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For immediate release:

Company Name:	Dai Nippon Printing Co., Ltd.
Stock Code:	7912 (TSE Prime Market)
Name of Representative:	Yoshinari Kitajima, President
Direct queries to:	Naoki Wakabayashi, General Manager, IR and Public Relations Division TEL: + 813-6735-0124

Notice of the Opinion of the Board of Directors in Relation to Shareholder Proposal

As announced in “Notification of Receipt of Shareholder Proposal” on April 19, 2024, Dai Nippon Printing Co., Ltd. (the “the Company”) has received written communication from Monex Activist Mother Fund (“the Proposing Shareholder”), whose investment trust management company is Monex Asset Management, Inc. and whose trustee is The Master Trust Bank of Japan, Ltd., to the effect that it intends to submit a shareholder proposal in relation to the election of directors (“the Shareholder Proposal”) at the 130th Ordinary General Meeting of Shareholders scheduled to be held on June 27, 2024 (“the General Meeting of Shareholders”). At a meeting held today, the Board of Directors resolved to oppose the Shareholder Proposal, as explained below.

1. Details of the Shareholder Proposal

(1) Proposed agenda item

Election of a Director

(2) Summary of the agenda item

As presented in the attached document (“Details of the Shareholder Proposal”). The corresponding parts of the Shareholder Proposal are presented as originally submitted in writing by the Proposing Shareholder.

2. Opinion of the Board of Directors in relation to the Shareholder Proposal

The Board of Directors of the Company is **opposed to the Shareholder Proposal** for the following reasons.

(1) Last year (2023), the Company announced its “Basic Management Policy” , and is in the process of executing the three-year Medium-term Management Plan that began in FY2023. In addition to executing the business strategy, financial strategy, and non-financial strategy described in the Medium-term Management Plan, the Company is working to strengthen the P&I (Printing and Information) technologies that are the source of the value creation, in order to achieve further sustainable growth and enhancements in corporate value. The Company believes that the twelve candidates for Director for the election of whom it intends to submit a proposal to the General Meeting of Shareholders represent the optimal choice in terms of enabling the Company to achieve the goals described above.

(2) As part of measures to strengthen the supervisory function of the Board of Directors, in 2015 the Company established an Advisory Committee consisting of Independent Outside Directors and Independent Outside Statutory Auditors only, with the aim of ensuring the transparency and objectivity of procedures for electing Directors. In order to expeditiously achieve the KPIs described in the “Basic Management Policy” while embodying the Corporate Philosophy, the Company takes a multifaceted approach that leverages various opportunities to confirm whether candidates for Director have sufficient experience, character, and other attributes to contribute to the realization of the Corporate Philosophy of the Company, and whether they adhere to high standards of ethics and a spirit of compliance with the law. Only then does the Company prepare a draft of the candidates for Director, and request the input of the Advisory Committee. From a viewpoint independent of management, the members of the Advisory Committee undertake a wide-ranging and meticulous consideration of the eligibility of each candidate for Director, which includes such factors as the number of members of the Board of Directors of the Company that enables appropriate and prompt decision-making, the skillset of those responsible for management, systems for developing successors, the balance of knowledge, experience, and abilities for the Board of Directors as a whole, as well as diversity perspectives such as gender. Candidates for Director are then decided by the Board of Directors after giving serious consideration to the advice and recommendations of the Advisory Committee.

It was through such a process that the Board of Directors of the Company resolved the proposal for director and corporate officer appointments at a meeting held on March 8, 2024,

which was subsequently announced on the same day. Candidates for Director are scheduled to be submitted to the General Meeting of Shareholders under the proposal “Election of Twelve (12) Directors.”

For the above reasons, the Company is convinced that the Board of Directors structure proposed by the Company will contribute to the execution of the Medium-term Management Plan, to the deepening of its strengths in P&I technologies, and to sustainable growth, and that it is the most appropriate and satisfactory structure from the perspective of enhancing corporate value and in turn the common interests of shareholders.

- (3) The Company received a written proposition from the Proposing Shareholder relating to the Shareholder Proposal on April 12, 2024. The Company has engaged in regular IR meetings with the Proposing Shareholder in the past, but there had been no proposition or explanation related to the Shareholder Proposal.

Since receiving the Shareholder Proposal under these circumstances and **without any prior notice**, the Company has expeditiously gathered information related to the Shareholder Proposal, and the Advisory Committee has also deliberated judiciously and from an objective viewpoint the issue of whether or not the proposed candidate is qualified to serve as Director of the Company. As a result, the Company has concluded that the election of the candidate submitted in the Shareholder Proposal as a Director of the Company is unnecessary, for the following reasons.

- (i) From the perspective of the overall effectiveness of the Board of Directors, the candidate submitted in the Shareholder Proposal cannot be expected to make a sufficient contribution to enhancements in corporate value over the medium to long term and to the sustainable growth of the Company

As explained in 2.(2) above, the Company selects the twelve candidates for Director after making a comprehensive assessment of the skillsets required for the Board of Directors of the Company. This is because the Company is convinced that this is the necessary and most satisfactory structure in terms of contributing to enhancements in corporate value over the medium to long term and the sustainable growth of the Company, based on the “Management Policy” of aiming to realize a sustainable society. In particular, the candidate for Outside Director proposed by the Company, Mr. Nobuhiko Sugiura, not only possesses specialist knowledge in strategic management but also has deep insights and wide-ranging experience in such areas as finance, capital markets, the corporate

governance code, and business investment as a result of his practical experience in private-sector companies and at the Financial Research Center of the Financial Services Agency. We believe that he will be able to leverage this expertise and experience to contribute to enhancements in corporate value over the medium to long term and the sustainable growth of the Company.

By comparison, the Shareholder Proposal describes Mr. Ken Kusunoki as a scholar specializing in management and competitive strategy, with experience as a committee member in governmental agencies, and as an advisory board member and an outside director of listed companies. However, Mr. Kusunoki's areas of specialization are already included in the expertise of Mr. Sugiura, the proposed candidate of the Company, and thus the Company believes that the election of Mr. Kusunoki as Director in addition to the twelve candidates proposed by the Company would not be appropriate from the perspective of the overall effectiveness of the Board of Directors, and that it could not be expected to contribute sufficiently to enhancements in corporate value over the medium to long term and the sustainable growth of the Company.

- (ii) The Company is not convinced that the inclusion of the candidate submitted in the Shareholder Proposal would contribute to enhance the independence and diversity of the Board of Directors of the Company

As explained above, the Company's policy for nominating candidates places the highest priority on their ability to contribute to the realization of the Corporate Philosophy, and candidates for Director are carefully selected only after their experience and character have been confirmed using a multifaceted approach that leverages various opportunities. The twelve candidates for Director proposed by the Company have come through precisely such a process, and the Company believes that they are individuals who will make a contribution to enhancements in corporate value over the medium to long term and the sustainable growth of the Company.

Not only does one-third of the Board of Directors consist of Independent Outside Directors under the new structure proposed by the Company but the composition of the members is also balanced in terms of knowledge, experience, and abilities, while ensuring independence and diversity in terms of a system for developing successors, and from gender and other perspectives (refer to attached skills matrix document). As explained in (i) above, the Company has concluded that there is an overlap between the

expertise of the candidate for Outside Director proposed by the Company (Mr. Sugiura) and that of the candidate proposed by the Proposing Shareholder (Mr. Kusunoki), and the Company therefore believes that even if a candidate recommended by a specific shareholder were to be elected it would not be feasible for that candidate to make a contribution sufficient to enhance the independence and diversity of the Board of Directors of the Company.

- (4) For the reasons given above, the Board of Directors of the Company is convinced that it is rather the new structure of the Board of Directors that the Company intends to propose to the General Meeting of Shareholders that is the most appropriate and satisfactory structure from the perspective of enhancing the corporate value of the Company and in turn the common interests of shareholders. Also, it has concluded that **electing the one candidate in the Shareholder Proposal as an Outside Director is not the optimal choice.** For these reasons, the Board of Directors opposes the Shareholder Proposal.

Through the new structure of twelve Directors that it has proposed, the Company seeks to move steadily forward with its business strategy, which includes bolstering the competitive advantage of the DNP Group, and realize the Medium-term Management Plan.

End

Attached document: Skills Matrix

	Director												Statutory Auditor				
Name																	
Attributes	Male	Male	Male	Male	Male	Male	Female	Male	Male	Male	Male	Male	Male	Male	Male	Female	Male
Corporate Management Business Strategy	○	○	○	○	○	○	○	○		○	○	○	○	○	○		
Financial/Management Accounting Capital Policy Initiatives		○		○	○						○	○		○	○		○
ESG Diversity	○	○			○	○	○			○						○	
Legal Affairs Compliance Risk Management	○	○	○	○				○	○		○	○	○	○	○	○	○
HR/Labor Human Resource Development		○					○								○	○	
R&D New business		○	○			○	○	○		○							
Overseas Business	○	○	○							○		○		○			
IT・DX			○			○	○	○		○		○		○			

Backgrounds of Directors and Statutory Auditors: The Company's Board of Directors and the Board of Statutory Auditors consist of members with diverse backgrounds to cover the experience and expertise (skills) that are considered important in promoting the Medium-term Management Plan.
 "○" indicates that the individual possesses the background, and "◎" indicates that the individual is highly expected to demonstrate his/her competence in the field.

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Attached document: Details of the Shareholder Proposal

1. Proposed agenda item: Election of a Director

2. Summary of the agenda item

Election of the following candidate as an Outside Director

(1) Candidate

Brief personal history of candidate:

Name/Date of birth	
Ken Kusunoki September 12, 1964	
Brief personal history and important positions held	
April 1992	Lecturer, Faculty of Commerce and Management, Hitotsubashi University
April 1996	Assistant Professor, Faculty of Commerce and Management, Hitotsubashi University
April 2000	Assistant Professor, Graduate School of International Corporate Strategy, Hitotsubashi University
April 2007	Associate Professor, Graduate School of International Corporate Strategy, Hitotsubashi University
April 2010	Professor, Graduate School of International Corporate Strategy, Hitotsubashi University
April 2019	Professor, Hitotsubashi University Business School
December 2019	Outside Director, Skymark Airlines Inc. (current position)
April 2023	Specially Appointed Professor, Hitotsubashi University Business School (current position)
A number of shares of the Company held	
0 shares	

(2) Reason for the Shareholder Proposal:

The main point of the Medium-term Management Plan announced by the Company in May

2023 is the transformation of the business portfolio, including restructured businesses. Although the Company has a technological advantage and enjoys high market shares and profit margins in such areas as metal masks used for manufacturing OLED displays, optical films for displays, and battery pouches for electric vehicles, profitability is low in mature industries such as printing and packaging, and structural reforms are necessary. In order for the Company to enhance its corporate value, it must further refine the businesses in which it is strong and boost its competitive advantage, while securing profits in mature industries by finding a unique competitive advantage.

Mr. Kusunoki is one of Japan's leading scholars of competitive strategy, and is an individual who possesses exactly the kind of knowledge that the Company will require going forward. His expertise is not confined to academia, as he has experience as a committee member in governmental agencies, and as an advisory board member and an outside director of listed companies, and has contributed to the enhancement of corporate value at various organizations.

We are confident that the adoption of Mr. Kusunoki's ideas, which emphasize corporate profits over the long term, will benefit various stakeholders and contribute to enhancements in the corporate value of the Company.

For the above reasons, we believe that the appointment of Mr. Kusunoki as an Outside Director will lead to an improvement in the quality of discussions on the Board of Directors, and also contribute to its independence and diversity, and accordingly propose his election.

Furthermore, Mr. Kusunoki can perform his duties as an Outside Director from a position completely independent of the proposer, has no business relationship with the proposer, or a special interest of any kind, and has no duties or obligations to them.

End