

This document is an unofficial translation of the Notice of the 158th Ordinary General Meeting of Shareholders and is provided for your convenience only, without any warranty as to its accuracy or as to the completeness of the information. The Japanese original version of the document is the sole official version.

Securities Code: 7971  
June 3, 2022

To Shareholders

Motohiro Nagashima

President and Representative Director

**TOLI Corporation**

5-125, Higashi-Arioka, Itami City, Hyogo Prefecture, Japan

## NOTICE OF THE 158th ORDINARY GENERAL MEETING OF SHAREHOLDERS

TOLI Corporation would like to express particular thanks for the support of our shareholders.

Notice is hereby given that the 158th Ordinary General Meeting of Shareholders of TOLI Corporation (hereinafter referred to as “the Company”) will be held as indicated below.

**If you are unable to attend the Meeting, you are entitled to exercise your voting rights in writing or via the Internet. In this case, please study the attached “Reference Materials for the General Meeting of Shareholders,” indicate your preferences for each agenda item on the enclosed Voting Form, and return the Form by post to be received no later than 5:40 p.m. on June 22, 2022 (Wednesday) (Japan Time).**

**Alternatively, please visit the website for the exercise of voting rights designated by the Company and enter your preferences for each agenda item by no later than the aforementioned deadline.**

**Regarding methods of exercising voting rights, please review the “Notice regarding the Exercise of Voting Rights” on page 3.**

**1. Date & Time:** 10:00 a.m. on June 23, 2022 (Thursday) (Japan Time)

**2. Venue:** The Conference Room  
TOLI Corporation Head Office  
5-125, Higashi-Arioka, Itami City, Hyogo Prefecture, Japan  
(Please refer to the venue’s access information on the last page.)

**3. Agenda:**

**Items for Reporting:**

Item No. 1:	Business Report and Consolidated Financial Statements for the 158th Business Term (from April 1, 2021 to March 31, 2022), as well as Audit Reports for Consolidated Financial Statements by the Accounting Auditor and Audit & Supervisory Board
Item No. 2:	Financial Statements for the 158th Business Term (from April 1, 2021 to March 31, 2022)

**Items for Resolution:**

Proposal No.1: Appropriation of Earned Surplus

Proposal No.2: Partial Amendments to the Articles of Incorporation

Proposal No.3: Election of Three Directors

**4. Arrangements in Convening the Meeting**

If you wish to exercise your voting rights by proxy, you can appoint one of the other shareholders of the Company who is entitled to vote and ask that person to attend the General Meeting of Shareholders as your proxy. In this case, please be advised that a document evidencing his/her appointment as proxy shall need to be submitted.

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- ◎ Shareholders attending the Meeting are requested to submit the enclosed Voting Form to the reception desk. Shareholders are also requested to bring this Notice with them to help conserve resources.
  - ◎ Attachment documents of this notice are included in the enclosed Business Report for the 158th Business Term.
  - ◎ The Notes to Consolidated Financial Statements and Notes to Financial Statements are provided on the Company's website (<https://www.toli.co.jp>) pursuant to laws and regulations and the Company's Articles of Incorporation. Therefore, they are not included in the Business Report for the 158th Business Term. The documents included in the Business Report for the 158th Business Term are a part of the documents audited by the Company's Audit & Supervisory Board Members and Accounting Auditors when the Auditor's Report was prepared.
  - ◎ In the event that any amendment is made to the Reference Materials for the General Meeting of Shareholders, Business Report, Financial Statements or Consolidated Financial Statements, the Company will disclose the amended matter on its website (<https://www.toli.co.jp>).

## [Notice regarding the Exercise of Voting Rights]

### When attending the Meeting in person

Please submit the enclosed Voting Form to the reception desk. (No seal is required)

Date & Time of General Meeting of Shareholders: Thursday, June 23, 2022, 10 a.m. (Japan Time )

### When not attending the Meeting in person

#### • Exercising your voting rights by mail

You may exercise your voting rights in advance by mail. Please indicate your approval or disapproval of the proposals on the enclosed Voting Form and return it without affixing a stamp. (No seal is required)

Deadline for the mail to be received: Wednesday, June 22, 2022, 5:40 p.m. (Japan Time)

#### • Exercising your voting rights via the Internet

Please use the voting website designated by the Company and enter your approval or disapproval of the proposals by the deadline for exercising voting rights.

Deadline for exercising voting rights: Wednesday, June 22, 2022, 5:40 p.m. (Japan Time)

(However, the handling of votes will be closed between 2 a.m. and 5 a.m. daily.)

### Handling of voting rights exercised multiple times

1. When voting rights are exercised both by the Voting Form and via the Internet, the Internet vote shall be deemed effective.
2. When voting rights are exercised multiple times by mail, the votes exercised on the document with the most recent date shall be deemed effective.
3. When voting rights are exercised multiple times via the Internet, the most recent submission shall be deemed effective. Similarly, when voting rights are exercised multiple times by computer, smartphone, etc., the most recent submission shall be deemed effective.

Inquiries about the system, etc.

(Help Desk) Transfer Agent Department, Mitsubishi UFJ Trust and Banking Corporation

PHONE: 0120-173-027 (Reception hours: 9:00 – 21:00 (Japan Time), toll free)

### To Institutional Investors

Institutional investors may also exercise the voting rights electronically via the "Electronic Voting Platform" operated by the Investor Communications Japan (ICJ), Inc.

## Reference Materials for the General Meeting of Shareholders

### Items for Resolution and Reference Materials

#### **Proposal No.1:** Appropriation of Earned Surplus

The Company recognizes that appropriation of profit to shareholders is one of the most critical corporate missions, and considers that its basic policy is to continue distributing stable dividends.

Based on this basic policy, the Company proposes to pay out a cash dividend of 8 yen per share per annum, in consideration of business results for the current fiscal year and future business environment.

- (1) Type of dividend assets  
Cash
- (2) Allocation of dividend to shareholders and total amount  
8 yen per share of common stock      Total amount of dividends: 482,674,880 yen
- (3) Effective date of distribution of dividend surplus  
June 24, 2022

**Proposal No.2:** Partial Amendments to the Articles of Incorporation

1. Reasons for the Proposal

- (1) Since the amendment provisions stipulated in the proviso of Article 1 of the Supplementary Provisions of the "Act Partially Amending the Companies Act" (Act No. 70 of 2019) will come into effect on September 1, 2022, the necessary amendments are being made to prepare for the introduction of a system for the electronic provision of documents for a General Meeting of Shareholders.
- (2) Accompanying the revision of Executive Officer's position as of April 1, 2021, the necessary amendments are to be made to the provisions regarding Executive Directors.

2. Details of Amendments

The details of amendments to be made are as follows:

(Underlined part indicates amendment.)

Current Articles of Incorporation	Proposed Amendments	Reasons for Amendments
<p>Articles 1–15 (Omitted)</p> <p><u>(Internet Disclosure and Deemed Delivery of Reference Materials, etc. for General Meeting of Shareholders)</u></p> <p><u>Article 16 Upon convening a general meeting of shareholders, the Company may deem that the information which is required to be described or indicated in reference materials for a general meeting of shareholders, business reports, financial statements and consolidated financial statements shall be provided to the shareholders, in the event that it is disclosed, pursuant to the applicable Ordinance of the Ministry of Justice, through the Internet.</u></p>	<p>Articles 1–15 (Unchanged)</p> <p style="text-align: center;">(Deleted)</p>	<ul style="list-style-type: none"> <li>• With the introduction of a system for the electronic provision of documents for a General Meeting of Shareholders, the provision on Internet Disclosure and Deemed Delivery of Reference Materials, etc. for General Meeting of Shareholders is deleted as it is no longer necessary.</li> </ul>

Current Articles of Incorporation	Proposed Amendments	Reasons for Amendments
<p data-bbox="256 450 485 483">(Newly established)</p> <p data-bbox="145 824 432 857">Articles 17–24 (Omitted)</p> <p data-bbox="145 913 592 969">(Representative Director and Executive Director)</p> <p data-bbox="145 976 592 1451">Article 25 The Company shall select a few Representative Directors by resolution of the Board of Directors. In addition to the preceding paragraph, the Board of Directors may, by its resolution, appoint one Chairman Director and one President Director, and <u>appoint a few Senior Vice President Directors, Senior Managing Directors and Managing Directors</u> from among Directors.</p>	<p data-bbox="620 114 1086 174"><u>(Measures for Electronic Provision of Information, etc.)</u></p> <p data-bbox="620 181 1086 757">Article 16 <u>Upon convening a general meeting of shareholders, the Company shall provide information contained in reference materials for a general meeting of shareholders, etc. to shareholders electronically. Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for vesting voting rights.</u></p> <p data-bbox="620 824 943 857">Articles 17–24 (Unchanged)</p> <p data-bbox="620 913 1070 969">(Representative Director and Executive Director)</p> <p data-bbox="620 976 1082 1328">Article 25 The Company shall select a few Representative Directors by resolution of the Board of Directors. In addition to the preceding paragraph, the Board of Directors may, by its resolution, appoint one Chairman Director and one President Director from among Directors.</p>	<ul data-bbox="1123 181 1430 1608" style="list-style-type: none"> <li data-bbox="1123 181 1430 439">• A provision shall be established to take measures to provide electronic disclosure of information in the reference materials for a general meeting of shareholders, etc.</li> <li data-bbox="1123 472 1430 763">• A provision shall be established to limit the scope of matters to be included in the documents to be delivered to shareholders who have made a request for delivery of materials.</li> <li data-bbox="1123 976 1430 1328">• The positions of Executive Officers were revised as of April 1, 2021, establishing four types of positions: Senior Executive Vice President, Senior Managing Executive Officer, Managing Executive Officer, and Executive Officer.</li> <li data-bbox="1123 1361 1430 1608">• Accordingly, the positions of Director and Senior Vice President Director, Senior Managing Director, and Managing Director shall be abolished.</li> </ul>

Current Articles of Incorporation	Proposed Amendments	Reasons for Amendments
<p data-bbox="145 114 432 143">Articles 26–43 (Omitted)</p> <p data-bbox="256 562 483 591">(Newly established)</p>	<p data-bbox="624 114 943 143">Articles 26–43 (Unchanged)</p> <p data-bbox="624 181 938 210"><u>(Supplementary Provisions)</u></p> <p data-bbox="644 210 1082 528"><u>The deletion of the Article 16. (Internet Disclosure and Deemed Delivery of Reference Materials, etc. for General Meeting of Shareholders) of the current Articles of Incorporation and the establishment of the proposed Article 16. (Measures for Electronic Provision of Information, etc.) shall come into effect as of September 1, 2022.</u></p> <p data-bbox="644 528 1082 786"><u>Notwithstanding the provisions of the preceding paragraph, Article 16 of the Articles of Incorporation before the amendment shall remain in force with respect to a general meeting of shareholders to be held on a date within six months from September 1, 2022.</u></p> <p data-bbox="644 786 1082 1010"><u>These supplementary provisions shall be deleted after the lapse of six months from September 1, 2022 or three months after the General Meeting of Shareholders mentioned in the preceding paragraph, whichever is later.</u></p>	<ul data-bbox="1123 192 1430 636" style="list-style-type: none"> <li>• Accompanying the necessary changes (establishment and deletion of provisions) related to the introduction of a system for the electronic provision of documents for a General Meeting of Shareholders, the Supplementary Provisions for the effective date, etc. are to be established.</li> </ul>

**Proposal No.3: Election of Three Directors**

The terms of three Directors will expire at the close of this General Meeting of Shareholders.

Accordingly, we would like to propose the election of Three Directors including one Outside Director.

The following are the candidates for Directors.

Candidate No.	Name (Date of Birth)	Brief Personal History, Position, Responsibility, and Representative Status in Other Companies	Number of the Company's Shares Held
1	<div style="border: 1px solid black; padding: 2px; display: inline-block;">Reappointment</div> <b>Motohiro Nagashima</b> (December 1, 1959)	April 1982 Joined the Company April 2003 General Manager, General Planning Department June 2007 Executive Officer, General Manager, Management Planning Department & General Manager, General Affairs and Personnel Department June 2008 Director April 2009 Director, Senior General Manager, Sales Headquarters April 2012 President and Representative Director (present)	26,200 shares
		(Reason for appointment as a candidate for Director) As Mr. Motohiro Nagashima has led the management of the Group as President and Representative Director since April 2012 and has an abundant experience and a broad knowledge across the business. Based on the above, the Company judges the candidate to continue to be capable of contributing to the Company's management. Accordingly, the Company proposes him as a candidate for Director.	
2	<div style="border: 1px solid black; padding: 2px; display: inline-block;">Reappointment</div> <b>Masayuki Hashimoto</b> (June 16, 1960)	April 1983 Joined Nissho Iwai Corporation (the current Sojitz Corporation) April 2009 General Manager, Osaka Chemicals Department, Chemicals Unit, Sojitz Corporation April 2016 Vice COO, Chemicals Division, Sojitz Corporation April 2018 Full-time Advisor of the Company June 2018 Director April 2019 Director, General Manager, Global Department April 2021 Director and Managing Executive Officer, General Manager, Global Department April 2022 Director and Managing Executive Officer, General Manager, Global Department and Climate Change Response Project Manager (present)	17,400 shares
		(Reason for appointment as a candidate for Director) Mr. Masayuki Hashimoto has long been engaged in business activities at a general trading company for many years and has abundant experience and broad knowledge of overseas business. In addition, Mr. Hashimoto is familiar not only with his duties as Director but also with the Company's business in general, and we therefore propose him as a candidate for Director based on our judgment that he can be expected to continue to contribute to the Company's management.	
3	<div style="border: 1px solid black; padding: 2px; display: inline-block;">Reappointment</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Outside Director</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Independent Officer</div> <b>Eri Yokota</b> (August 25, 1960)	February 1997 Obtained a Ph.D. in Business Administration from Keio University April 2005 Appointed as a professor of Faculty of Business and Commerce, Keio University (present) June 2014 Director of the Company (present)	5,900 shares
		(Reason for appointment as a candidate for Outside Director, expected role, etc.) Ms. Eri Yokota has long been engaged in practical business as a university professor whose research field includes management accounting, and has also served as an Outside Director of another company, offering a high degree of insight and a wide range of experience. Based on the above, we believe that Ms. Yokota will provide useful advice, etc. to the Company's management, and therefore propose her as a candidate for Outside Director. It is to be noted that although the candidate does not have past experience in directly being involved in corporate management, the Company judges the candidate to be capable of appropriately undertaking the duties of Outside Director from the reasons mentioned above. After her appointment, we expect that she will contribute to further enhancing our corporate value by providing accurate advice, etc. on all aspects of our businesses from an objective and professional viewpoint as a university professor.	



- Notes:
1. There are no special interests between the Company and the candidates.
  2. Ms. Eri Yokota is a candidate for Outside Director.
  3. If reappointment proposal of Ms. Eri Yokota is approved, the Company plans to conclude an agreement with her in accordance with the Companies Act, Article 427, Paragraph 1, which limits Outside Directors' indemnity liability provided for in the Companies Act, Article 423, Paragraph 1 to the amount defined under laws and regulations.
  4. The Company has concluded a directors and officers liability insurance policy with an insurance company, and each candidate will be included as an insured person under this insurance policy if his/her appointment proposal is approved. In addition, the Company plans to renew the insurance policy under the same terms and conditions at the time of the next renewal. For details of the insurance policy, please see page 20 of the Business Report.
  5. The Company has registered Ms. Eri Yokota as an independent officer under the provisions of the Tokyo Stock Exchange.
  6. Ms. Eri Yokota has been serving as the Company's Outside Director for eight years as of the closing of this General Meeting of Shareholders.

[Reference]

The skill matrix of Directors and Audit & Supervisory Board Members will be as follows if Proposal No. 3 is approved as originally proposed.

Category	Position/ Responsibility in the Company, Name and Age*	Outside/ Independent Officer	Nomination & Compensation Committee	Term of office*	Attribute	Area of Expectation * ●: Area of high expectation; ○: Area of expectation								
						Corporate Management/ Management Strategy	Manufacturing/ Technology/ Quality Control	Innovation/ R&D	Sales/ Marketing	Finance/ Accounting	Personnel/ HR Development	Global	Legal Affairs/ Risk Management	ESG
Director	President and Representative Director Motohiro Nagashima (62)		● (Head of Committee)	14 years		●			●	○	○	○	○	○
	Director and Senior Managing Executive Officer Hirofumi Amano (62)			7 years		○	●	●				○		○
	Director and Managing Executive Officer Masayuki Hashimoto (62)			4 years		○			○			●		○
	Director Eri Yokota (61)	●	●	8 years	University professor	○				●	○			○
	Director Chikako Sekine (68)	●	●	1 year	Management (current)	○			●		○			○
	Director Hidenobu Fujii (66)	●	●	1 year	Management (former)	●			○	○	○			○
Audit & Supervisory Board Member	Full-time Audit & Supervisory Board Member Jun Suzuki (66)		● (chairperson)	1 year		○		○		○	○	○	○	
	Full-time Audit & Supervisory Board Member Harunobu Ebe (64)			3 years					○					○
	Audit & Supervisory Board Member Taku Morikawa (47)	●	▲ (Observer)	7 years	Lawyer					○			●	
	Audit & Supervisory Board Member Teruo Watanuma (68)	●	▲ (Observer)	3 years	Certified public accountant					●				○

\*Term of office and age: As of June 23, 2022