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May 11, 2026

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Notice Concerning Opinion of NHK SPRING's Board of Directors on Shareholder Proposals

NHK SPRING CO., LTD. (Head office: Yokohama, Japan; President & COO Kazuhisa Uemura) ("the Company") hereby announces that it has received a written document ("the Shareholder Proposal Documents") which outlines shareholder proposals ("the Shareholder Proposals") regarding agenda items at the 106th Annual Ordinary General Meeting of Shareholders scheduled for June 25, 2026, but at the Board of Directors meeting held on May 11, 2026, it resolved to oppose the Shareholder Proposals as explained below.

1. Proposing Shareholder

Shareholder name: LONGCHAMP SICAV

2. Details of the Shareholder Proposals

(1) Agenda Items

1. Amendment to the Articles of Incorporation Concerning the Composition of External Directors
2. Amendment to the Articles of Incorporation Concerning the Record Dates for Annual General Meetings of Shareholders

(2) Details of the Agenda Items

As indicated in "Details of the Shareholder Proposals" in the appendix.

It should be noted that "Details of the Shareholder Proposals" in the appendix presents the original text of the Shareholder Proposal Documents as submitted by the proposing shareholder.

3. Opinion of NHK SPRING's Board of Directors on the Shareholder Proposals

Agenda Item 1: Amendment to the Articles of Incorporation Concerning the Composition of External Directors

(1) Opinion of NHK SPRING's Board of Directors

NHK SPRING's Board of Directors opposes this Shareholder Proposal.

(2) Reason for Opposition

Establishing a provision in the Articles of Incorporation to make External Directors the majority of the Members of the Board could narrow the range of options for flexibly appointing human resources in

response to social conditions and changes and potentially hinder the Company's ability to structure the Board of Directors optimally and to improve its effectiveness. As such, the Board of Directors objects to this proposal.

The Company has established a voluntary Nomination and Compensation Committee, a majority of the members of which are independent External Directors, as a advisory body to the Board of Directors to ensure objectivity and transparency in nominating Directors and in decisions regarding their remuneration.

Regarding the appointment of Director Candidates, based on deliberations and recommendations from the voluntary Nomination and Compensation Committee, and in light of the Company's business strategy, the Board of Directors has decided to seek out individuals who possess deep insight into our business, act in accordance with our corporate philosophy, have the ability to collaborate with other officers and solve problems, and maintain a strong awareness of compliance with laws and corporate ethics, by comprehensively considering these and other factors to ensure that Director Candidates contribute to enhancing corporate value. The Director Candidates proposed at this Ordinary General Meeting of Shareholders have been selected through this decision-making process.

Based on the above, the Company has defined the necessary skills for Directors and Audit & Supervisory Board Members to achieve the FY2026 Medium-Term Management Plan and to contribute to the realization of a sustainable society by providing "indispensable key parts." These skills are defined as: Corporate Management; Technology/Research and Development/Manufacturing; Finance/Accounting; Sales/Marketing; Overseas Experience/Internationality; Global Environment; Human Resources/Labor/Human Rights; Corporate Governance; Risk Management/Compliance/Legal; and IT/DX. As demonstrated in the skills matrix to be provided later (Reference 2), the Director Candidates proposed by the Company at this Ordinary General Meeting of Shareholders comprehensively cover these skills. Under our Board of Directors structured based on this philosophy, the Company has consistently engaged in discussions aimed at sustainably growing corporate value while leveraging the supervisory function of our independent External Directors.

Within the Medium-Term Management Plan, the Company has adopted return on invested capital (ROIC) as a new KPI, in addition to ROE, in order to enhance corporate value by further promoting management that is conscious of the cost of capital, and is targeting the achievement of ROE of 10% or more and ROIC of 7% or more in FY2026. As the Board of Directors deliberates and supervises capital allocation and shareholder return policies and measures to achieve these targets on an ongoing basis and revises them as necessary, we believe that the Company has already built a governance structure that promotes sustainable growth and medium- to long-term corporate value enhancement.

If the proposal for appointment of Directors (including External Directors) submitted by the Company at this Ordinary General Meeting of Shareholders is approved, the Board of Directors will consist of eight members, three of whom will be independent External Directors who satisfy the Company's independence criteria, resulting in 37.5% being independent External Directors. This fulfills the requirement under the Corporate Governance Code for companies listed on the Prime Market to have independent external directors comprise at least one-third of their board members.

The Company's Board of Directors is composed of Internal Directors who are highly knowledgeable about its business and possess extensive experience and expertise, as well as External Directors with diverse professional knowledge, including experienced business executives, attorneys at law, certified public accountants, and individuals with organizational management experience at government institutions. We believe that the Board of Directors is of an appropriate size and composition to ensure a

balance of skills and diversity, fostering frank and active discussions from objective perspectives.

As described above, the Board of Directors, if composed of the Director Candidates proposed by the Company, will have sufficient independence and the diversity necessary to oversee the execution of management, and we believe this will benefit our shareholders through the sustainable enhancement of our corporate value.

On the other hand, we believe that establishing a provision in the Articles of Incorporation as proposed in this Shareholder Proposal could instead limit the range of Director Candidates and potentially hinder NHK SPRING's ability to evaluate and structure the Board of Directors optimally and to improve its effectiveness as needed in the future.

The Board of Directors, therefore, opposes the Shareholder Proposal regarding the "Amendment to the Articles of Incorporation Concerning the Composition of External Directors."

Agenda Item 2: Amendment to the Articles of Incorporation Concerning the Record Dates for Annual General Meetings of Shareholders

(1) Opinion of NHK SPRING's Board of Directors

NHK SPRING's Board of Directors opposes this Shareholder Proposal.

(2) Reason for Opposition

If the voting record date is pushed back, and the date of the Ordinary General Meeting of Shareholders is also pushed back as a result, the implementation of this proposal would create a situation in which the voting record date of the Company differs from its record date for dividend of surplus. This may impact trading of the Company's shares by investors and shareholders. Moreover, the business report submitted to the Ordinary General Meeting of Shareholders contains a wealth of useful information for investors' decision-making comparable to that contained in the annual securities report. If the date of the Ordinary General Meeting of Shareholders is pushed back, and the period from the last day of the fiscal year until the date of submission of the business report is extended, the period subject to the reporting of subsequent events in the business report will also be extended. This may have the consequence of inhibiting disclosure in a format that is easy for shareholders to understand.

The Company works to properly disclose information and engage in constructive dialog with shareholders in accordance with the current voting record date, and we do not believe that the Company needs to amend its Articles of Incorporation as proposed in this Shareholder Proposal. If changing the record date is determined to be appropriate in the future in view of changes in legal requirements or market practices, such change should be considered by taking into account the situation of the Company at that point in time, and prescribing such a change in the Articles of Incorporation at this point in time may actually be detrimental to the Company's future regulatory responses and operational flexibility.

The Company's Board of Directors, therefore, opposes this Shareholder Proposal.

(Appendix: “Details of the Shareholder Proposals”)

* This presents the original text of the Shareholder Proposal Documents as submitted by the proposing shareholder.

I. Proposed Agenda Items

1. Amendment to the Articles of Incorporation Concerning the Composition of External Directors
2. Amendment to the Articles of Incorporation Concerning the Record Dates for Annual General Meetings of Shareholders

II. Outline of Agenda Items and Reason for the Proposals

1. Amendment to the Articles of Incorporation Concerning the Composition of External Directors

(1) Outline of the Agenda Item

Article 19 of the Company’s Articles of Incorporation shall be amended as follows in order to make the External Directors the majority of the Members of the Board. If, as a result of the approval of any other proposals (including Company proposals) to the Ordinary General Meeting of Shareholders, it is necessary to make formal adjustments (including, but not limited to, renumbering of articles) to the article referred to in this proposal, said article shall be replaced with an article that reflects the necessary adjustments.

(The underlined parts indicate the amendments.)

Before amendment	After amendment
(Number of members) Article 19. The Company shall have twelve (12) or fewer Directors.	(Number of members) Article 19. The Company shall have twelve (12) or fewer Directors.
<u>2. (To be newly established)</u>	<u>2. As long as the Company remains a listed company, a majority of the Company’s Directors shall be External Directors as defined in Article 2, Paragraph 1, Item 15 of the Companies Act.</u>

(2) Reason for the Proposal

Our company believes that a board of directors’ diversity and independence are indispensable in today’s management of a listed company. A diverse board of directors refers to a board with a structure that enables it to make management decisions from diverse perspectives, including in terms of skills, experience, age, nationality, and gender. An independent board of directors refers to a board with a structure where a majority of the members are external directors who are independent from management.

Principle 4.8 of the Corporate Governance Code states that “Independent directors should fulfill their roles and responsibilities with the aim of contributing to sustainable growth of companies and increasing corporate value over the mid- to long-term. Companies listed on the Prime Market should therefore appoint at least one-third of their directors as independent directors (two directors if listed on other markets) that sufficiently have such qualities. Irrespective of the above, if a company listed on the Prime Market believes it needs to appoint the majority of directors (at least one-third of directors if listed on other markets) as independent directors based on a broad consideration of factors such as the industry, company size, business characteristics, organizational structure and circumstances surrounding the company, it should appoint a sufficient number of independent directors.” In addition, Principle 4.7 of the Code states that one of the roles and responsibilities of independent

external directors is “appropriately representing the views of minority shareholders and other stakeholders in the boardroom from a standpoint independent of the management and controlling shareholders.”

The Company’s Board of Directors currently has only four External Directors among its nine members in total. Furthermore, under the new board structure scheduled to take effect on June 25, the Board is expected to have only three External Directors among eight members in total, thus reducing the proportion of external directors. Although the Company formally satisfies the requirements, there is room for improvement from the perspective of ensuring the Board’s independence and the effectiveness of its supervisory functions. Ensuring that a majority of the Company’s Members of the Board are External Directors is expected to facilitate discussions from perspectives that are independent from those of management and to enable the Company to build a governance structure that will promote realization of management that is conscious of shareholder value, including improved capital efficiency and enhanced shareholder returns.

In addition to the number of External Directors, we believe that the qualifications of the External Directors are also important, and the Company must appoint people who can contribute to the Company’s sustainable growth and medium- to long-term improvement in corporate value. However, the current Board of Directors is unsatisfactory because it is difficult to contend that it sufficiently reflects the perspective of capital markets. In this regard, the Company should consider appointing individuals who have deep experience and skills as analysts.

“Appointing individuals who have deep experience and skills as analysts” will bring in the perspective of outside investors and shareholders to the Board of Directors, and at the same time, we believe that doing so is an effective means of contributing to enhancing corporate value through sound risk-taking. Although the boards of directors of listed companies and investors/shareholders share the same goal of increasing corporate value over the long term, it is not uncommon in Japan for the two to be seen as being in opposition.

Given this situation, we believe that having individuals with the aforementioned experience and skills participate in Board discussions and decision-making will help to make the relationship between the Board and the stock market as constructive as it should be by realizing sound risk-taking and capital allocation, as well as better communication with the market.

It is often explained that bankers and accountants are responsible for the finance area of the Board’s skills matrix, but from the perspective of promoting “sound risk-taking,” we believe that expertise in accounting and debt markets alone is insufficient, and that the appointment of individuals with equity market expertise is significant.

2. Amendment to the Articles of Incorporation Concerning the Record Dates for Annual General Meetings of Shareholders

(1) Outline of the Agenda Item

Article 13 of the Company’s Articles of Incorporation shall be amended as follows. If, as a result of the approval of any other proposals (including Company proposals) to the Ordinary General Meeting of Shareholders, it is necessary to make formal adjustments (including, but not limited to, renumbering of articles) to the article referred to in this proposal, said article shall be replaced with the article that reflects the necessary adjustments.

(The underlined parts indicate the amendments.)

Before amendment	After amendment
<p>(Record Date)</p> <p>Article 13. Shareholders with voting rights recorded in the final shareholder register of the Company on March 31 each year shall be the shareholders who can exercise their rights at the Ordinary General Meeting of Shareholders pertaining to the fiscal year.</p> <p>2. In addition to the date referred to in the preceding paragraph, if it is necessary, the Company may designate a certain date by giving prior notice pursuant to a resolution of the Board of Directors, in which case shareholders or registered pledgees of shares recorded in the final shareholder register of the Company on that date shall be the shareholders or registered pledgees of shares who can exercise their rights.</p>	<p>(Record Date)</p> <p>Article 13. Shareholders with voting rights recorded in the final shareholder register of the Company on <u>May 15</u> each year shall be the shareholders who can exercise their rights at the Ordinary General Meeting of Shareholders pertaining to the fiscal year.</p> <p>2. In addition to the date referred to in the preceding paragraph, if it is necessary, the Company may designate a certain date by giving prior notice pursuant to a resolution of the Board of Directors, in which case shareholders or registered pledgees of shares recorded in the final shareholder register of the Company on that date shall be the shareholders or registered pledgees of shares who can exercise their rights.</p>

(2) Reason for the Proposal

The Company's voting record date for its Ordinary General Meeting of Shareholders is currently March 31, and the date of its Ordinary General Meeting of Shareholders is at the end of June pursuant to the provisions of the Companies Act. On the other hand, the annual securities report, which contains important information for shareholders to exercise their voting rights, is in practice disclosed only after or immediately before (such as the day before) the date of the Ordinary General Meeting of Shareholders. As a result, it is difficult in practice for investors to analyze the report content sufficiently to reflect it in their voting decisions, and investors are not provided with a substantial period for consideration.

The annual securities report is a statutory disclosure document that comprehensively provides information that is essential for making voting decisions on important proposals submitted to the Ordinary General Meeting of Shareholders, including the issuer's business risks, management strategies, governance structure, compensation amounts and policy for determining the same, and capital policy. We believe that disclosing such information before the Ordinary General Meeting of Shareholders with adequate lead time rather than immediately before is a prerequisite for responsible voting.

Changing the voting record date to mid-May will enable the Company to design a disclosure schedule that enables investors to take sufficient time before the Ordinary General Meeting of Shareholders to examine the annual securities report and other relevant information. This will create an environment in which investors, proxy advisory firms, and analysts can closely examine such information and properly reflect their analysis results in their voting decisions on each proposal. This proposal does not seek a merely formal hastening of disclosure timing, but rather aims to provide institutional infrastructure to ensure that information provision is substantial.

In addition, this change is expected to encourage dispersion of the dates of General Meetings of Shareholders, which have heretofore been excessively concentrated in late June, as a secondary effect. The concentration of meeting dates has made it effectively impossible for many shareholders to attend the General Meetings of Shareholders of multiple companies. Increasingly dispersed meeting dates will increase opportunities for shareholders to attend the General Meetings of Shareholders of more companies and to participate in direct dialog and discussions with management. This is expected to facilitate shareholders' active involvement and contribute to the realization of the Company's motto of "shareholder democracy."

(Reference 2) Skills Matrix

The following shows the officer structure if the Director Candidates proposed by the Company at this Ordinary General Meeting of Shareholders are approved.

Under the corporate philosophy of “Key Parts, Driving the World Forward,” the Company aims to sustainably grow its corporate value by providing products and technologies that are essential to society through its medium- to long-term management strategies.

As for the skills expected of the Directors and Audit & Supervisory Board Members to achieve this aim, the skills possessed by each member are as follows.

	Name	Gender	Expected Skills										
			Corporate Management	Technology/ Research and Development/ Manufacturing	Finance/ Accounting	Sales/ Marketing	Overseas Experience/ Internationality	Global Environment	Human Resources/ Labor/ Human Rights	Corporate Governance	Risk Management/ Compliance/ Legal	IT/DX	
Takashi Kayamoto	Chairman & Representative Member of the Board, CEO	Male	◎	◎		◎	○	○			◎		○
Kazuhiya Uemura	Representative Member of the Board, President & COO	Male	◎		○	◎	◎			○	◎	○	
Noritoshi Takamura	Executive Vice President & CQO/CTO and Representative Member of the Board, Corporate Officer	Male	◎	◎		○	○	◎					○
Masayuki Horie	Executive Vice President and Representative Member of the Board, Corporate Officer President of Procurement Division	Male	◎		○	◎	○			◎		○	
Shunsuke Sasaki	Member of the Board, Senior Corporate Officer and President of the Sales Division	Male	○		○	◎	◎						
Keiichiro Sue	Member of the Board (External)	Male					◎			◎	○	◎	○
Hiromi Tamakoshi	Member of the Board (External)	Female			◎					○	○	◎	
Reiko Furukawa	Member of the Board (External)	Female	○							◎	○		◎
Masakazu Toyoda	Audit & Supervisory Board Member	Male	○		◎		◎				○	◎	
Naoya Mizutani	Audit & Supervisory Board Member	Male			◎						◎	○	
Ichiro Ebihara	Audit & Supervisory Board Member (External)	Male	○		◎						◎	○	

Yuko Yamada	Audit & Supervisory Board Member (External)	Female			◎		◎			○	○	
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Note: The above list does not represent the entirety of knowledge possessed by the Directors and Audit & Supervisory Board Members.

In the above list of expected skills, a “○” indicates skills possessed by a candidate, while a “◎” indicates areas in which candidates can particularly demonstrate their expertise. The skills expected of Directors and Audit & Supervisory Board Members will be reviewed in response to changes in the business environment and modifications to the Company’s management policy.