

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, including any material amendments thereto (2) Annual business plan and budget of the Group and the Subject Company individually (including annual plan for funding and debt service), including any material amendments thereto (3) Policy and 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
3.Important Rules	Adoption of, amendment to and abolishment of the following guidelines, rules, policies,

<p>and Policies of Ultimate Parent Company</p>	<p>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; (8) Policy for Role 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. (9) Policy relating to rendering of training in favor of Directors or Executive officers (10) Basic policy on retention of listed stocks held for political aim and rules relating to exercise of the voting rights by the Company to ensure adequate measure about those stocks (11) Group Policy for promotion of constructive dialogue with shareholders
<p>4.General Meeting of Shareholders</p>	<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 or Executive Officer 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 or Executive Officer should fail to so act
<p>5.Handling of Shares</p>	<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,</p>	<ol style="list-style-type: none"> (1) Appointment and dismissal of the Directors with special title indicating either relative

<p>Directors and Executive Officers</p>	<p>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</p> <p>(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</p> <p>(3) Decision of a Director who will receive a request from Executive Officers for convocation of meetings of the Board of Directors</p> <p>(4) Election and dismissal of Executive Officers</p> <p>(5) Appointment and dismissal of Representative Executive Officers</p> <p>(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)</p> <p>(7) Appointment and dismissal of Chief Executive Officer (or CEO), the Chief Operating Officer (or COO), Chief Financial Officer (or CFO) and any other position designated by the Board of Directors acting as Group head of any particular business or function</p> <p>(8) Appointment and dismissal of Company Secretary</p> <p>(9) Allocation of duties, direction/reporting/command line and other mutual relationships among the Executive Officers</p> <p>(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</p> <p>(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</p> <p>(12) Assumption by any Executive Officer and non-executive Director (excluding External 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> <p>(i) enter into an indemnity agreement with them; and</p>
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	<p>(ii) procure a Directors & Officers liability insurance for them and make material changes to the terms of such insurance</p> <p>(15) Delegation of specific duties to be performed by External Directors</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 favor</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. Material Internal Organization	Establishment and/or material change of important material internal organizational unit and positions which would require significantly material amendments to the Policy for the Group Organization and Governance
9. 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 report 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, decrease in reserve account and disposal of any surplus)</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>
10. 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) Acquisition of the shares held by any of the subsidiaries in the Subject Company</p> <p>(3) Disposition and cancellation of the shares held in treasury (except for disposition in accordance with the proceedings under the Companies Act and Articles of Incorporation)</p>

	<p>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>(4) Split of shares or share allotment for nil consideration</p> <p>(5) Decrease of the number of shares constituting one unit (Tangen) or abolition of the provision regarding such number</p> <p>(6) Issue of new shares (except for issuance due to exercise Stock Acquisition Rights)</p> <p>(7) Issue of Stock Acquisition Rights and determination of the events which enable the Subject Company to acquire its Stock Acquisition Rights</p>
<p>11. Corporate Reorganization of the Subject Company (all of the following (other than item (7)) constituting specific forms of corporate reorganization of the Subject Company as defined in the Companies Act, thus requiring approval of the Board of Directors)</p>	<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 as defined by the Companies Act)</p> <p>(2) Agreement on Share-for-Share Exchange (except by way of simple-form procedures as defined by the Companies Act)</p> <p>(3) Share Transfer Plan</p> <p>(4) Agreement on Merger</p> <p>(5) Agreement on Demerger by way of an Absorption-type transaction</p> <p>(6) Plan on Demerger by way of Incorporation of New Subsidiary</p> <p>(7) Agreement on Share Delivery</p> <p>(8) Views expressed by the Subject Company vis-à-vis Public Offer made for acquisition of the shares of the Subject Company</p>
<p>12. Shareholders' Derivative Actions</p>	<p>(1) 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) 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) 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 an Executive Officer</p>

<p>13. Other Particularly Material Matters</p>	<ol 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) Acquisition or disposal of particularly material businesses by a Group Company or equity interest of a subsidiary by a Group Company in terms of the Group taken as a whole (3) Acquisition or disposal of particularly material assets, either tangible or intangible (4) Further to any of the above, rendering of financial assistance such as lending or provision of guarantee or indemnity and incurring of financial indebtedness such as borrowing and issue of corporate bonds, which would require permission from lenders for its implementation pursuant to the Material Borrowing Terms (5) Listing/delisting of material securities of the Subject Company and/or a material Group Company (6) Filing an application for commencement of bankruptcy, civil rehabilitation or corporate rehabilitation proceedings (7) Notes with regard to assumption of the going-concern status in year-end/quarterly financial statements of the Subject Company (8) Determination of conduct of performance review of the duties of the Board of Directors, its Committees, Management Committee or Executive Officers (9) Adoption of actions or omissions requiring "explanation" to be newly made by the Company in terms of the Corporate Governance Code or the Corporate Governance Guidelines had by the Company (10) Adoption of corporate counter-measures for hostile acquisition for the shares of the Subject Company (11) Any other matters or actions which the Board of Directors considers necessary for it to determine
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Schedule II: Actions and Matters Requiring Notification to the Board of Directors

<p>1. Notification by Committees to the Board of Directors</p>	<p>Report of the status from time to time by each Committee of performance of its duties</p>
<p>2. Notification by Executive Officers to the Board of Directors</p>	<ol style="list-style-type: none"> (1) Minor or immaterial amendments of the Medium and Long-term Policy and Decision and material amendment of any plan intended to work out the details of the Medium and Long-term Policy (if any) in accordance with the principles and policies contained therein (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 or dividend distribution
 - (5) Overview of the contents of Securities Report (“Yuho”)
 - (6) General status of effective operation of internal control system
 - (7) Group level sustainability policies and strategies established by Executive Officers based on the "Basic Policy on Sustainability", material items constituting or relating to sustainability, compliance and those specific material items constituting or relating to risk management and other internal controls (including updates on tax, pensions, environmental liabilities and business environment and giving of account for yearly report on J-Sox internal controls)
 - (8) Review of the manner and substance of training rendered for Directors or Executive Officers
 - (9) Report of the contents of indemnity provided by the Subject Company to Directors or Executive Officers if so provided
 - (10) Adoption and material amendment of Group Code of Ethics and results of review of practice of and compliance with the Code by the Group
 - (11) Adoption and material amendment of Group policy on related party transaction
 - (12) Adoption and material amendment of Group policy on entry management
 - (13) Adoption and material amendment of Group policy on avoidance of conflict of interest
 - (14) Adoption and material amendment of material Policy on acquisition, introduction, transfer/licensing, assistance or service (including in relation to engineering services) of intellectual property rights or technologies
 - (15) Shares and equity capital
 - (16) Funding and treasury
 - (17) Appointments and dismissals of important employees
 - (18) Establishment, change and abolition of Policy for Group Organization and Governance
 - (19) Material public announcement
 - (20) Material R&D policy and its regular update on progress
 - (21) Transfer/Licensing of material technologies to a third party or provision of material engineering services, introduction of material technology from a third party and engagement of material joint R&D with a third party (including where material restraint is imposed on pre-existing technologies of the Group or results from such joint R&D) (In relation to transfer/Licensing of material technologies to a third party or provision of material engineering services, or introduction of material technology from a third party, notification to the Board of Directors is required in case the receipt or consideration therefor is in excess of JPY 1 billion as a matter of principle.)
 - (22) Major product recall

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| | <p>(23) Other material decision of businesses and affairs</p> <p>(24) Entering into, making of material amendments to and cancellation of such other material agreements or consents, whether entered into as between private parties or with any governmental organization/department/division/institution, as do not fall into or are not covered by any of the foregoing provisions</p> <p>(25) Initiation, material change and abortion of material project otherwise not covered by any of the foregoing (including branching out into material new business field), provided that they are especially material</p> <p>(26) In addition to any of the foregoing, the following matters occurring to provided that they are especially material</p> <p>(27) 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>(28) Any other material matter or action not covered elsewhere in the above</p> <p>(29) Commencement by any governmental organization/department/division of material investigations or regulatory proceedings against Group companies</p> <p>(30) Results of legal actions regarding material disputes or settlements or resolution of such disputes via mediation, arbitration, settlements or otherwise</p> <p>(31) Material issues pointed out by or material requests made by Accounting Auditor</p> <p>(32) Remuneration payable to Accounting Auditor</p> <p>(33) Entering into and material amendments of Agreement limiting the degree of liabilities with Directors</p> |
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