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(Securities Code 7282)

May 29, 2024

(Starting Date of Measures for Providing Information in Electronic Formats: May 23, 2024)

To All Shareholders:

1 Haruhinagahata, Kiyosu, Aichi
TOYODA GOSEI CO., LTD.
President Katsumi Saito

NOTICE OF THE 101st ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholder,

Please be notified that the upcoming 101st Ordinary General Meeting of Shareholders of Toyoda Gosei Co., Ltd. (the "Company") will be held as stated below.

In lieu of attending the meeting, you can exercise your voting rights by paper ballot or by electromagnetic means (the Internet, etc.). Please review the enclosed Reference Documents and exercise your voting rights by no later than 5:15 p.m. on Wednesday, June 13, 2024 (Japan Time). Thank you very much for your cooperation.

1. Date and time: 10:00 a.m., Friday, June 14, 2024
(Reception start time: 9:00 a.m.)

2. Venue: Toyoda Gosei Memorial Gymnasium ENTRIO
1-16-4 Orizukitayama, Inazawa, Aichi

3. Agenda:

Reports:

- (1) Reports on business review and consolidated and non-consolidated financial statements for the 101st Fiscal Year (April 1, 2023 through March 31, 2024)
- (2) Report by the Accounting Auditor and the Audit & Supervisory Board on the audit results of the consolidated financial statements.

Resolutions:

- Proposed Resolution 1: Election of 10 Directors
- Proposed Resolution 2: Election of 2 Audit & Supervisory Board Members
- Proposed Resolution 3: Revision of Compensation Amount for Outside Directors

- The Company takes measures for providing information in electronic formats for the notice of the General Meeting of Shareholders, and the items for which the measures for providing information in electronic format are taken (reference materials for the General Meeting of Shareholders, business report, consolidated financial statements, financial statements, audit report, and other items) are posted on each of the following websites on the Internet. Please access any of those websites to confirm the contents.

The website of the Company (“Shareholders’ Meeting”)
<https://www.toyoda-gosei.co.jp/ir/shares/meeting/>



The website of Tokyo Stock Exchange (TSE)
<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>

Please access the website of TSE, and search by “Toyoda Gosei” or “Code (7282),” select “Basic information” and then “Documents for public inspection/PR information”



- The Company does not include the following items in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents, in accordance with laws, regulations and the Articles of Incorporation of the Company. The Audit & Supervisory Board Members and the Accounting Auditor have audited the documents that are subject to their audit, including the following items.
 - ✓ “Systems to Ensure Adequacy of Business and Overview of their Operational Status” in the Business Report
 - ✓ “Consolidated statement of changes in equity” and “Notes to the consolidated financial statements” in the the Consolidated Financial Statements
 - ✓ “Statement of changes in net assets” and “Notes to non-consolidated financial statements” in the Non-Consolidated Financial Statements
- In the event where revisions are necessary for the items for which the measures for providing information in electronic format have been taken, the information of such revisions will be posted on the above-mentioned respective website.
- The Company will post the results of resolutions by the General Meeting of Shareholders on its website instead of sending the written “Notice of Resolutions of the Ordinary General Meeting of Shareholders”.

The Company’s website: <https://www.toyoda-gosei.co.jp/>

Reference Documents


Proposed resolutions and reference matters

Proposed Resolution 1: Election of 10 Directors


All 8 Directors will retire upon the expiration of their term of office at the conclusion of this General Meeting of Shareholders. Accordingly, we hereby request that 10 Directors be elected (including 5 Outside Directors), representing an increase of 2 Outside Directors to enhance governance structure. This proposed resolution has been submitted to and reviewed by the Executive Appointment Committee, an advisory body to the Board of Directors. The candidates for the positions of Director are as follows:


No.	Name (birth date)	Current position	Current Responsibilities
1	Naoki Miyazaki (May 23, 1957) Re-appointed	Director	-
2	Katsumi Saito (May 11, 1965) Re-appointed	President	Chief Executive Officer (CEO)
3	Hiroshi Yasuda (October 5, 1959) Re-appointed	Executive Vice President	Chief Financial Officer (CFO), Chief Manufacturing Officer (CMO), Chief of Corporate Strategy Headquarters, Chief of Automotive Business Management Headquarters, Chief of Carbon Neutrality and Environment Promotion Division
4	Masaki Oka (February 20, 1962) Re-appointed	Director, Corporate Officer	Chief of General Administration and Human Resources Headquarters Chief of Audit Division
5	Mitsuhiro Nawashiro (December 24, 1966) Re-appointed	Director, Corporate Officer	Chief Technology Officer (CTO), Chief of Research and Development Headquarters
6	Mayumi Matsumoto (March 10, 1963) Re-appointed Outside Director Independent Director	Director	-
7	Takashi Wada (September 3, 1954) Re-appointed Outside Director Independent Director	Director	-
8	Masanori Furukawa (June 26, 1952) Newly Appointed Outside Director Independent Director	-	-
9	Shigeki Maeda (November 1, 1955) Newly Appointed Outside Director Independent Director	-	-
10	Makoto Aou (July 27, 1974) Newly Appointed Outside Director Independent Director	-	-


No.	Name (birth date)	Brief career summary, position and main areas of responsibility at the Company, and important concurrent duties	Number of the Company's shares owned
1	 Naoki Miyazaki (May 23, 1957) Re-appointed	April 1980 Joined Toyota Motor Co., Ltd. June 2008 Managing Officer of Toyota Motor Corporation April 2013 Senior Managing Officer of Toyota Motor Corporation April 2014 Adviser of the Company June 2014 Executive Vice President of the Company June 2015 President of the Company June 2020 Chairman of the Company June 2021 Director of the Company (to the present)	22,819shares Attendance at Board of Directors Meetings 13/13(100%) Number of years served as a director
		(Important concurrent duties) Vice Chairman of Toyota Boshoku Corporation (Scheduled to retire in June 2024) Outside Audit & Supervisory Board Member of Hino Motors, Ltd.	10 years (Upon the conclusion of this General Meeting of Shareholders)
Reason for nomination as candidate for Director			
Mr. Naoki Miyazaki holds many years of experience in corporate management, having served as a Senior Managing Officer of Toyota Motor Corporation and also, since 2014, as an Executive Vice President, President and Chairman of the Company. We therefore re-nominate him as a candidate to become a Director as we expect him to reflect his extensive experience and high-level insight on the Company's management.			


No.	Name (birth date)	Brief career summary, position and main areas of responsibility at the Company, and important concurrent duties	Number of the Company's shares owned
2	 Katsumi Saito (may 11, 1965) Re-appointed	April 1988 Joined the Company June 2018 Corporate Officer of the Company (retired in June 2019 due to changes in the board system) June 2022 Corporate Officer of the Company June 2023 President of the Company (to the present)	7,945 shares Attendance at Board of Directors Meetings 11/11(100%) Number of years served as a director
		(Areas of responsibility at the Company) CEO	1 year (Upon the conclusion of this General Meeting of Shareholders)
Reason for nomination as candidate for Director			
Mr. Katsumi Saito holds experience working in the administration area and corporate planning area of the Company, served as a management member of domestic and overseas subsidiaries and also, as a President of the Company from 2023. We therefore re-nominate him as a candidate to become a Director as we expect him to reflect his extensive experience and high-level insight on the Company's management.			


No.	Name (birth date)	Brief career summary, position and main areas of responsibility at the Company, and important concurrent duties	Number of the Company's shares owned
3	 Hiroshi Yasuda (October 5, 1959) Re-appointed	April 1982 Joined the Company June 2012 Corporate Officer of the Company June 2016 Director, Managing Officer of the Company June 2018 Director, Senior Managing Officer of the Company June 2019 Director, Corporate Officer of the Company June 2023 Executive Vice President of the Company (to the present)	14,054 shares
			Attendance at Board of Directors Meetings
			13/13(100%)
			Number of years served as Director
			8 years (Upon the conclusion of this General Meeting of Shareholders)
Reason for nomination as candidate for Director			
Mr. Hiroshi Yasuda holds experience working mainly on safety systems products in the production engineering division of the Company, served as a management member of an overseas subsidiary, and has been involved in corporate management as a Director of the Company from 2016. We therefore re-nominate him as a candidate to become a Director as we expect him to reflect his extensive experience and high-level insight on the Company's management.			


No.	Name (birth date)	Brief career summary, position and main areas of responsibility at the Company, and important concurrent duties	Number of the Company's shares owned
4	 Masaki Oka (February 20, 1962) Re-appointed	April 1985 Joined Toyota Motor Corporation January 2014 General Manager of Affiliated Companies Finance Dept. of Toyota Motor Corporation January 2015 Adviser of the Company June 2015 Corporate Officer of the Company June 2018 Director, Managing Officer of the Company June 2019 Director, Corporate Officer of the Company (to the present)	23,606 shares
			Attendance at Board of Directors Meetings
			13/13(100%)
			Number of years served as Director
			6 years (Upon the conclusion of this General Meeting of Shareholders)
Reason for nomination as candidate for Director			
Mr. Masaki Oka holds experience working in the finance & accounting area of Toyota Motor Corporation and the Company and has been involved in corporate management as a Director of the Company from 2018. We therefore re-nominate him as a candidate to become a Director as we expect him to reflect his extensive experience and high-level insight on the Company's management.			


No.	Name (birth date)	Brief career summary, position and main areas of responsibility at the Company, and important concurrent duties	Number of the Company's shares owned	
5	 Mitsuhiro Nawashiro (December 24, 1966) Re-appointed	September 1997 June 2018	Joined the Company Corporate Officer of the Company (retired in June 2019 due to changes in the board system)	5,151 shares
		June 2021 June 2023	Corporate Officer of the Company Director, Corporate Officer of the Company (to the present)	Attendance at Board of Directors Meetings
				11/11(100%)
			(Areas of responsibility at the Company) CTO, Chief of Research and Development Headquarters	Number of years served as Director
				1 year (Upon the conclusion of this General Meeting of Shareholders)
Reason for nomination as candidate for Director				
Mr. Mitsuhiro Nawashiro holds experience working in the technical development area, corporate planning area and new business development area of the Company, served as a management member of an overseas subsidiary and also, as a Director of the Company from 2023. We therefore re-nominate him as a candidate to become a Director as we expect him to reflect his extensive experience and high-level insight on the Company's management.				

No.	Name (birth date)	Brief career summary, position and main areas of responsibility at the Company, and important concurrent duties	Number of the Company's shares owned
6	 <p data-bbox="272 790 523 943">Mayumi Matsumoto (March 10, 1963) Re-appointed Outside Director Independent Director</p>	October 1987 News Anchor of TV Asahi Corporation	0 shares
		April 1993 News Anchor of NHK (Japan Broadcasting Corporation)	Attendance at Board of Directors Meetings
		July 2003 News Reporter managed by HoriPro Inc. (resigned in April 2009)	
		May 2008 Cooperative Researcher of Research Center for Advanced Science and Technology, the University of Tokyo	13/13(100%)
		May 2009 Project Researcher of Research Center for Advanced Science and Technology, the University of Tokyo	Number of years served as Director
		April 2011 Senior Fellow and Director of the International Environment and Economy Institute (IEEI) (to the present)	
		April 2013 Visiting Associate Professor of Special Division of Environment and Energy Science, Komaba Organization for Educational Excellence (KOMEX), the University of Tokyo (to the present)	5 years (Upon the conclusion of this General Meeting of Shareholders)
		July 2017 Director of Japan Council for Renewable Energy (JCRE) (to the present)	
June 2019 Director of the Company (to the present) (Important concurrent duties) Visiting associate professor of KOMEX, the University of Tokyo Senior Fellow and Director of the International Environment and Economy Institute (IEEI) Director of Japan Council for Renewable Energy (JCRE)			
Reason for nomination as candidate for Outside Director and expected roles			
<p data-bbox="261 1220 1473 1344">The reason why we nominated Ms. Mayumi Matsumoto as a candidate for Outside Director is that she holds experience working as a news anchor and researcher in the broad fields of social issues, environment and energy. We expect her to continue to supervise the management of the Company and offer advice based on her extensive experience and high-level insight.</p> <p data-bbox="261 1344 1473 1433">While she has not been involved in corporate management other than having served as an outside director or an outside audit & supervisory board member in the past, we believe that she would adequately fulfill her duties as an Outside Director for the reason set forth above.</p>			

No.	Name (birth date)	Brief career summary, position and main areas of responsibility at the Company, and important concurrent duties	Number of the Company's shares owned	
7	 Takashi Wada (September 3, 1954) Re-ppointed Outside Director Independent Director	April 1979	Joined Sanken Electric Co., Ltd.	0 shares
		April 2007	General Manager, Production Division, Production Headquarters of Sanken Electric Co., Ltd.	Attendance at Board of Directors Meetings
		June 2007	Corporate Officer of Sanken Electric Co., Ltd.	11/11(100%)
		April 2009	Head, Production Headquarters of Sanken Electric Co., Ltd.	
		June 2009	Director and Senior Vice President of Sanken Electric Co., Ltd.	Number of years served as Director
		June 2012	Director and Executive Vice President of Sanken Electric Co., Ltd.	
		April 2015	President and Representative Director of Sanken Electric Co., Ltd.	
		June 2021	Chairman and Representative Director of Sanken Electric Co., Ltd.	1 year (Upon the conclusion of this General Meeting of Shareholders)
		June 2022	Senior Advisor of Sanken Electric Co., Ltd. (to the present)	
		June 2023	Director of the Company (to the present)	
		(Important concurrent duties) Senior Advisor of Sanken Electric Co., Ltd.		
Reason for nomination as candidate for Outside Director and expected roles				
<p>The reason why we re-nominated Mr. Takashi Wada as a candidate for Outside Director is that he holds experience working in the corporate management of manufacturing company for many years. We expect him to supervise the management of the Company and offer advice based on his extensive experience and high-level insight.</p>				

No.	Name (birth date)	Brief career summary, position and main areas of responsibility at the Company, and important concurrent duties	Number of the Company's shares owned
8	 <p data-bbox="276 656 526 804">Masanori Furukawa (June 26, 1952) Newly Appointed Outside Director Independent Director</p>	<p data-bbox="555 293 1276 539"> April 1977 Joined Tajimi City Hall April 1987 Council Member of Tajimi City (3 terms, 12 years) April 1999 Assembly Member of Gifu Prefecture (2 terms, 8 years) April 2007 Mayor of Tajimi City (4 terms, 16 years) April 2023 Advisor to Tajimi City Hospital (to the present) </p> <p data-bbox="555 792 906 853">(Important concurrent duties) Advisor to Tajimi City Hospital</p>	0 shares
Reason for nomination as candidate for Outside Director and expected roles			
<p data-bbox="261 938 1477 1088">The reason why we nominated Mr. Masanori Furukawa as a candidate for Outside Director is that he holds experience of being engaged in local government and municipal administration as Council Member of Tajimi City, Assembly Member of Gifu Prefecture, and Mayer of Tajimi City, across a total of nine terms for 36 years. We expect him to supervise the management of the Company and offer advice based on his extensive experience and high-level insight.</p> <p data-bbox="261 1093 1477 1153">While he has not been involved in corporate management directly in the past, we believe that he would adequately fulfill his duties as an Outside Director for the reason set forth above.</p>			

No.	Name (birth date)	Brief career summary, position and main areas of responsibility at the Company, and important concurrent duties	Number of the Company's shares owned
9	 <p data-bbox="277 757 501 909">Shigeki Maeda (Novemb 1, 1957) Newly Appointed Outside Director Independent Director</p>	<p data-bbox="536 295 1295 448">April 1981 Joined Japan External Trade Organization, Incorporated Administrative Agency (currently Japan External Trade Organization, Independent Administrative Agency) (JETRO)</p> <p data-bbox="536 448 1295 506">August 1998 Deputy Director General of JETRO New York</p> <p data-bbox="536 506 1295 564">December 2001 Assistant Section Manager of Planning Department, JETRO Headquarters</p> <p data-bbox="536 564 1295 658">April 2006 Director of Export Promotion Division, Market Development Department, JETRO Headquarters</p> <p data-bbox="536 658 1295 752">April 2008 Deputy Director of Research Planning Department, Institute of Developing Economies, JETRO</p> <p data-bbox="536 752 1295 788">April 2010 Director General, JETRO Singapore</p> <p data-bbox="536 788 1295 846">August 2013 Director General of Invest Japan Department, JETRO Headquarters</p> <p data-bbox="536 846 1295 882">August 2015 Executive Director of JETRO</p> <p data-bbox="536 882 1295 976">September 2019 Ambassador Extraordinary and Plenipotentiary to Kyrgyz Republic (retired in October 2022)</p> <p data-bbox="536 976 1295 1070">April 2023 Advisor to the Company (to the present, retirement scheduled for June 2024)</p>	0 shares
Reason for nomination as candidate for Outside Director and expected roles			
<p data-bbox="261 1146 1474 1326">The reason why we nominated Mr. Shigeki Maeda as a candidate for Outside Director is that in addition to his excellent international perspective based on his many years of experience working overseas in international endeavors, and his extensive network with government agencies and the business community, he also holds experience in organizational operations and management throughout JETRO as Executive Director (executive officer). We expect him to supervise the management of the Company and offer advice based on his extensive experience and high-level insight.</p> <p data-bbox="261 1326 1474 1384">While he has not been involved in corporate management directly in the past, we believe that he would adequately fulfill his duties as an Outside Director for the reason set forth above.</p>			

No.	Name (birth date)	Brief career summary, position and main areas of responsibility at the Company, and important concurrent duties	Number of the Company's shares owned
10	 <p data-bbox="272 613 528 763">Makoto Aou (July 27, 1974) Newly Appointed Outside Director Independent Director</p>	<p data-bbox="555 293 1295 600"> June 2012 Corporate Officer of Pasona Tech, Inc. February 2016 Founding of ExalIntelligence, Inc. COO of ExalIntelligence, Inc. June 2016 Director of Pasona Tech, Inc. October 2019 Entrepreneur support institution "NAGONO CAMPUS" Planning and operation producer (to the present) October 2020 Founding of LEO co., Ltd. Representative Director and CEO of LEO co., Ltd. (to the present) </p> <p data-bbox="555 636 1295 808"> (Important concurrent duties) Representative Director and CEO of LEO co. Ltd. Planning and operating producer of NAGONO CAMPUS Professor at Faculty of Entrepreneurship, Musashino University Visiting associate professor for the Industry-Academia-Government Collaboration, Nagoya University </p>	0 shares
	Reason for nomination as candidate for Outside Director and expected roles		
<p data-bbox="261 882 1474 1032">The reason why we nominated Ms. Makoto Aou as a candidate for Outside Director is that in addition to her experience as an entrepreneur and manager of a cutting-edge IT business, she holds extensive experience in human resource development through corporate support that includes new business creation, DX, and diversity promotion. We expect her to supervise the management of the Company and offer advice based on her extensive experience and high-level insight.</p>			

- Notes:
1. With regard to special conflicts of interest between each candidate and the Company, the Company has entered into an advisory agreement with Mr. Shigeki Maeda, and also has entered into a consulting agreement with LEO co., Ltd., the company in which Ms. Makoto Aou serves as Representative Director. However, there are no special conflicts of interest between the other candidates and the Company.
 2. Ms. Mayumi Matsumoto, Mr. Takashi Wada, Mr. Masanori Furukawa, Mr. Shigeki Maeda and Ms. Makoto Aou are candidates for Outside Director. Upon the conclusion of this General Meeting of Shareholders, Ms. Mayumi Matsumoto and Mr. Takashi Wada would serve as Outside Director of the Company for 5 years and 1 year, respectively.
 3. As the Company has determined that Ms. Mayumi Matsumoto and Mr. Takashi Wada fulfill the provisions of an Independent Director based on the stipulations of Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc., and are unlikely to have any conflicts of interests with general shareholders, the Company has registered them as Independent Directors. There is no attribute that is relevant to the eligibility of Ms. Mayumi Matsumoto as Independent Director. Although Mr. Takashi Wada served as an executive (Chairman and Representative Director) of Sanken Electric Co., Ltd., two years have passed since his retirement in June 2022. Although the Company has a transactional relationship with said company, the transactional amount is 0.1% or less of the Company's net sales and said company's net sales, respectively.
 4. The Company determines that Mr. Masanori Furukawa, Mr. Shigeki Maeda and Ms. Makoto Aou fulfill the provisions of an Independent Director based on the stipulations of Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc., and are unlikely to have any conflicts of interests with general shareholders, the Company will register them as Independent Directors upon approval of election of them.

There is no attribute that is relevant to the eligibility of Mr. Masanori Furukawa as Independent Director.

The Company entered into a part-time advisory agreement with Mr. Shigeki Maeda in 2023 to obtain general management advice from an independent standpoint, although the amount of his compensation is less than 7 million yen per year. Upon approval of his appointment at this General Meeting of Shareholders, the Company plans to terminate this agreement. In addition, although he served as an executive (Executive Director) of JETRO, four years have passed since his retirement in July 2019. In the fiscal year ended March 31, 2024, the Company has outsourced overseas research services to that entity, although the transaction amount is less than 100 thousand yen.

In 2021, the Company entered into a consulting agreement with LEO co., Ltd., the company where Ms. Makoto Aou serves as an executive (Representative Director and CEO), to obtain advice on DX and new businesses. However, the average amount of compensation over the past three years is 8 million yen or less per year. She also served as an executive (Director) at Exa Intelligence, Inc., although three years have passed since her retirement in September 2020 (the said company's name is currently ExaWizards Inc. due to a corporate reorganization). The Company and the said company currently have a transactional relationship, although the transaction amount is 0.1% or less of the Company's consolidated net sales, and 0.5% or less of the said company's consolidated net sales. She also served as an executive (Director) at Pasona Tech, Inc., although five years have passed since her retirement in December 2018 (the said company's name is currently Pasona Inc.rds Inc. due to a corporate reorganization). The Company and the said company currently have a transactional relationship, although the transaction amount is 0.1% or less of the Company's net sales and said company's net sales, respectively.
 5. The Company has entered into agreements limiting liability for damages provided for in Article 423, Paragraph 1 of the Companies Act with Ms. Mayumi Matsumoto and Mr. Takashi Wada. The outline of the limited liability agreement is that they shall be held liable for damages up to the amount stipulated in Article 425, Paragraph 1 of the Companies Act.


Upon approval of election of Mr. Masanori Furukawa, Mr. Shigeki Maeda and Ms. Makoto Aou, the Company will enter into an agreement limiting liability for damages provided for in Article 423, Paragraph 1 of the Companies Act with each of them. The outline of the limited liability agreement is that they shall be held liable for damages up to the amount stipulated in Article 425, Paragraph 1 of the Companies Act.
 6. The Company has entered into a directors and officers liability insurance agreement, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, with an insurance company. The insurance agreement covers damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. All candidates will be included as the insured of the insurance agreement. The Company plans to renew the insurance agreement with the same content during his or her term of office.

Proposed Resolution 2: Election of 2 Audit & Supervisory Board Members


The term of office of Mr. Kenji Oiso and Ms. Chika Kako as Audit & Supervisory Board Members will expire upon the conclusion of this General Meeting of Shareholders. Accordingly, we hereby request that 2 Audit & Supervisory Board Members be elected.

This proposed resolution has been submitted to and reviewed by the Executive Appointment Committee and the Audit & Supervisory Board has given its prior consent to this proposed resolution.

The candidates for the positions of the Audit & Supervisory Board Member are as below.

No.	Name (birth date)	Brief career summary, position at the Company, and important concurrent duties	Number of the Company's shares owned	
1	 Kenji Oiso (January 22, 1958) Re-appointed	April 1980	Joined Sumitomo Metal Industries Ltd.	0 shares
		April 2002	Deputy Manager of Finance & Accounting Division of Sumitomo Metal Industries Ltd.	
		June 2004	Joined Mitsubishi Sumitomo Silicon Co., Ltd.	Attendance at Board of Directors Meetings
		March 2006	General Manager of Finance & Accounting Division of SUMCO Corporation	13/13(100%)
		April 2011	Corporate Officer of SUMCO Corporation (retired in April 2014)	Attendance at Audit & Supervisory Board Meetings
		April 2014	Functional Officer of Yokogawa Sumikin Bridge Corp. (retired in December 2015)	
		January 2016	Joined Miraial Co., Ltd.	
		February 2016	General Manager of Administration Division of Miraial Co., Ltd.	12/12(100%)
		April 2017	Project General Manager of Finance & Accounting Division of the Company	
		April 2019	Managing Director of Toyoda Gosei Corporate Pension Fund	Number of years served as Audit & Supervisory Board Member
June 2020	Audit & Supervisory Board Member of the Company (to the present)	4 years (Upon the conclusion of this General Shareholders' Meeting)		
Reason for nomination as candidate for Audit & Supervisory Board Member				
Mr. Kenji Oiso holds experience working in the finance & accounting area of manufacturing corporations including the Company and also, as an Audit & Supervisory Board Member of the Company from 2020. We therefore re-nominate him as a candidate to become an Audit & Supervisory Board Member as we expect him to reflect his extensive experience and high-level insight on the audit of the Company.				

- Notes:
1. There are no special conflicts of interest between Mr. Kenji Oiso and the Company.
 2. The Company has entered into a directors and officers liability insurance agreement, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, with an insurance company. The insurance agreement covers damages that may arise when the insured assumes liability for the execution of his duties or receives a claim related to the pursuit of such liability. Candidate will be included as the insured of the insurance agreement. The Company plans to renew the insurance agreement with the same content during his term of office.

No.	Name (birth date)	Brief career summary, position at the Company, and important concurrent duties	Number of the Company's shares owned
2	 Chika Kako (February 27, 1967) Re-appointed Outside Audit & Supervisory Board Member	April 1989 Joined Toyota Motor Corporation January 2015 Chief Engineer of Lexus International Co. ZL of Toyota Motor Corporation January 2018 Managing Officer of Toyota Motor Corporation January 2019 Field General Manager of Advanced R&D and Engineering Company Material Technology Field of Toyota Motor Corporation January 2020 Senior General Manager of Advanced R&D and Engineering Company Material Technology Field of Toyota Motor Corporation (to the present) June 2020 Audit & Supervisory Board Member of the Company (to the present)	0 shares
		Attendance at Board of Directors Meetings	
		13/13(100%)	
		Attendance at Audit & Supervisory Board Meetings	
		12/12(100%)	
		Number of years served as Audit & Supervisory Board Member	
		4 years (Upon the conclusion of this General Shareholders' Meeting)	
Reason for nomination as candidate for Outside Audit & Supervisory Board Member			
Ms. Chika Kako holds experience mainly in the vehicle development and materials development divisions of Toyota Motor Corporation, as well as experience with management of Toyota Motor Corporation as a Managing Officer. We therefore re-nominate her as a candidate to become an Outside Audit & Supervisory Board Member as we expect her to reflect her extensive experience and high-level insight on the audit of the Company.			

- Notes:
- Ms. Chika Kako is a candidate to become an Outside Audit & Supervisory Board Member. Upon the conclusion of this General Shareholders' Meeting, she would have served as an Outside Audit & Supervisory Board Member of the Company for 4 years.
 - She currently serves and has served in the past for ten years as an executive of Toyota Motor Corporation, a specified associated company of the Company.
 - The Company has entered into an agreement limiting liability for damages provided for in Article 423, Paragraph 1 of the Companies Act with her. The outline of the limited liability agreement is that she shall be held liable for damages up to the amount stipulated in Article 425, Paragraph 1 of the Companies Act.
 - The Company has entered into a directors and officers liability insurance agreement, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, with an insurance company. The insurance agreement covers damages that may arise when the insured assumes liability for the execution of her duties or receives a claim related to the pursuit of such liability. Candidate will be included as the insured of the insurance agreement. The Company plans to renew the insurance agreement with the same content during her term of office.

Proposed Resolution 3: Revision of Compensation Amount for Outside Directors

The current amount of compensation for Directors was approved at the 97th Ordinary General Meeting of Shareholders, held on June 12, 2020, as an amount not exceeding 650 million yen per year (including an amount not exceeding 65 million yen per year for Outside Directors).

As stated in Proposed Resolution 1, we are now proposing to increase the number of Outside Directors by two in order to enhance governance structure, and in light of changes in economic conditions and other factors, we propose to revise the amount of compensation for Outside Directors from “not exceeding 65 million yen per year” to “not exceeding 100 million yen per year” within the amount of compensation for Directors. The revision to the amount of compensation would apply only to Outside Directors, and there would be no change in the amount of compensation for the Board of Directors as a whole, which is “not exceeding 650 million yen per year.”

There are currently 8 Directors (including 3 Outside Directors), although upon approval of Proposed Resolution 1, there will be 10 Directors (including 5 Outside Directors).

The Board of Directors has determined that this proposed resolution is appropriate, based on the review of the Executive Compensation Committee, an advisory body to the Board of Directors, while comprehensively taking into consideration the Company’s business scale, the executive compensation system and its payment level, the number of Directors, and other factors.

End