

Securities Code: 6929  
March 7, 2024

Nippon Ceramic Co., Ltd.  
176-17, Hirooka, Tottori-shi, Tottori, Japan  
Shinichi Taniguchi, President and CEO

## Notice of the 49th Ordinary General Meeting of Shareholders

Dear shareholders,

We would like to take this opportunity to express our gratitude for your continued support of our operations.

We would also like to express our deepest sympathies to all those affected by the 2024 Noto Peninsula earthquake and pray for a speedy recovery.

We hereby give notice that the 49th Ordinary General Meeting of Shareholders shall be convened as outlined below.

Measures for the electronic provision of information that is the content of reference documents for the general meeting of shareholders are taken (“Matters for Electronic Provision”) for this meeting, and Matters for Electronic Provision are posted on the Company’s website in accordance with the provisions of Article 325-3 of the Companies Act. Please access the website below, select “IR Library” from the menu “Investor Relations” and find the information posted under the “Financial statement and financial statement”

Company’s website (<https://www.nicera.co.jp/>)



Matters for Electronic Provision are also posted on the website of Tokyo Stock Exchange Inc. (TSE), in addition to the Company’s website. If you cannot view Matters for Electronic Provision on the Company’s website, please access the TSE website (“Listed Company Search”) below, input and search the name of the issue (name of company) or securities code, and select “Basic Information” > “Documents for Public Inspection/PR Information” > “Notice of General Shareholders Meeting / Informational Materials for a General Shareholders Meeting”, in order to view the information filed with the TSE.

TSE website (“Listed Company Search”)

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



You may exercise your voting rights in advance via the Internet or in writing (by postal mail) in lieu of voting in person at the meeting. After reviewing the reference documents for the general meeting of shareholders, please exercise your voting rights following the instructions on the exercise of voting rights no later than 4:00 p.m. on Tuesday, March 26, 2024.

## **Details**

### **1. Time & Date:**

Wednesday, March 27, 2024, 10:00 a.m., Japan time. (Registration begins at 9:00 a.m.)

**2. Venue:** Torigin Cultural Hall (Tottori Prefectural Culture Hall), Conference Room 2  
101-5, Shotokucho, Tottori-shi, Tottori, Japan

### **3. Purposes:**

#### **Items to Be Reported:**

1. Business Report, Consolidated Financial Statements, and Auditing Reports of Accounting Auditor and Audit & Supervisory Committee for Consolidated Financial Statements, for the 49th fiscal year (January 1 to December 31, 2023)
2. Financial statements for the 49th fiscal year (January 1 to December 31, 2023)

#### **Matters to Be Voted On:**

Proposal 1: Election of two (2) Directors (excluding Directors who are Members of the Audit and Supervisory Committee)

Proposal 2: Election of four (4) Directors who are Members of the Audit and Supervisory Committee

### **4. On Voting Rights**

- (1) Exercising voting rights via the Internet, etc.  
If you exercise your voting rights via the Internet, etc., please read “On Voting Rights via the Internet” below, and exercise your voting rights no later than 4:00 p.m. on Tuesday, March 26, 2024.
- (2) If you exercise your voting rights in writing (by mail)  
Please indicate your approval or disapproval of the agenda items on the enclosed voting form and return it by 4:00 p.m. on Tuesday, March 26, 2024. If neither approval nor disapproval of each proposal is indicated on the voting form, the Company will deem that you indicated your approval of the proposal.
- (3) Exercise of voting rights several times  
If you exercise your voting rights more than once using both the Internet, etc. and postal mail, the Company will treat the vote via the Internet, etc. as the effective exercise of your voting rights. If you exercise your voting rights via the Internet, etc. several times, we will treat the last exercise as the effective exercise of your voting rights.

Notes:

\*The Company will uniformly deliver a document stating items subject to measures for electronic provision for this General Meeting of Shareholders. Of the matters to be stated in Matters for Electronic Provision, the following content is posted on the Company's website below and the TSE website in accordance with legal statutes and Article 18 of the Articles of Incorporation of the Company, and the Company omits stating such content on documents the delivery of which is requested by shareholders. Therefore, business reports, consolidated financial statements and financial statements contained in the said documents constitute only part of the documents subject to audits for preparing the audit report by the accounting auditor and audits for preparing the internal audit report by the Audit and Supervisory Board.

- Company structure and policy in the Business Report
- Consolidated Statement of Changes in Shareholders' Equity in the Consolidated Financial Statements and Notes to the Consolidated Financial Statements
- Statement of Changes in Shareholders' Equity in the Non-Consolidated Financial Statements and Notes to the Non-Consolidated Financial Statements

\*Attendees are requested to hand over the attached voting card at the conference hall registration desk.

\*In the event that Matters for Electronic Provision are revised, the revisions will be posted on the Company's website below and the TSE website by stating to that effect and unrevised and revised matters.

<Requests to shareholders who attend>

- No gifts or beverages will be provided.
- If there is any major change in the arrangements for the General Meeting of Shareholders due to future circumstances, this will be announced on the website below.

< Company's website >

<https://www.nicera.co.jp/>

< TSE website >

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



## Guidance on Exercising Voting Rights

Voting rights at General Meetings of Shareholders are important rights of you as a shareholder.

Please exercise your voting rights after reading and considering the details of the attached Reference Documents for the General Meeting of Shareholders.

The following three ways to exercise your voting rights are available.



If you exercise voting rights via the Internet

Please follow the instructions on the next page and enter your approval or disapproval for the proposals.

Deadline

Entries completed by 4:00 p.m.,  
Tuesday, March 26, 2024



If you exercise voting rights in writing (by mail)

Please indicate your approval or disapproval for the proposals on the enclosed voting card and return it to us.

Deadline

Votes reaching us by 4:00 p.m.  
on Tuesday, March 26, 2024



If you attend the General Meeting of Shareholders

Please present the enclosed voting card at the reception desk upon your arrival.

Time & Date

Wednesday, March 27, 2024,  
10:00 a.m., Japan time.  
(Registration begins at 9:00 a.m.)

If you exercise your voting rights more than once using both the Internet, etc. and postal mail, the Company will treat the vote via the Internet, etc. as the effective exercise of your voting rights. If you exercise your voting rights via the Internet, etc. several times, we will treat the last exercise as the effective exercise of your voting rights.

## On Voting Rights via the Internet

How to scan the QR code: Smart Exercise	How to enter your voting code and password
<p>You can log into the voting website without entering a voting code and password.</p> <ol style="list-style-type: none"> <li>Please scan the QR code on the lower right part of the voting card. *QR Code is the registered trademark of DENSO WAVE INCORPORATED.</li> <li>Please follow the instructions on the screen to register whether you approve or disapprove of each proposal.</li> </ol> <p>● <b>In Smart Exercise, exercise of voting rights may be carried out only once.</b></p> <p>If you wish to change your vote after exercising your voting rights, please access the website for PCs, log in to the website by entering your voting code and password printed on your voting card, and exercise your voting right again.</p> <p>*If you scan the QR code again, you can move to the PC website.</p>	<p>Voting website <a href="https://www.web54.net">https://www.web54.net</a></p> <ol style="list-style-type: none"> <li>Please access the voting website for PCs. <ul style="list-style-type: none"> <li>Click Next</li> </ul> </li> <li>Please enter your voting code printed on the voting card. <ul style="list-style-type: none"> <li>Enter voting code.</li> <li>Click Login.</li> </ul> </li> <li>Please enter your password printed on the voting card. <ul style="list-style-type: none"> <li>Enter password</li> <li>Please set a new password that you will actually use.</li> <li>Click Register.</li> </ul> </li> <li>Please follow the instructions on the screen to register whether you approve or disapprove of each proposal.</li> </ol>
<p>For inquiries about operation procedure for exercising voting rights via the Internet using PCs and smartphones, please contact the inquiry desk on the right.</p>	<p>Sumitomo Mitsui Trust Bank Securities Agency Web Support Dedicated Dial TEL: 0120-652-031 (toll-free) (Reception time: 9:00-21:00)</p>

Institutional investors are permitted to use the platform for the electronic exercise of voting rights for institutional investors operated by ICJ, Inc.

## Reference Documents for the General Meeting of Shareholders

### Proposal 1: Election of two (2) Directors (excluding Directors who are Members of the Audit and Supervisory Committee)

The term of office for all (two) Directors (excluding Directors who are Audit & Supervisory Committee Members; the same applies hereinafter in this agenda item) will expire at the close of this Annual Shareholders Meeting. Accordingly, we propose to appoint two (2) Directors. Furthermore, in conjunction with this agenda item, the Audit and Supervisory Committee has provided us with a statement saying that all of the Directorial candidates are appropriate.

The candidates for Director (excluding Directors who are Members of the Audit and Supervisory Committee) position are as follows:

Candi- date number	Name (Date of birth)	Background, positions and responsibilities, and major concurrent positions	Number of Company shares owned
1	<b>Shinichi Taniguchi</b> (February 26, 1973) [Reappointment]	<p>July 1996      Joined the Company</p> <p>March 2002    Director of the Company</p> <p>April 2002    Concurrently, Executive Officer of the Company (Current position)</p> <p>January 2003   General Manager, Shanghai Nicera Sensor Co., Ltd.</p> <p>March 2006    Senior Managing Director of the Company</p> <p>March 2009    Representative Director of the Company</p> <p>April 2011     Concurrently, Head of the General Affairs Department of the Company</p> <p>February 2012 Concurrently, Head of the Corporate Planning Division of the Company</p> <p>February 2014 President and CEO of the Company (Current position)</p> <p><b>[Other major concurrent positions]</b> President and CEO, Taniguchi Kosan Co., Ltd. President and CEO, Nicera Kosan Co., Ltd. Chairperson, Kunshan Nicera Electrical Appliance Co., Ltd.</p>	455,225 shares
<p><b>[Reasons for Nomination]</b></p> <p>Mr. Shinichi Taniguchi has a wealth of experience in all areas of the Company, including production, development, sales, and overseas operations. He has led the Company as Representative Director since 2009, during which he guided the Group's management team and worked diligently to develop the Group's business. We nominate him as a candidate for reelection as Director because his wealth of experience and knowledge is deemed to be essential to the sustained improvement of the corporate value of Company.</p>			

Candi- date number	Name (Date of birth)	Background, positions and responsibilities, and major concurrent positions	Number of Company shares owned
2	<p><b>Haruko Kawasaki</b> (November 8, 1964) [Reappointment]</p>	<p>April 1987      Joined San-in Godo Bank</p> <p>March 2013     Director of the Company (Current position)</p> <p>January 2014   Resigned from San-in Godo Bank</p> <p>March 2019     Director of the Company in charge of the Corporate Planning Department (Current position)</p>	477,100 shares
<p><b>[Reasons for Nomination]</b> Ms. Haruko Kawasaki has long experience working for a financial institution and possesses considerable knowledge of finance and accounting. We nominate her as a candidate for reelection as Director because her wealth of experience and knowledge is deemed to be essential to the sustained improvement of the corporate value of Company</p>			

Note: There are no conflicts of interest between the Company and any of the candidates.

**Proposal 2: Election of four (4) Directors who are Members of the Audit and Supervisory Committee**

At the close of this General Meeting of Shareholders, the terms of office of the four (4) Directors who are Members of the Audit and Supervisory Committee will expire. Therefore, we propose the appointment of the four candidates who are Members of the Audit and Supervisory Committee as Directors. Furthermore, this proposal has received the endorsement of the Audit and Supervisory Committee.

The candidates for the position of Director who are Members of the Audit and Supervisory Committee are as follows.

Candidate number	Name (Date of birth)	Background, positions and responsibilities, and major concurrent positions	Number of Company shares owned
1	<b>Masateru Ueda</b> (January 5, 1970) Newly appointed	<p>December 1990    Joined the Company and assigned to the Accounting Section of General Affairs Department</p> <p>June 1996        Seconded to Kunshan Nicera Electrical Appliance Co., Ltd.</p> <p>December 2002   Deputy Section Manager of the Affiliates Management Office of the Company</p> <p>March 2005      Deputy General Manager of the Accounting Department of the Company</p> <p>March 2018      President of Nicera Philippines Inc.</p> <p>March 2020      Deputy General Manager of the General Affairs Department of the Company</p> <p>March 2022      Executive Officer in charge of the General Affairs Department of the Company (Current position)</p>	2,805 shares
<p><b>[Reasons for Nomination]</b></p> <p>Mr. Masateru Ueda has gained experience mainly at overseas facilities as an expatriate as well as in departments related to accounting, finance and corporate governance. Mr. Ueda is very familiar with the operations of affiliated companies, including those overseas. In addition, he has a wealth of experience in personnel and general affairs. He is the right person to take on a role of implementing proper audits of the Company's overall management from a broad perspective. Base on this, the Company has nominated him as a candidate for Director who is a member of the Audit and Supervisory Committee.</p>			



Candi- date number	Name (Date of birth)	Background, positions and responsibilities, and major concurrent positions	Number of Company shares owned
2	<p><b>Yasuaki Tamura</b> (January 16, 1934) [Reelection] [External] [Independent Director]</p>	<p>May 1973      Founded Yasuaki Tamura Law Office (Current position)</p> <p>April 1988      Chairperson, Tottori Bar Association; Governor, Japan Federation of Bar Associations</p> <p>April 2012      Member, Election Board, Japan Federation of Bar Associations (Current position)</p> <p>March 2013      Auditor of the Company</p> <p>March 2014      Director of the Company</p> <p>March 2016      as Director of the Company (Audit and Supervisory Committee Member) (Current position)</p> <p><b>[Years of service as an External Director]</b> 10 years (including 8 years as a Director who is an Audit &amp; Supervisory Committee member)</p>	-
<p><b>[Reasons for nomination and overview of expected roles]</b></p> <p>Mr. Yasuaki Tamura has extensive knowledge and experience as an attorney. We nominate him as a candidate for reelection as External Director as we expect him to provide oversight of the execution of duties of Directors, advice, etc. from professional perspectives, especially on legal affairs, utilizing his wealth of knowledge. If the proposition is approved, we expect him to be involved in the selection of officers of the Company and the determination of officers' remuneration, etc. from a neutral and objective perspective as a member of the Remuneration Committee and a member of the Nomination Committee. For the reasons described above, we made the decision that Mr. Tamura could adequately carry out his assignment as External Director, even though he has never been involved in corporate management except as outside officer.</p>			

Candi- date number	Name (Date of birth)	Background, positions and responsibilities, and major concurrent positions	Number of Company shares owned
3	<p><b>Tomoaki Seko</b> (February 15, 1971) [Reelection] [External] [Independent Director]</p>	<p>October 1992      Joined Deloitte Touche Tohmatsu LLC</p> <p>April 2006        Joined the Tottori Himawari Fund Law Office (currently, Tottori Aozora Law Office) (Current position)</p> <p>March 2014        Auditor of the Company</p> <p>March 2016        as Director of the Company (Audit and Supervisory Committee Member) (Current position)</p> <p>[Other major concurrent positions] THE SAN-IN GODO BANK, LTD. External Director (Member of the Audit and Supervisory Committee)</p> <p><b>[Years of service as an External Director]</b> 8 years (as a Director who is an Audit &amp; Supervisory Committee member)</p>	—
<p><b>[Reasons for nomination and overview of expected roles]</b> Mr. Tomoaki Seko has extensive knowledge and experience as an attorney and certified public accountant. We nominate him as a candidate for reelection as External Director as we expect him to provide oversight of the execution of duties of Directors, advice, etc. from professional perspectives, especially on legal affairs and accounting, utilizing his wealth of knowledge. If the proposition is approved, we expect him to be involved in the selection of officers of the Company and the determination of officers' remuneration, etc. from a neutral and objective perspective as the Chairperson of the Remuneration Committee and a member of the Nomination Committee. For the reasons described above, we made the decision that Mr. Seko could adequately carry out his assignment as External Director, even though he has never been involved in corporate management except as outside officer.</p>			

Candidate number	Name (Date of birth)	Background, positions and responsibilities, and major concurrent positions	Number of Company shares owned
4	<p><b>Koichi Ikehara</b> (January 5, 1978) [Reelection] [External] [Independent Director]</p>	<p>October 2001      Joined Ernst &amp; Young ShinNihon (currently, Ernst &amp; Young ShinNihon LLC)</p> <p>May 2005          Registered as a Certified Public Accountant</p> <p>January 2011      Founded Ikehara CPA Office (Current position)</p> <p>March 2011        Registered as a Certified Public Tax Accountant</p> <p>March 2015        Auditor of the Company</p> <p>March 2016        as Director of the Company (Audit and Supervisory Committee Member) (Current position)</p> <p><b>[Other major concurrent positions]</b> Auditor, Tottori Institute of Industrial Technology, a local independent administrative corporation</p> <p>External Audit &amp; Supervisory Board Member of GLAD CUBE Inc.</p> <p><b>[Years of service as an External Director]</b> Years of service as an External Directors    8 years (as a Director who is an Audit &amp; Supervisory Committee member)</p>	—
<p><b>[Reasons for nomination and overview of expected roles]</b> Mr. Koichi Ikehara has extensive knowledge and experience as a certified public accountant and a tax accountant. We have nominated him to be a candidate for reelection to be an External Director because we expect him to continue to provide us with oversight and advice regarding the Directors' execution of their duties, as they pertain to accounting and tax affairs in particular, from a professional perspective based on his relevant knowledge. If the proposition is approved, we expect him to be involved in the selection of officers of the Company and determination of officers' remuneration, etc. from a neutral and objective perspective as the Chairperson of the Nomination Committee and a member of the Remuneration Committee. For the reasons described above, we made the decision that Mr. Ikehara could adequately carry out his assignment as External Director, even though he has never been involved in corporate management except as outside officer.</p>			

- Notes: 1. There are no conflicts of interest between the Company and any of the candidates.
2. Yasuaki Tamura, Tomoaki Seko, and Koichi Ikehara are candidates for the positions of External Director.
3. Yasuaki Tamura, Tomoaki Seko, and Koichi Ikehara have been designated as Independent Directors in accordance with the provisions set forth by the Tokyo Stock Exchange, Inc., and the Exchange has been thus notified.
4. Based on Article 427, Paragraph 1 of the Companies Act, with respect to the liability set forth in Article 423, Paragraph 1 of the Act, if there is good faith between the Company and Mr. Yasuaki Tamura, Mr. Tomoaki Seko, and Mr. Koichi Ikehara and no gross negligence on the part of the latter, the Company will conclude with each individual a contract for a limitation of liability that limits liability up to the limit set by laws and regulations and will continue said contract if the reappointment of each of the aforementioned individuals is approved.
5. Mr. Masateru Ueda is a full-time Audit & Supervisory Committee member candidate.

(For reference) Skills matrix of the Board of Directors after the closing of the General Meeting of Shareholders

If the proposal is approved without modification, the skills matrix of the Board of Directors after the closing of the General Meeting of Shareholders will be as follows.

Name	Title	Corporate management	Finance / accounting	R&D / Production	Sales	Overseas experience	Legal affairs
Shinichi Taniguchi	President and CEO	○	○	○	○	○	
Haruko Kawasaki	Director	○	○				
Masateru Ueda	Director (Member of the Audit and Supervisory Committee)	○	○			○	
Yasuaki Tamura	External Director (Member of the Audit and Supervisory Committee)						○
Tomoaki Seko	External Director (Member of the Audit and Supervisory Committee)		○				○
Koichi Ikehara	External Director (Member of the Audit and Supervisory Committee)		○				