e: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translation and the Japanese original, the Japanese original shall prevail.

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Securities Code: 4977 June 10, 2024

To our shareholders:

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

Notice of the 85th Annual General Meeting of Shareholders

We are pleased to announce the 85th 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 Tuesday, June 25, 2024 (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: Wednesday, June 26, 2024, 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 85th fiscal year (from April 1, 2023 to March 31, 2024), 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 85th fiscal year (from April 1, 2023 to March 31, 2024)

Matters to be resolved

Proposal 1 Appropriation of Surplus
Proposal 2 Election of Seven Directors

Proposal 3 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.
- 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 Statements

 Note 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]

The Company proposes to pay a year-end dividend of the common shares for the fiscal year of \(\frac{4}{8} \) per share. As the Company has already paid an interim dividend of \(\frac{4}{8} \) per share, the annual dividend will be \(\frac{4}{16} \) per share.

1. Type of dividend property

2. Allotment of dividend property to shareholders and their aggregate amount

3. Effective date of dividends of surplus

To be paid in cash.

The dividend of the common shares of the Company will be \(\frac{4}{8}\) per share, for a total dividend of \(\frac{4}{145,279,888}\).

June 27, 2024

Proposal 2 Election of Seven Directors

The terms of office of all six Directors will expire at the conclusion of this meeting. In addition, one outside Director resigned in August 2023. 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)				
		Apr. 1988	Joined the Company				
		Sept. 2006	General Manager, assistant to Adhesives Div. (Seconded to Nitta Findley Co., Ltd. (currently Bostik-Nitta Co., Ltd.))				
		Sept. 2007	General Manager of Adhesives Div.				
		June 2010	Executive Officer (current position)				
		Mar. 2013	General Manager of Peptide Div.				
		Mar. 2017	General Manager of Global Production Management Dept. of Manufacturing Div.				
	Hidenori Takemiya	May 2018	General Manager of Manufacturing Div. and General Manager of Global Production Management Dept.	25,201 shares			
		June 2018	Director				
1	(January 24, 1965)	Mar. 2020	General Manager of Health Support Div.				
1	Reelection	Jan. 2023	General Manager of Health Support Div. and Manufacturing Div.				
		Mar. 2023	General Manager of Manufacturing Div. (current position)				
		May 2024	Representative Director (current position)				
i		<reasons for<="" td=""><td colspan="5"><reasons as="" candidate="" director="" for="" nomination=""></reasons></td></reasons>	<reasons as="" candidate="" director="" for="" nomination=""></reasons>				
		and has work He has serve position of R General Man decisions, ex nominated hi to play an ap	Hidenori Takemiya has led the adhesives and peptide business 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 in May 2024. He concurrently 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.				

Candidate	Name	Career su	mmary, and position and responsibility in the Company	Number of Company shares			
No.	(Date of birth)	(Significa	nt concurrent positions outside the Company)	held			
		Apr. 1986					
		Sept. 2006	General Manager of Sales Dept. of Sales & Marketing Div.				
		June 2012	General Manager of Sales Dept. of Sales Supervision Dept.				
		Mar. 2013	General Manager of Sales Dept. of Sales & Marketing Div.				
		June 2014	Executive Officer (current position)	25,882 shares			
		Mar. 2015	General Manager of Sales & Marketing Div.				
		June 2016	Director (current position)	25,002 shares			
		Mar. 2020	General Manager of Food Solution Div.				
2	Yoshihisa Sugimoto (January 23, 1964)	Mar. 2021	General Manager of Food Solution Div. and General Manager of Product Planning Dept.				
-	Reelection	July 2021	General Manager of Food Solution Div.				
	Reelection	Mar. 2023	General Manager of Business Development Div.				
		Apr. 2024	General Manager of Sales Development Div. (current position)				
		<reasons as="" candidate="" director="" for="" nomination=""></reasons>					
		Manager of S decisions, ex nominated hi to play an ap	the Company since 2016. He also currently serves Sales Development Div. As a Director, he makes in ecutes operations, and supervises management. This is a candidate for Director with the belief that propriate role toward the further improvement of extensive experience and knowledge.	important The Company has he will continue			
		Apr. 1992	Joined the Company				
		Mar. 2018	General Manager of Research Dept. of Research & Development Center				
		Mar. 2020	Executive Officer (current position)				
	Kazuya Hayashi (October 8, 1968) Reelection	Mar. 2020	General Manager of Research & Development Center	8,419 shares			
		June 2023	Director, General Manager of General Management Div., Responsible for Quality Assurance Dept. (current position)				
3		May 2024	Director of Nitta Gelatin India Ltd. (current position)				
		<reasons as="" candidate="" director="" for="" nomination=""></reasons>					
		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 General Management Div. As a Director, he makes					
		Company ha will continue	cisions, executes operations, and supervises mana s nominated him as a candidate for Director with to play an appropriate role toward the further im the based on his extensive experience and knowle	the belief that he provement of			

Candidate No.	Name (Date of birth)	Career su	Number of Company shares				
	(2.11. 12.13.11)	(Significant concurrent positions outside the Company) Apr. 1993 Joined The Sumitomo Bank, Limited (currently Sumitomo Mitsui Banking Corporation)		held			
	Akira Ando (August 14, 1970) New election	May 2022	May 2022 Seconded to the Company, Manager of General Affairs Dept. of General Management Div.				
		June 2023 Joined the Company, Manager of General Affairs Dept. of General Management Div.					
4		Oct. 2023	General Manager of Global Production Management Dept. of Manufacturing Div. (current position)				
		<reasons for<="" td=""><td>nomination as candidate for Director></td><td></td></reasons>	nomination as candidate for Director>				
		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. The Company has nominated him as a candidate for Director with the belief that he will play an appropriate role toward the further improvement of corporate value based on his extensive experience and knowledge.					
	Yoko Hori (March 1, 1964) Reelection Outside Independent	Apr. 1987	Joined Procter & Gamble Far East Inc. (currently The P&G Japan Limited)				
		Sept. 1995	Marketing Manager of Marketing Headquarters				
		Sept. 1997	Marketing Director of Marketing Headquarters				
		July 2004	Brand-building Integrated Communication Asia Associate Director of Marketing Headquarters	823 shares			
		Sept. 2009	Brand-building Integrated Communication Asia Associate Director of Procter & Gamble International Operations Marketing Headquarters				
5		June 2019	Outside Director of the Company (current position)				
		<reasons and="" as="" candidate="" director="" expected="" for="" nomination="" outside="" roles=""></reasons>					
		except as an candidate for appropriately management	Yoko Hori has not been involved in the management of a company in the past except as an outside officer; however, the Company has nominated her as a candidate for outside Director with the belief that she will continue to appropriately carry out her work in areas such as making decisions on important management matters and supervising the execution of business based on her extensive knowledge and experience gained at a major foreign company and her				
		perspective as a management consultant. In addition, as the chairperson 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.					

Candidate No.	Name (Date of birth)	Career su (Significa	Number of Company shares held	
6	Hiromasa Suzuki (September 21, 1956) Reelection Outside Independent	Apr. 1981 Mar. 2001 Mar. 2001 Feb. 2002 Mar. 2003 June 2005 July 2005 June 2006 Oct. 2016 June 2017 June 2018 June 2021 June 2022 June 2022	Joined Fujizoki Pharmaceutical, Co., Inc. Director of Fujirebio Inc. Director of Fujirebio US Inc. Managing Director of Fujirebio Inc. Representative Director and President Established Miraca Holdings Inc. (currently H.U. Group Holdings, Inc.) Representative Director and Executive President Representative Director and President of Fujirebio Inc. Director of SRL, Inc. Director and Executive Officer of Miraca Holdings Inc. (currently H.U. Group Holdings, Inc.) Director Senior Advisor Outside Director of CHORI CO., LTD. Outside Director (Audit & Supervisory Committee Member) (current position) Outside Director of the Company (current position)	– shares
		<reasons (currently="" a="" and="" appropriately="" areas="" as="" belief="" businessed="" candidate="" career.<="" carry="" compan="" cultivated="" decise="" director="" establishmen="" execution="" expected="" experience="" extensive="" for="" fujirebio="" group="" h.u.="" has="" having="" he="" him="" hiromasa="" his="" holdings="" holdings,="" important="" in="" inc.="" inc.).="" insight="" involved="" leading="" making="" management="" management,="" manager="" matters="" miraca="" nominated="" nomination="" of="" on="" out="" outside="" p="" red="" such="" supervising="" suzuki="" that="" the="" throughout="" to="" vecontinue="" with="" work=""> In addition, as a member of both the Remuneration Advisory Committee a Nomination Advisory Committee, he is expected to deliberate from the standpoint of an outside Director and provide advice and suggestions base his experience and knowledge.</reasons>		

Candidate No.	Name (Date of birth)	Career sur	Number of Company shares			
1,0,	(Built of offilia)	(Significar	held			
		Apr. 1983	Joined Toyo Kogyo Co., Ltd. (currently Mazda Motor Corporation)			
		Jan. 1989	Joined Honda R&D Co., Ltd.			
		Apr. 2010	President of Honda R&D Asia Pacific Co., Ltd.			
		Apr. 2014	Managing Officer of Honda R&D Co., Ltd.			
		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.			
		Apr. 2018	Director and Managing Officer of Honda R&D Co., Ltd.	– shares		
		Apr. 2019	Director and Senior Managing Officer	- shares		
	Hisao Takahashi (February 24, 1961) New election Outside Independent	Apr. 2020	Director of Honda R&D Co., Ltd., and Managing Officer of Honda Motor Co., Ltd.			
7		Apr. 2022	Director of Honda R&D Co., Ltd., and Senior Managing Officer of Honda Motor Co., Ltd.			
,		Apr. 2023	Senior Partner of CO-SAKU GK (current position)			
		Aug. 2023	Specially Appointed Professor at National University Corporation Nagaoka University of Technology (current position)			
		Mar. 2024	Outside Director of MARUKA FURUSATO Corporation (current position)			
		<reasons and="" as="" candidate="" director="" expected="" for="" nomination="" outside="" roles=""></reasons>				
		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 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. 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.				

Notes:

- 1. Kazuya Hayashi is a Director 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. Yoko Hori, Hiromasa Suzuki, and Hisao Takahashi are candidates for outside Director.
- 3. Yoko Hori and Hiromasa Suzuki are currently outside Directors of the Company. Their tenure of office as outside Directors will have been five years for Yoko Hori and two years for Hiromasa Suzuki upon the close of this Annual General Meeting of Shareholders.
- 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, Yoko Hori and Hiromasa Suzuki have entered into an agreement 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 Hisao Takahashi is approved, the Company plans to execute a similar liability limitation agreement with him.
- 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 (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 Yoko Hori and Hiromasa Suzuki 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 Hisao Takahashi and the Company and because Hisao Takahashi 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 him 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 12.
- 7. The number of Company shares held by each candidate is as of March 31, 2024. 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 this fiscal year are as follows.
 - (1) Director Yoko Hori attended all 17 meetings of the Board of Directors (100%) held during the fiscal year under review and actively made comments based on her extensive knowledge and experience gained at a major foreign company and her perspective as a management consultant.
 In addition, as the chairperson of the Remuneration Advisory Committee and Nomination Advisory Committee, she participated in deliberations from the standpoint of an outside Director and actively made statements based on her experience and knowledge.
 - (2) Director Hiromasa Suzuki attended 16 out of 17 meetings of the Board of Directors (94.1%) 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.

Proposal 3 Election of One Audit & Supervisory Board Member

As Audit & Supervisory Board Member Junko Taki will resign at the conclusion of this General Meeting of Shareholders, the Company proposes the election of one Audit & Supervisory Board Member as a substitute.

In addition, since Takashi Yoshida, the candidate for Audit & Supervisory Board Member, will be elected as a substitute for Audit & Supervisory Board Member Junko Taki, his 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.

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

Name (Date of birth)	C: (Signif	Number of Company shares held		
	Apr. 1985	Joined Duskin Co., Ltd.		
	Apr. 2006	Section Chief of Legal Affairs of Legal Affairs and Corporate Compliance	– shares	
Takashi Yoshida	June 2008	Manager of Legal Affairs and Corporate Compliance		
(November 25, 1961)	June 2016	Audit & Supervisory Board Member (scheduled to resign in June 2024)		
New election Outside Independent	<reasons &="" as="" audit="" board="" candidate="" for="" member="" nomination="" outside="" supervisory=""></reasons>			
maependent	Takashi Yoshida has been engaged in legal work for many years and has extensive knowledge of legal affairs and compliance matters, as well as experience as an Audit & Supervisory Board Member. The Company has therefore nominated him as a candidate for Audit & Supervisory Board Member with the belief that he will carry out his work appropriately as an outside Audit & Supervisory Board Member.			

Notes:

- 1. There is no special interest between the candidate and the Company.
- 2. Takashi Yoshida 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 Takashi Yoshida is approved, the Company plans to execute an agreement with him to limit his 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 (including failure to act). If the candidate is elected and assumes office as Audit & Supervisory Board Member, he 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 business relationship between the Company and Takashi Yoshida or Duskin Co., Ltd., where Takashi Yoshida serves as an Audit & Supervisory Board Member, and because Takashi Yoshida 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 him 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 12.

[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 Manage- ment	Finance/ Accounting	Global	Technology/ Production	R&D	Sales/ Marketing
Hidenori Takemiya	Male	Representative Director and President	0		0	0		0
Yoshihisa Sugimoto	Male	Director	0					0
Kazuya Hayashi	Male	Director	0	0			0	
Akira Ando	Male	Director	0	0	0			
Yoko Hori	Female	Outside Director			\circ			0
Hiromasa Suzuki	Male	Outside Director	0				0	
Hisao Takahashi	Male	Outside Director	0		0	0	0	
Kazuya Inoue	Male	Standing Audit & Supervisory Board Member		0	0			
Kuniki Sato	Male	Outside Audit & Supervisory Board Member	0	0				
Takashi Yoshida	Male	Outside Audit & Supervisory Board Member	0					

<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

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)

[Reference]

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

Independence criteria for outside Directors and outside Audit & Supervisory Board Members at the Company are that they must not fall under any of the following and must be independent of the Company's management.

- 1. Executives of the Company and its affiliates (hereinafter referred to as "our Group")
- 2. A person for whom our Group is a major transaction partner or its executives, or our 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 our 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 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 business executive of our 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 the Company's 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.