Outside Directors' Messages

Message from the Chair of the Board of Directors and Chair of the Nominating Committee

Outside Director

Akira Murakoshi



Since its founding, the NTN Group has supported industry and daily life through technologies such as bearings and driveshafts. However, we currently find ourselves in a phase where business opportunities and risks are intricately intertwined—amid structural changes in the automotive market, decarbonization, advancing digitalization, and heightened geopolitical risks. In this environment, I believe it is of paramount importance that the Board of Directors balances risk-taking with financial discipline from a medium- to long-term perspective, and that it appropriately supports and oversees the optimization of the business portfolio as well as investments in human capital and technology—thereby drawing out the collective strengths of the entire company and enhancing corporate value.

First, in assuming the role of Chair of the Board of Directors, I wish to express my deepest respect and gratitude to my predecessor, former Chair Yuriya Komatsu, who has led our efforts to strengthen governance. Following the transition to a Company with Nominating Committee, etc., she devoted herself to reinforcing the Board's independent oversight function. Through constructive yet rigorous dialogue with management—encompassing deliberations on the formulation of the Medium-term Management Plan and structural reform, as well as recommendations on risk and return—she laid the governance foundation we have today.

Building on this foundation, I will strive, as the new Chair of the Board of Directors, to balance oversight and support. Specifically, toward the achievement of the Medium-term Management Plan "DRIVE NTN100" Final, I will ensure that the Board functions as a forum for rigorously scrutinizing management decisions in light of the cost of capital and risks, as well as for strategic discussions that enable swift responses to changes in the business environment. In doing so, I will endeavor to incorporate not only financial outcomes but also non-financial perspectives—including human and intellectual capital, supply chain, and environmental considerations—so that we may share with investors and stakeholders our medium- to long-term value creation story toward the realization of a "NAMERAKA Society."

At the same time, as Chair of the Nominating Committee, I recognize that developing successors among management talent is the most critical responsibility underpinning the sustained enhancement of corporate value. The Company has been advancing institutional arrangements through the definition of requirements for key positions, including that of the President, and through regular reviews of candidates. At the same time, we recognize that capital markets are placing increasingly strong demands for accountability regarding the effectiveness of these arrangements—specifically, how the next generation of management leaders is being developed and selected. Going forward, we will ensure that these arrangements do not remain merely formal, and will work to further advance the sophistication of our talent development and selection processes. We will also work to enrich the depth of deliberation within the Nominating Committee, while appropriately sharing the substance and progress of those discussions with the Board of Directors, thereby further strengthening its oversight function.

Specifically, we will strategically assign young and mid-career talent to areas of significant change—including domestic and overseas business sites, new business domains, and structural reform areas—thereby expanding opportunities to develop decision-making capability and resilience. In addition, within corporate functions such as finance, human resources, and sustainability, we will promote rotation with a view to achieving both specialization and diversity, cultivating talent equipped with the broad perspective needed to bridge frontline operations and management. We will also incorporate external viewpoints through dialogue with Outside Directors, fostering the deepening of leadership capabilities.

Through these initiatives, the Nominating Committee will work to establish highly transparent selection processes and evaluation criteria that enable individuals with diverse backgrounds to play active roles at the core of management. By fulfilling robust accountability to all stakeholders, we will contribute to both the enhancement of governance effectiveness and the enhancement of corporate value.

New Director Message

Outside Director

Ayako Miura



I am Ayako Miura, and I am honored to have been appointed as an Outside Director.

Since registering as an attorney in 2009, I have been based in Osaka, handling a broad range of corporate legal matters and dispute resolution in various capacities, as well as engaging in dispute mediation at public institutions and conducting investigations and providing recommendations as a member of investigative committees. Drawing on the analytical and judgment capabilities cultivated through this practical experience, I will focus on oversight from a position independent of management, incorporating the perspectives of stakeholders, and will contribute to enhancing the effectiveness of the Board of Directors' supervisory function.

NTN is currently at a critical juncture, navigating significant changes in the business environment while striving to build a resilient and sustainable business foundation and create new value. I have the deepest respect for the Company's continuous efforts toward further technological innovation and the maintenance and strengthening of international competitiveness for the next generation.

Through careful and constructive deliberation in the Board of Directors and the various committees, I will work to ensure the appropriate management of legal risks and to enhance the effectiveness of governance. In doing so, I will contribute to creating an environment in which management can make swift and decisive decisions while ensuring the transparency and fairness of procedures. I would be grateful for the continued support of all our stakeholders as I undertake these responsibilities.

Outside Directors' Messages

Message from the Chair of the Compensation Committee

Outside Director
Tatsuhiko Toshita



Starting from the previous fiscal year, with the intention of boosting "earning power" and improving "capital efficiency," we revised the ratio of fixed compensation to performance-linked compensation for Executive Officers from approximately 6:4 to 5:5. The level of annual incentives (bonuses) is linked to the consolidated performance indicator, Return on Invested Capital (ROIC), while medium- to long-term incentives (stock-based compensation) are granted in the form of Company shares based on the degree of achievement against the key targets of the Medium-term Management Plan, thereby encouraging Officers to contribute to raising shareholder value.

In FY2025, we conducted a comprehensive evaluation of the President, Executive Officer and other Officers, taking into account not only the degree of achievement against the performance indicators set forth in the current Medium-term Management Plan, but also, in particular, the progress of structural reform initiatives and the extent to which the effects of such measures have materialized.

The evaluation of Executive Officers' business execution is conducted independently by the independent Outside Directors, who constitute two-thirds of the Compensation Committee members, with the Representative Executive Officers who serve as Inside Directors absent from the meeting, while the committee members reference the opinions of the Representative Executive Officers who serve as a committee member.

Our committee aims to evolve toward a fair and highly transparent compensation process in pursuit of achieving our medium- to long-term management targets. We will constantly monitor the effectiveness of the current compensation system so that Directors and Executive Officers deepen their trust in NTN's compensation framework and foster sound motivation among them, thereby strengthening governance.

We assess that awareness of improving "capital efficiency" is steadily taking hold, and in the current fiscal year, we intend to deepen discussions on mechanisms that further reinforce our "earning power"—for example, frameworks that place greater emphasis on evaluating "outcomes."

In the previous cross-talk session, I stated that "structural reform is a means, not an end," and that "the mindset transformation of each and every member of management and staff is key to the success of reform." Since then, I have gradually begun to sense a shift in employee awareness in various settings, such as cross-organizational collaboration. Furthermore, the results of structural reforms such as production reorganization are beginning to materialize, and I look forward to capturing further gains going forward.

I hope that the changes in awareness among our people will translate into changes in daily behavior, accelerating the momentum toward achieving our targets. Fostering an organizational culture that is free from entrenched thinking and tolerant of diverse perspectives cannot be built overnight—it requires unrelenting effort. I believe it is important to continue our efforts toward mindset transformation going forward.

Message from the Chair of the Audit Committee

Outside Director
Yasuo Kitani



In the audit activities conducted by the Audit Committee in FY2025, in addition to the conventional verification of the effectiveness of the internal control system and confirmation of the appropriateness of inventory management, we newly added the confirmation of occupational safety and health management conditions at each manufacturing site through on-site visits as a priority audit item, and provided guidance on improvements as necessary. We also worked closely with the relevant headquarters-level section overseeing internal controls for this matter, making every effort to enhance the overall effectiveness of improvement initiatives. As a result, the number of lost-time injury incidents, which had shown a marked upward trend in the previous fiscal year, has been returning to a stable level since January 2026, and through on-site visits, we were broadly able to confirm an improvement in management awareness regarding this matter. However, the sustained continuation of these activities is naturally of paramount importance, and we intend to continue monitoring this area in the new fiscal year as well.

With regard to the internal control framework at overseas operations, which has been a priority item since two fiscal years ago, we confirmed through on-site visits that a new cross-area management structure has been established in the United States and is functioning properly. We will continue to monitor the establishment of similar functions in other regions as an ongoing audit priority in the coming fiscal year. Looking at the audit environment for the new fiscal year, one significant change is that, effective January 2026, the former "Subcontract Act" was renamed and enacted as the "Act on Ensuring Proper Transactions Involving Specified Entrusted Business Operators."

The revision entails not only a change in name but also greater clarity and stricter requirements in terms of substance. As a company, we are required to ensure that the spirit and details of this legislation are properly understood on a company-wide basis and that our business activities are conducted in full compliance therewith. Taking these considerations into account, the Committee intends to newly add this matter as a priority audit item for the new fiscal year and to rigorously monitor the situation.

In closing, what I consistently strive for as Audit Committee Chair is the company-wide cultivation of a corporate culture in which the various areas for improvement identified through audit activities are met with sincerity and embraced as opportunities for growth. The Committee is committed to contributing to this goal through its day-to-day activities.

Cross-talk among Outside Directors and Executive Officers



Executive Officer
Keiji Yanagida

Outside Director
Akira Murakoshi

Outside Director
Hiromi Wada

Executive Officer
Ikuya Tateoka

Progress of the Medium-term Management Plan "DRIVE NTN100" Final and Tangible Results of Structural Reform

Yanagida In the Bearings and Other Businesses segments, the recovery of OEM was slower than expected due to market conditions. The business environment continues to grow more severe, including price offensives from Chinese manufacturers, but we are pursuing a structural reform to thoroughly eliminate waste and firmly generate profit through our future growth strategy. First, we are working continuously to rebuild a lean structure during the current Medium-term Management Plan period, so that we can also flexibly adjust our production structure in response to future changes in market conditions, and we are beginning to see some results. At the same time, we are working to expand our aftermarket business for the sake of growth. We are pursuing sales expansion through differentiation, leveraging the technical know-how we have cultivated over many years in OEM to provide services that solve customers' problems. In addition, what will become important for future growth is to continuously create higher value-added products. We have launched a dedicated team and begun initiatives to achieve results in a short period of time, including issues we had previously been unable to resolve as well as new product development. We will further strengthen our technological development capabilities.

Tateoka In the CVJ & Axle Bearing Business as well, we are pursuing structural reform, with the comprehensive advancement of "business restructuring," "design reform," "procurement and logistics reform," "production reform," and "reduction of inventory assets" as our themes. Among these, we have worked to enhance operational visibility across our global operations. By gaining accurate understanding of people, materials, and capital on a site-by-site basis, the relationship between the issues we need to address, and the specific measures required has become clearer. In terms of business restructuring, we have made concrete progress in Europe, China, the Americas, and elsewhere, leading to the optimization of fixed costs. Going forward, we will continue to advance structural reform while further refining each of these measures. At the same time, we are looking forward to our next phase of growth. We are positioning North America, India, and Japan as priority regions, and are pursuing a growth strategy of expanding sales while securing profit, based on the characteristics of each region. To achieve this, we are taking an approach from both the production and sales sides—including deepening our partnerships with automakers—as well as making necessary investments accordingly.

Murakoshi I would identify three underlying factors driving the structural reform: "changes in the global competitive environment," "persistently high fixed costs," and "persistently high inventory-related assets." Regarding the change in the competitive environment, bearings are a critical component in a wide range of products, but they are a category in which technological innovation is difficult to achieve. Given the difficulty of differentiation, the price offensive launched by Chinese manufacturers has been severe. Regarding fixed costs, in response to these environmental changes, our production and sales structure ultimately became oversized, which has manifested as a financial burden. Regarding inventory-related assets, in the course of optimizing in response to environmental changes, the challenge has been that inventory—which should essentially be treated as a variable cost—has become fixed in nature. Carrying approximately 220.0 billion yen in inventory-related assets against consolidated net sales of around 820.0 billion yen represents a significant financial burden. As the two Executive Officers have pointed out, we are making progress in reducing fixed costs through measures such as the reorganization of production sites, and I believe we are beginning to see tangible results in Europe, North America, and Japan as well. On the other hand, I see progress on inventory reduction as slower. Because NTN is a company with a long history, our factories have historically become fragmented by business and by product, and I believe a further step forward in reform is required. Regarding future growth, if we are to shift our focus toward the aftermarket, we need to transform our current situation, which has been centered on OEM and primarily oriented toward domestic manufacturers' perspectives. Taking overseas competitors into account, we need to consider how we will develop the market, and how concretely we have built out our marketing, including our distributor strategy. We need to demonstrate the specifics of our future development more clearly.

Cross talk among Outside Directors and Executive Officers

Yanagida The aftermarket itself is an extremely diverse market, and it is first necessary to determine the scope of the market we are targeting at (segmentation and targeting). For example, some distributors have end users who order in single-box units, while other sales channels have users who require replacement bearings for large specialized equipment such as mining machinery, or for expensive machine tools and specially designed construction machinery. Since the quality and quantity required differ in each case, we need to take a market-oriented approach, understand market needs in detail and respond appropriately. Bearings are a critical component that significantly affects the stable operation of machinery and equipment, so we are working to solve customers' problems and achieve differentiation through our bearing technology and know-how regarding the machinery in which they are used. Just as important as technical service is the ability to supply products quickly to every corner of the market. We are strengthening our capacity for immediate delivery globally through the expansion of new distributors and a common inventory strategy.

Tateoka In the CVJ & Axle Bearing Business as well, we recognize that our response to the automotive aftermarket has not been sufficient. We are now taking concrete steps based on the business characteristics of each country and region while maintaining a strong focus on the NTN brand. In regions where our product lineup remains insufficient, we are expanding our network of contract manufacturers, broadening our product offerings, and entering new market segments. Due to the fact that



we have a strong history centered on OEM business for Japanese automakers, a shift toward a global perspective is important. As part of this, we will expand our sales channels beyond the markets of Europe and the U.S. to also include South America and Asia, by expanding contracts with major buying groups.

Wada From an outside perspective, I feel that NTN has yet to fully capitalize on the strengths it has cultivated over many years. NTN has technical capabilities cultivated over many years through OEM business for Japanese companies that demand strict quality standards. While it is necessary to actively promote these capabilities toward the areas the Company should focus on going forward, including the aftermarket, I feel this is still not sufficient. While pursuing reform that involves some pain will strengthen the Company financially, it may also, in one respect, create a negative impression. Precisely for that reason, I would like the Company to continue to communicate the technical capabilities it originally possesses, and how these are being further honed through structural reform.

Murakoshi It is necessary to hold a certain level of inventory in preparation for OEM maintenance and replacement demand. There is also work-in-process inventory that arises partway through the production process, and since numerous production and sales sites are involved, I understand that inventory management is genuinely difficult in some respects. However, in a period of rising interest rates such as the present, holding excessive inventory ties up funds and also leads to an increase in interest expense. I believe optimizing inventory has become an important management issue.

Yanagida We recognize the inventory reduction you have pointed out as a critical issue for the business division. Rather than simply building up inventory quantities out of an abundance of caution, we are having production and sales collaboration to thoroughly improve demand forecast accuracy in each responsible department, and rather than simply accepting that "this level of inventory can't be helped," we are strengthening an inventory strategy that leads to profit growth by reducing wasteful inventory while firmly securing the inventory needed to support sales expansion. In addition, the Bearing Business, which relies heavily on production in Japan, faces the challenge that close coordination between production and sales is difficult due to sales departments being scattered in various regions globally. We have begun integrating production-and-sales activities in cooperation



with the top management of each region to strengthen our response to demand fluctuations.

Tateoka We regard inventory reduction, including changing mindsets on the frontline, as an issue we must continue to address. We are currently positioning inventory reduction as "production reform," advancing an integrated reform that goes beyond mere equipment renewal to also encompass logistics reform and the optimization of inventory assets. These initiatives are gradually beginning to show results. Our approach is first to build a standardized framework in Japan, and then to roll it out globally. Regarding the technical capability that Ms. Wada pointed out, we also hope to channel this, through "production reform," into a driving force for structural reform as a whole.

Deepening Governance through Clear Separation of Execution and Oversight

Murakoshi Our company is a Company with Nominating Committee, etc., under which substantial authority has been delegated to the executive side, and oversight and execution are clearly separated. Most matters relating to business execution are simply reported to the Board, but as an Outside Director, whenever I feel there is insufficient content in a report, I make it a point to encourage deeper discussion through questions. There are many important themes such as production reorganization, and by asking thorough, probing questions, I believe that, as a

Cross talk among Outside Directors and Executive Officers



result, execution and oversight are able to engage in discussion with a strong sense of tension. At present, we are at a stage where concrete reform actions under the Medium-term Management Plan are frequently brought up as reporting matters. We have posed fairly rigorous questions from multiple angles regarding background and pace, and in a good sense, discussion time has been lengthening. That said, I do feel that the level of specificity in reports from the executive side is sometimes insufficient, depending on the case. We currently hold pre-briefings on important matters for resolution, and I believe we need to further deepen this process, such as by using these sessions to more precisely organize the content of reports and the key points for discussion.

Wada To deepen discussion at the Board of Directors and make it a more substantive forum for review, I believe it is important to further improve the quality and specificity of reports from the executive side. Rather than simply explaining results or progress, what is required is to share the logical thread of the strategic scenario—what the original aim was, what progress has been made against it, and what countermeasures will be taken if there is a delay. By firmly sharing the fundamental aspects and background of the strategy as a premise, the issues become clearer, and I believe this also enables the oversight side to engage in more accurate discussion.

Tateoka As you point out, we take very seriously the fact that, until now, there has tended to be too much emphasis on reporting results. Reporting on progress in line with the plan is important, but if we are to explain structural reform, the essence of this reform lies in displaying, in light of changes out in the open, what kind of business structure we are transforming into and what kind of improvement is expected as a result. We will strive to show the background more explicitly than before, and to explain the progress of measures taken and the issues that remain unaccomplished with greater precision.

Yanagida Through the rigorous points and opinions raised at the Board of Directors, I myself have been able to recognize issues that would not have been apparent from an internal perspective alone, and have gained significant insights for planning on the executive side as well. For example, there was a moment that made me realize that, because the target market for the Bearing Business itself is extremely diverse, our explanations from the executive side may have become overly broad and unfocused. I believe we need to prepare reports that convey the overall picture, the essential issues, and the countermeasures in a more organized manner. As a result of this, I feel that our own deliberations are becoming more refined and better able to get to the core of the matter. We will continue to work on improving the precision of our reporting going forward.

Expectations and Development toward Future Growth

Wada In response to the rapid catch-up by Chinese manufacturers, an important question is whether to strengthen our competitive advantage through technological excellence, or to step into areas where we can target a broader market. In the case of bearings, I believe we could consider not only improving basic performance but also new directions, including the evaluation of how bearings are actually operated. Precisely for that reason, how we envision the direction of growth is important. Rather than remaining focused solely on structural reform, I hope the executive side will develop initiatives with this kind of future in mind.

Murakoshi I believe the point Ms. Wada raised is an important one. For example, as robotics continues to advance, the scenes in which bearings are needed to smoothly control diverse movements should certainly expand. In that kind of future, we need to prepare ourselves so that the Company can stand in the competitive ring. The important premise for this is to thoroughly complete structural reform in the remaining one year of the Medium-term Management Plan, and to build a structure that leads to our next stage of growth. As the Board of Directors, we too will fulfill our oversight function toward achieving this.

Yanagida As Mr. Murakoshi pointed out, I believe it is important to fully complete structural reform within this coming year, and furthermore to continue maintaining an appropriate structure thereafter in response to changes in the business environment. First and foremost, our premise is to firmly build the foundation for our future growth strategy. We have already completed our review of the optimal production structure to meet demand. We will continue to maximize profit through thorough cost reduction. We have begun initiatives such as swift technology development adapted to market needs, differentiation through services that leverage our technical know-how, and efficient supply and inventory reduction through enhanced global production-sales coordination, and we will steadily translate these into results. In this final year of the Medium-term Management Plan, I would like to firmly confirm the direction for our next stage of growth.

Tateoka What I want to convey to the members of the business division is that a certain level of foundational work for structural reform has now been achieved. Going forward, we need to speed up on both fronts—market development and product development. As Ms. Wada pointed out, it is important to connect structural reform to the growth strategy that lies beyond it. We will share our direction globally and roll out further reform measures.



Directors (as of June 24, 2026. Average tenure of Directors: 2.9 years)

■ Nominating Committee Member ■ Compensation Committee Member ■ Audit Committee Member ★ Chairperson of each committee

Director



Eiichi Ukai

■■

Number of years as Director
9 years
Number of shares of the Company held
221,000 shares



Masaaki Yamamoto

■

Number of years as Director
4 years
Number of shares of the Company held
78,200 shares



Shumpei Kinoshita

Number of years as Director
3 years
Number of shares of the Company held
75,600 shares



Koji Takahashi

Number of years as Director
1 years
Number of shares of the Company held
45,337 shares



Masayuki Kaimi

Number of years as Director
New
Number of shares of the Company held
73,200 shares



Etsu Harima

■■

Number of years as Director
1 years
Number of shares of the Company held
104,200 shares

Outside Director



Ryo Kawakami

■■

Number of years as Director
7 years
Number of shares of the Company held
0 shares
(Significant concurrent positions)
Attorney at law (Representative Partner, Osaka West Law Office, Legal Professional Corporation)



Chairperson of the Board of Directors

Akira Murakoshi

★■

Number of years as Director
4 years
Number of shares of the Company held
7,500 shares
(Significant concurrent positions)
Director, Full-time Audit & Supervisory Board Member, Mitsubishi Corporation



Yasuo Kitani

■★

Number of years as Director
3 years
Number of shares of the Company held
9,900 shares



Tatsuhiko Toshita

★■

Number of years as Director
2 years
Number of shares of the Company held
10,500 shares
(Significant concurrent positions)
Outside Director, NIHON SEIKAN K.K.



Hiromi Wada

■

Number of years as Director
1 years
Number of shares of the Company held
1,100 shares
(Significant concurrent positions)
Representative Director, HIROZ Co., Ltd.
Part-time Advisor, Panasonic Automotive Systems Co., Ltd.
Outside Director, Shimano Inc.
Outside Director, TS TECH CO., LTD.



Ayako Miura

■■

Number of years as Director
New
Number of shares of the Company held
0 shares
(Significant concurrent positions)
Attorney at law (Partner Attorney, Shiono Miura Law Office)
Domestic Relations Conciliator, Osaka Family Court
Visiting Professor, Osaka University Law School

Please see the NTN Group sustainability website for past experience of each Director.
https://www.ntnglobal.com/en/csr/governance/structure.html

Directors

Attendance at Board of Directors and Committee Meetings, reasons for selection, and skill matrix

	Name	Attendance at Board of Directors meetings and committee meetings		Reasons for selection	Skills matrix: Main areas of experience required of Directors									
					Corporate management	Manufacturing	Technology, R&D	Sales	Corporate and business planning	Finance and administration	Legal affairs, internal controls, compliance	Global experience	ICT*	Experience of other industries, diversity
Director	Eiichi Ukai*	100%	Board of Directors 15/15 Nominating Committee 7/7 Compensation Committee 6/6	Mr. Eiichi Ukai possesses operational experience in areas such as the Quality Assurance Division and Overseas Division, and broad knowledge of the management of the Company promoting businesses globally based on these achievements, among others, and has served as President, Executive Officer of the Company since April 2021. He has been elected as Director with the aim of continuously improving corporate value, utilizing his experience and knowledge, etc. for management.	●	●		●				●		
Director	Masaaki Yamamoto	100%	Board of Directors 15/15 Compensation Committee 6/6	Mr. Masaaki Yamamoto possesses operational experience in areas such as the Finance Division and Overseas Division, and broad knowledge based on these achievements, among others. He has been elected as Director with the aim of continuously improving corporate value, utilizing his experience and knowledge, etc. for management.					●	●	●	●		
Director	Shumpei Kinoshita	100%	Board of Directors 15/15	Mr. Shumpei Kinoshita possesses operational experience in areas such as the Overseas Division and Finance Division, and broad knowledge based on these achievements, among others. He has been elected as Director with the aim of continuously improving corporate value, utilizing his experience and knowledge, etc. for management.					●	●		●		
Director	Koji Takahashi	100%	Board of Directors 11/11	Mr. Koji Takahashi possesses operational experience in areas such as the IR and Public Relations Division and ICT Division, and broad knowledge based on these achievements, among others. He has been elected as Director with the aim of continuously improving corporate value, utilizing his experience and knowledge, etc. for management.					●	●			●	
Director	Masayuki Kaimi			Mr. Masayuki Kaimi possesses operational experience in areas such as the Production Division and Overseas Division, and broad knowledge based on these achievements, among others. He has been newly elected as Director with the aim of continuously improving corporate value, utilizing his experience and knowledge, etc. for management.	●	●	●					●		
Director	Etsu Harima	100%	Board of Directors 11/11 Nominating Committee 7/7 Audit Committee 10/10	Mr. Etsu Harima possesses operational experience in areas such as the Business Division and Quality Assurance Division, and broad knowledge based on these achievements, among others. He has been elected as Director with the aim of continuously improving corporate value, utilizing his experience and knowledge, etc. for management.	●	●	●	●				●		
Outside Director	Ryo Kawakami	94%	Board of Directors 14/15 Nominating Committee 7/7 Audit Committee 12/13	Although Mr. Ryo Kawakami has not been directly involved in corporate management, he possesses broad knowledge, etc. based on extensive experience as a lawyer familiar with corporate legal affairs. He has been elected as Outside Director with an expectation to continuously improve corporate value by conducting supervision from the viewpoint to increase transparency and fairness of management through his duties such as providing appropriate opinions on the independent standpoint from business executors.							●			●
Outside Director	Akira Murakoshi	96%	Board of Directors 14/15 Nominating Committee 7/7 Compensation Committee 6/6	Mr. Akira Murakoshi possesses broad knowledge, etc., based on extensive experience in the management of other companies. He has been elected as Outside Director with an expectation to continuously improve corporate value by conducting supervision from the viewpoint to increase transparency and fairness of management through his duties such as providing appropriate opinions on the independent standpoint from business executors.	●			●	●	●	●	●		●
Outside Director	Yasuo Kitani	100%	Board of Directors 15/15 Nominating Committee 7/7 Audit Committee 13/13	Mr. Yasuo Kitani possesses extensive experience in banking over many years and broad knowledge including finance, among others. He has been elected as Outside Director with an expectation to continuously improve corporate value by conducting supervision from the viewpoint to increase transparency and fairness of management through his duties such as providing appropriate opinions on the independent standpoint from business executors.	●			●	●	●	●	●		●
Outside Director	Tatsuhiko Toshita	100%	Board of Directors 15/15 Audit Committee 10/10 Compensation Committee 6/6	Mr. Tatsuhiko Toshita possesses broad knowledge, etc., based on extensive experience in the management of other companies. He has been elected as Outside Director with an expectation to continuously improve corporate value by conducting supervision from the viewpoint to increase transparency and fairness of management through his duties such as providing appropriate opinions on the independent standpoint from business executors.	●			●	●			●		●
Outside Director	Hiromi Wada	100%	Board of Directors 15/15 Compensation Committee 5/5	Ms. Hiromi Wada possesses broad knowledge, etc., based on extensive experience in the Technology and Research Division and IT Technology Division of other companies. She has been elected as Outside Director with an expectation to continuously improve corporate value by conducting supervision from the viewpoint to increase transparency and fairness of management through her duties such as providing appropriate opinions on the independent standpoint from business executors.	●		●						●	●
Outside Director	Ayako Miura			Although Ms. Ayako Miura has not been directly involved in corporate management, she possesses broad knowledge, etc., based on extensive experience as a lawyer familiar with corporate legal affairs. She has been newly elected as Outside Director with an expectation to continuously improve corporate value by conducting supervision from the viewpoint to increase transparency and fairness of management through her duties such as providing appropriate opinions on the independent standpoint from business executors.							●			●

* ICT(Information and Communications Technology)

Executive Officers (As of June 24, 2026)



Representative Executive Officer,
President, Executive Officer

Eiichi Ukai*

CEO (Chief Executive Officer)
Corporate General Manager,
Group Management HQ.



Representative Executive Officer,
Executive Officer

Masaaki Yamamoto*

CFO (Chief Financial Officer)
Americas, China, ASEAN Region
Support



Executive Officer

Hitoshi Aoki

Americas Region
General Manager, Office of General
Manager-Americas Region



Executive Officer

Seiji Osumi

China Region
General Manager, Office of General
Manager-China Region



Executive Officer

Masayuki Kaimi

India Region
Production Engineering HQ.
Corporate General Manager, SCM Strategy HQ.



Executive Officer

Yasuhiro Kawabata

Human Resources Strategy Dept.
Personnel Dept.
General Affairs Dept.
Legal Dept.
Deputy Corporate General Manager,
Group Management HQ.



Executive Officer

Tsuyoshi Kikuta

Financial Strategy Dept.
ESG Promotion Dept.
Accounting Dept.
Internal Control Dept.
Deputy Corporate General Manager,
Group Management HQ.



Executive Officer

Shumpei Kinoshita

Corporate Strategy Dept.
Carbon Neutrality Strategy
Promotion Dept.
Deputy Corporate General Manager,
Group Management HQ.



Executive Officer

Ryoichi Konishi

ASEAN, Oceania & West Asia
Region
General Manager, Office of General
Manager-ASEAN, Oceania & West
Asia Region



Executive Officer

Koji Takahashi

Corporate Communications Dept.
ICT Strategy Dept.
Deputy Corporate General Manager,
Group Management HQ.



Executive Officer

Yasuaki Takahashi

Europe & Africa Region
Quality HQ.



Executive Officer

Ikuya Tateoka

Corporate General Manager, CVJ &
Axle Bearing Business HQ.



Executive Officer

Masayuki Tanio

In charge of Business Structural
Reform
Composite Material Product
Division



Executive Officer

Yoshiyasu Nakano

CTO (Chief Technology Officer)
Research Division
Innovation & Business Development HQ.
New Product and Business Strategy
Planning Dept.
Intellectual Property Strategy Dept.



Executive Officer

Keiji Yanagida

NTN KOREA CO., LTD.
Corporate General Manager,
Bearing Business HQ.

*Ececutive Officer who also serves as a Director

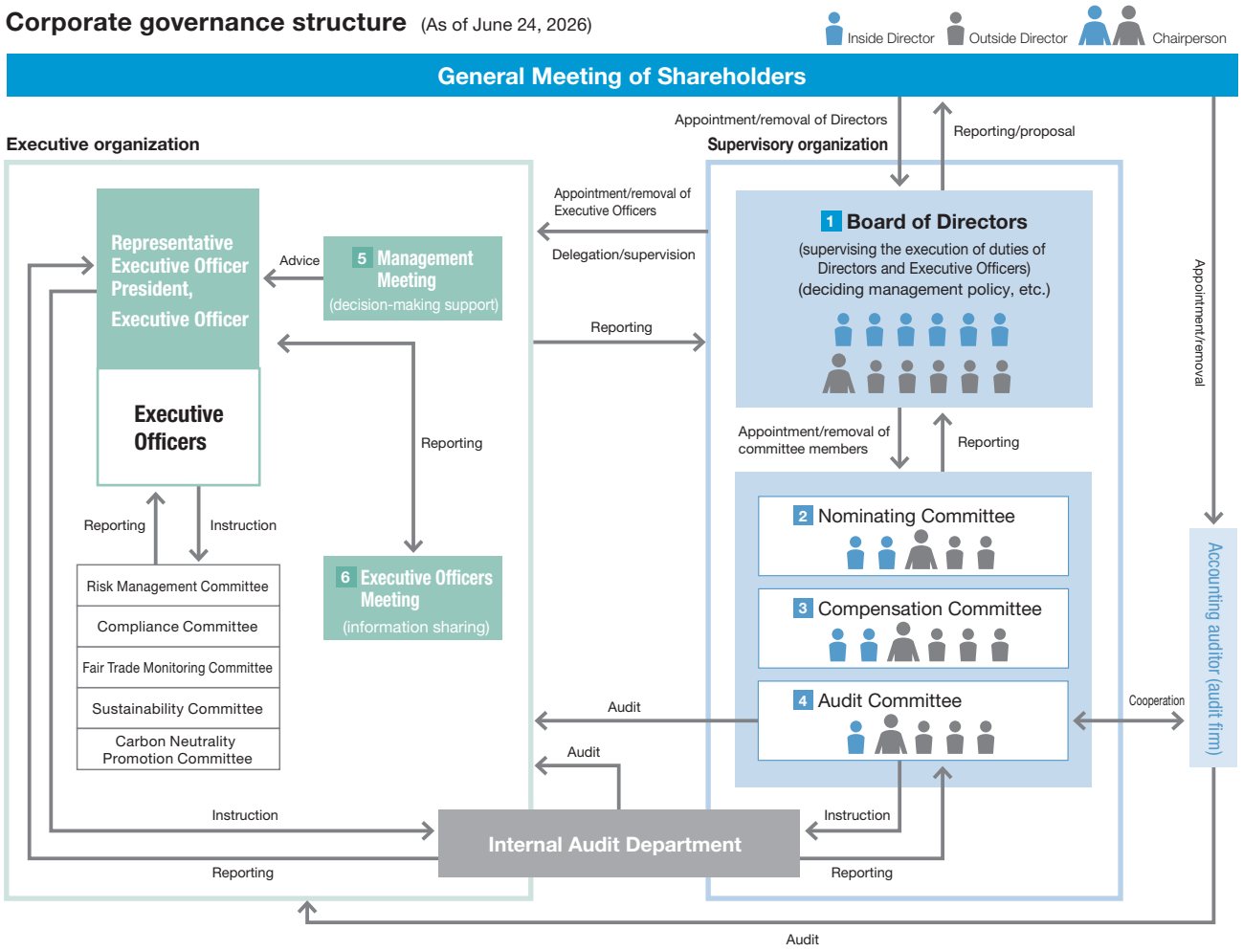
Governance Structure

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

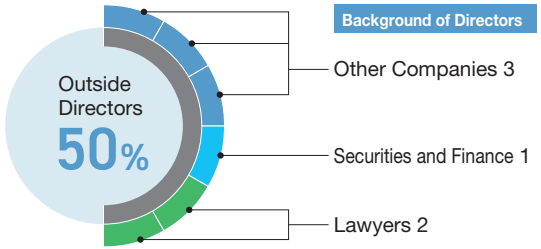
Results Reporting : Board of Directors meeting held on May 21, 2026

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

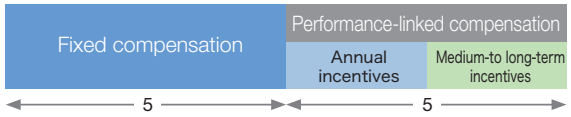
Compensation for Directors consists only of fixed compensation.

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.

Committees of the Executive Organization

Sustainability Committee

The NTN Group has established the Sustainability Committee, chaired by the Executive Officer in charge of ESG operations (Chief Management Officer of Sustainability Activities), as a deliberative body on the sustainability activities required for identifying and resolving issues with a view to realizing a “NAMERAKA Society.” In principle, the committee meets twice a year. Members of the committee, comprising mainly the heads of departments related to ESG, deliberate on the details of risks and opportunities related to sustainability as well as the initiatives to be implemented. The status of initiatives is reviewed regularly as a response measure for materiality linked to risks and opportunities. In addition, the Risk Management Committee has established a framework for reporting and deliberating on more specific countermeasures for sustainability-related risks. The details of deliberations by the Sustainability Committee are reported to the Board of Directors.

Carbon Neutrality Promotion Committee

Amid the growing importance of climate change countermeasures worldwide, NTN established the Carbon Neutrality Promotion Committee in FY2023 to promote, globally and more strongly, the realization of carbon neutrality, which the Sustainability Committee has long been working on as one of our ESG issues.

The Carbon Neutrality Promotion Committee is chaired by the President, Executive Officer, with the Executive Officer in charge of the Carbon Neutrality Strategy Promotion Department serving as the Vice Chairperson. Its members include Executive Officers and general managers responsible for each region (Japan, Europe and Africa, the Americas, China, ASEAN/Oceania/West Asia, and India). The Committee meets twice a year in principle to deliberate on action plans toward achieving the carbon neutrality target and the status of efforts.

In addition, the regional subcommittee of each region, chaired by an Executive Officer in charge, functions as the subordinate organization of the Carbon Neutrality Promotion Committee. These subcommittees meet four times a year in principle to review measures and efforts corresponding to the actual conditions in each region, and report the results of their discussions to the Carbon Neutrality Promotion Committee.

Matters deliberated on by the Carbon Neutrality Promotion Committee are reported independently or jointly with the Sustainability Committee, to the Board of Directors as appropriate.

Risk Management Committee

NTN has established the Risk Management Committee, chaired by the Executive Officer in charge of the ESG Promotion Department (Chief Management Officer of Risk Management), for the purpose of preventing risks and minimizing damage in the event of a crisis. In principle, the committee meets twice a year.

The committee regularly checks activities including identification, analysis, evaluation, and treatment with regard to various risks surrounding the business of the NTN Group, and reports the details of deliberations to the Board of Directors.

Risks that are discovered through internal audits conducted by the Internal Audit Department are shared with the Internal Control Department. This allows the Group to take preventive actions and make improvements to prevent risks in a timely and appropriate manner.

Compliance Committee

NTN has established the Compliance Committee, chaired by the Executive Officer in charge of the Legal Department (Chief Management Officer of Compliance Promotion Activities). It serves as an advisory body for compliance promotion activities, and meets twice a year in principle. Members of the Committee are comprised primarily of the heads of the related risk management departments. They discuss issues related to global compliance risks (excluding the risk of violating antimonopoly and subcontract laws), as well as action plans and results, and report to the Board of Directors.

Based on the action plans discussed by the Committee, the relevant risk management promotion departments implement measures to mitigate risks in collaboration and partnership with the Compliance Promotion Activity Supervisors appointed at each domestic business site and subsidiary as well as the Administration & Internal Control Department established at each Office of the General Manager in each overseas region.

[Themes Discussed by the FY2025 Compliance Committee]

① Risk of violating personal information protection laws
② Risk of violating labor-related laws
③ Risk of quality-related misconduct
④ Risk of violating laws related to bribery and corruption
⑤ Risk of improper accounting practices and financial reporting
⑥ Training for officers of domestic and overseas subsidiaries
⑦ Development of global talent and enhancement of management capabilities
⑧ Mechanisms for overseeing subsidiary executives

Fair Trade Monitoring Committee

NTN has established the Fair Trade Monitoring Committee, chaired by the President, Executive Officer, to promote compliance with antimonopoly laws and SME Transactions Act. The Committee meets twice a year in principle. The primary members include the Executive Officers in charge of sales and procurement departments, Outside Directors, and external lawyers. The Committee discusses the implementation plans and performance reports for compliance with antimonopoly laws and SME Transactions Act, and provides supervision and guidance on effective control for fair trade practices along with education and awareness-raising activities. The discussed matters are reported to the Board of Directors.

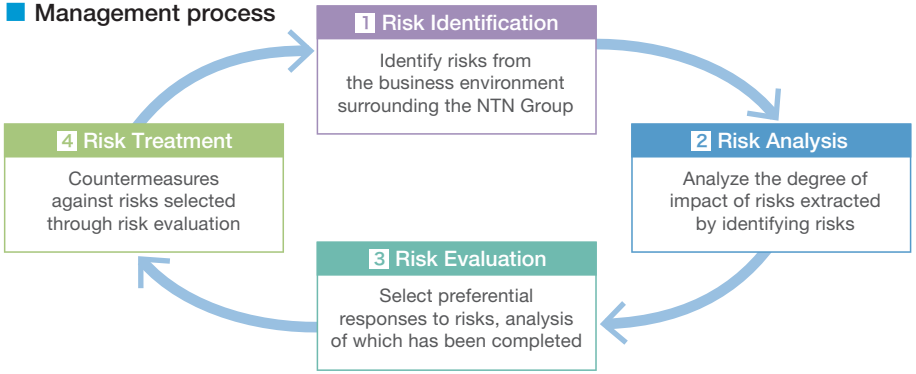
Under the direction of the Fair Trade Monitoring Committee, the Legal Department, which oversees activities related to compliance with antimonopoly laws, conducts activities including education, guidance, and supervision of the relevant domestic departments, and also works together with the Administration & Internal Control Department of each overseas region to manage the implementation status of activities related to compliance with antimonopoly laws.

Risk Management

Basic Approach to Risk Management

The NTN Group positions the proactive prevention of risks that may impede business operations, as well as the ability to respond appropriately when such risks materialize, as a critical management foundation for achieving sustainable business growth and enhancing corporate value over the medium term. Based on this approach, we have established the Risk Management Policy and the Risk Management Regulations, and are promoting risk management and BCP/BCM (Business Continuity Plan/Business Continuity Management) across the entire Group. With the aim of preventing risks and minimizing damage when crises occur, we have established a Risk Management Committee chaired by the Executive Officer in charge of the ESG Promotion Department. The Committee regularly reviews the identification, analysis, evaluation, and treatment of risks that have a material impact on management. Risks are systematically classified into 20 categories, with management personnel and promotion departments clearly defined for each, thereby ensuring effective risk management. The matters deliberated by the Committee are reported to the Board of Directors twice a year, ensuring oversight by management.

Management process



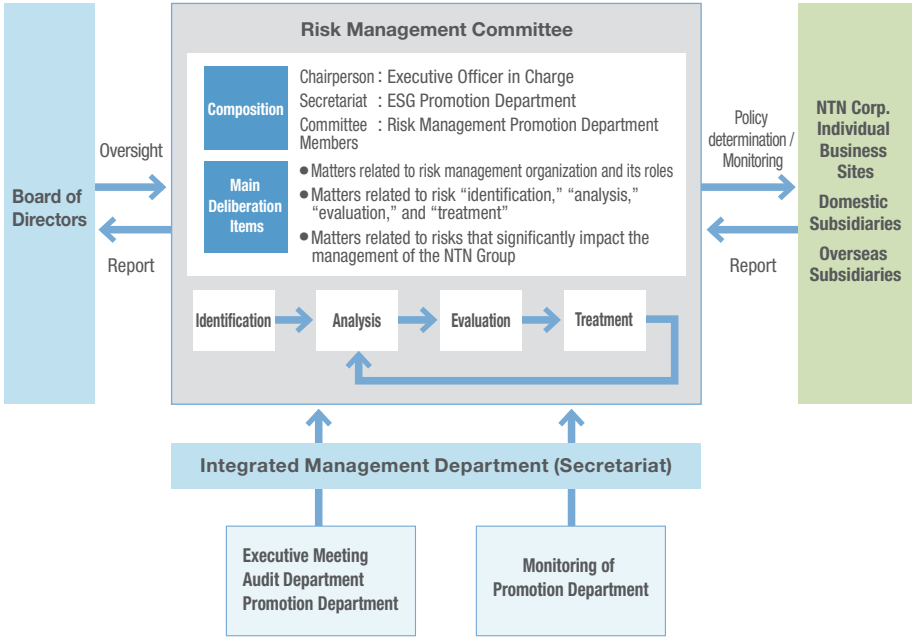
Relevant risks

1 Natural disasters
2 Geopolitical risk
3 Changing political and economic conditions
4 Changing market conditions
5 Changing working environment
6 Carbon neutrality
7 Changing legislation and regulation
8 Technology and R&D
9 Procurement
10 Logistics
11 Production and inventory
12 Quality
13 Marketing and sales
14 Personnel and labor
15 Health and safety
16 Environment
17 Information Security
18 Finance and accounting
19 Legal affairs and compliance
20 Others

Risk Management Structure

The NTN Group's risk management structure is headed by the Executive Officer in charge of risk management as the General Manager, and consists of the Integrated Management Department, the Promotion Department, and the Implementation Department. The Integrated Management Department serves as the Secretariat of the Risk Management Committee and centrally oversees the identification, analysis, evaluation, and treatment of risks across the entire Group. The Promotion Department, as the department responsible for risks related to its assigned operations, carries out risk assessments, reports to the Integrated Management Department, formulates relevant regulations and measures, establishes management systems, and provides education and awareness regarding risk management, as well as guidance and advice to subsidiaries.

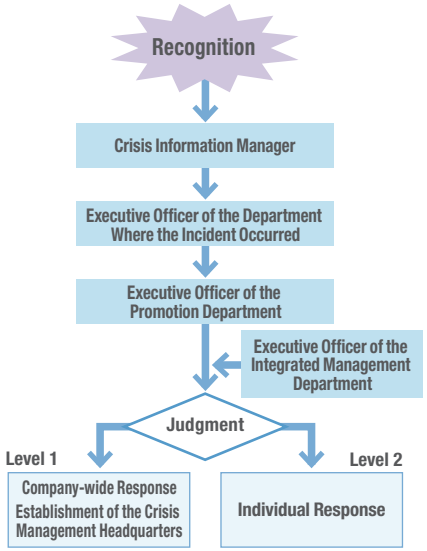
Structure



Crisis Management Structure

When an emergency situation involving life safety or incidents/accidents affecting management occurs, the crisis information manager of the department where the incident occurred promptly reports to the Executive Officer in charge of that department. The Executive Officer who receives the report consults with the Executive Officer in charge of the relevant risk promotion department and the Executive Officer in charge of risk management oversight, and determines the crisis response level based on the degree of impact on management. Cases where the impact on management is deemed extremely significant are classified as Level 1, and the Crisis Management Headquarters is established at the Head Office to implement comprehensive response measures led by management. Cases where the degree of impact on management is judged not to reach Level 1 are classified as Level 2, and swift, agile responses are carried out by the department where the incident occurred in collaboration with the relevant promotion department.

■ Decision-making Process in Emergency Situations



Crisis Management Headquarters Drill

NTN positions the establishment of a structure capable of swiftly and accurately executing initial response measures while demonstrating early post-disaster resilience even in the event of a major management risk such as a large-scale earthquake as a critical management issue. As part of this effort, we conducted the Crisis Management Headquarters Drill with the participation of the President, all Executive Officers, and the heads of relevant departments. In this drill, we simulated the occurrence of an earthquake with a seismic intensity of 7 and established the Crisis Management Headquarters through the crisis response level determination process based on the decision-making process for emergency situations described above. While prioritizing the safety of employees, we carried out practical response activities, including safety confirmation and assessment of damage conditions. By having decision-makers, including top management, personally experience crisis response, we verified the speed of decision-making in emergencies and the effectiveness of the governance structure related to business continuity. Issues identified through the drill will be reflected in revisions to regulations and procedures, and we will continue to pursue ongoing improvements. Through these efforts, we are working to reduce the risk of damage to corporate value in the event of a major disaster and to strengthen our business continuity capabilities.



Drill in progress

Promotion of BCP/BCM

We have been developing a BCP/BCM structure designed to respond to major earthquakes in Japan and are working to strengthen our disaster response systems, including those of our group companies. We have completed the formulation of BCPs to enable rapid recovery at all production sites across Japan. Based on our experience from the Noto Peninsula Earthquake in 2024, we are carrying out BCP training on an ongoing basis. Furthermore, we have systematically organized the response processes from the occurrence of a disaster through to recovery, and are leveraging these in our BCM activities to enhance our emergency response capabilities and ensure the stability of our business over the medium term.

Strengthening Information Security

Strengthening the CSIRT Structure / Global Deployment of Security Measures

In response to increasing risks of cyberattacks and data breaches and in view of the importance of information security today, we have established a Basic Policy of Information Security as one of the NTN Group's basic policies set forth under our Management Policy.

At NTN, the Executive Officer in charge of the ICT Strategy Department has overall responsibility for information security, overseeing strategy, operations, and incident response, and reports directly to the Board of Directors. For information security oversight functions, we have established a structure in which the Risk Management Committee, headed by an Executive Officer as General Manager, reports to the Board of Directors. The Board of Directors supervises regular reports on cyber risks, major incidents, and related matters.

Cyberattacks are becoming more complex and sophisticated each day, with numerous similar incidents and information breaches occurring at other companies. When information security incidents occur, it is essential to respond swiftly from detection through reporting to handling of information security risks. We have established a cross-departmental emergency response system for handling information security risks (NTN-CSIRT: NTN Computer Security Incident Response Team), and are working to establish unified security governance across the entire Group through the development and deployment of regional CSIRTs. We have begun operations in conjunction with a dedicated security organization (SOC: Security Operation Center) that monitors for cyberattacks 24 hours a day, 365 days a year for early detection.

Furthermore, as part of personnel security measures, we regularly conduct incident response trainings that assume the occurrence of information security incidents, training for dealing with suspicious emails, and e-learning programs to deepen understanding of information security-related regulations and how to deal with information security threats.

Related information on the website NTN Basic Policy

Compliance

Basic approach to compliance

NTN believes that earning the trust of society is essential in order for the Company to contribute to the realization of a sustainable society and to continue to be a company that is needed by society. Accordingly, we place importance on compliance in our Management Policy.

We perceive compliance to include not only abiding with the laws and regulations of each country, but also observing internal regulations and social norms.

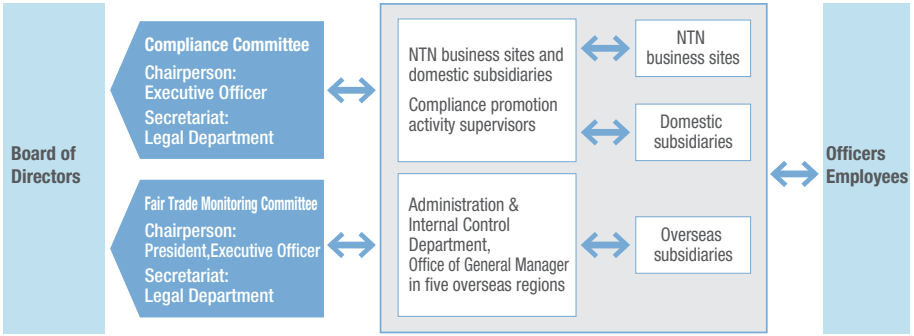
In light of that, we have established the Business Code of Conduct to serve as a behavioral guideline that officers and employees should adhere to.

Promotion structure

NTN has established Group-wide rules and regulations regarding compliance, and has set up and operates the Compliance Committee and the Fair Trade Monitoring Committee to build a system for promoting compliance centered on the activities of these two committees.

In Japan, a Compliance Promotion Activity Supervisor is appointed at each business site and subsidiary to facilitate the implementation of compliance promotion activities. With regard to antimonopoly laws, the Legal Department is responsible for overseeing legal compliance activities in Japan, including at subsidiaries. Overseas, the action plans deliberated by each committee are implemented mainly by the Administration & Internal Control Department established in the Office of the General Manager in each region. We are working to enhance compliance activities across the Group by holding regular training sessions and sharing information and exchanging opinions on important issues.

Structure



Implementation of surveys on corporate culture

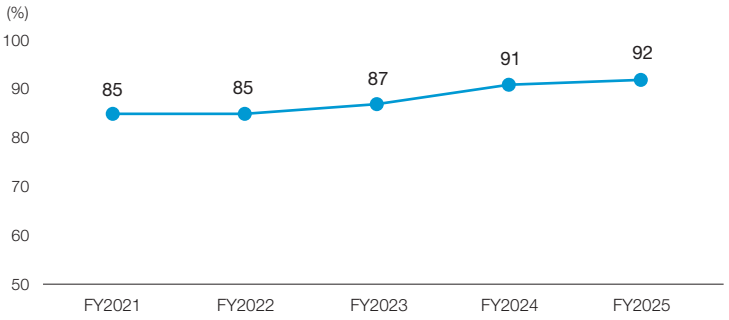
As part of our fraud prevention activities, since fiscal year 2017, the Group has been conducting surveys on employee evaluations to understand better the attitudes of the presidents of affiliated companies and corporate culture of these companies, in relation to compliance.

It is said that fraudulent acts are highly likely to occur in a company when the Fraud Triangle of motives/pressures, opportunities, and rationalization, is established. While advancing the development of regulations, rules, and penalties, it is also important to improve the corporate culture and environment. Therefore, NTN regularly checks for changes in the organizational culture of affiliated companies through employee evaluations.

By disclosing the results of this survey to the presidents of affiliated companies, we are utilizing these results to develop a culture of "not being motivated to engage in fraudulent acts" by fostering awareness that they are always being observed by the Company and the Head Office. At the same time, the results of this survey are also used to build good relationships with employees.

Since fiscal year 2021, to improve the effectiveness and efficiency of the survey, we have been conducting it on affiliated companies that experienced changes of presidents or other significant events. In FY2025, the survey was conducted on approximately 1,200 employees from 15 companies (five in Japan, and ten overseas).

(Average) Percentage of employees who evaluated the attitudes of the president of the affiliated companies as “Good”



Compliance

Corruption prevention initiatives

With regard to bribery, we have collaborated with the Administration & Internal Control Departments of each overseas region to prepare local versions of the internal regulations, taking into account the bribery-related laws and regulations as well as social norms in Japan and each country. Based on these, training and activities to raise awareness are conducted.

NTN's internal regulations not only prohibit bribery of domestic and foreign public officials and business partners, but also prescribe rules and procedures related to the provision of property and benefits by officers and employees, as well as rules and procedures to prevent bribery through business partners. In view that there are countries which regulate the exchange of property and benefits between private companies, we have also established rules and procedures regarding the receipt of property and benefits, in order to prevent the acceptance of bribery by our officers and employees, ensure fair transactions, and prevent conflicts of interest among officers and employees. In principle, NTN's officers and employees do not accept entertainment or gifts from business partners.

In addition to regular training, we share information and exchange opinions about initiatives in Japan and each country, and conduct self-audits and internal audits every year to maintain and manage our Group-wide anti-bribery system.

Over the past decade, our Group has not been charged by authorities in any country for violating bribery-related laws, nor incurred any expenses related to such violations. Furthermore, no employee has been subjected to disciplinary action or been dismissed as a result of violating regulations related to bribery prevention.

Antimonopoly law compliance initiatives

We perceive violations of antimonopoly laws as a risk to the entire Group. Therefore, to ensure thorough compliance with such laws, the Legal Department and the Administration & Internal Control Departments of each overseas region conduct training and awareness-raising activities on antimonopoly law compliance while ensuring that such activities are consistent with the laws and environments of each country.

In addition, officers and employees are obligated to submit advance applications and post-event reports in cases of any possible contact with competitors at exhibitions, conferences, or other events, thereby we have developed a system that allows us to grasp the circumstances of such contact. Furthermore, we strive to strengthen our compliance system by conducting self-audits and internal audits every year and requesting each department to proactively plan and implement improvement measures based on the audit results.

Going forward, we will continue to enhance the contents of training and other activities, and to realize fair and free competition by educating officers and employees.

Helpline (whistle-blower system)

We have established a "Helpline (whistle-blower system)" both inside and outside the company as a contact point for handling consultations regarding actual or potential violations of laws, the Business Code of Conduct, and internal regulations, whether named or anonymous. In accordance with the rules stipulated in the "Helpline Management Rules," which include confidentiality obligations and prohibiting disadvantageous treatment of whistle-blowers and investigation cooperators, the Helpline handles various types of cases such as harassment. The Helpline is used not only as a means of reporting violations and misconducts, but also as a means of receiving questions and opinions regarding compliance with the Business Code of Conduct, maintaining good relationships between the company and its officers, employees, and business partners. In Japan, the Helpline Management Rules were revised in 2026 in accordance with the enforcement of the revised Whistleblower Protection Act (amended 2025, effective December 2026). We operate the Helpline in accordance with the spirit of the Act, including measures such as expanding the scope of protected persons, ensuring broader protection, and raising awareness of the whistle-blower reporting system. In FY2025, there were 27 internal whistle-blowing cases, with a 100% consultation response rate. Overseas as well, we are sequentially developing and operating whistle-blower systems for each region according to their needs and circumstances.

We are working on raising awareness about the Helpline among employees through various compliance training and inclusion in the Business Code of Conduct Guidebook, as well as posting on the Company intranet. The Helpline awareness rate has reached 92% (FY2025 "Compliance Awareness Survey" results). We will continue to conduct awareness activities and to provide consultation services, and we aim to create a workplace where employees can work with peace of mind by detecting misconduct early and protecting employees.

Structure



Please see the NTN Group sustainability website for more information on our compliance initiatives.

https://www.ntnglobal.com/en/csr/governance/compliance.html