

Note: This document is a translation for the convenience of non-Japanese speakers. In the event of any discrepancy between this translation and the original Japanese document, the latter shall prevail.



Notice of Convening The 158th Ordinary General Meeting of Shareholders

Date and Time:

**10:00 A.M., Wednesday, 26 June 2024
(Reception to open from 9:00 A.M.)**

Venue:

**Hall D7, Tokyo International Forum
3-5-1 Marunouchi, Chiyoda-ku, Tokyo**

Matters to be Resolved:

Proposal : Election of Six Directors

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

**5:45 P.M. (Japan time)
Tuesday, 25 June 2024**

- We will be streaming live via the Internet so that you can watch the General Meeting of Shareholders from the comfort of your home or other locations.

- Questions may also be submitted in advance via the Internet.

For details, please refer to pages 5 to 6 of this Notice of the Ordinary General Meeting of Shareholders.

Nippon Sheet Glass Company, Limited

Securities Code: 5202

Dear Shareholders,

On behalf of the NSG Group, I would like to express my sincere gratitude for your continued support. Here is the Notice of the Company's 158th Ordinary General Meeting of Shareholders to be held on Wednesday, June 26, 2024. Please see the attachments for details.

In accordance with "Our Vision", the Group's management principles, we aim to contribute to the sustainable development of society by swiftly and appropriately providing value and services with focus on "glass and related technologies, which are our strengths, to meet the diverse needs of our customers and society. Under the "Revival Plan 24 (RP24)", which is the medium-term plan covering the period from FY2022 to FY2024, various reform measures were implemented and we were able to achieve certain results in building a foundation for sustainable growth.

In FY2024, although the Group's business was significantly affected by rising raw materials and labor costs along with global inflation, and especially in the second half of the year, by the economic slowdown in Europe and the rising interest rates in Europe and the United States, we continued to strive to reduce costs, expand VA product ranges, and increase selling prices, resulting in a significant improvement from the previous year when impairment losses on goodwill and intangible assets were recognized as exceptional items. That said, as to financial KPIs set forth in RP24, while the Group attained the equity ratio and free cash flow targets, it failed to achieve ROS and net profit.

In this business environment, it is truly regretful but the Group decided not to declare dividends on common shares for the fiscal year to 31st March 2024, taking into consideration its financial situations comprehensively. I am deeply sorry and sincerely apologize to our shareholders. The Group recognizes the importance of dividends to its shareholders and will concentrate its efforts to improve profitability and shore up its financial base with a view to the resumption of dividend payment as early as possible.

The Group announced the new medium-term plan "2030 Vision: Shift the Phase" in May this year. Guided by the goal "to shift our company's phase and become vital in advancing a sustainable society", we seek to drastically reduce debt and increase our equity capital by enhancing profitability and cash generating capabilities through the strategy focused on the 4D's (Business **D**evelopment, **D**ecarbonization, **D**igital Transformation, **D**iverse Talent).

I would like to ask your continued understanding and support.

Munehiro Hosonuma

Representative Executive Officer President and CEO

Nippon Sheet Glass Co., Ltd.

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Management Principles — "Our Vision"



4 June 2024

(Start date of electronic provisioning measures 28 May 2024)

Munehiro Hosonuma

Director, Representative Executive Officer, Poresident and CEO
Nippon Sheet Glass Co., Ltd.

5-27, Mita 3-Chome, Minato-ku, Tokyo

Notice of Convening the 158th Ordinary General Meeting of Shareholders

Dear Shareholders,

Thank you for your continuing support and patronage of NSG Group.

As described below, this is to notify you of the forthcoming 158th Ordinary General Meeting of Shareholders of the Company.

You remain capable of exercising your voting rights either in writing or by electronic or magnetic means (via the Internet) , so even in the case of your absence from the meeting, we would much appreciate it if you could take your time to review and consider the "Reference Materials to Proposals at the General Meeting of Shareholders" below, and then exercise your voting rights by no later than **5:45 P.M., Tuesday, 25 June 2024 (Japan time)**.

Note:

1. Date and Time	10:00 A.M., Wednesday, 26 June 2024 (Reception to open from 9:00 A.M.)
2. Venue	Hall D7, Tokyo International Forum (Please note that the venue is different from last year) 3-5-1 Marunouchi, Chiyoda-ku, Tokyo (Please come to the reception desk on the 6th floor.)
3. Agenda	Matters to be Noted - Business Report, Reports of the Consolidated Financial Statements, and Audit Reports of the Accounting Auditor and the Audit Committee on the Consolidated Financial Statements, for the 158th fiscal period from 1 April 2023 to 31 March 2024 - Reports of the Financial Statements for the 158th fiscal period from 1 April 2023 to 31 March 2024 Matters to be Resolved Proposal : Election of Six Directors

End

Information related to electronic provisioning measures

In convening the 158th Ordinary General Meeting of Shareholders, the Company has taken measures for providing the information that constitutes the content of reference materials for the General Meeting of Shareholders, etc., in electronic format as **"Notice of the 158th Ordinary General Meeting of Shareholders"** and **"Other Matters Subject to Measures for Electronic Provision for the 158th Ordinary General Meeting of Shareholders (Matters Omitted from Delivered Paper-Based Documents)"**. To review the information, please access either of the websites below.

NSG website Website for the the 158th Ordinary General Meeting of Shareholders	https://www.nsg.com/en/investors/library/shareholders-meeting
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Please access the TSE website, and search by "Nippon Sheet Glass" or "Ticker code (5202)", select "Basic information" and then "Document for public inspection/PR information" to review filed information.

Tokyo Stock Exchange (TSE) website Listed Company Search	https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show
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Other Matters related to this Convening

- ◎ Among the matters subject to electronic provision measures, the following matters are only posted on the Company's website and TSE website above-mentioned based on the laws and Article 14 of the Articles of Incorporation and not included in the document sent by mail to shareholders who requested paper delivery.
 - (1) Business Report: "Matters Related to the Stock Acquisition Rights, etc." and "Systems to Secure appropriateness of businesses"
 - (2) Consolidated Financial Statements: "Consolidated Statement of Changes in Equity" and "Notes to the Consolidated Financial Statements"
 - (3) Financial Statements: "Statement of Changes in Net Assets" and "Notes to the Financial Statements"

Consolidated Financial Statements and Financial Statements audited by the Audit Committee and the Accounting Auditor consist of the documents listed in "Notice of Convening the 158th Ordinary General Meeting of Shareholders" posted on the Company's website as well as those listed in (2) and (3). Business Report audited by the Audit Committee consists of documents listed in "Notice of Convening the 158th Ordinary General Meeting of Shareholders" posted on the Company's website as well as those listed in (1).
- ◎ If any revision of information that constitutes the content of reference materials provided electronically for the General Meeting of Shareholders, matters before and after amendment will be posted on the the websites of the Company as well as TSE mentioned above.
- ◎ Voting results of the meeting will be filed and shown via EDINET (<https://disclosure2.edinet-fsa.go.jp/>) in the form of an Extraordinary Report (in Japanese only), and also disclosed on website at <https://www.nsg.com/> (in English) and at <https://www.nsg.co.jp/> (in Japanese). You are kindly asked to acknowledge and confirm that these actions are intended to operate as substitute for the issue and posting of a resolution notice.

The shareholders meeting is live-streamed on the Internet (for details on how to watch the meeting, please refer to "Information on Live Streaming of the General Meeting of Shareholders via the Internet and Acceptance of Questions in Advance" on page 5 to 6).

Exercising Voting Rights

➤ Voting by attending the meeting

Date and time of the meeting: **10:00 A.M., Wednesday, 26 June 2024 (Japan time)**

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

➤ Exercise of voting rights via the Internet

Exercise deadline: **5:45 P.M., Tuesday, 25 June 2024 (Japan time)**

Please carefully read information on the next page and exercise your voting rights by no later than the above deadline.

➤ Exercise of voting rights via mail

Exercise deadline: **Arrival by 5:45 P.M., Tuesday, 25 June 2024 (Japan time)**

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

Electronic Voting Platform for Institutional Shareholders

The Electronic Voting Platform operated by ICJ, Inc. is also available for institutional shareholders.

Voting Rights

- When a shareholder exercises his or her voting rights both in writing and via the Internet, the voting rights exercised via the Internet shall take precedence over the one in writing. When a shareholder exercises his or her voting rights multiple times via the Internet, the last valid exercise of voting rights via the Internet shall be considered as the shareholder's final vote.
- If you do not indicate your approval or disapproval of any of the proposals on the returned voting form, we will treat it as if you indicated your approval.

Password and voting rights code when exercising voting rights via the Internet

- The password is very important information to enable us to identify those who would exercise the voting rights as our shareholders themselves truly, so please treat it very carefully.
- If you mistakenly enter a wrong password more than a certain number of times, this password will become invalid. If you wish the reissue of another password, please follow the instruction shown on the screen.
- The voting rights code written on voting rights exercising card shall be valid only for this General Meeting of Shareholders.

Inquiries regarding your shareholding and its related matters

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

Information concerning Exercising Voting Rights via the Internet

- Exercise of voting rights by "Smart Voting" (available only in Japanese)
Please scan the "Smartphone use voting right exercise website login QR cord" on the lower right of the enclosed voting rights exercising card with a smartphone or tablet. The URL that then appears will bring you to the voting right exercise website screen by clicking on it. Please follow the screen instructions to exercise your voting rights.
- Exercise of voting rights by the voting rights code and password (available only in Japanese)
Please access the website for exercising voting rights, <https://www.web54.net>, with a personal computer or other Internet-capable device of yours. Log in by entering the "voting rights code" described in the enclosed voting rights exercising card and enter "password" on the card. Please follow the screen instructions to exercise your voting rights.
 - ※ If you wish to change your vote after exercising your voting rights, you will need to scan the QR Code® again and enter your "voting rights code" and "password" on your enclosed voting rights exercising card. (You can also exercise your voting rights by directly accessing the voting website <https://www.web54.net>.)
 - ※ Connection fees and communication charges for using the website for exercising voting rights shall be borne by the shareholder.
 - ※ You may not be able to use the website for exercising voting rights depending on your Internet environment, the service you have subscribed to, or the device you are using.
- Contact the following for any inquiries regarding the exercise of voting rights via the Internet.
Web support desk of Stock Transfer Agency Department, Sumitomo Mitsui Trust Bank, Limited
Telephone number: [0120-652-031](tel:0120-652-031) (from 9:00 to 21:00 Japan time, toll free in Japan)

Information on Live Streaming of the General Meeting of Shareholders via the Internet and Acceptance of Questions in Advance

- On the day of the meeting, Live Streaming of the General Meeting of Shareholders will be available for shareholders to view at home or other locations.
- In addition, prior to the meeting, the Company will accept questions from shareholders regarding the matters on the meeting agenda via the designated website.

How to access the designated website

1. Access the website using the URL below.
 - URL: **<https://web.sharely.app/mb>**
2. Enter the following login items.
 - "Shareholder number": "Shareholder number" (9-digit number) as shown on the "Voting Rights Exercise Form" *If the number starts and/or ends with zero, please make sure to enter zero as well.
 - "Postal code": Postal code of the address registered in the shareholder registry (7 digits)
*Please enter the postal code registered as of March 31, 2024.

Live Streaming of the General Meeting of Shareholders

1. Date and time of Live Streaming
10:00 a.m., Wednesday, 26 June 2024
Please access the designated website at the time shown above.
Requests and Notes
 - ◎ Watching or listening the live-streaming of the meeting does not constitute attendance at a general meeting of shareholders as defined by the Companies Act of Japan. Please exercise your voting rights in advance via the Internet or in writing.
 - ◎ On the day of the meeting, in consideration of the privacy protection of the attending shareholders, we will try to broadcast mainly the footage of the chairperson and directors on the stage.
 - ◎ The provision of "shareholder number" and "postal code" to any third party is strictly prohibited.
 - ◎ Please refrain from recording the meeting including videotaping for the purpose of disclosing voice or video data.
 - ◎ Depending on your computer environment (model, performance, etc.) and Internet connection environment (line status, connection speed, etc.), you may experience problems with video footage or audio, or may not be able to view the video at all.
 - ◎ Telecommunication charges for viewing the video streaming shall be borne by the shareholder.

<For inquiries regarding how to watch the live streaming, viewing problems, etc.>

Sharely Co., Ltd.

Phone: +81-3-6683-7664

(from 9:00 a.m. on Wednesday, 26 June 2024 until the end of the General Meeting of Shareholders)

1. Question Submission Period

Wednesday, 5 June 2024 – Tuesday, 18 June 2024

Please access the designated website during the above period , click on “Select Adenda Item” to choose the relevant item, and enter your question.

2. Requests and Notes

- ⦿ Please keep your questions as brief and to the point as possible (within 200 characters).
- ⦿ We plan to respond to questions that we believe will be of interest to our shareholders at the General Meeting of Shareholders. However, please note that we do not commit to answering all questions or responding to each question individually.

Reference Materials to Proposals at General Meeting of Shareholders

Proposal and the References thereto

Proposal : Election of Six Directors

The term of office of all the six Directors shall expire as of the end of this Ordinary General Meeting of Shareholders. Hence the shareholders are hereby asked to approve of election of six Directors based on and pursuant to the decision of Nomination Committee of the Company. Those director candidates are as follows. For further information on each director candidate please refer to the pages from 10 to 15 of this Convening Notice:

No.	Name	Position	Current Responsibilities at the Company				Record of attendance at Board meeting
			Board	NC	AC	CC	
1	Hiroshi Ishino To be re-elected	External Independent	Chairperson	Chairperson	Member	Member	100% (10/10)
2	Munehiro Hosonuma To be re-elected	Representative Executive Officer, President and CEO		Member		Member	100% (10/10)
3	Jörg Raupach Sumiya To be re-elected	External Independent		Member	Member	Chairperson	100% (10/10)
4	Kunihito Minakawa To be re-elected	External Independent		Member	Chairperson	Member	100% (10/10)
5	Shinji Asatsuma To be re-elected	External Independent		Member	Member	Member	100% (10/10)
6	Eriko Sakurai To be re-elected	External Independent					88% (7/8)

Notes:

- Messrs. Hiroshi Ishino, Jörg Raupach Sumiya, Kunihito Minakawa, Shinji Asatsuma and Eriko Sakurai are all candidates for the External Directors stipulated in Article 2-3.7 of Regulation for Enforcement of the Companies Act. In addition, all of them have been notified to Tokyo Stock Exchange (hereinafter called "TSE") as Independent Directors. The Company has on its own created and applied more stringent criteria with respect to such independency of directors considering their relationships with the Group itself, Group's directors and/or Group's major shareholders, which above five candidates for External Directors also meet. For the detail of the criteria, please see page 16.
- The Company has entered into an agreement on limitation of liabilities with all the candidates of the External Directors whose tenure is expiring (Messrs. Hiroshi Ishino, Jörg Raupach Sumiya, Kunihito Minakawa, Shinji Asatsuma and Eriko Sakurai) respectively to the effect that the level of the liability of each of the External Directors in having performed their duties in good faith and without gross negligence on their part should be capped by the amount allowed by law.
- The Company contracts the Directors and Officers liability insurance based on the Article 430-3, Paragraph 1 of the Companies Act of Japan with insurance companies, and the policy will compensate any reasonable and necessary legal or other defense costs incurred in defending an action brought against them during the policy period. It also pays any ensuing damages, judgements and settlements that are awarded to the plaintiff or third party against the director or officer. Messrs. Hiroshi Ishino, Munehiro Hosonuma, Jörg Raupach Sumiya, Kunihito Minakawa, Shinji Asatsuma and Eriko Sakurai as director candidates respectively are included to insured persons, if elected as a director. The premium of the insurance for all insured persons is paid by the Company. The Company plans to renew the contract with the same terms and conditions at the time of the next renewal.
- Ms. Eriko Sakurai has served as an External Director of Sumitomo Mitsui Financial Group ("SMFG") but in October 2022 SMFG and its subsidiary SMBC Nikko Securities Inc. ("SMBC Nikko") became the subject of an administrative order under the Financial Instruments and Exchange Act ("FIE Act") by Financial Services Agency of Japan ("FSA") due to acts of certain former officers and employees of SMBC Nikko alleged to have run afoul of Article 159, Paragraph 3 of the FIE Act (i.e. illegal stabilizing transactions). In this connection SMBC Nikko itself was also convicted by the Tokyo District Court in February 2023 and the judgment became final. Further in October 2022, SMBC Nikko was also the subject of another administrative order from the FSA pursuant to FIE Act

regarding exchange of material non-public information among officers and employees of SMBC Nikko and a subsidiary of SMFG, Sumitomo Mitsui Banking Corporation ("SMBC"). For this incident SMFG and SMBC were also ordered by the FSA to report to it in accordance with the FIE Act and the Banking Act of Japan. Ms. Eriko Sakurai was not aware of any of those situations or incidents and [in fact] she constantly had stressed on, and made propositions to embed in the organization, the importance of compliance with laws and regulations, ensuring fair and appropriate execution of business and risk management on occasions such as meetings of the board of directors and various committees of SMFG. On and after these incidents were found, she has been using the occasions such as deliberations at the board of directors and various committees of SMFG and promoting such actions with a view towards preparation and implementation of effective countermeasure for prevention of any such recurrence, further strengthening of statutory compliance and internal controls of the Group, as well as for fostering of a wholesome corporate culture.

(For Reference)

In order to develop and enhance the enterprise value of the Group in a sustainable manner on a medium to long term basis, the Board is required to effectively supervise the execution of duties by executive officers, etc., while preparing for a corporate environment which would enable the executive management to take proper degree of risks associated with business. Based on the company situation and the issues to be solved in the execution of the new medium-term plan "2030 Vision : Shift the Phase" starting from the fiscal year ending March 2025, the areas of experiences and specialized knowledge, which the Nomination Committee considers to be particularly important for the director candidates, are defined as follows, and the composition of directors would be well-balanced as a whole in consideration of diversity.

Name	Global Company Management Experience	Financial Expertise	Risk Management	ESG / Sustainability	Portfolio management / New Business Development	DX / Operational Excellence	Marketing / Commercial
H.Ishino	○					○	○
J.Raupach-Sumiya	○			○	○		
K.Minakawa	○	○	○				
S.Asatsuma	○	○	○				
E.Sakurai	○			○	○		
M.Hosonuma					○	○	○

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

- Global Company Management Experience: The area of experience and/or expertise required from the perspective of supervising the management of the Group which is operating globally based on the management experiences in a global or multinational business environment.
- Financial Expertise: The area of experience and/or expertise required from the perspective of supervising the execution of the financial targets, "Increasing cash generation" and "Improving the financial status" in the medium-term plan.
- Risk Management: The area of experience and/or expertise required from the perspective of effective and efficient supervision in identifying and evaluating critical risks that the Group should manage.
- ESG / Sustainability: The area of experience and/or expertise required from the perspective of effective and efficient supervision for the initiatives to attain sustainable growth of the Group and contribute to a sustainable society in the medium- to long-term such as climate change issues and initiatives to ensure a highly independent and transparent Corporate Governance system for that purpose.
- Portfolio management / New Business Development: The area of experience and/or expertise required from the perspective of effective and efficient supervision for the initiatives against "Business structure reform" such as new business development and Portfolio transformation to highly profitable business.
- DX / Operational Excellence : The area of experience and/or expertise required from the perspective of effective and efficient supervision for the initiatives utilizing digital technology to quickly execute strategies based on globally integrated information and carry out reform measures for high value-added operations that transcend the boundaries of each function, from procurement and manufacturing to logistics.
- Marketing/Commercial: Strategic marketing is needed to develop the business, and this area of experience and/or expertise should be required from the perspective of effective and efficient supervision in implementing the initiatives for "Business structure reform" and customer-oriented "Corporate culture reform".

1 Mr. Hiroshi Ishino



■ Positions/responsibilities at the Company

Director, Chairperson of the Board, Chairperson of Nomination Committee, a member of Audit Committee and Compensation Committee

■ Date of birth

10 April 1951 (73 years old)

■ Gender

Male

■ Length of incumbency as External Director

4 year(as of the end of this General Meeting of Shareholders)

■ Record of attendance at meetings

Board of Directors	: 100% (10/10)
Nomination Committee	: 100% (6/6)
Audit Committee	: 100% (11/11)
Compensation Committee	: 100% (7/7)

■ Number of the Company's common shares owned

8,268

■ Material Positions concurrently held with third parties

Honorary Advisor, Kansai paint Co.,Ltd.

■ Special interest existing between the candidate and the Company

n/a

Brief career history-----

Apr. 1975	Joined Mitsubishi Corporation
Mar. 2003	Joined Kansai paint Co., Ltd.
Jun. 2006	Director, Deputy General Manager, International Affairs, Kansai paint Co., Ltd.
Jun. 2008	Managing Director, Sales, Coatings Business, Kansai paint Co., Ltd.
Apr. 2010	Senior Managing Director, Sales, Kansai paint Co., Ltd.
Jun. 2011	Director, Senior Managing Executive Officer, Sales, International Affairs and Procurement, Kansai paint Co., Ltd.
Jun. 2012	Representative Director, Senior Managing Executive Officer, Sales, International Affairs and Procurement, Kansai paint Co., Ltd.
Apr. 2013	Representative Director and President, Kansai paint Co., Ltd.
Jun. 2019	Senior Corporate Advisor, Kansai paint Co., Ltd.
Jul. 2020	Director, the Company (Incumbent)
Jun. 2023	Honorary Advisor, Kansai paint Co.,Ltd. (Incumbent)

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

Mr. Hiroshi Ishino has been an External Director of the Company since July 2020. He was in charge of overseas operations at a major trading company, and since then has been promoting the Group's global strategy as president and CEO of a major international manufacturer. It is expected that he will contribute to the supervisory function of the Board including in overseeing performance of Executive Officers from an independent and objective standpoint as well as based upon his abundant management experiences in global companies as top management and broad knowledge and perspectives with regard to business transformation and business management from manufacturing to sales.

2 Mr. Munehiro Hosonuma



■ Positions/responsibilities at the Company	Director, Representative Executive Officer, President and CEO, a member of Nomination Committee and Compensation Committee
■ Date of birth	27 November 1972 (51 years old)
■ Gender	Male
■ Length of incumbency as External Director	2 year(as of the end of this General Meeting of Shareholders)
■ Record of attendance at meetings	Board of Directors : 100% (10/10) Nomination Committee : 100% (6/6) Compensation Committee : 100% (7/7)
■ Number of the Company's common shares owned	55,535
■ Material Positions concurrently held with third parties	n/a
■ Special interest existing between the candidate and the Company	n/a

Brief career history

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

Reasons for recommendation as a Director

After having worked for a leading Japanese design office and a major international management consulting company, Mr. Munehiro Hosonuma joined a major international manufacturer, held important positions in the business division, and then joined NSG in August 2018. After holding important positions of the Group such as Chief Corporate Planning Officer and Head of Architectural Glass SBU, he was appointed Representative Executive Officer, Vice President and COO in April 2022 and he had experiences to lead the whole Group business. Based upon such ample experiences and delivery of results, he was appointed Representative Executive Officer, President and CEO in April 2023 and since then, has taken leadership in the whole Group business. He was also appointed Director in June 2022. It is expected that he will contribute to the decision-making function of the Board based upon such ample experiences and achievements in business strategy and business operations.

3 Dr. Jörg Raupach Sumiya



■ Positions/responsibilities at the Company

Director, Chairperson of Compensation Committee, a member of Nomination Committee and Audit Committee

■ Date of birth

17 January 1961 (63 years old)

■ Gender

Male

■ Length of incumbency as External Director

5 years(as of the end of this General Meeting of Shareholders)

■ Record of attendance at meetings

Board of Directors	: 100% (10/10)
Nomination Committee	: 100% (6/6)
Audit Committee	: 100% (11/11)
Compensation Committee	: 100% (7/7)

■ Number of the Company's common shares owned

3,391

■ Material Positions concurrently held with third parties

Professor, College of Business Administration Ritsumeikan University

■ Special interest existing between the candidate and the Company

n/a

Brief career history-----

Jun. 1990	Senior Consultant, Roland Berger Strategy Consultants
Oct. 1995	Senior Executive Managing Director, Trumpf Corporation
Jul. 1999	Research Fellow, German Institute for Japanese Studies
Jun. 2001	General Manager, Administration, NEC Schott Components Corporation (Currently Schott Japan Corporation)
Dec. 2002	President, Representative Director, NEC Schott Components Corporation
Jan. 2011	Manager, Innovation, Schott Electronic Packaging GmbH
Sep. 2011	Professor, FOM University (Germany)
Apr. 2012	Professor, College of Business Administration Ritsumeikan University (Incumbent)
Jun. 2019	Director, the Company (Incumbent)

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

Dr. Jörg Raupach Sumiya has been an External Director of the Company since June 2019. He has international experience in the field of both business and academia, and is currently a professor at the college of business administration, Ritsumeikan University, one of the Japanese private universities. He is conducting research activities mainly on renewable energy and regional economy. It is expected that he should continue to contribute to the supervisory function of the Board including in overseeing performance of Executive Officers from an independent and objective standpoint as well as based upon his abundant management experiences in global companies and broad knowledge on ESG and portfolio-management and perspectives with regard to an academic expert and business management

4 Mr. Kunihiro Minakawa



■ Positions/responsibilities at the Company	Director, Chairperson of Audit Committee, a member of Nomination Committee and Compensation Committee
■ Date of birth	15 August 1954 (69 years old)
■ Gender	Male
■ Length of incumbency as External Director	4 year(as of the end of this General Meeting of Shareholders)
■ Record of attendance at meetings	Board of Directors : 100% (10/10) Nomination Committee : 100% (6/6) Audit Committee : 100% (11/11) Compensation Committee : 100% (7/7)
■ Number of the Company's common shares owned	4,131
■ Material Positions concurrently held with third parties	External Director, Santen Pharmaceutical Co., Ltd. Financial Services Agency Certified Public Accountants and Auditing Oversight Board Commissioner
■ Special interest existing between the candidate and the Company	n/a
■ Other	Mr. Kunihiro Minakawa is scheduled to retire as External Director of Santen Pharmaceutical Co., Ltd on 25 th June 2024. He is also scheduled to be appointed as a External Director of Mitsubishi Electric Corporation on the same day.

Brief career history-----

Apr. 1978	Joined RICOH CO., LTD.
Oct. 1997	SVP and CFO, Ricoh Americas Corporation
Jan. 2008	Business Planning Manager and Business Management Manager, Business Management Centre, Overseas Division, RICOH CO., LTD.
Apr. 2010	Corporate Vice President and General Manager, Finance and Accounting, RICOH CO., LTD.
Apr. 2012	Corporate Senior Vice President and General Manager, Finance and Accounting, RICOH CO., LTD.
Jun. 2013	Corporate Auditor (Full-time), RICOH CO., LTD.
Jun. 2017	External Director, Sony Corporation (Currently Sony Group Corporation)
Jun. 2018	External Director, Santen Pharmaceutical Co., Ltd. (Incumbent)
Apr. 2019	Financial Services Agency Certified Public Accountants and Auditing Oversight Board Commissioner (Incumbent)
Jul. 2020	Director, the Company (Incumbent)

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

Mr. Kunihiro Minakawa has been an External Director of the Company since July 2020. He was a Managing Executive Officer and an Audit & Supervisory Board Member at a major international manufacturer, and he is currently serving as Financial Services Agency Certified Public Accountants and Auditing Oversight Board Commissioner. He has global experience, a wide range of insights and practical experience in finance and auditing. It is expected that he will contribute to the supervisory function of the Board including in overseeing performance of Executive Officers from an independent and objective standpoint as well as based upon his abundant management experiences in global companies and broad knowledge and perspectives with regard to business management and professional expertise on finance and accounting.

5 Mr. Shinji Asatsuma



■ Positions/responsibilities at the Company

Director, a member of Nomination Committee, Audit Committee and Compensation Committee

■ Date of birth

2 February 1961 (63 years old)

■ Gender

Male

■ Length of incumbency as External Director

2 year(as of the end of this General Meeting of Shareholders)

■ Record of attendance at meetings

Board of Directors	: 100% (10/10)
Nomination Committee	: 100% (6/6)
Audit Committee	: 91% (10/11)
Compensation Committee	: 100% (7/7)

■ Number of the Company's common shares owned

1,714

■ Material Positions concurrently held with third parties

n/a

■ Special interest existing between the candidate and the Company

n/a

Brief career history-----

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

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

Mr. Shinji Asatsuma has been an External Director of the Company since June 2022. He was in charge of accounting, finance, business strategy and overseas operations in a major international manufacturer and as a Director and Senior Executive Officer, he is in charge of the overall management division, and has promoted the formulation of business strategies and overseas business expansion. It is expected that he will contribute to the supervisory function of the Board including in overseeing the performance of Executive Officers from an independent and objective standpoint as well as based upon his abundant management experiences in global companies and broad knowledge and perspectives with regard to finance, accounting and risk management.

6 Ms. Eriko Sakurai



■ Positions/responsibilities at the Company

Director

■ Date of birth

16 November 1960 (63 years old)

■ Gender

Female

■ Length of incumbency as External Director

1 year(as of the end of this General Meeting of Shareholders)

■ Record of attendance at meetings

Board of Directors : 88% (7/8) *

■ Number of the Company's common shares owned

805

■ Material Positions concurrently held with third parties

External Director, Sumitomo Mitsui Financial Group, Inc.

External Director, KAO Corporation

External Director, Astellas Pharma Inc.

■ Special interest existing between the candidate and the Company

n/a

Brief career history-----

Jun. 1987	Joined Dow Corning Corporation (Currently Dow Silicones Corporation)
May. 2008	Director, Dow Corning Toray Co., Ltd. (Currently Dow Toray Co., Ltd.)
Mar. 2009	Chairman and CEO, Representative Director, Dow Corning Toray Co., Ltd. (Currently Dow Toray Co., Ltd.)
May. 2011	Regional President Japan/Korea, Dow Corning Corporation (Currently Dow Silicones Corporation)
Jun. 2014	External Director, Sony Corporation (Currently Sony Group Corporation)
Jun. 2015	External Director, Sumitomo Mitsui Financial Group, Inc (Incumbent)
Jun. 2018	Chairperson and CEO, Representative Director, Dow Toray Co., Ltd.
Aug. 2020	President, Representative Director, Dow Chemical Japan Limited
Mar. 2022	External Director, Kao Corporation (Incumbent)
Jun. 2022	External Director, Astellas Pharma Inc. (Incumbent)
Jun. 2023	Director, the Company (Incumbent)

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

Ms. Eriko Sakurai has been an External Director of the Company since June 2023. She held important positions in marketing, operating, and corporate management at a major US manufacturer that is expanding its business globally, and since then, she has promoted business development and business transformation as the top management of its Japanese subsidiary for many years. In addition, she has supervised the management of major manufacturers and a financial institution as an external director. It is expected that she will contribute to the supervisory function of the Board including in overseeing the performance of Executive Officers from an independent and objective standpoint as well as based upon her abundant management experiences as an international business executive and broad knowledge including sustainability promotion.

* Note: Ms. Eriko Sakurai was newly appointed as Director at the 157th Ordinary General Meeting of Shareholders held on 29 June 2023 therefore it shows the total number of the Board of Directors meetings held and attended after her assumption.

For Reference: Criteria of Independency for External Director at NSG

External Directors of Nippon Sheet Glass Company, Limited ("NSG" or the "Company") falling into any of the following categories are considered to lack independency as an External Director.

(1) As to the External Director him/herself, where:-

- a) He/she is, has become or once served as an executive director, executive officer, corporate officer or employee of the NSG Group (hereinafter collectively referred to as "executive/employee");
 - b) i) He/she has a business relationship with the Company and received from the Company the following sum during any single financial year for him/her/(it) of those past three years most recently ended or (in case where the one having such business relationship is an organization such as legal entity, then he/she serves or served as executive/employee of the organization), OR NSG Group is a Major Business Partner for him/her/it
 - Aggregate payments equivalent to more than 1% of their consolidated sales during the subject year; OR,
 - ii) he/she has a business relationship with the Company and paid the Company the following sum during the Company's any single financial year of those past three years most recently ended, or he/she is a Major Business partner of the NSG Group (or in case where the one having such business relationship is an organization such as legal entity, then he/she serves or served as executive/employee of the organization);
 - Aggregate payments equivalent to more than 1% of the Company's consolidated sales during the subject year
- Note: For the purpose of this criteria protocols, the expression "Major Business Partner(s)" means, as between the NSG Group and the group having business relationship with us, those persons which could be, in terms of magnitude of its business relationship, expected to exert the same degree of influence on the decision-making process of the other as would exist among parent-subsidiary relationship or affiliated group.
- c) He/she is an Certified Public Accountant retained as Accounting Auditor for the Company (or in case the accounting firm is retained as Accounting Auditor then he/she serves as partner or employee of the firm) or he/she has engaged in any audit activities of the NSG Group businesses at any time during the past three years;
 - d) He/she is one of those consultants, accountants or lawyers who have received substantial amount of cash or other financial gains (equivalent to JPY 10 million or more per financial year of the Company) from the NSG Group (or in case where an organization such as consulting, accounting or law firm is the one having received such cash or gains, then he/she belongs to any such organization);
 - e) He/she has material business relationship with or is materially interested in the NSG Group (or in case where an organization such as legal entity has such relationship or interest, he/she is an executive/employee of the organization) (For this purpose, the fact of receipt of the sum in the form of donation or loans from the NSG Group equivalent to JPY 10 million or more on an average per annum for the past three financial years of the Company most recently ended is deemed to constitute such material interest in the NSG Group.);
 - f) He/she holds cross-directorships or has significant links with other Directors/Executive Officers of the Company through involvement in other companies/bodies;
 - g) He/she is a major beneficial shareholder who is entitled to 10% or more of the total voting rights of the Company (or in case where the organization such as legal entity falls into such a shareholder, then he/she currently is or was employed as an executive/employee of the organization at any time during the past five years); or
 - h) He/she is an individual who has fallen into the above d), e) or f) during the Company's any single financial year of those past three financial years most recently ended.

(2) As to the close relative(s) of the External Director (his or her spouse, or those relatives who are within the second degree of kinship or live in the same dwelling as him or her):

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

https://www.nsg.com/-/media/nsg/site-content/sustainability/downloads-attached-to-pages-in-sustainability-section/annex/annex13_1812_e.pdf

For Reference: Policies and procedures for the appointment of the nomination of the director candidates

The Nomination Committee appoints the nomination of the director candidates and submits the contents to the ordinary general meeting of shareholders as a proposal. For such appointment, in particular with Independent External Directors, the Group finds candidates from a wide range of pools with the cooperation of executive search companies and others. The standards for the appointment are as follows. On the appointments of directors based on the standards, the company aims to have a well-balanced level of expertise as defined in Clause 7 in the board of directors as a whole, and diversity in terms of gender, internationality, work experience, and age.

[Personality, Insight, leadership]

1. Being a person of good character and high ethical standards.
2. Upholding and promoting compliance with laws and regulations.
3. Being fit to hold office and able to fulfil the duties required.
4. Possessing excellent business acumen and the ability to make judgements objectively.
5. Having abundant leadership experience and being team orientated.

[No material interest]

6. Having no personal interest or business relationship that might affect management decisions in our Group's business areas. ("Criteria of Independency for an External Director" is defined separately at)

[Skill/Expertise]

7. Having broad business experience globally or multi-nationally and/or such specialized knowledge in market, technology, accounting, law, talent development, or other specific fields that are necessary or desirable for directors based on the current situation of the group, strategies, etc.

[Commitment]

8. Being the person who agrees with the philosophy and basic stance set forth in "NSG Group Corporate Governance Guidelines" and "Board of Directors Charter" and can be expected to perform his/her duties accordingly
9. Having sufficient time to participate in meetings of the Board and the Committees of which he/she would be a member, and being qualified to fulfil the duties as a member of one of any three committees on which he/she would sit: Nomination Committee, Audit Committee or Compensation Committee.

For Reference: Composition of the Board of Directors and each Committee

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

Board of Directors

Hiroshi Ishino (Chairperson), Jörg Raupach Sumiya, Kunihiro Minakawa, Shinji Asatsuma, Eriko Sakurai, Munehiro Hosonuma

Nomination Committee

Hiroshi Ishino (Chairperson), Jörg Raupach Sumiya, Kunihiro Minakawa, Shinji Asatsuma, Eriko Sakurai, Munehiro Hosonuma

Audit Committee

Kunihiro Minakawa (Chairperson), Jörg Raupach Sumiya, Shinji Asatsuma

Compensation Committee

Jörg Raupach Sumiya (Chairperson), Kunihiro Minakawa, Shinji Asatsuma, Eriko Sakurai, Munehiro Hosonuma

158th Business Report of Nippon Sheet Glass Company, Limited

From 1 April 2023
To 31 March 2024

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

1. Overview and Results of Business Activities

The market environment for the Group in FY2024 was generally positive in the first half of the year but worsened gradually in certain key markets towards the end of the year. Architectural markets remained firm in general except certain regions in the first half of the year while the European market, which is the largest, took a downturn in the second half with further deterioration in the fourth quarter. The demand for solar energy glass remained robust throughout the year. In Automotive markets, sales volumes increased as long-standing supply chain constraints at the Group's customers were resolved and returned to more normal conditions. In addition, negotiations for price improvements to mitigate the impacts of rising input costs progressed throughout the year. In Technical glass markets, the Group experienced mixed demand conditions depending on the business.

Group revenues increased by 9 percent to ¥ 832,537 million (4Q FY2023 ¥ 763,521 million), with the improvement arising mainly within the Automotive business. Operating profits were ¥ 35,860 million (4Q FY2023 ¥ 34,812 million), with the improvement again being recorded in the Automotive businesses. Net exceptional items were an overall gain of ¥ 90 million (4Q FY2023 loss of ¥ 45,154 million). The improved net exceptional gain/loss is mainly due to no recurrence of the significant impairment of goodwill arising during the previous year. Net financial expenses increased to ¥ 28,208 million (4Q FY2023 ¥ 17,402 million), due largely to higher prevailing interest rates during the period.

As a consequence of the Group's joint venture, SP Glass Holdings B.V. disposing of its Russian subsidiaries, the Group recorded a gain on the reversal of previous impairments of balances owed by joint ventures during the first quarter of ¥ 3,740 million and also recognized a reversal of the previous impairment of the investment in this joint venture of ¥ 1,096 million, included within other gains on equity method investments.

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

Consolidated Revenue		Consolidated Operating Profit	
¥832,537m	(up 9.0%)	¥35,860m	(up 3.0%)
Consolidated Profit before Taxation		Consolidated Profit for the Period	
¥17,597m	—	¥10,930m	—
Consolidated Profit/(Loss) Attributable to Owners of the Parent			
¥10,633m	—		

Notes:

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

The performance by segment is as follows.

Architectural Glass Business

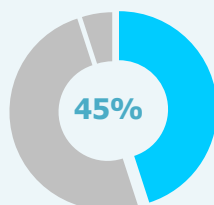
Revenue ¥ 371,777million

Operating profit ¥ 29,087million

Main Focus of the Business :

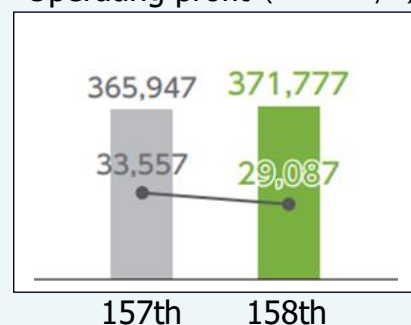
- The manufacture and supply of flat glass for Architectural market
- The manufacture and supply of various interior and exterior glazing products within commercial and residential markets
- The manufacture and supply of glass for the Solar Energy

Ratio of sales to Group revenue



Revenue

Operating profit (Millions of yen)



The Architectural business recorded cumulative revenues of ¥ 371,777 million (4Q FY2023: ¥ 365,947 million) and an operating profit of ¥ 29,087 million (4Q FY2023: ¥ 33,557 million). Architectural revenues were similar to the previous year, and profits below, with a declining performance across Europe and North America, partly offset by positive results in Japan, South America, and the Group's solar energy business.

In Europe, representing 38 percent of the Group's architectural sales, revenues and profits were below the previous year as volumes and prices reduced in line with deteriorating economic activity during the second half of the year. The impact of the weaker market conditions was mitigated somewhat by a decrease in input costs.

In Asia, representing 30 percent of the Group's architectural sales, revenues and profits were above the previous year. Results improved in Japan, assisted by improved selling prices, although markets remain depressed in South-East Asia regions. Volumes of glass for solar energy were positive. During the third quarter, the Group completed the conversion of its float glass production line in Malaysia, from the production of architectural products for buildings, to glass for solar energy.

In the Americas, representing 32 percent of the Group's architectural sales, revenues were ahead of, and profits were similar to, the previous year. In North America, results improved with increasing solar energy volumes offsetting a challenging domestic architectural market. Sales volumes in South America benefitted from the Group's new float glass facility in Argentina.

Automotive Glass Business

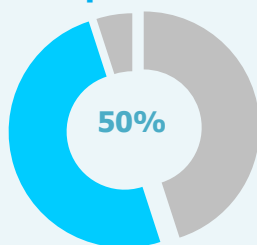
Revenue ¥ 417,558 million

Operating profit ¥ 11,343 million

Main Focus of the Business :

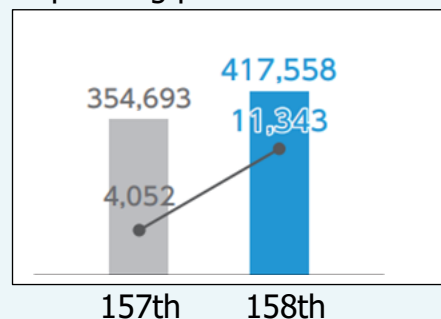
- The manufacture and supply a wide range of automotive glazing for new vehicles
- The manufacture and supply a wide range of automotive glazing for replacement markets

Ratio of sales to Group revenue



Revenue

Operating profit (Millions of yen)



The Automotive business recorded cumulative revenues of ¥ 417,558 million (4Q FY2023: ¥ 354,693 million) and an operating profit of ¥ 11,343 million (4Q FY2023: ¥ 4,052 million). Higher sales volumes were experienced across most regions, as an easing of supply chain constraints allowed the Group's customers to recover levels of production.

Europe represents 42 percent of the Group's automotive sales. Revenues improved, with increased input costs being partially recovered from customers. Volumes benefitted from improving vehicle sales, together with a replenishment of vehicle inventory at customers and distribution networks, with supply chain constraints continuing to ease.

In Asia, representing 19 percent of the Group's automotive sales, revenues and profits improved from the previous year. Japanese volumes benefitted from increased vehicle sales, and profitability was also assisted by agreements with customers to mitigate the continued high level of input costs.

In the Americas, representing 39 percent of the Group's automotive sales, revenues and profits both increased from the previous year. Demand benefitted from a recovery in vehicle sales and a lessening of supply chain constraints at the Group's customers.

Technical Glass Business

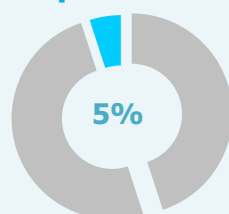
Revenue ¥ 39,945 million

Operating profit ¥ 7,146 million

Main Focus of the Business :

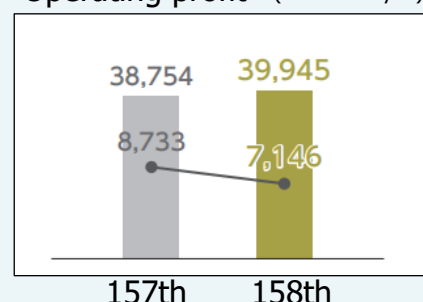
- The manufacture and supply of very thin glass for small displays
- The manufacture and supply of lenses and light guides for printers
- The manufacture and supply of glass fiber products, such as glass components for engine timing belts.

Ratio of sales to Group revenue



Revenue

Operating profit (Millions of yen)



The Technical Glass business recorded cumulative revenues of ¥ 39,945 million (4Q FY2023: ¥ 38,754 million) and an operating profit of ¥ 7,146 million (4Q FY2023: ¥ 8,733 million). Technical Glass revenues were slightly improved, with demand varying across sectors. Profits declined, with challenging market conditions in some areas preventing the recovery of increased input costs.

In the Fine Glass business, revenues and profits declined due to an adverse mix of products sold compared to the previous year. In the Information Devices business, demand for printer lenses was adversely affected by weak consumer demand and inventory reductions at the Group's customers. Volumes of glass cord used in engine timing belts benefitted from improving conditions in automotive markets. Metashine sales increased both for automotive and cosmetics applications.

Other Operations and Eliminations

The Other Operations and Eliminations recorded revenues of ¥ 3,257 million (FY2023: ¥ 4,127 million) and operating loss of ¥ 11,716 million (FY2023: loss of ¥ 11,530 million).

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

2. Capital Expenditure

The capital expenditure of the Group totaled ¥58,175million during the fiscal year under review, broken down by segment as follows:

(Millions of yen)	
Business	Expenditure
Architectural	¥ 40,343
Automotive	¥ 15,506
Technical Glass	¥ 1,501
Other	¥ 825

3. Financial Situation

Total assets at the end of March 2024 were ¥ 1,007,585 million, representing an increase of ¥ 56,198 million from the end of March 2023. Total equity was ¥ 153,838 million, representing an increase of ¥ 28,970 million from the March 2023 figure of ¥ 124,868 million. The increase in total equity was due mainly to the recorded profit for the period together with positive foreign exchange movements arising from a weaker Yen.

Net financial indebtedness increased by ¥ 39,574 million from 31 March 2023 to ¥ 447,497 million at the period end. The increase in indebtedness arose largely from foreign exchange movements and a reduction in derivative assets as a consequence of falling energy prices, partly offset by a positive Free Cash Flow. Foreign exchange movements generated an increase in net indebtedness of ¥ 25,930 million. Gross debt was ¥ 506,459 million at the period end.

Cash inflows from operating activities were ¥ 58,769 million. Cash outflows from investing activities were ¥ 43,512 million, including capital expenditure on property, plant, and equipment of ¥ 54,900 million. As a result, free cash flow was an inflow of ¥ 15,257 million (4Q FY2023 free cash inflow of ¥ 13,857 million).

4. Issues to be Addressed

(1) Materiality

The Group identified Materiality as critical challenges to attain sustainable growth of the Group and contribute to a sustainable society in the medium-to long-term. Materiality was selected according to the significance assessed on the matrix measuring the axes of impacts on both society and the Group.

In order to clarify the Group's policy that safety is a prerequisite for our business, we have recently reviewed Materiality and made "Health and Safety," which was included as part of "Human Capital," an independent category, and divided Materiality into elements fundamental to management and elements that are sources of competitiveness. See below.

Items	The Envisioned State		Items	
Environment	Contribute to the realization of a decarbonized society with GHG emissions reduction by eco-friendly manufacturing process and sales expansion of eco-friendly products		Health and Safety	elements that are fundamental to management
Society Shift and Innovation	Identify significant challenges to society and providing technology/product/service to their solution in a timely fashion		Ethics and Compliance	
Safe and High-Quality Products and Services	Enhance both the products and service quality through improvement of quality and supply chain control		Safe and High-quality Products and Services	
Ethics and Compliance	Carry off significant trust from stakeholders by constant address on Ethics and Compliance		Environment	sources of competitiveness
Human Capital	Ensure sustainable growth of the Group and contribute employees' welfare through a variety of initiatives to enhance developing Change Leaders at global level, safety, health, and Inclusion and Diversity		Social Shift and Innovation	
			Human Capital	

(2) Medium Term Vision of NSG Group

The Group has set a goal for 2030 as "To shift our company's phase and become vital in advancing a sustainable society". In order to achieve this goal, we have set forth the following four commitments to be fulfilled by the Group.

- We commit to creating value that realizes a sustainable society for all stakeholders and with stakeholders.
- We commit to developing and providing glass and its related technologies and services that play a crucial role in our customers' solutions.
- We commit to deeply understanding our customers' potential needs and delivering solutions that are suitable for them by leveraging both tangible and intangible assets.
- We commit to continuing our investment in our people, taking pride in a global, diverse team passionate about glass and brimming with talent.

(3) Review of the previous Medium-Term Plan "Revival Plan 24 (RP24)"

A) Results of key measures

Through the promotion of various reform measures, we were able to establish a system that can secure profits even in a challenging business environment and achieve certain results in building a foundation for sustainable growth.

<Three Reforms>

	Results
Cost Structure Reform	• 18 billion reduction in labor costs • Approximately 80 billion yen in price improvements
Business Structure Reform	• Capital investment for solar projects in North America and Malaysia, Capacity reduction at the Chiba plant • Capacity reduction and product portfolio shift in the automotive business • Integration of Business Innovation Center divisions, and selection of pipelines to focus on
Corporate Culture Reform	• Leadership Behavior Charter, Employee Survey, 4F (Flat, Frank, Fast, Fun) Communication Principles • Significant progress in building an organization that collaboratively engages in reforms as One Team

<Two Key Measures>

	Results
Restoration of Financial Stability	- Operating profit margin: Target not achieved - Net profit: Excluding goodwill impairments on Automotive business, the three-year cumulative total is 29.8 billion - Shareholders' equity ratio: Achieved over 10% - Free cash flow: Achieved 10 billion consecutively for three years
Transformation into More Profitable Business Portfolio	- Disposal of battery separator business - Restructuring of the automotive business in China - Withdrawal from the Russian market - Closure of St. Helens (the Watson Street), solar conversion of existing manufacturing facilities

B) Status of Financial Goals Achievement

Although we have steadily improved profitability, largely due to promotion of key measures, and achieved the targets for the equity ratio and free cash flow for three consecutive years, we failed to attain the targets for ROS and net profit, and the profit margin remains at a low level.

Financial Goals	FY2022/3	FY2023/3	FY2024/3	RP24 (Targets)
Operating Profit Margin ^{*1}	3.3%	4.6%	4.3%	8%
Net profit ^{*2} (billion yen)	4.1	(33.8)	10.6	3-year cumulative total of 30 or more
Shareholders' equity ratio	15.5%	10.2%	12.3%	10% or more
Free cash flow (billion yen)	22.3	13.9	15.3	10 or more

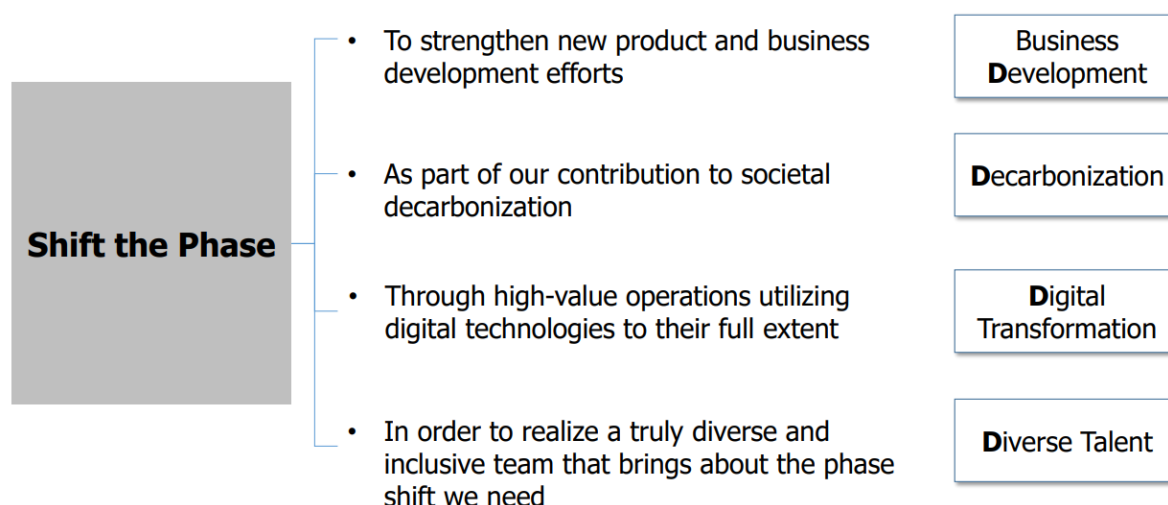
^{*1} Operating margin after amortization of intangible assets

^{*2} Profit/(loss) for the year attributable to owners of the parent

(4) New Medium-Term Plan "2030 Vision : Shift the Phase"

Following the review of the previous medium-term plan, we have decided to focus on the four "Ds" of Business Development, Decarbonization, Digital Transformation, and Diverse Talent as the strategic pillars of the new medium-term plan and will strive to reduce debt drastically and boost equity capital by improving profitability and reinforcing cash generation capabilities.

A) Strategic Direction



B) Financial Goals (Nevertheless, ROE as capital and investment efficiency is monitored as a reference indicator.)

		FY2024/3	FY2027/3
Profitability (P/L)	Operating Profit	35.9 billion yen	64.0 billion yen
	ROS	4.3%	7%
Cash Generation (C/F)	Free cash flow	15.3 billion yen	27.0 billion yen
Stabilization of Financial Status (B/S)	Interest-Bearing Debt	506.5 billion yen	442.0 billion yen
	Shareholders' equity ratio	12.3%	15%
Capital and Investment Efficiency	ROE	9.6%	20%

(5) Business environment and issues to be addressed

A) Business environment surrounding the Group

In FY2024, although there were several positive factors such as the depreciation of the yen against key currencies and decrease in fuel costs, the Group was adversely affected by rising materials and labor costs associated with global inflation, and especially in the second half of the year, by the economic slowdown in Europe and interest rate hikes in Europe and the United States. Architectural glass markets were underpinned by robust demand in each region in the first half of the year but significantly influenced by the economic downturn in Europe in the second half of the year. Automotive glass markets improved significantly thanks to the continued mitigation of the constraints in the automotive production due to the shortage of semiconductor and other parts and the selling price increases through successful negotiations with many customers offsetting rising input costs. Technical glass business was affected by the slowdown in the IT markets though the situation was mixed depending on business lines. Impacts of the economic slowdown in Europe, the IT market deceleration, rising materials, transportation, labor and other costs due to the expansion of global inflation are expected to linger for a while. We believe it is essential to recover profitability through continued efforts to drive down production costs and seek price pass-throughs.

B) Issues to be addressed

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

While fuel prices remain stable, the impacts of increases in materials and labor costs associated with global inflation, economic slowdown in Europe and interest rate hikes in Europe and the United States are expected to continue for a while. There are also signs that interest rates will rise in Japan in the near future. Against such a backdrop, it is essential to establish a business structure resilient to business fluctuations and not dependent on a large amount of debt.

In the new medium-term plan (MTP) "2030 Vision: Shift the Phase" starting in FY2025 (ending in March 2025), we will aim to overcome key challenges mentioned above by focusing on the four "Ds" of Business **D**evelopment, **D**ecarbonization, **D**igital Transformation, and **D**iverse Talent as the strategic pillars of the MTP.

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

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

Digital Transformation: In the Medium-Term Plan period, which is viewed as a second phase of post-merger integration (PMI), we aim to transform our Group operations by leveraging digital technology to its fullest, thereby enhancing our value creation capabilities. By thoroughly standardizing data and processes, we will elevate the level of information integration, thereby accelerating the quality and efficiency of our global management practices.

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

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

(6) Approach to Sustainability

The Group has adopted the “NSG Group Basic Policy on Sustainability” at the meeting of the Board of Directors to set out a basic stance and policy for sustainability as we aim to realize a sustainable society and world under the management principle “Our Vision”.

A) Efforts to tackle climate change

The Group acknowledges that tackling climate change and other environmental issues is a major challenge for realizing a sustainable growth of the Group.

In October 2019, the Group introduced a target of reducing GHG emissions from the manufacturing processes (Scope 1 and Scope 2) by 21% compared to its 2018 levels by 2030, which was certified as a “Science Based Targets” by SBT Initiative (SBTi)*, and we have been taking initiatives in line with the targets.

In 2022, the Group recognized the achievement of carbon neutrality by 2050 as a goal that we should be inevitably committed to and decided to raise the carbon reduction target from 21% to 30% (Scope 1 and Scope 2) and set forth additional measures that are more concrete and feasible. In addition, we included GHG emissions from value chains (Scope 3) for reduction targets. These new targets were certified by SBTi in June 2022.

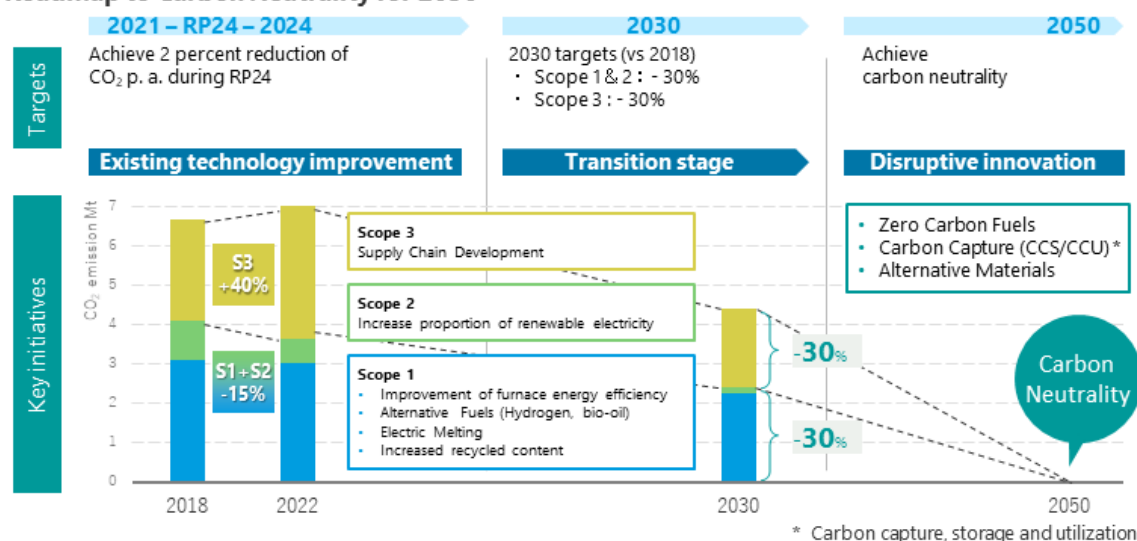
In November 2021, the Group announced the support for the recommendations issued by the TCFD (Task force on Climate-related Financial Disclosures). In line with the disclosure framework published by the TCFD, we disclose the results of the quantitative evaluation of climate-related risks and opportunities using the Climate Scenario Analysis on our website.

In FY2024, the Group launched the lowest carbon glass range of its kind in Europe, as part of our effort to contribute to the environment through decarbonization of our products. Furthermore, the Group has been actively promoting initiatives to develop new technologies, as exemplified by the successful start to Europe’s first carbon capture trial in the flat glass industry. In the new Medium-Term Management Plan, we revised CO₂ emissions intensity target to 3% year-on-year reduction and also introduced a new target of 65% renewable energy electricity ratio by FY2027.

The Group will continue to focus on decarbonization initiatives through development of alternative fuels, introduction of renewable energies, and CO₂ reductions in our value chains. In addition, we are determined to contribute to the decarbonization of society through our products.

* SBT (Science Based Targets) are a set of greenhouse gas reduction targets consistent with scientific knowledge

Roadmap to Carbon Neutrality for 2050



B) Human Capital and Diversity

The Group considers having corporate culture, personnel system, and workplace environment in place so that employees can find opportunities to “grow” and “find joy in working” is the goal of “Human Capital Investment” and should strive to enhance the effectiveness and efficiency of such investment to keep driving its growth under the “Human Capital Management”.

The Group has formulated the Human Resource Strategy consisting of the following pillars and is working on them by setting targets as activity indicators: “Strengthening the senior management and One Team management”, “Open, transparent and interactive organizational management”, “Providing growth opportunities to its people including reskilling”, “Promoting diversity as a “source of new ideas””, “Fostering a sense of community that strengthens the bonds to the Group” and “Establishing an evaluation/compensation scheme that contributes to retention, development, and recruitment of employees”.

“Your Voice” surveys are conducted for all employees globally to evaluate employee engagement and improvement measures will be implemented in view of the survey results to promote Corporate Culture Reform. At the same time, based on one of the Group's core values, “Respect others and unleash their potential”, the Group has decided to enhance “Inclusion & Diversity (I&D)” and pursue “Diversity, Equity & Inclusion (DEI)” to promote employee engagement focusing on the strength and development of each individual. As one of indicators of human resource diversity, the Group adopts the ratio of female managers in the Group.

C) Efforts for the supply chains

The Group shares its management principles, our value with suppliers, and aims to work together with them to realize a better world and society through the highest standard supply chains. We consider “responsible sourcing” as a key issue for the company and commit ourselves to implementing initiatives designed to achieve sustainable supply chains by setting goals and monitoring progress.

Specifically, the Group has been making steady progress so far in achieving its goals of promoting the penetration of the “Supplier Code of Conduct” which covers such areas as environmental, social, governance, risk management, etc., as well as in improving the evaluation of suppliers' sustainability performance.

Especially, in response to the increasing demand from various stakeholders for sustainable supply chains in recent years, the Group established the Sustainable Supply Chains sub-Committee under the Sustainability Committee to promote efforts. In FY2024, as a new initiative to enhance and accelerate actions, we developed the Supply Chain Charter as a long-term vision in which eight priority areas concerning supply chains were selected including climate change, labor and

human rights. By identifying priority issues for suppliers in different industries and promoting the Charter starting with high-priority suppliers, we aim to strengthen engagement with suppliers and achieve our objectives. The Group will continue to work together with the suppliers to build sustainable supply chains.

5. Assets and Business Results (Consolidated)

(Millions of yen, except per-share figures)

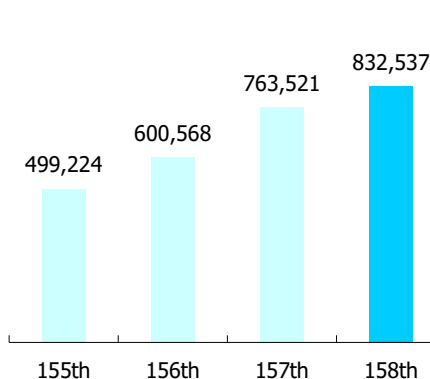
	155th (FY2021)	156th (FY2022)	157th (FY2023)	158th (FY2024)
Revenue	499,224	600,568	763,521	832,537
Operating Profit	13,067	19,980	34,812	35,860
Profit/(loss) before taxation	(17,171)	11,859	(21,933)	17,597
Profit/(loss) for the period	(16,316)	6,759	(31,017)	10,930
Profit/(loss) Attributable to Owners of the Parent	(16,930)	4,134	(33,761)	10,633
Earnings/(loss) per Share Attributable to Owners of the Parent (yen)	(208.32)	24.07	(393.06)	95.40
Total Shareholders' Equity	62,937	145,291	97,040	124,275
Total Shareholders' Equity per Share (yen)	349.65	1,255.96	723.78	1,021.29
Total Assets	824,963	939,281	951,387	1,077,585

Notes:

1. The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards (IFRS). Operating Profit in the above table is operating profit before exceptional items.
2. Basic earnings per share attributable to owners of the parent is calculated by dividing the profit attributable to owners of the parent, after deducting dividends and acquisition premium payable related to Class A shares, by the weighted average number of common shares in issue during the year. The dividends related to Class A shares are calculated by the dividend rate defined in the terms and conditions of the shares. The weighted average number of common shares excludes common shares purchased by the Company and held as treasury shares and restricted shares which have not been satisfied the conditions to lift the restriction.
3. Total shareholders' equity per share is calculated by dividing the total shareholders' equity, after deducting the amount to be paid in for the Class A Shares and dividends and acquisition premium payable related to Class A shares, by the number of common shares in issue as at the end of the financial year excluding common shares purchased by the company and held as treasury shares and restricted shares which have not been satisfied the conditions to lift the restriction.

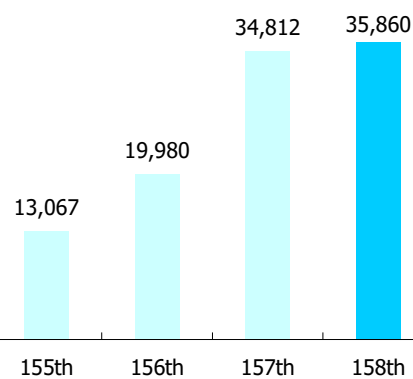
Revenue

(Millions of yen)



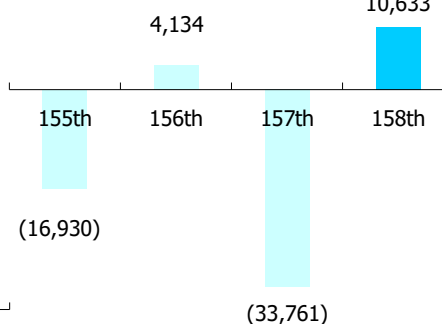
Operating profit

(Millions of yen)



Profit/(loss) attributable to owners of the parent

(Millions of yen)



6. Overview of Major Subsidiaries (as of 31st March 2024)

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

Note:

The % Ownership above in parentheses stands for the percentage owned indirectly through the Company's subsidiary/subsidiaries.

7. Main Offices and Plants (as of 31st March 2024)

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

8. Permanent Employees (as of 31st March 2024)

Segments	Number of employees (Consolidated)
Architectural	8,746
Automotive	14,071
Technical Glass	898
Other	1,641
Total	25,356 (up by 476 year on year)

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

9. Main Lenders (as of 31st March 2024)

Lenders	Amount (Millions of yen)
Sumitomo Mitsui Banking Corporation	98,705
Development Bank of Japan Inc.	35,280
Sumitomo Mitsui Trust Bank, Limited	33,653
Mizuho Bank, Ltd.	28,587
Bank of America	20,256
Resona Holdings, Inc.	20,000
MUFG Bank, Ltd.	18,576
National Westminster Bank	17,582
Banco Santander	17,582
HSBC Bank	16,989

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

II. Matters Related to the Shares

(as of 31st March 2024)

1. Authorized Number of Shares to be Issued and Authorized Number of Shares to be Issued by Class:			
(a) Authorized Number of Shares to be Issued			177,500,000 shares
(b) Authorized Number of Shares to be Issued by Class	Common Shares		177,500,000 shares
	Class A Shares		40,000 shares
2. Total Number of Shares Issued:			
	Common Shares		91,401,499 shares
		(Shares held as treasury:	33,404 shares)
	Class A Shares		30,000 shares
3. Number of Shareholders:			
	Common Shares		49,878
	Class A Shares		3

4. Top 10 Shareholders

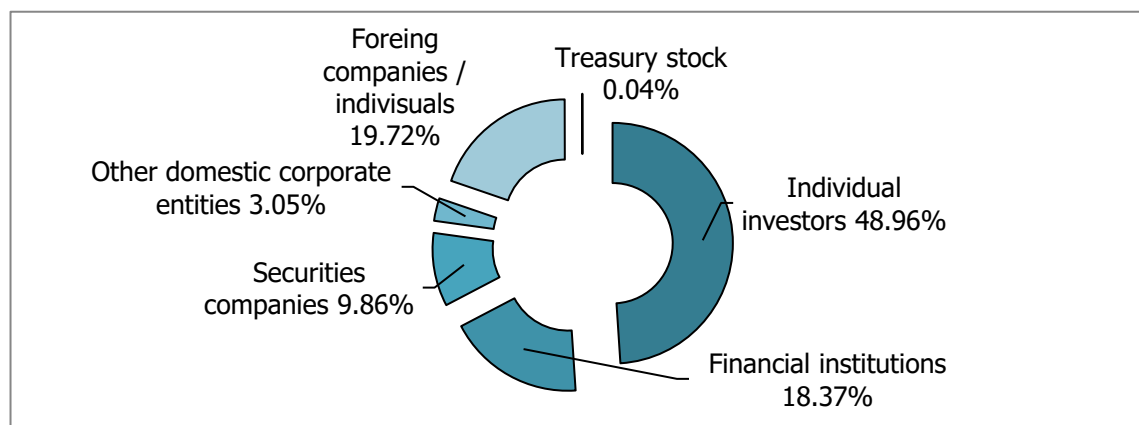
Shareholders	Number of Shares (common share)	Percentage of Shares
The Master Trust Bank of Japan, Ltd. (Trust Account)	11,660,200	12.76
Nomura Securities Co., Ltd	3,545,392	3.88
Custody Bank of Japan, Ltd. (Trust Account)	2,446,800	2.67
MSIP CLIENT SECURITIES	2,090,600	2.28
SBI SECURITIES Co.,Ltd.	1,823,199	1.99
Client stock ownership of Nippon Sheet Glass	1,491,278	1.63
MLI FOR CLIENT GENERAL OMNI NON COLLATERAL NON TREATY-PB	1,355,300	1.48
JP MORGAN CHASE BANK 385781	1,231,002	1.34
NORTHERN TRUST GLOBAL SERVICES SE, LUXEMBOURG RE CLIENTS NON-TREATY ACCOUNT	1,123,000	1.22
SUMITOMO LIFE INSURANCE COMPANY	914,800	1.00

Note: Where the percentage of shares is calculated, treasury shares are excluded from the total number of issued common shares and it has been rounded down to the second decimal.

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

The Company issued 83,000 common shares as restricted shares to eight Executive Officers on 25th July 2023 as for Compensation.

■Distribution of NSG Group Shareholders of common shares



■Shareholders of Class A Shares

Japan Industrial Solutions Fund II	15,000shares
UDS Corporate Mezzanine No.3 Limited Partnership	6,750shares
UDS Corporate Mezzanine No.4 Limited Partnership	8,250 shares

III. Policy on Return of Our Profits to Shareholders

- Recognizing the distribution of profit to shareholders as one of its important management objectives, the Group has upheld a basic policy of stably declaring dividend payments on common shares based on sustainable business results. To that end, dividend payments by the Group will be determined in view of the enhancement of its financial status and accumulation of the appropriate level of retained earnings for future business growth.

- Considering factors such as the Group's current financial position and its level of profitability, the Board of Directors has regrettably decided not to declare dividends for ordinary shares for the fiscal year to 31 March 2024. The Group recognizes the importance of dividends to its shareholders and anticipates resuming dividend payments when the financial performance and financial status of the Group allows. The Board of Directors resolved to distribute the designated amount of dividends for Class A Shares.

IV. Matters Related to Directors and Executive Officers

1. Name etc. of Directors and Executive Officers

A) Directors (as of 31st March 2024)

Name	Non-executive position		Material concurrent positions
Hiroshi Ishino	Director (External), Chairperson of the Board	Chairperson of Nomination Committee, and a member of Audit Committee and Compensation Committee	➤ Honorary Advisor, Kansai paint Co.,Ltd.
Jörg Raupach Sumiya	Director (External)	Chairperson of Compensation Committee, and a member of Nomination Committee and Audit Committee	➤ Professor at the College of Business Administration, Ritsumeikan University
Kunihito Minakawa	Director (External)	Chairperson of Audit Committee, and a member of Nomination Committee and Compensation Committee	➤ External Director, Santen Pharmaceutical Co., Ltd. ➤ Financial Services Agency Certified Public Accountants and Auditing Oversight Board Commissioner
Shinji Asatsuma	Director (External)	A member of Nomination Committee, Audit Committee and Compensation Committee	—
Eriko Sakurai	Director (External)	—	➤ External Director, Sumitomo Mitsui Financial Group, Inc. ➤ External Director, KAO Corporation ➤ External Director, Astellas Pharma Inc.
Munehiro Hosonuma	Director	—	—

Notes:

- Messrs. Hiroshi Ishino, Jörg Raupach Sumiya, Kunihito Minakawa, Shinji Asatsuma and Ms. Eriko Sakurai are External Directors as stipulated in Article 2.15 of the Companies Act. All of them have been notified to Tokyo Stock Exchange (hereinafter called "TSE") as Independent Directors. In addition to such criteria set by TSE, the Company has on its own created and applied more stringent criteria with respect to such independency of directors considering their relationships with the Group itself, Group's directors and/or Group's major shareholders, which five External Directors also meet.
- Messrs. Shigeki Mori and Tony Fradgley retired as Directors upon the expiration of their terms of office at the conclusion of the 157th Ordinary General Meeting of Shareholders held on 29 June 2023. Mr. Yoshihiro Kuroi resigned from Director on 26 December 2023. On 26 December 2023, Mr. Kuroi was concurrently in the position of Advisor, Japan Industrial Solutions Co., Ltd., which is the general partner of one of Investment LPS to which Class A Shares are issued.
- Mr. Kunihito Minakawa, Chairperson of Audit Committee, has the career and experiences of serving as Corporate Senior Vice President (in charge of accounting) and Corporate Auditor of the major international manufacturing company, currently, he is a member of the Financial Services Agency Certified Public Accountant and Auditing Oversight Board Commissioner. Therefore he is equipped with abundant experiences and broad knowledge in the fields of financing and accounting.
- We have no full-time Audit Committee member appointed for the time being, given mainly that as a company with three committees, our Audit Committee has conducted and implemented its audit in an organizational manner including by liaising with the external Accounting Auditor, Group Internal Audit and other internal control functions of the Company. We have also appointed and made available certain employees as dedicated Support Staffs of

Audit Committee and they report to and provide necessary information to/for Audit Committee.

B) Executive Officers (as of 31st March 2023)

Name	Executive position		Material concurrent positions
Munehiro Hosonuma	Representative Executive Officer	President and Chief Executive Officer (CEO)	—
Shigeki Mori	Executive Officer, Chairperson of the Company	Chairperson of the Company	—
Leopoldo Garces Castiella	Senior Executive Officer	Head of Architectural Glass SBU	—
Koichi Hiyoshi	Senior Executive Officer	Chief Administration Officer (CAO), Chief Risk Officer (CRO), Company Secretary	—
Hisashi Okamoto	Senior Executive Officer	Head of Creative Technology SBU	—
Akihito Okochi	Senior Executive Officer	Chief Financial Officer (CFO)	—
Rob Purcell	Senior Executive Officer	Head of Automotive OE SBU	—
Phil Wilkinson	Senior Executive Officer	Head of Automotive AGR SBU	—
Mike Greenall	Executive Officer	Chief Technology Officer (CTO)	—
Denise Haylor	Executive Officer	Chief Human Resources Officer (CHRO)	—
Michael Kiefer	Executive Officer	Chief Legal Officer (CLO), Chief Ethics & Compliance Officer (CE&CO)	—
Shiro Kobayashi	Executive Officer	Sustainability Director	—
Kumi Nakamura	Executive Officer	Chief Corporate Development Officer (CCDO)	—
Yohei Nakatsuji	Executive Officer	Chief Strategy Officer (CSO)	—
Iain Smith	Executive Officer	Finance Director	—

Notes:

1. Mr. Tony Fradgley, Ms. Reiko Kusunose and Ms. Milena Stanisci retired as Executive Officer upon the expiration of their term of office at the conclusion of the Meeting of the Board of Directors held on the same day after the conclusion of the 157th Ordinary General Meeting of Shareholders held on 29 June 2023.
2. Mr. Shigeki Mori stepped down from Representative Executive Officer, Chairperson of the Company and was appointed Executive Officer, Chairperson of the Company at the conclusion of the Meeting of the Board of Directors held on the same day after the conclusion of the 157th Ordinary General Meeting of Shareholders.

2. Outline of an Agreement on Liability Limitation

An agreement has been entered into between the Company and each of the External Directors, to the effect that the liability of each of the External Directors in having performed their duties in good faith and without gross negligence be capped to the amount permitted by law. And an agreement above had been entered between the Company and Mr. Yoshihiro Kuroi who resigned from Director on 26 December 2023.

3. Outline of the Directors and Officers liability insurance

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

4. Compensation for Directors and Executive Officers

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

① Organization & Responsibilities for determining Compensation

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

Role	The Compensation Committee is responsible for making decisions on the compensation policy for Directors and Executive Officers as well as individual elements of compensation for Directors and Executive Officers. The Committee may also give recommendation or advice to the Representative Executive Officer, President and CEO on the policies and details with respect to compensation for the Group's senior management other than Directors and Executive Officers, keeping a consistency with the policy of ③ Below.
Composition	• 4 Independent External Directors and 1 Director who concurrently serves as Representative Executive Officer • Chaired by Dr. Jörg Raupach Sumiya, Independent External Director
Secretariat	Company Secretary Department
Remuneration Expert	Human Resources Department

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

- During FY2024, the Committee met on seven occasions, and the attendance rate was 100%, all members attended all Compensation Committee meetings. The Committee reviewed the executive compensation structure based on global executive compensation trends, and resolved the individual amount of basic salary, the performance indicators and method for determining the payment amount of incentives (performance

linked compensation), and the actual payment amount based on the achievement against the previous year's indicators. Also the Committee resolved a plan to allot restricted shares to certain qualified Executive Officers under Japanese employment terms as a retirement benefit. Accordingly, the number of restricted shares to be issued to the relevant, individual Executive Officers was determined.

- The Compensation Committee gave its final approval to the individual compensation for Directors and Executive Officers for the year ended in March 2024 after confirming that it is consistent with the basic policy on compensation as detailed in ③ and ④.

③ Compensation Policy for Executive Officers

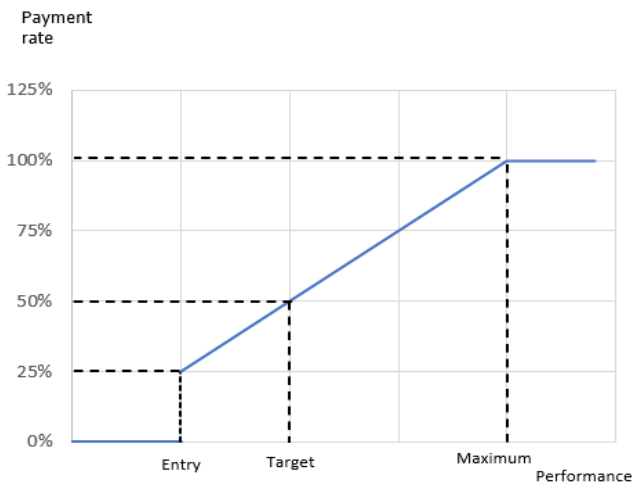
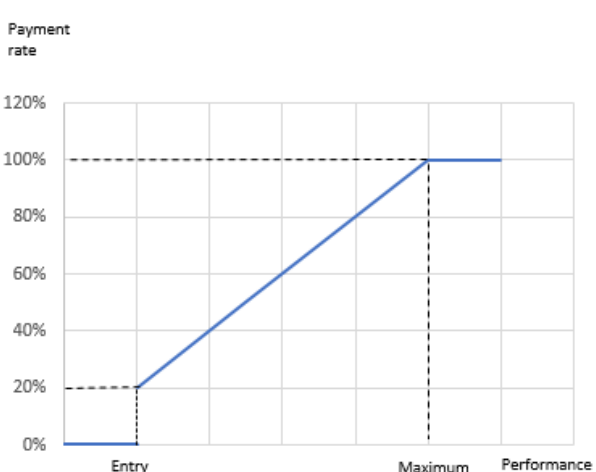
A. Compensation System and Compensation Composition Ratio

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

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

A) Compensation System

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

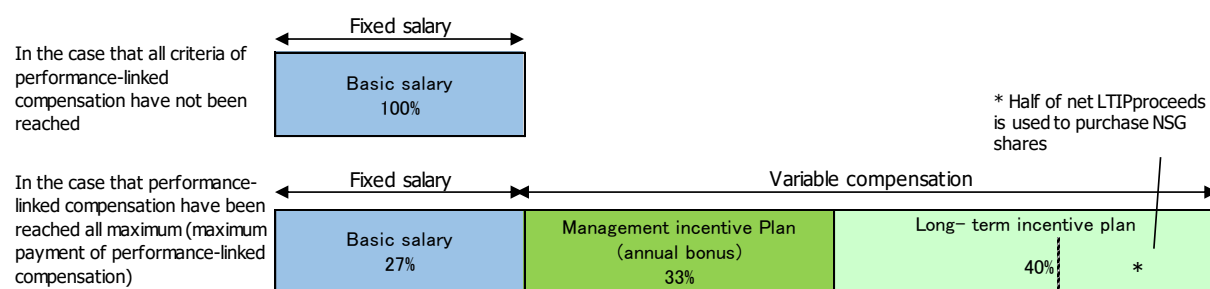
		performance level ("Entry") for ensuring that the business is meeting the minimum standard of financial performance, "Target" and a maximum value for stipulating the upper limit of annual bonus payments "Max", scales are based around the annual budget for the financial year. 
	Long- term incentive plan	• Assessed against the achievement of long-term performance indicators over a three-year period • Issued annually • Payment Maximum levels: Ranging between 50% and 150% against each individual's basic salary dependent upon the management grade • $LTIP\ Payment = Maximum\ payment\ amount \times Payment\ rate\ of\ Performance\ measures \times Share\ price\ movement\ rate$ • For each measure, "Entry" is set in such a way to ensure that the business is meeting the minimum required performance level and the "Maximum" point on the scale has appropriate stretch.  • Require the purchase of NSG Shares by using part of the cash award from the plan to lead to further alignment of the Executive Officers with shareholders, allowing Executive Officers to continue to be motivated to help build shareholder value • Shareholding targets set for Executives

		Plans contain Malus (ability for the value of award to be reduced after it has been granted but before it has vested) and Clawback clauses (ability for the Group to require the participants to repay the value they received after the award has vested). The Group can exercise these provisions if one of a list of trigger events occurs. Trigger events include the Misstatement of results, an error that causes an award to be paid at too high a level, a serious illegal act, or a material breach of the Group Code of Ethics.
	Stock Compensation	Restricted shares are issued annually to some Executive Officers under Japanese employment terms as a retirement saving plan.

B) Compensation ratio

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

<CEO's compensation ratio>



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

④ Compensation Policy for Independent External Directors

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

(2) Amount of Compensation for Directors and Executive Officers

- ① Targets and results of performance measures for the performance-linked compensation related to the financial year ended in March 2024 (The FY2024)

A. FY24 Management Incentive Plan (annual bonus)

In line with the Policy of Directors and Executive Officers Compensation, the Company operates an annual incentive plan. The table below summarises the performance measures, annual targets and results for the financial year FY2024.

A) Performance measures and targets & results

(i) CEO and Kaicho

Element	Ratio	Target	Maximum	Results	Payment rate against measure
Group Management Operating Profit	50%	34,000 Million JPY	39,100 Million JPY	39,780 Million JPY	100%
Group Free Cash Flow	50%	10,000 Million JPY	15,000 Million JPY	Entry point not met	0%

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

(ii) EO other than CEO and Kaicho

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

Note: Performance targets are set for each global SBU.

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

(i) Judgment of the Gate

A Gate mechanism operates for the plan, which is based on a minimum level of Net Income that must be reached, as an affordability threshold before considering payment based on achievement against the different performance measures. The Compensation Committee confirmed that the gate for the FY24 plan has been met.

(ii) Method of calculation

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

- Payment rate of performance measures for CEO & Kaicho = Payment rate of Group Management Operating Profit measure x 50% + Payment rate of Group Free Cash Flow measure x 50%
- Payment rate of performance measures for other EOs = Payment rate of Group Management Operating Profit measure x 35% + Payment rate of Group Free Cash Flow measure x 35% + Payment rate of Global SBU Management Operating Profit x 15% + Payment rate of Global SBU Cash Flow from Operations x 15%

C) Payment level in the FY2024

- Group MOP, which is one of the performance measures for FY2024, reached the maximum point on the scale and the payment rate against this performance measure was 100%. Group Free Cash Flow, the second performance measure of the Group performance measures, has not reached the "Entry" point on the scale and therefore there is no payment for the performance measure. Consequently, the FY2024 total payment levels for CEO & Kaicho were 50% of maximum bonus potential levels based on the achievement against each of the relevant performance measures.
- For other executive officers, as a result of calculating the pay rate for each performance measures based on the degree of achievement for each performance measure, Group Management Operating Profit, Group Free Cash Flow, Global SBU Management Operating Profit applicable to the executive officer and Global SBU Cash Flow from Operations applicable to the executive officer, results range between 35% to 65% of the maximum annual bonus payment amount.
- As a result, the aggregate sum of the annual bonuses payable to all Executive Officers in accordance with the trading results for the FY2024 will amount to 181 million JPY.

B. The long-term incentive plan for the three-year evaluation period ("LTIP") with the financial year ended in March 2024 (the FY2024)

A) Performance measures and targets & results

Measures	Ratio	Entry	Maximum	Result	Payment rate against measure
EPS during the evaluation period (April 2021 to March 2024)	50%	296 JPY	401 JPY	Entry point not met	0%
ROS as at the end of FY2024	50%	5.1%	8.0%	Entry point not met	0%

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

B) Determination of LTIP Payment Level

<Method of calculation>

- LTIP Payment Level = Maximum payment amount × Payment rate of Performance measures × Share price movement rate
- Payment rate of performance measures = Payment rate of "EPS measure" x 50% + Payment rate of "ROS" measure x 50%

C) Payment level for FY2024

The entry points of the EPS measure and the ROS measure in the long-term incentive Plan for the three-year evaluation period ("LTIP") with the financial year ended in March 2024 have not been met. Consequently, there is no payment of the long-term incentive Plan to all Executive Officers in the FY in

question.

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

The amounts shown in the table below are payments earned in respect of the Groups Financial Year from 1st April 2023 to 31st March 2024, and those paid, or clearly expected to be paid during the said period, by NSG.

Category	Headcount	Compensation (million Yen)					
		Basic salary	Performance-linked compensation			Non-monetary compensation	Total
			Annual bonus	Long-Term Incentive pay	Subtotal	Stock compensation	
Directors who do not concurrently serve as EOs (External Directors)	6	76	-	-	-	-	76
Executive Officers	9	252	90	0	90	56	398

Notes:

(1)The amounts shown for Directors who do not concurrently serve as Executive Officers relate to all compensation paid to Hiroshi Ishino, Jörg Raupach Sumiya, Kunihito Minakawa, Yoshihiro Kuroi, Shinji Asatsuma and Eriko Sakurai.

(2)The amounts shown for Executive Officers relate to all compensation paid or to be paid to Munehiro Hosonuma, Shigeki Mori, Koichi Hiyoshi, Reiko Kusunose, Hisashi Okamoto, Akihito Okochi, Shiro Kobayashi, Kumi Nakamura and Yohei Nakatsuji.

(3)In addition to the amounts shown in this table which are amounts paid by NSG, additional amounts were paid to other Executive Officers by subsidiaries of the Company, and these are shown in table 4 below.

(4)Amounts shown relate to the periods for which the office of Director and Executive Officer was held.

(5)The data for Directors and Executive Officers includes those who retired during the Group's Financial Year from 1st April 2023 to 31st March 2024.

(6)The data for Directors and Executive Officers includes those who assumed office during the Group's Financial Year from 1st April 2023 to 31st March 2024.

(7)The Performance-linked compensation in the table are the Annual Bonus for the year from April 2023 to March 2024 (FY2024) and the Long-Term Incentive Plan covering the three financial years from April 2021 to March 2024.

(8)Non-monetary Compensation for Executive Officers are an amount for a total of 83,000 Restricted Shares allotted to eight Executive Officers.

③ Amount of Compensation for Executive Officers paid by subsidiaries

Category	Headcount	Compensation (million Yen)					Total
		Basic salary, etc.	Performance -linked compensation			Non-monetary compensation	
			Annual bonus	Long-Term Incentive pay	Subtotal	Other benefits Subtotal	
Executive Officers	9	377	92	0	92	26	495

Notes:

(1)The amounts shown relate to all compensation paid or to be paid to Tony Fradgley, Leopold Graces, Rob Purcell, Phil Wilkinson, Mike Greenall, Denise Haylor, Michael Kiefer, Iain Smith and Milena Stanisci as Executive Officers, by the subsidiaries of the Company which has direct privity of contract with them in the form of a certain services contract. The Company has not directly paid for such compensations, but all of which have been reviewed and approved by the Compensation Committee of the Company.

(2)Amounts shown relate to the periods for which the office of Director and Executive Officer was held.

(3)The data for Executive Officers includes those who retired during the Group's Financial Year from 1st April 2023 to 31st March 2024.

(4)The data for Executive Officers includes those who assumed office during the Group's Financial Year from 1st April 2023 to 31st March 2024.

(5)Basic salary, etc. includes basic salary for Executive Officers and allowances for certain Executive Officers.

(6)The Performance-linked compensation in the table is the Annual Bonus for the year from April 2023 to March 2024 (FY2024) and the Long-Term Incentive Plan covering the three financial years from April 2021 to March 2024.

(7)Other Benefits include pension fund contributions, healthcare provision, transport, accommodation costs and so forth.

(8)Where amounts in UK sterling and EURO and Brazilian Real have been converted to Japanese Yen this has been done at an average exchange rate for the year of GBP1:182.0JPY, EUR1: 156.9JPY and BRL1: 29.35JPY respectively.

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

A. FY2025 Management Incentive Plan (annual bonus)

A) Performance measures and weight

Element	CEO, CFO and Kaicho	Executive Officers other than CEO, CFO and Kaicho, who are mainly responsible for specific Global SBUs	Executive Officers other than CEO, CFO and Kaicho, who are mainly responsible for specific group functions
Group Management Operating Profit	50%	35%	35%
Group Free Cash Flow	50%	35%	35%

Global SBU Management Operating Profit	—	In relation to the results of specific SBUs they are responsible for, constituting 15% in total	In relation to the results for every of SBU of the Group, constituting 15% in total
Global SBU Cash Flow from Operations	—	In relation to the results of specific SBUs they are responsible for, constituting 15% in total	In relation to the results for every SBU of the Group, constituting 15% in total

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

B) Reasons for selected the measures

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

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

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

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

(i) CEO, CFO and Kaicho

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

(ii) EO other than CEO, CFO and Kaicho

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

- If the Gate is met, payment is made based on payment rate against the performance measures. Even if the

Gate is not met, if the target level of the Global SBU's operating profit is achieved, 50% of the payment rate achieved is paid only for the Global SBU Management Operating Profit and the Global SBU Cash Flow from Operations

B. Long-term incentive

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

(i) The Plan commencing in FY2023 (Target period : FY2023, FY2024 and FY2025)

(ii) The Plan commencing in FY2024 (Target period : FY2024, FY2025 and FY2026)

Performance Measures	Ratio(i)	Ratio(ii)	Reasons for selected the measures
EPS	75%	60%	Two performance measures ensure clear link with the Medium-Term Plan, incentivising executives to improve restoration of financial stability and enhance shareholder value.
Free Cash Flow	25%	40%	

B) Determination of LTIP Payment Level

• $LTIP\ Payment = \text{Maximum payment amount} \times \text{Payment rate of Performance measures} \times \text{Share price movement rate}$

• Payment rate of performance measures

(i) Plan commencing in FY2023= Payment rate* of "EPS measure" x 75% + Payment rate of "Free Cash Flow" measure x 25%

(ii) Plan commencing in FY2024= Payment rate* of "EPS measure" x 60% + Payment rate of "Free Cash Flow" measure x 40%

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

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

5. Matters related to External Directors

(1) Material Concurrent Positions held by External Directors (those positions if any concurrently held by them with or for other organizations in their capacity as executive positions such as an executive director and executive officer or an external director)

Name	Concurrent Position
Hiroshi Ishino	➤ Honorary Advisor, Kansai paint Co., Ltd.
Jörg Raupach Sumiya	➤ Professor at the College of Business Administration, Ritsumeikan University
Kunihito Minakawa	➤ External Director, Santen Pharmaceutical Co., Ltd. ➤ Financial Services Agency Certified Public Accountants and Auditing Oversight Board Commissioner
Shinji Asatsuma	—
Eriko Sakurai	➤ External Director, Sumitomo Mitsui Financial Group, Inc. ➤ External Director, KAO Corporation ➤ External Director, Astellas Pharma Inc.

Notes: Mr. Yoshihiro Kuroi resigned from Director on 26 December 2023. On 26 December 2023, Mr. Yoshihiro Kuroi is concurrently in the position of Advisor, Japan Industrial Solutions Co., Ltd., which is the general partner of one of

Investment LPS to which Class A Shares are issued. In relation to all other External Directors we have no special relationship in business with any of the companies listed above as those where they have such concurrent offices.

(2) Major Activities of External Directors during Fiscal Year

Name	Remark status and Outline of duties performed regarding the roles expected of External directors	Attendance status,
Hiroshi Ishino	Made contribution to the deliberation mainly from a specialized viewpoint of an experienced business manager. In FY2024, well performed as Chairperson of the Board of Directors and led the meeting of the Board of Directors with the majority of independent external directors to enhance constructive discussion. At the board, he led discussions, especially on strategic marketing and supply chain management, based on its in-depth knowledge of global management strategy. In FY2024, well performed as Chairperson of the Nomination Committee and led the committee about Group's human resource strategy mainly based on deep knowledge from abundant international experience.	Board of Directors : 100% (10/10) Nomination Committee : 100% (6/6) Audit Committee : 100% (11/11) Compensation Committee : 100% (7/7)
Jörg Raupach Sumiya	Made contribution to the deliberation mainly from a specialized viewpoint of an experienced academic expert and business manager. At the board, he led discussions on sustainability (environment, climate change, etc.) , especially from the standpoint of management experience in a global company and academic experience. In FY2024, well performed as Chairperson of the Compensation Committee and led the committee about the design of the executive compensation system and evaluation system.	Board of Directors : 100% (10/10) Nomination Committee : 100% (6/6) Audit Committee : 100% (11/11) Compensation Committee : 100% (7/7)
Kunihito Minakawa	Made contribution to the deliberation mainly from a specialized viewpoint of an experienced business manager. At the Board, he led discussions on finance, accounting, auditing, internal control, etc., based on his deep knowledge of finance and accounting. In FY2024, well performed as Chairperson of the Audit Committee and led the committee about building a highly transparent governance system by appropriately auditing business execution and supervising executives.	Board of Directors : 100% (10/10) Nomination Committee : 100% (6/6) Audit Committee : 100% (11/11) Compensation Committee : 100% (7/7)
Shinji Asatsuma	Made contribution to the deliberation mainly from a specialized viewpoint of an experienced business manager. At the Board, he led discussions on global business management and financial and capital measures, based on his extensive experience and insight in overseas business, finance and accounting.	Board of Directors : 100% (10/10) Nomination Committee : 100% (6/6) Audit Committee : 91% (10/11) Compensation Committee : 100% (7/7)
Eriko Sakurai	Appointed as a Director on June 29, 2023, and made contribution to the deliberation mainly from a specialized viewpoint of an experienced business manager. At the Board, she led discussions on global business strategy, human resources and diversity, based on her extensive experience and insight in global business management and business transformation.	Board of Directors : 88% (7/8) *Note: The above table shows the meetings of the Board of Directors since June 29, 2023, when she was newly appointed as a director, as well as her attendance at such meetings.

Notes: Mr. Yoshihiro Kuroi resigned from Director on 26 December 2023, who attended all 7 of Board of Directors meetings held during his tenure under review, and made necessary contribution to the deliberation mainly from a specialized viewpoint of an experienced business manager.

V. Accounting Auditor

1. Name of Accounting Auditor

Ernst & Young ShinNihon LLC

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

Fees, etc., to Accounting Auditor with respect to the fiscal year under review	¥ 148 million
Monetary and/or other property benefits payable by the Company and its subsidiaries to Accounting Auditor	¥ 148 million

Notes:

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

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

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

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

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

VI. Status of Corporate Governance

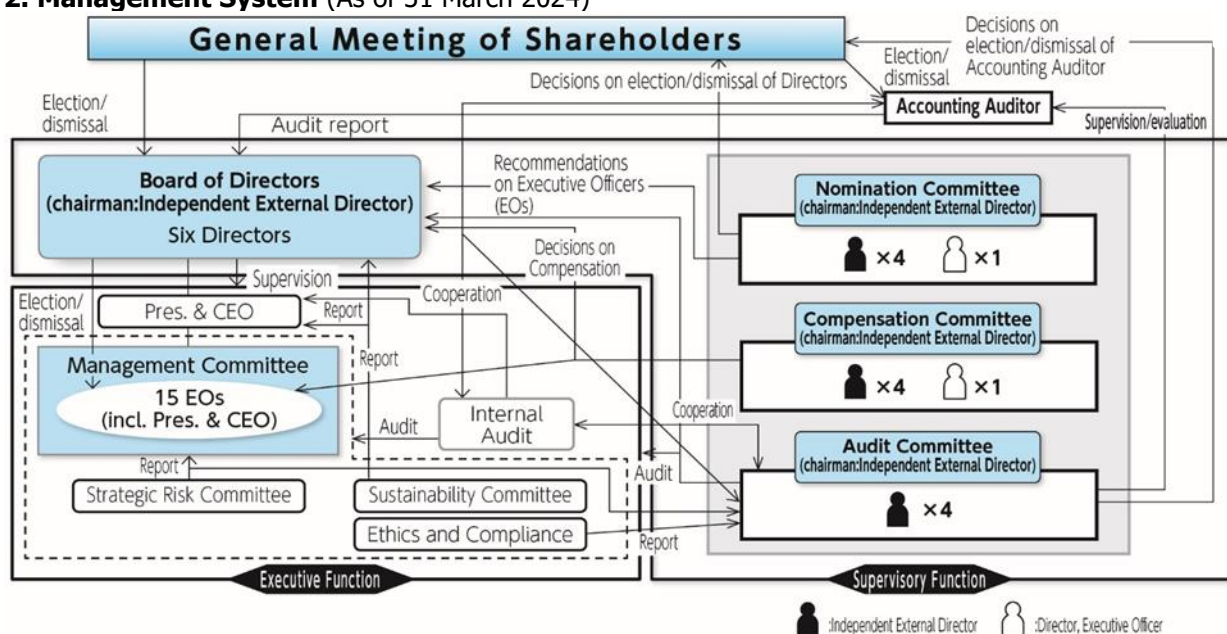
1. Policy and Structure

The Company adopts a company with three committees structure, under which we intend and seek to introduce additional safeguards for shareholders, increase the transparency of management, and enhance corporate governance by separating the functions of execution and oversight, with the role of the Independent External Directors strengthened.

NSG Group established the "NSG Group Corporate Governance Guidelines" supporting the Principles of the TSE Corporate Governance Code. These Guidelines provide the basic principles and framework of the corporate governance for the Group to enhance its corporate values in a sustainable manner, on a medium-to-long term basis, and thus increasing the common value of the Group for our various stakeholders including our shareholders, and necessary revisions have been made to comply with the "Corporate Governance Code" revised in June 2021, the details of which are disclosed on our website at

<https://www.nsg.com/>.

2. Management System (As of 31 March 2024)



- **Board of Directors** decides or approves matters delegated to it by resolution of the General Meeting of Shareholders as well as especially important matters on the execution of the Company's business, in addition to the matters provided by laws and ordinances or by the Articles of Incorporation, and supervises the execution of duties by Directors and Executive Officers.
- **Nomination Committee** decides the details of the agenda items on election and removal of Directors to be submitted to the General Meeting of Shareholders, supervise succession plans for President, CEO and other important offices, and give recommendation or advice on candidates for Executive Officers to the Board of Directors.
- **Audit Committee** audits the execution of duties by Directors and Executive Officers, prepares for audit reports, and decides the details of agenda items on the appointment and removal or non-reappointment of Accounting Auditor.
- **Compensation Committee** makes decisions on principles with respect to compensations for Directors and Executive Officers and on individual compensations of Directors and Executive Officers under such principles.
- **Management Committee** gives direction to the management of the Group and monitor the status of its implementation from time to time.

3. Board Effectiveness Evaluation

The annual evaluation of the Board and three Committees for the FY2023 was conducted by hiring an independent external organization that specializes in corporate governance-related consulting.

Evaluation by the external organization has confirmed that:

- The Board of Directors and committees are generally functioning effectively
- Each director works with a strong sense of commitment to improve the management situation.

On the other hand, it was pointed out that it would be desirable to work on the following four points in order to further improve the effectiveness of the board of directors by the external organization.

- Fostering of common understanding among directors on how the supervisory function should be
- Promotion of mid- to long-Term strategic discussion under new leadership
- Further enhancement of board composition and strengthening of Nomination Committee function
- Upgrading operation of the board of directors

Based on the above issues, the Independent External Directors held discussions under the leadership of the Chairperson of the Board and the following priority implementation Item to be taken by the Board of Directors in the fiscal 2024 were confirmed.

- In order to further improve supervisory functions, deepen discussions on the roles that the Board of Directors and Independent External Directors should play at a forum for discussion separate from the Board of Directors, and foster a common understanding among directors.
- At Nomination Committee meetings, deepen discussions on the skills and experience necessary for the Board of Directors and the diversity that should be there, and work to improve the process of appointing directors.
- Discuss the modalities and methods of monitoring that the Board of Directors should conduct, and after sufficiently coordinating with the executive team, conduct monitoring that can support the speedy efforts of the executive team.
- Toward sustainable improvement of corporate value, deepen discussions on the medium- to long-term strategies that the Group is aiming for, and formulate a new medium-term management plan based on those discussions.
- Efforts to enhance the operation of the Board of Directors in order to activate substantive discussions, including the enhancement of support for External Directors.

In FY2024, various initiatives and discussions were held at the Board meetings and Independent External Directors meetings based on the above priority implementation items.

In particular, for the purpose of "fostering common understanding among directors regarding the roles to be played by the Board and Independent External Directors, Independent External Directors meetings was held and Independent External Directors discussed with facilitation of the external organization. The Board of Directors worked on the development "Board of Directors Charter" setting forth the basic stance and expectations which are necessary for the Board of Directors to address to the current situation of the NSG Group, with the aim that each Director will exercise his/her supervisory function based on a common understanding.

In preparation for the new medium-term management plan, discussions were held multiple times at Board meetings and Offline meetings that are distinct from formal Board.

The NSG Group will continue to strive to further improve the effectiveness of the Board of Directors.

4. Summary of the Operation Status of "Systems to Ensure that Execution of Duties by Executive Officers are Compliant with Laws and Articles of Incorporation and to Secure Appropriateness of Businesses"

(1) Actions with regard to the Group's Ethics and Compliance

- ① The NSG Group Code of Ethics broadly covers the ethical behavior expected of our employees in the work place, including compliance with the law and all major Group policies, procedures, and guidelines. The Code is available in all 19 Group languages on its intranet.
- ② The Group has in place the Reporting of Concerns system including the Ethics and Compliance (E&C) Hotline. The confidential hotline, available in multiple languages, is operated by a qualified third party allowing anyone to report E&C related concerns anytime, even anonymously except as prohibited legally. Group E&C Function periodically reviews and properly controls the Group policies and procedures related to the Reporting of Concerns system, communicating them to the employees. Hotline reports are handled consistently in accordance with the relevant Group policies

and procedures, being appropriately investigated where warranted. Any form of retaliation against an individual who has reported in good faith is expressly prohibited. In FY2024, 174 allegations were reported via the Reporting of Concerns system.

- ③ The Code of Ethics explicitly states our respect for internationally declared human rights. In the fiscal year, the Group formulated Human Rights Policy where we identified the most relevant human rights areas for the Group with our commitment in each. Any concerns regarding human rights can be reported through the Reporting of Concerns system and addressed accordingly in a manner as described above.

- ④ In FY2024, the Group appointed Chief Ethics and Compliance Officer (CE&CO) who is an Executive Officer. Under the Group CE&CO Director's leadership, E&C Director is responsible for managing the whole E&C program and each E&C regional managers are responsible for embedding E&C culture into the whole organization within the major regions of the Group as well as covering risks in each region, liaising with the Ethics Network (Ethics Ambassadors and Champions). *

*A Global Ethics Network is aimed to enhance the ethical culture and monitor compliance risks throughout the Group. The Ethics Network consists of senior managers who have been appointed Regional Ethics Ambassadors and Ethics Champions. Both roles will play a vital part in the communication and promotion of the Code of Ethics by leading and championing ethics and compliance in their local region or function which in turn will help embed ethics into the business.

- ⑤ Since FY2022, the group-wide Ethics & Compliance Week has annually taken place for further embedding ethical culture into the organizations throughout the Group. During the Week, Group E&C provides some programs such as relevant survey, communications and educations regarding basics and requirements of ethics and compliance. The theme of the Week for FY2024 was "Integrity Builds Trust." Additionally, in FY2024, each E&C regional manager visited major production sites to reach out to the shop-floor workers there trying to make more direct and better communication with them about ethics and compliance ("Gemba Walk").
- ⑥ The Group requires its employees to report or obtain prior permission from Group E&C regarding certain high risk areas such as competition law compliance (CC) and Anti-Bribery and Anti-Corruption (ABAC) via the designated online system. In addition, Group employees are required to report conflict of interests to the company.
- ⑦ The Group is monitoring third parties such as agents, consultants and joint venture partners that meet certain risk criteria of the ABAC policy.
- ⑧ Globally, Group E&C screens business partners against all necessary sanctions lists on a continuous basis.
- ⑨ Group E&C facilitates participation in trade-related programs such as C-TPAT (Customs-Trade Partnership Against Terrorism), and, AEO (Authorized Economic Operator) at multiple locations around the Group. These programs demonstrate the Group's commitment to supply chain and facility security as well as strong adherence to Customs regulations.
- ⑩ The Group annually provides relevant online trainings to CC and/or ABAC key roles. Further, additional areas such as Code of Ethics, General Data Protection Regulation (GDPR), IS Security, Fraud and Diversity, Equity & Inclusion are covered accordingly in annual training campaign and/or onboarding.
- ⑪ Group E&C periodically issues E&C briefings, which are translated in 14 languages and available on the Group's intranet. In addition, each E&C regional manager publishes regional E&C newsletters for E&C communication and education for local employees.
- ⑫ Group E&C regularly shares material E&C issues with the relevant SBU/Function heads as well as reports to Audit Committee on its performance and action plans.
- ⑬ The Group measures the effectiveness of Group E&C program against specific metrics and KPIs with statistical data in several areas regarding E&C activities.

(2) Actions with regard to the Group's Risk Management

- ① In FY2024, the Group revised "Group Policy for Managing Group Policies, Procedures, Manuals and Guidelines Etc." so that we redesigned the overall Policy framework, structure, responsibility and scope of application.
- ② We annually identify and assess material risks which should be controlled on a group basis in accordance with the NSG Group Risk Management Policy.
- ③ We have in place Strategic Risk Committee (SRC) whose member consists of CEO, other Executive Officers and relevant senior managers; Chief Risk Officer ("CRO") is appointed from among the Executive Officers. SRC defines overall framework for the enterprise risk management of the Group and identifies and assesses the high-level risks which potentially could have a material adverse effect on the Group businesses. SRC reviews, endorses and monitors any action for mitigation of these high risks taken by the relevant Strategic Business Units (SBUs) and Functions. CRO chairs SRC meetings and, as the representative of the Committee, regularly made reports to the Management Committee and Audit Committee on the effectiveness of the Group's internal control system, risk management structure and so forth.
- ④ SRC was held three times in FY2022 where the material risks were confirmed, the above framework discussed for ongoing review and any action to address the risks including global insurance program monitored for optimization and improvement, as well as the "bottom up" SBU risk management process.
- ⑤ Each SBU and Function manages and controls risks associated with its own responsibilities, regularly and or as needed, to SRC.
- ⑥ Internal Audit Function is tasked with providing independent assurance to efficacy of such overall enterprise risk management of the Group.
- ⑦ In addition to the risk management and control implemented by SBUs and Functions, we have also the NSG Group Entities Management Policy enabling us to comprehensively identify and manage and control material risks particularly in light of each legal entity constituting the Group. The Executive Officer in charge is responsible for regularly reporting such entity related risks to Management Committee and the Board of Directors. In FY2024, the Group revised the Policy and newly created the Group Entities Management Procedures making clearer the accountability of the Executive Officers for the governance of the relevant Group entities and responsibility of each entity's directors.
- ⑧ We have "NSG Group Insurance Policy," measuring risks such as potential losses due to natural disasters, under the supervision of the Strategic Risk Committee, reviewing and implementing comprehensive insurance coverage at the group level every fiscal period within the global insurance program.
- ⑨ Preparing for potential major incidents and calamities, we place a major incident management team at each operating site where major incident management plan is prepared and in operation, based on NSG Group Business Continuity Policy and Major Incident Guidelines. The Group have in place the "Major Incident – Escalation and Communication Guidelines" so that it can react to any major incidents in a timely, consistent, and balanced manner as the Group.
- ⑩ Executive Officers of the Company preserve, maintain and control such information or data as may be relevant to their performance of the duties in their capacity in accordance with the NSG Group Record Retention Policy and IS Security Policy.

(3) Actions to Ensure the Group's Efficient and Effective Management

- ① The Group has in place the Management Committee (MC) as advisory board for the President/Chief Executive Officer (CEO) in order for the policies and goals established by the Board of Directors to be efficiently and adequately carried out. 14 MC meetings were held during FY2024.

- ② The Group Sustainability Committee (SC) builds the sustainability strategies, presides over all of the Group's sustainability related activities, and ensures effective communication with various stakeholders under the "NSG Group Basic Policy on Sustainability" which was authorized by the Board of Directors. SC meetings were held three times in FY2024 reviewing the progress of such activities.
- ③ We have promoted the initiative of separation of oversight and executive role whereby we strengthen the supervisory role and duties of the Board over the executives whilst making necessary delegation of powers and authorities to the executives, thus seeking to enhance transparency and agility of whole management process.
- ④ The Company Secretary will be appointed by the resolution of the Board of Directors. The Company Secretary is responsible for all governance duties, providing support to the Board of Directors and the Committees in an integrated manner by one office for the proper functioning of the Board of Directors and Committees. Therefore, the Company Secretary who occupies a unique position between the Board of Directors and the Executive Division is responsible for ensuring effective communication between them.
- ⑤ We set in place the internal rule clarifying the roles and decision-making authorities of each layer of management from Representative Executive Officers to each regional SBU heads. As such the Group operates the organization in which we can make business decisions appropriately and timely addressing changes of market and business environment etc.
- ⑥ We have introduced and effected IT-operated authorization flow process for efficient and effective business management, including in relation to performance management against progress or results of management plans such as long and medium-term plan or annual plan and approval process for capital expenditures requisition.
- ⑦ In FY2024, the original "Regulations on Internal Organization" was replaced with the newly created "Basic Policy on Group Organization and Governance" where we reconfirmed the role and expectation of each SBU and Function and the Group's overall business structure including their interrelationship as well as checks and balances between the Board and executives in case of material restructuring. We operate the organization with its reporting lines clarified by having the specific organization charts by each SBU and function which supports SBUs.
- ⑧ Various meetings were reorganized with the aim of establishing a more agile and resilient management structure, minimizing costs for meeting and maximizing its effectiveness.

(4) Actions to Ensure the Effectiveness of the Group's Audit

- ① Group Internal Audit implements audits on a group basis in accordance with annual audit plan agreed by Audit Committee, and reports such audit results to Audit Committee, Executive Officers and external Accounting Auditor. Group Internal Audit is responsible for assessing the effectiveness of the Group's risk management and internal control systems by conducting audits independently of each executive department. During the year, Group Internal Audit assessed the effectiveness of internal control over financial reporting and performed audits of other risk-based audits, including IT system audits.
- ② Any appointment and dismissal of the Head of the Internal Audit Function, shall require the prior consent of the Audit Committee.
- ③ Two dedicated Support Staffs of the Audit Committee are appointed for assistance of Audit Committee, and report to and provide necessary information to Audit Committee.
- ④ A member of Audit Committee and Support Staff of Audit Committee attends internal material meetings such as Management Committee in order to ensure the effectiveness of their audit. They have rights to access necessary important documents and so on for their audit.
- ⑤ Audit Committee periodically meets with Group Internal Audit and other internal control functions and hear reports from them regarding the execution of duties by Executive Officers and others, the status of internal audits, and the status of the establishment and operation of internal control

systems and exchange views with them. During the year, Audit Committee interviewed seven Executive Officers and others and confirmed their execution of duties. Audit Committee also received reports from internal control functions and reviewed and confirmed the design and operation of internal control systems, including ethics and compliance, risk management, and internal control over financial reporting.

- ⑥ Audit Committee meets with the Accounting Auditor on a periodical and as-necessary basis, keeping close communication with them on important audit issues and challenges..
- ⑦ Audit Committee conducts on-site or online audits at the major business establishments of the Group that it deems particularly necessary. During the year, Audit Committee conducted on-site audits at nine sites (three in Japan and six overseas).

The above Business Reports are prepared by rounding off any fraction of one million yen to the nearest one million yen. Any future and prospective matters contained above are described by reference to the then status existing as of the end of FY2024.

Consolidated Balance Sheet (as of 31 March 2024)

(In JPY millions)

ASSETS		LIABILITIES	
Non-current assets	686,286	Current liabilities	369,892
Goodwill	84,172	Borrowings	144,223
Intangible assets	46,734	Derivative financial instruments	3,816
Property, plant and equipment	431,212	Trade and other payables	178,512
Investment property	136	Contract liabilities	17,560
Investments accounted for using the equity method	26,164	Taxation liabilities	5,637
Retirement benefit assets	28,704	Provisions	18,286
Contract assets	320	Deferred income	512
Trade and other receivables	4,500	Liabilities related to assets for sale	1,346
Assets held at Fair Value through other Comprehensive Income	23,537	Non-current liabilities	483,855
Derivative financial instruments	4,718	Borrowings	356,332
Deferred tax assets	35,802	Derivative financial instruments	2,089
Tax receivables	287	Trade and other payables	1,232
Current assets	321,299	Contract liabilities	29,331
Inventories	173,068	Deferred tax liabilities	19,711
Contract assets	1,280	Taxation liabilities	2,893
Trade and other receivables	84,571	Retirement benefit obligations	49,336
Derivative financial instruments	3,063	Provisions	19,237
Cash and cash equivalents	51,183	Deferred income	3,694
Tax receivables	3,282	Total: Liabilities	853,747
Assets held for sale	4,852	EQUITY	
Total: Assets	1,007,585	Capital and reserves attributable to the Company's equity shareholders	124,275
		Called up share capital	116,853
		Capital surplus	155,840
		Treasury stock	(43)
		Stock subscription rights	288
		Retained earnings	(56,882)
		Retained earnings (Translation adjustment at the IFRS transition date)	(68,048)
		Accumulated other comprehensive income	(23,733)
		Non-controlling interests	29,563
		Total: Equity	153,838
		Total: Liabilities and equity	1,007,585

Consolidated Income Statement (for the period of 1 April 2023 to 31 March 2024)

(In JPY millions)

Revenue		832,537
Cost of Sales		(652,055)
Gross profit		180,482
Other income	1,409	
Distribution costs	(64,120)	
Administrative expenses	(77,449)	
Other expenses	(4,462)	(144,622)
Operating profit before exceptional items		35,860
Exceptional items (gains)	2,150	
Exceptional items (losses)	(2,060)	90
Operating profit after exceptional items		35,950
Finance income		10,610
Finance expenses		(38,818)
Reversal of previous impairment of financial receivables owed by joint ventures and associates		3,740
Share of post-tax profit of joint ventures and associates accounted for using the equity method		5,092
Other gains on equity method investments		1,023
Profit before taxation		17,597
Taxation		(6,667)
Profit for the period		10,930
Profit attributable to non-controlling interests		297
Profit attributable to owners of the parent		10,633

Consolidated Statement of Comprehensive Income (Reference only)

(for the period of 1 April 2023 to 31 March 2024)

(In JPY millions)

Profit for the period	10,930
Other comprehensive income:	
Items that will not be reclassified to profit or loss:	
Re-measurement of retirement benefit obligations	(403)
Revaluation of Assets held at Fair Value through Other Comprehensive Income – equity investments	(2,477)
Sub total	(2,880)
Items that may be reclassified to profit or loss:	
Foreign currency translation adjustments	(3,453)
Revaluation of Assets held at Fair Value through Other Comprehensive Income – other investments	(162)
Cash flow hedges - fair value gains	(12,460)
Sub total	(16,075)
Total: Other comprehensive income for the period	(18,955)
Total comprehensive income for the period	(8,025)
Attributable to non-controlling interests	(15,645)
Attributable to owners of the parent	7,620

Consolidated Statement of Cash Flows (Reference only)

(for the period of 1 April 2023 to 31 March 2024)

(In JPY millions)

Cash flows from operating activities	
Profit for the period from continuing operations	10,930
Taxation	6,667
Depreciation and amortization	45,922
Impairment	1,022
Finance costs - net	28,208
Reversal of previous impairment of financial receivables owed by joint ventures and associates	(3,740)
Share of profit from joint ventures and associates	(5,092)
Other (gains)/losses on equity method investments	(1,023)
Decrease in provisions and retirement benefit obligations	(3,677)
Net change in working capital	8,201
Other	(1,373)
Cash flows generated from operations	86,045
Interest paid	(31,890)
Interest received	10,603
Tax paid	(5,989)
Net Cash inflows from operating activities	58,769
Cash flows from investing activities	
Dividends received from joint ventures and associates	8,573
Purchases of property, plant and equipment and intangible assets	(58,953)
Proceeds on disposal of property, plant and equipment and intangible assets	2,243
Other	4,625
Net cash outflows from investing activities	(43,512)
Cash flows from financing activities	
Dividends paid	(3,024)
Repayment of borrowings	(160,337)
Proceeds from borrowings	115,283
Purchase of treasury stock	(1)
Net cash outflows from financing activities	(48,079)
Decrease in cash and cash equivalents (net of bank overdrafts)	(32,822)
Cash and cash equivalents (net of bank overdrafts) at beginning of period	68,518
Effect of foreign exchange rate changes	1,943
Hyperinflation adjustment	6,639
Cash and cash equivalents (net of bank overdrafts) at end of period	44,278

NIPPON SHEET GLASS CO., LTD. **Financial Statements**
Balance Sheet (as of 31 March 2024)

(in JPY millions)

ASSETS		LIABILITIES	
Current assets	112,737	Current liabilities	156,640
Cash and cash deposits	4,609	Accounts payable-trade	12,235
Notes receivable	866	Bank borrowings	19,047
Accounts receivable-trade	14,023	Current portion of Long-term borrowings	92,079
Products and goods	19,210	Lease obligations	1
Work in process	3,233	Accounts payable - non-trade	8,593
Raw materials and consumables	7,559	Accrued income tax	289
Short-term loan receivable	53,563	Accrued expenses	1,405
Other current assets	9,674	Contract liabilities	812
Fixed assets	582,646	Customers' deposits	18,536
Tangible assets	46,251	Provision for loss on business of subsidiaries and affiliates	357
Buildings	8,268	Provision for employees' bonuses	1,690
Structures	911	Provision for directors' bonuses	91
Machinery & Equipment	17,739	Provision for warranties	1,075
Vehicles	32	Provision for restructuring expenditure	226
Tools & Fixtures	4,396	Other current liabilities	204
Land	11,491	Fixed liabilities	223,809
Leased assets	1	Long-term bank borrowings	217,507
Construction in progress	3,413	Provision for retirement benefits	1,127
Intangible assets	369	Provision for rebuilding furnaces	2,812
Computer software	96	Asset retirement obligations	1,925
Other intangible assets	273	Deferred tax liabilities	64
Investments and other assets	536,026	Other fixed liabilities	374
Investments in securities	1,643	Total: Liabilities	380,449
Investments in subs. & affiliates	504,625	NET ASSETS	
Long-term loan receivable	25,788	Shareholders' equity	321,871
Long-term prepaid expenses	2,433	Capital stock	116,853
Other assets	1,553	Capital surplus	153,674
Allowance for doubtful accounts	(16)	Legal capital surplus	45,175
Total: Assets	695,383	Other capital surplus	108,499
		Retained earnings	51,387
		Legal earned surplus	6,377
		Other retained earnings	45,010
		Reserve for adv'd depreciation	711
		General reserve	24,977
		Retained earnings carried forward	19,322
		Treasury stock	(43)
		Valuation and translation adjustments	(7,224)
		Deferred gains or losses on hedges	(7,224)
		Stock subscription rights	287
		Net Assets	314,934
		Total: Liabilities and net assets	695,383

Income Statement (for the period of 1 April 2023 to 31 March 2024)

(in JPY millions)

Revenue		109,159
Cost of sales		(83,008)
Gross profit		26,151
Selling, general and administrative expenses		(23,633)
Operating profit		2,518
Non-operating income		
Interest and dividend income	12,574	
Other income	563	13,137
Non-operating expense		
Interest expense	(10,127)	
Other expense	(4,772)	(14,899)
Ordinary profit		756
Extraordinary income		
Gain from sale of fixed assets	151	
Gain on sale of investments in securities	1	
Reversal of environmental provision and asset retirement obligations	3	155
Extraordinary loss		
Loss on scrapping of fixed assets	(251)	
Loss on sale of fixed assets	(17)	
Other extraordinary loss	(1)	(269)
Net profit before tax		642
Income tax: Current	(1,348)	
Income tax: Deferred	(140)	(1,488)
Net profit		2,130

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

A. Conformed copy of the audit report of the Independent Accounting Auditor

- The related financial statements and its supplementary detail adequately representing the view of the assets and profits of the Company in all material respects.
- Absence of any notifiable interest between the Accounting Auditor and the Company

B. Conformed copy of the audit report of the Audit Committee

- Business Report
 - Business report and its supplementary detail correctly reflecting the position of the Company
 - Absence of unjust behaviour on the part of directors/executive officers or material facts in breach of law or Articles of Incorporation of the Company
 - Validity of the Board resolution re internal controls and absence of the matters to be notified in terms of business report or the performance of duties of directors/executive officers
- Confirming the validity of Accounting Auditor's manner of the audit and result re Consolidated financial statements
- Confirming the validity of Accounting Auditor's manner of the audit and results re financial statements and its supplementary detail (stand-alone basis)