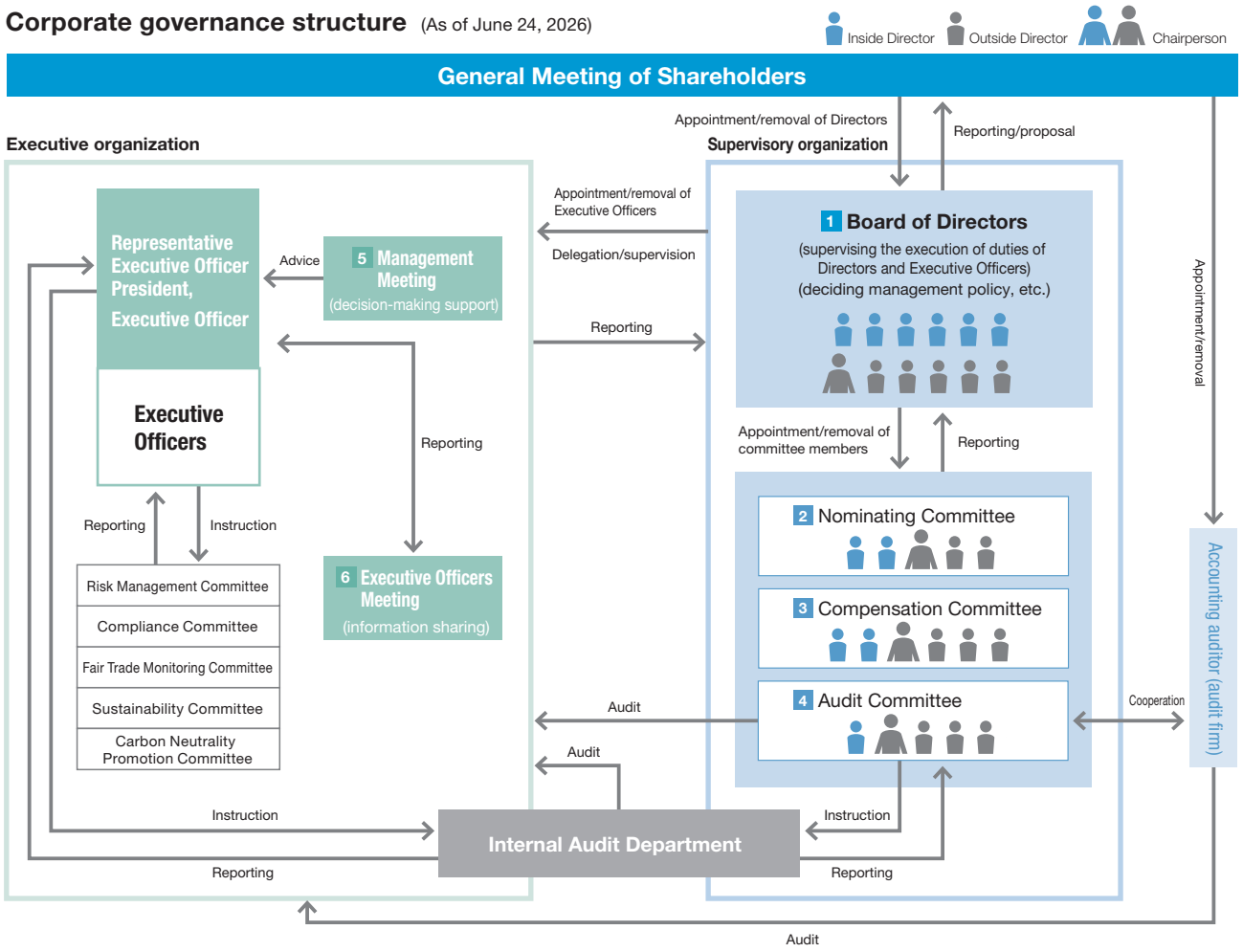
Governance Structure

Basic Approach

NTN Group considers the strengthening and enhancement of corporate governance to be one of our top management priorities. While further improving the efficiency and soundness of our management, we are also striving to increase management transparency by rapidly disclosing accurate information to our shareholders and investors.

With the aim of creating a structure for rapid decision-making and execution, enhancing our business supervisory functions and improving the transparency and impartiality of our management, NTN Group transitioned from Company with Board of Company Auditors to Company with Nominating Committee, etc. in June 2019. Under this structure, we will work on further enhancement of corporate value over the medium- and long-term.

Corporate governance structure (As of June 24, 2026)



Corporate Data

Organizational design	Company with Nominating Committee, etc.
No. of Directors	12
of which 6 are Independent Outside Directors	
Director's term of office	1 year
No. of Executive Officers	15
of which 2 have representative rights	
No. of Executive Officers who are also Directors	5
System to assist the work of the Audit Committee	Yes (Internal Audit Department)
Accounting auditor	Ernst & Young ShinNihon LLC

Members composing Board of Directors, Nominating Committee, Compensation Committee, and Audit Committee

FY2026 (As of June 24, 2026)			
Board of Directors	Nominating Committee	Compensation Committee	Audit Committee
Eiichi Ukai	○	○	
Masaaki Yamamoto		○	
Shumpei Kinoshita			
Koji Takahashi			
Masayuki Kaimi			
Etsu Harima	○		○
Ryo Kawakami ★	○		○
Akira Murakoshi ★	◎	○	
Yasuo Kitani ★	○		◎
Tatsuhiko Toshita ★		◎	○
Hiromi Wada ★		○	
Ayako Miura ★		○	○

*Please note that persons with ★ are Outside Directors, persons with ◎ are Chairpersons of committees, and persons with ○ are members of committees.

Governance Structure

1 Board of Directors

The Board of Directors decides on the basic management policies and supervises the execution of duties of Directors and Executive Officers. Apart from matters stipulated by laws and regulations or the Articles of Incorporation to be resolved by the Board of Directors, the Board delegates substantial authority to Executive Officers with the aim of strengthening the supervision of management and speeding up decision-making.

The Articles of Incorporation stipulate that the term of office of a Director shall be one year, and the number of Directors shall be 15 or fewer. The Board of Directors convenes once a month in principle, but also meets flexibly as needed.

As of June 24, 2026, there are 12 Directors, of which six are Outside Directors. The Board is chaired by an Outside Director.

2 Nominating Committee

The Nominating Committee decides on the content of the proposal regarding appointment or removal of Directors, which is submitted to the General Meeting of Shareholders. Five members sit on the committee as of June 24, 2026, three of whom are Outside Directors. The committee is chaired by an Outside Director.

3 Compensation Committee

The Compensation Committee decides on the policy for determining the compensation of Directors and Executive Officers, and determines compensation for individuals. Six members sit on the committee as of June 24, 2026, four of whom are Outside Directors. The committee is chaired by an Outside Director.

4 Audit Committee

The Audit Committee audits the execution of duties of Directors and Executive Officers, and decides on the content of a proposal regarding appointment/removal of the accounting auditor, which is submitted to the General Meeting of Shareholders. The duties of the Audit Committee are supported by the Internal Audit Department, and its concurrently assigned staff members serve as the Audit Committee secretariat and other functions. These staff members, who have the requisite skills and experience to support the Audit Committee, are appointed by the manager of the Internal Audit Department with the approval of the Audit Committee. Decisions on matters related to transfer, disciplinary action or evaluation of these staff members require the approval of the Audit Committee. The committee has five members as of June 24, 2026, four of whom are Outside Directors. The committee is chaired by an Outside Director.

5 Management Meeting

The Management Meeting discusses important matters relating to operational execution, as the supporting body for decision-making by the President, Executive Officer. The meeting is composed of the President, Executive Officer and other Executive Officers as designated by him and held twice a month in principle.

6 Executive Officers Meeting

The Executive Officers Meeting is convened by the President, Executive Officer and is composed of all Executive Officers. Resolutions passed by the Board of Directors are communicated and Executive Officers report about the status of operational execution. This meeting is held once a month in principle, sharing information among Executive Officers to make operational execution more efficient and effective.

Governance structure timeline

2006	● CSR Committee is established
2008	● Risk Management Committee is established ● An Outside Director is appointed for the first time
2011	● The number of Outside Directors increases (from 1 to 2)
2012	● Fair Trade Monitoring Committee is established
2015	● Compliance Committee is established ● The effectiveness of the Board of Directors is assessed
2016	● Compensation Advisory Committee is established
2018	● New corporate philosophy system is established
2019	● Transition to Company with Nominating Committee etc. ● The number of Outside Directors increases (from 2 to 5) ● Sustainability Committee is established
2020	● First woman appointed as a Director (Outside)
2021	● Executive Officer hierarchy flattened
2022	● ESG incorporated in the Executive Officer evaluation system ● Female Outside Director appointed as the chair of the Board of Directors
2023	● Important meeting briefing held for Outside Directors ● Carbon Neutrality Promotion Committee is established
2024	● Change to the performance-linked compensation ratio for Executive Officers (increased from 40% to 50% of total compensation)
2025	● The number of female Outside Directors increases (from 1 to 2)

Board of Directors

Activities of the Board

In FY2025, NTN's Board of Directors met 15 times. The main agenda items are shown in the table below.

The Board, which consists of both Inside and Outside Directors, is selected from a wide range of fields with consideration for diversity and balance. As of June 24, 2026, there are two female Directors (Outside Directors) on the Board, and the Board is chaired by an Outside Director. Through the oversight of management by the Directors, diverse values are integrated in our efforts to achieve sustained enhancement of corporate value.

Note: In addition to the above number of Board of Directors meetings, there was one written resolution deemed to be a resolution of the Board of Directors.

Board of Directors (from April 1, 2025 to March 31, 2026)

Category	Main Content	Remarks
Business plans and status of each business and region	・Plan at the start of the fiscal year ・Progress of business structure reform under the Medium-term Management Plan ・Status of each business and each region	The plan at the start of the fiscal year is followed up on a monthly basis through monthly reports. Regarding the Medium-term Management Plan, in addition to overall progress, the individual status of each business and each overseas region was also reported on a regular basis, and confirmed and discussed.
Compliance-related matters	・Status of compliance ・Status of Helpline operations	Regarding the status of the Helpline (whistle-blower system), the number of consultations by type and an overview of consultations (within a scope that does not identify individuals), as well as the operational status, were confirmed and discussed.
Risk management and sustainability	・Status of risk management ・Status of safety and health activities ・Progress of information security enhancement measures ・Progress of sustainability activities ・Strengthening of internal control systems in overseas regions	Regarding the status of safety and health activities, the occurrence of occupational accidents and cause analysis, among other matters, were confirmed and discussed. Regarding progress in strengthening information security measures, recent cyberattacks and their characteristics, the status of defense against cyberattacks on the Company, and the status of promotion of information security measures were each confirmed and discussed.
Other	・Status of capital expenditure ・Analysis of voting results at the General Meeting of Shareholders	Regarding the status of capital expenditure, follow-up on investment performance, among other matters, was confirmed. Regarding the analysis of voting results at the General Meeting of Shareholders, detailed approval/disapproval results by candidate, among other matters, were confirmed and discussed.

Assessing the effectiveness of the Board

To improve the effectiveness of the Board of Directors, we conduct an annual assessment of the Board's effectiveness through self-evaluation by each Director using a questionnaire, and report the results to the Board of Directors.

Overview of the FY2025 Assessment

Period : February 2 – February 20, 2026

Respondents : All Directors

Method : Anonymous

Items : Role, composition, and operation of the Board of Directors, and operation of committees

Evaluation : Four-point scale

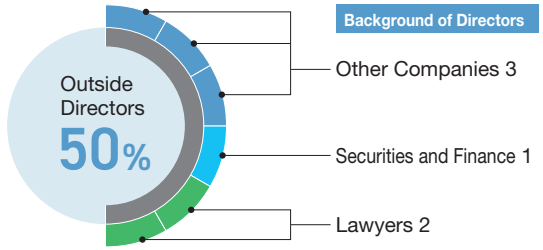
Results Reporting : Board of Directors meeting held on May 21, 2026

Regarding FY2025, the overall effectiveness of the Board of Directors was rated generally high, and also showed an improving trend compared to the previous fiscal year. In FY2026, in order to secure more time for discussion toward further enhancing effectiveness, we have implemented and begun operating further improvements to the method by which Executive Officers report on the status of their execution of duties (including the format of materials, the manner of explanation, and the time allotted for explanation), and we will continue to thoroughly ensure compliance with and firmly establish these rules. Going forward, we will continue to regularly analyze and evaluate the effectiveness of the Board of Directors and work to make improvements.

About Outside Directors

As of June 24, 2026, the Board of Directors consists of 12 members, including six Inside Directors and six Outside Directors, a ratio of Outside Directors of 50%. We will continue to strengthen the supervision of management and improve transparency and fairness. In order to ensure appropriate corporate governance, we have also established our own standards regarding the independence of Outside Directors, stipulating qualification and independence standards for their appointment. All Outside Directors are designated as Independent Directors as defined by the rules of the Tokyo Stock Exchange, and are reported to the Exchange as such.

In order to ensure a Board environment of vibrant discussion, we have established in principle monthly seminars for Outside Directors on the content of discussions in key meetings of executive departments. Moreover, we continuously provide the information necessary for Outside Directors to effectively fulfill their roles and responsibilities by creating opportunities to deepen their understanding of our business through in-person inspection of business sites and other means.



Executive Officers

Executive Officers are appointed by resolution of the Board of Directors, and are responsible for making decisions on and executing the operations delegated to them by the Board of Directors. The Articles of Incorporation stipulate that the term of office shall be one year, and as of June 24, 2026, there are 15 Executive Officers.

Appointment of Executive Officers

The appointment of Executive Officers shall be determined after careful deliberation by the Board of Directors, taking into overall account whether they possess the appropriate character, insight, capabilities, experience and track record to fulfill their duties. In addition, if it becomes clear that an Executive Officer lacks the required qualifications, they shall be promptly dismissed by the Board of Directors.

Flattening of the Hierarchy and Compensation Structure

On June 25, 2021, NTN Group dissolved the ranked positions among Executive Officers other than the President, flattening (de-hierarchizing) the Executive Officer structure, with the aim of re-activating discussions among Executive Officers, responding to issues with a greater sense of speed, and further enhancing corporate value.

Since the introduction of this structure, information sharing and communication among Executive Officers have become smoother, and certain effects have been observed in terms of more active cross-departmental discussion and faster decision-making, which we recognize as contributing to a faster response to management issues. At the same time, we will continue to verify how effectively it contributes to enhancing corporate value on an ongoing basis.

In line with the flattening of the structure, the existing position-specific compensation system for Directors was abolished in April 2022, and we transitioned to a compensation system for responsible officers based on the responsibilities of the department each Executive Officer oversees.

Adoption of ESG evaluation

Since April 2022, ESG factors have been set as key individual target measures for Executive Officers involved in the calculation of annual incentives (bonuses). The degree of achievement of these ESG factors is one of the evaluation indicators. Incorporating ESG factors into the evaluation system promotes active engagement by Executive Officers on ESG.

P.69 Compensation Committee

Nominating Committee

Standards for appointment of Directors

Candidate Directors, whether selected from inside or outside the Group, shall be decided upon careful deliberation by the Nominating Committee based on standards for selection of Directors as stipulated below, taking into account the diversity and balance of the Board (including gender and international experience).

- Must be in good condition both physically and mentally.
- Must have a high sense of ethics and a law-abiding spirit.
- Must be able to engage in constructive discussion from an objective viewpoint.
- Must be highly motivated to improve their abilities.
- Must have excellent decision-making skills from a company-wide and medium- to long-term perspective.
- Must have excellent foresight and insight regarding environmental and social change.
- Must have sufficient track record of performance and expertise in relevant fields (corporate manager or specialization).
- Regarding Outside Directors, (1) they must have sufficient time to accomplish their duties, (2) they must satisfy the standards regarding the independence of Outside Directors as stipulated under separate cover, (3) diversity must be ensured among the Outside Directors, and (4) they must have the requisite abilities to accomplish duties as a member of any of the three committees.

Matters deliberated by the Nominating Committee

From April 2025 to March 2026, the Nominating Committee held seven meetings. The Committee discussed succession planning for officers, and resolved matters relating to the recommendation of Executive Officer candidates and the selection of Director candidates.

In addition, the Nominating Committee Regulations stipulate that a majority of the members shall be composed of Independent Outside Directors, and that any member with a special interest may not participate in the resolution.

Period: from April 1, 2025 to March 31, 2026

1st meeting	• Decision on the order of replacement in the event of the Chairperson being unable to serve • Annual activity plan
2nd meeting	• Succession planning
3rd meeting	• Succession planning
4th meeting	• Succession planning
5th meeting	• Recommendation of Executive Officer candidates
6th meeting	• Recommendation of Executive Officer candidates • Selection of Director candidates
7th meeting	• Selection of Director candidates

In FY2025, the Nominating Committee focused its discussions primarily on the method for selecting Executive Officer candidates and the structure of the Executive Officer organization. These matters are reported to the Board of Directors at its meetings in subsequent months.

In addition, from the perspective of further strengthening the supervisory function of management, we will continue to consider increasing the ratio of Outside Directors to a majority of the Board.

Compensation Committee

Deliberations of the Compensation Committee

The Compensation Committee held six meetings from April 2025 to March 2026.
With the aim of strengthening the fairness, transparency, and objectivity of the procedures for determining the compensation of Directors and Executive Officers, and enhancing corporate governance, the Committee resolved matters relating to officer compensation, including individual compensation.

Period: from April 1, 2025 to March 31, 2026

1st meeting	・2025 bonus for Executive Officers ・Points granted by BIP Trust for compensation of Officers
2nd meeting	・Decision on the order of replacement in the event of the Chairperson being unable to serve ・Director compensation ・Annual activity plan
3rd meeting	・Method for evaluating the performance of the President, Executive Officer, and method for determining compensation
4th meeting	・Verification of officer compensation levels and compensation structure ・Interim performance evaluation of the President, Executive Officer
5th meeting	・Officer compensation
6th meeting	・Executive Officer compensation

Basic policy for determining compensation

The Compensation Committee, chaired by an Outside Director, shall determine the system and level of compensation for Officers and individual compensation with reference to objective data on compensation levels and trends at other companies.

Executive Officers' and Directors' compensation shall be determined separately, and if a Director also serves as an Executive Officer, those compensations shall be combined.

In addition, the Compensation Committee Regulations stipulate that a majority of the members shall be composed of Independent Outside Directors, and that any member with a special interest may not participate in the resolution.

Compensation for Directors

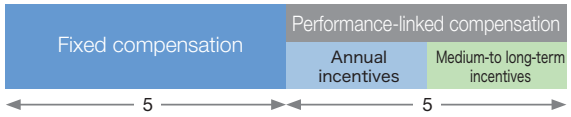
Compensation for Directors consists only of fixed compensation.

Fixed compensation shall be calculated by adding a supplement to basic compensation (which is determined based on any concurrent duties as an Executive Officer and whether the work is full-time or part-time), taking into account the committee(s) to which Directors belong and their role on the committee(s).

Compensation for Executive Officers

The compensation for Executive Officers consists of fixed compensation and performance-linked compensation, which varies based on performance. The standard ratio of fixed to performance-linked compensation is approximately 5:5.

Going forward, we will also consider reviewing the overall design of the compensation system.



Fixed compensation

Fixed compensation consists of basic compensation, compensation by responsibility, and compensation by representative authority.

Performance-linked compensation

Annual incentives

For Executive Officers, the Group determines whether to provide monetary compensation reflecting performance over a single fiscal year, and, if so, the total amount to be paid. This decision is based on the business plan at the beginning of the relevant fiscal year and the consolidated performance indicators from the previous fiscal year. Whether or not to pay an annual incentive to an Executive Officer, and in the case of payment, the amount, is determined (within the total amount of provision) with reference to the Executive Officer's progress on priority target measures. The indicator related to the calculation of bonuses is based on the consolidated Return on Invested Capital (ROIC), from the perspective of focus on the achievement of growth that takes capital efficiency into account. The provision is made once a year in June as determined by the Compensation Committee.

Medium- to long-term incentives

NTN Group shares shall be issued based on the achievement of key targets in the Medium-term Management Plan (money equivalent to the converted amount of shares shall be paid for a certain portion) as an incentive to achieve those targets and to contribute to raising shareholder value, as well as to promote the holding of NTN Group shares. With respect to the grant of such shares, claw-back and malus provisions have been incorporated into the rules governing the incentive plan. Medium- to long-term performance targets include key performance indicators (consolidated operating margin, consolidated sales, etc.), taking into account the Company's management policies.

Audit Committee

Deliberations of the Audit Committee

Major agenda items of the Audit Committee include the formulation of audit policies and plans, evaluation of the audit plans of accounting auditors, assessment of the appointment of accounting auditors, and the assessment of the status of development and operation of the Internal Control System.

Audit Status

The Audit Committee members attend meetings of the Board of Directors and other major meetings in accordance with auditing standards, policies, and plans determined by the Audit Committee. The Audit Committee receives reports or hears from Directors, Executive Officers, employees, etc. on the status of the execution of their duties, and audits the execution of duties by Directors and Executive Officers. In addition to the Board of Directors and Executive Officers Meetings, members of the Audit Committee attend and monitor other committees which operate the internal control system – the Sustainability Committee, the Risk Management Committee, the Compliance Committee and the Fair Trade Monitoring Committee.

Enhancing Internal Controls

We regard risk management and compliance as one of the most important management issues, and have established a basic approach to the internal control system (Internal Control Policy). Based on this basic policy, we maintain and operate the Group's internal control system, and are working to improve the soundness and efficiency of our management by constantly reviewing our internal control system in response to changes in the business environment.

The Internal Control Department supervises the evaluation of internal controls based on the Financial Instruments and Exchange Act (the Internal Control Reporting System), and promotes the enhancement of the internal control system under the Companies Act. Regarding internal control challenges identified through audits, it examines the design and operational status of rules, procedures and systems from a Group-wide perspective, and carries out remediation and improvement activities in collaboration with the relevant departments. Through these initiatives, we are working to strengthen internal controls at each business site and ensure their stable operation.

Internal Audit Activities

NTN Group's Internal Audit Department, under the direct oversight of the President, Executive Officer, undertakes internal audits independently of the department under audit. The internal audits are conducted into the status of business execution by Group executive organizations from the perspective of propriety and compliance with laws, regulations and internal regulations, as well as from the viewpoint of the effectiveness and efficiency of business activities.

Internal audits involve auditing each executive organization separately (operational audit) and auditing horizontally across organizations by risk and business function (thematic audit). Based on the results, advice and suggestions are provided to the department concerned. Follow-up audits are conducted to verify the implementation of improvements until they are complete.

The results of internal audits are reported to the President, Executive Officer, the Board of Directors and the Audit Committee, as well as being shared with all Executive Officers. In addition, the Internal Audit Department holds regular meetings with the Audit Committee, the Accounting Auditor, and auditors of subsidiary companies to exchange information and opinions about audit policies, plans and results in order to improve the efficiency and effectiveness of audits.

Overseas, we have established an Administration & Internal Control Department within the General Managers' Offices which supervise each region. The Internal Audit Department and the Administration & Internal Control Departments work together while taking into account the circumstances and characteristics of the region concerned.

Attendance Rate of Each Committee

Nominating Committee		(from April 1, 2025 to March 31, 2026)	
Name	Title	Attendance Rate	Number of Meetings Attended
Akira Murakoshi	Chairperson, Outside Director	100%	7 times/7 times
Ryo Kawakami	Outside Director	100%	7 times/7 times
Yasuo Kitani	Outside Director	100%	7 times/7 times
Eiichi Ukai	Director	100%	7 times/7 times
Etsu Harima	Director	100%	7 times/7 times

Compensation Committee		(from April 1, 2025 to March 31, 2026)	
Name	Title	Attendance Rate	Number of Meetings Attended
Tatsuhiko Toshita	Chairperson, Outside Director	100%	6 times/6 times
Yuriya Komatsu	Outside Director	100%	6 times/6 times
Akira Murakoshi	Outside Director	100%	6 times/6 times
Hiromi Wada*	Outside Director	100%	5 times/5 times
Eiichi Ukai	Director	100%	6 times/6 times
Masaaki Yamamoto	Director	100%	6 times/6 times

*The number of attendances is recorded from the time the member joined the Committee.

Audit Committee		(from April 1, 2025 to March 31, 2026)	
Name	Title	Attendance Rate	Number of Meetings Attended
Yasuo Kitani	Chairperson, Outside Director	100%	13 times/13 times
Ryo Kawakami	Outside Director	92%	12 times/13 times
Tatsuhiko Toshita*	Outside Director	100%	10 times/10 times
Masaki Egami	Director	100%	13 times/13 times
Etsu Harima*	Director	100%	10 times/10 times

*The number of attendances is recorded from the time the member joined the Committee.