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(Stock Exchange Code 6472)
June 3, 2019

To Shareholders with Voting Rights:

Hiroshi Ohkubo
President and Director
NTN Corporation
3-17, 1-chome, Kyomachibori, Nishi-ku,
Osaka-shi, Osaka

**NOTICE OF
THE 120TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

You are cordially invited to attend the 120th Annual General Meeting of Shareholders of NTN Corporation (the “Company”). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights via either of the methods below.
[If exercising voting rights via mail]

Indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by the close of the business day (5:25 p.m.) on Monday, June 24, 2019.

[If exercising voting rights via the Internet]

Utilize the log-in ID and provisional password printed on the Voting Rights Exercise Form to access the Voting Web Site designated by the Company (<https://evote.tr.mufg.jp/>) and indicate your vote for or against the proposals in accordance with the guidance on the web. Additionally, when following the steps, please confirm the details in “Guide to the Exercise of Voting Rights via the Internet” (page 25 to page 26).

1. Date and Time: Tuesday, June 25, 2019 at 10:00 a.m. Japan time (reception begins at 9:00 a.m.)

2. Place: “Viale Hall,” 4F, Viale Osaka
1-3, 3-chome, Azuchimachi, Chuo-ku, Osaka-shi, Osaka

Beginning this year, souvenirs will not be provided for shareholders attending the Annual General Meeting of Shareholders on the day. Thank you for your understanding.

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 120th Fiscal Year (April 1, 2018 - March 31, 2019) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 120th Fiscal Year (April 1, 2018 - March 31, 2019)

Proposals to be resolved:

- Proposal 1:** Distribution of Surplus
Proposal 2: Partial Amendments to the Articles of Incorporation
Proposal 3: Election of Eleven (11) Directors

Additionally, other matters regarding the convocation for this Annual General Meeting of Shareholders are indicated in “Guide to the Exercise of Voting Rights, etc.” (page 25).

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Distribution of Surplus

The Company views return of profits to its shareholders as one of its most important policies. Concerning dividends, while securing funds for research and development, capital investment, etc., that are necessary for future growth, the Company's basic policy is to implement dividends according to business results in a stable and continuous manner from a medium- to long-term viewpoint. Specifically, when determining dividends, the consolidated dividend payout ratio is emphasized, taking into consideration cash flow conditions.

Matters concerning year-end dividends

Concerning year-end dividends for the fiscal year under review, the Company proposes dividends of 7.50 yen per share (15.00 yen per share when combined with previously paid-out interim dividends).

- (1) Type of dividend property
Cash
- (2) Matters concerning the allotment of dividend property to shareholders and the total amount
7.50 yen per common share of the Company
Total amount: 3,987,169,950 yen
- (3) Effective date of distribution of surplus
June 26, 2019

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reasons for Amendments

- (1) As the Company aims to establish a swift decision-making structure and business execution structure, strengthen management oversight functions, and improve management transparency and fairness, it will transition from a Company with an Audit & Supervisory Board to a Company with a Nominating Committee, etc. Accordingly, amendments are required to its Articles of Incorporation, including additional provisions related to the Nominating Committee, the Audit Committee, and the Compensation Committee, Executive Officers, and the removal of provisions related to Audit & Supervisory Board Members and the Audit & Supervisory Board.
- (2) Article 24, Paragraph 1 and Article 34 of the Articles of Incorporation shall be newly established as provisions that the Company may exempt Directors and Executive Officers from liability to the extent stipulated by laws and regulations by a resolution of the Board of Directors in order to enable them to fully exercise their expected roles within the new corporate governance system.
With respect to the new establishment of Article 24, Paragraph 1 and Article 34 of the Articles of Incorporation, the consent of each Audit & Supervisory Board Member has been obtained.
- (3) Article 28 of the current Articles of Incorporation shall be amended as a provision that the Company may conclude a limited liability agreement with Directors not involved in business execution in order to clarify the scope of their liabilities and to help them fully perform their duties.
With respect to the amendment of Article 28 of the current Articles of Incorporation, the consent of each Audit & Supervisory Board Member has been obtained.
- (4) In addition, the required amendments, including amendments in the number of articles, shall be made as a result of the above amendments.

Additionally, any amendment to the Articles of Incorporation on this Proposal shall be effective as of the conclusion of this Annual Meeting of Shareholders.

2. Details of Amendments

The details of the amendments are as follows.

(Amended parts are underlined)

Current Articles of Incorporation	Proposed amendment
CHAPTER I. GENERAL	CHAPTER I. GENERAL
Article 1. to Article 4. (Omitted)	Article 1. to Article 4. (Unchanged)
(Newly established)	<u>(Organization)</u>
	<u>Article 5. The Company shall have the following organizations in addition to the General Meeting of Shareholders and Directors.</u>
	<u>1. Board of Directors</u>
	<u>2. Nominating Committee, Audit Committee, and Compensation Committee</u>
	<u>3. Executive Officers</u>
	<u>4. Accounting Auditor</u>
CHAPTER II. SHARES	CHAPTER II. SHARES
Article <u>5</u> . to Article <u>9</u> . (Omitted)	Article <u>6</u> . to Article <u>10</u> . (Unchanged)
(Shareholder Registry Administrator)	(Shareholder Registry Administrator)
Article <u>10</u> . (Omitted)	Article <u>11</u> . (Unchanged)
2) The shareholder registry administrator and its handling office shall be designated by a resolution of the Board of Directors and a public notice thereof shall be given by the Company.	2) The shareholder registry administrator and its handling office shall be designated by a resolution of the Board of Directors <u>or a decision of the Executive Officers who have been delegated by a resolution of the Board</u>

3) (Omitted)

Article 11. to Article 12. (Omitted)

(Share Handling Regulations)

Article 13. Handling of and fees for affairs pertaining to shares in the Company, including but not limited to the Company's shareholder registry, share options issued by the Company, the Company's purchase of shares less than one unit from the Company's shareholders and purchase by the Company's shareholders of additional shares less than one unit, shall be governed by the Share Handling Regulations established by the Board of Directors in addition to applicable laws and regulations or these Articles of Incorporation.

CHAPTER III. GENERAL MEETINGS OF SHAREHOLDERS

(Convocation of General Meetings of Shareholders)

Article 14. (Omitted)

- 2) Any general meetings of shareholders of the Company shall be convened by President of the Company by a resolution of the Board of Directors, unless otherwise provided for in any applicable laws and regulations.
- 3) If President is unable to act, one of other Directors of the Company shall take his place in the order determined in advance by the Board of Directors.

Article 15. (Omitted)

(Chairman at General Meetings of Shareholders)

Article 16. President of the Company shall chair any general meetings of shareholders of the Company.

- 2) If President is unable to act, one of other Directors of the Company shall take his place in the order determined in advance by the Board of Directors.

Article 17. to Article 18. (Omitted)

of Directors, and a public notice thereof shall be given by the Company.

3) (Unchanged)

Article 12. to Article 13. (Unchanged)

(Share Handling Regulations)

Article 14. Handling of and fees for affairs pertaining to shares in the Company, including but not limited to the Company's shareholder registry, share options issued by the Company, the Company's purchase of shares less than one unit from the Company's shareholders and purchase by the Company's shareholders of additional shares less than one unit, shall be governed by a resolution of the Board of Directors or the Share Handling Regulations established by the Executive Officers who have been delegated by a resolution of the Board of Directors in addition to applicable laws and regulations or these Articles of Incorporation.

CHAPTER III. GENERAL MEETINGS OF SHAREHOLDERS

(Convocation of General Meetings of Shareholders)

Article 15. (Unchanged)

- 2) Any general meetings of shareholders of the Company shall be convened by a Director determined in advance by a resolution of the Board of Directors, unless otherwise provided for in any applicable laws and regulations.
- 3) If the Director as set forth in the preceding paragraph is unable to act, one of other Directors of the Company shall take his place in the order determined in advance by a resolution of the Board of Directors.

Article 16. (Unchanged)

(Chairman at General Meetings of Shareholders)

Article 17. A Director or Executive Officer determined in advance by a resolution of the Board of Directors shall chair any general meetings of shareholders of the Company.

- 2) If the Director or Executive Officer of the preceding paragraph is unable to act, one of other Directors or Executive Officers of the Company shall take his place in the order determined in advance by a resolution of the Board of Directors.

Article 18. to Article 19. (Unchanged)

(Exercise of Voting Rights by Proxy)

Article 19. Any shareholder of the Company may vote his or her share by authorizing one (1) of other shareholders of the Company as his or her proxy; provided, however, that the shareholder or his or her proxy must submit a power of attorney to the Company for each and every general meeting of shareholders.

CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS

(Establishment of Board of Directors)

Article 20. The Company shall establish the Board of Directors.

Article 21. to Article 22. (Omitted)

(Executive Directors)

Article 23. By resolutions of the Board of Directors, the Company may appoint one (1) Chairman of the Board of Directors, one (1) President, one (1) or more Deputy Presidents, one (1) or more Senior Managing Directors and one (1) or more Managing Directors, from among Directors.

(Representative Directors)

Article 24. Directors representing the Company shall be appointed by resolutions of the Board of Directors.

(Allocation of Responsibilities among Executive Directors)

Article 25. President shall execute resolutions of the Board of Directors and shall exercise general control over the business and affairs of the Company.

2) Deputy President(s) shall assist President. Senior Managing Director(s) shall assist President and Deputy President(s). Managing Director(s) shall carry out the Company's day-to-day operations.

3) If President is unable to act, one of other Directors of the Company shall take his place in the order determined in advance by the Board of Directors.

Article 26. (Omitted)

(Remuneration Payable to Directors)

Article 27. Remunerations payable to the Company's Directors shall be determined by resolutions adopted at general meetings of shareholders of the Company.

(Exercise of Voting Rights by Proxy)

Article 20. Any shareholder of the Company may vote his or her share by authorizing one (1) of other shareholders of the Company as his or her proxy; provided, however, that the shareholder or his or her proxy must submit a power of attorney to the Company for each and every general meeting of shareholders.

CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS

(Deleted)

Article 21. to Article 22. (Unchanged)

(Deleted)

(Deleted)

(Deleted)

(Deleted)

(Deleted)

Article 23. (Unchanged)

(Deleted)

(Liability Limitation Agreement with Outside Directors)

Article 28. (Newly established Paragraph 1)

In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into a limited liability agreement with any Outside Director of the Company which limits the Director's liabilities under Article 423, Paragraph 1 of the Act; provided, however, that a limit of those liabilities under such agreement shall be the amount prescribed by any applicable laws and regulations.

(Authorities of Board of Directors)

Article 29. The Board of Directors of the Company shall decide on management of the Company's business and shall supervise execution of duties by the Company's Directors.

(Convocation of Meetings of Board of Directors)

Article 30. Unless otherwise provided for in any applicable laws and regulations, meetings of the Board of Directors of the Company shall be convened and chaired by a person determined in advance by the Board of Directors.

(Notices of Meetings of Board of Directors)

Article 31. A notice of a meeting of the Board of Directors of the Company shall be given to each and every Director and Audit & Supervisory Board Member of the Company at latest five (5) days before a date of such meeting, except in any case of emergency and unless otherwise agreed by all Directors and Audit &

(Exemption of Directors from Liabilities)

Article 24. The Company may, by a resolution of the Board of Directors, exempt Directors (including ex-Directors) from liabilities, if falling under the requirements prescribed in laws and regulations as set forth in Article 423, Paragraph 1 of the Companies Act, to the extent of the amount obtained by deducting the minimum liability limit prescribed in laws and regulations from the amount of liabilities.

- 2) In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into a limited liability agreement with any Director (excluding Directors involved in business execution, etc.) of the Company which limits the Director's liabilities under Article 423, Paragraph 1 of the Act; provided, however, that a limit of those liabilities under such agreement shall be the amount prescribed by any applicable laws and regulations.

(Deleted)

(Convocation of Meetings of Board of Directors)

Article 25. Unless otherwise provided for in any applicable laws and regulations, meetings of the Board of Directors of the Company shall be convened and chaired by a Director determined in advance by a resolution of the Board of Directors. If the Director is unable to act, one of other Directors of the Company shall take his or her place in the order determined in advance by a resolution of the Board of Directors, and the Board of Directors of the Company shall be convened and chaired by such Director.

(Notices of Meetings of Board of Directors)

Article 26. A notice of a meeting of the Board of Directors of the Company shall be given to each and every Director of the Company at latest five (5) days before a date of such meeting, except in any case of emergency, this period may be shortened.

Supervisory Board Members.
(Newly established Paragraph 2)

Article 32. (Omitted)

(Omission of Resolutions of Board of Directors)
Article 33. If all Directors of the Company consent to any proposal in writing or by any electromagnetic means, a resolution to approve such proposal shall be deemed to have been adopted by the Board of Directors unless any Audit & Supervisory Board Member of the Company expresses his or her objection to such proposal.

CHAPTER V. AUDIT & SUPERVISORY BOARD
MEMBERS AND AUDIT & SUPERVISORY
BOARD

(Appointment of Audit & Supervisory Board Members and Establishment of Audit & Supervisory Board)

Article 34. The Company shall have Audit & Supervisory Board Members and shall establish an Audit & Supervisory Board.

(Number of Audit & Supervisory Board Members)
Article 35. The Company shall have not more than four (4) Audit & Supervisory Board Members.

(Election of Audit & Supervisory Board Members)
Article 36. Audit & Supervisory Board Members of the Company shall be elected by resolutions adopted at general meetings of shareholders of the Company.

2) At any general meeting of shareholders of the Company at which a resolution for election of Audit & Supervisory Board Members of the Company is to be adopted as set forth in the preceding paragraph, holders of at least one-third (1/3) of a total number of votes held by all shareholders of the Company shall be present in person or by proxy, and such resolution shall be adopted by a simple majority of votes of shareholders so present at such meeting.

(Standing Audit & Supervisory Board Members)
Article 37. The Audit & Supervisory Board shall appoint one (1) or more Standing Audit & Supervisory Board Members from among Audit & Supervisory Board Members.

2) A meeting of the Board of Directors may be held without following the procedures for convocation as set forth in the preceding paragraph if the consent of all Directors is obtained.

Article 27. (Unchanged)

(Omission of Resolutions of Board of Directors)
Article 28. If all Directors of the Company consent to any proposal in writing or by any electromagnetic means, a resolution to approve such proposal shall be deemed to have been adopted by the Board of Directors.

(Deleted)

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(Term of Office of Audit & Supervisory Board Members)

(Deleted)

Article 38. Term of office of any Audit & Supervisory Board Member of the Company shall be until close of an ordinary general meeting of shareholders of the Company relating to the last fiscal year which ends within four (4) years after his or her election.

- 2) Any Audit & Supervisory Board Member appointed to fill vacancy shall hold office until the time when the term of office of his or her predecessor who caused such vacancy would otherwise expire.

(Deleted)

(Remuneration Payable to Audit & Supervisory Board Members)

(Deleted)

Article 39. Remunerations payable to the Company's Audit & Supervisory Board Members shall be determined by resolutions adopted at general meetings of shareholders of the Company.

(Liability Limitation Agreement with Outside Audit & Supervisory Board Members)

(Deleted)

Article 40. In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into a limited liability agreement with any Outside Audit & Supervisory Board Members of the Company which limits the Audit & Supervisory Board Member's liabilities under Article 423, Paragraph 1 of the Act; provided, however, that a limit of those liabilities under such agreement shall be the amount prescribed by any applicable laws and regulations.

(Notices of Meetings of the Audit & Supervisory Board)

(Deleted)

Article 41. A notice of a meeting of the Audit & Supervisory Board of the Company shall be given to each and every Audit & Supervisory Board Member of the Company at latest five (5) days before a date of such meeting, except in any case of emergency and unless otherwise agreed by all Audit & Supervisory Board Members.

(Method of Adopting Resolutions of Audit & Supervisory Board)

(Deleted)

Article 42. Any resolution of the Audit & Supervisory Board shall be adopted by a simple majority of Audit & Supervisory Board Members unless otherwise provided for in any applicable laws and

regulations.

(Newly established)

CHAPTER V. NOMINATING COMMITTEE,
AUDIT COMMITTEE AND COMPENSATION
COMMITTEE

(Newly established)

(Method of Appointment of Each Member)

Article 29. The members of the Nominating
Committee, Audit Committee, and
Compensation Committee of the
Company shall be appointed from
among the Directors by a resolution of
the Board of Directors.

(Newly established)

(Matters concerning Each Committee)

Article 30. Matters concerning each committee
shall be governed by laws and
regulations or the Articles of
Incorporation, or by the rules of each
committee determined by a resolution
of the Board of Directors.

(Newly established)

CHAPTER VI. EXECUTIVE OFFICERS

(Newly established)

(Election of Executive Officers)

Article 31. Executive Officers shall be elected by a
resolution of the Board of Directors.

(Newly established)

(Terms of Office of Executive Officers)

Article 32. The terms of office of Executive
Officers shall be until the last day of the
fiscal year ending within one (1) year
after their election.

(Newly established)

(Representative Executive Officers and Senior
Executive Officers)

Article 33. The Company shall elect
Representative Executive Officers by a
resolution of the Board of Directors.

(Newly established)

2) The Company may elect Senior
Executive Officers by a resolution of
the Board of Directors.

(Newly established)

(Exemption of Executive Officers from Liabilities)

Article 34. The Company may, by a resolution of
the Board of Directors, exempt
Executive Officers (including ex-
Executive Officers) from liabilities, if
falling under the requirements
prescribed in laws and regulations as set
forth in Article 423, Paragraph 1 of the
Companies Act, to the extent of the
amount obtained by deducting the
minimum liability limit prescribed in
laws and regulations from the amount
of liabilities.

CHAPTER VI. ACCOUNTING AUDITOR

(Appointment of Accounting Auditor)

Article 43. The Company shall have an accounting auditor.

Article 44. to Article 45. (Omitted)

(Remuneration Payable to Accounting Auditor)

Article 46. Remunerations payable to the Company's accounting auditor shall be determined by the Company's Representative Directors with consent of the Audit & Supervisory Board.

CHAPTER VII. ACCOUNTING

Article 47. to Article 50. (Omitted)

CHAPTER VII. ACCOUNTING AUDITORS

(Deleted)

Article 35. to Article 36. (Unchanged)

(Deleted)


CHAPTER VIII. ACCOUNTING


Article 37. to Article 40. (Unchanged)


Proposal 3: Election of Eleven (11) Directors


The Company, subject to the approval of the Proposal 2 “Partial Amendments to the Articles of Incorporation” as proposed, will transition from being a Company with an Audit & Supervisory Board to a Company with a Nominating Committee, etc. Consequently, the terms of office of 14 Directors and 4 Audit & Supervisory Board Members will expire at the conclusion of this year’s Annual General Meeting of Shareholders. Accordingly the election of 11 Directors is proposed. The candidates are as follows:


No.	Name		
1	Hiroshi Ohkubo	Reappointment	
2	Hironori Inoue	Reappointment	
3	Yoshinori Terasaka	Reappointment	
4	Hideaki Miyazawa	Reappointment	
5	Toshinori Shiratori	Reappointment	
6	Eiichi Ukai	Reappointment	
7	Akira Wada	Reappointment	Outside Director
8	Noboru Tsuda	Reappointment	Outside Director
9	Kouji Kawahara	New Appointment	Outside Director
10	Tadao Kagono	New Appointment	Outside Director
11	Ryo Kawakami	New Appointment	Outside Director


No.	Name (Date of birth)	Past experience, positions held and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
1	 <p>Hiroshi Ohkubo (May 14, 1953)</p> <p><u>Reappointment</u></p> <p>Number of years as Director 7 years</p> <p>Attendance at Board of Directors meetings: 19/19 (100%)</p>	<p>April 1977 Joined the Company</p> <p>April 2004 Deputy General Manager, Finance Department</p> <p>August 2009 Director, NTN Wälzlager (Europa) GmbH</p> <p>April 2010 Executive Officer</p> <p>June 2010 Finance and Accounting Department, Budgeting Department</p> <p>April 2011 Accounting Department, Legal Department, Internal Audit Department</p> <p>April 2012 Legal Department, Fair Trade Promoting Office, Internal Audit Department</p> <p>June 2012 Director</p> <p>October 2012 Corporate General Manager, Finance Headquarters CSR Department, Legal Department, Fair Trade Promoting Office, Internal Audit Department</p> <p>June 2013 Managing Director Management Division</p> <p>April 2014 Executive Vice President and Director Corporate Strategy Headquarters, Management Division</p> <p>June 2014 President and Director (current position)</p>	94,900 shares
[Reasons for selection as a candidate for Director, etc.]			
As stated above, Mr. Hiroshi Ohkubo possesses operational experience in areas such as the Finance Division and Overseas Division, and broad knowledge of company management for promoting business globally based on these achievements, and has served as President and Representative Director of the Company since June 2014. In the future, utilizing this experience and knowledge, etc., to aim to continuously improve corporate value, the Company requests his continued election as a candidate for Director.			


No.	Name (Date of birth)	Past experience, positions held and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
2	 <p>Hironori Inoue (July 29, 1951)</p> <p>Reappointment</p> <p>Number of years as Director 9 years</p> <p>Attendance at Board of Directors meetings: 19/19 (100%)</p>	<p>April 1976 Joined the Company</p> <p>October 2005 Deputy Corporate General Manager, Monozukuri Headquarters</p> <p>January 2008 General Manager, OKAYAMA WORKS</p> <p>April 2009 Executive Officer</p> <p>November 2009 General Manager, KUWANA WORKS</p> <p>February 2010 Deputy Corporate General Manager, Industrial Machinery Business Headquarters (concurrently) General Manager, KUWANA WORKS</p> <p>June 2010 Director</p> <p>June 2011 Production, Procurement, Cost Planning, Logistics Division</p> <p>April 2012 Research, Engineering, Quality Management, Environmental Management, Production, Procurement, Cost Planning, Logistics Division</p> <p>June 2012 Managing Director Production, Procurement, Cost Planning, Logistics Division</p> <p>June 2013 Production, Procurement, Logistics, Cost Planning Division</p> <p>June 2014 Executive Director</p> <p>October 2014 Production, Human Resources, General Affairs, Global Personnel Training Division</p> <p>April 2015 Human Resources, Production Division</p> <p>June 2015 Executive Vice President and Director (current position) Human Resources Division Production Division</p> <p>October 2015 Human Resources Division Procurement, Logistics, Production Division</p> <p>April 2016 Natural Energy Product Business Department Human Resources Division (current position)</p> <p>April 2018 Composite Material Product Division (current position)</p>	73,200 shares
[Reasons for selection as a candidate for Director, etc.]			
As stated above, Mr. Hironori Inoue possesses operational experience in areas such as the Production Division and the Human Resources Division and broad knowledge based on these achievements. In the future, utilizing this experience and knowledge, etc., to aim to continuously improve corporate value, the Company requests his continued election as a candidate for Director.			


No.	Name (Date of birth)	Past experience, positions held and responsibilities at the Company, and significant concurrent positions		Number of shares of the Company held	
3	 Yoshinori Terasaka (August 30, 1959) <u>Reappointment</u> Number of years as Director 6 years Attendance at Board of Directors meetings: 19/19 (100%)	April	1983	Joined the Company	50,400 shares
		August	2008	General Manager, Constant Velocity Joints Engineering Department, Automotive Product Headquarters	
		April	2011	General Manager, Constant Velocity Joints Technology Department, Automotive Product Headquarters (concurrently) General Manager, Corner Module Technology Department	
		April	2012	Executive Officer Deputy Corporate General Manager, Automotive Business Headquarters	
		June	2013	Director	
		April	2014	Managing Director (current position) Corporate General Manager, Automotive Business Headquarters EV Module Business Headquarters	
		June	2014	Corporate General Manager, Automotive Business Headquarters EV Module Business Headquarters	
		October	2014	Corporate General Manager, Automotive Business Headquarters ASEAN & Oceania Region, India & West Asia Region EV Module Business Headquarters	
		April	2015	Research, Engineering, Quality Management Division, Composite Material Product Division, ASEAN & Oceania Region, India & West Asia Region, Americas Region	
		June	2015	Research, Engineering Division, Americas Region, Composite Material Product Division Quality Management Division	
April	2016	Research, Engineering Division, Americas Region (current position) Quality Management Division			
April	2017	Quality Assurance Headquarters (current position)			
(Significant concurrent positions) Chairman and Director, NTN USA CORP.					
[Reasons for selection as a candidate for Director, etc.]					
As stated above, Mr. Yoshinori Terasaka possesses operational experience in areas such as the Research Division, Engineering Division and Business Division for the automotive market, and broad knowledge based on these achievements. In the future, utilizing this experience and knowledge, etc., to aim to continuously improve corporate value, the Company requests his continued election as a candidate for Director.					


No.	Name (Date of birth)	Past experience, positions held and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
4	 <p>Hideaki Miyazawa (October 18, 1960)</p> <p>Reappointment</p> <p>Number of years as Director 5 years</p> <p>Attendance at Board of Directors meetings: 17/19 (89.4%)</p>	<p>April 1983 Joined the Company</p> <p>October 2007 Deputy Corporate General Manager, Automotive Product Headquarters (concurrently) General Manager, Automotive Planning Department</p> <p>October 2009 Deputy General Manager, China Region</p> <p>October 2013 Deputy Corporate General Manager, Automotive Business Headquarters (concurrently) General Manager, Business Planning Department</p> <p>April 2014 Executive Officer</p> <p>June 2014 Director</p> <p>Deputy Corporate General Manager, Automotive Business Headquarters Americas Region</p> <p>October 2014 Deputy Corporate General Manager, Automotive Business Headquarters Americas Region, Europe & Africa Region</p> <p>April 2015 Corporate General Manager, Automotive Business Headquarters (current position) EV Module Business Headquarters, Europe & Africa Region</p> <p>June 2015 Managing Director (current position) Europe & Africa Region EV Module Business Headquarters</p> <p>April 2016 Europe & Africa Region, Electric Module Product Business Division (current position) EV Module Business Department (current position)</p>	60,500 shares
[Reasons for selection as a candidate for Director, etc.]			
As stated above, Mr. Hideaki Miyazawa possesses operational experience in areas such as Business Divisions for the automotive market and Overseas Divisions, and broad knowledge based on these achievements. In the future, utilizing this experience and knowledge, etc., to aim to continuously improve corporate value, the Company requests his continued election as a candidate for Director.			

No.	Name (Date of birth)	Past experience, positions held and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
5	 <p>Toshinori Shiratori (July 13, 1958)</p> <p><u>Reappointment</u></p> <p>Number of years as Director 4 years</p> <p>Attendance at Board of Directors meetings: 19/19 (100%)</p>	<p>April 1982 Joined the Company</p> <p>April 2005 General Manager, Production Planning Department, Production Headquarters</p> <p>November 2007 General Manager, Human Resources Department, Human Resources Headquarters</p> <p>August 2010 Deputy Corporate General Manager, Corporate Strategy Headquarters</p> <p>December 2010 Deputy Corporate General Manager, Corporate Strategy Headquarters (concurrently) General Manager, Information Planning Department</p> <p>April 2011 Executive Officer Deputy Corporate General Manager, Corporate Strategy Headquarters (concurrently) General Manager, Corporate Planning Department (concurrently) General Manager, Information Planning Department</p> <p>April 2012 Corporate General Manager, Corporate Strategy Headquarters (concurrently) General Manager, Corporate Planning Department (concurrently) General Manager, Information Planning Department</p> <p>June 2013 Corporate General Manager, Corporate Strategy Headquarters (concurrently) General Manager, Information Planning Department</p> <p>April 2015 Corporate General Manager, Corporate Strategy Headquarters (current position)</p> <p>June 2015 Director (current position)</p>	33,600 shares
[Reasons for selection as a candidate for Director, etc.]			
As stated above, Mr. Toshinori Shiratori possesses operational experience in areas such as the Human Resources Division and the Corporate Strategy Division, and broad knowledge based on these achievements. In the future, utilizing this experience and knowledge, etc., to aim to continuously improve corporate value, the Company requests his continued election as a candidate for Director.			

No.	Name (Date of birth)	Past experience, positions held and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
6	 <p data-bbox="188 546 408 607">Eiichi Ukai (February 1, 1957)</p> <p data-bbox="220 636 392 669">Reappointment</p> <p data-bbox="197 703 408 792">Number of years as Director 2 years</p> <p data-bbox="188 826 416 943">Attendance at Board of Directors meetings: 19/19 (100%)</p>	<p data-bbox="427 255 600 288">April 1980</p> <p data-bbox="639 255 852 288">Joined the Company</p> <p data-bbox="427 293 600 327">April 2001</p> <p data-bbox="639 293 1155 344">General Manager, Quality Assurance Department, OKAYAMA WORKS</p> <p data-bbox="427 349 600 383">February 2003</p> <p data-bbox="639 349 1155 400">General Manager, Quality Assurance Department, IWATA WORKS</p> <p data-bbox="427 405 600 439">January 2005</p> <p data-bbox="639 405 1155 439">General Manager, Quality Assurance Department</p> <p data-bbox="427 443 600 477">February 2006</p> <p data-bbox="639 443 1155 495">General Manager, Quality Assurance Department, TAKARAZUKA WORKS</p> <p data-bbox="427 499 600 533">January 2007</p> <p data-bbox="639 499 1155 629">Deputy General Manager, TAKARAZUKA WORKS (concurrently) General Manager, Quality Assurance Department, TAKARAZUKA WORKS</p> <p data-bbox="427 633 600 667">February 2009</p> <p data-bbox="639 633 1155 667">General Manager, Quality Assurance Department</p> <p data-bbox="427 667 600 701">April 2011</p> <p data-bbox="639 667 820 701">Executive Officer</p> <p data-bbox="427 701 600 734">April 2012</p> <p data-bbox="639 701 1243 790">Deputy Corporate General Manager, Automotive Business Headquarters (concurrently) General Manager, OKAYAMA WORKS</p> <p data-bbox="427 790 600 824">June 2013</p> <p data-bbox="639 790 1206 943">Deputy Corporate General Manager, ASEAN & Oceania Region, India & West Asia Region (concurrently) General Manager, Business Planning Department (concurrently) General Manager, ASEAN & Oceania Region</p> <p data-bbox="427 947 600 981">October 2013</p> <p data-bbox="639 947 1177 1037">General Manager, ASEAN & Oceania Region, (concurrently) General Manager, India & West Asia Region</p> <p data-bbox="427 1037 600 1070">April 2014</p> <p data-bbox="639 1037 900 1070">Senior Executive Officer</p> <p data-bbox="427 1070 600 1104">June 2017</p> <p data-bbox="639 1070 1222 1189">Director (current position) Aftermarket Business Headquarters, ASEAN & Oceania Region, India & West Asia Region, NTN KOREA Co., LTD.</p> <p data-bbox="427 1193 600 1227">June 2018</p> <p data-bbox="639 1193 1273 1283">Aftermarket Business Headquarters, Quality Assurance Headquarters, ASEAN & Oceania Region, India & West Asia Region, NTN KOREA Co., LTD. (current position)</p>	48,500 shares
[Reasons for selection as a candidate for Director, etc.]			
As stated above, Mr. Eiichi Ukai possesses operational experience in areas such as Quality Assurance Division and Overseas Division, and broad knowledge based on these achievements. In the future, utilizing this experience and knowledge, etc., to aim to continuously improve corporate value, the Company requests his continued election as a candidate for Director.			


No.	Name (Date of birth)	Past experience, positions held and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
7	 <p>Akira Wada (January 17, 1945) Reappointment Outside Director Number of years as Director 8 years Attendance at Board of Directors meetings: 19/19 (100%)</p>	<p>April 1967 Joined Hitachi Zosen Corporation June 2001 Executive Officer June 2003 Managing Executive Officer June 2005 Managing Director General Manager of Environment Business Headquarters December 2005 Responsible for Business and Product Development Center, Quality Assurance Division, Environmental Management & Safety Department April 2006 Advisor (retired in June 2006) June 2006 Full-time Corporate Auditor, NICHIZOTECH INC. (retired in June 2010) June 2011 Director, the Company (current position)</p>	45,200 shares
[Reasons for selection as a candidate for Outside Director, etc.]			
As stated above, Mr. Akira Wada possesses broad knowledge based on extensive experience in the management of other companies. In the future, by securing validity and legality of management from an independent standpoint and receiving appropriate advice and suggestions utilizing this experience and knowledge, etc., to aim to continuously improve corporate value, the Company requests his continued election as a candidate for Outside Director.			


No.	Name (Date of birth)	Past experience, positions held and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
8	 <p data-bbox="172 584 395 645">Noboru Tsuda (November 25, 1949)</p> <p data-bbox="201 645 370 674">Reappointment</p> <p data-bbox="193 712 378 741">Outside Director</p> <p data-bbox="185 779 386 864">Number of years as Director 3 years</p> <p data-bbox="172 898 399 1014">Attendance at Board of Directors meetings: 19/19 (100%)</p>	<p data-bbox="416 259 1273 315">April 1973 Joined Mitsubishi Kasei Industries Corporation (currently Mitsubishi Chemical Corporation)</p> <p data-bbox="416 322 1038 351">June 2005 Executive Officer (retired in April 2009)</p> <p data-bbox="416 351 1267 380">October 2005 Executive Officer, Mitsubishi Chemical Holdings Corporation</p> <p data-bbox="416 380 919 409">April 2009 Managing Executive Officer</p> <p data-bbox="416 409 1246 495">April 2013 Senior Managing Executive Officer Member of the Board, Mitsubishi Rayon Co., Ltd. (currently Mitsubishi Chemical Corporation) (retired in April 2015)</p> <p data-bbox="416 501 1230 560">June 2013 Member of the Board, Senior Managing Executive Officer, Mitsubishi Chemical Holdings Corporation</p> <p data-bbox="416 566 1278 624">April 2014 Member of the Board (Representative Director), Vice President Executive Officer</p> <p data-bbox="416 631 935 660">June 2015 Advisor (retired in June 2016)</p> <p data-bbox="416 660 1198 745">June 2016 Director, the Company (current position) Outside Director, Tokyu Fudosan Holdings Corporation (retired in June 2018)</p>	17,300 shares
[Reasons for selection as a candidate for Outside Director, etc.]			
As stated above, Mr. Noboru Tsuda possesses broad knowledge based on extensive experience in the management of other companies. In the future, by securing validity and legality of management from an independent standpoint and receiving appropriate advice and suggestions utilizing this experience and knowledge, etc., to aim to continuously improve corporate value, the Company requests his continued election as a candidate for Outside Director.			

No.	Name (Date of birth)	Past experience, positions held and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
9	 <p data-bbox="177 645 391 705">Kouji Kawahara (February 3, 1961)</p> <p data-bbox="177 734 391 768">New Appointment</p> <p data-bbox="177 801 391 835">Outside Director</p> <p data-bbox="177 869 391 987">Number of years as Audit & Supervisory Board Member 4 years</p> <p data-bbox="177 1021 391 1140">Attendance at Board of Directors meetings: 19/19 (100%)</p> <p data-bbox="177 1173 391 1317">Attendance at Audit & Supervisory Board meetings: 15/15 (100%)</p>	<p data-bbox="408 259 1273 320">April 1983 Joined The Sanwa Bank, Limited (currently MUFG Bank, Ltd.)</p> <p data-bbox="408 320 1273 463">June 2010 Executive Officer, The Bank of Tokyo-Mitsubishi UFJ, Ltd. (currently MUFG Bank, Ltd.) (retired in June 2011) Corporate Executive, Mitsubishi UFJ Financial Group, Inc. (retired in May 2011)</p> <p data-bbox="408 463 1273 524">June 2011 Managing Executive Officer, Mitsubishi UFJ NICOS Co., Ltd. (retired in June 2015)</p> <p data-bbox="408 524 1273 584">June 2015 Standing Audit & Supervisory Board Member, the Company (current position)</p>	23,100 shares

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

As stated above, Mr. Kouji Kawahara possesses extensive experience in banking over many years and broad knowledge including finance, and since June 2015, he has been performing his duties as a standing Audit & Supervisory Board Member of the Company. By securing validity and legality of management from an independent standpoint and receiving appropriate advice and suggestions utilizing this experience and knowledge, etc., to aim to continuously improve corporate value, the Company requests his new election as a candidate for Outside Director.

No.	Name (Date of birth)	Past experience, positions held and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
10	 <p>Tadao Kagono (November 12, 1947)</p> <p>New Appointment</p> <p>Outside Director</p> <p>Number of years as Audit & Supervisory Board Member 15 years</p> <p>Attendance at Board of Directors meetings: 19/19 (100%)</p> <p>Attendance at Audit & Supervisory Board meetings: 15/15 (100%)</p>	<p>November 1988 Professor, Kobe University School of Business Administration April 1998 Dean, Kobe University School of Business Administration April 1999 Professor, Kobe University Graduate School of Business Administration (retired in March 2011) June 2003 Outside Auditor, Santen Pharmaceutical Co., Ltd. (retired in June 2011) June 2004 Audit & Supervisory Board Member, the Company (current position) March 2006 Outside Audit & Supervisory Board Member, Sumitomo Rubber Industries, Ltd. (retired in March 2018) April 2011 Special Visiting Professor, Konan University (retired in March 2019) March 2012 Outside Director, Familiar, Ltd. (retired in March 2019) April 2019 Project Professor, Kobe University Center for Social Systems Innovation (current position)</p> <p>(Significant concurrent positions) Project Professor, Kobe University Center for Social Systems Innovation</p>	34,500 shares
[Reasons for selection as a candidate for Outside Director, etc.]			
As stated above, although Mr. Tadao Kagono has not been directly involved in corporate management, he possesses broad knowledge based on extensive experience as an academic specializing in management, and since June 2004, he has been performing his duties as an Outside Audit & Supervisory Board Member of the Company. By securing validity and legality of management from an independent standpoint and receiving appropriate advice and suggestions utilizing this experience and knowledge, etc., to aim to continuously improve corporate value, the Company requests his new election as a candidate for Outside Director.			

No.	Name (Date of birth)	Past experience, positions held and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
11	 Ryo Kawakami (October 1, 1967) <div style="border: 1px solid black; padding: 2px; width: fit-content;">New Appointment</div> <div style="border: 1px solid black; padding: 2px; width: fit-content;">Outside Director</div> Number of years as Audit & Supervisory Board Member 4 years Attendance at Board of Directors meetings: 16/19 (84.2%) Attendance at Audit & Supervisory Board meetings: 14/15 (93.3%)	April 1999 Registered as an attorney at law (Osaka Bar Association) Osaka Nishi Law Office (currently Osaka Nishi Law Office, Legal Professional Corporation) (current position) April 2011 Specially Appointed Professor, Osaka University Law School (current position) June 2015 Audit & Supervisory Board Member, the Company (current position) (Significant concurrent positions) Attorney at law (Osaka Nishi Law Office, Legal Professional Corporation) Specially Appointed Professor, Osaka University Law School	0 shares

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

As stated above, although Mr. Ryo Kawakami has not been directly involved in corporate management, he possesses broad knowledge based on extensive experience as a lawyer familiar with corporate legal affairs, and since June 2015, he has been performing his duties as an Outside Audit & Supervisory Board Member of the Company. By securing validity and legality of management from an independent standpoint and receiving appropriate advice and suggestions utilizing this experience and knowledge, etc., to aim to continuously improve corporate value, the Company requests his new election as a candidate for Outside Director.

- (Notes)
- There are no special interests between each candidate and the Company.
 - Messrs. Akira Wada, Noboru Tsuda, Kouji Kawahara, Tadao Kagono and Ryo Kawakami are candidates for Outside Director as stipulated in Article 2, Item 15 of the Companies Act.
 - Messrs. Akira Wada and Noboru Tsuda currently serve as Outside Directors of the Company, and their terms of office as Outside Directors will be eight years and three years, respectively, at the conclusion of this year's Annual General Meeting of Shareholders.
 - Messrs. Kouji Kawahara, Tadao Kagono and Ryo Kawakami currently serve as Outside Audit & Supervisory Board Members of the Company, and their terms of office as Outside Audit & Supervisory Board Members will be four years, fifteen years and four years, respectively, at the conclusion of this year's Annual General Meeting of Shareholders.
 - Messrs. Akira Wada, Noboru Tsuda, Kouji Kawahara, Tadao Kagono and Ryo Kawakami have been defined as Independent Board Members under the stipulations of the Tokyo Stock Exchange, Inc., and has been submitted as such.
 - Messrs. Akira Wada, Noboru Tsuda, Kouji Kawahara, Tadao Kagono and Ryo Kawakami satisfy the Company's Standards Regarding Independent Outside Directors (page 23 to page 24).
 - The Company has concluded an agreement with Messrs. Akira Wada, Noboru Tsuda, Kouji Kawahara, Tadao Kagono and Ryo Kawakami 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 agreement with them. Furthermore, the maximum amount of liability pursuant to the agreement is the amount stipulated by laws and regulations.

(Reference)

Standards Regarding Independent Outside Directors

To secure appropriate corporate governance, the Company has established proprietary “Standards Regarding Independent Outside Directors” that concern the disposition and independence of Outside Directors.

The contents are as follows.

Article 1 (Conditions for Outside Directors)

Conditions for Outside Directors of the Company shall be defined via these standards.

Article 2 (Conditions for Disposition)

Within the Company Group (the Company and its subsidiaries; hereinafter the same), which conducts business on a global scale, Outside Directors must not only strengthen corporate governance, but have required dispositions to aim for global business expansion, namely, achievements as a corporate manager, attorney, certified public accountant, or academic, etc., and possess a wealth of experience and specialized knowledge.

Article 3 (Conditions for Independence)

1. 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 Group 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 Group (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 within any of

- 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 within the any of 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 for its fiscal year, whichever is greater).
- g. A person who has received a significant donation from the Company Group within any of 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)
2. Even in the event that the previous conditions are not met, if it is the case where it can be determined that there will be no conflicts of interest between the person to be appointed as Outside Director and general shareholders, and if the decision is unanimous among all Outside Directors that satisfy the previous conditions, only in cases where the conditions of the Companies Act are met, the person may be appointed as an Outside Director. In this case, reasoning for the application and rationale, etc., for the appointment will be made clear in the Reference Documents for the General Meeting of Shareholders, Securities Report, etc.

Guide to the Exercise of Voting Rights, etc.

1. In the event that revisions to the Reference Documents for the General Meeting of Shareholders or the Attached Documents are required, such revision will be made available on the Company's website (<https://www.ntn.co.jp>).
2. If a vote for or against a proposal is not indicated on the Voting Rights Exercise Form, the vote will be treated as an affirmative vote for the proposal.
3. The deadline for the exercise of voting rights via the Internet shall be the close of the business day (5:25 p.m.) on Monday, June 24, 2019.
4. If voting rights are exercised both via the Voting Rights Exercise Form and via the Internet, the voting right exercised via the Internet shall be deemed valid.
5. If voting rights are exercised multiple times via the Internet, the last vote cast shall be deemed the valid execution of voting rights. Additionally, if voting rights are exercised both via personal computer or smartphone and mobile phone, the last vote cast shall be deemed valid.

Guide to the Exercise of Voting Rights via the Internet

If exercising voting rights via the Internet, please confirm the following items before exercising your vote. If attending the General Meeting of Shareholders on the day of the meeting, it is not necessary to exercise your voting rights either via mail (Voting Rights Exercise Form) or the Internet.

1. About the Voting Rights Exercise Website

- (1) Voting rights via the Internet may only be exercised by accessing the Voting Web Site designated by the Company (<https://evote.tr.mufg.jp/>) from a personal computer, smartphone, or mobile phone (However, the service will be unavailable between the hours of 2 a.m. to 5 a.m. daily).
- (2) Exercise of voting rights via personal computer or smartphone, depending upon your Internet environment, may not be possible if using a firewall, if using antivirus software, if using a proxy server, or if TLS encrypted transmission is not designated when connecting to the Internet.
- (3) Exercise of voting rights via mobile phone is not compatible with a mobile phone that does not have functions of TLS encrypted transmission and transmission of mobile phone information for security reasons.
- (4) Although the deadline for the exercise of voting rights via the Internet shall be the close of the business day (5:25 p.m.) on Monday, June 24, 2019, it is recommended to exercise ahead of time, and contact the Help Desk recorded on page 26 with any questions.

2. About the Exercise of Voting Rights via the Internet

- (1) Via personal computer or mobile phone
 - Access the Voting Web Site (<https://evote.tr.mufg.jp/>) via personal computer, smartphone, or mobile phone, utilize the "log-in ID" and "provisional password" printed on the Voting Rights Exercise Form, and proceed in accordance with the guidance on the web.
 - In order to prevent unauthorized access by third parties other than the specific shareholder ("spoofing") or unauthorized alterations of exercised voting rights, shareholders will be asked to change the "provisional password" on the Voting Web Site. We appreciate your understanding.
 - A new "log-in ID" and "provisional password" will be provided at each convocation of General Meeting of Shareholders.
 - (2) Via smartphone
 - Scanning the "QR code for login" printed on the Voting Rights Exercise Form with a smartphone allows an automatic connection to the Voting Web Site to exercise voting rights (the "log-in ID" and "provisional password" are not required).
 - For a security perspective, voting rights may be exercised only once with the QR code. From the second time onward, even if the QR code is scanned, the "log-in ID" and "provisional password" will be required.
 - Depending on the smartphone model, logging in with the QR code may not be possible. If you cannot log in with the QR code, please exercise your voting rights using the method described above in 2. (1), "Via personal computer or mobile phone."
- * QR code is a registered trademark of DENSO WAVE INCORPORATED.

3. Multiple Exercise of Voting Rights

- (1) If voting rights are exercised multiple times both via mail and the Internet, the voting rights exercised via the Internet shall be deemed valid. We appreciate your understanding.
- (2) 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 and mobile phone, the last vote cast shall be deemed valid.

4. Fees Associated with Accessing the Voting Web Site

Fees associated with accessing the Voting Web Site (Internet connection fees, etc.), shall be borne by the shareholder. Additionally, utilizing a mobile phone, etc. will require packet transmission fees and other mobile phone usage fees, but these shall be borne by the shareholder as well.

Inquiries Regarding the System, etc.

Stock Transfer Agency Department (Help Desk)

Mitsubishi UFJ Trust and Banking Corporation

Telephone: 0120-173-027

(Hours of operation: 9:00 to 21:00, toll free within Japan)

5. About the Electronic Voting Rights Exercise Platform

Concerning shareholders of record of trust banks, etc., (including standing proxies), if advance registration is made to utilize the Electronic Voting Rights Exercise Platform operated by ICJ, Inc., established by the Tokyo Stock Exchange, Inc., the platform in question may be utilized as a method to exercise voting rights via the Internet, etc., for the Company's General Meeting of Shareholders, other than the exercise of voting rights via the Internet detailed in 2. above.