Please note that the following is an unofficial English translation of the Japanese original text of the Notice of Convocation of the Ordinary General Meeting of Shareholders of Nihon Dempa Kogyo Co., Ltd. ("NDK"). NDK provides this translation for reference purposes only and without any warranty as to its accuracy or otherwise. In the event of any discrepancy between this translation and the Japanese original, the Japanese original latter shall prevail.

Securities Code: 6779 June 10, 2025

To Shareholders with Voting Rights

Nihon Dempa Kogyo Co., Ltd. 47-1, Sasazuka 1-chome, Sibuya-ku, Tokyo Representative Director and President Hiromi Katoh

# NOTICE OF CONVOCATION OF THE 84th ORDINARY GENERAL MEETING OF SHAREHOLDERS

Please be advised that the 84th Ordinary General Meeting of Shareholders of Nihon Dempa Kogyo Co., Ltd. ("NDK" or "we") will be held as set forth below.

Electronic provisioning measures are used to convene this General Meeting of Shareholders, and the matters subject to measures for electronic provision are posted on the following website on the Internet

The Company's website

(https://www.ndk.com/jp/)

In addition to the above, the information is also posted on the following websites on the Internet Tokyo Stock Exchange website

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

Please access the Tokyo Stock Exchange website above, enter or search for our name or securities code, and select 'Basic Information' and 'Documents for Public Inspection/PR Information' in that order.

Please refer to the guidance below, and after reading the Reference Documents for the General Meeting of Shareholders contained herein, exercise your voting rights by 5:20 p.m. June 25, 2025 (Wednesday) (Japan Time).

1. Date and Time 10:00 a.m., June 26, 2025 (Thursday) (Reception will open at 9:30 a.m.)

2. Place MERKMAL KEIO SASAZUKA 6F, 47-1, Sasazuka 1-chome,

Shibuya-ku, Tokyo

(Conference Room of NDK's Head Office)

3. Matters to be Addressed

Matters to be Reported

(1) Report on the Business Report for the 84th Fiscal Year (From April 1, 2024 to March 31, 2025), the Consolidated Financial Statements, and the Results of Audit of the Consolidated Financial Statements by the

Independent Auditors and the Audit & Supervisory Board

(2) Report on the Financial Statements for the 84th Fiscal Year (From

April 1, 2024 to March 31, 2025)

Matters to be Resolved

Proposal No.1: Appropriation of Surplus

Proposal No.2: Appointment of eight (8) directors

Proposal No.3: Appointment of one (1) Audit and Supervisory Board member

- 4. Guidance concerning Exercise of Voting Rights
- (1) If you exercise the voting rights in writing, please indicate your agreement or disagreement on the enclosed Voting Rights Exercise Form and send it by mail to us so that it reaches us by later than 5:20p.m. June 25 (Wednesday), 2025. Please note that no indication of agreement or disagreement shall be deemed to be an indication of "agreement".
- (2) If you exercise the voting rights via the Internet, etc., please refer to the "Guidance concerning Exercise of Voting Rights Via Internet, etc." on page 3 and exercise your voting rights by no later than 5:20p.m. June 25 (Wednesday), 2025.
- (3) If we received your exercises of your voting rights in writing and via the Internet, etc., we will only accept the exercise of your voting rights via the Internet, etc. as effective. If you exercise your voting rights more than once via the Internet, etc. or by PC and Smart Phone, we will only accept the last one received by us as effective.
- (4) In the case of exercise your voting rights by proxy, one of the shareholders holding voting rights may attend this general meeting of shareholders as a proxy. Please note that the proxy needs to submit the document certifying the authority of such proxy.
- 1. Any corrections made to the matters subject to measures for electronic provision for the General Meeting of Shareholders, will be announced on the respective websites have been posted.
- 2. When you attend the meeting in person, you are requested to present the enclosed Voting Rights Exercise Form at the reception desk and bring this "Notice of Convocation" to the meeting as the reference material.
- 3. The documents sent to shareholders who requested the delivery of the paper- based documents do not include (i) the notes to the consolidated financial statements and (ii) the notes to the non-consolidated financial statements, in accordance with the laws and Article 19 of the Company's Articles of Association, but these documents are part of the documents audited by Audit and Supervisory Board members and Accounting Auditor when they prepared their audit report.
- 4. Please note that any person not a shareholder including a proxy or a companion is not permitted to attend the General Meeting of Shareholders.
- 5. Thank you for your understanding that we have ceased distribution of gifts to shareholders as with last year.
- 6. Please note that eating, drinking, smoking, photography, video recording and audio recording are prohibited.

# REEFERENCE DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS

## **Proposals and Reference Matters**

## **Proposal 1: Appropriation of Surplus**

Our basic policy is to endeavor to stably increase the dividends by enhancing our corporate value on a medium and long term. We will apply the realized profits to the investment for the production of high value-added and higher quality products and to further increase our corporate strength for our continuous growth and, subsequently, will pay dividends taking into consideration such factors as the level of the ratio of dividends on the equity attributable to owners of the parent ("DOE") and the business environment, with the maintenance of the sound financial footing as the precondition.

Based on this policy, we propose the following appropriation of surplus for the end of fiscal year 2024. An interim dividend of \forall 15 per share was paid in November of last year. Accordingly, the annual dividend for the fiscal year will be \forall 30 per share, resulting in DOE of 2.4% for the full year.

## <The year-end dividend>

- 1. Type of dividend property
  - Cash
- 2. Matter concerning allotment of dividend property to shareholders and its total amount ¥15.00 per Common Share of Nihon Dempa Kogyo Co., Ltd. (NDK)
  For a total of ¥346,905,105
- 3. Effective date of dividend of surplus June 27, 2025 (Friday)

### **Proposal 2:** Appointment of eight (8) directors

As the terms of office of all of the current directors are scheduled to expire at the closing of the Ordinary General Meeting of Shareholders. In order to make NDK's management system more efficient, we request the appointment of eight (8) directors, which includes three (3) outside directors. The candidates for director are as shown below. We are proposing the appointment of these candidates based on a report from the independent advisory council, which consist of two (2) outside directors and one (1) inside director and is chaired by an independent outside director.

## \*The candidates for director

Candidate Number			Name	Current Status at the Company	Number of attendance/Numb er of Board of Directors Meeting
1	Reappointment	Man	Hiromi Katoh	Representative Director and President	17/17
2	Reappointment	Man	Kenichi Ueki	Director and Senior Corporate Officer	17/17
3	Reappointment	Man	Hideyuki Oikawa	Director and Senior Corporate Officer	17/17
4	Reappointment	Man	Kenichi Sugawara	Director and Senior Corporate Officer	17/17
5	Reappointment	Man	Yuzuru Takeuchi	Director and Senior Corporate Officer	17/17
6	Reappointment	Man	Kouki Anraku	Director	17/17
7	Reappointment	Woman	Etsuko Kakehi	Director	17/17
8	New Appointment Outside Director	Man	Kazuhiro Aigami	_	_



Man

Reappointment

Number of NDK's Shares Held 30.300shares

Candidate	1
Number	

# Hiromi Katoh

**Date of Birth** 

July 6, 1952

#### **Brief Personal Record, Title, and Assignment at NDK**

April 1976	Joined NDK	October 2009	Director, General Manager of
June 1981	Managing Director,		Administration Division, NDK
	Asian NDK Crystal Sdn. Bhd.	June 2011	Senior Director, General Manager of
September 1986	Managing Director,		Administration Division, NDK
	NDK Quartz (M) Sdn. Bhd.	November 2014	Executive Vice President and General
April 2001	General Manager of Corporate Planning		Manager of Administration Division,
	Office, NDK		NDK
June 2001	Director, General Manager of Corporate	April 2019	Representative Director and President,
	Planning Office, NDK		NDK(current)
June 2003	Director, General Manager of General		
	Affairs and Personnel Departments,		
	NDK		
Status of Major (	Concurrent Office		

None

#### Reason for selection as a candidate for director:

Since Mr. Hiromi Katoh has been involved in the management of NDK for many years, and has been extensively familiar with the market trend, foreign affairs, and management policy of Quartz crystal devices, we have determined that Mr. Katoh will appropriately perform his duties as a director of NDK.



Man

Reappointment

Number of NDK's Shares Held 8,2000shares

Candidate Number	2
Number	_

# Kenichi Ueki

**Date of Birth** 

August 30, 1966

#### Brief Personal Record, Title, and Assignment at NDK

April 1989	Joined NDK	July 2018	General Manager of Crystal Units					
February 1995	Seconded to NDK Quartz (M) Sdn. Bhd.		Engineering Division and General					
April 2005	Seconded to Asian NDK Crystal Sdn. Bhd.		Manager of Engineering Department.1, Engineering Division, NDK					
June 2006 April 2012	Director, Asian NDK Crystal Sdn. Bhd. General Manager of Engineering Department.1, Engineering Management	April 2019	Corporate Officer, General Manager of Engineering Division and General Manager of Crystal Units Engineering Division, NDK Corporate Senior Officer, General Manager of Engineering Division and					
April 2018	Department.1, Engineering Division, NDK Deputy General Manager of Crystal Units Engineering Division and General Manager of Engineering Department.1, Engineering Division, NDK	June 2021						
		April 2023	General Manager of Crystal Units Engineering Division, NDK Senior Corporate Officer, General Manager of Engineering Division, NDK (current)					

**Status of Major Concurrent Office** 

None

#### Reason for selection as a candidate for director:

Since Mr. Kenichi Ueki has been involved in the technology of NDK for many years, had been Director of overseas subsidiaries of NDK, and has been extensively familiar with the market and technology trend, and foreign affairs of Quartz crystal devices, we have determined that Mr. Ueki will appropriately perform his duties as a director of NDK.



Man

Reappointment
Number of NDK's
Shares Held
11,100shares

Candidate Number	3

# Hideyuki Oikawa

**Date of Birth** 

May 4, 1970

<b>Brief Personal</b>	Record	Title	and	Assignme	nt at NDK
Differ i Croomar	ACCUI U.	I I III C	anu	Assigning	m at MDIX

January 1995	Joined NDK	April 2020	Corporate Officer, General Manager of				
January 2007	Seconded to Finland Branch, NDK		Sales & Customer Service division, NDK				
	Europe Ltd.	June 2021	Senior Corporate Officer, General				
July 2016	Deputy General Manager of Sales		Manager of Sales & Customer Service				
	Depertment.5, Consumer Business		division, NDK (current)				
	Division, Sales & Customer Service	October 2022	Director, NDK HOLDINGS USA, INC				
	Division, NDK		(Current)				
April 2017	Managing Director, NDK Europe Ltd.		Director, NDK AMERICA, INC.				
April 2019	Corporate Officer, Deputy General		(Current)				
	Manager of Sales & Customer Service	August 2024	Director, NDK-ELECTRONICS				
	division, NDK		SHANGHAI CO., LTD. (Current)				
July 2019	Director, NDK Europe Ltd. (current)	September 2024	Director, NDK TAIPEI CO., LTD. (Current)				
Status of Major (	Concurrent Office						

None

#### Reason for selection as a candidate for director:

Since Mr. Hideyuki Oikawa has been involved in sales activities of NDK for many years, had been Managing Director of overseas subsidiaries of NDK, and has been extensively familiar with the market trend, foreign affairs, and sales company management of Quartz crystal devices, we have determined that Mr. Oikawa will appropriately perform his duties as a director of NDK.



Man

Reappointment

Number of NDK's **Shares Held** 7,300shares



**Brief Personal Record, Title, and Assignment at NDK** 

# Kenichi Sugawara

**Date of Birth** 

(current)

(current)

Director, Suzhou NDK Co., Ltd. (current)

Director, Asian NDK Crystal Sdn. Bhd.

Director, NDK Quartz (M) Sdn. Bhd.

May 15, 1968

April 1989	Joined NDK	March 2020	Director, Asian NDK Crystal Sdn. Bhd.			
November 2009	Seconded to Asian NDK Crystal Sdn.		Director, NDK Quartz (M) Sdn. Bhd.			
	Bhd.	April 2020	General Manager of Corporate			
April 2017	General Manager of Production	•	Production Division, General Manager			
	Department.6, Third Production		of Production Department 4, NDK			
	Management Division, Corporate		Director, Furukawa NDK Co., Ltd. (current)			
	Production Division, NDK		Director, Hakodate NDK Co., Ltd. (current)			
April 2018	General Manager of Third Production		Director, Niigata NDK Co., Ltd.			
	Management Division and General	July 2020	Corporate Officer, General Manager of			
	Manager of Production Department.6,		Corporate Production Division and			
	Corporate Production Division, NDK		General Manager of Production			
April 2019	General Manager of Sayama Production		Department 4, NDK			
	Management Division and General	April 2021	Corporate Officer, General Manager of			
	Manager of Production Department.6,	_	Corporate Production Division, NDK			
	Corporate Production Division, NDK		Managing Director, Asian NDK Crystal			
June 2019	General Manager of Sayama Production		Sdn. Bhd.			
	Management Division, Corporate		Managing Director, NDK Quartz (M)			
	Production Division, NDK		Sdn. Bhd.			
November 2019	General Manager of Sayama Production	June 2021	Senior Corporate Officer, General			
	Management Division and General		Manager of Corporate Production			
	Manager of Production Department.4,		Division, NDK (current)			

June 2024

April 2025

**Status of Major Concurrent Office** 

None

January 2020

#### Reason for selection as a candidate for director:

Corporate Production Division, NDK

Deputy General Manager of Corporate

Production Division, General Manager

Manager of Sayama Production

Management Division, NDK

of Production Department.4 and General

Since Mr. Kenichi Sugawara has been involved in production operations of NDK for many years, had been Managing Director of overseas subsidiaries of NDK, and has been extensively familiar with the production operations and foreign affairs of Quartz crystal devices, we have determined that Mr. Sugawara will appropriately perform his duties as a director of NDK.



Man

Reappointment

Number of NDK's Shares Held 72.546shares



# Yuzuru Takeuchi

**Date of Birth** 

June 2, 1981

#### Brief Personal Record, Title, and Assignment at NDK

April 2006	Joined Recruit Co., Ltd	July 2020	Corporate Officer, Deputy General				
March 2012	Joined NDK		Manager of Sales & Customer Service				
November 2013	Seconded to NDK America, Inc.		Division and General Manager of Market & Strategy Department, NDK				
July 2018	Deputy General Manager of Market & Strategy Office, NDK	June 2021	Senior Corporate Officer and General				
April 2019	General Manager of Market & Strategy Department, NDK		Manager of Administration Division, NDK				
April 2020	Deputy General Manager of Sales & Customer Service Division and General Manager of Market & Strategy						
	Department, NDK						
<b>Status of Major</b>	Concurrent Office						

None

#### Reason for selection as a candidate for director:

Since Mr. Yuzuru Takeuchi has been General Manager of Market & Strategy Department NDK after experiencing production operations, overseas sales and chipset promotion, has been extensively familiar with the production operations, market trend and foreign affairs of Quartz crystal devices, and playing a leading role in the development of medium- and long-term management strategies of NDK, we have determined that Mr. Takeuchi will appropriately perform his duties as a director of NDK.



Man

Reappointment
Number of NDK's
Shares Held
1,500shares



# Koki Anraku

**Date of Birth** 

December 11, 1947

1	<u>Brief</u>	I	Personal	ŀ	Record,	, <sup>'</sup>	ľ	it	le,	and	A	\ss	i٤	nment	a	ıt	N.	D.	<u>K</u>
-																			

April 1980	Joined the Tokyo Regional Taxation	September 2017	Started Koki Anraku Tax Accountant				
	Bureau	•	Office Corporate auditor, The Nippon				
July 2007	Tax Counselor, Commissioner's		Foundation Volunteer Support Center				
	Secretariat, National Tax Agency of		(current)				
	Japan	January 2018	Corporate Auditor, Kita Oshima				
July 2010	Special Officer (Taxation), First	•	Concrete Industry Co., Ltd. (current)				
·	Taxation Department, Tokyo Regional	February 2018	Corporate Auditor, The Nippon				
	Taxation Bureau		Foundation Paralympic Support Center				
July 2015	Senior Deputy Commissioner, First		(current)				
	Taxation Department, Tokyo Regional	July 2020	Audit and Supervisory Board member,				
	Taxation Bureau		NDK (current)				
July 2016	Deputy Commissioner (Taxation),	June 2023	Outside Director, NDK (current)				
	Second Taxation Department, Tokyo		Corporate Auditor, Boat Race Promotion				
	Regional Taxation Bureau		Association (current)				
Status of Maj	or Concurrent Office		1 issociation (current)				

Koki Anraku Tax Accountant Office

#### Reason for selection as a candidate for director:

Since Mr. Koki Anraku has expertise as a certified tax accountant and has extensive experience in tax affairs, we have determined that Mr. Anraku will appropriately perform his duties as an outside director.



Woman

Reappointment

Number of NDK's Shares Held 700shares

# Candidate Number

# Etsuko Kakehi

#### **Date of Birth**

February 5, 1957

### Brief Personal Record, Title, and Assignment at NDK

June 1982	Joined IBM Japan, Ltd.	March 2018	Adviser, DATALIVE CORPORATION
January 2002	General Manager, Process & IT		(current)
	Planning, Service Division IBM Japan	December 2018	Outside Director, ABIST Co., Ltd.
December 2010	Director, IBM Japan Staff Operations	June 2023	Outside Director, NDK (current)
	Co., Ltd.	June 2024	Outside Director, Nice Corporation
April 2013	Director, CIO Services Japan IBM		(current)
	Japan, Ltd.	March 2025	Outside Director, TOKYOTOKEIBA
			CO., LTD. (current)

#### **Status of Major Concurrent Office**

Adviser of DATALIVE CORPORATION

Outside Director, Nice Corporation

Outside Director, TOKYOTOKEIBA CO., LTD. (current)

#### Reason for selection as a candidate for outside director and expected role:

Since Ms. Etsuko Kakehi had been involved in the market of IT Industry, has abundant experience and wide-ranging expertise of IT and DX, we have determined that Ms. Kakehi will appropriately perform her duties as an outside director of NDK.



Man

New appointment

Number of NDK's Shares Held Oshares



# Kazuhiro Aigami

**Date of Birth** 

October 27, 1957

#### Brief Personal Record, Title, and Assignment at NDK

April 1981	Joined CEMEDINE CO., LTD.	May 2014:	Representative Director,			
April 1990	Joined Kenwood Corporation		JVCKENWOOD Corporation			
April 2007	General Manager, Communications Division of Kenwood Corporation	October 2014:	Representative Director, JVCKENWOOD Corporation Managing Director, JVCKENWOOD			
June 2007	Senior Corporate Officer, Kenwood Corporation		USA Corporation			
June 2008	Director and Senior Corporate Officer, Kenwood Corporation President and Representative Director, of Kenwood Corporation Director and Executive corporate Officer, JVCKENWOOD Corporation	June 2016: March 2021:	Representative Director and Executive Vice President, JVCKENWOOD			
June 2009			Corporation Retired from JVCKENWOOD			
October 2011		June 2022:	Corporation Outside Director (Audit and Supervisory Committee Member), Maxell Ltd.			
Status of Major Concurrent Office						

#### Status of Major Concurrent Office

Outside Director (Audit and Supervisory Committee Member) of the Company

#### Reason for selection as a candidate for outside director and expected role:

Since Mr. Kazuhiro Aigami served as Representative Director and other important posts for JVCKENWOOD Corporation and thus has a wealth of management experience and extensive insights into global sales and marketing strategies, we have determined that Ms. Aigami will appropriately perform her duties as an outside director of NDK.

(Notes)

- 1. There is no special interest between Mr. Hiromi Katoh, Mr. Kenichi Ueki, Mr. Hideyuki Oikawa, Mr. Kenichi Sugawara, Mr. Yuzuru Takeuchi, Mr. Koki Anraku, Ms. Etsuko Kakehi, Mr. Kazuhiro Aigami and NDK.
- 2. Mr. Koki Anraku, Ms. Etsuko Kakehi and Mr. Kazuhiro Aigami are candidates for outside directors.
- 3. Mr. Koki Anraku would have served two (2) years as an outside director as of the closing of the Ordinary General Meeting of Shareholders. Furthermore, Mr. Anraku had been an Outside Audit & Supervisory Board from July 2020 to June 2023.
- 4. Ms. Etsuko Kakehi would have served two (2) years as an outside director as of the closing of the Ordinary General Meeting of Shareholders.
- 5. Pursuant to Article 427, Paragraph 1 of the Companies Act, NDK has entered into agreements with Mr. Koki Anraku and Ms. Etsuko Kakehi to limit their liability in accordance with Article 423, Paragraph 1 of the said Act. The maximum amount of liability under the agreement is either 7 million yen or an amount prescribed by laws and regulations, whichever is greater. If the proposal are approved and adopted as proposed, the agreement will be continued.
- 6. If the proposal are approved and adopted as proposed, we will enter into agreements with Mr. Kazuhiro Aigami to limit his liability of Article 423, Paragraph 1 of the Companies Act either 7 million yen or an amount prescribed by laws and regulations, whichever is greater in accordance with Article 427, Paragraph 1 of the said Act.
- 7. NDK has entered into the Directors' and Officers' Liability Insurance agreement which directors are insured person and this agreement is scheduled to be renewed. The overview of the agreement is described in "Business Report". If the proposal are approved and adopted as proposed, the candidates will be insured person.
- 8. NDK has notified the Tokyo Stock Exchange with respect to the current position of Mr. Kouki Anraku and Ms. Etsuko Kakehi as an independent director of NDK in accordance with the rules of the Tokyo Stock Exchange, and NDK plans to have Mr. Kouki Anraku and Ms. Etsuko Kakehi continue to serve as independent directors, if they are reappointed. And Mr. Kazuhiro Aigami fulfils the requirements for independent director as stipulated by the Tokyo Stock Exchange and, if the proposal is approved and approved as proposed, NDK will notify the Tokyo Stock Exchange of him as a new independent director as stipulated by the Tokyo Stock Exchange.

### Proposal 3: Appointment of one (1) Audit and Supervisory Board member

As Mr. Makoto Yoshitoshi will resign Audit and Supervisory Board member as of the closing of the Ordinary General Meeting of Shareholders, we request the appointment of one (1) Audit and Supervisory Board member.

The candidate is as shown below. The candidate, Mr. Isao Morita, will replace Mr. Yoshitoshi as Audit and Supervisory Board member, and his term of office will expire at the end of the term of office of Mr. Yoshitoshi as Supervisory Board member, as stipulated in the Company's Articles of Association. We are proposing the appointment of the candidate based on a resolution of Audit and Supervisory Board.



Man

New appointment
Number of NDK's Shares Held
Oshares

Candidate	4
Number	
Number	2 4

# Isao Morita

**Date of Birth** 

January 1, 1958

#### **Brief Personal Record, Title, and Assignment at NDK**

Differ I Craomar	Accord, Thie, and Assignment at Max					
April 1983	Joined Tokyo Shibaura Electric Co., Ltd.	March 2019	Outside Audit and Supervisory Board			
April 2006	General Manager, SD Manufacturing		Member, Toshiba Memory Holdings			
•	Department, Ome Digital Media		Corporation (currently Kioxia Holdings			
	Factory, Toshiba Corporation		Corporation) (current)			
October 2009	President, Toshiba Storage Device		Outside Audit and Supervisory Board Member, Toshiba Memory Corporation			
	(Philippines), Inc.					
October 2013	Director, TOSHIBA Computer	(currently Kioxia Corporation)				
	Technology Corporation		(current)			
June 2014	President and Representative Director,	May 2023	Director, Audit and Supervisory Board			
	Toshiba Computer Technology	Members' Association of Japan				
	Corporation		(current)			
April 2017	Outside Audit and Supervisory Board					
•	Member, Toshiba Memory Corporation					
0	C					

**Status of Major Concurrent Office** 

Audit and Supervisory Board Member, Kioxia Holdings Corporation Audit and Supervisory Board Member, Kioxia Corporation Director, Audit and Supervisory Board Members' Association of Japan

# Reason for selection as a candidate for outside Audit and Supervisory Board member and reason for performing its duty appropriately:

Mr. Isao Morita has served as a full-time Audit and Supervisory Board member following a successful career as an executive in the electronic components industry. He also serves as a director of the Japan Audit & Supervisory Board Members Association. Given his extensive experience and broad insight into corporate auditing, we believe he will be able to carry out his duties as an outside Audit and Supervisory Board member appropriately.

(Notes)

- 1. There is no special interest between Mr. Isao Morita and NDK.
- 2. Mr. Isao Morita is a candidate for outside Audit and Supervisory Board member.
- 3. If the proposal are approved and adopted as proposed, we will enter into agreements with Mr. Isao Morita to limit his liability of Article 423, Paragraph 1 of the Companies Act either 7 million yen or an amount prescribed by laws and regulations, whichever is greater in accordance with Article 427, Paragraph 1 of the said Act.
- 4. NDK has entered into Directors' and Officers' Liability Insurance agreement which Audit and Supervisory Board members are insured person and this agreement is scheduled to be renewed. The overview of the agreement is described in "Business Report". If the proposal are approved and adopted as proposed, the candidate will be insured person.
- 5. Mr. Isao Morita fulfils the requirements for independent director or auditor as stipulated by the Tokyo Stock Exchange and, if the proposal are approved and approved as proposed, NDK will notify the Tokyo Stock Exchange of him as a new independent director or auditor as stipulated by the Tokyo Stock Exchange.

### Skills Matrix.

Our management philosophy: "NDK provides high-quality service to customers while staying ahead of the marketplace." "NDK is enhancing each individual's character through work." As stated in the company's founder's strong belief that "a product is a reflection of a person's character", the company's executives and employees are expected to pursue "quality first" in their products and services.

Based on this, the skills matrix of the candidates for the Board of Directors is as follows.

Skill	Hiromi Katoh	Kenichi Ueki	Hideyuki Oikawa		Yuzuru	Kouki Anraku	Estuko Kakehi	Kazuhiro Aigami
Business management/ strategy	•	OCKI	Olkawa	Ougawara	• •	Amaku	IXAKCIII	Algaini
Global	•	•	•	•	•		•	•
Marketing / Sales			•		•			•
R&D/ engineering		•		•				
Production	•	•		•				
Financial accounting	•					•		
Investment, M&A / Risk management	•							•
Human resources, Labor affairs / Human resources development	•				•		•	
Telecommunicati ons /DX					•		•	
ESG/ Sustainability				•	•	•		
Legal/ Compliance	•					•		•