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Securities Code: 4977

June 11, 2025

To our shareholders:

Hidenori Takemiya,  
Representative Director and President  
Nitta Gelatin Inc.  
4-26, Sakuragawa 4-chome, Naniwa-ku, Osaka

### **Notice of the 86th Annual General Meeting of Shareholders**

We are pleased to announce the 86th Annual General Meeting of Shareholders of Nitta Gelatin Inc. (the “Company”), which will be held as follows.

In convening this General Meeting of Shareholders, the Company has adopted the Electronic Provision Measure for information on the Reference Documents, etc. of the General Meeting of Shareholders (Matters concerning Electronic Provision Measure) and posted on the following websites, so please access either of those websites to confirm the information.

[Website for the General Meeting of Shareholders Documents]

<https://d.sokai.jp/4977/teiji/> (in Japanese)

[Tokyo Stock Exchange website (Listed Company Search)]

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

(Access the TSE website by using the above address, enter “Nitta Gelatin” in “Issue name (company name)” or the Company’s securities code “4977” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

If you are unable to attend the meeting, you may exercise your voting rights via the Internet, etc. or in writing (by mail). Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 4:50 p.m. on Thursday, June 26, 2025 (JST).

#### **[Exercise of voting rights via the Internet, etc.]**

Please access the Company’s designated website for exercising voting rights (<https://www.web54.net>) and enter your approval or disapproval of the proposal items by using the “Voting Code” and “Password” indicated on the enclosed Voting Form and following the instructions on the screen.

Please read the “Guide to Exercise of Voting Rights via the Internet, Etc.” (in Japanese only) described below to exercise your voting rights via the Internet, etc.

#### **[Exercise of voting rights in writing (by mail)]**

Please return by mail the enclosed Voting Form after indicating your approval or disapproval on the form to arrive at the Company by no later than the above deadline.

1. **Date and time:** Friday, June 27, 2025, at 10:00 a.m. (JST)
2. **Venue:** “Large Hall,” 8F, Osaka Science & Technology Center  
8-4, Utsubohonmachi 1-chome, Nishi-ku, Osaka

3. **Purpose of the Meeting**

**Matters to be reported**

1. The Business Report and the Consolidated Financial Statements for the 86th fiscal year (from April 1, 2024 to March 31, 2025), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
2. The Non-consolidated Financial Statements for the 86th fiscal year (from April 1, 2024 to March 31, 2025)

**Matters to be resolved**

- |                   |  |
|-------------------|--|
| <b>Proposal 1</b> | Appropriation of Surplus                         |
| <b>Proposal 2</b> | Election of Seven Directors                      |
| <b>Proposal 3</b> | Election of One Audit & Supervisory Board Member |

4. **Matters prescribed for convocation**

- (1) If no indication of approval or disapproval is made for each proposal item on the returned Voting Form, it will be treated as “approval.”
  - (2) If you exercise your voting rights via the Internet, etc. multiple times, the vote exercised last will be treated as valid.
  - (3) If you exercise your voting rights both via the Internet, etc. and in writing (by mail), the vote cast via the Internet, etc. will be treated as valid, regardless of the date and time of arrival.
  - (4) If you exercise your voting rights by proxy, you may designate one other shareholder holding voting rights of the Company to attend the meeting. Please note, however, that it is necessary to submit a document proving the authority of the proxy.
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- If attending the meeting at the venue on the day, please present the enclosed Voting Form at the reception desk.
  - Any revisions to the Matters concerning Electronic Provision Measure shall be posted on the above websites where applicable, in addition to the contents before and after the revision.
  - Among the Matters concerning Electronic Provision Measure, in accordance with the provisions of laws and regulations and the Articles of Incorporation of the Company, the following matters are not provided in the paper-based documents delivered to shareholders who have made a request for delivery of such documents. The Audit & Supervisory Board Members and the Financial Auditor have audited the documents subject to audit, including the following matters.
    1. “Systems to Ensure Appropriate Operation and the Status of its Implementation” in the Business Report
    2. “Notes to Consolidated Financial Statements” in the Consolidated Financial Statements
    3. “Notes to Non-consolidated Financial Statements” in the Non-consolidated Financial StatementsNote that, for this General Meeting of Shareholders, paper-based documents stating matters for which measures for providing information in electronic format are to be taken, excluding the above matters, will be delivered to all shareholders regardless of whether they have made a request for delivery of such documents.
  - No souvenirs will be provided for shareholders who attend the General Meeting of Shareholders on the day. We seek your kind understanding in this regard.

## Reference Documents for the General Meeting of Shareholders

### Proposal 1 Appropriation of Surplus

The Company regards the return of profit to shareholders as one of its highest management priorities. As such, it is the Company's basic policy to strive to pay dividends of 1.5% or more of the dividend on equity ratio while strengthening its corporate structure by enhancing internal reserves, taking into consideration business development based on a medium- to long-term perspective.

In accordance with this policy, the Company proposes to pay dividends of surplus for the fiscal year as follows:

#### [Year-end dividends]

Based on the above policy, in consideration of the steady business performance for the current fiscal year and an increase in profit attributable to owners of parent resulting from a recording of extraordinary gains and deferred tax assets for overseas subsidiaries and a decrease of income taxes deferred, and as a way to include a special dividend as an offer of gratitude to its shareholders for their support, the Company proposes to pay a year-end dividend of ¥16 per share (of which, an ordinary dividend is ¥11 and a special dividend is ¥5) on its common shares for the fiscal year. As the Company has already paid an interim dividend of ¥9 per share, the annual dividend will be ¥25 per share.

- |  |  |
|--|--|
| 1. Type of dividend property   | To be paid in cash.  |
| 2. Allotment of dividend property to shareholders and their aggregate amount | The dividend on the Company's common shares will be ¥16 per share (ordinary dividend of ¥11 and special dividend of ¥5), for a total dividend of ¥290,684,576. |
| 3. Effective date of dividends of surplus                                    | June 30, 2025  |

**Proposal 2** Election of Seven Directors

The terms of office of all seven Directors will expire at the conclusion of this meeting. Therefore, the Company proposes the election of seven Directors.

In addition, the Board of Directors has passed a resolution on this proposal item after receiving a report from the Nomination Advisory Committee.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of Company shares held
1	<p>Hidenori Takemiya (January 24, 1965)</p> <p>Reelection</p>	<p>Apr. 1988      Joined the Company</p> <p>Sept. 2006      General Manager, assistant to Adhesives Div. (Seconded to Nitta Findley Co., Ltd. (currently Bostik-Nitta Co., Ltd.))</p> <p>Sept. 2007      General Manager of Adhesives Div.</p> <p>June 2010      Executive Officer (current position)</p> <p>Mar. 2013      General Manager of Peptide Div.</p> <p>Mar. 2017      General Manager of Global Production Management Dept. of Manufacturing Div.</p> <p>May 2018      General Manager of Manufacturing Div. and General Manager of Global Production Management Dept.</p> <p>June 2018      Director</p> <p>Mar. 2020      General Manager of Health Support Div.</p> <p>Jan. 2023      General Manager of Health Support Div. and General Manager of Manufacturing Div.</p> <p>Mar. 2023      General Manager of Manufacturing Div.</p> <p>May 2024      Representative Director</p> <p>June 2024      Director of Nitta Gelatin India Ltd. (current position)</p> <p>June 2024      Representative Director and President of the Company (current position)</p>	26,126 shares
<p>&lt;Reasons for nomination as candidate for Director&gt;</p> <p>Hidenori Takemiya has led the adhesives and peptide businesses for many years and has worked to grow and develop business to realize the Group's strategy. He has served as a Director of the Company since 2018 and assumed the position of Representative Director and President in June 2024. As the Representative Director and President, he makes important decisions, executes operations, and supervises management. The Company has nominated him as a candidate for Director with the belief that he is expected to continue to drive the development of the Group toward the further improvement of corporate value based on his extensive experience and knowledge.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of Company shares held
2	Yoshihisa Sugimoto (January 23, 1964)  Reelection	<p>Apr. 1986      Joined the Company</p> <p>Sept. 2006      General Manager of Sales Dept. of Sales &amp; Marketing Div.</p> <p>June 2012      General Manager of Sales Dept. of Sales Supervision Dept.</p> <p>Mar. 2013      General Manager of Sales Dept. of Sales &amp; Marketing Div.</p> <p>June 2014      Executive Officer (current position)</p> <p>Mar. 2015      General Manager of Sales &amp; Marketing Div.</p> <p>June 2016      Director (current position)</p> <p>Mar. 2020      General Manager of Food Solution Div.</p> <p>Mar. 2021      General Manager of Food Solution Div. and General Manager of Product Planning Dept.</p> <p>July 2021      General Manager of Food Solution Div.</p> <p>Mar. 2023      General Manager of Business Development Div.</p> <p>Apr. 2024      General Manager of Sales Development Div. (current position)</p> <p>Apr. 2025      General Manager of Overseas Sales Dept. (current position)</p>	26,752 shares
<p>&lt;Reasons for nomination as candidate for Director&gt;</p> <p>Yoshihisa Sugimoto has many years of extensive business experience in the Sales Dept., including domestic and international sales, and has served as a Director of the Company since 2016. He also currently serves as General Manager of Sales Development Div. As a Director, he makes important decisions, executes operations, and supervises management. The Company has nominated him as a candidate for Director with the belief that he will continue to play an appropriate role toward the further improvement of corporate value based on his extensive experience and knowledge.</p>			
3	Kazuya Hayashi (October 8, 1968)  Reelection	<p>Apr. 1992      Joined the Company</p> <p>Mar. 2018      General Manager of Research Dept. of Research &amp; Development Center</p> <p>Mar. 2020      Executive Officer (current position)</p> <p>Mar. 2020      General Manager of Research &amp; Development Center</p> <p>June 2023      Director and General Manager of General Management Div., responsible for Quality Assurance Dept.</p> <p>May 2024      Director of Nitta Gelatin India Ltd. (current position)</p> <p>June 2024      Director and General Manager of Manufacturing Div., in management of Corporate Planning Dept. of the Company (current position)</p>	9,335 shares
<p>&lt;Reasons for nomination as candidate for Director&gt;</p> <p>Since joining the Company, Kazuya Hayashi has had a wide range of experience in the adhesives business and research and development, and has served as a Director of the Company since 2023, where he also currently serves as General Manager of Manufacturing Div. As a Director, he makes important decisions, executes operations, and supervises management. The Company has nominated him as a candidate for Director with the belief that he will continue to play an appropriate role toward the further improvement of corporate value based on his extensive experience and knowledge.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of Company shares held
4	Akira Ando (August 14, 1970)  Reelection	<p>Apr. 1993      Joined The Sumitomo Bank, Limited (currently Sumitomo Mitsui Banking Corporation)</p> <p>May 2022      Seconded to the Company, Manager of General Affairs Dept. of General Management Div.</p> <p>June 2023      Joined the Company, Manager of General Affairs Dept. of General Management Div.</p> <p>Oct. 2023      General Manager of Global Production Management Dept. of Manufacturing Div.</p> <p>June 2024      Director, Executive Officer, and General Manager of General Management Div. (current position)</p> <p>May 2025      General Manager of System Solution Dept. (current position)</p> <p>&lt;Reasons for nomination as candidate for Director&gt; Akira Ando has extensive knowledge of finance and accounting, and since joining the Company, has worked to grow and develop business at the General Affairs Dept. and Global Production Management Dept. to achieve global governance and realize the Group's strategy. As a Director, he makes important decisions, executes operations, and supervises management. The Company has nominated him as a candidate for Director with the belief that he will continue to play an appropriate role toward the further improvement of corporate value based on his extensive experience and knowledge.</p>	4,457 shares

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of Company shares held
5	Hiromasa Suzuki (September 21, 1956)  Reelection Outside Independent	<p>Apr. 1981      Joined Fujizoki Pharmaceutical, Co., Inc.</p> <p>Mar. 2001      Director of Fujirebio Inc.</p> <p>Mar. 2001      Director of Fujirebio US Inc.</p> <p>Feb. 2002      Managing Director of Fujirebio Inc.</p> <p>Mar. 2003      Representative Director and President</p> <p>June 2005      Established Miraca Holdings Inc. (currently H.U. Group Holdings, Inc.) Representative Director and Executive President</p> <p>July 2005      Representative Director and President of Fujirebio Inc.</p> <p>June 2006      Director of SRL, Inc.</p> <p>Oct. 2016      Director and Executive Officer of Miraca Holdings Inc. (currently H.U. Group Holdings, Inc.)</p> <p>June 2017      Director</p> <p>June 2018      Senior Advisor</p> <p>June 2021      Outside Director of CHORI CO., LTD.</p> <p>June 2022      Outside Director (Audit &amp; Supervisory Committee Member) (current position)</p> <p>June 2022      Outside Director of the Company (current position)</p>	– shares
<p>&lt;Reasons for nomination as candidate for outside Director and expected roles&gt;</p> <p>Hiromasa Suzuki has extensive experience in group management, having been involved in the management of Fujirebio Inc. and leading the establishment of Miraca Holdings Inc. (currently H.U. Group Holdings, Inc.). The Company has nominated him as a candidate for outside Director with the belief that he will continue to carry out his work appropriately in areas such as making decisions on important management matters and supervising the execution of business based on his experience and insight as a manager cultivated throughout his career.</p> <p>In addition, as a member of both the Remuneration Advisory Committee and Nomination Advisory Committee, he is expected to deliberate from the standpoint of an outside Director and provide advice and suggestions based on his experience and knowledge.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of Company shares held
6	Hisao Takahashi (February 24, 1961)  Reelection Outside Independent	<p>Apr. 1983      Joined Toyo Kogyo Co., Ltd. (currently Mazda Motor Corporation)</p> <p>Jan. 1989      Joined Honda R&amp;D Co., Ltd.</p> <p>Apr. 2010      President of Honda R&amp;D Asia Pacific Co., Ltd.</p> <p>Apr. 2014      Managing Officer of Honda R&amp;D Co., Ltd.</p> <p>Apr. 2015      Officer in charge of China Production of Honda Motor Co., Ltd.; Vice President of Honda Motor (China) Investment Co., Ltd.; and Vice President of Honda Motor (China) Technology Co., Ltd.</p> <p>Apr. 2018      Director and Managing Officer of Honda R&amp;D Co., Ltd.</p> <p>Apr. 2019      Director and Senior Managing Officer</p> <p>Apr. 2020      Director of Honda R&amp;D Co., Ltd., and Managing Officer of Honda Motor Co., Ltd.</p> <p>Apr. 2022      Director of Honda R&amp;D Co., Ltd., and Senior Managing Officer of Honda Motor Co., Ltd.</p> <p>Apr. 2023      Senior Partner of CO-SAKU GK (current position)</p> <p>Aug. 2023      Specially Appointed Professor at National University Corporation Nagaoka University of Technology (current position)</p> <p>Mar. 2024      Outside Director of MARUKA FURUSATO Corporation (current position)</p> <p>June 2024      Outside Director of the Company (current position)</p> <p>June 2025      External Director of USS Co., Ltd. (scheduled)</p>	857 shares
<p>&lt;Reasons for nomination as candidate for outside Director and expected roles&gt;</p> <p>Hisao Takahashi has extensive experience in technological development and the management of global companies, primarily through development work and the management of overseas subsidiaries undertaken at Honda Group. The Company has nominated him as a candidate for outside Director with the belief that he will continue to carry out his work appropriately in areas such as making decisions on important management matters and supervising the execution of business based on his experience and insight as a manager cultivated throughout his career.</p> <p>In addition, as a member of both the Remuneration Advisory Committee and Nomination Advisory Committee, he is expected to deliberate from the standpoint of an outside Director and provide advice and suggestions based on his experience and knowledge.</p>			



Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of Company shares held
7	Yumiko Oida (December 25, 1966)  New election Outside Independent	<p>Apr. 1989      Joined Johnson &amp; Johnson Medical K.K. (currently Johnson &amp; Johnson K.K.)</p> <p>Oct. 1994      Joined Asahi &amp; Co. (currently KPMG AZSA LLC)</p> <p>Apr. 1998      Registered as a certified public accountant</p> <p>Aug. 2008      Head of Yumiko Oida Certified Public Accountant Office (current position)</p> <p>Aug. 2008      Director of BRAIN Co., Ltd. (current position)</p> <p>Nov. 2008      Registered as a tax accountant</p> <p>June 2019      Director (Audit and Supervisory Committee Member) of SHOEI CORPORATION (current position)</p> <p>June 2020      Outside Director of COTA CO., LTD.</p> <p>Aug. 2021      Outside Director of Suminoe Textile Co., Ltd. (currently SUMINOE Co., Ltd.) (current position)</p> <p>&lt;Reasons for nomination as candidate for outside Director and expected roles&gt; Yumiko Oida, a licensed certified public accountant, was engaged in corporate auditing as a member of an audit corporation, where her experience included overseas assignment for one and a half years and auditing of companies including large listed companies. Since leaving the audit corporation, as a certified public accountant, she has served as a Director of a finance and accounting consultation firm and been involved in advisory services of various corporations. She has so far assumed the positions of Audit and Supervisory Committee member and outside director at three listed companies, and been engaged in management. The Company has nominated her as a candidate for outside Director with the belief that she will carry out her work appropriately based on her experience and insight cultivated throughout her career. In addition, as a member of both the Remuneration Advisory Committee and Nomination Advisory Committee, she is expected to deliberate from the standpoint of an outside Director and provide advice and suggestions based on her experience and knowledge.</p>	– shares

- Notes:
1. Hidenori Takemiya and Kazuya Hayashi are Directors of Nitta Gelatin India Ltd., a subsidiary that is engaged in the same type of business as the Company. There is no special interest between the other candidates and the Company.
  2. Hiromasa Suzuki, Hisao Takahashi, and Yumiko Oida are candidates for outside Director.
  3. Hiromasa Suzuki and Hisao Takahashi are currently outside Directors of the Company. Their tenure of office as outside Directors will have been three years for Hiromasa Suzuki and one year for Hisao Takahashi upon the conclusion of this meeting.
  4. Article 29 of the Company's Articles of Incorporation stipulates that the Company may enter into liability limitation agreements with outside Directors so that they can fully carry out their expected roles. Accordingly, Hiromasa Suzuki and Hisao Takahashi have entered into agreements with the Company to limit their liability for damages under Article 423, paragraph 1 of the Companies Act, pursuant to Article 427, paragraph 1 of said Act. The maximum amount of liability for damages under said agreements is the amount stipulated by laws and regulations. If the candidates are reelected as Directors at this Annual General Meeting of Shareholders, the current liability limitation agreements will be continued. In addition, if the election of Yumiko Oida is approved, the Company plans to execute a similar liability limitation agreement with her.
  5. The Company has entered into a directors and officers liability insurance policy with an insurance company with all Directors and Audit & Supervisory Board Members of the Company and its subsidiaries as the insured, as stipulated in Article 430-3, paragraph 1 of the Companies Act. The policy will cover indemnification and litigation expenses incurred by the insured as a result of claims for damages due to acts committed by the insured in their capacity as an officer of the Company or its subsidiaries (including failure to act). If the candidates are elected and assume office as Director, each of them will become an insured under the said insurance policy. In addition, when renewing the said policy, the Company plans to do so with the same coverage.

6. The Company has reported Hiromasa Suzuki and Hisao Takahashi as independent officers based on the stipulations of the Tokyo Stock Exchange. In addition, since there is no advisory contract or other business relationship between Yumiko Oida and the Company and because she satisfies the requirements for independent officers stipulated by the Tokyo Stock Exchange as well as the Company's "Independence Criteria for Outside Directors and Outside Audit & Supervisory Board Members," the Company has designated her as an independent officer based on the stipulations of the Tokyo Stock Exchange and has notified the Exchange thereof, based on the assumption that this proposal item will be approved. The Company's "Independence Criteria for Outside Directors and Outside Audit & Supervisory Board Members" are described on page 14.
7. The number of Company shares held by each candidate is as of March 31, 2025. This number of shares includes those held through the Nitta Gelatin Officer Stock Ownership Association.
8. The principal activities of each candidate who is currently an outside Director of the Company during the fiscal year under review are as follows.
  - (1) Director Hiromasa Suzuki attended 17 out of 17 meetings of the Board of Directors (100%) held during the fiscal year under review and actively made comments based on his extensive experience as a manager. In addition, as a member of the Remuneration Advisory Committee and Nomination Advisory Committee, he participated in deliberations from the standpoint of an outside Director and actively made statements based on his experience and knowledge.
  - (2) Director Hisao Takahashi attended 12 out of 13 meetings of the Board of Directors (92.3%) held since his appointment during the fiscal year under review and actively made comments based on his extensive experience as manager. In addition, as a member of the Remuneration Advisory Committee and Nomination Advisory Committee, he participated in deliberations from the standpoint of an outside Director and actively made statements based on his experience and knowledge.

### Proposal 3 Election of One Audit & Supervisory Board Member

As Audit & Supervisory Board Member Kuniki Sato will resign at the conclusion of this meeting, the Company proposes the election of one Audit & Supervisory Board Member as a substitute.

In addition, since Maiko Ueda, the candidate for Audit & Supervisory Board Member, will be elected as a substitute for Audit & Supervisory Board Member Kuniki Sato, her term of office will be until the expiration of the term of office of the resigning Audit & Supervisory Board Member as stipulated in the Articles of Incorporation of the Company.

The consent of the Audit & Supervisory Board has been obtained for the submission of this proposal item.

The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary and position at the Company (Significant concurrent positions outside the Company)	Number of Company shares held
Maiko Ueda (August 2, 1969)  New election Outside Independent	<div>Apr. 1992      Joined Sharp Corporation</div> <div>Oct. 1997      Joined Asahi &amp; Co. (currently KPMG AZSA LLC)</div> <div>Apr. 2001      Registered as a certified public accountant</div> <div>July 2001      Head of Ueda Certified Public Accountant Office (current position)</div> <div>July 2007      Joined Seiyu Audit Corporation (Part-time) (current position)</div> <div>Aug. 2007      Registered as a tax accountant</div> <div>Mar. 2010      Joined Daichi Audit Corporation (Part-time) (current position)</div> <div>June 2024      Outside Audit &amp; Supervisory Board Member of Sansha Electric Manufacturing Co., Ltd. (current position)</div>	– shares
<div>&lt;Reasons for nomination as candidate for outside Audit &amp; Supervisory Board Member&gt;</div> <div>Maiko Ueda has not been directly involved in the management of a company; however, the Company has nominated her as a candidate for outside Audit &amp; Supervisory Board Member with the belief that she will carry out her work appropriately because she has knowledge and experience in finance and accounting gained over many years as a certified public accountant, as well as experience in auditing in audit corporations and experience of being an audit &amp; supervisory board member.</div>		

- Notes:
1. There is no special interest between the candidate and the Company.
  2. Maiko Ueda is a candidate for outside Audit & Supervisory Board Member.
  3. Article 41 of the Company's Articles of Incorporation stipulates that the Company may enter into liability limitation agreements with outside Audit & Supervisory Board Members so that they can fully carry out their expected roles. If the election of Maiko Ueda is approved, the Company plans to execute an agreement with her to limit her liability for damages under Article 423, paragraph 1 of the Companies Act, pursuant to Article 427, paragraph 1 of the said Act. The maximum amount of liability for damages under said agreement is the amount stipulated by laws and regulations.
  4. The Company has entered into a directors and officers liability insurance policy with an insurance company with all Directors and Audit & Supervisory Board Members of the Company and its subsidiaries as the insured, as stipulated in Article 430-3, paragraph 1 of the Companies Act. The policy will cover indemnification and litigation expenses incurred by the insured as a result of claims for damages due to acts committed by the insured in their capacity as an officer of the Company or its subsidiaries (including failure to act). If the candidate is elected and assumes office as Audit & Supervisory Board Member, she will become an insured under the said insurance policy. In addition, when renewing the said policy, the Company plans to do so with the same coverage.
  5. Since there is no advisory contract or other business relationship between Maiko Ueda and the Company and because she satisfies the requirements for independent officers stipulated by the Tokyo Stock Exchange as well as the Company's "Independence Criteria for Outside Directors and Outside Audit & Supervisory Board Members," the Company has designated her as an independent officer based on the stipulations of the Tokyo Stock Exchange and has notified the Exchange thereof, based on the assumption that this proposal item will be approved. The Company's "Independence Criteria for Outside Directors and Outside Audit & Supervisory Board Members" are described on page 14.

## [Reference]

### Skill Matrix

The Skill Matrix is a summary of the experience and expertise required of officers in order to achieve sustainable enhancement of the Company's corporate value.

Each skill item will be reviewed from time to time, considering the external environment and the Company's situation.

Upon the approval and adoption of Proposal 2 and Proposal 3 as originally proposed and the completion of the meetings of the Board of Directors and the Audit & Supervisory Board to be held thereafter, the skill matrix of Directors and Audit & Supervisory Board Members shall be as follows.

Name	Gender	Position	Corporate Management	Finance/Accounting	Global	Technology/Production	R&D	Sales/Marketing	Risk/Compliance
Hidenori Takemiya	Male	Representative Director and President	○		○	○		○	
Yoshihisa Sugimoto	Male	Director	○					○	
Kazuya Hayashi	Male	Director	○	○		○	○		
Akira Ando	Male	Director	○	○	○				○
Hiromasa Suzuki	Male	Outside Director	○				○		
Hisao Takahashi	Male	Outside Director	○		○	○	○		
Yumiko Oida	Female	Outside Director	○	○					○
Kazuya Inoue	Male	Standing Audit & Supervisory Board Member		○	○				○
Takashi Yoshida	Male	Outside Audit & Supervisory Board Member	○						○
Maiko Ueda	Female	Outside Audit & Supervisory Board Member		○					○

#### <Description of skill items>

1. Corporate Management  
Knowledge and experience as an executive officer of a listed company (overall optimization, decision-making from a medium- to long-term perspective, leadership)
2. Finance/Accounting  
Knowledge and experience necessary for management and supervision
3. Global  
Knowledge and experience necessary for the Company to further increase its overseas proportion (communication with local bases, leadership)
4. Technology/Production  
Knowledge and experience necessary for fundamental operations in the manufacturing industry (knowledge on technology, execution of production projects, planning and execution of optimal production)
5. R&D  
Knowledge and experience required as a source of growth potential for the Company (knowledge and exploration of new technology, new product development, commercialization)
6. Sales/Marketing  
Knowledge and experience necessary to drive the entire company (planning and executing sales and marketing strategies with an eye on market and customer trends)

7. Risk/Compliance

Knowledge and experience necessary for supervision and audit that contribute to strengthening of the management foundation (risk management, accounting audit, legal and compliance-related affairs)

## [Reference]

### Independence Criteria for Outside Directors and Outside Audit & Supervisory Board Members

The independence criteria for outside Directors and outside Audit & Supervisory Board Members at the Company stipulate that individuals are regarded as independent from the Company's management if they do not fall under any of the following conditions.

1. Executives of the Company and its affiliates (hereinafter referred to as the "Group")
  2. A person for whom the Group is a major transaction partner or its executives, or the Group's major transaction partner or its executives
  3. Consultants, accounting experts, or legal experts who receive a large amount of money or other assets from the Group in addition to the remuneration for their services as officers (in the case of a corporation, association, etc., a person who belongs to such an organization)
  4. Any person who has fallen under 1 to 3 in the past three years
  5. A close relative of any of the following (1) through (3) (excluding immaterial persons):
    - (1) Any person listed in 1 through 4
    - (2) Any person who is an important executive of the Group
    - (3) Any person who has fallen under (2) in the past three years
- \* Executives shall mean directors (excluding outside directors), executive officers, employees, or any other persons who execute business.
  - \* A major transaction partner shall mean a party whose transaction amount in the most recent fiscal year exceeds 2% of the Company's or the transaction partner's consolidated net sales.
  - \* A large amount of money or other assets shall mean assets whose total value exceeds 10 million yen on average for the immediately preceding three fiscal years or 2% of the person's net sales or total revenues for the immediately preceding fiscal year, whichever is higher.
  - \* A close relative shall mean a relative within the second degree of kinship.