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(Ticker Code: 7912)

June 1, 2022

Yoshinari Kitajima  
President  
Dai Nippon Printing Co., Ltd.  
1-1, Ichigaya-Kagacho 1-chome,  
Shinjuku-ku, Tokyo

**CONVOCATION NOTICE OF THE 128th  
ORDINARY GENERAL MEETING OF SHAREHOLDERS**

- 1. Date and Time:** June 29, 2022 (Wednesday), at 10:00 a.m. (Japan time)
- 2. Venue** Multi-purpose Auditorium on the lobby floor  
DNP Ichigaya-Sanaicho Building of Dai Nippon Printing Co., Ltd.  
31-2, Ichigaya-Sanaicho, Shinjuku-ku, Tokyo
- From the viewpoint of preventing infection of the novel coronavirus (“COVID-19”), we ask you to refrain from attending the meeting. Please review the attached documents for the General Meeting of Shareholders set out below and exercise your voting rights by mail or via the Internet by 6:00 p.m. on June 28, 2022 (Tuesday).

**3. Meeting Agenda**

**Matters to be Reported:**

- (1) Report on the Business Report and the Consolidated Financial Statements for the 128<sup>th</sup> Fiscal Period (from April 1, 2021 to March 31, 2022) and the Results of the Audit of Consolidated Financial Statements for the 128<sup>th</sup> Fiscal Period (from April 1, 2021 to March 31, 2022) by the Accounting Auditors and the Board of Statutory Auditors
- (2) Report on the Non-Consolidated Financial Statements for the 128<sup>th</sup> Fiscal Period (from April 1, 2021 to March 31, 2022)

**Matters to be Resolved:**

- 1<sup>st</sup> Item:** Appropriation of Retained Earnings
- 2<sup>nd</sup> Item:** Partial Amendments to the Articles of Incorporation
- 3<sup>rd</sup> Item:** Election of Twelve (12) Directors
- 4<sup>th</sup> Item:** Determination of Remuneration for Granting Restricted Stock to Directors (Excluding Outside Directors)

[End]

**[Guidance on Disclosure on the Internet]**

Pursuant to laws and ordinances and the provisions of Article 15 of the Articles of Incorporation of the Company, out of the documents to be attached to this Convocation Notice, “the summary of resolutions related to the systems for ensuring the properness of business operations and the summary of the operating status of such systems”, “the basic policies related to the way a person is to control the decisions on the financial and business policies of the Company (basic policies related to control of the Company)”, “Consolidated Statements of Changes in Net Assets”, “Notes to the Consolidated Financial Statements”, “Statements of Changes in Net Assets” and “Notes to the Non-Consolidated Financial Statements” are posted on the Company’s website and are not included in the documents attached to this Convocation Notice.

Accordingly, the attached documents are portions of the documents audited by the Accounting Auditors in preparation of the Accounting Auditor’s Report and portions of the documents audited by the Statutory Auditors and the Board of Statutory Auditors in preparation of the Audit Report.

Please note that if any amendments are made to the Reference Materials for the General Meeting of Shareholders, the Business Report, the Non-Consolidated Financial Statements or the Consolidated Financial Statements, the amended information will be posted on the Company’s website.

An English translation of this Convocation Notice is also available on the Company’s website.

©The Company’s website: <https://www.dnp.co.jp/ir/library/soukai/index.html>

©English translation: <https://www.dnp.co.jp/eng/ir/library/soukai/index.html>

## Reference Materials for the General Meeting of Shareholders

### Agenda and Reference Matters

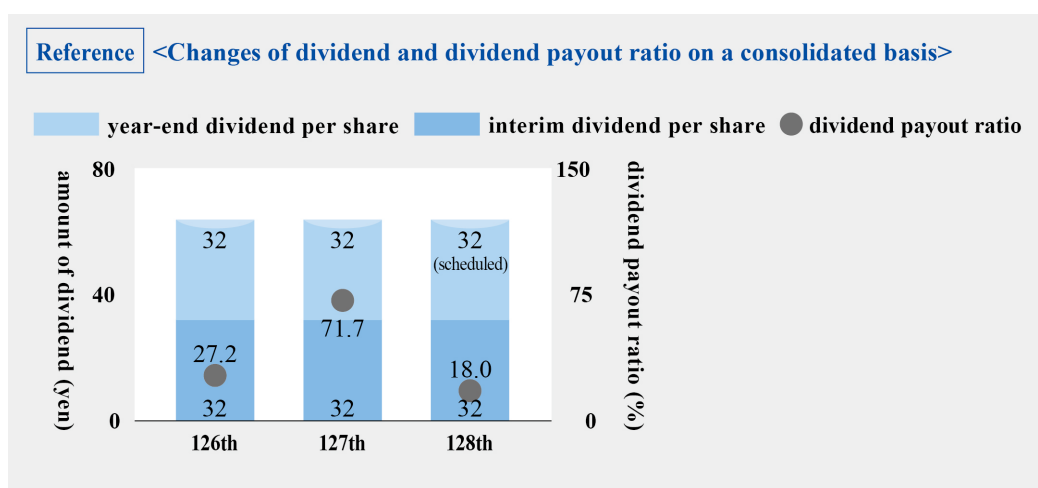
#### 1<sup>st</sup> Item: Appropriation of Retained Earnings

The Company's basic policy on appropriation of profit is to pay out stable dividends to shareholders while giving consideration to the Company's performance and dividend payout ratio, etc. Further, for future business development, the Company will work to enhance its management base by improving its financial standing through internal reserves.

The year-end dividend for the current term will be ¥32 per common share of the Company. The dividend for the current fiscal year will be ¥64 per share, the same amount as the preceding fiscal year, including the interim dividend of ¥32 per share.

Matters related to the year-end dividend

- (1) Type of the dividend property  
Cash
- (2) Matters regarding the assignment of the dividend property to shareholders and the total amount thereof  
¥32 per common share in the Company  
Total amount: ¥8,610,442,848
- (3) Effective date of dividend of retained earnings  
June 30, 2022



**2<sup>nd</sup> Item: Partial Amendments to the Articles of Incorporation**

The amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will be enforced on September 1, 2022. Accordingly, in order to prepare for the introduction of the system for electronic provision of materials for a General Meeting of Shareholders, the Articles of Incorporation of the Company shall be amended as follows:

- 1) The proposed Article 15, Paragraph 1 provides that information contained in the Reference Documents for General Meeting of Shareholders shall be provided electronically.
- 2) The purpose of the proposed Article 15, Paragraph 2 is to establish a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it.
- 3) The provisions related to the internet disclosure and deemed provision of the Reference Documents for General Meeting of Shareholders (Article 15 of the current Articles of Incorporation) will become unnecessary and will therefore be deleted.
- 4) In line with the above establishment and deletion of the provisions, supplementary provisions related to the effective date, etc. shall be established.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<u>(Internet Disclosure and Deemed Provision of Reference Documents for a General Meeting of Shareholders)</u> <u>Article 15 When convening a General Meeting of Shareholders, the Company may deem that information pertaining to matters to be stated or indicated in the Reference Documents for General Meeting of Shareholders, Business Report, and non-consolidated and consolidated fiscal</u>	<Deleted>

<p><u>statements has been provided to the shareholders by disclosing the same via the Internet pursuant to the provisions of the applicable Ordinance of the Ministry of Justice.</u></p>	
<p>&lt;Newly established&gt;</p>	<p><u>(Measures for Electronic Provision, Etc.) Article 15 When convening a General Meeting of Shareholders, the Company shall provide information contained in the Reference Documents for General Meeting of Shareholders electronically. 2 Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.</u></p>
<p>&lt;Newly established&gt;</p>	<p><u>(Supplementary provisions)</u>  <u>1. The deletion of Article 15 (Internet Disclosure and Deemed Provision of Reference Documents for a General Meeting of Shareholders) of the Articles of Incorporation prior to amendment and the establishment of Article 15 (Measures for Electronic Provision, Etc.) of the Articles of Incorporation after amendment shall come into effect on September 1, 2022.</u></p>

	<p><u>2. Notwithstanding the provisions of the preceding paragraph, Article 15 of the Articles of Incorporation prior to amendment shall remain in force with respect to a General Meeting of Shareholders to be held on a date by February 28, 2023.</u></p> <p><u>3 These supplementary provisions shall be deleted on March 1, 2023 or the lapse of three months from the date of the General Meeting of Shareholders set forth in the preceding paragraph, whichever is later.</u></p>
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### 3<sup>rd</sup> Item: Election of Twelve (12) Directors

The terms of office of all twelve (12) Directors will expire as of the conclusion of this General Meeting of Shareholders. The Company therefore requests the shareholders to elect twelve (12) Directors (including four (4) Outside Directors).

If this agenda item is approved as proposed, the Board of Directors of the Company will consist of eight (8) Inside Directors (including one (1) female Director) and four (4) Outside Directors. With this structure, we aim to provide new value toward realizing a sustainable society, and further strengthen the management oversight function to create “Tomorrow’s Basic”. The candidates for Director are as follows:

Candidate No.	Name		Title and Responsibilities in the Company	Attendance of Meetings of the Board of Directors
1	Yoshitoshi Kitajima	Male Reappointment	Chairman	12/12 (100%)
2	Yoshinari Kitajima	Male Reappointment	President Chairman of Sustainability Committee	12/12 (100%)
3	Kenji Miya	Male Reappointment	Senior Managing Director ( <i>Daihyo Torishimariyaku Senmu</i> ) managing Human Capital Sector, Information and Communications Sector, and in charge of IR and Public Relations Div. and Corporate Administration Dept.	12/12 (100%)

4	Masato Yamaguchi	Male Reappointment	Senior Managing Director ( <i>Daihyo Torishimariyaku Senmu</i> ) managing R&D and Engineering Management Sector, Lifestyle and Industrial Supplies Sector and Electronics Sector	10/10 (100%)
5	Satoru Inoue	Male Reappointment	Managing Director in charge of R&D and Engineering Management Div. and Technology Development Center	12/12 (100%)
6	Hirofumi Hashimoto	Male Reappointment	Managing Director in charge of Strategic Business Planning & Development Div. and Value Creation & Promotion Div.	12/12 (100%)
7	Masafumi Kuroyanagi	Male Reappointment	Managing Director in charge of Finance & Accounting Division	10/10 (100%)
8	Minako Miyama	Female Reappointment	Director in charge of Recruiting and Training Dept. and Diversity & Inclusion Promotion Dept.	10/10 (100%)
9	Tsukasa Miyajima	Male Reappointment Outside Independent	Director	12/12 (100%)



10	Kazuyuki Sasajima	Male Reappointment Outside Independent	Director	12/12 (100%)
11	Yoshiaki Tamura	Male New Appointment Outside Independent	-	-
12	Hiroshi Shirakawa	Male New Appointment Outside Independent	-	-

[Reference]

**Skills and Experiences of the Company’s Director Candidates and Statutory Auditors**

	Name	Corporate Management, Business Strategy	ESG, Diversity	Financial/ Management Accounting, Capital Policy Initiatives	HR/Labor, Human Resource Development	Legal Affairs, Compliance, Risk Management	Overseas Business	IT DX	R&D, New Business
Directors	Yoshitoshi Kitajima	•					•		
	Yoshinari Kitajima	•					•		
	Kenji Miya	•	•		•	•	•	•	
	Masato Yamaguchi	•				•	•	•	
	Satoru Inoue	•	•			•	•	•	
	Hirofumi Hashimoto	•		•		•	•	•	
	Masafumi Kuroyanagi	•		•					
	Minako Miyama		•		•		•	•	
	Tsukasa Miyajima					•			
	Kazuyuki Sasajima								•
Statutory Auditors	Outside	Yoshiaki Tamura	•	•			•		•
	Hiroshi Shirakawa	•		•		•			
	Naoki Hoshino			•			•		
	Toshio Sano			•		•			
	Outside	Kazuhisa Morigayama	•		•	•			
	Makoto Matsuura					•			
	Taeko Ishii				•	•			

[Reference]

**The Independence Standards for Independent Directors and/or Statutory Auditors**

Independent Directors and/or Statutory Auditors must not fall under any of the following standards and must be independent from management executives in the Company.

- (1) Person who is engaged (or has been engaged at any time in the past 10 years) in the business execution of the Company or the Company’s affiliates (collectively, the “Group”) (This includes a person who has, at any time in the past 10 years, served as a non-executive Director or Statutory Auditor of the Group, and engaged in the business execution of the Group at any time during the 10-year period before serving as a non-executive Director or Statutory Auditor of the

- Group);
- (2) Party for whom the Group is a major business partner [Note: a business partner group (a corporate group to which a direct business partner belongs) that provides the Group with products or services for which the transaction value in the most recent fiscal year exceeds 2% of such business partner group's annual consolidated sales or total income] or a person engaged in the business execution of such business partner;
  - (3) Major business partner of the Group [Note: a business partner group to which the Group provides products or services for which the transaction value in the most recent fiscal year exceeds 2% of the Group's annual consolidated sales] or a person engaged in the business execution of such business partner;
  - (4) Major lender of the Group [Note: a lender from which total borrowings in the most recent fiscal year exceeds 2% of the Group's annual consolidated assets] or a person engaged in the business execution of such lender;
  - (5) Consultant, accounting professional or legal professional obtaining large amounts of money or other financial benefits, other than as remuneration as a Director or Statutory Auditor, from the Group [Note: a person obtaining from the Group, other than as remuneration as a Director or Statutory Auditor, financial benefits in excess of the higher of 10 million yen per year or 2% of his/her annual sales or total income for the most recent fiscal year] (if such financial benefits are obtained by an organization, this item refers to a person belonging to such organization);
  - (6) Major shareholder of the Company (a shareholder, directly or indirectly, holding 10% or more of voting rights), or a person engaged in the business execution of such shareholder;
  - (7) Person engaged in the business execution of a company in which the Group is a major shareholder (a shareholder, directly or indirectly, holding 10% or more of voting rights);
  - (8) Person belonging to an auditing firm performing statutory audits of the Company;
  - (9) Person to whom any of Items (2) through (8) apply during the most recent year;
  - (10) Relative (within the second degree of consanguinity) of a person to whom any of Items (1) through (5) apply (excluding a person who is not in an important position);
  - (11) Person who is engaged (or has been engaged at any time in the past 10 years) in

- the business execution of a company at which the Company Outside Directors or Outside Statutory Auditors are or were mutually appointed; and
- (12) Party that receives (or received in the past 10 years) donations [Note: donations in excess of the higher of, on average for the three most recent fiscal years, 10 million yen per year or 2% of total annual income of such party] from the Company or a person engaged in the business execution of such party.

Candidate No.	Name (Date of Birth)	Brief personal history, title, responsibilities and status of important concurrent offices	No. of shares in the Company held
1 <u>Reappointment</u>  Attendance of Meetings of the Board of Directors	Yoshitoshi Kitajima (Aug. 25, 1933)	May 1963    Joined the Company Jul. 1967    Director of the Company Jul. 1970    Managing Director of the Company Jan. 1972    Senior Managing Director of the Company Aug. 1975    Director, Vice President of the Company Dec. 1979    President of the Company Jun. 2018    Chairman of the Company (currently serving)	1,548,000
12/12	<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Yoshitoshi Kitajima is nominated as a candidate for Director as it is expected that he will work to appropriately oversee the entire Group, based on his extensive knowledge as well as his considerable experience and achievements regarding general management acquired in the course of having led the DNP Group toward improvement of business performance during his term as President since 1979.</p> <p>(Notes) 1. There is no special interest between the candidate, Mr. Yoshitoshi Kitajima, and the Company.</p> <p>2. The Company has entered into a Contract for Directors and Officers Liability Insurance covering the candidate for Director as the insured, and, in the event that the candidate, Mr. Yoshitoshi Kitajima, assumes office as Director, plans to renew such policy covering the candidate as the insured, with the Company paying the full premium. The insurance policy will cover damages, legal costs and other expenses that may arise as a result of the insured being held liable for the performance of his duties (including omissions) or being subject to a claim for the pursuit of such liability. However, there are some exemptions, such as damage caused by unlawful private profit-making or criminal acts, which are not covered under this contract. The details of the insurance coverage are determined primarily in consideration of the size of the Company's business and the impact on the appropriateness of the execution of duties.</p>		

Candidate No.	Name (Date of Birth)	Brief personal history, title, responsibilities and status of important concurrent offices	No. of shares in the Company held
<p>2</p> <p><b>Reappointment</b></p> <p>Attendance of Meetings of the Board of Directors</p> <hr/> <p>12/12</p>	<p>Yoshinari Kitajima (Sep. 18, 1964)</p>	<p>Apr. 1987    Joined The Fuji Bank Ltd.  Mar. 1995    Joined the Company  Jun. 2001    Director of the Company  Jun. 2003    Managing Director of the Company  Jun. 2005    Senior Managing Director of the Company  Jun. 2009    Executive Vice President of the Company  Jun. 2018    President of the Company  Apr. 2022    President, Chairman of Sustainability Committee of the Company (currently serving)</p>	<p>170,500</p>
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Yoshinari Kitajima is nominated as a candidate for Director as it is expected that he will work to realize the Company's group strategy towards business growth and improvement of business performance, and also appropriately oversee the entire Group, based on his considerable experience as a management executive in the DNP Group.</p> <p>(Notes) 1. There is no special interest between the candidate, Mr. Yoshinari Kitajima, and the Company.</p> <p>2. The Company has entered into a Contract for Directors and Officers Liability Insurance covering the candidate for Director as the insured, and, in the event that the candidate, Mr. Yoshinari Kitajima, assumes office as Director, plans to renew such policy covering the candidate as the insured, with the Company paying the full premium. The insurance policy will cover damages, legal costs and other expenses that may arise as a result of the insured being held liable for the performance of his duties (including omissions) or being subject to a claim for the pursuit of such liability. However, there are some exemptions, such as damage caused by unlawful private profit-making or criminal acts, which are not covered under this contract. The details of the insurance coverage are determined primarily in consideration of the size of the Company's business and the impact on the appropriateness of the execution of duties.</p>			

Candidate No.	Name (Date of Birth)	Brief personal history, title, responsibilities and status of important concurrent offices	No. of shares in the Company held
3 <u>Reappointment</u>  Attendance of Meetings of the Board of Directors <hr/> 12/12	Kenji Miya (Jun. 11, 1954)	Apr. 1978    Joined the Company Jul. 2003    General Manager of Personnel Dept. of the Company  Jun. 2010    Corporate Officer ( <i>Yakuin</i> ), General Manager of Personnel Dept. of the Company  Jun. 2018    Managing Director of the Company Jun. 2020    Senior Managing Director of the Company Jun. 2021    Senior Managing Director ( <i>Daihyo Torishimariyaku Senmu</i> ) of the Company Apr. 2022    Senior Managing Director ( <i>Daihyo Torishimariyaku Senmu</i> ), managing Human Capital Sector, Information and Communications Sector of the Company, and in charge of IR and Public Relations Div. and Corporate Administration Dept. (currently serving)	7,000
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Kenji Miya is nominated as a candidate for Director as it is expected that he will work to realize the human resources and labor strategy, etc. for business growth and improvement of business performance, and also appropriately oversee the entire Group, based on his considerable experience as a management executive in the DNP Group.</p> <p>(Notes) 1. There is no special interest between the candidate, Mr. Kenji Miya, and the Company.            2. The Company has entered into a Contract for Directors and Officers Liability Insurance covering the candidate for Director as the insured, and, in the event that the candidate, Mr. Kenji Miya, assumes office as Director, plans to renew such policy covering the candidate as the insured, with the Company paying the full premium. The insurance policy will cover damages, legal costs and other expenses that may arise as a result of the insured being held liable for the performance of his duties (including omissions) or being subject to a claim for the pursuit of such liability. However, there are some exemptions, such as damage caused by unlawful private profit-making or criminal acts, which are not covered under this contract. The details of the insurance coverage are determined primarily in consideration of the size of the Company's business and the impact on the appropriateness of the execution of duties.</p>			

Candidate No.	Name (Date of Birth)	Brief personal history, title, responsibilities and status of important concurrent offices	No. of shares in the Company held
4 <u>Reappointment</u>  Attendance of Meetings of the Board of Directors <hr/> 10/10	Masato Yamaguchi (Sep. 10, 1952)	Apr. 1975    Joined the Company Dec. 1994    General Manager of R&D 1st Dept., General Production Research Center of the Company  Jun. 2008    Corporate Officer ( <i>Yakuin</i> ), Deputy General Manager of Display Components Operations of the Company  Jun. 2012    Senior Corporate Officer, General Manager of Fine Electronics Operations of the Company  Jun. 2017    Senior Executive Corporate Officer, in charge of Living Spaces Operations, Mobility Operations and High-Performance Materials Operations of the Company  Jun. 2021    Senior Managing Director ( <i>Daihyo Torishimariyaku Senmu</i> ), managing R&D and Engineering Management Sector, Lifestyle and Industrial Supplies Sector and Electronics Sector of the Company (currently serving)	7,500
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Masato Yamaguchi is nominated as a candidate for Director as it is expected that he will work to realize business development, etc. for business growth and improvement of business performance, and also appropriately oversee the entire Group, having considerable management experience in the DNP Group based on his experience as a person responsible for technology, research and development, and manufacturing of display products, etc., as well as new business development using ICT.</p> <p>(Notes) 1. There is no special interest between the candidate, Mr. Masato Yamaguchi, and the Company.</p> <p>2. The Company has entered into a Contract for Directors and Officers Liability Insurance covering the candidate for Director as the insured, and, in the event that the candidate, Mr. Masato Yamaguchi, assumes office as Director, plans to renew such policy covering the candidate as the insured, with the Company paying the full premium. The insurance policy will cover damages, legal costs and other expenses that may arise as a result of the insured being held liable for the performance of his duties (including omissions) or being subject to a claim for the pursuit of such liability. However, there are some exemptions, such as damage caused by unlawful private profit-making or criminal acts, which are not covered under this contract. The details of the insurance coverage are determined primarily in consideration of the size of the Company's business and the impact on the appropriateness of the execution of duties.</p>			



Candidate No.	Name (Date of Birth)	Brief personal history, title, responsibilities and status of important concurrent offices	No. of shares in the Company held
5 <u>Reappointment</u>  Attendance of Meetings of the Board of Directors  12/12	Satoru Inoue (Jan. 14, 1955)	Apr. 1978    Joined the Company Oct. 2008    General Manager of Technology Development Center of the Company  Jun. 2013    Director, in charge of Technical & Engineering Div., Technology Development Center and Environment & Product Liability Dept. of the Company  Jun. 2015    Managing Director of the Company Apr. 2021    Managing Director, in charge of R&D and Engineering Management Div. and Technology Development Center of the Company (currently serving)	14,500
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Satoru Inoue is nominated as a candidate for Director as it is expected that he will work to realize the technical development strategy, etc. and proactively use digital transformation (DX) technologies for business growth and improvement of business performance, and also appropriately oversee the entire Group, based on his considerable experience as a management executive in the DNP Group.</p> <p>(Notes) 1. There is no special interest between the candidate, Mr. Satoru Inoue, and the Company.            2. The Company has entered into a Contract for Directors and Officers Liability Insurance covering the candidate for Director as the insured, and, in the event that the candidate, Mr. Satoru Inoue, assumes office as Director, plans to renew such policy covering the candidate as the insured, with the Company paying the full premium. The insurance policy will cover damages, legal costs and other expenses that may arise as a result of the insured being held liable for the performance of his duties (including omissions) or being subject to a claim for the pursuit of such liability. However, there are some exemptions, such as damage caused by unlawful private profit-making or criminal acts, which are not covered under this contract. The details of the insurance coverage are determined primarily in consideration of the size of the Company's business and the impact on the appropriateness of the execution of duties.</p>			

Candidate No.	Name (Date of Birth)	Brief personal history, title, responsibilities and status of important concurrent offices	No. of shares in the Company held
6 <u>Reappointment</u>  Attendance of Meetings of the Board of Directors  12/12	Hirofumi Hashimoto (Jul. 8, 1957)	Apr. 1981    Joined the Company Jun. 2015    Corporate Officer ( <i>Yakuin</i> ), General Manager of Strategic Business Planning Dept. of the Company  Apr. 2016    Director of Maruzen CHI Holdings Co., Ltd. Jun. 2018    Senior Corporate Officer, in charge of Strategic Business Planning & Development Div. of the Company Statutory Auditor of Nihon Unisys, Ltd. (currently BIPROGY Inc.) (current)  Jun. 2020    Managing Director, in charge of Strategic Business Planning & Development Div. and Value Creation & Promotion Div. of the Company (currently serving)	4,982
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Hirofumi Hashimoto is nominated as a candidate for Director as it is expected that he will work to realize the management strategy and capital policy, etc. for business growth and improvement of business performance, and also appropriately oversee the entire Group, based on his considerable management experience in the DNP Group and his achievements in the business planning department of the Company.</p> <p>(Notes) 1. There is no special interest between the candidate, Mr. Hirofumi Hashimoto, and the Company.</p> <p>2. The Company has entered into a Contract for Directors and Officers Liability Insurance covering the candidate for Director as the insured, and, in the event that the candidate, Mr. Hirofumi Hashimoto, assumes office as Director, plans to renew such policy covering the candidate as the insured, with the Company paying the full premium. The insurance policy will cover damages, legal costs and other expenses that may arise as a result of the insured being held liable for the performance of his duties (including omissions) or being subject to a claim for the pursuit of such liability. However, there are some exemptions, such as damage caused by unlawful private profit-making or criminal acts, which are not covered under this contract. The details of the insurance coverage are determined primarily in consideration of the size of the Company's business and the impact on the appropriateness of the execution of duties.</p>			

Candidate No.	Name (Date of Birth)	Brief personal history, title, responsibilities and status of important concurrent offices	No. of shares in the Company held
7 <u>Reappointment</u>  Attendance of Meetings of the Board of Directors <hr/> 10/10	Masafumi Kuroyanagi (May 4, 1960)	Apr. 1983    Joined the Company Apr. 2004    General Manager of Finance & Accounting 1st Dept., Finance & Accounting Division of the Company Jun. 2010    President and Representative Director of DNP Total Process Warabi Co., Ltd. Jun. 2015    Corporate Officer ( <i>Yakuin</i> ), General Manager of Finance & Accounting Division of the Company Apr. 2019    Senior Corporate Officer, in charge of Finance & Accounting Division of the Company Jun. 2021    Managing Director, in charge of Finance & Accounting Division of the Company (currently serving)	3,900
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Masafumi Kuroyanagi is nominated as a candidate for Director as it is expected that he will work to realize financial strategies and capital policy, etc. for business growth and improvement of business performance, and also appropriately oversee the entire Group, based on his considerable management experience in the DNP Group and knowledge of all aspects of financial accounting, including account settlement and taxation.</p> <p>(Notes) 1. There is no special interest between the candidate, Mr. Masafumi Kuroyanagi, and the Company.</p> <p>2. The Company has entered into a Contract for Directors and Officers Liability Insurance covering the candidate for Director as the insured, and, in the event that the candidate, Mr. Masafumi Kuroyanagi, assumes office as Director, plans to renew such policy covering the candidate as the insured, with the Company paying the full premium. The insurance policy will cover damages, legal costs and other expenses that may arise as a result of the insured being held liable for the performance of his duties (including omissions) or being subject to a claim for the pursuit of such liability. However, there are some exemptions, such as damage caused by unlawful private profit-making or criminal acts, which are not covered under this contract. The details of the insurance coverage are determined primarily in consideration of the size of the Company's business and the impact on the appropriateness of the execution of duties.</p>			

Candidate No.	Name (Date of Birth)	Brief personal history, title, responsibilities and status of important concurrent offices	No. of shares in the Company held
8 <u>Reappointment</u>  Attendance of Meetings of the Board of Directors <hr/> 10/10	Minako Miyama (Jan. 15, 1962)	Apr. 1986    Joined the Company Apr. 2005    General Manager of VR Planning and Development Office, DB Division, C&I Operations of the Company Jul. 2014    General Manager of Recruiting and Training Dept. of the Company Jun. 2018    Corporate Officer, General Manager of Recruiting and Training Dept., and Diversity Promotion Dept. of the Company Oct. 2019    Corporate Officer, in charge of Recruiting and Training Dept., and Diversity Promotion Dept. of the Company Jun. 2021    Director of the Company Oct. 2021    Director, in charge of Recruiting and Training Dept. and Diversity & Inclusion Promotion Dept. of the Company (currently serving)	3,100
<p>[Reasons for nomination as a candidate for Director]</p> <p>Ms. Minako Miyama is nominated as a candidate for Director as it is expected that she will work to realize human resources development strategies, etc. for business growth and improvement of business performance, and also appropriately oversee the entire Group, since she has a proven track record as the Company's first female Corporate Officer and Director, leading the way in developing human resources and ensuring diversity, in addition to experience in the research, planning and development segments.</p> <p>(Notes) 1. There is no special interest between the candidate, Ms. Minako Miyama, and the Company.</p> <p>2. The Company has entered into a Contract for Directors and Officers Liability Insurance covering the candidate for Director as the insured, and, in the event that the candidate, Ms. Minako Miyama, assumes office as Director, plans to renew such policy covering the candidate as the insured, with the Company paying the full premium. The insurance policy will cover damages, legal costs and other expenses that may arise as a result of the insured being held liable for the performance of her duties (including omissions) or being subject to a claim for the pursuit of such liability. However, there are some exemptions, such as damage caused by unlawful private profit-making or criminal acts, which are not covered under this contract. The details of the insurance coverage are determined primarily in consideration of the size of the Company's business and the impact on the appropriateness of the execution of duties.</p>			

Candidate No.	Name (Date of Birth)	Brief personal history, title, responsibilities and status of important concurrent offices	No. of shares in the Company held
<p>9</p> <p>Reappointment</p> <p>Outside</p> <p>Independent</p> <p>Attendance of Meetings of the Board of Directors</p> <p>12/12</p> <p>Term of Office as Outside Director</p> <p>8 years (at the conclusion of this Meeting)</p>	<p>Tsukasa Miyajima (Aug. 23, 1950)</p>	<p>Apr. 1990 Professor of Keio University, Faculty of Law</p> <p>Apr. 2003 Registered as an attorney at law at the Daini Tokyo Bar Association (current)</p> <p>Jun. 2014 Director of the Company</p> <p>Apr. 2016 Emeritus Professor of Keio University Professor of Asahi University, Faculty of Law and Graduate School of Law (currently serving)</p> <p>Status of important concurrent offices:          Outside Director of Hulic Co., Ltd.          Outside Statutory Auditor of Mikuni Corporation          Outside Statutory Auditor of Daifuku Co., Ltd.</p>	<p>3,700</p>
<p>[Reasons for nomination as a candidate for Outside Director and expected role]</p> <p>Mr. Tsukasa Miyajima is nominated as a candidate for Outside Director as it is expected that he will provide advice and supervision over the Company's management from an objective perspective independent from the management executing the business, based on, among other things, his high level insight and extensive experiences as a legal expert.</p> <p>(Notes) 1. There is no special interest between the candidate, Mr. Tsukasa Miyajima, and the Company.</p> <p>2. Mr. Tsukasa Miyajima is a candidate for Outside Director as provided in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act. As the Company judged that he satisfies the independence criteria stipulated by the Tokyo Stock Exchange, Inc. and the Independence Standards for Independent Directors and/or Statutory Auditors stipulated by the Company (stated on pages 10 to 12), the Company submitted a filing with the Tokyo Stock Exchange designating him as an Independent Director. If his reappointment is approved, it is planned that he will remain in office as Independent Director.</p> <p>3. Although the candidate, Mr. Tsukasa Miyajima, does not have experience of involvement in corporate management other than by way of being an Outside Director or an Outside Statutory Auditor, the Company determined that he is capable of carrying out his duties adequately as an Outside Director for the reason stated in "[Reasons for nomination as a candidate for Outside Director and expected role]" above.</p> <p>4. The Company has entered into a Contract for Limitation of Liability with the candidate, Mr. Tsukasa Miyajima, with regard to his liability for damages to the Company provided in Article 423, Paragraph 1 of the Companies Act, to the effect that the liability for damages attributable to his performance of duties as an Outside Director of the Company</p>			

in good faith and without gross negligence is limited to the amount of minimum liability stipulated in Article 425, Paragraph 1 of the same Act. If his reappointment is approved, the Company plans to extend the above-mentioned Contract for Limitation of Liability with him.

5. The Company has entered into a Contract for Directors and Officers Liability Insurance covering the candidate for Director as the insured, and, in the event that the candidate, Mr. Tsukasa Miyajima assumes office as Director, plans to renew such policy covering the candidate as the insured, with the Company paying the full premium. The insurance policy will cover damages, legal costs and other expenses that may arise as a result of the insured being held liable for the performance of his duties (including omissions) or being subject to a claim for the pursuit of such liability. However, there are some exemptions, such as damage caused by unlawful private profit-making or criminal acts, which are not covered under this contract. The details of the insurance coverage are determined primarily in consideration of the size of the Company's business and the impact on the appropriateness of the execution of duties.

Candidate No.	Name (Date of Birth)	Brief personal history, title, responsibilities and status of important concurrent offices	No. of shares in the Company held
<p>10</p> <p><input type="checkbox"/> Reappointment</p> <p><input checked="" type="checkbox"/> Outside</p> <p><input type="checkbox"/> Independent</p> <p>Attendance of Meetings of the Board of Directors</p> <hr/> <p>12/12</p>	<p>Kazuyuki Sasajima (Aug. 8, 1953)</p>	<p>Apr. 1982    Joined Tokyo Shibaura Electric Co., Ltd. (Manufacturing Engineering Research Center)</p> <p>Apr. 1989    Associate Professor of Saitama University, Faculty of Engineering</p> <p>Dec. 1999    Professor of Tokyo Institute of Technology, Graduate School of Information Science and Engineering</p> <p>Apr. 2016    Professor of Tokyo Institute of Technology, School of Engineering, Department of Systems and Control Engineering</p> <p>Mar. 2019    Emeritus Professor of Tokyo Institute of Technology</p> <p>Jun. 2020    Director of the Company (currently serving)</p>	<p>0</p>
<p>Term of Office as Outside Director</p> <hr/> <p>2 years (at the conclusion of this Meeting)</p>	<p>[Reasons for nomination as a candidate for Outside Director and expected role]</p> <p>Mr. Kazuyuki Sasajima is nominated as a candidate for Outside Director as it is expected that he will provide advice and supervision over the Company's management from an objective perspective independent from the management executing the business, based on, among other things, his high level insight and extensive experience as an academic expert in information science and engineering and systems and control engineering in addition to his experience as a researcher in a company.</p> <p>(Notes) 1. There is no special interest between the candidate, Mr. Kazuyuki Sasajima, and the Company.</p> <p>2. Mr. Kazuyuki Sasajima is a candidate for Outside Director as provided in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act. As the Company judged that he satisfies the independence criteria stipulated by the Tokyo Stock Exchange, Inc. and the Independence Standards for Independent Directors and/or Statutory Auditors stipulated by the Company (stated on pages 10 to 12), the Company submitted a filing with the Tokyo Stock Exchange designating him as an Independent Director. If his reappointment is approved, it is planned that he will remain in office as Independent Director.</p> <p>3. Although the candidate, Mr. Kazuyuki Sasajima, does not have experience of involvement in corporate management, the Company determined that he is capable of carrying out his duties adequately as an Outside Director for the reason stated in "[Reasons for nomination as a candidate for Outside Director and expected role]" above.</p> <p>4. The Company has entered into a Contract for Limitation of Liability with the candidate, Mr. Kazuyuki Sasajima, with regard to his liability for damages to the Company provided in Article 423, Paragraph 1 of the Companies Act, to the effect that the liability for</p>		

damages attributable to his performance of duties as an Outside Director of the Company in good faith and without gross negligence is limited to the amount of minimum liability stipulated in Article 425, Paragraph 1 of the same Act. If his reappointment is approved, the Company plans to extend the above-mentioned Contract for Limitation of Liability with him.

5. The Company has entered into a Contract for Directors and Officers Liability Insurance covering the candidate for Director as the insured, and, in the event that the candidate, Mr. Kazuyuki Sasajima, assumes office as Director, plans to renew such policy covering the candidate as the insured, with the Company paying the full premium. The insurance policy will cover damages, legal costs and other expenses that may arise as a result of the insured being held liable for the performance of his duties (including omissions) or being subject to a claim for the pursuit of such liability. However, there are some exemptions, such as damage caused by unlawful private profit-making or criminal acts, which are not covered under this contract. The details of the insurance coverage are determined primarily in consideration of the size of the Company's business and the impact on the appropriateness of the execution of duties.



Candidate No.	Name (Date of Birth)	Brief personal history, title, responsibilities and status of important concurrent offices	No. of shares in the Company held
11 <input type="checkbox"/> New Appointment <input type="checkbox"/> Outside <input type="checkbox"/> Independent	Yoshiaki Tamura (Oct. 3, 1954)	Apr. 1979    Joined Asahi Glass Co., Ltd. (currently AGC Inc.) Mar. 2013    Representative Director, Executive Vice President, Overall business management, GM of Technology General Division, Deputy leader of AGC Group Improvement Activities of Asahi Glass Co., Ltd. Mar. 2014    Executive Vice President, President of Glass Company of Asahi Glass Co., Ltd. Mar. 2017    Executive Fellow of Asahi Glass Co., Ltd. (retired in Mar. 2019) Mar. 2018    Outside Director of DIC Corporation (current) Jun. 2018    Outside Director of Kawasaki Heavy Industries, Ltd. (scheduled to retire in Jun. 2022) (currently serving)	0
<p>[Reasons for nomination as a candidate for Outside Director and expected role]</p> <p>Mr. Yoshiaki Tamura is nominated as a candidate for Outside Director as it is expected that he will provide advice and supervision over the Company's management from an objective perspective independent from the management executing the Company's business, since he has management experience at AGC Inc. and expertise in manufacturing through glass components, etc., and has used the high level of insight to serve as an outside director at other listed companies.</p> <p>(Notes) 1. There is no special interest between the candidate, Mr. Yoshiaki Tamura, and the Company.</p> <p>2. Mr. Yoshiaki Tamura is a candidate for Outside Director as provided in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act. As the Company judges that he satisfies the independence criteria stipulated by the Tokyo Stock Exchange, Inc. and the Independence Standards for Independent Directors and/or Statutory Auditors stipulated by the Company (stated on pages 10 to 12), if his appointment is approved, the Company plans to submit a filing with the Tokyo Stock Exchange designating him as an Independent Director</p> <p>3. The Company plans to enter into a Contract for Limitation of Liability with the candidate, Mr. Yoshiaki Tamura, with regard to his liability for damages to the Company provided in Article 423, Paragraph 1 of the Companies Act, to the effect that the liability for damages attributable to his performance of duties as an Outside Director of the Company in good faith and without gross negligence will be limited to the amount of minimum liability stipulated in Article 425, Paragraph 1 of the same Act.</p> <p>4. The Company has entered into a Contract for Directors and Officers Liability Insurance covering the candidate for Director as the insured, and, in the event that the candidate,</p>			

	<p>Mr. Yoshiaki Tamura, assumes office as Director, plans to enter into such policy covering the candidate as the insured, with the Company paying the full premium. The insurance policy will cover damages, legal costs and other expenses that may arise as a result of the insured being held liable for the performance of his duties (including omissions) or being subject to a claim for the pursuit of such liability. However, there are some exemptions, such as damage caused by unlawful private profit-making or criminal acts, which are not covered under this contract. The details of the insurance coverage are determined primarily in consideration of the size of the Company's business and the impact on the appropriateness of the execution of duties.</p>
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Candidate No.	Name (Date of Birth)	Brief personal history, title, responsibilities and status of important concurrent offices	No. of shares in the Company held
12 <input type="checkbox"/> New Appointment <input type="checkbox"/> Outside <input type="checkbox"/> Independent	Hiroshi Shirakawa (Dec. 22, 1954)	Apr. 1979    Joined TAISEI CORPORATION Apr. 2011    Trustee, General Manager, Corporate Planning Department, Corporate Planning Office of TAISEI CORPORATION Apr. 2012    Executive Officer, Deputy Chief of Corporate Planning Office, General Manager, Corporate Planning Department of TAISEI CORPORATION Apr. 2015    Managing Executive Officer, Chief of Yokohama Branch of TAISEI CORPORATION Jun. 2019    Senior Managing Executive Officer, Member of the Board, Chief of Marketing & Sales (Building Construction) Division II of TAISEI CORPORATION Jun. 2021    Advisor of TAISEI CORPORATION (scheduled to retire in Jun. 2022) (currently serving)	1,000
<p>[Reasons for nomination as a candidate for Outside Director and expected role]</p> <p>Mr. Hiroshi Shirakawa is nominated as a candidate for Outside Director as it is expected that he will provide advice and supervision over the Company's management from an objective perspective independent from the management executing the Company's business, since he has many years of experience in the administrative division at TAISEI CORPORATION, and after being appointed as an executive officer of TAISEI CORPORATION, he has continued to leverage his wealth of experience and hold important positions, and has both a broad and high level of insight into all aspects of management.</p> <p>(Notes) 1. There is no special interest between the candidate, Mr. Hiroshi Shirakawa, and the Company.</p> <p>2. Mr. Hiroshi Shirakawa is a candidate for Outside Director as provided in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act. As the Company judges that he satisfies the independence criteria stipulated by the Tokyo Stock Exchange, Inc. and the Independence Standards for Independent Directors and/or Statutory Auditors stipulated by the Company (stated on pages 10 to 12), if his appointment is approved, the Company plans to submit a filing with the Tokyo Stock Exchange designating him as an Independent Director</p> <p>3. The Company plans to enter into a Contract for Limitation of Liability with the candidate, Mr. Hiroshi Shirakawa, with regard to his liability for damages to the Company provided in Article 423, Paragraph 1 of the Companies Act, to the effect that the liability for damages attributable to his performance of duties as an Outside Director of the Company in good faith and without gross negligence will be limited to the amount of</p>			

minimum liability stipulated in Article 425, Paragraph 1 of the same Act.

4. The Company has entered into a Contract for Directors and Officers Liability Insurance covering the candidate for Director as the insured, and, in the event that the candidate, Mr. Hiroshi Shirakawa, assumes office as Director, plans to enter into such policy covering the candidate as the insured, with the Company paying the full premium. The insurance policy will cover damages, legal costs and other expenses that may arise as a result of the insured being held liable for the performance of his duties (including omissions) or being subject to a claim for the pursuit of such liability. However, there are some exemptions, such as damage caused by unlawful private profit-making or criminal acts, which are not covered under this contract. The details of the insurance coverage are determined primarily in consideration of the size of the Company's business and the impact on the appropriateness of the execution of duties.

#### **4<sup>th</sup> Item: Determination of Remuneration for Granting Restricted Stock to Directors (Excluding Outside Directors)**

The amount of remuneration, etc., of the Company's Directors was approved at ¥1,400 million or less per year (Outside Directors: ¥80 million or less per year) at the 122<sup>nd</sup> Ordinary General Meeting of Shareholders held on June 29, 2016.

On this occasion, as part of reviewing our remuneration system for Directors and Statutory Auditors, the Company would like to make payments of remuneration for the purpose of granting restricted stock to the Company's Directors (excluding Outside Directors, "Eligible Directors"), that is separate from the above-stated remuneration, with a view to providing Eligible Directors' incentives towards sustainable enhancement of our corporate value, while promoting further sharing of value with shareholders. Restricted stock based on this agenda item consists of the "service-contingent" stock, for which continuously holding the position of Director of the Company for a certain period of time is the condition for lifting the transfer restrictions, and the "performance-contingent" stock, for which the achievement of performance conditions predetermined by the Board of Directors of the Company is the condition for lifting the transfer restrictions, in addition to the aforementioned condition.

The remuneration to be paid for the purpose of granting restricted stock to Eligible Directors based on this agenda item shall be a monetary claim and the total amount shall not exceed ¥300 million per year. Details regarding the timing of payment and allocation to each Eligible Director shall be decided by the Company's Board of Directors after consulting with the Advisory Committee.

The Company currently has twelve (12) Directors (including four (4) Outside Directors). Even after the 3<sup>rd</sup> Item "Election of Twelve (12) Directors" is approved as originally proposed, there will be twelve (12) Directors (including four (4) Outside Directors), the same as it is now.

Based on the resolution of the Company's Board of Directors, the Eligible Directors shall wholly provide the monetary claim paid under this agenda item in the form of property contributed in kind, and common shares of the Company shall be issued or disposed of for such Eligible Directors. The total number of common shares of the Company to be issued or disposed of as a result shall not exceed 300,000 shares per year (provided, however, that in the event of a stock split (including gratis allotment of common shares of the Company) or a reverse stock split of common shares of the

Company, or any other circumstance necessitating the adjustment to the total number of common shares of the Company issued or disposed of as restricted stock after the date of adoption of the resolution for approval of this agenda item, such total number of shares shall be adjusted reasonably).

The amount per share to be paid shall be determined at the Company's Board of Directors, based on the closing price of the common shares of the Company on the Tokyo Stock Exchange, Inc. on the business day preceding each resolution at the Board of Directors (if such date was a non-trading day, the closing price of the immediately preceding trading day), which should be within the range of an amount not particularly advantageous to the Eligible Directors who are to subscribe for the common shares of the Company. In addition, the issue or disposal of common shares of the Company and monetary claims paid in the form of property contributed in kind under this agenda item shall take place on the condition that an agreement on the allotment of restricted stock ("Allotment Agreement") including the following details shall be entered into between the Company and each Eligible Director. The maximum amount of remuneration under this agenda item, the maximum total number of common shares of the Company to be issued or disposed of, and other conditions for granting restricted stock to Eligible Directors based on this agenda item have been determined taking into consideration the aforementioned purposes, the business conditions at the Company, the policy for determining the content of remuneration, etc., for each individual Director (This refers to the revised policy on the condition that this agenda item is approved. Please see pages 39 and 40 (Japanese version only) for the content of this policy) and other various circumstances, and are considered to be appropriate.

If this agenda item regarding the system is approved at the General Meeting of Shareholders as originally proposed, the Company plans to introduce a similar restricted stock remuneration system for Corporate Officers who do not concurrently serve as Directors of the Company.

#### **[Outline of Details in the Allotment Agreement]**

##### **(1) Transfer Restriction Period**

Eligible Directors shall not transfer, use as collateral, or otherwise dispose of common shares of the Company allotted to them ("Allotted Shares") under the Allotment Agreement ("Transfer Restrictions") in the period between the date when they receive such allotment in accordance with the Allotment Agreement until the

point in time immediately after they resign or retire from their position as a Director, Corporate Officer or employee of the Company or its subsidiaries, as determined in advance by the Board of Directors of the Company (simply, “resigning or retiring”) (“Transfer Restriction Period”).

The Transfer Restriction of the Allotted Shares shall be lifted upon expiration of the Transfer Restriction Period, as set forth below, and the Company shall automatically acquire the Allotted Shares for which Transfer Restrictions have been lifted, without compensation.

(2) Treatment of Restricted Stock at the Time of Expiration of the Transfer Restriction Period

(i) When resigning or retiring due to justifiable grounds

If the resignation or retirement of an Eligible Director upon the expiration of the Transfer Restriction Period is due to the expiration of term of office, death or other justifiable grounds (“Justifiable Grounds”), the Company shall lift the Transfer Restriction of the number of Allotted Shares set in accordance with reasonable standards determined in advance by the Board of Directors of the Company according to the timing of the resignation or retirement, etc. The Company shall automatically acquire the Allotted Shares for which the Transfer Restriction has not been lifted without compensation.

(ii) When resigning or retiring not due to Justifiable Grounds

If the resignation or retirement of an Eligible Director upon the expiration of the Restricted Transfer Period is not due to Justifiable Grounds, the Company shall not lift the transfer restriction for any Allotted Shares and shall automatically acquire all of the Allotted Shares held by the Eligible Director, without compensation.

(3) Treatment in the Event of Organizational Restructuring, etc.

Notwithstanding the provisions in (1) above, if matters related to a merger agreement in which the Company is to be the absorbed company, a share exchange agreement or a share transfer plan in which the Company is to become a wholly-owned subsidiary, or other organizational restructuring, etc., are approved at the Company’s General Meeting of Shareholders (or by the Company’s Board of Directors, where such organizational restructuring, etc. does not require approval at the General Meeting of Shareholders) during the Transfer Restriction Period, the Company shall, by the resolution of the Company’s Board of Directors, lift the Transfer Restrictions

for the number of Allotted Shares that is reasonably determined based on the period from the date of commencement of the Transfer Restriction Period until the date of approval of such organizational restructuring, etc., prior to the effective date of such organizational restructuring, etc. The Company shall automatically acquire the Allotted Shares for which Transfer Restrictions have not been lifted without compensation at the time immediately after the Transfer Restrictions are lifted in the cases set forth above.

(4) Treatment in the Case of Non-achievement of Performance Conditions

If the Company is unable to achieve the performance conditions for “performance-contingent” Allotted Shares for which the Board of Directors of the Company has set performance conditions in advance, the Company shall not lift the transfer restrictions for all or part of such Allotted Shares, and shall automatically acquire the Allotted Shares, without compensation, at or after the time when the failure to achieve such performance conditions is confirmed, at a timing determined in advance by the Board of Directors of the Company.

(5) Other Matters

Other matters concerning the Allotment Agreement shall be decided by the Board of Directors of the Company.



## Reference

### Topics 1: Initiatives Regarding Environment

The DNP Group constantly considers the coexistence of our business activities with the global environment, and “environmental conservation and realization of a sustainable society” is one tenet of our Code of Conduct. We established a specialized system to address environmental issues already back in the 1970s, and have been promoting various initiatives ever since.

In recent years, environment-related risks (variable factors) including climate change issues, challenges associated with the transition to a circular economy, and biodiversity loss, have become more drastic and diverse, and the scope of their impact has expanded worldwide. The DNP Group strives to minimize negative impacts and expand business opportunities by proactively addressing risks (variable factors) with a significant global impact. In March 2020, we formulated the “DNP Group Environmental Vision 2050” and defined “what we expect to accomplish toward the year 2050” with the aim of realizing a sustainable society, and we stepped up our efforts to create value and reduce environmental impact with a view toward realizing “a decarbonized society”, a “recycling-oriented society” and a “society in harmony with nature”.

The Sustainability Committee is responsible for managing medium- to long-term sustainability-related management risks, including climate change, as well as identifying business opportunities and reflecting them on our business strategy. The Board of Directors deliberates and decides on matters of high importance, together with management policy, management strategy, and other important matters. We identify management risks related to the environment, in context of business plans, based on stakeholder interest, the magnitude of impact on the business, and the likelihood of that impact occurring. Risks are assessed and managed once or more a year, with activities prioritized and targets set. In order to consider for long-term risks, we perform a scenario analysis to assess the financial impact and the duration which we will be exposed to the impact.

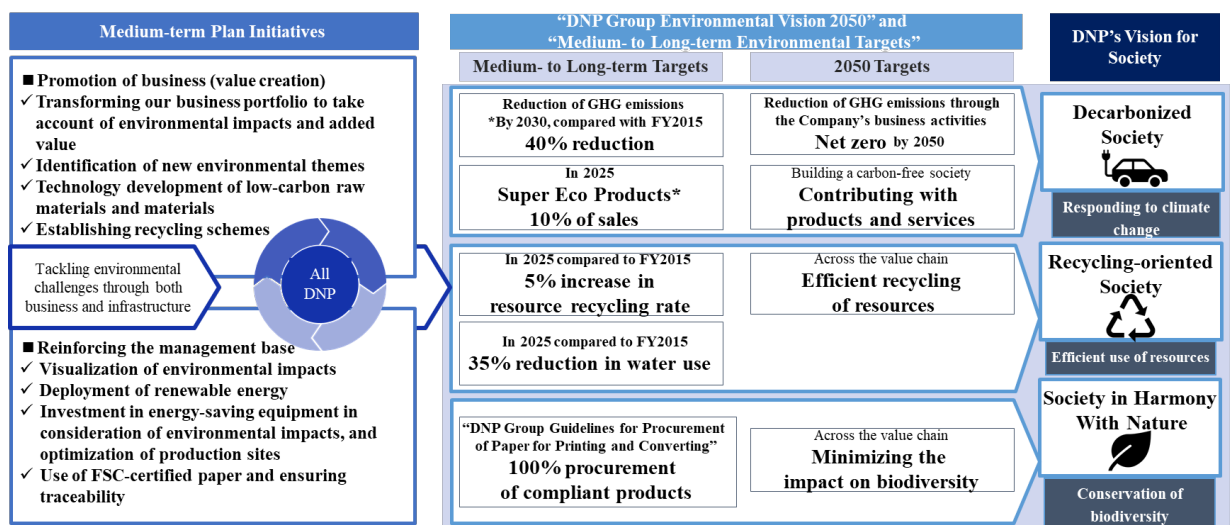
We are aiming to achieve effective net-zero greenhouse gas (GHG) emissions from business activities at our own bases in order to build the “decarbonized society” which we cited in our Environmental Vision. We have set medium- to long-term reduction targets, and are working on initiatives such as transforming our portfolio and strengthening our energy-saving activities. We are also identifying new environmental themes and are engaged in the technology development of low-carbon products and

services. In FY2021, Canon Inc., Kioxia Corporation and DNP cooperated to develop energy-saving processing technology for ultra-fine semiconductors using nanoimprint lithography (NIL), and succeeded in reducing power consumption during semiconductor manufacturing to about one-tenth of that used in conventional methods. This technology has been evaluated as a technology that will support the rapid expansion of the IoT society in the future with energy-saving, and has been awarded the Prize for Excellence at the “49th Environmental Awards” sponsored by the National Institute for Environmental Studies and THE NIKKAN KOGYO SHIMBUN, LTD. and supported by the Ministry of the Environment.

In an effort to build a recycling-oriented society, we are promoting the efficient use of resources by setting the goal of improving our resource recycling rate, which is the ratio of material and chemical recycling to the amount of unwanted materials we generate.

In an effort to build a society in harmony with nature, we are promoting the procurement of raw materials that take biodiversity into consideration. In 2012, we established guidelines for the “procurement of paper”, which we depend heavily on and has a major impact on the ecosystem, in operating our business activities, aiming to maintain sustainable forest resources, and we are actively promoting the use of certified forest paper and ensuring traceability.

We will continue to work to reduce our environmental impact and create business opportunities by synergizing our “P&I” strengths and deepening collaboration with external partners.



\*Although we have acquired certification for Science Based Target (SBT) initiative in July 2018 with “25% reduction compared to FY2015 by 2030” regarding the medium- to long-term target for GHG emissions reduction, we have reviewed such target toward the goal of net zero by 2050 and once again acquired SBT certification.  
 \* Super Eco Products: Outstanding environmentally friendly products and services designated based on the Company’s own evaluation.

### **Obtained the highest “Supplier Engagement Rating” from CDP for 3rd consecutive year**

DNP has been highly rated for its work on measures against climate change throughout its entire supply chain, and implementation of activities to reduce GHG emissions. For the 3rd year in a row, DNP was selected for the highest ranking “Leader Board” in the “Supplier Engagement Ratings” conducted by CDP (Headquarters: London, UK), an international non-profit organization that works to solve issues related to the environment, including climate change.

In order to make this rating, CDP investigates and evaluates efforts made by companies to reduce GHG emissions and lower the risk of climate change throughout their entire supply chains. In 2021, CDP rated approximately 13,000 companies both inside and outside Japan, and selected 518 companies worldwide (including 105 companies in Japan) for the highest rating of “Supplier Engagement Leader Board”.

### **Selected as a constituent of the “FTSE Blossom Japan Sector Relative Index”**

DNP has been selected as a constituent of the “FTSE Blossom Japan Sector Relative Index”, an investment index established by the global index provider FTSE Russell. This index covers Japanese companies that have excellent environment, society, governance (ESG) initiatives, and has been chosen as a criterion for investment by Japan’s Government Pension Investment Fund (GPIF), an active promoter of ESG investment. DNP has been selected as a constituent in all five of the indexes used by GPIF for ESG investment in Japanese companies, including this index.

## **Topics 2: Initiatives to Promote Diversity & Inclusion**

The DNP Group respects and accepts the “differences” between each of our employees, and aims to create an environment in which the organization can maximize its potential by combining and utilizing diversity as a strength. We have set “developing diverse human resources”, “realizing diverse work styles”, and “fostering a corporate culture to encourage the active participation of diverse human resources” as our basic policies, and are accelerating our efforts. In particular, in parallel with organization-wide work style reforms and management reforms, we are working to increase the diversity in the decision-making class and to eliminate all gender gaps, focusing on career development and on building a pipeline for female employees through next-generation leadership training for female employees and sponsorship programs for the development of senior management. As a result, at the end of FY2021, the ratio of female managers was 7.4%, and the number of female managers and leaders had increased 2.2 times from its February 2016 level. This signifies the achievement of our targets for the 2nd phase action plan in the Women’s Participation Promotion Act and we were selected as a “Nadeshiko Brand.”

For our 3rd phase action plan, we have set the targets of increasing the number of women at the general manager level and above by 1.5 times the number at the end of March 2022, increasing the ratio of women at the section manager level to 15% or more, and increasing the ratio of women in leadership positions to 25% or more, by the end of FY2025, and we are working to achieve these targets.

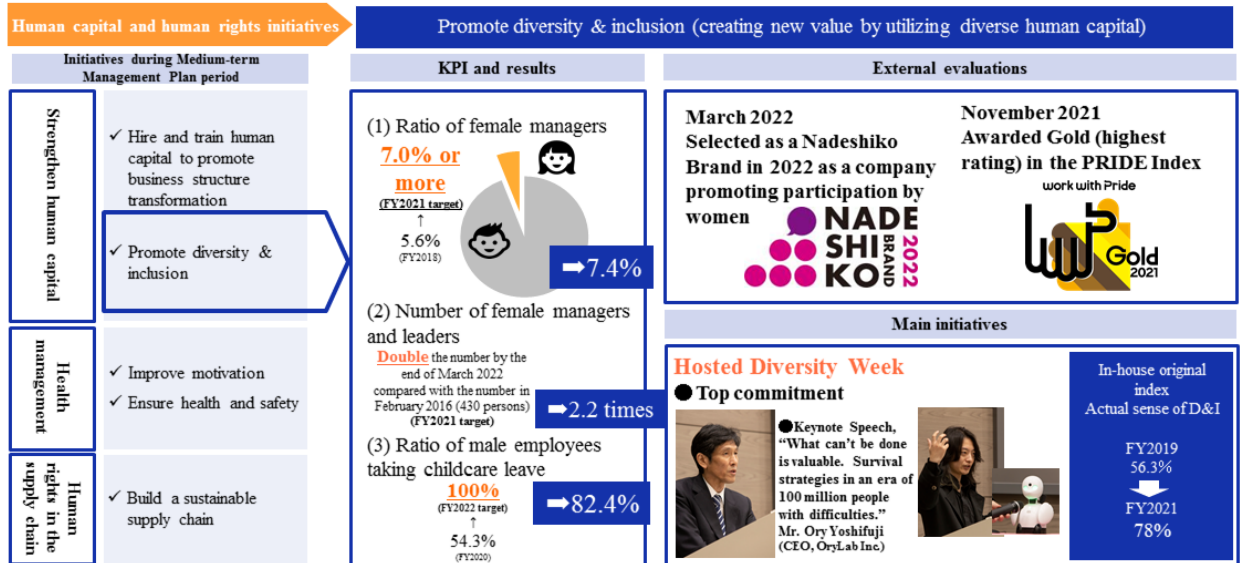
In addition to promoting participation by women, we provide training to promote understanding of LGBTQ+ issues, and have revised part of the programs related to spouses so that they apply to same-sex partners. We also sponsor Pride House Tokyo and participate in its activities, which has earned us the highest Gold rating in the “PRIDE Index” for FY2021.

In February, we hosted the “Second Diversity Week” for all employees, during which our President and other Directors and Corporate Officers issued messages to communicate our policies and commitment to promoting diversity & inclusion (D&I) based on the theme of understanding and penetrating inclusion. In addition, approximately 18,000 employees participated in a number of programs we organized to raise the awareness of each and every individual and encourage proactive action to promote dialogue and collaboration. According to the results of post-event surveys, 78% of employees (approximately 27,000 respondents) felt that the DNP Group is tackling

D&I issues, indicating a sense of commitment within the Company. We will continue to promote diversity management to make use of our diverse human capital.

Click here for details

<https://www.dnp.co.jp/eng/sustainability/management/human-rights/diversity-inclusion/>



\*The ratio of male employees taking childcare leave is calculated by using the numerical formula on the "Place for Supporting Coexistence" website by the Ministry of Health, Labour and Welfare.

### **Topics 3: Initiatives for Strengthen DNP’s Corporate Governance (Development of Risk Management System)**

The Company’s corporate governance system is based on a management supervision and auditing system by Directors, Statutory Auditors, and Accounting Auditors appointed at the General Meeting of Shareholders. Management decision-making is deliberated and determined at meetings of the Board of Directors, attended by Directors and Statutory Auditors, including Outside Directors/Statutory Auditors with diverse range of knowledge. Important management issues are deliberated in advance by the Management Committee, which consists of members in the position of Executive Managing Directors or higher, and the Advisory Committee, which consists solely of Outside Directors/Statutory Auditors, in order to enhance the transparency and appropriateness of the content of deliberations.

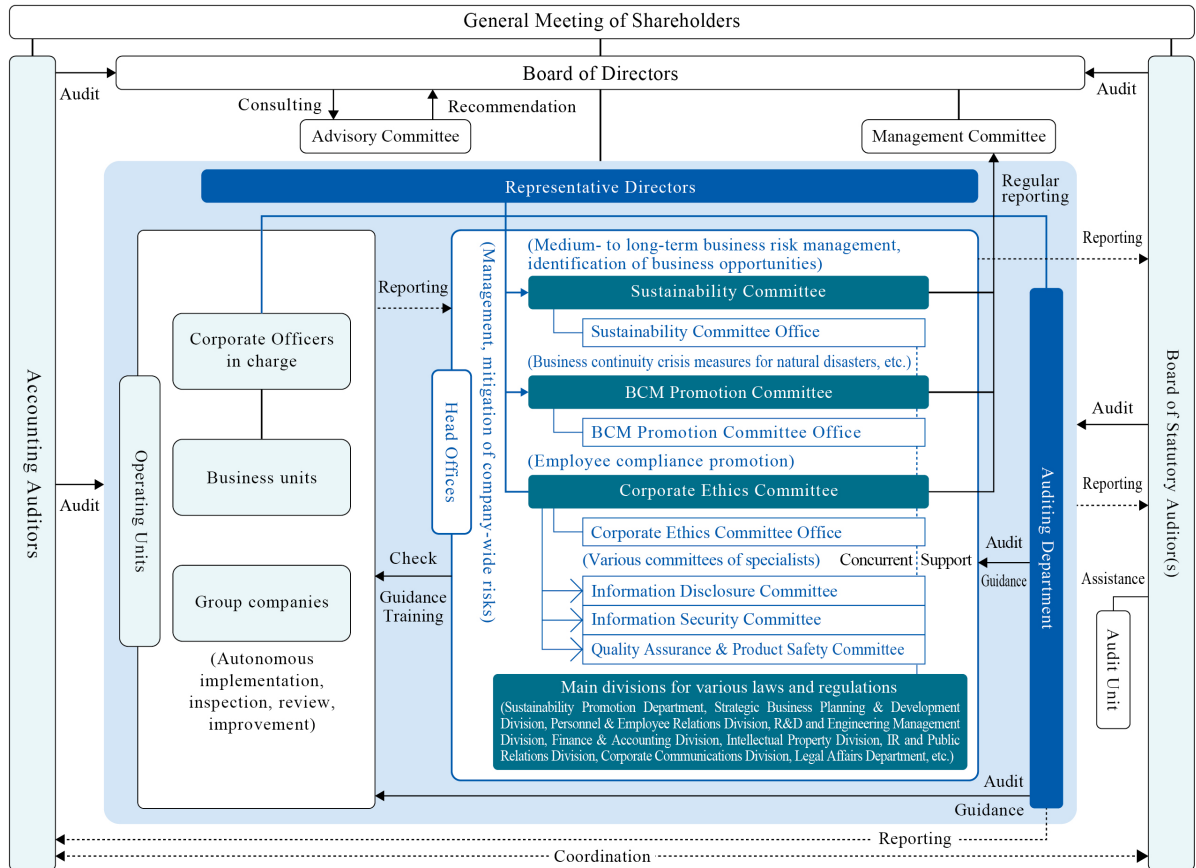
Following recent rapid changes in the social environment, variable factors affecting management have become increasingly diverse and wide-ranging. The Board of Directors of the Company thus believes that strengthening the process of appropriately assessing risks in such circumstances, reflecting them in medium- to long-term management strategies, and converting them into business opportunities will enable us to contribute to “Tomorrow’s Basic”, a more sustainable society. Following deliberations by the Advisory Committee, the Board of Directors resolved to restructure the organization of the Sustainability Committee in March 2022, and appointed the President the Chairman of the Committee as of April 1.

- The Sustainability Committee is a functionally strengthened version of the Sustainability Committee, which focused on addressing environmental issues, and manages medium- to long-term risks, identifies business opportunities, and reflects them in management strategies.
- The BCM Promotion Committee responds to business continuity risks as the “organization that ensures corporate continuity to secure the safety of employees and maintain production activities in the event of a natural disaster or other contingency”.
- The Corporate Ethics Committee, as “an organization that seeks to reduce risk by raising employees’ awareness of compliance issues as the basis of corporate continuity”, is linked to activities that pursue work styles based on laws and social ethics for everyone.

These three committees coordinate with each other to cover our company-wide risks. The Sustainability Committee plays a central role in regularly verifying management

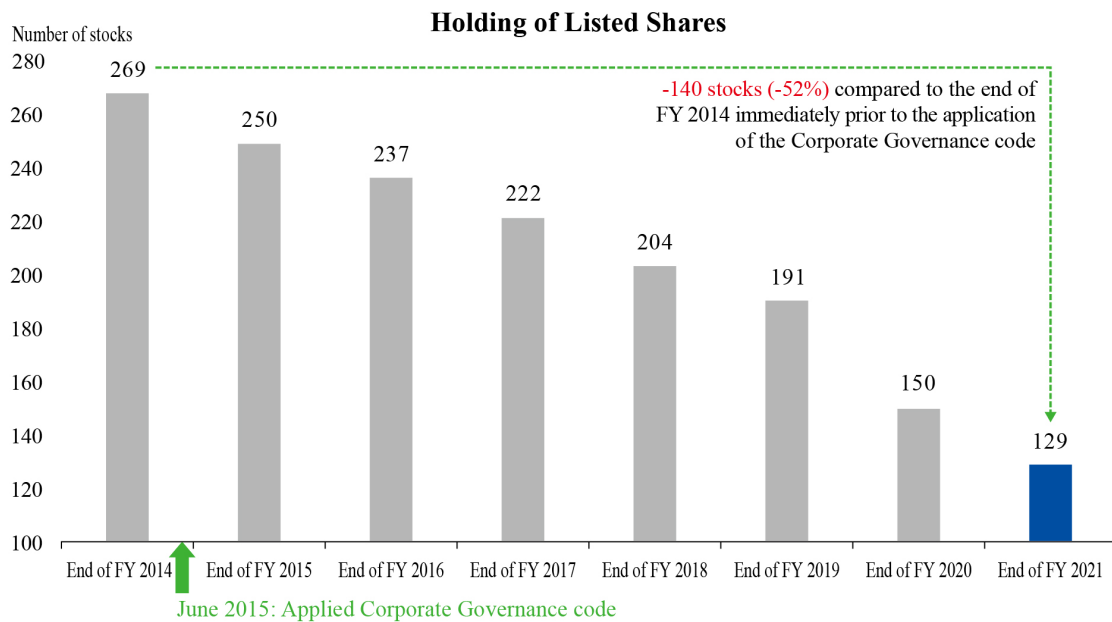
materiality, and deliberates materiality at meetings of the Management Committee and Board of Directors to appropriately reflect materiality in the Company’s medium- to long-term management strategies.

Structural Diagram of DNP’s Corporate Governance and Internal Control System



[Reference] Initiatives for the reduction of strategic shareholdings

The Company holds shares in order to strengthen its relationships with its clients in terms of sales policy and to strengthen its links with partners with whom it jointly develops new technologies and products. We regularly review the significance and purpose of our holdings of individual shares, and it is our policy to proceed with the sale of shares for which we have determined that the significance of the shareholding has diminished. There was a decrease of 21 stocks in our holding of listed shares in the fiscal year ended March 31, 2022, which promoted and enhanced asset efficiency.



The number of stocks in our holding of listed shares were reduced by 140 stocks (-52%) from 269 stocks at the end of FY 2014.



[Reference] Strengthening supervisory functions based on the results of the evaluation of effectiveness of the Board of Directors overall

The Company has evaluated the overall effectiveness of the Board of Directors around April each year since Japan's Corporate Governance Code became applicable in 2015. The Company believes that a series of ongoing processes to analyze the compiled results through methods such as questionnaires sent to Directors and Statutory Auditors related to the following five items, and to tackle issues to improve the effectiveness of operation of the Board of Directors, will contribute to improving the function of the Board of Directors overall.

	Until March 2016	Until March 2017	Until March 2018	Until March 2019	Until March 2020	Until March 2021	Until March 2022	Issues from April onwards
Supervisory function of the Board of Directors				Established Business Council	Increased number of Outside Directors (from 2 to 3)	Increased number of Outside Directors (from 3 to 4)	Female internal Directors and female Outside Statutory Auditors assumed office Reviewed group governance system (revised affiliate company management rules) Reviewed company-wide risk management system (reorganized Sustainability Committee)	Further promotion of company-wide risk initiatives
Nomination and remuneration system	Established Advisory Committee		Increased number of Advisory Committee members (from 2 to 3)				Developed and published skills matrix	
Operation of the Board of Directors		Established the Secretariat of the Board of Directors Arranged submitted agenda items				Preliminary briefings on agenda items submitted to the Board of Directors to Outside Directors/Statutory Auditors (online)		
Relationship with shareholders, etc.		Report results of the exercise of voting rights at the Ordinary General Meeting of Shareholders and the status of SR activities to the Board of Directors each year			Financial results presentation and feedback to the Board of Directors		First ESG briefing and feedback to the Board of Directors	Feedback of opinions from shareholders, etc. including daily IR activities
Coordination of Outside Directors/Statutory Auditors	Distribution in advance of materials concerning agenda items submitted to the Board of Directors to Outside Directors/Statutory Auditors		Regular meetings of Outside Directors/Statutory Auditors Factory visits by Outside Directors/Statutory Auditors (suspended due to COVID-19)					Enhancement of communication between Outside Directors/Statutory Auditors

[End]