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(Stock Exchange Code: 5333)

June 5, 2026

(Start date of measures for electronic provision
of materials: May 29, 2026)

To Shareholders:

Shigeru Kobayashi
Representative Director and President
NGK Corporation
2-56, Suda-cho, Mizuho-ku, Nagoya, Japan

**CONVOCAION NOTICE OF
THE 160TH ANNUAL SHAREHOLDERS' MEETING**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially notified that the 160th Annual Shareholders' Meeting of NGK Corporation (the "Company") will be held as described below.

The Company has adopted measures for electronic provision of materials with regard to the convocation of this Annual Shareholders' Meeting. Accordingly, the matters subject to electronic provision are posted as "CONVOCAION NOTICE OF THE 160TH ANNUAL SHAREHOLDERS' MEETING" on the internet website below.

Website of the Company <https://www.ngk-global.com/ir/stock/meeting/>

The same information is also posted on the website below.

Website of the Tokyo
Stock Exchange <https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Please access the Tokyo Stock Exchange website above and search the Company by entering the issue name (NGK Corporation) or stock exchange code (5333), select "Basic information" and then "Documents for public inspection/PR information" to view the materials.

If you are unable to attend this Annual Shareholders' Meeting in person, you can exercise your voting rights in advance in writing or via the Internet. Please review the Reference Documents for the Shareholders' Meeting on the following pages and exercise your voting rights by 5:15 p.m. on Friday, June 26, 2026, Japan time.

- 1. Date and Time:** Monday, June 29, 2026 at 10:00 a.m., Japan time
- 2. Place:** Conference room on the first floor of the main building of the Company located at 3-16, Mutsuno 1-chome, Atsuta-ku, Nagoya, Japan
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 160th Fiscal Year (April 1, 2025 - March 31, 2026) and results of audits of the Consolidated Financial Statements by the Accounting Auditors and the Audit & Supervisory Board
 2. Non-consolidated Financial Statements for the Company's 160th Fiscal Year (April 1, 2025 - March 31, 2026)
- Proposals to be resolved:**
- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of 10 Directors
- Proposal 3:** Election of 1 Audit & Supervisory Board Member
- Proposal 4:** Election of 1 substitute Audit & Supervisory Board Member
- Proposal 5:** Revision of Directors' Compensation, Etc.
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Reference Documents for the Shareholders' Meeting

Proposal 1: Appropriation of Surplus

Taking into account such factors as strengthening of our business structure, future business development and earnings conditions, the year-end dividend for the year ended March 31, 2026 is proposed as follows.

Matters concerning the year-end dividend

- (1) Type of property distributed as dividend:
Cash
- (2) Matters concerning the allocation of the dividend property to shareholders and the total amount thereof:
42 yen per share of the Company's common shares, 12,079,663,638 yen in total
- (3) Effective date of the dividend from surplus:
Tuesday, June 30, 2026

Proposal 2: Election of 10 Directors

The terms of office of all 9 Directors will expire at the conclusion of this Annual Shareholders' Meeting. Accordingly, in order to further strengthen its management structure, the Company proposes the election of 10 Directors, with an increase of one member. If this proposal is approved as originally proposed, one-third or more of the Company's Directors will be Independent Outside Directors.

The candidates for Director are as follows. The Nomination and Compensation Advisory Committee (the committee chairperson: an independent Outside Director), which consists of a majority of independent Outside Directors, has deliberated matters concerning the candidates for Director, and the Board of Directors has determined the nomination of the candidates in consideration of results of the deliberations reported from the committee.

No.	Name	Current positions and responsibilities at the Company	Attendance at Board of Directors meetings
1	Taku Oshima [Reappointment]	Representative Director and Chairman	100% (15 out of 15 meetings)
2	Shigeru Kobayashi [Reappointment]	Representative Director and President	100% (15 out of 15 meetings)
3	Jun Mori [Reappointment]	Director and Senior Vice President	100% (11 out of 11 meetings)
4	Hideaki Shindo [Reappointment]	Director and Senior Vice President	100% (15 out of 15 meetings)
5	Mayumi Inagaki [Reappointment] [Female]	Director and Senior Vice President	100% (15 out of 15 meetings)
6	Takao Ohnishi [New candidate]	Senior Vice President	–
7	Emiko Hamada [Reappointment] [Outside] [Independent] [Female]	Outside Director	100% (15 out of 15 meetings)
8	Hiroshi Sakuma [Reappointment] [Outside] [Independent]	Outside Director	100% (15 out of 15 meetings)
9	Noriko Kawakami [Reappointment] [Outside] [Independent] [Female]	Outside Director	100% (15 out of 15 meetings)
10	Kengo Miyamoto [Reappointment] [Outside] [Independent]	Outside Director	100% (15 out of 15 meetings)

Note: Mr. Jun Mori's attendance record refers to Board of Directors meetings held after his appointment on June 26, 2025.

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
1	Taku Oshima (July 14, 1956) [Reappointment] [Number of stock acquisition rights owned] 66 (Equivalent to 66,000 shares) [Attendance at the Board of Directors meetings] 100% (15 out of 15 meetings)	March 1980 June 2007 June 2011 June 2014 June 2020 April 2021 May 2021 June 2021 June 2024	Joins NGK Appointed as vice president Appointed as senior vice president Appointed as representative director and president Appointed as outside director, Central Japan Railway Company (incumbent) Appointed as representative director and chairman, NGK (incumbent) Appointed as Chairman, Aichi Employers' Association Appointed as outside director, Toho Gas Co., Ltd. (incumbent) Appointed as outside director, Nomura Holdings, Inc. (incumbent) (Significant concurrent positions) Outside director, Central Japan Railway Company Outside director, Toho Gas Co., Ltd. Outside director, Nomura Holdings, Inc.	50,000
[Reasons for the nomination of candidate for Director] After joining the Company, Mr. Taku Oshima belonged to Manufacturing Engineering Division, and experienced start-up of manufacturing lines at overseas subsidiaries. He went on to play a key role in the development and mass production of products in our NAS battery business. Over many years, he has been a driving force behind our management, contributing to both our technical and business operations. He served as Representative Director and President from 2014, and has been serving as Representative Director and Chairman since 2021. We renominated him as a candidate for Director because he has abundant experience at the Company and insights in business operations.				
2	Shigeru Kobayashi (March 23, 1961) [Reappointment] [Number of stock acquisition rights owned] 21 (Equivalent to 21,000 shares) [Attendance at the Board of Directors meetings] 100% (15 out of 15 meetings)	March 1983 June 2016 June 2018 June 2020 April 2021	Joins NGK Appointed as vice president Appointed as senior vice president Appointed as director and senior vice president Appointed as representative director and president (incumbent) (Responsibilities) Overall Corporate Management, Responsible for Business Groups, Executive Committee Chair, Strategy Committee Chair, Sustainability Management Committee Chair, Risk Management Committee Chair, and Responsible for Management Operations	50,126
[Reasons for the nomination of candidate for Director] After joining the Company, Mr. Shigeru Kobayashi engaged in overseas sales and marketing at Energy Infrastructure Business Division and assumed positions in various departments including the manager of sales and marketing department of the NAS battery business, president of an overseas subsidiary, manager of the overseas sales and marketing department at the Ceramic Products Business Group, and Group Executive of Energy Infrastructure Business Group. He has been serving as Representative Director and President since 2021. We renominated him as a candidate for Director because he has abundant experience at the Company, as well as a wealth of knowledge and personal contacts for business operations.				

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
3	<p>Jun Mori (April 26, 1964)</p> <p>[Reappointment]</p> <p>[Number of stock acquisition rights owned] 8 (Equivalent to 8,000 shares)</p> <p>[Attendance at the Board of Directors meetings] 100% (11 out of 11 meetings)</p> <p>Note: Refers to Board of Directors meetings held after appointment on June 26, 2025.</p>	<p>April 1988 Joins NGK</p> <p>June 2019 Appointed as vice president</p> <p>June 2021 Appointed as senior vice president</p> <p>June 2024 Appointed as senior vice president</p> <p>June 2025 Appointed as director and senior vice president (incumbent)</p> <p>(Responsibilities) Top Executive R&D, Responsible for Corporate NV Creation, Corporate R&D, Manufacturing Engineering, Corporate Safety, Quality & Environment Dept., IP Strategy Dept, Digital Transformation & Innovation Dept., and ICT Dept.; Development and Commercialization Committee Chair; Quality Committee Chair; and Environment, Safety & Industrial Health Committee Chair</p>	22,590	
<p>[Reasons for the nomination of candidate for Director]</p> <p>After joining the company, Mr. Jun Mori gained experience in plant technology administration within the Engineering Business Group (Separated and currently an independent company) and in technology administration within the Ceramic Products Business Group. As General Manager of the Manufacturing Division and later as Group Executive of the Ceramic Products Business Group, he focused on business expansion. He currently oversees the Corporate NV Creation, Corporate R&D, Corporate Manufacturing Engineering, as well as the head office departments including Corporate Safety, Quality & Environment Dept., IP Strategy Dept., Digital Transformation & Innovation Dept., and ICT Dept. He plays a key role in overseeing the Group's overall technological functions. We renominated him as a candidate for Director because he has abundant experience at the Company and knowledge in business operations and manufacturing technologies.</p>				
4	<p>Hideaki Shindo (November 1, 1964)</p> <p>[Reappointment]</p> <p>[Number of stock acquisition rights owned] 10 (Equivalent to 10,000 shares)</p> <p>[Attendance at the Board of Directors meetings] 100% (15 out of 15 meetings)</p>	<p>April 1988 Joins NGK</p> <p>June 2018 Appointed as vice president</p> <p>June 2021 Appointed as director and senior vice president</p> <p>June 2024 Appointed as director and senior vice president (incumbent)</p> <p>(Responsibilities) Responsible for Sustainability Management Dept., Corporate Communications Dept., Corporate Planning Office, Secretarial Office, Finance & Accounting Dept., and Purchasing Dept., Senior Officer in charge of Group Companies, Sustainability Management Vice Committee Chair, Risk Management Vice Committee Chair, Logistics General Manager</p>	26,000	
<p>[Reasons for the nomination of candidate for Director]</p> <p>After joining the Company, Mr. Hideaki Shindo has gained experience in business operations including finance and accounting as well as in management of subsidiaries in North America and Mexico. Subsequently, he held positions such as General Manager of Corporate Planning Office and General Manager of Finance Department. He currently is responsible for Sustainability Management Department, Corporate Communications Department, Corporate Planning Office, Secretarial Office, Finance & Accounting Department, and Purchasing Department in Head Office, and is focusing his efforts on sustainability management. We renominated him as a candidate for Director because he has abundant experience at the Company and knowledge in business operations as well as finance and accounting.</p>				

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
5	<p>Mayumi Inagaki (May 18, 1964)</p> <p>[Reappointment]</p> <p>[Number of stock acquisition rights owned] 5 (Equivalent to 5,000 shares)</p> <p>[Attendance at the Board of Directors meetings] 100% (15 out of 15 meetings)</p>	<p>April 1988 Joins NGK</p> <p>June 2020 Appointed as vice president</p> <p>June 2024 Appointed as director and senior vice president (incumbent)</p> <p>(Responsibilities)</p> <p>Responsible for Auditing Dept., DIVERS Administration Office, Human Resources Dept., Group Compliance Dept., Legal Dept., and General Affairs Dept., Chief Compliance Officer, Compliance Committee Chair, Internal Controls Committee Chair, HR Committee Chair, Chief Construction Business Act Officer</p>	18,741
<p>[Reasons for the nomination of candidate for Director]</p> <p>After joining the Company, Ms. Mayumi Inagaki has accumulated a variety of practical business experience consistently in the Legal Department. She has addressed legal issues in the Company in coordination with lawyers in Japan and overseas. In addition, she has supported the Company's business from a legal standpoint by working to enhance organizational capabilities of the Legal Department, such as hiring in-house lawyers and building a legal network in the NGK Group including overseas operations. She is currently responsible for the head office departments including the Auditing Dept., DIVERS Administration Office, Human Resources Dept., Group Compliance Dept., Legal Dept., and General Affairs Dept. We renominated her as a candidate for Director because she has abundant experience at the Company and a wealth of knowledge in legal affairs.</p>			
6	<p>Takao Ohnishi (November 1, 1966)</p> <p>[New candidate]</p> <p>[Number of stock acquisition rights owned] 3 (Equivalent to 3,000 shares)</p>	<p>April 1990 Joins NGK</p> <p>April 2019 General Manager, Electronics Components Division, Electronics Business Group (currently Digital Society Business Group)</p> <p>June 2021 Appointed as vice president</p> <p>June 2024 Appointed as senior vice president (incumbent)</p> <p>(Responsibilities)</p> <p>Responsible for IP Strategy Dept., Group Executive of Corporate R&D</p>	17,000
<p>[Reasons for the nomination of candidate for Director]</p> <p>After joining the Company, Mr. Takao Ohnishi worked in the Manufacturing Engineering Division before gaining extensive experience primarily in technical development within the Electronics Components Division. As head of that division, he was responsible for business operations and organizational management, and focused his efforts on expanding our business. As Group Executive of Corporate R&D, he is leading efforts to strengthen our R&D capabilities and technological infrastructure with a focus on creating new products. We nominated him as a candidate for Director because he has abundant experience at the Company and knowledge in business operations and R&D.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
7	Emiko Hamada (November 23, 1958) [Reappointment] [Outside] [Independent] [Number of stock acquisition rights owned] 0 [Attendance at the Board of Directors meetings] 100% (15 out of 15 meetings)	April 1984 Joins Taiyo Yuden Co., Ltd. (Taiyo Yuden) December 2001 Appointed as general manager, Quality Assurance Control R Technology Div., Engineering Group, Taiyo Yuden September 2003 Appointed as chief engineer, Basic Research Div., General Research Laboratory, Engineering Group, Taiyo Yuden November 2008 Appointed as associate professor, Center for Social Contribution and Collaboration, Nagoya Institute of Technology (NITech) April 2011 Appointed as professor, Center for Social Contribution and Collaboration, NITech, and professor for Master of Techno-Business Administration, NITech Graduate School April 2012 Appointed as professor, Center for Research on Assistive Technology for Building a New Community, NITech May 2015 Appointed as third-area program officer, A-STEP (Adaptable and Seamless Technology Transfer Program through Target-driven R&D), Japan Science and Technology Agency August 2016 Appointed as visiting professor, Nagoya University (currently Nagoya University, Tokai National Higher Education and Research System) June 2017 Appointed as director, NGK (incumbent) June 2019 Appointed as outside director, Taiyo Yuden (incumbent) (Significant concurrent positions) Outside director, Taiyo Yuden Co., Ltd.	5,000
<p>[Reasons for the nomination of candidate for Outside Director and a summary of expected roles]</p> <p>Ms. Emiko Hamada has made remarkable achievements such as leading the invention and the world's first commercialization of the CD-R (recordable CD) while working for Taiyo Yuden Co., Ltd. Since then, she has been engaged in research activities mainly through industry-academia-government collaborations as Professor at Nagoya Institute of Technology and Visiting Professor at Nagoya University. The Company expects her to oversee the management of the Company from an independent, objective standpoint based mainly on the perspective of research, development, and product commercialization, by utilizing the insights she has developed through her career. In addition, she has been appropriately fulfilling her duties as an Outside Director of the Company by giving her opinion in terms of ways to proceed with product development and new business and also on human resources measures, as well as offering suggestions to the Company's business operation and overseeing the management of the Company, therefore we renominated her as a candidate for Outside Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
8	Hiroshi Sakuma (June 2, 1956) [Reappointment] [Outside] [Independent] [Number of stock acquisition rights owned] 0 [Attendance at the Board of Directors meetings] 100% (15 out of 15 meetings)	April 1980 Joins Mitsubishi Corporation (Mitsubishi) May 2004 Appointed as president, Diamond Generating Corporation (in U.S.A.) April 2007 Appointed as general manager, Power Generation & Marketing, International Unit in Power & Electrical Systems Div., Mitsubishi April 2010 Appointed as deputy division COO, New Energy & Power Generation Div. and general manager, Power Generation & Marketing, International Unit, Mitsubishi April 2011 Appointed as senior vice president; deputy division COO, New Energy & Power Generation Div. and general manager, Power Generation & Marketing, International Unit, Mitsubishi April 2012 Appointed as senior vice president; division COO, New Energy & Power Generation Div., Mitsubishi April 2014 Appointed as executive vice president, group CEO, Global Environmental & Infrastructure Business Group, Mitsubishi June 2017 Appointed as outside director, Chiyoda Corporation April 2019 Appointed as corporate advisor, Mitsubishi March 2020 Appointed as member of the management board and chief cooperation & international officer, N.V. Eneco (in the Netherlands) June 2024 Appointed as director, NGK (incumbent)	0
<p>[Reasons for the nomination of candidate for Outside Director and a summary of expected roles]</p> <p>Mr. Hiroshi Sakuma has extensive knowledge of energy fields including carbon neutrality, as well as experience leading large organizations, through his work in important positions at Mitsubishi Corporation such as Division COO of New Energy & Power Generation Div. and subsequently Executive Vice President, Group CEO of Global Environmental & Infrastructure Business Group, as well as Member of the Management Board and Chief Cooperation & International Officer of N.V. Eneco(*). The Company expects him to oversee the management of the Company as an Outside Director and a management specialist from an independent, objective standpoint, by utilizing those insights and experience. In addition, he has been appropriately fulfilling his duties as an Outside Director of the Company by giving his opinions on management decisions and overall business activities from an investor's perspective, as well as offering suggestions to the Company's business operation and overseeing the management of the Company, therefore we renominated him as a candidate for Outside Director.</p> <p>(*) A comprehensive energy company that engages in business in Europe and that was acquired by Mitsubishi Corporation and Chubu Electric Power Co., Inc. through Diamond Chubu Europe B.V., which was jointly established by them.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
9	<p>Noriko Kawakami (June 17, 1959)</p> <p>[Reappointment]</p> <p>[Outside]</p> <p>[Independent]</p> <p>[Number of stock acquisition rights owned] 0</p> <p>[Attendance at the Board of Directors meetings] 100% (15 out of 15 meetings)</p>	<p>April 1982 Joins Tokyo Shibaura Electric Co., Ltd. (currently Toshiba Corporation)</p> <p>April 2003 Appointed as manager, Power Electronics Division, Toshiba</p> <p>October 2003 Sent on loan to Toshiba Mitsubishi-Electric Industrial Systems Corporation (currently TMEIC Corporation)</p> <p>October 2005 Transferred to TMEIC</p> <p>October 2015 Appointed as senior fellow, Power Electronics Systems Division, TMEIC (incumbent)</p> <p>January 2018 Awarded the title of fellow from the Institute of Electrical and Electronics Engineers (IEEE)</p> <p>June 2024 Appointed as director, NGK (incumbent)</p> <p>(Significant concurrent positions) Senior fellow, Power Electronics Systems Division, TMEIC Corporation</p>	3,000
<p>[Reasons for the nomination of candidate for Outside Director and a summary of expected roles]</p> <p>Ms. Noriko Kawakami has long engaged in product development in the power electronics field at Tokyo Shibaura Electric Co., Ltd. (currently Toshiba Corporation) and Toshiba Mitsubishi-Electric Industrial Systems Corporation (currently TMEIC Corporation) and possesses extensive knowledge and ample work experience in product development and manufacturing in the energy and digital fields, such as leading the development and commercialization of large-capacity power converters applied to power grids and infrastructure facilities that use renewable energy and so forth. She was awarded the title of fellow from the IEEE(*) for her contributions to the development and commercialization of this technology. The Company expects her to offer suggestions to the Company's business operation from a practical perspective and oversee the management of the Company from an independent, objective standpoint as an Outside Director, by utilizing those insights and experience. In addition, she has been appropriately fulfilling her duties as an Outside Director of the Company by giving her opinion in terms of the monetization of new businesses, approaches to mass production that take investment efficiency into account and also on human resources measures, as well as offering suggestions to the Company's business operation and overseeing the management of the Company, therefore we renominated her as a candidate for Outside Director.</p> <p>(*) The Institute of Electrical and Electronics Engineers, Inc. (IEEE) headquartered in the U.S., the IEEE is the world's leading association for electrical and electronic engineering technologies. It has over 500,000 members in more than 190 countries around the world.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
10	Kengo Miyamoto (July 8, 1967) [Reappointment] [Outside] [Independent] [Number of stock acquisition rights owned] 0 [Attendance at the Board of Directors meetings] 100% (15 out of 15 meetings)	<p>April 1995 Trains at Legal Training and Research Institute, Supreme Court of Japan</p> <p>April 1997 Becomes registered attorney (Tokyo Bar Association) Joins Kamano Sogo Law Offices</p> <p>September 2002 Registered as an attorney in New York Bar Association (U.S.A.)</p> <p>October 2002 Joins Blake Dawson law firm (based in Australia, currently Ashurst Horitsu Jimusho Gaikokuho Kyodo Jigyo, which is associated with Ashurst LLP)</p> <p>January 2004 Registered as an attorney in New South Wales Law Society (Australia)</p> <p>October 2004 Joins Ashurst Tokyo Law Office (currently Ashurst Horitsu Jimusho Gaikokuho Kyodo Jigyo, which is associated with Ashurst LLP)</p> <p>April 2009 Becomes managing partner, Miyamoto Yoshida Lawyers (currently Miyamoto International Lawyers) (incumbent)</p> <p>June 2024 Appointed as director, NGK (incumbent)</p> <p>(Significant concurrent positions) Managing partner, Miyamoto International Lawyers</p>	3,000
<p>[Reasons for the nomination of candidate for Outside Director and a summary of expected roles]</p> <p>Having long engaged in legal practice domestically and internationally as an attorney-at-law, Mr. Kengo Miyamoto possesses a wealth of work experience and specialized knowledge, including providing a wide range of advice to a number of Japanese and international companies in various fields such as manufacturing, service, transportation, and IT. The Company expects him to oversee the management of the Company as an Outside Director from an independent, objective standpoint based mainly on the perspective of compliance, by utilizing those insights and experience. In addition, he has been appropriately fulfilling his duties as an Outside Director of the Company by giving a wide range of opinions on matters such as legal strategies and improving the effectiveness of the internal control system, as well as offering suggestions to the Company's business operation and overseeing the management of the Company, therefore we renominated him as a candidate for Outside Director.</p>			

(Notes)

1. There is no special interest between each candidate for Director and the Company.
2. The Company has entered into a directors and officers liability insurance contract stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company to insure its Directors, Audit & Supervisory Board Members, and Vice Presidents (including the 10 candidates for Director). The said insurance contract covers damages and expenses (including litigation cost) in the event that a claim for damages is made against the insured due to an act (including nonfeasance) committed in the course of their duties as directors, audit & supervisory board members and officers of the Company, and the entire premium is borne by the Company. If the election of the 10 candidates for Director is approved at this Shareholders' Meeting, all the 10 Directors will be included as the insured of the insurance contract. In addition, the Company plans to renew the insurance contract with the same contents during their terms of office.
3. Ms. Noriko Kawakami is scheduled to assume office as an outside director at Daido Steel Co., Ltd. subject to approval at the company's 102nd Annual General Meeting of Shareholders, scheduled to be held on June 25, 2026, and to assume office as an outside director at SANKYU INC. subject to approval at the company's 117th Annual General Meeting of Shareholders, scheduled to be held on June 25, 2026.
4. Matters concerning the candidates for Outside Director are as follows.
 - (1) Ms. Emiko Hamada, Mr. Hiroshi Sakuma, Ms. Noriko Kawakami and Mr. Kengo Miyamoto are candidates for Outside Director as stipulated in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act. The Company has filed Independent Directors/Auditors Notification with Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc. to designate Ms. Emiko Hamada, Mr. Hiroshi Sakuma, Ms. Noriko Kawakami and Mr. Kengo Miyamoto as Independent Directors. If the appointment of Ms. Emiko Hamada, Mr. Hiroshi Sakuma, Ms. Noriko Kawakami and Mr. Kengo Miyamoto is approved at this Annual Shareholders' Meeting, the Company plans to file Independent Directors/Auditors Notification with Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc. to designate each of them as Independent Director.
 - (2) Although Ms. Emiko Hamada, Ms. Noriko Kawakami and Mr. Kengo Miyamoto have never been involved in corporate management except as Outside Director or outside Audit & Supervisory Board Member, the Company has judged that they are capable of performing their duties appropriately as Outside Directors due to the reasons stated in Reasons for the appointment of candidate for Outside Director and summaries of expected roles above.
 - (3) Ms. Emiko Hamada is currently in office as Outside Director of the Company, and will have served for nine years as Outside Director at the conclusion of this Annual Shareholders' Meeting. Mr. Hiroshi Sakuma, Ms. Noriko Kawakami and Mr. Kengo Miyamoto are currently in office as Outside Director of the Company, and will have served for two years as Outside Director at the conclusion of this Annual Shareholders' Meeting.
 - (4) Overview of the liability limitation agreement
The Company has entered into a liability limitation agreement with Ms. Emiko Hamada, Mr. Hiroshi Sakuma, Ms. Noriko Kawakami and Mr. Kengo Miyamoto which provides that if an Outside Director is without knowledge and is not grossly negligent in performing his/her duties, the liability of the Director to the Company under Article 423, Paragraph 1 of the Companies Act shall be limited to the amount provided in Article 425, Paragraph 1 of the Companies Act. Subject to the approval of their reappointment, the Company intends to continue the liability limitation agreements with them.

(5) The relationship between each concurrent organization of Outside Director candidates and the Company is as follows:

Candidate for Outside Director	Concurrent organization	Relationship with the concurrent organization as seen from the Company	Scale of transactions during the current consolidated fiscal year
Emiko Hamada	Taiyo Yuden Co., Ltd.	Sales of ceramic products, etc.	Less than 0.1% of the Company's consolidated net sales
			Less than 1% of the (expected) consolidated operating expenses of the concurrent organization for the fiscal year ended March 31, 2026
	Nagoya Institute of Technology	Sales of products for electronics industry, etc.	Less than 0.1% of the Company's consolidated net sales
			Less than 0.1% of the ordinary expenses of the concurrent organization for the fiscal year ended March 31, 2025
		Payment of research expenses, etc.	Less than 0.1% of the Company's consolidated operating expenses
		Less than 1% of the ordinary income of the concurrent organization for the fiscal year ended March 31, 2025	
	Nagoya University, Tokai National Higher Education and Research System	Sales of products for electronics industry, etc.	Less than 0.1% of the Company's consolidated net sales
			Less than 0.1% of the ordinary expenses of the concurrent organization (*Tokai National Higher Education and Research System) for the fiscal year ended March 31, 2025
		Payment of research expenses, etc.	Less than 0.1% of the Company's consolidated operating expenses
		Less than 0.1% of the ordinary income of the concurrent organization (*Tokai National Higher Education and Research System) for the fiscal year ended March 31, 2025	

Candidate for Outside Director	Concurrent organization	Relationship with the concurrent organization as seen from the Company	Scale of transactions during the current consolidated fiscal year
Hiroshi Sakuma	Mitsubishi Corporation	None	—
	N.V. Eneco	None	—
Noriko Kawakami	Toshiba Corporation	Sales of metal products, etc.	Less than 0.1% of the Company's consolidated net sales
			Less than 0.1% of the consolidated operating expenses of the concurrent organization for the fiscal year ended March 31, 2025
	TMEIC Corporation	None	—
Kengo Miyamoto	Miyamoto International Lawyers	None	—

(6) Ms. Emiko Hamada's name on the family register is Emiko Kato.

Proposal 3: Election of 1 Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member Takashi Kimura will expire at the conclusion of this Annual Shareholders' meeting. Accordingly, the Company proposes the election of one Audit & Supervisory Board Member.

In addition, the consent of the Audit & Supervisory Board has been obtained for the submission of this proposal.

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

Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions outside the Company	Number of shares of the Company held
Go Watanabe (September 19, 1958) [New candidate] [Outside] [Independent] [Number of stock acquisition rights owned] 0	<p>April 1982 Joined Mitsubishi Bank, Ltd. (currently MUFG Bank, Ltd.)</p> <p>June 2009 Appointed as Executive Officer, the Bank of Tokyo-Mitsubishi UFJ, Ltd. (currently MUFG Bank, Ltd.)</p> <p>May 2012 Appointed as Managing Executive Officer, the Bank of Tokyo-Mitsubishi, Ltd. (currently MUFG Bank, Ltd.)</p> <p>July 2013 Appointed as Managing Executive Officer, Mitsubishi UFJ Financial Group, Inc.</p> <p>July 2016 Appointed as First Senior Vice President, Nippon Densan Corporation (currently Nidec Corporation)</p> <p>September 2020 Appointed as Chairman, MST Insurance Service Co., Ltd.</p> <p>June 2021 Appointed as outside Director, Mitsubishi HC Capital Inc.</p> <p>June 2022 Appointed as outside full-time Audit & Supervisory Board Member, Mitsubishi Gas Chemical Company, Inc. (incumbent)</p>	0

[Reasons for the nomination of candidate for Outside Audit & Supervisory Board Member]

Mr. Go Watanabe has held various positions, including managing executive officer at the Bank of Tokyo-Mitsubishi UFJ, Ltd. (currently MUFG Bank, Ltd.) and has held executive positions at financial companies and manufacturing companies, having been involved in corporate management for many years. In addition to the experience and expertise in finance and corporate governance he has cultivated throughout his career, including many years of overseas assignments, he currently serves as a full-time Audit & Supervisory Board Member at Mitsubishi Gas Chemical Company, Inc., and possesses extensive experience and expertise as an auditor of a publicly listed company. We have nominated him as a candidate for Outside Audit & Supervisory Board Member, believing that he can contribute to enhancing the Company's corporate value by auditing its overall management from these experiences.

(Notes)

1. There is no special interest between the candidate for Audit & Supervisory Board Member and the Company.
2. The Company has entered into a directors and officers liability insurance contract stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company to insure its Directors, Audit & Supervisory Board Members, and Vice Presidents. The said insurance contract covers damages and expenses (including litigation cost) in the event that a claim for damages is made against the insured due to an act (including nonfeasance) committed in the course of their duties as directors, audit & supervisory board members and officers of the Company, and the entire premium is borne by the Company. If the election of the candidate for Audit & Supervisory Board Member is approved at this Shareholders' Meeting, the Audit & Supervisory Board Member will be included as the insured of the insurance contract. In addition, the Company plans to renew the insurance contract with the same contents during his term of office.
3. Matters concerning the candidate for Outside Audit & Supervisory Board Member are as follows.
 - (1) Mr. Go Watanabe is a candidate for the position of Outside Audit & Supervisory Board Member as stipulated in Article 2, Paragraph 3, Item 8 of the Ordinance for Enforcement of the Companies Act. If the appointment of Mr. Go Watanabe is approved at this Annual Shareholders' Meeting, the Company plans to file Independent Directors/Auditors Notification with Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc. to designate him as Independent Audit & Supervisory Board Member.
 - (2) If the appointment of Mr. Go Watanabe is approved at this General Meeting, the Company will enter into a liability limitation agreement with him which provides that if an Outside Director is without knowledge and is not grossly

negligent in performing his/her duties, the liability of the Director to the Company under Article 423, Paragraph 1 of the Companies Act shall be limited to the amount provided in Article 425, Paragraph 1 of the Companies Act.

- (3) The relationship between each concurrent organization of the Outside Audit & Supervisory Board Member candidate and the Company is as follows:

Candidate for Outside Audit & Supervisory Board Member	Concurrent organization	Relationship with the concurrent organization as seen from the Company	Scale of transactions during the current consolidated fiscal year
Go Watanabe	MUFG Bank, Ltd.	Borrowing funds	Less than 2% of Company's consolidated total assets (outstanding debt as of the end of the current fiscal year)
			Less than 0.1% of the consolidated total assets of the concurrent organization (as of March 31, 2025)
	Mitsubishi Gas Chemical Company, Inc.	None	—

- (4) Although Mr. Go Watanabe is a former employee of MUFG Bank, Ltd., which is both a shareholder and a source of funding for the Company, the bank's stake in the Company as of the end of the current fiscal year was only 2.46%. Furthermore, we conduct business with numerous financial institutions and do not rely on the bank to the extent that there are no alternatives for securing funds. Furthermore, it has already been approximately 10 years since Mr. Go Watanabe left the bank. Therefore, we believe that following Mr. Go Watanabe's appointment, the relationship between the bank and the Company regarding shareholdings and borrowing will not affect the Company's management, and that Mr. Go Watanabe's independence is fully ensured.
- (5) Mr. Go Watanabe is scheduled to step down as a full-time outside auditor & supervisory board member of Mitsubishi Gas Chemical Company, Inc. effective June 25, 2026.

Proposal 4: Election of 1 substitute Audit & Supervisory Board Member

Mr. Shuzo Hashimoto was elected as substitute Audit & Supervisory Board Member at the 156th Annual Shareholders' Meeting of the Company held on June 27, 2022, however, the effective period of the election of Mr. Shuzo Hashimoto will expire at the beginning of this Annual Shareholders' Meeting. To prepare for cases where the number of Audit & Supervisory Board Members falls below the number required by laws and regulations, the Company proposes the election Mr. Shuzo Hashimoto as substitute outside Audit & Supervisory Board Member in advance.

The effectiveness of the election of Mr. Shuzo Hashimoto may be cancelled based on the resolution of the Board of Directors, provided, however, that such cancellation is done only prior to the assumption of the office and with the consent of the Audit & Supervisory Board.

In addition, the consent of the Audit & Supervisory Board has been obtained for the submission of this proposal.

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

Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions outside the Company	Number of shares of the Company held
Shuzo Hashimoto (April 5, 1956) [Outside] [Independent] [Number of stock acquisition rights owned] 0	April 1987 Becomes registered attorney (Nagoya Bar Association) Joined Oguri Law Office April 1992 Established Hashimoto Law Firm, Director (incumbent) April 2004 Appointed as Vice President, Nagoya Bar Association (currently Aichi Bar Association) June 2020 Appointed as outside audit & supervisory board member of CKD Corporation (incumbent) (Significant concurrent positions) Director of Hashimoto Law Firm Outside audit & supervisory board member of CKD Corporation	0
[Reasons for the nomination of candidate for substitute Outside Audit & Supervisory Board Member]		
In addition to his expertise and extensive experience as a lawyer, Mr. Shuzo Hashimoto also possesses experience and insights gained from serving as an auditor for a publicly listed company. We have nominated him as a candidate for substitute outside Audit & Supervisory Board Member, believing that he can contribute to enhancing the Company's corporate value by auditing its overall management from these experiences.		

(Notes)

1. There is no special interest between the candidate for substitute Audit & Supervisory Board Member and the Company.
2. The Company has entered into a directors and officers liability insurance contract stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company to insure its Directors, Audit & Supervisory Board Members, and Vice Presidents. The said insurance contract covers damages and expenses (including litigation cost) in the event that a claim for damages is made against the insured due to an act (including nonfeasance) committed in the course of their duties as directors, audit & supervisory board members and officers of the Company, and the entire premium is borne by the Company. If the election of the candidate for substitute Audit & Supervisory Board Member is approved at this Shareholders' Meeting and the candidate assumes the position of Audit & Supervisory Board Member, the Audit & Supervisory Board Member will be included as the insured of the insurance contract. In addition, the Company plans to renew the insurance contract with the same contents.
3. Mr. Shuzo Hashimoto is scheduled to assume office as an Outside Director (Audit and Supervisory Committee Member) at CKD Corporation subject to approval at the company's 106th Annual General Meeting of Shareholders, scheduled to be held on June 26, 2026.
4. Matters concerning the candidate for substitute outside Audit & Supervisory Board Member are as follows.
 - (1) Mr. Shuzo Hashimoto is a candidate for substitute outside Audit & Supervisory Board Member. If the appointment of Mr. Shuzo Hashimoto is approved at this Annual Shareholders' Meeting and he assumes the position of Audit & Supervisory Board Member, the Company plans to file Independent Directors/Auditors Notification with Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc. to designate him as Independent Director.
 - (2) Although Mr. Shuzo Hashimoto has never been involved in corporate management except as outside Director or outside Audit & Supervisory Board Member, the Company has judged that he is capable of performing his duties appropriately as substitute outside Audit & Supervisory Board Member due to the reasons stated in Reasons for the appointment of candidate for substitute outside Audit & Supervisory Board Member in the candidate section above.

- (3) If the appointment of Mr. Shuzo Hashimoto is approved at this General Meeting and he assumes the position of Audit & Supervisory Board Member, the Company will enter into a liability limitation agreement with him which provides that if an Outside Director is without knowledge and is not grossly negligent in performing his duties, the liability of the Director to the Company under Article 423, Paragraph 1 of the Companies Act shall be limited to the amount provided in Article 425, Paragraph 1 of the Companies Act.
- (4) The relationship between each concurrent organization of the substitute outside Audit & Supervisory Board Member candidate and the Company is as follows:

Candidate for substitute outside Audit & Supervisory Board Member	Concurrent organization	Relationship with the concurrent organization as seen from the Company	Scale of transactions during the current consolidated fiscal year
Shuzo Hashimoto	Hashimoto Law Firm	None	—
	CKD Corporation	None	—

Proposal 5: Revision of Directors' Compensation, Etc.

The amount of compensation, etc. for the Company's Directors was approved at the 141st Annual Shareholders' Meeting held on June 28, 2007 and at the 151st Annual Shareholders' Meeting held on June 29, 2017 to be a maximum of 800 million yen per annum (including a maximum of 60 million yen for outside Directors). In addition, at the 156th Annual Shareholders' Meeting held on June 27, 2022, separate from the abovementioned amount of compensation, etc. for Directors, the total amount of monetary claims to be paid as compensation, etc. for the purpose of granting restricted shares to the Company's Directors (excluding outside Directors) was set at a maximum of 200 million yen per annum.

In light of various factors, including subsequent changes in socio-economic conditions, and given that the importance of the supervisory and decision-making roles performed by directors has increased significantly, we have determined an annual compensation level commensurate with their responsibilities, setting the total annual amount at up to 1 billion yen, of which the portion for outside Directors shall be within 100 million yen per annum; furthermore, separate from the amount of compensation, etc. for Directors, the total amount of monetary claims to be paid as compensation, etc. for the purpose of granting restricted shares to the Company's Directors (excluding outside Directors) shall be within 400 million yen per annum. Please note that, other than the above maximum amounts for each type of compensation, etc., there have been no changes to the matters approved at the respective annual shareholders' meeting mentioned above.

This proposal has been determined by the Board of Directors following deliberation by the Nomination and Compensation Advisory Committee—a body composed of a majority of independent outside directors—after comprehensively considering the Company's business scale, executive compensation structure, and the level of compensation, etc. amounts. We believe this proposal is appropriate as it revises compensation levels in accordance with the objectives of the Company's executive compensation system and is consistent with the Company's policy for determining the details of individual directors' compensation, etc. Our policy regarding the determination of individual compensation, etc. for the directors is set forth on pages 62 through 65 of the matters subject to electronic provision.

Currently, there are nine directors (including four outside directors); however, if Proposal No. 2 is approved as proposed, the number of directors will increase to ten (including four outside directors).

Eligible recipients	Type of compensation	Pre-resolution	Post-resolution
Director	Amount of compensation, etc.	Up to ¥800 million / year	Up to ¥1 billion / year
	The compensation range for outside directors among the above	Up to ¥60 million / year	Up to ¥100 million / year
Director (Excluding outside Director)	The total amount of monetary claims paid as compensation, etc., for the grant of restricted shares	Up to ¥200 million / year	Up to ¥400 million / year

Reference: Skills and Experience of Directors and Audit & Supervisory Board Members following this Annual Shareholders' Meeting

Name Positions*	Attributes			Field of experience						
	Period in office (year)	Gender	Independent officer	Corporate management	Sustainability	Overseas business/ international experience	Marketing	Manufacturing technology R&D	Carbon neutrality	Digital
Taku Oshima Representative Director and Chairman	12	Male		○	○	○		○	○	
Shigeru Kobayashi Representative Director and President	6	Male		○	○	○	○		○	
Jun Mori Representative Director and Executive Vice President	1	Male			○	○	○	○	○	
Hideaki Shindo Director and Senior Vice President	5	Male			○	○	○			
Mayumi Inagaki Director and Senior Vice President	2	Female			○					
Takao Ohnishi Director and Senior Vice President	-	Male			○			○		○
Emiko Hamada Outside Director	9	Female	○	○	○	○		○	○	○
Hiroshi Sakuma Outside Director	2	Male	○	○	○	○	○		○	
Noriko Kawakami Outside Director	2	Female	○		○	○		○	○	○
Kengo Miyamoto Outside Director	2	Male	○		○	○				
Naoya Yagi Full-time Audit & Supervisory Board Member	3	Male			○	○	○			
Koji Hasegawa Full-time Audit & Supervisory Board Member	1	Male			○	○	○			
Masayoshi Sakaguchi Outside Audit & Supervisory Board Member	7	Male	○	○	○					
Go Watanabe Outside Audit & Supervisory Board Member	-	Male	○	○	○	○				

* The positions shown in the skills matrix above are positions that the candidates are expected to hold if they are elected at this Annual Shareholders' Meeting.

Specialized knowledge			Main reasons for marking “○” (experience, qualifications, etc.)
Finance	Legal compliance Risk management	HR/labor	
		○	<ul style="list-style-type: none"> • Representative Director and President of the Company • Manufacturing Engineering department (including experience as an overseas representative), other business divisions (including knowledge concerning carbon neutrality) at the Company • Chairman at a local Employers' Association, outside Director at major financial and infrastructure companies
	○		<ul style="list-style-type: none"> • Business divisions (including experience in management of overseas subsidiary and knowledge concerning carbon neutrality) at the Company • Sustainability Management Committee Chair at the Company • Risk Management Committee Chair at the Company
	○		<ul style="list-style-type: none"> • Business divisions (including planning, technology development, experience in management of overseas subsidiary and knowledge concerning carbon neutrality) at the Company • Group Executive of the Cyber Security Countermeasures Headquarters at the Company
○	○		<ul style="list-style-type: none"> • Director in charge of Finance and accounting department and Sustainability Management department at the Company • Business divisions (including experience in management of overseas subsidiary) at the Company • General Manager of Corporate Planning Office and Risk Management Committee Vice Chair at the Company
	○	○	<ul style="list-style-type: none"> • Director in charge of HR, General Affairs, Auditing, Group Compliance, and Legal departments at the Company
			<ul style="list-style-type: none"> • Director in charge of R&D department at the Company • Business divisions (including expertise in digital technologies) at the Company
			<ul style="list-style-type: none"> • R&D department and business divisions (including experience in international standardization and knowledge concerning carbon neutrality and digital technology) at major electronic component company, outside director at the same company • Professor at national university graduate school (engineering), research project manager at national research and development agency • Doctor (engineering), MBA
○		○	<ul style="list-style-type: none"> • Group CEO (including experience and knowledge concerning M&A and management accounting analysis) at major trading company • Executive (including knowledge concerning carbon neutrality) at global company
			<ul style="list-style-type: none"> • Product development department (including knowledge concerning carbon neutrality and digital technology) at major industrial plant company • Doctor (engineering), Professional Engineer (Electrical & Electronics Engineering), and Fellowship from the Institute of Electrical and Electronics Engineers (IEEE)
	○	○	<ul style="list-style-type: none"> • Attorney-at-law (Japan, New York, U.S.A., and New South Wales, Australia)
○	○		<ul style="list-style-type: none"> • General Manager of Auditing Department, corporate planning department, Finance & Accounting department (including experience as an overseas representative) at the Company
○			<ul style="list-style-type: none"> • Finance & Accounting department (including experience stationed overseas) at the Company • Business divisions (including experience in planning, and management of overseas subsidiary) at the Company
	○	○	<ul style="list-style-type: none"> • Chief executive of administrative organ (Commissioner-general of National Police Agency) • President of major general incorporated association
○	○	○	<ul style="list-style-type: none"> • Executive of major financial institution, insurance company, or corporations (including those with experience in overseas assignments and human resources) • Outside director or outside audit & supervisory board member (full-time) of listed company • MBA

Reasons for selection as field of experience/specialized knowledge

Corporate management	We believe that experience in and knowledge about corporate management in particular are essential to ensure legality in business activities and transparency in management, as well as promote healthy risk-taking and effectively supervise appropriate decision-making and business execution.
Sustainability	The management is centered on ESG (Environmental, Social, Governance) to realize the NGK Group Vision. We believe that experience and knowledge in the sustainability field in particular are essential to correctly recognize the ESG factors and other sustainability issues of the NGK Group and to connect these to the enhancement of our medium- to long-term corporate value by appropriately supervising and addressing initiatives aimed at sustainability issues.
Overseas business/ international experience	We believe that experience in overseas business or other international experience in particular are essential to provide appropriate advice and effectively supervise business execution in the business of the NGK Group supplying materials such as ceramics and related products to a wide range of areas including overseas.
Marketing	Reinforcing societal implementation of our technologies and thereby commercializing products are indispensable for the realization of the NGK Group Vision. We believe that experience and knowledge gained through work including marketing in the sales or planning field in particular are essential to provide appropriate advice to the above activities and effectively supervise business execution.
Manufacturing technology/R&D	Creating new businesses early and encouraging innovation in production processes are indispensable for the achievement of New Value 1000 (aiming to attain 100.0 billion yen of sales in newly launched businesses in 2030) laid out in the NGK Group Vision. We believe that experience and knowledge in the manufacturing technology or R&D field in particular are essential to provide appropriate advice to the above activities and effectively supervise business execution.
Carbon neutrality	We have formulated the NGK Group Environmental Vision, aiming to build a main business in the field related to carbon neutrality (CN) through the transformation of our business structure, which is set forth in the NGK Group Vision, and aiming to contribute to the realization of “CN,” a “recycling-oriented society,” and “harmony with nature,” which are required by society, through our business activities. We believe that experience and knowledge regarding carbon neutrality in particular are essential to provide appropriate advice to, manage, and effectively supervise business strategies for achieving these objectives.
Digital	We have formulated the NGK Group Digital Vision, aiming to build a main business in the field related to digital society (DS) through the transformation of our business structure, which is set forth in the NGK Group Vision, and aiming to become a company where the use of data and digital technology will be commonplace in 2030, by positioning digital transformation (DX) as the driving force for our business transformation and accelerating DX throughout the NGK Group. We believe that experience and knowledge regarding digital technology in particular are essential to provide appropriate advice to, manage, and effectively supervise business strategies for achieving these objectives.

Reasons for selection as field of experience/specialized knowledge

Finance	The NGK Group will strive to enhance its enterprise value by accelerating the transformation of its business portfolio through the proper allocation of management resources as well as promoting three initiatives: enhanced profitability of capital, secured growth, and the enhancement of non-financial value. We believe that specialized knowledge in finance in particular is essential to provide appropriate advice to, manage, and effectively supervise financial strategies for promoting and achieving these objectives.
Legal compliance Risk management	We have established the NGK Group Corporate Business Principles and NGK Group Code of Conduct to stipulate how everyone working for the NGK Group should execute their jobs so that they abide by society's laws and the Company's Articles of Incorporation and comply with corporate ethics. It is the Board of Directors' responsibility to ensure appropriate management by monitoring the status of compliance with these laws and ethics. In addition, the NGK Group views uncertainties that could affect the realization of its Group Vision as risks and has established measures tailored to each type of risk in order to prevent such risks in advance and minimize losses. The Board of Directors oversees the identification, assessment, and management of key risks through the Risk Management Committee and regularly verifies that the Company's risk management framework is functioning effectively, with reference to international standards. Therefore, we believe that specialized knowledge in legal compliance and risk management in particular is essential.
HR/labor	The NGK Group aims to add new value to society by developing an enriched and lively workplace environment where personnel with diverse experiences and values can play active roles, and each personnel autonomously embraces challenges and elevate each other. In addition, we have established the NGK Group Human Rights Policy to ensure that the human rights of all people affected by the NGK Group's business activities will not be violated, promoting initiatives for respect for human rights. We believe that specialized knowledge regarding human resources and labor in particular is essential to provide appropriate advice to, manage, and effectively supervise human resources strategies for promoting and achieving these objectives.

(Reference)

Independence Standards for Independent Outside Directors

To designate a director as independent of the Company (hereinafter, “independent director”), the director must fulfill the requirements for outside director specified in the Companies Act and for independent director, by the Tokyo Stock Exchange and must not fall under any one of the following provisions. However, the Company may make an exception and deem a person independent in light of his or her character, knowledge, and other attributes, as long as the person meets the requirements of the Companies Act and Tokyo Stock Exchange and the Company provides an external explanation of why he or she is deemed independent.

In these standards for determining independence, a business executive refers to an executive director, executive officer, corporate officer or other employee, and the NGK Group refers to NGK and its subsidiaries or affiliates.

1. A major shareholder who holds 10% or more of current voting rights in NGK, or who was a business executive of the corporation if the major shareholder is a corporation during the last three fiscal years, including the most recent fiscal year.
2. A current business executive of a business partner of the Company which has engaged in transactions with the NGK Group totaling 2% or more of consolidated net sales for either party in any of the last three fiscal years, including the most recent fiscal year.
3. A person who was a business executive in a corporation that is a financial institution or other major creditor which is absolutely essential in financing the NGK Group and for which no alternatives exist, in the past three fiscal years, including the most recent fiscal year.
4. A current director or officer of an organization that has received donations or grants totaling 10 million yen/year or 30% of total average annual expenses of the organization, whichever is greater, from the NGK Group in any of the past three fiscal years, including the most recent fiscal year.
5. A certified public accountant (CPA) or tax accountant, or a current employee of an accounting auditor or tax accounting firm who served as an accounting auditor or accounting advisor of the NGK Group in the past three years, including the most recent fiscal year.
6. An attorney, certified public accountant, tax accountant, or other consultant who does not correspond to any of the individuals mentioned above in 5, who received 10 million yen/year or more in cash and other assets in addition to officer compensation in any of the past three fiscal years, including the most recent fiscal year, or who is a current employee, etc. of a law firm, accounting auditor, tax accounting firm, consulting firm, or other organization that provides expert advice and that organization has received payments from the NGK Group totaling 2% or more of total consolidated net sales in any of the past three fiscal years, including the most recent fiscal year.
7. A person who was a business executive in a company in which NGK is currently a major shareholder, in the past three fiscal years, including the most recent fiscal year.
8. A spouse or relative within the second degree of kinship of a person mentioned above in 1 through 7.

Independence Standards for Independent Outside Audit & Supervisory Board Members

In determining the independence of outside audit & supervisory board members, the Company makes comprehensive decision by consulting the “Guidelines concerning Listed Company Compliance, etc.” of the Tokyo Stock Exchange to make sure that there is no conflict of interest with general shareholders.

Policies and procedures concerning the nomination of candidates for officers and the appointment and dismissal of senior management

(Policies concerning nomination, appointment, and dismissal)

The NGK Group is mainly engaged in the manufacturing business supplying raw materials such as ceramics and related products to diverse business domains and a wide range of areas including overseas. The senior management—including the Representative Director, directors holding executive titles, directors responsible for business operations, and executive officers—are required to make management judgments and decisions based on their specific expertise in the business operations, manufacturing technologies, and research and development of each of the Group’s business sectors, as well as their knowledge of finance, legal affairs, and labor relations, without distinction based on gender, age, nationality, or race. Similarly, full-time auditors must conduct their audit duties based on their specialized knowledge in areas such as finance and insights gained from specific business experience. Therefore, when nominating candidates for directors and full-time audit &

supervisory board members, the Company places emphasis on the following areas of experience and expertise, as defined in the skills matrix:

Corporate management, sustainability, overseas business and international experience, marketing, manufacturing technology and R&D, carbon neutrality, digital, finance, legal, compliance, and risk management, and human resources and labor affairs.

For outside directors and outside audit & supervisory board members, we nominate candidates who possess advanced expertise in areas such as legal knowledge and corporate finance, as well as insight into international affairs, socio-economic trends, technological trends, and corporate management. The total number of directors is limited to 15 or fewer, as stipulated in the Articles of Incorporation.

In appointing representative directors and directors with special titles, NGK places emphasis on the capabilities to discern and formulate countermeasures for issues faced by the NGK Group, and on leadership skills required to demonstrate the ideal state of the NGK Group and spur the organization into action. On the other hand, when representative directors or directors with special titles commit a grave violation of laws and regulations, the Articles of Incorporation of NGK or other regulations of the NGK Group, or when a situation arises that would seriously impede their execution of duties, they may be dismissed if the Nomination and Compensation Advisory Committee has deemed the dismissal as appropriate and the Board of Directors have made a resolution on the dismissal.

The above policy is deliberated at the Nomination and Compensation Advisory Committee, which has independent Outside Directors as a majority of its members, and results thereof are reported to the Board of Directors.

(Procedures concerning nomination, appointment, and dismissal)

With regard to the nomination of candidates for directors and audit & supervisory board members, all representative directors deliberate on each candidate, and obtain approval from the Audit & Supervisory Board regarding the candidates for audit & supervisory board members. In addition, the nomination of each of the candidates for directors and audit & supervisory board members, as well as the appointment and dismissal of representative directors and directors with special titles are deliberated at the Nomination and Compensation Advisory Committee, which has independent Outside Directors as a majority of its members. By having the Committee report the results thereof to the Board of Directors, NGK strives to ensure fairness, transparency and timeliness in the procedures concerning nomination, appointment, and dismissal. At the Board of Directors' meeting, candidates for directors and audit & supervisory board members are nominated, compliant to the reporting procedures of the Committee, as an agenda (proposal) for the General Meeting of Shareholders. After the directors are elected at the General Meeting of Shareholders, in consideration of reports of the Committee, the Board of Directors shall appoint the representative directors and directors with special titles.