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Securities Code: 6995

May 27, 2024

(Electronic provision of Information starts on: May 17, 2024)

Dear Shareholders:

Hiroyoshi Ninoyu,

President

**TOKAI RIKA CO., LTD.**

3-260 Toyota, Oguchi-cho, Niwa-gun, Aichi, Japan

## Notice of the 77th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 77th Ordinary General Meeting of Shareholders of TOKAI RIKA CO., LTD. (the “Company”), which will be held as indicated below.

In convening this General Meeting of Shareholders, the information contained in the Reference Documents for the General Meeting of Shareholders (matters to be provided electronically) has been made available electronically and is posted online on the following websites. We kindly request that you visit these websites to review the information.

Company Website

<https://www.tokai-rika.co.jp/investors/soukai> (in Japanese)

Websites for posting materials related to the General Meeting of Shareholders

<https://d.sokai.jp/6995/teiji/> (in Japanese)

TSE Website (Tokyo Stock Exchange Listed Company Search)

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

Access the TSE Website above and enter either the company name (TOKAI RIKA) or the securities code (6995) and press Search. Click “Basic information,” and select “Documents for public inspection/PR information.” Then check the [Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting] under “Filed information available for public inspection.”

If you are unable to attend the meeting, you may exercise your voting rights in writing or by electronic means (the Internet, etc.). Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:20 p.m. on Wednesday, June 12, 2024 (Japan Time).

- 1. Date and Time:** Thursday, June 13, 2024, at 10:00 a.m.
- 2. Venue:** Head Office of the Company  
3-260 Toyota, Oguchi-cho, Niwa-gun, Aichi, Japan

### 3. Meeting Agenda

#### Reports

1. The Business Report, the Consolidated Financial Statements, and Non-Consolidated Financial Statements for the 77th fiscal year (from April 1, 2023 to March 31, 2024)
2. The results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board

#### Resolutions

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|-----------------------|---|
| <b>Proposal No. 1</b> | Election of Six (6) Directors                                   |
| <b>Proposal No. 2</b> | Election of Two (2) Audit & Supervisory Board Members           |
| <b>Proposal No. 3</b> | Election of One (1) Substitute Audit & Supervisory Board Member |
| <b>Proposal No. 4</b> | Payment of Bonuses to Directors                                 |

- For this General Meeting of Shareholders, the Company will send a paper-based document of the matters to be provided electronically, regardless of whether such a request was made. Pursuant to provisions of laws and regulations and Article 17 of the Company's Articles of Incorporation, the Consolidated Statements of Changes in Equity, the Notes to Consolidated Financial Statements, the Non-Consolidated Statements of Change in Equity, and the Notes to Non-Consolidated Financial Statements will be omitted from the paper-based document sent to shareholders, and will instead be posted on the above-mentioned websites. As such, the Business Report, the Consolidated Financial Statements, and Non-Consolidated Financial Statements included in the paper-based document are part of the documents audited by the Accounting Auditor and the Audit & Supervisory Board in creating the audit report.
- If there are any amendments to the matters to be provided electronically, a notice of the amendments and the matters before and after the amendments will be posted on the above-mentioned websites.

## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1 Election of Six (6) Directors

At the conclusion of this Ordinary General Meeting of Shareholders, the terms of office of all six (6) currently serving Directors will expire. Therefore, the Company proposes the election of six (6) Directors.

Before submitting this proposal to this Ordinary General Meeting of Shareholders, the Nomination Committee, which is chaired by an Outside Director, has deliberated and reported on the matter.

The candidates for Director are as follows:

Candidate No.		Name		Current position
1	Reelection	Hiroyoshi Ninoyu		Director, Member of the Board, President
2	Reelection	Masahiko Sato		Director, Member of the Board, Executive Vice President
3	New election	Katsuyuki Imaeda		Corporate Officer
4	Reelection	Kei Fujioka	Outside Director Independent Director	Director, Member of the Board
5	Reelection	Minako Miyama	Outside Director Independent Director	Director, Member of the Board
6	New election	Kazushi Ambe	Outside Director Independent Director	—

Candidate No.	Name (Date of birth)	Career summary and position	Number of the Company's shares owned
1	Hiroyoshi Ninoyu (January 2, 1962) Reelection	<p>Apr. 1984      Joined Toyota Motor Corporation</p> <p>Apr. 2017      Managing Officer</p> <p>Jan. 2020      Executive Vice President of the Company</p> <p>June 2020      President (current position)</p> <p>[Reasons for the nomination as a candidate for Director] Hiroyoshi Ninoyu has experience at Toyota Motor Corporation, having been engaged at overseas production divisions and production control divisions, and also in vehicle production plant management. Since June 2020, he has utilized his abundant experience and expertise to lead the management team as President of the Company. We request his election as Director.</p>	25,200 shares
2	Masahiko Sato (October 31, 1962) Reelection	<p>Apr. 1985      Joined the Company</p> <p>June 2009      General Manager of Sales Division I</p> <p>June 2013      Associate Director</p> <p>June 2016      Corporate Officer</p> <p>June 2018      Director, Member of the Board (retired in June 2020)</p> <p>Apr. 2023      Executive Vice President (current position)</p> <p>June 2023      Director, Member of the Board (current position)</p> <p>[Reasons for the nomination as a candidate for Director] Masahiko Sato has worked in the Sales and Business Planning Divisions of the Company and has been involved in launching and running businesses overseas, having extensive experience and a track record in the Company's overall business. We request his election as Director to have his abundant experience, expertise and insight reflected in the management of the Company.</p>	14,800 shares
3	Katsuyuki Imaeda (June 26, 1966) New election	<p>Apr. 1990      Joined the Company</p> <p>June 2016      General Manager of Security Production Engineering Division, Security Business Group</p> <p>Apr. 2019      Corporate Officer</p> <p>Jan. 2020      Higher Senior Management</p> <p>Apr. 2021      Corporate Officer (current position)</p> <p>[Responsibility] General Manager of Production Engineering Center, responsible for Carbon Neutral Promote Strategy Dept., responsible for Bamboo+ Company</p> <p>[Reasons for the nomination as a candidate for Director] Katsuyuki Imaeda has extensive expertise and track record in manufacturing mainly in the Production Engineering Divisions of the Company. He has served as General Manager of Production Engineering Center since April 2021 and is responsible for leading the Production Engineering Divisions. We request his election as Director to have his abundant experience, expertise and insight reflected in the management of the Company.</p>	7,700 shares

4	<p style="text-align: center;">Kei Fujioka (December 23, 1953) Reelection Outside Director Independent Director</p>	<p>Apr. 1977      Joined MITSUI-SOKO Co., Ltd. June 2012      President and CEO Oct. 2014      President and CEO of MITSUI-SOKO HOLDINGS Co., Ltd. June 2017      Outside Director, Member of the Board of the Company (current position) June 2017      Advisor of MITSUI-SOKO HOLDINGS Co., Ltd. June 2021      Retired as Advisor of MITSUI-SOKO HOLDINGS Co., Ltd. (current position)</p> <p>[Reasons for the nomination as a candidate for Outside Director and expected role] Kei Fujioka has abundant knowledge in corporate management and other areas and abundant experience in logistics at MITSUI-SOKO HOLDINGS Co., Ltd. We request his election as Outside Director as we expect that he will utilize his abundant experience, expertise and insight for management in general, primarily in logistics division, by supervising and providing advice concerning the execution of business of the Company from a professional perspective.</p>	100 shares
5	<p style="text-align: center;">Minako Miyama (January 15, 1962) Reelection Outside Director Independent Director</p>	<p>Apr. 1986      Joined Dai Nippon Printing Co., Ltd. July 2014      General Manager of Recruiting and Training Dept. June 2018      Corporate Officer June 2021      Director (current position) June 2022      Outside Director, Member of the Board of the Company (current position)</p> <p>[Significant concurrent positions outside the Company] Director of Dai Nippon Printing Co., Ltd. [Reasons for the nomination as a candidate for Outside Director and expected role] In addition to her experience in the research and planning development divisions at Dai Nippon Printing Co., Ltd., Minako Miyama has a proven track record as a leader in human resource development and ensuring diversity. We request her election as Outside Director as we expect that she will provide advice on management reform from an objective and scientific viewpoint by utilizing her extensive experience, knowledge and insight.</p>	300 shares

6	<p>Kazushi Ambe (April 23, 1961) New election Outside Director Independent Director</p>	<p>Apr. 1984      Joined Sony Corporation (currently Sony Group Corporation)</p> <p>Oct. 2001      VP of Sony Ericsson Mobile Communications AB</p> <p>Apr. 2006      SVP of Sony Corporation of America</p> <p>Nov. 2014      Corporate Executive and SVP of Sony Corporation</p> <p>June 2018      Executive Vice President and Corporate Executive Officer</p> <p>June 2020      Senior Executive Vice President and Corporate Executive Officer</p> <p>Apr. 2021      Senior Executive Vice President and Corporate Executive Officer of Sony Group Corporation (current position)</p> <p>[Significant concurrent positions outside the Company] Senior Executive Vice President and Corporate Executive Officer of Sony Group Corporation</p> <p>[Reasons for the nomination as a candidate for Outside Director and expected role] In addition to his experience in human resources and general affairs divisions at Sony Group Corporation, Kazushi Ambe has experience in managing an overseas subsidiary of the company. We request his election as Outside Director as we expect that he will utilize his extensive and abundant experience, expertise and insight by supervising and providing advice concerning management in general, with a focus on human resources strategy and organizational reform.</p>	1,000 shares
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- (Notes)
1. Minako Miyama serves concurrently as a director of Dai Nippon Printing Co., Ltd., which has a commercial relationship with the Company. There is no special interest between the other candidates and the Company.
  2. Kei Fujioka, Minako Miyama, and Kazushi Ambe are candidates for Outside Director. The Company registered Kei Fujioka and Minako Miyama with the Tokyo Stock Exchange and the Nagoya Stock Exchange as Independent Director pursuant to the rules of each Stock Exchange, and the Company plans to maintain such registration if they are reelected. Kazushi Ambe also satisfies the requirements for Independent Director pursuant to the rules of the Tokyo Stock Exchange and the Nagoya Stock Exchange, and the Company plans to register him as an Independent Director if he is elected.
  3. At the conclusion of this Ordinary General Meeting of Shareholders, the tenures of Kei Fujioka and Minako Miyama as Outside Director will have been seven (7) years and two (2) years, respectively.
  4. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company that includes the Directors as insureds. This insurance policy covers compensation for damages, legal expenses, etc. incurred when claims for damages arise from liability borne by the insured persons in the course of execution of their duties as Director. However, cases where there are legal violations in the conduct of the insured persons are not covered. The full amount of the insurance premiums is borne by the Company, and the Company plans to renew the insurance policy with the same details during their terms of office.
  5. Pursuant to the provision of Article 427, paragraph (1) of the Companies Act, the Company has concluded an agreement with each of Kei Fujioka and Minako Miyama to limit their liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of their liability for damages under this agreement is the minimum liability amount provided for by Article 425, paragraph (1) of the same Act. If Kei Fujioka and Minako Miyama are reelected, the Company plans to renew the aforementioned agreements with each of them. Furthermore, if Kazushi Ambe is elected, the Company plans to conclude an agreement, pursuant to the provision of Article 427, paragraph (1) of the Companies Act, with Kazushi Ambe to limit his liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of his liability for damages under this agreement will be the minimum liability amount provided for by Article 425, paragraph (1) of the same Act.

**Proposal No. 2** Election of Two (2) Audit & Supervisory Board Members

At the conclusion of this Ordinary General Meeting of Shareholders, the four-year term of office of Minoru Chida, Audit & Supervisory Board Member, will expire. Moreover, Isaki Sugiura, Audit & Supervisory Board Member, will resign at the conclusion of this Ordinary General Meeting of Shareholders. Therefore, the Company proposes the election of two (2) Audit & Supervisory Board Members.

For the submission of this proposal to this Ordinary General Meeting of Shareholders, prior consent of the Audit & Supervisory Board has been obtained.

The candidates for Audit & Supervisory Board Members are as follows:

Candidate No.	Name (Date of birth)	Career summary and position	Number of the Company's shares owned
1	Toshiki Akita (December 15, 1962) New election	<p>Apr. 1985      Joined the Company</p> <p>June 2009      General Manager of Switch Engineering Division, Switch Business Group</p> <p>June 2013      Corporate Officer</p> <p>June 2017      Managing Director, Member of the Board</p> <p>June 2018      Director, Member of the Board (retired in June 2020)</p> <p>Jan. 2020      Corporate Officer (current position)</p> <p>[Reasons for the nomination as a candidate for Audit &amp; Supervisory Board Member]</p> <p>Toshiki Akita has extensive experience and track record in product development mainly in the Design and Technology Development Divisions of the Company. We request his election as Audit &amp; Supervisory Board Member to have his abundant experience, expertise and insight reflected in the auditing at the Company.</p>	20,000 shares
2	Minoru Chida (November 27, 1968) Reelection Outside Audit & Supervisory Board Member	<p>Apr. 1993      Joined Toyota Motor Corporation</p> <p>Jan. 2019      General Manager of Advanced Body Technology Development Division</p> <p>July 2019      General Manager of Body Development Department, Vehicle Development Center (current position)</p> <p>June 2020      Outside Audit &amp; Supervisory Board Member of the Company (current position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>General Manager of Body Development Department, Vehicle Development Center, Toyota Motor Corporation</p> <p>[Reasons for the nomination as a candidate for Outside Audit &amp; Supervisory Board Member]</p> <p>While Minoru Chida has no experience of direct involvement in the management of the company, he has been involved for long years in the area of vehicle interior development and design at Toyota Motor Corporation, and he has technical experience, expertise and insight in that area. We request his election as Outside Audit &amp; Supervisory Board Member to have his abundant experience and, expertise and insight reflected in the management of the Company.</p>	0 shares

- (Notes)
1. Minoru Chida is a management executive officer of Toyota Motor Corporation (Specified Affiliated Business Operator). He has also received remuneration, etc. from Toyota Motor Corporation during the past two (2) years, and is expected to continue to receive them. There is no special interest between the other candidate and the Company.
  2. Minoru Chida is a candidate for Outside Audit & Supervisory Board Member.
  3. At the conclusion of this Ordinary General Meeting of Shareholders, Minoru Chida's tenure as Outside Audit & Supervisory Board Member will have been four (4) years.
  4. The Company has entered into Audit & Supervisory Board Member liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company that includes the Audit & Supervisory Board

Members as insureds. This insurance policy covers compensation for damages, legal expenses, etc. incurred when claims for damages arise from liability borne by the insured persons in the course of execution of their duties as Audit & Supervisory Board Member. However, cases where there are legal violations in the conduct of the insured persons are not covered. The full amount of the insurance premiums is borne by the Company, and the Company plans to renew the insurance policy with the same details during their terms of office.

5. Pursuant to the provision of Article 427, paragraph (1) of the Companies Act, the Company has concluded an agreement with Minoru Chida to limit his liability for damages under Article 423, paragraph (1) of the Companies Act. The maximum amount of his liability for damages under this agreement is the minimum liability amount provided for by Article 425, paragraph (1) of the same Act. If Yoshinori Yamada is reelected, the Company plans to renew the aforementioned agreement with him.



**Proposal No. 3** Election of One (1) Substitute Audit & Supervisory Board Member

The Company proposes the election of one (1) substitute Outside Audit & Supervisory Board Member to prepare for shortages in the number of Audit & Supervisory Board Members stipulated by the law.

This proposal is to request the election of a substitute for Yoshinori Yamada, a current Outside Audit & Supervisory Board Member, and Minoru Chida, who will assume the position of Outside Audit & Supervisory Board Member if Proposal No. 2 is approved. When a substitute assumes the role of Audit & Supervisory Board Members, their term will be the remaining term of their predecessor. For the submission of this proposal to this Ordinary General Meeting of Shareholders, prior consent of the Audit & Supervisory Board has been obtained.

The candidate for Substitute Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary and position	Number of the Company's shares owned
<p style="text-align: center;">Naoto Uozumi (March 21, 1964) Outside Audit &amp; Supervisory Board Member Independent Director</p>	<p>Apr. 1991     Attorney-at-law, admitted and belonging to the Nagoya Bar Association (currently the Aichi Bar Association)</p> <p>Apr. 1991     Joined Kusuda Law Firm</p> <p>Apr. 2000     Established Uozumi Law Firm (current position)</p> <p>Apr. 2010     Vice President of the Aichi Bar Association</p> <p>[Reasons for the nomination as a candidate for Substitute Outside Audit &amp; Supervisory Board Member]</p> <p>While Naoto Uozumi does not have experience in being directly involved in company management, he has served as a lawyer for many years, and we request his election as substitute Outside Audit &amp; Supervisory Board Member to have his abundant experience, and high level of expertise reflected in the auditing at the Company.</p>	<p>0 shares</p>

- (Notes)
1. There is no special interest between the candidate and the Company.
  2. Naoto Uozumi is a candidate for Substitute Outside Audit & Supervisory Board Member. He meets the requirements for Independent Director under the regulations of the Tokyo Stock Exchange and the Nagoya Stock Exchange, and if his election is approved under this proposal and he assumes the position of Audit & Supervisory Board Member, he will be registered as an Independent Director under the regulations of the Tokyo Stock Exchange and the Nagoya Stock Exchange.
  3. The Company has entered into Audit & Supervisory Board Member liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company that includes the Audit & Supervisory Board Members as insureds. This insurance policy covers compensation for damages, legal expenses, etc. incurred when claims for damages arise from liability borne by the insured persons in the course of execution of their duties as Audit & Supervisory Board Member. However, cases where there are legal violations in the conduct of the insured persons are not covered. The full amount of the insurance premiums is borne by the Company, and the Company plans to renew the insurance policy with the same details during their terms of office. If the election of Naoto Uozumi under this proposal is approved and he assumes the role of Audit & Supervisory Board Member, he will be insured under the applicable insurance agreement.
  4. Furthermore, if the election of Naoto Uozumi is approved under this resolution and he is elected, the Company plans to conclude an agreement, pursuant to the provision of Article 427, paragraph (1) of the Companies Act, with Naoto Uozumi to limit his liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of his liability for damages under this agreement will be the minimum liability amount provided for by Article 425, paragraph (1) of the same Act.

(Reference) Director and Audit & Supervisory Board Member Skill Matrix (After the Ordinary General Meeting of Shareholders on June 13, 2024)

The following chart denotes the skills and experience the Company expects each Director and Audit & Supervisory Board Member to demonstrate. It does not show all skills or experience of each member.

	Name	Gender	Corporate management/governance	Technology development	SDGs		IT/DX	Compliance	Overseas business	Manufacturing (Production engineering)	Sales	Finance
					Diversity	Carbon neutrality						
Directors	Hiroyoshi Ninoyu	Male	○		○	○	○	○	○	○		○
	Masahiko Sato	Male	○		○	○	○		○		○	
	Katsuyuki Imaeda	Male	○	○		○				○		
	Kei Fujioka	Male	○		○			○	○		○	○
	Minako Miyama	Female	○	○	○		○					
	Kazushi Ambe	Male	○		○			○	○			
Audit & Supervisory Board Members	Toshiaki Tsuchiya	Male	○		○	○			○		○	
	Toshiki Akita	Male	○	○			○			○		
	Yoshinori Yamada	Male	○					○				○
	Minoru Chida	Male	○	○		○	○			○		

**Proposal No. 4**      Payment of Bonuses to Directors

The Company proposes to pay bonuses to three (3) Directors, excluding Outside Directors, who were incumbent at the end of the 77th fiscal year in the total amount of ¥48,206,000 based on the policy below, which was determined by the Board of Directors.

The submission of this proposal to this Ordinary General Meeting of Shareholders was deliberated and reported on by the Remuneration Committee, which is chaired by an Outside Director, and was concluded to be appropriate.

(Reference) Policy on Determining Bonuses

A proposal for the bonus amount for each Director (excluding Outside Directors) will be prepared based on factors such as consolidated operating income, which reflects the fundamental results of sales activities as a company, the business environment, the amount of bonuses paid to employees and the evaluation of each individual Director's activity, and decided by the Board of Directors upon deliberation and reporting by the Remuneration Committee, which is chaired by an Outside Director and was established as an advisory organization for the Board of Directors for the purpose of enhancing independence and transparency of decisions at meetings of the Board of Directors, and receiving approval for the total amount of bonus payments at the General Meeting of Shareholders.

**Information**

Information on Corporate Officers

The Corporate Officers to be in office following the conclusion of this Ordinary General Meeting of Shareholders comprise three (3) of the Director candidates listed prior in this Notice, namely Hiroyoshi Ninoyu, Masahiko Sato, and Katsuyuki Imaeda, and the six (6) individuals listed below.

Name	Position, responsibility, and significant concurrent positions outside the Company following the conclusion of this Ordinary General Meeting of Shareholders
Kazuhiro Ikai	Corporate Officer [Significant concurrent positions outside the Company] President, TRAM Inc.; Chairman of the Board, TAC Manufacturing, Inc.; Chairman of the Board, TRMI Inc.; and Chairman of the Board, TRQSS, Inc.
Toshiki Nogami	Corporate Officer, responsible for the DX Promotion Department and Information Systems Division, General Manager of DX Promotion Department, Chief of Design Process Reformation
Taketoshi Sakurai	Corporate Officer, General Manager of Electronics Business Center, responsible for Special Project Business Development, and responsible for Energy Storage Systems Business Preparation Dept. [Significant concurrent positions outside the Company] Director and President of TOKAI RIKA ADVANCED CO., LTD.
Koichiro Yamagishi	Corporate Officer, General Manager of Quality Assurance Center, responsible for DX Promotion Department and Information Systems Div.
Satoru Ishida	Corporate Officer, General Manager of Sales Group
Sumikazu Sasaki	Corporate Officer, General Manager of Corporate Group, responsible for Diversity Promotion Dept.