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(Securities Code 6473)

June 4, 2025

(Start of electronic provision of documents: June 2, 2025)

**To Shareholders with Voting Rights:**

Yoshihito Kondo  
President, Member of the Board  
JTEKT Corporation  
1-1 Asahi-machi, Kariya,  
Aichi, Japan

**NOTICE OF  
THE 125TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

We would like to express our appreciation for your continuous support.

The 125th Annual General Meeting of Shareholders of JTEKT Corporation (the “Company”) will be held as follows.

If you are unable to attend the meeting, you can exercise your voting rights by postal mail or via the Internet, etc. Please kindly follow the subsequent “Guidance on Exercising Your Voting Rights” and exercise your voting rights by reference to the Reference Documents for the General Meeting of Shareholders in the posted matters subject to the electronic provision measures by no later than 5:30 p.m. on Tuesday, June 24, 2025, Japan time.

- 1. Date and Time:** Wednesday, June 25, 2025 at 10:00 a.m., Japan time
- 2. Place:** Hall, GF of Main Office Building, JTEKT  
2-2 Showa-cho, Kariya, Aichi, Japan
- 3. Meeting Agenda:**
  - Matters to be reported:** Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the Company’s 125th Fiscal Year (April 1, 2024–March 31, 2025), and results of audits by the Accounting Auditor and the Audit & Supervisory Board for the Consolidated Financial Statements
  - Proposals to be resolved:**
    - Proposal 1:** Election of 6 Directors
    - Proposal 2:** Election of 1 Substitute Audit & Supervisory Board Member

In convening this General Meeting of Shareholders, the Company has taken measures for providing information in electronic format (the “electronic provision measures”) and has posted matters subject to the electronic provision measures on the following Company website.

The Company website

[https://www.jtekt.co.jp/e/ir/f\\_report.html](https://www.jtekt.co.jp/e/ir/f_report.html)

In addition to the website shown above, the Company also has posted this information on the website of Tokyo Stock Exchange (TSE).

TSE website (Listed Company Search)

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Please access the website mentioned above, enter the Company name or code (6473) into the search field, and select “Basic Information” and “Documents for Public Inspection/PR Information” to view the details.

## Guidance on Other Matters Regarding the Notice

- Among the matters subject to electronic provision measures, the following matters will not be provided in the paper copy to shareholders who made a request for delivery of documents in accordance with the provisions of laws and regulations and the Articles of Incorporation of the Company. These matters are included in Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Accounting Auditor and the Audit & Supervisory Board.
  - Notes to Consolidated Financial Statements
  - Notes to Non-consolidated Financial Statements
- If any amendments are made to matters subject to the electronic provision measures, such amendments will be posted on the respective websites where the matters are posted.

## Guidance on Exercising Your Voting Rights

### By Attending the Meeting

Please bring the enclosed Voting Rights Exercise Form and submit it at the reception desk.

Only our shareholders are allowed to enter the meeting place. Persons attending as proxies for shareholders must be shareholders themselves. Shareholders who concurrently exercise the voting rights of other shareholders as proxies are kindly requested to submit the following: their Voting Rights Exercise Forms as shareholders, their Voting Rights Exercise Forms for voting as proxies, and documents certifying their status as proxies.

Note: If you are attending the meeting, you do not have to exercise your voting rights by postal mail or via the Internet, etc.

Date of the meeting:

Wednesday, June 25, 2025, at 10:00 a.m., Japan time

### Via the Internet

Please visit the website designated by the Company for the exercise of voting rights (<https://www.web54.net>) and enter your vote for or against each of the proposals.

Deadline for voting:

The vote must be submitted by 5:30 p.m., Tuesday, June 24, 2025, Japan time.

### By Postal Mail

Please enter your vote for or against each of the proposals on the enclosed Voting Rights Exercise Form and return the Form. If there is no indication of your approval or disapproval of the proposals on the Voting Rights Exercise Form, we will treat it as an indication of your approval.

Deadline for voting:

The Form must be received by 5:30 p.m., Tuesday, June 24, 2025, Japan time.

## Concerning the Platform for the Electronic Exercise of Voting Rights (for Institutional Investors)

Institutional investors have the option of voting by electromagnetic means via the Platform for the Electronic Exercise of Voting Rights operated by ICJ Inc.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Election of 6 Directors

The terms of office of all 6 Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of 6 Directors is proposed.

The candidates are as follows:

No.		Name	Current positions and responsibilities at the Company
1	<Reappointment>	Yoshihito Kondo	President, Member of the Board CEO* Chief of IT & Digital Division Chief of Quality Management Division
2	<Reappointment>	Koichi Yamanaka	Senior Executive Officer, Member of the Board CBO* Chief of Overseas Business Manager Chief of Sales & Marketing Division Chief of Purchasing Division
3	<Reappointment> <Outside Director> <Independent Director>	Ikuji Ikeda	Director, Member of the Board
4	<Reappointment> <Outside Director> <Independent Director>	Yumiko Sakurai	Director, Member of the Board
5	<New appointment>	Toshiaki Shinya	Senior Executive Officer CPO* Chief of Production Division
6	<New appointment>	Isao Nakanishi	—

\* CEO stands for Chief Executive Officer.  
CBO stands for Chief Business Officer.  
CPO stands for Chief Production Officer.

No.	Name (Date of birth)	Experiences, positions and responsibilities at the Company	Number of shares of the Company held
1	Yoshihito Kondo (January 23, 1963)  <Reappointment>  Term of office as a Director: 1 year	<p>April 1988      Joined Toyota Motor Corporation</p> <p>January 2013    General Manager, Drive Train, Hybrid Vehicle Power Train &amp; Chassis Production Engineering Division, Toyota Motor Corporation</p> <p>January 2016    Executive General Manager, Toyota Motor Corporation Field General Manager, Unit Production Engineering Field General Manager, Power Train &amp; Chassis Production Engineering Division</p> <p>January 2017    Chief Officer, Power Train Company, Toyota Motor Corporation</p> <p>January 2019    Field General Manager, Production Engineering Innovation Field, Toyota Motor Corporation</p> <p>January 2020    Executive Vice President, Production Engineering Development Center, Toyota Motor Corporation</p> <p>April 2020      President, Production Engineering Development Center, Toyota Motor Corporation</p> <p>January 2024    Advisor of the Company</p> <p>June 2024      President, Member of the Board (to present)</p> <p>[Current responsibilities] Chief Executive Officer (CEO), Chief of IT &amp; Digital Division, and Chief of Quality Management Division; Supervising TQM Promotion Department and CEO's Office.</p> <p>[Reasons for nomination as a candidate for Director] Mr. Yoshihito Kondo is equipped with such personal qualities as high ethical standards and impartiality and possesses extensive experience and considerable insight as a business manager. We therefore propose his re-election as Director, Member of the Board to leverage his high and broad perspective supported by his experience as a basis for the reinforcement of our Company's corporate governance and the sustainable enhancement of our Company's corporate value.</p>	11,312
2	Koichi Yamanaka (March 13, 1964)  <Reappointment>  Term of office as a Director: 3 years	<p>April 1986      Joined KOYO Automatic Machine Co., Ltd. (currently the Company)</p> <p>January 2010    Chief of Purchasing Department, Steering Business Unit</p> <p>April 2014      Managing Officer</p> <p>April 2016      Chief of North America Business</p> <p>April 2017      Executive Managing Officer</p> <p>April 2018      Chief of North America Business and Latin America Business</p> <p>April 2020      Executive Managing Officer</p> <p>April 2021      Senior Executive Officer</p> <p>June 2022      Senior Executive Officer, Member of the Board (to present)</p> <p>[Current responsibilities] CBO (Chief Business Officer), Chief of Overseas Business Manager, Chief of Sales &amp; Marketing Division, and Chief of Purchasing Division; Supervising Business Strategy Department</p> <p>[Reasons for nomination as a candidate for Director] Mr. Koichi Yamanaka has solid product knowledge cultivated in the procurement field and experience garnered through his management experience at the Company's business management entities in North and Latin Americas, as well as extensive experience through fulfilling his duties as Chief of Overseas Business Manager, Chief of Sales &amp; Marketing Division, and Chief of Purchasing Division. We therefore propose his re-election as Director, Member of the Board in order to realize the sustainable enhancement of corporate value of the Company by maximizing his extensive experience and considerable insight.</p>	24,304

No.	Name (Date of birth)	Experiences, positions and responsibilities at the Company	Number of shares of the Company held
3	<p>Ikuji Ikeda (November 7, 1956)</p> <p>&lt;Reappointment&gt; &lt;Outside Director&gt; &lt;Independent Director&gt;</p> <p>Term of office as a Director: 1 year</p>	<p>April 1979      Joined Sumitomo Rubber Industries, Ltd.</p> <p>January 2000    General Manager, Tire Production Technology Division, Sumitomo Rubber Industries, Ltd.</p> <p>March 2003      Executive Officer, Sumitomo Rubber Industries, Ltd.</p> <p>March 2007      Director (Senior Executive Officer), Sumitomo Rubber Industries, Ltd.</p> <p>March 2010      Director (Managing Executive Officer), Sumitomo Rubber Industries, Ltd.</p> <p>March 2011      President, CEO, and Representative Director, Sumitomo Rubber Industries, Ltd.</p> <p>March 2019      Chairman and Representative Director, Sumitomo Rubber Industries, Ltd.</p> <p>March 2020      Chairman and Director, Sumitomo Rubber Industries, Ltd.</p> <p>March 2023      Director (Executive Advisor), Sumitomo Rubber Industries, Ltd.</p> <p>March 2024      Executive Advisor, Sumitomo Rubber Industries, Ltd. (to present)</p> <p>June 2024       Outside Director, GLORY LTD. (to present)</p> <p>June 2024       Outside Director, Member of the Board of the Company (to present)</p> <p>[Significant concurrent positions] Executive Advisor, Sumitomo Rubber Industries, Ltd. and Outside Director, GLORY LTD.</p> <p>[Reasons for nomination as a candidate for Outside Director and expected roles] Mr. Ikuji Ikeda has been primarily involved in production divisions at Sumitomo Rubber Industries, Ltd. since joining the company. He possesses extensive experience and considerable insight as a business manager, serving in roles such as an officer in charge of overseas businesses and President, CEO, and Representative Director. We anticipate his contributions in advising and overseeing the management of the Company, aimed at enhancing sustainable corporate value, based on his many years of accumulated experience and knowledge as a business manager. We therefore propose his re-election as Outside Director, Member of the Board.</p>	1,832

No.	Name (Date of birth)	Experiences, positions and responsibilities at the Company	Number of shares of the Company held
4	<p>Yumiko Sakurai (March 1, 1969)</p> <p>&lt;Reappointment&gt; &lt;Outside Director&gt; &lt;Independent Director&gt;</p> <p>Term of office as a Director: 1 year (6 years including the term of office as an Outside Audit &amp; Supervisory Board Member)</p>	<p>October 1992    Joined Ito Accounting Office (currently KPMG AZSA LLC)</p> <p>April 1996      Registered as Certified Public Accountant</p> <p>January 2000    President, Yumiko Sakurai Certified Public Accountant Office (to present)</p> <p>June 2014      Outside Director, PROTO CORPORATION</p> <p>June 2019      Audit &amp; Supervisory Board Member of the Company</p> <p>June 2022      Outside Director, DAIKOKU DENKI Co., Ltd. (to present)</p> <p>June 2024      Outside Audit &amp; Supervisory Board Member, Futaba Industrial Co., Ltd. (to present)</p> <p>June 2024      Outside Director, Member of the Board of the Company (to present)</p> <p>[Significant concurrent positions] President, Yumiko Sakurai Certified Public Accountant Office Outside Director, DAIKOKU DENKI Co., Ltd. Outside Audit &amp; Supervisory Board Member, Futaba Industrial Co., Ltd.</p> <p>[Reasons for nomination as a candidate for Outside Director and expected roles] Since June 2019, Ms. Yumiko Sakurai has served as Outside Audit &amp; Supervisory Board Member for five years, overseeing the management of the Company and providing appropriate suggestions and advice. She understands the strengths and weaknesses of the Company from the perspective of an Outside Audit &amp; Supervisory Board Member. Through her extensive experience in auditing, including work with other companies, we believe she can offer appropriate suggestions and supervision with an objective viewpoint. Though she has not engaged in corporate management in the past other than as an outside director, her wealth of experience and insights are expected to contribute to enhancing the supervisory function of our Board of Directors and strengthening our corporate governance system. We therefore propose her re-election as Outside Director, Member of the Board.</p>	5,000
5	<p>Toshiaki Shinya (December 13, 1964)</p> <p>&lt;New appointment&gt;</p>	<p>April 1985      Joined KOYO Automatic Machine Co., Ltd. (currently the Company)</p> <p>January 2008    Chief of Quality Control Department, Nara Plant, Automotive Parts Business Unit</p> <p>April 2015      Seconded to JTEKT Automotive North America Inc. (the United States)</p> <p>April 2017      Managing Officer (Chief of North America Business)</p> <p>June 2020      President, Yutaka Gears and Machinery Corporation (currently JTEKT Gear Systems Corporation)</p> <p>April 2022      Senior Executive Officer (to present)</p> <p>[Current responsibilities] CPO (Chief Production Officer) and Chief of Production Division; Supervising CN/CE Strategy Department</p> <p>[Reasons for nomination as a candidate for Director] Mr. Toshiaki Shinya has product knowledge accumulated in the quality and production departments since joining the Company. He possesses extensive experience and considerable insight as a business manager, serving as President of a domestic subsidiary. We therefore propose his election as a new Director, Member of the Board in order to realize the sustainable enhancement of corporate value of the Company by maximizing his extensive experience and considerable insight.</p>	6,752

No.	Name (Date of birth)	Experiences, positions and responsibilities at the Company		Number of shares of the Company held
6	Isao Nakanishi (March 9, 1970) <New appointment>	<p>April 1992 January 2016</p> <p>January 2018</p> <p>November 2019</p> <p>June 2020</p> <p>January 2021</p> <p>April 2022</p> <p>June 2024</p> <p>[Significant concurrent positions] Outside Director, Toho Gas Co., Ltd.</p> <p>[Reasons for nomination as a candidate for Director] Mr. Isao Nakanishi possesses extensive business experience and considerable insight into business operations gained primarily by having worked, since joining Toyota Motor Corporation, in the new business planning and development departments and serving as Chief Officer, Business Development Group. We anticipate his contribution in advising and overseeing the deepening of our sustainable management and solving social issues, as well as the growth of our existing businesses and the development of new businesses, based on his extensive experience and considerable insight. We therefore propose his election as a new Director, Member of the Board.</p>	<p>Joined Toyota Motor Corporation General Manager, Planning Department, New Business Planning Division, Toyota Motor Corporation Representative, F-Grid Miyagi Ohira Limited Liability Partnership</p> <p>General Manager, Energy Business Department, New Business Planning Division, Toyota Motor Corporation</p> <p>Project General Manager belonging to New Business Planning Division, Toyota Motor Corporation</p> <p>Representative, Toyota Green Energy Limited Liability Partnership</p> <p>General Manager, New Business Planning Division, Toyota Motor Corporation</p> <p>Chief Officer, Business Development Group and General Manager, New Business Planning Division, Toyota Motor Corporation (to present)</p> <p>Outside Director, Toho Gas Co., Ltd. (to present)</p>	0

(Notes)

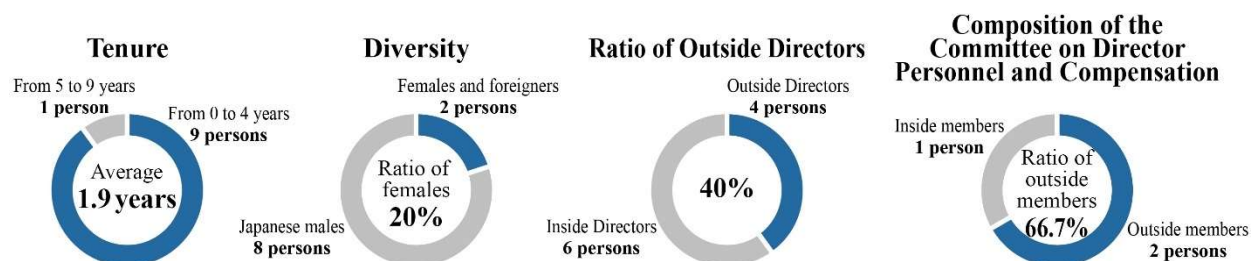
1. No conflicts of interest exist between the Company and candidates.
2. Mr. Ikuji Ikeda and Ms. Yumiko Sakurai are both candidates for Outside Directors.  
The terms of office of both Mr. Ikuji Ikeda and Ms. Yumiko Sakurai as Outside Directors will reach one year, respectively, at the conclusion of this meeting. However, the total term of office of Ms. Yumiko Sakurai, including the term as an Outside Audit & Supervisory Board Member, will amount to six years.
3. Mr. Ikuji Ikeda and Ms. Yumiko Sakurai are both candidates for Independent Directors under the provisions of the TSE, etc.
4. The Company has concluded liability limitation agreements with Mr. Ikuji Ikeda and Ms. Yumiko Sakurai to limit their liability as stipulated in Article 423-1 of the Companies Act up to the minimum liability amount stipulated in Article 425-1 of the Companies Act, in accordance with the Articles of Incorporation. If the election of Mr. Ikuji Ikeda and Ms. Yumiko Sakurai is approved under this proposal, the Company intends to conclude the same liability limitation agreement with them.
5. The Company plans to conclude liability limitation agreements with Mr. Isao Nakanishi to limit his liability as stipulated in Article 423-1 of the Companies Act up to the minimum liability amount stipulated in Article 425-1 of the Companies Act, in accordance with the Articles of Incorporation if the election of Mr. Isao Nakanishi is approved under this proposal.
6. The Company has concluded a directors and officers liability insurance contract stipulated in Article 430-3-1 of the Companies Act with an insurance company and fully bears the insurance premiums. This insurance contract covers damages and litigation expenses in the event that a claim for damages is made against the insured due to an act (including omission) committed by the insured in his/her capacity as a director or an officer of the company. The Company, however, takes measures to ensure that the appropriateness of the execution of duties by directors and officers is not impaired by excluding from the scope of compensation any damage caused by directors or officers who have committed criminal acts such as bribery or intentionally committed illegal acts. If the election of the candidates is approved under this proposal, the Company will insure them under this insurance contract. In addition, the Company plans to renew the insurance policy with the same details at the time of the next renewal.

7. The terms of office of the Directors are stated as of the conclusion of this meeting.

(Reference)

### Highlights of corporate governance

The composition of Directors and Audit & Supervisory Board Members upon approval of Proposal 1



(Note) Ms. Yumiko Sakurai's tenure includes her service as an Outside Audit & Supervisory Board Member.



# Skill matrix of Directors and Audit & Supervisory Board Members upon approval of Proposal 1

To ensure a balance and diversity of knowledge, experience, and skills among Directors, Members of the Board is vital to the sustainable growth of, and medium- to long-term improvement of the corporate value of JTEKT as a *monozukuri* company. With careful consideration of their experience and expertise in organizational management that are regarded as pivotal in the corporate management, we have elected Directors with diverse backgrounds.

This matrix is intended to indicate specific items (a maximum of five) where the Company expects each individual to excel, and does not represent all the experience and expertise each person possesses.

	Name	Title	Corporate management	Business strategy and marketing	Monozukuri (industrial engineering, procurement, quality and safety)	Technology and R&D	Finance and accounting	Legal and risk management	HR development and labor management	Sustainability and ESG	Global management
Director	Yoshihito Kondo	President, Member of the Board	•		•	•			•		•
	Koichi Yamanaka	Director, Member of the Board	•	•	•		•				•
	Toshiaki Shinya	Senior Executive Officer, Member of the Board	•	•	•					•	•
	Ikuji Ikeda	Outside Director, Member of the Board	•	•	•				•		•
	Yumiko Sakurai	Outside Director, Member of the Board		•			•	•	•	•	
	Isao Nakanishi	Director, Member of the Board	•	•		•				•	•
Audit & Supervisory Board Member	Makoto Sano	Audit & Supervisory Board Member	•		•			•	•		•
	Koichi Tsujita	Audit & Supervisory Board Member						•	•	•	•
	Yasushi Matsui	Outside Audit & Supervisory Board Member	•	•			•	•		•	
	Akiko Miyakawa	Outside Audit & Supervisory Board Member	•				•	•			•

**Proposal 2: Election of 1 Substitute Audit & Supervisory Board Member**

In preparation for a shortage in the statutory number of Audit & Supervisory Board Members, we propose the election of 1 substitute Outside Audit & Supervisory Board Member as a substitute for Mr. Yasushi Matsui and Ms. Akiko Miyakawa, both of whom currently serve as Outside Audit & Supervisory Board Members. In the event of her appointment as Audit & Supervisory Board Member, her term of office shall be the same as the remaining term of her predecessor. This resolution shall remain effective until the commencement of the next Annual General Meeting of Shareholders; however, it may be revoked by a resolution of the Board of Directors Meeting, with the consent of the Audit & Supervisory Board only before she is officially appointed as Audit & Supervisory Board Member. The Audit & Supervisory Board has consented to the submission of this proposal.

The candidate is as follows:

Name (Date of birth)	Past experience and positions at the Company	Number of shares of the Company held
Setsuko Yufu (March 28, 1952)	April 1981 Admitted to the bar (currently Daini Tokyo Bar Association) September 1986 Joined Adachi, Henderson, Miyatake and Fujita Horitsu Jimusho January 2002 Joined Loeff Claey's Verbeke (currently A&O Shearman, Brussels Office) June 2020 Partnered to Atsumi & Usui LPC (currently Atsumi & Sakai) (to present) Outside Audit & Supervisory Board Member, Panasonic Corporation (currently Panasonic Holdings Corporation) (to present)	
<Outside Audit & Supervisory Board Member>	[Significant concurrent positions] Outside Audit & Supervisory Board Member, Panasonic Holdings Corporation, Senior partner to Atsumi & Sakai	0
<Independent Audit & Supervisory Board Member>	[Reasons for nomination as a candidate for substitute Outside Audit & Supervisory Board Member] Ms. Setsuko Yufu has been active in the field of law for many years as an attorney at law and has experience as an outside director of other companies. Based on her high level of expertise and broad experience which she has garnered through her career, we have judged her as qualified enough to audit the management of the Company, and to provide appropriate advice and recommendations if she is appointed as Outside Audit & Supervisory Board Member. We therefore propose her election as a substitute Outside Audit & Supervisory Board Member.	

(Notes)

1. No conflicts of interest exist between the Company and the candidate.
2. Ms. Setsuko Yufu is a candidate for substitute Outside Audit & Supervisory Board Member.
3. If this proposal is approved as proposed and she assumes office as Outside Audit & Supervisory Board Member, the Company will register her as an Independent Audit & Supervisory Board Member with the Tokyo Stock Exchange, etc.
4. If this proposal is approved as proposed and she assumes office as Outside Audit & Supervisory Board Member, the Company will enter into a liability limitation agreement with her to limit her liability as stipulated in Article 423-1 of the Companies Act up to the minimum liability amount as stipulated in Article 425-1 of the Companies Act, in accordance with the Articles of Incorporation.
5. The Company has concluded a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3-1 of the Companies Act and fully bears the insurance premiums. This insurance contract covers damages and litigation expenses in the event that a claim for damages is made against the insured due to an act (including omission) committed by the insured in his/her capacity as a director or an officer of the company. The Company, however, takes measures to ensure that the appropriateness of the execution of duties by directors and officers is not impaired by excluding from the scope of compensation any damage caused by directors or officers who have committed criminal acts such as bribery or intentionally committed illegal acts. If the proposal is approved and Ms. Setsuko Yufu is appointed as Outside Audit & Supervisory Board Member, the Company will insure her under this insurance contract. In addition, the Company plans to renew the insurance policy with the same details at the time of the next renewal.