

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

(Securities Code 6473)

June 4, 2024

(Start of electronic provision of documents: May 31, 2024)

## To Shareholders with Voting Rights:

Kazuhiro Sato  
President, Member of the Board  
JTEKT Corporation  
1-1 Asahi-machi, Kariya,  
Aichi, Japan

## NOTICE OF THE 124TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

We would like to express our appreciation for your continuous support.

The 124th Annual General Meeting of Shareholders of JTEKT Corporation (the “Company”) will be held as follows.

If you are unable to attend the meeting, you can exercise your voting rights by postal mail or via the Internet, etc., so please follow the subsequent “Guidance on Exercising Your Voting Rights” and exercise your voting rights by reference to the Reference Documents for the General Meeting of Shareholders in the posted matters subject to the electronic provision measures by no later than 5:30 p.m. on Monday, June 24, 2024, Japan time.

- 1. Date and Time:** Tuesday, June 25, 2024 at 10:00 a.m., Japan time  
**2. Place:** Hall, 1F of Main Office Building, JTEKT Head Office  
1-1 Asahi-machi, Kariya, Aichi, Japan

**3. Meeting Agenda:**

**Matters to be reported:** Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the Company’s 124th Fiscal Year (April 1, 2023–March 31, 2024), and results of audits by the Accounting Auditor and the Audit & Supervisory Board for the Consolidated Financial Statements

**Proposals to be resolved:**

- Proposal 1:** Election of 6 Directors  
**Proposal 2:** Election of 1 Audit & Supervisory Board Member  
**Proposal 3:** Election of 1 Substitute Audit & Supervisory Board Member

In convening this general meeting of shareholders, the Company has taken measures for providing information in electronic format (the “electronic provision measures”) and has posted matters subject to the electronic provision measures on the following Company website.

The Company website

[https://www.jtekt.co.jp/e/ir/f\\_report.html](https://www.jtekt.co.jp/e/ir/f_report.html)

In addition to the website shown above, the Company also has posted this information on the website of Tokyo Stock Exchange (TSE).

TSE website (Listed Company Search)

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Please access the website mentioned above, enter the Company name or code (6473) into the search field, and select “Basic Information” and “Documents for Public Inspection/PR Information” to view the details.

## Guidance on Other Matters regarding the Notice

- Among the matters subject to electronic provision measures, the following matters will not be provided in the paper copy to shareholders who made a request for delivery of documents in accordance with the provisions of laws and regulations and the Articles of Incorporation of the Company. These matters are included in Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Accounting Auditor and the Audit & Supervisory Board.
  - Notes to Consolidated Financial Statements
  - Notes to Non-consolidated Financial Statements
- If any amendments are made to matters subject to the electronic provision measures, such amendments will be posted on the respective websites where the matters are posted.

## Guidance on Exercising Your Voting Rights

### By Attending the Meeting

Please bring the enclosed Voting Rights Exercise Form and submit it at the reception desk.

Only our shareholders are allowed to enter the meeting place. Persons attending as proxies for shareholders must be shareholders themselves. Shareholders who concurrently exercise the voting rights of other shareholders as proxies are kindly requested to submit the following: their Voting Rights Exercise Forms as shareholders, their Voting Rights Exercise Forms for voting as proxies, and documents certifying their status as proxies.

Note: If you are attending the Meeting, you do not have to exercise your voting rights by postal mail or via the Internet, etc.

Date of the meeting:

Tuesday, June 25, 2024 at 10:00 a.m., Japan time

### Via the Internet

Please visit the website designated by the Company for the exercise of voting rights (<https://www.web54.net>) and enter your vote for or against each of the proposals.

Deadline for voting:

The vote must be submitted by 5:30 p.m., Monday, June 24, 2024, Japan time.

### By Postal Mail

Please enter your vote for or against each of the proposals on the enclosed Voting Rights Exercise Form and return the Form. If there is no indication of your approval or disapproval of the proposals on the Voting Rights Exercise Form, we will treat it as an indication of your approval.

Deadline for voting:

The Form must be received by 5:30 p.m., Monday, June 24, 2024, Japan time.

## Concerning the Platform for the Electronic Exercise of Voting Rights (for Institutional Investors)

Institutional investors have the option of voting by electromagnetic means via the Platform for the Electronic Exercise of Voting Rights operated by ICJ Inc.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Election of 6 Directors

The terms of office of all 6 Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of 6 Directors is proposed.

The candidates are as follows:

No.		Name	Current positions and responsibilities at the Company
1	<Reappointed>	Takumi Matsumoto	Senior Executive Officer, Member of the Board CTO* Chief of Research & Development Division Chief of Automotive Business Unit
2	<Reappointed>	Koichi Yamanaka	Senior Executive Officer, Member of the Board Chief of Overseas Business Manager Chief of Sales & Marketing Division
3	<Reappointed> <Outside Director>	Kazunari Kumakura	Director, Member of the Board
4	<Newly appointed>	Yoshihito Kondo	Advisor
5	<Newly appointed> <Outside Director> <Independent Director>	Ikuji Ikeda	—
6	<Newly appointed> <Outside Director> <Independent Director>	Yumiko Sakurai	Audit & Supervisory Board Member

\* CTO stands for Chief Technology Officer.

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company	Number of shares of the Company held
1	<p>Takumi Matsumoto (April 9, 1961)</p> <p>&lt;Reappointed&gt;</p> <p>Term of office as a Director: 8 years</p>	<p>April 1986      Joined Toyota Motor Corporation August 2010    General Manager, BR-Electric Vehicle/Charge System Development Dept., Toyota Motor Corporation</p> <p>April 2015      Managing Officer of the Company October 2015   Executive Managing Officer June 2016       Executive Director January 2021   Senior Executive Officer, Member of the Board (to present)</p> <p>[Current responsibilities] Chief Technology Officer (CTO), Chief of Research &amp; Development Division and Chief of Automotive Business Unit; Supervising Business Development Field – Business Development Dept., Active Life Business Dept., Electrical Power Storage Device Dept., and Gear Innovation Dept.</p> <p>[Reasons for nomination as a candidate for Director] Mr. Takumi Matsumoto has been engaged in corporate management as Director, Member of the Board and has fulfilled his roles and responsibilities appropriately. He has practical knowledge in products from working in the engineering and development divisions. He has also garnered extensive experience and considerable insight through fulfilling his duties as Chief of Research &amp; Development Division and Chief of Automotive Business Unit of the Company. We therefore propose his re-election as Director, Member of the Board in order to realize the sustainable enhancement of corporate value of the Company by leveraging his extensive experience and considerable insight.</p>	29,434
2	<p>Koichi Yamanaka (March 13, 1964)</p> <p>&lt;Reappointed&gt;</p> <p>Term of office as a Director: 2 years</p>	<p>April 1986      Joined the Company January 2010   Chief of Purchasing Department, Steering Business Unit April 2014      Managing Officer April 2016      Chief of North America Business April 2017      Executive Managing Officer April 2018      Chief of North America Business and Latin America Business April 2020      Executive Managing Officer April 2021      Senior Executive Officer June 2022      Senior Executive Officer, Member of the Board (to present)</p> <p>[Current responsibilities] Chief of Overseas Business Manager and Chief of Sales &amp; Marketing Division; Supervising Global Business Strategy Dept.</p> <p>[Reasons for nomination as a candidate for Director] Mr. Koichi Yamanaka has solid product knowledge cultivated in the procurement field and experience garnered through his management experience at the Company's business management entities in North and Latin Americas, as well as extensive experience through fulfilling his duties as Chief of Overseas Business Manager and Chief of Sales &amp; Marketing Division. We therefore propose his re- election as Director, Member of the Board in order to realize the sustainable enhancement of corporate value of the Company by maximizing his extensive experience and considerable insight.</p>	17,778

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company	Number of shares of the Company held
3	<p>Kazunari Kumakura (January 21, 1962)</p> <p>&lt;Reappointed&gt; &lt;Outside Director&gt;</p> <p>Term of office as a Director: 1 year</p>	<p>April 1985      Joined Toyota Motor Corporation</p> <p>January 2011    General Manager, Materials &amp; Facilities Purchasing Div., Toyota Motor Corporation</p> <p>January 2016    General Manager, Purchasing Dept., Engine Division, TOYOTA INDUSTRIES CORPORATION</p> <p>June 2016       Managing Officer, TOYOTA INDUSTRIES CORPORATION</p> <p>June 2019       Executive Officer, TOYOTA INDUSTRIES CORPORATION</p> <p>April 2020       Deputy Chief Officer, Purchasing Group, Toyota Motor Corporation</p> <p>July 2020        Chief Officer, Purchasing Group, Toyota Motor Corporation (to present)</p> <p>June 2023       Director, TOYOTA INDUSTRIES CORPORATION (to present)</p> <p>June 2023       Outside Director of the Company (to present)</p> <p>[Significant concurrent positions]</p> <p>Chief Officer, Purchasing Group, Toyota Motor Corporation</p> <p>Director, TOYOTA INDUSTRIES CORPORATION</p> <p>[Reasons for nomination as a candidate for Outside Director and expected roles]</p> <p>Mr. Kazunari Kumakura has a wealth of expertise and experience in the procurement field cultivated through his long career in Toyota Motor Corporation and broad experience garnered through transfer, including temporary transfer, to overseas subsidiaries and affiliate companies in Japan. We therefore propose his re-election as Outside Director, Member of the Board with expectation that he will provide us with advice and supervision on the corporate management by fully exercising his extensive experience and considerable insight in order to sustainably increase the value of the Company.</p>	0
4	<p>Yoshihito Kondo (January 23, 1963)</p> <p>&lt;Newly appointed&gt;</p>	<p>April 1988      Joined Toyota Motor Corporation</p> <p>January 2013    General Manager, Drive Train, Hybrid Vehicle Power Train &amp; Chassis Production Engineering Division, Toyota Motor Corporation</p> <p>January 2016    Executive General Manager, Toyota Motor Corporation Field General Manager, Unit Production Engineering Field General Manager, Power Train &amp; Chassis Production Engineering Division</p> <p>January 2017    Chief Officer, Power Train Company, Toyota Motor Corporation</p> <p>January 2019    Field General Manager, Production Engineering Innovation Field, Toyota Motor Corporation</p> <p>January 2020    Executive Vice President, Production Engineering Development Center, Toyota Motor Corporation</p> <p>April 2020       President, Production Engineering Development Center, Toyota Motor Corporation</p> <p>January 2024    Advisor of the Company (to present)</p> <p>[Current responsibility]</p> <p>Advisor</p> <p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Yoshihito Kondo is equipped with such personal qualities as high ethical standards and impartiality and possesses extensive experience and considerable insight as a business manager, garnered through <i>monozukuri</i> (manufacturing) reform at Toyota Motor Corporation. We therefore propose his election as Director, Member of the Board to leverage his extensive experience and considerable insight for the sustainable enhancement of our Company's corporate value.</p>	10,209

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company	Number of shares of the Company held
5	<p>Ikuji Ikeda (November 7, 1956)</p> <p>&lt;Newly appointed&gt; &lt;Outside Director&gt; &lt;Independent Director&gt;</p>	<p>April 1979      Joined Sumitomo Rubber Industries, Ltd. January 2000    General Manager, Tire Production Technology Division, Sumitomo Rubber Industries, Ltd. March 2003      Executive Officer, Sumitomo Rubber Industries, Ltd. March 2007      Director (Senior Executive Officer), Sumitomo Rubber Industries, Ltd. March 2010      Director (Managing Executive Officer), Sumitomo Rubber Industries, Ltd. March 2011      President, CEO, and Representative Director, Sumitomo Rubber Industries, Ltd. March 2019      Chairman and Representative Director, Sumitomo Rubber Industries, Ltd. March 2020      Chairman and Director, Sumitomo Rubber Industries, Ltd. March 2023      Director (Executive Advisor), Sumitomo Rubber Industries, Ltd. March 2024      Executive Advisor, Sumitomo Rubber Industries, Ltd. (to present)</p> <p>[Significant concurrent positions] Executive Advisor, Sumitomo Rubber Industries, Ltd.</p> <p>[Reasons for nomination as a candidate for Outside Director and expected roles] Mr. Ikuji Ikeda has been primarily involved in production divisions at Sumitomo Rubber Industries, Ltd. since joining the company. He possesses extensive experience and considerable insight as a business manager, serving in roles such as an officer in charge of overseas businesses and President, CEO, and Representative Director. We anticipate his contributions in advising and overseeing the management of the Company, aimed at enhancing sustainable corporate value, based on his many years of accumulated experience and knowledge as a business manager. We therefore propose his election as Outside Director, Member of the Board.</p>	0
6	<p>Yumiko Sakurai (March 1, 1969)</p> <p>&lt;Newly appointed&gt; &lt;Outside Director&gt; &lt;Independent Director&gt;</p>	<p>October 1992    Joined Ito Accounting Office (currently KPMG AZSA LLC) April 1996      Registered as Certified Public Accountant January 2000    President, Yumiko Sakurai Certified Public Accountant Office (to present) June 2014      Outside Director, PROTO CORPORATION (to present) June 2019      Audit &amp; Supervisory Board Member of the Company (to present) June 2022      Outside Director, DAIKOKU DENKI Co., Ltd. (to present)</p> <p>[Significant concurrent positions] President, Yumiko Sakurai Certified Public Accountant Office Outside Director, PROTO CORPORATION Outside Director, DAIKOKU DENKI Co., Ltd.</p> <p>[Reasons for nomination as a candidate for Outside Director and expected roles] Since June 2019, Ms. Yumiko Sakurai has served as Outside Audit &amp; Supervisory Board Member for five years, overseeing the management of the Company and providing appropriate suggestions and advice. She understands the strengths and weaknesses of the Company from the perspective of an Outside Audit &amp; Supervisory Board Member. Through her extensive experience in auditing, including work with other companies, we believe she can offer appropriate suggestions and supervision with an objective viewpoint. Though she has not engaged in corporate management in the past other than as an outside director, her wealth of experience and insights are expected to contribute to enhancing the supervisory function of our Board of Directors and strengthening our corporate governance system. We therefore propose her election as Outside Director, Member of the Board.</p>	5,000

(Notes)

1. No conflicts of interest exist between the Company and candidates.
2. Mr. Kazunari Kumakura, Mr. Ikuji Ikeda, and Ms. Yumiko Sakurai are candidates for Outside Directors.  
The term of office of Mr. Kazunari Kumakura as Outside Director will reach one year at the conclusion of this meeting.
3. Mr. Ikuji Ikeda and Ms. Yumiko Sakurai are candidates for Independent Directors under the provisions of the TSE, etc.
4. The Company has concluded a liability limitation agreement with Mr. Kazunari Kumakura to limit his liability as stipulated in Article 423-1 of the Companies Act up to the minimum liability amount stipulated in Article 425-1 of the Companies Act, in accordance with the Articles of Incorporation. If the election of Mr. Kazunari Kumakura is approved under this proposal, the Company intends to conclude the same liability limitation agreement with him.
5. Regarding TOYOTA INDUSTRIES CORPORATION where Mr. Kazunari Kumakura has served as Director since June 2023, the company's engines for industrial vehicles for the domestic market were found to have exceeded the domestic limits of exhaust emissions due to age-related deterioration and to be in violation of laws and regulations related to the domestic certification of exhaust emissions. In addition to the administrative action taken by the Ministry of Land, Infrastructure, Transportation and Tourism on April 26, 2023 to revoke the type designation and certification of two types of engines for industrial vehicles and forklift models equipped with them, the Ministry revoked the type designation of three types of engines for industrial vehicles on March 5, 2024. Please note that the above exceedance of limits and the violation of laws and regulations occurred before his appointment as Director.
6. The Company has concluded a liability limitation agreement with Ms. Yumiko Sakurai as Outside Audit & Supervisory Board Member to limit her liability as stipulated in Article 423-1 of the Companies Act up to the minimum liability amount stipulated in Article 425-1 of the Companies Act, in accordance with the Articles of Incorporation. If the election of Ms. Yumiko Sakurai is approved under this proposal, the Company intends to newly conclude a similar liability limitation agreement with her as Outside Director.
7. The Company plans to conclude a liability limitation agreement with Mr. Ikuji Ikeda to limit his liability as stipulated in Article 423-1 of the Companies Act up to the minimum liability amount stipulated in Article 425-1 of the Companies Act, in accordance with the Articles of Incorporation, if the election of Mr. Ikuji Ikeda is approved under this proposal.
8. The Company has concluded a directors and officers liability insurance contract stipulated in Article 430-3-1 of the Companies Act with an insurance company and fully bears the insurance premiums. This insurance contract covers damages and litigation expenses in the event that a claim for damages is made against the insured due to an act (including omission) committed by the insured in his/her capacity as a director or an officer of the company. The Company, however, takes measures to ensure that the appropriateness of the execution of duties by directors and officers is not impaired by excluding from the scope of compensation any damage caused by directors or officers who have committed criminal acts such as bribery or intentionally committed illegal acts. If the election of the candidates is approved under this proposal, the Company will insure them under this insurance contract. In addition, the Company plans to renew the insurance policy with the same details at the time of next renewal.
9. The terms of office of the Directors are stated as of the conclusion of this meeting.

**Proposal 2: Election of 1 Audit & Supervisory Board Member**

As Ms. Yumiko Sakurai will resign as Audit & Supervisory Board Member at the conclusion of this General Meeting of Shareholders, we propose the election of 1 Audit & Supervisory Board Member. The Audit & Supervisory Board has consented to the submission of this proposal.

The candidate is as follows:

Name (Date of birth)	Past experience and positions at the Company	Number of shares of the Company held
<p>Akiko Miyakawa (October 18, 1955)</p> <p>&lt;Newly appointed&gt; &lt;Outside Audit &amp; Supervisory Board Member&gt; &lt;Independent Audit &amp; Supervisory Board Member&gt;</p>	<p>April 1978      Joined Tokyo Branch of Chase Manhattan Bank (currently, JPMorgan Chase Bank, N.A.)</p> <p>November 1987      Joined Marunouchi &amp; Co. (currently, Deloitte Touche Tohmatsu LLC)</p> <p>May 1998      Registered as Certified Public Accountant</p> <p>January 2000      Went on secondment to Los Angeles Office of Deloitte US</p> <p>March 2000      Returned to Deloitte Touche Tohmatsu LLC Nagoya Office</p> <p>June 2005      Partner of Deloitte Touche Tohmatsu LLC</p> <p>July 2008      Went on secondment to Taipei Office of Deloitte Taiwan</p> <p>October 2015      Returned to Deloitte Touche Tohmatsu LLC Tokyo Office</p> <p>August 2018      Representative, Akiko Miyakawa CPA Office (to present)</p> <p>June 2019      External Director (Audit &amp; Supervisory Committee Member), Nomura Real Estate Holdings, Inc. (to present)</p> <p>[Significant concurrent positions]</p> <p>Representative, Akiko Miyakawa CPA Office</p> <p>External Director (Audit &amp; Supervisory Committee Member), Nomura Real Estate Holdings, Inc.</p> <p>[Reasons for nomination as a candidate for Outside Audit &amp; Supervisory Board Member]</p> <p>Ms. Akiko Miyakawa has extensive insight in finance and accounting garnered through her career as a CPA. We expect her to oversee the management of the Company and provide us with appropriate suggestions and advice. We therefore propose her election as Outside Audit &amp; Supervisory Board Member. She has not engaged in corporate management in the past other than as an outside director. However, due to the above reasons, we judge that she will be able to fulfill duties appropriately as Outside Audit &amp; Supervisory Board Member.</p>	<p>0</p>

(Notes)

- No conflicts of interest exist between the Company and the candidate.
- Ms. Akiko Miyakawa is a candidate for Outside Audit & Supervisory Board Member.
- Ms. Akiko Miyakawa is a candidate for Independent Audit & Supervisory Board Member under the provisions of the TSE, etc.
- If the election of Ms. Akiko Miyakawa is approved under this proposal, the Company intends to conclude a liability limitation agreement with her to limit her liability as stipulated in Article 423-1 of the Companies Act up to the minimum liability amount stipulated in Article 425-1 of the Companies Act, in accordance with the Articles of Incorporation.
- The Company has concluded a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3-1 of the Companies Act and fully bears the insurance premiums. This insurance contract covers damages and litigation expenses in the event that a claim for damages is made against the insured due to an act (including omission) committed by the insured in his/her capacity as a director or an officer of the company. The Company, however, takes measures to ensure that the appropriateness of the execution of duties by directors and officers is not impaired by excluding from the scope of compensation any damage caused by directors or officers who have committed criminal acts such as bribery or intentionally committed illegal acts. If the election of the candidates is approved under this proposal, the Company will insure them under this insurance contract. In addition, the Company plans to renew the insurance policy with the same details at the time of next renewal.



**Proposal 3: Election of 1 Substitute Audit & Supervisory Board Member**

In preparation for a shortage in the statutory number of Audit & Supervisory Board Members, we propose the election of 1 substitute Outside Audit & Supervisory Board Member as a substitute for Mr. Yasushi Matsui, Outside Audit & Supervisory Board Member, and Ms. Akiko Miyakawa who will be appointed as Outside Audit & Supervisory Board Member upon approval of Proposal 2 “Election of 1 Audit & Supervisory Board Member.” In the event of her appointment as Audit & Supervisory Board Member, her term of office shall be the same as the remaining term of her predecessor. This resolution shall remain effective until the commencement of the next Annual General Meeting of Shareholders; however, it may be revoked by a resolution of the Board of Directors Meeting, with the consent of the Audit & Supervisory Board only before she is officially appointed as Audit & Supervisory Board Member. The Audit & Supervisory Board has consented to the submission of this proposal.

The candidate is as follows:

Name (Date of birth)	Past experience and positions at the Company	Number of shares of the Company held
<p>Setsuko Yufu (March 28, 1952)</p> <p>&lt;Outside Audit &amp; Supervisory Board Member&gt;</p> <p>&lt;Independent Audit &amp; Supervisory Board Member&gt;</p>	<p>April 1981 Admitted to the bar (currently Daini Tokyo Bar Association)</p> <p>September 1986 Joined Adachi, Henderson, Miyatake and Fujita Horitsu Jimusho</p> <p>January 2002 Joined Loeff Claeys Verbeke (currently Allen &amp; Overy Brussels)</p> <p>January 2002 Partnered to Atsumi &amp; Usui LPC (currently Atsumi &amp; Sakai) (to present)</p> <p>June 2020 Outside Audit &amp; Supervisory Board Member, Panasonic Corporation (currently Panasonic Holdings Corporation) (to present)</p> <p>[Significant concurrent positions]</p> <p>Outside Audit &amp; Supervisory Board Member, Panasonic Holdings Corporation, Senior partner to Atsumi &amp; Sakai</p> <p>[Reasons for nomination as a candidate for substitute Outside Audit &amp; Supervisory Board Member]</p> <p>Ms. Setsuko Yufu has been active in the field of law for many years as an attorney at law and has experience as an outside director of other companies. Based on her high level of expertise and broad experience which she has garnered through her career, we have judged her as qualified enough to audit the management of the Company, and to provide appropriate advice and recommendations if she is appointed as Outside Audit &amp; Supervisory Board Member. We therefore propose her election as a substitute Outside Audit &amp; Supervisory Board Member.</p>	<p>0</p>

(Notes)

1. No conflicts of interest exist between the Company and the candidate.
2. Ms. Setsuko Yufu is a candidate for substitute Outside Audit & Supervisory Board Member.
3. If this proposal is approved as proposed and she assumes office as Outside Audit & Supervisory Board Member, the Company will register her as an Independent Audit & Supervisory Board Member with the Tokyo Stock Exchange, etc.
4. If the proposal is approved as proposed, and Ms. Setsuko Yufu is appointed as Outside Audit & Supervisory Board Member, the Company will enter into a liability limitation agreement with her to limit her liability as stipulated in Article 423-1 of the Companies Act up to the minimum liability amount as stipulated in Article 425-1 of the Companies Act, in accordance with the Articles of Incorporation.
5. The Company has concluded a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3-1 of the Companies Act and fully bears the insurance premiums. This insurance contract covers damages and litigation expenses in the event that a claim for damages is made against the insured due to an act (including omission) committed by the insured in his/her capacity as a director or an officer of the company. The Company, however, takes measures to ensure that the appropriateness of the execution of duties by directors and officers is not impaired by excluding from the scope of compensation any damage caused by directors or officers who have committed criminal acts such as bribery or intentionally committed illegal acts. If the proposal is approved and Ms. Setsuko Yufu is appointed as Outside Audit & Supervisory Board Member, the Company will insure her under this insurance contract. In addition, the Company plans to renew the insurance policy with the same details at the time of next renewal.

(Reference) Skill matrix of Directors, Members of the Board of the Company upon approval of Proposal 1

To ensure a balance and diversity of knowledge, experience, skills among Directors, Members of the Board is vital to the sustainable growth of, and medium- to long-term improvement of the corporate value of JTEKT as a *monozukuri* company. With careful consideration of their experience and expertise in organizational management that are regarded as pivotal in the corporate management, we have elected directors with diverse background.

This matrix is intended to indicate specific items (maximum of five) where the Company expects each individual to excel, and does not represent all the experience and expertise each person possesses.

Name	Title	Corporate management	Business strategy and marketing	Monozukuri (industrial engineering, procurement, quality and safety)	Technology and R&D	Finance and accounting	Legal and risk management	HR development and labor management	Sustainability and ESG	Global management
Yoshihito Kondo	President, Member of the Board	•		•	•			•		•
Takumi Matsumoto	Senior Executive Officer, Member of the Board	•	•	•	•		•			
Koichi Yamanaka	Senior Executive Officer, Member of the Board	•	•	•		•				•
Kazunari Kumakura	Outside Director		•	•			•		•	•
Ikuji Ikeda	Outside Director	•	•	•				•		•
Yumiko Sakurai	Outside Director		•			•	•	•	•	

Highlights of corporate governance

The composition of Directors and Audit & Supervisory Board Members upon approval of Proposal 1 and Proposal 2

