



# **NSK Ltd. Dialogue with Shareholders and Investors**

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## **FY2024 Summary Report**

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## NSK Correspondents

CEO, CFO, Head of Corporate Planning HQ

## Shareholders and Investors Party to Dialogue Initiatives

Investment style: Active, passive (domestic and international)

Correspondents: Fund managers, portfolio managers, analysts, chief investment officers, voting representatives, individual investors.

## Details of Implementation

Financial Results Briefing (Large Meeting)	Total 352 companies across 4 events
Individual IR Meeting/Interview	Total 259 companies
Institutional Investor Engagement	Total 18 companies
President & CEO Small Meeting	Total 29 persons across 3 meetings
IR Roadshow outside Japan (local visit/online)	Europe, North America, Asia Total 26 companies
Conference participation for investors outside Japan	Total 29 companies across 5 events
Individual Investor Briefing	74 persons in 1 briefing

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## Main Themes of Dialogue and Matters of Interest to Shareholders

Business	✓ Current performance and future outlook
	✓ Feasibility of Mid-term Management Plan 2026
	✓ Mid-term initiatives to improve ROE and PBR
	✓ Industry restructuring and M&A approach
	✓ Long-term vision and future prospects
Finance	✓ B/S management, optimal capital structure
	✓ Cash allocation
ESG	✓ Board member skill matrix
	✓ Status of board discussions (Opinions, etc. of Outside Directors)
	✓ CEO succession plan
	✓ Evaluation of the current CEO and management、CEO succession plan
	✓ CO <sub>2</sub> reduction efforts
Other	✓ Disclosure of Employee Engagement Survey results
	✓ Direction of revision of institutional investor voting criteria

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## Status of Feedback to Management and Board of Directors, etc.

Questions and opinions received from shareholders and investors are reported to the Board of Directors and management and used to improve future management and IR activities and enhance disclosure.

CEO Reporting to the Board	At the Board of Directors meeting, the CEO reports on the stock market's reaction, the results of the dialogue, and future responses.
Daily IR Activities	The IR Office reports to the President & CEO and other members of management on a weekly or as appropriate basis regarding market reaction after financial results announcement, individual IR coverage and each IR event.

## Action taken (Items Incorporated Based on Dialogue)

- ◆ Further reduction of cross-shareholdings
- ◆ Adoption of DOE from FY2025 in addition to dividend payout ratio of 30% to 50% and maintaining stable shareholder returns.
- ◆ Conducting dialogue between institutional investors and outside directors
- ◆ Enhanced disclosure in the Integrated Report (Board discussion content, CO<sub>2</sub> reduction efforts, human rights risks, etc.)