

## **Policies and procedures for the appointment of the senior managers and nomination of the director candidates**

The Nomination Committee consisting of a majority of Independent External Directors 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.

Each Executive Officer (EO or *Shikkou-Yaku*) (collectively referred to as “Executive Management”) is appointed by resolution of the Board, as well as being assigned the specific executive or senior positions and responsibilities within the Group such as CEO, COO, CFO and head of business/function which will usually be associated with either the title of EO accordingly. The Nomination Committee provides recommendation and/or advice to the Board on such appointments and/or assignments on the basis of its expertise.

Prior to the appointment and/or assignment of each candidate, a comprehensive review of the candidate’s proven performance to date, potential caliber as a leader, and commitment to the Group’s future direction, Values & Principles like “Our Vision” and communications with Stakeholders and Competencies is completed.

The term of office of Executive Officers is one year. Election or re-election of all Executive Officers shall be reviewed annually. As regards the other senior management, individual performance reviews will also be carried out annually within the appraisal process.

The Group, as a global company, recognizes that we face retention risks with management talent. The Group aims to minimize such risks through the annual review of succession plans implementing talent development activities in a planned manner and offering challenging career development opportunities.

**Explanations with respect to the individual appointments and nominations based on the above as at the #159 Ordinary General Meeting organized in June 2025.**

**Hiroshi Ishino, Independent External Director**

Hiroshi Ishino has served as an External Director of the Company since July 2020. He previously held responsibility for overseas operations at a major trading company and later served as Representative Director and President of a major international manufacturer, where he led that corporate group’s global strategy and business development across diverse areas. It is expected that he will continue to contribute to the enhancement of our corporate value by advising the executive team and overseeing the performance of Executive Officers from an independent and objective standpoint, drawing from his extensive executive experience in a global company at the top management level and his broad expertise in business transformation and operations from manufacturing to sales.

**Munehiro Hosonuma, Representative Executive Officer, President and CEO**

After working for a leading Japanese design office and a major international management consulting firm, Munehiro Hosonuma joined a major international manufacturer, where he held key positions within the business division. He joined NSG in August 2018 and served in senior roles within the Group, specifically as Chief Corporate Planning Officer and Head of Architectural Glass SBU. In April 2022, he was appointed Representative Executive Officer, Vice President and Chief Operating Officer, where he gained experience leading the Group's overall operations. Building on a wealth of experience and a strong track record in business execution, he was appointed Representative Executive Officer, President and CEO in April 2023, assuming leadership of the Group management. He was elected as a Director in June 2022. It is expected that he will continue to make a valuable contribution to the Board's decision-making, drawing from his extensive experience and accomplishments in business strategy and operations.

**Kunihito Minakawa, Independent External Director**

Kunihito Minakawa has served as an External Director of the Company since July 2020. He possesses broad knowledge and practical experience in finance and auditing. At a major international manufacturer, he served as Corporate Senior Vice President overseeing Finance and Accounting, and as an Audit & Supervisory Board Member. In addition, He served as a Commissioner on the Certified Public Accountants and Auditing Oversight Board of the Financial Services Agency. It is expected that he will continue to contribute to the enhancement of our corporate value by advising the executive team and overseeing the performance of Executive Officers from an independent and objective standpoint, drawing from his extensive executive management experience in a global company and his professional expertise in finance and accounting.

**Shinji Asatsuma, Independent External Director**

Shinji Asatsuma has served as an External Director of the Company since June 2022. He was previously responsible for accounting, finance, business strategy, and overseas operations at a major international manufacturer. He later served as Director and Senior Executive Officer, overseeing Administration and leading the development of business strategies and overseas business expansion for that corporate group. It is expected that he will continue to contribute to the enhancement of our corporate value by advising the executive team and overseeing the performance of Executive Officers from an independent and objective standpoint, drawing from his extensive executive management experience in global companies and his broad expertise in finance, accounting, and risk management.

**Tetsuya Fujioka, Independent External Director**

Tetsuya Fujioka possesses extensive experience in finance and auditing. He served as General Manager of the Corporate Finance Division at a major international manufacturer and as CFO of its European subsidiary, where he led structural reforms across that corporate group. He later held the position of Internal Auditor at the parent company and currently serves as an External Auditor at another major manufacturing company. It is expected that he will contribute to the enhancement of our corporate value by advising the executive team and overseeing the performance of Executive Officers from an independent and objective standpoint, drawing from his extensive executive management experience in global companies and his professional expertise in finance and accounting.

**Takehiro Kamigama, Independent External Director**

Takehiro Kamigama previously led global business expansion as the head of a business unit at a major international manufacturer. He later served for many years as a Representative Director, where he drove structural reforms and growth strategies across that corporate group. He currently serves as an External Director at major manufacturers and a leading telecommunications company, contributing to the oversight of corporate management. It is expected that he will contribute to the enhancement of our corporate value by advising the executive team and overseeing the performance of Executive Officers from an independent and objective standpoint, drawing from his extensive executive management experience—including leadership roles in global companies—and his broad expertise in the field of technology.

**Hideki Miyazaki, Independent External Director**

Hideki Miyazaki held key positions at a major securities firm, primarily within its overseas operations. He later served as CFO at a leading international manufacturer, where he spearheaded structural reforms. Subsequently, he served as Director and Vice President, overseeing the management of that corporate group. He then assumed the role of CFO at another prominent global manufacturing company, where he continued to lead business structural reforms. It is expected that he will contribute to the enhancement of our corporate value by advising the executive team and overseeing the performance of Executive Officers from an independent and objective standpoint, drawing from his extensive executive management experience at global companies and his broad expertise in finance, capital, and business structural reform.

**Denise Haylor, Senior Executive Officer, CHRO**

Denise Haylor held key positions in Human Resources at a major international electronics manufacturer, a leading telecommunications equipment company, and a prominent medical equipment manufacturer. Following her tenure at a leading management consulting firm, she joined NSG in June 2023 and was appointed Executive Officer and Chief Human Resources Officer. She has since led the Group's HR function and contributed to the overall management of the Group. It is expected that she will make a valuable contribution to the Board's decision-making, drawing from her extensive executive management experience at European and American companies—including leading business transformation initiatives—and her professional expertise in HR strategy, talent management, and DEI (Diversity, Equity, and Inclusion).

**Executive Officers**

In addition, each member of Executive Management including Executive Officers, namely, Munehiro Hosonuma was elected and appointed Representative Executive Officer by the Board which had considered their proven performance to date, potential caliber as a leader, and commitment to the Group's future direction, Management Principles and Competencies as well as the recommendations or advices thereon from the Nomination Committee. Shigeki Mori was elected and appointed Executive Officer Kaicho by the Board, in a manner as asked by CEO, support or promote external stakeholder relationship or affairs of significance. Likewise, considering the above factors comprehensively, and making the head of each business division of the Group and the head of a certain function division to be an Executive Officer with a more legal position and clear responsibility in order to strengthen the execution system, Denise Haylor, Hiroshi Aiura, Leopoldo Garces Castiella, Hisashi Okamoto and Rob Purcell as Senior Executive Officer, and Masaki Kambayashi, Michael Kiefer, Shiro Kobayashi, Yohei Nakatsuji, Kevin Sanderson and Iain Smith as Executive Officer, are appointed by resolution of the Board of Directors based on recommendations or advice from the Nomination Committee.