



November 20, 2025

To whom it may concern:

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Name of Representative: Katsumi Saito, President
(Securities code: 7282; Tokyo Prime Market and Nagoya Premier Market)
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Notice Concerning Secondary Offering of Shares

Toyoda Gosei Co., Ltd. (the “**Company**”) hereby announces the secondary offering of its common stock (the “**Secondary Offering**”) pursuant to a resolution of the Board of Directors as of November 20, 2025.

In the process of considering ideal shareholder composition toward enhancement of corporate value, the Company has engaged in continuous discussions with its shareholders on the structure of the capital relationship. The Company and Toyota Motor Corporation (“**Toyota Motor**”) reached an agreement to decrease the voting rights ratio to around 20.0% (in the case of exercise of all of the Green Shoe Option). Also, the Company confirmed that Sumitomo Mitsui Banking Corporation intends to sell the Company’s shares. Thus, the Company decided to conduct the Secondary Offering.

Furthermore, the Company has resolved to repurchase its shares up to 50 billion yen and 10,000,000 shares, with an aim of mitigating the impacts of the Secondary Offering on the supply and demand for the Company’s shares, as well as reinforcing shareholder returns and improving capital efficiency. In addition, the Company has resolved today to cancel all of such shares repurchased. For details, please refer to the “Notice Concerning the Matters of Stock Repurchase and Cancellation of Treasury Shares” announced today.

Note: This press release does not constitute an investment solicitation for any securities for sale. This press release has been prepared for the purpose of publicly announcing a secondary offering and concurrent repurchase of shares of the Company, and not for the purpose of soliciting investment or engaging in any other similar activities within or outside Japan. With respect to investments in the shares of common stock of the Company, investors are advised to do so based on their sole judgement after reviewing the Prospectus on the Offering of Shares and amendments thereto, if any, prepared by the Company. This press release does not constitute a solicitation for sale of securities in the United States. The shares of common stock of the Company have not been and will not be registered under the United States Securities Act of 1933, as amended (the “United States Securities Act”) and may not be offered or sold in the United States absent registration or an exemption from registration under the United States Securities Act. No securities will be publicly offered in the United States regarding this matter.

1. Secondary Offering by way of Purchase and Subscription by the Underwriters

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|-------------------------------------|---|---|------|--------------------------------|--------------------------|-------------------|-------------------------------------|------------------|
| (1) | Class and number of shares to be offered | 29,746,000 shares of common stock of the Company | | | | | | |
| (2) | Selling shareholders and number of shares to be offered | <table border="0"><tr><td style="text-align: center;">Name</td><td style="text-align: center;">Number of shares to be offered</td></tr><tr><td>Toyota Motor Corporation</td><td>25,538,200 shares</td></tr><tr><td>Sumitomo Mitsui Banking Corporation</td><td>4,207,800 shares</td></tr></table> | Name | Number of shares to be offered | Toyota Motor Corporation | 25,538,200 shares | Sumitomo Mitsui Banking Corporation | 4,207,800 shares |
| Name | Number of shares to be offered | | | | | | | |
| Toyota Motor Corporation | 25,538,200 shares | | | | | | | |
| Sumitomo Mitsui Banking Corporation | 4,207,800 shares | | | | | | | |
| (3) | Selling price | Undetermined. (The selling price will be determined in accordance with the method stated in Article 25 of the Regulations Concerning Underwriting, Etc., of Securities of the Japan Securities Dealers Association, based on the provisional pricing terms calculated by multiplying the closing price of common stock of the Company in ordinary transaction on the Tokyo Stock Exchange, Inc. on a certain date between Monday, December 1, 2025 and Thursday, December 4, 2025 (the “Pricing Date”) (or, if no closing price is quoted on the Pricing Date, the closing price of the immediately preceding day) by a number ranging between 0.90 and 1.00 (with any fraction less than one yen being rounded down to the nearest whole yen if such price exceeds 3,000 yen, and any fraction less than 0.5 yen being rounded down to 0.5 yen if such price is 3,000 yen or below), and by taking into account market demand, etc.) | | | | | | |
| (4) | Method of secondary offering | <p>The offering shall be a secondary offering by way of purchase and subscription of all shares by an underwriting syndicate (the “Underwriters”).</p> <p>In addition, a part of the shares to be offered through Secondary Offering by way of Purchase and Subscription by the Underwriters may be sold to overseas investors in overseas markets mainly in Europe and Asia (excluding the United States and Canada).</p> | | | | | | |
| (5) | Share delivery date | A day that falls after the fifth business day following the Pricing Date. | | | | | | |
| (6) | Deposits for subscription | Deposits for subscription shall be the same as the selling price per share. | | | | | | |
| (7) | Unit of shares for subscription | 100 shares | | | | | | |

2. Secondary Offering by way of Over-allotment

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| (1) | Class and number of shares to be offered | <p>4,461,800 shares of common stock of the Company</p> <p>The number of shares above is the maximum number of shares to be offered, and may decrease or the Secondary Offering by way of Over-allotment itself may be cancelled, depending on market demand. The</p> |
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- number of shares to be offered will be determined on the Pricing Date, after taking market demand into consideration.
- (2) Selling shareholder Nomura Securities Co., Ltd.
 - (3) Selling price Undetermined (The selling price will be determined on the Pricing Date. Further, the selling price will be the same as the selling price in the Secondary Offering by way of Purchase and Subscription by the Underwriters.)
 - (4) Method of secondary offering After consideration of the market demand for the Secondary Offering by way of Purchase and Subscription by the Underwriters, Nomura Securities Co., Ltd. will offer the shares of common stock of the Company, which will be borrowed from Toyota Motor Corporation (stock lender), a shareholder of the Company (the maximum number being 4,461,800 shares).
 - (5) Share delivery date The share delivery date shall be the same as the share delivery date in the Secondary Offering by way of Purchase and Subscription by the Underwriters.
 - (6) Deposits for subscription Deposits for subscription shall be the same as the selling price per share.
 - (7) Unit of shares for subscription 100 shares

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