Note: This notice in English is for reference purposes only. In the event of any discrepancy between this document and the Japanese original, the original shall prevail.

Securities code: 5991 June 6, 2023

To Our Shareholders,

Takashi Kayamoto, Representative Member of the Board President & CEO NHK SPRING CO., LTD. 3-10, Fukuura, Kanazawa-ku, Yokohama

Notice of the 103rd Annual General Meeting of Shareholders

NHK SPRING CO., LTD. (the "Company") hereby provides notice of the 103rd Annual General Meeting of Shareholders of the Company to be held as follows:

When convening the General Meeting of Shareholders, we have adopted measures for providing information in electronic format, which is posted on the following website on the Internet. Please access one of the websites for confirmation.

The Company's website:

https://www.nhkspg.co.jp/ (in Japanese)

(Please access the Company's website above, select "Investors" and "General Meeting of Shareholders" from the menu, in that order, and confirm.)

TSE website (Listed Company Search):

https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show (in Japanese)

(Access the TSE website by using the internet address shown above, enter "NHK Spring" in "Issue name (company name)" or the Company's securities code "5991" in "Code," and click "Search." Then, click "Basic information" and select "Documents for public inspection/PR information." Under "Filed information available for public inspection," click "Click here for access" under "[Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting].")

- 1. Date and Time: Wednesday, June 28, 2023, at 10:00 a.m. (Reception starts at 9:00 a.m.) (JST)
- 2. Venue: NHK SPRING CO., LTD. Head Office

3-10, Fukuura, Kanazawa-ku, Yokohama

3. Purpose of the Meeting:

Matters to be reported:

- The Fiscal Year 2022 Business Report, the Consolidated Financial Statements, and audit results of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board for the 103rd term (from April 1, 2022 to March 31, 2023)
- 2. The Fiscal Year 2022 Non-consolidated Financial Statements for the 103rd term (from April 1, 2022 to March 31, 2023)

Matters to be resolved:

Proposal 1: Appropriation of Surplus

Proposal 2: Election of Eight (8) Members of the Board

Proposal 3: Election of One (1) Audit & Supervisory Board Member

Proposal 4: Election of One (1) Substitute Audit & Supervisory Board Member (External)

4. Matters determined relating to convocation

(1) When voting rights are exercised in writing, if there is no indication of approval or disapproval of the proposal in the voting right exercise form, it will be treated as if there was an indication of approval.

- (2) If voting rights are exercised multiple times via the Internet, the last exercise of voting rights will be treated as valid.
- (3) If voting rights are duplicately exercised via the Internet and in writing (by mail), the exercise of voting rights via the Internet will be treated as valid regardless of the date and time of arrival.

(Request for taking measures against COVID-19)

- * We ask the shareholders who are considering attending the General Meeting of Shareholders to check the status of COVID-19 on the day of the meeting and adequately take note of your own physical condition before attending and to consider the attending.
- * The wearing of masks will be left to the judgement of shareholders present on the day.

 Please make your own judgement, such as wearing mask in situations when you feel uneasy.
- * Temperature measurement equipment and alcohol disinfectant will be installed at the entrance of the venue. Please note that individuals with a body temperature of 37.5°C or higher may not be admitted. Anyone found to be unwell may be approached by the secretariat staff and asked to leave. Your understanding is appreciated.
- * If major changes to the operation of the General Meeting of Shareholders arise due to future developments, the Company will provide that information on its website. Please check the website before attending.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company recognizes distribution of profits to our shareholders as the top priority and our basic policy is to continue to distribute dividends stably.

In light of this and as a result of comprehensive consideration given to such matters as consolidated business performance and dividend payout ratio, the Company proposes that the year-end dividend for the term will be 17 yen per share, increasing the payment by 2 yen per share compared with the previous term.

<The fiscal year-end dividend>

(1) Type of dividend property

Cash

(2) Assignment of the dividend property to shareholders and the total amount:

17 yen per share of common stock of the Company

Total amount: 3,854,196,735 yen

As the Company has already paid an interim dividend of 15 yen per share, the annual dividend for the term will be 32 yen per share.

(3) Effective date of dividends of surplus

June 29, 2023

Proposal 2: Election of Eight (8) Members of the Board

The terms of office of all eight (8) Members of the Board will expire at the conclusion of this General Meeting of Shareholders.

In addition, Member of the Board, Mr. Toru Sugiyama will retire at the conclusion of this General Meeting of Shareholders.

Accordingly, we hereby request the election of eight (8) Members of the Board, including one (1) new Member of the Board.

The candidates for positions of Members of the Board are as follows:

No.	Name		(Gender) (Age)	Positions in the Company	Significant concurrent positions outside the Company	Number of years in office	Attendance at Board of Directors meetings
1	Takashi Kayamoto [Reelection]		(Male) (67 years old)	Representative Member of the Board President & CEO	-	8	12/12 meetings (100%)
2	Kiyohiko Kanmei [Reelection]		(Male) (65 years old)	Representative Member of the Board Executive Vice President & CQO, CTO	-	4	12/12 meetings (100%)
3	Hidefumi Yoshimura [Reelection]		(Male) (65 years old)	Representative Member of the Board Executive Vice President & CFO President of Procurement Division	-	2	12/12 meetings (100%)
4	Kazuhisa Uemura	thisa Uemura [Reelection] (N) (62 ye		Member of the Board Executive Corporate Officer President of Corporate Planning and Control Division	-	5	12/12 meetings (100%)
5	Shunsuke Sasaki [New election] (5		(Male) (58 years old)	Member of the Board Senior Corporate Officer President of Sales Division	-	[New election]	_
6	[Reelection] Keiichiro Sue [External] [Independent]		(Male) (65 years old)	Member of the Board (External)	-	8	11/12 meetings (91.7%)
7	Katsuko Tanaka	[Reelection] [External] [Independent]	(Female) (77 years old)	Member of the Board (External)	ı	7	12/12 meetings (100%)
8	Hiromi Tamakoshi	[Reelection] [External] [Independent]	(Female) (60 years old)	Member of the Board (External)	-	3	12/12 meetings (100%)

^{*} The position at the Company describes the schedule for approval of the election of each candidate.

[Reelection]Candidate for reelected Member of the Board[New election]Candidate for newly elected Member of the Board[External]Candidate for Member of the Board (External)

[Independent] Candidate for Independent Officer

^{*} Important concurrent positions are the number of concurrent positions as of the date of notification of convocation of this Annual General Meeting of Shareholders.

^{*} The number of years in office is the number of years in office at the conclusion of this Annual General Meeting of Shareholders.

No.	Name (Date of birth)		Career summary, position and areas of responsibility in the Company and important concurrent positions				
1	Takashi Kayamoto (Male) (February 5, 1956) (67 years old) [Reelection] Attendance at Board of Directors meetings	Apr. 1979 Jun. 2010 Apr. 2013 Jun. 2015 Apr. 2016 Apr. 2017	Joined the Company Corporate Officer Vice President of Research and Development Division and Director of Development Department Senior Corporate Officer President of Suspension Spring Division Member of the Board Senior Corporate Officer President of Sales Division Member of the Board Executive Corporate Officer President of Sales Division Representative Member of the Board President & CEO (present)	81,564			
	Reason for election Dr. Takashi Kayamoto was appointed Representative Member of the Board and President & CEO in 2017 after his service as President of Suspension Spring Division and President of Sales Division, and he has abundant experience and advanced knowledge about the business activities of the Company through his duties, as well as having deep insight into the research and development department, and accordingly, we request his reelection as a Member of the Board.						
	Kiyohiko Kanmei (Male) (June 10, 1957) (65 years old)	Apr. 1980 Jun. 2011	Joined the Company Corporate Officer Vice President of Seating Division and Director of Global Business Promotion Department				
		Apr. 2015 Apr. 2018	Senior Corporate Officer President of Seating Division Executive Corporate Officer				
2		Jun. 2019	President of Engineering Division Member of the Board Executive Corporate Officer President of Engineering Division	18,206			
	[Reelection]	Apr. 2020	Director of Takano Co., Ltd. (non-executive) Representative Member of the Board				
	Attendance at Board of Directors meetings 12/12 meetings	Apr. 2022	Executive Vice President & CQO Representative Member of the Board Executive Vice President & CQO, CTO (present)				
	into these fields, as well as a v Seating Division, President of	wealth of exper Engineering I	perience in engineering and manufacturing fields a rience relating to management through his duties a Division, and since 2020, Representative Member we request his reelection as a Member of the Boar	as President of of the Board and			

No.	Name (Date of birth)	- ······ , , , , - ···· , , , , - ···· ···			
		Apr. 1981	Joined the Company		
		Jun. 2007	Director of Planning and Control Department, Suspension Spring Division		
	Hidefumi Yoshimura	Apr. 2014	Corporate Officer; President & CEO and Member of the Board, NHK of America Suspension Components Inc.; President & CEO and Member of the Board, New Mather Metals, Inc.		
	(Male) (May 4, 1958) (65 years old)	Apr. 2015	Corporate Officer Director of Human Resources Department, Corporate Planning and Control Division		
		Apr. 2017	Senior Corporate Officer Vice President of Corporate Planning and Control Division and Director of Human Resources Department		
	[Reelection]	Apr. 2020	Senior Corporate Officer President of Corporate Planning and Control Division	4,990	
3		Apr. 2021	Executive Corporate Officer President of Corporate Planning and Control Division		
	Attendance at Board of Directors meetings 12/12 meetings	Jun. 2021	Member of the Board Executive Corporate Officer President of Corporate Planning and Control Division		
		Apr. 2022	Member of the Board Executive Corporate Officer President of Corporate Planning and Control Division and President of Procurement Division		
		Apr. 2023	Representative Member of the Board Executive Vice President &CFO, President of Procurement Division (present)		

Reason for election

Mr. Hidefumi Yoshimura has a wealth of experience in the management through his duties as Director of Planning and Control Department of Suspension Spring Division, President & CEO and Member of the Board of NHK of America Suspension Components Inc., President & CEO and Member of the Board of New Mather Metals, Inc., Director of the Human Resources Department, President of the Corporate Planning and Control Division, and President of the Procurement Division, and accordingly, we request his reelection as a Member of the Board.

No.	Name (Date of birth)	Career sum Com	Number of Company's shares owned		
	Kazuhisa Uemura (Male) (July 24, 1960) (62 years old)	Apr. 1983 Apr. 2014	Joined the Company Corporate Officer Vice President of Sales Division and Director of Seating & Component Sales Department		
		Apr. 2018	Senior Corporate Officer President of Sales Division		
		Jun. 2018	Member of the Board Senior Corporate Officer President of Sales Division	20,142	
4		Apr. 2022	Member of the Board Executive Corporate Officer President of Sales Division		
	[Reelection]	Apr. 2023	Apr. 2023 Member of the Board Executive Corporate Officer		
	Attendance at Board of Directors meetings 12/12 meetings		President of Corporate Planning and Control Division (present)		

Reason for election
Mr. Kazuhisa Uemura has many years of experience in Sales Division and deep insight into this field, as well
as a wealth of experience relating to management through his duties as President of Sales Division, and
accordingly, we request his reelection as a Member of the Board.

Shunsuke Sasaki (Male) (October 2, 1964) (58 years old) Apr. 2018 Apr. 2018 Corporate Officer; Representative Member of the Board and Executive Vice President of NHK International Corporation Apr. 2019 Corporate Officer Vice President of Suspension Spring Division and Director of Planning and Control Department Apr. 2022 Senior Corporate Officer Vice President of Suspension Spring Division	
and Director of Planning and Control Department Apr. 2023 Senior Corporate Officer, President of Sales Division (present) Attendance at Board of Directors meetings -/- meetings	5,14.

Reason for election
Mr. Shunsuke Sasaki has many years of experience in Sales Division and deep insight into this field, as well as a wealth of experience relating to management through his duties as Representative Member of the Board and Executive Vice President of NHK International Corporation, Director of Planning and Control Department, Suspension Spring Division, and accordingly, we request his appointment as a Member of the Board.

No.	Name (Date of birth)		mary, position and areas of responsibility in the pany and important concurrent positions	Number of Company's shares owned
6	the role of overseeing the exe	nber of the Bo cution of busin	Registered as Attorney at Law (a member of Dai-Ichi Tokyo Bar Association) Joined the Nobuo Takai Law Firm Joined Matsuo & Kosugi Registered as Attorney at Law in New York State, USA Partner of Blakemore & Mitsuki (present) External Director of METAWATER Co., Ltd. Corporate Auditor (External) of the Company Member of the Board (External) of the Company (present)	n attorney at law,
7	and contribute to strengthenin reelection as a Member of the Katsuko Tanaka (Female) (September 3, 1945) (77 years old) [Reelection] [External] [Independent] Attendance at Board of Directors meetings 12/12 meetings Reason for election and expecting appointed as Merfulfilled the role of overseeings	wide objective opinions on the operation of a busine governance of the Company, and accordingly, we hal). Okayama University Medical School Researcher, hygiene class (Worked in the local hospital.) Medical license registration (No. 207731) Worked at Yokohama City Hall Mayor, Sakae Ward, Yokohama City Director General, Social Welfare Bureau, Yokohama City Director General, Civic Affairs Bureau, Yokohama City Trustee and Secretary General of Public University Corporation Yokohama City University Chairperson of Yokohama City University Member of the Board (External) of the Company (present) ard (External) in 2016, Dr. Katsuko Tanaka has ap a of business, she has extensive experience relating and can be expected to provide objective opinion	propriately g to s on the	

No.	Name (Date of birth)	Career sum Com	Number of Company's shares owned	
8	Hiromi Tamakoshi (Female) (June 18, 1962) (60 years old) [Reelection] [External] [Independent] Attendance at Board of Directors meetings 12/12 meetings	Oct. 1987 Apr. 1999 Apr. 2017 Jun. 2020 Apr. 2021	Joined Chuo Audit Corporation Registered as Attorney at Law (Kanagawa Bar Association) Joined Ryoji Kimura Law Office Auditor of Yokohama City University (present) Member of the Board (External) of the Company (present) Established Yokohama Nagomi Law Office (present)	None

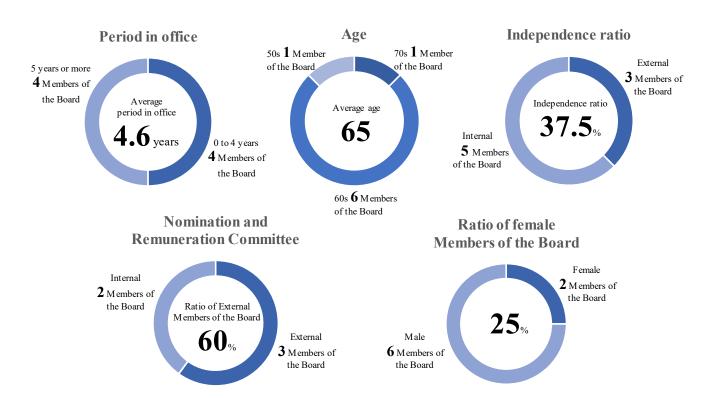
Reason for election and expected role

Since being appointed as Member of the Board (External) in 2020, Ms. Hiromi Tamakoshi has appropriately fulfilled the role of overseeing the execution of business, as well as having a wealth of experience as an attorney at law, and we judge that she can be expected to provide objective opinions on the operation of a business enterprise, and contribute to strengthening the corporate governance of the Company, and accordingly, we request her reelection as a Member of the Board (External).

Notes to Proposal 2:

- 1. There is no special interest between the candidates and the Company.
- 2. Dr. Keiichiro Sue, Dr. Katsuko Tanaka and Ms. Hiromi Tamakoshi are candidates for Members of the Board (External).
- 3. The Company's Articles of Incorporation allow for the conclusion of agreements limiting the liability specified in Article 423, Paragraph 1 of the Companies Act to two years of remuneration and other consideration received or to be received for the performance of duties, and if the election of Dr. Keiichiro Sue, Dr. Katsuko Tanaka, and Ms. Hiromi Tamakoshi is approved as proposed, the Company plans to renew such limited liability agreement.
- 4. The Company has concluded a directors and officers liability insurance policy with an insurance company as provided for in Article 430-3, Paragraph 1 of the Companies Act. In the event that a claim for damages is filed by a shareholder or third party, etc., the insurance policy will cover the damages and litigation costs, etc. to be paid by an insured party. If the election of each candidate is approved as proposed, the Company plans to include them as insured parties under the insurance policy. The Company plans to renew the insurance policy with the same content during the term of office.
- 5. Notification has been submitted to Tokyo Stock Exchange, Inc. that Dr. Keiichiro Sue, Dr. Katsuko Tanaka, and Ms. Hiromi Tamakoshi have been appointed as independent officers as provided for by the regulations of the aforementioned exchange. If their reelection is approved, the Company plans for them to continue as independent officers
- 6. Dr. Keiichiro Sue, Dr. Katsuko Tanaka, and Ms. Hiromi Tamakoshi are candidates for Members of the Board (External). At the conclusion of this meeting, the tenures since assuming office as Members of the Board (External) will have been eight years, seven years, and three years, respectively.

(Reference) Structure of Members of the Board if Proposal 2 is approved



Proposal 3: Election of One (1) Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member Masakazu Toyoda will expire at the conclusion of this General Meeting of Shareholders.

Accordingly, we request the election of one (1) Audit & Supervisory Board Member.

Consent of the Audit & Supervisory Board has been obtained concerning this proposal.

The candidate for position of Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career	Number of Company's shares owned	
Masakazu Toyoda (Male)	Apr. 1982	Joined The Dai-Ichi Kangyo Bank, Limited (currently, Mizuho Bank, Ltd.)	
(February 27, 1960)	Jan. 2013	Joined the Company	
(63 years old)	Apr. 2013	Executive Vice President of NHK International Corporation	
	May 2017	Senior manager of Corporate Planning Department, Corporate Planning and Control Division of the Company	
[Reelection]	Jun. 2019	Audit & Supervisory Board Member of the Company (present)	8,370
Attendance at Board of Directors meetings 12/12 meetings			
Attendance at Audit & Supervisory Board 13/13 meetings			

Reason for election

Mr. Masakazu Toyoda has many years of experience in a financial institution and based on that experience he has deep insight into the financial field therein, and we judge that he will appropriately perform audit functions making use of his business experience in the Company's overseas regional headquarters and corporate planning department, and accordingly, we request his reelection as an Audit & Supervisory Board member.

Notes to Proposal 3:

- 1. There is no special interest between the candidate and the Company.
- 2. The Company has concluded a directors and officers liability insurance policy with an insurance company as provided for in Article 430-3, Paragraph 1 of the Companies Act. In the event that a claim for damages is filed by a shareholder or third party, etc., the insurance policy will cover the damages and litigation costs, etc. to be paid by an insured party. If the election of Mr. Masakazu Toyoda is approved as proposed, the Company plans to include him as an insured party under the insurance policy. The Company plans to renew the insurance policy with the same content during the term of office.

Proposal 4: Election of One (1) Substitute Audit & Supervisory Board Member (External)

This proposal is to request the election of one (1) Substitute Audit & Supervisory Board Member (External) to provide for the case in which the number of Audit & Supervisory Board Member (External) falls short of the number stipulated in laws and regulations.

Consent of the Audit & Supervisory Board has been obtained concerning this proposal.

The candidate for position of Substitute Audit & Supervisory Board Member (External) is as follows:

Name (Date of birth)	Career	summary, position and important concurrent positions	Number of Company's shares owned
Nobuaki Mukai (Male) (April 19, 1969) (54 years old)	Apr. 1996 2001 Jan. 2004 Apr. 2022	Registered as Attorney at Law (Dai-Ichi Tokyo Bar Association) Joined Momo-o, Matsuo & Namba Registered as Attorney at Law in New York State, USA Momo-o, Matsuo & Namba Partner of Momo-o, Matsuo & Namba (Present) Specially Appointed Professor (Antitrust Law) of department of Business Law, Graduate School of Law, Hitotsubashi University (present)	None

Reason for election

Dr. Nobuaki Mukai has had no experience in corporate management, but he has professional knowledge and experience in corporate legal affairs as an attorney at law and therefore the Company nominates him as the candidate for Substitute Audit & Supervisory Board Member (External).

Notes to Proposal 4:

- 1. There is no special interest between the candidate and the Company.
- 2. Dr. Nobuaki Mukai is a candidate for Substitute Audit & Supervisory Board Member (External).
- 3. The Company's Articles of Incorporation allow for the conclusion of agreements limiting the liability specified in Article 423, Paragraph 1 of the Companies Act to two years of remuneration and other consideration received or to be received for the performance of duties, and if Dr. Nobuaki Mukai assumes office as Audit & Supervisory Board Member (External), the Company plans to enter into such limited liability agreement with him.
- 4. The Company has concluded a directors and officers liability insurance policy with an insurance company as provided for in Article 430-3, Paragraph 1 of the Companies Act. In the event that a claim for damages is filed by a shareholder or third party, etc., the insurance policy will cover the damages and litigation costs, etc. to be paid by an insured party. If Dr. Nobuaki Mukai is elected as Audit & Supervisory Board Member (External), the Company plans to include him as an insured party under the insurance policy.
- 5. If Dr. Nobuaki Mukai assumes office as Audit & Supervisory Board Member (External), the Company plans to register him with Tokyo Stock Exchange as an independent officer as provided for by the aforementioned exchange.

(Reference) Executive structure if Proposal 2 and Proposal 3 are approved

The abilities and experience of Members of the Board and Audit & Supervisory Board Members of the Company are as follows:

			Expertise and experience								
Name	Positions in the Company	Independent Officer	Business Operation/ Manage- ment	Tech- nology/ Research and Develop- ment/IT	Sales/ Market- ing	Finance/ Account- ing	Legal/ Risk Manage- ment	Overseas experience/ Inter- nationality	Academic experience/ Field of expertise	Knowl- edge about and promo- tion of CN / 0 industrial waste	
Takashi Kayamoto	Representa- tive Member of the Board President & CEO		0	0	0			0	0	0	
Kiyohiko Kanmei	Representa- tive Member of the Board Executive Vice President & CQO, CTO		0	0	0			0		0	
Hidefumi Yoshimura	Representati ve Member of the Board Executive Vice President & CFO President of Procurement Division		0			0	0	0			
Kazuhisa Uemura	Member of the Board Executive Corporate Officer President of Corporate Planning and Control Division		0		0	0		0			
Shunsuke Sasaki	Member of the Board Senior Corporate Officer President of Sales Division		0		0	0		0			
Keiichiro Sue	Member of the Board (External)	0					0	0	0		
Katsuko Tanaka	Member of the Board (External)	0	0					0	0		

			Expertise and experience							
Name	Positions in the Company	Independent Officer	Business Operation/ Manage- ment	Tech- nology/ Research and Develop- ment/IT	Sales/ Market- ing	Finance/ Account- ing	Legal/ Risk Manage- ment	Overseas experience/ Inter- nationality	Academic experience/ Field of expertise	Knowledge about and promotion of CN / 0 industrial waste
Hiromi Tamakoshi	Member of the Board (External)	0				0	0			
Kenji Shimizu	Audit & Supervisory Board Member		0		0	0	0			
Masakazu Toyoda	Audit & Supervisory Board Member		0			0	0	0		
Ichiro Ebihara	Audit & Supervisory Board Member (External)	0	0			0	0			
Reiko Furukawa	Audit & Supervisory Board Member (External)	0	0	0			0			

- 1 The above list does not represent all the knowledge possessed by Members of the Board and Audit & Supervisory Board Members.

 2 "CN" and "0 industrial waste" mean "carbon neutral" and "zero industrial waste," respectively.