

Securities Code: 6929  
March 6, 2023

Nippon Ceramic Co., Ltd.  
176-17, Hirooka, Tottori-shi, Tottori, Japan  
Shinichi Taniguchi, President and CEO

## Notice of the 48th Ordinary General Meeting of Shareholders

Dear shareholders,

We hereby give notice that the 48th Ordinary General Meeting of Shareholders shall be convened as outlined below.

Measures for the electronic provision of information that is the content of reference documents for the general meeting of shareholders are taken (“Matters for Electronic Provision”) for this meeting, and Matters for Electronic Provision are posted on the Company’s website in accordance with the provisions of Article 325-3 of the Companies Act. Please access the website below, select “IR Library” from the menu “Investor Relations” and find the information posted under the “Financial statement and financial statement”

Company’s website (<https://www.nicera.co.jp/>)

Matters for Electronic Provision are also posted on the website of Tokyo Stock Exchange Inc. (TSE), in addition to the Company’s website. If you cannot view Matters for Electronic Provision on the Company’s website, please access the TSE website (“Listed Company Search”) below, input and search the name of the issue (name of company) or securities code, and select “Basic Information” > “Documents for Public Inspection/PR Information” > “Notice of General Shareholders Meeting / Informational Materials for a General Shareholders Meeting”, in order to view the information filed with the TSE.

TSE website (“Listed Company Search”)

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>

You may exercise your voting rights in advance via the Internet, etc. or in writing (postal mail) in lieu of voting in person at the meeting. After reviewing the following reference documents for the general meeting of shareholders, please exercise your voting rights following the instructions below no later than 4:00 p.m. on Thursday, March 23, 2023.

### Details

#### 1. Time & Date:

Friday, March 24, 2023, 10:00 a.m., Japan time. (Registration begins at 9:00 a.m.)

2. Venue: Torigin Cultural Hall (Tottori Prefectural Culture Hall), Conference Room 2  
101-5, Shotokucho, Tottori-shi, Tottori, Japan

#### 3. Purposes:

Items to Be Reported:

1. Business Report, Consolidated Financial Statements, and Auditing Reports of Accounting Auditor and Audit & Supervisory Committee for Consolidated Financial Statements, for the 48th fiscal year (January 1 to December 31, 2022)
2. Financial statements for the 48th fiscal year (January 1 to December 31, 2022)

**Matters to Be Voted On:**

Proposal : Election of two (2) Directors (excluding Directors who are Members of the Audit and Supervisory Committee)

**4. On Voting Rights**

- (1) Exercising voting rights via the Internet, etc.

If you exercise your voting rights via the Internet, etc., please read “On Voting Rights via the Internet” below, and exercise your voting rights no later than 4:00 p.m. on Thursday, March 23, 2023.

- (2) If you exercise your voting rights in writing (by mail)

Please indicate your approval or disapproval of the agenda items on the enclosed voting form and return it by 4:00 p.m. on Thursday, March 23, 2023. If neither approval nor disapproval of each proposal is indicated on the voting form, the Company will deem that you indicated your approval of the proposal.

- (3) Exercise of voting rights several times

If you exercise your voting rights more than once using both the Internet, etc. and postal mail, the Company will treat the vote via the Internet, etc. as the effective exercise of your voting rights. If you exercise your voting rights via the Internet, etc. several times, we will treat the last exercise as the effective exercise of your voting rights.

Notes:

\*Of the matters to be stated in Matters for Electronic Provision, the following content is posted on the Company’s website below and the TSE website in accordance with legal statutes and Article 18 of the Articles of Incorporation of the Company, and the Company omits stating such content on documents the delivery of which is requested by shareholders. Therefore, business reports, consolidated financial statements and financial statements contained in the said documents constitute only part of the documents subject to audits for preparing the audit report by the accounting auditor and audits for preparing the internal audit report by the Audit and Supervisory Board.

- Company structure and policy in the Business Report
- Consolidated Statement of Changes in Shareholders’ Equity in the Consolidated Financial Statements and Notes to the Consolidated Financial Statements
- Statement of Changes in Shareholders’ Equity in the Non-Consolidated Financial Statements and Notes to the Non-Consolidated Financial Statements

\*Attendees are requested to hand over the attached voting card at the conference hall registration desk.

\*In the event that Matters for Electronic Provision are revised, the revisions will be posted on the Company’s website below and the TSE website by stating to that effect and unrevised and revised matters.

<Requests to shareholders who attend>

- Souvenirs and beverages will not be provided this year in order to reduce the risk of infection. In addition, the briefing session after the General Meeting of Shareholders will be cancelled. Your cooperation is appreciated.
- The seats in the venue will be set apart from each other to enable social distancing. As a result, there will be fewer seats available this year compared to previous years. Please note that admission may be restricted.
- Your temperature will be checked at the entrance to the venue with a non-contact thermometer. If you feel unwell, for instance, if you have a temperature of 37.5 degrees or higher, you may be asked to refrain from entering the venue.
- Please wear a mask and use the alcohol-based hand sanitizer provided at the venue.
- Company officers and staff who attend the general meeting of shareholders will all wear masks.
- If there is any major change in the arrangements for the General Meeting of Shareholders due to future circumstances, this will be announced on the website below.

< Company's website >

<https://www.nicera.co.jp/>

< TSE website >

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>






## Guidance on Exercising Voting Rights

Voting rights at General Meetings of Shareholders are important rights of you as a shareholder.

Please exercise your voting rights after reading and considering the details of the attached Reference Documents for the General Meeting of Shareholders.

The following three ways to exercise your voting rights are available.

 <p>If you exercise voting rights via the Internet</p> <p>Please follow the instructions on the next page and enter your approval or disapproval for the proposals.</p> <hr/> <p>Time &amp; Date</p> <p>Entries completed by 4:00 p.m., Thursday, March 23, 2023</p>	 <p>If you exercise voting rights in writing (by mail)</p> <p>Please indicate your approval or disapproval for the proposals on the enclosed voting card and return it to us.</p> <hr/> <p>Deadline</p> <p>Votes reaching us by 4:00 p.m. on Thursday, March 23, 2023</p>	 <p>If you attend the General Meeting of Shareholders</p> <p>Please present the enclosed voting card at the reception desk upon your arrival.</p> <hr/> <p>Deadline</p> <p>Friday, March 24, 2023, 10:00 a.m., Japan time. (Registration begins at 9:00 a.m.)</p>
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If you exercise your voting rights more than once using both the Internet, etc. and postal mail, the Company will treat the vote via the Internet, etc. as the effective exercise of your voting rights. If you exercise your voting rights via the Internet, etc. several times, we will treat the last exercise as the effective exercise of your voting rights.

## On Voting Rights via the Internet

How to scan the QR code: Smart Exercise	How to enter your voting code and password
<p>You can log into the voting website without entering a voting code and password.</p> <ol style="list-style-type: none"> <li>Please scan the QR code on the lower right part of the voting card.</li> </ol> <p>*QR Code is the registered trademark of DENSO WAVE INCORPORATED.</p> <ol style="list-style-type: none"> <li>Please follow the instructions on the screen to register whether you approve or disapprove of each proposal.</li> </ol> <p>● <b>In Smart Exercise, exercise of voting rights may be carried out only once.</b></p> <p>If you wish to change your vote after exercising your voting rights, please access the website for PCs, log in to the website by entering your voting code and password printed on your voting card, and exercise your voting right again.</p> <p>*If you scan the QR code again, you can move to the PC website.</p>	<p>Voting website <b><a href="https://www.web54.net">https://www.web54.net</a></b></p> <ol style="list-style-type: none"> <li>Please access the voting website for PCs. <ul style="list-style-type: none"> <li>Click Next</li> </ul> </li> <li>Please enter your voting code printed on the voting card. <ul style="list-style-type: none"> <li>Enter voting code.</li> <li>Click Login.</li> </ul> </li> <li>Please enter your password printed on the voting card. <ul style="list-style-type: none"> <li>Enter password</li> <li>Please set a new password that you will actually use.</li> <li>Click Register.</li> </ul> </li> <li>Please follow the instructions on the screen to register whether you approve or disapprove of each proposal.</li> </ol>
<p>For inquiries about operation procedure for exercising voting rights via the Internet using PCs, smartphones, and cell phones, please contact the inquiry desk on the right.</p>	<p>Sumitomo Mitsui Trust Bank Securities Agency Web Support  Dedicated Dial  TEL: 0120-652-031 (toll-free)  (Reception time: 9:00-21:00)</p>

Institutional investors are permitted to use the platform for the electronic exercise of voting rights for institutional investors operated by ICJ, Inc.

## Reference Documents for the General Meeting of Shareholders

### Proposal : Election of two (2) Directors (excluding Directors who are Members of the Audit and Supervisory Committee)

At the close of this General Meeting of Shareholders, the terms of office three (3) Directors (excluding Directors who are Members of the Audit and Supervisory Committee) will expire. To review the management structure, the Company hereby proposes a decrease in the number of Directors by one (1) and the election of two (2) Directors. Moreover, with respect to this proposal, we have received the approval of all of the Director candidates from the Audit and Supervisory Committee.

The candidates for Director (excluding Directors who are Members of the Audit and Supervisory Committee) position are as follows:

Candi- date number	Name (Date of birth)	Background, positions and responsibilities, and major concurrent positions	Number of Company shares owned
1	<b>Shinichi Taniguchi</b> (February 26, 1973) [Reappointment]	<p>July 1996      Joined the Company</p> <p>March 2002    Director of the Company</p> <p>April 2002    Concurrently, Executive Officer of the Company (Current position)</p> <p>January 2003   General Manager, Shanghai Nicera Sensor Co., Ltd.</p> <p>March 2006    Senior Managing Director of the Company</p> <p>March 2009    Representative Director of the Company (Current position)</p> <p>April 2011    Concurrently, Head of the General Affairs Department of the Company (Current position)</p> <p>February 2012 Concurrently, Head of the Corporate Planning Division of the Company</p> <p>February 2014 President and CEO of the Company (Current position)</p> <p><b>[Other major concurrent positions]</b> President and CEO, Taniguchi Kosan Co., Ltd. President and CEO, Nicera Kosan Co., Ltd. Chairperson, Kunshan Nicera Electrical Appliance Co., Ltd.</p>	455,225 shares
<p><b>[Reasons for Nomination]</b> Mr. Shinichi Taniguchi has a wealth of experience in all areas of the Company, including production, development, sales, and overseas operations. He has led the Company as Representative Director since 2009, during which he guided the Group's management team and worked diligently to develop the Group's business. We nominate him as a candidate for reelection as Director because his wealth of experience and knowledge is deemed to be essential to the sustained improvement of the corporate value of Company.</p>			

Candi- date number	Name (Date of birth)	Background, positions and responsibilities, and major concurrent positions	Number of Company shares owned
2	<p><b>Haruko Kawasaki</b> (November 8, 1964) [Reappointment]</p>	<p>April 1987      Joined San-in Godo Bank</p> <p>March 2013     Director of the Company (Current position)</p> <p>January 2014   Resigned from San-in Godo Bank</p> <p>March 2019     Head of the Corporate Planning Division of the Company(Current position)</p>	465,200 shares
<p><b>[Reasons for Nomination]</b> Ms. Haruko Kawasaki has long experience working for a financial institution and possesses considerable knowledge of finance and accounting. We nominate her as a candidate for reelection as Director because her wealth of experience and knowledge is deemed to be essential to the sustained improvement of the corporate value of Company</p>			

Note: There are no conflicts of interest between the Company and any of the candidates.

(For reference) Skills matrix of the Board of Directors after the closing of the General Meeting of Shareholders

If the proposal is approved without modification, the skills matrix of the Board of Directors after the closing of the General Meeting of Shareholders will be as follows.

Name	Title	Corporate management	Finance / accounting	R&D / Production	Sales	Overseas experience	Legal affairs
Shinichi Taniguchi	President and CEO	○	○	○	○	○	
Haruko Kawasaki	Director		○				
Kazuhito Ichikawa	Director (Member of the Audit and Supervisory Committee)			○		○	
Yasuaki Tamura	External Director (Member of the Audit and Supervisory Committee)						○
Tomoaki Seko	External Director (Member of the Audit and Supervisory Committee)		○				○
Koichi Ikehara	External Director (Member of the Audit and Supervisory Committee)		○				