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Stock Exchange Code: 5981

June 9, 2023

(Commencement date of measures for electronic provision of information: June 6, 2023)

To Shareholders with Voting Rights:

Hideyuki Harada
President
TOKYO ROPE MFG. CO., LTD.
2-37-28 Eitai, Koto-ku, Tokyo, Japan

**NOTICE OF
THE 224th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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

Please be informed that the 224th Annual General Meeting of Shareholders of TOKYO ROPE MFG. CO., LTD. (the “Company”) will be held as described below.

In convening this General Meeting of Shareholders, measures for electronic provision of information are implemented, and matters subject to the measures for electronic provision are posted on the following websites on the Internet as “Notice of the 224th Annual General Meeting of Shareholders.”

Company’s website (<https://www.tokyoropeco.jp/english/>)

In addition to the above website, the information is posted on the following website on the Internet.

Tokyo Stock Exchange’s website

(<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>)

Please access the above website, enter and search for the company name or the stock exchange code of the Company, select “Basic information” and “Documents for public inspection/PR information,” in that order, and inspect the information.

In lieu of attending the meeting in person, you may exercise your voting rights in advance in writing or via the Internet, etc. Please review the Reference Documents for the General Meeting of Shareholders stated in the matters subject to the measures for electronic provision and exercise your voting rights by the deadline described below.

There will be no souvenirs for shareholders attending the meeting. Thank you for your understanding.

[Exercising Voting Rights by Mail (in writing)]

Please return the enclosed Voting Rights Exercise Form after indicating your consent/dissent for each proposal so that it is received by 5:00 p.m. on Tuesday, June 27, 2023, Japan time.

[Exercising Voting Rights via the Internet]

When exercising your voting rights via the Internet, please review the “Instructions for the Exercise of Voting Rights” on page 4 (the Japanese original), and exercise your voting rights by 5:00 p.m. on Tuesday, June 27, 2023, Japan time.

- 1. Date and Time:** Wednesday, June 28, 2023 at 10:00 a.m. Japan time (Doors open at 9:30 a.m.)
- 2. Place:** Conference Room F&G, AP Nihonbashi at 6F, Nihonbashi Front located at 3-6-2 Nihonbashi, Chuo-ku, Tokyo, Japan

3. Meeting Agenda:

- Matters to be reported:** (1) The Business Report, Consolidated Financial Statements for the Company's 224th Fiscal Year (April 1, 2022 - March 31, 2023) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
- (2) Non-consolidated Financial Statements for the Company's 224th Fiscal Year (April 1, 2022 - March 31, 2023)

Proposals to be resolved:

- Proposal 1:** Election of 10 Directors
- Proposal 2:** Election of 4 Corporate Auditors
- Proposal 3:** Election of 1 Substitute Corporate Auditor

4. Other Matters Determined for Convocation of General Meeting of Shareholders:

- (1) If there is no indication of approval or disapproval or abstention for any of the proposals in the Voting Rights Exercise Form submitted by the shareholder, it will be deemed that the shareholder has indicated approval of the proposals, and we will record a statement to that effect on the Voting Rights Exercise Form.
- (2) If you vote both via the Internet and by Voting Rights Exercise Forms, only your vote placed via the Internet will be valid. In addition, if you submit your vote multiple times via the Internet, only the last vote will be valid.

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- ⊙ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- ⊙ Should the matters subject to the measures for electronic provision require revisions, the revised versions will be posted on each of the websites on which such matters are posted.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Election of 10 Directors

The terms of office of all 10 Directors in office will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of 10 Directors is proposed.

Prior to the selection of the candidates, the Company received a report from the Nomination and Remuneration Committee, an advisory body to the Board of Directors, to the effect that each candidate meets the Company's basic policy on the nomination of candidates for Directors. The candidates for Director are as follows:

No.	Name	Classification			Current positions and responsibilities at the Company
1	Hideyuki Harada	Reappointment			President, Representative Director and Executive Officer
2	Masaaki Terazono	Reappointment			Director and Managing Executive Officer General Manager of Operational Headquarters; General Manager of Procurement and Logistics Department
3	Tadahiro Mori	Reappointment			Director and Executive Officer Deputy General Manager of Operational Headquarters
4	Koji Kitan	Reappointment			Director and Executive Officer Head of General Affairs Department in charge of General Affairs Department, Human Resources Department, and Environmental Safety and Disaster Management Office
5	Yasushi Higuchi	Reappointment	Outside	Independent	Director
6	Takeo Ueyama	Reappointment	Outside	Independent	Director
7	Toshiaki Kuzuoka	Reappointment	Outside	Independent	Director
8	Katsuya Natori	Reappointment	Outside	Independent	Director
9	Mari Kano	Reappointment	Outside	Independent	Director
10	Chizuko Yamamoto	Reappointment	Outside	Independent	Director

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
1	Hideyuki Harada (December 29, 1963) <u>Reappointment</u>	April 1987 April 2009 April 2010 April 2015 April 2016 April 2020 May 2021 June 2021	Joined the Company General Manager of Manufacturing Department, Tsuchiura Plant, Wire Rope Division; Chief of Rope Manufacturing Section President of Tokyo Rope Vietnam Co., Ltd. Executive Officer and Deputy General Manager of Wire Rope Division; General Manager of Production Headquarters; General Manager of Tsuchiura Plant of the Company Executive Officer and General Manager of Wire Rope Division President and Representative Director of NAGASAKI KIKI MFG. CO., LTD. Advisor of the Company President, Representative Director and Executive Officer (current position)	17,891
[Reason for nomination] As Executive Officer of the Wire Rope Division until March 2020, Hideyuki Harada was in charge of the core of the wire rope business and has experience stationed in China and Vietnam. Since his appointment as Representative Director in June 2021, he has implemented the Medium-Term Management Plan “TRX135” with swift and decisive decision-making and steadily achieved results in recovering business performance and strengthening of governance. The Company proposes to nominate him again for the candidate for Director in the expectation that he will lead the Company in building a foundation for the sustainable growth of the Group through his strong leadership.				
2	Masaaki Terazono (October 1, 1967) <u>Reappointment</u>	April 1992 June 2011 April 2015 April 2016 June 2018 April 2020 May 2021 June 2021	Joined the Company General Manager of Steel Wire Marketing Department, Wire Rope Division General Manager of Sales Department and General Manager of Purchasing and Logistics Department, Steel Cord Division General Manager of East Japan Marketing Department, General Manager of Administration Department, and Leader of Purchasing and Logistics Group, Wire Rope Division; General Manager of Sales Department, Steel Cord Division General Manager of Wire Rope Marketing Department and Leader of Purchasing and Logistics Group, Administration Department (current Business Promotion Department), Wire Rope Division; General Manager of Sales Department, Steel Cord Division Seconded to SINYO Co., Ltd. as Vice President and Director Advisor of the Company Director and Managing Executive Officer; General Manager of Operational Headquarters; General Manager of Procurement and Logistics Department (current position)	4,565
[Reason for nomination] Masaaki Terazono has a work experience of playing a central role in the sales and procurement divisions of the Company's main businesses, including serving as General Manager of Wire Rope Marketing Department and Leader of Purchasing and Logistics Group, Business Promotion Department, Wire Rope Division, as well as General Manager of Sales Department, Steel Cord Division until March 2020. Since his appointment as Director in June 2021, he has managed the Company's main businesses as General Manager of Operational Headquarters and achieved outstanding results such as the revision of product prices. Because his judgment and execution skills are necessary to stabilize the earnings of the Company's main businesses and build a foundation for the sustainable growth of the Group, the Company proposes to nominate him again for the candidate for Director.				

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	
3	Tadahiro Mori (July 8, 1971) <u>Reappointment</u>	April 1994 April 2005 August 2009 April 2013 December 2015 April 2017 January 2020 June 2021 May 2022	Joined the Company Manager of Fund Group, Accounting Department, Administration Headquarters Manager of Corporate Planning Group, Corporate Planning Office and Manager of Fund Group, Accounting Department, Corporate Management Headquarters Vice President of Tokyo Rope MFG. (Changzhou) Co., Ltd. General Manager of Administration Department, Wire Rope Division of the Company Head of Administration Department, Wire Rope Division General Manager of Corporate Planning Department Director and Executive Officer; Deputy General Manager of Operational Headquarters (current position) President and Representative Director of Tokyo Rope International Inc. (current position)	4,320
		[Significant concurrent positions] President and Representative Director of Tokyo Rope International Inc.		
[Reason for nomination] Since joining the Company, Tadahiro Mori has managed the Company's overseas subsidiaries, served as Head of Administration Department, Wire Rope Division and General Manager of Corporate Planning Department, and assumed the position of Director in June 2021. In May of the following year, he assumed the position of President of Tokyo Rope International Inc. and worked to establish the company's business, swiftly proceeding with the liquidation of our overseas subsidiaries. He has also been steadily achieving results, such as winning a large order for Carbon Fiber Composite Cables (CFCC). Because his leadership and execution skills are necessary to build a foundation for the sustainable growth of the Group, the Company proposes to nominate him again for the candidate for Director.				
4	Koji Kitan (December 3, 1971) <u>Reappointment</u>	April 1995 April 2002 April 2005 July 2012 July 2015 July 2019 June 2021	Joined the Company and seconded to Tokyo Rope Steel Cord Co., Ltd. General Affairs Department and ISO Office of Tokyo Rope Steel Cord Co., Ltd. General Affairs Department and Human Resources Department, Administration Headquarters of the Company Manager of General Affairs Group, General Affairs Department, Administration Headquarters General Manager of TCT Planning Office, TCT Promotion Headquarters General Manager of General Affairs Department Head of General Affairs Department Director and Executive Officer; Head of General Affairs Department in charge of General Affairs Department, Human Resources Department, and Environmental Safety and Disaster Management Office (current position)	5,220
		[Reason for nomination] After joining the Company, Koji Kitan has mainly worked in the General Affairs and Legal Departments. Since his appointment as Director in June 2021, he has been working on the development of various regulations and systems to create a governance system of the standard required of a Prime Market listed company. He has also been steadily achieving results, particularly in the reform of the executive and personnel systems and the expansion of the compliance system. Because his broad insight and sound judgment are necessary to build the foundation for the sustainable growth of the Group, the Company proposes to nominate him again for the candidate for Director.		

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
5	Yasushi Higuchi (February 14, 1952) <u>Reappointment</u> <u>Outside</u> <u>Independent</u>	April 1976	Joined Kumagai Gumi Co., Ltd.	1,000
		April 2003	Representative Director and President of K&E Co., Ltd.	
		April 2008	Executive Officer and Branch Manager of Tohoku Branch of Kumagai Gumi Co., Ltd.	
		April 2011	Managing Executive Officer of Kumagai Gumi Co., Ltd.	
		April 2012	Senior Managing Executive Officer of Kumagai Gumi Co., Ltd.	
		April 2013	Executive Vice President and General Manager of Architectural Management Division; General Manager of Architectural Design Management Division, Architectural Management Division of Kumagai Gumi Co., Ltd.	
		June 2013	President and Executive President of Kumagai Gumi Co., Ltd.	
		April 2018	Chairperson of Kumagai Gumi Co., Ltd.	
		June 2020	Advisor of Kumagai Gumi Co., Ltd.	
		June 2021	Outside Director of the Company (current position)	
July 2021	Part-time Advisor of Kumagai Gumi Co., Ltd.			
[Reason for nomination as candidate for Outside Director and expected roles, etc.] Since his appointment as Outside Director of the Company, Yasushi Higuchi has been providing broad and accurate advice and recommendations on the Group's management during deliberations at Board of Directors meetings based on his experience of improving the profitability of Kumagai Gumi Co., Ltd. as the President of the company. Additionally, as a member of the Nomination and Remuneration Committee, he has played an appropriate role in improving governance at the Company by participating in the formulation of the CEO succession plan. Based on these accomplishments, the Company proposes to nominate him again for the candidate for Outside Director.				
6	Takeo Ueyama (October 28, 1953) <u>Reappointment</u> <u>Outside</u> <u>Independent</u>	April 1976	Joined Marubeni Corporation	1,000
		April 1994	Manager of Pittsburg Branch of Marubeni America Corporation	
		April 2003	General Manager of Automotive Steel Products Dept., Iron & Steel Div.-I of Marubeni-Itochu Steel Inc.	
		April 2005	General Manager of Iron & Steel Trade Dept.-II, Iron & Steel Div.-II of Marubeni-Itochu Steel Inc.	
		April 2009	Executive Officer and General Manager of Iron & Steel Div.-III of Marubeni-Itochu Steel Inc.	
		April 2012	Representative Director and President of SANYO SHOKAI LTD.	
		April 2018	Director of SANYO SHOKAI LTD.	
		June 2018	Advisor of SANYO SHOKAI LTD.	
June 2021	Outside Director of the Company (current position)			
[Reason for nomination as candidate for Outside Director and expected roles, etc.] Since his appointment as Outside Director of the Company, Takeo Ueyama has provided objective and accurate suggestions and advice on the Group's management during deliberations at Board of Directors meetings based on his knowledge accumulated in the steel products division of a general trading company and corporate management experience as Representative Director of SANYO SHOKAI LTD. Additionally, as a member of the Nomination and Remuneration Committee, he has played an appropriate role in improving governance at the Company by participating in the formulation of the CEO succession plan. Based on these accomplishments, the Company proposes to nominate him again for the candidate for Outside Director.				

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held	
7	Toshiaki Kuzuoka (November 3, 1954) Reappointment Outside Independent	April 1978 April 2001 April 2007 April 2011 October 2013 June 2018 April 2019 June 2021	Joined Hitachi, Ltd. General Manager of Legal Division of Hitachi, Ltd. Vice President and Executive Officer of Hitachi, Ltd. Senior Vice President and Executive Officer of Hitachi, Ltd. Executive Vice President, Senior Vice President and Executive Officer of Hitachi, Ltd. Director of Japan Institute of Business Law (current position) Adviser of Hitachi, Ltd.; Chairman of Hitachi Research Institute Outside Director of the Company (current position)	2,100
		[Significant concurrent positions] Director of Japan Institute of Business Law		
[Reason for nomination as candidate for Outside Director and expected roles, etc.] Since his appointment as Outside Director of the Company, Toshiaki Kuzuoka has provided accurate suggestions and advice from the perspectives of practical operations during deliberations at Board of Directors meetings based on his experience and knowledge as an Executive Officer in charge of legal affairs in Hitachi, Ltd., where he was responsible for strengthening the compliance system of its group companies. Additionally, as a member of the Governance Improvement Committee, he has played an appropriate role in improving the Company's governance by actively offering opinions on the establishment of governance systems that listed companies and manufacturing companies should have in place. Based on these accomplishments, the Company proposes to nominate him again for the candidate for Outside Director.				
8	Katsuya Natori (May 15, 1959) Reappointment Outside Independent	April 1986 May 1990 March 2002 January 2004 February 2012 December 2015 April 2016 June 2016 June 2020 September 2020 June 2021 March 2023	Registered as Attorney Earned Master of Laws (LL.M) in School of Law, Washington University Executive Officer and General Manager of Legal Department, FAST RETAILING CO., LTD. Director and Executive Officer in charge of Legal Affairs, Intellectual Property, and Compliance of IBM Japan, Ltd. Established Natori Law Office (current ITN Law Office) External Director of MORITEX Corporation (current position) Supervisory Officer of Global One Real Estate Investment Corporation (current position) Corporate Auditor of KIBERA Co., Ltd. Outside Audit & Supervisory Board Member of Recruit Holdings Co., Ltd. (current position) Corporate Auditor of Pasona Tquila Inc. (current circlace Inc.) (current position) External Director of TaUNS Laboratories, Inc. Outside Director of the Company (current position) Outside Audit & Supervisory Board Member of Hino Motors, Ltd. (current position)	1,000
		[Significant concurrent positions] Attorney of ITN Law Office; External Director of MORITEX Corporation (unlisted); Supervisory Officer of Global One Real Estate Investment Corporation; Outside Audit & Supervisory Board Member of Recruit Holdings Co., Ltd.; Outside Corporate Auditor of circlace Inc.		
[Reason for nomination as candidate for Outside Director and expected roles, etc.] Since his appointment as Outside Director of the Company, Katsuya Natori has provided useful suggestions and advice mainly on compliance and overseas business risk management during deliberations at Board of Directors meetings based on his knowledge as an attorney and his experience as an officer in charge of legal departments in companies. Additionally, as a member of the Governance Improvement Committee, he has played an appropriate role in improving the Company's governance by actively offering opinions on the establishment of governance systems that listed companies and manufacturing companies should have in place. Based on these accomplishments, the Company proposes to nominate him again for the candidate for Outside Director.				

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
9	Mari Kano (May 27, 1960) [Female candidate] [Reappointment] [Outside] [Independent]	<p>April 1984 Joined The Mitsubishi Bank, Ltd. (current MUFG Bank, Ltd.)</p> <p>May 1989 Earned Master of Laws (LL.M) in UCLA School of Law in U.S.A.</p> <p>September 2012 General Manager of Milano Branch of MUFG Bank, Ltd. (retired in September 2014)</p> <p>October 2014 General Manager of Business Planning Department of Mitsubishi UFJ NICOS Co., Ltd.</p> <p>February 2017 Member of the Board of Directors, United Way Romania</p> <p>April 2019 Managing Director of Center for International Exchange of Showa Women's University</p> <p>October 2019 Specially Appointed Professor of Center for General Education (current Education Center for All Faculties) of Showa Women's University (current position)</p> <p>June 2020 Outside Director of Okamura Corporation (current position)</p> <p>June 2021 Outside Director of the Company (current position)</p> <p>April 2022 Outside Director of Tokio Marine Asset Management Co., Ltd. (current position)</p> <hr/> <p>[Significant concurrent positions] Specially Appointed Professor of Center for General Education of Showa Women's University Outside Director of Okamura Corporation Outside Director of Tokio Marine Asset Management Co., Ltd. (unlisted)</p>	600
<p>[Reason for nomination as candidate for Outside Director and expected roles, etc.] Since her appointment as Outside Director of the Company, Mari Kano has extensively raised issues and provided advice mainly on the Group's overseas business risk management and human resource development during deliberations at Board of Directors meetings based on her extensive overseas business experience, including overseas general manager position at a financial institution, and her knowledge of global human resource development at a university. Additionally, as a member of the Nomination and Remuneration Committee, she has played an appropriate role in improving the governance of the Company by participating in the formulation of the CEO succession plan. Based on these accomplishments, the Company proposes to nominate her again for the candidate for Outside Director.</p>			
10	Chizuko Yamamoto (November 18, 1965) [Female candidate] [Reappointment] [Outside] [Independent]	<p>October 1992 Joined Tohmatsu & Co. (current Deloitte Touche Tohmatsu LLC)</p> <p>April 1996 Registered as a certified public accountant</p> <p>July 2010 Partner of Deloitte Touche Tohmatsu LLC</p> <p>July 2019 Standing Executive of The Japanese Institute of Certified Public Accountants Tokyo Chapter</p> <p>September 2019 Member of the Committee on Regulations and Systems of The Japanese Institute of Certified Public Accountants</p> <p>June 2020 Director of Chizuko Yamamoto CPA Office (current position)</p> <p>June 2020 Outside Corporate Auditor of Polyplastics Co., Ltd. (current position)</p> <p>August 2020 Outside Auditor of Ozu Corporation (current position)</p> <p>June 2021 Outside Director of the Company (current position)</p> <hr/> <p>[Significant concurrent positions] Director of Chizuko Yamamoto CPA Office Outside Corporate Auditor of Polyplastics Co., Ltd. (unlisted) Outside Auditor of Ozu Corporation</p>	100
<p>[Reason for nomination as candidate for Outside Director and expected roles, etc.] Since her appointment as Outside Director of the Company, Chizuko Yamamoto has provided accurate suggestions and useful advice mainly on the Group's business strategy and finance and accounting from the perspectives of practical operations during deliberations at Board of Directors meetings based on her extensive experience and high level of knowledge cultivated as a certified public accountant. Additionally, as a member of the Governance Improvement Committee, she has played an appropriate role in improving the Company's governance by actively offering opinions on the establishment of governance systems that listed companies and manufacturing companies should have in place. Based on these accomplishments, the Company proposes to nominate her again for the candidate for Outside Director.</p>			

(Notes)

1. There are no special interests between the candidates and the Company.
2. Candidates for Directors, Yasushi Higuchi, Takeo Ueyama, Toshiaki Kuzuoka, Katsuya Natori, Mari Kano, and Chizuko Yamamoto are candidates for Outside Directors. The term of office of each candidate for Outside Director as the Company's Outside Director will be two years at the conclusion of this General Meeting of Shareholders. The Company has registered each candidate for Outside Director as an Independent Director with the Tokyo Stock Exchange.
3. A candidate for Director Yasushi Higuchi is scheduled to assume office of Outside Director, Audit & Supervisory Committee Member of KONAMI GROUP CORPORATION on June 28, 2023.
4. A candidate for Director, Katsuya Natori, is scheduled to assume office of Outside Director of TOYO CONSTRUCTION CO., LTD. on June 27, 2023.
5. A candidate for Director, Katsuya Natori, is scheduled to retire as Outside Audit & Supervisory Board Member of Hino Motors, Ltd. on June 27, 2023.
6. A candidate for Director, Mari Kano, is scheduled to be appointed as a Councilor of Japan Textile Products Quality and Technology Center on June 21, 2023.
7. A candidate for Director Chizuko Yamamoto is scheduled to assume office of Outside Audit & Supervisory Board Member of TDK Corporation on June 22, 2023.
8. Independence of candidates for Outside Directors as Outside Directors and liability limitation agreements with Outside Directors
 - 1) Independence of candidates for Outside Directors
None of the candidates for Outside Director falls under any of the items (a) through (f) of Article 74, Paragraph (4), Item (vii) of the Regulations for Enforcement of the Companies Act.
 - 2) Improper business execution during terms of office of the candidates for Outside Directors in other companies where they assumed office as directors or corporate auditors during the past five years
Not applicable.
 - 3) Liability limitation agreements with Outside Directors
For the Company to attract suitably capable personnel as Outside Directors, the Company provides in the Articles of Incorporation that the conclusion of agreements is allowed with Outside Directors to limit their liability for damages to the Company to a certain range, and such liability limitation agreements have been concluded with each of the candidates for Outside Directors. The maximum amount of liability pursuant to the agreements is the amount stipulated by laws and regulations. If the reelection of each candidate is approved, the Company plans to continue the agreements.
9. The Company has concluded an indemnity agreement stipulated in Article 430-2, Paragraph 1 of the Companies Act with each Director. The agreement stipulates that the Company shall indemnify each Director for the costs stipulated in Item (i) of the same Paragraph and the losses stipulated in Item (ii) of the same Paragraph to the extent stipulated by laws and regulations. If the reelection of each Director is approved, the Company intends to continue the indemnity agreement with each Director.
10. The Company has entered into a directors and officers liability insurance contract, the outline of which is as follows. The contract is scheduled to be renewed in September 2023. The candidates for Directors nominated in this Proposal will be insured if they are elected.
 - 1) Ratio of premiums paid by the insured
The premiums are fully paid by the Company.
 - 2) Outline of events insured against
The contract covers compensation for damages and dispute expenses incurred by the insured due to claims for damages arising out of the insured's acts (including omissions) in the course of his/her duties as a director or officer of the company; provided, however, that the Company has taken measures to ensure that the appropriateness of the execution of duties by directors and officers is not compromised by excluding compensation for criminal acts such as bribery and other illegal acts, as well as for losses incurred by directors and officers themselves who intentionally commit illegal acts.

[Reference 1] Skill Matrix of the Board of Directors

The main functions of the Board of Directors of the Company are to make decisions on matters stipulated by law and the Articles of Incorporation and important matters concerning the Company and its subsidiaries, and to supervise (monitor) the execution of business by Representative Director, and the composition of the Board of Directors is designed to ensure that these functions are fully exercised. In the composition of the Board of Directors, a skills matrix is formulated based on the Board of Directors' functions and management strategies and plans, and personnel with expertise in each area are assigned, taking into consideration the balance of the Board of Directors as a whole, including diversity and size. Reasons for selection of each skill matrix item, composition of the Board of Directors if Proposal 1 is approved, and areas to expect for each Director to make particular use of his/her experience and expertise are as follows:

1) Reasons for selection of each skill matrix item

Skills	Reasons for selection
Corporate management	In order to achieve sustainable growth even in a difficult business environment, we have formulated a new Medium-Term Management Plan "TRX135" under a new management structure. The Plan's basic policies are to "return all businesses to profitability through selection and concentration of management resources" and to "build a foundation for the next stage of growth." The plan requires Directors with corporate management experience, especially accomplishments of management reform and management experience in different industries.
Marketing Technology	In order to realize the "restructuring of profitability" set forth in the Medium-Term Management Plan "TRX135" amid intensifying competition in Japan and abroad, we need Directors who are familiar not only with steel cables and steel cords, but also with industries, products and technologies related to the Group's business such as steel, construction and machinery, and also have knowledge of global business.
Finance/Accounting M&A	The formulation of a financial strategy to realize the "strengthening of the financial base" set forth in the Medium-Term Management Plan "TRX135" requires Directors with solid knowledge and experience in the areas of finance and accounting.
Risk Management Governance	In the Medium-Term Management Plan "TRX135," the Company has set forth the goal of "rebuilding and actively utilizing internal controls to reform the corporate culture," and as a foundation for sustainable corporate value improvement, it has reformed its governance system to the level that a Prime Market listed company should have, but it is necessary to continue to upgrade the system, and Directors with solid knowledge and experience in the areas of corporate governance, risk management and compliance are required.
Human resources development	In order to achieve the Medium-Term Management Plan "TRX135" and to sustainably increase corporate value thereafter, it is necessary to formulate a human resource strategy that enables each employee to maximize his/her abilities. In addition, in order to respond to the globalization of business areas by promoting diversity, etc., Directors with solid knowledge and experience in the field of human resource development are required.

2) Areas to expect for each Director

Name	Position	Skills and experience				
		Corporate management	Marketing	Finance/Accounting	Risk Management	Human resources development
			Technology	M&A	Governance	
Hideyuki Harada	President, Representative Director and Executive Officer	○	○		○	
Masaaki Terazono	Director and Managing Executive Officer		○			
Tadahiro Mori	Director and Executive Officer		○	○		
Koji Kitan	Director and Executive Officer				○	○
Yasushi Higuchi	Outside Director	○	○			○
Takeo Ueyama	Outside Director	○	○			○
Toshiaki Kuzuoka	Outside Director	○			○	
Katsuya Natori	Outside Director			○	○	
Mari Kano	Outside Director			○		○
Chizuko Yamamoto	Outside Director			○	○	

[Reference 2] Policy and Procedures for Nominating Candidates for Directors

I. Policy for nominating candidates for Directors

The basic policy of the Company is to appoint candidates for Directors so the overall balance is such that the Board of Directors as a whole can retain specialized knowledge of the Group's business as a whole and specialized knowledge including financial accounting so that the Board of Directors can fulfill the functions of managing and supervising the execution of business including the Group companies.

In addition to this basic policy, when nominating candidates for Outside Directors, the Company has established "Independence Criteria for Outside Officers of TOKYO ROPE MFG." as stated in item III. below to appoint highly independent Outside Directors. Furthermore, the six candidates for Outside Directors in this proposal meet these criteria.

II. Procedures for nominating candidates for Directors

In accordance with the policy for nomination in item I., the Company, after selecting the candidates, prior to nomination by the Board of Directors, nominate by a resolution of the Board of Directors after consulting with the Nomination and Remuneration Committee, which consists of three current Outside Directors and two Internal Directors.

III. Independence Criteria for Outside Officers of TOKYO ROPE MFG. (Outline)

Of the Outside Directors and Outside Corporate Auditors (hereinafter, "Outside Officers"), if all the conditions in the below item 1. Criteria for Independence are not met, the Company will nominate an Independent Outside Officer as a person who will not have a conflict of interest with general shareholders.

1. Criteria for Independence

- (1) An Executive Director, Executive Officer, employee, etc. (hereinafter, "business executor"), Corporate Auditor (excluding Outside Corporate Auditors) of the Company and its affiliated companies (hereinafter, "the Group"), or a person who was a business executor in the past
- (2) A person who is a Director who does not execute the business of the Company's affiliated companies, or a person who was said Director
- (3) A person whose main business partner ^(Note 1) is the Group, or a business executor thereof
- (4) A person who has received a large amount of donations ^(Note 2) from the Group, or a business executor thereof
- (5) A person who has a close relationship with the Company's Directors and executives, such as accepting the Group's business executors as Executive Directors or dispatching, etc., Directors to each other, or a business executor thereof
- (6) The Group's main business partner ^(Note 3), or a business executor thereof
- (7) Current major shareholders of the Company (shareholders who directly or indirectly hold a voting right ownership ratio of 10% or more), if the major shareholder is a corporation, a Director, Corporate Auditor, accounting advisor, corporate executive (*shikko yaku*), executive officer (*shikko yakuin*), manager, or other employee of said major shareholder, the parent company, or an important subsidiary
- (8) Major financial institutions, etc., ^(Note 4) that the Company raises funds from, or a business executor thereof
- (9) Accounting Auditor of the Group, in the case of a corporation, an employee, etc., involved in the management of said audit corporation, or a certified public accountant engaged in accounting audits of the Group
- (10) An attorney, accountant, tax accountant, or other consultant who receives a large amount of compensation ^(Note 5) from the Group
- (11) A person involved in the management of a law firm, audit corporation, or tax accountant corporation that receives a large amount of compensation from the Group
- (12) A person who falls under any of the above (2) to (11) in the past three years
- (13) A spouse or a relative within a second degree of kinship of a person who falls under (1) to (12) above

2. Exemptions

When the Company determines that a person who falls under any of the items of the preceding Article is suitable as an Independent Outside Officer of the Company in consideration of the personality, qualities, insight, etc., of said other party, said other party may be nominated as an Independent Outside Officer by disclosing the reasons for determining that said other party meets the requirements as an Independent Outside Officer.

(Note 1) Main business partner ……

A business partner whose annual payment to said business partner of the Group reaches 2% or more of the consolidated net sales of the said business partner.

(Note 2) Large amount of donations	A party whose annual payment to said other party of the Group is 10 million yen or more, or whose payment amount is 2% or more of the business income of said other party, whichever amount is greater is applicable.
(Note 3) Main business partner ……	A business partner whose annual amount of money received from said business partner of the Group reaches 2% or more of the consolidated net sales of the Group.
(Note 4) Major financial institutions, etc.	A financial institution, etc., that is indispensable for the Group's financing and is depended on to the degree of irreplaceability.
(Note 5) Large amount of compensation	According to the large amount of donations, a party whose annual compensation is 10 million yen or more or said party receives 2% or more of the business income of said other party from the Group.

Proposal 2: Election of 4 Corporate Auditors

The terms of office of all 4 Corporate Auditors in office will expire at the conclusion of this General Meeting of Shareholders. Accordingly, we propose the election of 4 Corporate Auditors.

The Board of Corporate Auditors has previously given its approval to the submission of this Proposal.

The candidates for Corporate Auditors are as follows:

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
1	Tatsuji Fukui (February 13, 1948) <u>Reappointment</u>	April 1970 Joined the Company June 1997 Executive Secretary October 2000 Director and Executive Secretary June 2004 Full-time Corporate Auditor June 2009 Representative Director and President of Nagasaki Kiki Manufacturing Co., Ltd. (current NAGASAKI KIKI MFG. CO., LTD.) June 2012 Advisor of NAGASAKI KIKI MFG. CO., LTD. (retired in March 2013) June 2021 Corporate Auditor of the Company (current position)	1,000
		<p>[Reason for nomination] Tatsuji Fukui served as Corporate Auditor of the Company for five years from 2004 and has management experience in the Company's group companies. He possesses a high level of insight that enables him to adequately address issues related to accounting, finance, and business administration in the Company. Since his appointment as Corporate Auditor in June 2021, he has served on the Board of Directors and the Board of Corporate Auditors, where he has provided precise observations and recommendations predominately from an accounting and financial viewpoint. Based on his proven track record and insight, the Company believes that he will continue to perform his duties appropriately as a Full-time Corporate Auditor, and therefore proposes to nominate him again for the candidate for Full-time Corporate Auditor.</p>	
2	Yoichi Ozawa (January 28, 1958) <u>New appointment</u> <u>Outside</u> <u>Independent</u>	October 1989 Joined ASAHI SHINWA & Co. (current KPMG AZSA LLC) August 1993 Registered as a certified public accountant May 2001 Partner of Asahi & Co. (current KPMG AZSA LLC) May 2007 Representative Partner of AZSA & Co. (current KPMG AZSA LLC) July 2020 Established Yoichi Ozawa CPA Office as Director (current position)	0
		<p>[Significant concurrent positions] Director of Yoichi Ozawa CPA Office</p> <p>[Reason for nomination] Yoichi Ozawa has long been engaged in corporate auditing services as a certified public accountant and has expert knowledge and extensive experience in accounting and finance. The Company expects that he will be able to conduct appropriate audits from an independent standpoint, and therefore proposes to nominate him for the candidate for Corporate Auditor.</p>	
3	Seiichiro Ino (December 24, 1957) <u>New appointment</u> <u>Outside</u> <u>Independent</u>	April 1981 Joined The Dai-Ichi Kangyo Bank, Ltd. April 2005 General Manager of Structured Finance Sales Department of Mizuho Corporate Bank, Ltd. April 2009 Executive Officer and Vice-chairperson of Asia Committee of Mizuho Securities Co., Ltd. October 2009 Executive Officer and Vice-chairperson of Asia & Middle East Committee of Mizuho Securities Co., Ltd. July 2010 Managing Executive Officer of Seiwa Building Co., Ltd. October 2014 President of Seiwa Create Co., Ltd. June 2017 Senior Managing Executive Officer of Seiwa Building Co., Ltd. June 2021 Senior Executive Officer of Seiwa Building Co., Ltd. (current position)	0
		<p>[Significant concurrent positions] Senior Executive Officer of Seiwa Building Co., Ltd. (unlisted)</p> <p>[Reason for nomination] Seiichiro Ino has advanced knowledge of finance and accounting from his business experience at financial institutions and extensive experience as a corporate manager. The Company believes that he will be able to contribute to strengthening the Company's auditing system, and therefore proposes to nominate him for the candidate for Corporate Auditor.</p>	

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
4	Toshio Hayashi (June 3, 1955) Reappointment	April 1980 April 2006 October 2006 May 2010 July 2012 July 2014 June 2015	8,300
		<p>[Reason for nomination]</p> <p>Toshio Hayashi was appointed Corporate Auditor of the Company in June 2015, after having held general managerial and other positions in the fields of administration and human resources at the Company. Since then, he has provided precise observations on the legality and validity of the Company's management by the Board of Directors and the Board of Corporate Auditors. Based on his proven track record and knowledge, the Company believes that he has the qualifications and insight to audit the Directors' execution of their duties from a fair and objective viewpoint. The Company expects that he will continue to contribute to the improvement of the soundness and transparency of the Company's management, and therefore proposes to nominate him again for the candidate for Corporate Auditor.</p>	

(Notes)

1. There are no special interests between the candidates and the Company.
2. Yoichi Ozawa and Seiichiro Ino are candidates for Outside Corporate Auditors.
The Company will designate them as Independent Auditors based on the stipulations set forth by the Tokyo Stock Exchange and submit them to the same Exchange.
3. Liability limitation agreements with Outside Corporate Auditors
For the Company to attract suitably capable personnel as Outside Corporate Auditors, the Company provides in the Articles of Incorporation that the conclusion of agreements is allowed with Outside Corporate Auditors to limit their liability to the Company to a certain range. The candidates for Outside Corporate Auditors, Yoichi Ozawa and Seiichiro Ino, are scheduled to conclude such liability limitation agreements with the Company if their election is approved at this General Meeting of Shareholders. The maximum amount of liability pursuant to the agreements is the amount stipulated by laws and regulations.
4. If the election of each candidate is approved, the Company intends to conclude an indemnity agreement stipulated in Article 430-2, Paragraph 1 of the Companies Act with each candidate. The agreement stipulates that the Company shall indemnify each candidate for the costs stipulated in Item (i) of the same Paragraph and the losses stipulated in Item (ii) of the same Paragraph to the extent stipulated by laws and regulations.
5. The Company has entered into a directors and officers liability insurance contract, the outline of which is as follows. The contract is scheduled to be renewed in September 2023. The candidates for Corporate Auditors nominated in this Proposal will be insured if they are elected.
 - 1) Ratio of premiums paid by the insured
The premiums are fully paid by the Company.
 - 2) Outline of events insured against
The contract covers compensation for damages and dispute expenses incurred by the insured due to claims for damages arising out of the insured's acts (including omissions) in the course of his/her duties as a director or officer of the company; provided, however, that the Company has taken measures to ensure that the appropriateness of the execution of duties by directors and officers is not compromised by excluding compensation for criminal acts such as bribery and other illegal acts, as well as for losses incurred by directors and officers themselves who intentionally commit illegal acts.

Proposal 3: Election of 1 Substitute Corporate Auditor

In order to prepare for cases where a vacancy results in a shortfall in the number of Corporate Auditors prescribed by laws and regulations, we propose the election of 1 Substitute Corporate Auditor in advance. The Board of Corporate Auditors has previously given its approval to this Proposal.

The candidate for Substitute Corporate Auditor is as follows:

Name (Date of birth)	Past experience and significant concurrent positions	Number of shares of the Company held
Norio Yasuda (November 15, 1970)	October 1999 Joined Showa & Ota, Co. (current Ernst & Young ShinNihon LLC) September 2002 Registered as a certified public accountant August 2006 Joined Ernst & Young Transaction Advisory Services Co., Ltd. March 2008 Joined Hiroshi Kawakita & Shin Tokunaga CPA Office November 2010 Established Norio Yasuda CPA Office as Director (current position) October 2014 Outside Corporate Auditor of CLIPLA Inc. (current position) June 2015 Outside Corporate Auditor of WizBiz Inc. (current position) March 2018 Director of NIHONWASOU HOLDINGS, Inc. August 2019 Outside Corporate Auditor of AxisRoot Holdings, Inc. (current position) October 2021 Outside Corporate Auditor of Fixpoint, Inc. (current position) April 2023 Outside Corporate Auditor of YUTORI NO KUKAN CORPORATION (current position)	0
	[Significant concurrent positions] Director of Norio Yasuda CPA Office; Outside Corporate Auditor of CLIPLA Inc. (unlisted); Outside Corporate Auditor of WizBiz Inc. (unlisted); Outside Corporate Auditor of AxisRoot Holdings, Inc. (unlisted); Outside Corporate Auditor of Fixpoint, Inc. (unlisted); Outside Corporate Auditor of YUTORI NO KUKAN CORPORATION (unlisted)	
[Reason for nomination] Norio Yasuda has long been engaged in corporate auditing services as a certified public accountant and has expert knowledge in accounting and finance and extensive experience as outside corporate auditor. The Company expects that he will be able to conduct appropriate audits from an independent standpoint, and therefore proposes to nominate him for the candidate for Substitute Outside Corporate Auditor.		

(Notes)

1. There are no special interests between the candidate and the Company.
2. Norio Yasuda is a candidate for Substitute Outside Corporate Auditor. He satisfies the independence criteria for outside officers stipulated by the Tokyo Stock Exchange and the Independence Criteria for Outside Officers of TOKYO ROPE MFG. described above. Therefore, the Company will register him as an Independent Auditor as set forth by the same Exchange, if he assumes office as Outside Corporate Auditor.
3. The appointment of a candidate may be revoked by a resolution of the Board of Directors, with the consent of the Board of Corporate Auditors, prior to his/her assumption of office.
4. Liability limitation agreements with Outside Corporate Auditors
 For the Company to attract suitably capable personnel as Outside Corporate Auditors, the Company provides in the Articles of Incorporation that the conclusion of agreements is allowed with Outside Corporate Auditors to limit their liability for damages to the Company to a certain range. The candidate for Outside Corporate Auditor, Norio Yasuda, is scheduled to conclude such liability limitation agreement with the Company after assuming the office as the Company's Outside Corporate Auditor. The maximum amount of liability pursuant to the agreements is the amount stipulated by laws and regulations.
5. The indemnity agreement
 After assuming the office as the Company's Outside Corporate Auditor, the candidate for Outside Corporate Auditor, Norio Yasuda, is scheduled to conclude an indemnity agreement stipulated in Article 430-2, Paragraph 1 of the Companies Act with the Company. The agreement stipulates that the Company shall indemnify him for the costs stipulated in Item (i) of the same Paragraph and the losses stipulated in Item (ii) of the same Paragraph to the extent stipulated by laws and regulations.
6. The Company has entered into a directors and officers liability insurance contract, the outline of which is as follows. The contract is scheduled to be renewed in September 2023. The candidates for Substitute Corporate Auditors nominated

in this Proposal will be insured after assuming the office as Corporate Auditor.

1) Ratio of premiums paid by the insured

The premiums are fully paid by the Company.

2) Outline of events insured against

The contract covers compensation for damages and dispute expenses incurred by the insured due to claims for damages arising out of the insured's acts (including omissions) in the course of his/her duties as a director or officer of the company; provided, however, that the Company has taken measures to ensure that the appropriateness of the execution of duties by directors and officers is not compromised by excluding compensation for criminal acts such as bribery and other illegal acts, as well as for losses incurred by directors and officers themselves who intentionally commit illegal acts.

End