

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 11, 2025

To Our Shareholders:

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

**NOTICE OF THE 34th ORDINARY GENERAL MEETING OF
SHAREHOLDERS**

Tomen Devices Corporation (the “Company”) is pleased to announce that it will hold its 34th 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 Wednesday, June 25, 2025**.

1. **Date and Time:** Thursday, June 26, 2025 at 10:00 a.m. (Japan Standard Time) (Reception will open at 9:00 a.m.)

2. **Venue:** **AP Tokyo Yaesu**
Address: 7th Floor KPP Yaesu Bldg., 1-10-7 Kyobashi, Chuo-ku, Tokyo
(Please note that the venue has changed from last year.)

3. **Purpose of the Meeting:**

Items to be reported:

1. Business Report and Consolidated Financial Statements for the 34th Term (from April 1, 2024 to March 31, 2025), 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 34th Term (from April 1, 2024 to March 31, 2025)

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. **Exercising of Voting Rights**

Please refer to "Guidance on Exercising Your Voting Rights" on next page

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/>)

Guidance on Exercising Your Voting Right

Exercise of voting rights via the Internet etc.:



Please access the website for exercising voting rights (<https://evote.tr.mufg.jp/> [in Japanese only]), use the “Login ID” and “Temporary Password” shown on the Voting Rights Exercise Form, and then indicate your approval or disapproval of each proposal by following the instructions on the screen. **Internet voting must be completed by 5:30 p.m. on Wednesday, June 25, 2025 (JST).**

Exercise of voting rights by mail (in writing):



Please review the Reference Documents for the General Meeting of Shareholders and return the Voting Rights Exercise Form with your votes by mail. **The completed form must reach us by 5:30 p.m. on Wednesday, June 25, 2025 (JST).**

Exercise of voting rights by attending the meeting:



If you attend the meeting, please submit the Voting Rights Exercise Form at the reception desk on the day of the meeting (Reception will open at 9:00 a.m.)

Date & time: Thursday, June 26, 2025 at 10:00 a.m. (Japan Standard Time)

(Reception will open at 9:00 a.m.)

Venue: AP Tokyo Yaesu

Address: 7th Floor KPP Yaesu Bldg., 1-10-7 Kyobashi, Chuo-ku, Tokyo

Please note:

1. If you do not indicate your vote for or against each of the proposals on the Voting Rights Exercise Form returned to us, we will treat your vote as a vote for the proposal with respect to the company proposals.
2. If you exercise your voting rights more than once via the internet, only the last vote shall be deemed effective
3. Your voting via the internet shall prevail, if you exercise your voting rights both in writing (by mail) and via the internet.

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 34th 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 ¥300 per common share of the Company.

In this event, the total dividends will be ¥2,040,275,400.

(3) Effective date of dividends of surplus

June 27, 2025

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.”

The criteria for determining the independence of the Company's independent external officers are based on the requirements for external directors and Audit & Supervisory Board Member stipulated in the Companies Act and the independence criteria stipulated by the Tokyo Stock Exchange. And the following are the qualities we look for in our independent external officers:

- A person with ability to demonstrate integrity and is able to proactively provide suggestions, proposals, and opinions on our management challenges.
- A person with management experience or, alternatively, a wealth of expertise in law, industry, etc.

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	President, General Manager of Sales Division	Reappointment Male
2	Nobumitsu Masuyama	Managing Director, General Manager of Corporate Administrative Division and General Manager of Human Resources & General Affairs Department	Reappoinmen Male
3	Hiroshi Nishimoto	Deputy General Manager of Sales Division and General Manager of Automotive Sales Unit	New Appointment Male
4	Tsuyoshi Yamada	-	New Appointment Male
5	Shohei Seko	-	New Appointment Male
6	Atsuko Honda	External Director	Reappoinmen Female External Independent
7	Tatsumi Maeda	External Director	Reappointment Male External Independent
8	Toshiyasu Asai	External Director	Reappointment Male External Independent
9	Taisei Koh	External Director	Reappointment Male External Independent

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	 <div style="display: flex; align-items: center; justify-content: space-between;"> <div style="flex: 1;"> <p>Kiyotaka Nakao (April 19, 1967)</p> <p>Years as Director: 6 years</p> </div> <div style="flex: 1; text-align: right;"> <p>Reappointment Male</p> </div> </div>	<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</p> <p>June 2024 President, General Manager of Sales Division (current position)</p> <p>(Significant Concurrent Positions)</p> <ul style="list-style-type: none"> • Director, ATMD Electronics (Hong Kong) Limited • Director, ITG Marketing, Inc. 	<p>Number of the Company's shares owned: 0</p> <p>Attendance at Board of Directors Meetings: 12 out of 12 times (100%)</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. If this proposal is approved, it is planned that the Board of Directors will appoint him as the Representative Director after the conclusion of this General Meeting.</p>

 Reappointment Male Nobumitsu Masuyama (June 1, 1967)	April 1990 Joined Long-Term Credit Bank of Japan (currently, SBI Shinsei Bank, Limited)
	June 1999 Joined The Yasuda Fire and Marine Insurance Co., Ltd. (currently, Sompo Japan Insurance Inc.)
	March 2002 Joined Toyota Tsusho Corporation
	April 2007 Group Leader, Consolidated Accounting Group, Accounting & Planning Department, Toyota Tsusho Corporation
	May 2011 Treasury Manager of Toyota Tsusho Europe SA (Belgium) (secondment)
	May 2016 Group Leader, Investment and Financing Business Group, Financial Department, Toyota Tsusho Corporation
	April 2017 General Manager of Financial Department, Toyota Tsusho Corporation
	May 2021 Senior Vice President and Treasurer & CFO, Toyota Tsusho America Inc. (New York) (secondment)
	April 2024 Toyota Tsusho America Inc. (New York) (secondment)
	May 2024 Corporate Administrative Division of the Company (current position)
	June 2024 Managing Director, General Manager of Corporate Administrative Division and General Manager of Human Resources & General Affairs Department (current position)
	(Significant Concurrent Positions)
	<ul style="list-style-type: none"> • Director, ATMD (Hong Kong) Limited (resignation scheduled for June 2025)
Number of the Company's shares owned: 0 Attendance at Board of Directors Meetings: 10 out of 10 times (100%)	
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 to continue as a candidate for Director.	

No.	Name (Date of Birth)	Career Summary, Position and Responsibilities in the Company, and Significant Concurrent Positions	
3	 <div style="display: flex; align-items: center; justify-content: space-between;"> <div style="flex: 1;"> <p>Hiroshi Nishimoto (August 24, 1975)</p> <p>New Appointment Male</p> </div> <div style="flex: 2;"> <p>March 1998 Joined TEAC Corporation</p> <p>November 2003 Joined the Company</p> <p>November 2008 Head of HDD Sales Promotion Dept.</p> <p>April 2009 Head of Storage Sales Promotion Dept.</p> <p>November 2009 Head of LED Sales Dept.</p> <p>September 2018 General Manager, ATMD ELECTRONICS (SHANGHAI) LIMITED</p> <p>April 2025 Deputy General Manager of Sales Division and General Manager of Automotive Sales Unit of the Company (current position)</p> <p>(Significant Concurrent Positions)</p> <ul style="list-style-type: none"> • Director, ATMD Electronics (Hong Kong) Limited (appointment scheduled for June 2025) </div> </div>	<p>Number of the Company's shares owned: 191 shares</p> <p>Reasons for nomination as a candidate for Director:</p> <p>Since joining the Company, Hiroshi Nishimoto has been engaged in semiconductor-focused business positions for many years and has contributed greatly to the expansion of the Company's overseas business since his secondment to ATMD ELECTRONICS (SHANGHAI) LIMITED, a subsidiary of the Company, in 2018. He possesses a deep understanding of business strategy formulation and execution in international markets, particularly in China, as well as the provision of products and services tailored to local needs. Given his extensive knowledge and experience in the sales department and overseas subsidiaries, we believe he can contribute to our growth strategy, and thus we have 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	 <div style="display: flex; align-items: center; justify-content: space-between;"> <div style="flex: 1;"> <p>Tsuyoshi Yamada (July 13, 1972)</p> <p>New Appointment Male</p> </div> </div>	<p>April 1995 Joined Toyota Tsusho Corporation</p> <p>April 2002 Toyota Tsusho Asia Pacific (Singapore) (secondment)</p> <p>November 2002 TT Network Integration Asia Pte. Ltd. (currently Toyota Tsusho Systems Singapore Pte., Ltd.) (secondment)</p> <p>October 2008 Toyota Tsusho India Pvt. Ltd. (secondment)</p> <p>July 2009 TT Network Integration India Pvt. Ltd. (currently Toyota Tsusho Systems India Pvt. Ltd.) (secondment)</p> <p>October 2010 Group Leader, Global Network Group, Information Industry Department, Toyota Tsusho Corporation</p> <p>October 2015 TT Network Integration Thailand Co., Ltd. (currently Toyota Tsusho Systems (Thailand) Co., Ltd.) (secondment)</p> <p>April 2018 General manager, Information Industry Department, Toyota Tsusho Corporation</p> <p>April 2020 General manager, Corporate Planning Department, Toyota Tsusho Corporation</p> <p>April 2023 Director, Managing Executive Officer, Eurus Energy Holdings Corporation</p> <p>April 2025 Director, NEXTY Electronics Corporation (current position)</p> <p>April 2025 Executive Officer, COO for Digital Solutions Division, Devices and Software Solutions SBU, Toyota Tsusho Corporation (current position)</p> <p>(Significant Concurrent Positions)</p> <ul style="list-style-type: none"> • Executive Officer, COO for Digital Solutions Division, Toyota Tsusho Corporation • Director, NEXTY Electronics Corporation • Director, Elematec Corporation (appointment scheduled for June 2025) 	
		<p>Number of the Company's shares owned: 0 shares</p> <p>Reasons for nomination as a candidate for Director:</p> <p>Since joining Toyota Tsusho Corporation, Tsuyoshi Yamada has worked at several overseas group companies and possesses extensive experience in promoting business abroad. Additionally, he has a wealth of experience and knowledge of corporate management, having served as a director in Toyota Tsusho Group companies, and based on this experience, we believe that he will be able to provide appropriate supervision and advice to the Board of Directors, and thus we have nominated him as a candidate for director.</p> <p>Limitation of liability:</p> <p>Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company plans to conclude agreement with Tsuyoshi Yamada 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	
5	 <div style="border: 1px solid black; padding: 2px; display: inline-block;"> New Appointment Male </div> <p>Shohei Seko (April 7, 1976)</p>	<p>April 1999 Joined Toyota Tsusho Corporation</p> <p>April 2006 Toyota Tsusho (Shanghai) Co., Ltd. (secondment)</p> <p>April 2011 Returned to Toyota Tsusho Corporation</p> <p>April 2017 Toyota Tsusho Electronics Corporation (currently NEXTY Electronics Corporation) (secondment)</p> <p>April 2018 Europe Region Chief, Toyota Tsusho NEXTY Electronics Europe GmbH (secondment)</p> <p>April 2022 Executive Officer, Head of Business Promotion Unit, NEXTY Electronics Corporation (secondment)</p> <p>April 2024 Director, Head of Business Promotion Unit, NEXTY Electronics Corporation</p> <p>April 2025 General Manager of Digital Solutions Planning Department, Digital Solutions Division, Toyota Tsusho Corporation (current position)</p> <p>(Significant Concurrent Positions)</p> <ul style="list-style-type: none"> · General Manager of Digital Solutions Planning Department, Digital Solutions Division, Toyota Tsusho Corporation 	<p>Number of the Company's shares owned: 0 shares</p> <p>Reasons for nomination as a candidate for Director: Since joining Toyota Tsusho Corporation, Shohei Seko has primarily been engaged in the electronic devices business and has served as an executive officer and director at the Toyota Tsusho group company. He possesses extensive knowledge and experience in the semiconductor industry, as well as insights into corporate management. Based on these experiences, we have determined that he is capable of providing appropriate oversight and advice to the Board of Directors, and therefore decided to nominate him as a candidate for Director.</p> <p>Limitation of liability: Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company plans to conclude agreement with Shohei Seko 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	 <div style="display: flex; justify-content: space-between; width: 100%;"> <div style="flex: 1;"> <p>Reappointment Female External Independent</p> <p>Atsuko Honda (December 10, 1969)</p> <p>Years as Director: 9 years</p> </div> <div style="flex: 1; padding-left: 20px;"> <p>October 1992 Passed judicial exam April 1993 Joined The Legal Training and Research Institute of Japan March 1995 Completed The Legal Training and Research Institute of Japan April 1995 Appointed Assistant Judge (Kyoto District Court) April 1997 Prosecutor with Litigation Department, Tokyo Legal Affairs Bureau April 1999 Tokyo District Court April 2000 Urawa District Court (currently Saitama District Court) April 2003 Tokyo Family District Court, Hachioji Branch (currently Tachikawa Branch) April 2005 Appointed judge (Fukuoka Family Court) August 2005 Voluntary retirement April 2010 Registered as attorney (Dai-Ichi Tokyo Bar Association), joined Anzai Law Office (current position) April 2016 Civil Conciliation Commissioners (Tokyo Summary Court) (current position) June 2016 External Director of the Company (current position) May 2017 Director, Japan Safe Driving Center (current position) June 2018 Director, Private Placement Services Association of Japan (current position) June 2020 Counselor, Japan Industrial Safety & Health Association (current position) May 2023 Representative member of Public Interest, Tokyo Regional Minimum Wage Council (current position) March 2024 Director (part-time), Yakult Dojin Association (current position)</p> <p>(Significant Concurrent Positions)</p> <ul style="list-style-type: none"> • Attorney, Anzai Law Office • Director, Japan Safe Driving Center • Director, Private Placement Services Association of Japan • Counselor, Japan Industrial Safety & Health Association • Representative Member of Public Interest, Tokyo Regional Minimum Wage Council • Director (part-time), Yakult Dojin Association </div> </div>	<p>Number of the Company's shares owned: 0 shares Attendance at Board of Directors Meetings: 12 out of 12 times (100%)</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 & 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	
7	 <div style="display: flex; justify-content: space-between; align-items: center;"> <div style="flex: 1;"> <p>Reappointment</p> <p>Male</p> <p>External</p> <p>Independent</p> <p>Tatsumi Maeda (January 1, 1953)</p> <p>Years as Director: 4 years</p> </div> <div style="flex: 1; padding-left: 20px;"> <p>March 1975 Joined Kyoto Ceramic Co., Ltd. (currently Kyocera Corporation)</p> <p>June 2001 Director, Kyoto Ceramic Co., Ltd.</p> <p>June 2003 Executive Officer and Managing Director, Kyoto Ceramic Co., Ltd.</p> <p>April 2007 Executive Officer and Senior Managing Director, Kyoto Ceramic Co., Ltd.</p> <p>June 2008 Director, Executive Officer and Senior Managing Director, Kyoto Ceramic Co., Ltd.</p> <p>April 2009 Representative Director, Vice President and Executive Officer, Kyoto Ceramic Co., Ltd.</p> <p>April 2013 Representative Director and Vice Chairman, Kyoto Ceramic Co., Ltd.</p> <p>June 2017 Advisor, Kyoto Ceramic Co., Ltd.</p> <p>June 2019 External Member of the Board, Elematec Corporation (current position)</p> <p>June 2021 External Director of the Company (current position)</p> <p>(Significant Concurrent Positions)</p> <ul style="list-style-type: none"> • External Member of the Board, Elematec Corporation (Resignation scheduled for June 2025) </div> </div>	<p>Number of the Company's shares owned: 0 shares</p> <p>Attendance at Board of Directors Meetings: 12 out of 12 times (100%)</p> <p>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>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 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	
	 <div> <p>Reappointment Male External Independent</p> <p>Toshiyasu Asai (July 13, 1955)</p> <p>Years as Director: 3 years</p> </div>	<p>April 1978 Joined Nippon Denso Co., Ltd. (currently Denso Corporation)</p> <p>August 2009 President of Denso Mexico</p> <p>January 2012 Head of Telecommunication Department and Executive Specialist, Denso Mexico</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, DENSO TEN Limited</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: 12 out of 12 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	 <div style="display: flex; justify-content: space-between; align-items: center;"> <div style="flex: 1;"> <p>Taisei Koh (December 4, 1971)</p> <p>Years as Director: 3 years</p> </div> <div style="flex: 1; text-align: right;"> <p>Reappointment Male External Independent</p> </div> </div>	<p>July 1995 Passed the second stage examination of certified public accountants, and joined Aoyama Audit Corporation</p> <p>September 1997 Joined Asahi Audit Corporation (currently KPMG AZSA LLC)</p> <p>September 1999 Registered as a certified public accountant</p> <p>November 2000 Assigned to the Atlanta Office of Arthur Andersen LLP</p> <p>December 2002 Assigned to KPMG Samjong Accounting Corp. (Korea)</p> <p>August 2006 Joined Gravity Co., Ltd, (Korea) as Director in charge of financial matters</p> <p>November 2007 Established Starsia Co., Ltd. and took office as Representative Director (current position)</p> <p>December 2007 Established Starsia Consulting Co., Ltd. (Korea) and took office as Representative Director (current position)</p> <p>October 2020 Established Starsia Accounting Tax Corporation as Partner (current position)</p> <p>September 2021 Established CaN International, an audit firm, as Senior Partner (current position)</p> <p>April 2022 Secretary of the Tokyo Chapter of the Japanese Institute of Certified Public Accountants (current position)</p> <p>June 2022 External Director of the Company (current position)</p> <p>(Significant Concurrent Positions)</p> <ul style="list-style-type: none"> • 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 (resignation scheduled for June 2025) 	
<p>Number of the Company's shares owned: 0 shares</p> <p>Attendance at Board of Directors Meetings: 12 out of 12 times (100%)</p> <p>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>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 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.
 - “Reappointment” Candidates for Directors to be reappointed
 - “New Appointment” Candidates for Directors to be newly appointed
 - “External” Candidates for External Directors
 - “Independent” 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, Tsuyoshi Yamada and Shohei Seko 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

Atsushi Shimizu, the Audit & Supervisory Board Member, will resign due to resignation at the time of the closing of this Ordinary General Meeting of Shareholders. Therefore, the Company hereby proposes that one (1) Audit & Supervisory Board Member be elected.

We have obtained the consent of the Audit & Supervisory Board 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	
 <div style="display: flex; align-items: center; justify-content: space-between;"> <div style="flex: 1; padding-right: 10px;"> <div style="background-color: #80c080; padding: 2px 5px; border-radius: 5px; display: inline-block;">New Appointment</div> <div style="border: 1px solid #ccc; padding: 2px 5px; border-radius: 5px; display: inline-block; margin-top: 5px;">Male</div> </div> <div style="flex: 1;"> <p>Tadashi Okamoto (February 15, 1966)</p> </div> </div>	April 1989	Joined Tomen Corporation (currently Toyota Tsusho Corporation)
	September 1994	Manila Branch, Tomen Corporation
	June, 2003	PT. Styrindo Mono Indonesia (secondment)
	April 2012	Director, General Manager of Corporate Division, Toyota Tsusho India Pvt. Ltd. (secondment)
	April 2016	Group Leader, Food & Lifestyle Accounting Group, Business Accounting Department, Toyota Tsusho Corporation
	April 2019	Group Leader, Internal Control Administration Group, Audit Department, Toyota Tsusho Corporation
	December 2020	Toyota Tsusho Myanmar Co., Ltd. (secondment)
	April 2023	Director, General Manager of Corporate Division, Toyota Tsusho (Malaysia) Sdn. Bhd. (secondment)
	April 2025	Internal Audit Department, the Company (Significant Concurrent Positions)
		• Audit & Supervisory Board Member (part-time), Elematec Corporation (appointment scheduled for June 2025)

Number of the Company's shares owned: 0 shares

Reasons for nomination as a candidate for Audit & Supervisory Board Member:

Since joining Tomen Corporation (currently Toyota Tsusho Corporation), Tadashi Okamoto has primarily engaged in accounting and finance operations. He has served as the Director and General Manager of Corporate Division at group companies of Toyota Tsusho Corporation, demonstrating his expertise in finance and accounting, as well as his insights into corporate management. Additionally, he has held the position of Group Leader in the Internal Control Administration Department at Toyota Tsusho Corporation, where he gained valuable knowledge in auditing practices. Based on these experiences and his professional expertise, we believe he is well-qualified to conduct appropriate audits, and we, therefore, request his election.

Limitation of liability:

Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Tadashi Okamoto 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 meaning of the term in the table is as follows:

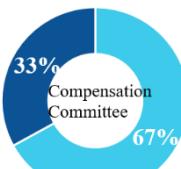
“New Appointment” Candidates for Audit & Supervisory Board Member to be newly appointed

2. There is no special interest between the candidate for Audit & Supervisory Board Member and the Company.

3. Position and responsibilities of candidate Tadashi Okamoto 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.”

(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(s) to be appointed	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
Director									
Kiyotaka Nakao	· Appointment	○	○		○		○	○	
Nobumitsu Masuyama	· Compensation	○		○		○	○	○	
Hiroshi Nishimoto		○	○					○	
Tsuyoshi Yamada		○	○	○	○		○	○	
Shohei Seko	· Appointment · Compensation	○	○		○			○	
Atsuko Honda (External)	· Appointment · Compensation · Special					○	○		
Tatsumi Maeda (External)	· Appointment · Compensation · Special	○	○		○			○	
Toshiyasu Asai (External)	· Appointment · Compensation · Special	○	○		○			○	
Taisei Koh (External)	· Appointment · Compensation · Special	○		○			○	○	
Audit & Supervisory Board Member									
Tadasih Okamoto		○		○		○	○	○	
Jun Yamada (External)	· Special			○			○	○	
Keita Gyouten (External)	· Special	○	○	○	○			○	

· Appointment : Appointment Committee

· Compensation : Compensation Committee

· Special : Special Committee

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

