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(Securities Code No. 7240)

(Issue Date) June 6, 2024

(Start Date of Electronic Provision Measures) June 4, 2024

To Shareholders

Masao Tsuru
Representative Director, Chief Executive Officer
NOK CORPORATION
12-15, Shiba-Daimon 1-chome, Minato Ward, Tokyo

Notice of the 118th Annual Shareholders' Meeting

We are pleased to inform you that the 118th Annual Shareholders' Meeting of NOK CORPORATION will be held as per the schedule given below.

In the course of convening this Annual Shareholders' Meeting, we have taken measures for providing information that constitutes the content of reference materials, etc. for the shareholders' meeting in electronic format by posting it on the following websites. Please visit any of the following websites to familiarize yourself with this electronically provided information.

The Company's website:

<https://www.nok.co.jp> (in Japanese)

(Please visit this website and then click "Investor Relations," "Stock Information," and "Materials of Shareholders Meeting" in that order.)

Dedicated website for Reference Materials for the Annual Shareholders' Meeting:

<https://d.sokai.jp/7240/teiji/> (in Japanese)

Tokyo Stock Exchange website (TSE Listed Company Search):

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

(Please visit this website and enter "NOK" into the "Issue name (company name)" field or "7240" into the "Code" field, click "Search," "Basic information," and "Documents for public inspection/PR information" in that order. Under "Filed information available for public inspection," click a button for "Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting.")

If you are unable to attend the meeting in person, you may exercise your right to vote online or in writing. Please review the attached Reference Materials for the Annual Shareholders' Meeting and exercise your voting rights by 5:15 p.m. on Tuesday, June 25, 2024.

1. Time: 10:00 a.m., June 26, 2024 (Wednesday)

2. Place: Meeting room at the Company's head office
12-15, Shiba-Daimon 1-chome, Minato Ward, Tokyo

3. Agenda:

Report

1. Business Report, Consolidated Financial Statements and Audit Reports concerning Consolidated Financial Statements by the Independent Auditor and the Board of Corporate Auditors for the 118th Term (April 1, 2023 to March 31, 2024)
2. Financial Statements for the 118th Term (April 1, 2023 to March 31, 2024)

Items for Resolution

First Item Appropriation of surplus

Second Item Amendment to the Articles of Incorporation

Third Item Election of four (4) Directors who are not Audit & Supervisory Committee Members

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|---------------------|---|
| Fourth Item | Election of five (5) Directors who are Audit & Supervisory Committee Members |
| Fifth Item | Setting of amount of remuneration for Directors who are not Audit & Supervisory Committee Members |
| Sixth Item | Setting of amount of remuneration for Directors who are Audit & Supervisory Committee Members |
| Seventh Item | Revision of share-based remuneration for Directors and Operating Officers |

4. Exercise of voting rights

If you exercise your voting rights both in writing and via the Internet, the vote you cast via the Internet will be considered as the valid exercise of your voting rights.

If you exercise your voting rights via the Internet more than once, your most recent vote will be considered the valid exercise of your voting rights.

* If you plan to attend the meeting in person, please present the enclosed voting form at the reception desk.

* If electronically provided information is revised, the Company will post a notice of the revisions and the original and revised versions of the information on the websites listed above.

* The Company has attached the Reference Materials for the Annual Shareholders' Meeting to this notice so that you have what you need to check the details of proposals.

* The physical copies of electronically provided information the Company sends to all shareholders who request them do not include the following information under the provisions of laws and regulations and the Articles of Incorporation of the Company.

(i) "System for Ensuring Properness of Operations" for Business Report

(ii) "Consolidated Statement of Changes in Net Assets" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements

(iii) "Statement of Changes in Net Assets" and "Notes to Financial Statements" in the Financial Statements

In the course of preparing their Audit Report Concerning Financial Statements and Audit Report, the Independent Auditor and Corporate Auditors audited the three items listed above in addition to the documents listed in the business report and consolidated and non-consolidated financial statements.

* Please note that you may be refused entry into the meeting venue if you show fever symptoms or seem unwell.

* No gifts will be distributed at this Annual Shareholders' Meeting.

Reference Materials for the Annual Shareholders' Meeting

First Item: Appropriation of surplus

We propose to appropriate surplus as follows.

Matters concerning year-end dividends

Regarding the year-end dividend for this fiscal year, we believe that it is important, in principle, to maintain stable dividend payments at appropriate levels in response to our mid- to long-term performance, while retaining a sufficient amount of reserves to prepare for future business expansion and strengthen our financial foundation is equally important. Therefore, we will determine the year-end dividend after taking these factors into overall consideration. Additionally, the Medium-Term Management Plan covering April 1, 2023 to March 31, 2026 includes a dividend policy that calls for a dividend on equity (DOE) ratio of at least 2.5%. The Board of Directors decided on this policy at their meeting on April 19, 2023 in order to enhance shareholder returns.

After taking this basic policy for profit sharing and other factors into overall consideration, we propose to pay dividends as follows:

- (1) Type of dividend property: monetary dividends
- (2) Matters concerning assignment of dividend property to shareholders and amounts thereof
 - ¥50.00 per common share
 - Total sum: ¥8,381,174,900
 - As ¥37.50 per share was paid as an interim dividend, total dividends per share for this fiscal year will be ¥87.50.
- (3) Date from which dividends from surplus come into effect
 - June 27, 2024

Second Item: Amendment to the Articles of Incorporation

1. Reasons for the amendment

The Company has decided to transition to a company with an audit & supervisory committee in order to enhance its corporate governance and enable swift decision-making by further distinguishing between the roles of supervision and execution, through which the Board of Directors will be able to focus exclusively on important management policies and plans, and on the supervision of business execution. In conjunction with this transition, the Company will propose to amend its Articles of Incorporation, making the necessary changes such as establishing new provisions concerning the Audit & Supervisory Committee and the Audit & Supervisory Committee Members, deleting the provisions concerning the Board of Corporate Auditors and the Corporate Auditors, and renumbering the articles accordingly.

2. Details of the amendment

The details of the amendment are as follows. This proposal shall come into effect at the conclusion of this Annual Shareholders' Meeting.

(Amended parts are underlined.)

| Current Articles of Incorporation | Proposed amendment |
|---|--|
| <p>(Number of Directors and Election) Article 19.</p> <ol style="list-style-type: none"> 1. The number of Directors of the Company shall be no more than <u>fifteen (15)</u>. 2. A resolution for the election of Directors at a General Shareholder's Meeting shall require the presence of shareholders representing one-third (1/3) or more of the voting rights of all shareholders, and it shall be adopted by a majority vote of the shareholders present. 3. A resolution for the election of Directors shall not be made by cumulative voting. | <p>(Number of Directors and Election) Article 19.</p> <ol style="list-style-type: none"> 1. The number of Directors of the Company <u>(excluding those who are Audit & Supervisory Committee Members)</u> shall be no more than <u>six (6)</u>. 2. <u>The number of Directors who are Audit & Supervisory Committee Members of the Company (hereinafter, "Audit & Supervisory Committee Members")</u> shall be no more than <u>five (5)</u>. 3. <u>Directors shall be elected by a resolution at a General Meeting of Shareholders, with a distinction made between Audit & Supervisory Committee Members and other Directors.</u> A resolution for the election of Directors at a General Shareholder's Meeting shall require the presence of shareholders representing one-third (1/3) or more of the voting rights of all shareholders, and it shall be adopted by a majority vote of the shareholders present. 4. A resolution for the election of Directors shall not be made by cumulative voting. |
| <p>(Representative Directors and Directors with Titles) Article 20.</p> <ol style="list-style-type: none"> 1. Representative Directors of the Company shall be appointed by resolution of the Board of Directors. 2. The Company may, by a resolution of the Board of Directors, appoint one Chairman of the Board, one President, <u>and several Vice Presidents, Senior Managing Directors and Managing Directors.</u> | <p>(Representative Directors and Directors with Titles) Article 20.</p> <ol style="list-style-type: none"> 1. Representative Directors of the Company shall be appointed by resolution of the Board of Directors, <u>from among Directors who are not Audit & Supervisory Committee Members.</u> 2. The Company may, by a resolution of the Board of Directors, appoint one Chairman of the Board <u>and</u> one President, <u>from among Directors who are not Audit & Supervisory Committee Members.</u> |

| Current Articles of Incorporation | Proposed amendment |
|--|---|
| <p>(Term of Office of Directors) Article 21.</p> <ol style="list-style-type: none"> 1. The term of office of Directors shall expire at the conclusion of the Ordinary General Shareholder's Meeting for the last business year within one (1) year after their assumption of the office. 2. The term of office of Directors who are elected to fill a vacancy or to increase the number of Directors shall be until the expiring of the term of office of the other Directors in office. | <p>(Term of Office of Directors) Article 21.</p> <ol style="list-style-type: none"> 1. The term of office of Directors <u>who are not Audit & Supervisory Committee Members</u> shall expire at the conclusion of the Ordinary General Shareholder's Meeting for the last business year within one (1) year after their assumption of the office. 2. <u>The term of office of Audit & Supervisory Committee Members shall expire at the conclusion of the Ordinary General Shareholder's Meeting for the last business year within two (2) years after their assumption of the office.</u> 3. The term of office of Directors <u>who are not Audit & Supervisory Committee Members</u> who are elected to fill a vacancy or to increase the number of Directors shall be until the expiring of the term of office of the other Directors <u>who are not Audit & Supervisory Committee Members</u> in office. 4. <u>The term of office of Audit & Supervisory Committee Members who are elected to fill a vacancy shall be until the expiring of the term of office of the retired Audit & Supervisory Committee Member.</u> 5. <u>The effective period of a resolution for the election of a substitute Audit & Supervisory Committee Member, who is elected pursuant to Article 329, paragraph 3 of the Companies Act, shall be until the commencement of the Ordinary General Shareholder's Meeting for the last business year within two (2) years after their assumption of the office, unless such period is shortened by the resolution.</u> |
| <p>(Remuneration for Directors) Article 22. Remunerations for Directors shall be determined by a resolution at a General Shareholder's Meeting.</p> | <p>(Remuneration for Directors) Article 22. Remunerations for Directors shall be determined by a resolution at a General Shareholder's Meeting, <u>with a distinction made between Audit & Supervisory Committee Members and other Directors.</u></p> |
| <p>(Newly established)</p> | <p><u>(Delegation of Decisions on Execution of Business Affairs to Directors)</u> Article 25. <u>The Company may, pursuant to Article 399-13, paragraph 6 of the Companies Act, delegate all or part of decisions on the execution of important business affairs (excluding matters set forth in the items of paragraph 5 of the same Article) to Directors by resolution of the Board of Directors.</u></p> |
| <p><u>(Authority of Board of Directors)</u> Article 25.</p> <ol style="list-style-type: none"> 1. <u>The Board of Directors shall make decision on the execution of business affairs of the Company, as well as the matters provided by laws or ordinances or these Articles of Incorporation.</u> | <p><u>(Regulations of Board of Directors)</u> Article 26. <u>In addition to the matters provided for by laws or ordinances, or these Articles of Incorporation, the Board of Directors shall be governed by the Regulations of the Board of Directors established separately by the Board of Directors.</u></p> |

| Current Articles of Incorporation | Proposed amendment |
|--|--|
| <p><u>2.</u> The Board of Directors shall be governed by the Regulations of the Board of Directors established separately by the Board of Directors.</p> <p>Article <u>26.</u> (Omitted) (Convocation Notice of Board of Directors)</p> <p>Article <u>27.</u></p> <ol style="list-style-type: none"> 1. Convocation notice of meetings of the Board of Directors shall be sent to each Director <u>and Corporate Auditor</u> four (4) days prior to the date of the meeting; provided, however, that such period may be shortened in case of emergency. 2. If the consent of all Directors <u>and Corporate Auditors</u> is obtained, a meeting of the Board of Directors may be held without the foregoing convocation procedures. <p>Article <u>28.</u> (Omitted) (Omission of Resolutions of Board of Directors)</p> <p>Article <u>29.</u> Where all Directors (limited to those who are entitled to participate in voting for a resolution) have given consent in writing or electromagnetic records for an issue that requires a resolution of the Board of Directors, the Company shall deem the Board of Directors to have adopted a resolution on the said issue, <u>unless an objection is raised by a Corporate Auditor.</u></p> <p>(Minutes)</p> <p>Article <u>30.</u> The substance of proceedings, the results of meetings of the Board of Directors and other items provided for in laws or ordinances shall be entered or recorded in the minutes, and the chairperson of the meeting and Directors <u>and Corporate Auditors</u> present shall place their signature and seals thereon or put their electronic signatures thereon. The minutes of the meeting shall be kept at the head office of the Company for ten (10) years.</p> <p style="text-align: center;">Chapter 5 <u>Corporate Auditors and Board of Corporate Auditors</u></p> <p>(Appointment of Corporate Auditors and Establishment of Board of Corporate Auditors)</p> <p>Article <u>31.</u> The Company shall have Corporate Auditors <u>and shall establish the Board of Corporate Auditors.</u></p> | <p>Article <u>27.</u> (Unchanged) (Convocation Notice of Board of Directors)</p> <p>Article <u>28.</u></p> <ol style="list-style-type: none"> 1. Convocation notice of meetings of the Board of Directors shall be sent to each Director <u>at least</u> four (4) days prior to the date of the meeting; provided, however, that such period may be shortened in case of emergency. 2. If the consent of all Directors is obtained, a meeting of the Board of Directors may be held without the foregoing convocation procedures. <p>Article <u>29.</u> (Unchanged) (Omission of Resolutions of Board of Directors)</p> <p>Article <u>30.</u> Where all Directors (limited to those who are entitled to participate in voting for a resolution) have given consent in writing or electromagnetic records for an issue that requires a resolution of the Board of Directors, the Company shall deem the Board of Directors to have adopted a resolution on the said issue.</p> <p>(Minutes)</p> <p>Article <u>31.</u> The substance of proceedings, the results of meetings of the Board of Directors and other items provided for in laws or ordinances shall be entered or recorded in the minutes, and the chairperson of the meeting and Directors present shall place their signature and seals thereon or put their electronic signatures thereon. The minutes of the meeting shall be kept at the head office of the Company for ten (10) years.</p> <p style="text-align: center;">Chapter 5 <u>Audit & Supervisory Committee</u></p> <p>(Establishment of Audit & Supervisory Committee)</p> <p>Article <u>32.</u> The Company shall establish the <u>Audit & Supervisory Committee.</u></p> |

| Current Articles of Incorporation | Proposed amendment |
|--|--|
| <p><u>(Number of Corporate Auditors and Election)</u> <u>Article 32.</u> 1. <u>The number of Corporate Auditors of the Company shall be no more than five (5).</u> 2. <u>A resolution for the election of Corporate Auditors at General Shareholder’s Meeting shall require the presence of shareholders representing one-third (1/3) or more of the voting rights of all shareholders who are entitled to exercise voting rights, and it shall be adopted by a majority of vote of the shareholders present.</u></p> | (Deleted) |
| <p><u>(Term of Office of Corporate Auditors)</u> <u>Article 33.</u> 1. <u>The term of office of Corporate Auditors shall expire at the conclusion of the Ordinary General Shareholder’s Meeting for the last business term ending within four (4) years after their assumption of the office.</u> 2. <u>The term of office of Corporate Auditors who are elected to fill a vacancy of the Corporate Auditor who retired before the expiration of their term of office shall be until the expiring of the term of office of the retired Corporate Auditor.</u></p> | (Deleted) |
| <p><u>(Remuneration for Corporate Auditors)</u> <u>Article 34. Remunerations for Corporate Auditors shall be determined by a resolution at a General Shareholder’s Meeting.</u></p> | (Deleted) |
| <p><u>(Exemption from Liability of Corporate Auditors)</u> <u>Article 35.</u> 1. <u>The Company may, by a resolution of the Board of Directors and pursuant to Article 426, Paragraph 1 of the Corporation Law, grant its Corporate Auditors (including former Corporate Auditors) exemption from liability provided for in Article 423, Paragraph 1 of the said law to the extent permitted by applicable laws or ordinances.</u> 2. <u>The Company may, pursuant to Article 427, Paragraph 1 of the Corporation Law, enter into a contract with Outside Corporate Auditors to limit their liability provided for in Article 423, Paragraph 1 of the said law. However, the limit of the liability based on such a contract shall be the amount set by laws or ordinances.</u></p> | (Deleted) |
| <p><u>(Standing Corporate Auditors)</u> <u>Article 36. The Board of Corporate Auditors shall appoint Standing Corporate Auditor(s) among the Corporate Auditors.</u></p> | <p><u>(Standing Audit & Supervisory Committee Members)</u> <u>Article 33. The Audit & Supervisory Committee may appoint Standing Audit & Supervisory Committee Member(s) among the Audit & Supervisory Committee Members.</u></p> |

| Current Articles of Incorporation | Proposed amendment |
|---|---|
| <p>(<u>Authority of Board of Corporate Auditors</u>) Article 37.</p> <ol style="list-style-type: none"> 1. <u>The Board of Corporate Auditors shall, within the limit of not discouraging to execute Corporate Auditors' power, make decision on the matters relating to performance of their duties, as well as the matters provided for by laws or ordinances, or these Articles of Incorporation.</u> 2. <u>The Board of Corporate Auditors shall be governed by the Regulations of the Board of Corporate Auditors established separately by the Board of Corporate Auditors.</u> | <p>(<u>Regulations of Audit & Supervisory Committee</u>) Article 34. <u>In addition to the matters provided for by laws or ordinances, or these Articles of Incorporation, the Audit & Supervisory Committee shall be governed by the Regulations of the Audit & Supervisory Committee established separately by the Audit & Supervisory Committee.</u></p> |
| <p>(Convocation Notice of <u>Board of Corporate Auditors</u>) Article 38.</p> <ol style="list-style-type: none"> 1. <u>Convocation notice of meetings of the Board of Corporate Auditors shall be sent to each Corporate Auditor four (4) days prior to the date of the meeting; provided, however, that such period may be shortened in case of emergency.</u> 2. <u>If the consent of all Corporate Auditors is obtained, a meeting of the Board of Corporate Auditors may be held without the foregoing convocation procedures.</u> | <p>(Convocation Notice of <u>Audit & Supervisory Committee</u>) Article 35.</p> <ol style="list-style-type: none"> 1. <u>Convocation notice of meetings of the Audit & Supervisory Committee shall be sent to each Audit & Supervisory Committee Member at least four (4) days prior to the date of the meeting; provided, however, that such period may be shortened in case of emergency.</u> 2. <u>If the consent of all Audit & Supervisory Committee Members is obtained, a meeting of the Audit & Supervisory Committee may be held without the foregoing convocation procedures.</u> |
| <p>(Method of Adopting Resolutions of <u>Board of Corporate Auditors</u>) Article 39. <u>Unless otherwise provided by laws or ordinances, resolutions of the Board of Corporate Auditors shall be adopted by a majority vote of the Corporate Auditors.</u></p> | <p>(Method of Adopting Resolutions of <u>Audit & Supervisory Committee</u>) Article 36. <u>Resolutions of the Audit & Supervisory Committee shall be adopted by a majority vote at a meeting where a majority of Audit & Supervisory Committee Members entitled to participate in resolutions are present.</u></p> |
| <p>(Minutes) Article 40. <u>The substance of proceedings, the results of meetings of the Board of Corporate Auditors and other items provided for in laws or ordinances shall be entered or recorded in the minutes, and Corporate Auditors present shall place their signature and seals thereon or put their electronic signatures thereon. The minutes of the meeting shall be kept at the head office of the Company for ten (10) years.</u></p> | <p>(Minutes) Article 37. <u>The substance of proceedings, the results of meetings of the Audit & Supervisory Committee and other items provided for in laws or ordinances shall be entered or recorded in the minutes, and Audit & Supervisory Committee Members present shall place their signature and seals thereon or put their electronic signatures thereon. The minutes of the meeting shall be kept at the head office of the Company for ten (10) years.</u></p> |
| <p>Article 41. to 43. (Omitted) (Remuneration for Accounting Auditors) Article 44. <u>Remunerations for Accounting Auditors shall be determined by the Representative Directors with consent from the Board of Corporate Auditors.</u></p> | <p>Article 38. to 40. (Unchanged) (Remuneration for Accounting Auditors) Article 41. <u>Remunerations for Accounting Auditors shall be determined by the Representative Directors with consent from the Audit & Supervisory Committee.</u></p> |
| <p>Article 45. to 48. (Omitted)</p> | <p>Article 42. to 45. (Unchanged)</p> |

| Current Articles of Incorporation | Proposed amendment |
|-----------------------------------|--|
| (Newly established) | <p style="text-align: center;"><u>Supplementary Provisions</u> <u>(Transitional Measures Concerning Exemption of</u> <u>Liability of Corporate Auditors)</u></p> <p><u>Article 1. The Company may, by resolution of the</u> <u>Board of Directors, exempt Corporate</u> <u>Auditors (including former Corporate</u> <u>Auditors) from their liability for damages</u> <u>prescribed in Article 423, paragraph 1 of the</u> <u>Companies Act concerning actions taken</u> <u>prior to conclusion of the 118th Annual</u> <u>Shareholder’s Meeting to the extent</u> <u>permitted by laws and regulations.</u></p> |

Third Item: Election of four (4) Directors who are not Audit & Supervisory Committee Members

The Company will transition to a company with an Audit & Supervisory Committee subject to the condition that the Second Item “Amendment to the Articles of Incorporation” is approved. As a result, all (eight) Directors will complete their terms of office at the conclusion of this Annual Shareholders’ Meeting and we therefore request the election of four (4) Directors who are not Audit & Supervisory Committee Members.

This Item shall take effect subject to the condition that the amendment to the Articles of Incorporation in the Second Item “Amendment to the Articles of Incorporation” takes effect.

The candidates for Directors who are not Audit & Supervisory Committee Members are as follows:

| Candidate No. | Name | Gender | Attribute of Candidate | Current Positions and Responsibilities in the Company | Number of attendance at the Board of Directors meetings (FY2023) |
|---------------|----------------|--------|------------------------|--|--|
| 1 | Masao Tsuru | Male | Reappointed candidate | Representative Director Chief Executive Officer | 13/13 (100%) |
| 2 | Akira Watanabe | Male | Reappointed candidate | Director Executive Operating Officer, Chief Financial Officer | 13/13 (100%) |
| 3 | Junichi Orita | Male | Reappointed candidate | Director Executive Operating Officer General Manager, Corporate Business Strategy Office | 13/13 (100%) |
| 4 | Yuki Sato | Male | New candidate | Senior Operating Officer, Chief Technology Officer, Head of NOK R&D | - |

Reappointed candidate: Candidate for reelection as Director

New candidate: New candidate for election as Director

| Candidate No. | Name (Date of Birth) | Brief Personal History, and Position and Area of Responsibility at the Company (Significant Concurrent Positions) | Number of the Company's Shares Held |
|---|--|---|-------------------------------------|
| 1 | Reappointed candidate Masao Tsuru (June 13, 1980) | <p>April 2005 Joined NOK Corporation May 2009 MBA, McDonough School of Business, Georgetown University April 2015 Department Manager, Corporate Planning Department, Corporate Planning Office, NOK Corporation April 2017 Operating Officer, NOK Corporation April 2017 Deputy General Manager, Corporate Planning Office, NOK Corporation June 2018 President and Representative Director, NOK Klüber Co., Ltd. April 2020 Representative Director, NOK Klüber Co., Ltd. April 2020 Senior Operating Officer, NOK Corporation April 2020 General Manager, Corporate Business Strategy Office, NOK Corporation June 2020 Director, NOK Corporation June 2020 Senior Managing Director, NOK Corporation April 2021 President and Representative Director, NOK Corporation June 2022 Representative Director, Chief Executive Officer, NOK Corporation June 2023 Representative Director, Chief Executive Officer, NOK Corporation (incumbent)</p> <p>Significant concurrent positions Representative Director, Chairman of the Board, Nippon Mektron, Ltd. Representative Director, Chairman of the Board, NOK Klüber Co., Ltd. Representative Director, Chairman of the Board, Unimatec Co., Ltd. Chairman of the Board & Director, NOK-Freudenberg Singapore Pte. Ltd. Representative Director, Seiwa Jisho Co., Ltd.</p> | 106,100 shares |
| Reasons for nomination as a candidate for Director We propose that Mr. Masao Tsuru be re-elected as a Director because we have decided that he is able to execute his duties by appropriately making comprehensive managerial judgments and decisions for the entire NOK Group, as well as exercise supervision of management objectively. We believe he can do so based on his experience of being involved in the Company's corporate planning division and managing NOK Klüber Co., Ltd., as well as his wealth of experience and track record in a wide range of management areas. | | | |
| 2 | Reappointed candidate Akira Watanabe (November 18, 1957) | <p>April 1980 Joined NOK Corporation July 2000 Department Manager, Accounting Department, Corporate Finance & Accounting Office, NOK Corporation June 2005 Director, NOK Corporation June 2005 Deputy General Manager, Corporate Finance & Accounting Office, NOK Corporation June 2007 General Manager, Corporate Finance & Accounting Office, NOK Corporation June 2009 Senior Operating Officer, NOK Corporation June 2013 Director, NOK Corporation June 2013 Senior Managing Director, NOK Corporation April 2017 General Manager, Corporate Finance & Accounting Office, and General Manager, Corporate IT Office, NOK Corporation October 2018 General Manager, Corporate Finance & Accounting Office, NOK Corporation June 2022 Director, Executive Operating Officer, NOK Corporation June 2023 Director, Executive Operating Officer, Chief Financial Officer, NOK Corporation (incumbent)</p> | 31,010 shares |
| Reasons for nomination as a candidate for Director We propose that Mr. Akira Watanabe be re-elected as a Director because we have decided that he is able to maintain and enhance the supervisory function of the Board of Directors and make appropriate managerial judgments, as well as further contributing to increasing the corporate value of the NOK Group. We believe he can do so based on his extensive experience and track record as well as highly specialized knowledge and insights obtained through his many years of service in finance & accounting division. | | | |

| Candidate No. | Name (Date of Birth) | Brief Personal History, and Position and Area of Responsibility at the Company (Significant Concurrent Positions) | Number of the Company's Shares Held | |
|---|--|---|---|--------------|
| 3 | Reappointed candidate Junichi Orita (July 1, 1974) | February 2001 May 2008 July 2013 April 2015 April 2017 April 2017 June 2019 April 2021 June 2021 June 2022 January 2023 June 2023 | Joined NOK Corporation MBA, Eli Broad Graduate School of Management, Michigan State University Deputy Department Manager, International Business Department, Corporate Planning Office, NOK Corporation Department Manager, Business Managing Department, Corporate Business Strategy Office, NOK Corporation Operating Officer, NOK Corporation Deputy General Manager, Corporate Business Strategy Office, NOK Corporation Senior Operating Officer, NOK Corporation General Manager, Corporate Business Strategy Office, NOK Corporation Senior Managing Director, NOK Corporation Director, Executive Operating Officer, NOK Corporation (incumbent) General Manager, Corporate Business Strategy Office and Corporate Environmental Management Office, NOK Corporation General Manager, Corporate Business Strategy Office, NOK Corporation (incumbent) | 8,600 shares |
| | | <div style="border: 1px solid black; padding: 5px; display: inline-block;"> Significant concurrent positions Chairman of the Board & Director, Wuxi NOK-Freudenberg Oilseal Co., Ltd. Changchun NOK-Freudenberg Oilseal Co., Ltd. Taicang NOK-Freudenberg Sealing Products Co., Ltd. </div> | | |
| Reasons for nomination as a candidate for Director We propose that Mr. Junichi Orita be re-elected as a Director because we have decided that he is able to execute his duties by appropriately making managerial judgments and decisions on the overall business strategy and other management-related items of the entire NOK Group (including overseas business), as well as exercise supervision of management objectively. We believe he can do so based on his experience of being involved in the Company's corporate planning division and business managing division. | | | | |
| 4 | New candidate Yuki Sato (January 30, 1967) | April 1991 April 2010 April 2020 April 2020 April 2023 June 2023 | Joined NOK Corporation Department Manager, Engineering Research Department, Corporate Technology Office, NOK Corporation Operating Officer, NOK Corporation General Manager, Corporate Technology Office and Manufacturing Technology Office, NOK Corporation Head of NOK R&D, NOK Corporation (incumbent) Senior Operating Officer, Chief Technology Officer, NOK Corporation (incumbent) | 3,000 shares |
| | | Reasons for nomination as a candidate for Director We propose that Mr. Yuki Sato be newly elected as a Director because we have decided that he is able to execute his duties by appropriately making decisions regarding matters such as technology strategies and new business development throughout the NOK Group as well as exercise supervision of management objectively. We believe he can do so based on his experience of being involved in the technology divisions of the Company for many years as well as his high levels of expertise and insights into technology research and development fields. | | |

Notes:

- Candidate Mr. Masao Tsuru also serves as Representative Director and Chairman of the Board of NOK Klüber Co., Ltd., a trade partner of the Company, and as Chairman of the Board & Director for NOK-Freudenberg Singapore Pte. Ltd., a company from which the Company receives dividend payments. He also serves as a Representative Director for Seiwa Jisho Co., Ltd., a business partner of the Company in the area of real estate leasing, etc.
- Candidate Mr. Junichi Orita also serves as Chairman of the Board & Director for Wuxi NOK-Freudenberg Oilseal Co., Ltd. and Changchun NOK-Freudenberg Oilseal Co., Ltd., a trade partner of the Company; and as Chairman of the Board & Director for Taicang NOK-Freudenberg Sealing Products Co., Ltd., with which the Company maintains a technology license agreement.
- The other candidates do not have any special relationship with or interest in the Company.
- With the aim of ensuring Directors and Corporate Auditors are able to fully conduct their expected roles in the course of the performance of duties and they are comprised of talented persons, the Company has entered into a directors and officers liability insurance (D&O insurance) policy as provided for in Article 430-3, paragraph 1 of the Companies Act. If this item for resolution is approved as originally proposed and each candidate assumes office as a Director, they will become insureds of such insurance. The insurance policy covers losses that may arise from the insured's assumption of liability incurred in the course of the performance of duties as Directors, Corporate Auditors, etc., or receipt of claims pertaining to the pursuit of such liability. Provided, however, that there are certain reasons for coverage exclusion that, for example, exclude losses arising from any act that the person carried out while being aware that it violated laws and regulations. The entire amount of insurance premiums, including those for special clauses, are borne by the Company, and there are no insurance premiums actually borne by the insureds. The deductible clause is set in the policy, whereby losses within such deductible are not covered by the policy. The Company plans to renew the insurance policy on November 1, 2024.

Fourth Item: Election of five (5) Directors who are Audit & Supervisory Committee Members

The Company will transition to a company with an Audit & Supervisory Committee subject to the condition that the Second Item “Amendment to the Articles of Incorporation” is approved. As a result, we therefore request the election of five (5) Directors who are Audit & Supervisory Committee Members.

This Item has already received the agreement of the Board of Corporate Auditors. Furthermore, this Item shall take effect subject to the condition that the amendment to the Articles of Incorporation in the Second Item “Amendment to the Articles of Incorporation” takes effect.

The candidates for Directors who are Audit & Supervisory Committee Members are as follows:

| Candidate No. | Name | Gender | Attribute of Candidate | Current Position at the Company | Number of attendance at the Board of Directors meetings (FY2023) |
|---------------|------------------|--------|--|---------------------------------|--|
| 1 | Hideki Watanabe | Male | New candidate | Standing Corporate Auditor | 13/13 (100%) |
| 2 | Makoto Fujioka | Male | New candidate [External Director] [Independent Director] | External Director | 12/13 (92.3%) |
| 3 | Naoki Shimada | Male | New candidate [External Director] [Independent Director] | External Director | 13/13 (100%) |
| 4 | Atsushi Kajitani | Male | New candidate [External Director] [Independent Director] | External Corporate Auditor | 12/13 (92.3%) |
| 5 | Motoko Imada | Female | New candidate [External Director] [Independent Director] | - | - |

New candidate: New candidate for election as Director

External Director: Candidate for External Director

Independent Director: Independent Director stipulated by the Tokyo Stock Exchange

| Candidate No. | Name (Date of Birth) | Brief Personal History, and Position and Area of Responsibility at the Company (Significant Concurrent Positions) | Number of the Company's Shares Held |
|---------------|--|---|-------------------------------------|
| 1 | New candidate Hideki Watanabe (October 6, 1960) | <p>April 1983 Joined NOK Corporation</p> <p>July 2007 General Manager, Financial Management Office, NOK-Freudenberg Group Trading (China) Co., Ltd.</p> <p>July 2013 Department Manager, Finance Department, Corporate Finance & Accounting Office, NOK Corporation</p> <p>June 2020 Standing Corporate Auditor, NOK Corporation (incumbent)</p> | 6,200 shares |
| | <p>Reasons for nomination as a candidate for Director who is an Audit & Supervisory Committee Member</p> <p>We propose that Mr. Hideki Watanabe be elected as a Director who is an Audit & Supervisory Committee Member because we have decided that he is able to execute his duties by objectively carrying out appropriate audits and supervision. We believe he can do so based on his experience of being involved in finance and accounting work at the Company and its overseas subsidiaries for many years as well as his considerable level of knowledge regarding finance and accounting.</p> | | |
| 2 | New candidate [Independent Director] [Candidate for External Director] Makoto Fujioka (March 27, 1950) | <p>April 1972 Joined the Ministry of International Trade and Industry (now the Ministry of Economy, Trade and Industry)</p> <p>June 1977 MBA, Harvard Business School</p> <p>June 1987 Head of Energy Efficiency Division, International Energy Agency (IEA) (in France)</p> <p>June 1996 Deputy Director-General, Trade & Economic Affairs, the Ministry of International Trade and Industry</p> <p>February 2001 Ambassador of Japan to the United Arab Emirates</p> <p>September 2003 Retired from the Ministry of Economy, Trade and Industry</p> <p>June 2004 Director and Executive Officer, Nippon Light Metal Co., Ltd.</p> <p>June 2007 Director and Senior Executive Officer, Nippon Light Metal Co., Ltd.</p> <p>June 2013 Director and Executive Vice President, Nippon Light Metal Co., Ltd.</p> <p>July 2015 Director General, Japan Association for Chemical Innovation</p> <p>June 2016 External Director, NOK Corporation (incumbent)</p> <p>Significant concurrent positions Outside Director, Nippon Paper Industries Co., Ltd.</p> | 6,900 shares |
| | <p>Reasons for nomination as a candidate for External Director who is an Audit & Supervisory Committee Member and summary of expected roles</p> <p>We propose that Mr. Makoto Fujioka be elected as an External Director who is an Audit & Supervisory Committee Member because we have decided that he is able to give advice on the business activities of the Company from objective, broad, and sophisticated viewpoints. We believe he can do so based on his extensive experience and deep insights into industrial policy and foreign affairs as well as his track record in corporate management. We believe he can provide advice, audits, and supervision regarding the Company's overall management particularly based on his experience, etc. in industrial policies and corporate management.</p> | | |
| 3 | New candidate [Independent Director] [Candidate for External Director] Naoki Shimada (November 23, 1968) | <p>April 1993 Joined Apple Computer, Inc.</p> <p>June 1998 MBA, Sloan School of Management at Massachusetts Institute of Technology</p> <p>October 1998 Joined The Boston Consulting Group, Inc.</p> <p>September 2001 CEO, P&E Directions, Inc. (incumbent)</p> <p>June 2022 External Director, NOK Corporation (incumbent)</p> <p>Significant concurrent positions Outside Director, Japan Business Systems, Inc. External Director, RENOVA, Inc.</p> | 10,000 shares |
| | <p>Reasons for nomination as a candidate for External Director who is an Audit & Supervisory Committee Member and summary of expected roles</p> <p>We propose that Mr. Naoki Shimada be elected as an External Director who is an Audit & Supervisory Committee Member because we have decided that he is able to give advice on the overall management of the Company from his extensive experience in corporate management as a business manager and as a consultant. We believe he can provide advice, audits, and supervision regarding the Company's business development and Group strategies, including the creation of new businesses, from a broad perspective particularly based on his experience as a business manager.</p> | | |

| Candidate No. | Name (Date of Birth) | Brief Personal History, and Position and Area of Responsibility at the Company (Significant Concurrent Positions) | Number of the Company's Shares Held |
|--|---|---|-------------------------------------|
| 4 | New candidate [Independent Director] [Candidate for External Director] Atsushi Kajitani (July 1, 1968) | April 2000 Registered as a lawyer June 2004 Outside Corporate Auditor, DMS Inc. June 2015 Outside Director, DMS Inc. (incumbent) June 2016 External Corporate Auditor, NOK Corporation (incumbent) April 2017 Vice-President, Dai-Ichi Tokyo Bar Association July 2018 Professor, Research Center for Social Systems, Shinshu University (incumbent) | 3,100 shares |
| | | Significant concurrent positions Outside Director, DMS Inc. Outside Corporate Auditor, Eagle Industry Co., Ltd.* * Scheduled to retire from this position at the conclusion of the company's ordinary general meeting of shareholders scheduled to be held on June 25, 2024. | |
| Reasons for nomination as a candidate for External Director who is an Audit & Supervisory Committee Member and summary of expected roles We propose that Mr. Atsushi Kajitani be elected as an External Director who is an Audit & Supervisory Committee Member because we have decided that he is able to give advice on the overall management of the Company from broad perspectives based on his extensive experience and expansive knowledge regarding corporate legal affairs as a lawyer. We believe he can provide advice, audits, and supervision from a legal perspective concerning governance and general management of the Company, based in particular on his knowledge as an expert in legal affairs. Although he has no experience of being involved in corporate management other than by serving as outside director and outside corporate auditor, the Company has judged that he is able to execute the duties of an External Director appropriately considering the reasons described above. | | | |
| 5 | New candidate [Independent Director] [Candidate for External Director] Motoko Imada (February 26, 1967) | August 1991 Joined Dohosha Publishing Inc. October 1998 CEO, Mediagene Inc. (Formerly INFOBAHN Group Inc.) (incumbent) July 2015 CEO, INFOBAHN Inc. May 2023 CEO, TNL Mediagene Japan (incumbent) July 2023 Director, TNL Mediagene (incumbent) | 0 shares |
| | | Significant concurrent positions Outside Director, DMS Inc. Outside Corporate Auditor, Eagle Industry Co., Ltd.* * Scheduled to retire from this position at the conclusion of the company's ordinary general meeting of shareholders scheduled to be held on June 25, 2024. | |
| Reasons for nomination as a candidate for External Director who is an Audit & Supervisory Committee Member and summary of expected roles We propose that Ms. Motoko Imada be newly elected as an External Director who is an Audit & Supervisory Committee Member because we have decided that she is able to give advice on the management of the Company from objective and broad viewpoints, including strengthening the communication functions implemented by the Company, and initiatives for DE&I. We believe she can do so based on her extensive experience in the media industry and global corporate management, including success in providing media services that incorporate a deep understanding of a wide range of reader groups. We believe she can provide advice, audits, and supervision regarding Company management and external policies based on her professional history. | | | |

Notes:

- None of the candidates has any special relationship with or interest in the Company.
- With the aim of ensuring Directors and Corporate Auditors are able to fully conduct their expected roles in the course of the performance of duties and they are comprised of talented persons, the Company has entered into a directors and officers liability insurance (D&O insurance) policy as provided for in Article 430-3, paragraph 1 of the Companies Act. If this item for resolution is approved as originally proposed and each candidate assumes office as a Director, they will become insureds of such insurance. The insurance policy covers losses that may arise from the insured's assumption of liability incurred in the course of the performance of duties as Directors, Corporate Auditors, etc., or receipt of claims pertaining to the pursuit of such liability. Provided, however, that there are certain reasons for coverage exclusion that, for example, exclude losses arising from any act that the person carried out while being aware that it violated laws and regulations. The entire amount of insurance premiums, including those for special clauses, are borne by the Company, and there are no insurance premiums actually borne by the insureds. The deductible clause is set in the policy, whereby losses within such deductible are not covered by the policy. The Company plans to renew the insurance policy on November 1, 2024.
- Mr. Makoto Fujioka, Mr. Naoki Shimada, Mr. Atsushi Kajitani, and Ms. Motoko Imada are candidates for External Directors.
The Company has submitted notification to the Tokyo Stock Exchange that Mr. Makoto Fujioka, Mr. Naoki Shimada, and Mr. Atsushi Kajitani have been designated as independent directors as stipulated in the regulations of the aforementioned exchange. Ms. Motoko Imada satisfies the requirements for an independent director as stipulated in the regulations of the Tokyo Stock Exchange, and the Company will submit notification that she has been designated as an independent director.
- The numbers of years since Mr. Makoto Fujioka and Mr. Naoki Shimada assumed office as External Directors of the Company will be eight years for Mr. Makoto Fujioka and two years for Mr. Naoki Shimada as of the conclusion of this Annual Shareholders' Meeting.
- Mr. Atsushi Kajitani is currently an External Corporate Auditor of the Company, and his time in office as an External Corporate Auditor will be eight years as of the conclusion of this Annual Shareholders' Meeting.
- Mr. Atsushi Kajitani is currently an Outside Director of DMS Inc. ("DMS"). In March 2022, DMS received a cease and desist order and surcharge payment order from the Japan Fair Trade Commission due to a violation of the Japan Antimonopoly Act relating to the tending of a bid to Japan Pension Service. Although Mr. Kajitani had previously been unaware of the incident, he has since been making suggestions and so forth from the

standpoint of compliance with laws and regulations on a routine basis. Also, after these facts came to light, he has fulfilled his responsibility by calling for thorough examination, recurrence prevention, and the like at DMS' meetings of the board of directors, etc.

7. The Company has entered into an agreement with Mr. Makoto Fujioka, Mr. Naoki Shimada, and Mr. Atsushi Kajitani to limit their liability provided for in Article 423, paragraph 1 of the Companies Act, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act. The maximum amount of the liability for damages based on the said agreement is the amount prescribed in laws and regulations. If the election of Mr. Makoto Fujioka, Mr. Naoki Shimada, and Mr. Atsushi Kajitani is approved, the Company will continue the same agreement with Mr. Makoto Fujioka and Mr. Naoki Shimada, and will conclude a new agreement with Mr. Atsushi Kajitani as an External Director to replace the current agreement concluded with him as an External Corporate Auditor. If the election of Ms. Motoko Imada is approved, the Company intends to enter into a similar liability limitation agreement with her.

[Reference] Specific areas that the Company expects of the Directors (management supervision function after the Second Item, Third Item, and Fourth Item are approved (planned))

| | Name | | Corporate management | Group strategy | Business (production, sales) strategy | Technology strategy | Finance / Accounting/ Capital policy | New business | Compliance and risk management | Sustainability |
|---|------------------|----------|----------------------|----------------|---------------------------------------|---------------------|--------------------------------------|--------------|--------------------------------|----------------|
| Directors | Masao Tsuru | | ○ | ○ | | | | | | |
| | Akira Watanabe | | ○ | | | | ○ | | | |
| | Junichi Orita | | ○ | | ○ | | | | | |
| | Yuki Sato | | | | | ○ | | ○ | | |
| Directors (Audit & Supervisory Committee Members) | Hideki Watanabe | | | | ○ | | ○ | | | |
| | Makoto Fujioka | External | ○ | | | | | | | ○ |
| | Naoki Shimada | External | ○ | ○ | | | | | | |
| | Atsushi Kajitani | External | ○ | | | | | | ○ | |
| | Motoko Imada | External | ○ | | | | | ○ | | |

(Note) The above list shows up to two areas specifically expected of each person, and does not indicate all areas of their knowledge or experience.

Fifth Item: Setting of amount of remuneration for Directors who are not Audit & Supervisory Committee Members

The Company will transition to a company with an Audit & Supervisory Committee subject to the condition that the Second Item “Amendment to the Articles of Incorporation” is approved.

For the amount of remuneration for the Company’s Directors, it was resolved that the maximum amount be ¥450 million per year (excluding employee salaries) at the 103rd Annual Shareholders’ Meeting held on June 25, 2009, and this has remained in effect to this day. However, with the transition to a company with an Audit & Supervisory Committee, we intend to eliminate this amount and to set a new maximum amount of remuneration for Directors who are not Audit & Supervisory Committee Members of ¥450 million per year (including a maximum of ¥20 million per year for External Directors). As before, this amount of remuneration does not include employee salaries for Directors who also serve as employees.

At a Board of Directors meeting held on May 22, 2024, a policy was established for deciding the new contents of remuneration, etc. for corporate officers, subject to the condition that the Fifth Item through the Seventh Item are approved. An overview is as shown in [Reference: Policies on remuneration to Directors] on page 25.

This Item is also necessary in order to decide the contents of remuneration, etc. for individual Directors in line with these policies. It has been examined by the Management Supervision Meeting where independent External Directors make up a majority of the members, with consideration for matters including recent economic circumstances, the scale of the Company’s business, the number of Directors, and levels at other companies. As a result, it is concluded that the contents are reasonable.

If the Second Item “Amendment to the Articles of Incorporation” and Third Item “Election of four (4) Directors who are not Audit & Supervisory Committee Members” are approved as originally proposed, there will be four (4) Directors who are not Audit & Supervisory Committee Members.

This Item shall take effect subject to the condition that the amendment to the Articles of Incorporation in the Second Item “Amendment to the Articles of Incorporation” takes effect.

Sixth Item: Setting of amount of remuneration for Directors who are Audit & Supervisory Committee Members

The Company will transition to a company with an Audit & Supervisory Committee subject to the condition that the Second Item “Amendment to the Articles of Incorporation” is approved.

Therefore, as a result of the transition to a company with an Audit & Supervisory Committee, with consideration for the duties and responsibilities of the Directors who are Audit & Supervisory Committee Members, we intend to set a maximum remuneration for Directors who are Audit & Supervisory Committee Members of ¥90 million per year.

This Item decides the remuneration for Directors who are Audit & Supervisory Committee Members within a reasonable range with consideration for matters such as the duties of Directors who are Audit & Supervisory Committee Members, and the level of remuneration for Directors who are not Audit & Supervisory Committee Members. We have concluded that the contents are necessary and reasonable.

If the Second Item “Amendment to the Articles of Incorporation” and Fourth Item “Election of five (5) Directors who are Audit & Supervisory Committee Members” are approved as originally proposed, there will be five (5) Directors who are Audit & Supervisory Committee Members (including four (4) External Directors).

This Item shall take effect subject to the condition that the amendment to the Articles of Incorporation in the Second Item “Amendment to the Articles of Incorporation” takes effect.

Furthermore, at a Board of Directors meeting held on May 22, 2024, a policy was established for deciding the new contents of remuneration, etc. for corporate officers, subject to the condition that the Fifth Item through the Seventh Item are approved. An overview is as shown in [Reference: Policies on remuneration to Directors] on page 25.

Seventh Item: Revision of share-based remuneration for Directors and Operating Officers

1. Reason for the proposal and reason why the remuneration, etc. is reasonable

At the Annual Shareholders' Meeting held on June 24, 2022, the Company obtained shareholder approval for the introduction of a performance-linked share-based remuneration plan (the "Plan") for Directors and Operating Officers (excluding External Directors and those who are non-residents of Japan). This system remains in operation to this day.

If the Second Item "Amendment to the Articles of Incorporation" is approved as originally proposed, the Company will transition to a company with an Audit & Supervisory Committee. We request approval of this Item in order to revise the persons who are eligible for the Plan to be the Company's Directors (excluding Directors who are Audit & Supervisory Committee Members, External Directors, and those who are non-residents of Japan; same below) and Operating Officers (excluding those who are non-residents of Japan; referred to collectively with Directors as "Directors, etc.") as a result of the transition to a company with an Audit & Supervisory Committee. Except for the change to the eligible persons, all other content is the same as the content approved at the Annual Shareholders' Meeting held on June 24, 2022. Share-based remuneration based on the Plan involves payment to Directors, etc. using a framework that is separate from the remuneration limits for which approval has been requested in the Fifth Item.

The Plan is intended to increase awareness of contributions to improving the medium- and long-term performance of the NOK Group and increasing corporate value, and also to promote profit sharing with shareholders. In addition, because the number of shares delivered is linked to the level of achievement of performance targets in the Medium-Term Management Plan and other performance, the Plan will increase motivation for achieving performance targets.

At a Board of Directors meeting held on May 22, 2024, a policy was established for deciding the new contents of remuneration, etc. for corporate officers, subject to the condition that the Fifth Item through the Seventh Item are approved. An overview is as shown in [Reference: Policies on remuneration to Directors] on page 25. It has been concluded that this Item is reasonable because the contents are necessary and reasonable in order to provide remuneration, etc. to individual Directors, etc. that is consistent with these policies. The revision of the Plan has been examined by the Management Supervision Meeting in order to ensure transparency and objectivity of the process for deciding remuneration.

If the Third Item "Election of four (4) Directors who are not Audit & Supervisory Committee Members" is approved as originally proposed, the number of Directors eligible under the Plan will be four (4). As described above, Operating Officers are also eligible for the Plan. (There are expected to be 15 Operating Officers who do not also serve as Directors and are eligible for the Plan as of the conclusion of this Annual Shareholders' Meeting.) Remuneration based on the Plan includes remuneration for Operating Officers, however because there is the possibility that these Operating Officers may newly be appointed as Directors during the Applicable Period, this Item proposes the amounts and contents of all remuneration based on the Plan as remuneration, etc. for Directors, etc.

This Item shall take effect subject to the condition that the amendment to the Articles of Incorporation in the Second Item "Amendment to the Articles of Incorporation" takes effect.

2. Amount, contents, etc. of remuneration, etc. in the Plan

(1) Overview of the Plan

The Plan is a share-based remuneration plan for Directors, etc. Money equivalent to the amount of remuneration to be paid to Directors, etc. is contributed to a trust, and shares of the Company are acquired through the trust using this money as the funds. The Plan delivers or grants (“Delivery, etc.”) the number of the Company’s shares and the amount of money equivalent to the converted value of the Company’s shares (the “Company’s Shares, etc.”) according to the position, level of achievement of performance targets, and other factors. (Details of the Plan are as described in and after (2) below.)

| | |
|--|---|
| <p>1. Persons eligible for Delivery, etc. of the Company’s Shares, etc. under this Item</p> | <ul style="list-style-type: none"> • Directors of the Company (excluding Directors who are Audit & Supervisory Committee Members, External Directors, and those who are non-residents of Japan) • Operating Officers of the Company (excluding those who are non-residents of Japan) |
| <p>2. Effects of the Company’s shares under this Item on the total number of shares issued</p> | |
| <p>Upper limit on money contributed by the Company (as described in (2) below)</p> | <ul style="list-style-type: none"> • Amount of ¥345 million multiplied by the number of fiscal years in the Applicable Period • The current Applicable Period covers four fiscal years, for a total of ¥1,380 million. (The current Applicable Period is the four fiscal years from the fiscal year ended March 31, 2023 to the fiscal year ending March 31, 2026.) |
| <p>Upper limit for the number of the Company’s Shares, etc. for Delivery, etc. to Directors, etc. and method of acquiring the Company’s shares (as described in (2) and (3) below)</p> | <ul style="list-style-type: none"> • Number of shares equal to 320 thousand shares multiplied by the number of fiscal years in the Applicable Period • The current Applicable Period covers four fiscal years, for a total of 1,280 thousand shares. • The above number of shares per fiscal year (320 thousand shares) is approximately 0.19% of the total number of shares issued by the Company (as of March 31, 2024, after deducting treasury stock). • The Company’s shares will be acquired from the stock market or from the Company (disposal of treasury stock). (The Company’s shares for the current Applicable Period were acquired from the stock market in fiscal 2022, and there was no dilution effect.) |
| <p>3. Details of conditions for the achievement of performance targets (as described in (3) below)</p> | <ul style="list-style-type: none"> • Varies within a range of 0% to 200% in accordance with the level of achievement of the key indicators for achieving the performance targets in the Medium-Term Management Plan and other indicators determined by the Board of Directors. (For the current Applicable Period, the level of achievement of ROA and FTSE Russell’s ESG Ratings targets are used.) |
| <p>4. Timing of Delivery, etc. of the Company’s Shares, etc. to Directors (as described in (4) below)</p> | <ul style="list-style-type: none"> • After the end of the applicable period |

(2) Upper limit of the money to be contributed by the Company

The Plan is, in principle, to be applied during the fiscal years covered by the Company's Medium-Term Management Plan (the "Applicable Period"). The Annual Shareholders' Meeting which was held on June 24, 2022 approved the current Applicable Period covering the four fiscal years from the fiscal year ended March 31, 2023 to the fiscal year ending March 31, 2026. The contribution of trust funds and acquisition of shares from the stock market using the trust funds as the funds for this Applicable Period was performed during fiscal 2022.

To acquire the Company's shares subject to the Delivery, etc. to Directors, etc., the Company will contribute the upper limit of the trust money to be contributed for each Applicable Period, which is the amount obtained by multiplying ¥345 million by the number of fiscal years in the relevant Applicable Period (total ¥1,380 million during the four fiscal years that are the current Applicable Period), and establish a trust (the "Trust") for a period corresponding to the Applicable Period and whose beneficiaries are Directors, etc. The Trust, in accordance with the instructions of the trust administrator, will use the trust money as funds to acquire the Company's shares from the stock market or from the Company (disposal of treasury stock). The Company grants points to the Directors, etc. during the Applicable Period as described in (3) below, and conducts Delivery, etc. of the Company's Shares, etc. corresponding to the number of points granted at the certain timing determined in advance from the Trust.

At the expiration of the trust period, the Trust may be continued by amending the trust agreement or making additional contributions to the Trust instead of establishing a new Trust. In this case, the new Applicable Period shall, in principle, be the fiscal years covered by the Company's Medium-Term Management Plan in place at that time, and the trust period of the Trust shall be extended to a period that corresponds to the new Applicable Period. The Company shall make additional contributions within the upper limit for the total amount of trust money to be contributed to the Trust approved by resolution at this Annual Shareholders' Meeting. In addition, for the new Applicable Period, granting of points and Delivery, etc. of the Company's Shares, etc. shall continue for Directors, etc. However, when the additional contributions are made, if there are any of the Company's shares (excluding the Company's shares corresponding to points granted to Directors, etc. for which Delivery, etc. has not been completed) and money (the Company's shares and the money are collectively referred to as the "Remaining Shares, etc.") that remain in the trust assets on the final day of the trust period prior to extension, the total of the amount of the Remaining Shares, etc. and the trust money to be additionally contributed shall be within the range of the amount obtained by multiplying ¥345 million by the number of fiscal years in the relevant Applicable Period.

The extension of the trust period is not limited to only one time, and the trust period may be extended in the same manner thereafter.

(3) Calculation method and upper limit, etc. for the number of the Company's Shares, etc. for Delivery, etc. to Directors, etc.

The number of the Company's Shares, etc. for Delivery, etc. to Directors, etc. is determined according to the number of "share delivery points." One share of the Company's shares is delivered per one share delivery point, and fractions less than one point are discarded. However, in the event of a share split, share consolidation, or other event involving the Company's shares during the trust period, the number of the Company's shares per one share delivery point and the upper limit for the number of the Company's Shares, etc. for Delivery, etc. to Directors, etc. will be adjusted according to the split ratio, consolidation ratio or other event.

(i) Performance-linked portion

The share delivery points of the performance-linked portion for eligible Directors, etc. are calculated by cumulating the points equivalent to 50% of the base points granted each fiscal year during the Applicable Period and, after the end of the Applicable Period, multiplying the cumulative number by the performance-linked coefficient.

The performance-linked coefficient varies within a range of 0% to 200% in accordance with the level of achievement of performance targets, etc. As the indicators for the level of achievement of performance targets, etc., the Company uses the key indicators for achieving the performance targets in the Medium-Term Management Plan and other indicators determined by the Board of Directors, and for the current Applicable Period, the Company is using ROA and FTSE Russell's ESG Ratings.

(ii) Non-performance-linked portion

The share delivery points of the non-performance-linked portion for eligible Directors, etc. shall be the cumulative total of 50% of the base points granted each fiscal year during the Applicable Period.

For Directors, etc. who resign, retire due to death, or are transferred overseas during a fiscal year of the Applicable Period, the Company will promptly grant the share delivery points calculated as described above with the performance-linked coefficient set at 100%.

The upper limit for the number of the Company's Shares, etc. for Delivery, etc. to Directors, etc. in the Applicable Period of the Trust (the number of points granted to Directors, etc.) is the number of shares obtained by multiplying 320 thousand shares by the number of fiscal years in the Applicable Period (for the four fiscal years of the current Applicable Period, the total number is 1,280 thousand shares). The upper limit for the number of the Company's Shares, etc. for Delivery, etc. to Directors, etc. has been set while referring to the share price, etc. at the time of introduction of the Plan, and in consideration of the above upper limit of the money to be contributed by the Company.

(4) Method and timing of Delivery, etc. of the Company's Shares, etc. to Directors, etc.

For Directors, etc. who meet the beneficiary requirements, the Company's shares equivalent to 50% of the number of share delivery points (a fractional number of shares is rounded down) are delivered, in principle, by following the prescribed vesting procedures for exercising beneficiary rights after the end of the Applicable Period. For the number of the Company's shares corresponding to the remaining number of share delivery points, the shares are converted to cash in the Trust and an amount of money equivalent to the converted value is paid.

In the event that a Director, etc. who meets the beneficiary requirements passes away during the Applicable Period, the Company's shares corresponding to the number of share delivery points at that time, are all converted to cash in the Trust and an amount of money equivalent to the converted value is paid to the heirs of the Director, etc.

(5) Voting rights of the Company's shares held in the Trust

The voting rights of the Company's shares held in the Trust (the Company's shares before Delivery, etc. to Directors, etc.) will not be exercised during the trust period in order to ensure the neutrality in the Company's management.

(6) Handling of dividends of the Company's shares held in the Trust

The dividends of the Company's shares held in the Trust will be received by the Trust and applied to the trust fees and trust expenses for the Trust. After the dividends are applied to the trust fees and trust expenses, if there are any residual dividends when the Trust is finally terminated, they are to belong to the Company within the scope of the trust expense reserve after deducting funds for acquiring shares from the trust money, and remaining dividends in excess of the trust expense reserve are to be donated to organizations that have no interest in the Company or with the Directors, etc.

(7) Other details of the Plan

Other details of the Plan are to be determined by the Board of Directors each time the Trust is established, the trust agreement is amended and additional contributions to the Trust are made.

(Reference)

For Directors and Operating Officers (excluding External Directors and those who are non-residents of Japan; the "Initial Eligible Subsidiary Directors, etc.") of three of the Company's subsidiaries (Nippon Mektron, Ltd., Unimatec Co., Ltd. and NOK Klüber Co., Ltd.; the "Initial Eligible Subsidiaries"), following approval at the general meeting of shareholders of each Initial Eligible Subsidiary, the Company introduced a plan beginning from fiscal 2022 that is similar to the one for Directors, etc. of the Company, using the same Trust that is used for the Plan. For Directors (excluding External Directors and those who are non-residents of Japan; referred to collectively with the Initial Eligible Subsidiary Directors, etc. as "Eligible Subsidiary Directors, etc.") of SYNZTEC Co., Ltd., a subsidiary of the Company, (referred to collectively with the Initial Eligible Subsidiaries as "Eligible Subsidiaries"), following approval by the general meeting of shareholders of this company, the Company intends to newly introduce a plan that is similar to the one for Directors, etc. of the Company, using the same Trust that is used for the Plan.

The upper limit of the money to be contributed for each Applicable Period as remuneration for all Eligible Subsidiary Directors, etc. of all Eligible Subsidiaries is planned to be the amount obtained by multiplying ¥235 million, which is the total of the four companies, by the number of fiscal years in the relevant Applicable Period (for the four fiscal years of the current Applicable Period, the total amount of the four companies is ¥906 million). In addition, the upper limit for the number of the Company's Shares, etc. for Delivery, etc. to all Eligible Subsidiary Directors, etc. in the Applicable Period (the number of points granted to all Eligible Subsidiary Directors, etc.) is planned to be the number obtained by multiplying 235 thousand shares, which is the total of the four companies, by the number of fiscal years in the Applicable Period (for the four fiscal years of the current Applicable Period, the total number of the four companies is 910 thousand shares).

[Reference: Policies on remuneration to Directors]

As described below, the Company establishes a policy for deciding the contents of remuneration, etc. for Directors, and based on this policy, within the range of the total amount decided by the Annual Shareholders' Meeting, remuneration for Directors who are not Audit & Supervisory Committee Members is decided by the Board of Directors, while remuneration for Directors who are Audit & Supervisory Committee Members is decided by a meeting of the Directors who are Audit & Supervisory Committee Members.

The Company establishes the Nomination and Remuneration Advisory Committee (Note: Now the Management Supervision Meeting) as an advisory body to the Board of Directors for the purpose of addressing important management issues, including enhancement of objectivity and transparency in matters related to nomination and remuneration of corporate officers. It provides periodical confirmation on particularly important matters such as nomination of corporate officers and remuneration, etc. of Directors in addition to providing the Board of Directors with appropriate advice. The Nomination and Remuneration Advisory Committee is a committee body whose chair and primary constituent members are External Directors. It provides confirmation and advice relating to important management issues such as nomination and remuneration.

The Company's policies on remuneration to Directors are as follows:

• Methods for determining policies

The policies on remuneration to Directors who are not Audit & Supervisory Committee Members are determined at a meeting of the Board of Directors based on the advice of the Nomination and Remuneration Advisory Committee. The policies on remuneration to Directors who are Audit & Supervisory Committee Members are decided by a meeting of the Directors who are Audit & Supervisory Committee Members.

• Basic policies

In order to improve the medium- and long-term corporate value of the NOK Group and increase stakeholder satisfaction, we believe it is necessary to promote the motivation to achieve targets among management, including the Directors of core companies in the NOK Group, through their remuneration. For this purpose, for the management of core companies in the NOK Group, we have introduced share-based remuneration that varies according to the level of KPI achievement, which is a priority implementation measure in the Medium-Term Management Plan of the NOK Group. Together with monetary remuneration that varies depending on the level of achievement of performance targets in a single fiscal year, this is intended to improve medium- and long-term corporate value and increase stakeholder satisfaction.

• Policies for determining amounts or calculation methods for individual remuneration, etc.

Remuneration to Directors who are not Audit & Supervisory Committee Members consists of a fixed remuneration portion, a remuneration portion for short-term expected achievements, and a remuneration portion for long-term expected achievements, with consideration given to Directors' responsibilities to improve business results each fiscal year and to increase the corporate value from a medium- to long-term perspective. The Company classifies the remuneration in three types: (1) basic remuneration (monetary), (2) short-term performance-linked remuneration (monetary), and (3) medium- to long-term performance-linked remuneration (shares). When the remuneration for short-term and long-term expected individual achievements are the standard amounts, levels are established in the total amount of remuneration using ratios within the range of approximately 1 to 1.9 according to the individual's official responsibilities.

On the other hand, because Directors who are Audit & Supervisory Committee Members are responsible for audits and supervision of the conduct of official duties throughout the NOK Group, based on their positions, they receive only basic remuneration (monetary) according to their roles.

In addition, with respect to the payment of remuneration, the remuneration may be temporarily reduced or not paid in case of a sudden deterioration in business performance or a situation that

damages corporate value.

• Policies for determining the components of performance-linked remuneration, etc.-related performance indicators, etc., and calculation methods of amounts and/or numbers therein

In accordance with the bonus provisions and share delivery provisions approved by the Board of Directors, performance-linked remuneration is paid within a range from 0% to 200% according to the level of achievement of the evaluation items.

The evaluation indicators related to short-term performance-linked remuneration utilize financial indicators aimed at achieving both expansion of business scale and ensuring profit levels (net sales and operating income) and individual evaluations which appropriately apply individual results. The amount to be paid is decided with consideration for other matters that may have an impact on business performance (natural disasters, extraordinary income and loss, etc.). The evaluation weighting of each indicator is [sales: operating income: individual evaluation] = [15%:35%:50%] ([30%:70%:0%] for the President and Representative Director). In order to ensure objectivity and transparency, target settings and evaluations for individual evaluations are decided by the Board of Directors based on a report from the Nomination and Remuneration Advisory Committee.

For indicators related to medium- to long-term performance-linked remuneration, for reasons of increasing the overall profitability of the NOK Group and also carrying out management with consideration for ESG, ROA is used as the financial indicator and the FTSE Russell's ESG Ratings are used as the non-financial indicator. The evaluation weighting of these indicators is [90%:10%].

• Policies for determining the details of non-monetary remuneration, etc., and calculation methods of amounts and/or numbers therein

Regarding the medium- to long-term performance-linked remuneration, the Company utilizes a Board Incentive Plan (BIP) trust scheme in order to increase the motivation of Directors to contribute to improving business results and increasing corporate value of the NOK Group over the medium to long term. For the eligible Directors (excluding Directors who are Audit & Supervisory Committee Members, External Directors, and those who are non-residents of Japan), and Operating Officers (excluding those who are non-residents of Japan), this plan delivers or grants the number of the Company's shares and the amount of money equivalent to the converted value of the Company's shares (the "Company's Shares, etc.") corresponding to the number of points calculated according to the position and time in office, the level of achievement of medium-term targets, etc.

• Policies for determining the proportion (ratio) of amounts for individual remuneration, etc. for each type

In consideration for the fact that the Company manufactures and sells components for automobiles, electronic equipment, and other products, and performance is highly susceptible to trends in the industry, short-term performance-linked remuneration and medium- to long-term performance-linked remuneration of Directors have been set at 20% and 20% of total remuneration, respectively.

• Policies for determining the timing and conditions for providing remuneration, etc.

For the basic remuneration, the monthly amount for one year starting in the month following the annual shareholders' meeting is determined at a meeting of the Board of Directors that is held after the annual shareholders' meeting, and a fixed amount is paid on a certain date every month. For the short-term performance-linked remuneration, the amount is determined at a meeting of the Board of Directors in line with "Policies for determining the components of performance-linked remuneration, etc.-related performance indicators, etc., and calculation methods of amounts and/or numbers therein" above according to the year-end financial results, and is paid prior to the annual shareholders' meeting for the settlement of accounts. For the medium- to long-term performance-linked remuneration, fixed points calculated according to the position and time in office and performance-linked points for the purpose of increasing the

incentives for achieving the targets in the Medium-Term Management Plan, etc. are granted at a certain time each year. In principle, when the Medium-Term Management Plan ends, the Company's Shares, etc. corresponding to the accumulated number of fixed points and the Company's Shares, etc. corresponding to the number calculated by multiplying the accumulated number of performance-linked points by the performance-linked coefficient according to the level of achievement of the medium-term targets are delivered or provided.

- **Methods for determining the details of individual remuneration, etc.**

The amounts of remuneration, etc. for individual Directors who are not Audit & Supervisory Committee Members or the calculation methods for those amounts are determined at a meeting of the Board of Directors when the proposal regarding corporate officer remuneration is presented to the Board of Directors by the Director and Chief Executive Officer, who serves as chairperson of the Board of Directors, based on advice from the Nomination and Remuneration Advisory Committee.

The amounts of remuneration, etc. for Directors who are Audit & Supervisory Committee Members are decided by a meeting of the Directors who are Audit & Supervisory Committee Members.