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(Stock Exchange Code 6472)

June 5, 2026

To Shareholders with Voting Rights:

Eiichi Ukai
Director
President, Executive Officer
NTN Corporation
6-32, 3-chome, Nakanoshima, Kita-ku,
Osaka-shi, Osaka

**NOTICE OF
THE 127TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

We hereby inform you that the 127th Annual General Meeting of Shareholders of NTN Corporation (the “Company”) will be held for the purposes as described below.

In convening this General Meeting of Shareholders, the Company has taken an electronic provision measure to provide the information contained in the Reference Documents for the General Meeting of Shareholders on each of the below websites.

The Company’s website:

<https://www.ntn.co.jp/japan/investors/meeting.html>

The information is available at: “Investors / IR Library / Annual General Meeting of Shareholders / 127th Annual General Meeting of Shareholders”

TSE Website (TSE Listed Company Search)

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Please access the above TSE Website (TSE Listed Company Search) and enter “NTN” (both full-width and half-width characters are accepted) in the “Issue Name (Company Name)” field or “6472” (half-width) in the “Code” field, then click “Search.” Select “Basic information” and “Documents for public inspection/PR information” to view.

Instead of attending this meeting in person, you can exercise your voting rights in advance via the Internet or in writing.

After reviewing the “Reference Documents for the General Meeting of Shareholders,” please exercise your voting rights via the methods described in the “Guide to the Exercise of Voting Rights, etc.” (page 3 to page 5) by the close of the business day (5:25 p.m.) on Tuesday, June 23, 2026 (JST)

- 1. Date and Time:** Wednesday, June 24, 2026 at 10:00 a.m. (JST) (reception begins at 9:00 a.m.)
- 2. Place:** Obic Hall (2F), OBIC MIDOSUJI BUILD
2-3, 4-chome, Hiranomachi, Chuo-ku, Osaka-shi, Osaka
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report, Consolidated Financial Statements for the Company’s 127th Fiscal Year (April 1, 2025 - March 31, 2026) and results of audits by the Accounting Auditor and the Audit Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 127th Fiscal Year (April 1, 2025 - March 31, 2026)

Proposals:

- Proposal 1 :** Dividends of Surplus
Proposal 2 : Election of Twelve (12) Directors

Decisions and Notes Regarding the Convocation for this Annual General Meeting of Shareholders

- ⊙ In the event that revisions to the measures for electronic provision are required, such revision will be made available on each applicable website.
- ⊙ Pursuant to laws and regulations, and the provisions of Article 18, Item 2 of the Company's Articles of Incorporation, of the matters for electronic provision, the following matters are not included in physical documents that are provided to shareholders who request provision of physical documents.
 - (Business Report) Stock Acquisition Rights, Accounting Auditors, System for Ensuring Appropriateness of Operations, Basic policy concerning the control of the Company
 - (Consolidated Financial Statements) Consolidated Statements of Changes in Shareholders' Equity, Notes to Consolidated Financial Statements
 - (Non-consolidated Financial Statements) Statements of Changes in Shareholders' Equity, Notes to Non-consolidated Financial Statements

The Accounting Auditor and the Audit Committee audited documents subject to audit, including the above.

- ⊙ The results of the resolutions for each proposal at the meeting, as well as the status of voting, will be available at a later date on the website of the Company under "Results of Exercise of Voting Rights."
- ⊙ A part of the meeting will be published through a video streaming on the website of the Company at a later date.

Additionally, other matters regarding the convocation for this Annual General Meeting of Shareholders are indicated in the "Guide to the Exercise of Voting Rights, etc." (page 3 to page 5).

- ⊙ The securities report will be disclosed on Wednesday, June 17, 2026, prior to the meeting.
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- ⊙ Souvenirs and beverages will not be provided for shareholders attending the Annual General Meeting of Shareholders on the day. Thank you for your understanding.

Guide to the Exercise of Voting Rights, etc.

Those who
exercise voting
rights in advance



If exercising voting rights via the Internet

<For details, please see “Exercise of voting rights via the Internet.” (page 4)>

Access the Voting Rights Exercise Website designated by the Company and indicate your vote for or against the proposal in accordance with the guidance on the website by the deadline below.

Deadline Received by Tuesday, June 23, 2026 at 5:25 p.m. (JST)



If exercising voting rights in writing

<For details, please see “Exercise of voting rights in writing.” (page 5)>

Indicate your vote for or against the proposal on the enclosed Voting Rights Exercise Form and return it so that it is received by the deadline below.

Deadline Received by Tuesday, June 23, 2026 at 5:25 p.m. (JST)

Those attending
the meeting



Please submit the enclosed Voting Rights Exercise Form at the reception desk.

Date and Time: Wednesday, June 24, 2026 at 10:00 a.m. (JST) (reception begins at 9:00 a.m.)

Place: Obic Hall (2F), OBIC MIDOSUJI BUILD
2-3, 4-chome, Hiranomachi, Chuo-ku, Osaka-shi, Osaka

- ◎ You are kindly requested to bring this notice to the meeting.
 - ◎ Accompanying persons (including sign language interpreters), guide dogs, service dogs, etc., of shareholders with disabilities may enter the venue.
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Guide to the Advance Exercise of Voting Rights

Exercise of voting rights via the Internet

Deadline Received by Tuesday, June 23, 2026 at 5:25 p.m. (JST)

By Scanning the QR Code

1. Use a smartphone etc., to scan the “QR code for login to the website for exercise of voting rights via smartphone” printed on the bottom right of the enclosed Voting Rights Exercise Form.
*QR code is a registered trademark of DENSO WAVE INCORPORATED.

You do not need to enter a Login ID and password.

2. Please follow the instructions on the screen to indicate your vote for or against the proposal.

By Entering the Login ID and Provisional Password

The Voting Rights Exercise Website: (<https://evote.tr.mufg.jp/>)

1. **Access the Voting Rights Exercise Website (if using a personal computer)**

(1) Click “Next”

2. **Log in**

(2) Enter the “Login ID” and “Provisional password” printed on the bottom right of your Voting Rights Exercise Form

(3) Click “Login”

Please follow the instructions on the screen to indicate your vote for or against the proposal.

Notes

- Depending on your Internet environment, you may not be able to use the Voting Rights Exercise Website.
- A new “Login ID” and “Provisional password” will be provided at each convocation of General Meeting of Shareholders.
- Fees associated with accessing the Voting Rights Exercise Website via personal computers or smartphones, such as Internet connection fees, transmission fees, etc., shall be borne by the shareholder.

For inquiries regarding exercise of voting rights via the Internet (Help Desk)

Stock Transfer Agency Department,
Mitsubishi UFJ Trust and Banking Corporation
Telephone: 0120-173-027 (toll-free within Japan)
(From 9:00 a.m. to 9:00 p.m.)

To Institutional investors

“The Electronic Voting Rights Exercise Platform” may be utilized as a method to exercise voting rights.

Exercise of voting rights in writing

Indicate your vote for or against the proposal on the enclosed Voting Rights Exercise Form and return it so that it is received by the deadline below.

Deadline Received by Tuesday, June 23, 2026 at 5:25 p.m. (JST)

Please cut and attach when posting.

Please indicate your vote for or against the proposal here.

Proposal No. 1

- If you approve, draw a circle in the “贊” section
- If you disapprove, draw a circle in the “否” section

Proposal No. 2

- In case of indicating disapproval of only some candidates, draw a circle in the “贊” section and additionally write the candidate number of the candidate(s) in ().

If you submit the form without indicating your vote for or against the proposals, your vote will be deemed to be for the proposals.

Multiple Exercise of Voting Rights

- If voting rights are exercised multiple times both via the Internet and in writing, the voting rights exercised via the Internet shall be deemed valid. We appreciate your understanding.
- When exercising voting rights via the Internet multiple times, the last vote cast shall be deemed valid. Additionally, if voting rights are exercised both via personal computer or smartphone etc., the last vote cast shall be deemed valid.

Reference Documents for the General Meeting of Shareholders

Proposal and References

Proposal 1 : Dividends of Surplus

The Company considers return of profits to shareholders as one of our most important policies. The Company's basic policy is to pay dividends in accordance with business performance while securing funds for research and development, capital investment, and other activities necessary for future growth and ensuring stable and continuous dividend payments from a medium- to long-term perspective. Specifically, the Company decides on the consolidated dividend payout ratio after taking into consideration the cash flow situation.

Matters Concerning Year-end Dividends

The Company proposes to pay a year-end dividend of 5.50 yen per share for the current fiscal year (11.00 yen per share per year together with the interim dividend already paid).

- (1) Type of dividend property
Cash
- (2) Allotment of dividend property to shareholders and the total amount
5.50 yen per common share of Company stock
Total amount: 3,281,739,164 yen
- (3) Effective date of dividends of surplus
June 25, 2026

Proposal 2 : Election of Twelve (12) Directors

The terms of office of 12 Directors will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of 12 Directors is proposed, based on the decision by the Nominating Committee.

The candidates are as follows:


No.	Name	Positions at the Company	Attendance at Board of Directors meetings and committee meetings
1	Eiichi Ukai Reappointment	Director, Representative Executive Officer, President Member of Nominating Committee Member of Compensation Committee	Board of Directors: 15/15 Nominating Committee: 7/7 Compensation Committee: 6/6
2	Masaaki Yamamoto Reappointment	Director, Representative Executive Officer Member of Compensation Committee	Board of Directors: 15/15 Compensation Committee: 6/6
3	Shumpei Kinoshita Reappointment	Director, Executive Officer	Board of Directors: 15/15
4	Koji Takahashi Reappointment	Director, Executive Officer	Board of Directors: 11/11
5	Masayuki Kaimi New	Executive Officer	
6	Etsu Harima Reappointment	Director Member of Nominating Committee Member of Audit Committee	Board of Directors: 11/11 Nominating Committee: 7/7 Audit Committee: 10/10
7	Ryo Kawakami Reappointment Outside Director	Outside Director Member of Nominating Committee Member of Audit Committee	Board of Directors: 14/15 Nominating Committee: 7/7 Audit Committee: 12/13
8	Akira Murakoshi Reappointment Outside Director	Outside Director Chairperson of Nominating Committee Member of Compensation Committee	Board of Directors: 14/15 Nominating Committee: 7/7 Compensation Committee: 6/6
9	Yasuo Kitani Reappointment Outside Director	Outside Director Member of Nominating Committee Chairperson of Audit Committee	Board of Directors: 15/15 Nominating Committee: 7/7 Audit Committee: 13/13
10	Tatsuhiko Toshita Reappointment Outside Director	Outside Director Member of Audit Committee Chairperson of Compensation Committee	Board of Directors: 15/15 Audit Committee: 10/10 Compensation Committee: 6/6
11	Hiromi Wada Reappointment Outside Director	Outside Director Member of Compensation Committee	Board of Directors: 11/11 Compensation Committee: 5/5
12	Ayako Miura New Outside Director		


(Note) Attendance at Board of Directors meetings and committee meetings reflects Board of Directors meetings and committee meetings held after each candidate assumed the position of director or committee member.


(Reference) Skill matrix representing the main areas of experience of the Director candidates


No.	Name	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
1	Eiichi Ukai	•	•		•				•		
2	Masaaki Yamamoto					•	•	•	•		
3	Shumpei Kinoshita					•	•		•		
4	Koji Takahashi					•	•			•	
5	Masayuki Kaimi	•	•	•					•		
6	Etsu Harima	•	•	•	•				•		
7	Ryo Kawakami							•			•
8	Akira Murakoshi	•			•	•	•	•	•		•
9	Yasuo Kitani	•			•	•	•	•	•		•
10	Tatsuhiko Toshita	•			•	•			•		•
11	Hiromi Wada	•		•						•	•
12	Ayako Miura							•			•


*ICT: Information and Communications Technology


No.	Name (Date of birth)	Past experience, positions held and responsibilities, and significant concurrent positions	Number of shares of the Company held
1	 <p data-bbox="193 562 405 622">Eiichi Ukai (February 1, 1957)</p> <p data-bbox="213 651 384 685">Reappointment</p> <p data-bbox="193 719 405 801">Number of years as Director 9 years</p> <p data-bbox="181 835 416 918">Attendance at Board of Directors meetings: 15/15 (100%)</p> <p data-bbox="181 952 416 1070">Attendance at Nominating Committee meetings: 7/7 (100%)</p> <p data-bbox="181 1104 416 1223">Attendance at Compensation Committee meetings: 6/6 (100%)</p>	<p data-bbox="427 259 1283 763"> April 1980 Joined the Company April 2001 General Manager, Quality Assurance Department, Okayama Works February 2003 General Manager, Quality Assurance Department, Iwata Works January 2005 General Manager, Quality Assurance Department February 2006 General Manager, Quality Assurance Department, Takarazuka Works January 2007 Deputy General Manager, Takarazuka Works (concurrently) General Manager, Quality Assurance Department, Takarazuka Works February 2009 General Manager, Quality Assurance Department April 2011 Operating Officer April 2014 Managing Operating Officer June 2017 Director (current position) June 2019 Managing Executive Officer April 2021 President, Executive Officer (current position) </p> <p data-bbox="427 797 1177 943"> Current positions, etc. CEO (Chief Executive Officer) Corporate General Manager, Group Management Headquarters Member of Nominating Committee Member of Compensation Committee </p>	221,000 shares
[Reasons for selection as a candidate for Director, etc.]			
<p data-bbox="134 1290 1461 1406">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. The Company requests his election as a candidate for Director with an aim to continuously improve corporate value, utilizing his experience and knowledge, etc. for management.</p>			


No.	Name (Date of birth)	Past experience, positions held and responsibilities, and significant concurrent positions	Number of shares of the Company held
2	 <p>Masaaki Yamamoto (March 17, 1961)</p> <p>Reappointment</p> <p>Number of years as Director 4 years</p> <p>Attendance at Board of Directors meetings: 15/15 (100%)</p> <p>Attendance at Compensation Committee meetings: 6/6 (100%)</p>	<p>April 1986 Joined the Company</p> <p>October 2007 General Manager, Finance and Accounting Department, Finance Headquarters</p> <p>April 2011 General Manager, Business Administration Department, Corporate Strategy Headquarters</p> <p>December 2013 General Manager, Business Administration Department, Finance Headquarters (concurrently) General Manager, Affiliated Companies Administration Department</p> <p>August 2014 Deputy General Manager, China Region Director, NTN (CHINA) Investment Corp.</p> <p>April 2015 Operating Officer</p> <p>June 2019 Executive Officer (current position)</p> <p>June 2022 Director (current position)</p> <p>Current positions, etc. CFO (Chief Financial Officer) Americas, China, ASEAN Region Support Member of Compensation Committee</p>	78,200 shares
[Reasons for selection as a candidate for Director, etc.]			
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. The Company requests his election as a candidate for Director with an aim to continuously improve corporate value, utilizing his experience and knowledge, etc. for management.			


No.	Name (Date of birth)	Past experience, positions held and responsibilities, and significant concurrent positions	Number of shares of the Company held
3	 Shumpei Kinoshita (January 13, 1962) <u>Reappointment</u> Number of years as Director 3 years Attendance at Board of Directors meetings: 15/15 (100%)	April 1988 Joined the Company March 2009 General Manager, S.N.R. ROULEMENTS (currently NTN Europe S.A.) November 2013 Vice President, NTN TRANSMISSIONS EUROPE October 2014 Deputy Corporate General Manager, Finance Headquarters April 2018 Deputy General Manager, China Region (concurrently) Vice President, NTN (CHINA) Investment Corporation April 2021 Deputy Corporate General Manager, Corporate Strategy Headquarters (concurrently) General Manager, Corporate Planning Department April 2022 Executive Officer (current position) June 2023 Director (current position) Current positions, etc. Corporate Strategy Dept., Carbon Neutrality Strategy Promotion Dept. Deputy Corporate General Manager, Group Management Headquarters	75,600 shares
[Reasons for selection as a candidate for Director, etc.]			
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. The Company requests his election as a candidate for Director with an aim to continuously improve corporate value, utilizing his experience and knowledge, etc. for management.			


No.	Name (Date of birth)	Past experience, positions held and responsibilities, and significant concurrent positions	Number of shares of the Company held
4	 <p data-bbox="197 562 375 618">Koji Takahashi (October 21, 1960)</p> <p data-bbox="201 651 371 680"><u>Reappointment</u></p> <p data-bbox="197 719 375 792">Number of years as Director 1 year</p> <p data-bbox="178 826 394 900">Attendance at Board of Directors meetings: 11/11 (100%)</p>	<p data-bbox="416 259 1273 663"> April 1983 Joined the Company February 2010 General Manager, Corporate Communications Department, Corporate Strategy Headquarters April 2015 Deputy Corporate General Manager, Corporate Strategy Headquarters (concurrently) General Manager, Corporate Communications Department (concurrently) General Manager, Information Planning Department April 2016 Deputy Corporate General Manager, Corporate Strategy Headquarters (concurrently) General Manager, Information Planning Department April 2020 General Manager, Information Planning Department April 2022 Executive Officer (current position) June 2025 Director (current position) </p> <p data-bbox="416 696 1273 792"> Current positions, etc. Corporate Communications Dept., ICT Strategy Dept. Deputy Corporate General Manager, Group Management Headquarters </p>	45,337 shares
[Reasons for selection as a candidate for Director, etc.]			
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. The Company requests his election as a candidate for Director with an aim to continuously improve corporate value, utilizing his experience and knowledge, etc. for management.			


No.	Name (Date of birth)	Past experience, positions held and responsibilities, and significant concurrent positions	Number of shares of the Company held
5	 Masayuki Kaimi (May 18, 1960) <div style="border: 1px solid black; padding: 2px; display: inline-block;">New</div>	April 1983 Joined the Company August 2005 General Manager, Planning and Management Department, Production Engineering R&D Center January 2008 General Manager, Production Engineering R&D Center (concurrently) General Manager, Planning and Management Department October 2011 President, NANJING NTN CORP. April 2015 General Manager, Production Strategy Department April 2017 Operating Officer April 2020 Executive Officer (current position) Current positions, etc. India Region, Production Engineering HQ. Corporate General Manager, SCM Strategy HQ.	73,200 shares
[Reasons for selection as a candidate for Director, etc.]			
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. The Company newly requests his election as a candidate for Director with an aim to continuously improve corporate value, utilizing his experience and knowledge, etc. for management.			


No.	Name (Date of birth)	Past experience, positions held and responsibilities, and significant concurrent positions	Number of shares of the Company held
6	 <p>Etsu Harima (April 3, 1959)</p> <p><u>Reappointment</u></p> <p>Number of years as Director 1 year</p> <p>Attendance at Board of Directors meetings: 11/11 (100%)</p> <p>Attendance at Nominating Committee meetings: 7/7 (100%)</p> <p>Attendance at Audit Committee meetings: 10/10 (100%)</p>	<p>April 1983 Joined the Company</p> <p>January 2007 General Manager, Quality Assurance Department</p> <p>February 2009 General Manager, Quality Assurance Department, Iwata Works</p> <p>October 2010 Deputy General Manager, Okayama Works (concurrently) General Manager, Quality Assurance Department</p> <p>June 2011 Deputy Corporate General Manager, Automotive Business Headquarters (concurrently) General Manager, Okayama Works</p> <p>July 2011 Deputy Corporate General Manager, Automotive Business Headquarters (concurrently) General Manager, Okayama Works (concurrently) President, NTN AKAIWA CORP.</p> <p>October 2011 Operating Officer</p> <p>April 2021 Executive Officer (retired in March 2025)</p> <p>June 2025 Director (current position)</p> <p>Current positions, etc. Member Nominating Committee Member of Audit Committee</p>	104,200 shares
[Reasons for selection as a candidate for Director, etc.]			
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. The Company requests his election as a candidate for Director with an aim to continuously improve corporate value, utilizing his experience and knowledge, etc. for management.			


No.	Name (Date of birth)	Past experience, positions held and responsibilities, and significant concurrent positions	Number of shares of the Company held
7	 <p>Ryo Kawakami (October 1, 1967)</p> <p><u>Reappointment</u></p> <p><u>Outside Director</u></p> <p>Number of years as Director 7 years</p> <p>Attendance at Board of Directors meetings: 14/15 (93.3%)</p> <p>Attendance at Nominating Committee meetings: 7/7 (100%)</p> <p>Attendance at Audit Committee meetings: 12/13 (92.3%)</p>	<p>April 1999 Registered as an attorney at law (Osaka Bar Association) Joined Osaka West Law Office (currently Osaka West Law Office, Legal Professional Corporation)</p> <p>April 2011 Specially Appointed Professor, Osaka University Law School</p> <p>June 2015 Outside Audit & Supervisory Board Member, the Company</p> <p>June 2019 Outside Director (current position)</p> <p>April 2020 Professor, Osaka University Law School (retired in March 2023)</p> <p>April 2024 Representative Partner, Osaka West Law Office, Legal Professional Corporation (current position)</p> <p>June 2025 Outside Audit & Supervisory Board Member, Sansei Technologies, Inc. (current position)</p> <p>Current positions, etc. Member of Nominating Committee Member of Audit Committee</p> <p>(Significant concurrent positions) Attorney at law (Representative Partner, Osaka West Law Office, Legal Professional Corporation) Outside Audit & Supervisory Board Member, Sansei Technologies, Inc.</p>	0 shares
[Reasons for selection and expected roles as a candidate for Outside Director, etc.]			
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. The Company requests his election as a candidate for 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.			

No.	Name (Date of birth)	Past experience, positions held and responsibilities, and significant concurrent positions	Number of shares of the Company held
8	 <p>Akira Murakoshi (June 27, 1958)</p> <p><u>Reappointment</u></p> <p><u>Outside Director</u></p> <p>Number of years as Director 4 years</p> <p>Attendance at Board of Directors meetings: 14/15 (93.3%)</p> <p>Attendance at Nominating Committee meetings: 7/7 (100%)</p> <p>Attendance at Compensation Committee meetings: 6/6 (100%)</p>	<p>April 1982 Joined Mitsubishi Corporation</p> <p>April 2012 Senior Vice President</p> <p>April 2017 Executive Vice President</p> <p>June 2017 Member of the Board, Executive Vice President</p> <p>April 2021 Member of the Board (Representative Director), Executive Vice President</p> <p>April 2022 Member of the Board (retired in June 2022)</p> <p>June 2022 Outside Director, the Company (current position)</p> <p>June 2023 Full-time Audit & Supervisory Board Member, Mitsubishi Corporation</p> <p>June 2024 Director, Full-time Audit & Supervisory Committee Member (scheduled to retire in June 2026)</p> <p>Current positions, etc. Chairperson of Nominating Committee Member of Compensation Committee</p> <p>(Significant concurrent positions) Director, Full-time Audit & Supervisory Committee Member, Mitsubishi Corporation</p>	7,500 shares
[Reasons for selection and expected roles as a candidate for Outside Director, etc.]			
Mr. Akira Murakoshi possesses broad knowledge, etc. based on extensive experience in the management of other companies. The Company requests his election as a candidate for 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.			

No.	Name (Date of birth)	Past experience, positions held and responsibilities, and significant concurrent positions	Number of shares of the Company held
9	 <p data-bbox="201 562 371 622">Yasuo Kitani (July 28, 1962)</p> <p data-bbox="201 651 371 685"><u>Reappointment</u></p> <p data-bbox="201 719 371 752"><u>Outside Director</u></p> <p data-bbox="178 786 394 869">Number of years as Director 3 years</p> <p data-bbox="169 902 403 985">Attendance at Board of Directors meetings: 15/15 (100%)</p> <p data-bbox="169 1019 403 1137">Attendance at Nominating Committee meetings: 7/7 (100%)</p> <p data-bbox="169 1171 403 1254">Attendance at Audit Committee meetings: 13/13 (100%)</p>	<p data-bbox="416 259 1273 566"> April 1986 Joined The Sanwa Bank, Ltd. (currently MUFG Bank, Ltd.) June 2012 Executive Officer, The Bank of Tokyo-Mitsubishi UFJ, Ltd. (currently MUFG Bank, Ltd.) (retired in May 2015) July 2013 Executive Officer, Mitsubishi UFJ Financial Group, Inc. (retired in May 2015) June 2015 Managing Executive Officer, Mitsubishi UFJ NICOS Co., Ltd. (retired in June 2019) June 2019 President and Representative Director, T&T ADVERTISING CO., LTD. (retired in June 2023) June 2023 Outside Director, the Company (current position) </p> <p data-bbox="416 600 1038 656">Current positions, etc. Member of Nominating Committee Chairperson of Audit Committee</p>	9,900 shares
[Reasons for selection and expected roles as a candidate for Outside Director, etc.]			
Mr. Yasuo Kitani possesses extensive experience in banking over many years and broad knowledge including finance, among others. The Company requests his election as a candidate for 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.			

No.	Name (Date of birth)	Past experience, positions held and responsibilities, and significant concurrent positions	Number of shares of the Company held
10	 <p>Tatsuhiko Toshita (January 14, 1956)</p> <p><u>Reappointment</u></p> <p><u>Outside Director</u></p> <p>Number of years as Director 2 years</p> <p>Attendance at Board of Directors meetings: 15/15 (100%)</p> <p>Attendance at Audit Committee meetings: 10/10 (100%)</p> <p>Attendance at Compensation Committee meetings: 6/6 (100%)</p>	<p>April 1980 Joined ITOCHU Corporation</p> <p>April 2010 Executive Officer, Marubeni-Itochu Steel Inc.</p> <p>April 2013 Member of the Board (concurrently) Managing Executive Officer</p> <p>April 2016 Member of the Board (concurrently) Senior Managing Executive Officer</p> <p>April 2017 Member of the Board, Executive Vice President</p> <p>April 2020 Member of the Board, President and CEO</p> <p>April 2023 Senior Advisor (retired in March 2024)</p> <p>June 2024 Outside Director, the Company (current position) Outside Director, NIHON SEIKAN K.K. (current position)</p> <p>Current positions, etc. Member of Audit Committee Chairperson of Compensation Committee</p> <p>(Significant concurrent positions) Outside Director, NIHON SEIKAN K.K.</p>	10,500 shares
[Reasons for selection and expected roles as a candidate for Outside Director, etc.]			
Mr. Tatsuhiko Toshita possesses broad knowledge, etc., based on extensive experience in the management of other companies. The Company requests his election as a candidate for 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.			

No.	Name (Date of birth)	Past experience, positions held and responsibilities, and significant concurrent positions	Number of shares of the Company held
11	 <p>Hiromi Wada (July 24, 1960)</p> <p>Reappointment</p> <p>Outside Director</p> <p>Number of years as Director 1 year</p> <p>Attendance at Board of Directors meetings: 11/11 (100%)</p> <p>Attendance at Compensation Committee meetings: 5/5 (100%)</p>	<p>April 1983 Joined Matsushita Electric Industrial Co., Ltd. (currently Panasonic Holdings Corporation)</p> <p>April 2010 Board member, Panasonic Corporation (currently Panasonic Holdings Corporation)</p> <p>March 2016 Board member, The Linux Foundation Non-profit standards body</p> <p>August 2020 Advisor, Automotive Company, Panasonic Corporation (currently Panasonic Automotive Systems Co., Ltd.)</p> <p>June 2021 Outside Director, Imasen Electric Industrial Co., Ltd. (retired in June 2024)</p> <p>Outside Director, Sakai Chemical Industry Co., Ltd. (retired in June 2025)</p> <p>June 2022 Representative Director, i-Golf Studio Co., Ltd. (currently HIROZ Co., Ltd.) (current position)</p> <p>October 2022 Part-time Advisor, Panasonic Automotive Systems Co., Ltd. (scheduled to retire in June 2026)</p> <p>March 2023 Outside Director, Shimano Inc. (current position)</p> <p>June 2025 Outside Director, the Company (current position)</p> <p>Outside Director, TS TECH CO., LTD. (current position)</p> <p>Current positions, etc. Member of Compensation Committee</p> <p>(Significant concurrent positions)</p> <p>Representative Director, HIROZ Co., Ltd.</p> <p>Part-time Advisor, Panasonic Automotive Systems Co., Ltd.</p> <p>Outside Director, Shimano Inc.</p> <p>Outside Director, TS TECH CO., LTD.</p>	1,100 shares
[Reasons for selection and expected roles as a candidate for Outside Director, etc.]			
Ms. Hiromi Wada possesses broad knowledge, etc., based on extensive experience in the Technology and Research Division and IT Technology Division of other companies. The Company requests her election as a candidate for 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.			

No.	Name (Date of birth)	Past experience, positions held and responsibilities, and significant concurrent positions	Number of shares of the Company held
12	 Ayako Miura Name on family register: Ayako Morinaga (September 14, 1980) <div style="border: 1px solid black; padding: 2px; display: inline-block;">New</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Outside Director</div>	December 2009 Registered as an attorney at law (Osaka Bar Association) January 2010 Joined Shiono Takashi Law Office (currently Shiono Miura Law Office) April 2016 Part-time Lecturer, Osaka University Law School October 2023 Domestic Relations Conciliator, Osaka Family Court (current position) April 2025 Visiting Professor, Osaka University Law School (current position) May 2025 Partner Attorney, Shiono Miura Law Office (current position) (Significant concurrent positions) Attorney at law (Partner Attorney, Shiono Miura Law Office) Domestic Relations Conciliator, Osaka Family Court Visiting Professor, Osaka University Law School	0 shares

[Reasons for selection and expected roles as a candidate for Outside Director, etc.]

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. The Company newly requests her election as a candidate for 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.

- (Notes)
- There are no special interests between each candidate and the Company.
 - Mr. Ryo Kawakami, Mr. Akira Murakoshi, Mr. Yasuo Kitani, Mr. Tatsuhiko Toshita, Ms. Hiromi Wada, and Ms. Ayako Miura are candidates for Outside Director (as stipulated in Article 2, Item 15 of the Companies Act) corresponding to Outside Officers (as stipulated in Article 2, Paragraph 3, Item 5 of the Ordinance for Enforcement of the Companies Act).
 - Mr. Ryo Kawakami, Mr. Akira Murakoshi, Mr. Yasuo Kitani, Mr. Tatsuhiko Toshita, and Ms. Hiromi Wada have been defined as Independent Board Members under the stipulations of the Tokyo Stock Exchange, Inc., and have been submitted as such. In addition, the Company plans to define Ms. Ayako Miura as an Independent Board Member under the stipulations of the Exchange and submit as such.
 - Mr. Ryo Kawakami, Mr. Akira Murakoshi, Mr. Yasuo Kitani, Mr. Tatsuhiko Toshita, Ms. Hiromi Wada, and Ms. Ayako Miura satisfy the Company's "Standards Regarding the Independence of Outside Directors" (page 21 to page 22).
 - The Company has entered into a directors and executive officers, etc. liability insurance contract with an insurance company. This covers damages that may arise when the insured assumes liability for the execution of his or her duties as director or executive officer, etc. of the Company or receives a claim related to the pursuit of such liability resulted from omission (compensation for damages, litigation expenses, etc.). The insurance premiums are fully borne by the Company. Also, the Company plans to renew the insurance policy with the same contents at the next renewal. They will continue to be insured under the insurance contract if the election of each candidate for Director is approved.
 - The Company has concluded agreements with Messrs. Etsu Harima, Ryo Kawakami, Akira Murakoshi, Yasuo Kitani, Tatsuhiko Toshita, and Ms. Hiromi Wada as stipulated in Article 427, Paragraph 1 of the Companies Act to limit their liability pursuant to Article 423, Paragraph 1 of the same Act. If the appointment is approved, the Company plans to conclude the same agreements with them. Furthermore, the maximum amount of liability pursuant to the agreement is the amount stipulated by laws and regulations. Ms. Ayako Miura will conclude the same agreement to limit her liability if her election for Director is approved.
 - Shimano Inc., where Ms. Hiromi Wada serves as Outside Director, received a recommendation from the Japan Fair Trade Commission on September 17, 2025, based on the Act against Delay in Payment of Subcontract Proceeds, Etc. to Subcontractors (currently the Act on Preventing Delay in Payment to Small and Medium-Sized Entrusted Business Operators in Relation to Manufacturing Consignment). Ms. Hiromi Wada regularly makes recommendations from the perspective of legal compliance and compliance management, and since the facts of this legal violation came to light, she has been fulfilling her responsibilities by expressing her opinion on measures to prevent recurrence.
 - In case this proposal is approved, the Chairperson of the Board of Directors and the composition of the Nominating Committee, Audit Committee, and Compensation Committee will be as follows.

Chairperson of the Board of Directors	Akira Murakoshi
Nominating Committee	Akira Murakoshi (Chairperson), Ryo Kawakami, Yasuo Kitani, Eiichi Ukai, Etsu Harima
Audit Committee	Yasuo Kitani (Chairperson), Ryo Kawakami, Tatsuhiko Toshita, Ayako Miura, Etsu Harima
Compensation Committee	Tatsuhiko Toshita (Chairperson), Hiromi Wada, Akira Murakoshi, Ayako Miura, Eiichi Ukai, Masaaki Yamamoto

(Reference)

Standards for Selection of Directors

- Must be of sound health both physically and mentally.
- Must have high ethical standards 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 judgment from a Company-wide and medium- to long-term perspective.
- Must have excellent insight and foresight concerning changes to the overall environment and to society.
- Must have a sufficient record of performance and expertise in relevant fields. (Corporate manager or expertise)
- Outside Directors must (1) have sufficient time to accomplish their duties, (2) satisfy the Standards regarding the Independence of Outside Directors, (3) ensure diversity between the Outside Directors, and (4) have the requisite abilities to accomplish duties as a member of the three Committees.

Standards Regarding the Independence of Outside Directors

Outside Directors, in order to secure independence from the Company Group, must be in adherence with all of the following items.

- (1) He or she must not be a Director involved in business execution (as defined by Article 2, Item 15 of the Companies Act [in the event that the Companies Act is amended, the same stipulation in the post-amended Article]), an Executive Officer, an Accounting Advisor, or an employee (hereinafter “a Director involved in business execution, etc.”) of the Company Group, and must also have not been a Director involved in business execution, etc., of the Company Group for ten (10) years prior to assuming office.
- (2) At the time of assuming office and for three (3) years prior, none of the following may apply.
 - a. i. A major shareholder of the Company or a Director who is not a Director involved in business execution or a Director involved in business execution, etc., of a major shareholder organization of the Company (defined as an entity that holds 10% or more of the total voting rights, including in the form of indirect holdings; hereinafter the same)
 - ii. A Director involved in business execution, etc. of an organization of which the Company Group is the major shareholder
 - b. A main lender of the Company Group or a Director involved in business execution, etc. of an organization that is a main lender of the Company Group (defined as an entity that is a lender of the Company Group’s liabilities that is equal to or greater than 2% of the Company Group’s total assets as of the closing date of the most recent fiscal year)
 - c. A Director involved in business execution, etc. of the lead underwriting firm of the Company Group
 - d. i. A main customer or a Director involved in business execution, etc. of an organization that is a main customer of the Company Group (defined as a customer from which the Company Group has received monetary compensation in exchange for goods or services within the most recent three (3) fiscal years that is equal to or greater than 2% of consolidated net sales for the most recent fiscal year of the Company Group).
 - ii. A main supplier or a Director involved in business execution, etc. of an organization that is a main supplier of the Company Group (defined as a supplier for which the Company Group has provided monetary compensation in exchange for goods or services within the most recent three (3) fiscal years that is equal to or greater than 2% of consolidated net sales for the most recent fiscal year of the supplier).
 - e. A person affiliated with the Company Group’s Accounting Auditor
 - f. Separate from compensation as an Outside Director, a person who has received 10 million yen or more in monetary or other compensation from the Company Group on average over the three (3) most recent fiscal years for consulting, accounting, or legal services, or a person affiliated with an organization that has received significant monetary or other compensation on average over the three (3) most recent fiscal years (defined as either 10 million yen or more, or 2% or

- more of the net sales or revenue of said organization on average over the same number of years, whichever is greater).
- g. A person who has received a significant donation from the Company Group on average over the three (3) most recent fiscal years (defined as 10 million yen or more per fiscal year), or a person affiliated with an organization that has received a significant donation
 - h. A person under mutual association with an Officer of the Company Group (defined as a person that is affiliated with an organization to which an Officer or employee of the Company Group was an existing Officer, etc. subsequently becoming an Officer of the Company Group)
- (3) He or she must not be a relative (defined as a spouse or relative within the second degree, etc.) to any of the following persons.
- a. At the time of assuming office, a person who is a Director involved in business execution, etc., or, a person who was a Director involved in business execution, etc. of the Company Group within the previous ten (10) years
 - b. A person to which any of the items in Item (2) applies (excluding unimportant employees and affiliated persons)

(Appendix)

Business Report

(April 1, 2025 - March 31, 2026)

1. Overview of the Corporate Group

(1) Business Progress and Results

The global economy in the fiscal year under review continued its gradual recovery, although there were signs of weakness in some regions. The Japanese economy experienced a moderate recovery, with improvements in personal consumption and capital investment, although the impact of the Middle East situation needs to be monitored closely. Overseas, the U.S. economy continued to expand moderately, despite some weakness. The Chinese economy moderately slowed down, while other emerging economies in Asia saw economic recovery and expansion. The European economy showed signs of picking up in the Eurozone.

Under these business environments, the Company will continue to accelerate the transformation of our business structure, set forth in the Medium-term Management Plan “DRIVE NTN100” Final, which started in April 2024, and complete the revitalization of NTN, focusing on the implementation of business structure reforms, mainly production restructuring, and the enhancement of “earning power” through strengthening SQCCD*.

*Safety, Quality, Compliance, Cost & Cash, Delivery & Development

Net sales for the fiscal year under review amounted to 826,344 million yen (up 0.1% year on year). Regarding profit and loss, operating income amounted to 31,034 million yen (up 35.2% year on year) mainly due to the price pass-on measures and reductions in variable costs, despite the impact of a decrease in the scale of sales. Ordinary income amounted to 23,484 million yen (up 124.2% year on year) mainly due to the improvement in foreign exchange losses (gains) resulting from the depreciation of the yen. Profit attributable to owners of parent was 12,871 million yen (loss attributable to owners of parent of 23,801 million yen in the previous fiscal year) mainly due to the impact of tax effects in the Japan segment.

Operating results by reporting segment (company location) were as follows:

[Operating income (loss) by segment]

Segment	Net sales				Operating income	
	Sales to external customers (Millions of yen)	Inter-segment sales or transfers (Millions of yen)	Total (Millions of yen)	Year-on-year change (%)	Amount (Millions of yen)	Year-on-year change (%)
Japan	216,392	135,769	352,161	(0.7)	9,192	(18.0)
Americas	262,523	1,068	263,591	(3.1)	5,469	(Note)
Europe	193,562	3,899	197,462	3.6	(1,061)	(Note)
Asia and other areas	153,866	13,866	167,732	(0.5)	17,573	19.1
Total	826,344	154,604	980,948	–	31,175	–
Inter-segment eliminations, etc.	–	(154,604)	(154,604)	–	(140)	–
Consolidated total	826,344	–	826,344	0.1	31,034	35.2

Note: Year-on-year change in operating income is not stated because we recorded an operating loss in the previous fiscal year.

1) Japan

In the Bearing and Others business, sales in aftermarket applications increased. Sales in industrial machinery OEM applications increased, and sales in automotive OEM applications decreased. In the CVJ/Axle business, sales in automotive OEM applications decreased due to decreased customer demand. As a result, net sales amounted to 352,161 million yen (down 0.7% year on year). Segment income amounted to 9,192 million yen (down 18.0% year on year) mainly due to a decrease in the scale of sales, despite the impact of price pass-on measures.

2) Americas

Sales in industrial machinery applications in the Bearing and Others business and sales in automotive aftermarket applications in the CVJ/Axle business increased on a local currency basis, but were impacted by exchange rates and decreased customer demand in automotive OEM applications. As a result, both businesses faced declining sales, and on the whole, net sales amounted to 263,591 million yen (down 3.1% year on year). Segment income was 5,469 million yen (segment loss of 395 million yen in the previous fiscal year) mainly owing to reductions in variable costs and fixed costs, despite the impact of U.S. trade policy.

3) Europe

In the Bearing and Others business, sales in automotive applications decreased. In the CVJ/Axle business, sales in automotive OEM applications decreased due to decreased customer demand. As a result, net sales amounted to 197,462 million yen (up 3.6% year on year). Segment loss was 1,061 million yen (segment loss of 4,163 million yen in the previous fiscal year) mainly due to reductions in variable costs and fixed costs, despite a decrease in the scale of sales.

4) Asia and other areas

In the Bearing and Others business, sales in aftermarket applications and industrial machinery applications increased, but sales in automotive applications decreased. In the CVJ/Axle business, sales in automotive aftermarket applications increased, but sales in automotive OEM applications decreased due to decreased customer demand. As a result, net sales amounted to 167,732 million yen (down 0.5% year on year). Segment income was 17,573 million yen (up 19.1% year on year) mainly due to reductions in variable costs and fixed costs, despite the impact of a decrease in the scale of sales.

Operating results by business segment were as follows:

[Operating income (loss) by business segment]

Business segment	Sales to external customers (Millions of yen)	Operating income (Millions of yen)
Bearing and Others	348,890	12,256
CVJ/Axle	477,453	18,778
Total	826,344	31,034

1) Bearing and Others

Net sales amounted to 348,890 million yen (up 2.4% year on year) due to recovered customer demand and the impact of exchange rates. Operating income amounted to 12,256 million yen (down 10.4% year on year) mainly due to a decrease in the scale of sales, despite price pass-on measures and reductions in variable costs.

2) CVJ/Axle

Net sales amounted to 477,453 million yen (down 1.5% year on year) mainly due to decreased customer demand. Operating income amounted to 18,778 million yen (up 102.4% year on year) mainly due to price pass-on measures and reductions in variable costs, despite the impact of a decrease in the scale of sales.

(2) Capital Investments

In the fiscal year under review, within Japan, we carried out building maintenance and introduced a bearing manufacturing facility at Wakayama Works, conducted seismic reinforcement work at the needle bearing plant of Iwata Works, and introduced a constant velocity joint (CVJ) manufacturing facility at NTN FUKUROI CORP., among others.

In the Americas, we relocated the head offices of NTN USA CORP. and NTN BEARING CORP. OF AMERICA, among others.

In Europe, we constructed a head office and introduced a bearing manufacturing facility at NTN EUROPE S.A., and updated a CVJ manufacturing facility at NTN TRANSMISSIONS EUROPE, among others.

In Asia and other areas, we introduced a solar power generation facility at NTN MANUFACTURING (THAILAND) CO., LTD., and constructed buildings and introduced a CVJ manufacturing facility at NTN NEI Manufacturing India Private LTD.

As a result, total capital investment amounted to 32,464 million yen.

(3) Financing

During the fiscal year under review, the Company raised funds by issuing 2nd publicly offered hybrid bonds (subordinated bonds) worth 10,000 million yen in December of last year as a refinancing of its 1st publicly offered hybrid bonds (subordinated bonds), and by obtaining a subordinated term loan worth 22,000 million yen in March of this year.

(4) Issues to Be Addressed

Through the practice of our corporate philosophy, “We shall contribute to international society through creating new technologies and developing new products,” the Group aims to contribute to solving social issues in the world and realize a “NAMERAKA Society” where people can easily lead a secure and fulfilling life in harmony with nature. Towards this goal of realizing a “NAMERAKA Society,” we have identified 13 items of materiality that we should address with priority, formulated response measures for these items, and are regularly reviewing the progress.

In April 2024, we defined the vision for FY2035 and its target indicators that represent where we want to be in about 10 years’ time. We will transform our business structure into one that generates stable income driven by both OEM business and aftermarket business, with the aim of maintaining ROE that consistently exceeds the cost of shareholders’ equity even under economic fluctuation, achieving carbon neutrality, and fulfilling prosperous human development. We will enhance our corporate value by working together with all stakeholders to increase such economic value and environmental and social value to become a company that is trusted and needed by our stakeholders and society at large.

[Outline of the Medium-term Management Plan “DRIVE NTN100” Final]

The three-year Medium-term Management Plan “DRIVE NTN100” Final, which the Company launched in April 2024, is positioned as a period for accomplishing the “revitalization of NTN,” the unachieved goal of the previous Medium-term Management Plan, while also succeeding the basic policy of the previous plan, “Drive forward transformation of business structure.” To revitalize NTN, we are working to transform our business structure with a focus on production reorganization and also concentrating our efforts on improving our “earning power” with emphasis on “SQCCD.”

1. Basic Strategy

(1) Digital technology × management resources

Digital technologies, such as AI, are increasingly evolving, and their application in business is expanding. Combining such digital technologies with the management resources we have developed to date, we will drive the transformation of business structure further in order to achieve NTN’s revitalization.

(2) Production reorganization

In the three years of “DRIVE NTN100” Final, we aim to formulate a plan for production reorganization that will lead to the transformation of business structure, give a concrete form to the plan, and implement it, and thereby reduce fixed costs and improve our competitiveness. We will ensure that structural reform expenses required for production reorganization will be funded, as well as allocate funds for shareholder returns, loan repayments, and other purposes

as appropriate, and then distribute funds to growth investment, carbon neutrality, IT investment, and for other purposes so that we can accelerate growth towards FY2035.

(3) Making the corporate philosophy related to “Safety, Quality, Compliance, Cost & Cash, and Delivery & Development” take root

Aiming to let the Group’s corporate philosophy system represented by “founders’ spirit,” “corporate philosophy,” and “NTN SPIRIT” take root among our employees, we have placed the policy of SQCCD, short for Safety, Quality, Compliance, Cost & Cash, and Delivery & Development, as a pillar of our business operation to ensure that all of our employees around the world can use it as a familiar guide.

2. Strategies by Business Sector

In April 2024, we made a significant shift from a market-based organization to a product-based organization with a view to enhancing the profitability of products for OEM and strengthening the supply capacity of products for aftermarket. The bearing business, which had been dispersed across the market-based organization, is now brought together, allowing us to change to a business that makes a profit from an integrated operation of OEM and aftermarket. We will also strengthen the profit structure of CVJs and axle bearings for automotive use, which account for 60% of the Group’s sales.

Aiming to realize sustained growth, we also consolidated research and development organizations concerned with “development into new areas” and established the Innovation & Business Development HQ. in April 2024, which serves as a one-stop shop to handle all functions from marketing to development and production, with the idea of “realizing products built on our core technology that have competitive edge over other companies” at the heart of its activities. We will accelerate the creation of products and services that meet the needs of the markets and customers.

(1) Bearing and Others business

Our bearing products are sold in various markets ranging from automotive OEM, industrial machinery OEM to aftermarket. By consolidating business operations for these products and switching to a product-based management organization, we will transform our business model into one that makes a profit from an integrated operation of OEM and aftermarket business. We will expand sales of aftermarket products and improve profits in the bearing business by optimizing the allocation of production capacity between OEM and aftermarket products, maximizing asset efficiency, and driving the transformation of business structure. We will also work to expand our business in new areas by developing new products for electrification and EVs to win profitable new projects, expanding the business that monitors the condition of customers’ facilities, and others. Through such efforts, we aim to change our business from one that only sells hardware to one that also sells intangible services.

We will accelerate the creation and development of products that will generate new business by developing module products and unit products with excellent functionality, quality, and cost effectiveness, which meet the needs of the market, with the growth fields of next-generation mobility module, robotic peripheral module, and green energy products at the core.

<Status of initiatives>

The European aviation market is expected to continue growing, and NTN Europe S.A. is steadily increasing its production capacity for aerospace bearings at its Argonay Plant in France. Production capacity will be expanded in phases through FY2030 to meet growing demand.

In addition, as part of our business structure reforms, we will restructure the domestic production structure of extra-large size bearings and consolidate the production functions of NTN HOUDATSUSHIMIZU CORP. into the Company’s Kuwana Works. As a result of this restructuring, we expect to achieve reductions in both variable and fixed costs amounting to several hundred million yen annually. Going forward, we will continue to strive for sustainable corporate value enhancement by improving asset efficiency and further strengthening our competitiveness in terms of quality, cost, and delivery.

While the global shift towards electrification has temporarily slowed in the automotive business, we anticipate a steady increase in the proportion of EVs over the medium to long term. In this context, the demand for electrical corrosion-resistant bearings is expected to

expand further as systems are upgraded to higher voltages to shorten charging times. Anticipating these market changes, we newly developed a Resin Mold Insulated Bearing, in addition to the hybrid bearings using ceramic balls that have been the mainstream to date, and began mass production in May of last year. Furthermore, we are working to establish a local mass production system in China, the largest market for electric vehicles, aiming to strengthen our global supply chain and create a more flexible supply system. Moreover, our special heat treatment (HA-C) bearings, which have a longer operating life, received high praise at last year's Automotive Engineering Exposition. By expanding sales of these high value-added products, we aim to further improve profitability and strengthen our competitiveness.

For the aftermarket, we have largely completed the introduction at our sales subsidiary of "FIRST," our system for immediate delivery of popular products, which we have been working on for some time to strengthen supply capacity, as well as the expansion of our finished product inventory. In addition, we are shortening delivery times for large bearings used in MRO (Maintenance, Repair, Overhaul) by maintaining an inventory of materials, which is leading to increased orders. Going forward, we will focus on increasing our inventory of semi-general-purpose products, which are expected to generate higher profits. Furthermore, we will promote the expansion of sales of high value-added products tailored to specific industries and markets, such as motor repair parts. At the same time, to compete with inexpensive products from emerging manufacturers, we will enhance our price competitiveness through procurement reforms. In the service business, we launched an analysis service in March of last year and a maintenance service for CVJs for industrial machinery in October. Going forward, we will continue to strengthen our services, in addition to selling products.

(2) CVJ/Axle business

We will build a robust business foundation by working on design reform, procurement & logistics reform, and business restructuring, and also take advantage of dealing with both CVJs and axle bearings, which are essential drivetrain parts for automobiles, to accelerate the expansion of businesses that cater to the newly arising needs, such as electrification. We will pursue both technological prowess and price competitiveness by reducing costs through the reform of procurement, logistics, and manufacturing, as well as through activities such as the restructuring of the global supply system and supply chain. Regarding sales, we place emphasis on offering proposals that are created from customers' viewpoints and selling at reasonable prices so as to improve customer satisfaction and profitability. For the growing EV market, we will develop products that differentiate themselves from their competitors by being in line with the needs for products that are larger, more high-angled, more efficient, lighter, and with low-friction, and launch them quickly. We will push on with production reorganization while working to maximize profit by restructuring our procurement and supply network for parts and finished products.

<Status of initiatives>

To strengthen the profitability of CVJ and axle bearings, we are promoting restructuring plans, such as the consolidation and closure of plants in Europe, China and the Americas. In Europe and China, progress is proceeding as planned, and in the Americas, we will close a plant in Canada in December of this year, and we are also moving into the implementation phase of consolidating and closing plants in the United States. In addition, in Europe and the Americas, we are reviewing supply chains in line with the restructuring of our production bases, and are transitioning from a system that is primarily based on local procurement to a globally optimized procurement system that combines procurement from various Asian countries. We will continue to improve our cost competitiveness through cost reductions and other measures, while closely monitoring changes in the external environment such as exchange rates, tariffs, and logistics lead times.

In terms of sales, we are focusing our resources on India and the aftermarket, where growth is expected. In India, we are further deepening our partnerships with automobile manufacturers by strengthening our research and development structure, and increasing our supply capacity of CVJs to meet growing demand. In the aftermarket, we will expand our network of contract manufacturers while gradually implementing sales strategies tailored to the market characteristics of each country and region.

In the area of new products, the adoption of highly efficient fixed constant velocity joint

“CFJ” is steadily progressing. Going forward, we will further reduce costs and standardize our processes, and work to expand the range of applications.

The implementation of the various measures outlined in “DRIVE NTN100” Final is progressing steadily, and as a result, we are seeing improvements in profitability. Going forward, we will continue to respond flexibly to changes in the business environment while reviewing our measures as needed and aiming to achieve sustainable and stable growth.

Guided by its corporate philosophy, “We shall contribute to international society through creating new technologies and developing new products,” the Group will strive to improve its corporate value by carrying out various measures under the Medium-term Management Plan “DRIVE NTN100” Final.

We sincerely appreciate the continued support and encouragement from our shareholders in the years ahead.

(Reference) Execution of Memorandum of Understanding Regarding Business Integration with NSK Ltd.

As Japan-origin companies operating global businesses in fields such as bearings and precision equipment, the Company and NSK Ltd. will bring together their respective strengths to build a resilient and sustainable business foundation and contribute to industry, the environment, and society through business growth and value creation, while at the same time maintaining and enhancing their international competitiveness over the long term. With these objectives in mind, on May 12 of this year, the Companies executed a memorandum of understanding based on a spirit of equality and began discussions.

Through this business integration, the Companies aim to (a) achieve long-term profitable growth backed by a sense of urgency, rather than mere expansion of the business scale, (b) ensure the effective succession of Japan-origin technologies, quality, and management and secure Japan’s position as an industrial base in the world, and (c) contribute to achievement of a sustainable society.

The Companies plan to implement the business integration in the form of a joint share transfer, under which the Companies will become wholly owned subsidiaries of a joint holding company to be established and the joint holding company will become the wholly owning parent company of the Companies, subject to shareholders meeting approval of each Company and the permits and approvals of the relevant authorities necessary for the business integration.

For further details, please refer to the press release, “Notice Concerning Execution of Memorandum of Understanding Regarding Business Integration Through Establishment of a Joint Holding Company (Share Transfer) Between NSK Ltd. and NTN Corporation,” dated May 12, 2026, which is posted on the Company’s website (https://www.ntnglobal.com/en/news/press/pdf/news202600029_1.pdf).

<Schedule>

Execution of memorandum of understanding	May 12, 2026
Execution of definitive agreement for business integration (including preparation of share transfer plan)	Within around six (6) months after execution of the memorandum of understanding
Companies’ annual shareholders meetings (resolution to approve share transfer)	June 2027 (scheduled)
Establishment of holding company (effective date) and listing on the Tokyo Stock Exchange	October 2027 (scheduled)

Note: The schedule above is the current plan and is subject to change due to future discussions between the Companies, responses relating to U.S. securities laws, domestic and foreign competition laws necessary for implementation of the business integration, or other circumstances.

(5) Trends in Assets and Income

(In millions of yen, unless otherwise specified.)

Item	The 124th fiscal year ended March 31, 2023	The 125th fiscal year ended March 31, 2024	The 126th fiscal year ended March 31, 2025	The 127th fiscal year ended March 31, 2026 (Current fiscal year)
Net sales	773,960	836,285	825,587	826,344
Ordinary income	12,047	20,001	10,475	23,484
Profit (loss) attributable to owners of parent	10,367	10,568	(23,801)	12,871
Net income per share (Yen)	19.53	19.91	(44.90)	23.40
Net assets	237,425	280,822	248,699	311,389
Total assets	869,827	910,252	856,425	878,676

- Notes:
1. In the 124th fiscal year, ordinary income increased, reflecting price pass-on measures, sales volume, and effects of exchange rate, despite increases in steel prices and fixed costs shown mainly in the automotive business in Europe and the Americas markets. We recorded gain on sale of tangible fixed assets under extraordinary income, and impairment loss and loss on business restructuring under extraordinary losses, and profit attributable to owners of parent saw an increase.
 2. In the 125th fiscal year, ordinary income increased, reflecting price pass-on measures and effects of exchange rate, despite the suspension of production and shipments by some automobile manufacturers. We recorded gain on sale of tangible fixed assets, gain on contribution of securities to retirement benefit trust, and gain on sale of investment securities under extraordinary income, and impairment loss, loss on business restructuring, and loss on disaster under extraordinary losses, and profit attributable to owners of parent saw an increase.
 3. In the 126th fiscal year, ordinary income decreased, reflecting a decrease in the scale of sales and the recording of foreign exchange losses, despite price pass-on measures and reductions in variable costs. We recorded gain on sale of tangible fixed assets under extraordinary income, and impairment loss, loss on business restructuring and loss related to Anti-Monopoly Act under extraordinary losses, and profit attributable to owners of parent saw a decrease.
 4. Situation in the 127th fiscal year (current fiscal year) is stated in 1. (1) Business Progress and Results above.

(6) Material Subsidiaries

Name	Capital	Investment ratio of the Company (%)	Principal business
NTN MIE CORP.	JPY 100 million	100	Manufacture of bearings
NTN HOUDATSUSHIMIZU CORP.	JPY 100 million	100	Manufacture of bearings
NTN NOTO CORP.	JPY 100 million	100	Manufacture of bearings
NTN FUKUROI CORP.	JPY 100 million	100	Manufacture of CVJs
NTN AKAIWA CORP.	JPY 100 million	100	Manufacture of bearings
NTN USA CORP. (U.S.A.)	USD 675,475 thousand	100	Administration and management of US subsidiaries
NTN BEARING CORP. OF AMERICA (U.S.A.)	USD 24,700 thousand	100*	Sale of bearings, CVJs, precision equipment, and others
NTN DRIVESHAFT, INC. (U.S.A.)	USD 128,800 thousand	100*	Manufacture of CVJs
AMERICAN NTN BEARING MFG. CORP. (U.S.A.)	USD 54,300 thousand	100*	Manufacture of bearings
NTN-BOWER CORP. (U.S.A.)	USD 167,000 thousand	100	Manufacture of bearings
NTN BEARING CORP. OF CANADA LTD. (Canada)	CAD 20,100 thousand	100*	Manufacture of bearings and sale of bearings, CVJs, precision equipment, and others
NTN Europe S.A. (France)	EUR 322,639 thousand	100	Administration and management of subsidiaries in Europe, and manufacture and sale of bearings
NTN TRANSMISSIONS EUROPE (France)	EUR 124,988 thousand	100	Manufacture and sale of CVJs
NTN Wälzlager (Deutschland) GmbH (Germany)	EUR 16,200 thousand	100*	Sale of bearings, CVJs, precision equipment, and others
NTN Kugellagerfabrik (Deutschland) GmbH (Germany)	EUR 18,500 thousand	100	Manufacture of bearings, precision equipment, and others
NTN BEARING-SINGAPORE (PTE) LTD. (Singapore)	SGD 36,000 thousand	100*	Sale of bearings, CVJs, precision equipment, and others
NTN MANUFACTURING (THAILAND) CO., LTD. (Thailand)	THB 1,311,000 thousand	100*	Manufacture and sale of bearings, CVJs, precision equipment, and others
NTN (CHINA) Investment Corporation (China)	USD 388,547 thousand	100	Administration and management of subsidiaries in China, and sale of bearings, CVJs, precision equipment, and others
NANJING NTN CORP. (China)	USD 180,000 thousand	100*	Manufacture and sale of bearings
SHANGHAI NTN CORP. (China)	USD 166,500 thousand	95*	Manufacture and sale of bearings and CVJ components
Guangzhou NTN-Yulon Drivetrain Co., Ltd. (China)	USD 12,500 thousand	60*	Manufacture and sale of CVJs

Notes: 1. Figures with an asterisk (*) are the ratios including investments by subsidiaries.
2. NTN do Brasil Produção de Semi-Eixos Ltda. (Brazil), which was listed in the previous fiscal year, has been turned into a non-consolidated subsidiary due to a decrease in materiality, and has

therefore been removed from the list of material subsidiaries.

(7) Principal Business

The Group's principal business is the manufacturing and sale of bearings, CVJs, precision equipment, and other items for aftermarket, industrial machinery, and automotive applications.

Business	Main products
Bearing and Others	Ball bearings, roller bearings, bearing units, large bearings, precision bearings, CVJs for industrial machinery, sliding bearings, fluid dynamic bearings, parts feeders, mobility module products, robot-related module products, natural energy-related products, machinery and equipment, others
CVJ/Axle	CVJs used in automobiles and axle bearings

(8) Principal Business Locations

1) The Company

Head office	Kita-ku, Osaka-shi
Production bases in Japan	Kuwana Works (Kuwana-shi, Mie), Nagano Works (Minowa-machi, Nagano), Wakayama Works (Hashimoto-shi, Wakayama), Iwata Works (Iwata-shi, Shizuoka), Okayama Works (Bizen-shi, Okayama), Mikumo Works (Matsusaka-shi, Mie), Engineering Plastics Works (Toin-cho, Mie)
Sales bases in Japan	Tokyo Sales Office (Minato-ku, Tokyo), East Japan Sales Office (Minato-ku, Tokyo), Central Japan Sales Office (Anjo-shi, Aichi), Nagoya Sales Office (Naka-ku, Nagoya-shi), Osaka Sales Office (Kita-ku, Osaka-shi), Kanto Automotive Sales Office (Minato-ku, Tokyo), Utsunomiya Automotive Sales Office (Utsunomiya-shi, Tochigi), Kita-Kanto Automotive Sales Office (Ohta-shi, Gumma), Tokai Automotive Sales Office (Anjo-shi, Aichi), West Japan Automotive Sales Office (Minami-ku, Hiroshima-shi)

Note: Due to a transfer of their operations to the Company's consolidated subsidiary, NTN SALES JAPAN CORP, Hiroshima Sales Office and Kyushu Sales Office were closed on April 1, 2025.

2) Subsidiaries

Production bases in Japan	NTN MIE CORP. (Kuwana-shi, Mie), NTN HOUDATSUSHIMIZU CORP. (Houdatsushimizu-cho, Ishikawa), NTN NOTO CORP. (Shika-machi, Ishikawa), NTN FUKUROI CORP. (Fukuroi-shi, Shizuoka), NTN AKAIWA CORP. (Akaiwa-shi, Okayama)
Administration bases	NTN USA CORP. (U.S.A.)
Overseas production and sales bases	NTN BEARING CORP. OF AMERICA (U.S.A.) NTN DRIVESHAFT, INC. (U.S.A.) AMERICAN NTN BEARING MFG. CORP. (U.S.A.) NTN-BOWER CORP. (U.S.A.) NTN BEARING CORP. OF CANADA LTD. (Canada) NTN Europe S.A. (France) NTN TRANSMISSIONS EUROPE (France) NTN Wälzlager (Deutschland) GmbH (Germany) NTN Kugellagerfabrik (Deutschland) GmbH (Germany) NTN BEARING-SINGAPORE (PTE) LTD. (Singapore) NTN MANUFACTURING (THAILAND) CO., LTD. (Thailand) NTN (CHINA) Investment Corporation (China) NANJING NTN CORP. (China) SHANGHA NTN CORP. (China) Guangzhou NTN-Yulon Drivetrain Co., Ltd. (China)

(9) Employees

Number of employees	Change from the previous fiscal year-end
21,305	Decrease of 691

Note: The number of employees consists of full-time employees and does not include temporary employees.

(10) Principal Lenders

Lender	Borrowings outstanding (Millions of yen)
MUFG Bank, Ltd.	71,011
Mizuho Bank, Ltd.	31,626
The Norinchukin Bank	31,334
Development Bank of Japan Inc.	27,000
The Shizuoka Bank, Ltd.	19,754
Nippon Life Insurance Company	15,500

Note: In addition to the above, there is a syndicated loan of 14,000 million yen with MUFG Bank, Ltd. as the underwriter, but this is not included in the borrowings outstanding of each lender.

2. Status of Shares

(1) Total Number of Authorized Shares: 1,800,000,000 shares

(2) Total Number of Issued Shares: 597,533,017 shares (including 853,169 shares of treasury stock)

Note: During the fiscal year under review, the total number of issued shares increased by 65,069,490 shares due to the exercise of stock acquisition rights.

(3) Number of Shareholders: 74,062

(4) Major Shareholders

Name of shareholder	Investment in the Company	
	Number of shares held (Thousands of shares)	Percentage of total (%)
The Master Trust Bank of Japan, Ltd. (Trust account)	82,651	13.85
Custody Bank of Japan, Ltd. (Trust account)	28,909	4.84
Meiji Yasuda Life Insurance Company	21,344	3.57
The Nomura Trust and Banking Co., Ltd. (Investment trust account)	18,969	3.17
NTN Kyoeikai	17,454	2.92
STATE STREET BANK AND TRUST COMPANY 505223	16,791	2.81
GOLDMAN SACHS INTERNATIONAL	15,548	2.60
NTN Employees Shareholding Association	13,357	2.23
BNYM AS AGT/CLTS 10 PERCENT	12,300	2.06
MUFG Bank, Ltd.	11,332	1.89

- Notes:
1. Figures for the number of shares held are rounded down to the nearest thousand.
 2. Percentage of total is calculated exclusive of treasury stock. The number of treasury stock does not include the 2,173,564 shares of the Company's stock held by the BIP Trust for compensation of Officers.

(5) Shares Delivered to Officers of the Company as Compensation for Execution of Duties During the Fiscal Year Under Review

As described later in 4. (3) Compensation, etc. for Directors and Executive Officers, the Company has introduced a performance-linked stock compensation scheme for Executive Officers.

Shares issued under the scheme during the fiscal year under review are as follows:

Category	Number of shares	Number of persons eligible for delivery
Executive Officers	12,816 shares	2

- Notes:
1. The above are the shares delivered during the fiscal year under review to individuals who no longer meet the beneficiary requirements due to their retirement, based on the points they had already been granted.
 2. Of the above number of shares, a portion constituting 50% of these shares has been converted into cash and delivered to eligible persons in money equivalent to the amount after being converted from shares to cash.

3. Company Officers

(1) Directors

Position	Name	Responsibilities and significant concurrent positions
Director	Eiichi Ukai	Member of Nominating Committee Member of Compensation Committee
Director	Masaaki Yamamoto	Member of Compensation Committee
Director	Shumpei Kinoshita	
Director	Koji Takahashi	
Director	Masaki Egami	Member of Audit Committee
Director	Etsu Harima	Member of Nominating Committee Member of Audit Committee
Director	Ryo Kawakami	Member of Nominating Committee Member of Audit Committee Attorney at law (Representative Partner, Osaka West Law Office, Legal Professional Corporation) Outside Audit & Supervisory Board Member, Sansei Technologies, Inc.
Director	Yuriya Komatsu	Chairperson of the Board of Directors Member of Compensation Committee Outside Director, Dream Incubator Inc. Outside Director, Daicel Corporation Outside Director, TOKYO GAS CO., LTD
Director	Akira Murakoshi	Chairperson of Nominating Committee Member of Compensation Committee Director, Full-time Audit & Supervisory Committee Member, Mitsubishi Corporation
Director	Yasuo Kitani	Member of Nominating Committee Chairperson of Audit Committee
Director	Tatsuhiko Toshita	Member of Audit Committee Chairperson of Compensation Committee Outside Director, NIHON SEIKAN K.K.
Director	Hiromi Wada	Member of Compensation Committee Representative Director, HIROZ Co., Ltd. Outside Director, Shimano Inc. Outside Director, TS TECH CO., LTD. Part-time Advisor, Panasonic Automotive Systems Co., Ltd.

- Notes:
1. Directors Mr. Ryo Kawakami, Ms. Yuriya Komatsu, Mr. Akira Murakoshi, Mr. Yasuo Kitani, Mr. Tatsuhiko Toshita, and Ms. Hiromi Wada are Outside Directors (as stipulated in Article 2, Item 15 of the Companies Act) corresponding to Outside Officers (as stipulated in Article 2, Paragraph 3, Item 5 of the Ordinance for Enforcement of the Companies Act).
 2. Directors Mr. Ryo Kawakami, Ms. Yuriya Komatsu, Mr. Akira Murakoshi, Mr. Yasuo Kitani, Mr. Tatsuhiko Toshita, and Ms. Hiromi Wada have been defined as Independent Board Members under the stipulations of the Tokyo Stock Exchange, Inc., and have been submitted as such.
 3. Director Mr. Yasuo Kitani, who is the Chair of the Audit Committee, was engaged in banking operations for many years during his time at banks and possesses considerable knowledge regarding

finance.

4. Directors Messrs. Masaki Egami, Etsu Harima, and Yasuo Kitani are full-time members of the Audit Committee. The Company appoints full-time members of the Audit Committee in order to improve the effectiveness of the Audit Committee.
5. At the 126th Annual General Meeting of Shareholders held on June 25, 2025, Mr. Koji Takahashi, Mr. Etsu Harima, and Ms. Hiromi Wada were newly elected as Director and assumed office.
6. At the conclusion of the 126th Annual General Meeting of Shareholders held on June 25, 2025, Mr. Hideaki Miyazawa, Mr. Isao Ozako, and Mr. Tomonori Nishimura retired from their positions as Director due to the expiration of their terms of office.
7. The Company has concluded agreements with Directors Mr. Masaki Egami, Mr. Etsu Harima, Mr. Ryo Kawakami, Ms. Yuriya Komatsu, Mr. Akira Murakoshi, Mr. Yasuo Kitani, Mr. Tatsuhiko Toshita, and Ms. Hiromi Wada as stipulated in Article 427, Paragraph 1 of the Companies Act to limit their liability pursuant to Article 423, Paragraph 1 of the same Act. The maximum amount of liability pursuant to the agreement is the amount stipulated by laws and regulations.

(2) Executive Officers

Position	Name	Responsibilities and significant concurrent positions
President, Executive Officer (Representative Executive Officer)	Eiichi Ukai	CEO (Chief Executive Officer) Corporate General Manager, Group Management HQ.
Executive Officer (Representative Executive Officer)	Masaaki Yamamoto	CFO (Chief Financial Officer) Europe & Africa Region
Executive Officer	Hiroyuki Ichikawa	Quality HQ., Composite Material Product Division, India Region
Executive Officer	Masayuki Kaimi	China 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., Americas Region Deputy Corporate General Manager, Group Management HQ. Chairman and Director, NTN USA CORP.
Executive Officer	Koji Takahashi	Corporate Communications Dept., ICT Strategy Dept. Deputy Corporate General Manager, Group Management HQ.
Executive Officer	Ikuya Tateoka	Corporate General Manager, CVJ & Axle Bearing Business HQ.
Executive Officer	Masayuki Tanio	Business Structural Reform
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	ASEAN, Oceania & West Asia Region, NTN KOREA CO., LTD. Corporate General Manager, Bearing Business HQ.

Notes: 1. Messrs. Eiichi Ukai, Masaaki Yamamoto, Shumpei Kinoshita, and Koji Takahashi concurrently serve as Directors.

2. The state of Executive Officers after the closing of the fiscal year under review is as follows:

Position	Name	Responsibilities and significant concurrent positions
President, Executive Officer (Representative Executive Officer)	Eiichi Ukai	CEO (Chief Executive Officer) Corporate General Manager, Group Management HQ.
Executive Officer (Representative Executive Officer)	Masaaki Yamamoto	CFO (Chief Financial Officer) Americas, China, ASEAN Region Support
Executive Officer	Hitoshi Aoki	Americas Region General Manager, Americas Region President and Director, NTN USA CORP. Chairman and Director, NTN BEARING CORP. OF AMERICA Chairman and Director, NTN BEARING CORP. OF CANADA LTD.
Executive Officer	Seiji Osumi	China Region General Manager, China Region Director (concurrently) President, NTN (CHINA) Investment Corp. Director, Guangzhou NTN-Yulon Drivetrain Co., Ltd.
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, 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	Quality HQ., Europe & Africa Region
Executive Officer	Ikuya Tateoka	Corporate General Manager, CVJ & Axle Bearing Business HQ.
Executive Officer	Masayuki Tanio	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.

(3) Compensation, etc. for Directors and Executive Officers

1) Total amount of compensation, etc. for Directors and Executive Officers

Category	Total Amount of compensation, etc.	Total amount of compensation, etc. by type					
		Fixed compensation		Performance-linked compensation			
		Monetary compensation				Non-monetary compensation	
		Basic compensation		Bonuses		Stock compensation	
		Number of persons	Amount	Number of persons	Amount	Number of persons	Amount
Directors (of which, Outside Directors)	158 million yen (98 million yen)	11 (7)	158 million yen (98 million yen)	- (-)	- (-)	- (-)	- (-)
Executive Officers	494 million yen	12	367 million yen	12	88 million yen	12	39 million yen
Total	653 million yen	23	526 million yen	12	88 million yen	12	39 million yen

- Notes:
1. Executive Officers who concurrently serve as Directors are included in the number of persons and the amount of compensation, etc. for Executive Officers.
 2. The amount of bonuses is the amount reported as the provision for the accrued bonuses for directors and other officers for the fiscal year under review. The amount of bonuses for directors and other officers for the previous fiscal year that were paid in the fiscal year under review was 64 million yen.
 3. The amount of stock compensation is the amount recorded as expenses related to the points based on the performance for the fiscal year under review. A portion equivalent to 50% of the amount recorded as the expenses will be converted into cash, and cash equivalent to the corresponding shares of the Company will be paid to eligible persons.

2) Policy for determining the amount or the calculation method of compensation, etc. for officers

The Compensation Committee has established the policy for determining the amount or the calculation method of compensation, etc. for officers as shown below.

The Compensation Committee believes that the specifics of compensation, etc. for individual Directors and Executive Officers for the fiscal year under review, which are based on the result of thorough deliberation by the Compensation Committee, are in line with this policy.

- (1) Compensation policies and amounts shall be determined by the Compensation Committee.
- (2) Compensation system
 - a. Directors (excluding those concurrently serving as Executive Officers) shall receive only fixed compensation, as they are in a position to supervise management (additional compensation is provided for the chairperson of the Board of Directors and the chairpersons and members of each committee).
 - b. Compensation for Executive Officers shall consist of fixed compensation and performance-linked compensation (annual incentives (bonuses) and medium- to long-term incentives (stock compensation)). Fixed compensation consists of basic compensation, compensation by responsibility, and compensation by representation.
 - c. The ratio of fixed compensation to performance-linked compensation is approximately 5:5 as a standard.
 - d. Fixed compensation, performance-linked compensation, and ratios shall be set at appropriate levels by regularly utilizing external objective survey data, etc.
 - e. For annual incentives (bonuses) paid to Executive Officers, the Company determines whether or not to provide payment of monetary compensation and, in the case of providing such payment, the total amount. The decision reflects the performance of a single fiscal year, based on consolidated financial results indicators, etc. of the previous fiscal year. The payment or non-payment of such monetary compensation to each Executive Officer, and in the case of payment, the amount, is determined within the total amount of provision by considering the Executive Officer's progress on priority target measures, including ESG

items. Indicators related to the calculation of bonuses are based on return on invested capital (ROIC) of consolidated financial results from the perspective of focus on the achievement of growth with consideration to capital efficiency. The provision is made once a year in June as determined by the Compensation Committee.

- f. For medium- to long-term incentives (stock compensation), the Company's shares shall be issued based on the achievement level of major target figures 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 the targets in the Medium-term Management Plan and contribute to raising shareholder value, and in order to promote the holding of the Company's shares. Medium- to long-term performance targets include key performance indicators (operating margin, net sales, etc.) that take into account the Company's management policies.
- g. Compensation levels and structure (fixed compensation and performance-linked compensation), etc. shall be discussed by the Compensation Committee in a timely and appropriate manner.

3) Matters related to performance-linked compensation, etc.

The Company provides bonuses and stock compensation as performance-linked compensation to Executive Officers.

Concerning bonuses, the Compensation Committee decides the amount for each Executive Officer following discussions that comprehensively consider the performance level of a single fiscal year and the Executive Officer's progress on priority target measures, including ESG items.

With regard to stock compensation, the performance indicators used as a base for calculating compensation for the fiscal year under review are the management indicators linked to major targets in the Medium-term Management Plan. The details and actual results for the fiscal year under review are as shown below. Specifics of compensation for each Executive Officer are calculated in accordance with the level of achievement of performance targets set under the Medium-term Management Plan.

Performance indicators	Actual results
Consolidated operating margin	3.8%
ROIC	3.6%
Net D/E ratio	0.63 times
Inventory turnover ratio	3.4 times
Consolidated net sales	826.3 billion yen

4) Matters related to non-monetary compensation, etc.

The Company has in place a performance-linked stock compensation scheme, which is a highly transparent and objective officer compensation scheme that is closely linked to the Company's performance presented in the Medium-term Management Plan, with the aim of enhancing the officers' motivation to achieve improved performance over the medium to long term, raising their awareness towards contributing to the enhancement of shareholder value, and letting them share interest with shareholders. The scheme adopts a mechanism called Board Incentive Plan (BIP) Trust (the "BIP Trust"). The BIP Trust is an incentive plan for officers built with the performance-linked stock compensation plan and restricted stock compensation plan in the U.S. in mind. Under the scheme, the Company delivers shares of the Company it has acquired through the BIP Trust and pays the money in the amount equivalent to the shares after being converted into cash, to Executive Officers in accordance with the level of achievement of performance targets set in the Medium-term Management Plan and other factors.

(4) Outside Officers

1) Significant concurrent positions and relationships with the Company

There are no special relationships between the Company and the entities at which the Outside Directors hold significant concurrent positions.

2) Main activities of Outside Directors during the fiscal year under review

Name	Main activities
Ryo Kawakami	During the fiscal year under review, he attended 14 of the 15 meetings of the Board of Directors held, 7 of the 7 meetings of the Nominating Committee held, and 12 of the 13 meetings of the Audit Committee held. Drawing on his broad knowledge, etc. based on extensive experience, etc. as a lawyer familiar with corporate legal affairs, he has conducted supervision of corporate management through his duties from the viewpoint of increasing transparency and fairness of the Company's management, such as by providing opinions as appropriate from a standpoint independent of business executors, and played the role expected of an Outside Director towards continuously improving the Company's corporate value.
Yuriya Komatsu	During the fiscal year under review, she attended 15 of the 15 meetings of the Board of Directors held and 6 of the 6 meetings of the Compensation Committee held. She served as the Chairperson of the Board of Directors. Drawing on her broad knowledge, etc. based on extensive experience, etc. as a manager at other business companies, she has conducted supervision of corporate management through her duties from the viewpoint of increasing transparency and fairness of the Company's management, such as by providing necessary opinions as appropriate from a standpoint independent of business executors, and played the role expected of an Outside Director towards continuously improving the Company's corporate value.
Akira Murakoshi	During the fiscal year under review, he attended 14 of the 15 meetings of the Board of Directors held, 7 of the 7 meetings of the Nominating Committee held, and 6 of the 6 meetings of the Compensation Committee held. He served as the Chairperson of the Nominating Committee. Drawing on his broad knowledge, etc. based on extensive experience, etc. as a manager at other business companies, he has conducted supervision of corporate management through his duties from the viewpoint of increasing transparency and fairness of the Company's management, such as by providing necessary opinions as appropriate from a standpoint independent of business executors, and played the role expected of an Outside Director towards continuously improving the Company's corporate value.
Yasuo Kitani	During the fiscal year under review, he attended 15 of the 15 meetings of the Board of Directors held, 7 of the 7 meetings of the Nominating Committee held, and 13 of the 13 meetings of the Audit Committee. He served as the Chairperson of the Audit Committee. Drawing on his broad knowledge, etc. based on extensive experience, etc. at financial institutions, he has conducted supervision of corporate management through his duties from the viewpoint of increasing transparency and fairness of the Company's management, such as by providing necessary opinions as appropriate from a standpoint independent of business executors, and played the role expected of an Outside Director towards continuously improving the Company's corporate value.

Name	Main activities
Tatsuhiko Toshita	During the fiscal year under review, he attended 15 of the 15 meetings of the Board of Directors held, 6 of the 6 meetings of the Compensation Committee held, and 10 of the 10 meetings of the Audit Committee held since his appointment as its member. He has served as the Chairperson of the Compensation Committee since June last year. Drawing on his broad knowledge, etc. based on extensive experience, etc. as a manager at other business companies, he has conducted supervision of corporate management through his duties from the viewpoint of increasing transparency and fairness of the Company's management, such as by providing necessary opinions as appropriate from a standpoint independent of business executors, and played the role expected of an Outside Director towards continuously improving the Company's corporate value.
Hiromi Wada	During the fiscal year under review, she attended 11 of the 11 meetings of the Board of Directors held since her appointment as Director, and 5 of the 5 meetings of the Compensation Committee held since her appointment as its member. Drawing on her broad knowledge, etc. based on extensive experience, etc. in the technology and research division and IT technology division of other business companies, she has conducted supervision of corporate management through her duties from the viewpoint of increasing transparency and fairness of the Company's management, such as by providing necessary opinions as appropriate from a standpoint independent of business executors, and played the role expected of an Outside Director towards continuously improving the Company's corporate value.

Note: In addition to the number of meetings of the Board of Directors held stated above, there was one resolution in writing that was deemed to be a resolution of the Board of Directors under Article 370 of the Companies Act and Article 28 of the Company's Articles of Incorporation.

(5) Summary of Directors and Executive Officers, etc. Liability Insurance Contract

The Company has entered into a directors and executive officers, etc. liability insurance contract with an insurance company, in which the Company's Directors, Executive Officers, etc. are the insured.

This covers damages that may arise when the insured assumes liability for the execution of his or her duties as Director or Executive Officer, etc. of the Company or receives a claim related to the pursuit of such liability resulting from omission (compensation for damages, litigation expenses, etc.). The insurance premiums are fully borne by the Company.

Note: In the monetary values stated in this Business Report, figures less than the units used are omitted.

Consolidated Financial Statements

Consolidated Balance Sheet

(In million yen)

Item	As of March 31, 2026	As of March 31, 2025 (reference)	Item	As of March 31, 2026	As of March 31, 2025 (reference)
(Assets)			(Liabilities)		
Current assets	545,000	533,861	Current liabilities	361,932	422,513
Cash and bank deposits	132,630	131,517	Notes and accounts payable-trade	63,051	59,104
Notes and accounts receivable-trade	120,172	111,962	Electronically-recorded obligations	66,260	69,239
Electronically-recorded monetary claims	10,487	7,583	Short-term loans	136,025	141,292
Finished goods & purchased goods	133,483	127,160	Current portion of bonds payable	10,000	50,000
Work in process	56,121	58,713	Current portion of convertible bonds	—	22,035
Raw materials and supplies	56,244	58,493	Accrued income taxes	5,202	5,178
Short-term loans receivable	61	70	Accrued bonuses for directors and other officers	131	109
Other	36,468	39,283	Other	81,260	75,554
Allowance for doubtful accounts	(670)	(923)	Long-term liabilities	205,353	185,213
Fixed assets	333,675	322,563	Bonds	20,000	20,000
Property, plant and equipment	259,320	254,074	Long-term loans	153,147	120,665
Buildings and structures	88,371	86,030	Provision for products defect compensation	682	445
Machinery, equipment and vehicles	106,991	112,609	Liabilities for retirement benefits	11,137	19,748
Land	31,959	31,330	Other	20,385	24,353
Construction in progress	24,411	17,193	Total liabilities	567,286	607,726
Other	7,586	6,910	(Net assets)		
Intangible assets	26,463	29,759	Shareholders' equity	197,760	167,501
Investments and other assets	47,891	38,729	Common stock	65,346	54,346
Investment securities	24,351	23,235	Additional paid-in capital	78,970	67,970
Deferred tax assets	6,950	3,375	Retained earnings	54,643	46,387
Assets for retirement benefits	11,836	7,211	Treasury stock	(1,199)	(1,202)
Other	5,350	5,688	Accumulated other comprehensive income	99,135	65,384
Allowance for doubtful accounts	(597)	(781)	Net unrealized holding gain on other securities	111	97
			Translation adjustments	82,052	55,544
			Remeasurements of defined benefit plans	16,971	9,742
			Non-controlling shareholders' equity	14,493	15,812
			Total net assets	311,389	248,699
Total assets	878,676	856,425	Total liabilities and net assets	878,676	856,425

Note: Figures shown are rounded down to the nearest million yen.

Consolidated Statement of Income

(In million yen)

Item	Year ended March 31, 2026 (April 1, 2025 – March 31, 2026)		Year ended March 31, 2025 (reference) (April 1, 2024 – March 31, 2025)	
	Net sales		826,344	
Cost of sales		674,569		684,221
Gross profit		151,774		141,366
Selling, general and administrative expenses		120,739		118,406
Operating income		31,034		22,959
Non-operating income				
Interest and dividend income	1,759		1,999	
Share of profit of entities accounted for using equity method	131		856	
Derivative transaction gains	–		1,219	
Foreign exchange gains	488		–	
Other	2,301	4,680	1,821	5,896
Non-operating expenses				
Interest expenses	7,823		8,968	
Foreign exchange losses	–		4,397	
Derivative transaction losses	46		–	
Other	4,360	12,230	5,016	18,381
Ordinary income		23,484		10,475
Extraordinary income				
Gain on sale of tangible fixed assets	3,074	3,074	747	747
Extraordinary losses				
Impairment loss	8,090		11,735	
Loss on business restructuring	3,159		7,171	
Loss on sale of shares of subsidiaries and associates	107		–	
Loss related to Anti-Monopoly Act	–	11,357	909	19,815
Income (loss) before income taxes		15,202		(8,593)
Income taxes - current	8,934		8,717	
Income taxes - deferred	(7,717)	1,217	5,470	14,188
Net income (loss)		13,984		(22,781)
Profit attributable to non-controlling shareholders		1,113		1,019
Profit (loss) attributable to owners of parent		12,871		(23,801)

Note: Figures shown are rounded down to the nearest million yen.

Non-Consolidated Financial Statements

Non-Consolidated Balance Sheet

(In million yen)

Item	As of March 31, 2026	As of March 31, 2025 (reference)	Item	As of March 31, 2026	As of March 31, 2025 (reference)
(Assets)			(Liabilities)		
Current assets	254,028	265,760	Current liabilities	263,833	315,631
Cash and bank deposits	43,158	34,505	Notes and accounts payable-trade	26,617	25,570
Notes receivable-trade	139	322	Electronically-recorded obligations	71,835	74,870
Electronically-recorded monetary claims	9,572	6,589	Short-term loans	119,346	109,476
Accounts receivable-trade	78,543	74,681	Current portion of bonds payable	10,000	50,000
Finished goods & purchased goods	34,787	35,675	Current portion of convertible bonds	—	22,035
Work in process	19,233	21,560	Lease liabilities	115	152
Raw materials and supplies	4,360	4,560	Accrued expenses	19,009	17,760
Accounts receivable - other	38,337	39,385	Accrued income taxes	1,571	479
Short-term loans receivable	57,533	76,684	Deposits received	9,421	8,628
Other	1,090	1,198	Accrued bonuses for directors and other officers	88	64
Allowance for doubtful accounts	(32,730)	(29,402)	Other	5,827	6,593
Fixed assets	373,472	350,016	Long-term liabilities	185,810	159,043
Property, plant and equipment	85,667	84,222	Bonds	20,000	20,000
Buildings	22,496	23,147	Long-term loans	138,450	114,260
Structures	1,009	1,148	Lease liabilities	1,178	1,269
Machinery and equipment	29,690	30,027	Provision for retirement benefits	18,585	21,793
Vehicles	175	225	Provision for products defect compensation	660	423
Tools, furniture and fixtures	2,856	2,619	Provision for loss on guarantees	5,612	—
Land	22,038	22,038	Other	1,323	1,297
Construction in progress	7,400	5,015	Total liabilities	449,644	474,674
Intangible assets	21,193	24,619	(Net assets)		
Patent right	16	20	Shareholders' equity	177,727	140,985
Leasehold interests in land	292	292	Common stock	65,346	54,346
Software	19,977	23,341	Additional paid-in capital	78,369	67,369
Software in progress	851	906	Legal capital surplus	78,369	67,369
Other	55	58	Retained earnings	35,210	20,471
Investments and other assets	266,612	241,174	Legal retained earnings	—	8,639
Investment securities	1,210	1,197	Other retained earnings	35,210	11,832
Shares of subsidiaries and associates	244,149	223,832	Reserve for tax purpose reduction entry of replacement assets	1,737	1,793
Investments in capital of subsidiaries and associates	658	1,706	Retained earnings brought forward	33,473	10,038
Deferred tax assets	13,196	7,863	Treasury stock	(1,199)	(1,202)
Prepaid pension costs	6,246	5,257	Valuation and translation adjustments	129	116
Other	1,565	1,801	Net unrealized holding gain on other securities	129	116
Allowance for doubtful accounts	(414)	(484)	Total net assets	177,856	141,101
Total assets	627,501	615,776	Total liabilities and net assets	627,501	615,776

Note: Figures shown are rounded down to the nearest million yen.

Non-Consolidated Statement of Income

(In millions of yen)

Item	Year ended March 31, 2026 (April 1, 2025 to March 31, 2026)		Year ended March 31, 2025 (reference) (April 1, 2024 to March 31, 2025)	
Net sales		342,936		346,244
Cost of sales		287,768		290,058
Gross profit		55,168		56,185
Selling, general and administrative expenses		48,818		48,562
Operating income		6,349		7,622
Non-operating income				
Interest and dividend income	28,628		15,270	
Other	3,263	31,891	1,078	16,349
Non-operating expenses				
Interest expenses	5,173		6,081	
Provision of allowance for doubtful accounts	3,319		4,577	
Provision for loss on guarantees	5,612		–	
Foreign exchange losses	–		1,407	
Other	2,062	16,168	1,417	13,483
Ordinary income		22,073		10,488
Extraordinary losses				
Loss on valuation of shares of subsidiaries and associates	2,102		9,035	
Loss on valuation of investments in capital of subsidiaries and associates	1,047		8,296	
Impairment loss	1,496		2,600	
Loss on business restructuring	186		–	
Loss related to Anti-Monopoly Act	–	4,833	909	20,841
Income (loss) before income taxes		17,239		(10,352)
Income taxes - current	1,987		667	
Income taxes - deferred	(5,334)	(3,347)	3,242	3,909
Net income (loss)		20,586		(14,262)

Note: Figures shown are rounded down to the nearest million yen.

(English Translation)
Independent Auditor's Report

May 19, 2026

The Board of Directors
NTN Corporation

Ernst & Young ShinNihon LLC
Osaka, Japan

Designated Engagement Partner	Certified Public Accountant	Yusaku Iriyama
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Designated Engagement Partner	Certified Public Accountant	Daiki Takai
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Opinion

Pursuant to the provisions of Article 444, Paragraph 4 of the Companies Act, we have audited the consolidated financial statements of NTN Corporation and its consolidated subsidiaries (the "Group"), which comprise the consolidated balance sheet, the consolidated statement of income, the consolidated statements of changes in shareholders' equity and the notes to the consolidated financial statements for the fiscal year from April 1, 2025 to March 31, 2026.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position and results of operations of the Group for the period covered by the consolidated financial statements in accordance with accounting principles generally accepted in Japan.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Japan (including requirements applicable to audits of financial statements of entities with a high social impact), and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

As stated in the notes regarding significant subsequent events, the Company and NSK Ltd. resolved and entered into a memorandum of understanding regarding business integration through the establishment of a joint holding company (share transfer) at their respective Board of Directors meetings on May 12, 2026.

This matter does not affect our opinion.

Other Information

The other information comprises the information included in the business report and its supplementary schedules. Management is responsible for the preparation and disclosure of the other information. The Audit Committee is responsible for overseeing the performance of the duties of Executive Officers and Directors in designing and operating the Group's reporting process for the other information.

Our audit opinion on the consolidated financial statements does not cover the other information, and we do not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other

information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of Management and the Audit Committee for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern and disclosing, as required by accounting principles generally accepted in Japan, matters related to going concern.

The Audit Committee is responsible for overseeing the performance of the duties of Executive Officers and Directors in designing and operating the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our responsibilities are, based on the audit we have performed, to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion on the consolidated financial statements from an independent standpoint. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

In accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. The selection and application of audit procedures are based on our judgement. Furthermore, obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Consider internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances during our risk assessments, while the purpose of the audit of the consolidated financial statements is not to express an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies applied by management and the application method thereof, as well as the reasonableness of accounting estimates made by management and related disclosures.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty regarding the going concern assumption exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion on the consolidated financial statements. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements appropriately represent the underlying transactions and events, in a manner that achieves fair presentation in accordance with accounting principles generally accepted in Japan.
- Plan and conduct the audit of consolidated financial statements to obtain sufficient appropriate audit

evidence regarding the financial information of the entities or business activities within the Group that serves as the basis for the expression of an opinion on the consolidated financial statements. We are responsible for the command, supervision and inspection of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control, which we identified during our audit, as well as other matters required under the auditing standards.

We also provide the Audit Committee with a statement that we have complied with the ethical requirements regarding independence that are relevant to our audit of the consolidated financial statements in Japan, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied to reduce threats to an acceptable level.

Interest Required to Be Disclosed by the Certified Public Accountants Act of Japan

Our firm and its designated engagement partners do not have any interest in the Group which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

Notes to the Readers of Independent Auditor's Report

This is an English translation of the Independent Auditor's Report as required by the Companies Act of Japan for the conveniences of the reader.

(English Translation)

Independent Auditor's Report

May 19, 2026

The Board of Directors
NTN Corporation

Ernst & Young ShinNihon LLC
Osaka, Japan

Designated Engagement Partner	Certified Public Accountant	Yusaku Iriyama
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Designated Engagement Partner	Certified Public Accountant	Daiki Takai
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Opinion

Pursuant to the provisions of Article 436, Paragraph 2, Item 1 of the Companies Act, we have audited the non-consolidated financial statements of NTN Corporation (the "Company"), which comprise the balance sheet, the statement of income, the statements of changes in shareholders' equity and the notes to the non-consolidated financial statements, and the supplementary schedules (collectively the "financial statements and the supplementary schedules") for the 127th fiscal year from April 1, 2025 to March 31, 2026.

In our opinion, the financial statements and the supplementary schedules referred to above present fairly, in all material respects, the financial position and results of operations of the Company for the period covered by the financial statements and the supplementary schedules in accordance with accounting principles generally accepted in Japan.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements and the Supplementary Schedules section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements and the supplementary schedules in Japan (including requirements applicable to audits of financial statements of entities with a high social impact), and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

As stated in the notes regarding significant subsequent events, the Company and NSK Ltd. resolved and entered into a memorandum of understanding regarding business integration through the establishment of a joint holding company (share transfer) at their respective Board of Directors meetings on May 12, 2026.

This matter does not affect our opinion.

Other Information

The other information comprises the information included in the business report and its supplementary schedules. Management is responsible for the preparation and disclosure of the other information. The Audit Committee is responsible for overseeing the performance of the duties of Executive Officers and Directors in

designing and operating the Company's reporting process for the other information.

Our audit opinion on the financial statements and the supplementary schedules does not cover the other information, and we do not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the financial statements and the supplementary schedules, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements and the supplementary schedules or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of Management and the Audit Committee for the Financial Statements and the Supplementary Schedules

Management is responsible for the preparation and fair presentation of these financial statements and the supplementary schedules in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of financial statements and supplementary schedules that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements and the supplementary schedules, management is responsible for assessing the Company's ability to continue as a going concern and disclosing, as required by accounting principles generally accepted in Japan, matters related to going concern.

The Audit Committee is responsible for overseeing the performance of the duties of Executive Officers and Directors in designing and operating the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements and the Supplementary Schedules

Our responsibilities are, based on the audit we have performed, to obtain reasonable assurance about whether the financial statements and the supplementary schedules as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion on the financial statements and the supplementary schedules from an independent standpoint. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements and the supplementary schedules.

In accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements and the supplementary schedules, whether due to fraud or error, and design and perform audit procedures responsive to those risks. The selection and application of audit procedures are based on our judgement. Furthermore, obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.
- Consider internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances during our risk assessments, while the purpose of the audit of the financial statements and the supplementary schedules is not to express an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies applied by management and the application method thereof, as well as the reasonableness of accounting estimates made by management and related disclosures.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty regarding the going concern assumption exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements and the supplementary schedules or, if such disclosures are inadequate, to modify our opinion on the financial statements and the

supplementary schedules. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure, and content of the financial statements and the supplementary schedules, including the disclosures, and whether the financial statements and the supplementary schedules appropriately represent the underlying transactions and events, in a manner that achieves fair presentation in accordance with accounting principles generally accepted in Japan.

We communicate with the Audit Committee regarding the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control, which we identified during our audit, as well as other matters required under the auditing standards.

We also provide the Audit Committee with a statement that we have complied with the ethical requirements regarding independence that are relevant to our audit of the financial statements and the supplementary schedules in Japan, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied to reduce threats to an acceptable level.

Interest Required to Be Disclosed by the Certified Public Accountants Act of Japan

Our firm and its designated engagement partners do not have any interest in the Company which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

Notes to the Readers of Independent Auditor's Report

This is an English translation of the Independent Auditor's Report as required by the Companies Act of Japan for the conveniences of the reader.

(English Translation)

Audit Report

The Audit Committee has audited the performance of duties by Directors and Executive Officers during the 127th fiscal year, from April 1, 2025 to March 31, 2026, and hereby reports the methods and results of the audit as follows.

1. Methods and Details of the Audit

Regarding the resolutions of the Board of Directors on the matters stipulated in Article 416, Paragraph 1, Item 1 (b) and (e) of the Companies Act, and the internal control system developed pursuant to those resolutions, we received regular reports from Directors, Executive Officers, employees and other relevant parties on the status of the establishment and operation of the system. We requested explanations as necessary, expressed our opinions, and conducted the audit using the following methods.

- (1) In accordance with the basic audit plan and the audit policies for the fiscal year under review, which were prepared in compliance with the Audit Committee Auditing Standards determined by the Audit Committee, and in cooperation with the Internal Control Department and the Internal Audit Department of the Company, we attended important meetings, received reports from Directors, Executive Officers and other relevant parties on the performance of their duties, requested explanations as necessary, reviewed important approval documents, and inspected the status of operations and assets at the head office and major business locations. With respect to subsidiaries, we communicated and exchanged information with their directors, company auditors, and other relevant parties and received reports on their business activities as necessary.
- (2) We confirmed the contents of the basic policy concerning the control of the Company presented in the business report, taking into consideration the deliberations by the Board of Directors and other relevant bodies.
- (3) We oversaw and verified whether the Accounting Auditor maintained its independence and conducted an appropriate audit, received regular reports from the Accounting Auditor on the performance of its duties, and requested explanations as necessary. Additionally, we received notification from the Accounting Auditor that it had developed systems to ensure the proper execution of its duties, as set forth in the items of Article 131 of the Regulations for Corporate Accounting, in accordance with the Quality Control Standards for Audits (Business Accounting Council) and other applicable standards, and requested explanations as necessary.

Using the methods above, we examined the business report and its supplementary schedules; the non-consolidated financial statements (the balance sheet, the statement of income, the statements of changes in shareholders' equity, and the notes to the non-consolidated financial statements) and its supplementary schedules; and the consolidated financial statements (the consolidated balance sheet, the consolidated statement of income, the consolidated statements of changes in shareholders' equity, and the notes to the consolidated financial statements) for the fiscal year under review.

2. Audit Results

- (1) Results of the audit of the business report and other relevant documents
 - (i) We found that the business report and its supplementary schedules fairly present the state of the Company in accordance with laws, regulations, and the Articles of Incorporation.
 - (ii) We found no misconduct or material fact constituting a violation of any law, regulation, or the Articles of Incorporation in connection with the performance of duties by Directors and Executive Officers.

- (iii) We found the resolutions of the Board of Directors concerning the internal control system to be appropriate. We found no matters requiring comment regarding the statements in the business report or the performance of duties by Directors and Executive Officers related to the internal control system.
- (iv) We found no matters requiring comment regarding the basic policy concerning the control of the Company presented in the business report.
- (2) Results of the audit of the non-consolidated financial statements and their supplementary schedules
We found the methods and results of the audit by the Accounting Auditor, Ernst & Young ShinNihon LLC, to be appropriate.
- (3) Results of the audit of the consolidated financial statements
We found the methods and results of the audit by the Accounting Auditor, Ernst & Young ShinNihon LLC, to be appropriate.

May 21, 2026

Audit Committee, NTN Corporation

Full-time Audit Committee Member	Yasuo Kitani
Full-time Audit Committee Member	Masaki Egami
Full-time Audit Committee Member	Etsu Harima
Audit Committee Member	Ryo Kawakami
Audit Committee Member	Tatsuhiko Toshita

Note: Audit Committee Members, Messrs. Yasuo Kitani, Ryo Kawakami, and Tatsuhiko Toshita are Outside Directors as stipulated in Article 2, Item 15 and Article 400, Paragraph 3 of the Companies Act.