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Securities Code: 6995

May 26, 2025

(Electronic provision of Information starts on: May 20, 2025)

Dear Shareholders:

Hiroyoshi Ninoyu,
Representative Director and President
TOKAI RIKA CO., LTD.
3-260 Toyota, Oguchi-cho, Niwa-gun, Aichi, Japan

Notice of the 78th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 78th Ordinary General Meeting of Shareholders of TOKAI RIKA CO., LTD. (the “Company”), which will be held as indicated below.

In convening this General Meeting of Shareholders, the information contained in the Reference Documents for the General Meeting of Shareholders (matters to be provided electronically) has been made available electronically and is posted online on the following websites. We kindly request that you visit these websites to review the information.

Company Website https://www.tokai-rika.co.jp/investors/soukai.html (in Japanese)
Websites for posting materials related to the General Meeting of Shareholders https://d.sokai.jp/6995/teiji/ (in Japanese)
TSE Website (Tokyo Stock Exchange Listed Company Search) https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show (in Japanese) Access the TSE Website above and enter either the company name (TOKAI RIKA) or the securities code (6995) and press Search. Click “Basic information,” and select “Documents for public inspection/PR information.” Then check the [Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting] under “Filed information available for public inspection.”

If you are unable to attend the meeting, you may exercise your voting rights in writing or by electronic means (the Internet, etc.). Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:20 p.m. on Thursday, June 12, 2025 (Japan Time).

- 1. Date and Time:** Friday, June 13, 2025, at 10:00 a.m.
- 2. Venue:** Head Office of the Company
3-260 Toyota, Oguchi-cho, Niwa-gun, Aichi, Japan

3. Meeting Agenda

Reports

1. The Business Report, the Consolidated Financial Statements, and Non-Consolidated Financial Statements for the 78th fiscal year (from April 1, 2024 to March 31, 2025)
2. The results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board

Resolutions

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| Proposal No. 1 | Election of Six (6) Directors |
| Proposal No. 2 | Election of One (1) Audit & Supervisory Board Member |
| Proposal No. 3 | Election of One (1) Substitute Audit & Supervisory Board Member |
| Proposal No. 4 | Payment of Bonuses to Directors |
| Proposal No. 5 | Revision of Remuneration for the Allotment of Transfer Restricted Shares to Directors (excluding Outside Directors) |

- For this General Meeting of Shareholders, the Company will send a paper-based document of the matters to be provided electronically, regardless of whether such a request was made. Pursuant to provisions of laws and regulations and Article 17 of the Company's Articles of Incorporation, the Consolidated Statements of Changes in Equity, the Notes to Consolidated Financial Statements, the Non-Consolidated Statements of Change in Equity, and the Notes to Non-Consolidated Financial Statements will be omitted from the paper-based document sent to shareholders, and will instead be posted on the above-mentioned websites. As such, the Business Report, the Consolidated Financial Statements, and Non-Consolidated Financial Statements included in the paper-based document are part of the documents audited by the Accounting Auditor and the Audit & Supervisory Board Members in creating the audit report.
- If there are any amendments to the matters to be provided electronically, a notice of the amendments and the matters before and after the amendments will be posted on the above-mentioned websites.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Election of Six (6) Directors

At the conclusion of this Ordinary General Meeting of Shareholders, the terms of office of all six (6) currently serving Directors will expire. Therefore, the Company proposes the election of six (6) Directors.

Before submitting this proposal to this Ordinary General Meeting of Shareholders, the Nomination Committee, which is chaired by an Outside Director, has deliberated and reported on the matter.

The candidates for Director are as follows:

Candidate No.		Name		Current position
1	Reelection	Hiroyoshi Ninoyu		Director, Member of the Board, President
2	Reelection	Masahiko Sato		Director, Member of the Board, Executive Vice President
3	Reelection	Katsuyuki Imaeda		Director, Member of the Board, Corporate Officer
4	Reelection	Kei Fujioka	Outside Director Independent Director	Director, Member of the Board
5	Reelection	Minako Miyama	Outside Director Independent Director	Director, Member of the Board
6	Reelection	Kazushi Ambe	Outside Director Independent Director	Director, Member of the Board

Candidate No.	Name (Date of birth)	Career summary and position	Number of the Company's shares owned
1	Hiroyoshi Ninoyu (January 2, 1962) Reelection	Apr. 1984 Joined Toyota Motor Corporation Apr. 2017 Managing Officer Jan. 2020 Executive Vice President of the Company June 2020 Representative Director and President (current position) [Reasons for the nomination as a candidate for Director] Hiroyoshi Ninoyu has experience at Toyota Motor Corporation, having been engaged at overseas production divisions and production control divisions, and also in vehicle production plant management. Since June 2020, he has utilized his abundant experience and expertise to lead the management team as Representative Director and President of the Company. We request his election as Director.	29,600 shares
2	Masahiko Sato (October 31, 1962) Reelection	Apr. 1985 Joined the Company June 2009 General Manager of Sales Division I June 2013 Associate Director June 2016 Corporate Officer June 2018 Director, Member of the Board (retired in June 2020) Apr. 2023 Executive Vice President (current position) June 2023 Director, Member of the Board June 2024 Representative Director (current position) [Reasons for the nomination as a candidate for Director] Masahiko Sato has worked in the Sales and Business Planning Divisions of the Company and has been involved in launching and running businesses overseas, having extensive experience and a track record in the Company's overall business. We request his election as Director to have his abundant experience, expertise and insight reflected in the management of the Company.	18,400 shares
3	Katsuyuki Imaeda (June 26, 1966) Reelection	Apr. 1990 Joined the Company June 2016 General Manager of Security Production Engineering Division, Security Business Group Apr. 2019 Corporate Officer Jan. 2020 Higher Senior Management Apr. 2021 Corporate Officer (current position) June 2024 Director, Member of the Board (current position) [Responsibility] General Manager of Production Engineering Center, responsible for CN/CE Promote Strategy Dept., responsible for Bamboo+ Company [Reasons for the nomination as a candidate for Director] Katsuyuki Imaeda has extensive expertise and track record in manufacturing mainly in the Production Engineering Divisions of the Company. He has served as General Manager of Production Engineering Center since April 2021 and is responsible for leading the Production Engineering Divisions. We request his election as Director to have his abundant experience, expertise and insight reflected in the management of the Company.	9,800 shares

4	Kei Fujioka (December 23, 1953) Reelection Outside Director Independent Director	Apr. 1977 Joined MITSUI-SOKO Co., Ltd. June 2012 President and CEO Oct. 2014 President and CEO of MITSUI-SOKO HOLDINGS Co., Ltd. June 2017 Outside Director, Member of the Board of the Company (current position) June 2017 Advisor of MITSUI-SOKO HOLDINGS Co., Ltd. June 2021 Retired as Advisor of MITSUI-SOKO HOLDINGS Co., Ltd. (current position) [Reasons for the nomination as a candidate for Outside Director and expected role] Kei Fujioka has abundant knowledge in corporate management and other areas and abundant experience in logistics at MITSUI-SOKO HOLDINGS Co., Ltd. We request his election as Outside Director as we expect that he will utilize his abundant experience, expertise and insight for management in general, primarily in logistics division, by supervising and providing advice concerning the execution of business of the Company from a professional perspective.	400 shares
5	Minako Miyama (January 15, 1962) Reelection Outside Director Independent Director	Apr. 1986 Joined Dai Nippon Printing Co., Ltd. July 2014 General Manager of Recruiting and Training Dept. June 2018 Corporate Officer June 2021 Director June 2022 Outside Director, Member of the Board of the Company (current position) June 2024 Managing Director of Dai Nippon Printing Co., Ltd. (current position) [Significant concurrent positions outside the Company] Managing Director of Dai Nippon Printing Co., Ltd. [Reasons for the nomination as a candidate for Outside Director and expected role] In addition to her experience in the research and planning development divisions at Dai Nippon Printing Co., Ltd., Minako Miyama has a proven track record as a leader in human resource development and ensuring diversity. We request her election as Outside Director as we expect that she will provide advice on management reform from an objective and scientific viewpoint by utilizing her extensive experience, knowledge and insight.	500 shares

6	Kazushi Ambe (April 23, 1961) Reelection Outside Director Independent Director	Apr. 1984 Joined Sony Corporation (currently Sony Group Corporation) Oct. 2001 VP of Sony Ericsson Mobile Communications AB Apr. 2006 SVP of Sony Corporation of America Nov. 2014 Corporate Executive and SVP of Sony Corporation June 2018 Executive Vice President and Corporate Executive Officer June 2020 Senior Executive Vice President and Corporate Executive Officer Apr. 2021 Senior Executive Vice President and Corporate Executive Officer of Sony Group Corporation June 2024 Outside Director, Member of the Board of the Company (current position) Mar. 2025 Retired as Senior Executive Vice President and Corporate Executive Officer of Sony Group Corporation Apr. 2025 Senior Advisor of Sony Group Corporation (current position) [Significant concurrent positions outside the Company] Senior Advisor of Sony Group Corporation [Reasons for the nomination as a candidate for Outside Director and expected role] In addition to his experience in human resources and general affairs divisions at Sony Group Corporation, Kazushi Ambe has experience in managing an overseas subsidiary of the company. We request his election as Outside Director as we expect that he will utilize his extensive and abundant experience, expertise and insight by supervising and providing advice concerning management in general, with a focus on human resources strategy and organizational reform.	1,000 shares
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- (Notes)
1. Minako Miyama serves concurrently as a director of Dai Nippon Printing Co., Ltd., which has a commercial relationship with the Company. There is no special interest between each of the other candidates and the Company.
 2. Kei Fujioka, Minako Miyama, and Kazushi Ambe are candidates for Outside Director. The Company registered Kei Fujioka, Minako Miyama and Kazushi Ambe with the Tokyo Stock Exchange and the Nagoya Stock Exchange as Independent Director pursuant to the rules of each Stock Exchange, and the Company plans to maintain such registration if they are reelected.
 3. At the conclusion of this Ordinary General Meeting of Shareholders, the tenures of Kei Fujioka, Minako Miyama and Kazushi Ambe as Outside Director will have been eight (8) years, three (3) years, and one (1) year, respectively.
 4. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company that includes the Directors as insureds. This insurance policy covers compensation for damages, legal expenses, etc. incurred when claims for damages arise from liability borne by the insured persons in the course of execution of their duties as Director. However, cases where there are legal violations in the conduct of the insured persons are not covered. The full amount of the insurance premiums is borne by the Company, and the Company plans to renew the insurance policy with the same details during their terms of office.
 5. Pursuant to the provision of Article 427, paragraph (1) of the Companies Act, the Company has concluded an agreement with each of Kei Fujioka, Minako Miyama and Kazushi Ambe to limit their liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of their liability for damages under this agreement is the minimum liability amount provided for by Article 425, paragraph (1) of the same Act. If Kei Fujioka, Minako Miyama and Kazushi Ambe are reelected, the Company plans to renew the aforementioned agreement with them.

Proposal No. 2 Election of One (1) Audit & Supervisory Board Member

Audit & Supervisory Board Member Minoru Chida will resign at the conclusion of this Ordinary General Meeting of Shareholders. Therefore, the Company proposes the election of one (1) Audit & Supervisory Board Member. For the submission of this proposal to this Ordinary General Meeting of Shareholders, prior consent of the Audit & Supervisory Board has been obtained.

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

Candidate No.	Name (Date of birth)	Career summary and position	Number of the Company's shares owned
1	Akihiro Deshimaru (October 29, 1969) New election Outside Audit & Supervisory Board Member	Apr. 1993 Joined Toyota Motor Corporation Dec. 2021 General Manager of Lexus Body Engineering Div. (current position) [Significant concurrent positions outside the Company] General Manager of Lexus Body Engineering Div. of Toyota Motor Corporation [Reasons for the nomination as a candidate for Outside Audit & Supervisory Board Member] While Akihiro Deshimaru has no experience of direct involvement in the management of the company, he has been involved for long years in the area of vehicle interior design at Toyota Motor Corporation, and he has technical experience, expertise and insight in that area. We request his election as Outside Audit & Supervisory Board Member to have his abundant experience and, expertise and insight reflected in the management of the Company.	0 shares

- (Notes)
1. Akihiro Deshimaru is a management executive officer of Toyota Motor Corporation (Specified Affiliated Business Operator). He has also received remuneration, etc. from Toyota Motor Corporation during the past two (2) years, and is expected to continue to receive them.
 2. Akihiro Deshimaru is a candidate for Outside Audit & Supervisory Board Member.
 3. The Company has entered into Audit & Supervisory Board Member liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company that includes the Audit & Supervisory Board Members as insureds. This insurance policy covers compensation for damages, legal expenses, etc. incurred when claims for damages arise from liability borne by the insured persons in the course of execution of their duties as Audit & Supervisory Board Member. However, cases where there are legal violations in the conduct of the insured persons are not covered. The full amount of the insurance premiums is borne by the Company, and the Company plans to renew the insurance policy with the same details during their terms of office.
 4. If Akihiro Deshimaru is elected, the Company plans to conclude an agreement, pursuant to the provision of Article 427, paragraph (1) of the Companies Act, with Akihiro Deshimaru to limit his liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of his liability for damages under this agreement is the minimum liability amount provided for by Article 425, paragraph (1) of the same Act.

Proposal No. 3 Election of One (1) Substitute Audit & Supervisory Board Member

The Company proposes the election of one (1) substitute Outside Audit & Supervisory Board Member to prepare for shortages in the number of Audit & Supervisory Board Members stipulated by the law.

This proposal is to request the election of two substitutes for Yoshinori Yamada, a current Outside Audit & Supervisory Board Member, and Akihiro Deshimaru, who will assume the position of Outside Audit & Supervisory Board Member if Proposal No. 2 is approved. When a substitute assumes the role of Audit & Supervisory Board Members, their term will be the remaining term of their predecessor. For the submission of this proposal to this Ordinary General Meeting of Shareholders, prior consent of the Audit & Supervisory Board has been obtained.

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

Name (Date of birth)	Career summary and position	Number of the Company's shares owned
Naoto Uozumi (March 21, 1964) Outside Audit & Supervisory Board Member Independent Director	Apr. 1991 Attorney-at-law, admitted and belonging to the Nagoya Bar Association (currently the Aichi Bar Association) Apr. 1991 Joined Kusuda Law Firm Apr. 2000 Established Uozumi Law Firm (current position) Apr. 2010 Vice President of the Aichi Bar Association [Reasons for the nomination as a candidate for Substitute Outside Audit & Supervisory Board Member] While Naoto Uozumi does not have experience in being directly involved in company management, he has served as a lawyer for many years, and we request his election as substitute Outside Audit & Supervisory Board Member to have his abundant experience, and high level of expertise reflected in the auditing at the Company.	0 shares

- (Notes)
1. There is no special interest between the candidate and the Company.
 2. Naoto Uozumi is a candidate for Substitute Outside Audit & Supervisory Board Member. He meets the requirements for Independent Director under the regulations of the Tokyo Stock Exchange and the Nagoya Stock Exchange, and if his election is approved under this proposal and he assumes the position of Audit & Supervisory Board Member, he will be registered as an Independent Director under the regulations of the Tokyo Stock Exchange and the Nagoya Stock Exchange.
 3. The Company has entered into Audit & Supervisory Board Member liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company that includes the Audit & Supervisory Board Members as insureds. This insurance policy covers compensation for damages, legal expenses, etc. incurred when claims for damages arise from liability borne by the insured persons in the course of execution of their duties as Audit & Supervisory Board Member. However, cases where there are legal violations in the conduct of the insured persons are not covered. The full amount of the insurance premiums is borne by the Company, and the Company plans to renew the insurance policy with the same details during their terms of office. If the election of Naoto Uozumi under this proposal is approved and he assumes the role of Audit & Supervisory Board Member, he will be insured under the applicable insurance agreement.
 4. Furthermore, if the election of Naoto Uozumi is approved under this resolution and he is elected, the Company plans to conclude an agreement, pursuant to the provision of Article 427, paragraph (1) of the Companies Act, with Naoto Uozumi to limit his liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of his liability for damages under this agreement will be the minimum liability amount provided for by Article 425, paragraph (1) of the same Act.

(Reference)

Director and Audit & Supervisory Board Member Skill Matrix (After the Ordinary General Meeting of Shareholders on June 13, 2025)

The following chart denotes the skills and experience the Company expects each Director and Audit & Supervisory Board Member to demonstrate. It does not show all skills or experience of each member.

	Name	Gender	Corporate management/governance	Technology development	SDGs		IT/DX	Compliance	Overseas business	Manufacturing (Production engineering)	Sales	Finance
					Diversity	Carbon neutrality						
Directors	Hiroyoshi Ninoyu	Male	○		○	○	○	○	○	○		○
	Masahiko Sato	Male	○		○	○	○		○		○	○
	Katsuyuki Imaeda	Male	○	○		○	○			○		
	Kei Fujioka	Male	○		○			○	○		○	○
	Minako Miyama	Female	○	○	○		○					
	Kazushi Ambe	Male	○		○			○	○			
Audit & Supervisory Board Members	Toshiaki Tsuchiya	Male	○		○	○		○	○		○	
	Toshiki Akita	Male	○	○			○	○		○		
	Yoshinori Yamada	Male	○					○				○
	Akihiro Deshimaru	Male	○	○		○			○	○		

Reasons for selection of skills

Corporate management/governance	As the business environment changes, it is necessary to exercise appropriate decision-making and supervisory functions from the perspective of achieving sustainable growth and improving corporate value.
Technology development	In order to contribute to the realization of a sustainable society as outlined in the Mid-Term Business Plan, it is necessary to promote the strengthening of existing technologies and development of new technologies.
Diversity	We consider this as an important part of our human resources strategy, and it is necessary to promote the creation of systems, awareness, and a culture in which diverse human resources can play active roles.
Carbon neutrality	In order to achieve net-zero CO ₂ emissions by 2050, it is necessary to promote initiatives in all directions, towards “Carbon Neutral,” “Circular Economy,” and “Nature Positive.”
IT/DX	In order to maintain the company’s competitiveness, it is necessary to promote digital transformation within the company and the use of digital technology.
Compliance	In order to be a company that executes thorough compliance with laws and regulations and is trusted by all stakeholders, it is necessary to ensure thorough compliance.
Overseas business	In order to maintain competitiveness in the global market and realize an international growth strategy, it is necessary to have a global perspective and viewpoint.
Manufacturing (Production engineering)	In order to continue to provide customers with safe and high-quality products and services, it is necessary to constantly promote efforts to improve and increase productivity.
Sales	In order to accurately respond to diversifying customer needs, it is necessary to promote market analysis and the planning and execution of sales strategies.
Finance	In order to promote growth investments aimed at improving corporate value and to realize appropriate shareholder returns, it is necessary to conduct accurate financial reporting and promote the formulation of capital policies and structures based on management strategies.

Proposal No. 4 Payment of Bonuses to Directors

The Company proposes to pay bonuses to three (3) Directors, excluding Outside Directors, who were incumbent at the end of the 78th fiscal year in the total amount of 48,967,300 yen based on the policy below, which was determined by the Board of Directors.

The submission of this proposal to this Ordinary General Meeting of Shareholders was deliberated and reported on by the Remuneration Committee, which is chaired by an Outside Director, and was concluded to be appropriate.

(Reference) Policy on Determining Bonuses

A proposal for the bonus amount for each Director (excluding Outside Directors) will be prepared based on factors such as consolidated operating income, which reflects the fundamental results of sales activities as a company, the business environment, the amount of bonuses paid to employees and the evaluation of each individual Director's activity, and decided by the Board of Directors upon deliberation and reporting by the Remuneration Committee, which is chaired by an Outside Director and was established as an advisory organization for the Board of Directors for the purpose of enhancing independence and transparency of decisions at meetings of the Board of Directors, and receiving approval for the total amount of bonus payments at the General Meeting of Shareholders.

Proposal No. 5 Revision of Remuneration for the Allotment of Transfer Restricted Shares to Directors (excluding Outside Directors)

With regard to the remuneration, etc., of the Directors of the Company, cash remuneration of up to 40 million yen per month was approved at the 68th Annual General Meeting of Shareholders held on June 10, 2015 (of which, the upper limit of the total remuneration of Outside Directors was set at up to 4 million yen per month at the 73rd Annual General Meeting of Shareholders held on June 10, 2020), and remuneration for the allotment of transfer restricted shares (“share-based remuneration”) of up to 40 million yen per year was approved at the 73rd Annual General Meeting of Shareholders held on June 10, 2020 (the total number of shares to be allotted to the Company’s Directors (excluding Outside Directors) shall be up to 40,000 shares in total per year), and these amounts remain unchanged to date.

Taking into account the changes in the business environment surrounding the Company, the Company would like to review the Directors’ remuneration system for the Company’s Directors (excluding Outside Directors) and increase the proportion of share-based remuneration in the total remuneration of Directors (excluding Outside Directors) with the aim of further sharing value with shareholders, while improving medium- to long-term corporate value, strengthening corporate governance, and promoting management for sustainable growth.

Therefore, as shown in the table below, the Company would like to change the total amount of share-based remuneration to be paid to Directors (excluding Outside Directors) to a maximum of 70 million yen per year, and the total number of allotted shares of the Company to a maximum of 70,000 shares per year, respectively.

In addition, after deliberations and recommendations by the Remuneration Committee, chaired by an outside director and established as an advisory body to the Board of Directors to increase the independence and transparency of decisions made by the Board of Directors, the Company has revised the Director Remuneration Determination Policy at the Board of Directors meeting held on May 14, 2025, on the condition that this proposal is approved and adopted as originally proposed at this Annual General Meeting of Shareholders. The Company has determined that this proposal is in line with that policy and appropriate.

If Proposal No. 1 is approved and adopted as originally proposed, the number of Directors (excluding Outside Directors) who will be eligible for payment of share-based remuneration will be three (3).

(The proposed amendment is underlined)

	Present	Proposed Amendment
Total amount of share-based remuneration	Up to 40 million yen per year	Up to <u>70</u> million yen per year
Total number of shares to be allotted	Up to 40,000 shares per year	Up to <u>70,000</u> shares per year

Information

Information on Corporate Officers

The Corporate Officers to be in office following the conclusion of this Ordinary General Meeting of Shareholders are as follows:

Name	Position, responsibility, and significant concurrent positions outside the Company following the conclusion of this Ordinary General Meeting of Shareholders
Hiroyoshi Ninoyu	President
Masahiko Sato	Executive Vice President
Katsuyuki Imaeda	Corporate Officer, General Manager of Production Engineering Center, responsible for CN/CE Promote Strategy Dept., responsible for BAMBOO+ Company
Kazuhiro Ikai	Corporate Officer [Significant concurrent positions outside the Company] President, TRAM Inc.; Chairman of the Board, TAC Manufacturing, Inc.; Chairman of the Board, TRMI Inc.; and Chairman of the Board, TRQSS, Inc.
Toshiki Nogami	Corporate Officer, Chief of Design Process Reformation
Taketoshi Sakurai	Corporate Officer, General Manager of Electronics Business Center, responsible for Special Project Business Development, and responsible for Energy Storage Systems Business Preparation Dept. [Significant concurrent positions outside the Company] Director and President of TOKAI RIKKA ADVANCED CO., LTD.
Koichiro Yamagishi	Corporate Officer, General Manager of Quality Assurance Center, responsible for DX Promotion Department and Information Systems Div.
Satoru Ishida	Corporate Officer, General Manager of Sales Group
Sumikazu Sasaki	Corporate Officer, General Manager of Corporate Group, responsible for Diversity Promotion Dept.
Yoshihiro Sato	Corporate Officer, General Manager of Plant Management Group, General Manager of Head Quarter Plant