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Nippon Sheet Glass Company, Limited
Securities Code: 5202



Notice of Convening the 160th

Ordinary General Meeting of Shareholders and the Class Meeting of Common Shareholders

- We will be streaming the General Meeting of Shareholders live via the Internet, allowing you to watch from the comfort of your home or any other location.
- Questions may also be submitted in advance via the Internet.
For details, please refer to pages 5 of this Notice of the Ordinary General Meeting of Shareholders.

Date and Time:

10:00 a.m., Friday, 26 June 2026
(Reception desk to open from 9:00 a.m.)

Venue:

Bellesalle Mita Garden
Sumitomo Fudosan Tokyo Mita Garden Tower, 2F
3-5-19 Mita, Minato-ku, Tokyo

Please note that the venue has changed from last year.

Matters to be Resolved:

Proposal:

- 1. Partial Amendments to the Articles of Incorporation to Increase the Total Number of Authorized Shares**
- 2. Share Consolidation**
- 3. Partial Amendments to the Articles of Incorporation regarding Abolition of Share Unit System**
- 4. Election of Six Directors**

Deadline to exercise voting rights in writing or via the Internet:

5:45 p.m., Thursday, 25 June 2026
(Japan time)

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Dear Shareholders,

During the fiscal year ended March 31, 2026 (FY2026), the Group's business was significantly affected by the U.S. tariff policies, in addition to the continued economic slowdown in Europe and rising labor and other costs associated with global inflation. Despite this, the profitability of our businesses improved driven by higher selling prices, mainly in the European Architectural Glass business, where the production capacity was optimized in FY2025. In addition, the Group posted a negative income tax expense due to the recognition of one-off deferred tax assets.

As a result, for FY2026 on a full-year basis, the Group reported revenues of 879.5 billion yen, an increase of 4.6% year-on-year (FY2025: 840.4 billion yen) and an operating profit of 28.8 billion yen, an increase of 74.7% year-on-year (FY2025: 16.5 billion yen). Also, the Group recorded a pre-tax profit of 0.4 billion yen (FY2025: loss of 8.5 billion yen), a net profit of 5.5 billion yen (FY2025: loss of 13.5 billion yen) and a profit attributable to owners of the parent of 4.4 billion yen (FY2025: loss of 13.8 billion yen), indicating a recovery from the previous year, partly as a result of one-off tax effects.

In the fiscal year ending March 31, 2027 (FY2027), European economy is expected to start recovering gradually in the latter half of the year and beyond. In the Architectural Glass business, demand for solar energy glass remains robust. In the Automotive Glass business, we will continue to enhance the value of our products whilst negotiating improvements to sales prices. The Technical Glass business is expected to maintain a high profit margin. On the other hand, the business environment is expected to remain challenging, as exemplified by rising energy costs, making it difficult to achieve the financial targets (operating profit, ROS, free cash flow, interest bearing debt, and shareholders' equity ratio) set forth in the Medium Term Plan.

After a comprehensive review of our financial position, we deeply regret to inform you that the Group has made the difficult decision not to declare a dividend on common shares for the fiscal year ending March 31, 2026.

On March 24, 2026, the Group announced that it has decided to implement fundamental strategic initiatives to achieve sustainable growth including restructuring its capital with the support of Apollo Funds (Please refer to "**Issues to be Addressed**" in the Business Report). That said, the Group has made no changes to the Medium Term Plan "2030 Vision: Shift the Phase", in addition, the strategic pillars of the 4Ds - Business Development, Decarbonization, Digital Transformation, and Diverse Talent – are being advanced as outlined in "**Issues to be Addressed**". By implementing fundamental measures aimed at establishing a "NEW" NSG group, we continue to strive to transform into a highly profitable company resilient to fluctuations in the business environment by pursuing the 4D strategy.

I would like to ask for your kind understanding.

Munehiro Hosonuma
Director, Representative Executive Officer President and CEO
Nippon Sheet Glass Company, Limited

Munehiro Hosonuma
Director, Representative Executive Officer
President and CEO
Nippon Sheet Glass Company, Limited
5-27, Mita 3-Chome, Minato-ku, Tokyo

Notice of Convening the 160th Ordinary General Meeting of Shareholders and the Class Meeting of Common Shareholders

Dear Shareholders,

Thank you for your continued support for NSG Group. We are pleased to notify you of the forthcoming 160th Ordinary General Meeting of Shareholders and the Class Meeting of Common Shareholders of the Company, as detailed below.

If you are unable to attend the meeting in person, you may exercise your voting rights in advance either by electronic means (via the Internet) or in writing (by mail). We kindly request that you review and consider the "Reference Materials to Proposals at the General Meeting of Shareholders" below and exercise your voting rights by no later than **5:45 p.m., Thursday, 25 June 2026 (Japan time)**.

1. Date and Time	10:00 a.m., Friday, 26 June 2026 (Reception desk will open from 9:00 a.m.)
2. Venue	Bellesalle Mita Garden Sumitomo Fudosan Tokyo Mita Garden Tower, 2F 3-5-19 Mita, Minato-ku, Tokyo (Please note that the venue has changed from last year.)
3. Agenda	Matters to be Noted: - Report on the Business Report, the Consolidated Financial Statements, and the Audit Reports of the Accounting Auditor and the Audit Committee on the Consolidated Financial Statements, for the 160th fiscal period (from 1 April 2025 to 31 March 2026) - Report on the Financial Statements for the 160th fiscal period (from 1 April 2025 to 31 March 2026) Matters to be Resolved: Proposal 1: Partial Amendments to the Articles of Incorporation to Increase the Total Number of Authorized Shares Proposal 2: Share Consolidation Proposal 3: Partial Amendments to the Articles of Incorporation regarding Abolition of Share Unit System Proposal 4: Election of Six Directors Please note that Proposals 1 and 2 shall be resolved at both the 160th Ordinary General Meeting of Shareholders and the Class Meeting of Common Shareholders.

Concerning the matters to be resolved at the Class Meeting of Common Shareholders:

While the Company believes that the actions relating to Proposals 1 and 2 to be submitted to the 160th Ordinary General Meeting of Shareholders (the "Meeting") are not likely to cause any disadvantage to common shareholders, as a matter of prudence, the Company has determined to seek a resolution at the Class Meeting of Common Shareholders in accordance with Article 322, Paragraph 1, Items 1 and 2 of the Companies Act.

The shareholders who can exercise their voting rights at the Meeting and the Class Meeting of Common Shareholders are identical; therefore, Proposals 1 and 2 shall be treated as matters to be resolved at both the Meeting and the Class Meeting of Common Shareholders.

Information Related to Electronic Provision Measures

In convening the 160th Ordinary General Meeting of Shareholders, the Company has taken measures to provide the information that constitutes the content of reference materials for the General Meeting of Shareholders, etc. (matters to be provided electronically), in electronic format. The information is posted on the Company's website as "**Notice of the 160th Ordinary General Meeting of Shareholders and the Class Meeting of Common Shareholders**" and "**Other Matters Subject to Measures for Electronic Provision for the 160th Ordinary General Meeting of Shareholders and the Class Meeting of Common Shareholders (Matters Omitted from Delivered Paper-Based Documents)**". To review the information, please access the website below.

NSG website Website for the Ordinary General Meeting of Shareholders	https://www.nsg.com/en/investors/library/shareholders-meeting
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In addition to the above, matters to be provided electronically are also posted on the Tokyo Stock Exchange (TSE) website. Please access the TSE website below, search by "Nippon Sheet Glass" or Ticker code "5202", select "Basic information", and then "Documents for public inspection/PR information" to review filed information.

Tokyo Stock Exchange (TSE) website Listed Company Search	https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show
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- ◎ Among the matters subject to electronic provision measures, the following matters are only posted on the Company's website and TSE website above-mentioned, based on the laws and Article 14 of the Articles of Incorporation. These are not included in the documents to be mailed to shareholders who requested paper delivery:
 - (1) Business Report: "Matters Related to the Stock Acquisition Rights, etc.," "Systems to Secure appropriateness of businesses" and "Summary of the Operation Status to Secure appropriateness of businesses"
 - (2) Consolidated Financial Statements: "Consolidated Statement of Changes in Equity" and "Notes to the Consolidated Financial Statements"
 - (3) Financial Statements: "Statement of Changes in Net Assets" and "Notes to the Financial Statements"
- ◎ The Consolidated Financial Statements and the Financial Statements audited by the Audit Committee and the Accounting Auditor consist of the documents listed in the "Notice of Convening the 160th Ordinary General Meeting of Shareholders and the Class Meeting of Common Shareholders" posted on the Company's website, as well as those listed in (2) and (3). The Business Report audited by the Audit Committee consists of documents listed in the "Notice of Convening the 160th Ordinary General Meeting of Shareholders and the Class Meeting of Common Shareholders" posted on the Company's website, as well as those listed in (1).
- ◎ If any revisions are made to the information subject to electronic provisions measures, matters before and after amendments will be posted on the websites of the Company and TSE mentioned above.
- ◎ If a shareholder exercises their voting rights both in writing and via the Internet, the Internet vote will take precedence. If a voting right is exercised multiple times via the Internet, the last valid vote will be considered the final vote.
- ◎ If a shareholder does not indicate approval or disapproval of any of the proposals on the returned voting form, it will be treated as an indication of approval.

The shareholders meeting is live-streamed on the Internet. For details on how to watch the meeting, please refer to "How to watch Live Stream on the day of the Meeting" on pages 5.

Guidelines for Exercising Voting Rights

Exercise Voting Rights in Advance



Exercise of voting rights via the Internet

Please see below for more information and exercise your voting rights by no later than the below deadline.

Exercise deadline
5:45 p.m.,
Thursday, 25 June 2026
(Japan time)



Exercise of voting rights via mail

Please indicate your approval or disapproval of the proposals in the enclosed voting rights exercising card and return it so that it will be received by no later than the below deadline.

Exercise deadline
Arrival by 5:45 p.m.,
Thursday, 25 June 2026
(Japan time)

Attend Meeting in Person



Voting by attending the meeting

Please present the enclosed voting rights exercising card at the reception desk.

Date and time of the meeting
10:00 a.m.,
Friday, 26 June 2026
(Japan time)

Information concerning Exercising Voting Rights via the Internet

Please access the website in either of the following methods and follow the screen instructions to exercise your voting rights.



Exercise of voting rights by "Smart Voting" (available only in Japanese)

Please scan the "Smartphone use voting right exercise website login QR code" on the lower right of the enclosed voting rights exercising card with a smartphone or tablet.



※ The word "QR Code" is registered trademark of DENSO WAVE INCORPORATED



Exercise of voting rights by the voting rights code and password (available only in Japanese)

Please access the website for exercising voting rights, <https://www.web54.net>. Log in by entering the "voting rights code" described in the enclosed voting rights exercising card and enter "password" on the card.



Notes:

- If you mistakenly enter a wrong password more than a certain number of times, this password will become invalid. If you wish the reissue of another password, please follow the instruction shown on the screen.
- If you wish to change your vote after exercising your voting rights, you will need to scan the QR Code® again and enter your "voting rights code" and "password" on your enclosed voting rights exercising card. (You can also exercise your voting rights by directly accessing the voting website <https://www.web54.net>.)

- Contact the following for any inquiries regarding the exercise of voting rights via the Internet.
 Web support desk of Stock Transfer Agency Department, Sumitomo Mitsui Trust Bank, Limited
 Telephone number: **0120-652-031** (from 9:00 to 21:00 Japan time, toll free in Japan)

- Contact the following for any queries regarding your shareholding and its related matters.
 - 1) If you have a shareholder account in a securities company:
 Please contact the securities company administrating your shareholder account.
 - 2) If you do NOT have a shareholder account in a securities company:
 Please contact the Administration Center of Transfer Agency of Sumitomo Mitsui Trust Bank **0120-782-031**
 (Weekdays from 9:00 to 17:00 Japan time, toll free in Japan)

Institutional shareholders may also vote via the Electronic Voting Platform operated by ICJ, Inc. subject to prior application.

Information on the Exercise of Voting rights, Acceptance of Questions in Advance, and Live Stream on the day of the Meeting

Thursday
4 June

Exercise Voting Rights in Advance

You may exercise your voting rights in advance via the Internet or mail.

Via the Internet

Via mail

Smart Voting or Enter Code & Password



For details,
please refer
to page 4

Acceptance of Questions in Advance

5 June

The Company will accept questions from shareholders in advance regarding agenda items for this Meeting. To ask questions in advance, please access the dedicated website using the URL or QR code below, and enter your Shareholder Number and Postal Code from the voting card, and submit your questions. We plan to address matters of particular interest to shareholders at the Meeting.

URL

https://web.sharely.app/e/nsq160/pre_question

Deadline

Friday, 5 June – Thursday, 18 June

18 June

Shareholder
Number

Nine digits

Postal Code

Seven digits



- Please keep your questions brief and to the point.
- Note that we may not be able to respond to all questions or each one individually.

Thursday
25 June

Deadline to Exercise Voting Rights

Friday
26 June

The Day of the Meeting

Shareholders attending the meeting in person

Please bring the enclosed voting rights exercising card with you and come to the venue. (Bellesalle Mita Garden, Sumitomo Fudosan Tokyo Mita Garden Tower, 2F)

How to watch Live Stream on the day of the Meeting

Live Streaming of the General Meeting of Shareholders will be available for shareholders. Access the dedicated website via the URL or QR code. Visit URL or scan QR code and enter your shareholder number and postal code indicated.

Date/Time 10:00 a.m. Friday, 26 June 2026

URL

<https://web.sharely.app/login/nsq160/>



-Watching the live stream does not count as attendance at the general meeting of shareholders under the Companies Act of Japan.

-Please exercise your voting rights in advance via the Internet or mail.

For inquiries regarding
Live Stream viewing

Phone: 03-6683-7664 Sharely Co., Ltd.

(Available from 9:00 a.m. until the end of the Meeting on Fri., 26 June)

*After the Ordinary General Meeting of Shareholders (on June 27 and thereafter), the voting results will be sent to you by postal mail and will also be posted on the Company's website. In addition, the meeting video featuring the Business Report will be available.

Reference Materials for the General Meeting of Shareholders

—Proposal and Reference Information—

The background and circumstances leading to the submission of Proposals No. 1 through No. 3 are as follows.

1. Overview of the Transaction Contemplated by the Company

Nippon Sheet Glass (the "Company" or "NSG") plans to implement a series of transactions (the "Transaction"), including the issuance of new common shares (the "New Shares") through a third-party allotment of 165 billion yen (the "Third-Party Allotment"), corresponding to the total amount paid by Lumina Japan Acquisition Co., Ltd. (the "Allottee"), a special purpose company owned by funds managed by affiliates of Apollo Global Management, Inc. ("Apollo Funds") and its subsidiaries (collectively "Apollo"). This will be followed by a share consolidation, whereby 122,222,222 common shares will be consolidated into 1 share, and a cash payment will be made to the shareholders of the Company other than the Allottee, equivalent to 500 yen per share of the Company common shares prior to the share consolidation (the "Share Consolidation"). Through the Share Consolidation, the Company will become a wholly owned subsidiary of the Allottee.

Furthermore, on the Effective Date of the Share Consolidation, SMBC, DBJ, Mizuho, and SMTB (the "Major Financial Institutions") plan to make a cash contribution of 140 billion yen to the Company through a limited partnership managed by Apollo Funds and the Allottee. The Company plans to repay the corresponding borrowing amount from the Major Financial Institutions by using the funds received from the Allottee on the same day (the "Quasi-DES"). The Transaction will be implemented upon approval at the Annual General Meeting of Shareholders, in accordance with the procedures set forth below.

- (a) The Proposals for (i) Partial Amendments to the Articles of Incorporation to Increase the Total Number of Authorized Shares of the Company necessary for the implementation of the Third-Party Allotment, (ii) Share Consolidation and (iii) Partial Amendments to the Articles of Incorporation regarding Abolition of Share Unit System shall be submitted to the Annual General Meeting of Shareholders.
- (b) Subject to the satisfaction of the Condition Precedent, the New Shares pertaining to the Third-Party Allotment will be issued, as a result of which the Allottee will become the parent company and the largest shareholder of the Company, holding 3,666,666 voting rights, which represent 72.04% of the total 5,089,493 voting rights of the Company, calculated by adding (i) 1,040,665 voting rights corresponding to the Company's issued and outstanding shares as of February 27, 2026 (104,066,552 shares), (ii) 382,527 voting rights corresponding to the Company's common shares to be held by UDS Corporate Mezzanine No. 3 Investment Limited Partnership and UDS Corporate Mezzanine No. 4 Investment Limited Partnership (collectively referred to as the "UDS Funds") and Japan Industrial Solutions II Investment Limited Partnership (the "JIS Fund") as a result of the exercise of the rights to request acquisition (38,252,710 shares), and (iii) 3,666,666 voting rights corresponding to the number of common shares to be newly issued through the Third-Party Allotment (366,666,666 shares), and then deducting 365 voting rights corresponding to the number of treasury shares as of December 31, 2025 (36,512 shares), and the cash contribution from the Third-Party Allotment will be used to repay the existing debt of the UK subsidiary.
- (c) Refinancing existing domestic borrowings.
- (d) The Share Consolidation shall become effective on the subsequent Effective Date of the Share Consolidation subject to the cash contribution from the New Shares pertaining to the Third-Party Allotment. As a result, the Allottee will become the sole shareholder of the Company.
- (e) The Quasi-DES will be implemented on the Effective Date of the Share Consolidation.

- (f) After the Share Consolidation becomes effective, 500 yen for each common shares held by the minority shareholders prior to the Share Consolidation will be paid to the minority shareholders who come to hold fractional shares (including JIS fund and UDS fund) in accordance with the treatment method of fractional shares arising as a result of the Share Consolidation (as per the provisions of the Companies Act and with the permission of the court, the Company plans to purchase shares equivalent to the total sum of the fractional shares, and the proceeds of that sale will be delivered to minority shareholders in proportion to the fractional shares attributed to them).

Please also note that the details of the Transaction, including the illustration of each procedure comprising the Transaction, are described in the March 24 press release "Issuance of New Shares through Third-Party Allotment, Partial Amendments to the Articles of Incorporation, Share Consolidation and Abolition of Share Unit System, Capital Restructuring through Debt-Equity Swap, and Change in Parent Company and Largest Shareholder" (together with subsequent revisions, collectively referred to as the "Press Release") for your reference.

The timeline for each procedure of the Transaction is as follows. The Third-Party Allotment has been resolved to be paid between June 30, 2026 to March 31, 2027 in accordance with the Companies Act, and the actual schedule will vary depending on when the Condition Precedent are satisfied.

Date of the Annual General Meeting of Shareholders	June 26, 2026
Payment date for the Third-Party Allotment	October 2026 (planned)
Date of delisting of the Company's common shares on the Tokyo Stock Exchange	November 2026 (planned)
Effective Date of the Share Consolidation	November 2026 (planned)
Date of implementation of the Quasi-DES	November 2026 (planned)

2. Background to the Transaction

(1) Financial Conditions of the Company and Necessity for Significant Capital Funding

The Company is one of the leading glass manufacturers engaged in the architectural and automotive glass business as well as the high-performance glass business (Creative Technology). The Company plays an important role in supporting industries and economies expected to grow in the medium- to long-term, of not only Japan, but also major countries around the world, covering a wide range of sectors, such as automotive, architecture, and renewable energy.

In 2006, the Company acquired Pilkington plc ("Pilkington"), a major British glass manufacturer, in response to the globalization of the automotive industry, the growing demand for flat glass for architectural use mainly in emerging countries, and the growing demand for high-performance glass in developed countries including Japan, with the aim of becoming a global leader in the flat glass field. Through the acquisition of Pilkington, the Company has established a certain presence in the global market by utilizing the development and manufacturing plants of both companies as efficiently as possible, pursuing economies of scale to ensure international competitiveness, expanding sales channels with leading local manufacturers in the Americas and Europe, and building long-term customer relationships.

However, the Company has continued to incur substantial interest expenses resulting from a highly leveraged capital structure maintained over a long period of time since the fine imposed by the European Commission related to operations conducted by Pilkington prior to 2005, and the subsequent deterioration in performance caused by the Lehman Shock. Furthermore, excess supply in the European market has created downward

pricing pressure during economic downturns, and the Company's business structure remains highly sensitive to market fluctuations, all of which have constituted significant obstacles to business growth.

In recent years, the business environment has continued to undergo rapid changes, including lockdowns in response to the COVID-19 pandemic, challenges in the European economy, U.S. tariff measures, and rising interest rates, resulting in continued losses in automotive glass business in Europe and the United States, and in the architectural glass business in Europe. In response to this situation, in 2024, the Company launched its "2030 Vision: Shift the Phase" with the aim of recovering its business performance and accelerating measures to "shift our company's phase and become a key provider in advancing a sustainable society. "

However, as mentioned above, the interest burden and limited liquidity due to high level of borrowing over many years in a period of European economic downturn, as well as covenants imposing the restriction on dividend distributions by the UK subsidiaries which have limited the use of funds within the Group, may adversely affect cash-flow stability and the Company's ability to undertake adequate growth and maintain investments. Therefore, the implementation of measures to maintain medium- to long-term competitiveness is a pressing priority. In particular, in recent years, the business environment has further deteriorated as a result of the challenges to the European economy, an important market, increased costs driven by rising raw material prices, and supply chain impacts caused by tariffs measures, etc. As a result, we have posted a net loss of approximately 28.4 billion yen over the past 5 years, and a high proportion of the company's enterprise value is accounted for by net debt, which has recently exceeded 500 billion yen in total. Restructuring to improve profitability and financial position has been a longstanding objective for the Company. As part of our own efforts, we have implemented various measures such as raising capital through the issuance of Class A shares, reviewing our organizational structure, and closing float furnace in Europe. However, based on current factors, the restructuring to improve profitability and financial position will take a considerable amount of time and there is no guarantee for restating dividends.

Under these circumstances, the Company recorded a large net loss in the fiscal year ended in March 2025, and its business recovery in the fiscal year ended in March 2026 was slower than expected. Under the Company's capital structure at that time, It became increasingly difficult to refinance or repay more than 100 billion yen of borrowings due by the end of March 2026 without the proposed solution (it should be noted that the Company reached an agreement with the Main Financial Institutions and other domestic financial institutions to refinance such borrowings on the assumption that the Transaction would be implemented).

Furthermore, even if the Company had been able, through its own efforts (i.e., without implementing the Transaction), to continue refinancing the borrowings due by the end of March 2026, the high level of outstanding debt would have remained unchanged, and we believed it would take a considerable amount of time to rebuild the Company's financial foundation.

Therefore, in order to improve the above situation, the Company believed that it was necessary to fundamentally resolve the existing financial structural issues as soon as possible, including through the infusion of external capital.

(2) Background of Sponsor Selection

Under the circumstances described above, the Company had been exploring, on an intermittent basis, measures and potential partners capable of fundamentally resolving the aforementioned issues relating to its financial structure. As part of the process, we met with Apollo.

Apollo is a high-growth global alternative asset manager. Apollo provides innovative capital solutions to businesses by investing across a broad range of capital structures through a fully integrated platform, offering

the full spectrum of risk and return, from Investment Grade Credit to private equity. As of the end of 31 December 2025, the Apollo Group's assets under management amounted to approximately 145 trillion yen (approximately 938 billion dollars).

For more than 35 years, Apollo's private equity business has been providing innovative capital solutions to support businesses growth through its disciplined, innovative and highly informed investment approach. In particular, Apollo has in-depth industry knowledge and a structured value-creation approach across the automotive and construction industry, and other similar sectors, given its extensive investment track record in the industrial sector, such as the materials and metal sector. Apollo pursues an investment philosophy that takes liquidity and business stability into consideration, including its track record of conservative capital management for the portfolio companies, and their support capabilities for companies during periods of industry cyclicity or financial stress. In addition, Apollo's private equity business has a strong track record of previous investments in leading Japanese companies, including MAFTEC Co., Ltd., ALTEMIRA Co., Ltd., and Panasonic Automotive Systems Co., Ltd.

Given its investment track record and philosophy, Apollo continued to consider this transaction based on its understanding of the situation. As a result, in September 2025, the Company received an initial proposal (the "Initial Proposal") from Apollo Funds to take the Company private and to implement fundamental improvement measures. The initial proposal included a large capital investment in the Company by Apollo Funds, a capital restructuring under the Quasi-DES, and a reduction in the interest burden by repaying the UK subsidiary loans, as well as the effective use of funds within the Company. In response to this, the Company started an initial review, including the appointment of Mori Hamada & Matsumoto Foreign Law Joint Venture ("Mori Hamada & Matsumoto") as its legal advisor in November 2025, which is independent from Apollo and the Company; SMBC Nikko Securities Inc. ("SMBC Nikko") as its financial advisor and third-party appraiser; and Deloitte Tohmatsu LLC ("Deloitte") as its financial and tax advisor. The Company established a framework to evaluate, negotiate and determine the merit of the Transaction from the perspective of enhancing corporate value and safeguarding the interests of the minority shareholders, facilitating the establishment of an independent perspective from Apollo and the Company.

As a result of the review of the initial proposal, the Company determined that it would be necessary to stabilize its operations promptly through significant remedial actions and secure a path to new growth in a business environment that is increasingly challenging and marked by limited visibility into future developments. Therefore, given Apollo Funds' proposed large-scale capital investment in the Company and other additional measures including the Quasi-DES between the Major Financial Institutions and Apollo Funds, as well as Apollo's organized operational value creation plan, the Major Financial Institutions started full-scale consideration of Apollo Funds' initial proposal.

In light of the complexity of the Transaction and the possibility that a conflict of interest may arise from the Company's consideration of the Transaction, the Company, at its Board of Directors meeting held on November 28, 2025, established a special committee (the "Special Committee" to consider the Transaction proposal, with the advice of Mori Hamada & Matsumoto. The Special Committee allows us to establish a review framework that is independent, to ensure careful decision making, to eliminate arbitrariness in the Company's review process, and to ensure the fairness of the overall assessment of the Transaction and the appropriateness of its terms.

Based on the authority granted to the Special Committee, on November 28, 2025, the Special Committee approved the appointment of Mori Hamada & Matsumoto as the legal advisor of the Company, SMBC Nikko as the financial advisor and third-party appraiser of the Company, and Deloitte as the financial and tax advisor

of the Company, after confirming that there were no problems in terms of expertise and independence from Apollo and the Company. Furthermore, in order to ensure fairness in the decision-making process for the Transaction, the Special Committee appointed Akasaka International Accounting Co., Ltd., ("Akasaka International Accounting") as the third-party evaluator of the Special Committee after confirming that there is no problem with independence and expertise at the second Special Committee meeting.

Subsequently, on December 26, 2025, Apollo, taking into account also the results of the due diligence conducted with the Company, submitted a Letter of Intent (the "LOI") for the Transaction.

At the same time, the Company, through SMBC Nikko, reviewed and discussed alternative potential sponsors to assess the feasibility of obtaining support from them. As part of the various proposals received from the potential sponsors, whilst the potential of the Company business was evaluated, it was pointed out that the high level of debt is constraining management's ability to operate with discretion, and converting debt into equity and large-scale capital investments are necessary to realize sustainable growth. In addition, each of the potential sponsors pointed out that, taking into account the Company's current and future cash flows, current funding conditions, and debt obligations, the Company's recent share price level may not fully reflect the refinancing risk by financial institutions. As a result of a diligent comparison and examination of the proposals from each of these potential sponsors, the Company determined that Apollo's LOI was the best proposal given the equity capital available to be deployed by the sponsor, the feasibility of the proposal and timing of the Transaction, the sponsor's view on the management and the business after acquiring the Company, the expected state of the Company's financial soundness at the time of sponsor future exit, and Major Financial Institutions' expected likelihood of recovering their claims as part of the Quasi-DES. In addition, the Major Financial Institutions viewed very positively the feasibility of the Transaction and the medium- to long-term growth potential based on the fundamental structural changes as evidenced in the proposal, and the Company decided to continue discussions with Apollo toward concluding a formal agreement for the Transaction in late January 2026, after confirming the intention of the Quasi-DES implementation and refinancing with the Major Financial Institutions.

Based on the Special Committee's negotiation policy, opinions, instructions and requests, the Company held discussions and negotiations with Apollo regarding whether to proceed with the Transaction and the terms of the Transaction, with the advice of Mori Hamada & Matsumoto, SMBC Nikko and Deloitte.

On January 13, 2026, the Company received from Apollo a proposal setting the payment amount for the Third-Party Allotment (the "Payment Amount") at 450 yen per share, and the cash amount expected to be paid to minority shareholders upon the cash settlement of fractional shares following the Share Consolidation (the "Expected Amount for the Share Consolidation") at 450 yen per share. Following this proposal, during the course of continued discussions with Apollo, the Company, on February 24, 2026, requested an increase in the Expected Amount for the Share Consolidation.

Subsequently, on February 27, 2026, the Company received from Apollo a final proposal to set the Expected Amount for the Share Consolidation at 500 yen.

After conducting careful internal discussions and review, and on the premise that the final decision would be made through a resolution of the Company's Board of Directors, on March 9, 2026, the Company responded by accepting Apollo's final proposal to set the cash amount to be delivered to the existing shareholders at 500 yen per share upon the cash settlement of fractional shares following the Share Consolidation.

The amount of 500 yen per share expected to be delivered to existing shareholders upon the cash settlement of fractional shares following the Share Consolidation is considered appropriate by the Company.

The final amount represents a meaningful increase achieved through multiple rounds of negotiations with Apollo, and we believe that it constitutes a reasonable consideration to be paid to existing shareholders in connection with the privatization of the Company and represents the best terms the Company can offer to its minority shareholders.

(3) Reasons for determining that the Third-Party Allotment and privatization are in the best interests of the Company and the Company shareholders

In Apollo's LOI received by the Company, if the Transaction, which includes a major capital investment by Apollo Funds, the Quasi-DES by the Major Financial Institutions, and the repayment of existing UK subsidiary borrowings, is realized, the Company intends to substantially improve its financial position and liquidity. Based on these improvements, the Company would be able to implement fundamental improvement, including the rationalization of production plants involving one-off expenses, strengthen its competitiveness by improving profitability to a level comparable to its peers, and subsequently execute additional profitability-enhancement initiatives expected to deliver lasting effects. In addition, after strengthening cash flows and a resilient capital structure, Apollo will provide strategic support for the Company to secure long-term growth as a global leader in the industry in growth areas such as compliance with environmental regulations, the shift toward higher valued products, and solar-energy-related businesses. Furthermore, Apollo believes that the Company's privatization is critical to enable timely management decision-making and achieve its objectives, without being constrained by a strategy that emphasizes securing short-term profits. Considering the near-term challenges to profitability and the lack of guarantee for success, the Company believes it is better for its existing shareholders not to take on this additional risk. In order to aim for medium- to long-term growth, the Company believes that the best option for realizing increased corporate value is to build a management structure that enables flexible decision-making and can prioritize on long-term growth rather than short-term stock performance, and to promote business initiatives with the cooperation of Apollo's management team and the Company's employees.

In addition, as the business environment continues to be volatile, and the above-mentioned issues relating to its financial structure remain unresolved, the Company may find it difficult to continue its business in the future. Accordingly, the Company believes that executing the Transaction at this point in time is in the best interest of the Company's shareholders.

Therefore, the Company has determined that conducting the Transaction including going private at this timing after paying reasonable consideration to the Company's shareholders will also contribute to the interests of shareholders.

It should be noted that the Special Committee received a fairness opinion from Akasaka International Accounting (the "Fairness Opinion") on March 23, 2026, stating that the Payment Amount of 450 yen per share and the Expected Amount for the Share Consolidation of 500 yen per share are fair to the shareholders of the Company from a financial point of view.

(4) Related Terms

In implementing the Transaction, the Company entered into a share subscription agreement with the Allottee on March 24, 2026. In addition, memoranda of understanding dated March 24, 2026 were entered into between the Company and (i) the UDS funds, and (ii) the JIS Fund. The UDS funds and the JIS Fund, in their capacity as Class A Shareholders, agreed to exercise their respective rights to request the acquisition of the Company's common shares by the record date for the Annual General Meeting of Shareholders (March 31,

2026). The memoranda of understanding also provide that the UDS funds and the JIS Fund shall exercise their voting rights in favor of Proposals No. 1 and No. 2 to be submitted to the Annual General Meeting of Shareholders.

The Company has confirmed that, as of March 31, 2026, the UDS funds and the JIS Fund collectively held 38,252,863 shares (382,527 voting rights) of the Company's common shares as a result of exercising their rights to request the acquisition of such shares.

For details regarding the related terms, please also refer to the Press Release.

3. Proposals for Annual General Meeting of Shareholders

With regard to the Transaction, the Proposals for (i) Partial Amendments to the Articles of Incorporation to Increase the Total Number of Authorized Shares of the Company necessary for the implementation of the Third-Party Allotment, (ii) Share Consolidation and (iii) Partial Amendments to the Articles of Incorporation regarding Abolition of Share Unit System shall be submitted to the Annual General Meeting of Shareholders. We kindly request that you review the "Reference Materials to Proposals at the General Meeting of Shareholders" on the following pages and exercise your voting rights in favor of all of the Proposals to be Submitted to the Annual General Meeting of Shareholders.

Proposal 1: Partial Amendments to the Articles of Incorporation to Increase the Total Number of Authorized Shares

1. Reason for the Amendment

In order to enable the Company to issue the New Shares through the Third-Party Allotment in an amount of approximately 165 billion yen, corresponding to the total amount paid by the Allottee, the implementation of which is set forth above in "The background and circumstances leading to the submission of Proposals No. 1 through No. 3", the Total Number of Authorized Shares and the Total Number of Authorized Classes of Shares provided for in Article 6 of the current Articles of Incorporation (Total Number of Authorized Shares and Total Number of Authorized Classes of Shares) will be increased, in accordance with Article 113, Paragraph 3 of the Companies Act, to an amount not exceeding 4 times the total number of issued shares of the Company at the time the amendment to the Articles of Incorporation becomes effective.

2. Details of the Amendment

The amendments are as follows:

(The underlined text indicates the amendments.)

Current articles of incorporation	Proposed amendments
(Total Number of Authorized Shares and Total Number of Authorized Classes of Shares) Article 6 The total number of shares authorized to be issued by the Company shall be <u>177.50 million</u> shares. The total number of shares by class of shares authorized to be issued by the Company shall be as follows according to each class of shares. Common shares <u>177.50 million</u> shares Class A shares 40,000 shares	(Total Number of Authorized Shares and Total Number of Authorized Classes of Shares) Article 6 The total number of authorized shares of the Company shall be <u>550.04 million</u> shares. The total number of shares by class of shares authorized to be issued by the Company shall be as follows according to each class of shares. Common shares <u>550.00 million</u> shares Class A shares 40,000 shares

Proposal 2: Share Consolidation

1. Purpose and reason for the Share Consolidation

As described above in “The background and circumstances leading to the submission of Proposals No. 1 through No. 3”, the Company has decided to implement the Share Consolidation so that the Allottee will be the sole shareholder of the Company, subject to the payment for the New Shares pertaining to the Third-Party Allotment (i.e., the issuance of all of the New Shares to be issued through the Third-Party Allotment). As a result of the Share Consolidation, the number of common shares of the Company held by the minority shareholders other than the Allottee will be reduced to fractional shares of less than one share.

2. Matters listed in each item of Article 180, Paragraph 2 of the Companies Act

(1) Class of shares to be consolidated

Common share

(2) Consolidation ratio

122,222,222 shares of the Company common shares will be consolidated into one share.

(3) The Effective Date of the Share Consolidation

Since the Share Consolidation will be implemented on the condition that all of the New Shares subject to the Third-Party Allotment are issued, multiple effective dates will be set with respect to the Share Consolidation (the “Effective Date of the Share Consolidation”) according to the time at which all of the New Shares subject to the Third-Party Allotment will be issued, as follows.

- ① The effective date of the Share Consolidation shall be July 31, 2026 on the condition that all of the New Shares subject to the Third-Party Allotment are issued by June 30, 2026.
- ② The effective date of the Share Consolidation shall be August 31, 2026 on the condition that all of the New Shares subject to the Third-Party Allotment are issued between July 1, 2026 and July 31, 2026.
- ③ The effective date of the Share Consolidation shall be September 30, 2026 on the condition that all of the New Shares subject to the Third-Party Allotment are issued between August 1, 2026 and August 31, 2026.
- ④ The effective date of the Share Consolidation shall be October 30, 2026 on the condition that all of the New Shares subject to the Third-Party Allotment are issued between September 1, 2026 and September 30, 2026.
- ⑤ The effective date of the Share Consolidation shall be November 30, 2026 on the condition that all of the New Shares subject to the Third-Party Allotment are issued between October 1, 2026 and October 31, 2026.
- ⑥ The effective date of the Share Consolidation shall be December 30, 2026 on the condition that all of the New Shares subject to the Third-Party Allotment are issued between November 1, 2026 and November 30, 2026.
- ⑦ The effective date of the Share Consolidation shall be January 29, 2027 on the condition that all of the New Shares subject to the Third-Party Allotment are issued between December 1, 2026 and December 31, 2026.

- ⑧ The effective date of the Share Consolidation shall be February 26, 2027 on the condition that all of the New Shares subject to the Third-Party Allotment are issued between January 1, 2027 and January 31, 2027.
- ⑨ The effective date of the Share Consolidation shall be March 31, 2027 on the condition that all of the New Shares subject to the Third-Party Allotment are issued between February 1, 2027 and February 28, 2027.
- ⑩ The effective date of the Share Consolidation shall be April 30, 2027 on the condition that all of the New Shares subject to the Third-Party Allotment are issued between March 1, 2027 and March 31, 2027.

(4) Authorized Share Capital on the Effective Date

16 shares of Common Shares

40,000 shares of Class A Shares

3. Matters regarding the appropriateness of the provisions provided for in Article 180, Paragraph 2, Item 1 of the Companies Act

Upon the Share Consolidation, every 122,222,222 shares of the Company common shares will be consolidated into one share. The Company considers the Consolidation Ratio to be appropriate for the following reasons: (i) as described above in "The background and circumstances leading to the submission of Proposals No. 1 through No. 3", the Share Consolidation will be implemented to make the Allottee the sole shareholder of the Company; and (ii) the Share Consolidation will be carried out on the condition that all of the New Shares subject to the Third-Party Allotment – implemented as part of the Transaction in light of "The background and circumstances leading to the submission of Proposals No. 1 through No. 3" – are issued. In determining the appropriateness of the Consolidation Ratio, the Company has also considered other relevant factors as set forth below.

(1) Matters that have been taken into account to ensure the interests of shareholders of the Company other than the parent company, etc. be not harmed if there is such a parent company, etc.

Although the Allottee does not fall under the definition of parent company of the Company at the time of the payment for the New Shares pertaining to the Third-Party Allotment, as the Share Consolidation will be implemented on the condition that such payment is completed, the Company has implemented the measures described below to ensure the fairness of the sponsor support by eliminating arbitrariness in the decision-making process leading to the Transaction and avoiding conflicts of interest, in relation to the impact on minority shareholders.

① Commissioning of a valuation report by an independent third-party valuation firm

The Company requested SMBC Nikko, a third-party valuation institution, to calculate the value of its common shares, and has received the Valuation Report (the "Valuation Report (SMBC Nikko)") as of March 23, 2026, for the purpose of determining Expected Amount for the Share Consolidation, and for the purpose of serving as a reference for the exercise of voting rights by minority Shareholders at the Annual General Meeting of Shareholders. The compensation of SMBC Nikko for the Transaction is a success fee to be paid upon completion of the Transaction and a fixed fee to be paid regardless of the success or failure of the Transaction. The Company has appointed SMBC Nikko as the Company's financial advisor and third-party evaluator based on the above remuneration structure, taking into consideration the general practice in similar transactions

and the terms and conditions of remuneration that the Company will bear in the event of consummation or non-consummation of the Transaction. SMBC Nikko, a third-party evaluator, is not a related party of the Company or Apollo and does not have any material interest in the Transaction.

SMBC Nikko considered multiple methods to calculate the equity value of the Company common shares. SMBC Nikko calculated the equity value of the Company common shares by using the market share price method since the Company is listed on the Prime Market of the Tokyo Stock Exchange and a market share price exists, by using the comparable company method since it is possible to infer the equity value by comparing similar listed companies, and by using the discounted cash flow method ("DCF Method") to reflect future business performance into the valuation. The Company received the Valuation Report (SMBC Nikko) from SMBC Nikko on March 23, 2026. The Company has not obtained an opinion (fairness opinion) from SMBC Nikko regarding the appropriateness of the valuation of the Company common shares.

The results of calculation of the price per share of the Company common shares by SMBC Nikko are as follows.

Market Share Price Method	: 521 yen - 588 yen
Comparable Company Method	: -547 yen - 293 yen
DCF Method	: -1,016 yen - 607 yen

Under the market share price method, with the calculation base date being March 23, 2026, the range of the share value of the Company common shares is calculated to be between 521 yen to 588 yen based on the simple average closing price of 521 yen for the most recent 1 month up to the calculation base date, the simple average closing price of 588 yen for the most recent 3 months and the simple average closing price of 549 yen for the most recent 6 months.

Under the Comparable Company Method, AGC Inc. and Compagnie de Saint-Gobain S.A. were selected as publicly listed companies engaged in businesses comparable to those of the Company, and the value of the Company's common shares was evaluated by applying comparison multiples derived from financial indicators reflecting market share prices and profitability, including the ratio of enterprise value to earnings before interest, taxes, depreciation and amortization ("EBITDA"), resulting in a calculated range of per share value of the company's common shares from -547 yen to 293 yen.

Under the DCF Method, in light of a business environment in which demand is expected to decline due to a slowdown in market growth, and taking into consideration the implementation of various measures aimed at stabilizing the business and strengthening the Company's financial position, the enterprise value and equity value of the Company were evaluated by discounting to present value, at a certain discount rate, the free cash flows expected to be generated by the Company from the fourth quarter of the fiscal year ended March 2026 onward, based on the business plan for the period from the fiscal year ending March 2026 to the fiscal year ended March 2031 provided by the Company ("Business Plan"), together with other factors such as publicly available information. As a result, the range of equity value per share of the Company's common shares was calculated to be between -1,016 yen and 607 yen. The discount rate applied was the weighted average cost of capital ("WACC"), ranging from 8.31% to 10.16%. In calculating the terminal value, both the perpetuity growth method and the multiple method were employed. Under the perpetuity growth method, the perpetual growth rate was set at between 0.00% and 1.00%, taking into comprehensive consideration external business conditions and other relevant factors, resulting in a terminal value ranging from 256,231 million yen to 389,047 million yen. Under the multiple method, the terminal value was calculated to range from 361,164 million yen to 482,400 million yen, using multiples of 5.6x to 6.9x based on industry benchmarks

and other relevant considerations. The Business Plan was prepared by the Company for the purpose of considering the Transaction, based on reasonable assumptions for each item, taking into account past performance, recent earnings conditions, and the business environment surrounding the Company.

Although discrepancies exist between the figures in the Business Plan and those in the medium-term management plan titled “2030 Vision: Shift the Phase”, published on May 13, 2024, the Business Plan was formulated based on financial projections that the Company considers to be more objective, reasonable, and reflective of the current situation, in light of recent earnings conditions, the status and outlook of business developments, and the Company’s operating performance.

The Company's future financial forecasts, which are assumed in the DCF Method, include fiscal years in which significant increases and decreases are expected. Specifically, Through the enhancement of manufacturing capacity for high value-added products and the strategic replacement of manufacturing facilities, together with the improvement and structural reform of loss-making businesses in Europe and North America, resulting in reductions in fixed costs and procurement costs, the Company expects that operating profit and free cash flow for the fiscal year ending March 2028 will increase significantly on a year-on-year basis. In the fiscal year ending March 2029, we expect a significant decrease in free cash flow compared to the previous fiscal year due to large-scale facility investments for scheduled maintenance of existing facilities. On the other hand, we expect an increase in free cash flow compared to the previous fiscal year due to the elimination of the impact of facility investments in the fiscal year ending March 2030. The synergies expected to be realized through the execution of the Transactions are not reflected because it is difficult to specifically estimate the impact on revenues at this point.

Specific numerical values of the financial forecasts of the Company, on which SMBC Nikko assumed the calculation of the DCF Method, are as follows.

(Unit: ¥100 million)

	2026 March 31 (Note)	2027 March 31	2028 March 31	2029 March 31	2030 March 31	2031 March 31
Revenue	1,975	8,468	8,988	9,174	9,366	9,561
Operating Income	124	361	481	471	464	472
EBITDA	261	871	1,009	1,015	1,040	1,066
Free Cash Flow	353	322	427	156	287	345

(Note) The figures presented in the table above provided the basis for the Company’s decision concerning the Transaction announced on March 24, 2026. Figures for the fiscal year ended in March 2026 are for the period from January 1, 2026, to March 31, 2026, which is the fourth quarter of the fiscal year.

② Commissioning by the Special Committee of a valuation report and fairness opinion from an independent third-party valuation firm

The Special Committee requested Akasaka International Accounting, a third-party valuation organization, to express its opinion on the fairness, from a financial and minority shareholders perspective, with respect to the amount to be paid for the New Shares and the Expected Amount for the Share Consolidation, and obtained a Valuation Report (the “Valuation Report (Akasaka International Accounting)”) and the Fairness Opinion as of March 23, 2026. The compensation for the Transaction is only a fixed fee paid regardless of the success or failure of the Transaction and does not include the success fee paid on the condition of completion of the

Transaction. The Company has appointed Akasaka International Accounting as the third-party evaluator of the Special Committee based on the above remuneration structure, taking into consideration the general practice in similar transactions and the terms and conditions of remuneration that the Company will bear in the event of consummation or non-consummation of the Transaction. Akasaka International Accounting, a third-party accounting firm, does not fall under a related party of the Company or Apollo and does not have any material interest in relation to the Transaction.

Akasaka International Accounting, on the premise that the Company is a going concern, based on the view that it is appropriate to evaluate the Company's common shares from multiple perspectives, considered multiple methods to calculate the equity value of the Company common shares. Akasaka International Accounting calculated the equity value of the Company common shares by using the market share price method since the Company is listed on the Prime Market of the Tokyo Stock Exchange and a market share price exists, by using the comparable company method since it is possible to infer the equity value by comparing similar listed companies, and by using the discounted cash flow method to reflect future business performance in the valuation. The Special Committee obtained the Valuation Report (Akasaka International Accounting) and the Fairness Opinion from Akasaka International Accounting as of March 23, 2026.

The results of calculation of the price per share of the Company common shares by Akasaka International Accounting are as follows.

Market Share Price Method	: 405 yen - 588 yen
Comparable Company Method	: 127 yen - 379 yen
DCF Method	: -995 yen - 663 yen

Under the market share price method, with the calculation base date being March 23, 2026, the range of the price per share of the Company common shares is calculated to be between 405 yen to 588 yen based on the closing price on the calculation base date of 405 yen, the simple average of the closing prices for the past 1 month of 521 yen, the simple average closing price of 588 yen for the most recent 3 months and the simple average closing price of 549 yen for the most recent 6 months.

Under the Comparable Company Method, AGC Inc. and Compagnie de Saint-Gobain SA were selected as publicly listed companies engaged in businesses comparable to those of the Company, and the value of the Company's common shares was evaluated by applying comparison multiples derived from financial indicators reflecting market share prices and profitability, including the ratio of enterprise value to EBITDA, resulting in a calculated range of per-share value of the company's common shares from 127 yen to 379 yen.

Under the DCF Method, in light of a business environment in which demand is expected to decline due to a slowdown in market growth, and taking into consideration the implementation of various measures aimed at stabilizing the business and strengthening the Company's financial position, the enterprise value and equity value of the Company were evaluated by discounting to present value, at a certain discount rate, the free cash flows expected to be generated by the Company from the fourth quarter of the fiscal year ended in March 2026 onward, based on the Business Plan, together with other factors such as publicly available information. As a result, the range of equity value per share of the Company's common shares was calculated to be between -995 yen and 663 yen. The discount rate applied was WACC, ranging from 8.3% to 9.6%. In calculating the terminal value, both the perpetuity growth method and the multiple method were employed. Under the perpetuity growth method, the perpetual growth rate was set at between 0.00% and 1.00%, taking into comprehensive consideration external business conditions and other relevant factors, resulting in

a terminal value ranging from 275,691 million yen to 391,390 million yen. Under the multiple method, the terminal value was calculated to range from 445,303 million yen to 507,160 million yen, using multiples of 6.4x to 6.8x based on industry benchmarks and other relevant considerations. The Business Plan was prepared by the Company for the purpose of considering the Transaction, based on reasonable assumptions for each item, taking into account past performance, recent earnings conditions, and the business environment surrounding the Company. Although discrepancies exist between the figures in the Business Plan and those in the medium-term management plan titled "2030 Vision: Shift the Phase", published on May 13, 2024, the Business Plan was formulated based on financial projections that the Company considers to be more objective, reasonable, and reflective of the current situation, in light of recent earnings conditions, the status and outlook of business developments, and the Company's operating performance.

The Company's future financial forecasts, which are assumed in the DCF Method, include fiscal years in which significant increases and decreases are expected. Specifically, through the enhancement of manufacturing capacity for high value-added products and the strategic replacement of manufacturing facilities, together with the improvement and structural reform of loss-making businesses in Europe and North America, resulting in reductions in fixed costs and procurement costs, the Company expects that operating profit and free cash flow for the fiscal year ending March 2028 will increase significantly on a year-on-year basis. In the fiscal year ending March 2029, we expect a significant decrease in free cash flow compared to the previous fiscal year due to large-scale facility investments for scheduled maintenance of existing facilities. On the other hand, we expect an increase in free cash flow compared to the previous fiscal year due to the elimination of the impact of facility investments in the fiscal year ending March 2030. The synergies expected to be realized through the execution of the Transactions are not reflected because it is difficult to specifically estimate the impact on revenues at this point.

The specific numerical values of the financial forecasts of the Company, on which Akasaka International Accounting assumed the calculation of the DCF Method, are as follows.

(Unit: ¥100 million)

	2026 March 31 (Note)	2027 March 31	2028 March 31	2029 March 31	2030 March 31	2031 March 31
Revenue	1,975	8,468	8,988	9,174	9,366	9,561
Operating Income	124	361	481	471	464	472
EBITDA	261	871	1,009	1,015	1,040	1,066
Free Cash Flow	409	353	444	190	340	405

(Note) The figures presented in the table above provided the basis for the Company's decision concerning the Transaction announced on March 24, 2026. Figures for the fiscal year ended in March 2026 are for the period from January 1, 2026, to March 31, 2026, which is the fourth quarter of the fiscal year.

The Special Committee received the Fairness Opinion from Akasaka International Accounting on March 23, 2026, stating that the Expected Amount for the Share Consolidation of 500 yen per share is fair to the shareholders of the Company from a financial point of view. This Fairness Opinion expresses the opinion that, considering the results of the valuation based on the business plan prepared by the Company and other factors, the Expected Amount for the Share Consolidation of 500 yen per share is fair to the general

shareholders of the Company from a financial point of view. The Fairness Opinion was issued after Akasaka International Accounting received the Company's current business situation and business plan from the Company as well as after holding a question-and-answer session with the Company on the overview, background and purpose of the issuance of new shares through the Third-Party Allotment, and a review of the business environment, economy, market and financial conditions of the Company within the scope deemed necessary by Akasaka International Accounting. For details regarding the basis for the preparation of the Fairness Opinion, please refer to the Press Release.

③ Obtaining opinions from the special committee

The Company established the Special Committee consisting of Mr. Hideki Miyazaki, an Independent Director (Audit Committee Member) of the Company, Mr. Shinji Asatsuma, an Independent Director (Audit Committee Member) of the Company, Mr. Tetsuya Fujioka, an Independent Director (Audit Committee Member) of the Company, and Mr. Junichi Tobimatsu, an attorney, as an Independent Expert with abundant experience in transactions similar to this case. The Special Committee was consulted on (i) the legitimacy and rationale of the purpose of the Transaction, (ii) the fairness and appropriateness of the Transaction terms and conditions, (iii) the fairness of the procedures of the Transaction, (iv) whether the Transaction is considered not disadvantageous to the minority shareholders of the Company based on (i) through (iii) above and other matters, and (v) in light of (i) through (iv) (the "Consultation Matters") the Company consulted the Special Committee regarding whether the Board of Directors should approve the Transaction, and obtained the following report (the "Report") from the Special Committee as of March 23, 2026, as summarized below:

(i) The purpose of the Transaction is considered legitimate and reasonable.

(ii) The transaction terms are considered fair and appropriate.

(iii) Fair procedures are considered to have been implemented in connection with the Transaction.

(iv) The transaction is not disadvantageous to the minority shareholders of the Company.

(v) It is appropriate for the Board of Directors to approve the Transaction.

For more details, please refer to the Press Release.

④ Advice from an independent law firm to the Company

The Company has appointed Mori Hamada & Matsumoto as its legal advisor and has received legal advice from Mori Hamada & Matsumoto regarding the Board of Directors' decision-making methods and processes, including the various procedures pertaining to the Transaction. Mori Hamada & Matsumoto is independent from the Company and Apollo and has no material interest in the Company or Apollo.

⑤ Unanimous approval from all directors who have no material interest in the Company

At the meeting of the Board of Directors held on March 24, 2026, 8 persons who have no material interest in the Company participated in the deliberation and resolution, and the above resolution was made by unanimous consent of all the Directors who participated.

(2) Matters regarding the treatment of fractional shares of less than one share that may arise pursuant to Article 235 of the Companies Act

① Treatment method of fractional shares of less than one share

(a) Which provision and reason to implement Article 235, Paragraph (1) of the Companies Act or Article 234, Paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Paragraph (2) of the same Act

Due to the Share Consolidation, the number of common shares of the Company held by the minority shareholders other than the Allottee will be fractional shares of less than one share. Fractional shares of less than one share arising as a result of the Share Consolidation shall be disposed of by selling a number of common shares equivalent to the total number of the fractional shares (in accordance with the provisions of Article 235, Paragraph 1 of the Companies Act, if the total number includes fractional shares of less than one share, such fractional shares will be discarded) in accordance with the provisions of Article 235 of the Companies Act and other relevant laws and regulations, and the proceeds of that sale shall be delivered to minority shareholders in proportion to the fractional shares. With respect to this Transaction, the Company plans to obtain a court approval pursuant to the provisions of Article 234, Paragraphs 2 and 4 of the Companies Act, as applied mutatis mutandis in accordance with Article 235, Paragraph 2 of the Companies Act, and purchase the Company common shares equivalent to the total number of the fractional shares. With regard to the sale price, if the approval of the above court is obtained as scheduled, the Company plans to set the price such that the cash amount to be equivalent to the number of the Company common shares held by the minority shareholders before the Share Consolidation multiplied by 500 yen.

(b) The name of the party that would become the purchaser of the shares to be sold in cases where treatment under Article 234, Paragraphs 2 and 4 of the Companies Act as applied mutatis mutandis pursuant to Article 235, Paragraph 2 of the Companies Act (excluding the sale of such shares through market transactions) is planned; the method by which the purchaser will obtain the funds necessary for the payment for such shares and the appropriateness thereof; and the expected timing of the sale and the delivery of consideration obtained through such sale to the shareholders of the Company (including the judgment of the Board of Directors concerning such timing and the reasons thereof).

a. The name of the person who is expected to purchase the shares subject to the sale

Nippon Sheet Glass Co., Ltd

b. Method of securing funds for payment of the sale consideration by the purchasing party and appropriateness thereof

As of May 22, 2026, the Company has enough cash and deposits for the payment of the consideration corresponding to the number of common shares equivalent to the total number of the fractional shares less than one share resulting from the Share Consolidation. In addition, no event affecting the payment of the consideration for the fractional shares less than one share has occurred, and the Company is not aware of such event occurring in the future.

Accordingly, the Company has determined that the method of securing funds for the payment of the consideration for the sale of the number of common shares equivalent to the total number of fractional shares less than one share is appropriate.

c. Expected timing of sale and delivery of consideration obtained through the sale

Within approximately one month from the Share Consolidation Effective Date, the Company plans to request approval from the court pursuant to the provisions of Article 234, Paragraphs 2 and 4 of the Companies Act, as applied mutatis mutandis pursuant to Article 235, Paragraph 2 of the Companies Act, for permission for the Company to purchase the number of fractions less than one share resulting from the Share Consolidation. The time when such permission can be obtained may vary depending on the circumstances of the court, etc., but upon obtaining the permission of the court, the Company is expected to purchase the Company common shares approximately within one to two months from the Effective Date of the Share Consolidation, after

making the necessary preparations to deliver the sale proceeds to the minority shareholders. It is expected to deliver the sale proceeds to the minority shareholders approximately within two to three months from the Effective Date of the Share Consolidation.

Considering the time period required for the series of procedures from the effective date of the Share Consolidation to the sale, the Company views that the sale of the total number of fractional shares and the delivery of the consideration obtained through the sale is expected to be conducted at the respective times as stated above. The proceeds of that sale will be delivered to the shareholders listed or recorded in the Company's final register of shareholders as of the business day immediately preceding the Effective Date of the Share Consolidation, in a manner similar to the delivery of dividend by the Company.

② Matters regarding the amount of money to be delivered to the shareholders upon the cash settlement of fractional shares, and the appropriateness of that amount (Expected Amount for the Share Consolidation)

The Expected Amount for the Share Consolidation is calculated by multiplying the number of the Company common shares held by the minority shareholders by 500 yen, which is an amount obtained by adding a 11.11% premium to the Payment Amount in (450 yen) for the New Shares through the Third-Party Allotment. This amount represents a premium of 23.46% against the closing price of 405 yen on March 23, 2026, the business day immediately preceding the date of the resolution by the Board of Directors. However, as described in "The background and circumstances leading to the submission of Proposals No. 1 through No. 3" above, the Expected Amount for the Share Consolidation is the amount that was finally agreed as part of the discussions and negotiations with the Allottee, based on the belief that the immediate capital contribution at an appropriate enterprise value and equity value and distribution to existing shareholders would contribute to the preservation of corporate value and secure shareholder interests, since a cash injection is essential for the fundamental improvement of the Company's financial position, and if a cash injection is not executed at an early date, the Company's financial structural issues may materialize in the future. Therefore, the Company determined that this is the best offer for the Company's shareholders, and provides a reasonable opportunity to sell their shares.

It should be noted that the Expected Amount for the Share Consolidation, being 500 yen, is below the Company's consolidated book value of net assets per share as of December 31, 2025 (876 yen). However, book value of net assets represents a theoretical liquidation value and does not reflect the Company's future profitability or growth potential, and therefore does not constitute a factor that negates the reasonableness of the Company's enterprise value assessment.

Furthermore, even in the event that the Company were to be liquidated, costs would be incurred for the demolition and removal of buildings in connection with dismantling and clearing the Company's headquarters and factories, and, with respect to machinery and equipment, substantial additional costs would be incurred for foundation removal and other work associated with their disposal. In addition, when taking into account the disposal of work-in-process, finished goods, and raw materials in the manufacturing process, it is not expected that the assets would be realized at amounts equal to their book values, and, in practice, the realized amounts are expected to be substantially impaired.

Moreover, in the event of the liquidation of the Company, it is expected that significant additional costs would be incurred, including premium severance payments to employees and professional fees such as attorneys' fees associated with the liquidation of the Company. In light of these factors, the amount ultimately distributable to the Company's shareholders would realistically be expected to be substantially impaired relative to the book value of net assets. Accordingly, the fact that the Expected Amount for the Share

Consolidation is below the consolidated book value of net assets per share does not negate the reasonableness of such expected amount.

Based on the above, the Company has concluded that the Expected Amount for the Share Consolidation of 500 yen is reasonable.

(Note) The Company's consolidated book value of net assets per share is calculated on the basis of the number of issued and outstanding shares following the scheduled exercise of all acquisition rights associated with the Class A shares.

- ③ Disposition of material property, assumption of material obligations, and other events that have a material impact on the Company's property that have taken place after the last day of the most recent business year

There are no applicable matters.

Proposal 3: Partial Amendments to the Articles of Incorporation regarding Abolition of Share Unit System

1. Reason for the Amendment

If the proposal related to the Share Consolidation is approved as proposed at the Annual General Meeting of Shareholders and the Share Consolidation becomes effective, the total number of authorized shares of the Company common shares will be reduced to 16 shares in accordance with the provisions of Article 182, Paragraph 2 of the Companies Act. In order to clarify such point, Article 6 (Total Number of Authorized Shares and Total Number of Authorized Classes of Shares) of the Articles of Incorporation will be amended on the condition that the Share Consolidation becomes effective.

When the Share Consolidation becomes effective, the total number of issued shares of the Company will be 4 shares, and there will be no need to determine any share units. Accordingly, subject to the Share Consolidation becoming effective, Article 7 (Share Unit) and Article 8 (Additional Purchase of Shares Less than One Unit) of the Articles of Incorporation will be deleted in order to remove the provision on the share unit system of common shares of the Company, which is currently 100 shares per unit, and the number of articles shall be moved up in accordance with such change.

2. Details of the Amendment

The details of the amendments are as follows. Amendments to the Articles of Incorporation regarding the Abolition of Share Unit System shall become effective on the same day as the Effective Date of the Share Consolidation, provided that the proposal related to the Share Consolidation is approved and approved as originally proposed at the Annual General Meeting of Shareholders and the Share Consolidation becomes effective.

(The underlined text indicates the amendments.)

Current articles of incorporation	Proposed amendments
(Total Number of Authorized Shares and Total Number of Authorized Classes of Shares) Article 6 The total number of shares authorized to be issued by the Company shall be <u>550.04 million</u> shares. The total number of shares by class of shares authorized to be issued by the Company shall be as follows according to each class of shares. Common shares <u>550 million</u> shares Class A shares 40,000 shares (Unit Share) Article 7 The number of common shares constituting one (1) unit of shares shall be one hundred (100), and the number of class A shares shall be one (1) share. (Additional Purchase of Shares Less than One Unit) Article 8 Pursuant to the provisions of the Regulations on Handling of Shares, etc., a shareholder may request the Company to sell shares to him/her, in order to make his/her shares constituting less than one (1) unit into a full unit of shares Article <u>9</u> - Article <u>31</u> (Omitted)	(Total Number of Authorized Shares and Total Number of Authorized Classes of Shares) Article 6 The total number of shares authorized to be issued by the Company shall be <u>40,016</u> shares. The total number of shares by class of shares authorized to be issued by the Company shall be as follows according to each class of shares. Common shares <u>16</u> shares Class A shares 40,000 shares (Deleted) (Deleted) Article <u>7</u> - Article <u>29</u> (Omitted)

Proposal 4: Election of Six Directors

The term of office of all the eight Directors shall expire as of the end of this Ordinary General Meeting of Shareholders. Hence the shareholders are hereby asked to approve the election of six Directors based on and pursuant to the decision of the Nomination Committee of the Company. The Director candidates are as follows. For further information on each candidate, please refer to pages 28 to 33 of this Convening Notice:

No.	Name	Position	Current Responsibilities at the Company				Record of attendance at Board meeting
			Board	NC	AC	CC	
1	Munehiro Hosonuma To be re-elected	Representative Executive Officer, President and CEO	Member	Member		Member	100% (9/9)
2	Shinji Asatsuma To be re-elected	External Independent	Member	Member	Member	Chair person	100% (9/9)
3	Tetsuya Fujioka To be re-elected	External Independent	Member		Member		100% (7/7)
4	Takehiro Kamigama To be re-elected	External Independent	Member	Member		Member	100% (7/7)
5	Hideki Miyazaki To be re-elected	External Independent	Member	Member	Member		100% (7/7)
6	Denise Haylor To be re-elected	Senior Executive Officer, Chief Human Resources Officer	Member				100% (7/7)

Notes:

- Shinji Asatsuma, Tetsuya Fujioka, Takehiro Kamigama and Hideki Miyazaki are all candidates for the External Directors stipulated in Article 2-3.7 of the Regulation for Enforcement of the Companies Act. In addition, all of them have been notified to the Tokyo Stock Exchange (hereinafter called "TSE") as Independent Directors. The Company has on its own created and applied more stringent criteria with respect to such independence of directors, considering their relationships with the Group itself, its directors and/or major shareholders, which above four candidates for External Directors also meet.
- The Company has entered into an agreement on limitation of liabilities with all the candidates of the External Directors whose tenure is expiring (Shinji Asatsuma, Tetsuya Fujioka, Takehiro Kamigama and Hideki Miyazaki) respectively to the effect that the level of the liability of each of the External Directors in having performed their duties in good faith and without gross negligence on their part should be capped by the amount allowed by law. If the reappointment of each candidate is approved, the Company intends to continue the respective agreements with each of them.
- The Company contracts the Directors and Officers liability insurance based on the Article 430-3, Paragraph 1 of the Companies Act of Japan with insurance companies, and the policy will compensate any reasonable and necessary legal or other defense costs incurred in defending an action brought against them during the policy period. It also pays any ensuing damages, judgements and settlements that are awarded to the plaintiff or third party against the director or officer. Munehiro Hosonuma, Shinji Asatsuma, Tetsuya Fujioka, Takehiro Kamigama, Hideki Miyazaki and Denise Haylor as director candidates respectively will be included to insured persons, if elected as a director. The premium of the insurance for all insured persons is paid by the Company. The Company plans to renew the contract with the same terms and conditions at the time of the next renewal.

(For Reference)

To develop and enhance the Group's enterprise value in a sustainable manner over the medium to long term, the Board must effectively supervise the execution of duties by Executive Officers, etc., while fostering a corporate environment that enables the executive management to take appropriate business risks. In light of the company's current situation and the issues to be solved in the medium-term plan "2030 Vision: Shift the Phase", starting from the fiscal year ending March 2025, we have defined the areas of experiences and specialized knowledge that the Nomination Committee deems crucial for Director candidates as below, and considered the diversity element to ensure a well-balanced composition of Directors as a whole.

Name	Global Company Management Experience	Financial Expertise	Risk Management	ESG / Sustainability	Portfolio Management / New Business Development	DX / Operational Excellence	Marketing / Commercial
M. Hosonuma	○					○	○
S. Asatsuma	○	○	○				
T. Fujioka	○	○	○				
T. Kamigama	○				○	○	
H. Miyazaki	○	○			○		
D. Haylor	○			○	○		

Notes: Up to three most highly expected areas of experiences and specialized knowledge are shown for each candidate. The table does not represent all the specialized knowledge and the experiences possessed by each candidate.

- Global Company Management Experience: The area of experience and/or expertise required from the perspective of supervising the management of the Group which operates globally, based on the management experiences in a global or multinational business environment.
- Financial Expertise: The area of experience and/or expertise required from the perspective of supervising the execution of the financial targets, "Increasing cash generation" and "Improving the financial status" set forth in the medium-term plan.
- Risk Management: The area of experience and/or expertise required from the perspective of identifying and evaluating critical risks that the Group should manage, as well as effectively and efficiently supervising the risk management process.
- ESG / Sustainability: The area of experience and/or expertise required from the perspective of effective and efficient supervision of climate change-related efforts and other initiatives aimed at both attaining the Group's sustainable growth and contributing to a sustainable society in the medium- to long-term, and initiatives to ensure a highly independent and transparent Corporate Governance system for that purpose.
- Portfolio Management / New Business Development: The area of experience and/or expertise required from the perspective of effective and efficient supervision of initiatives related to business structure reform, such as new business development and portfolio transformation to a highly profitable business.
- DX / Operational Excellence: The area of experience and/or expertise required from the perspective of effective and efficient supervision of initiatives utilizing digital technology to quickly execute strategies based on globally integrated information and carry out reform measures for high value-added operations that transcend the boundaries of functions from procurement and manufacturing to logistics.
- Marketing/Commercial: The area of experience and/or expertise required from the perspective of effective and efficient supervision of initiatives for strategic marketing including business structure reform and customer-oriented corporate culture reform.

1 Munehiro Hosonuma



■ Positions/responsibilities at the Company	Director, Representative Executive Officer, President and CEO, a member of Nomination Committee and Compensation Committee
■ Date of birth	27 November 1972 (53 years old)
■ Gender	Male
■ Length of incumbency as Director	4 years (as of the end of this General Meeting of Shareholders)
■ Record of attendance at meetings	Board of Directors : 100% (9/9) Nomination Committee : 100% (6/6) Compensation Committee : 100% (6/6)
■ Number of the Company's common shares owned	130,614
■ Material Positions concurrently held with third parties	n/a
■ Special interest existing between the candidate and the Company	n/a

Brief career history

Apr. 1998	Joined Nikken Sekkei Ltd.
Jul. 2005	Joined Boston Consulting Group
Oct. 2010	Joined Sumitomo 3M Limited (Currently 3M Japan Limited) Business Development Senior Manager, Display and Graphics Business Group
Sep. 2013	General Manager, Cleaning and Workplace Safety Division, Sumitomo 3M Japan Limited
Apr. 2017	General Manager, Infection Prevention Division, 3M Japan Limited
Aug. 2018	Joined the Company Senior Corporate Officer, CCPO (Chief Corporate Planning Officer)
Jan. 2021	Senior Executive Officer, Head of Architectural Glass SBU
Apr. 2022	Representative Executive Officer, Vice President and COO (Chief Operating Officer)
Jun. 2022	Director (Incumbent)
Apr. 2023	Representative Executive Officer, President and CEO (Incumbent)

Reasons for recommendation as a Director

After working for a leading Japanese design office and a major international management consulting firm, Munehiro Hosonuma joined a major international manufacturer, where he held key positions within the business division. He joined NSG in August 2018 and served in senior roles within the Group, specifically as Chief Corporate Planning Officer and Head of Architectural Glass SBU. In April 2022, he was appointed Representative Executive Officer, Vice President and Chief Operating Officer, where he gained experience leading the Group's overall operations. Building on a wealth of experience and a strong track record in business execution, he was appointed Representative Executive Officer, President and CEO in April 2023, assuming leadership of the Group management. He was elected as a Director in June 2022. It is expected that he will continue to make a valuable contribution to the Board's decision-making, drawing from his extensive experience and accomplishments in business strategy and operations.

2 Shinji Asatsuma



■ Positions/responsibilities at the Company
Director, Chairperson of Compensation Committee, a member of Nomination Committee and Audit Committee
■ Date of birth
2 February 1961 (65 years old)
■ Gender
Male
■ Length of incumbency as External Director
4 years (as of the end of this General Meeting of Shareholders)
■ Record of attendance at meetings
Board of Directors : 100% (9/9)
Nomination Committee : 100% (6/6)
Audit Committee : 100% (11/11)
Compensation Committee : 100% (6/6)
■ Number of the Company's common shares owned
4,409
■ Material Positions concurrently held with third parties
n/a
■ Special interest existing between the candidate and the Company
n/a

Brief career history-----

Apr. 1984	Joined Kansai Paint Co., Ltd.
Apr. 2012	Executive Officer, General Manager Corporate Planning Office, Kansai Paint Co., Ltd.
Apr. 2015	Senior Executive Officer, General Manager International Div., Kansai Paint Co., Ltd.
Jun. 2016	Director, Senior Executive Officer, General Manager, Administration Div., Kansai Paint Co., Ltd.
Apr. 2018	Director, Senior Executive Officer in charge of Business Management, Corporate Planning, IS, Human Resources Planning, General Manager, Administration Div., Kansai Paint Co., Ltd.
Jun. 2019	External Director, Kyushu Railway Company
Jun. 2022	Director, the Company (Incumbent)

Reasons for recommendation as an External Director and expected roles to be fulfilled-----

Shinji Asatsuma has served as an External Director of the Company since June 2022. He was previously responsible for accounting, finance, business strategy, and overseas operations at a major international manufacturer. He later served as Director and Senior Executive Officer, overseeing Administration and leading the development of business strategies and overseas business expansion for that corporate group. It is expected that he will continue to contribute to the enhancement of our corporate value by advising the executive team and overseeing the performance of Executive Officers from an independent and objective standpoint, drawing from his extensive executive management experience in global companies and his broad expertise in finance, accounting, and risk management.

3 Tetsuya Fujioka



■ Positions/responsibilities at the Company
Director, a member of Audit Committee
■ Date of birth
29 September 1958 (67 years old)
■ Gender
Male
■ Length of incumbency as External Director
1 year (as of the end of this General Meeting of Shareholders)
■ Record of attendance at meetings
Board of Directors : 100% (7/7)
Audit Committee : 100% (8/8)
Note: Tetsuya Fujioka was newly elected as Director at the 159th General Meeting of Shareholders held on 26 June 2025 and assumed office on the same day; he also assumed office as a member of the Audit Committee on the same day. Accordingly, the record above shows the number of the Board of Directors and the Committee meetings held, as well as his attendance thereat, for the period on and after that date.
■ Number of the Company's common shares owned
0
■ Material Positions concurrently held with third parties
External Director (Audit & Supervisory Committee Member), JVCKENWOOD Corporation
■ Special interest existing between the candidate and the Company
n/a

Brief career history-----

Apr. 1981	Joined NEC Corporation
Jun. 2007	CFO, NEC Europe Ltd.
Apr. 2010	General Manager, Corporate Finance Division, NEC Corporation
Apr. 2013	Vice President, General Manager, Corporate Finance Division, NEC Corporation
May 2014	Vice President, NEC Corporation
Jun. 2014	Audit & Supervisory Board Member, NEC Corporation
Jun. 2018	Executive Consultant, NEC Capital Solutions Limited
Jun. 2021	External Audit & Supervisory Board Member, JVCKENWOOD Corporation
Jun. 2025	External Director (Audit & Supervisory Committee Member), JVCKENWOOD Corporation (Incumbent)
Jun. 2025	Director, the Company (Incumbent)

Reasons for recommendation as an External Director and expected roles to be fulfilled-----

Tetsuya Fujioka possesses extensive experience in finance and auditing. He served as General Manager of the Corporate Finance Division at a major international manufacturer and as CFO of its European subsidiary, where he led structural reforms across that corporate group. He later held the position of Internal Auditor at the parent company and currently serves as an External Director (Audit & Supervisory Committee Member) at another major manufacturing company. It is expected that he will continue to contribute to the enhancement of our corporate value by advising the executive team and overseeing the performance of Executive Officers from an independent and objective standpoint, drawing from his extensive executive management experience in global companies and his professional expertise in finance and accounting.

4 Takehiro Kamigama



■ Positions/responsibilities at the Company
Director, a member of Nomination Committee and Compensation Committee
■ Date of birth
12 January 1958 (68 years old)
■ Gender
Male
■ Length of incumbency as External Director
1 year (as of the end of this General Meeting of Shareholders)
■ Record of attendance at meetings
Board of Directors : 100% (7/7)
Nomination Committee : 100% (5/5)
Compensation Committee : 100% (5/5)
Note: Takehiro Kamigama was newly elected as Director at the 159th General Meeting of Shareholders held on 26 June 2025 and assumed office on the same day; he also assumed office as a member of the Nomination Committee and the Compensation Committee on the same day. Accordingly, the record above shows the number of the Board of Directors and the Committee meetings held, as well as his attendance thereat, for the period on and after that date.
■ Number of the Company's common shares owned
0
■ Material Positions concurrently held with third parties
External Director, OMRON Corporation
External Director, KOKUYO Co., Ltd.
Chief Consultant, Contemporary Amperex Technology Japan KK
Representative Director, Gama Expert, Inc.
■ Special interest existing between the candidate and the Company
n/a

Brief career history-----

Apr. 1981	Joined Tokyo Denki Kagaku Kogyo K.K. (Currently TDK Corporation)
Jun. 2002	Corporate Officer, TDK Corporation
Jun. 2003	Senior Vice President, TDK Corporation
Jun. 2004	Director, Executive Vice President, TDK Corporation
Jun. 2006	Representative Director & President, TDK Corporation
Jun. 2016	Chairperson & Representative Director, TDK Corporation
Jun. 2017	External Director, OMRON Corporation (Incumbent)
Mar. 2018	External Director, Yamaha Motor Co., Ltd.
Jun. 2018	External Director, SoftBank Corporation
Jun. 2018	Mission Executive, TDK Corporation
Mar. 2021	External Director, KOKUYO Co., Ltd. (Incumbent)
Jul. 2021	Chief Consultant, Contemporary Amperex Technology Japan KK (Incumbent)
Aug. 2021	Representative Director, Gama Expert, Inc. (Incumbent)
Jun. 2025	Director, the Company (Incumbent)

Reasons for recommendation as an External Director and expected roles to be fulfilled-----

Takehiro Kamigama previously led global business expansion as the head of a business unit at a major international manufacturer. He later served for many years as a Representative Director, where he drove structural reforms and growth strategies across that corporate group. He currently serves as an External Director at major manufacturing company, contributing to the oversight of corporate management. It is expected that he will continue to contribute to the enhancement of our corporate value by advising the executive team and overseeing the performance of Executive Officers from an independent and objective standpoint, drawing from his extensive executive management experience including leadership roles in global companies—and his broad expertise in the field of technology.

5 Hideki Miyazaki



■ Positions/responsibilities at the Company
Director, a member of Nomination Committee and Audit Committee
■ Date of birth
22 January 1958 (68 years old)
■ Gender
Male
■ Length of incumbency as External Director
1 year (as of the end of this General Meeting of Shareholders)
■ Record of attendance at meetings
Board of Directors : 100% (7/7)
Nomination Committee : 100% (5/5)
Audit Committee : 100% (8/8)
Note: Hideki Miyazaki was newly elected as Director at the 159th General Meeting of Shareholders held on 26 June 2025 and assumed office on the same day; he also assumed office as a member of the Nomination Committee and the Audit Committee on the same day. Accordingly, the record above shows the number of the Board of Directors and the Committee meetings held, as well as his attendance thereat, for the period on and after that date.
■ Number of the Company's common shares owned
0
■ Material Positions concurrently held with third parties
External Director (Audit & Supervisory Committee Member), Mizuho Securities Co., Ltd.
■ Special interest existing between the candidate and the Company
n/a
■ Other
Hideki Miyazaki is scheduled to be appointed as an External Director of Kanadevia Corporation in June 2026.

Brief career history-----

Apr. 1980	Joined Nomura Securities Co., Ltd.
Jul. 2005	Joined Japan Tobacco Inc.
Jun. 2008	Senior Vice President, and CFO, Japan Tobacco Inc.
Jun. 2010	Executive Vice President, and CFO, Japan Tobacco Inc.
Jun. 2012	Director and Executive Vice President, Japan Tobacco Inc.
Jan. 2018	Director, Japan Tobacco Inc.
Mar. 2018	Joined JSR Corporation
Jun. 2018	Director and Managing Officer, and CFO, JSR Corporation
Jun. 2025	External Director (Audit & Supervisory Committee Member), Mizuho Securities Co., Ltd. (Incumbent)
Jun. 2025	Director, the Company (Incumbent)

Reasons for recommendation as an External Director and expected roles to be fulfilled-----

Hideki Miyazaki held key positions at a major securities firm, primarily within its overseas operations. He later served as CFO at a leading international manufacturer, where he spearheaded structural reforms. Subsequently, he served as Director and Vice President, overseeing the management of that corporate group. He then assumed the role of CFO at another prominent global manufacturing company, where he continued to lead business structural reforms. It is expected that he will continue to contribute to the enhancement of our corporate value by advising the executive team and overseeing the performance of Executive Officers from an independent and objective standpoint, drawing from his extensive executive management experience at global companies and his broad expertise in finance, capital, and business structural reform.

6 Denise Haylor



■	Positions/responsibilities at the Company Senior Executive Officer, CHRO (Chief Human Resources Officer)
■	Date of birth 5 August 1964 (61 years old)
■	Gender Female
■	Length of incumbency as Director 1 year (as of the end of this General Meeting of Shareholders)
■	Record of attendance at meetings Board of Directors : 100% (7/7) Note: Denise Haylor was newly elected as Director at the 159th General Meeting of Shareholders held on 26 June 2025 and assumed office on the same day. Accordingly, the record above shows the number of the Board of Directors meetings held, as well as her attendance thereat, for the period on and after that date.
■	Number of the Company's common shares owned 0
■	Material Positions concurrently held with third parties n/a
■	Special interest existing between the candidate and the Company n/a

Brief career history

Sep. 1988	Joined Siemens
Jun. 1998	Joined Motorola Limited
Jan. 2003	Joined Motorola Inc
Jan. 2007	Corporate Vice President Human Resources, Motorola Inc
Jul. 2010	Corporate Vice President and Deputy Head of Human Resources, Motorola Inc
Feb. 2011	Joined Flextronics as Chief Human Resources Officer
Jun. 2014	Joined Royal Philips as Chief Human Resources Officer and member of the Executive Committee
Apr. 2017	Joined Boston Consulting Group as Partner and Managing Director
Jun. 2023	Joined the Company Executive Officer, CHRO (Chief Human Resources Officer)
Jun. 2025	Director, the Company (Incumbent) Senior Executive Officer, CHRO (Chief Human Resources Officer) (Incumbent)

Reasons for recommendation as a Director

Denise Haylor held key positions in Human Resources at a major international electronics manufacturer, a leading telecommunications equipment company, and a prominent medical equipment manufacturer. Following her tenure at a leading management consulting firm, she joined NSG in June 2023 and was appointed Executive Officer and Chief Human Resources Officer. She has since led the Group's HR function and contributed to the overall management of the Group. She was elected as a Director in June 2025. It is expected that she will continue to make a valuable contribution to the Board's decision-making, drawing from her extensive executive management experience at European and American companies—including leading business transformation initiatives—and her professional expertise in HR strategy, talent management, and DEI (Diversity, Equity, and Inclusion).

For Reference: Criteria for Independence of External Directors

An External Director of NSG shall be deemed not independent if he or she, or any of his or her close relatives, falls under any of the following categories.

(1) With respect to the External Director him/herself, where:

- a) He/she is or has ever been an Executive Director, Executive Officer, Corporate Officer or any other employee (hereinafter collectively referred to as "Executive or Employee") of the NSG Group;
- b) i) He/she has a business relationship with the Company and has received from the Company payments aggregating to the amount specified below in any single fiscal year over the three most recently ended fiscal years of that business partner (or in cases where such business partner is a legal entity or other organization, he/she is or has been an Executive or Employee of that organization), or he/she is a person for whom the NSG Group is a Major Business Partner:
 - Aggregate amount exceeding 1% of that business partner's consolidated sales for the relevant fiscal year; orii) He/she has a business relationship with the Company and has made to the Company payments aggregating to the amount specified below in any single fiscal year over the three most recently ended fiscal years of the Company, or he/she is a Major Business Partner of the NSG Group (or in cases where such business partner is a legal entity or other organization, he/she is or has been an Executive or Employee of that organization):
 - Aggregate amount exceeding 1% of the Company's consolidated sales for the relevant fiscal year;Note: For the purpose of these criteria, the term "Major Business Partner" refers to any entity that, in the business relationship between the NSG Group and the relevant business partner group, could be expected to exert a degree of influence on the other party's decision-making comparable to that which exists between a parent and subsidiary or within an affiliated group.
- c) He/she is a Certified Public Accountant serving as the Company's Accounting Auditor, or, where an audit firm serves as the Company's Accounting Auditor, he/she is a partner or employee of that firm, or he/she has actually been in charge of audit services for the NSG Group at any time during the past three years;
- d) He/she is a consultant, accountant, or lawyer who has received from the NSG Group, other than as officer remuneration, a substantial amount of money or other property, the aggregate value of which is equal to or greater than JPY 10 million in any single fiscal year of the Company (or in cases where the recipient of such money or property is a legal entity, association, or other organization, he/she belongs to that organization);
- e) He/she has a material business relationship with or a material interest in the NSG Group (or in cases where a legal entity or other organization has such a relationship or interest, he/she is an Executive or Employee of that organization). The fact of having received donations or loans from the NSG Group averaging JPY 10 million or more per year over the three most recently ended fiscal years of the Company shall be deemed to constitute such a material interest in the NSG Group;
- f) He/she holds cross-Directorships or has significant links with other Directors or Executive Officers of the Company through involvement in other companies or organizations;
- g) He/she is a major beneficial shareholder entitled to 10% or more of the total voting rights of the Company (or in cases where such shareholder is a legal entity or other organization, he/she is or has been an Executive or Employee of that organization at any time during the past five years); or
- h) He/she has fallen under d), e), or f) above in any single fiscal year over the three most recently ended fiscal years of the Company.

(2) With respect to close relatives of the External Director, that is, his or her spouse, relatives within the second degree of kinship, or relatives living in the same household, where:

Specific criteria are set in accordance with (1) above. Please refer to our website for details.

https://www.nsg.com/-/media/nsg/site-content/sustainability/downloads-attached-to-pages-in-sustainability-section/criteriaforindependenceofexternaldirectors2026_05_e.pdf

For Reference: Nomination Standards for Director Candidates

The Nomination Committee which consists of a majority of Independent External Directors, shall nominate candidates for Director positions and shall submit the list of nominees to the ordinary general meeting of shareholders as a proposal. For these nominations, in particular for Independent External Directors, the Company shall seek candidates from a broad talent pool with the cooperation of executive search firms and other external resources. The nomination standards are described below. By electing Directors in accordance with these standards, the Company aims to ensure a well-balanced level of expertise as defined in Clause 7, across the Board of Directors as a whole, as well as diversity in gender, international experience, professional experience, and age.

[Character, Insight, and Leadership]

The candidate shall:

1. Possess a good character and high ethical standards.
2. Demonstrate a strong sense of compliance with laws and regulations.
3. Be fit to hold office and able to fulfil the duties required.
4. Possess excellent business acumen and the ability to make judgements objectively.
5. Have extensive leadership experience and be team-orientated.

[No Material Interest]

6. The candidate shall have no material interest or business relationship that could affect management decisions in the Group's business areas. ("Criteria for Independence of External Directors" is defined separately)

[Skills / Expertise]

7. The candidate shall have extensive experience in a global or multinational business environment and/or possess skills and expertise in areas such as market, technology, accounting, legal affairs, talent development, or other fields necessary or desirable for the Group, considering its current circumstances and strategies.

[Commitment]

8. The candidate shall support the philosophy and basic stance set forth in the "NSG Group Corporate Governance Guidelines" and the "Board of Directors Charter," and is expected to perform duties accordingly.
9. The candidate shall have sufficient time to participate in meetings of the Board and any Committees of which he/she would be a member, and being qualified to fulfil the duties as a member of any of the following three committees, if appointed: the Nomination Committee, the Audit Committee and/or the Compensation Committee.

For Reference: Composition of the Board of Directors and each Committee (plan)

If this proposal is approved at this General Meeting as originally proposed, the composition of the Board of Directors and each Committee will be as follows:

Board of Directors

Takehiro Kamigama (Chairperson), Shinji Asatsuma, Tetsuya Fujioka, Hideki Miyazaki, Munehiro Hosonuma, Denise Haylor

Nomination Committee

Hideki Miyazaki (Chairperson), Takehiro Kamigama, Shinji Asatsuma, Munehiro Hosonuma

Audit Committee

Tetsuya Fujioka (Chairperson), Shinji Asatsuma, Hideki Miyazaki

Compensation Committee

Shinji Asatsuma (Chairperson), Takehiro Kamigama, Munehiro Hosonuma

160th Business Report of Nippon Sheet Glass Company, Limited

From 1 April 2025
To 31 March 2026

I. Matters Relating to the Current State of the Company's Group

1. Overview and Results of Business Activities

Market conditions were stable across most of the Group's markets. In Architectural markets, prices were improved from previous year in Europe following capacity reductions made across the region, although volumes continued to be weak. Activity also continued to be at a low level across other Architectural regional markets. Automotive markets were also challenging, with volumes being broadly flat across most regions, although volumes strengthened further in South America. Technical glass markets were varied.

Cumulative Group revenues increased by 4.6 percent year on year to ¥ 879,462 million (4Q FY2025 ¥ 840,401 million), with an improvement in both the Automotive and Architectural businesses. Operating profits increased by 74.7 percent year on year to ¥ 28,817 million (4Q FY2025 ¥ 16,491 million), with the improvement arising mainly in the Architectural business in Europe. Exceptional items amounted to a net charge of ¥ 5,514 million (4Q FY2025 net charge of ¥ 5,249 million), and included an impairment of goodwill of ¥ 3,422 million arising during the fourth quarter. Net financial expenses increased to ¥ 28,264 million (4Q FY2025 ¥ 25,293 million) and the Group's share of the post-tax profit of joint ventures and associates improved to ¥ 5,714 million (4Q FY2025: ¥ 5,526 million). The taxation credit of ¥ 5,133 million (4Q FY2025 tax charge of ¥ 4,941 million) includes a one-off increase in deferred tax asset balances in the U.K. of ¥ 8,814 million.

As a consequence, the Group's year-end results were as shown in the table below.

Notes: Operating profit in the above table is defined as being operating profit stated before exceptional items.

Consolidated Revenue	
¥879,462m	(up 4.6%)
Consolidated Profit before Taxation	
¥378m	—
Consolidated Profit Attributable to Owners of the Parent	
¥4,421m	—

Consolidated Operating Profit	
¥28,817m	(up 74.7%)
Consolidated Profit for the Period	
¥5,511m	—

The performance by segment is as follows.

Architectural Glass Business

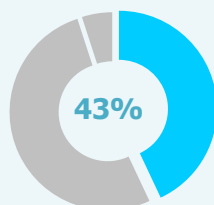
Revenue ¥ 374,998million

Operating profit ¥ 30,033million

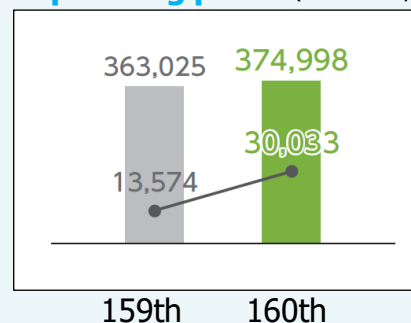
Main Focus of the Business :

- Manufacturing and supply of flat glass for the architectural market
- Manufacturing and supply of processed glass for interior and exterior use
- Manufacturing and supply of glass products for solar energy (solar panel glass)

Ratio of sales to Group revenue



Revenue Operating profit (Millions of yen)



The Architectural business recorded cumulative revenues of ¥ 374,998 million (4Q FY2025: ¥ 363,025 million) and an operating profit of ¥ 30,033 million (4Q FY2025: ¥ 13,574 million).

Architectural profits improved from the previous year due to increased prices, especially in Europe.

In Europe, representing 37 percent of the Group's architectural sales, revenues were above the previous year. Market prices increased, leading to an improvement in profitability. Cost savings continued to be realized following plant closures during the previous year.

In Asia, representing 29 percent of the Group's architectural sales, revenues were below the previous year, whilst profits improved. Volumes declined as architectural markets remain challenging across Japan. Demand for solar energy glass recovered somewhat during the fourth quarter, after declining earlier in the year due to customer production adjustments arising from US tariff policy. On 9 June 2025 the Group announced the disposal of its equity interest in Vietnam Float Glass Co., Ltd, a company manufacturing float glass for Architectural markets in Vietnam.

In the Americas, representing 34 percent of the Group's architectural sales, profits were below the previous year. In North America, commercial markets continued to be at a low level. Demand improved moderately in South America, although sales were disrupted by the suspension of production at the Group's facility in Chile during the fourth quarter, due to wildfires in the region.

Automotive Glass Business

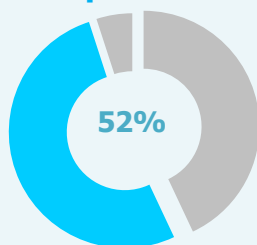
Revenue ¥ 457,222 million

Operating profit ¥ 4,995 million

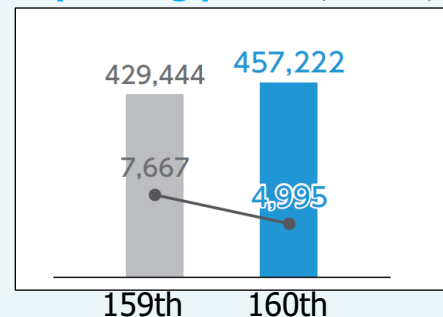
Main Focus of the Business :

- Manufacturing and supply of a wide range of automotive glazing for new vehicles
- Manufacturing and supply of a wide range of automotive glazing for replacement markets

Ratio of sales to Group revenue



Revenue Operating profit (Millions of yen)



The Automotive business recorded revenues of ¥ 457,222 million (4Q FY2025: ¥ 429,444 million) and an operating profit of ¥ 4,995 million (4Q FY2025: ¥ 7,667 million).

In Europe, representing 42 percent of the Group's automotive sales, revenues and profitability improved from the previous year. Vehicle sales across Western Europe remain at a low level and were similar to the previous year.

In Asia, representing 18 percent of the Group's automotive sales, profits declined from the previous year. Volumes in Japan reflected an improvement in domestic markets offset by reduced volumes of glass for vehicles to be exported.

In the Americas, representing 40 percent of the Group's automotive sales, revenues improved from the previous year, although profits declined. In North America, profitability was impacted by production issues in key facilities, although this was partly offset by improved prices in glass replacement markets. Sales volumes strengthened in South America.

Technical Glass Business

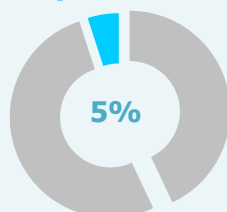
Revenue ¥ 46,005 million

Operating profit ¥ 8,639 million

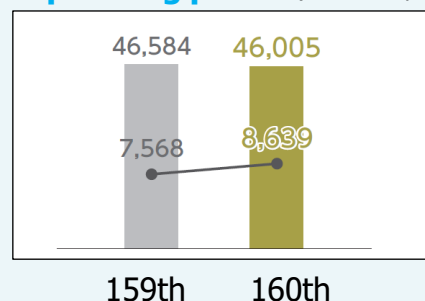
Main Focus of the Business :

- Manufacturing and supply of very thin glass for display cover glass
- Manufacturing and supply of lenses and light guides for printers
- Manufacturing and supply of glass fiber products, such as glass components for engine timing belts

Ratio of sales to Group revenue



Revenue Operating profit (Millions of yen)



The Technical Glass business recorded revenues of ¥ 46,005 million (4Q FY2025: ¥ 46,584 million) and an operating profit of ¥ 8,639 million (4Q FY2025: ¥ 7,568 million). Technical Glass profits improved from the previous year.

Volumes in the Information Devices business were impacted by subdued demand for multifunction printers.

In the Fine Glass business, results benefitted from an improving sales mix from the third quarter.

Demand for glass cord in the Functional Products business continued to be positive.

Other Operations

The Other Operations recorded revenues of ¥ 1,237 million (4Q FY2025: ¥ 1,348 million) and operating loss of ¥ 14,850 million (4Q FY2025: loss of ¥ 12,318 million).

This segment covers corporate costs, consolidation adjustments, certain small businesses not included in the segments covered above and the amortization of other intangible assets related to the acquisition of Pilkington plc.

2. Capital Expenditure

The capital expenditure of the Group totaled ¥44,304million during the fiscal year under review, broken down by segment as follows:

(Millions of yen)	
Business	Expenditure
Architectural	¥ 22,416
Automotive	¥ 16,727
Technical Glass	¥ 4,013
Other	¥ 1,148

3. Financial Situation

Total assets at the end of March 2026 were ¥ 1,117,494 million, representing an increase of ¥ 84,563 million from the end of March 2025. Total equity was ¥ 185,519 million, representing an increase of ¥ 43,108 million from the March 2025 figure of ¥ 142,411 million. The increase in total equity was largely due to profit recorded in the period, the revaluation of investments held at fair value, foreign exchange movements and the IAS29 inflationary uplift of asset values in Argentina.

Net financial indebtedness increased by ¥ 29,879 million from 31 March 2025 to ¥ 484,138 million at the period end. The increase in indebtedness arose largely from working capital movements and also foreign exchange movements. Foreign exchange movements generated an increase in net indebtedness of ¥ 21,010 million. Gross debt was ¥ 548,344 million at the period end.

Cash inflows from operating activities were ¥ 33,624 million. Cash outflows from investing activities were ¥ 32,562 million, including capital expenditure on property, plant, and equipment of ¥ 41,848 million. As a result, free cash flow was an inflow of ¥ 1,062 million (4Q FY2025 ¥ 9,975 million).

4. Assets and Business Results (Consolidated)

(Millions of yen, except per-share figures)

	157th (FY2023)	158th (FY2024)	159th (FY2025)	160th (FY2026)
Revenue	763,521	832,537	840,401	879,462
Operating Profit	34,812	35,860	16,491	28,817
Profit/(loss) before taxation	(21,933)	17,597	(8,525)	378
Profit/(loss) for the period	(31,017)	10,930	(13,466)	5,511
Profit/(loss) Attributable to Owners of the Parent	(33,761)	10,633	(13,831)	4,421
Earnings/(loss) per Share Attributable to Owners of the Parent (yen)	(393.06)	95.40	(173.20)	44.51
Total Shareholders' Equity	97,040	124,275	108,065	151,225
Total Shareholders' Equity per Share (yen)	723.78	1,021.29	843.04	1,065.75
Total Assets	951,387	1,077,585	1,032,931	1,117,494

Notes:

1. The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards (IFRS). Operating Profit in the above table is operating profit before exceptional items.
2. Basic earnings per share attributable to owners of the parent is calculated by dividing the profit attributable to owners of the parent, after deducting dividends related to Class A shares, by the weighted average number of common shares in issue during the year. The dividends related to Class A shares are calculated by the dividend rate defined in the issuance terms. The weighted average number of common shares outstanding excludes common shares purchased by the Company and held as treasury shares and restricted shares allocated under the stock compensation plan that do not satisfy the conditions to lift the restriction.
3. Total shareholders' equity per share is calculated by dividing the total shareholders' equity, after deducting the amount paid in for the Class A Shares and dividends related to Class A shares, by the number of common shares outstanding at the end of the financial year, excluding common shares purchased by the company and held as treasury shares and restricted shares allocated under the stock compensation plan that do not satisfy the conditions to lift the restriction.
4. All Class A shares were converted into common shares by the end of FY2026. Accordingly, no adjustments related to Class A shares are included in the profit attributable to owners of the parent or in total shareholders' equity per share for the 160th fiscal period.

5. Issues to be Addressed

(1) Medium-Term Plan “2030 Vision: Shift the Phase”

Reflecting on the previous Medium-Term Management Plan concluded in the fiscal year ended March 2024, which underscored the continued weakness in profit margins, we decided to focus on the 4 “D”s of Business Development, Decarbonization, Digital Transformation, and Diverse Talent as the strategic pillars of the current Medium-Term Plan and strive to reduce debt drastically and boost equity capital by improving profitability and reinforcing our cash generation capabilities.

a. Update of “2030 Vision: Shift the Phase” - 4 “D”s

Despite the ongoing challenging business environment, particularly in Europe, our commitment to the Medium-Term Plan including 4 “D”s is unchanged and we continue to promote our strategy while flexibly securing resources.

	Update
Business Development	- Investment to facilities for advanced glass coating in Japan and Poland - Expansion of high precision laminated glass for windshield and roof lights in North American Automotive ⇒ Accelerating expansion of high-value added products
Decarbonization	- New solar array in Ottawa, USA - Starting new glass production line in St Helens, UK with two lines sharing one furnace - Horizontal Recycling of PV Cover Glass Successfully Demonstrated in Japan - CDP Assessment as Supplier Engagement Leader and Climate Change A List
Digital Transformation	Expanding deployment of Voxel's AI powered safety platform across global manufacturing sites
Diverse Talent	Continuously conducting Your Voice employee engagement survey

b. Update of “2030 Vision: Shift the Phase” - Financial Targets

Although performance has recovered from the previous year, which was significantly impacted by the economic slowdown in Europe, achieving the FY2027 targets remains challenging. We remain focused on improving profitability and strengthening our cash generation capabilities to reinforce our financial foundation.

		FY2027/3 Targets	FY2030/3 Targets	FY2026/3 Full-year Actual
Profitability (P/L)	Operating profit	JPY 64.0 bn		JPY 28.8 bn: increase YoY with improvement in European Architectural glass business
	ROS	7%	10% or more	3.3% : increased by 1.3pt YoY
Cash Generation (C/F)	Free cash flow	JPY 27.0 bn		JPY 1.1 bn: less than PY with increase in working capital
Stabilization of Financial Status (B/S)	Interest-bearing debt	JPY 442.0 bn		JPY 548.3 bn : increased by JPY 23.5 bn from the previous year end
	Shareholders' equity ratio	15%		13.5% : increased by 3.1pt from the previous year end

(2) Business environment and issues to be addressed

a. Business environment surrounding the Group

In the fiscal year ended March 2026, our business was significantly impacted by the continued economic slowdown in Europe, rising labor and other costs driven by global inflation, and U.S. tariff policies. In the Architectural Glass market, although sales volumes in Europe continued to stagnate, the supply-demand balance improved as a result of the production suspensions at float lines implemented in the previous year, leading to a significant improvement in selling prices. While demand for solar panel glass was affected in the first half of the year by customers' production adjustments in response to U.S. tariff policies, demand improved in the second half and remained robust. In the Automotive Glass business, glazing for new vehicles was affected by the slowdown in automotive production in Europe. In Asia, although domestic sales volumes in Japan improved following a recovery in the automotive market, sales volumes for vehicles to be exported from Japan declined due to U.S. tariff policies. In North America, profitability deteriorated due to a temporary decline in production efficiency. Meanwhile, in the replacement glass business, selling prices improved significantly, supported by price advantages arising from U.S. tariff policies. In the Technical Glass business, demand remains robust across many of our markets.

Although the impact of the economic slowdown in Europe and rising labor and other costs driven by global inflation is expected to persist for some time, we anticipate a gradual recovery in demand over the medium to long term underpinned by growing renovation needs in the Architectural glass sector and a moderate rebound in automobile production in the Automotive glass sector. In response to the current challenging business environment and the demand growth expected over the medium- to long-term, we are proactively pursuing cost reductions by reviewing our production structures while also accelerating the shift from commodity to value-added (VA) products, leveraging the 'Business Development' pillar of the MTP.

We believe it is essential to recover profitability through continued efforts to drive down production costs and seek price pass-throughs.

b. Issues to be addressed

The key issues to be addressed by the Group are to improve its financial base to reduce debt and improve the equity ratio by enhancing profitability and cash generation capabilities.

On March 24, 2026, we announced that the Company would pursue the implementation of a set of fundamental measures through capital restructuring (the "Transaction") to achieve sustainable growth, with the support of funds (the "Apollo Funds") managed by affiliates of Apollo Global Management, Inc. and its subsidiaries (please refer to next page for an overview).

In the medium-term management plan (MTP) "2030 Vision: Shift the Phase", we aim to overcome key challenges in the context of the Transaction by placing the 4 "D"s—Business Development, Decarbonization, Digital Transformation, and Diverse Talent—at the core of our strategy.

Business Development: We will develop new solutions and technologies with our customers to create high added value by adapting to societal changes. Specifically, in Architectural glass business, we will aim to be a leading supplier of architectural glass that contributes to sustainability with a focus on decarbonization by intensively investing in glass coating technology development and equipment, promoting decarbonization of our products, and continuously reviewing regional strategies. In Automotive glass business, we will accelerate development of manufacturing technologies to enable our global customers shift to safer, connected, greener vehicles while shifting to a sustainably profitable business as key strategic global supplier by enhancing capabilities to cater to ADAS and EV, reinforcing the aftermarket business, and through improvement of profitability. In Technical glass business, we will establish a new revenue pillar by developing proprietary materials that play a pivotal role in advancing our customers' product offerings through expansion of business in adjacent markets, commercialization of new technologies, and selection of technological or business seeds.

Decarbonization: We are dedicated to driving decarbonization across our entire supply chain, embodying our commitment to sustainable social development with the aim of achieving carbon neutrality in 2050.

Digital Transformation: In the Medium-Term Plan period, which is viewed as a second phase of post-merger integration (PMI), we aim to transform our Group operations by leveraging digital technology to its fullest, thereby

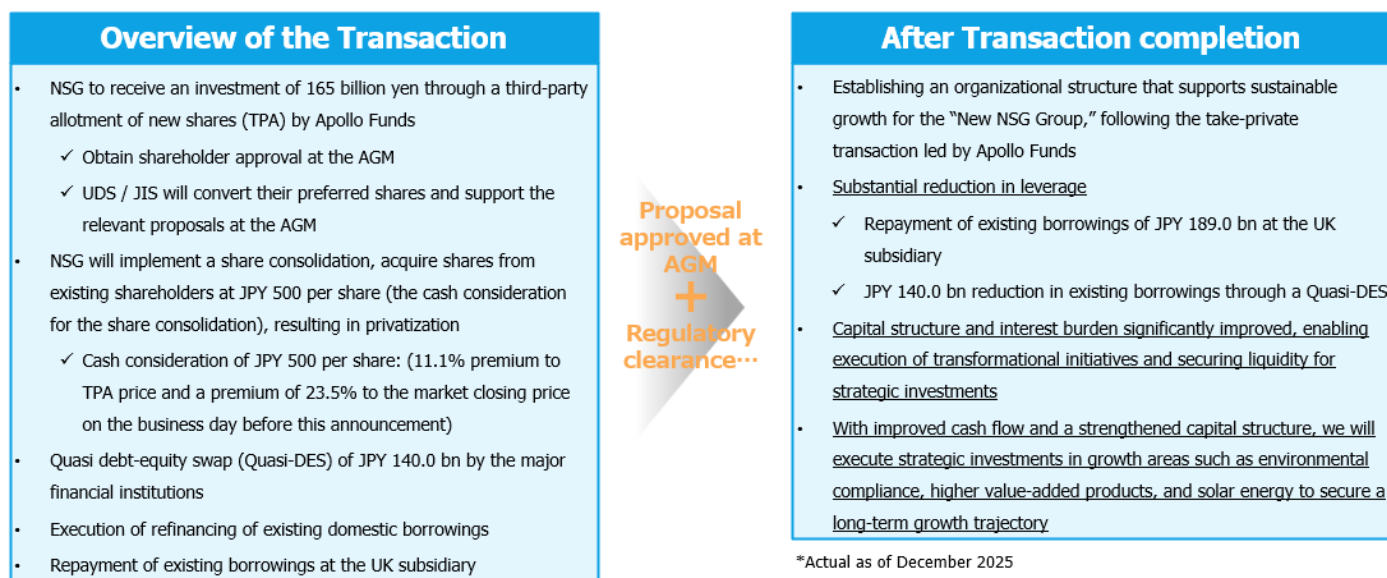
enhancing our value creation capabilities. By thoroughly standardizing data and processes, we will elevate the level of information integration, thereby accelerating the quality and efficiency of our global management practices.

Diverse Talent: Aiming to build a robust and high-performing workforce and organization, which is pivotal to our strategy, we will invest based on a well-defined HR strategy, globally demonstrating our attractiveness as a workplace that offers opportunities for professional development for those who work with genuine passion and interest. For this purpose, we will continue to promote the 4 "F"s (Flat, Frank, Fast, and Fun) in communication within the organization as part of our corporate culture.

By implementing these strategies, we will strive to reduce debt drastically and boost our equity capital by improving profitability and reinforcing cash generation capabilities.

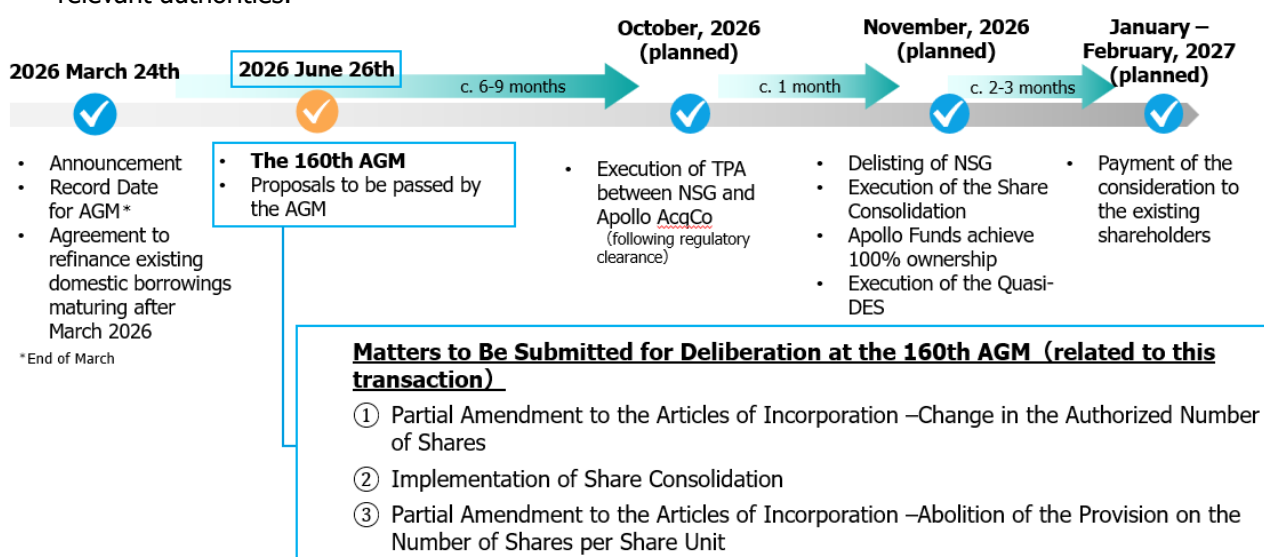
(3) Overview of the Transaction

NSG Group has decided to implement the Transaction which will be carried out in partnership and with the support of Apollo Funds, a leading global alternative asset manager.



• Overview of the Transaction Schedule

Note: The schedule may change depending on the procedures for obtaining regulatory clearances from the relevant authorities.



Necessity of the Transaction

We have been implementing initiatives to restructure the business and improve the company's financial position; however, we continue to face a challenging business environment, as well as ongoing financial constraints.

In particular, given the current issues relating to the Company's financial structure, such as the excessive leverage with total debt of approximately 548.3 billion yen, and the declining profitability with cumulative net losses of approximately 28.4 billion yen over the past five years, a fundamental improvement in the Company's profitability and financial structure solely through internal efforts would require a considerable amount of time. During such a period, the Company would continue to face a severe and unpredictable business environment with weak profitability and a fragile financial structure.

Under these circumstances, we have determined that this Transaction - which includes a large-scale capital injection by the Apollo Funds, a capital restructuring through a Quasi-DES with the Major Financial Institutions, as well as the repayment of borrowings at our UK subsidiary - is indispensable for the Group to promptly and fundamentally resolve its financial structural challenges, ensure business continuity, and restore corporate value. In the absence of a large-scale capital injection and the ability to promptly implement this Transaction, the Company's business performance and financial condition could deteriorate further, exposing existing shareholders to increased risks through, among other things, a decline in the share price.

Furthermore, we believe it is crucial to seize this opportunity, as this Transaction is the only viable and most rational measure currently available that simultaneously achieves large-scale capital injection and further stabilization of our financial base through a Quasi-DES.

Fairness of the Process

In order to ensure the fairness of the process, NSG has established a Special Committee consisting of independent outside directors and an independent expert and the Special Committee and its members have been substantively and actively involved in the review of this Transaction, including our negotiating approach as well as the terms and conditions of the Transaction.

Prior to reaching an agreement on this Transaction, NSG and the Special Committee carefully evaluated several options. Specifically, we explored "discussions with other potential sponsors" and "the use of capital-based financing" options.

In evaluating these alternatives, we sought to ensure a fair and thorough review process with the advice of external advisors. As a result, we have concluded that this Transaction is the most realistic option from the perspectives of feasibility and certainty, and is in the best interests of all our stakeholders, including our shareholders.

In addition, a proposal for partial amendments to the Articles of Incorporation to increase the total number of authorized shares, which is necessary for the implementation of the Third-Party Allotment, and a proposal for the share consolidation, etc. will be submitted to the annual general meeting of shareholders, and approval of a special resolution will be required. At the said annual general meeting, Apollo Funds will not hold voting rights, and the structure is designed to respect the will of minority shareholders who have no conflict of interest with Apollo Funds.

Appropriateness of the Price

The cash settlement amount for the share consolidation is set at JPY 500 per share. With the involvement of the Special Committee and the advice of external advisors, we compared proposals including price offered by other potential sponsors and have engaged in thorough discussions and multiple rounds of negotiations with Apollo Funds. This process resulted in a meaningful price increase and ultimately led to the final agreement.

In addition, we have obtained valuation reports and a fairness opinion from independent third-party valuation firms and believe that the price is reasonable and the process has been conducted fairly.

Reasonableness of the Transaction

We have determined that this Transaction, which allows us to simultaneously "secure the necessary capital", "formalize an agreement with financial institutions", and "implement medium- to long-term business restructuring", is the most realistic and most favorable option for our shareholders.

In particular, the privatization will enable us to make decisions free from short-term market valuations and allow us to implement major business restructuring, which is essential for restoring growth.

6. Other important matters regarding the current status of the Group

As described in “5. Issues to be Addressed”, under the Medium-Term Plan “2030 Vision: Shift the Phase”, the Group is aiming to shift its phase and become vital in advancing a sustainable society. On March 24, 2026, the Group announced its intention to implement fundamental strategic initiatives to achieve sustainable growth including restructuring its capital (the “Transaction”) due to the background described below. This Transaction will be carried out in partnership and with the support of Apollo Funds.

The interest burden and limited liquidity due to high level of borrowing over many years in a period of European economic downturn, as well as covenants imposing the restriction on dividend distributions by the UK subsidiaries which may have limited the use of funds within the Group, may adversely affect cash-flow stability and the Company’s ability to undertake adequate growth and maintenance investments. Therefore, the implementation of measures to maintain medium- to long-term competitiveness is a pressing priority. In particular, in recent years, the business environment has further deteriorated as a result of the challenges to the European economy, an important market, increased costs driven by rising raw material prices, and supply chain impacts caused by tariffs measures, etc. As a result, we have posted a net loss of approximately 28.4 billion yen over the past 5 years, and a high proportion of the Company’s enterprise value is accounted for by net debt, which has recently exceeded 500 billion yen in total. Restructuring to improve profitability and financial position has been a longstanding objective for the Company. As part of our own efforts, we have implemented various measures such as raising capital through the issuance of Class A shares, reviewing our organizational structure, and closing float furnace in Europe. However, based on current factors, the restructuring to improve profitability and financial position will take a considerable amount of time and there is no guarantee for restating dividends.

The Company recorded a large net loss in the fiscal year ended March 2025 and the business recovery in the fiscal year ended March 2026 was slower than expected. It was difficult, under the Company’s current capital structure, to refinance or repay more than 100 billion yen of borrowings maturing by the end of March 2026 without the Transaction. Furthermore, even if the Company had been able, through its own efforts, to continue refinancing the borrowings maturing by the end of March 2026, the high level of outstanding debt would have remained unchanged, and we believed it would have taken a considerable amount of time to rebuild the Company’s financial foundation.

Therefore, in order to improve the above situation, the Company believed that it was necessary to fundamentally resolve the existing financial structural issues, including the infusion of external capital.

Under these circumstances, the Company made the following announcement in the notice dated March 24, 2026, “Issuance of New Shares through Third-Party Allotment, Partial Amendments to the Articles of Incorporation, Share Consolidation and Abolition of Share Unit System, Capital Restructuring through Debt-Equity Swap, and Change in Parent Company and Largest Shareholder”.

The Company announced that a resolution was passed by the Board of Directors on the day of the announcement to issue new common shares through a third-party allotment of 165 billion yen (the “Third-Party Allotment”), corresponding to the total amount paid by Lumina Japan Acquisition Co., Ltd. (the “Allottee”), a special purpose company owned by funds managed by affiliates of Apollo Global Management, Inc. (“Apollo Funds”) and its subsidiaries. In addition to the above, at the Board of Directors meeting held on the same day, the Company passed a resolution to submit a proposal regarding the Third-Party Allotment, a proposal regarding a partial amendment to the Articles of Incorporation in order to increase the total number of authorized shares of the Company necessary for the implementation of the Third-Party Allotment, and a proposal with respect to a share consolidation to ensure that the Allottee becomes the Company’s sole shareholder to the Annual General Meeting of Shareholders (please refer to pages of the Reference Materials for the Annual General Meeting of Shareholders for Proposals No. 1 through No.3).

Furthermore, on the Effective Date of the share consolidation, SMBC, DBJ, Mizuho, and SMTB (the “Major Financial Institutions”) plan to make a cash contribution of 140 billion yen in the Company through a limited partnership managed by Apollo Funds and the Allottee. The Company plans to repay the corresponding borrowing amount from the Major Financial Institutions by using the funds received from the Allottee on the same day (the “Quasi-DES”). The Quasi-DES is intended to lead to future growth through recapitalization following the equity conversion of the Company’s debt. It is confirmed that the Definitive Agreement has been executed with Apollo Funds and the Major Financial Institutions.

In addition, with respect to more than 100 billion yen of borrowings maturing by the end of March 2026, the Company has reached an agreement on and implemented refinancing with the Main Financial Institutions as well as other domestic financial institutions, on the assumption that the transactions described above would be implemented.

Furthermore, in our negotiations with financial institutions regarding future borrowing terms, no circumstances have arisen that would suggest that the Group would be unable to obtain financing on terms acceptable to it.

Given the necessary time for the completion of expected procedures and filings under the domestic and foreign competition laws and foreign direct investments laws and regulations and foreign subsidies regulations in relevant jurisdictions, based on the share subscription agreement concluded between the Company and the Allottee, the conditions for the execution of the Third-Party Allotment includes that all of the proposals to be submitted to the Annual General Meeting of Shareholders described above are approved and that all the regulatory procedures are completed.

The share consolidation will become effective on the condition that the Third-Party Allotment is executed.

If the above conditions are satisfied and the series of measures is implemented, we believe that the Company's financial position will be significantly improved, including the repayment of existing borrowings at its UK subsidiaries, and that sufficient liquidity will be secured.

Accordingly, the Company has determined that no material uncertainty exists regarding the going concern assumption, and has therefore not included any notes regarding such uncertainty in the consolidated financial statements, the financial statements, and the supplementary schedules.

Therefore, the Group has prepared the consolidated financial statements, the financial statements, and the supplementary schedules for FY2026, on a going concern basis.

7. Overview of Major Subsidiaries (as of 31st March 2026)

Subsidiary undertakings	Capital stock		% Ownership	Business
Japan				
NSG Building Products Co., Limited	JPY million	350	100	Architectural
NSG S&S Co., Limited	JPY million	72	100	Architectural
Europe				
Pilkington United Kingdom Limited	GBP thousand	428,483	100 (100)	Architectural
Pilkington Automotive Limited	EUR thousand	732,961	100 (100)	Automotive
Pilkington Technology Management Limited	GBP thousand	441,320	100 (100)	Architectural and Automotive
Pilkington Deutschland AG	EUR thousand	69,290	96.3 (96.3)	Architectural
Pilkington Automotive Deutschland GmbH	EUR thousand	18,996	100 (100)	Automotive
Pilkington Automotive Poland Sp. z o.o.	Zloty thousand	30,511	100 (100)	Automotive
Pilkington Italia S.p.A	EUR thousand	112,996	100 (100)	Architectural and Automotive
NSG Holding (Europe) Limited	JPY million	42,071	100	Holding company
NSG UK Enterprises Limited	GBP thousand	426,962	100 (100)	Holding company
Pilkington Group Limited	GBP thousand	736,866	100 (100)	Holding company
Asia (excluding Japan)				
NSG Vietnam Glass Industries Limited	USD thousand	150,070	100 (52.2)	Architectural
Americas				
NSG Glass North America, Inc.	USD	1	100 (100)	Architectural
Pilkington North America Inc.	USD thousand	17,701	100 (100)	Architectural and Automotive
Vidrieria Argentina S.A.	Arg.Peso thousand	8,238,452	51.0 (51.0)	Architectural
Pilkington Brasil Limitada	Real thousand	333,008	100 (100)	Architectural and Automotive
Vidrios Lirquen S.A.	Chilean Peso thousand	22,443,983	51.6 (51.6)	Architectural

Note: Any above figure of % Ownership in parentheses stands for the percentage owned indirectly through the Company's subsidiary/subsidiaries.

8. Main Offices and Plants (as of 31st March 2026)

The Company	Head Offices	Tokyo head office (Tokyo); Osaka head office (Osaka)
	Branch Offices	Toyota branch office (Aichi); Hiroshima branch office (Hiroshima)
	Plants/Laboratory	Chiba plant (Chiba); Sagamihara plant (Kanagawa); Yokkaichi plant (Mie); Tsu plant (Mie); Kyoto plant (Kyoto); Maizuru plant (Kyoto); Research laboratory (Hyogo)
Major Subsidiaries	Japan	NSG Building Products Co., Limited (Chiba) NSG S&S Co., Limited (Tokyo)
	Europe	Pilkington United Kingdom Limited (UK) Pilkington Automotive Limited (UK) Pilkington Technology Management Limited (UK) Pilkington Deutschland AG (Germany) Pilkington Automotive Deutschland GmbH (Germany) Pilkington Automotive Poland Sp. z.o.o. (Poland) Pilkington Italia S.p.A (Italy) NSG Holding (Europe) Limited (UK) NSG UK Enterprises Limited (UK) Pilkington Group Limited (UK)
	Asia (excluding Japan)	NSG Vietnam Glass Industries Limited (Vietnam)
	Americas	NSG Glass North America, Inc. (USA) Pilkington North America Inc. (USA) Vidrieria Argentina S.A. (Argentina) Pilkington Brasil Limitada (Brazil) Vidrios Lirquen S.A. (Chile)

9. Permanent Employees (as of 31st March 2026)

Segments	Number of employees (Consolidated)
Architectural Glass	8,100
Automotive Glass	14,081
Technical Glass	959
Other	1,698
Total	24,838 (down by 568 year on year)

Note: The table above doesn't include the number of temporary employees.

10. Main Lenders (as of 31st March 2026)

Lenders	Amount (Millions of yen)
Sumitomo Mitsui Banking Corporation	101,299
Mizuho Bank, Ltd.	38,049
Development Bank of Japan Inc.	34,867
Sumitomo Mitsui Trust Bank, Limited	34,303
International Finance Corporation	24,745
Resona Holdings, Inc.	20,000
MUFG Bank, Ltd.	17,976
The Royal Bank of Scotland plc	16,828
Banco Santander S.A.	16,828
HSBC UK Bank plc	16,091

Note: The figures shown in the above table include the amount borrowed from those lenders as parties to syndicated loan agreements.

II. Matters Related to the Shares (as of 31st March 2026)

1. Authorized Number of Shares to be Issued and Authorized Number of Shares to be Issued by Class:

(a) Authorized Number of Shares to be Issued		177,500,000 shares
(b) Authorized Number of Shares to be Issued by Class	Common Shares	177,500,000 shares
	Class A Shares	40,000 shares

2. Total Number of Shares Issued:

Common Shares	142,319,262 shares
(Shares held as treasury:	36,922 shares)
Class A Shares	22,644 shares
(Shares held as treasury:	22,644 shares)

Notes:

- The number of common shares increased by 50,679,267 shares, as 30,000 Class A shares were converted into common shares upon the exercise of the acquisition right in exchange for common shares.
- 30,000 Class A shares (i.e., the total number of issued shares) were converted into common shares upon the exercise of the acquisition right in exchange for common shares, and the Company acquired all those shares from the Class A shareholders and subsequently retired 7,356 shares of those treasury shares. As a result, the number of issued Class A shares decreased from the end of the previous fiscal year to 22,644 shares.

3. Number of Shareholders:

Common Shares	43,909
Class A Shares	1

4. Top 10 Shareholders

Shareholders	Number of Shares (common shares)	Percentage of Shares
UDS Corporate Mezzanine No.4 Limited Partnership	13,936,798	9.79
Japan Industrial Solutions Fund II	12,913,230	9.07
UDS Corporate Mezzanine No.3 Limited Partnership	11,402,835	8.01
The Master Trust Bank of Japan, Ltd. (Trust Account)	11,047,800	7.76
DMM.com Securities Co.,Ltd.	4,264,900	2.99
NOMURA INTERNATIONAL PLC A/C JAPAN FLOW	4,232,050	2.97
KAZUKI TAKAHATA	2,800,000	1.96
SBI SECURITIES Co.,Ltd.	2,570,100	1.80
BNYMSANV RE BNYMSA NVGC RE GCM CLIENT ACC GCS RD JP EQ	2,451,099	1.72
Custody Bank of Japan, Ltd. (Trust Account)	2,429,900	1.70

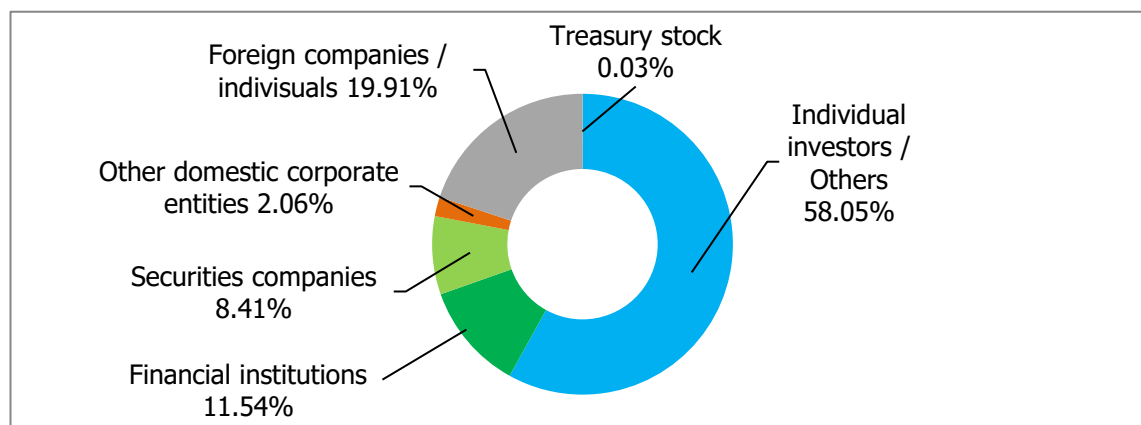
Note:

- Where the percentage of shares is calculated, treasury shares are excluded from the total number of issued common shares and it has been rounded down to the second decimal.
- The Company owns all 22,644 shares of Class A shares (i.e., the total number of issued shares) as treasury shares.

5. Stocks issued to Directors and Executive Officers as Compensation in the current fiscal year

The Company issued 101,400 common shares as restricted shares to seven Executive Officers on 23rd July 2025 as Compensation.

■ Breakdown of Common Shareholdings by Shareholder Category



III. Policy on Return of Our Profits to Shareholders

- Recognizing the distribution of profit to shareholders as one of its important management objectives, the Group has upheld a basic policy of stably declaring dividend payments on common shares based on sustainable business results. To that end, dividend payments by the Group will be determined with a focus on enhancing its financial position and ensuring an appropriate level of retained earnings for future business growth.
- Considering factors such as the Group's current financial position and its level of profitability, the Board of Directors has regrettably decided not to declare dividends on common shares for the fiscal year to 31 March 2026.
- There are no dividends payable that are calculated based on the number of Class A shares as of the record date for the current fiscal year as all Class A shareholders exercised their rights to convert all Class A shares into common shares prior to such date.

IV. Matters Related to Directors and Executive Officers

1. Name etc. of Directors and Executive Officers

A) Directors (as of 31st March 2026)

Name	Non-executive position		Material concurrent positions
Hiroshi Ishino	Director (External)	Chairperson of the Board; Chairperson of Nomination Committee	➤ External Director, LIXIL Corporation ➤ External Director, Olympus Corporation ➤ Honorary Advisor, Kansai Paint Co.,Ltd.
Kunihito Minakawa	Director (External)	Chairperson of Audit Committee; Member of Nomination and Compensation Committees	➤ External Director, Mitsubishi Electric Corporation
Shinji Asatsuma	Director (External)	Chairperson of Compensation Committees; Member of Nomination and Audit Committees	—
Tetsuya Fujioka	Director (External)	Member of Audit Committee	➤ External Director (Audit & Supervisory Committee Member), JVCKENWOOD Corporation
Takehiro Kamigama	Director (External)	Member of Nomination and Compensation Committees	➤ External Director, OMRON Corporation ➤ External Director, KOKUYO Co.,Ltd. ➤ Chief Consultant, Contemporary Amperex Technology Japan KK ➤ Representative Director, Gama Expert, Inc.
Hideki Miyazaki	Director (External)	Member of Nomination and Audit Committees	➤ External Director (Audit & Supervisory Committee Member), Mizuho Securities Co., Ltd.
Munehiro Hosonuma	Director	Member of Nomination and Compensation Committees	—
Denise Haylor	Director	—	—

Notes:

- Hiroshi Ishino, Kunihito Minakawa, Shinji Asatsuma, Tetsuya Fujioka, Takehiro Kamigama and Hideki Miyazaki serve as External Directors as stipulated in Article 2.15 of the Companies Act. All of them have been notified to the Tokyo Stock Exchange (hereinafter referred to as "TSE") as Independent Directors. In addition to the independence criteria set by TSE, the Company has created and applied its own criteria more stringent standards for director independence, taking into account relationships with the Group, its directors and/or its major shareholders, which all six External Directors also meet.
- Jorg Raupach Sumiya and Eriko Sakurai retired from their positions as Directors upon the expiry of their terms of office effective at the conclusion of the 159th General Meeting of Shareholders held on 26 June 2025.
- Kunihito Minakawa, Chairperson of the Audit Committee, has served as Corporate Senior Vice President overseeing Finance and Accounting and as Corporate Auditor at a major international manufacturing company. He has also served as a Commissioner of the Certified Public Accountants and Auditing Oversight Board of the Financial Services Agency. He is therefore equipped with extensive experience and broad knowledge in the fields of finance and accounting. In addition, Tetsuya Fujioka, a member of the Audit Committee, has served as General Manager of the Corporate Finance Division and as Corporate Auditor at a major global manufacturer, and therefore equipped with extensive expertise and broad knowledge in the fields of finance and accounting. Likewise, Hideki Miyazaki, also a member of the Audit Committee, has served as Chief Financial Officer at two major global manufacturers and possesses extensive expertise and broad knowledge in the fields of finance and accounting.
- At present, we have not appointed a full-time Audit Committee member. This is primarily due to our governance structure as a company with three committees, under which audits are conducted under the leadership of the

Audit Committee through an organizational approach. This includes liaising with Group Internal Audit, other internal control functions, and the external Accounting Auditor. We have also appointed certain employees as dedicated Support Staffs for the Audit Committee. These individuals report to and provide necessary information to the Audit Committee.

5. Hiroshi Ishino has served as External Director of LIXIL Corporation since 19 June 2025 and as External Director of Olympus Corporation since 25 June 2025.
6. In relation to External Directors, Hiroshi Ishino, Kunihiro Minakawa, Tetsuya Fujioka, Takehiro Kamigama and Hideki Miyazaki, the Company has no special business relationships with any of the organizations where they concurrently hold positions, as listed above.

B) Executive Officers (as of 31st March 2026)

Name	Executive position		Material concurrent positions
Munehiro Hosonuma	Representative Executive Officer	President and Chief Executive Officer (CEO)	—
Shigeki Mori	Executive Officer, Chairperson of the Company	Chairperson of the Company	➤ External Director, JAPAN POST BANK Co.,Ltd. ➤ External Director, Bridgestone Corporation
Denise Haylor	Senior Executive Officer	Chief Human Resources Officer (CHRO)	—
Hiroshi Aiura	Senior Executive Officer	Chief Financial Officer (CFO)	—
Leopoldo Garces Castiella	Senior Executive Officer	Head of Architectural Glass SBU	—
Hisashi Okamoto	Senior Executive Officer	Head of Creative Technology SBU	—
Rob Purcell	Senior Executive Officer	Head of Automotive SBU	—
Masaki Kambayashi	Executive Officer	Chief Risk Officer (CRO) and Assistant CFO	—
Michael Kiefer	Executive Officer	Chief Legal Officer (CLO), Chief Ethics & Compliance Officer (CE&CO)	—
Shiro Kobayashi	Executive Officer	Sustainability Director	—
Yohei Nakatsuji	Executive Officer	Chief Strategy Officer (CSO)	—
Kevin Sanderson	Executive Officer	Chief Technology Officer (CTO)	—
Iain Smith	Executive Officer	Finance Director	—

Notes:

1. Koichi Hiyoshi, Akihito Okochi and Mike Greenall retired from their positions as Executive Officers upon the expiration of their term of office, effective at the conclusion of the Meeting of the Board of Directors held on 26 June 2025, following the 159th Ordinary General Meeting of Shareholders held earlier that day.
2. Denise Haylor assumed office as Senior Executive Officer upon the conclusion of the meeting of the Board of Directors held on the same day after the 159th General Meeting of Shareholders was held on 26 June 2025.

2. Outline of an Agreement on Liability Limitation

An agreement has been entered into between the Company and each of the External Directors, to the effect that the liability of each of the External Directors in having performed their duties in good faith and without gross negligence be capped to the amount permitted by law.

3. Outline of the Directors and Officers Liability Insurance

The Company contracts the Directors and Officers liability insurance based on the Article 430-3, Paragraph 1 of the Companies Act of Japan with insurance companies, and the policy will compensate any reasonable and necessary legal or other defense costs incurred in defending an action brought against them during the policy period. It also pays any ensuing damages, judgements and settlements that are awarded to the plaintiff or third party against the director or officer. Insured Persons include past, present and future directors and officers, as well as other employees acting in a managerial or supervisory capacity for NSG and/or its subsidiary companies. The premium of the insurance for all insured persons is paid by the Company. The policy does not cover claims based upon any Insured gaining any profit or advantage to which such person or entity had illegal entitlement and any intentionally dishonest or intentionally fraudulent act or omission committed by an Insured.

4. Compensation for Directors and Executive Officers

(1) Principles of Compensation for Directors, and Executive Officers

① Organization & Responsibilities for determining Compensation

The company has in place the statutory Compensation Committee (the "Committee") as adopting a "Company with Committees" structure. No member of the Committee is allowed to be present when matters relating to their specific compensation are being discussed.

Role	The Compensation Committee is responsible for making decisions on the compensation policy for Directors and Executive Officers as well as individual elements of compensation for Directors and Executive Officers. The Committee may also give recommendation or advice to the Representative Executive Officer, President and CEO on the policies and details with respect to compensation for the Group's senior management other than Directors and Executive Officers, keeping a consistency with the policy of ③ Below.
Composition	• 3 Independent External Directors and 1 Director who concurrently serves as Representative Executive Officer • Chaired by Shinji Asatsuma, Independent External Director
Secretariat	Company Secretary Department
Remuneration Expert	Human Resources Department

② Activities of the Committee in Compensation related Decision-Making Process

- During FY2026, the Committee met on six occasions, and the attendance rate was 100%, all members attended all Compensation Committee meetings. The Committee resolved the individual amount of basic salary, the performance indicators and method for determining the payment amount of incentives (performance linked compensation), and the actual payment amount based on the achievement against the previous year's indicators. Also the Committee resolved a plan to allot restricted shares to certain qualified Executive Officers under Japanese employment terms as a retirement benefit. Accordingly, the number of restricted shares to be issued to the relevant, individual Executive Officers was determined.
- The Compensation Committee gave its final approval to the individual compensation for Directors and Executive Officers for the year ended in March 2026 after confirming that it is consistent with the basic policy on compensation as detailed in ③ and ④.

③ Compensation Policy for Executive Officers

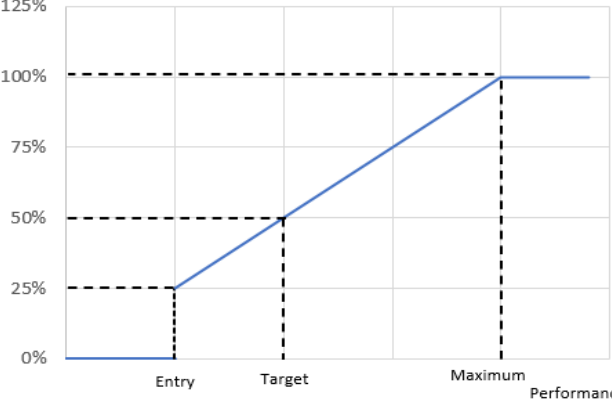
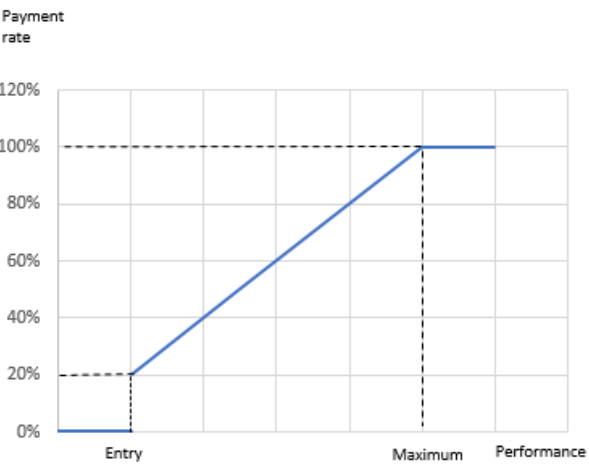
A. Compensation System and Compensation Composition Ratio

Compensation packages for the Executive Officers principally consist of basic salary, Management Incentive Plan (annual bonus) and Long- term Incentive plan.

The Group operates a global grading structure across the Group, and management grade is determined based on job evaluation by the Group common scale using the Korn Ferry /HAY management grade methodology, a globally recognized job evaluation methodology. Management grade determines the maximum quantum levels for participants in both the annual and long-term incentive structures.

A) Compensation System

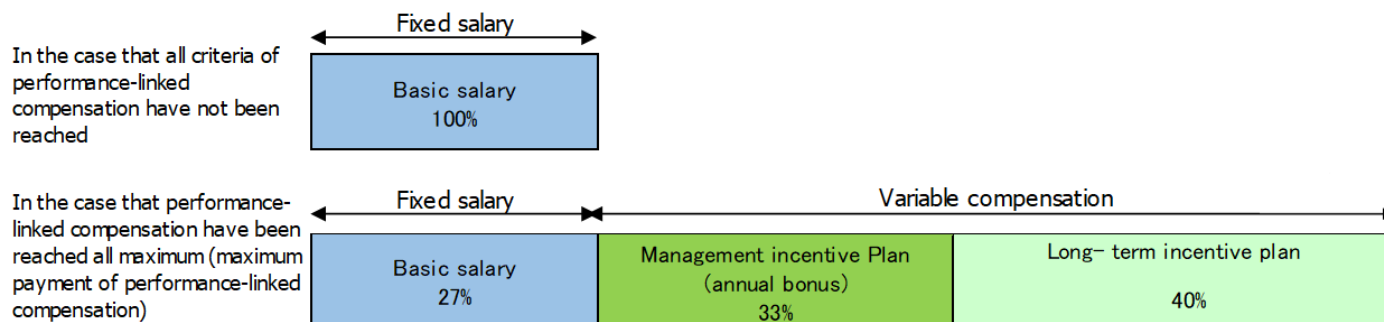
Objectives	• To ensure that packages of employment terms and conditions are market competitive and designed in such a way as to attract, retain and motivate Executive Officers of the highest calibre on a worldwide basis in an international business. • To ensure that each individuals basic salary and incentives are aligned with the performance of the Group and the interests of shareholders, as well as reflecting the commitment and achievements of the individuals concerned.		
Composition and Details	Fixed salary	Basic salary	• Salaries are reviewed annually and are broadly aligned with market medians for a global business. • In determining what are the appropriate market rates, account is taken of turnover, number of employees and the complexity and breadth of internationalization. • In reviewing salaries, account is also taken of the scope and responsibilities of the role, the performance of the individual, the progress the Company is making against its targets and pay increase rate in market medians.
	Performance-related compensation	Management Incentive Plan (annual bonus)	• Assessed against the achievement of annual performance indicators which are mainly financial. • Aligned to NSG Group's Medium-Term Plan • Payment Maximum levels: Ranging between 40% and 125% against each individual's basic salary dependent upon the management grade • Payment Level = Maximum payment amount × Payment rate of Performance measures • A Gate mechanism operates for the plan, based on a minimum level of Net Income that must be reached, the gate acts as an affordability threshold before considering payment based on achievement against the different performance measures. • For each performance measure, a scale is set consisting of a minimum performance level ("Entry") for ensuring that the business is meeting the minimum standard of financial performance, "Target" and a maximum value for stipulating the upper limit of annual bonus payments "Max", scales are based around the annual budget for the financial year.

			Payment rate 
		Long-term incentive plan	• Assessed against the achievement of long-term performance indicators over a three-year period • Issued annually • Payment Maximum levels: Ranging between 50% and 150% against each individual's basic salary dependent upon the management grade • LTIP Payment = Maximum payment amount × Payment rate of Performance measures × Share price movement rate • For each measure, "Entry" is set in such a way to ensure that the business is meeting the minimum required performance level and the "Maximum" point on the scale has appropriate stretch. Payment rate  • Plans contain Malus (ability for the value of award to be reduced after it has been granted but before it has vested) and Clawback clauses (ability for the Group to require the participants to repay the value they received after the award has vested). The Group can exercise these provisions if one of a list of trigger events occurs. Trigger events include the Misstatement of results, an error that causes an award to be paid at too high a level, a serious illegal act, or a material breach of the Group Code of Ethics.
	Stock Compensation		• Restricted shares are issued annually to Executive Officers under Japanese employment terms as a retirement saving plan.

B) Compensation ratio

The ratio of basic salary and incentives is, rather than specifically and equally applied, set according to individuals' management grades.

<CEO's compensation ratio>



Note: For clarification, the above diagram includes only base salary plus annual and Long-term incentive plan compensation, no additional benefits are included. In addition, the impact of the share price movement element of the Long-term incentive plan is not taken into account.

④ Compensation Policy for Independent External Directors

Objectives	- To ensure that independent external directors can adequately and effectively fulfill their supervisory roles - To ensure that they have the capability and experience required to fulfill this role
Compensation level	Set at the appropriate level based on comparisons with other companies using benchmark data provided by specialist external advisers.
Compensation Structure	- Only Basic salary - Not eligible for Management incentive plans (annual bonuses) and Long-term incentive plans - Independent External Directors receive additional reward if they act as Chair at either the Board or any of the Committees.

(2) Amount of Compensation for Directors and Executive Officers

① Targets and results of performance measures for the performance-linked compensation related to the financial year ended in March 2026 (FY2026)

A. FY2026 Management Incentive Plan (annual bonus)

In line with the Policy of Directors and Executive Officers Compensation, the Company operates an annual incentive plan. The table below summarises the performance measures, annual targets and results for the financial year FY2026.

A) Performance measures and targets & results

(i) CEO, CFO, CHRO and Kaicho

Element	Ratio	Target	Maximum	Results	Payment rate against measure
Group Management Operating Profit	50%	37,710 Million JPY	39,500 Million JPY	Entry point not met	0%
Group Free Cash Flow	50%	5,000 Million JPY	10,000 Million JPY	Entry point not met	0%

Note: Group Free Cash Flow used in the above table represents the net debt movement arising as a consequence of the operating and investing activities in the period. It includes transactions that have impacted the Group's net debt even where there has been no cash movement through an NSG Group bank account, and is therefore different to the Free Cash Flow as derived from the sum of operating and investing activities included within the Group's consolidated statement of cash flows. Group Operating Profit shown in the above table is defined as being operating profit stated post-amortization before exceptional items on a consolidated basis plus share of income from the Cebrace JV. The actuals for these KPIs are the subject-matter of review and confirmation by the Compensation Committee.

(ii) EO other than CEO, CFO, CHRO and Kaicho

Element	Ratio	
	Executive Officers who are mainly responsible for specific Global SBUs	Executive Officers who are mainly responsible for specific group functions
Group Management Operating Profit	35%	35%
Group Free Cash Flow	35%	35%
Global SBU Management Operating Profit	In relation to the results of specific SBUs they are responsible for, constituting 15% in total	In relation to the results for every of SBU of the Group, constituting 15% in total
Global SBU Cash Flow from Operations	In relation to the results of specific SBUs they are responsible for, constituting 15% in total	In relation to the results for every of SBU of the Group, constituting 15% in total

Note:

(1) SBU means each "Strategic Business Unit" of the Group

(2) Performance targets are set for each global SBU.

B) Determination of Management Incentive Plan (annual bonus) Payment Level

(i) Judgment of the Gate

A Gate mechanism operates for the plan, which is based on a minimum level of Net Income that must be reached, as an affordability threshold before considering payment based on achievement against the different performance measures.

The Compensation Committee confirmed that the gate for the FY2026 plan has been met.

(ii) Method of calculation

- Payment Level = Maximum payment amount × Payment rate of Performance measures
- Payment rate of performance measures for CEO, CFO, CHRO & Kaicho = Payment rate of Group Management Operating Profit measure × 50% + Payment rate of Group Free Cash Flow measure × 50%

- Payment rate of performance measures for other EOs = Payment rate of Group Management Operating Profit measure x 35% + Payment rate of Group Free Cash Flow measure x 35% + Payment rate of Global SBU Management Operating Profit x 15% + Payment rate of Global SBU Cash Flow from Operations x 15%

C) Payment level in FY2026

- Both Group MOP and Group Free Cash Flow, which are the Group performance measures for FY2026, have not reached the "Entry" point on the scales. Consequently, there is no payment of FY2026 Management Incentive Plan to CEO, CFO, CHRO and Kaicho.
- For other EOs, as a result of calculating the pay rate for each performance measures based on the degree of achievement for each performance measure, Group Management Operating Profit, Group Free Cash Flow, Global SBU Management Operating Profit applicable to the EO and Global SBU Cash Flow from Operations applicable to the EO, results range between 0% to 12% of the maximum annual bonus payment amount.

B. The long-term incentive plan for the three-year evaluation period ("LTIP") with the financial year ended in March 2026 (FY2026)

A) Performance measures and targets & results

Measures	Ratio	Entry	Maximum	Result	Payment rate against measure
EPS during the evaluation period (April 2023 to March 2026)	60%	279.2 JPY	493.8 JPY	Entry point not met	0%
Free Cash Flow	40%	45,000 Million JPY	66,800 Million JPY	Entry point not met	0%

Note: The net income used for EPS calculation is the adjusted one such that the deduction of the amount equivalent to the preferred share dividends etc. are excluded.

For the EOs other than CEO and Kaicho, the EPS measure is evaluated not only the achievement of the three-year performance targets, but also the achievement of the targets to be achieved in the first year and the cumulative first and second years, and the highest payment rate is applied.

Measures	Evaluation Period	Maximum applicable % for the plan	Entry	Maximum	Result	Achievement rate
EPS during the evaluation period	FY2024	20%	46.6 JPY	130.4 JPY	95.5 JPY	67%
	FY2024 & FY2025 Cumulative 2 year	40%	132.7 JPY	298.3 JPY	-62.7 JPY	0%

B) Determination of LTIP Payment Level

<Method of calculation>

- LTIP Payment Level = Maximum payment amount × Payment rate of Performance measures × Share price movement rate
- Payment rate of performance measures = Payment rate of "EPS" measure x 60% + Payment rate of "Free Cash Flow" measure x 40%

C) Payment level for FY2026

- The entry point of "EPS over three years" measure in the long-term incentive Plan ("LTIP") for the three-year evaluation period with the financial year ended in March 2026 has not reached the "Entry"

point on the scale and therefore there is no payment for this performance measure to the CEO and Kaicho.

- For EOs other than CEO and Kaicho, the three-year cumulative EPS result has not met the entry point on the scale. The plan also contained the first year scale for which the entry point was met, leading to a payment rate of 13% for this element of the plan.
- The plan contained a second performance measure "Cumulative Free Cash Flow". The cumulative free cash flow has not reached the "Entry" point on the scale and therefore there is no payment for this element of the plan.
- The share price movement rate during the performance period of the plan was 80%
- Consequently, there is no payment of the long-term incentive Plan to CEO and Kaicho in the FY in question, and the final payment level for EOs other than the CEO and Kaicho is 10.7% of the maximum LTIP potential.

② Amount of Compensation for Directors and Executive Officers paid by Nippon Sheet Glass Company, Limited (NSG)

The amounts shown in the table below are payments earned in respect of the Groups Financial Year from 1st April 2025 to 31st March 2026, and those paid, or clearly expected to be paid during the said period, by NSG.

Category	Headcount	Compensation (million Yen)					
		Basic salary	Performance -linked compensation			Non-monetary compensation	Total
			Annual bonus	Long-Term Incentive pay	Subtotal	Stock compensation	
Directors who do not concurrently serve as EOs (External Directors)	8	88	-	-	-	-	88
Executive Officers	9	209	7	8	15	42	266

Notes:

- (1)The amounts shown for Directors who do not concurrently serve as EOs relate to all compensation paid to Hiroshi Ishino, Jörg Raupach Sumiya, Kunihiro Minakawa, Shinji Asatsuma, Eriko Sakurai, Tetsuya Fujioka, Takehiro Kamigama and Hideki Miyazaki.
- (2)The amounts shown for EOs relate to all compensation paid or to be paid to Munehiro Hosonuma, Shigeki Mori, Hiroshi Aiura, Koichi Hiyoshi, Hisashi Okamoto, Akihito Okochi, Masaki Kambayashi, Shiro Kobayashi and Yohei Nakatsuji.
- (3)In addition to the amounts shown in this table which are amounts paid by NSG, additional amounts were paid to other EOs by subsidiaries of the Company, and these are shown in table 4 below.
- (4)Amounts shown relate to the periods for which the office of Director and EO was held.
- (5)The data for Directors and EOs includes those who retired during the Group's Financial Year from 1st April 2025 to 31st March 2026.

- (6)The data for Directors and EOs includes those who assumed office during the Group's Financial Year from 1st April 2025 to 31st March 2026.
- (7)The Performance-linked compensation in the table are the Annual Bonus for the year from April 2025 to March 2026 (FY2026) and the Long-Term Incentive Plan covering the three financial years from April 2023 to March 2026.
- (8)Non-monetary Compensation for EOs are an amount for a total of 101,400 Restricted Shares allotted to seven EOs.

③ Amount of Compensation for Executive Officers paid by subsidiaries

Category	Headcount	Compensation (million Yen)					Total
		Basic salary, etc.	Performance -linked compensation			Non-monetary compensation	
			Annual bonus	Long-Term Incentive pay	Subtotal	Other benefits Subtotal	
Executive Officers	7	357	14	23	37	23	417

Notes:

- (1)The amounts shown relate to all compensation paid or to be paid to Leopold Graces, Denise Haylor, Rob Purcell, Mike Greenall, Michael Kiefer, Kevin Sanderson and Iain Smith as EOs, by the subsidiaries of the Company which has direct privity of contract with them in the form of a certain services contract. The Company has not directly paid for such compensations, but all of which have been reviewed and approved by the Compensation Committee of the Company.
- (2)Amounts shown relate to the periods for which the office of EO was held.
- (3)The data for EOs includes those who retired during the Group's Financial Year from 1st April 2025 to 31st March 2026.
- (4)The data for EOs includes those who assumed office during the Group's Financial Year from 1st April 2025 to 31st March 2026.
- (5)Basic salary, etc. includes basic salary for EOs and allowances for certain EOs.
- (6)The Performance-linked compensation in the table is the Annual Bonus for the year from April 2025 to March 2026 (FY2026) and the Long-Term Incentive Plan covering the three financial years from April 2023 to March 2026.
- (7)Other Benefits include pension fund contributions, healthcare provision, transport, accommodation costs and so forth.
- (8)Where amounts in UK sterling and EURO and Brazilian Real have been converted to Japanese Yen this has been done at an average exchange rate for the year of GBP1:202.0JPY, EUR1: 174.1JPY and BRL1: 27.7JPY respectively.

(3) Targets of performance measures for performance-linked compensation

A. FY2027 Management Incentive Plan (annual bonus)

A) Performance measures and weight

Element	CEO, CFO and CHRO	Executive Officers other than CEO, CFO and CHRO, who are mainly responsible for specific Global SBUs	Executive Officers other than CEO, CFO and CHRO, who are mainly responsible for specific group functions
Group EBITDA	50%	35%	35%
Group Free Cash Flow	50%	35%	35%
Global SBU EBITDA	—	In relation to the results of specific SBUs they are responsible for, constituting 15% in total	In relation to the results for every of SBU of the Group, constituting 15% in total
Global SBU Cash Flow from Operations	—	In relation to the results of specific SBUs they are responsible for, constituting 15% in total	In relation to the results for every SBU of the Group, constituting 15% in total

* Note: SBU means each "Strategic Business Unit" of the Group

B) Reasons for selected the measures

Measures	Reasons
Group EBITDA	Ensure alignment with delivery of the target numbers assigned to Group profit and cash flow which are the financial performance indicators specifically important to the annual budget
Group Free Cash Flow	
Global SBU EBITDA	For EOs who are mainly responsible for specific SBU or group function, ensure working together to achieve the targets numbers of the entire group as an Executive and also exercising the leadership within each SBU/Function to deliver annual target numbers of each SBU
Global SBU Cash Flow from Operations	

C) Determination of Management Incentive Plan (annual bonus) Payment Level

- Payment Level=Maximum payment amount × Payment rate of Performance measures
- Payment rate of performance measures

(i) CEO, CFO and CHRO

payment rate of performance measures = Payment rate of Group EBITDA measure x 50% + Payment rate of Group Free Cash Flow measure x 50%

(ii) EOs other than CEO, CFO and CHRO

payment rate of performance measures = Payment rate of Group EBITDA measure x 35% + Payment rate of Group Free Cash Flow measure x 35% + Payment rate of Global SBU EBITDA measure x 15% + Payment rate of Global SBU Cash Flow from Operations measure x 15%

- If the Gate is met, payment is made based on payment rate against the performance measures. Even if the Gate is not met, if the Entry level of the Global SBU's EBITDA is achieved, 50% of the payment rate achieved is paid only for the Global SBU EBITDA and the Global SBU Cash Flow from Operations

B. Long-term incentive

A) Performance measures, weight and reasons for selected the measures of plans currently in operation

(i) The Plan commencing in FY2025 (Target period : FY2025, FY2026 and FY2027)

(ii) The Plan commencing in FY2026 (Target period : FY2026, FY2027 and FY2028)

Performance Measures	Ratio	Reasons for selected the measures
EPS	60%	Two performance measures ensure clear link with the Medium-Term Plan, incentivising executives to improve restoration of financial stability and enhance shareholder value.
Free Cash Flow	40%	

B) Determination of LTIP Payment Level

- LTIP Payment = Maximum payment amount × Payment rate of Performance measures × Share price movement rate
- Payment rate of performance measures
Payment rate of performance measures = Payment rate* of "EPS" measure x 60% + Payment rate of "Free Cash Flow" measure x 40%

* Incorporating the degree of achievement of the targets to be achieved in the first and the second years to achieve the performance target for the three years

- The share price movement rate is a coefficient that is linked to the price movements of the Company's share price for the three-year period covered by each plan, and is adjusted based on the price movement of the monthly average share price in the month before the start of the plan and the monthly average share price of the last month of the plan. The share price movement rate is subject to an upper and lower limit of 20%.

5. Matters related to External Directors

Major Activities of External Directors during Fiscal Year 2026

Name	Contributions to Deliberations and Duties Performed in Relation to the Roles Expected of External Directors	Attendance
Hiroshi Ishino	Contributed to deliberations primarily from the perspective of a seasoned executive. As Chairperson of the Board of Directors which consists of a majority of Independent External Directors, provided leadership to foster constructive discussion. At the Board, spearheaded discussions on business portfolio and supply chain management, leveraging in-depth knowledge of global management strategy. As Chairperson of the Nomination Committee, led the succession plans for Executive Officers and the Group's human resource strategy with deep insights from extensive international experience.	Board of Directors : 100% (9/9) Nomination Committee : 100% (6/6)
Kunihito Minakawa	Contributed to deliberations primarily from the perspective of a seasoned executive. At the Board, spearheaded discussions on finance, accounting, internal control and Group entity management, leveraging in-depth knowledge of finance and accounting. As Chairperson of the Audit Committee, led the audit of business execution, confirmed the status of duties performed by senior management, and contributed to ensuring the appropriateness of the governance system established by the Board of Directors.	Board of Directors : 100% (9/9) Nomination Committee : 100% (6/6) Audit Committee : 100% (11/11) Compensation Committee : 100% (6/6)
Shinji Asatsuma	Contributed to deliberations primarily from the perspective of a seasoned executive. At the Board, spearheaded discussions on global business management and financial and capital measures, leveraging extensive experience and insight in overseas business, finance and accounting. As Chairperson of the Compensation Committee, provided leadership in the design of the compensation and evaluation systems for Directors and Officers. At the Audit Committee, made timely and relevant statements regarding risk assessment and crisis management based on his extensive experience.	Board of Directors : 100% (9/9) Nomination Committee : 100% (6/6) Audit Committee : 100% (11/11) Compensation Committee : 100% (6/6)
Tetsuya Fujioka	Contributed to deliberations primarily from the perspective of a seasoned executive. At the Board, spearheaded discussions on finance, accounting and internal control, leveraging deep insight in finance, accounting and audit. At the Audit Committee, made timely and relevant statements, from the viewpoint of organizational auditing based on extensive experience, regarding the appropriate manner of collaboration with Accounting Auditor as well as the internal audit division of the Company.	Board of Directors : 100% (7/7)* Audit Committee : 100% (8/8)* * The number of the Board and the Audit Committee meetings held, as well as his attendance thereat for the period on and after 26 June 2025 when he assumed office.
Takehiro Kamigama	Contributed to deliberations primarily from the perspective of a seasoned executive. At the Board, spearheaded discussions on business portfolio and business development, leveraging extensive experience and deep insight in such areas as global business management and technology.	Board of Directors : 100% (7/7)* Nomination Committee : 100% (5/5)* Compensation Committee : 100% (5/5)* *The number of the Board and the Nomination & Compensation Committee meetings held, as well as his attendance thereat for the period on and after 26 June 2025 when he assumed office.

Hideki Miyazaki	Contributed to deliberations primarily from the perspective of a seasoned executive. At the Board, spearheaded discussions on finance, capital policy and structural reform, leveraging deep insight in finance and financial matters. Served as Chairperson of the Special Committee established during the fiscal year and led discussions in the Committee. At the Audit Committee, made timely and relevant statements on global financial reporting and collaboration with Accounting Auditor based on extensive experience.	Board of Directors : 100% (7/7)* Nomination Committee : 100% (5/5)* Audit Committee : 100% (8/8)* *The number of the Board and the Nomination & Audit Committee meetings held, as well as his attendance thereat for the period on and after 25 June 2026 when he assumed office.
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Note: In addition to the number of Board meetings stated in the table above, the written consent was obtained by Directors on matters deemed to have been resolved by the Board of Directors pursuant to the Article 370 of the Companies Act and the Company's Articles of Incorporation.

V. Accounting Auditor

1. Name of Accounting Auditor

Ernst & Young ShinNihon LLC

2. Fees, etc., to Accounting Auditor with respect to the Fiscal Year

Fees, etc., to Accounting Auditor with respect to the fiscal year under review	¥ 155 million
Monetary and/or other property benefits payable by the Company and its subsidiaries to Accounting Auditor	¥ 155 million

Notes:

1. The audit contract entered into between the Company and the Accounting Auditor does not differentiate the fees payable to it from their audit in their capacity as Accounting Auditor pursuant to the Companies Act and those payable to from their audit pursuant to the Financial Instruments and Exchange Act. It is not practically possible to differentiate them, either. As such, the "Fees, etc., to Accounting Auditor for the fiscal year" referred to in the above table show the total sum payable for these services.
2. Ernst & Young also acts as principal auditors for material subsidiaries of the Group.

3. The Reason for which Audit Committee Consented to the Fees, etc. to the Accounting Auditor

Audit Committee consented to the amount of the fees, etc. payable to the Accounting Auditor as set forth in Article 399.1 of the Companies Act, after, among others, having reviewed their audit plan, last year's performance and the rationale of fee estimate including audit time based on the received documents as necessary and hearing from the Executive Officers, relevant departments and Accounting Auditor themselves.

4. Policies on Dismissal or Non-reappointment of Accounting Auditor

In addition to the dismissal of the Accounting Auditor by the Audit Committee where the Accounting Auditor is considered to fall into any of the causes described in Article 340.1 of the Companies Act, the Audit Committee would, in principle, propose an agenda for dismissal or non-reappointment of the Accounting Auditor to the General Meeting of Shareholders when the Audit Committee considers that it would be difficult for the Accounting Auditor to perform its duties properly, due to their violation of law or other matters impairing its eligibility or independence.

The above Business Reports are prepared by rounding off any fraction of one million yen to the nearest one million yen. Any future and prospective matters contained above are described by reference to the then status existing as of the end of FY2026.

Consolidated balance sheet (as of 31 March 2026)

(In JPY millions)

ASSETS		LIABILITIES	
Non-current assets	775,645	Current liabilities	560,279
Goodwill	87,346	Borrowings	307,801
Intangible assets	54,890	Derivative financial instruments	816
Property, plant and equipment	485,109	Trade and other payables	209,968
Investment property	108	Contract liabilities	20,216
Investments accounted for using the equity method	28,096	Taxation liabilities	2,929
Retirement benefit assets	36,345	Provisions	18,140
Contract assets	372	Deferred income	409
Trade and other receivables	6,803	Non-current liabilities	371,696
Assets held at Fair Value through other Comprehensive Income	26,797	Borrowings	239,368
Derivative financial instruments	2,946	Derivative financial instruments	359
Deferred tax assets	46,692	Trade and other payables	2,302
Tax receivables	141	Contract liabilities	36,616
Current assets	341,849	Deferred tax liabilities	19,456
Inventories	185,511	Taxation liabilities	4,169
Contract assets	1,093	Retirement benefit obligations	44,444
Trade and other receivables	87,985	Provisions	21,032
Derivative financial instruments	3,701	Deferred income	3,950
Cash and cash equivalents	57,559	Total: Liabilities	931,975
Tax receivables	3,723	EQUITY	
Assets held for sale	2,277	Capital and reserves attributable to the Company's equity shareholders	151,225
		Called up share capital	116,913
		Capital surplus	155,875
		Treasury stock	(45)
		Stock subscription rights	258
		Retained earnings	(44,286)
		Retained earnings (Translation adjustment at the IFRS transition date)	(68,048)
		Accumulated other comprehensive income	(9,442)
		Non-controlling interests	34,294
		Total: Equity	185,519
Total: Assets	1,117,494	Total: Liabilities and equity	1,117,494

Consolidated income statement (for the period of 1 April 2025 to 31 March 2026)

(In JPY millions)

Revenue		879,462
Cost of Sales		(683,539)
Gross profit		195,923
Other income	2,931	
Distribution costs	(76,046)	
Administrative expenses	(86,759)	
Other expenses	(7,232)	(167,106)
Operating profit before exceptional items		28,817
Exceptional items (gains)	3,411	
Exceptional items (losses)	(8,925)	(5,514)
Operating profit after exceptional items		23,303
Finance income		4,702
Finance expenses		(32,966)
Share of post-tax profit of joint ventures and associates accounted for using the equity method		5,714
Other losses on equity method investments		(375)
Profit before taxation		378
Taxation		5,133
Profit for the period		5,511
Profit attributable to non-controlling interests		1,090
Profit attributable to owners of the parent		4,421

Consolidated statement of comprehensive income (Reference only)
(for the period of 1 April 2025 to 31 March 2026)

(In JPY millions)

Profit for the period	5,511
Other comprehensive income:	
Items that will not be reclassified to profit or loss:	
Re-measurement of retirement benefit obligations	4,059
Revaluation of Assets held at Fair Value through Other Comprehensive Income – equity investments	5,175
Sub total	9,234
Items that may be reclassified to profit or loss:	
Foreign currency translation adjustments	12,343
Revaluation of Assets held at Fair Value through Other Comprehensive Income – other investments	2,394
Cash flow hedges - fair value gains	1,516
Sub total	16,253
Total: Other comprehensive income for the period	25,487
Total comprehensive income for the period	30,998
Attributable to non-controlling interests	(4,606)
Attributable to owners of the parent	35,604

Consolidated statement of cash flows (Reference only)
(for the period of 1 April 2025 to 31 March 2026)

(In JPY millions)

Cash flows from operating activities	
Profit for the period from continuing operations	5,511
Taxation	(5,133)
Depreciation and amortization	54,167
Impairment	4,005
Finance costs - net	28,264
Share of profit from joint ventures and associates	(5,714)
Decrease in provisions and retirement benefit obligations	(6,339)
Net change in working capital	(10,493)
Other	(529)
Cash flows generated from operations	63,739
Interest paid	(28,530)
Interest received	3,110
Tax paid	(4,695)
Net Cash inflows from operating activities	33,624
Cash flows from investing activities	
Dividends received from joint ventures and associates	6,403
Purchases of property, plant and equipment and intangible assets	(46,388)
Proceeds on disposal of property, plant and equipment and intangible assets	1,566
Other	5,857
Net cash outflows from investing activities	(32,562)
Cash flows from financing activities	
Dividends paid	(3,189)
Repayment of borrowings	(286,625)
Proceeds from borrowings	275,154
Purchase of treasury stock	(1)
Net cash outflows from financing activities	(14,661)
Decrease in cash and cash equivalents (net of bank overdrafts)	(13,599)
Cash and cash equivalents (net of bank overdrafts) at beginning of period	62,978
Effect of foreign exchange rate changes	2,685
Hyperinflation adjustment	3,037
Cash and cash equivalents (net of bank overdrafts) at end of period	55,101

Financial Statements

Balance sheet (as of 31 March 2026)

(in JPY millions)

ASSETS		LIABILITIES	
Current assets	116,606	Current liabilities	275,488
Cash and cash deposits	6,587	Accounts payable-trade	14,249
Notes receivable	711	Bank borrowings	184,525
Accounts receivable-trade	16,433	Current portion of Long-term borrowings	46,534
Products and goods	16,070	Lease obligatios	9
Work in process	3,092	Accounts payable - non-trade	11,125
Raw materials and consumables	8,527	Accrued income tax	44
Short-term loan receivable	54,011	Accrued expenses	1,310
Other current assets	11,175	Contract liabilities	2,833
Fixed assets	583,164	Customers' deposits	12,024
Tangible assets	52,400	Provision for loss on business of subsidiaries and affiliates	171
Buildings	8,913	Provision for employees' bonuses	1,235
Structures	943	Provision for directors' bonuses	7
Machinery & Equipment	18,738	Provision for warranties	1,184
Vehicles	31	Other current liabilities	238
Tools & Fixtures	4,576	Fixed liabilities	107,535
Land	8,002	Long-term bank borrowings	95,864
Leased assets	44	Lease obligations	35
Construction in progress	11,153	Provision for retirement benefits	948
Intangible assets	1,091	Provision for rebuilding furnaces	6,917
Computer software	51	Asset retirement obligations	2,805
Software construction in progress	773	Deferred tax liabilities	855
Other intangible assets	267	Other fixed liabilities	111
Investments and other assets	529,673	Total: Liabilities	383,023
Investments in securities	943	NET ASSETS	
Investments in subs. & affiliates	510,866	Shareholders' equity	324,549
Long-term loan receivable	12,294	Capital stock	116,913
Long-term prepaid expenses	874	Capital surplus	153,734
Prepaid pension expenses	2,494	Legal capital surplus	45,235
Other assets	2,220	Other capital surplus	108,499
Allowance for doubtful accounts	(18)	Retained earnings	53,947
Total: Assets	699,770	Legal earned surplus	6,377
		Other retained earnings	47,570
		Reserve for adv'ed depreciation	613
		General reserve	24,977
		Retained earnings carried forward	21,980
		Treasury stock	(45)
		Valuation and translation adjustments	(8,060)
		Deferred gains or losses on hedges	(8,060)
		Stock subscription rights	258
		Net Assets	316,747
		Total: Liabilities and net assets	699,770

Income statement (for the period of 1 April 2025 to 31 March 2026)

(in JPY millions)

Revenue		117,849
Cost of sales		(90,246)
Gross profit		27,603
Selling, general and administrative expenses		(27,680)
Operating loss		(77)
Non-operating income		
Interest and dividend income	11,488	
Other income	965	12,453
Non-operating expense		
Interest expense	(11,176)	
Financial expense	(2,950)	
Other expense	(11)	(14,137)
Ordinary loss		(1,761)
Extraordinary income		
Gain from sale of fixed assets	81	
Gain on sale of investment securities	116	
Gain on sale of subsidiaries	575	772
Extraordinary loss		
Loss on scrapping of fixed assets	(248)	
Loss on sale of fixed assets	(2)	
Loss on sale subsidiaries	(1,558)	
Other extraordinary loss	(3)	(1,811)
Net loss before tax		(2,800)
Income tax: Current	(968)	
Income tax: Deferred	273	(695)
Net loss		(2,105)

The following are also attached to the Japanese original of this document (for reference only):

A. Copy of Independent Accounting Auditor's Audit Report

- The financial statements and supplementary schedules thereof present fairly, in all material respects, the financial position of the Company and its financial performance.
- The Accounting Auditor does not have any interest in the Company that is required to be disclosed.
- The issuance of common shares by way of a third-party allotment to Lumina Japan Acquisition Co., Ltd. (the "Allottee") and the share consolidation to ensure that the Allottee becomes the Company's sole shareholder, which were resolved by the Board of Directors of the Company at its meeting held on 24 March 2026 to be submitted as proposals to the annual general meeting of shareholders scheduled for late June 2026, do not affect our opinion

B. Copy of Audit Committee's Audit Report

- Results of Audit of Business Report:
 - The business report and supplementary schedules thereof present fairly the status of the Company.
 - No misconduct or material facts in violation of laws and regulations or the Articles of Incorporation of the Company was found in connection with the execution of the duties of the Directors and Executive Officers.
 - The Board of Directors' resolutions with respect to the internal control systems were appropriate. There are no matters to be noted regarding the statements in the business report or the performance of the duties of the Directors and Executive Officers with respect to the internal control systems.
- The methods and results of audits by the Accounting Auditor regarding the consolidated financial statements are appropriate.
- The methods and results of audits by the Accounting Auditor regarding the non-consolidated financial statements and supplementary schedules thereof are appropriate.