

*This document has been translated from the Japanese original for the convenience of non-Japanese shareholders. In the event of any discrepancy between this translation and the Japanese original, the original shall prevail.*

Securities Code: 2737

June 10, 2024

To Our Shareholders:

Ichiro Tsumaki, President  
TOMEN DEVICES CORPORATION  
8-12, Harumi 1-chome, Chuo-ku, Tokyo  
104-6230, Japan

## NOTICE OF THE 33rd ORDINARY GENERAL MEETING OF SHAREHOLDERS

Tomen Devices Corporation (the “Company”) is pleased to announce that it will hold its 33rd Ordinary General Meeting of Shareholders. Details are described below.

In the convening of the Meeting, we will take measures to electronically provide the information that constitutes the content of the Reference Documents, etc. for the General Meeting of Shareholders (Matters for Electronic Provision). We kindly request that you check this information by accessing the following websites of the Company on which the information is posted.

The Company’s website:

<https://www.tomendevices.co.jp/en/>

(To view the information, please visit the above website and select “Shareholders & Investors” from the menu and go to “Shareholders Meeting.”)



Website where materials for general meeting of shareholders are posted

<https://d.sokai.jp/2737/teiji/>



TSE website (Listed Company Search)

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

(Please visit the TSE website above, enter/search “TOMEN DEVICES” under “Issue name (company name)” or its securities code “2737” under “Code,” and choose “Basic information,” “Documents for public inspection / PR information” and “Notice of General Shareholders Meeting / Informational Materials for a General Shareholders Meeting.”)



Instead of attending the Meeting in person, you may exercise your voting rights in writing or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. (JST) on Monday, June 24, 2024.

1. **Date and Time:** Tuesday, June 25, 2024 at 10:00 a.m. (Japan Standard Time) (Reception will open at 9:00 a.m.)
2. **Venue:** BERTH 1+2, L stay & grow Harumi Annex, 4th floor, Daiwa Harumi Building, 10-1 Harumi 3-chome, Chuo-ku, Tokyo

3. **Purpose of the Meeting:**

- Items to be reported:
1. Business Report and Consolidated Financial Statements for the 33rd Term (from April 1, 2023 to March 31, 2024), as well as the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
  2. Non-Consolidated Financial Statements for the 33rd Term (from April 1, 2023 to March 31, 2024)

Items to be resolved:

- |                |  |
|----------------|--|
| Proposal No. 1 | Disposition of surplus                               |
| Proposal No. 2 | Election of nine (9) Directors                       |
| Proposal No. 3 | Election of one (1) Audit & Supervisory Board Member |

4. **On Voting Rights**

Please refer to “On Voting Rights”

5. **Information on the documents that will be sent to shareholders**

Before holding the General Meeting of Shareholders, we will send to all shareholders a document in which items to be electronically provided are listed irrespective of whether a request for the delivery of documents has been made or not. However, pursuant to laws and regulations, as well as the paragraph 2 of Article 14 of the Company’s Articles of Incorporation, the documents exclude the “status of accounting auditors,” “system and policy of the Company,” “consolidated statement of changes in shareholders’ equity,” “notes to consolidated financial statements,” “balance sheet,” the “statement of income,” “statement of changes in shareholders’ equity” and “notes to non-consolidated financial statements.” Accordingly, the business report, consolidated financial statement and financial statement that are listed in the said document are part of what the Audit & Supervisory Board Members and the Accounting Auditor audited when preparing audit reports.

6. **Other Matters concerning this Notice of the Ordinary General Meeting of Shareholders**

If exercising voting rights by proxy, you may delegate another shareholder who holds a voting right as an agent. However, along with a letter certifying the right of proxy (proxy letter), one of the following documents must be submitted.

- (1) Voting Rights Exercise Form of the delegating shareholder
- (2) Certificate of stamp seal of the actual stamp on the document certifying the right of representation
- (3) Copy of delegating shareholder’s passport, driver’s license or health insurance card or other identification document

In the event of revisions to matters subject to electronic provision measures, notice of such revisions and the original and revised versions of the matters will be posted on each website mentioned above.

(Requests to Shareholders)

- If there are any major changes in the operation of the General Meeting of Shareholders, we will post them on our website (<https://www.tomendevices.co.jp/en/>) on the Internet.
- If you attend the meeting, please bring the Voting Rights Exercise Form to the reception desk. Please note that persons who are not shareholders of the Company, such as those accompanying shareholders or children, are not permitted to enter the meeting venue. Shareholders who require assistance or interpreter (including sign language interpreter) are allowed to be accompanied by one caregiver or interpreter. However, unless those accompanying individuals are shareholders with voting rights, their speech and conduct will be limited to their capabilities as a caregiver or interpreter.
- Gifts have been prepared for shareholders, but only one gift will be given to each shareholder attending the meeting, irrespective of the number of Voting Rights Exercise Forms they hold. The gift will be handed over after the meeting.
- The Company will receive shareholders in Cool Biz, which is informal attire worn during the summer.

Our website (<https://www.tomendevices.co.jp/en/>)

## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1: Disposition of surplus

The Company proposes the appropriation of surplus as follows:

#### Year-end dividends

Regarding our dividend policy, we will pay dividends based on performance in order to return profits in accordance with consolidated business results for each fiscal year. We will deal with year-end dividends flexibly to continue stable payments, taking an increase in the payout ratio into consideration, in addition to changes in the economic environment and demand for funds.

We intend to use retained earnings to strengthen our management foundation, meet the demand for funds accompanying business expansion, and to strengthen our financial standing.

In accordance with this policy, the Company proposes to pay year-end dividends for the 33rd term as follows:

- (1) Type of dividend property

Cash

- (2) Allotment of dividend property and their aggregate amount

The Company proposes to pay a dividend of ¥200 per common share of the Company.

In this event, the total dividends will be ¥1,360,193,600.

- (3) Effective date of dividends of surplus

June 26, 2024

## Proposal No. 2: Election of nine (9) Directors

The term of office of all nine (9) Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company proposes that nine (9) Directors be elected.

For the selection and election of Directors, we have set the precondition that they all have “knowledge and expertise in the field of electronics, or have experience and knowledge about general corporate management” as well as “having appropriateness and suitability as a director.” Also, please refer to the business report “Standards and Policies regarding Independence of External Director” regarding the idea of appointing external and independent officers.

Procedures for the election of directors are decided at the Board of Directors, with the opportunity for dialogue with candidates that satisfy the above conditions.

The candidates for Directors are as follows. Atsuko Honda is a female candidate for Director and Taisei Koh is a candidate for Director of a foreign nationality. We will continue to strive to build a highly diversified board member system.

No.	Name	Position in the Company	
1	Kiyotaka Nakao	Managing Director, Deputy Manager of Sales Division	<u>Reappointment</u> <u>Male</u>
2	Nobuo Koido	Director and Vice President	<u>Reappointment</u> <u>Male</u>
3	Nobumitsu Masuyama	Corporate Administrative Division	<u>New Appointment</u> <u>Male</u>
4	Eiji Matsuzaki	Director	<u>Reappointment</u> <u>Male</u>
5	Yosuke Komatsu	-	<u>New Appointment</u> <u>Male</u>
6	Atsuko Honda	External Director	<u>Reappointment</u> <u>Female</u> <u>External</u> <u>Independent</u>
7	Tatsumi Maeda	External Director	<u>Reappointment</u> <u>Male</u> <u>External</u> <u>Independent</u>
8	Toshiyasu Asai	External Director	<u>Reappointment</u> <u>Male</u> <u>External</u> <u>Independent</u>
9	Taisei Koh	External Director	<u>Reappointment</u> <u>Male</u> <u>External</u> <u>Independent</u>

Reappointment

Candidates for Directors to be reappointed

New Appointment



Candidates for Directors to be newly appointed


External


Candidates for External Directors


Independent

Independent officer based on the provisions of the Tokyo Stock Exchange


No.	Name (Date of Birth)	Career Summary, Position and Responsibilities in the Company, and Significant Concurrent Positions
1	 Kiyotaka Nakao (April 19, 1967) <div style="border: 1px solid black; padding: 2px; display: inline-block;">Reappointment</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Male</div> Kiyotaka Nakao (April 19, 1967) Years as Director: 5 years	<p>April 1991      Joined Toyota Tsusho Corporation</p> <p>April 2004      General Manager, Electronics Division, Toyota Tsusho (Guangzhou) Co., Ltd.</p> <p>April 2009      General Manager, Kobe Office, Toyota Tsusho Electronics Corporation</p> <p>April 2012      Director, Toyota Tsusho Electronics Corporation</p> <p>April 2013      Managing Director, Toyota Tsusho Electronics Corporation</p> <p>April 2017      Executive Managing Director, NEXTY Electronics Corporation</p> <p>June 2019      Director of the Company</p> <p>April 2024      Managing Director, Deputy Manager of Sales Division (current position)</p>
<p>Number of the Company's shares owned: -            Attendance at Board of Directors Meetings: 13 out of 14 times (93%)</p> <p>Reasons for nomination as a candidate for Director:            Since joining Toyota Tsusho Corporation, namely, since before serving for Toyota Tsusho Electronics Corporation (currently NEXTY Electronics Corporation) as Managing Director, Kiyotaka Nakao has worked mainly in the electronic device business, and since becoming Director of the Company in 2019, he has provided appropriate supervision and advice to the Board of Directors. He has experience as Director of the Company, as well as abundant job experience in the semiconductor industry and knowledge of corporate management, and therefore we have continued to place him as a candidate for Director.</p>		
2	 <div style="border: 1px solid black; padding: 2px; display: inline-block;">Reappointment</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Male</div> Nobuo Koido (July 4, 1961) Years as Director: 17 years	<p>April 1985      Joined Ryosan Co., Ltd.</p> <p>April 1997      Manager, Hong Kong Sales Office of the Company</p> <p>June 2007      Director of the Company</p> <p>June 2008      Managing Director of the Company</p> <p>June 2010      Senior Managing Directors of the Company</p> <p>June 2022      Director and Vice President of the Company (current position)</p> <p>(Significant Concurrent Positions)</p> <ul style="list-style-type: none"> <li>• Vice-Chairman, ATMD (Hong Kong) Limited</li> <li>• Director, ATMD Electronics (Shenzhen) Limited</li> <li>• Director, ATMD Electronics (Shanghai) Limited</li> <li>• Director, ATMD Electronics (Singapore) Pte. Ltd.</li> </ul>
<p>Number of the Company's shares owned: 10,300 shares            Attendance at Board of Directors Meetings: 14 out of 14 times (100%)</p> <p>Reasons for nomination as a candidate for Director:            Since formerly working for Ryosan Co., Ltd., Nobuo Koido has mainly engaged in overseas business, and he is devoting his efforts to expanding our overseas business, including the establishment of ATMD (Hong Kong) Limited. He has extensive experience in overseas business and work experience in the semiconductor industry, and as we continue to expand overseas, we expect him to be a driving force, and selected him to continue as a candidate for Director.</p>		


No.	Name (Date of Birth)	Career Summary, Position and Responsibilities in the Company, and Significant Concurrent Positions	
3	 <p data-bbox="336 504 518 571">New Appointment Male</p> <p data-bbox="320 593 534 649">Nobumitsu Masuyama (June 1, 1967)</p>	<p data-bbox="560 320 667 342">April 1990</p> <p data-bbox="560 383 667 405">June 1999</p> <p data-bbox="560 445 678 468">March 2002</p> <p data-bbox="560 486 667 508">April 2007</p> <p data-bbox="560 548 667 571">May 2011</p> <p data-bbox="560 611 667 633">May 2016</p> <p data-bbox="560 674 667 696">April 2017</p> <p data-bbox="560 714 667 736">May 2021</p> <p data-bbox="560 777 667 799">April 2024</p> <p data-bbox="560 817 667 840">April 2024</p> <p data-bbox="560 857 667 880">May 2024</p>	<p data-bbox="738 320 1353 376">Joined Long-Term Credit Bank of Japan (currently, SBI Shinsei Bank, Limited)</p> <p data-bbox="738 383 1273 439">Joined The Yasuda Fire and Marine Insurance Co., Ltd. (currently, Sompo Japan Insurance Inc.)</p> <p data-bbox="738 445 1070 468">Joined Toyota Tsusho Corporation</p> <p data-bbox="738 486 1345 542">Group Leader, Consolidated Accounting Group, Accounting &amp; Planning Department</p> <p data-bbox="738 548 1321 604">Treasury Manager of Toyota Tsusho Europe S.A. (Belgium) (secondment)</p> <p data-bbox="738 611 1302 667">Group Leader, Investment and Financing Business Group, Financial Department, Toyota Tsusho Corporation</p> <p data-bbox="738 674 1150 696">General Manager of Financial Department</p> <p data-bbox="738 714 1318 770">Senior Vice President and Treasurer &amp; CFO, Toyota Tsusho America Inc. (New York) (secondment)</p> <p data-bbox="738 777 1273 799">Toyota Tsusho America, Inc. (New York) (secondment)</p> <p data-bbox="738 817 1225 840">Financial Department, Toyota Tsusho Corporation</p> <p data-bbox="738 857 1321 913">Corporate Administrative Division of the Company (current position)</p>
<p data-bbox="304 909 794 931">Number of the Company's shares owned: 0 shares</p> <p data-bbox="304 954 1318 1120">Reasons for nomination as a candidate for Director: Since joining Toyota Tsusho Corporation after working for financial and other companies, Nobumitsu Masuyama has mainly engaged in accounting and financial operations, including serving as Senior Vice President and Treasurer and CFO of Toyota Tsusho America, Inc. (New York), gaining financial and accounting expertise and knowledge of corporate management. We believe that he will contribute to enhancing the Company's corporate value and have therefore nominated him as a candidate for Director.</p>			


No.	Name (Date of Birth)	Career Summary, Position and Responsibilities in the Company, and Significant Concurrent Positions
4	 <p data-bbox="347 510 507 566">Reappointment Male</p> <p data-bbox="325 600 528 656">Eiji Matsuzaki (November 9, 1968)</p> <p data-bbox="336 678 517 734">Years as Director: 2 years</p>	<p data-bbox="555 315 660 342">April 1991</p> <p data-bbox="743 315 1082 342">Joined Toyota Tsusho Corporation</p> <p data-bbox="555 353 660 380">April 2012</p> <p data-bbox="743 353 1273 380">Head of Electronics Business Supervisory Department</p> <p data-bbox="555 392 660 418">July 2014</p> <p data-bbox="743 392 1252 448">Executive Officer, TOMEN Electronics Corporation (secondment)</p> <p data-bbox="555 459 660 486">April 2017</p> <p data-bbox="743 459 1358 515">Head of Next Mobility Electronics Department, Toyota Tsusho Corporation</p> <p data-bbox="555 526 660 553">April 2018</p> <p data-bbox="743 526 1198 553">Head of Next Mobility Machinery Department</p> <p data-bbox="555 564 660 591">April 2019</p> <p data-bbox="743 564 1329 642">Head of Logistics Solutions Planning and Promotion Office, Industrial Vehicle Department, and Assistant to CIO (Chief Information Officer)</p> <p data-bbox="555 654 708 680">December 2019</p> <p data-bbox="743 654 1345 759">Head of Logistics Solutions Planning and Promotion Office, Industrial Vehicle Department, Group Leader of Digital Transformation Strategy Group, Next Mobility Promotion Department, and Assistant to CIO (Chief Information Officer)</p> <p data-bbox="555 770 660 797">April 2020</p> <p data-bbox="743 770 1305 851">Executive Officer, Assistant to CDTO (Chief Digital &amp; Technology Officer), and Head of Digital Transformation Promotion Department</p> <p data-bbox="555 862 687 889">October 2020</p> <p data-bbox="743 862 1281 918">Executive Officer, Assistant to CDTO (Chief Digital &amp; Technology Officer)</p> <p data-bbox="555 929 660 956">April 2022</p> <p data-bbox="743 929 1350 1010">Executive Officer, COO (Chief Operating Officer), Chemicals &amp; Electronics Division, and Assistant to CDTO (Chief Digital &amp; Technology Officer)</p> <p data-bbox="555 1021 660 1048">April 2022</p> <p data-bbox="743 1021 1331 1048">Director, NEXTY Electronics Corporation (current position)</p> <p data-bbox="555 1059 660 1086">June 2022</p> <p data-bbox="743 1059 1161 1086">Director of the Company (current position)</p> <p data-bbox="555 1097 660 1124">April 2023</p> <p data-bbox="743 1097 1323 1178">Executive Officer, Chief Operating Officer of Chemical Products and Electronics Planning Division, Toyota Tsusho Corporation</p> <p data-bbox="555 1189 660 1216">April 2024</p> <p data-bbox="743 1189 1362 1245">CEO for Digital Solutions Division, Toyota Tsusho Corporation (current position)</p> <p data-bbox="555 1256 887 1283">(Significant Concurrent Positions)</p> <ul data-bbox="555 1294 1286 1375" style="list-style-type: none"> <li>• CEO for Digital Solutions Division, Toyota Tsusho Corporation (current position)</li> <li>• Director, NEXTY Electronics Corporation</li> </ul>
<p data-bbox="304 1388 794 1415">Number of the Company's shares owned: 0 shares</p> <p data-bbox="304 1417 991 1444">Attendance at Board of Directors Meetings: 14 out of 14 times (100%)</p> <p data-bbox="304 1462 807 1489">Reasons for nomination as a candidate for Director:</p> <p data-bbox="304 1491 1358 1597">Eiji Matsuzaki has extensive experience and knowledge of corporate management through positions he has occupied at Toyota Tsusho Corporation and its group companies, including the position of their Directors. We have again nominated Eiji Matsuzaki as a candidate for a Director in view of the appropriate supervision and advice he has provided to the Board of Directors based on his experience.</p> <p data-bbox="304 1619 523 1646">Limitation of liability:</p> <p data-bbox="304 1648 1366 1753">Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Eiji Matsuzaki to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act to the minimum liability amount provided for by Article 425, Paragraph 1 of the same Act. If his election is approved, the Company plans to renew the respective agreements with him.</p>		


No.	Name (Date of Birth)	Career Summary, Position and Responsibilities in the Company, and Significant Concurrent Positions
5	 <p data-bbox="331 521 517 577">New Appointment Male</p> <p data-bbox="339 611 509 667">Yosuke Komatsu (October 3, 1974)</p>	<p data-bbox="555 342 1082 365">April 1998      Joined Toyota Tsusho Corporation</p> <p data-bbox="555 376 1286 432">April 2012      General Manager of Sales Department 1, Toyota Tsusho Electronics Corporation (secondment)</p> <p data-bbox="555 443 1278 465">April 2013      Deputy General Manager of Sales Sector (secondment)</p> <p data-bbox="555 477 1353 499">April 2014      General Manager of Semiconductor Sales Sector (secondment)</p> <p data-bbox="555 510 1246 566">April 2017      Executive Officer, NEXTY Electronics Corporation (secondment)</p> <p data-bbox="555 577 1353 633">April 2018      Head of Electronic Business Management Department, Chemicals &amp; Electronics Division, Toyota Tsusho Corporation</p> <p data-bbox="555 645 1222 667">June 2021      Director, Elematec Corporation (current position)</p> <p data-bbox="555 678 1364 745">April 2024      General Manager of Digital Solutions Planning Department, Digital Solutions Division, Toyota Tsusho Corporation (current position)</p> <p data-bbox="555 757 1326 790">April 2024      Director, NEXTY Electronics Corporation (current position)</p> <p data-bbox="555 801 884 824">(Significant Concurrent Positions)</p> <ul data-bbox="563 835 1342 947" style="list-style-type: none"> <li>• General Manager of Digital Solutions Planning Department, Digital Solutions Division, Toyota Tsusho Corporation</li> <li>• Director, Elematec Corporation</li> <li>• Director, NEXTY Electronics Corporation</li> </ul>
<p data-bbox="304 958 794 981">Number of the Company's shares owned: 0 shares</p> <p data-bbox="304 1003 807 1025">Reasons for nomination as a candidate for Director:</p> <p data-bbox="304 1037 1350 1193">Since joining Toyota Tsusho Corporation, Yosuke Komatsu has gained extensive experience and knowledge of the semiconductor industry and knowledge about corporate management chiefly by engaging in the electronic device business, and serving as Director of a group company of Toyota Tsusho Corporation. We believe that based on this experience, he will be able to provide appropriate supervision and advice to the Board of Directors, and have therefore decided to nominate him as a candidate for Director.</p> <p data-bbox="304 1216 523 1238">Limitation of liability:</p> <p data-bbox="304 1238 1361 1339">Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company plans to conclude agreement with Yosuke Komatsu to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act to the minimum liability amount provided for by Article 425, Paragraph 1 of the same Act if his election is approved.</p>		



No.	Name (Date of Birth)	Career Summary, Position and Responsibilities in the Company, and Significant Concurrent Positions
6	 <p> <u>Reappointment</u>  <u>Female</u>  <u>External</u>  <u>Independent</u> </p> <p>Atsuko Honda (December 10, 1969)</p> <p>Years as Director: 8 years</p>	<p>October 1992 Passed judicial exam</p> <p>April 1993 Joined The Legal Training and Research Institute of Japan</p> <p>March 1995 Completed The Legal Training and Research Institute of Japan</p> <p>April 1995 Appointed Assistant Judge (Kyoto District Court)</p> <p>April 1997 Prosecutor with Litigation Department, Tokyo Legal Affairs Bureau</p> <p>April 1999 Tokyo District Court</p> <p>April 2000 Urawa District Court (current Saitama District Court)</p> <p>April 2003 Tokyo Family District Court, Hachioji Branch (current Tachikawa Branch)</p> <p>April 2005 Appointed judge (Fukuoka Family Court)</p> <p>August 2005 Voluntary retirement</p> <p>April 2010 Registered as attorney (Dai-Ichi Tokyo Bar Association), joined Anzai Law Office (current position)</p> <p>April 2016 Civil Conciliation Commissioners (Tokyo Summary Court) (current position)</p> <p>June 2016 External Director of the Company (current position)</p> <p>May 2017 Director, Japan Safe Driving Center (current position)</p> <p>June 2018 Director, Private Placement Services Association of Japan (current position)</p> <p>June 2020 Counselor, Japan Industrial Safety &amp; Health Association (current position)</p> <p>May 2023 Representative member of Public Interest, Tokyo Regional Minimum Wage Council (current position)</p> <p>March 2024 Director (part-time), Yakult Dojin Association (current position)</p> <p>(Significant Concurrent Positions)</p> <ul style="list-style-type: none"> <li>• Attorney, Anzai Law Office</li> <li>• Director, Japan Safe Driving Center</li> <li>• Director, Private Placement Services Association of Japan</li> <li>• Counselor, Japan Industrial Safety &amp; Health Association</li> <li>• Representative Member of Public Interest, Tokyo Regional Minimum Wage Council</li> <li>• Director (part-time), Yakult Dojin Association</li> </ul>
		<p>Number of the Company's shares owned: 0 shares</p> <p>Attendance at Board of Directors Meetings: 13 out of 14 times (93%)</p> <p>Reasons for nomination as a candidate for an External Director and summary of expected roles: Atsuko Honda has never been involved directly in corporate management. However, she has provided opinions and advice to the Company based on her expert legal knowledge, particularly those laws related to labor management, gained through her long working career as a judge and an attorney. In view of this contribution, we have again nominated Atsuko Honda as a candidate for an External Director. The Company expects Atsuko Honda to continue to fulfill her duties from an objective position independent of business executors based on her experience, adopting the viewpoints of all shareholders, including those of minority shareholders</p> <p>Matters pertaining to independence: There is no possibility of conflict of interest with general shareholders because there are no financial interests other than director compensation, etc. between her and the Company. In addition, Atsuko Honda is serving as an attorney at Anzai Law Office, a director of Japan Safe Driving Center, a director of the Private Placement Services Association of Japan, counselor at Japan Industrial Safety &amp; Health Association, Representative Member of Public Interest of Tokyo Regional Minimum Wage Council and a director of Yakult Dojin Association. There have been no transactions between the law office and the Company since December 2015. The total amount of transactions stood at 50,000 yen in 2015 and are negligible. In addition, there are no transactions between the Company and Japan Safe Driving Center and Private Placement Services Association of Japan, and there is no special relationship between the organizations where she holds a concurrent position and the Company. Therefore, she meets our independence criteria and has been designated as an independent officer as prescribed by the Tokyo Stock Exchange. If she is reappointed, the Company intends to continue to designate her as independent officer.</p> <p>Limitation of liability: Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Atsuko Honda to limit her liability for damages under Article 423, Paragraph 1 of the Companies Act to the minimum liability amount provided for by Article 425, Paragraph 1 of the same Act. If her election is approved, the Company plans to renew the respective agreements with her.</p>

No.	Name (Date of Birth)	Career Summary, Position and Responsibilities in the Company, and Significant Concurrent Positions
	 <p data-bbox="363 517 517 636"> Reappointment  Male  External  Independent </p> <p data-bbox="352 667 528 719">Tatsumi Maeda (January 1, 1953)</p> <p data-bbox="352 748 528 799">Years as Director: 3 years</p>	<p data-bbox="571 338 1362 367">March 1975      Joined Kyoto Ceramic Co., Ltd. (current Kyocera Corporation)</p> <p data-bbox="571 374 1082 403">June 2001      Director, Kyoto Ceramic Co., Ltd.</p> <p data-bbox="571 409 1362 461">June 2003      Executive Officer and Managing Director, Kyoto Ceramic Co., Ltd.</p> <p data-bbox="571 470 1299 521">April 2007      Executive Officer and Senior Managing Director, Kyoto Ceramic Co., Ltd.</p> <p data-bbox="571 530 1326 582">June 2008      Director, Executive Officer and Senior Managing Director, Kyoto Ceramic Co., Ltd.</p> <p data-bbox="571 591 1362 642">April 2009      Representative Director, Vice President and Executive Officer, Kyoto Ceramic Co., Ltd.</p> <p data-bbox="571 651 1337 703">April 2013      Representative Director and Vice Chairman, Kyoto Ceramic Co., Ltd.</p> <p data-bbox="571 712 1082 741">June 2017      Advisor, Kyoto Ceramic Co., Ltd.</p> <p data-bbox="571 750 1362 801">June 2019      External Member of the Board, Elematec Corporation (current position)</p> <p data-bbox="571 810 1257 840">June 2021      External Director of the Company (current position)</p> <p data-bbox="571 848 900 878">(Significant Concurrent Positions)</p> <p data-bbox="571 887 1114 916">· External Member of the Board, Elematec Corporation</p>
7		<p data-bbox="316 943 1002 994">Number of the Company's shares owned: 0 shares Attendance at Board of Directors Meetings: 14 out of 14 times (100%)</p> <p data-bbox="316 1014 1362 1234">Reasons for nomination as a candidate for an External Director and summary of expected roles: Tatsumi Maeda gained extensive experience in operations and a broad range of knowledge concerning corporate management through the managerial positions he successively held at Kyocera Corporation, including the post of Director. We have re-nominated Tatsumi Maeda as a candidate for an External Director because he has been providing useful opinions and advice with respect to the management of the Company. The Company expects Tatsumi Maeda to continue to fulfill his duties from an objective position independent of business executors based on his experience, adopting the viewpoints of all shareholders, including those of minority shareholders.</p> <p data-bbox="316 1254 1289 1417">Matters pertaining to independence: There is no possibility of conflict of interest with general shareholders because there are no financial interests other than director compensation, etc. between him and the Company. Therefore, he meets our independence criteria and has been designated as an independent officer as prescribed by the Tokyo Stock Exchange. If he is reappointed, the Company intends to continue to designate him as independent officer.</p> <p data-bbox="316 1438 1362 1572">Limitation of liability: Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Tatsumi Maeda to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act to the minimum liability amount provided for by Article 425, Paragraph 1 of the same Act. If his election is approved, the Company plans to renew the respective agreements with him.</p>

No.	Name (Date of Birth)	Career Summary, Position and Responsibilities in the Company, and Significant Concurrent Positions
	 <p>Reappointment Male External Independent</p> <p>Toshiyasu Asai (July 13, 1955)</p> <p>Years as Director: 2 years</p>	<p>April 1978      Joined Nippon Denso Co., Ltd. (current Denso Corporation)</p> <p>August 2009    President of Denso Mexico</p> <p>January 2012    Head of Telecommunication Department and Executive Specialist</p> <p>November 2017   Director and Senior Managing Executive Officer, DENSO TEN Limited</p> <p>June 2019      Executive Vice President, Senior Executive Officer and Director</p> <p>July 2021      Advisor on Management Planning, Mobility Electronics Business Group, Denso Corporation</p> <p>June 2022      External Director of the Company (current position)</p>
8		<p>Number of the Company's shares owned: 0 shares Attendance at Board of Directors Meetings: 14 out of 14 times (100%)</p> <p>Reasons for nomination as a candidate for an External Director and summary of expected roles: Toshiyasu Asai gained a range of experience in vehicle product businesses and knowledge about corporate management from a global perspective through his direct involvement in management as a Director at a group company of Denso Corporation. As in the previous year, we have decided to nominate Toshiyasu Asai as a candidate for an External Director because he has been providing valuable opinions and advice on the management of the Company. The Company expects Toshiyasu Asai to continue to fulfill his duties from an objective position independent of business executors based on his experience, adopting the viewpoints of all shareholders, including those of minority shareholders.</p> <p>Matters pertaining to independence: There is no possibility of conflict of interest with general shareholders because there are no financial interests other than director compensation, etc. between him and the Company. Therefore, he meets our independence criteria and has been designated as an independent officer as prescribed by the Tokyo Stock Exchange. If he is reappointed, the Company intends to continue to designate him as independent officer.</p> <p>Limitation of liability: Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Toshiyasu Asai to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act to the minimum liability amount provided for by Article 425, Paragraph 1 of the same Act. If his election is approved, the Company plans to renew the respective agreements with him.</p>

No.	Name (Date of Birth)	Career Summary, Position and Responsibilities in the Company, and Significant Concurrent Positions
9	 <p data-bbox="363 533 515 651"> <span>Reappointment</span>  <span>Male</span>  <span>External</span>  <span>Independent</span> </p> <p data-bbox="341 680 539 734">Taisei Koh (December 4, 1971)</p> <p data-bbox="352 763 528 817">Years as Director: 2 years</p>	<p data-bbox="571 338 1362 965"> July 1995 Passed the second stage examination of certified public accountants, and joined Aoyama Audit Corporation  September 1997 Joined Asahi Audit Corporation (currently KPMG AZSA LLC)  September 1999 Registered as a certified public accountant  November 2000 Assigned to the Atlanta Office of Arthur Andersen LLP  December 2002 Assigned to KPMG Samjong Accounting Corp. (Korea)  August 2006 Joined Gravity Co., Ltd, (Korea) as Director in charge of financial matters  November 2007 Established Starsia Co., Ltd. and took office as Representative Director (to present)  December 2007 Established Starsia Consulting Co., Ltd. (Korea) and took office as Representative Director (to present)  October 2020 Established Starsia Accounting Tax Corporation as Partner (to present)  September 2021 Established CaN International, an audit firm, as Senior Partner (to present)  April 2022 Secretary of the Tokyo Chapter of the Japanese Institute of Certified Public Accountants (to present)  June 2022 External Director of the Company (current position) </p> <p data-bbox="571 976 1362 1160"> (Significant Concurrent Positions)  • Representative Director of Starsia Co., Ltd.  • Representative Director of Starsia Consulting Co., Ltd. (Korea)  • Partner of Starsia Accounting Tax Corporation  • Senior Partner of CaN International, an audit firm  • Secretary of the Tokyo Chapter of the Japanese Institute of Certified Public Accountants </p>
Number of the Company's shares owned: 0 shares Attendance at Board of Directors Meetings: 14 out of 14 times (100%)		<p data-bbox="316 1245 1362 1462"> Reasons for nomination as a candidate for an External Director and summary of expected roles:  Taisei Koh gained expertise in finance and accounting through his many years of experience as a certified public accountant while also establishing a business to support companies operating between Japan and Korea. As in the previous year, we have decided to nominate Taisei Koh as a candidate for External Director because he has been providing valuable opinions and advice on the management of the Company. The Company expects Taisei Koh to continue to fulfill his duties from an objective position independent of business executors based on his experience, adopting the viewpoints of all shareholders, including those of minority shareholders. </p> <p data-bbox="316 1485 1362 1648"> Matters pertaining to independence:  There is no possibility of conflict of interest with general shareholders because there are no financial interests other than director compensation, etc. between him and the Company. Therefore, he meets our independence criteria and has been designated as an independent officer as prescribed by the Tokyo Stock Exchange. If he is reappointed, the Company intends to continue to designate him as independent officer. </p> <p data-bbox="316 1671 1362 1798"> Limitation of liability:  Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Taisei Koh to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act to the minimum liability amount provided for by Article 425, Paragraph 1 of the same Act. If his election is approved, the Company plans to renew the respective agreements with him. </p>

Notes: 1. The meanings of the terms in the table are as follows.

<u>Reappointment</u>	Candidates for Directors to be reappointed
<u>New Appointment</u>	Candidates for Directors to be newly appointed
<u>External</u>	Candidates for External Directors
<u>Independent</u>	Independent officers registered with the stock exchanges


2. There is no special interest between the candidates and the Company.
3. Position and responsibilities of candidates Kiyotaka Nakao, Nobumitsu Masuyama, Eiji Matsuzaki and Yosuke Komatsu as business executors at Toyota Tsusho Corporation, the Company's parent company, and its subsidiaries for the past ten years and at present are as described in "Career Summary, Position and Responsibilities in the Company, and Significant Concurrent Positions."
4. Candidates Atsuko Honda, Tatsumi Maeda, Toshiyasu Asai and Taisei Koh are candidates for External Directors.

### Proposal No. 3: Election of one (1) Audit & Supervisory Board Member

The term of office of Jun Yamada, Audit & Supervisory Board Member, will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company proposes that one (1) Audit & Supervisory Board Member be elected.

In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

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

Name (Date of Birth)	Career Summary, Position in the Company, and Significant Concurrent Positions	
 <p data-bbox="268 779 427 904"> <u>Reappointment</u>  <u>Male</u>  <u>External</u>  <u>Independent</u> </p> <p data-bbox="268 927 427 987">Jun Yamada (June 12, 1952)</p> <p data-bbox="268 1010 427 1122">Years as Audit &amp; Supervisory Board Member: 8 years</p>	October 1975	Passed second CPA exam; joined Fuso Kansa Hojin (subsequently merged to form Chuo Shinko Kansa Hojin and renamed Chuo Audit Corporation and then Misuzu Auditing Corporation)
	August 1979	Passed third CPA examination; registered as CPA
	November 1982	Seconded to Sydney Office, Australia, Ernst & Whinney (current Ernst & Young)
	August 1997	Partner, Chuo Audit Corporation (subsequently Misuzu Auditing Corporation)
	August 2007	Partner, KPMG AZSA LLC
	July 2010	Executive Board Member, Japanese Institute of Certified Public Accountants, Vice-Chairman of Tokai Association of Japanese Institute of Certified Public Accountants
	July 2014	Head of Yamada Jun CPA Office (current position)
June 2016	Audit & Supervisory Board Member of the Company (current position)	
(Significant Concurrent Positions) • Head of Yamada Jun CPA Office		
Number of the Company's shares owned: 0 shares Attendance at Board of Directors Meetings: 14 out of 14 times (100%) Attendance at Audit & Supervisory Board Meetings: 12 out of 12 times (100%)		
Reasons for nomination as a candidate for Audit & Supervisory Board Member: We expect Jun Yamada to use his expert knowledge of finance and accounting gained through many years working as a CPA to provide valuable opinions and candid comments to the Company in his role as External Audit & Supervisory Board Member, in order to help the Company's management make sound and appropriate decisions and improve management transparency and we, therefore, request his election.		
Matters pertaining to independence: There is no possibility of conflicts of interest with general shareholders because there are no financial interests other than compensation for Audit & Supervisory Board Members between him and the Company. Therefore, he meets our independence criteria and has been designated as an independent officer as prescribed by the Tokyo Stock Exchange. If he is reappointed, the Company intends to continue to designate him as independent officer.		
Limitation of liability: Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Jun Yamada to limit her liability for damages under Article 423, Paragraph 1 of the Companies Act to the minimum liability amount provided for by Article 425, Paragraph 1 of the same Act. If his election is approved, the Company plans to renew the respective agreements with him		

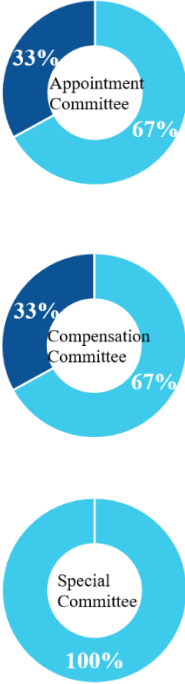
Notes: 1. The meanings of the terms in the table are as follows.

- |                      |   |
|----------------------|---|
| <u>Reappointment</u> | Candidates for Audit & Supervisory Board Member to be reappointed |
| <u>External</u>      | Candidates for External Audit & Supervisory Board Member          |
| <u>Independent</u>   | Independent officer registered with the stock exchanges           |

2. There is no special interest between the candidate for Audit & Supervisory Board Member and the Company.
3. Candidate Jun Yamada is a candidate for External Audit & Supervisory Board Member.

**(Reference) Members of the Board of Directors if Proposal 2 and 3 are approved as proposed**

The Board of Directors of the Company is characterized by the placement of individuals who have expertise in corporate management, sales/marketing, financial accounting/financing, IT/digital, personnel and labor management/human resource development, governance and legal affairs/risk management, global experience, among other matters, as Directors and Audit & Supervisory Board Members while simultaneously taking into consideration the creation of a well-balanced Board of Directors from the perspectives of diversity and its size.

Name	Committee members who are expected to take office	Corporate management	Sales and marketing	Accounting and finance	IT and digitization	Personnel affairs, labor and human resources development	Governance, legal affairs and risk management	Overseas experience	Composition of each committee
<b>Director</b>									
Kiyotaka Nakao	Appointment Committee Member	○	○		○		○	○	<div style="text-align: center;"> <p>External Director</p> <p>Internal Director</p>  </div>
Nobuo Koido		○	○					○	
Nobumitsu Masuyama	Compensation Committee Member	○		○		○	○	○	
Eiji Matsuzaki	Appointment Committee Member Compensation Committee Member	○	○		○		○	○	
Yosuke Komatsu		○	○		○		○	○	
Atsuko Honda (External)	Appointment Committee Member Compensation Committee Member Special Committee Member					○	○		
Tatsumi Maeda (External)	Appointment Committee Member Compensation Committee Member Special Committee Member	○	○		○			○	
Toshiyasu Asai (External)	Appointment Committee Member Compensation Committee Member Special Committee Member	○	○		○			○	
Taisei Koh (External)	Appointment Committee Member Compensation Committee Member Special Committee Member	○		○			○	○	
<b>Audit &amp; Supervisory Board Member</b>									
Atsushi Shimizu		○	○	○				○	
Jun Yamada (External)	Special Committee Member			○			○	○	
Keita Gyouten (External)	Special Committee Member	○	○	○	○			○	

(Reference) Executive Structure (after the conclusion of this General Meeting of Shareholders)

