.
 - Satoshi Saito is currently a Non-Executive Director of the Company, and his term of office as Non-Executive Director will be six (6) years at the conclusion of this Ordinary General Meeting of Shareholders.
 - Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Youichi Takei and Satoshi Saito to limit their liability for damages as provided for in Article 423, paragraph (1) of the same. The maximum amount of liability for damages pursuant to this agreement is the minimum amount of liability stipulated in laws and regulations, and if these candidates are reelected as Non-Executive Directors, the Company intends to continue these agreements with them.
In addition, if Atsuko Noda is elected as Non-Executive Director, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company intends to enter into an agreement with her to limit her liability for damages as

provided for in Article 423, paragraph (1) of the same. The maximum amount of liability for damages pursuant to this agreement shall be the minimum amount of liability stipulated in laws and regulations.

7. The Company has notified Tokyo Stock Exchange, Inc. of the designation of Youichi Takei and Satoshi Saito as independent directors who are unlikely to have conflicts of interest with general shareholders, whose designation is required by Tokyo Stock Exchange, Inc. If these candidates are reelected as Non-Executive Directors, the Company intends for them to continue to serve as independent directors.

In addition, if Atsuko Noda is elected as Non-Executive Director, the Company intends for her to serve as an independent director who is unlikely to have conflicts of interest with general shareholders, whose designation is required by Tokyo Stock Exchange, Inc.

8. The number of shares of the Company held by Director candidates includes holdings via the Nippon Thompson Officers Shareholders' Association.
9. Summary of directors & officers liability insurance policy

The Company has entered into a directors & officers liability insurance policy with an insurance company with Directors as the insured, as provided for in Article 430-3, paragraph (1) of the Companies Act. The Company intends to renew this policy in September 2022.

If the election of each candidate in this proposal is approved and passed, each candidate will be included in the insured.

- (1) Summary of insurance incidents covered

The policy covers losses that may arise from the insured's assumption of liability incurred in the course of the performance of duties as an officer or a person at a certain position, or receipt of claims pertaining to the pursuit of such liability.

- (2) Insurance premiums

All insurance premiums are borne by the Company.

<Reference>

The main areas of expertise and experience of the candidates for Director and the current Corporate Auditors are as follows.

		Expertise and experience						
		Corporate management	Manufacturing, technology, and development	Sales and marketing	Finance and accounting	Compliance and risk management	Personnel and human resources development	Global business
Candidates for Director	Shigeki Miyachi	●		●	●	●		
	Toshinao Kimura	●	●	●				●
	Koji Shimomura	●		●			●	
	Tooru Okajima	●			●	●		
	Shin Kasahara		●	●				
	Nobuya Hideshima	●	●			●		●
	Youichi Takei					●		
	Satoshi Saito	●			●	●	●	
	Atsuko Noda	●		●		●		●
Corporate Auditors	Toshihiko Goto	●			●	●		●
	Taketo Nasu					●		●
	Kazuhiko Kimura				●	●		
	Kazuhisa Hayashida		●		●	●		