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Securities Code: 6470

June 4, 2024

To Shareholders with Voting Rights:

Toshio Niimi

President

TAIHO KOGYO CO., LTD.

3-65, Midorigaoka, Toyota-City, Aichi, Japan

Notice of the 118th Ordinary General Meeting of Shareholders

Dear Shareholders

We would like to express our appreciation for your continued support and patronage.

The 118th Ordinary General Meeting of Shareholders (the “Meeting”) of TAIHO KOGYO CO., LTD. (the “Company”) will be held for the purposes as described below.

We encourage you to 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 5:00 p.m. Japan time on Wednesday, June 19, 2024

1. Date and Time: Thursday, June 20, 2024 at 10:00 a.m. Japan time

2. Place: The Technical Center located at 2-47, Hosoya-cho, Toyota-City, Aichi, Japan

3. Meeting Agenda:

Reports

1. Business Report and Consolidated Financial Statements as well as Results of the Audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board for the 118th Fiscal Term (April 1, 2023 - March 31, 2024)
2. Non-Consolidated Financial Statements for the 118th Fiscal Term (April 1, 2023 - March 31, 2024)

Resolutions

Proposal No. 1: Election of Five (5) Directors

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

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Election of Five (5) Directors

The terms of office of all five (5) Directors will expire at the conclusion of this General Meeting of Shareholders.

Therefore, the Company proposes the election of five (5) Directors.

The candidates for Director are as follows:

No.	Name	Current position
1	[Reappointment] Toshio Niimi	Representative Director, President
2	[Reappointment] Shigeki Awazu	Representative Director
3	[Reappointment] Tomohiro Kano	Representative Director
4	[Reappointment] [Outside] [Independent] Kunio Sato	Director
5	[Reappointment] [Outside] [Independent] Yoshiro Iwai	Director

No.	Name (Date of birth)	Career summary, positions and responsibilities	Number of the Company's shares held
1	Toshio Niimi (January 12,1962) [Reappointment]	<p>April 1984 Joined Toyota Motor Corporation</p> <p>January 2009 General Manager of Interior and Exterior Production Engineering Div.</p> <p>April 2013 General Manager of Production Engineering Planning Div.</p> <p>April 2017 Senior General Manager of the Production Engineering Planning Field; Plant General Manager of Hirose</p> <p>January 2018 Plant General Manager of Honsha, Hirose and Kinuura Plants</p> <p>January 2021 Executive Vice President of Toyota Motor North America, Inc.</p> <p>January 2023 Appointed Executive Officer of the Company</p> <p>June 2023 Appointed Representative Director, President;to present</p> <p>[Reason for nomination as a candidate for Director] Mr. Toshio Niimi has experience in production engineering and production divisions at Toyota Motor Corporation in Japan and overseas. And he has management experience in overseas company. He is nominated as a candidate for director in the belief that he has been leading the management team as the company's representative director and president since 2023 utilizing his wealth of experience and broad knowledge, and his excellent management skills and leadership will continue to be reflected in the management of the company.</p>	6,800
2	Shigeki Awazu (March 21,1964) [Reappointment]	<p>April 1986 Joined the Company</p> <p>January 2009 General Manager of Corporate Planning Div.</p> <p>June 2012 President of Taiho Corporation of America</p> <p>June 2014 Appointed Executive Officer of the Company</p> <p>June 2023 Appointed Representative Director; to present</p> <p>[Reason for nomination as a candidate for Director] Mr. Shigeki Awazu has experience and achievements in all aspects of the Company's business, in addition to deep knowledge of the Company's overall management divisions, including the sales and corporate planning divisions, as well as the overseas bases. He is nominated as a candidate for director in the belief that his wealth of experience, knowledge, and insight will continue to be reflected in the management of the Company.</p>	26,000

No.	Name (Date of birth)	Career summary, positions and responsibilities	Number of the Company's shares held
3	Tomohiro Kano (October 2,1962) [Reappointment]	<p>April 1987 Joined Toyota Motor Corporation</p> <p>January 2007 Project General Manager of Engine Technology Div. II</p> <p>November 2007 Project General Manager of Engine Project Promotion Div.</p> <p>January 2013 Project General Manager of Engine Design Div.</p> <p>April 2013 Project General Manager of TNGA Planning Div.</p> <p>April 2016 Group Manager of Corporate Strategy Div.</p> <p>January 2017 Senior General Manager of the Company</p> <p>June 2017 Appointed Executive Officer of the Company</p> <p>June 2023 Appointed Representative Director; to present</p> <p>[Reason for nomination as a candidate for Director] Mr. Tomohiro Kano has experience and achievements in the technology division, mainly in engine development, at Toyota Motor Corporation and the Company. He is nominated as a candidate for director in the belief that his wealth of experience, knowledge, and insight will continue to be reflected in the management of the Company.</p>	9,400

No.	Name (Date of birth)	Career summary, positions and responsibilities	Number of the Company's shares held
4	Kunio Sato (January 20,1955) [Reappointment] [Outside] [Independent]	<p>September 2009 Counselor of Investment Banking Supervisory Division, Sumitomo Mitsui Banking Corporation</p> <p>April 2010 Managing Executive Officer of Nikko Cordial Securities Inc. (now SMBC Nikko Securities Inc.)</p> <p>April 2011 Managing Executive Officer, Nagoya Representative</p> <p>March 2012 Senior Managing Executive Officer, Nagoya Representative; Head of Nagoya Business & Corporate Division</p> <p>March 2014 Senior Managing Director, Nagoya Representative; Head of Nagoya Business & Corporate Division</p> <p>July 2016 Special Advisor</p> <p>April 2017 Appointed Outside Director of BESTERRA CO., LTD. Appointed Director of Good Insurance Service Inc.; to present</p> <p>June 2017 Appointed Outside Director of the Company; to present</p> <p>October 2021 Appointed Outside Corporate Auditor of Chuo Electric Power Co., Ltd.</p> <p>December 2022 Appointed Outside Corporate Auditor of Tear Corporation; to present</p> <p>June 2023 Appointed Outside Corporate Auditor of AUTOWAVE CO.,LTD.; to present</p> <p>[Reason for nomination as a candidate for Outside Director and overview of expected roles] Mr. Kunio Sato has many years of management experience in the banking and securities industries. He is nominated as a candidate for outside director in the belief that he will continue to provide accurate advice on the Company's management and strategies based on his wealth of experience and deep insight into management in general.</p>	0

No.	Name (Date of birth)	Career summary, positions and responsibilities	Number of the Company's shares held
5	Yoshiro Iwai (September 16,1949) [Reappointment] [Outside] [Independent]	<p>October 1991 Professor of Faculty of Engineering, University of Fukui</p> <p>May 2010 Appointed Outside Director of Palmeso Co., Ltd.; to present</p> <p>April 2012 Dean of Graduate School of Engineering and Faculty of Engineering, University of Fukui</p> <p>April 2013 Director (Research and International Affairs) and Vice President</p> <p>April 2016 Director (Research, Industry-Academia-Society Collaboration) and Vice President</p> <p>April 2019 Professor Emeritus Specially Appointed Professor of Industry-Academia-Government Collaboration</p> <p>June 2020 Appointed Outside Director of the Company; to present</p> <p>April 2024 Appointed Visiting Professor of Industry-Academia-Government Collaboration, University of Fukui; to present</p> <p>[Reason for nomination as a candidate for Outside Director and overview of expected roles]</p> <p>Mr. Yoshiro Iwai has academic expertise in the field of tribology and organizational management. Although he has never been directly involved in corporate management in the past he is nominated as a candidate for outside director in the belief that he will continue to provide accurate advice on the Company's management and strategies based on his wealth of experience and deep insight.</p>	0

Notes: 1. There are no special interests between each candidate and the Company.

2. Mr. Kunio Sato and Mr. Yoshiro Iwai are candidates for outside director. The Company has designated both candidates as independent officers who are free from any conflict of interest with general shareholders and has notified the stock exchange, and plans to appoint them as independent officers if they are elected.

3. Mr. Kunio Sato and Mr. Yoshiro Iwai are currently outside directors of the Company, and their terms of office as outside directors will be 7 years and 4 years, respectively, at the conclusion of this General Meeting of Shareholders.

4. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has executed agreements with Mr. Kunio Sato and Mr. Yoshiro Iwai to limit their liability for damages under Article 423, Paragraph 1 of the said Act. The maximum amount of liability for damages under the said agreement is the minimum liability amount stipulated by laws and ordinances, and if the reappointment of Mr. Kunio Sato and Mr. Yoshiro Iwai, candidates for outside directors, is approved at this General Meeting of Shareholders, the Company plans to continue the said agreement with them.

5. The Company has executed a directors and officers liability insurance policy with an insurance company covering directors, corporate auditors, and Executive Officers as insured, which will be

renewed in July 2024. Upon approval of their election under this Agenda, each person shall continue to be insured.

The policy compensates the insured for damages and litigation costs incurred by the insured as a result of claims for damages arising out of acts (including acts of negligence) committed by the insured in connection with their duties as Director or Officer of the Company; provided, however, that the policy does not cover criminal acts such as bribery, or damages incurred by Officers' intentional illegal acts, thereby ensuring that proper execution of duties by Directors, etc., is not compromised. The insurance premiums are borne entirely by the Company.

(Reference)

<Composition of the Audit & Supervisory Board>

The composition of the Audit & Supervisory Board will be as follows.

Name	Current position
[Incumbent] Nanahiro Funakoshi	Standing Audit & Supervisory Board Member
[Incumbent] [Outside] Takami Kato	Audit & Supervisory Board Member
[Incumbent] [Outside] [Independent] Sachiko Enomoto	Audit & Supervisory Board Member

At the conclusion of this General Meeting of Shareholders, Corporate Auditor Kiyoshi Ikeda and Hidekuni Hashizume will retire due to resignation. The Company has determined that the effectiveness of audits by Corporate Auditors can be continued to ensure considering the current status that our audit framework which the cooperation with the internal audit department is included in, the number of Corporate Auditors will be three (3) decreasing two (2) members.

(Reference)

If Proposal No. 1 is approved as originally proposed, the skills and experiences held by the Directors and Audit & Supervisory Board Member of the Company are as follows:

Name	Position	Corporate Management	Technology and Development	Production Engineering and Manufacturing	Finance and Accounting	Sales and Purchasing	Global (International Experience)	Governance (Internal Control)
Toshio Niimi	Director	○		○			○	○
Shigeki Awazu	Director	○			○	○	○	○
Tomohiro Kano	Director	○	○					
Kunio Sato	Outside Director	○			○	○		○
Yoshiro Iwai	Outside Director		○				○	○
Nanahiro Funakoshi	Auditor				○		○	○
Takami Kato	Outside Auditor			○		○	○	
Sachiko Enomoto	Outside Auditor	○			○		○	○

*The above list does not represent all the knowledge possessed by the candidates.

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

In the event that the number of audit & supervisory board members falls below the required number stipulated by laws and regulations, the Company proposes the election of one (1) substitute auditor in advance to fill the vacancy of auditor Mr. Nanahiro Funakoshi. In case of the substitute corporate auditor will be appointed as the corporate auditor, the appointed term shall be the remaining term of the predecessor. And, the effect of this resolution will be remained until the start of the next General Meeting of Shareholders, however it could be rescinded by resolution of the Board of Directors with the consent of the Board of Corporate Auditors only before assuming office as a Corporate Auditor.

Consent of the Board of Corporate Auditors for the submission of this Agenda has been obtained.

The candidates for Corporate Auditor are as follows:

Name (Date of birth)	Career summary, positions and responsibilities	Number of the Company's shares held
Yoji Nobukawa (July 4, 1961)	April 1984 Joined Toyota Motor Corporation July 2006 Manager of Kamigo Plant Cost Management Dept January 2015 Appointed Senior General Manager of the Company June 2018 Appointed Executive Officer of the Company; to present [Reason for nomination as a candidate for Substitute Audit & Supervisory Board Member] Mr. Yoji Nobukawa has extensive experience and knowledge in the Financial accounting division of the Company and Toyota Motor Corporation. He is nominated as a candidate for substitute corporate auditor in the belief that his extensive experience and knowledge will be reflected in the audits of the Company.	6,000

Notes: 1. There are no special interests between each candidate and the Company.

2. The Company has executed a directors and officers liability insurance policy with an insurance company covering directors, corporate auditors, and Executive Officers as insured, which will be renewed in July 2024. Upon approval of their election under this Agenda and Mr. Yoji Nobukawa will be appointed to the Company Auditor, the person shall continue to be insured.

The policy compensates the insured for damages and litigation costs incurred by the insured as a result of claims for damages arising out of acts (including acts of negligence) committed by the insured in connection with their duties as Director or Officer of the Company; provided, however, that the policy does not cover criminal acts such as bribery, or damages incurred by Officers' intentional illegal acts, thereby ensuring that proper execution of duties by Directors, etc., is not compromised. The insurance premiums are borne entirely by the Company.