

*[NOTICE: This Notice of Convocation is a translation of the Japanese original for reference purposes only, and in the event of any discrepancy, the Japanese original shall prevail.]*

Securities Code 7245  
June 9, 2021

To shareholders with voting rights

3-1, Sakae 2-chome, Naka-ku, Nagoya  
13F Nagoya Hirokoji Building

**DAIDO METAL CO., LTD.**

Chairman and  
Chief Executive Officer      **Seigo Hanji**

## Notice of Convocation of the 113th Annual Shareholders' Meeting

Dear shareholders,

We hereby announce that the 113th Annual Shareholders' Meeting of Daido Metal Co., Ltd. (the "Company") will be held as set forth below.

**The Japanese government and prefectural governors continue to strongly advise all residents to stay at home to prevent the spread of COVID-19 infections. After careful consideration of the continued situation, we have decided to hold the Annual Shareholders' Meeting, with appropriate measures to prevent the infections taken.**

**Due to the said stay-at-home advice and from the standpoint of preventing the spread of infections at the Annual Shareholders' Meeting, shareholders are kindly asked to exercise voting rights in advance in writing or via the Internet, etc.**

**Please kindly review the Reference Materials for the Annual Shareholders' Meeting that follow this notice, and exercise your voting rights by no later than 5 p.m. on June 28, 2021 (Monday).**

Yours sincerely,

Note

1. **Date and time**      10 a.m. on June 29, 2021 (Tuesday)
2. **Venue**              4-2, Marunouchi 2-chome, Naka-ku, Nagoya, Japan  
                             5<sup>th</sup> Floor Grand Hall of Nagoya Bankers Association

To prevent the spread of COVID-19 infections, we will not provide you with souvenirs or drinks this year. We kindly ask for your understanding.

3. **Purpose**

- Reporting matters
1. Reporting of business report, consolidated financial statements and results of the audit of consolidated financial statements by the Accounting Auditor and Audit & Supervisory Board for the 113th fiscal year (from April 1, 2020 to March 31, 2021)
  2. Reporting of non-consolidated financial statements for the 113th fiscal year (from April 1, 2020 to March 31, 2021)

Matters for resolution

- |                   |  |
|-------------------|--|
| Agenda Item No. 1 | Appropriation of Surplus                                       |
| Agenda Item No. 2 | Election of Six Directors                                      |
| Agenda Item No. 3 | Election of One Substitute Member of Audit & Supervisory Board |

#### **4. Guidance on exercising voting rights**

**(1) Exercising voting rights in writing**

Please complete the enclosed Voting Card, indicating your approval or disapproval, and send the Card by return mail to be delivered to us by no later than 5 p.m. on June 28, 2021 (Monday).

**(2) Exercising voting rights via the Internet, etc.**

If you exercise your voting rights via the Internet, etc., please review the instructions under “Guidance for exercising your voting rights via the Internet, etc.” described on page 4. Please access the Website designated by the Company (<https://www.web54.net>) to exercise your voting rights following the instructions on the screen by no later than 5 p.m. on June 28, 2021 (Monday).

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- ◎ We may change the above measures, etc. depending on how the spread of COVID-19 infections and what announcements, etc. are made by the government, etc. until the date of the Annual Shareholders’ Meeting. Please confirm the relevant information we send via our website (<https://www.daidometal.com/>).
  - ◎ When attending the meeting in person, you are kindly asked to pay attention to the COVID-19 situation as of the date of the meeting, check your health condition until the meeting begins, and help us prevent infections by wearing a mask, etc. At the meeting venue, we may take certain measures to prevent infections such as using alcohol disinfectant sprays and masks and carrying out temperature checks. Your cooperation would be appreciated.
  - ◎ To shorten the meeting for the purpose of preventing the spread of COVID-19 infections, we will omit detailed explanations of reporting matters (including the audit report) and agenda items at the meeting venue. Shareholders are kindly asked to look over this Notice of Convocation in advance.
  - ◎ If you attend the meeting in person on the day, please kindly submit the enclosed Voting Card to the reception desk.
  - ◎ If you intend to exercise your voting right by proxy, you can designate a single shareholder of the Company to vote on your behalf. In this case, please submit documentation to prove you have properly assigned your rights to your proxy to vote on your behalf.
  - ◎ The reception desk is scheduled to open at 9 a.m. on the day.
  - ◎ If there are any revisions to the business report, consolidated financial statements, non-consolidated financial statements and Reference Materials for the Annual Shareholders’ Meeting, they will be posted online on the Company’s website (<https://www.daidometal.com/>).
  - ◎ Please be advised that the Cool Biz summer dress code applies to the meeting.

## **Guidance for exercising your voting rights**

To avoid the Three Cs (closed spaces, crowded places, close-contact settings) and prevent the spread of infections at the meeting venue, shareholders are kindly asked to exercise voting rights in writing or via the Internet, etc., rather than by attending the meeting in person.

### **«In writing»**

Please fill the enclosed Voting Card, indicating your approval or disapproval, and send the Card by return mail.

Deadline for vote: 5 p.m. on June 28, 2021 (Monday)

### **«Via the Internet, etc.»**

Please review the instructions in “Guidance for exercising your voting rights via the Internet, etc.” on page 4 and enter your approval or disapproval following the instructions on screen.

Deadline for vote: 5 p.m. on June 28, 2021 (Monday)

### **«By attending the Annual Shareholders’ Meeting in person»**

If you attend the meeting in person on the day, please kindly bring this Notice of Convocation and submit the enclosed Voting Card at the reception desk.

Date and time: 10 a.m. on June 29, 2021 (Tuesday)

- \* If voting rights are exercised in writing with the Voting Card and also exercised via the Internet, etc. (duplicate votes), the votes exercised via the Internet, etc. will be considered effective.
- \* If voting rights are exercised multiple times via the Internet, etc., the final vote cast will be considered effective.

«Please use “Smart Exercise” to exercise voting rights using a smartphone»

By scanning the “Login QR code for Voting Rights Exercise Website using smartphone” printed at the lower right of on the enclosed Voting Card, you can access the website without having to enter the Voting Rights Exercise Code or Password.

(\* QR Code is the registered trademark of DENSO WAVE INCORPORATED.)

- \* You may exercise your voting rights only once via “Smart Exercise.”

### **Guidance for exercising your voting rights via the Internet, etc.**

If you exercise your voting rights via the Internet, etc., please follow the instruction below and access the Website to exercise your voting rights. Please enter the “Voting Rights Exercise Code” and “Password” given on the Voting Card, and exercise your voting rights following the instructions on screen.

1. Accessing the Website to exercise your voting rights URL of the Website: <a href="https://www.web54.net/">https://www.web54.net/</a> Click “Next.”
2. Login Please enter the “Voting Rights Exercise Code” given on the Voting Card and click “Login.”
3. Entering password Please enter the “Password” given on the Voting Card and click “Next.”
Please then follow the instructions on the screen and indicate your approval or disapproval on the website.

#### «Passwords»

- The password is a means to verify the identity of the person exercising voting rights as a shareholder.
- The Company will not be able to respond to inquiries about the password by telephone.
- If you enter an incorrect password more than a certain number of times, the operation will be locked. If you would like a new password to be issued, please follow the instructions on the screen.

#### «Notes on using the system»

- Internet service provider connection fees and data transmission fees to use the Voting Rights Exercise Website  
- Data transmission fees to the provider are to be borne by shareholders.

<Help desk for Internet voting>  
Sumitomo Mitsui Trust Bank, Limited  
Stock Transfer Agency Web Support:  
Toll free (only within Japan) 0120-652-031  
(Business Hours: from 9 a.m. to 9 p.m., Japan time)

#### «The electronic voting platform for institutional investors»

You can use the electronic voting platform for institutional investors operated by ICJ, Inc.

## (Attachment)

### Business Report

( From: April 1, 2020  
To: March 31, 2021 )

#### 1. Matters Relating to the Current Situation of Corporate Group

##### (1) Progress of Business and Operating Performance

###### 1) Economic conditions

###### Global

During the first half of the current fiscal year, the global economy saw its largest decline since the global financial crisis due to the implementation of strict movement restrictions including lockdowns, etc. in the U.S., Europe and other countries in the wake of the COVID-19 pandemic. The global economy turned to a recovery trend later when the movement restrictions were lifted in various countries, but the pace of recovery slowed when the number of infections increased again toward December 2020.

###### Japan

In Japan, the economy fell sharply as economic activities severely slowed down since the government issued the state of emergency in April 2020. Although a moderate recovery mainly in consumer consumption was observed after the state of emergency was lifted in May, the situation remained uncertain because the state of emergency was reissued in January 2021 in response to a resurgence in the number of infections.

###### 2) Business situation in the industries

In the automotive sector, the Group's core business area, the number of new car sales in Japan for FY2020 decreased 7.6% year on year to approximately 4.65 million units. Meanwhile, the number of new car sales in China, the world's largest market, for 2020 (calendar year) fell 1.9% year on year to approximately 25.31 million units, recording a year-on-year decrease for the third consecutive year, despite the nation's early recovery from the COVID-19 pandemic. Moreover, in the U.S., new car sales in 2020 (calendar year) also declined 14.6% year on year to approximately 14.57 million units, a record low since 2012. Due to such lackluster global car sales, global new car sales in 2020 faced an extremely tough situation, recording a fall of about 14% year on year to approximately 77.66 million units.

In the non-automotive sector, total global new tonnage orders for 2020 in the shipbuilding industry down 24.2% year on year to 33.36 million gross tons and global new shipbuilding tonnage down 12.2% to 58.22 million gross tons due to movement restrictions resulting from the spread of COVID-19 as well as investment control by shipowners and others for shipbuilding. Japan's export ship tonnage under construction at the end of FY2020 also fell 13% year on year to 15.12 million gross tons. As such, demand for new shipbuilding remained weak.

In the construction machinery industry, with regard to construction machinery shipments in FY2020, domestic demand continued to be firm mainly thanks to the public construction sector that was affected only slightly by the spread of COVID-19. However, sluggish construction in the private sector and restrictions on sales and services activities until the second quarter resulted in negative growth for the first time in three years, with domestic demand down 3.4% year on year to 985.7 billion yen. Overseas demand decreased 17.0% year on year to 1,228.6 billion yen, marking a year-on-year fall for two consecutive years, due to weak overseas demand centered on the three major export destinations of North America, Europe, and Asia. As a result, demand in and outside of Japan decreased 11.5% to 2,214.4 billion yen.

In the general industry field related to the Company, business remained sluggish as a whole due to restricted capital investment amid the U.S.-China trade friction and the impact of the spread of infection, despite the recent emergence of a marked recovery trend.

###### 3) Summary of the Group's results

Under this business environment, consolidated net sales of the Group for the current fiscal year were 84,720 million yen, a decrease of 15,438 million yen (down 15.4%) compared with the previous fiscal year. This was due to significantly decreased production until the second quarter, which exceeded the recovery in automotive-related production, the Group's core business area, mainly in Japan and North America, seen since the third quarter of the current fiscal year.

Compared with the previous fiscal year, operating profit was 1,315 million yen, a decrease of 2,853 million yen (down 68.4%), and ordinary profit was 874 million yen, down 2,785 million yen (down 76.1%), despite the efforts to cut fixed costs and expenses, improve profitability and productivity, etc. to mitigate the decrease in sales revenue. Profit attributable to owners of parent was 104 million yen, a decrease of 2,636 million yen (down 96.2%) compared with the previous fiscal year.

#### 4) Results by segment

Sales by segment are as follows.

The Company has included intersegment sales or transfers in net sales by segment.

Effective from the beginning of the current fiscal year, in accordance with a subdivision of the business management classification conducted by the Company's consolidated subsidiaries, a part of the previous "Automotive engine bearings" segment has been reclassified into the "Automotive non-engine bearings" or "Non-automotive bearings" segment. The following year-on-year comparison and analysis is based on the revised segmentation.

##### a. Automotive engine bearings

In Japan, new car sales in FY2020 fell 7.6% from the previous fiscal year. Overseas, new car sales fell 1.9% in China, decreased 21.4% in Thailand, dropped 20.5% in Europe, and were down 14.6% even in the United States. Overall new car sales were down from the previous fiscal year, although in the fourth quarter, the size of the decrease in and outside Japan shrank compared with the third quarter.

Under such circumstances, domestic net sales of the Group decreased approximately 17% from the previous fiscal year, and overseas net sales fell approximately 18% from the previous fiscal year despite developing some new customers.

As a result, net sales of the segment decreased 17.6% year on year to 47,146 million yen and segment profit declined 14.1% year on year to 6,052 million yen.

##### b. Automotive non-engine bearings

Net sales decreased 8.6% year on year to 16,024 million yen and segment profit declined 33.4% year on year to 1,829 million yen. This was because of decreasing demand due to a drop in car sales amid the global COVID-19 pandemic.

##### c. Non-automotive bearings

- Shipbuilding industry

The Group has been working to increase the share of bearings for low-speed diesel engines of LNG tankers (tanker ships to transport liquefied natural gas) by continuously receiving orders from newly developed customers in China and South Korea. However, maintenance demand fell due mainly to the effect of the slowdown of maritime freight movement and restrictions on movement amid the impact of the COVID-19 pandemic, and as a result, net sales decreased about 10% from the previous fiscal year.

- Construction machinery industry

Demand in this segment decreased due to the impact of the pandemic until the second quarter, resulting in a drop in net sales.

- Energy sector in the general industry

In the fossil fuel power generation market as a whole within the energy market, a tough environment continues from the viewpoint of CO<sub>2</sub> reduction, but net sales slightly increased from the previous fiscal year due to stronger orders received for high-efficiency bearings for steam turbines and bearings assembly for hydraulic power generation.

As a result, net sales decreased 6.0% year on year to 10,291 million yen and segment profit declined 13.8% year on year to 1,458 million yen mainly due to decreased net sales for bearings for low-speed diesel engines in the shipbuilding industry, despite having gained support from demand in the energy sector in the general industry.

##### d. Other automotive parts

- Aluminum die cast parts

While the automotive industry in Thailand has been recovering gradually mainly thanks to the economic stimulus measures taken by the Thai government in connection with COVID-19 infection, net sales declined from the previous fiscal year due to the weak conditions caused by the impact of the pandemic. In addition, the new plant in Thailand (DM Casting Technology (Thailand) Co., Ltd.) that started producing parts for electric vehicles saw a decrease in demand and postponed new deliveries, resulting in lower net sales compared with the initial forecast. As a result, segment profit also decreased due to sluggish sales, depreciation costs including the new plant building, initial investment costs, etc.

- Formed pipes, knock pins, NC milled parts, etc.

Net sales declined due to a drop in orders in and outside Japan amid the pandemic until the second quarter, and segment profit also decreased resulting from sluggish sales.

As a result, net sales decreased 22.0% year on year to 10,730 million yen and segment loss was 1,852 million yen (segment loss of 812 million yen in the previous fiscal year).

##### e. Others

Due to the impacts of the economic slowdown caused mainly by the U.S.-China trade friction in the first quarter and the COVID-19 pandemic in the second quarter, there was less demand for overall capital investment such as machine tools and various types of industrial machinery, and demand for construction machinery, etc. declined. As a result, net sales of this segment, which includes the electrode sheets business for electric double layer capacitors, the metallic dry bearings business, the pump-related products business, and the real estate leasing business, fell 15.8% year on year to 2,044 million yen and segment profit decreased 37.7% year on year to 318 million yen.

(Net sales by segment)

Segment	Net sales (Millions of yen)	
	FY 2019 112 <sup>th</sup> term	FY 2020 113 <sup>th</sup> term (Current fiscal year)
Automotive engine bearings	57,218	47,146
Automotive non-engine bearings	17,538	16,024
Non-automotive bearings	10,943	10,291
Other automotive parts	13,758	10,730
Others	2,427	2,044
Elimination of intersegment sales or transfers	(1,726)	(1,516)
Total	100,159	84,720

- (Notes) 1. In addition to sales to external customers, intersegment sales or transfers are included in net sales by segment.
2. Effective from the beginning of the current fiscal year, in accordance with a subdivision of the business management classification conducted by the Company's consolidated subsidiaries, a part of the previous "Automotive engine bearings" segment has been reclassified into the "Automotive non-engine bearings" or "Non-automotive bearings" segment. The segment information for the previous fiscal year also has been prepared in accordance with the changed classification method.

## **(2) Status of Financing, etc.**

### **1) Financing**

During the current fiscal year, there was no material financing through loans from financial institutions or the issuing of company shares or bonds.

### **2) Capital investment**

In the Midterm Business Plan for six years from FY2018 to FY2023, “Raise Up ‘Daido Spirit’ - Ambitious, Innovative, Challenging -,” the Group reviewed the Plan at the completion of the first stage (FY2018 – FY2020) and has listed the following investment plans:

- Take prudent course of action on investment related to automotive engine bearings in the capital investment in the latter half of the Midterm Business Plan period to prepare for the possibility of a rapid shrinking of the market
- R&D, new business, M&A (business combinations) are the key investment focus area. The Company will finance itself for necessary funds with capital adequacy ratio of 35% as a reference point while ensuring financial soundness

Total capital investment for FY2020 was 8,128 million yen, a decrease of 2,728 million yen compared with the previous fiscal year, and described below are major capital investments.

(Major capital investments during the current fiscal year)

- Construction of an employee welfare facility at the Inuyama Site of the Company (Inuyama-shi, Aichi)
- Investment to enhance production capacity and investment to improve productivity for other automotive parts in Japan and Thailand
- Investment to improve productivity and investment to enhance production capacity for automotive engine bearings at domestic and overseas production sites
- Investment related to information systems



### (3) Financial Conditions and Operating Results

#### 1) Financial conditions and operating results of the Group

Category \ Fiscal year	FY 2017 110 <sup>th</sup> term	FY 2018 111 <sup>th</sup> term	FY 2019 112 <sup>th</sup> term	FY 2020 113 <sup>th</sup> term (Current fiscal year)
Net sales (Millions of yen)	106,648	107,718	100,159	84,720
Operating profit (Millions of yen)	6,628	7,262	4,168	1,315
Ordinary profit (Millions of yen)	6,826	6,630	3,660	874
Profit attributable to owners of parent (Millions of yen)	3,590	4,135	2,740	104
Basic earnings per share (Yen)	90.16	93.72	58.22	2.25
Net assets (Millions of yen)	57,147	65,253	64,168	64,538
Total assets (Millions of yen)	160,065	161,881	159,539	155,176

#### 2) Financial conditions and operating results of the Company

Category \ Fiscal year	FY 2017 110 <sup>th</sup> term	FY 2018 111 <sup>th</sup> term	FY 2019 112 <sup>th</sup> term	FY 2020 113 <sup>th</sup> term (Current fiscal year)
Net sales (Millions of yen)	66,413	67,732	62,860	54,197
Operating profit (Millions of yen)	1,859	2,789	1,432	723
Ordinary profit (Millions of yen)	3,484	4,026	2,653	2,159
Profit (Millions of yen)	2,166	3,365	3,905	1,690
Basic earnings per share (Yen)	54.40	76.25	82.97	36.49
Net assets (Millions of yen)	41,783	50,374	51,162	52,372
Total assets (Millions of yen)	104,596	106,465	105,178	110,247

(Notes) 1. As accounting errors regarding the past consolidated financial statements were found in FY2019 (112<sup>th</sup> term), the figures presented for FY2017 (110<sup>th</sup> term) and FY2018 (111<sup>th</sup> term) reflect corrections of these errors.

- Effective from the beginning of FY2019 (112<sup>th</sup> term), the Group changed accounts regarding proceeds from disposal of materials such as metal scraps generated in manufacturing processes, and the Group's financial conditions and operating results and the Company's financial conditions and operating results for FY2018 (111<sup>th</sup> term) show the figures after the change is applied retrospectively.
- Basic earnings per share is calculated by dividing profit by the average number of shares during the period. (Treasury shares and the shares of the Company relating to the Board Benefit Trust for Officers and Executive Officers and the shares relating to the Daido Metal Employee Stock Purchase Plan Trust are excluded.)

#### **(4) Company's Fundamental Management Policy**

The Group has established "Corporate Philosophy," "Code of Conduct," "Standards of Conduct," "Principles" and "Environmental Fundamental Policy" as the management policy, and contributes to society through its business operations. As an organization built on technologies and a technological leader centering on our core Tribology (friction, wear and lubrication technology), we at the Group look ahead to the future, brush up our skills, and meet our corporate social responsibilities.

The Group promotes "Raise Up 'Daido Spirit' - Ambitious, Innovative, Challenging -," as its new Midterm Business Plan for six years from FY2018 to FY2023. Even amid the COVID-19 pandemic and dramatically changing and unpredictable environment, the Group will accelerate its evolution and create a solid organization.

#### **(5) Issues to be Addressed**

The Company has formulated a six-year Midterm Business Plan (FY2018- FY2023), and the three years making up the first half of that plan have passed as of the end of FY2020. The Company's performance targets for FY2020 in the aforementioned Midterm Business Plan were net sales of 120.0 billion yen, operating profit of 10.0 billion yen, operating margin of 8.3%, and ROE of 9.5%. However, due to the slowed global economy resulting from the U.S.-China trade friction, the UK's Brexit, and the emergence of geopolitical risks in the Middle East, as well as the significant impact of COVID-19 since January 2020, the Company's actual performance significantly fell short of these targets. The Company again expresses its deepest apologies to its shareholders.

However, the Group's performance overall has been recovering steadily from the effects of the COVID-19 pandemic. In addition, while focusing on maintaining and expanding the market share of plain bearings, the Company's mainstay product, initiatives aimed at responding to the electrification of automobiles are being implemented as scheduled for the latter three years, including the restructuring of domestic sites in connection with the manufacturing and sales of high-precision and high-quality parts for automobiles (such as formed pipes, knock pins, NC milled parts, etc.), and construction of a new plant for the die cast products business.

The Company has now formulated the plan for the latter three years after taking into account the results of the first three years. While continuing to focus on the four points that we mentioned as our principal action lines in the Company's management, we at the Company will devote our efforts to improving profitability by paying attention to changes in the business environment and the probability of the emergence of new risks, and to addressing them in a flexible and prompt manner.

The main FY2020 performance results and issues to be addressed relating to the above four points are as follows.

##### **<Action line 1: Strengthen current business lines further>**

##### **1) Automotive engine bearings and automotive non-engine bearings**

The market share of the current business lines was 33.5%, the world's top share, in calendar year 2020 (estimated by the Company) for automotive engine half bearings, as was in calendar year 2019. Going forward, the Company will aim to further expand market shares by boosting sales of truck engine bearings and developing new gasoline engine bearings.

With regard to automotive non-engine bearings, the Company will promote sales of new products/applications that meet market needs.

Moreover, to adapt to an environment with intensifying competition amid an accelerating trend toward vehicle electrification, the Company will aim to enhance profitability. It will do so through, among other things, efforts to improve the capacity utilization rate, scrap rate, and production yield; reduce the production lead time; review the production, logistics, and delivery systems on a global basis; and tighten the control of inventory levels.

##### **2) Non-automotive bearings**

In addition, the market share of bearings for low-speed marine diesel engines was 58.0%, the world's top share, in calendar year 2020 (estimated by the Company), as in calendar year 2019. Especially, bearings for low-speed diesel engines for export contributed to an increased market share, by winning over new overseas customers. For further competitiveness, while promoting efforts to improve productivity, the Company will also aim to further increase market share in bearings not only for low-speed diesel engines but also medium- to high-speed diesel engines by aggressively developing domestic and overseas markets and finding new customers.

Also, in the energy sector in the general industry, the Company will work to increase sales of bearings for gas turbines and steam turbines for high-efficiency thermal power generation.

### 3) Other automotive parts

With regard to aluminum die cast parts, DM Casting Technology (Thailand) Co., Ltd., a new subsidiary, which mainly produces aluminum die casting parts for electric vehicles, started operations in February 2020. Although there has been the effect of COVID-19, it will start production on a full-scale basis in the summer of 2021, and plans to start fully fledged operations in FY2023. Through these efforts, the Company will increase its presence in the electrified vehicle market.

With regard to parts such as formed pipes, knock pins, and NC milled parts, the Company worked to rationalize production by consolidating and restructuring domestic and overseas production sites to streamline production. Going forward, the Company will improve profitability by increasing business synergies among group companies.

#### <Action line 2: Creating / fostering new business lines>

As for new business lines (including the expansion into new areas for use in the existing businesses), there are greater needs for offshore and onshore wind power generation in Europe and China, and demand for bearings used for wind power generation is expected to grow. Therefore, the Company newly set up the Turbo Machinery Bearing Systems Division in April 2019 as part of the restructuring. While bearings for wind power turbines are currently dominated by rotary bearings, the cost and time advantages of replacing individual plain bearings parts when necessary are emphasized by the Company, and it is developing the market in and outside Japan aggressively.

To build an internal structure for creating new business lines, the Future Creation Department in the Technology Division is committed to planning and conducting basic experiments on a variety of types of new field research.

In addition, the sound absorbing plate CALME, a porous plate made by sintering aluminum powder with a unique method, was adopted at the Tokyo Aquatics Center, the swimming venue of the Tokyo Olympic Games. The Company will continue to expand the market for this business and work to increase sales from various perspectives centered on the reliable quality of this material.

#### <Action line 3: Enhance management / operational control platform>

The Company has been improving its financial structure and management structure as a global company to strengthen its management base. In FY2020, the Company strategically worked toward establishing an optimal production system on a global basis, and regarding research and development system, it realized an R&D network that connects five global sites through newly establishing the Technical Center in China. Furthermore, the Compliance Department belonging to the Compliance Division established in April 2020 (hereinafter “Compliance Department”), integrates internal control functions and governance functions, in an aim to strengthen the Group’s internal control system. Note that facts came to light in 2019 that at DAIDO METAL EUROPE LIMITED, the Company’s UK subsidiary, some accounts receivable were past due, and the Company has tightened measures to prevent recurrence.

#### <Action line 4: Energetic organization with animated communication and motivation>

To revitalize communication, the Company has been enriching various internal communication tools and expanding the framework to encourage employees to tackle their new duties, as well as overseas language courses and career courses for experts. The efforts also include the enhancement of a system to realize work style reforms and a good work-life balance.

In the belief that promoting a healthy mind and body creates proactive communication for improvement in the workplace and has a positive effect on business operations, the Group regards promotion of physical and mental health of employees as one of the important management issues. It will therefore continue to promote the creation of a workplace where diverse human resources can make full use of their personality and abilities and the development of a proper working environment.

\* The matters discussed here concerning the future events are based on certain assumptions by the Group at the end of the current fiscal year. The above descriptions may differ from the actual results and the achievement of such is not guaranteed in any way.

**(6) Major Business Lines**

Major business divisions	Business lines
Automotive engine bearings	Bearings for automobile engines (passenger cars, trucks and racing cars), bearings for two-wheeled vehicle engines, bearings for engine auxiliary machines (turbochargers and balancer mechanisms), etc.
Automotive non-engine bearings	Bearings for other automotive parts (transmissions, shock absorbers, compressors for air conditioning, steering wheels, injection pumps, etc.)
Non-automotive bearings	Bearings for low speed (two-cycle) diesel engines, bearings for medium-to high-speed (four-cycle) diesel engines, special types of bearings for power generation (hydro, thermal and wind), special types of bearings for general industry use (compressors, accelerators and decelerators), etc.
Other automotive parts	High-precision and high-quality parts for automotive engines and transmissions (such as formed pipes, knock pins, NC milled parts, etc.), aluminum die cast automotive parts
Others	Electrode sheets business for electric double layer capacitors, metallic dry bearings business, pump-related products business, real estate leasing business, etc.

## (7) Principal Locations of the Group and Employees

### 1) Principal locations of the Group

#### a. The Company

Headquarters	Nagoya HQ (Naka-ku, Nagoya), Tokyo HQ (Shinagawa-ku, Tokyo)
Domestic sales offices	Tokyo Branch (Shinagawa-ku, Tokyo), Nagoya Branch (Inuyama-shi, Aichi), Osaka Branch (Yodogawa-ku, Osaka), Hamamatsu Sales Office (Naka-ku, Hamamatsu-shi), Hiroshima Sales Office (Minami-ku, Hiroshima-shi), Kyushu Sales Office (Nagasaki-shi, Nagasaki), Kitakanto Sales Office (Kumagaya-shi, Saitama)
Domestic production sites	Inuyama Site (Bimetal Division, Inuyama Plant, Maehara Plant, TMBS (Turbomachinery Bearing Systems) Plant, others) (Inuyama-shi, Aichi), Gifu Plant (Gujo-shi, Gifu)

#### b. Subsidiaries

Domestic sales companies	DAIDO METAL SALES CO., LTD. (Inuyama-shi, Aichi), NDC Sales Co., Ltd. (Narashino-shi, Chiba)
Overseas sales companies	DMS Korea Co., Ltd. (South Korea), Chung Yuan Daido (Guangzhou) Co., Ltd. (China), Daido Metal U.S.A. Inc. (U.S.A.), Daido Metal Mexico Sales, S.A. de C.V. (Mexico), Chung Yuan Daido Co., Ltd. (Taiwan), PT. IINO INDONESIA (Indonesia), ISS America, Inc. (U.S.A.), Daido Metal Europe GmbH. (Germany), DAIDO METAL EUROPE LIMITED (UK)
Domestic production companies	NDC Co., Ltd. Narashino Plant (Narashino-shi, Chiba), NDC Co., Ltd. Kozaki Plant (Katori-gun, Chiba), Daido Plain Bearings Co., Ltd. (Seki-shi, Gifu), Daido Industrial Bearings Japan Co., Ltd. (Inuyama-shi, Aichi), DAIDO METAL SAGA CO., LTD. (Takeo-shi, Saga), Iino Manufacturing Co., Ltd. Yaita Plant (Yaita-shi, Tochigi), Iino Manufacturing Co., Ltd. Tajima Plant (Minamiaizu-gun, Fukushima)
Overseas production companies	Dyna Metal Co., Ltd. (Thailand), Dong Sung Metal Co., Ltd. (South Korea), PT. Daido Metal Indonesia (Indonesia), Daido Precision Metal (Suzhou) Co., Ltd. (China), Daido Metal Mexico, S.A. de C.V. (Mexico), Daido Industrial Bearings Europe Limited (UK), DAIDO METAL KOTOR AD (Montenegro), DAIDO METAL CZECH s.r.o. (Czech Republic), Daido Metal Russia LLC (Russia), Korea Dry Bearing Co., Ltd. (South Korea), IINO (Foshan) Technology Co., Ltd. (China), PHILIPPINE IINO CORPORATION (Philippines), ISS MEXICO MANUFACTURING S.A. de C.V. (Mexico), ATA Casting Technology Co., Ltd. (Thailand), DM Casting Technology (Thailand) Co., Ltd. (Thailand)
Other domestic companies	DAIDO LOGITECH CO., LTD. (Inuyama-shi, Aichi), Asia Kelmet Co., Ltd. (Ohta-ku, Tokyo), Iino Holding Ltd. (Shinagawa-ku, Tokyo), ATA Casting Technology Japan Co., Ltd. (Shinagawa-ku, Tokyo)
Other overseas company	SUPER CUB FINANCIAL CORPORATION (Philippines)

### 2) Employees

#### a. Employees of the Group

(As of March 31, 2021)

Number of employees (persons)		Change from previous period (persons)	
Japan	2,523	Decrease	13
Overseas	4,272	Decrease	108
Total	6,795	Decrease	121

- (Notes) 1. In addition to the above, temporary employees (total of 438) are employed. Number of temporary employees is calculated as annual average at the rate of 8 hours a day.  
2. Temporary employees include part-timers and employees under non-regular contract, but exclude temporary staff (staff employed by the staffing agency).

#### b. Employees of the Company

(As of March 31, 2021)

Number of employees (persons)	Change from previous period (persons)	Average age (years of age)	Average years of service (years)
1,357	Increase 34	39.0	15.3

- (Notes) 1. In addition to the above, temporary employees (total of 123) are employed. Number of temporary employees is calculated as annual average at the rate of 8 hours a day.  
2. Temporary employees include part-timers and employees under non-regular contract, but exclude temporary staff (staff employed by the staffing agency).

**(8) Material Parent Company and Subsidiaries**

1) Parent company

None

2) Material subsidiaries

(As of March 31, 2021)

Name	Share capital or investments in capital	Percentage of voting rights held by the Company	Major businesses	Notes
(Consolidated subsidiaries) DAIDO LOGITECH CO., LTD.	45 million yen	100.0%	Logistics, insurance agent	
DAIDO METAL SALES CO., LTD.	100 million yen	100.0%	Sales of bearings, etc.	
Daido Plain Bearings Co., Ltd.	300 million yen	100.0%	Production of bearings/jigs, etc.	
NDC Co., Ltd.	1,575 million yen	58.8%	Production of bearings/CALME/bimetal (material for bearings)	
NDC Sales Co., Ltd.	90 million yen	100.0% (100.0%)	Sales of bearings/CALME, insurance agent	Note 2
Daido Industrial Bearings Japan Co., Ltd.	80 million yen	100.0%	Production of bearings	
Asia Kelmet Co., Ltd.	55 million yen	100.0%	Real estate leasing	
DAIDO METAL SAGA CO., LTD.	100 million yen	100.0%	Production of bimetal (material for bearings)	
Iino Holding Ltd.	96 million yen	100.0%	Holding company	
Iino Manufacturing Co., Ltd.	96 million yen	100.0% (100.0%)	Production and sales of various parts for automobiles, motorcycles, and general-purpose machines	Note 2
ATA Casting Technology Japan Co., Ltd.	310 million yen	100.0%	Design, development and sales of aluminum die cast automotive parts	
Daido Precision Metal (Suzhou) Co., Ltd.	115,714 thousand Chinese yuan	90.2% (16.2%)	Production and sales of bearings	Note 2
IINO (Foshan) Technology Co., Ltd.	7,796 thousand Chinese yuan	100.0% (100.0%)	Production and sales of various parts for automobiles, motorcycles, and general-purpose machines	Note 2
Chung Yuan Daido Co., Ltd.	120 million new Taiwan yuan	50.0%	Sales of bearings	Note 1
Dong Sung Metal Co., Ltd.	6,120 million Korean won	50.0%	Production and sales of bearings	Note 1
Dyna Metal Co., Ltd.	200 million Thai baht	50.0%	Production and sales of bearings	Note 1
ATA Casting Technology Co., Ltd.	355 million Thai baht	100.0% (99.9%)	Production and sales of aluminum die cast automotive parts	Note 2
DM Casting Technology (Thailand) Co., Ltd.	500 million Thai baht	99.9%	Production of aluminum die cast automotive parts	
PT. Daido Metal Indonesia	13,748 million Indonesian rupiah	50.0%	Production and sales of bearings	Note 1
PT. IINO INDONESIA	2,845 million Indonesian rupiah	99.0% (99.0%)	Sales of various parts for automobiles, motorcycles, and general-purpose machines	Note 2
PHILIPPINE IINO CORPORATION	1,393 million yen	99.9% (99.9%)	Production and sales of various parts for automobiles, motorcycles, and general-purpose machines	Note 2
SUPER CUB FINANCIAL CORPORATION	80 million Philippine peso	59.9% (59.9%)	Sales financing	Note 2
Daido Metal U.S.A. Inc.	40,900 thousand US dollar	100.0%	Production and sales of bearings	
ISS America, Inc.	650 thousand US dollar	100.0% (100.0%)	Sales of various parts for automobiles, motorcycles, and general-purpose machines	Note 2

Name	Share capital or investments in capital	Percentage of voting rights held by the Company	Major businesses	Notes
Daido Metal Mexico, S.A. de C.V.	283,328 thousand Mexico peso	100.0% (0.0%)	Production of bearings	Note 2
Daido Metal Mexico Sales, S.A. de C.V.	2,644 thousand Mexico peso	100.0% (0.0%)	Sales of bearings	Note 2
ISS MEXICO MANUFACTURING S.A. de C.V.	22,400 thousand Mexico peso	100.0% (100.0%)	Production and sales of various parts for automobiles, motorcycles, and general-purpose machines	Note 2
Daido Industrial Bearings Europe Limited	13,500 thousand Sterling pound	100.0%	Production of bearings	
DAIDO METAL EUROPE LIMITED	3,613 thousand Sterling pound	100.0%	Sale of bearings	
DAIDO METAL KOTOR AD	26,535 thousand euro	99.6%	Production and sales of bearings	
Daido Metal Europe GmbH.	500 thousand euro	100.0%	Sales of bearings	
DAIDO METAL CZECH s.r.o.	50 million Czech koruna	100.0%	Production of bearings	
Daido Metal Russia LLC	1,200 million Russian ruble	99.9%	Production and sales of bearings	
(Unconsolidated subsidiaries to which equity method is applied)				
Korea Dry Bearing Co., Ltd.	3,100 million Korean won	50.0% (50.0%)	Production and sale of bearings	Notes 1 & 2
(Associated companies to which equity method is applied)				
BBL Daido Private Limited	160 million Indian rupee	50.0%	Production and sales of bearings	
Shippo Asahi Moulds (Thailand) Co., Ltd.	205 million Thai baht	40.6% (40.6%)	Production and sales of molds for die casting	Note 2
NPR of Europe GmbH.	2,500 thousand euro	30.0%	Sales of automotive-related products, etc.	

(Notes) 1. Although the voting rights held by the Company is not more than 50%, these companies are treated as subsidiaries because they are effectively controlled by the Company.

2. Figures in parentheses of percentage of holding of voting rights represent the percentage of indirect holding of voting rights.

3) Status of specified wholly-owned subsidiaries at the end of the fiscal year

None

#### (9) Major Lenders and Amount of Borrowings

(As of March 31, 2021)

Lender	Outstanding Balance (Millions of yen)
Mizuho Bank, Ltd.	15,820
MUFG Bank, Ltd.	9,244
Sumitomo Mitsui Banking Corporation	5,741
Development Bank of Japan Inc.	3,991
Sumitomo Mitsui Trust Bank, Limited	3,668

#### (10) Other Significant Matters Relating to Current Situation of the Corporate Group

None

## 2. Matters Relating to Shares of the Company

- (1) Number of authorized shares 80,000,000 shares
- (2) Total number of issued shares 47,520,253 shares (including treasury shares of 893 shares)
- (3) Number of shareholders at end of the fiscal year 12,638 shareholders (Increased by 354 shareholders from the previous fiscal year)

### (4) Major shareholders (top 10)

Name of shareholder	Number of shares held (1,000 shares)	Ratio of shareholding (%)
The Master Trust Bank of Japan, Ltd. (Trust Account)	2,547	5.36
Custody Bank of Japan, Ltd. (Trust Account)	2,157	4.53
Sumitomo Mitsui Trust Bank, Limited	1,978	4.16
Mizuho Bank, Ltd.	1,977	4.16
MUFG Bank, Ltd.	1,822	3.83
Daido Metal Yueikai Employee Stock-Ownership Plan	1,568	3.29
Daido Metal Employee Stock Purchase Plan	1,299	2.73
Tokio Marine & Nichido Fire Insurance Co., Ltd.	1,107	2.33
The Seri Wathana Industry Co, Ltd. 703000	1,000	2.10
Marubeni-Itochu Steel Inc.	886	1.86

(Note) Ratio of shareholding is calculated with total shares outstanding net of treasury shares (893 shares). The 431,000 shares of the Company held by Custody Bank of Japan, Ltd. (Trust Account) relating to the Board Benefit Trust for Officers and Executive Officers and the 604,000 shares of the Company held by the Nomura Trust and Banking Co., Ltd. (Daido Metal Employee Stock Purchase Plan Trust Account) relating to the Daido Metal Employee Stock Purchase Plan Trust are not included in the number of treasury shares held.

## 3. Matters Relating to Share Acquisition Rights, etc.

None



#### 4. Company Officers

##### (1) Directors and Audit & Supervisory Board Members

(As of March 31, 2021)

Position	Name			Duties/departments in charge and important concurrent positions at other entities
Chairman & Chief Executive Officer (CEO)	Seigo Hanji			Executive of Japan Auto Parts Industries Association
President & Chief Operating Officer (COO)	Kotaro Kashiya			In charge of Audit Department and Secretarial Department
Director and Senior Managing Executive Officer	Toshiyuki Sasaki			Head of BPR-ICT Division, General Manager of BPR (Business Process Re-engineering) Department and General Manager of Inuyama Site In charge of Environmental & Safety Management Department
Director and Senior Managing Executive Officer	Masaki Ikawa			Head of Human Resources Planning Division In charge of Purchasing Department and Quality Management and Planning Department
Director and Managing Executive Officer	Motoyuki Miyo			Head of Corporate/Financial Planning Division
Director and Managing Executive Officer	Yoshiaki Sato			Head of Thinwall Bearings & Turbo Charging Bearings Division In charge of Bimetal Division
Director	Toshikazu Takei	Outside	Independent	Chairman of The Central Council for Financial Services Information
Director	Kiyotaka Hoshinaga	Outside	Independent	Chairman, Board of Directors of Fujita Academy Incorporated Educational Institution
Full-time Audit & Supervisory Board Member	Masaaki Tamaya			—
Outside Audit & Supervisory Board Member	Kuniko Tanabe	Outside	Female	Partner, Lawyer of Tanabe & Partners
Outside Audit & Supervisory Board Member	Kazuo Matsuda	Outside	Independent	Outside Director of Sumitomo Bakelite Co., Ltd.

(Notes) 1. Mr. Toshikazu Takei and Mr. Kiyotaka Hoshinaga are Outside Directors. The Company has registered Mr. Toshikazu Takei and Mr. Kiyotaka Hoshinaga as “Independent Officers” pursuant to the provisions of the Tokyo Stock Exchange and Nagoya Stock Exchange.

2. Ms. Kuniko Tanabe and Mr. Kazuo Matsuda are Outside Audit & Supervisory Board Members.

The Company has registered Mr. Kazuo Matsuda as an “Independent Officer” pursuant to the provisions of the Tokyo Stock Exchange and Nagoya Stock Exchange.

3. Mr. Toshikazu Takei, Director, was long engaged in business execution and served in managerial positions at the Bank of Japan, and has considerable knowledge of international businesses.

4. Mr. Kiyotaka Hoshinaga, Director, has served as a director of a hospital and a president of a university after serving as a professor of a university and has considerable knowledge of organizational management.

5. Ms. Kuniko Tanabe, Audit & Supervisory Board Member, is qualified as a lawyer, and has considerable knowledge of legal affairs.

6. Mr. Kazuo Matsuda, Audit & Supervisory Board Member, has experience working as a Director and Audit & Supervisory Board Member in financial institutions and corporates for many years, and has considerable knowledge of finance and accounting matters.

7. Changes in Directors’ duties and departments in charge during the current fiscal year

Date	Name	New duties and departments in charge	Previous duties and departments in charge
July 1, 2020	Masaki Ikawa	Head of Human Resources Planning Division In charge of Purchasing Department and Quality Management and Planning Department	Head of Human Resources Planning Division In charge of Purchasing Department, Quality Management and Planning Department, High Performance Bearings and Equipment Division and Compliance Department

8. Changes in Directors' duties and departments in charge on or after April 1, 2021

Date	Name	New duties and departments in charge	Previous duties and departments in charge
April 1, 2021	Toshiyuki Sasaki	Head of BPR-ICT Division and General Manager of Inuyama Site In charge of Environmental & Safety Management Department	Head of BPR-ICT Division, General Manager of BPR (Business Process Re-engineering) Department and General Manager of Inuyama Site In charge of Environmental & Safety Management Department
April 1, 2021	Motoyuki Miyo	Head of Corporate Planning Division	Head of Corporate/Financial Planning Division
April 1, 2021	Yoshiaki Sato	Head of Technology Division In charge of Thinwall Bearings & Turbo Charging Bearings Division and Bimetal Division	Head of Thinwall Bearings & Turbo Charging Bearings Division In charge of Bimetal Division

**(2) Outline of Liability Limiting Agreement**

The Company amended its Articles of Incorporation at the 107th Annual Shareholders' Meeting held on June 26, 2015 and established a policy regarding the liability limiting agreement for Directors (excluding executive Directors, etc.) and Audit & Supervisory Board Members. The outline of the liability limiting agreement, which the Company concluded with Outside Director Mr. Toshikazu Takei, Outside Director Mr. Kiyotaka Hoshinaga, Audit & Supervisory Board Member Mr. Masaaki Tamaya, Outside Audit & Supervisory Board Member Ms. Kuniko Tanabe and Outside Audit & Supervisory Board Member Mr. Kazuo Matsuda in accordance with the provisions of the Company's Articles of Incorporation, is as follows:

- When they are liable for damages caused to the Company for their negligence of duties, they assume such liability up to the amount stipulated by laws and regulations (the minimum liability amount stipulated in Article 425, paragraph (1) of the Companies Act).
- The above liability limitation is allowed only when they act in good faith and without gross negligence with respect to the liability as set forth in Article 423, paragraph (1) of the Companies Act.

**(3) Outline of Directors and Officers Liability Insurance Policy**

In seeking to hire qualified persons as Director and Audit & Supervisory Board Member, the Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The full amount of insurance premiums is borne by the Company or its subsidiaries.

In cases where a claim for damages is made by a third party, including shareholders, during the policy term, the policy covers losses, such as the amount of indemnification liability and related litigation expenses, that any of the insureds (Directors and Audit & Supervisory Board Members of the Company or its subsidiaries) assumes.

#### (4) Remuneration for Directors and Audit & Supervisory Board Members for the current fiscal year

##### 1) Matters relating to a decision-making policy on the details of remuneration to each Director

The Company established a decision-making policy on the details of remuneration to each Director (hereinafter referred to as “decision-making policy”), which is determined and outlined as follows:

###### (a) Method for determining the decision-making policy

Pursuant to the standard for Directors’ remuneration, the basic policy of Directors’ remuneration and its level is to attract and retain personnel suitable for the role of a Director of the Group, to serve effectively as an incentive for increasing motivation to enhance business performance, corporate value as well as morale. In order to ensure objectivity and transparency, the Company established an Advisory Board with both in-house and external members, and the Board of Directors discusses and determines the details of the decision-making policy, considering comments from the Advisory Board.

###### (b) Outline of details of the decision-making policy

Directors’ remuneration consists of “monthly remuneration,” “bonuses,” and “stock-based remuneration.” However, for an Outside Director, in order to ensure independence and neutrality, the “monthly remuneration” consists of only a “fixed component.”

###### (i) “Monthly remuneration”

“Monthly remuneration” consists of (1) a “fixed component” based on the role and responsibility associated with execution of operations of a Representative Director, or a Director concurrently serving as an Executive Officer, and (2) a “consolidated performance-linked component” paid monthly in addition to the “fixed component” and determined after taking into account the Group’s consolidated performance in the previous fiscal year and the degree of contribution to the Company, as described below. Individual payment amount of this “fixed component” will be determined by the Board of Directors based on the prescribed base payment table (fixed amount) according to the position of each Director, and by considering the comments from the Advisory Board.

Furthermore, individual payment amount of the “consolidated performance-linked component” will be determined by the Board of Directors based on the prescribed base payment table according to the position of each Director, the amount proportionally changing in line with consolidated net sales and the ratio of profit to net sales for the previous fiscal year, along with the degree of contribution to the Company (aspects such as the presence of management sense, leadership ability, and ability to guide), and by considering the comments from the Advisory Board.

###### (ii) “Bonus”

Total payment of bonuses to be deliberated in the Shareholders’ Meeting is limited in proportion to the dividend to shareholders. After considering the comments from the Advisory Board, it is determined by the Board of Directors.

Furthermore, individual payment amount of the bonus will be determined by the Board of Directors based on the prescribed base payment table according to the position of each Director, and the amount proportionally changing in line with consolidated net sales and the ratio of profit to net sales for the previous fiscal year, and by considering the comments from the Advisory Board.

###### (iii) “Stock-based remuneration”

As per the Share Grant Rule created by the Board of Directors, the Company shall grant points (one point corresponds to one share of the Company) to each Director (excluding Outside Directors). Points granted to each Director consist of (1) a “performance-linked component” which is in accordance with role and responsibility as well as level of achievement of performance targets in the Midterm Business Plan and (2) a “fixed component” based on role and responsibility and determined regardless of the level of achievement of performance targets in the Midterm Business Plan.

##### 2) Matters relating to the resolution of the Shareholders’ Meeting concerning remuneration to Directors and Audit & Supervisory Board Members

###### (a) The maximum amount of remuneration to Directors (excluding bonus to Directors, employee-portion salaries for employee-directors, and performance-linked stock-based remuneration) is 400 million yen per annum as per the resolution of the 98th Annual Shareholders’ Meeting held on June 29, 2006. The number of Directors eligible for this resolution is seven.

In addition, the proposed introduction of a new performance-linked stock-based remuneration scheme for Directors of the Company (excluding Outside Directors) who are in office for five fiscal years from FY2019 (112<sup>th</sup> term) to FY2023 (116<sup>th</sup> term) was approved at the 111th Annual Shareholders’ Meeting held on June 27, 2019, with the maximum amount of contribution of money by the Company being a total of 400 million yen and the maximum total points granted to each eligible Director being 70,000 points per annum (one point corresponds to one share of the Company). The number of Directors eligible for this resolution is six.

###### (b) The maximum amount of remuneration to Audit & Supervisory Board Members is 45 million yen per annum as per the resolution of the 98th Annual Shareholders’ Meeting held on June 29, 2006. The number of Audit & Supervisory Board Members eligible for this resolution is four (including three Outside Audit & Supervisory Board Members).

##### 3) Matters relating to delegation concerning decision-making on the details of remuneration to each Director

Regarding remuneration to each Director, Seigo Hanji, Chairman & Chief Executive Officer, decides the amount of remuneration for each Director within the scope of resolution of the Shareholders’ Meeting of the Company regarding remuneration for Directors, as entrusted by the Board of Directors, based on the prescribed base payment table above, considering comments from the Advisory Board. The reason for entrusting the authority to the Chairman & Chief Executive Officer is that such person is considered to be the most appropriate for evaluating the degree of contribution of each Director to the Company (aspects such as the presence of management sense, leadership ability, and ability to guide). The Board of Directors receives reports from the Chairman & Chief Executive Officer about the amount of remuneration for each Director and outline of reasons for determining the amount, and discusses the adequacy to oversee whether remuneration for each Director is determined appropriately in accordance with the decision-making policy. With these oversight procedures, the Board of Directors considers the amount of remuneration for each Director has been determined according to the decision-making policy.

#### 4) Total Remuneration to Directors and Audit & Supervisory Board Members

Category	Total remuneration	Total remuneration by type			Number of recipient officers
		Fixed component	Performance-linked component	Nonmonetary remuneration	
Directors (Outside Directors)	288 million yen (24 million yen)	215 million yen (24 million yen)	59 million yen (– million yen)	13 million yen (– million yen)	8 (2)
Audit & Supervisory Board Members (Outside Audit & Supervisory Board Members)	42 million yen (26 million yen)	42 million yen (26 million yen)	– million yen (– million yen)	– million yen (– million yen)	3 (2)

- (Notes) 1. In addition to the above, a total of 66 million yen was paid as employee-portion salaries for four employee-directors.  
2. Stock-based remuneration is included in nonmonetary remuneration.  
3. The performance indicator used as a basis of calculating a performance-linked component (“consolidated performance-linked component” and “bonus”) and its calculating method are described in 1) above. The Company has selected to use consolidated net sales and the ratio of profit to net sales as indicators used for the “consolidated performance-linked component” and “bonus,” and it believes that these indicators are useful as they are closely linked to the achievement of two of the principle action lines of the Midterm Business Plan, “Strengthen current business lines further” and “Creating/fostering new business lines.” The actual consolidated net sales and the ratio of profit to net sales for the current fiscal year were 84,720 million yen and 0.1% respectively. In the light of these results, the bonus payment was suspended.  
4. As nonmonetary remuneration, stock-based remuneration has been granted to Directors (excluding Outside Directors) as described in 1) above. The Company has selected the consolidated net sales, the ratio of profit to net sales, and ROE (return on equity) as indicators used for the “performance-linked component” of stock-based remuneration. Use of these indicators is supposed to provide incentives to Directors for the purposes of enhancing the Company’s performance and corporate value over the medium to long term, by creating a linkage between remuneration for Directors and the Company’s performance and share value. The actual results for the current fiscal year were 84,720 million yen, 1.6%, and 0.2% respectively. In the current fiscal year, the Company granted points to each Director as per the Share Grant Rule, instead of granting actual stocks.  
5. To ensure independence and neutrality as Audit & Supervisory Board Member, Audit & Supervisory Board Members’ remuneration shall consist of only a “fixed component.” Remuneration amount to each Audit & Supervisory Board Member shall be determined following discussion by the Audit & Supervisory Board Members.

#### (5) Status of Outside Directors and Outside Audit & Supervisory Board Members

- 1) Matters relating to positions concurrently held by operating officers of other corporations and outside officers, etc.

Name	Material concurrent holding of positions	Relation between the Company and such other corporations
Toshikazu Takei (Outside Director)	Chairman of The Central Council for Financial Services Information	The Company has no transaction with The Central Council for Financial Services Information that would constitute grounds for concluding that Mr. Toshikazu Takei does not have independence from the Company.
Kiyotaka Hoshinaga (Outside Director)	Chairman, Board of Directors of Fujita Academy Incorporated Educational Institution	The Company has no transaction with Fujita Academy Incorporated Educational Institution that would constitute grounds for concluding that Mr. Kiyotaka Hoshinaga does not have independence from the Company.
Kuniko Tanabe (Outside Audit & Supervisory Board Member)	Partner, Lawyer of Tanabe & Partners	The Company has no transaction with Tanabe & Partners that would constitute grounds for concluding that Ms. Kuniko Tanabe does not have independence from the Company.
Kazuo Matsuda (Outside Audit & Supervisory Board Member)	Outside Director of Sumitomo Bakelite Co., Ltd.	The Company has no transaction with Sumitomo Bakelite Co., Ltd. that would constitute grounds for concluding that Mr. Kazuo Matsuda does not have independence from the Company.

- (Note) Mr. Kazuo Matsuda worked at Mizuho Bank, Ltd., the Company’s business partner as well as main shareholder; however, more than ten years have passed since he resigned from the Bank in May 2003. The Company borrows from and deposits with Mizuho Bank, Ltd.

## 2) Main activities of Outside Officers

Position	Name	Main activities
Director	Toshikazu Takei	Attended 13 of the 13 meetings of the Board of Directors (participation: 100%). Fulfilled his role to help enhance medium-to long-term corporate value by making periodical comments on global political, economic and financial developments, in addition to making remarks, when necessary, based on his rich experience and deep insight into finance and international businesses. Also demonstrated management oversight and supervisory functions to the fullest.
Director	Kiyotaka Hoshinaga	Attended 13 of the 13 meetings of the Board of Directors (participation: 100%). Fulfilled his role to help enhance medium-to long-term corporate value by making remarks on operational development and management in light of the COVID-19 pandemic from a doctor's perspective, in addition to making remarks, when necessary, based on his rich experience and deep insight gained through the management of a hospital and a university. Also demonstrated management oversight and supervisory functions to the fullest.
Audit & Supervisory Board Member	Kuniko Tanabe	Attended 13 of the 13 meetings of the Board of Directors (participation: 100%) and 13 of the 13 meetings of the Audit & Supervisory Board (participation: 100%). Demonstrated management oversight and supervisory functions to the fullest by executing audit work based on her rich experience as a lawyer, and making remarks, when necessary, from the viewpoint of an expert in corporate legal affairs.
Audit & Supervisory Board Member	Kazuo Matsuda	Attended 13 of the 13 meetings of the Board of Directors (participation: 100%) and 12 of the 13 meetings of the Audit & Supervisory Board (participation: 92%). Demonstrated management oversight and supervisory functions to the fullest by leveraging knowledge and experience gained through the finance and international businesses at banks and securities companies, and the management of a manufacturing company in the execution of audit work, and making remarks, when necessary, based on his knowledge of corporate management accounting and governance over business execution.

## (6) Other important matters concerning Company Officers

[Policies on and procedures for the appointment and dismissal of candidates for senior management positions and for the nomination of candidates for Director and Audit & Supervisory Board Member]

The appointment and nomination of candidates for Director, Audit & Supervisory Board Member, and Executive Officer are determined at the Board of Directors' meetings, based on the appointment criteria stipulated in the Company's rules, considering experience, management skills, leadership, personality, a sense of ethics, health, etc. Candidates for Audit & Supervisory Board Member are nominated with the prior consent of the Audit & Supervisory Board.

The dismissal of Directors, Audit & Supervisory Board Members, and Executive Officers is also determined at the Board of Directors' meetings, based on the dismissal criteria stipulated in the Company's rules, considering the levels of damage to the Company's credibility and corporate value caused by their behavior, violation of these criteria, etc.

[About the nomination, appointment and dismissal of candidates for Director and Audit & Supervisory Board Member]

When appointing candidates, the Board of Directors comprehensively considers various factors such as whether they have excellent management skills and leadership as candidates for Director and whether their personalities, opinions, etc. make them suitable for becoming officers, and then receives the Advisory Board's answers to inquiries about the nominating candidates for Director. Before resolving the appointment, the Board of Directors receives explanations of the reasons for the nomination.

## 5. Accounting Auditor

### (1) Name

Deloitte Touche Tohmatsu LLC

### (2) Liability Limiting Agreement

None

### (3) Remuneration for Accounting Auditor

	Amount paid
Remuneration based on audit attestation service rendered during the current fiscal year, payable by the Company	60 million yen
Total remuneration and benefits payable by the Group to Accounting Auditor	85 million yen

- (Notes) 1. Fees for audit attestation service include 2 million yen related to financial statements in English.
2. Financial statements of the overseas subsidiaries are audited by the qualified accountant / auditor / auditing firm other than Deloitte Touche Tohmatsu, the Company's Accounting Auditor.
3. Remuneration for the audit as per "Companies Act" and as per "Financial Instruments and Exchange Act" is combined in the contract, and amount of work is practically inseparable among the two. As such, the amount of remuneration for the current fiscal year represents the total payable.
4. Audit & Supervisory Board reviewed the audit plan, audit procedure, basis of calculation for remuneration, and other documents provided by the Accounting Auditor. After an overall assessment of the results of analysis of variance between the estimate in the previous fiscal year and actual results, Audit & Supervisory Board agreed with the amount of remuneration for the current fiscal year, an agreement expected as per Article 399, paragraph (1) of the Companies Act.

### (4) Non-audit Services Provided

The Company pays the Accounting Auditor and others 3 million yen for advisory services to apply accounting standard for revenue recognition, which are services other than the audit and attest services under Article 2, paragraph (1) of the Certified Public Accountants Act (non-audit services). There were no non-audit services provided to consolidated subsidiaries.

### (5) Policy regarding the Decision to Dismiss or not to Re-appoint the Accounting Auditor

Policy regarding the decision to dismiss or not to re-appoint the Accounting Auditor is as follows:

- 1) The Audit & Supervisory Board will decide on an agenda item regarding dismissal or non-reappointment of the Accounting Auditor when (1) the cases prescribed in each item of Article 340, paragraph (1) of the Companies Act, applies, or (2) dismissal or non-reappointment is considered necessary based on overall consideration of audit ability, credibility, audit fees, years of continuous audits, etc.
- 2) If any cases prescribed in each item of Article 340, paragraph (1) of the Companies Act have occurred, and if the Audit & Supervisory Board considers the case too urgent to wait for the approval of the shareholders meeting, the Audit & Supervisory Board can dismiss the Accounting Auditor with the consent of all Audit & Supervisory Board Members. In such a case, an Audit & Supervisory Board Member selected by the Audit & Supervisory Board will report the fact of dismissal and reasons for dismissal to the first Shareholders' Meeting held after the dismissal.
- 3) In the event of dismissal or non-reappointment of the Accounting Auditor, the Audit & Supervisory Board shall collect information on prospective accounting auditors and deliberate over them at the earliest point. If the Accounting Auditor is dismissed based on Article 340, paragraphs (1) and (4) of the Companies Act, the Audit & Supervisory Board will determine the content of an agenda item regarding the election of a new accounting auditor based on overall consideration of auditing ability, credibility, audit fees, etc., pursuant to Article 344, paragraphs (1) and (3) of the Companies Act by the first Shareholders' Meeting to be convened after the dismissal. If an agenda item regarding dismissal or non-reappointment of the Accounting Auditor is submitted to a Shareholders' Meeting, the Audit & Supervisory Board will do the same by the said Shareholders' Meeting.

### (6) Policy regarding, and Reasons for, the Selection of the Accounting Auditor

In accordance with the "Assessment Criteria" set in reference to the "Policy regarding the Decision to Dismiss or not to Re-appoint the Accounting Auditor" established by the Audit & Supervisory Board and 14 items of the "Practical Guidelines for Setting Accounting Auditor Assessment Criteria" released by the Japan Audit & Supervisory Board Members Association, the Audit & Supervisory Board selects the accounting auditor by asking for opinions of divisions in charge and receiving reports from the accounting auditor to comprehensively assess various factors, including the accounting auditor's quality management system, audit team's independence, level of audit fees etc., and the status of communication between Audit & Supervisory Board Members, management and internal audit division.

With no issues identified with Deloitte Touche Tohmatsu LLC in any of its assessment items, such as quality management systems and independence of audit teams, the Audit & Supervisory Board judges that it is appropriate to reappoint it as the Accounting Auditor of the Company for FY2021.

**(7) Assessment of the Accounting Auditor by Audit & Supervisory Board Members and the Audit & Supervisory Board**

The Company's Audit & Supervisory Board Members and Audit & Supervisory Board assess the Accounting Auditor. To assess whether the Accounting Auditor maintains the quality of audits and performs the audits appropriately, the Company makes comprehensive assessments according to the predetermined assessment criteria as described in "(6) Policy regarding, and Reasons for, the Selection of the Accounting Auditor."

The Company's Audit & Supervisory Board Members and Audit & Supervisory Board confirm and assess that Deloitte Touche Tohmatsu LLC maintains the quality of audits and performs the audits appropriately, as it has an effective management body, effective supervisory and assessment organizations, adherence to professional ethics, and independence of audit teams in place, while the level of its audit fees, etc. is reasonable and its communication with Audit & Supervisory Board Members, management, and the internal audit division is efficient.

**6. System for Ensuring Proper Business Operations**

The Company's systems for ensuring proper business operations are as follows:

**(1) Retention and Control of Information on the Performance of Duties by Directors**

- 1) The General Affairs Department is designated as the department responsible for retention and control of information on the performance of duties by Directors.
- 2) The General Affairs Department implements a system to retain and control information on the performance of duties by Directors including the "Regulations of the Board of Directors" and the "Rules on Confidential Information Management." It may give directions to the departments in charge on the correct measures for the retention and control of such information.
- 3) The information on the performance of duties of Directors set forth in the preceding paragraph is as follows:
  - a. Minutes of meetings of the Board of Directors, minutes of meetings of the Management Strategy Committee, etc.
  - b. Midterm Business Plan and short-term business plans, etc.
  - c. Important contracts relating to acquisitions, investments, etc.
  - d. Other important information designated by the Board of Directors, such as documents regarding decisions and approvals.

**(2) Regulations and Other Systems regarding Risks of Loss by the Company**

- 1) The Risk Management Committee is designated as the committee responsible for regulations and other systems regarding risks of loss by the Company.
- 2) The Risk Management Committee develops a system to properly manage risk based on the "Rules on Risk Management."
- 3) The Risk Management Committee sets risk items to be monitored from a management standpoint and reports to the Board of Directors accordingly.
- 4) The Risk Management Committee designates departments to implement control measures to mitigate each risk item, and to report the status (result) of the risk to the Board of Directors.
- 5) The Risk Management Committee establishes the Information Management Subcommittee as its subordinate organization, sets IT Security Guidelines and develops rules related to information management.

**(3) System to Ensure Efficient Performance of Duties by Directors**

- 1) The Corporate Planning Department is designated as the department responsible for a system to ensure efficient performance of duties by Directors.
- 2) Each department in charge formulates management plans such as the Midterm Business Plan, short-term management plans, capital investment plans and financial plans based on the Company's management policy, leading to the allocation of management resources.
- 3) Each responsible department compiles a progress report, and reports to a meeting of the Board of Directors.
- 4) The Corporate Planning Department develops (establishes/revises) rules such as the "Rules for Organization," the "Rules for Segregation of Duties" and the "Rules for Authorities" as necessary, which contribute to the efficient and appropriate organization and efficient performance of duties.
- 5) At least once every quarter, executive Directors report if their own duties were performed efficiently, and if their decisions were made appropriately at a meeting of the Board of Directors.

**(4) System to Ensure that Performance of Duties by Directors and Employees Conforms to Laws and Regulations and Articles of Incorporation**

- 1) The Corporate Ethics Committee is designated as the committee responsible for a system to ensure that performance of duties by Directors and employees conforms to laws and regulations and Articles of Incorporation.
- 2) The Corporate Ethics Committee drafts the “Code of Conduct” and the “Standards of Conduct” in compliance with the internal rules of the Company, etc., and revises their contents as necessary after obtaining approval from the Board of Directors.
- 3) Based on the “Rules on Operation and Management of Standards of Conduct,” the Corporate Ethics Committee deliberates on rules and other important matters related to compliance, and instructs the department in charge on the necessary measures.
- 4) The Corporate Ethics Committee instructs the Compliance Department to collect information on any events of non-compliance or suspected non-compliance, analyze the causes, fully implement measures to prevent recurrence and to provide employees with regular compliance education/training in order to keep them informed and aware of compliance.
- 5) The Corporate Ethics Committee reports to the Board of Directors and the Audit & Supervisory Board on the status of the initiatives to achieve and improve compliance on a regular basis, based on reports from the Compliance Department.
- 6) The General Affairs Department assumes the role of company-wide control on “Attitude to Anti-Social Forces” included in the “Standards of Conduct,” in order to assume a resolute attitude toward any forces/groups threatening the healthy activities of the Group.
- 7) The General Affairs Department assumes the role of company-wide control, which endeavors to collect information on any anti-social forces and suspicious groups, in close collaboration with external institutions (related government offices/associations/lawyers, etc.). The General Affairs Department centrally manages such information, including internal distribution of information, and raises awareness of employees.

**(5) System to Ensure Appropriate Business Operations in the Group**

- 1) The Compliance Department and Corporate Planning Department are designated as the departments responsible for “Internal Control System” of the Group, and promote design and operation of the “Internal Control System” at the group companies.
- 2) The Compliance Department keeps the group companies informed and aware of the “Code of Conduct” and “Standards of Conduct,” and also promotes development of necessary rules, regulations, procedures, etc. for appropriate and effective operation and assessment of a compliance system at the group companies.
- 3) The Corporate Planning Department reviews “Group Companies Management Rules” as necessary in order to ensure the effectiveness/efficiency of business operations between the Company and its group companies, and keeps the group companies as a whole informed and aware of the rules.
- 4) The Corporate Planning Department understands the organizational structure, performance of duties, financial conditions, etc. of each group company and makes the group companies report monthly on these specific situations, etc. through “Monthly Reports” and other reports.
- 5) The Risk Management Committee establishes policies concerning a system for managing risks of loss at the group companies, and the group companies develop and operate their rules based on such policies. The group companies periodically report their progress and situation to the Risk Management Committee.
- 6) The Corporate Ethics Committee instructs the Compliance Department to collect information on any events of non-compliance or suspected non-compliance of the group companies, analyze the causes, fully implement measures to prevent recurrence and to provide officers and employees of the group companies with regular compliance education.
- 7) The Corporate Ethics Committee reports to the Board of Directors and the Audit & Supervisory Board of the Company on the status of the initiatives to achieve and improve compliance of each group company on a regular basis, based on reports from the Compliance Department.
- 8) Each responsible department reports the status of development and operation of each system of “Internal Control System” of the group companies when they make periodical report to the Board of Directors and the Audit & Supervisory Board.

**(6) Assigning Employees to Assist the Duties of Audit & Supervisory Board Members of the Company, System to Ensure Independence of Such Employees and the Effectiveness of Instruction from the Audit & Supervisory Board Members**

- 1) The Corporate Planning Department is designated as the department responsible for assigning employees to assist the duties of Audit & Supervisory Board Members and for the independence of such employees.
- 2) A “Secretariat of the Audit & Supervisory Board,” independent of the Directors, is established as a department to assist the Audit & Supervisory Board Members on a regular basis.
- 3) The Audit & Supervisory Board may receive reports on the transfer and appraisals of employees who assist the “Secretariat of the Audit & Supervisory Board” in advance, and if necessary, may request changes to the officer in charge of Human Resource.
- 4) Employees who are in charge of “Secretariat of the Audit & Supervisory Board” perform their duties full time in accordance with instructions from Audit & Supervisory Board Members.



**(7) System to Ensure Directors and Employees of the Group Report to Audit & Supervisory Board Members**

- 1) The General Manager of Compliance Department is designated as the person responsible for reporting to Audit & Supervisory Board Members.
- 2) Directors and employees swiftly report the following matters to Audit & Supervisory Board Members, in addition to statutory reporting matters, when they occur:
  - a. Cases discussed/reported in the management meeting, etc. in which Audit & Supervisory Board Members are not present;
  - b. Cases that are likely to cause significant damage to the Company;
  - c. Results of internal audits on the group companies performed by the Audit Department;
  - d. Status of whistleblowing and content of the information; and
  - e. Other matters which the Audit & Supervisory Board considers necessary to be reported in the course of performing its duties.
- 3) “Rules on Whistleblowing, and Report and Consultation” stipulates whistleblowing and who to inform inside and outside the Company, and all employees throughout the Company in Japan are kept informed of development and operation of the whistleblower system. In addition, officers and employees of the group companies in Japan are kept informed of whistleblowing and the person to inform outside the Company in order to collect information on any events of non-compliance or suspected non-compliance.
- 4) Officers and employees of the group companies, or those who have received reports or consultation from officers and employees of the group companies, report to Audit & Supervisory Board Members in an appropriate manner about any and all information useful for the performance of duties by Audit & Supervisory Board Members.
- 5) If any compliance issue is found in a whistleblower report, the General Manager of Compliance Department reports the status of improvement/corrective measures and preventive measure at a “Corporate Ethics Committee,” and reports to the Board of Directors and the Audit & Supervisory Board along with the investigation results.
- 6) The Company assures that employees (including officers and employees of the group companies) who have reported to the Audit & Supervisory Board Members will not be dismissed or treated unfairly as a result of their disclosure.

**(8) Other Systems to Ensure Effective Audit to be Performed by Audit & Supervisory Board Members**

- 1) The Compliance Department is designated as the department responsible for a system to ensure effective performance of audit by Audit & Supervisory Board Members.
- 2) The Company maintains a system that allows Audit & Supervisory Board Members and the Audit & Supervisory Board to have regular meetings with the Representative Director, confirming the management policies of the Representative Director, and to exchange opinions regarding the issues to be addressed by the Group, risks surrounding the Group, status of improvements in the audit environment, significant matters in performing audits and other matters.
- 3) The Company pays necessary expenses in advance or on request where necessary for the performance of duties by the Audit & Supervisory Board Members of the Company.

## **7. Outline of Operation to Ensure the Appropriateness of Business Operations**

With regard to retention and control of information on performance of duties by Directors, the Group provides basic concepts in the “IT Security Guidelines” and strives to maintain appropriate retention and control of internal documents such as minutes of meetings of the Board of Directors, in accordance with “Rules on Document Control” and “Rules on Confidential Information Management” by specifying the retention period and control method. With regard to the risk of loss, the “Risk Management Committee” is held twice a year, where risks to the Group, including the associated companies, are identified. Measures are taken to reduce such risks and the results are reported to the Board of Directors.

In order that the Directors perform their duties in an efficient way, the Company formulates annual management policies, single-year management plans and short-term management plans based on the Midterm Business Plan, and implement them throughout the Group. The Company verifies the level of achievement at divisional and departmental meetings as well as at policy management report meetings.

Moreover, in order to ensure that performance of duties by Directors and employees of the Company conforms to laws and regulations and Articles of Incorporation, the Company has implemented a system whereby any events of non-compliance or suspected non-compliance occurring within the group companies are reported to the Company. The events reported are compiled by the Company and reported to the Board of Directors and the Audit & Supervisory Board.

In addition, the Company requires the group companies to apply for/report on budgets, capital investment, risk control, compliance status, etc., and in FY2020 the Company further strengthened the internal control system of group companies by investigating the operation status of the whistleblower system of overseas group companies, implementing the review of the system, and so on.

In 2019, upon noticing that accounts receivable at DAIDO METAL EUROPE LIMITED, the Company’s UK subsidiary, were past due, the Company strengthened the monitoring system for the group companies as a whole.

Amid the COVID-19 pandemic, the Company established a COVID-19 Task Force in April 2020. The Task Force took the initiative in promoting a remote work system more widely and actively utilizing remote meetings in a systematic and prompt manner, causing no material damage to operations to ensure the appropriateness of business operations.

## 8. Fundamental Policies on the Governance of the Company

### (1) Details of Fundamental Policies

The fundamental policies on persons who exercise control over financial and business decisions of the Company are as follows:

The Company has developed business strategies for sales, production, technology, new business development, etc. from medium- to long-term perspectives, and aims to achieve stable development and growth. The circumstances surrounding our business, however, have been changing dramatically, and therefore short-term business decisions are equally important to ensure sustainable growth in the future.

In order to ensure stable growth and improve sustainable corporate value, the Company promotes “Raise Up ‘Daido Spirit’ - Ambitious, Innovative, Challenging -” as its Midterm Business Plan for six years from FY2018 to FY2023.

Together with our various stakeholders including business partners such as customers and suppliers, employees and their families, local residents and others, the Company will respond to short-term changes in a flexible manner, and achieve sustainable business growth with medium- to long-term perspectives in mind. The Company believes that returning a sustainable level of profits to shareholders would be beneficial to all, rather than distributing from a short-term perspective or out of tentative profits.

The Company would therefore like to have its shares held in a balanced manner by those stakeholders, customers, suppliers, employees and their families, and local residents, who support our objective of sustainable growth with medium- and long-term perspectives.

### (2) Initiatives to Achieve Fundamental Policies

#### 1) Specific initiatives for the achievement of fundamental policies

- a. Effective use of the Company’s assets to achieve sustainable growth based on medium- and long-term perspectives
  - The Company has in the past, and still now, been effectively utilizing its assets in order to achieve sustainable growth based on medium- and long-term perspectives.
  - In order for the Company to achieve sustainable growth through management from a medium- to long-term perspective, it is necessary to establish and develop a base network for production, sales and technology to respond to future trends and market changes, to improve productivity of domestic and overseas subsidiaries to the levels achieved by the Company, and to maintain world leading technologies for products, design, manufacturing, production and development. For those purpose, the Company will invest effectively and efficiently in research and development for mainly new products and production technologies, enhancement of “monozukuri (craftsmanship),” utilization and introduction of advanced technologies through industry-government-academia cooperation, corporate protection through intellectual property rights, etc. while considering the balance between such investments and dividends to our shareholders.
- b. Promotion of shareholding by employees
  - The Company promotes the holding of shares by employees by paying incentives to members of the Employee Stock Purchase Plan.
  - The Company has introduced a “trust-type employee stock purchase incentive plan (E-Ship®)” in FY2019. This is intended to achieve the performance targets in the Midterm Business Plan as well as to encourage the Company’s employees to contribute to the enhancement of the Company’s corporate value over the medium to long term and to increase employee benefits.
  - The Company continues to implement other measures to grow the Employee Stock Purchase Plan.
- c. Improve local communities’ recognition of the Company
  - The Company interacts with local communities and tries to improve the recognition of the Company by attending social programs and inviting local residents to factory tours at major business locations.

#### 2) Preventive measures against shareholders who do not share our fundamental policies

The Company takes the following measures in order to prevent any inappropriate parties from controlling the decisions on finance and business of the Company (hereinafter referred to as “hostile acquisition”):

Firstly, the Company communicate proactively through Investor Relations activities in order to increase the appreciation of the value of the Company in the market, as well as effectively utilizing the Company’s assets to the fullest extent, thus achieving sustainable growth through business management based on the above-mentioned medium- and long-term perspectives, increasing the corporate value, and enabling us to distribute appropriate profits to our shareholders.

Next, the Company will identify beneficial owners of its shares on a continuous basis and, if a hostile acquirer appears, will check and assess the objective of the acquirer and negotiate with the acquirer in consultation with external specialists. If the hostile acquirer is considered to be incompatible with the Company’s fundamental policies, the Company will take appropriate countermeasures.

Also, the Company does not exclude the option of taking preventive measures against a possible hostile takeover bid, and will continue to study effective measures available in reference to laws and regulations, guidance issued by authorities and the behavior of other companies, while respecting the common interests of our shareholders.

### (3) Assessment of Above Efforts and its Basis

It is clear that the above efforts are consistent with the fundamental policies, do not conflict with the common interests of shareholders, and are not intended to secure the positions of the Company’s officers. The Company also considers that the

countermeasures and measures for the prevention of a hostile acquisition are appropriate because they are put in motion only when the acquisition is against the Company's fundamental policies.

#### **9. Policies for Determining Appropriation of Surplus**

It is the Company's policy to pay appropriate dividends to our shareholders, based on the results of operations and payout ratio, and to maintain a stable and sustainable level of dividend in overall consideration of the internal reserve for future business development, expansion of research and development, strengthening of business foundations and changes to the business environment.

The Company has a fundamental policy of making a dividend of surplus twice a year, i.e. interim dividend and year-end dividend. The decision-making bodies for these dividends of surplus are the Shareholders' Meeting for the year-end dividend and the Board of Directors for the interim dividend in accordance with the provisions of the Company's Articles of Incorporation.

In overall consideration of the factors above, including the consolidated performance of the Company for the full year, the Company proposes the year-end dividend of 10 yen per share.

As a result, the annual dividend, including the interim dividend of 10 yen per share, would be 20 yen per share.

For the next fiscal year, the Company plans an annual dividend of 25 yen per share (the interim dividend of 10 yen per share and year-end dividend of 15 yen per share).

#### **10. Other Material Issues relating to the Company**

For basic concepts and basic policies on the Company's corporate governance, please refer to the "Corporate Governance Report" posted on the Company's website.

(<https://www.daidometal.com/investors/ir-library/governance/>)

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(Note) Amounts, numbers of shares, percentages of voting rights held, and percentages of shareholding described in this Business Report are presented by rounding down fractions. For other ratios, fractions are rounded off to the nearest unit.

## Consolidated Balance Sheet

(As of March 31, 2021)

(Unit: Million Yen)

Assets		Liabilities	
Account	Amount	Account	Amount
<b>Current assets</b>	<b>75,242</b>	<b>Current liabilities</b>	<b>57,452</b>
Cash and deposits	22,007	Notes and accounts payable - trade	6,192
Notes and accounts receivable - trade	23,069	Electronically recorded obligations - operating	8,069
Electronically recorded monetary claims - operating	2,393	Short-term borrowings	26,575
Merchandise and finished goods	10,821	Current portion of long-term borrowings	7,604
Work in process	8,380	Lease obligations	898
Raw materials and supplies	6,326	Income taxes payable	415
Other	2,510	Provision for bonuses	1,269
Allowance for doubtful accounts	(267)	Provision for product compensation	70
		Provision for environmental measures	33
		Electronically recorded obligations - non-operating	501
		Other	5,820
<b>Non-current assets</b>	<b>79,934</b>	<b>Non-current liabilities</b>	<b>33,185</b>
<b>Property, plant and equipment</b>	<b>57,931</b>	Long-term borrowings	21,315
Buildings and structures	17,198	Lease obligations	2,074
Machinery, equipment and vehicles	24,497	Deferred tax liabilities	1,948
Land	9,726	Provision for share awards	16
Leased assets	3,318	Provision for share awards for directors (and other officers)	30
Construction in progress	2,207	Provision for loss on guarantees	145
Other	982	Retirement benefit liability	7,207
		Asset retirement obligations	17
		Other	430
<b>Intangible assets</b>	<b>12,623</b>	<b>Total Liabilities</b>	<b>90,637</b>
Goodwill	5,724	Net Assets	
Leased assets	34	<b>Shareholders' equity</b>	<b>57,356</b>
Other	6,863	Share capital	8,413
		Capital surplus	13,114
		Retained earnings	36,609
		Treasury shares	(780)
<b>Investments and other assets</b>	<b>9,379</b>	<b>Accumulated other comprehensive income</b>	<b>(968)</b>
Investment securities	5,031	Valuation difference on available-for-sale securities	995
Long-term loans receivable	188	Foreign currency translation adjustment	(1,170)
Retirement benefit asset	2,110	Remeasurements of defined benefit plans	(793)
Deferred tax assets	1,152	<b>Non-controlling interests</b>	<b>8,150</b>
Other	949	<b>Total Net Assets</b>	<b>64,538</b>
Allowance for doubtful accounts	(52)	<b>Total Liabilities and Net Assets</b>	<b>155,176</b>
<b>Total Assets</b>	<b>155,176</b>		

(Note) Amounts are rounded down to the nearest million yen.

## Consolidated Statement of Income

( From: April 1, 2020  
To: March 31, 2021 )

(Unit: Million Yen)

Account	Amount	
<b>Net sales</b>		<b>84,720</b>
<b>Cost of sales</b>		<b>65,200</b>
<b>Gross profit</b>		<b>19,520</b>
<b>Selling, general and administrative expenses</b>		<b>18,205</b>
<b>Operating profit</b>		<b>1,315</b>
<b>Non-operating income</b>		
Interest and dividend income	147	
Share of profit of entities accounted for using equity method	26	
Subsidy income	236	
Other	236	646
<b>Non-operating expenses</b>		
Interest expenses	710	
Foreign exchange losses	111	
Other	266	1,088
<b>Ordinary profit</b>		<b>874</b>
<b>Extraordinary income</b>		
Gain on sale of non-current assets	571	571
<b>Profit before income taxes</b>		<b>1,445</b>
Income taxes - current	737	
Income taxes - deferred	111	848
<b>Profit</b>		<b>597</b>
<b>Profit attributable to non-controlling interests</b>		<b>493</b>
<b>Profit attributable to owners of parent</b>		<b>104</b>

(Note) Amounts are rounded down to the nearest million yen.

## **Consolidated Statement of Changes in Equity**

( From: April 1, 2020  
To: March 31, 2021 )

(Unit: Million Yen)

	Shareholders' equity				
	Share capital	Capital surplus	Retained earnings	Treasury shares	Total shareholders' equity
<b>Balance at beginning of period</b>	8,413	13,114	37,693	(1,016)	58,204
<b>Changes during period</b>					
Dividends of surplus			(1,187)		(1,187)
Profit attributable to owners of parent			104		104
Purchase of treasury shares				(0)	(0)
Disposal of treasury shares				236	236
Change in ownership interest of parent due to transactions with non-controlling interests		0		—	0
Net changes in items other than shareholders' equity					—
<b>Total changes during period</b>	—	0	(1,083)	235	(847)
<b>Balance at end of period</b>	8,413	13,114	36,609	(780)	57,356

(Unit: Million Yen)

	Accumulated other comprehensive income				Non-controlling interests	Total net assets
	Valuation difference on available-for-sale securities	Foreign currency translation adjustment	Remeasurements of defined benefit plans	Total accumulated other comprehensive income		
<b>Balance at beginning of period</b>	361	(654)	(1,922)	(2,216)	8,180	64,168
<b>Changes during period</b>						
Dividends of surplus						(1,187)
Profit attributable to owners of parent						104
Purchase of treasury shares						(0)
Disposal of treasury shares						236
Change in ownership interest of parent due to transactions with non-controlling interests						0
Net changes in items other than shareholders' equity	633	(515)	1,129	1,247	(30)	1,217
<b>Total changes during period</b>	633	(515)	1,129	1,247	(30)	369
<b>Balance at end of period</b>	995	(1,170)	(793)	(968)	8,150	64,538

(Note) Amounts are rounded down to the nearest million yen.

## Notes to Consolidated Financial Statements

### I. Notes on Significant Matters that Form the Basis of Presenting the Consolidated Financial Statements, etc.

#### 1. Scope of consolidation

##### (1) Number of consolidated subsidiaries

33 companies

##### Names of consolidated subsidiaries

DAIDO LOGITECH CO., LTD.  
DAIDO METAL SALES CO., LTD.  
Daido Plain Bearings Co., Ltd.  
NDC Co., Ltd.  
NDC Sales Co., Ltd.  
Daido Industrial Bearings Japan Co., Ltd.  
Asia Kelmet Co., Ltd.  
DAIDO METAL SAGA CO., LTD.  
Iino Holding Ltd.  
Iino Manufacturing Co., Ltd.  
ATA Casting Technology Japan Co., Ltd.  
Daido Precision Metal (Suzhou) Co., Ltd.  
IINO (Foshan) Technology Co., Ltd.  
Chung Yuan Daido Co., Ltd.  
Dong Sung Metal Co., Ltd.  
Dyna Metal Co., Ltd.  
ATA Casting Technology Co., Ltd.  
DM Casting Technology (Thailand) Co., Ltd.  
PT. IINO INDONESIA  
PT. Daido Metal Indonesia  
SUPER CUB FINANCIAL CORPORATION  
PHILIPPINE IINO CORPORATION  
ISS America, Inc.  
Daido Metal U.S.A. Inc.  
Daido Metal Mexico Sales, S.A. de C.V.  
Daido Metal Mexico, S.A. de C.V.  
ISS MEXICO MANUFACTURING S.A. de C.V.  
DAIDO METAL KOTOR AD  
Daido Industrial Bearings Europe Limited  
DAIDO METAL EUROPE LIMITED  
Daido Metal Russia LLC  
Daido Metal Europe GmbH  
DAIDO METAL CZECH s.r.o.

##### (2) Names of unconsolidated subsidiaries

Korea Dry Bearing Co., Ltd.  
Chung Yuan Daido (Guangzhou) Co., Ltd.  
DMS Korea Co., Ltd.

##### Reason for exclusion from scope of consolidation

Korea Dry Bearing Co., Ltd., Chung Yuan Daido (Guangzhou) Co., Ltd., and DMS Korea Co., Ltd. have been excluded from the scope of consolidation because these companies are immaterial from the Group's point of view in terms of total assets, net sales, profit (the amount proportionate to equity), and retained earnings (the amount proportionate to equity) and do not have a significant impact on the consolidated financial statements, and are not material as a whole.



## 2. Application of equity method

### (1) Number of unconsolidated subsidiaries and associates to which the equity method was applied

Names of companies	<p>4 companies</p> <p>(Unconsolidated subsidiary)</p> <p>Korea Dry Bearing Co., Ltd.</p> <p>(Associates)</p> <p>BBL Daido Private Limited</p> <p>Shippo Asahi Moulds (Thailand) Co., Ltd.</p> <p>NPR of Europe GmbH</p>
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### (2) Names of unconsolidated subsidiaries and associates to which the equity method was not applied

Reason for non-application of equity method	<p>(Unconsolidated subsidiaries)</p> <p>Chung Yuan Daido (Guangzhou) Co., Ltd.</p> <p>DMS Korea Co., Ltd.</p> <p>Chung Yuan Daido (Guangzhou) Co., Ltd. and DMS Korea Co., Ltd. have been excluded from the scope of the equity method because these companies are immaterial from the Group's point of view in terms of profit or loss (the amount proportionate to equity) and retained earnings (the amount proportionate to equity) and do not have a significant impact on the consolidated financial statements, and are not material as a whole.</p>
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### (3) Special mention regarding the application of equity method

For companies consolidated under equity method with balance sheet dates different from the consolidated balance sheet date, financial statements as of their year-end are used.

## 3. Matters relating to the accounting period of consolidated subsidiaries

The balance sheet date for Daido Metal U.S.A. Inc., DAIDO METAL KOTOR AD, Daido Industrial Bearings Europe Limited, DAIDO METAL CZECH s.r.o., Dyna Metal Co., Ltd., Chung Yuan Daido Co., PT. Daido Metal Indonesia, Dong Sung Metal Co., Ltd., Daido Precision Metal (Suzhou) Co., Ltd., Daido Metal Europe GmbH, DAIDO METAL EUROPE LIMITED, Daido Metal Russia LLC, Daido Metal Mexico, S.A. de C.V., Daido Metal Mexico Sales, S.A. de C.V., PHILIPPINE IINO CORPORATION, IINO (Foshan) Technology Co., Ltd., ISS America, Inc., ISS MEXICO MANUFACTURING S.A. de C.V., PT. IINO INDONESIA, and SUPER CUB FINANCIAL CORPORATION is December 31.

Financial statements as of the same date are used in compiling the consolidated financial statements as of March 31, with necessary adjustment for the effects of significant transactions or events that occur between the date of those financial statements and the consolidated balance sheet date.

#### 4. Matters relating to accounting policies

##### (1) Basis and method of valuation of important assets

###### 1) Basis and method of valuation of securities

Available-for-sale securities

Securities with readily determinable fair value..... Stated at fair value based on the market price at the balance sheet date (Valuation differences are recorded directly in net assets, and the net sales cost is calculated by the moving average method.)

Securities without readily determinable fair value..... Stated at cost using moving average method

###### 2) Basis and method of valuation of derivatives

Stated at fair value

###### 3) Basis and method of valuation of inventories

Basis of valuation is in accordance with the cost basis (with writing down of the carrying amount based on any decreased profitability).

(a) Merchandise and finished goods ..... Principally by weighted average method

(b) Work in process ..... Principally by weighted average method

(c) Raw materials ..... Principally by weighted average method

(d) Supplies ..... Principally by moving average method

##### (2) Method of depreciation of important depreciable assets

###### 1) Property, plant and equipment (excluding leased assets)

The Company and six domestic consolidated subsidiaries use the declining balance method (with the exception of buildings (excluding facilities attached to buildings) acquired on or after April 1, 1998 and facilities attached to buildings and structures acquired on or after April 1, 2016, for which the straight-line method is used), while other subsidiaries use the straight-line method.

Estimated useful lives of major assets are as follows:

Buildings and structures 3-60 years

Machinery, equipment and vehicles 4-10 years

###### 2) Intangible assets (excluding leased assets)

Straight-line method is used.

###### 3) Leased assets

- Leased assets relating to finance lease transactions which transfer the ownership of leased assets

The same depreciation method as applied to self-owned non-current assets is used.

- Leased assets relating to finance lease transactions which do not transfer the ownership of leased assets

Straight-line method based on the depreciation period equal to the lease period and residual value of zero is used.

- Right-of-use assets

Straight-line method based on the depreciation period equal to the lease period and residual value of zero is used.

For overseas consolidated subsidiaries other than U.S. subsidiaries, financial statements are prepared in accordance with International Financial Reporting Standards, and International Financial Reporting Standard No. 16, "Leases" ("IFRS 16") is applied. Under IFRS 16, Regarding the accounting treatment for lessees, in principle, all leases are recorded as assets and liabilities on the balance sheet.

##### (3) Recognition criteria of significant allowances and provisions

###### 1) Allowance for doubtful accounts

In order to prepare for any losses arising from bad debt receivables, an amount estimated uncollectible amount is provided. The amount for general receivables is calculated based on the past loss experience, and the amount for specific receivables such as highly doubtful receivables is calculated by reviewing the probability of recovery in each individual case.

###### 2) Provision for bonuses

An amount corresponding to the period out of the estimated amount of bonuses payable to employees is provided.

###### 3) Provision for bonuses for directors (and other officers)

An estimated amount of bonuses payable to directors (and other officers) is provided.

###### 4) Provision for product compensation

In order to prepare for any expenditure for quality claims, an estimated amount required to be paid in future is provided.

###### 5) Provision for environmental measures

In order to prepare for the payment of disposal cost of PCB wastes required as stipulated by the "Act on Special Measures concerning Promotion of Proper Treatment of PCB Wastes," the estimated disposal cost is provided.

###### 6) Provision for loss on guarantees

In order to prepare for the loss on guarantee balance remains at the end of an Employee Shareholding Incentive Plan (E-Ship®) period, an estimated amount of loss is provided.

###### 7) Provision for share awards, Provision for share awards for directors (and other officers)

In order to prepare for the share awards for directors and executive officers, estimated share award amounts based on the estimated points to be granted to eligible directors and executive officers under the Share Grant Rule of the Company is provided.

(4) Other significant matters for presentation of consolidated financial statements

1) Accounting for retirement benefits

In order to prepare for the payment of retirement benefits to employees (excluding executive officers, etc.), an amount estimated to have occurred at the end of the current fiscal year is provided based on the projected benefit obligation and plan assets at the end of the current fiscal year.

When calculating retirement benefit obligations, the benefit formula basis is used to allocate the estimated amount of retirement benefits to the period up to the end of the current fiscal year.

Past service cost is recorded as an expense by a pro-rated amount by the straight-line method over a period within the average remaining service years of employees (mainly 14 years) at the time of occurrence thereof.

For actuarial differences, an amount prorated by the straight-line method over a period within the average remaining service years of employees (mainly 14 years) at the time of occurrence thereof in each fiscal year is expensed starting from the fiscal year that follows the fiscal year of occurrence.

In order to prepare for the payment of retirement benefits to executive officers, etc., the amount that would need to be paid if all eligible officers retired at the end of the fiscal year is provided.

2) Conversion of foreign currency denominated assets and liabilities into Japanese Yen

Foreign currency denominated monetary assets and liabilities are converted into Japanese Yen at the spot exchange rates prevailing at the consolidated balance sheet date, and the resulting exchange differences are recorded as gains or losses. Assets and liabilities, income and expenses of overseas subsidiaries are converted into Japanese Yen at the spot exchange rates prevailing at the balance sheet date, and the resulting exchange differences are recorded in net assets as foreign currency translation adjustment and non-controlling interests.

3) Amortization of goodwill and the amortization period

Goodwill is amortized by the straight-line method within a period of 14 years based on the estimated period during which the benefits are expected to arise.

4) Accounting method of consumption taxes

Consumption taxes are accounted for by the tax-excluded method.

## **II. Notes on Changes in the Presentation Method**

The Company has applied the Accounting Standard for Disclosure of Accounting Estimates (ASBJ Statement No. 31, March 31, 2020) from the current fiscal year, and “Notes on Accounting Estimates” are provided under Notes to Consolidated Financial Statements.

## **III. Notes on Accounting Estimates**

Valuation of intangible assets including goodwill

(1) Amount recorded in consolidated financial statements

Goodwill of 5,724 million yen (1,854 million yen for Iino Holding Ltd. and its subsidiaries (hereinafter referred to as the “Iino Group”) and 3,870 million yen for ATA Casting Technology Japan Co., Ltd. (hereinafter referred to as the “ATA Group”)), and customer-related assets of 3,179 million yen (2,504 million yen for the Iino Group and 675 million yen for the ATA Group)

(2) Additional information that contributes to consolidated financial statement users’ better understanding of accounting estimates

To strengthen product offerings to existing customers of the Group, and diversify and expand products and businesses for the Group over the medium to long term, the Group acquired the Iino Group and the ATA Group in the fiscal year ended March 2017, categorizing both groups as “Other automotive parts,” and recording intangible assets including goodwill in the consolidated balance sheets.

The Group applies impairment accounting to these non-current assets after redefining each company group as an asset group and performing such accounting to the largest asset group to which goodwill and customer-related assets have been added to the non-current assets, etc. related to each company group.

The impairment test for the assets attributable to each of these asset groups identifies a sign of impairment including goodwill because the amount allocated to goodwill and intangible assets excluding goodwill is relatively large. The carrying amount of non-current assets including goodwill is 7,530 million yen for the Iino Group and 8,368 million yen for the ATA Group. The impairment test shows that the total amount of future cash flow before discount exceeds the amount of carrying amount of non-current assets including goodwill, and therefore, there is no impairment loss to be recognized for both groups.

The cash flow before discount is calculated based on the figures presented in the medium-term business plans of each of the company groups. Among these figures, net sales are obtained by adding up based on the production plan of product unit numbers with a higher order probability, taking into consideration the status or likelihood of acquisition of preliminary orders from customers. As for expenses, cost reduction effects through cutting labor expenses, promoting in-house manufacturing, and improving the efficiency of logistics are partially reflected in the plans.

When the assumptions used in these estimates need to be revised due to changes in automobile production forecasts, including those amid the COVID-19 pandemic, or the cost reduction status, an impairment loss may be recognized for the following fiscal year.

#### **IV. Additional Information**

##### **1. Granting Company Shares to Employees, etc. through a Trust**

In order to incentivize employees to achieve the Medium Term plan goals and raise corporate value in medium to long-term, and to enrich the employee welfare program, the Company introduced an E-Ship<sup>®</sup> Trust-Type Employee Stock Purchase Incentive Plan (hereinafter “the Incentive Plan”).

##### **(i) The Incentive Plan Overview**

The Incentive Plan is available to Daido Metal group employees who participate in the Daido Metal Employee Stock Purchase Plan (hereinafter, “ESPP”). Under the Incentive Plan, the Company will set up a trust - Daido Metal ESPP Trust (hereinafter, “ESPP Trust”) - with a trust bank. The ESPP Trust will purchase Company shares up front for the amount ESPP will likely to purchase over a certain period. Afterwards, the ESPP Trust will sell Company shares to the ESPP for its periodical purchases. At the end of the trust period, if the ESPP Trust asset balance resulted positive with the accumulated gains on Company shares, such residual assets will be distributed to members of the ESPP who meet beneficiary eligibility criteria. As the Company will provide guarantees for ESPP Trust’s borrowings to purchase Company shares, any shortfalls in repayment at the end of Trust period, due to the accumulated loss at ESPP Trust caused by the drop in Company share price, shall be reimbursed by the Company.

##### **(ii) Residual Company shares held in the ESPP Trust**

Any residual shares of the Company held in the ESPP Trust will be recorded at the ESPP Trust’s carrying amount (excluding incidental expenses) as treasury shares under net assets. As of the end of the fiscal year ended March 31, 2021, the carrying amount of the treasury shares was 453 million yen and number of shares was 604,000 shares.

##### **(iii) Carrying amount of borrowings posted through the application of the total amount method**

As of the end of the fiscal year ended March 31, 2021: 520 million yen

##### **2. Introduction of Performance-linked Stock-based Remuneration Scheme for Directors and Executive Officers**

The Company introduced new performance-linked stock-based remuneration scheme (“the Scheme”) for Directors (excluding Outside Directors, the same applying hereinafter) and Executive Officers (excluding a Director concurrently serving as an Executive Officer, the same applying hereinafter) in order to incentivize Directors and Executive Officers to improve the business performance of the Company and to enhance the corporate value over medium to long term.

##### **(i) The Scheme Overview**

Under the Scheme, a Board Benefit Trust (“the BBT”) is created with the contribution from the Company. The BBT purchases Company shares, and the Company gives eligible Directors and Executive Officers the shares as performance-linked stock-based remuneration based on the number of points awarded in accordance with their individual rank and target achievement etc., as set forth in the Share Grant Rule. Beneficiaries of the BBT shall be those who serve as Directors and Executive Officers during the period. The Company shares are granted to each Director and Executive Officer when they retire from their position.

##### **(ii) Residual Company shares held in the BBT**

Any residual shares of the Company held in the BBT will be recorded at the BBT’s carrying amount (excluding incidental expenses) as treasury shares under net assets.

As of the end of the fiscal year ended March 31, 2021, the carrying amount of the treasury shares was 326 million yen and the number of shares was 431,000 shares.

##### **3. Assumptions of Accounting Estimates for the Impact of COVID-19 spread**

Although it is difficult to reasonably predict when the pandemic will be over, as of the end of the fiscal year ended March 31, 2021, the auto parts industry saw a strong recovery particularly in the U.S. and China markets, and we assume that this situation will continue.

As the situation and impact of the COVID-19 spread are subject to uncertainty, the actual automobile production volume may differ from the assumption above due to the further spread of the infection and the resulting lockdown in various countries.

## **V. Notes to Consolidated Balance Sheet**

1. Accumulated depreciation of property, plant and equipment	103,472	million yen
2. Assets pledged as collateral, and liabilities secured by collateral		
Assets pledged as collateral		
Buildings and structures	511	million yen
Machinery, equipment and vehicles	1,163	
Land	1,909	
Other	0	
Total	3,584	
Liabilities secured by collateral		
Short-term borrowings	2,121	million yen
Long-term borrowings	1,128	
(including amounts scheduled to be repaid within one year)		
Total	3,249	
3. Guarantee obligations		
Employee housing loans, etc.	123	million yen
4. Notes receivable discounted or transferred by endorsement		
Discounted export bills	39	million yen

## **VI. Notes to Consolidated Statement of Changes in Equity**

1. Total number of shares issued as of the end of the current fiscal year	
Common shares	47,520 thousand shares

### 2. Matters relating to dividend

#### (1) Total dividends paid

Resolution	Type of share	Dividends paid (million yen)	Dividend per share (yen)	Base date	Effective date
Annual Shareholders' Meeting held on June 26, 2020	Common share	712	15.00	March 31, 2020	June 29, 2020
Board of Directors' meeting held on November 12, 2020	Common share	475	10.00	September 30, 2020	December 7, 2020

- (Notes) 1. The dividends paid as per the resolution of the Annual Shareholders' Meeting held on June 26, 2020 includes 20 million yen as dividends for the Company shares held as trust property for E-Ship®, Trust Type Employee Stock Purchase Incentive Plan and trust property for a performance-linked stock-based remuneration scheme.
2. The dividends paid as per the resolution of the Board of Directors' meeting held on November 12, 2020 includes 11 million yen as dividends for the Company shares held as trust property for E-Ship®, Trust Type Employee Stock Purchase Incentive Plan and trust property for a performance-linked stock-based remuneration scheme.

#### (2) Dividends with base date in the current fiscal year, which come into effect in the following fiscal year

It is scheduled to be resolved as follows:

Resolution	Type of share	Dividends paid (million yen)	Dividend per share (yen)	Base date	Effective date
Annual Shareholders' Meeting to be held on June 29, 2021	Common share	475	10.00	March 31, 2021	June 30, 2021

- (Note) The dividends paid includes 10 million yen as dividends for the Company shares held as trust property for E-Ship®, Trust Type Employee Stock Purchase Incentive Plan and trust property for a performance-linked stock-based remuneration scheme.

Dividends will be paid out of retained earnings.

## VII. Notes on Financial Instruments

### 1. Matters relating to financial instruments

The Group invests its excess cash in short-term deposits and other low risk products, and the funding needs are met by the borrowings from financial institutions such as banks.

The credit risk of customers with regard to notes and accounts receivable - trade, and electronically recorded monetary claims - operating are mitigated according to credit management policy. Investment securities consist mainly of shares, and the fair values of listed shares are reviewed each quarter.

Borrowings are used for working capital (mainly short-term) and capital investment (long-term). Currency swap transactions are made for some foreign currency denominated borrowings against the risk of currency fluctuations.

Derivative transactions are made within the scope of actual demand in accordance with internal management regulations.

### 2. Matters relating to fair values of financial instruments

Consolidated balance sheet amounts, fair values and differences as of March 31, 2021 are as follows:

(Unit: million yen)

	Consolidated balance sheet amount (*1)	Fair value (*1)	Difference
(1) Cash and deposits	22,007	22,007	—
(2) Notes and accounts receivable - trade	23,069		—
Allowance for doubtful accounts (*2)	(156)		—
	22,913	22,913	—
(3) Electronically recorded monetary claims - operating	2,393	2,393	—
(4) Investment securities	2,744	2,744	—
(5) Notes and accounts payable - trade	(6,192)	(6,192)	—
(6) Electronically recorded obligations - operating	(8,069)	(8,069)	—
(7) Short-term borrowings	(26,575)	(26,575)	—
(8) Income taxes payable	(415)	(415)	—
(9) Long-term borrowings (including amounts scheduled to be repaid within one year)	(28,920)	(28,962)	(41)
(10) Electronically recorded obligations - non-operating	(501)	(501)	—
(11) Lease obligations	(2,973)	(3,083)	(110)
(12) Derivatives (*3) Those not qualifying for hedge accounting	9	9	—

(\*1) Items recorded in liabilities are shown in ( ).

(\*2) The allowance for doubtful accounts recorded separately in accounts receivable has been deducted.

(\*3) Claims and obligations arising from derivatives are stated in net amounts.

(Note 1) Calculation of fair values of financial instruments, securities, and derivatives

(1) Cash and deposits and (2) Notes and accounts receivable - trade (3) Electronically recorded monetary claims - operating

These are stated at their carrying amounts because they are settled in a short period and their fair values are considered to approximate their carrying amounts.

(4) Investment securities

The fair values of equity securities are based on quotations in the stock exchange, and the fair values of other securities are based on reasonable estimates.

(5) Notes and accounts payable - trade, (6) Electronically recorded obligations - operating, (7) Short-term borrowings, (8) Income taxes payable and (10) Electronically recorded obligations - non-operating

These are stated at their carrying amounts because they are settled in a short period their fair values are considered to approximate their carrying amounts.

(9) Long-term borrowings (including amounts scheduled to be repaid within one year) and (11) Lease obligations

The fair values of these items are calculated by discounting the total amount of principal and interest by a rate that is assumed if the same transaction were newly made. Among long-term borrowings, those at variable interest rates are stated at their carrying amounts because they reflect market interest rates in the short term and the Company's credit status has not changed significantly since the execution, and thus their fair values approximate their carrying amounts.

(12) Derivatives

The fair values are based on the quoted price obtained from financial institutions, etc., which we have business relationship with.

(Note 2) As it is considered extremely difficult to obtain the fair values of unlisted stocks (consolidated balance sheet amount of 2,287 million yen) because their market quotations are not available and their future cash flows cannot be estimated, they are not included in "(4) Investment securities."

### **VIII. Notes on Rental Properties**

1. Matters relating to rental properties

The Group owns rental properties in Tokyo and in other areas.

2. Matters relating to the fair value of rental properties

(Unit: million yen)

Consolidated balance sheet amount	Fair value
1,272	2,817

(Notes) 1. The consolidated balance sheet amount represents the acquisition cost less accumulated depreciation and impairment.

2. The fair value at the end of the fiscal year represents appraised value principally based on the “real-estate appraisal standards.”

### **IX. Notes on Per Share Information**

1. Net assets per share

1,213.08 yen

2. Basic earnings per share

2.25 yen

## **Non-consolidated Balance Sheet**

(As of March 31, 2021)

(Unit: million Yen)

Assets		Liabilities	
Account	Amount	Account	Amount
<b>Current assets</b>	<b>36,622</b>	<b>Current liabilities</b>	<b>34,624</b>
Cash and deposits	5,900	Accounts payable - trade	5,556
Notes receivable - trade	281	Electronically recorded obligations - operating	9,380
Accounts receivable - trade	15,556	Short-term borrowings	9,440
Electronically recorded monetary claims - operating	2,463	Current portion of long-term borrowings	5,757
Merchandise and finished goods	1,724	Lease obligations	338
Work in process	3,185	Accounts payable - other	1,685
Raw materials and supplies	1,839	Accrued expenses	883
Prepaid expenses	145	Income taxes payable	138
Short-term loans receivable from subsidiaries and associates	3,616	Accrued consumption taxes	102
Accounts receivable - other	1,811	Advances received	5
Other	97	Deposits received	66
Allowance for doubtful accounts	(0)	Unearned revenue	49
		Provision for bonuses	693
		Provision for environmental measures	33
		Electronically recorded obligations - non-operating	491
		Other	2
<b>Non-current assets</b>	<b>73,625</b>	<b>Non-current liabilities</b>	<b>23,250</b>
<b>Property, plant and equipment</b>	<b>21,826</b>	Long-term borrowings	15,610
Buildings	8,487	Lease obligations	1,578
Structures	601	Deferred tax liabilities	661
Machinery and equipment	4,726	Provision for retirement benefits	4,383
Vehicles	8	Provision for share awards	16
Tools, furniture and fixtures	352	Provision for share awards for directors (and other officers)	30
Land	5,080	Provision for loss on guarantees	631
Leased assets	2,268	Asset retirement obligations	1
Construction in progress	300	Long-term accounts payable - other	313
<b>Intangible assets</b>	<b>3,405</b>	Other	22
Software	2,923	<b>Total Liabilities</b>	<b>57,874</b>
Leased assets	5	Net Assets	
Right to use facilities	12		
Other	463	<b>Shareholders' equity</b>	<b>51,572</b>
<b>Investments and other assets</b>	<b>48,393</b>	<b>Share capital</b>	<b>8,413</b>
Investment securities	1,841	<b>Capital surplus</b>	<b>12,238</b>
Shares of subsidiaries and associates	31,654	Legal capital surplus	8,789
Investments in capital of subsidiaries and associates	9,854	Other capital surplus	3,449
Long-term loans receivable from subsidiaries and associates	3,090	<b>Retained earnings</b>	<b>31,700</b>
Long-term loans receivable from employees	17	Legal retained earnings	743
Distressed receivables	2	Other retained earnings	
Long-term prepaid expenses	22	Reserve for tax purpose reduction entry of non-current assets	4,359
Prepaid pension costs	2,666	General reserve	21,000
Other	540	Retained earnings brought forward	5,597
Allowance for doubtful accounts	(1,297)	<b>Treasury shares</b>	<b>(780)</b>
		<b>Valuation and translation adjustments</b>	<b>800</b>
		Valuation difference on available-for-sale securities	800
<b>Total Assets</b>	<b>110,247</b>	<b>Total Net Assets</b>	<b>52,372</b>
		<b>Total Liabilities and Net Assets</b>	<b>110,247</b>

(Note) Amounts are rounded down to the nearest million yen.



## Non-consolidated Statement of Income

( From: April 1, 2020  
To: March 31, 2021 )

(Unit: million Yen)

Account	Amount	
<b>Net sales</b>		<b>54,197</b>
<b>Cost of sales</b>		<b>43,294</b>
<b>Gross profit</b>		<b>10,902</b>
<b>Selling, general and administrative expenses</b>		<b>10,179</b>
<b>Operating profit</b>		<b>723</b>
<b>Non-operating income</b>		
Interest and dividend income	1,215	
Foreign exchange gains	36	
Other	404	1,656
<b>Non-operating expenses</b>		
Interest expenses	155	
Other	63	219
<b>Ordinary profit</b>		<b>2,159</b>
<b>Extraordinary losses</b>		
Loss on valuation of investments in capital of subsidiaries and associates	176	176
<b>Profit before income taxes</b>		<b>1,983</b>
Income taxes - current	113	
Income taxes - deferred	179	292
<b>Profit</b>		<b>1,690</b>

(Note) Amounts are rounded down to the nearest million yen.

**Non-consolidated Statement of**  
**Changes in Equity**  
( From: April 1, 2020 )  
( To: March 31, 2021 )

(Unit: million Yen)

	Shareholders' equity			
	Share capital	Capital surplus		Retained earnings
		Legal capital surplus	Other capital surplus	Legal retained earnings
<b>Balance at beginning of period</b>	8,413	8,789	3,449	743
<b>Changes during period</b>				
Reversal of reserve for tax purpose reduction entry of non-current assets				
Dividends of surplus				
Profit				
Purchase of treasury shares				
Disposal of treasury shares				
Net changes in items other than shareholders' equity				
<b>Total changes during period</b>	—	—	—	—
<b>Balance at end of period</b>	8,413	8,789	3,449	743

(Unit: million Yen)

(Unit: million yen)

	Shareholders' equity				
	Retained earnings			Treasury shares	Total shareholders' equity
	Other retained earnings				
	Reserve for tax purpose reduction entry of non-current assets	General reserve	Retained earnings brought forward		
Balance at beginning of period	4,451	21,000	5,003	(1,016)	50,833
Changes during period					
Reversal of reserve for tax purpose reduction entry of non-current assets	(91)		91		—
Dividends of surplus			(1,187)		(1,187)
Profit			1,690		1,690
Purchase of treasury shares				(0)	(0)
Disposal of treasury shares				236	236
Net changes in items other than shareholders' equity					—
Total changes during period	(91)	—	594	235	738
Balance at end of period	4,359	21,000	5,597	(780)	51,572

(Unit: million Yen)

	Valuation and translation adjustments		Total net assets
	Valuation difference on available-for-sale securities	Total valuation and translation adjustments	
<b>Balance at beginning of period</b>	328	328	51,162
<b>Changes during period</b>			
Reversal of reserve for tax purpose reduction entry of non-current assets		—	—
Dividends of surplus		—	(1,187)
Profit		—	1,690
Purchase of treasury shares		—	(0)
Disposal of treasury shares		—	236
Net changes in items other than shareholders' equity	472	472	472
<b>Total changes during period</b>	472	472	1,210
<b>Balance at end of period</b>	800	800	52,372

(Note) Amounts are rounded down to the nearest million yen.

## Notes to Non-consolidated Financial Statements

### I. Notes on Matters Relating to Significant Accounting Policies

#### 1. Basis and method of valuation of assets

##### (1) Basis and method of valuation of securities

###### 1) Shares of subsidiaries and

associates ..... Stated at cost by the moving average method

###### 2) Available-for-sale securities

Securities with readily determinable fair value ..... Stated at fair value based on the market price, etc. at balance sheet date  
(Valuation differences are recorded directly in net assets, and the net sales cost is calculated by the moving average method.)

Securities without readily determinable fair value ..... Stated at cost using moving average method

##### (2) Basis and method of valuation of inventories

Basis of valuation is in accordance with the cost basis (with writing down of the carrying amount based on any decreased profitability).

1) Merchandise and finished goods .... Weighted average method

2) Work in process ..... Weighted average method

3) Raw materials ..... Principally by weighted average method

4) Supplies ..... Principally by moving average method

#### 2. Method of depreciation of non-current assets

##### (1) Property, plant and equipment (excluding leased assets)

Straight-line method is used for buildings (excluding facilities attached to buildings) acquired on or after April 1, 1998 and facilities attached to buildings and structures acquired on or after April 1, 2016, and declining balance method is used for other property, plant and equipment. Estimated useful lives of major assets are as follows:

Buildings 3-50 years

Structures 7-60 years

Machinery and equipment 4-9 years

Vehicles 4-10 years

Tools, furniture and fixtures 2-20 years

##### (2) Intangible assets (excluding leased assets)

Straight-line method is used. Estimated useful life for software for in-house use is mainly 5 years, and those for right to use facilities are mainly 15-20 years.

##### (3) Leased assets

- Leased assets relating to finance lease transactions which transfer the ownership of leased assets

The same depreciation method as applied to self-owned non-current assets is used.

- Leased assets relating to finance lease transactions which do not transfer the ownership of leased assets

Straight-line method based on the depreciation period equal to the lease period and residual value of zero is used.

#### 3. Recognition criteria of allowances and provisions

##### (1) Allowance for doubtful accounts

In order to prepare for any losses arising from bad debt receivables, an amount estimated uncollectible amount is provided. The amount for general receivables is calculated based on the past loss experience, and the amount for specific receivables such as highly doubtful receivables is calculated by reviewing the probability of recovery in each individual case.

##### (2) Provision for bonuses

An amount corresponding to the period out of the estimated amount of bonuses payable to employees is provided.

##### (3) Provision for bonuses for directors (and other officers)

An estimated amount of bonuses payable to directors (and other officers) is provided.

##### (4) Provision for retirement benefits

In order to prepare for the payment of retirement benefits to employees (excluding executive officers, etc.), an amount estimated to have occurred at the end of the current fiscal year is provided based on the projected benefit obligation and plan assets at the end of the current fiscal year.

When calculating retirement benefit obligations, the benefit formula basis is used to allocate the estimated amount of retirement benefits to the period up to the end of the current fiscal year.

Past service cost is recorded as an expense by a pro-rated amount by the straight-line method over a period within the average remaining service years of employees (14 years) at the time of occurrence thereof.

For actuarial differences, an amount pro-rated by the straight-line method over a period within the average remaining service years of employees (14 years) at the time of occurrence thereof in each fiscal year is expensed starting from the fiscal year that follows the fiscal year of occurrence.

In order to prepare for the payment of retirement benefits to executive officers, etc., the amount that would need to be paid if all eligible officers retired at the end of the fiscal year is provided.

##### (5) Provision for environmental measures

In order to prepare for the disposal costs of PCB wastes as stipulated by the "Act on Special Measures concerning Promotion of Proper Treatment of PCB Wastes," the estimated disposal cost is provided.

- (6) Provision for loss on guarantees  
In order to prepare for loss on guarantees provided to subsidiaries and associates, the estimated loss amount is provided, taking into account the financial position, etc. of guaranteed parties.  
In order to prepare for the loss on guarantee balance remains at the end of an Employee Shareholding Incentive Plan (E-Ship<sup>®</sup>) period, an estimated amount of loss is provided.
  - (7) Provision for share awards, Provision for share awards for directors (and other officers)  
In order to prepare for the share awards for directors and executive officers, estimated share award amounts based on the estimated points to be granted to eligible directors and executive officers under the Share Grant Rule of the Company is provided.
4. Other significant matters for the presentation of non-consolidated financial statements
- (1) Conversion of foreign currency denominated assets and liabilities into Japanese Yen  
Foreign currency denominated monetary assets and liabilities are converted into Japanese Yen at the spot exchange rates prevailing at the fiscal year-end date, and the resulting exchange differences are recorded as gains or losses.
  - (2) Accounting method for retirement benefits  
The accounting method for unrecognized actuarial differences and unrecognized past service cost differs from the accounting method for the above items used in consolidated financial statements.
  - (3) Accounting treatment of consumption taxes  
Consumption taxes are accounted for by the tax-excluded method.

## **II. Notes on Changes in the Presentation Method**

The Company has applied the Accounting Standard for Disclosure of Accounting Estimates (ASBJ Statement No. 31, March 31, 2020) from the current fiscal year, and “Notes on Accounting Estimates” are provided under Notes to Non-consolidated Financial Statements.

## **III. Notes on Accounting Estimates**

Valuation of shares of subsidiaries and associates

- (1) Amount recorded in non-consolidated financial statements  
Shares of subsidiaries and associates of 31,654 million yen (10,751 million yen for ATA Casting Technology Japan Co., Ltd. and 10,230 million yen for Iino Holding Ltd.)
- (2) Additional information that contributes to non-consolidated financial statement users’ better understanding of accounting estimates  
In evaluating the shares of subsidiaries and associates, the Company compared the actual value calculated based on a present discounted value of future cash flow after discount with an acquisition value to identify a significant decrease in the actual value. Our evaluation found that the actual values did not decrease significantly compared to the acquisition values, and therefore, neither of the companies’ shares were subject to impairment treatment.  
Future cash flow is calculated based on the figures presented in the medium-term business plans of each of the company groups. Among these figures, net sales are obtained by adding up based on the production plan of product unit numbers with a higher order probability, taking into consideration the status or likelihood of acquisition of preliminary orders from customers. As for expenses, cost reduction effects through cutting labor expenses, promoting in-house manufacturing, and improving the efficiency of logistics are partially reflected in the plans.  
As for a discount rate, the Company uses a rate that reasonably reflects the required rate of return and the level of interest rates of the stock market of the country to which the cash-generating unit belongs.  
When the assumptions used in these estimates need to be revised due to changes in automobile production forecasts, including those amid the COVID-19 pandemic, or the cost reduction status, an impairment loss from investment may be recognized for the following fiscal year.

#### **IV. Additional Information**

1. Granting Company Shares to Employees, etc. through a Trust  
In order to incentivize employees to achieve the Medium Term plan goals and raise corporate value in medium to long-term, and to enrich the employee welfare program, the Company introduced an E-Ship<sup>®</sup> Trust-Type Employee Stock Purchase Incentive Plan.  
For more details, please refer to “Notes to Consolidated Financial Statements IV. Additional Information.”
2. Introduction of Performance-linked Stock-based Remuneration Scheme for Directors and Executive Officers  
The Company introduced new performance-linked stock-based remuneration scheme for Directors (excluding Outside Directors) and Executive Officers (excluding a Director concurrently serving as an Executive Officer) in order to incentivize Directors and Executive Officers to improve the business performance of the Company and to enhance the corporate value over medium to long term.  
For more details, please refer to “Notes to Consolidated Financial Statements IV. Additional Information.”
3. Assumptions of Accounting Estimates for the Impact of COVID-19 spread  
Although it is difficult to reasonably predict when the pandemic will be over, as of the end of the fiscal year ended March 31, 2021, the auto parts industry saw a strong recovery, and we assume that this situation will continue.  
As the situation and impact of COVID-19 are subject to uncertainty, the actual automobile production volume may differ from the assumption above due to the further spread of the infection and the resulting lockdown in various countries.

#### **V. Notes to Non-consolidated Balance Sheet**

1. Accumulated depreciation of property, plant and equipment	46,574 million yen
2. Monetary claims and monetary debts to/from subsidiaries and associates	
Short-term monetary claims	6,361 million yen
Long-term monetary claims	159
Short-term monetary debts	5,587
3. Guarantee obligations	
(1) For employee housing loans, etc.	123 million yen
(2) For bank borrowings	
DAIDO METAL CZECH s.r.o.	908
DAIDO METAL KOTOR AD	519
DAIDO METAL EUROPE LIMITED	52
Daido Metal U.S.A. Inc.	4,206
Daido Metal Mexico, S.A. de C.V.	1,445
Daido Metal Europe GmbH	1,928
DM Casting Technology (Thailand) Co., Ltd.	1,943
(3) For liabilities on purchases	
DAIDO METAL KOTOR AD	76
(4) For export duties	
Daido Metal Europe GmbH	6
Total	11,210

#### **VI. Notes to Non-consolidated Statement of Income**

Amount of transactions with subsidiaries and associates	
Operating transactions	
Amount of sales	15,082 million yen
Amount of purchases	14,126
Other operating transactions	1,456
Transactions other than operating transactions	1,248

## **VII. Notes to Non-consolidated Statement of Changes in Equity**

Type and number of treasury shares at the end of the current fiscal year

Common shares 1,036 thousand shares

(Note) The number of Common shares includes 1,035 thousand shares of the Company held as trust property for E-Ship®, the Trust Type Employee Stock Purchase Incentive Plan and trust property for a performance-linked stock-based remuneration scheme.

## **VIII. Notes on Leased Non-current Assets**

Office equipment, manufacturing facilities, etc. are being used under financial lease contracts, which do not transfer the ownership of leased assets.

## **IX. Notes on Tax Effect Accounting**

Breakdown of the main causes of deferred tax assets and liabilities

### Deferred tax assets

Devaluation of finished goods and work in process	319 million yen
Depreciation in excess of tax allowable limit	43
Impairment losses	165
Accrued business tax	38
Loss on valuation of shares of subsidiaries and associates	2,765
Loss on valuation of golf club membership	16
Excess allowance for doubtful accounts	391
Provision for bonuses	212
Provision for loss on guarantees	193
Provision for retirement benefits	943
Long-term accounts payable - other	58
Other	159

Sub-total of deferred tax assets 5,307

Valuation reserves for temporary difference, etc. (3,653)

Total deferred tax assets 1,654

### Deferred tax liabilities

Reserve for tax purpose reduction entry of non-current assets	(1,922)
Valuation difference on available-for-sale securities	(331)
Other	(62)

Total deferred tax liabilities (2,316)

Net deferred tax liability (661)

## X. Notes on Transactions with Related Parties

### Subsidiaries and associates

Type	Name of company	Percentage of voting rights the Company is holding (or percentage of the Company's voting rights held)	Relation with related party	Nature of transaction	Transaction amount (million yen) Note 9	Account	Balance at end of period (million yen) Note 9
Subsidiaries	NDC Co., Ltd.	(Holding) Direct 58.8	Purchase of products, etc., manufacturing of the Company's products, sale of the Company's products, etc., licensing of technology, and lease of facilities, etc.	Purchase of bearing products, etc. Note 1	4,038	Accounts payable - trade	1,666
	Daido Plain Bearings Co., Ltd.	(Holding) Direct 100.0	Manufacturing of the Company's products, lease of facilities, and key management personnel service, etc.	Purchase of bearing products, etc. Note 1	7,054	Accounts payable - trade Electronically recorded obligations - operating	724 2,067
	Daido Industrial Bearings Japan Co., Ltd.	(Holding) Direct 100.0	Manufacturing of the Company's products, lease of facilities, loans, and key management personnel service, etc.	—	—	Short-term loans receivable from subsidiaries and associates Long-term loans receivable from subsidiaries and associates	550 600
	Daido Metal U.S.A. Inc.	(Holding) Direct 100.0	Sale of the Company's products, etc., purchase of products, licensing of technology, rental of facilities, debt guarantees, and key management personnel service, etc.	Sale of bearing products, etc. Note 2 Debt guarantees Note 3	2,672 4,206	Accounts receivable - trade —	1,102 —
	Daido Metal Mexico, S.A. de C.V.	(Holding) Direct 99.9 (Holding) Indirect 0.0	Sale of the Company's products, rental of facilities and debt guarantees, and key management personnel service, etc.	Debt guarantees Note 4	1,445	—	—
	Daido Metal Europe GmbH	(Holding) Direct 100.0	Sale of the Company's products, Rental of facilities, loans, debt guarantees, and key management personnel service, etc.	Debt guarantees Note 5	1,934	—	—
	DM Casting Technology (Thailand) Co., Ltd.	(Holding) Direct 99.9	Debt guarantees	Debt guarantees Note 6	1,943	—	—
	Daido Precision Metal (Suzhou) Co., Ltd.	(Holding) Direct 74.0 (Holding) Indirect 16.2	Sale of the Company's products, etc., purchase of products, rental of facilities, loans, licensing of technology, and key management personnel service, etc.	Loans Note 7	1,200	Short-term loans receivable from subsidiaries and associates	1,347
	Daido Industrial Bearings Europe Limited	(Holding) Direct 100.0	Sale of the Company's products, purchase of products, licensing of technology, rental of facilities, and loans, etc.	Loans Notes 7, 8	1,892	Long-term loans receivable from subsidiaries and associates	2,892

Transaction terms, policies for determining transaction terms, etc.

(Note 1) Prices are principally set at the sales prices of the Company to the third party multiplied by a fixed rate.

(Note 2) Prices are principally set at the sales prices of each related party to the third party multiplied by a fixed rate.

(Note 3) Debt guarantees are provided for the bank borrowings (4,206 million yen) of Daido Metal U.S.A. Inc. and guarantee commission of 0.2% per annum are received.

(Note 4) Debt guarantees are provided for the bank borrowings (1,445 million yen) of Daido Metal Mexico, S.A. de C.V. and guarantee commission of 0.2% per annum are received.

(Note 5) Debt guarantees are provided for the bank borrowings (1,928 million yen) and export duties (6 million yen) of Daido Metal Europe GmbH and guarantee commission of 0.2% per annum are received.

(Note 6) Debt guarantees are provided for the bank borrowings (1,943 million yen) of DM Casting Technology (Thailand) Co., Ltd. and guarantee commission of 0.2% per annum are received.

(Note 7) Loan interest rates are determined reasonably, taking into account the market interest rates.

(Note 8) Allowance for doubtful accounts provided for long-term loans receivable to Daido Industrial Bearings Europe Limited (2,892 million yen) is 1,081 million yen as of the end of the fiscal year.

(Note 9) Consumption taxes are not included in the transaction amounts. Consumption taxes are included in fiscal year end balances.

**XI. Notes on Per Share Information**

1. Net assets per share	1,126.69 yen
2. Basic earnings per share	36.49 yen



Independent Auditor's ReportMay 20, 2021To the Board of Directors of  
Daido Metal Co., Ltd.Deloitte Touche Tohmatsu LLCNagoya Office

Designated Unlimited Liability Partner Engagement Partner	Certified Public Accountant	Masaki Okuda	Seal
Designated Unlimited Liability Partner Engagement Partner	Certified Public Accountant	Yasuhiko Goto	Seal

**Audit Opinion**

Pursuant to Article 444, paragraph (4) of the Companies Act, we have audited the consolidated financial statements of Daido Metal Co., Ltd. (the "Company"), namely, the consolidated balance sheet as of March 31, 2021, and the consolidated statement of income and consolidated statement of changes in equity for the fiscal year from April 1, 2020 to March 31, 2021, and notes to consolidated financial statements.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Group, which consisted of the Company and its consolidated subsidiaries, as of March 31, 2021, and its consolidated financial performance for the year then ended in accordance with accounting principles generally accepted in Japan.

**Basis for Opinion**

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company and its consolidated subsidiaries in accordance with the provisions of the Code of Professional Ethics in Japan, and we have fulfilled our other ethical responsibilities as auditors. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Responsibilities of Management, Audit & Supervisory Board Members and the Audit & Supervisory Board for the Consolidated Financial Statements**

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in Japan, and for the maintenance and operation of such internal control as management determines is necessary to enable the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing whether it is appropriate to prepare the consolidated financial statements with the assumption of a going concern, and in accordance with accounting principles generally accepted in Japan, for disclosing, as necessary, matters related to going concern.

Audit & Supervisory Board Members and the Audit & Supervisory Board are responsible for overseeing the Directors' execution of duties relating to the maintenance and operation of the Group's financial reporting process.

**Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our responsibilities are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that expresses our opinion on the consolidated financial statements based on our audit from an independent point of view. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks. Selecting audit procedures to be applied is at the discretion of the auditor. In addition, we obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Obtain, when performing risk assessment procedures, an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used by management and their method of application, as well as the reasonableness of accounting estimates made by management and related notes thereto.
- Conclude on the appropriateness of preparing the consolidated financial statements with the assumption of a going concern by management, and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related notes in the consolidated financial statements or, if such notes are inadequate, to express a qualified opinion with exceptions on the consolidated financial statements. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate whether the presentation of the consolidated financial statements and notes thereto are in accordance with accounting principles generally accepted in Japan, as well as the overall presentation, structure, and content of the consolidated financial statements, including the related notes thereto, and whether the consolidated financial statements represent the underlying transactions and accounting events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the Company and its consolidated subsidiaries to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the consolidated financial statements. We remain solely responsible for our audit opinion.

We communicate with the Audit & Supervisory Board Members and the Audit & Supervisory Board regarding the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit process, and other matters required by auditing standards.

We also provide the Audit & Supervisory Board Members and the Audit & Supervisory Board with a statement that we have complied with relevant ethical requirements in Japan regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards in order to eliminate or reduce obstruction factors.

**Interest Required to Be Disclosed by the Certified Public Accountants Act of Japan**

Our firm and its engagement partners do not have any interest in the Company and its consolidated subsidiaries which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

**Notes to the Readers of Independent Auditor's Report**

This is an English translation of the independent auditor's report as required by the Companies Act of Japan for the conveniences of the reader.

Independent Auditor's ReportMay 20, 2021To the Board of Directors of  
Daido Metal Co., Ltd.Deloitte Touche Tohmatsu LLCNagoya Office

Designated Unlimited Liability Partner Engagement Partner	Certified Public Accountant	Masaki Okuda	Seal
Designated Unlimited Liability Partner Engagement Partner	Certified Public Accountant	Yasuhiko Goto	Seal

Audit Opinion

Pursuant to Article 436, paragraph (2), item (i) of the Companies Act, we have audited the non-consolidated financial statements of Daido Metal Co., Ltd. (the "Company"), namely, the non-consolidated balance sheet as of March 31, 2021, and the non-consolidated statement of income and non-consolidated statement of changes in equity for the 113th fiscal year from April 1, 2020 to March 31, 2021, and notes to non-consolidated financial statements and the accompanying supplemental schedules (hereinafter, collectively, the "non-consolidated financial statements, etc."). In our opinion, the non-consolidated financial statements, etc. referred to above present fairly, in all material respects, the financial position of the Company as of March 31, 2021, and its financial performance for the year then ended in accordance with accounting principles generally accepted in Japan.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Non-consolidated Financial Statements, Etc. section of our report. We are independent of the Company in accordance with the provisions of the Code of Professional Ethics in Japan, and we have fulfilled our other ethical responsibilities as auditors. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management, Audit & Supervisory Board Members and the Audit & Supervisory Board for the Non-consolidated Financial Statements, Etc.

Management is responsible for the preparation and fair presentation of the non-consolidated financial statements, etc., in accordance with accounting principles generally accepted in Japan, and for the maintenance and operation of such internal control as management determines is necessary to enable the preparation and fair presentation of non-consolidated financial statements, etc., that are free from material misstatement, whether due to fraud or error. In preparing the non-consolidated financial statements, etc., management is responsible for assessing whether it is appropriate to prepare the non-consolidated financial statements, etc., with the assumption of a going concern, and in accordance with accounting principles generally accepted in Japan, for disclosing, as necessary, matters related to going concern.

Audit & Supervisory Board Members and the Audit & Supervisory Board are responsible for overseeing the Directors' execution of duties relating to the maintenance and operation of the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Non-consolidated Financial Statements, Etc.

Our responsibilities are to obtain reasonable assurance about whether the non-consolidated financial statements, etc., as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that expresses our opinion on the non-consolidated financial statements, etc., based on our audit from an independent point of view. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the decisions of users taken on the basis of these non-consolidated financial statements, etc.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the non-consolidated financial statements, etc., whether due to fraud or error, design and perform audit procedures responsive to those risks. Selecting audit procedures to be applied is at the discretion of the auditor. In addition, we obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Obtain, when performing risk assessment procedures, an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used by management and their method of application, as well as the reasonableness of accounting estimates made by management and related notes thereto.
- Conclude on the appropriateness of preparing the consolidated financial statements with the assumption of a going concern by management, and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related notes in the non-consolidated financial statements, etc. or, if such notes are inadequate, to express a qualified opinion with exceptions on the consolidated financial statements. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate whether the presentation of the non-consolidated financial statements, etc., and notes thereto are in accordance with accounting principles generally accepted in Japan, as well as the overall presentation, structure, and content of the non-consolidated financial statements, etc., including the related notes thereto, and whether the

non-consolidated financial statements, etc., represent the underlying transactions and accounting events in a manner that achieves fair presentation.

We communicate with the Audit & Supervisory Board Members and the Audit & Supervisory Board regarding the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit process, and other matters required by auditing standards.

We also provide the Audit & Supervisory Board Members and the Audit & Supervisory Board with a statement that we have complied with relevant ethical requirements in Japan regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards in order to eliminate or reduce obstruction factors.

**Interest Required to Be Disclosed by the Certified Public Accountants Act of Japan**

Our firm and its engagement partners do not have any interest in the Company which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

**Notes to the Readers of Independent Auditor's Report**

This is an English translation of the independent auditor's report as required by the Companies Act of Japan for the conveniences of the reader. "The accompanying supplemental schedules" referred to in this report are not included in the attached financial documents.

## Audit Report by Audit & Supervisory Board: translation

### Audit Report

The Audit & Supervisory Board, upon deliberation, prepared this audit report regarding the performance of duties of the Directors of Daido Metal Co., Ltd. during the 113th fiscal year from April 1, 2020 to March 31, 2021, based on the audit reports prepared by each Audit & Supervisory Board Member, and hereby reports as follows:

#### 1. Auditing Method Employed by Audit & Supervisory Board Members and the Audit & Supervisory Board and Details Thereof

- (1) The Audit & Supervisory Board established an auditing policy and auditing plans received from each Audit & Supervisory Board Member reports on the execution of audits and the results thereof and, in addition, received reports from the Directors, etc., and the Accounting Auditors on the performance of their duties and, when necessary, requested explanations regarding such reports.
- (2) In accordance with the auditing standards for Audit & Supervisory Board Members established by the Audit & Supervisory Board, and based on the auditing policy and the auditing plans, each Audit & Supervisory Board Member has taken steps to facilitate communication with the Directors and the Audit Department as well as other employees. They have done so using telephone lines and internet connections as necessary, and have endeavored to gather information and create an improved environment for auditing. Each Audit & Supervisory Board Member has audited in the following manner:
  - 1) Each Audit & Supervisory Board Member attended meetings of the Board of Directors and other important meetings, received from the Directors, employees and other related persons reports on the performance of their duties and, when necessary, requested explanations regarding such reports. In addition, each Audit & Supervisory Board Member inspected important authorized documents and associated information, and examined the business and financial position of the Company at the head office and each major department of the Company. With respect to the subsidiaries of the Company, each Audit & Supervisory Board Member has taken steps to facilitate communication with the Directors and Audit & Supervisory Board Members and other related persons of major subsidiaries and to share information with them and, when necessary, received reports from the subsidiaries regarding their businesses.
  - 2) In terms of the content of resolutions made by the Board of Directors concerning the establishment of the systems provided in Article 100, paragraphs (1) and (3) of the Regulation for Enforcement of the Companies Act to ensure that the performance of duties by the Directors, which are described in the business report, are compliant with the laws and regulations of Japan and with the Company's Articles of Incorporation and other systems to ensure that the operations of the corporate group consisting of the Company and its affiliated companies will be conducted appropriately, as well as the status of such systems established by such resolutions (internal control system), each Audit & Supervisory Board Member periodically received reports on the status of development and operating situation of such systems from Directors, employees and other related persons, when necessary, requested explanations regarding such reports and expressed their opinion.
  - 3) Regarding the fundamental policies prescribed in Article 118, item (iii) (a) of the Regulation for Enforcement of the Companies Act and each task prescribed in (b) of the same item described in the business report, we studied the content thereof based on the deliberation at the Board of Directors and other meetings.
  - 4) The Audit & Supervisory Board Members audited and examined whether the Accounting Auditors maintained their independence and performed audits in an appropriate manner. The Audit & Supervisory Board Members received reports from the Accounting Auditors on the performance of their duties and, when necessary, requested explanations regarding those reports. The Audit & Supervisory Board Members also received notification from the Accounting Auditors that they have taken steps to improve the "System to Ensure Appropriate Execution of the Duties of the Accounting Auditors" (as enumerated in each item of Article 131 of the Regulation on Corporate Accounting) in compliance with the "Quality Control Standards Relating to Auditing" (adopted by the Business Accounting Council on October 28, 2005), etc. When necessary, the Audit & Supervisory Board Members requested explanations on such notifications. The Audit & Supervisory Board members consulted the Accounting Auditors on key audit matters for discussion, received reports on the execution of audits and, when necessary, requested explanations regarding such reports.

Based on the aforementioned method the Audit & Supervisory Board Members reviewed the business report and supplemental schedules thereto for this fiscal year, the non-consolidated financial statements for this fiscal year (non-consolidated balance sheet, non-consolidated statement of income, non-consolidated statement of changes in equity and notes to non-consolidated financial statements) and supplemental schedules thereto and the consolidated financial statements for this fiscal year (consolidated balance sheet, consolidated statement of income, consolidated statement of changes in equity and notes to consolidated financial statements).

## 2. Results of Audit

### (1) Audit Results on the Business Report, etc.

- 1) In our opinion, the business report and the supplemental schedules fairly represent the Company's condition in conformity with the applicable laws and regulations of Japan as well as the Articles of Incorporation of the Company.
- 2) With respect to the execution of duties by the Directors, we have found no evidence of misconduct or material facts in violation of the applicable laws and regulations of Japan or the Articles of Incorporation of the Company in the course of the execution of duties of the Directors.
- 3) In our opinion, the content of the resolutions made by the Board of Directors regarding the internal control system is appropriate, and furthermore, we have not found anything to be pointed out on the content described in the business report and the performance of duties of the Directors concerning the internal control system.  
In 2019, upon noticing that accounts receivable at DAIDO METAL EUROPE LIMITED, the Company's UK subsidiary, were past due, the Company aims to strengthen the monitoring system for its subsidiaries, including DAIDO METAL EUROPE LIMITED and Daido Metal Europe GmbH.  
The progress is regularly confirmed by the Audit & Supervisory Board and it has been mostly on schedule. The Board will continue to conduct auditing to ensure reliability, while sharing information with the Finance Department, in addition to the external accountants (accounting firm) and the internal audit division (Audit Department).
- 4) There are no matters to be pointed out regarding the fundamental policies described in the business report, concerning the way of being of personnel that controls the Company's financial and business policies. We consider that each task of Article 118, item (iii), (b) of the Regulation for Enforcement of the Companies Act that is described in the business report is in line with said fundamental policies, that it does not undermine the common interests of the Company's shareholders, and that it does not aim to maintain the positions of the Company's officers.

### (2) Results of Audit of the Non-consolidated Financial Statements and Supplemental Schedules

In our opinion, the method and results of the audit employed and rendered by Deloitte Touche Tohmatsu LLC and the Accounting Auditors of the Company are fair and reasonable.

### (3) Results of Audit of the Consolidated Financial Statements

In our opinion, the method and results of the audit employed and rendered by Deloitte Touche Tohmatsu LLC and the Accounting Auditors of the Company are fair and reasonable.

May 27, 2021

Audit & Supervisory Board  
Daido Metal Co., Ltd.

Full-time Audit & Supervisory Board Member	Masaaki Tamaya	Seal
Outside Audit & Supervisory Board Member	Kuniko Tanabe	Seal
Outside Audit & Supervisory Board Member	Kazuo Matsuda	Seal

## Reference Materials for the Annual Shareholders' Meeting

### Agendas and Matters for Reference

#### Agenda Item No. 1 Appropriation of Surplus

The Company proposes to make the following appropriation of surplus:

It is the Company's basic policy to pay appropriate return of profit to our shareholders based on the results of operations and payout ratio. It is also our policy to maintain a stable and sustainable level of dividends from surplus in overall consideration of the internal reserve for future business development, expansion of research and development, strengthening of business foundations and changes to the business environment.

In consideration of the basic policy above, including the consolidated performance of the Company for the full year, the Company proposes the year-end dividend of 10 yen per share.

As a result, the annual dividend, including the interim dividend paid of 10 yen per share, would be 20 yen per share.

Details of the year-end dividend

(1) Type of dividend property

Cash

(2) Allocation of dividend property to shareholders and the total amount

10 yen per ordinary share of the Company

Total amount: 475,193,600 yen

(3) Date when dividends from surplus become effective

June 30, 2021

## Agenda Item No. 2 Election of Six Directors

The terms of office for all eight Directors expire at the conclusion of this Shareholders' Meeting.

In this regard, the Company proposes the election of six Directors, lowering the number of Directors by two to allow the Board of Directors to make decisions more strategically and flexibly.

The candidates for Director are nominated in accordance with the policy and procedures as described in “Policies on and procedures for the appointment and dismissal of candidates for senior management positions and for the nomination of candidates for Director and Audit & Supervisory Board Member” on page 21 in this Notice of Convocation.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career history, positions and duties at the Company, and important concurrent positions at other entities	Number of shares of the Company held by the candidate
(1)	Seigo Hanji (January 2, 1942)  Attendance at Board of Directors meetings 13/13  <u>Re-election</u>	<div> <div>April 1965</div> <div>Joined the Company</div> </div> <div> <div>June 1993</div> <div>Director and Deputy General Manager of Business Division 3</div> </div> <div> <div>April 1994</div> <div>Director and General Manager of Business Division 1</div> </div> <div> <div>June 1995</div> <div>President</div> </div> <div> <div>June 2005</div> <div>President &amp; Chief Executive Officer</div> </div> <div> <div>June 2007</div> <div>Chairman &amp; Chief Executive Officer (current)</div> </div> <div> <div>May 2008</div> <div>Executive &amp; Vice Chairman of Japan Auto Parts Industries Association and Chubu Branch Manager of the same Association</div> </div> <div> <div>June 2010</div> <div>Outside Director of Nichirei Co., Ltd.</div> </div> <div> <div>May 2018</div> <div>Executive of Japan Auto Parts Industries Association (current)</div> </div> <div> <div>[Important concurrent positions at other entities]</div> <div>Executive of Japan Auto Parts Industries Association</div> </div>	150,570 shares
[Reason for nomination as candidate for Director] Mr. Seigo Hanji has been in charge of the Group's overall management and has led corporate value improvements over the years. He is a person of decision and action backed by his extensive business management experience and strong leadership. In the belief that he will continue to contribute to the Group's sustainable growth, the Company nominated him as a candidate for Director.			
(2)	Motoyuki Miyo (September 8, 1955)  Attendance at Board of Directors meetings 13/13  <u>Re-election</u>	<div> <div>April 1979</div> <div>Joined The Fuji Bank, Limited</div> </div> <div> <div>December 1988</div> <div>Director of San Francisco Branch</div> </div> <div> <div>April 1995</div> <div>Deputy General Manager of International Credit Department</div> </div> <div> <div>October 1998</div> <div>Deputy General Manager of London Branch</div> </div> <div> <div>September 2000</div> <div>Associate Director-General of International Department</div> </div> <div> <div>April 2002</div> <div>Associate Director-General of Singapore Branch, Mizuho Corporate Bank, Ltd.</div> </div> <div> <div>September 2004</div> <div>Associate Director-General of Asia Coordination Division (in Hong Kong), Mizuho Corporate Bank, Ltd.</div> </div> <div> <div>March 2007</div> <div>Associate Director-General of International Coordination Division, Mizuho Corporate Bank, Ltd.</div> </div> <div> <div>September 2008</div> <div>Joined the Company</div> </div> <div> <div>October 2008</div> <div>Executive Vice President of Daido Metal Russia LLC</div> </div> <div> <div>July 2011</div> <div>Executive Officer</div> </div> <div> <div>July 2015</div> <div>Executive Vice President of Daido Metal Russia LLC</div> </div> <div> <div>July 2015</div> <div>Senior Executive Officer</div> </div> <div> <div>July 2018</div> <div>Executive Vice President of Daido Metal Russia LLC</div> </div> <div> <div>July 2018</div> <div>Managing Executive Officer</div> </div> <div> <div>April 2019</div> <div>Executive Vice President of Daido Metal Russia LLC</div> </div> <div> <div>April 2019</div> <div>Managing Executive Officer and Head of Corporate/Financial Planning Division</div> </div> <div> <div>June 2019</div> <div>Director and Managing Executive Officer, and Head of Corporate/Financial Planning Division</div> </div> <div> <div>April 2021</div> <div>Director and Managing Executive Officer, and Head of Corporate Planning Division (current)</div> </div>	7,406 shares
[Reason for nomination as candidate for Director] Mr. Motoyuki Miyo has extensive international experience in financial institutions. He has made a great contribution to business expansion in Russia since he joined the Company. In the belief that he will continue to contribute to the Group's sustainable growth and medium- to long-term improvement in corporate value through his swift and decisive business judgment based on his outstanding knowledge acquired during many years of managerial experience at overseas bases, the Company nominated him as a candidate for Director.			



Candidate No.	Name (Date of birth)	Career history, positions and duties at the Company, and important concurrent positions at other entities	Number of shares of the Company held by the candidate
(3)	<p>Yoshiaki Sato (December 19, 1956)</p> <p>Re-election</p> <p>Attendance at Board of Directors meetings 13/13</p>	<p>April 1979      Joined the Company</p> <p>July 2005      Executive Officer and General Manager of Bimetal Division</p> <p>April 2009      Executive Officer and Head of Polymer Bearings Division</p> <p>April 2010      Executive Officer</p> <p>                    President of Daido Metal Czech s.r.o.</p> <p>April 2012      Executive Officer and Head of Technology Division</p> <p>July 2014      Senior Executive Officer and Head of Technology Division</p> <p>April 2017      Senior Executive Officer and Head of Thinwall Bearings &amp; Turbo Charging Bearings Division</p> <p>July 2018      Managing Executive Officer and Head of Thinwall Bearings &amp; Turbo Charging Bearings Division</p> <p>June 2019      Director and Managing Executive Officer, and Head of Thinwall Bearings &amp; Turbo Charging Bearings Division</p> <p>April 2021      Director and Managing Executive Officer, and Head of Technology Division (current)</p>	39,267 shares
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Yoshiaki Sato has engaged in the fields of production and technologies at the Company over the years, and has managerial experience at overseas bases, in addition to broad insight into bearing production including material development and production technologies. In the belief that he will continue to contribute to the Group's sustainable growth and medium- to long-term improvement in corporate value through his business judgment as a person familiar with the Company's technologies, by further improving the Company's core technologies and creating new business lines, the Company nominated him as a candidate for Director.</p>			
(4)	<p>Shigemasa Hakakoshi (April 11, 1961)</p> <p>New election</p>	<p>April 1986      Joined the Company</p> <p>April 2011      General Manager of Bimetal Division</p> <p>April 2015      Head of Polymer Bearings Division</p> <p>July 2016      Executive Officer and Head of Polymer Bearings Division</p> <p>April 2017      Executive Officer</p> <p>                    President of DAIDO METAL SAGA CO., LTD.</p> <p>April 2019      Executive Officer</p> <p>                    President of Dyna Metal Co., Ltd. (Thailand)</p> <p>July 2019      Senior Executive Officer</p> <p>                    President of Dyna Metal Co., Ltd. (Thailand)</p> <p>April 2021      Senior Executive Officer and Advisor to the Head of Human Resources Planning Division (current)</p>	12,496 shares
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Shigemasa Hakakoshi has engaged in the fields of production and technologies at the Company over the years, and has experienced the development and promotion of a human resource strategy at domestic and overseas bases, in addition to having broad insight into bimetal manufacturing and processing technologies, among other things. In the belief that he will continue to contribute to building foundations for sustainable growth of the Group and improving the Group's corporate value over the medium- to long-term through his business judgment as a person familiar with the Company's core technologies, the Company nominated him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career history, positions and duties at the Company, and important concurrent positions at other entities	Number of shares of the Company held by the candidate
(5)	<p>Toshikazu Takei (September 22, 1953)</p> <p>Re-election Outside Director Independent Officer</p> <p>Attendance at Board of Directors meetings 13/13</p>	<p>April 1976      Joined Bank of Japan</p> <p>July 1989      Director of Nagoya Branch</p> <p>November 1991      Director of Secretary Office and Secretariat of the Policy Board</p> <p>June 1994      Deputy General Manager for Europe</p> <p>April 1998      Director of Diet Liaison Division, Secretariat of the Policy Board</p> <p>May 1999      General Manager of Matsuyama Branch</p> <p>February 2002      Director-General, Senior Secretary to the Governor, Secretariat</p> <p>July 2003      Advisor to the Governor for Parliamentary Affairs and Public Relations, Secretariat of the Policy Board</p> <p>July 2005      General Manager of Nagoya Branch</p> <p>July 2006      Chief Representative in Europe of the Bank of Japan (stationed in London)</p> <p>June 2008      Left Bank of Japan</p> <p>July 2008      Senior Executive Advisor of Accenture Japan Ltd.</p> <p>October 2012      Managing Director of Japan Center for International Finance</p> <p>June 2015      Outside Director of the Company (current)</p> <p>April 2019      Chairman of The Central Council for Financial Services Information (current)</p> <p>[Important concurrent positions at other entities] Chairman of The Central Council for Financial Services Information</p>	10,631 shares

[Reason for nomination as candidate for Outside Director and its role expected]

Mr. Toshikazu Takei was long engaged in business execution and served in managerial positions at the Bank of Japan. In addition, he is familiar with international businesses and has extensive experience and broad insight. In the belief that he will continue to oversee and supervise the management of the Company based on such experience and insight, the Company nominated him as a candidate for Outside Director.

The Company continues to expect Mr. Toshikazu Takei to oversee and supervise the management of the Company and provide advice for the management based on his extensive experience and broad insight mainly in international businesses.

Although Mr. Toshikazu Takei has no experience of engaging in the management of a company, the Company judges that he will appropriately fulfill his duties as an Outside Director of the Company based on the above reasons. There is no business relationship between the Company and The Central Council for Financial Services Information, where he holds an important concurrent position.

(6)	<p>Kiyotaka Hoshinaga (November 15, 1950)</p> <p>Re-election Outside Director Independent Officer</p> <p>Attendance at Board of Directors meetings 13/13</p>	<p>April 1975      Joined Department of Urology, Keio University School of Medicine</p> <p>August 1994      Assistant Professor, Department of Urology, Fujita Health University School of Medicine</p> <p>April 2000      Professor, Department of Urology, Fujita Health University School of Medicine</p> <p>February 2006      Deputy Director, Fujita Health University Hospital</p> <p>February 2009      Director, Fujita Health University Hospital</p> <p>April 2013      Managing Director, Fujita Academy Incorporated Educational Institution</p> <p>April 2014      President, Fujita Health University</p> <p>June 2016      Outside Director of the Company (current)</p> <p>October 2018      Chairman, Board of Directors of Fujita Academy Incorporated Educational Institution (current)</p> <p>[Important concurrent positions at other entities] Chairman, Board of Directors of Fujita Academy Incorporated Educational Institution</p>	7,056 shares
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[Reason for nomination as candidate for Outside Director and its role expected]

Mr. Kiyotaka Hoshinaga has served as a director of a hospital and a president of a university after serving as a professor of a university and is currently at the position of chairman, board of directors. He has extensive knowledge and experience gained through involvement in management of a hospital and a university. In the belief that he will continue to oversee and supervise the management of the Company based on such knowledge and experience, the Company nominated him as a candidate for Outside Director.

The Company continues to expect Mr. Kiyotaka Hoshinaga to oversee and supervise the management of the Company, and provide advice for the management based on his extensive knowledge and experience mainly in organizational management.

Mr. Kiyotaka Hoshinaga engages in the management of an incorporated educational institution, and the Company judges that he will appropriately fulfill his duties as an Outside Director of the Company based on the above reasons. There is no business relationship between the Company and Fujita Academy Incorporated Educational Institution, where he holds an important concurrent position.

(Notes) 1. There is no special interest between any of candidates and the Company.

2. As for each candidate's position please refer to "4. Company Officers, (1) Directors and Audit & Supervisory Board Members" on pages 17 and 18.

3. Mr. Toshikazu Takei and Mr. Kiyotaka Hoshinaga are candidates for Outside Director.

4. Liability limitation agreement

The Company has entered into a liability limitation agreement with Mr. Toshikazu Takei and Mr. Kiyotaka Hoshinaga. The Company will continue this agreement with them if they are reelected.

The outline of the agreement is as follows:

- When a non-executive Director is liable to compensate the Company for damages due to his/her negligence of duties, he/she assumes such liability up to the amount stipulated by laws and regulations (the minimum liability amount stipulated in Article 425, paragraph (1) of the Companies Act).
- The above liability limitation is allowed only when the relevant non-executive Director acts in good faith and without gross negligence with respect to the liability as set forth in Article 423, paragraph (1) of the Companies Act.

5. Directors and officers liability insurance policy

The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. In cases where a claim for damages is made by a third party, including shareholders, during the policy term, the policy covers losses, such as the amount of indemnification liability and related litigation expenses, that any of the insureds assumes. If this proposal is approved and adopted as originally proposed, each candidate will be included in the policy as an insured. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

6. Mr. Toshikazu Takei and Mr. Kiyotaka Hoshinaga have been registered as Independent Officers pursuant to the provisions of the Tokyo Stock Exchange and Nagoya Stock Exchange. If they are reelected, the Company will continue to register them as Independent Officers.

7. The term of office of Mr. Toshikazu Takei as an Outside Director will be six years at the conclusion of this Annual Shareholders' Meeting. The term of office of Mr. Kiyotaka Hoshinaga as an Outside Director will be five years at the conclusion of this Annual Shareholders' Meeting.

## [Standards for Independence of Outside Officers]

The Company has established independence standards of Outside Officers, based on those established by the Tokyo Stock Exchange, but much stricter standards. An outside director or an outside audit & supervisory board member who is deemed to have independence from the Company as required by these standards is registered as an independent outside director or as an independent outside audit & supervisory board member. For more details, please refer to [Standards for Independence of Outside Officers of DAIDO METAL CO., LTD.] reported below.

### [Standards for Independence of Outside Officers of DAIDO METAL CO., LTD.] Established on October 28, 2015

An Outside Director or Outside Audit & Supervisory Board Member is deemed not to have independence from the Company if he/she falls under one of the categories below.

- (1) Person related to the Company  
A person who currently works or has previously worked for the DAIDO Group within the last ten years.
- (2) Person related to the major suppliers  
A person who currently is or has previously been an officer or employee of a major supplier to the Company (with which the annual aggregate amount of transactions is 1,000 million yen or more) or its group companies within the last three fiscal years.
- (3) Person related to the major business partners  
A person who currently is or has previously been an officer or employee of the Company's major business partner (with which the annual aggregate amount of transactions is 1,000 million yen or more) during any of the last three fiscal years.
- (4) Person related to the financial institutions
  - 1) A person who currently is or, in the last three fiscal years, has previously been an officer or employee of a financial institution with which the Company currently has transactions of deposits or borrowings of 1,000 million yen or more.
  - 2) A person who currently is or, in the last three fiscal years, has previously been an officer or employee of a company which is a managing underwriter of the Company.
- (5) Person related to the parties providing professional services  
A person who currently receives, or within the last three years, has received from the Company an annual compensation of 20 million yen or more as the Company's legal counsel (law office), the Company's accounting auditor, a certified tax accountant, patent attorney, judicial scrivener, or as a management, finance, technology or marketing consultant.
- (6) Person related to the parties receiving donations or grants from the Company  
A person who is a representative or operating officer of an organization (public interest incorporated foundation, public interest incorporated association, not-for-profit organization, etc.) to which the Company has made donations or provided grants exceeding a certain amount (1 million yen or 30% of the organization's annual average total expenses, whichever the larger) in the current fiscal year or in the last three fiscal years.
- (7) Relatives  
A relative of a person who currently works or has previously worked for the DAIDO Group within the last five years (the person's spouse, parent, child, sibling, grandparent, grandchild, or relatives living with the person). A relative of a person coming under aforementioned categories (2) to (5).
- (8) Reappointment and reappointed person.  
A person who has executed his/her duties without coming under any of the aforementioned categories (1) to (7) for a period exceeding ten years in case of reappointment of Outside Director or for a period exceeding twelve years with three consecutive terms in the case of reappointment of Audit & Supervisory Board Member.

### Agenda Item No. 3 Election of One Substitute Member of Audit & Supervisory Board

The Company proposes to elect one substitute member of Audit & Supervisory Board in advance, just in case the Company is unable to meet the number of Audit & Supervisory Board Members required by laws and regulations. The effect of this resolution is valid until the commencement of the next Annual Shareholders' Meeting.

The consent of the Audit & Supervisory Board has been obtained for this proposal.

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

Name (Date of birth)	Career history and important concurrent positions at other entities	Number of shares of the Company held by the candidate
<b>Nobuyuki Ishiwata</b> (July 12, 1945) <div>Substitute Audit &amp; Supervisory Board Member</div> <div>Outside Audit &amp; Supervisory Board Member</div> <div>Independent Officer</div>	April 1971      Joined Tohmatsu Awoki & Co. Audit Corporation (currently, Deloitte Touche Tohmatsu LLC) April 1975      Registered as a certified public accountant January 1976    Registered as a licensed tax accountant March 1978      Left Tohmatsu Awoki & Co. Audit Corporation (currently, Deloitte Touche Tohmatsu LLC) April 1978      Opened CPA Nobuyuki Ishiwata accounting firm April 1988      Established Seishin & Co. Audit Corporation (currently, Moore Shisei & Co.) and assumed the post of Representative Partner (current) August 1999    Outside auditor of Adecco Ltd. (current) July 2003      Established Seishin & Co. Tax Corporation (currently, Moore Shisei Tax Corporation) and assumed the post of Representative Partner (current)  [Important concurrent positions at other entities] Representative Partner of Moore Shisei & Co. Representative Partner of Moore Shisei Tax Corporation Outside auditor of Adecco Ltd.	0 shares
[Reason for nomination as candidate for substitute Outside Audit & Supervisory Board Member] Mr. Nobuyuki Ishiwata has been in practice as a certified public accountant and a licensed tax accountant and has rich accounting and taxation knowledge gained from his experience as a certified public accountant and a licensed tax accountant. In the belief that he will audit the Company's management based on his rich accounting and taxation knowledge if he assumes the position of Audit & Supervisory Board Member, the Company nominated him as a candidate for substitute Audit & Supervisory Board Member. Although Mr. Nobuyuki Ishiwata has no experience of engaging in the management of a company other than as an outside officer, the Company judges that he will appropriately fulfill his duties as an Outside Audit & Supervisory Board Member of the Company based on the above reasons. There are no business relationships between the Company and Moore Shisei & Co., Moore Shisei Tax Corporation, and Adecco Ltd., where he holds important concurrent positions.		

- (Notes) 1. There is no special interest between the candidate and the Company.
2. Mr. Nobuyuki Ishiwata, the candidate for substitute Audit & Supervisory Board Member, is a candidate for Outside Audit & Supervisory Board Member.
3. Liability limitation agreement  
 The Company will enter into a liability limitation agreement with Mr. Nobuyuki Ishiwata if he is elected as an Audit & Supervisory Board Member and he assumes office.  
 The outline of the agreement is as follows:
- When an Audit & Supervisory Board Member is liable to compensate the Company for damages due to his/her negligence of duties, he/she assumes such liability up to the amount stipulated by laws and regulations (the minimum liability amount stipulated in Article 425, paragraph (1) of the Companies Act).
  - The above liability limitation is allowed only when the relevant Audit & Supervisory Board Member acts in good faith and without gross negligence with respect to the liability as set forth in Article 423, paragraph (1) of the Companies Act.
4. Directors and officers liability insurance policy  
 The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. In cases where a claim for damages is made by a third party, including shareholders, during the policy term, the policy covers losses, such as the amount of indemnification liability and related litigation expenses, that any of the insureds assumes. If this proposal is approved and adopted as originally proposed and Mr. Nobuyuki Ishiwata assumes office as an Outside Audit & Supervisory Board Member of the Company, he will be included in the policy as an insured. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.
5. The Company will register Mr. Nobuyuki Ishiwata as an Independent Officer pursuant to the provisions of the Tokyo Stock Exchange and Nagoya Stock Exchange if he assumes office as an Outside Audit & Supervisory Board Member of the Company.