

Summary of the Actions and Matters to Be Resolved by the Board of Directors and Scope of Authority Delegation to Executive Officers

Summary of the actions and matters to be resolved by the Board of Directors is as listed in the schedule I below. Any authority of decision-makings on anything other than the said actions and matters is delegated to the Executive Officers in accordance with 10.1.2 of the NSG Group Corporate Governance Guidelines although any item categorized as requiring "Notification by Executive Officers to the Board of Directors" in the schedule II below shall be notified to the Board of Directors.

Notes:

In the schedules below,

(1) The "Subject Company" means Nippon Sheet Glass Company, Limited.

(2) The "Group" means NSG Group which consists of the Subject Company and its subsidiary companies.

(3) "Committee(s)" means any one or all of Nomination Committee, Compensation Committee and Audit Committee of the Subject Company.

Schedule I: Actions and Matters requiring resolution of the Board of Directors

1.Fundamental Management Policy	<ul style="list-style-type: none"> (1) Medium and long-term policy or plan or the visions etc of the Group ("Medium and Long-Term Policy"), including any material amendments thereto (2) Basic policy constituting the basis for annual business plan and budget of the Group and the Subject Company individually including annual plan for funding and debt service ("Basic Outline of the Annual Plan"), including any material amendments thereto (3) Basic policy or measures for enhancement of an enterprise value of the Group and the Subject Company individually (4) Basic policy on capital and capitalization of the Subject Company including in terms of return of profits or distribution of dividends for the benefit of shareholders , including any material amendments thereto (5) Basic policy on sustainability of the Group ("Basic Policy on Sustainability"), including any material amendments thereto
2.Fundamental Policy on Internal Control System	<ul style="list-style-type: none"> (1) Internal control system and framework to ensure that the Executive Officers will perform their duties and responsibilities in compliance with any applicable laws and regulations and the Articles of Incorporation and such other matters as may be necessary to ensure that the Subject Company will discharge its business properly. (2) Such matters as may be necessary for the Audit Committee to conduct its audit in relation to performance of the duties of Directors and Executive Officers, the internal structure whereby no whistle-blowers are treated unfavorably, the internal structure whereby procedures for making of advance payments and reimbursement for costs and expenses

	incurred in the course of audit is in place and the internal structure which is otherwise intended to ensure effectiveness of audit.
3.Important Rules and Policies of Ultimate Parent Company	<p>Adoption of, amendment to and abolishment of the following guidelines, rules, policies, procedures and terms of reference (collectively referred to as "Rules and Policies") except to the extent that such Rules and Policies permit the Company to authorize any of the Committees and other organs to amend the relevant Rules and Policies</p> <ol style="list-style-type: none"> (1) Corporate Governance Guidelines (2) Policy for Role and Management of Board of Directors (3) Corporate Procedure for Management of the Board of Directors and Criteria for Agenda Items to be transacted (4) Terms of Reference of Nomination Committee (5) Terms of Reference of Compensation Committee (6) Terms of Reference of Audit Committee (7) Terms of Reference of Management Committee (provided that they are material amendments.) (8) Policy for the roles or duties, ages of retirement, terms of tenure, standards or other provisions referring to compensation, benefits or other treatments, expenditures, etc. for Directors or Executive Officers.
4.General Meeting of Shareholders	<ol style="list-style-type: none"> (1) Convocation of the general meeting of shareholders and determination of proposals therefor (except for election/appointment and dismissal of the Directors and the Accounting Auditor (Kaikeikansanin) or non-reappointment of the Accounting Auditor) and adoption of exercise of voting rights via electronic method along with certain matters ancillary or otherwise relevant thereto. (2) Determination of the Director who is authorized to convene the general meeting of shareholders and the order in which any replacement to fill such role in the case where the first-mentioned Director should fail to so act (3) Determination of the Director who will act as chairperson of the general meeting of shareholders and the order in which any replacement to fill such role in the case where the first-mentioned Director should fail to so act (4) Shareholder proposals (including the decision to reject excess proposals when the number of proposals exceeds 10 and responses for each proposal under the "Share Handling Regulations", and the refusal of proposals)
5.Handling of Shares	<ol style="list-style-type: none"> (1) Appointment of Share Transfer Agent of the Subject Company and determination of the office where share transfer is handled (as provided for in Article 9 of the Articles of Incorporation) (2) Adoption of, amendment to and abolition of Share Handling Policy of the Subject Company (as provided for in Article 10 of the Articles of Incorporation)

<p>6.Board of Directors, Directors and Executive Officers</p>	<ol style="list-style-type: none"> (1) Appointment and dismissal of the Directors with special title indicating either relative higher rank among directors or special role required, such as but not limited to Chairperson of the Board of Directors, Chairperson of the NSG Group and Vice Chairperson of the Board of Directors (the Chairperson of the Board of Directors in such capacity as director with special title is, unless otherwise set forth in any applicable laws and regulations, to convene, and act as chairperson of, any meeting of the Board of Directors pursuant to Article 5 of the Board Policy) (2) The order in which a Director will act as chairperson of a meeting of the Board of Directors in case the Chairperson of the Board of Directors is unable to so act, as provided for in Article 5 of the Board Policy) (3) Decision of a Director who will receive a request from Executive Officers for convocation of meetings of the Board of Directors on the basis of Article 5 of the Board Policy (4) Election and dismissal of Executive Officers (5) Appointment and dismissal of Representative Executive Officers (6) Appointment and dismissal of Executive Officers with special title indicating relative higher rank among Executive Officers, such as but not limited to President, Executive Vice President, Senior Executive Officer (Senmu) and Acting Senior Executive Officer (Jomu) (7) Appointment and dismissal of the Chief Executive Officer (or CEO), Chief Operating Officer (or COO), Chief Financial Officer (or CFO) and any other position acting as Group head of any particular business or function whose materiality is similar or close to any of the foregoing and so designated by the Board of Directors (provided, however, that except to the extent otherwise resolved by the Board of Directors, (i) those positions are appointed only from among Executive Officers (ii) specifically Chief Executive Officer (or CEO) is appointed only from Representative Executive Officers and (iii) Chief Operating Officer (or COO) can be appointed only when Chief Executive Officer (or CEO) is simultaneously appointed.) (8) Appointment and dismissal of Company Secretary (9) Allocation of duties, direction/reporting/command line and other mutual relationships among the Executive Officers (10) Delegation and dismissal of duties assigned to and as the capacity of employees (as distinguished from the position of Executive Officer) in the event of Executive Officers concurrently serving as employees (11) Approval for any transaction of a Director or an Executive Officer which would be in competition with the business of the Subject Company, any transaction between a Director or an Executive Officer and the Subject Company which will be entered into for benefit of his/her own or a third party, and any transaction of a Director or an Executive Officer which would be in conflict with interest of the Subject Company (12) Assumption by any Executive Officer and non-executive Director (excluding External
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	<p>Directors) of office of a member of the board of directors, councilors, advisers or similar positions of, or agreement by him/her to be in employment of, any company or organization (for or not-for profit organization) other than subsidiaries or associates of Group or those organizations where those subsidiaries or affiliated companies have its membership. In this respect, the Board of Directors may provide for its internal guidelines to work out further detail for application of this subject-matter.</p> <p>(13) Exemption of the Directors or Executive Officers from their liabilities (as set forth in Articles 23 and 28 of the Articles of Incorporation along with its supplementary provisions)</p> <p>(14) Action by the Subject Company in relation to performance of the duties of its Directors or Executive Officers to:</p> <ul style="list-style-type: none"> (i) enter into an indemnity agreement with them; and (ii) procure a Directors & Officers liability insurance for them and make material changes to the terms of such insurance <p>(15) Delegation of specific duties to be performed by External Directors</p> <p>(16) Implementation of effectiveness evaluation of performance of the duties of the Board of Directors, its Committees, Management Committee or Executive Officers, etc. and determination of such content</p>
7. Committees and Committee Members	<p>(1) Election and dismissal of the Directors constituting the Nomination Committee, the Compensation Committee and the Audit Committee</p> <p>(2) Appointment of the chairperson of each Committee</p> <p>(3) Decision whether or not to appoint any member of the Audit Committee working on a full-time basis and its appointment in case the decision is made in its favour</p> <p>(4) Appointment of the person who represents the Subject Company in relation to litigation between the Subject Company and any member of Audit Committee</p> <p>(5) Establishment and abolition of any Board in-house subcommittee other than Committees (provided, however, that such subcommittee is entitled to act only in an advisory capacity for the Board of Directors and hence is not capable of being delegated to resolve any corporate matter in any case.)</p>
8. Closing of Yearly Accounts and Disclosures	<p>(1) Stand-alone (unconsolidated) financial statements of the Subject Company as required by the Companies Act of Japan (consisting of balance sheet, income statement, statement of changes in net assets and the notes thereto) along with their attached schedules as well as business reports and their attached schedules; consolidated financial statements (consisting of consolidated balance sheet, consolidated income statement, consolidated statement of changes in equity and the notes thereto)</p> <p>(2) Extraordinary unconsolidated financial statements of the Subject Company</p> <p>(3) Declaration of distribution of earned surplus etc (including acquisition of own shares,</p>

	<p>decrease in reserve account, disposal of any surplus and determination of dividend forecast)</p> <p>(4) Full year results of the Group (consolidated financial statements including consolidated balance sheet, consolidated income statement, consolidated statement of changes in equity, consolidated statement of comprehensive income and consolidated statement of cash flows and the notes thereto)</p>
9.Shares and Equity Capital	<p>(1) Repurchase of the Subject Company's own shares pursuant to a resolution adopted at the general meeting of shareholders</p> <p>(2) Issuance of shares for subscription to be submitted to the general meeting of shareholders</p> <p>(3) Matters and actions such as third-party allotments that will result in a dilution rate of 20% or more of shares of the Subject Company</p>
10.Corporate Reorganization of the Subject Company	<p>(1) Sale of all or a material part of the businesses of the Subject Company, acquisition of all of the businesses of a third party, entering into, making amendments to and termination of an agreement whereby all of the businesses are leased to or from a third party, or management of all of the businesses is entrusted to a third party or profit and loss sharing is effected (all except for those transactions which are effected by way of simple-form procedures)</p> <p>(2) Agreement on Share-for-Share Exchange (except by way of simple-form procedures)</p> <p>(3) Share Transfer Plan</p> <p>(4) Agreement on Merger (except by way of simple-form procedures)</p> <p>(5) Agreement on Demerger by way of an Absorption-type Transaction (except by way of simple-form procedures)</p> <p>(6) Plan on Demerger by way of Incorporation of New Subsidiary (except by way of simple-form procedures)</p> <p>(7) Agreement on Share Delivery (except by way of simple-form procedures)</p> <p>(8) Views expressed by the Subject Company on a tender offer for its own stock or a tender offer for the Company's stock by another company</p>
11.Shareholders' Derivative Actions	<p>(1) Decision on whether or not to proceed with any action requested by a shareholder to commence a legal action for liability claim against any member of Audit Committee or Accounting Auditors and (in the event only of determination of not to so commencing) the contents of the statement describing the reasons for such determination</p> <p>(2) Decision on whether or not to make participation in a legal proceeding in the capacity of joint plaintiff where the defendant is any member of Audit Committee when the complainant shareholder has notified its decision to bring a shareholders' derivative action</p> <p>(3) Decision on whether or not to make ancillary participation in any shareholders' derivative proceeding for the interest of the defendant where the defendant is either a Director or</p>

	an Executive Officer
12. Other Particularly Material Matters	<ul style="list-style-type: none"> (1) Those matters and actions delegated to the Board of Directors for decision pursuant to a resolution of the general meeting of shareholders (2) Selection of market segment of the Tokyo Stock Exchange and delisting of shares issued by the Subject Company (3) New listing/delisting of shares issued by the Subject Company (including cases where depositary receipts are used) in Japan and overseas and listing/delisting of material securities of a Group Company (4) Filing an application for commencement of bankruptcy, civil rehabilitation or corporate rehabilitation proceedings (5) Notes on assumption of the going-concern status in year-end/quarterly financial statements of the Subject Company (6) (Except where inappropriate in the given context,) "explanation" in case of particularly significant deviations or non-implementation in terms of or by reference to the Corporate Governance Code or the Corporate Governance Guidelines of the Subject Company (7) Adoption of corporate counter-measures for hostile acquisition for the shares of the Subject Company (8) Any other matters or actions which the Board of Directors considers necessary for it to determine

Schedule II: Actions and Matters Requiring Notification to the Board of Directors

1. Notification by Committees to the Board of Directors	Reports of the status from time to time by each Committee of performance of its duties
2. Notification by Executive Officers to the Board of Directors	<ul style="list-style-type: none"> (1) Minor or immaterial amendments of the Medium and Long-term Policy and major progress and outlook based on the Medium and Long-term Policy (2) Decision and material amendment of annual business plan and budget of the Group and the Subject Company individually (including annual plan for funding and debt service) based on the Basic Outline of the Annual Plan (3) Management reports on business of the Group and the Subject Company individually on a quarterly basis, and the contents of its public announcement (4) Determination of, and making of material changes requiring public disclosure, in relation to forecast on yearly trading results (5) Overview of the contents of Securities Report ("Yuho") (6) General status of effective operation of internal control system referred to in I.2 (7) Material items constituting or relating to Sustainability, Ethics and Compliance, Enterprise Risk Management including Group Insurance, and Corporate Governance

	<p>(8) Accounting Auditor</p> <p>(i) Material issues pointed out by or material requests made by Accounting Auditor</p> <p>(ii) Remuneration payable to Accounting Auditor</p> <p>(9) Matters relating to Directors and Executive Officers</p> <p>(i) Review of the manner and substance of training rendered for Directors or Executive Officers</p> <p>(ii) Contents of indemnity provided by the Subject Company to Directors or Executive Officers if so provided</p> <p>(iii) Entering into and material amendments of Agreement limiting the degree of liabilities with Directors</p> <p>(10) Adoption and material amendment of the following Group important rules and policies</p> <p>(i) Group Code of Ethics</p> <p>(ii) Group level sustainability policies and strategies established by Executive Officers based on the "Basic Policy on Sustainability"</p> <p>(iii) Basic Policy on Retention of Politically Held Stocks (so long as they are listed) and Policy for Exercise of such Voting Rights</p> <p>(iv) Policy relating to rendering of training in favor of Directors or Executive Officers</p> <p>(v) Policy for Promotion of Constructive Dialogue with the Shareholders</p> <p>(vi) Group policy on related party transaction</p> <p>(vii) Policy on whistle blowing and supervision standards of illegal or unjust acts</p> <p>(viii) Group policy on entities management</p> <p>(ix) Group policy on avoidance of conflict of interest</p> <p>(x) Material Policy on acquisition, introduction, transfer/licensing, assistance or service (including in relation to engineering services) of intellectual property rights or technologies</p> <p>(xi) Amendment of Terms of Reference of Management Committee (except for matters requiring resolution of the Board of Directors)</p> <p>(xii) Policy for the Group Organization and Governance ("Policy for Group Organization and Governance")</p> <p>(11) Shares and Equity Capital</p> <p>(i) Acquisition of the shares held by any of the subsidiaries in the Subject Company</p> <p>(ii) Disposition and cancellation of the shares held in treasury (except for disposition in accordance with the proceedings under the Companies Act of Japan and Articles of Incorporation of the Subject Company for; i) demand by shareholders to purchase odd-lot shares from the Subject Company to supplement their holding to the extent necessary to constitute a trading unit; and ii) upon exercise of Stock Acquisition Rights)</p> <p>(iii) Split of shares or share allotment without consideration</p> <p>(iv) Decrease of the number of shares constituting one unit (tangen) or abolition of the</p>
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	<p>provision regarding such number</p> <p>(v) Issue of new shares (except for issuance due to exercise Stock Acquisition Rights)</p> <p>(vi) Issue of Stock Acquisition Rights and determination of the events which enable the Subject Company to acquire its Stock Acquisition Rights</p> <p>(vii) Auction etc. of shares of unknown shareholders</p> <p>(viii) Matters relating to the offering of corporate bonds</p> <p>(12) Matters relating to important corporate reorganization and the establishment of subsidiaries, etc., which are delegated to the Executive Officers for decision-making.</p> <p>(13) Funding and Treasury</p> <p>(i) Funding and debt service plan of the Group on a mid-term, long-term and annual basis including its status report on progress</p> <p>(ii) Incurring of material financial indebtedness such as borrowing by Group Companies from a third party in terms of the Group taken as a whole (but including as a matter of principle incurring of financial indebtedness in excess of JPY 10 billion)</p> <p>(14) Appointments and Dismissals of Important Employees</p> <p>Heads of SBU, heads of Group-wide function and any other position similar to any of those, along with any position succeeding in effect to any of the foregoing as a result of changes in internal organization</p> <p>(15) Establishment, change and abolition of Policy for Group Organization and Governance</p> <p>(i) Establishment or change of such internal organization as may require material amendments to "Policy for Group Organization and Governance"</p> <p>(ii) Making of change to decision-making structure of the Group such that material changes will be required for the pre-existing system for delegation or allocation of duties and authorities</p> <p>(16) Material Public Announcement</p> <p>(17) Material New Businesses, R&D Policy and its regular update on progress</p> <p>(18) Major product recall</p> <p>(19) Other material decision of businesses and affairs (for the purposes of this item, "materiality" threshold is, except to the extent otherwise directed by the Board of Directors, subject to determination of Executive Officers by and after reference to, among others, value of consideration, book value in question, magnitude of inherent risks and the degree of onus but is subject to monetary threshold if any.)</p> <p>(i) Acquisition or disposal of particularly material businesses by any of the Group Companies or equity interests of the Group Companies in terms of the Group taken as a whole (including those actions which would involve consideration or book value in excess of JPY 10 billion, but excluding those that fall under the method related to Corporate Reorganization in I.11.)</p> <p>(ii) Acquisition or disposal of particularly material assets, either tangible or intangible in</p>
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	<p>terms of the Group taken as a whole (including acquisition, construction, mothballing, resumption of operation or closure of material plants and facilities of Group companies, involving consideration or book value in excess of JPY 10 billion)</p> <p>(iii) Absolution of cause/debt by Group companies in excess of JPY 500 million as a matter of principle</p> <p>(iv) Provision of material guarantee for a third party by any Group Company (including other form of financial assistance such as giving of indemnity, agreement to compensate for loss or standby letter of credit but excluding giving of counter-indemnity for banks etc in cases where those banks are to provide their guarantees for debts of Group companies)</p> <p>(v) Provision of material collateral for any Group Company (except for those arising by operation of law or arising or being provided in the course of normal course of trade)</p> <p>(vi) Incurrence of material debts, obligations or liabilities in relation to material pension plans, medical benefit plans or similar ones established for retirees of Group companies or any action which is likely to so result (specifically including in relation to pension plans of the Company and Pilkington Superannuation Scheme), provided that they are especially material.</p> <p>(vii) Donation, giving of gift or gratitude by Group companies in excess of JPY 10 million</p> <p>(viii) Entering into, making of material amendments to and cancellation of services/employment contract between Executive Officers and any of Group Companies in case such contract is entered into (provided that nothing in this item requires such notification to the Board of Directors if such agreement is already noted by any of the other committees)</p> <p>(ix) Entering into, making of material amendments to and cancellation of separation agreement between Executive Officers and any of Group Companies in case such contract is entered into in relation to his/her termination of office of the Group (provided that nothing in this item requires such notification to the Board of Directors if such agreement is already noted by any of the other committees)</p> <p>(x) Initiation of projects involving material expenditure or that are considered unusual (including those for IT and R&D whether internally made, jointly made with others or even outsourcing).</p> <p>(xi) Engagement of consultants or advisors involving spending in excess of JPY 100 million. Regardless of the expected scale of expenditures, when a project, etc. related to the purpose of assigning such consultants, etc. becomes a matter for resolution of the Board of Directors, such assignment will require a resolution of or notification to the Board of Directors as part of such project.</p> <p>(xii) Commencement of legal or regulatory proceedings involving likely material expenditure (for which the sum in excess (or expected to be in excess) of JPY 2 billion including both</p>
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	<p>of legal expenses and damages would trigger as a matter of principle)</p> <p>(20) Commencement by any governmental organization/department/division of especially material investigations or regulatory proceedings against Group companies</p> <p>(21) Results of legal actions regarding especially material disputes or settlements or resolution of such disputes via mediation, arbitration, settlements or otherwise (for confirmation including any such dispute already notified to the Board of Directors pursuant to II.(19)(xii) above as a matter of principle)</p> <p>(22) Any abortion or indefinite suspension or material delay in time of commencement or completion of the action already approved by the Board of Directors</p> <p>(23) Implementation plans and such progress regarding material management issues identified or requested by the Board of Directors.</p> <p>(24) In addition to the above, when there is a significant progress regarding matters approved or reported at the Board of Directors, or any other especially material matter concerning business operations or occurrences not covered elsewhere in the above</p>
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