

## **TERMS OF REFERENCE OF NOMINATION COMMITTEE**

### **Article 1. (Purpose)**

1. The purpose of the Nomination Committee is to contribute to the establishment and continuance of appropriate management system of the Nippon Sheet Glass Group of Companies (hereinafter in this translation referred to as the "NSG Group") through its activities.
2. Matters regarding the Nomination Committee shall be in accordance with these Terms as well as the applicable laws and ordinances and the Articles of Incorporation, and also conform to the NSG Group Corporate Governance Guidelines and the Fundamental Policy on Internal Control System of the Group.

### **Article 2. (Composition)**

1. The Nomination Committee shall consist of the Directors elected by a resolution adopted at the meeting of the Board of Directors (hereinafter referred to as the "Members" collectively and "Member" individually). The number of the Members shall be no less than three (3); provided, however, that a majority of the Members shall be external Directors. If a Director who is also an Executive Officer is elected a Member, such Member must only be the Director who concurrently serves as Executive President in principle, unless otherwise determined by the Board of Directors.
2. The Chair of the Nomination Committee shall be elected by a resolution adopted at the meeting of the Board of Directors.

### **Article 3. (Attendance of Non-Members)**

The Nomination Committee may invite or cause any of the Directors, Executive Officers, or employees, external advisors or other individuals (including those working as secretariat and Human resources Expert) who are in charge of or are supporting, the relevant agenda to attend the meeting of the Nomination Committee, as necessary, to hear their explanations, reports or opinions.

### **Article 4. (Meetings: Regular Meeting and Extraordinary Meeting)**

1. The Nomination Committee shall meet on a regular basis at least once a year and may hold its extraordinary meetings as necessary.
2. The Committee may alter any particular date or time of the meeting of the

Committee with the consent of a majority of Members.

3. The meeting of the Nomination Committee may be held at a single place such as the head office of the Company or other premises, or at more than one place through the use of video call, telephone conference or other media.

#### **Article 5. (Convocation Procedure)**

1. A meeting of the Nomination Committee shall be convened by the chairperson as defined in Article 7.
2. Each Member may demand the Member who acts as the chairperson to convene a meeting of the Nomination Committee.
3. Notwithstanding the first Paragraph of this Article and the first Paragraph of Article 7, in the event that the Member who acts as the chairperson does not convene a meeting of the Nomination Committee, the Member who made such demand may convene and preside over the meeting in the capacity of the chairperson.
4. The notice of convocation of the meeting of the Nomination Committee shall be issued by the Member who acts as the chairperson to each of the other Members two (2) business days prior to the date of the meeting; provided, however, that this period may be shortened or the convocation procedure may be skipped, in either case in the event of need of emergency or with the unanimous consent of the Members.
5. Notwithstanding the foregoing, such notice of convocation may be forwarded by the secretariat at the request of any Member requiring the meeting to be convened.

#### **Article 6. (Agenda)**

The notice of convocation set forth in the preceding Article shall be so forwarded to each member by describing the venue, time and date together with the agenda of items to be discussed, except in cases where there is any unavoidable cause or all the Members otherwise agree.

#### **Article 7. (Chairperson)**

1. The Chair of the Nomination Committee shall act as the chairperson and preside over the meeting; provided, however, that if the Chair is prevented from so doing, other Member shall take his/her place in the order designated by the Nomination Committee.

2. Without prejudice to the generality of the preceding Paragraph, if any matter relating to any particular Member who serves as the chairperson of the meeting is the purpose of the meeting, other Member shall take his/her place for deliberation of that matter as if the chairperson had been prevented from so doing.

#### **Article 8. (Duties and Responsibilities, and Method of Resolution)**

1. Pursuant to the laws and regulations of Corporations and the Corporate Governance Guidelines, the Nomination Committee shall have the following duties:
  - (1) Creating and maintaining the criteria for election and dismissal of Director(s) and determining, in accordance with such criteria, the proposal for Director(s) to be elected or dismissed which is to be brought before the General Meeting of Shareholders for resolution. Further discussing and recommending the appointment and dismissal of Chairperson of the Board of Directors, Lead External Director, members of three Committees and Chairpersons of respective Committees to the Board of Directors for resolution.
  - (2) Creating and maintaining the criteria for appointment and dismissal of Executive Officer(s) and Representative Executive Officer(s) and discussing and recommending the results derived in accordance with such criteria for appointment and dismissal of any particular Executive Officer(s) and Representative Executive Officer(s) (along with allocation of duties among Executive Officers and internal relationship among Executive Officers including chain of command applied) to the Board of Directors for resolution.,
  - (3) Creating and maintaining the criteria for appointment and dismissal of Executive Management Member of the Group (EMM) *(Note: EMM is to be defined by and in the Policy and Procedure on Appointment of Executive Management, and here only the link is placed. Same as ToR of CompCo.)* and discussing and recommending the results derived in accordance with such criteria for appointment and dismissal of any particular EMM to the Board of Directors for resolution. Further receiving explanation from Executive President (or CEO) as regards appointment and dismissal of Other Executive Managers (as defined below).
  - (4) Creating and maintaining AND regularly reviewing and thus ensuring

- validity of the succession plans for EMM. Further receiving explanation from Executive President (or CEO) as regards those for Other Executive Managers.
- (5) The provisions of the preceding items shall apply *mutatis mutandis* to the appointment and dismissal of, and preparation and maintaining of succession plans for, the Company Secretary.
- (6) For the purpose of this Article,  
“Other Executive Managers” stands for aggregate references to those specifically important office or role of the Group as determined by the Nomination Committee from among important managing roles of the Group other than EMM.
2. A resolution of the Nomination Committee shall be adopted by a majority of the Members present at the meeting in which a majority of the Members are present; provided, however that a member who has a special interest in the proposal shall not participate in the voting on such resolution, in which case such Member shall not be counted into the number of the Members present. In particular, no Member (or manager invited as attendees for any of the meetings) shall be involved in any decision or discussion as to election, appointment or dismissal of, or succession plans relating to, his or her own office or role as referred to in the preceding Sections 1.(1) to 1.(4) (inclusive) except only where such Member expresses his or her opinion in response to specific request if any from the Nomination Committee asking for the same.
  3. The Nomination Committee may request any of the Directors, Executive Officers and employees of the Company to make reports on, or give explanations about, information which it deems necessary or appropriate in performing its duties and responsibilities.
  4. The Nomination Committee may, insofar as is permitted pursuant to the laws, regulations and the Articles of Incorporation etc, authorize its sub-committee consisting of any part of its Members to conduct an investigation or review of certain matters belonging to the purview of the Nomination Committee (typically composed of some or all of Independent Directors as members) and produce the results to the Nomination Committee for its ratification or approval and implementation.

#### **Article 9. (Reports to the Board of Directors)**

1. The Nomination Committee shall, by its resolution, designate the Member(s)

who:

- (i) will report to the Board of Directors of the Company as to the status of its execution of duties (hereinafter referred to as "Reporting Member"); and
  - (ii) will convene the meeting of the Board of Directors to be held (hereinafter referred to as "Convening Member").
2. The Reporting Member shall make reports on the status of execution by the Nomination Committee of their duties and responsibilities without delay.

#### **Article 10. (Minutes)**

1. The summary of the proceedings and results of the meeting of the Nomination Committee along with other items prescribed in the laws and regulations shall be recorded in the minutes, which shall bear the signatures or seals of the Members present.
2. The Minutes may be recorded by electronic means as prescribed by law, in which case the signatures of the Members present shall be inserted by electronic means.
3. The Directors shall have the right to inspect or reproduce the minutes of the meeting of the Nomination Committee.

#### **Article 11. (Notice to Absentee)**

A copy of the summary of the proceedings of the meeting of the Nomination Committee shall be sent to the Member who is absent from the relevant meeting of the Nomination Committee.

#### **Article 12. (Secretariat and Human resources Expert)**

1. The Company Secretary Department (CSD), with the cooperation of the Group Human Resources Department (HRD), shall serve as the secretariat of the Nomination Committee that will organize and coordinate matters to be brought before the meeting of, or reported to, the Nomination Committee, and necessary information and materials for submission to the Nomination Committee, and prepare and retain the minutes.
2. The Company Secretary or such other member of CSD as the Nomination Committee approves of appointment based on recommendation of the Company Secretary shall serve as the chief of the secretariat of the Nomination Committee who will assist the proceedings and administration of

the Nomination Committee, prepare the minutes, and record the summaries of matters determined at the meetings of the Nomination Committee.

3. Further to the preceding two sections of this Article, Chief Human Resources Officer (CHRO) and such other member of HRD as the Committee approves of appointment based on recommendation of CHRO shall provide the Nominating Committee with information on personnel-related matters in discharging its responsibilities and assist the Committee as an expert on matters of personnel affairs.

### **Article 13. (Computerization of Documents)**

Convocation notice and other documents set forth in these Terms may be given by e-mail or other media in place of written notices.

### **Article 14. (Amendments to These Terms)**

Amendments to these Terms shall be subject to a resolution of the Nomination Committee, provided that any material amendments shall also require the approval of the Board of Directors.

Supplementary Provisions (established as at 27 June 2008)

These terms of reference shall come into effect as from 27 June 2008.

(revised as at 30<sup>th</sup> September 2009)

(revised as at 26<sup>th</sup> September 2013)

(revised as at 1<sup>st</sup> October 2015)

(revised as at 6<sup>th</sup> December 2018)

(revised as at 9<sup>th</sup> December 2021)