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**For institutional investors**

**The Company participates in the electronic voting rights exercise platform operated by ICJ.**

Securities Code No. 7278

June 7, 2022

To Shareholders:

Hidehito Hisakawa  
President and Representative Director

**EXEDY Corporation**

1-1-1 Kidamotomiya, Neyagawa-shi, Osaka

## NOTICE OF CONVOCAION OF THE 72ND ANNUAL SHAREHOLDERS MEETING

Dear Shareholder,

Thank you for your continued interest in EXEDY Corporation (the "Company").

You are hereby notified that the 72nd Annual Shareholders Meeting (the "Meeting") will be held as stated below.

**To avoid the risk of COVID-19 infection, we strongly recommend that you abstain from attending the Meeting and exercise your voting rights in writing or via the internet instead. In such case, after examining the Reference Documents for Shareholders Meeting hereinafter, please duly exercise your voting rights by 5:00 p.m. on June 27, 2022 (Monday).**

Sincerely,

Details

1. Date and Time 10:00 a.m. June 28, 2022 (Tuesday)
2. Place EXEDY Hall, 2nd Floor, Main Building  
EXEDY Corporation  
1-1-1 Kidamotomiya, Neyagawa-shi, Osaka
3. Meeting Agenda  
Matters to be Reported
  1. Report on the Business Report, and the Consolidated and Non-consolidated Financial Statements for the 72nd Business Year (from April 1, 2021 to March 31, 2022)
  2. Report on the Audit Results of the Consolidated Financial Statements for the 72nd Business Year by the Accounting Auditor and the Board of Corporate Auditors

Matters to be Resolved

  - Proposal No. 1: Appropriation of Surplus
  - Proposal No. 2: Partial Amendments to the Articles of Incorporation
  - Proposal No. 3: Election of Eleven (11) Directors
  - Proposal No. 4: Election of One (1) Corporate Auditor

-End-

Of all documents to be provided with this Notice of Convocation of the Annual Shareholders Meeting, the consolidated statement of changes in equity, the notes to consolidated financial statements, the statement of changes in net assets, and the notes to financial statements are not included in the documents attached to this convocation notice, as they are noted on our website (<https://www.exedy.com>) according to provisions of the relevant laws and regulations, and Article 14 of the Articles of Incorporation of the Company.

In the event that any change is made in the Reference Documents for the Shareholders Meeting, the Business Report, or the Consolidated and Non-consolidated Financial Statements, such changes will be notified on our website (<https://www.exedy.com>).

If attending the meeting in person, please submit the enclosed Voting Rights Exercise Form to the receptionist. Furthermore, to save valuable resources, please bring this "Notice of Convocation" with you when attending the Shareholders Meeting.

## Regarding COVID-19

We will take the following measures to prevent infection and spread of COVID-19. We ask for your understanding and cooperation so we can ensure the safety of our shareholders and employees.

1. We request you to exercise your voting rights in advance in writing or on the Internet, when possible, and to abstain from attending the Meeting.
2. The Meeting will be held on a smaller scale and the program will be shortened.
3. We will not be handing out gifts at the Meeting.
4. The plant tour that is usually held after the Meeting will also be canceled.
5. We will not operate the usual shuttle service from and to the nearest train station for the Meeting.
6. As we widened the space between the seats, the number of available seats will be limited. As a result, you may not be able to enter the venue. We would like to ask for your understanding.
7. We ask all visiting shareholders to wear masks.
8. Company directors and employees will also wear masks.
9. Before entering the venue, we may ask you to disinfect your hands with alcohol and measure your body temperature, etc. If you refuse to cooperate with these measures, or if you are not feeling well, you will not be allowed to enter the venue.

The above information may be revised depending on changes in circumstances. Any changes will be announced on our website (<https://www.exedy.com>).

# Reference Documents for the Shareholders Meeting

## Proposal No. 1: Appropriation of Surplus

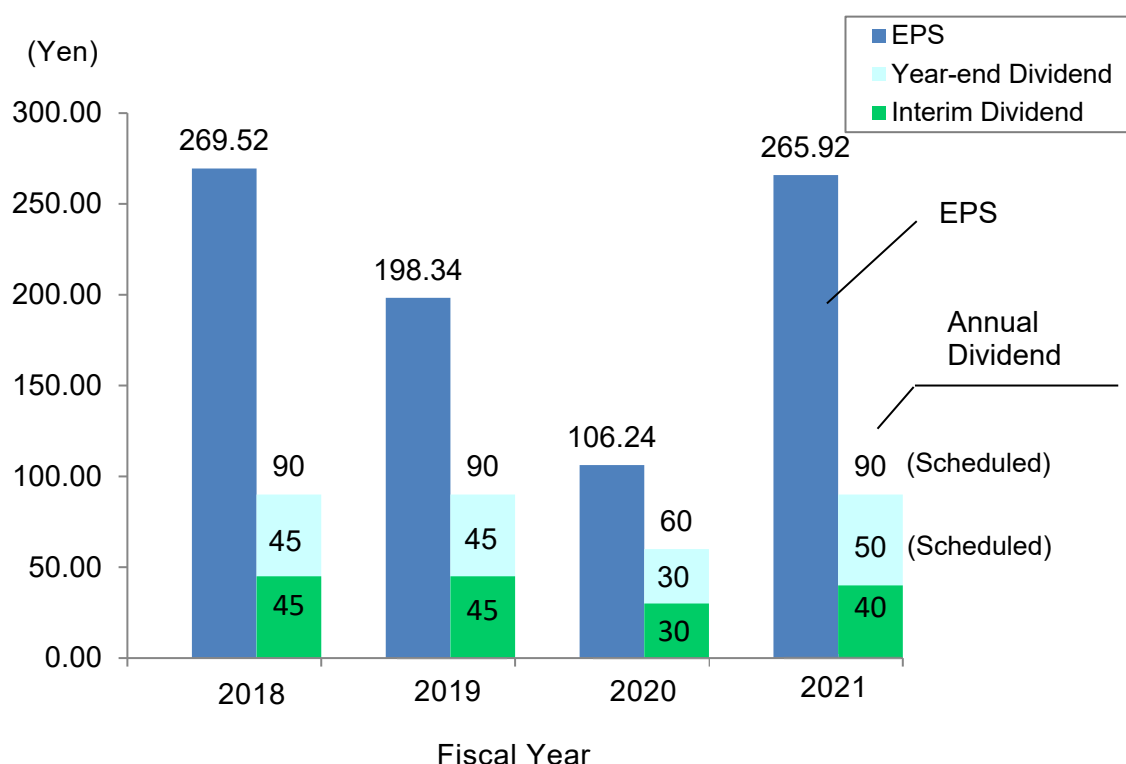
The Company will redistribute profits in an appropriate manner that meets shareholder expectations, by taking into consideration capital demands, business results, payout ratio, etc. in a comprehensive manner.

In this regard, the surplus will be appropriated as follows.

1. Matters concerning the year-end dividend
  - (1) Matters concerning and the total amount of the dividend property to be allotted to shareholders  
¥50 per share of the Company  
Total of ¥2,351,408,600  
  
Together with the interim dividend of ¥40 per share paid on November 26, 2021, the annual dividend is ¥90 per share.
  - (2) Effective date of dividends from the surplus  
June 29, 2022
2. Other matters concerning the appropriation of surplus
  - (1) Items and amount of decreasing surplus  
Retained earnings brought forward    ¥2,000,000,000
  - (2) Items and amount of increasing surplus  
General reserves                            ¥2,000,000,000

## Dividend History

DPS (Yen)



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

### 1. Reasons for Amendments

The amended provisions stipulated in the proviso to Article 1 of the supplementary provisions of the "Act Partially Amending the Companies Act" (Act No. 70 of 2019) will be enforced on September 1, 2022. Accordingly, in order to prepare for the introduction of the system for electronic provision of materials for general shareholders' meetings, the Articles of Incorporation of the Company shall be amended as follows.

- (1) The proposed Article 14, Paragraph 1 provides that information contained in the reference documents, etc. for a general meeting of shareholders shall be provided electronically.
- (2) The purpose of the proposed Article 14, Paragraph 2 is to establish a provision to limit the scope of reference documents, etc. to be sent in paper form to shareholders who have requested them.
- (3) The provisions related to internet disclosure and "Disclosure Via The Internet And Deemed Delivery of Reference Documents, etc. for a General Meeting of Shareholders" (Article 14 of the current Articles of Incorporation) will become unnecessary and will therefore be deleted.
- (4) In line with the above establishment and deletion of the provisions, supplementary provisions related to the effective date and other matters shall be established.

### 2. Details of Amendments

The details of amendments to be made are as follows.

(Underlined part indicates amendment)

Current Articles of Incorporation	Proposed Amendments
<p><u>ARTICLE 14.</u>  <u>(DISCLOSURE VIA THE INTERNET AND DEEMED DELIVERY OF REFERENCE DOCUMENTS, ETC. FOR GENERAL MEETING OF SHAREHOLDERS.)</u></p> <p><u>Upon convening a general meeting of shareholders, it may be deemed that the Company has provided the shareholders with the information that should be described or indicated in the reference documents for the general meeting of shareholders, business reports, financial statements, and consolidated financial statements in the event that they are disclosed via the internet in accordance with the Ministry of Justice ordinance.</u></p>	<p><u>&lt;Deleted&gt;</u></p>

Current Articles of Incorporation	Proposed Amendments
<Newly established>	<p><u>Article 14. (MEASURES FOR ELECTRONIC PROVISION OF INFORMATION, ETC.)</u></p> <p><u>1. Upon convening a general meeting of shareholders, the Company shall provide information contained in reference documents, etc. for the general meeting of shareholders to shareholders electronically.</u></p>
<Newly established>	<p><u>2. 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>
<Newly established>	<p><u>(Supplementary Provisions)</u></p> <p><u>1) The amendment of the Article 14 shall come into effect as of September 1, 2022, the date of enforcement of the amended provisions stipulated in the proviso to Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter called "Effective Date").</u></p> <p><u>2) Notwithstanding the provisions of the preceding paragraph, Article 14 of the Articles of Incorporation before the amendment (DISCLOSURE VIA THE INTERNET AND DEEMED DELIVERY OF REFERENCE DOCUMENTS, ETC. FOR GENERAL MEETING OF SHAREHOLDERS) shall remain in force with respect to a general meeting of shareholders to be held on a date within six months from the Effective Date.</u></p> <p><u>3) These supplementary provisions shall be deleted after the elapse of six months from the Effective Date or three months after the General Meeting of Shareholders mentioned in the preceding paragraph, whichever is later.</u></p>

## Proposal No. 3: Election of Eleven (11) Directors

All eleven (11) Directors will complete their terms of office at the close of this Shareholders Meeting. Consequently, the Company proposes the election of eleven (11) Directors, including five (5) Outside Directors with the increase of one (1) Outside Director in order to further strengthen and enhance the corporate governance system.

The candidates for Directors are as follows:

Candidate No.		Name			Current position of the Company	Attendance of Board of Director's Meetings
1	Re-appointed	Hidehito Hisakawa			Representative Director and President	12/12 (100%)
2	Re-appointed	Tetsuya Yoshinaga			Director and Senior Executive Managing Officer, Ueno Division General Manager, Executive General Manager of AT Manufacturing Headquarters	12/12 (100%)
3	Re-appointed	Hiroshi Toyohara			Director and Senior Executive Managing Officer, Executive General Manager of Administrative Headquarters	12/12 (100%)
4	Re-appointed	Yuzuru Hirose			Director and Senior Executive Officer, Executive General Manager of Sales Headquarters	12/12 (100%)
5	Re-appointed	Junji Yamakawa			Director and Senior Executive Officer, Executive General Manager of Quality Assurance Headquarters	12/12 (100%)
6	Re-appointed	Mitsugu Yamaguchi			Director and Senior Executive Officer, Executive General Manager of Development Headquarters	10/10 (100%)
7	Newly appointed	Moritaka Yoshida	Outside		—	—
8	Re-appointed	Ichizo Yoshikawa	Outside	Independent	Outside Director	12/12 (100%)
9	Re-appointed	Toshiki Takano	Outside	Independent	Outside Director	12/12 (100%)
10	Re-appointed	Takashi Hayashi	Outside	Independent	Outside Director	12/12 (100%)
11	Newly appointed	Fukuko Inoue	Outside	Independent	—	—

## 1 Hidehito Hisakawa (January 24, 1955)

Number of shares of the Company held 52,858 shares



Re-appointed

### ▶ Career summary, position and duties at the Company (Important concurrent positions)

- April 1978      Joined the Company
- June 2006      Director of the Company in charge of overseas businesses
- April 2009      Executive General Manager, Sales Headquarters, of the Company
- June 2009      Director and Executive Managing Officer of the Company
- April 2011      Director and Senior Executive Managing Officer of the Company
- April 2012      Representative Director of the Company
- April 2015      Representative Director and President of the Company to the present

### ▶ Reasons for candidacy for a director's position

Mr. Hidehito Hisakawa has long been engaged in corporate management since he was appointed Director of the Company in June 2006, and has led the management as Representative Director and President since April 2015. The Company has thus continued to appoint him as a candidate for a director's position because, with his abundant experience and versatile perspective on corporate management, he is expected to contribute to enhancing the corporate values of the entire Group and to promoting proper management decisions.

## 2 Tetsuya Yoshinaga (January 3, 1960)

Number of shares of the Company held 6,143 shares



Re-appointed

### ▶ Career summary, position and duties at the Company (Important concurrent positions)

- July 1988      Joined the Company
- March 2009      President of EXEDY America Corporation
- June 2009      Executive Officer of the Company
- April 2016      President of EXEDY DYNAX Shanghai Co., Ltd.
- April 2017      Senior Executive Officer of the Company
- June 2019      Director of the company to the present  
Executive General Manager, AT Manufacturing Headquarters, of the Company to the present  
Ueno Division General Manager of the Company to the present
- April 2020      Executive Managing Officer of the Company
- April 2021      Senior Executive Managing Officer of the Company to the present

### ▶ Reasons for candidacy for a director's position

Mr. Tetsuya Yoshinaga has long worked overseas as an expatriate and accumulated experience and achievements in China-related business operations, etc., and has been broadly engaged in management of the Group business since he was appointed Director and Senior Executive Managing Officer since April 2021. The Company has thus continued to appoint him as a candidate for a director's position because he is expected to contribute to enhancing the corporate values of the entire Group and to promoting proper management decisions.

### 3 Hiroshi Toyohara (August 19, 1962)

Number of shares of the Company held 11,673 shares



Re-appointed

▶ Career summary, position and duties at the Company (Important concurrent positions)

- January 1995 Joined the Company
- April 2010 Executive Officer of the Company
- April 2011 Executive General Manager, Financial Planning Headquarters, of the Company
- June 2012 Director of the Company to the present
- April 2013 Senior Executive Officer of the Company  
Executive General Manager, Administrative Headquarters, of the Company to the present
- April 2016 Executive Managing Officer of the Company
- April 2020 Senior Executive Managing Officer of the Company to the present

▶ Reasons for candidacy for a director's position

Mr. Hiroshi Toyohara has abundant experience and achievements in general administrative operations, as head of the financial and planning departments, etc., and has been broadly engaged in the execution of the Group business since his appointment as Director and Senior Executive Managing Officer in April 2020. The Company has thus continued to appoint him as a candidate for a director's position because he is expected to contribute to enhancing the corporate values of the entire Group and to promoting proper management decisions.

### 4 Yuzuru Hirose (February 21, 1972)

Number of shares of the Company held 5,596 shares



Re-appointed

▶ Career summary, position and duties at the Company (Important concurrent positions)

- April 2001 Joined the Company
- March 2011 President of EXEDY Globalparts Corporation
- April 2014 Executive Officer of the Company
- April 2018 Senior Executive Officer of the Company to the present
- April 2019 Executive General Manager, Sales Headquarters, of the Company to the present
- June 2019 Director of the Company to the present

▶ Reasons for candidacy for a director's position

Mr. Yuzuru Hirose has long worked overseas as an expatriate and accumulated experience and achievements in sales field in general, and has been broadly engaged in management of the Group business since he was appointed Director and Senior Executive Officer since June 2019. The Company has thus continued to appoint him as a candidate for a director's position because he is expected to contribute to enhancing the corporate values of the entire Group and to promoting proper management decisions.



## 5 Junji Yamakawa (March 16, 1968)

Number of shares of the Company held 3,690 shares



Re-appointed

### ▶ Career summary, position and duties at the Company (Important concurrent positions)

- August 2000 Joined the Company
- April 2014 President of EXEDY DYNAX Shanghai Co., Ltd.
- April 2015 Executive Officer of the Company
- January 2018 President of Exedy DYNAX Mexico, S.A. DE C.V.
- April 2018 Senior Executive Officer of the Company to the present
- June 2019 Director of the Company to the present  
Executive General Manager, Quality Assurance Headquarters, of the Company to the present

### ▶ Reasons for candidacy for a director's position

Mr. Junji Yamakawa has long worked overseas as an expatriate and accumulated experience and achievements in North Central America-related business operations, etc. , and has been broadly engaged in management of the Group business since he was appointed Director and Senior Executive Officer since June 2019. The Company has thus continued to appoint him as a candidate for a director's position because he is expected to contribute to enhancing the corporate values of the entire Group and to promoting proper management decisions.

## 6 Mitsugu Yamaguchi (August 9, 1962)

Number of shares of the Company held 3,000 shares



Re-appointed

### ▶ Career summary, position and duties at the Company (Important concurrent positions)

- March 1985 Joined the Company
- July 2006 Deputy General Manager of Engineering & Development Headquarters
- June 2009 Executive Officer of the Company
- April 2015 Special Technical Advisor
- Nov 2017 President of Exedy America Corporation
- April 2018 Executive Officer of the Company
- April 2021 Senior Executive Officer of the Company to the present, Executive General Manager of Motorcycle Clutch Headquarters
- June 2021 Director of the Company to the present  
Executive General Manager of Development Headquarters to the present

### ▶ Reasons for candidacy for a director's position

Mr. Mitsugu Yamaguchi has long worked overseas as an expatriate and accumulated experience and achievements in development field in general, and has been broadly engaged in management of the Group business since he was appointed Director and Senior Executive Officer since June 2021. The Company has thus continued to appoint him as a candidate for a director's position because he is expected to contribute to enhancing the corporate values of the entire Group and to promoting proper management decisions.

## 7 Moritaka Yoshida (July 12, 1957)

Number of shares of the Company held 0 share



Newly  
appointed

Outside

▶ Career summary, position and duties at the Company (Important concurrent positions)

- April 1980      Joined Toyota Motor Co., Ltd.
- June 2009      Managing Officer of Toyota Motor Corporation
- April 2014      Senior Managing Officer of Toyota Motor Corporation
- January 2018   Executive Vice President of Toyota Motor Corporation
- June 2020      Representative Director, Chairman of TOYOTA CENTRAL R&D LABS., INC.
- June 2021      President, Member of the Board of AISIN CORPORATION to the present

▶ Reasons for candidacy for an outside director's position and overview of expected roles

Mr. Moritaka Yoshida has held important positions at Toyota Motor Corporation and AISIN CORPORATION and accumulated abundant expertise as a corporate manager in the automotive component industry. The Company has thus newly appointed him as a candidate for an outside director's position because he is expected to give advice based on his knowledge and strengthen corporate governance by supervising the business execution of directors from an objective and independent standpoint.

## 8 Ichizo Yoshikawa (May 20, 1946)

Number of shares of the Company held 3,300 shares



Re-appointed

Outside

Independent

▶ Career summary, position and duties at the Company (Important concurrent positions)

- April 1970      Joined Suminoe Textile Co., Ltd.
- August 1997    Director of Suminoe Textile Co., Ltd.
- August 2005    Representative Director and President of Suminoe Textile Co., Ltd.
- May 2016      Outside Director of KINTETSU Department Store Co., Ltd. to the present
- June 2016      Representative Director and Chairman of Suminoe Textile Co., Ltd.  
Director of the Company to the present
- July 2016      Representative Director and Chairman and President of Suminoe Textile Co., Ltd.
- August 2021    Director and Chairman of Suminoe Textile Co., Ltd. to the present

▶ Reasons for candidacy for an outside director's position and overview of expected roles

Mr. Ichizo Yoshikawa has long accumulated abundant expertise as a manager of a listed company, by fulfilling corporate management responsibilities as a representative director of Suminoe Textile Co., Ltd. The Company has thus continued to appoint him as a candidate for an outside director's position because he is expected to give advice based on his knowledge and strengthen corporate governance by supervising the business execution of directors from an objective and independent standpoint.

## 9 Toshiki Takano (August 31, 1954)

Number of shares of the Company held 2,800 shares



Re-appointed

Outside

Independent

- ▶ Career summary, position and duties at the Company (Important concurrent positions)

January 1984 Joined ROHM Co., Ltd.  
June 2010 Director of ROHM Co., Ltd.  
June 2015 Retired from the post of director of ROHM Co., Ltd.  
June 2017 Director of the Company to the present

- ▶ Reasons for candidacy for an outside director's position and overview of expected roles

Mr. Toshiki Takano has long accumulated abundant expertise as a corporate manager, by fulfilling his responsibilities as a director of ROHM Co., Ltd. The Company has thus continued to appoint him as a candidate for an outside director's position because he is expected to give advice based on his knowledge and strengthen corporate governance by supervising the business execution of directors from an objective and independent standpoint.

## 10 Takashi Hayashi (April 22, 1956)

Number of shares of the Company held 400 shares



Re-appointed

Outside

Independent

- ▶ Career summary, position and duties at the Company (Important concurrent positions)

March 1979 Joined Nihon Radiator Co., Ltd. (Currently MARELLI)  
June 2008 Director and Executive Vice President of the above company.  
June 2011 Representative Director, President and CEO of TOKYO RADIATOR MFG Co., Ltd.  
June 2019 Director and Chairman of TOKYO RADIATOR MFG Co., Ltd.  
June 2020 Director of the Company to the present

- ▶ Reasons for candidacy for an outside director's position and overview of expected roles

Mr. Takashi Hayashi has long accumulated abundant expertise as a corporate manager in automobile component business, by fulfilling his responsibilities as a director of TOKYO RADIATOR MFG Co., Ltd. The Company has thus continued to appoint him as a candidate for an outside director's position because he is expected to give advice based on his knowledge and strengthen corporate governance by supervising the business execution of directors from an objective and independent standpoint.

# 11 Fukuko Inoue (October 18, 1963)

Number of shares of the Company held 0 share



Newly  
appointed

Outside

Independent

- ▶ Career summary, position and duties at the Company (Important concurrent positions)
  - April 1987 Joined UCC UESHIMA COFFEE CO., LTD.
  - Sep 1996 Human Resources Officer, Training Officer at Budget Personnel Bureau of Human Resources Department of Asian Development Bank
  - May 2004 Human Resources Development Manager at General Affairs and Human Resources Headquarters of Vodafone Japan Co., Ltd.
  - June 2006 Human Resources Manager of Tiffany & Co.
  - Sep 2011 Executive Officer of Human Resources, General Manager of Human Resources Headquarters of SAP Japan Co., Ltd.
  - Jan 2013 Section Chief, Human Resources Planning Division at Human Resources department of International Atomic Energy Agency
  - July 2017 Senior Human Resources Officer, Management Bureau of the above institution
  - April 2018 Professor, Doshisha Business School at Doshisha University to the present
- ▶ Reasons for candidacy for an outside director's position and overview of expected roles  
Ms. Fukuko Inoue is serving as a professor at a university after holding important positions of human resources at global companies and international organizations, and accumulated abundant expertise as an academic expert in organizational development and human resource management. The Company has thus newly appointed her as a candidate for an outside director's position because she is expected to give advice based on her knowledge and strengthen corporate governance by supervising the business execution of directors from an objective and independent standpoint.

## (Notes)

1. Mr. Moritaka Yoshida is a Representative Director of AISIN CORPORATION, which has business transactions, including product sales and purchases, with the Company. The other candidates have no special vested interest with the Company.
2. Mr. Moritaka Yoshida, Mr. Ichizo Yoshikawa, Mr. Toshiki Takano, Mr. Takashi Hayashi and Ms. Fukuko Inoue are candidates for Outside Directors.
3. Mr. Ichizo Yoshikawa's term of office, as an Outside Director, will be six (6) years at the conclusion of this Shareholders Meeting.
4. Mr. Toshiki Takano 's term of office, as an Outside Director, will be five (5) years at the conclusion of this Shareholders Meeting.
5. Mr. Takashi Hayashi's term of office, as an Outside Director, will be two (2) years at the conclusion of this Shareholders Meeting.
6. Kintetsu Department Stores Co., Ltd. where Mr. Ichizo Yoshikawa is an outside director has been subjected to on-site inspections by the Fair Trade Commission, and has received an exclusionary order and a fine payment order in October 2018 based on the Antimonopoly Act by raising the hospitality gift shipping cost. Although he did not recognize the fact until this violation was revealed, he regularly warned the Board of Directors of the importance of legal compliance. In addition, after recognizing the facts of this case, he was able to fulfill his duties, including making appropriate recommendations for efforts to prevent a recurrence.
7. The Company has entered into the contract with Mr. Ichizo Yoshikawa, Mr. Toshiki Takano and Mr. Takashi Hayashi pursuant to the provision of the Company's Articles of Incorporation to limit their liabilities to the Company. In the event that this proposal is approved in its original form and that they are reappointed, the Company shall continue such contracts with them respectively. In addition, in the event that this proposal is approved in its original form and Mr. Moritaka Yoshida and Ms. Fukuko Inoue are appointed, we plan to enter into the contract with them pursuant to the provision of the Company's Articles of Incorporation to limit their liabilities to the Company.

An outline of the contents of the liability limitation contracts is as follows.

- (1) If an Outside Director is liable to the Company for damages, the amount of such damages shall be limited to the minimum liability amount prescribed in Article 425 of the Companies Act;
  - (2) The foregoing limitation shall be limited to cases where an Outside Director is without knowledge of the act that gives rise to damages and is not grossly negligent in performing his or her duties.
8. The Company has entered into the contract with the insurance company for the directors and officers liability insurance based on the regulation of Article 430-3, Paragraph 1 of the Companies Act, the legal damages in the event of a claim for damages due to an act (including omission) conducted by the individual insured persons including the directors of the Company based on their status, the compensation and litigation costs will be covered by the insurance contract. (However except the case when the disclaimer applies such as criminal acts, illegal acts, fraudulent acts or acts conducted while recognizing the rules or regulations are violated) When each candidate is appointed as a director and assumed office, he or she will be insured by the insurance contract. In addition, the insurance contract will be renewed with the same contents at the next renewal.
9. Mr. Ichizo Yoshikawa, Mr. Toshiki Takano and Mr. Takashi Hayashi are Independent Officers stipulated by the Tokyo Stock Exchange. In addition, Ms. Fukuko Inoue meets the requirements for an Independent Officer based on the provisions of the Tokyo Stock Exchange, and plans to notify the exchange as an Independent Officer.

## Proposal No. 4: Election of One (1) Corporate Auditor

Mr. Kanshiro Toyoda, a Corporate Auditor, will resign at the end of this Shareholders Meeting.

Consequently, the Company proposes the election of one (1) Corporate Auditor.

In addition, Mr. Shintaro Ito will be appointed as a substitute for Mr. Kanshiro Toyoda, a retired Corporate Auditor, so his term of office will be until the end of the Ordinary Shareholders Meeting scheduled to be held in June 2025 in accordance with the provisions of the Articles of Incorporation of the Company.

For this proposal, the consent of the Board of Corporate Auditors has been obtained.

The candidate for the Corporate Auditor is follows:

### Shintaro Ito (March 19, 1961)

Number of shares of the Company held 0 share



Newly  
appointed

Outside

▶ Career summary, position at the Company (Important concurrent positions)

- |            |  |
|------------|--|
| April 1983 | Joined AISIN SEIKI CO., LTD. (current AISIN CORPORATION)                                 |
| June 2010  | Managing Officer of AISIN SEIKI CO., LTD.  |
| April 2017 | Senior Managing Officer of AISIN SEIKI CO., LTD.   |
| April 2019 | Executive Officer of AISIN SEIKI CO., LTD.   |
| April 2021 | Executive Vice President of AISIN SEIKI CO., LTD.  |
| June 2021  | Representative Director of AISIN CORPORATION to the present                              |
| April 2022 | Executive Officer, Executive Vice President, Chief Administrative Officer to the present |

▶ Reasons for candidacy for an outside corporate auditor's position

Mr. Shintaro Ito has long been engaged in management of AISIN CORPORATION and accumulated abundant expertise in the automotive component industry. The Company has thus newly appointed him as a candidate for an Outside Corporate Auditor's position because he is expected to provide proper proposal and advice on execution of the performance of our directors.

#### (Notes)

1. Mr. Shintaro Ito is a Representative Director of AISIN CORPORATION which has business transactions, including product sales and purchases, with the Company.
2. Mr. Shintaro Ito is a candidate for an Outside Corporate Auditor.

3. In the event that this proposal is approved in its original form and that he is appointed, the Company plans to enter into the contract with Mr. Shintaro Ito pursuant to the provision of the Company's Articles of Incorporation to limit his abilities to the Company.

An outline of the contents of the liability limitation contract is as follows.

- (1) If an Outside Corporate Auditor is liable to the Company for damages, the amount of such damages shall be limited to the minimum liability amount prescribed in Article 425 of the Companies Act;
  - (2) The foregoing limitation shall be limited to cases where an Outside Corporate Auditor is without knowledge of the act that gives rise to damages and is not grossly negligent in performing his or her duties.
4. The Company has entered into the contract with the insurance company for the directors and officers liability insurance based on the regulation of Article 430-3, Paragraph 1 of the Companies Act, the legal damages in the event of a claim for damages due to an act (including omission) conducted by the individual insured persons including the auditors of the Company based on their status, the compensation and litigation costs will be covered by the insurance contract. (However except the case when the disclaimer applies such as criminal acts, illegal acts, fraudulent acts or acts conducted while recognizing the rules or regulations are violated) When each candidate is appointed as a auditor and assumed office, he will be insured by the insurance contract. In addition, the insurance contract will be renewed with the same contents at the next renewal.

## (Reference) Composition of Directors and Corporate Auditors

The expertise and experience of each Director and Corporate Auditor when the third and fourth proposals are approved as originally proposed is as follows.

Name		Corporate Management	Engineering Development	Manufacturing Quality	Sales Purchasing	Finance Accounting	Human Resource Development	Safety, Environment, Sustainability	Legal, Risk Management	Global
Directors	Hidehito Hisakawa	●	●		●					●
	Tetsuya Yoshinaga	●		●	●			●		●
	Hiroshi Toyohara	●				●	●	●	●	
	Yuzuru Hirose	●			●					●
	Junji Yamakawa	●		●	●					●
	Mitsugu Yamaguchi	●	●							●
	Moritaka Yoshida <span>Outside</span> <span>New</span>	●	●							●
	Ichizo Yoshikawa <span>Outside</span> <span>Independent</span>	●			●					
	Toshiki Takano <span>Outside</span> <span>Independent</span>	●	●		●			●		
	Takashi Hayashi <span>Outside</span> <span>Independent</span>	●			●	●				●
Fukuko Inoue <span>Outside</span> <span>Indepen't</span> <span>New</span>						●			●	
Auditors	Keizo Nishigaki					●				●
	Shintaro Ito <span>Outside</span> <span>New</span>	●				●	●		●	●
	Tadashi Fukuda <span>Outside</span> <span>Independent</span>								●	
	Satoshi Tsubota <span>Outside</span> <span>Independent</span>					●				

Nothing below this line