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Securities Code: 6463

June 8, 2023

(Start date of measures for electronic provision: June 1, 2023)

To our shareholders:

Hiroshi Suehiro  
Representative Director, Chairman & CEO  
**TPR Co., Ltd.**  
1-6-2, Marunouchi, Chiyoda-ku, Tokyo

## Notice of the 90th Annual General Meeting of Shareholders

We are pleased to announce the 90th Annual General Meeting of Shareholders (the “Meeting”) of TPR Co., Ltd. (the “Company”), which will be held as indicated below.

If you are unable to attend on the day of the meeting, you can exercise your voting rights via postal mail or the internet in advance, so please review the Reference Documents for General Meeting of Shareholders and exercise your voting rights by no later than Wednesday, June 28, 2023, at 5:10 p.m. (JST).

- 1. Date and Time:** Thursday, June 29, 2023, at 10:00 a.m. (JST) (Reception will open at 9:00 a.m.)
- 2. Venue:** Main Hall, the Industry Club of Japan Building 2nd floor  
1-4-6, Marunouchi, Chiyoda-ku, Tokyo  
(As the venue is different from the previous time so when you visit us please check the guide map of the venue at the end of this document.)

### 3. Purpose of the Meeting

#### Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 90th fiscal year (from April 1, 2022 to March 31, 2023), and the results of audits of the Consolidated Financial Statements by the financial auditor and the Audit & Supervisory Board
2. The Non-Consolidated Financial Statements for the 90th fiscal year (from April 1, 2022 to March 31, 2023)

#### Matters to be resolved:

- Proposal No. 1** Election of Nine Directors  
**Proposal No. 2** Election of One Audit & Supervisory Board Member

### 4. Determined Matters for Convocation

- (1) If there is no indication of approval or disapproval for each proposal when you exercise voting rights in writing (via postal mail), it will be treated as an indication of approval.
- (2) In addition, if you exercise your voting rights multiple times via the internet, we will treat the last exercise as the valid exercise of your voting rights.
- (3) If you exercise your voting rights both in writing and via the internet, we will treat the exercise of your voting rights via the internet as valid, irrespective of the arrival date and time.

- In convening the Meeting, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for electronic provision measures) in electronic format, and posts this information on the Company's website and others. Please access the following websites to check.

The Company's website: <https://www.tpr.co.jp/ir/stock/meeting/> (in Japanese)

Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/6463/teiji/> (in Japanese)

In addition to the Company's website, the items for electronic provision measures are also posted on the website of Tokyo Stock Exchange (TSE), so please check from the following.

TSE website: <https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(Access the TSE website by using the internet address shown above, enter "TPR" in "Issue name (company name)" or the Company's securities code "6463" in "Code," and click "Search." Then, click "Basic information" and select "Documents for public inspection/PR information." Under "Filed information available for public inspection," click "Click here for access" under "[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].")

- When you attend the Meeting in person, you are kindly requested to present the voting form at the reception.
- If revisions to the items for electronic provision measures arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the aforementioned individual websites on the internet.
- Regarding the Meeting, regardless of whether or not there is a request for documentary delivery, we will uniformly send a document that describes the items for electronic provision measures. Among the items for electronic provision measures, in accordance with the provisions of laws and regulations and Article 14 of the Articles of Incorporation of the Company, the following items are not provided in the documents we will send.
  - i. Notes to the Consolidated Financial Statements
  - ii. Notes to the Non-Consolidated Financial Statements

Therefore, the Consolidated Financial Statements and Non-Consolidated Financial Statements stated in the relevant document are part of the documents audited by the financial auditor and the Audit & Supervisory Board Members when preparing the audit report.

## Reference Documents for General Meeting of Shareholders

### Proposal No. 1 Election of Nine Directors

At the conclusion of the Meeting, the terms of office of all eight Directors will expire. Therefore, the Company proposes the election of nine Directors. Appointment of the candidates for the Directors were made with the report submitted by the Nominating and Remuneration Committee, in which independent outside Directors make up a majority of the members.

The candidates for Director are as follows:

| Candidate No. | Name              | Position in the Company                        | Responsibility in the Company, and significant concurrent positions outside the Company  |  |
|---------------|-------------------|--|--|--|
| 1             | Hiroshi Suehiro   | Representative Director, Chairman & CEO        | Board of Director of FALTEC Co., Ltd.  | Reelection                             |
| 2             | Kazumi Yano       | Representative Director, President & COO       | Board of Director of FALTEC Co., Ltd.  | Reelection                             |
| 3             | Takehiko Karasawa | Director,<br>Senior Managing Executive Officer | Head of Overseas Operations  | Reelection                             |
| 4             | Akihiko Ii        | Director,<br>Senior Managing Executive Officer | Head of Sales & Marketing  | Reelection                             |
| 5             | Noriaki Ayuzawa   | Executive Officer                              | Head of Technology   | New election                           |
| 6             | Masataka Honke    | Director                                       | —  | Reelection<br>Outside<br>Independent   |
| 7             | Toshihisa Kato    | Director                                       | —  | Reelection<br>Outside<br>Independent   |
| 8             | Kanako Osawa      | Director                                       | Attorney at law<br>Outside Director (Audit & Supervisory Committee Member) of LINTEC Corporation<br>Outside Audit & Supervisory Board Member of Otsuka Holdings Co., Ltd.<br>Outside Audit & Supervisory Board Member of Toshiba Tec Corporation | Reelection<br>Outside<br>Independent   |
| 9             | Kenji Muneto      | —  | —  | New election<br>Outside<br>Independent |

| Candidate No.   | Name   | Career summary, position and responsibility in the Company   |   |
|---|--|--|---|
| 1   | <p style="text-align: center;"><b>Hiroshi Suehiro</b></p> <p style="text-align: center;"><u>Reelection</u></p> <p><b>Date of birth:</b><br/>September 11, 1958</p> <p><b>Number of shares of the Company held:</b><br/>3,600</p> <p><b>Number of years in office:</b><br/>5 years</p> <p><b>Attendance at Board of Directors meetings:</b><br/>15/15</p> | Apr. 1981  | Joined The Fuji Bank, Limited (Currently Mizuho Bank, Ltd.)                                     |
|   |  | May 2003   | General Manager of Mito Branch of Mizuho Bank, Ltd.   |
|   |  | Sept. 2004   | General Manager of Europe Corporate Banking Division No. 1 of Mizuho Corporate Bank, Ltd.       |
|   |  | Apr. 2006  | General Manager of Europe Division  |
|   |  | Apr. 2008  | Executive Officer, General Manager of Corporate Banking Division No. 7                          |
|   |  | Apr. 2011  | Managing Executive Officer, Head of Asia & Oceania  |
|   |  | Apr. 2014  | Managing Executive Officer, Head of the Americas, Mizuho Bank, Ltd.                             |
|   |  | Apr. 2015  | Senior Managing Executive Officer, Head of the Americas   |
|   |  | Apr. 2017  | Deputy President & Senior Executive Officer, Head of the Americas, Mizuho Financial Group, Inc. |
|   |  | Apr. 2017  | Deputy President & Executive Officer, Head of the Americas, Mizuho Bank, Ltd.                   |
|   |  | May 2018   | Vice President and Executive Officer of the Company   |
|   |  | June 2018  | Director, Vice President and Executive Officer  |
|   |  | June 2019  | Chairman of the Board of FALTEC Co., Ltd.   |
|   |  | <b>June 2019</b>   | <b>Representative Director, Chairman &amp; CEO of the Company (current position)</b>            |
|   |  | <b>Apr. 2021</b>   | <b>Board of Director of FALTEC Co., Ltd. (current position)</b>                                 |
| <b>Significant concurrent positions outside the Company</b> |  | Board of Director of FALTEC Co., Ltd.  |   |
| <b>Reasons for nomination as candidate for Director</b>     |  | Hiroshi Suehiro has abundant management experience and broad knowledge in various areas such as banking and finance due to having served as Vice President, then Representative Director, Chairman & CEO of the Company after holding the executive positions in other companies over the long term. Accordingly, the Company proposes to nominate him as a candidate to continue serving as Director. |   |

| Candidate No.   | Name   | Career summary, position and responsibility in the Company  |  |
|---|--|---|--|
| 2   | <p style="text-align: center;"><b>Kazumi Yano</b></p> <p style="text-align: center;"><u>Reelection</u></p> <p><b>Date of birth:</b><br/>February 8, 1957</p> <p><b>Number of shares of the Company held:</b><br/>9,800</p> <p><b>Number of years in office:</b><br/>6 years</p> <p><b>Attendance at Board of Directors meetings:</b><br/>14/15</p> | <p>Aug. 1982</p> <p>June 2006</p> <p>June 2009</p> <p>June 2011</p> <p>June 2012</p> <p>Dec. 2013</p> <p>June 2017</p> <p>June 2019</p> <p><b>Apr. 2021</b></p> <p><b>June 2021</b></p> | <p>Joined the Company</p> <p>General Manager of Production Engineering Department of Nagano Plant</p> <p>General Manager of Engineering Development Department</p> <p>General Manager of Production Engineering Department of Nagano Plant</p> <p>Executive Officer, Plant Manager of Nagano Plant, and General Manager of Production Planning Department</p> <p>Executive Officer, Plant Manager of Nagano Plant</p> <p>Director, Managing Executive Officer of the Company<br/>Representative Director and President of TPR INDUSTRY CO., LTD.</p> <p>Director, Senior Managing Executive Officer</p> <p><b>Representative Director, President &amp; COO (current position)</b></p> <p><b>Board of Director of FALTEC Co., Ltd. (current position)</b></p> |
| <p><b>Significant concurrent positions outside the Company</b><br/>Board of Director of FALTEC Co., Ltd.</p>  |  |   |  |
| <p><b>Reasons for nomination as candidate for Director</b><br/>Kazumi Yano has broad experience and knowledge in the products and business of the TPR Group, serving as Representative Director, President &amp; COO after holding important positions in the Company's production departments over many years. Accordingly, the Company proposes to nominate him as a candidate to continue serving as Director.</p> |  |   |  |

| Candidate No. | Name   | Career summary, position and responsibility in the Company |   |
|---------------|--|--|---|
| 3             | <p><b>Takehiko Karasawa</b></p> <p><u>Reelection</u></p> <p><b>Date of birth:</b><br/>April 15, 1959</p> <p><b>Number of shares of the Company held:</b><br/>4,000</p> <p><b>Number of years in office:</b><br/>6 years</p> <p><b>Attendance at Board of Directors meetings:</b><br/>13/15</p>                                   | Apr. 1983  | Joined The Fuji Bank, Limited (Currently Mizuho Bank, Ltd.)   |
|               |  | July 2007  | General Manager of Tianjin Branch of Mizuho Corporate Bank (China), Ltd.  |
|               |  | July 2010  | Seconded to the Company (Assigned to Senior Manager of General Affairs Department)  |
|               |  | Sept. 2011   | Assigned to Senior Manager of Overseas Operations Department<br>Seconded to TP ARN INTERNATIONAL TRADING (SHANGHAI) CO., LTD. (General Manager) |
|               |  | July 2012  | Assigned to Senior Manager of Overseas Operations Department<br>Seconded to TPR (Tianjin) Co., Ltd. (General Manager)                           |
|               |  | June 2014  | Executive Officer, General Manager of Overseas Operations Department No. 2  |
|               |  | June 2017  | Director, Executive Officer   |
|               |  | June 2018  | Director, Managing Executive Officer of the Company   |
|               |  | <b>Apr. 2021</b>   | <b>Director, Senior Managing Executive Officer (current position)</b><br><b>Head of Overseas Operations</b>                                     |
|               | <b>Significant concurrent positions outside the Company</b>  |  |   |
|               | —  |  |   |
|               | <b>Reasons for nomination as candidate for Director</b>  |  |   |
|               | Takehiko Karasawa has abundant experience and broad knowledge mainly in banking, finance, and overseas business management, having held important positions in overseas operations departments, including for other companies. Accordingly, the Company proposes to nominate him as a candidate to continue serving as Director. |  |   |
| 4             | <p><b>Akihiko Ii</b></p> <p><u>Reelection</u></p> <p><b>Date of birth:</b><br/>September 11, 1960</p> <p><b>Number of shares of the Company held:</b><br/>5,200</p> <p><b>Number of years in office:</b><br/>4 years</p> <p><b>Attendance at Board of Directors meetings:</b><br/>14/15</p>                                      | Nov. 1990  | Joined the Company  |
|               |  | June 2009  | General Manager of Nagoya Sales Office  |
|               |  | June 2014  | General Manager of Marketing & Business Planning Department   |
|               |  | June 2015  | Executive Officer in charge of Sales for Japanese firms   |
|               |  | Sept. 2017   | Executive Officer in charge of Sales for Japanese firms<br>General Manager of Marketing & Business Planning Department                          |
|               |  | Apr. 2018  | Executive Officer in charge of Sales for Japanese firms   |
|               |  | June 2019  | Director, Managing Executive Officer of the Company   |
|               |  | <b>Apr. 2021</b>   | <b>Director, Senior Managing Executive Officer (current position)</b><br><b>Head of Sales &amp; Marketing</b>                                   |
|               | <b>Significant concurrent positions outside the Company</b>  |  |   |
|               | —  |  |   |
|               | <b>Reasons for nomination as candidate for Director</b>  |  |   |
|               | Akihiko Ii has broad experience and knowledge in the products and business of the TPR Group, having held important positions in the Company's sales departments over many years. Accordingly, the Company proposes to nominate him as a candidate to continue serving as Director.   |  |   |

| Candidate No. | Name   | Career summary, position and responsibility in the Company  |  |
|---------------|--|---|--|
| 5             | <p><b>Noriaki Ayuzawa</b></p> <p><u>New election</u></p> <p><b>Date of birth:</b><br/>February 24, 1967</p> <p><b>Number of shares of the Company held:</b><br/>1,200</p> <p><b>Number of years in office:</b><br/>—</p> <p><b>Attendance at Board of Directors meetings:</b><br/>—</p>  | <p>Apr. 1990</p> <p>June 2014</p> <p>June 2019</p> <p>Apr. 2021</p> <p>Apr. 2022</p> <p><b>Apr. 2023</b></p>  | <p>Joined the Company</p> <p>General Manager of Product Development Department</p> <p>Executive Officer (Head of Ring, Liner, Sintering Technology)</p> <p>General Manager of Product Development Department</p> <p>Executive Officer (Head of Ring, Liner, Sintering Technology)</p> <p>General Manager of Technical Planning Department, and General Manager of CASE Handling Development Department</p> <p>Executive Officer (Head of Technology)</p> <p>General Manager of Technical Planning Department</p> <p><b>Executive Officer (current position)</b></p> <p><b>Head of Technology</b></p>           |
|               | <p><b>Significant concurrent positions outside the Company</b></p> <p>—</p>  |   |  |
|               | <p><b>Reasons for nomination as candidate for Director</b></p> <p>Noriaki Ayuzawa has broad experience and knowledge in the products and business of the TPR Group, having held important positions in the Company's technical departments over many years. Accordingly, the Company proposes to nominate him as a candidate to serve as Director.</p>   |   |  |
| 6             | <p><b>Masataka Honke</b></p> <p><u>Reelection</u></p> <p><u>Outside</u></p> <p><u>Independent</u></p> <p><b>Date of birth:</b><br/>June 9, 1945</p> <p><b>Number of shares of the Company held:</b><br/>2,100</p> <p><b>Number of years in office:</b><br/>7 years</p> <p><b>Attendance at Board of Directors meetings:</b><br/>15/15</p>  | <p>Apr. 1968</p> <p>May 1990</p> <p>Apr. 1992</p> <p>Oct. 1994</p> <p>May 1996</p> <p>Aug. 1997</p> <p>Aug. 1998</p> <p>Apr. 2001</p> <p>June 2007</p> <p>June 2013</p> <p><b>June 2016</b></p> | <p>Joined Bank of Japan</p> <p>General Manager of Matsuyama Branch</p> <p>Deputy General Manager of Osaka Branch</p> <p>Deputy General Manager of Bank Examination Department</p> <p>Director-General of Currency Issue Department</p> <p>Senior Managing Director of YAMANE TANSHI CO., LTD.</p> <p>Representative Director and President</p> <p>Representative Director and President of CENTRAL TANSHI CO., LTD.</p> <p>Representative Director and Chairman</p> <p>Chairman of The Central Council for Financial Services Information</p> <p><b>Outside Director of the Company (current position)</b></p> |
|               | <p><b>Significant concurrent positions outside the Company</b></p> <p>—</p>  |   |  |
|               | <p><b>Reasons for nomination as candidate for outside Director and outline of expected roles</b></p> <p>Masataka Honke has experience carrying out important positions in the Bank of Japan and the financial industry, and has experience as a corporate manager, and therefore the Company has deemed that he will appropriately execute his duties as outside Director of the Company. Accordingly, the Company proposes to nominate him to continue as a candidate for Director. If he is elected, he will be involved in matters related to the nomination and remuneration of the Company's Directors, etc. as a member of the Nominating and Remuneration Committee from an objective and neutral standpoint.</p> |   |  |

| Candidate No.   | Name  | Career summary, position and responsibility in the Company  |
|---|---|---|
| 7   | <p><b>Toshihisa Kato</b></p> <p><span style="border: 1px solid black; padding: 2px;">Reelection</span><br/> <span style="border: 1px solid black; padding: 2px;">Outside</span><br/> <span style="border: 1px solid black; padding: 2px;">Independent</span></p> <p><b>Date of birth:</b><br/>November 25, 1953</p> <p><b>Number of shares of the Company held:</b><br/>1,800</p> <p><b>Number of years in office:</b><br/>4 years</p> <p><b>Attendance at Board of Directors meetings:</b><br/>15/15</p> | <p>Apr. 1978      Joined Ajinomoto Co., Inc.</p> <p>July 1996      Associate General Manager of Central Research Laboratories</p> <p>July 1998      Associate General Manager of Research and Development Department</p> <p>July 2000      General Manager of Production Division No. 1 of Tokai Plant</p> <p>Apr. 2005      General Manager of Fine Chemical &amp; Pharmaceutical Industrialization Center</p> <p>July 2006      General Manager of Tokai Plant</p> <p>July 2007      Corporate Executive Officer, General Manager of Tokai Plant</p> <p>July 2009      Corporate Executive Officer, General Manager of AOC Department, Bioscience Products &amp; Fine Chemicals Division</p> <p>Oct. 2010      Corporate Executive Officer, General Manager of Material Development &amp; Application Labs, Bioscience Products &amp; Fine Chemicals Division</p> <p>July 2011      Corporate Vice President, Deputy Chief Technology Officer</p> <p style="padding-left: 20px;">In charge of Open Innovation Affairs and Intellectual Property Affairs</p> <p>July 2013      Corporate Vice President, General Manager of Institute For Innovation</p> <p>July 2017      Advisor</p> <p><b>June 2019      Outside Director of the Company (current position)</b></p> |
| <p><b>Significant concurrent positions outside the Company</b></p> <p>—</p>   |   |   |
| <p><b>Reasons for nomination as candidate for outside Director and outline of expected roles</b></p> <p>Toshihisa Kato has experience of having held important positions in operating companies over many years, and has experience in corporate management, and the Company has therefore deemed that he will appropriately execute his duties as outside Director of the Company. Accordingly, the Company proposes to nominate him as a candidate to continue serving as Director. If he is elected, he will be involved in matters related to the nomination and remuneration of the Company's Directors, etc. as a member of the Nominating and Remuneration Committee from an objective and neutral standpoint.</p> |   |   |



| Candidate No.  | Name  | Career summary, position and responsibility in the Company |   |
|--|---|--|---|
| 8  | <p style="text-align: center;"><b>Kanako Osawa</b></p> <p style="text-align: center;">Reelection<br/>Outside<br/>Independent</p> <p><b>Date of birth:</b><br/>December 22, 1970</p> <p><b>Number of shares of the Company held:</b><br/>400</p> <p><b>Number of years in office:</b><br/>2 years</p> <p><b>Attendance at Board of Directors meetings:</b><br/>15/15</p> | Mar. 1998  | Graduated from Legal Training and Research Institute of Japan (the 50th Class), Supreme Court of Japan      |
|  |   | Apr. 1998  | Registered as an attorney at law  |
|  |   | <b>Apr. 1998</b>   | <b>Joined Kajitani Law Offices (current position)</b>   |
|  |   | Oct. 2005  | Admitted to the bar of the State of New York, USA   |
|  |   | <b>June 2015</b>   | <b>Outside Director (Audit &amp; Supervisory Committee Member) of LINTEC Corporation (current position)</b> |
| <b>June 2021</b>   | <b>Outside Director of the Company (current position)</b>   |  |   |
| <b>Mar. 2022</b>   | <b>Outside Audit &amp; Supervisory Board Member of Otsuka Holdings Co., Ltd. (current position)</b>   |  |   |
| <b>June 2022</b>   | <b>Outside Audit &amp; Supervisory Board Member of Toshiba Tec Corporation (current position)</b>   |  |   |
| <p><b>Significant concurrent positions outside the Company</b></p> <p>Attorney at law</p> <p>Outside Director (Audit &amp; Supervisory Committee Member) of LINTEC Corporation</p> <p>Outside Audit &amp; Supervisory Board Member of Otsuka Holdings Co., Ltd.</p> <p>Outside Audit &amp; Supervisory Board Member of Toshiba Tec Corporation</p>   |   |  |   |
| <p><b>Reasons for nomination as candidate for outside Director and outline of expected roles</b></p> <p>Although she does not have experience of being involved in corporate management directly by any method other than being an outside officer in the past, Kanako Osawa has been active in a wide range of fields as an attorney at law and has cultivated expert knowledge and experience. The Company has therefore deemed that she will appropriately execute her duties as outside Director of the Company. Accordingly, the Company proposes to nominate her as a candidate to continue serving as Director. If she is elected, she will be involved in matters related to the nomination and remuneration of the Company's Directors, etc. as a member of the Nominating and Remuneration Committee from an objective and neutral standpoint.</p> |   |  |   |

| Candidate No. | Name  | Career summary, position and responsibility in the Company  |  |
|---------------|---|---|--|
| 9             | <p style="text-align: center;"><b>Kenji Muneto</b></p> <p style="text-align: center;">New election<br/>Outside<br/>Independent</p> <p><b>Date of birth:</b><br/>June 1, 1961</p> <p><b>Number of shares of the Company held:</b><br/>0</p> <p><b>Number of years in office:</b><br/>—</p> <p><b>Attendance at Board of Directors meetings:</b><br/>—</p>  | <p>Apr. 1985</p> <p>Apr. 2004</p> <p>Apr. 2007</p> <p>Apr. 2009</p> <p>Aug. 2013</p> <p>June 2021</p> <p>Sept. 2021</p> | <p>Joined Diesel Kiki Co., Ltd.</p> <p>General Manager, Business Planning Department, Sales Division, Head Office of Bosch Automotive Systems Corporation</p> <p>General Manager, No. 2 Sales Department, Fuel Injection System Unit of Bosch Corporation</p> <p>Executive Officer, Fuel Injection System Unit, General Manager of Sales Division</p> <p>Senior Managing Executive Officer, and President of Bosch Fuel Injection Business Japan Division</p> <p>Retired from Bosch Corporation</p> <p><b>Management consultant (current position)</b></p> |
|               | <p><b>Significant concurrent positions outside the Company</b></p> <p>Management consultant</p>   |   |  |
|               | <p><b>Reasons for nomination as candidate for outside Director and outline of expected roles</b></p>  |   |  |
|               | <p>Kenji Muneto has experience of having held important positions in operating companies over many years, and has experience in corporate management, and the Company has therefore deemed that he will appropriately execute his duties as outside Director of the Company. Accordingly, the Company proposes to nominate him as a candidate to serve as Director. If he is elected, he will be involved in matters related to the nomination and remuneration of the Company's Directors, etc. as a member of the Nominating and Remuneration Committee from an objective and neutral standpoint.</p> |   |  |

- Notes:
1. There is no special interest between any of the candidates and the Company.
  2. Masataka Honke, Toshihisa Kato, Kanako Osawa, and Kenji Muneto are candidates for outside Director. The Company has provided notice of the statuses of Masataka Honke, Toshihisa Kato, and Kanako Osawa as independent officers to the Tokyo Stock Exchange. If Kenji Muneto is elected, the Company plans to provide notice of his status as an independent officer to the Tokyo Stock Exchange.
  3. The Company has entered into limited liability agreements of damages with Masataka Honke, Toshihisa Kato and Kanako Osawa in order to enable them to adequately perform the expected role as outside Director, and plans to continue this agreement with them if their election is approved. If Kenji Muneto is elected, the Company plans to newly enter into an agreement with him.  
The outline of the agreement is as follows:
    - If the Company incurs damage as a result of the failure of the outside Director to perform his/her duties, as long as the outside Director performed his/her duties in good faith and without gross negligence, the liability for damage that the outside Director shall owe to the Company shall be limited to the minimum amount of liability specified in Article 425, paragraph (1) of the Companies Act.
  4. The Company has entered into a directors and officers liability insurance policy with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act, and a summary of the contents of the agreement is described in the Business Report (Japanese only). If the election of the candidates for Director is approved, they will be included as an insured person under this insurance policy. In addition, the Company plans to renew the insurance policy with the same contents at the next renewal.

## Proposal No. 2 Election of One Audit & Supervisory Board Member

The Company stipulates in its Articles of Incorporation that the upper limit of Audit & Supervisory Board Members is five. At the conclusion of the Meeting, the term of office of Yoshikazu Aruga will expire. Therefore, the Company proposes the election of one Audit & Supervisory Board Member. Furthermore, the consent of the Audit & Supervisory Board has been obtained for this proposal. The candidate for Audit & Supervisory Board Member is as follows:

| Name  | Career summary, position in the Company   |   |
|---|---|---|
| <p><b>Masahiro Kitahara</b></p> <p><span style="border: 1px solid black; padding: 2px;">New election</span></p> <p><b>Date of birth:</b><br/>May 18, 1960</p> <p><b>Number of shares of the Company held:</b><br/>1,900</p> <p><b>Number of years in office:</b><br/>—</p> <p><b>Attendance at Board of Directors meetings:</b><br/>—</p> <p><b>Attendance at Audit &amp; Supervisory Board meetings:</b><br/>—</p>   | <p>Apr. 1981</p> <p>Oct. 2010</p> <p>June 2014</p> <p>June 2015</p> <p>Apr. 2017</p> <p>June 2018</p> <p><b>June 2022</b></p> | <p>Joined the Company</p> <p>General Manager of New Business Department</p> <p>Assigned to Senior Manager of Overseas Operations Department No. 1</p> <p>Seconded to TPR (Tianjin) Co., Ltd. (General Manager)</p> <p>Executive Officer</p> <p>General Manager of TPR (Tianjin) Co., Ltd.</p> <p>Executive Officer</p> <p>Corporate Vice President, General Manager of Management &amp; Administration Center, and General Manager of HR &amp; General Affairs Department of FALTEC Co., Ltd.</p> <p>Executive Officer</p> <p>Managing Director of TPR Nobukawa Co., Ltd.</p> <p>Managing Director of TPR Nobukawa Trading Co., Ltd.</p> <p><b>Executive Officer</b></p> <p><b>Managing Director of TPR Osaka Seimitsu Kikai Co., Ltd. (current position)</b></p> |
| <p><b>Significant concurrent positions outside the Company</b></p> <p>—</p>   |   |   |
| <p><b>Reasons for nomination as Audit &amp; Supervisory Board Member</b></p> <p>Masahiro Kitahara has extensive knowledge and insight in relation to business of the Company, having held executive positions in TPR Group companies. The Company has therefore deemed that he is suitably qualified to carry out audits of business operations. Accordingly, the Company proposes to nominate him as a candidate for Audit &amp; Supervisory Board Member.</p> |   |   |

- Notes:
1. There is no special interest between the candidate and the Company.
  2. The Company has entered into a directors and officers liability insurance policy with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act, and a summary of the contents of the agreement is described in the Business Report (Japanese only). If the election of the candidate for Audit & Supervisory Board Member is approved, he will be included as an insured person under this insurance policy. In addition, the Company plans to renew the insurance policy with the same contents at the next renewal.

**(Reference) Management structure after the Proposal No. 1 and Proposal No. 2 are approved (planned)**

| Name              | Position in the Company                    | Fields of expertise  |         |                                   |       |        |                                      | Nominating and Remuneration Committee |  |
|-------------------|--|----------------------|---------|-----------------------------------|-------|--------|--------------------------------------|---------------------------------------|--|
|                   |  | Corporate Management | Finance | Production, Engineering and/or IT | Sales | Global | Legal Affairs and/or Risk Management |                                       |  |
| Hiroshi Suehiro   | Representative Director, Chairman & CEO    | ●                    | ●       |                                   |       | ●      | ●                                    | ●                                     | Reelection                             |
| Kazumi Yano       | Representative Director, President & COO   | ●                    |         | ●                                 | ●     |        |                                      |                                       | Reelection                             |
| Takehiko Karasawa | Director Senior Managing Executive Officer | ●                    | ●       |                                   |       | ●      |                                      |                                       | Reelection                             |
| Akihiko Ii        | Director Senior Managing Executive Officer |                      |         | ●                                 | ●     | ●      |                                      |                                       | Reelection                             |
| Noriaki Ayuzawa   | Director Executive Officer                 |                      |         | ●                                 | ●     | ●      |                                      |                                       | New election                           |
| Masataka Honke    | Director                                   | ●                    | ●       |                                   |       |        | ●                                    | ●                                     | Reelection<br>Outside<br>Independent   |
| Toshihisa Kato    | Director                                   |                      |         | ●                                 |       | ●      | ●                                    | ●                                     | Reelection<br>Outside<br>Independent   |
| Kanako Osawa      | Director                                   |                      | ●       |                                   |       | ●      | ●                                    | ●                                     | Reelection<br>Outside<br>Independent   |
| Kenji Muneto      | Director                                   | ●                    |         | ●                                 | ●     | ●      |                                      | ●                                     | New election<br>Outside<br>Independent |
| Hiroshi Kato      | Full-Time Audit & Supervisory Board Member |                      | ●       |                                   |       | ●      | ●                                    |                                       |  |
| Yutaka Sukegawa   | Full-Time Audit & Supervisory Board Member |                      | ●       | ●                                 |       |        | ●                                    |                                       | Outside<br>Independent                 |
| Masahiro Kitahara | Full-Time Audit & Supervisory Board Member |                      |         |                                   | ●     | ●      | ●                                    |                                       | New election                           |
| Takashi Yonekawa  | Audit & Supervisory Board Member           |                      | ●       |                                   | ●     |        | ●                                    |                                       | Outside<br>Independent                 |
| Shinya Tanaka     | Audit & Supervisory Board Member           | ●                    | ●       |                                   |       |        | ●                                    |                                       | Outside<br>Independent                 |