

NSG Group Corporate Governance Guidelines

Chapter 1 General

Objectives

Article 1

These NSG Group Corporate Governance Guidelines (the "Guidelines") aims to ensure enhancing the level of overall corporate governance structure of the NSG Group (the "Group"), with a view to continuously enhancing its corporate value in a sustainable way on a medium-to-long term basis by implementing the management principles of "**Our Vision**" consisting of the Group's Mission, Aspiration and Core Values all as described below, and thus increasing the common value of the Group shared with various stakeholders including our shareholders.

Mission

Changing our surroundings, improving our world

Aspiration

Through innovation, becoming the most trusted partner
in all industries we work in

Core Values

- ◆ Respect others and unleash their potential.
- ◆ Exemplify trust and integrity.
- ◆ Ensure efforts to serve society.
- ◆ Take the initiative.
- ◆ Embrace challenges and learn from failure.
- ◆ Follow through to get results.

Fundamental Principles

Article 2 Achievement of the advanced level of corporate governance is a high priority for the Group management, for which the Group will implement the followings.

Structure

- a) The Group's ultimate parent company, Nippon Sheet Glass Company Limited (the "Company", "NSG" or "We") adopts the committee-based governance structure under the Companies Act of Japan (the "Companies Act") and the Company hence establishes the Board of Directors (the "Board"), Nomination Committee, Audit Committee, Compensation Committee (individually referred to as "Committee") and Executive Officers.
- b) It is the intention of the Board that the Executive Officers should be authorized to determine the businesses and affairs of the Company within the scope as permitted by law, thereby facilitating separation of execution from oversight, enhancing transparency of management process and further strengthening oversight function over executive management.
- c) The Company will establish and maintain effective internal control system operating on a group-wide basis including the system in relation to financial reporting (J-SOX).

(2) Stakeholders Communication

- a) The Group aims to be judged by as best in class by our many stakeholder groups in a variety of settings across the whole group (including shareholders, customers, suppliers and local communities) from their own perspectives and also will develop, maintain and enhance good relationship with any of such groups.
- b) In relation to the matter of disclosure of corporate information whether or not it is to be made according to legal requirements, the Group always aims to act in a timely and appropriate manner both in terms of the substance and form, with a view to maintaining and invariably enhancing transparency of management of the Group, regardless of . (See Annex 2(2)(b) for Policy on Constructive Dialogue with Shareholders.)

(3) Code of Conduct

The Group will, in order to materialize those values, create the Group Code of Ethics which all entities and employees etc of the Group must comply with and will be regularly reviewed in light of the status of implementation/embedding within the Group and the contents. (Annex 2.(3): NSG Group of Code of Ethics)

Character of the Guidelines

Article 3. The Guidelines constitute fundamental principles of the corporate governance had by and applicable to the Group, positioned next only to the Companies Act, statutory laws/regulations and the Articles of Incorporation of the Company.

Chapter 2 Shareholders Rights

Principle of Equality among Shareholders

Article 4. We will treat our shareholders fairly and equally in accordance with type and number of shares which they own.

General Meeting of Shareholders

Article 5. The General Meeting of Shareholders is the supreme decision-making body of the Company consisting of the shareholders entitled to vote. We ensure that the intentions and views of our shareholders will be reflected properly in the decision-making process at, and the resolutions carried by the General Meeting of Shareholders.

2. Directors and Executive Officers will, in order to fulfill their accountability to the shareholders, give a sufficient account of the matters of the Company with focus on the agenda items transacted and allocate a session for exchange of questions and answers at the General Meeting of Shareholders.

Voting and other control interests

Article 6. We aim to ensure that our shareholders are able to properly exercise their voting rights at any General Meeting of Shareholders and all other rights for common interest under the Companies Act.

2. We will create an environment in which all the shareholders, regardless of whether they are able to attend General Meeting of Shareholders in person, are provided with opportunities adequately to exercise their voting rights, including by way of securing earlier posting of convocation notice of the General Meeting or our participation in the Electronic Voting Platform.

Capital Management

Article 7. The Group will, with a view to aiming for sustainable growth of our shareholders' value, keep a necessary level of shareholders' equity to ensure capturing available

opportunities timely and steadily for globally expanded business as well as to address and manage those risks associated with such actions.

2. The Company will, by virtue of the Articles of Incorporation of the Company, authorize the Board to resolve on distribution of available surplus hence enabling flexible and agile capital strategy of the Company to be effected.
3. It constitutes our fundamental policy that the Group should stably declare dividend payments based on sustainable business results and also take and implement necessary financial measures flexibly and agilely as response to changes in business environment surrounding us.

Prevention of Entering into Transactions which would Conflict with Shareholders' Interest

Article 8. To safeguard the interest of our shareholders, the Group aims to ensure that none of Directors, Executive Officers and Employees or others working for or otherwise related to or interested in the Group should enter into any transaction or business which would conflict with the interests of the Group or those of shareholders by abusing their internal positions. The Group will further establish an internal system appropriate for this aim.

2. The Group ensures that none of Directors and Executive Officers should engage in any transaction or business which would conflict with the interest of or compete against the Group, except only to the extent reviewed and approved by the Board in accordance with the Companies Act and the Board Policy of the Company. In this regard, all Directors and Executive Officers so entered into must inform the Board of all such transactions and businesses as soon as reasonably practicable.
3. The Group will also make timely and appropriate disclosure of all material facts concerning any such transaction or business referred to in the preceding section once such transaction or business is entered into or effected.
4. The Group creates and adopts the "Policy on nil ownership of Politically Held Listed Shares" (Annex 8-4) in order to define the thoughts and approach of the Group regarding such shareholding.

Chapter 3 Structure of Corporate Governance

Part 1 Supervisory function

Structure of the Board and its Committees

Article 9. The Group values the principle and wisdom of creating and maintaining diversity in the composition of the Board given specifically the development of and commitment to the businesses conducted globally and thus aims to ensure that the Board will be composed of such member as have diverse background including in terms of professional skills, expertise or experience (including international experience), and at the same time its size will be maintained such that the Board can discharge its function effectively and efficiently.

2. The Board of Directors comprises such number of Independent External Directors referred to in Section 13.1 as is two or greater and constitutes no less than one-third of its total membership.
3. A Chairperson of the Board shall be appointed from among Directors by the resolution of the Board.
4. The Board may appoint a Director with special title* from among the Directors as necessary.
5. With the intent of securing clear and unambiguous separation of the supervisory function from that of executive, the Chairperson of the Board will not concurrently serve as any executive position such as Representative Executive Officer/President or CEO.
6. The Nomination Committee, Audit Committee and Compensation Committee will be established in accordance with the Companies Act.
7. A majority of each Committee's members will be Independent External Directors. All Committee's members are appointed by the resolution of the Board. In addition, at least one member of the Audit Committee will be elected from among those who have specialized knowledge on finance and accounting to a respectable degree.
8. The responsibility to chair and preside over each Committee should be assumed by an Independent External Director. Further, except in the case of special circumstances, the Chairperson of the Board should not concurrently serve as chairperson of each such Committee.

* The "Special title" implies the status of seniority in rank as compared with those with no such title.

Role/Task of the Board

Article 10. The Board recognizes that its important mission is, among others, to

develop and enhance the enterprise value of the Group in a sustainable manner on a medium-to-long term basis. To this end, the Board will formulate appropriate business strategies and establish effective reporting system for both financial and non-financial matters whilst focusing on securing financial resources and maintaining efficient management line-up as well as creating and maintaining robust succession plan to be in place for this purpose. Further, the Board will prepare for a corporate environment which would enable the executive management to take proper degree of risks associated with business. Another important duty of the Board is to oversee management's performance to ensure that the executive management may carry out its duties on business in an effective, efficient and ethical manner hence creating value for our shareholders. In order to achieve those objectives effectively, the Board is responsible for creating and maintaining suitable corporate governance system for the Group and also for implementing the following matters in line with and by adhering to the management principles of "Our Vision" as described in Article 1:-

- (1) To make decisions on the defined material matters including adoption of Fundamental Policy of the Group business such as business and financial strategy and yearly and medium to long term business plan, appointment and dismissal of Executive Officers (those expressions including re-appointment and failure to do so except as the context otherwise clearly requires; same applies throughout the guidelines) and those other actions requiring the resolution of the Board as prescribed in laws and Articles of Incorporation . (See Annex 10(1) for Summary of Matters Requiring Board Resolution and Delegated Authorities to Executive Officers.)
- (2) To authorize the Executive Officer(s) to decide on all matters other than those referred to in the preceding paragraph, in furtherance of nimble and flexible decision-making by the executive management as well as enhancing effective and robust oversight by the Board of Directors (See Annex 10(1) for Summary of Matters Requiring Board Resolution and Delegated Authorities to Executive Officers.);
- (3) To adopt the "internal system necessary to ensure the manner and substance in which Executive Officers may perform their duties adequately and in conformity with laws, statutory regulations and the Articles of incorporation" as required by the Companies Act ("Fundamental Policies of the Company on creation of effective internal control system of the Group" See Annex 10(3).);
- (4) To oversee the performance of Directors and Executive Officers, in particular, in terms of results, the status of progress, development or operation from time to time vis-à-vis the Fundamental Policy of the Group businesses and Fundamental Policy on Internal Control System, and to monitor the individual performance of duties in his/her role, by

having regard to and based on reports and updates from Nomination Committee, Audit Committee and Compensation Committee and Executive Officers.

2. The Board and each of Nomination Committee, Audit Committee and Compensation Committee shall discharge its duties independently and separately whilst simultaneously ensuring close communication and mutual updates fully as appropriate.
3. There will be a secretarial team constituted ("Board Secretarial Team") which function is to assist the Board in proceeding with its meeting process effectively and efficiently, among others, in light of the process or manner of deliberation by, or notification to the Board, monitoring the status of progress about the actions resolved by the Board. The Board Secretarial Team and all other secretarial teams working for each Committee maintain close contact and co-operation at all events.

Chairperson of the Board

Article 11. The Chairperson of the Board has the responsibility for running the Board in an effective and efficient manner so that the Board properly discharges its duties prescribed in Article 10.

2. The Chairperson of the Board will facilitate communications between Directors and Representative Executive Officer, President cum CEO.
3. The Chairperson of the Board procures that each and every Director should be provided with appropriate access to such information as may be necessary for him/her to discharge properly his/her duties.
4. In the case that the Chairperson of the Board is not an Independent External Director, a Lead Director will be appointed from among Independent External Directors by their decision. A Lead Director is tasked to advise or render support as adequate to the Chairperson of the Board including in relation to any issues of corporate governance.

Directors

Article 12. The term of office of Director is one year. All Directors will be elected annually at the General Meeting of Shareholders. (See Annex 12.1 for General Criteria to Select Candidates for Directors.)

2. Directors engage in the material decision-makings and oversight on the performance of the Group business as a member of the Board.
3. All Directors must act in what they consider to promote the success of the Group after having sufficient regard to the interest and views of the stakeholders, consistent always with their statutory duties.
4. Directors are expected to invest the time and effort necessary to understand the

Group's business and financial strategies and challenges.

5. The Group will provide newly elected Directors with educational or training opportunities with the aid of written materials, oral presentations or face-to-face meetings with senior members of management or by way of others including site visits of the Group, in order for them to become familiar with and foster better understanding of the Group and thus to enable them to perform their duties duly. In addition, ongoing educational opportunities will be made available for Directors throughout their tenure on the Board as necessary.
6. The primary duties of the Directors include attending meetings of the Board and Committee(s) of which each Director is a member and actively participating in discussions of the meetings. A Director will be furnished with, and also responsible for gleaning, sufficient and appropriate information in order to discharge his/her duties and further should ask for any clarification of the explanation to be provided by the executive management such that he/she may, on a properly- informed basis, cast the vote at any meeting of the Board and Committee(s) of which he/she is a member.
7. A Director will exercise his/her rights in a timely and appropriate manner to convene and/or propose agenda of the Board as necessary for discussion with the aim of resolving any business issues of the Group which may/has come to his/her knowledge or mind.

Independent External Director

Article 13. Independent External Directors referred to in the Guidelines means only those Directors who are not only qualified as external directors prescribed by the Companies Act but also meet the criteria for independency as defined by the Stock Exchanges and Nomination Committee as additional requirements. (See [Annex 13.1](#) for [Criteria of Independency for External Director at NSG.](#))

2. Independent External Directors are tasked to oversee the Group business performance in his/her position which would not cause conflict with the interest of shareholders in general and hence are anticipated to contribute to heightening a level of transparency with regard to the process of decision-making of the Board and each Committee and consequently their performance.
3. Independent External Directors will be continually kept updated in regard to the Group business backgrounds and circumstances via the Board Secretarial Team, as separate from and in addition to those offered by the Executive Officers.
4. Independent External Directors will organize and hold meetings consisting only of them as participants with no attendance of Executive Officers or Internal Directors at

least once per annum (including such an occasion organized as a part of the Board effectiveness review exercise referred to in Article 22), in order to discuss any issue of Group's corporate governance , among others, adequacy of the decision-making process and procedures used by the Group or any area for improvement in line with the spirit of the Guidelines.

5. Further to the preceding section, Independent External Directors will hold ad-hoc meetings as appropriate and on as-needed basis, in order mainly to exchange the view of those Independent External Directors in relation to important management issues of the Group or specific material proposals produced. In such events, the Executive Officers must, upon request from Independent External Directors, render adequate support to them.
6. The maximum cumulative period of tenure as Independent External Director is six years in principle.

Nomination Committee

Article 14. The Nomination Committee will, on the basis of the principles and thoughts contained in the Guidelines including Sections 9.1 and 9.2 above, discharge its duties properly as a statutory organization of the Company to resolve on proposals for election or dismissal of Directors to be submitted to the General Meeting of Shareholders. (See Annex 12-1 for General Criteria to Select Candidates for Directors.)

2. The Nomination Committee will create and maintain the internal criteria for offices of (i) Executive Officers and (ii) such other senior executives of the Group as the Board of Directors need to approve (which criteria needs to include the necessary qualifications and prerequisites for highest management positions such as CEO in particular). The Nomination Committee will also discuss and recommend the results derived in accordance with such criteria for appointment and dismissal of any such office or role including allocation of duties among them and applicable chain of command among them. (See Annex 14-2 for Policy and Procedure on Appointment and Dismissal of Executive Management.)
3. The Nomination committee will confirm the successors and the successor layer on the short-term, medium to long-term basis respectively with regard to senior executive managers described in the preceding section and also create, maintain successor plans providing for development plan and policy for such successor candidate and periodically review the status of the then operation of such plans."
4. The Company will prepare for such terms of reference, policies or procedures as may

be necessary for the Nomination Committee to discharge its responsibilities. (See Annex 14-3 for Terms of Reference of Nomination Committee.)

5. Group HR and/or such other function as the Nomination Committee designates will act as a secretary for the Committee. Further, external advisers may be employed on an as-needed basis in order to enhance and maintain the level of the manner and substance in which the Nomination Committee discharges its duties.

Audit Committee

Article 15. The Audit Committee will constitute and act as a part of the supervisory function of the Board and properly discharge its duties as a statutory organization of the Company to audit the performance of Executive Officers and Directors.

2. The Audit Committee will prepare for audit reports on the Business Report, Financial Statements and others as required by the laws and regulations.
3. The Audit Committee Office will be set in place as a secretary for the Audit Committee. In addition, a position charged with the responsibility to assist in the chairperson of the Audit Committee may be appointed as necessary.
4. The Audit Committee Office whose mission is to assist in implementation of the resolutions of the Audit Committee or otherwise discharge its duties pursuant to instructions from members of the Audit Committee, will be constituted and staffed such that it will be provided with guaranteed independence from the Executive Officers in terms of reporting line and appraisal process, thereby ensuring and enhancing the objectivity of audit and monitoring. The same will also apply to the individual(s) who may be appointed according to the foregoing Section 3 of this Article.
5. The Audit Committee will provide the Policy on Dismissal or Non-Reappointment of Independent Auditor. (See Annex 15-5.)
6. The Company will prepare for such terms of reference, policies or procedures as may be necessary for the Audit Committee to discharge its responsibilities. (See Annex 15-6 for Terms of Reference of Audit Committee.)

Compensation Committee

Article 16. The Compensation Committee will discharge its duties properly as a statutory organization of the Company to consider and approve the policies applicable to compensations for Directors and Executive Officers and individual compensations for those positions. (See Annex 16-1 for Principles of Compensation for Directors, and Executive Officers.) In this connection, particularly in respect of the compensation paid to Executive Officers constituting senior management of the Group, the Compensation

Committee will ensure that compensation packages are designed such that they are aligned with sustainable growth of the Group, including the appropriate balance of cash and share linked remuneration.

2. Further to the above, the Compensation Committee may give recommendation or advice to, or receive notification from, the Representative Executive Officer, President cum CEO on the policies and details with respect to compensations for the other Group's senior managements not appointed as Executive Officers.
3. The Company will prepare for such terms of reference, policies or procedures as may be necessary for the Compensation Committee to discharge its responsibilities. (See Annex 16-2 for Terms of Reference of Compensation Committee.)
4. Group HR and/or such other function as the Compensation Committee designates will act as a secretary for the Committee. Further, external advisers may be employed on an as-needed basis in order to enhance and maintain the level of the manner and substance in which the Compensation Committee discharges its duties

Part 2 Executive Function

Structure of the Executives

Article 17. A Representative Executive Officer will be appointed from among Executive Officers by the resolution of the Board. (See Annex 14-2 for Policy and Procedure on Appointment and Dismissal of Executive Management.)

2. A President cum CEO will be appointed from among Representative Executive Officers by the resolution of the Board.
3. The Board may, as appropriate, appoint COO from among Executive Officers who is expected to assume direct responsibility for daily management of all operations of the Group, and/or CFO who will do so for the Group's financial state and performance.
4. The Board may appoint those Executive Officers with special title* from among the Executive Officers as necessary.
5. The Company will establish the Management Committee comprising the Executive Officers as its core member in order to deliberate and transact material management agenda of the Group.
6. The number of incumbent Representative Executive Officers and Executive Officers should be of such appropriate size as may enable them to effectively and efficiently carry out those matters entrusted by the Board.

* The "special title" implies the status of seniority in rank as compared with those having no such title.

Management Committee

Article 18. The Management Committee will help Executive Officer(s) in making prompt and bold business decisions effectively and efficiently while taking a proper degree of risks under the framework of the Group's basic policies and goals or their allocated duties set by the Board, as well as guiding and monitoring business operations of the Group.

2. The Company will prepare for such policies, terms of reference or procedures as may be necessary for the Management Committee to discharge its responsibilities.

Representative Executive Officer

Article 19. The Representative Executive Officer, President cum CEO will assume overall and ultimate responsibility for the profitable operation and development of the Group, and be responsible for monitoring of progress, and ensuring implementation, of the policies and targets set by the Board in order for the Group to enhance its corporate value in a sustainable manner for medium-to-long term horizon.

2. Representative Executive Officers will provide the Audit Committee with such degree and content of information as may be sufficient and appropriate for their audit.

Executive Officer

Article 20. The term of office of Executive Officer is one year. An Executive Officer shall be elected annually by the resolution of the Board which has taken account of the recommendation or advice by the Nomination Committee. (See Annex 14-2 for Policy and Procedure on Appointment of Executive Management.)

2. Each Executive Officer respectively assume the overall responsibility on a Group basis for the area of their duties specifically entrusted to him/her by the resolution of the Board; further, they are also responsible for development of their successors who may be qualified to lead the future Group business.
3. The Group will, in order for newly appointed Executive Officers to discharge their duties duly, provide new Executive Officers with educational or training opportunities in terms of, among others, the Group's business plans and their status of progress, material management agenda, internal control system, financial statements, significant financial, accounting and legal issues, NSG Group code of ethics (See Annex 2(3) for the NSG

Group Code of Ethics.) and ethics and compliance program with the aid of written materials, oral presentations or others.

4. An Executive Officer may be allowed to sit as external director of another company outside the Group in a manner consistent with the guidelines and decisions made by the Board, insofar as such external position is limited to one company as a matter of principle. The Company is of the view that such external position can be valuable in terms of their personal and professional development in some cases.

Part 3 Internal Control System

Internal Control System

Article 21. Executive Officers will, on the basis of Fundamental Policies of the Company on creation of effective internal control system of the Group approved by the Board (see Annex 10-3), create, maintain and operate the concrete internal control structure of and throughout the Group addressing the matters including in terms of sustainability, ensuring compliance, risk management and reporting of concerns hotline, and will further assess its effectiveness and continuously seek to improve such control structure.

2. The Board and Audit Committee may, on an as-required basis, be respectively brought up to speed directly by those Group functions regarding internal controls such as sustainability, internal audit, legal and ethics and compliance.
3. The Audit Committee will audit the manner in which Executive Officers and Directors have performed their duties, by monitoring, from its independent and objective viewpoint, the status and/or progress of establishment, maintenance and implementation of such internal control structure as mentioned in section 1 of this Article, thereby securing adequate internal controls of the Group effectively in place and operation.

Chapter 4 Performance evaluation

Article 22. The Board and each of the Nomination Committee, Audit Committee and Compensation Committee will, with the leadership of Internal External Directors, conduct annual evaluation of its own performance as a matter of principle. Summary of the result thereon as well as that of action plans adopted for ensuring and securing

enhancement of such effectiveness and the status of such implementation will be publicly disclosed on an annual basis. These evaluations are intended to be regularly externally facilitated with a view to ensuring its objectiveness and making the exercise further effective. These exercises should also facilitate an examination and discussion the Board and three Committees of its effectiveness in conformity with the Group's business strategies or targets.

Chapter 5 Miscellaneous

Exceptional Actions

Article 23. The Board should account for rationale for the benefit of shareholders if any action inconsistent with the provisions or principles of the Guidelines is or is proposed to be taken by the Company.

Periodic Review and Amendments

Article 24. These Guidelines will be reviewed periodically by the Board and amended as necessary by the resolution of the Board.

Effective from 28 May 2015

Revised on 6 December 2018

Annexes

Annex 2(2)(b):Policy on Constructive Dialogue with Shareholders

<http://www.nsg.com/~media/NSG/Site Content/sustainability/Downloads attached to pages in sustainability section/Annex/Annex 2 2 b 1812 E.pdf>

Annex 2(3) NSG Group Code of Ethics

<http://www.nsg.com/en/about-nsg/governance/ethics-and-compliance>

Annex 8-4 Policy on nil ownership of politically held listed shares

<http://www.nsg.com/~media/NSG/Site Content/sustainability/Downloads attached to pages in sustainability section/Annex/Annex8 4 1812 E.pdf>

Annex 10-1: Summary of Matters Requiring Board Resolution and Delegated Authorities to Executive Officers

<http://www.nsg.com/~media/NSG/Site Content/sustainability/Downloads attached to pages in sustainability section/Annex/Annex10 1 1812 E.pdf>

Annex 10-3: Fundamental Policies of the Company on creation of effective internal control system of the Group

http://www.nsg.com/~media/NSG/Site Content/sustainability/Downloads attached to pages in sustainability section/Annex/Annex10_3_1812_E.pdf

Annex 12-1: General Criteria to Select Candidates for Directors

http://www.nsg.com/~media/NSG/Site Content/sustainability/Downloads attached to pages in sustainability section/Annex/Annex12_1_1812_E.pdf

Annex 13: Reference: Criteria of Independency for an External Director

http://www.nsg.com/~media/NSG/Site Content/sustainability/Downloads attached to pages in sustainability section/Annex/Annex13_1812_E.pdf

Annex 14-2 Policy and Procedure on Appointment and Dismissal of Executive Management

http://www.nsg.com/~media/NSG/Site Content/sustainability/Downloads attached to pages in sustainability section/Annex/Annex14_2_1812_E.pdf

Annex 14-3 Terms of Reference of Nomination Committee

http://www.nsg.com/~media/NSG/Site Content/sustainability/Downloads attached to pages in sustainability section/Annex/Annex14_3_1812_E.pdf

Annex 15-5 Policy on Dismissal or Failure to re-appointment of Accounting Auditors

http://www.nsg.com/~media/NSG/Site Content/sustainability/Downloads attached to pages in sustainability section/Annex/Annex15_5_1812_E.pdf

Annex 15-6 Terms of Reference of Audit Committee

http://www.nsg.com/~media/NSG/Site Content/sustainability/Downloads attached to pages in sustainability section/Annex/Annex15_6_1812_E.pdf

Annex 16-1 Principles of Compensation for Directors and Executive Officers

http://www.nsg.com/~media/NSG/Site Content/sustainability/Downloads attached to pages in sustainability section/Annex/Annex16_1_1907_E.pdf

Annex 16-2 Terms of Reference of Compensation Committee

http://www.nsg.com/~media/NSG/Site Content/sustainability/Downloads attached to pages in sustainability section/Annex/Annex16_2_1812_E.pdf