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Stock Exchange Code: 5981
June 10, 2022

To Shareholders with Voting Rights:

Hideyuki Harada
President
TOKYO ROPE MFG. CO., LTD.
3-6-2 Nihonbashi, Chuo-ku, Tokyo, Japan

**NOTICE OF
THE 223rd ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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

Please be informed that the 223rd Annual General Meeting of Shareholders of TOKYO ROPE MFG. CO., LTD. (the “Company”) will be held as described below.

From the viewpoint of preventing the spread of COVID-19, we ask that you make your decision to attend the meeting after checking the status of the virus infections and your own physical conditions as of the date of the meeting.

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 (described hereinafter) 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 Monday, June 27, 2022, 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 Monday, June 27, 2022, Japan time.

1. Date and Time: Tuesday, June 28, 2022 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

The number of seats available is limited due to the increased spacing between seats to prevent the spread of infection. In addition, admission will be rearranged in order to avoid congestion at the reception desk.

3. Meeting Agenda:

- Matters to be reported:** (1) The Business Report, Consolidated Financial Statements for the Company’s 223rd Fiscal Year (April 1, 2021 - March 31, 2022) 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 223rd Fiscal Year (April 1, 2021 - March 31, 2022)

Proposals to be resolved:

- Proposal 1:** Partial Amendments to the Articles of Incorporation
Proposal 2: Election of 10 Directors

- Proposal 3:** Election of 2 Substitute Corporate Auditors
Proposal 4: Determination of Compensation for Granting Restricted Stock to Directors

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

(1) Treatment of Voting Rights Exercise Forms from shareholders

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) Of the documents to be provided with this Notice, “Notes to Consolidated Financial Statements” and “Notes to Non-consolidated Financial Statements” are posted on the Company’s website (<http://www.tokyorope.co.jp/ir/stocks.html>) in accordance with provisions of laws and regulations as well as Article 17 of the Articles of Incorporation, and therefore are not provided in the documents provided with this Notice.

In addition, the Consolidated Financial Statements and Non-consolidated Financial Statements that are included in the documents provided with this Notice are parts of documents audited by the Accounting Auditor when it prepared its audit report.

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- ◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
 - ◎ Should the Reference Documents for the General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements, and Consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website mentioned above.

<Request to shareholders concerning measures to prevent the spread of COVID-19>

- Alcohol sanitizer for shareholders will be available near the reception desk.
Shareholders attending the meeting are requested to bring and wear masks. If you do not wear a mask, you may not be allowed to enter the venue.
- We will take your temperature near the entrance of the venue, and those who are found to have a fever or are thought to be unwell may be denied entry and asked to leave.
- Staff members who will be running the meeting will wear masks after confirming their physical condition.
- At this General Meeting of Shareholders, from the viewpoint of shortening the time required for the meeting to prevent the spread of COVID-19, we plan to omit detailed explanations of items to be reported (including audit reports) and proposals at the meeting. Shareholders are kindly requested to read the notice of convocation in advance.
- The above measures may be updated depending on the status of the spread of COVID-19 by the day of the meeting, announcements by the government, etc., and other factors.
Please check our website (<http://www.tokyorope.co.jp/>) for information on our outgoing messages.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal

(1) Changes related to the location of the head office

In order to improve management efficiency and reduce costs, the Company proposes to change the location of its head office from Chuo-ku, Tokyo to Koto-ku, Tokyo, as stipulated in Article 3 (Location of Head Office) in the current Articles of Incorporation. This amendment shall become effective on August 1, 2022, and supplemental provisions to that effect shall be established.

(2) Changes related to the system for electronic provision of materials for general meetings of shareholders

The system for electronic provision of materials for general meetings of shareholders stipulated in the proviso of Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) was determined to be enforced on September 1, 2022. Accordingly, the Company proposes to establish a provision which stipulates that information that is the content of reference documents for the general meeting of shareholders, etc., shall be provided electronically, and a provision which stipulates that the Company may limit the scope of matters to be stated in physical documents that are provided to shareholders who have requested the provision of such physical documents.

As the current provision concerning internet disclosure and deemed provision of reference documents for general meetings of shareholders will no longer be necessary, this shall be deleted. In addition, supplementary provisions shall be established concerning the effective date, etc., in line with these changes.

2. Details of the amendment

The details of the amendment are as follows.

(1) Changes related to the location of head office

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed amendment
<p>(Location of Head Office) Article 3 The head office of the Company shall be located in <u>Chuo-ku</u>, Tokyo, Japan.</p> <p>(Newly established)</p>	<p>(Location of Head Office) Article 3 The head office of the Company shall be located in <u>Koto-ku</u>, Tokyo, Japan.</p> <p><u>Supplementary Provision</u> <u>The amendment of Article 3 (Location of Head Office) shall take effect on August 1, 2022. This supplementary provision shall be deleted after the date.</u></p>

- (2) Changes related to the system for electronic provision of materials for general meetings of shareholders
(Amended parts are underlined.)

Current Articles of Incorporation	Proposed amendment
<p><u>(Internet Disclosure and Deemed Provision of Reference Documents for General Meetings of Shareholders)</u></p> <p><u>Article 17 When convening a general meeting of shareholders, the Company may deem that it has provided its shareholders with information pertaining to the matters to be stated or presented in the reference documents for general meetings of shareholders, business report, non-consolidated financial statements, and consolidated financial statements, by disclosing such information via the internet in accordance with the provisions stipulated in the Ordinance of the Ministry of Justice.</u></p> <p>(Newly established)</p> <p>(Newly established)</p>	<p>(Deleted)</p> <p><u>(Measures for Electronic Provision, etc.)</u></p> <p><u>Article 17 When convening a general meeting of shareholders, the Company shall electronically provide information that is the content of reference documents for general meetings of shareholders, etc.</u></p> <p><u>2. Of the matters to which electronic provision measures apply, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the physical documents provided to shareholders who have requested the provision of such physical documents by the record date for voting rights.</u></p> <p><u>Supplementary Provisions</u></p> <p><u>1. The deletion of Article 17 (Internet Disclosure and Deemed Provision of Reference Documents for General Meetings of Shareholders) of the Articles of Incorporation before the amendment and establishment of Article 17 (Measures for Electronic Provision, etc.) of the Articles of Incorporation after the amendment shall take effect on September 1, 2022.</u></p> <p><u>2. Notwithstanding the provision of the previous paragraph, Article 17 (Internet Disclosure and Deemed Provision of Reference Documents for General Meetings of Shareholders) of the Articles of Incorporation before the amendment shall remain in force for general meetings of shareholders held on or before the last day of February 2023.</u></p>

Current Articles of Incorporation	Proposed amendment
	<p>3. <u>These supplementary provisions shall be deleted on March 1, 2023 or after the lapse of three months from the date of the general meeting of shareholders set forth in the previous paragraph, whichever is later.</u></p>

Proposal 2: 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 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	Joined the Company	11,200
		April 2009	General Manager of Manufacturing Department, Tsuchiura Plant, Wire Rope Division; Chief of Rope Manufacturing Section	
April 2010	President of Tokyo Rope Vietnam Co., Ltd.			
April 2015	Executive Officer and Deputy General Manager of Wire Rope Division; General Manager of Production Headquarters; General Manager of Tsuchiura Plant of the Company			
April 2016	Executive Officer and General Manager of Wire Rope Division			
April 2020	President and Representative Director of NAGASAKI KIKI MFG. CO., LTD.			
May 2021	Advisor of the Company			
June 2021	President, Representative Director and Executive Officer (current position)			
[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 been working to recover business performance and strengthen governance under the newly formulated Medium-Term Management Plan with swift and decisive decision-making. 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	Joined the Company	1,000
		June 2011	General Manager of Steel Wire Marketing Department, Wire Rope Division	
April 2015	General Manager of Sales Department and General Manager of Purchasing and Logistics Department, Steel Cord Division			
April 2016	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			
June 2018	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			
April 2020	Seconded to SINYO Co., Ltd. as Vice President and Director			
May 2021	Advisor of the Company			
June 2021	Director and Managing Executive Officer; General Manager of Operational Headquarters; General Manager of Procurement and Logistics Department (current position)			
[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 worked to revise product prices and improve productivity at plants as General Manager of Operational Headquarters and has steadily achieved results. 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)	1,100
		[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. Since his appointment as Director in June 2021, as Deputy General Manager of Operational Headquarters, he has worked across the board to improve the value of the Company's main businesses, including improving the profitability of the steel cord business. In May of this year, he assumed the position of President of Tokyo Rope International Inc. and worked to establish the company's business. 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 Human Resources Department and Environmental Safety and Disaster Management Office (current position)	1,400
[Reason for nomination] Since joining the Company, Koji Kitan has mainly worked in the General Affairs and Legal Departments. In recent years, as Head of General Affairs Department, he has overseen a wide range of operations, including legal affairs, stock administration, internal controls such as the maintenance of internal regulations, and management of real estate holdings. 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. 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>	<p>April 1976 Joined Kumagai Gumi Co., Ltd.</p> <p>April 2003 Representative Director and President of K&E Co., Ltd.</p> <p>April 2008 Executive Officer and Branch Manager of Tohoku Branch of Kumagai Gumi Co., Ltd.</p> <p>April 2011 Managing Executive Officer of Kumagai Gumi Co., Ltd.</p> <p>April 2012 Senior Managing Executive Officer of Kumagai Gumi Co., Ltd.</p> <p>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.</p> <p>June 2013 President and Executive President of Kumagai Gumi Co., Ltd.</p> <p>April 2018 Chairperson of Kumagai Gumi Co., Ltd.</p> <p>June 2020 Advisor of Kumagai Gumi Co., Ltd.</p> <p>June 2021 Outside Director of the Company (current position)</p> <p>July 2021 Part-time Advisor of Kumagai Gumi Co., Ltd. (current position)</p>	400
<p>[Reason for nomination as candidate for Outside Director and expected roles, etc.]</p> <p>Based on his accomplishments and knowledge in improving the profitability of Kumagai Gumi Co., Ltd. as the President of the company, Yasushi Higuchi has been providing advice and recommendations from an independent standpoint, including making comments on effective management plan progress management during deliberations at Board of Directors meetings since his appointment as Outside Director of the Company in June 2021, and has played an appropriate role in improving governance at the Company. Based on these accomplishments, the Company proposes to nominate him again for the candidate for Outside Director.</p>			
6	Takeo Ueyama (October 28, 1953) <u>Reappointment</u> <u>Outside</u> <u>Independent</u>	<p>April 1976 Joined Marubeni Corporation</p> <p>April 1994 Manager of Pittsburg Branch of Marubeni America Corporation</p> <p>April 2003 General Manager of Automotive Steel Products Dept., Iron & Steel Div.-I of Marubeni-Itochu Steel Inc.</p> <p>April 2005 General Manager of Iron & Steel Trade Dept.-II, Iron & Steel Div.-II of Marubeni-Itochu Steel Inc.</p> <p>April 2009 Executive Officer and General Manager of Iron & Steel Div.-III of Marubeni-Itochu Steel Inc.</p> <p>April 2012 Representative Director and President of SANYO SHOKAI LTD.</p> <p>April 2018 Director of SANYO SHOKAI LTD.</p> <p>June 2018 Advisor of SANYO SHOKAI LTD.</p> <p>June 2021 Outside Director of the Company (current position)</p>	400
<p>[Reason for nomination as candidate for Outside Director and expected roles, etc.]</p> <p>In addition to his practical experience in the steel products division of a general trading company, Takeo Ueyama has corporate management experience as Representative Director of SANYO SHOKAI LTD. Based on his high-level insight and deep knowledge of the industry, he has played an appropriate role in improving the Company's governance by providing suggestions and advice based on objective analysis during deliberations at Board of Directors meetings since his appointment as Outside Director of the Company in June 2021. Based on these accomplishments, the Company proposes to nominate him again for the candidate for Outside Director.</p>			

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	<p>April 1978 Joined Hitachi, Ltd.</p> <p>April 2001 General Manager of Legal Division of Hitachi, Ltd.</p> <p>April 2007 Vice President and Executive Officer of Hitachi, Ltd.</p> <p>April 2011 Senior Vice President and Executive Officer of Hitachi, Ltd.</p> <p>October 2013 Executive Vice President, Senior Vice President and Executive Officer of Hitachi, Ltd.</p> <p>April 2019 Adviser of Hitachi, Ltd.; Chairman of Hitachi Research Institute</p> <p>June 2021 Outside Director of the Company (current position)</p>	800
<p>[Reason for nomination as candidate for Outside Director and expected roles, etc.]</p> <p>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 all Group companies, Toshiaki Kuzuoka has played an appropriate role in improving the Company's governance by pointing out problems and providing advice on improvement measures concerning the Company's management of group companies during deliberations at Board of Directors meetings and Governance Improvement Committee meetings since his appointment as Outside Director of the Company in June 2021. Based on these accomplishments, the Company proposes to nominate him again for the candidate for Outside Director.</p>			
8	Katsuya Natori (May 19, 1959) Reappointment Outside Independent	<p>April 1986 Registered as Attorney</p> <p>May 1990 Earned Master of Laws (LL.M) in School of Law, Washington University</p> <p>June 1993 Earned MBA in School of Business, Georgetown University</p> <p>March 2002 Executive Officer and General Manager of Legal Department; General Manager of Store Development Department; General Manager of Social Environment Office, FAST RETAILING CO., LTD.</p> <p>January 2004 Director and Executive Officer in charge of Legal Affairs, Intellectual Property, and Compliance of IBM Japan, Ltd.</p> <p>February 2012 Established Natori Law Office (current ITN Law Office)</p> <p>December 2015 External Director of MORITEX Corporation (current position)</p> <p>April 2016 Supervisory Officer of Global One Real Estate Investment Corporation (current position)</p> <p>June 2016 Corporate Auditor of KiBERA Co., Ltd. (current position)</p> <p>June 2020 Audit & Supervisory Board Member of Recruit Holdings Co., Ltd. (current position)</p> <p> Corporate Auditor of Pasona Tquila Inc. (current circlace Inc.) (current position)</p> <p>September 2020 External Director of TaUNS Laboratories, Inc. (current position)</p> <p>June 2021 Outside Director of the Company (current position)</p> <p>[Significant concurrent positions]</p> <p>Attorney of ITN Law Office; Supervisory Officer of Global One Real Estate Investment Corporation; Corporate Auditor of KiBERA Co., Ltd.; Outside Audit & Supervisory Board Member of Recruit Holdings Co., Ltd.; Corporate Auditor of circlace Inc.; External Director of TaUNS Laboratories, Inc.</p>	400
<p>[Reason for nomination as candidate for Outside Director and expected roles, etc.]</p> <p>Based on the legal knowledge he has developed as an attorney and his accomplishments and knowledge as an officer in charge of legal departments in companies, Katsuya Natori has played an appropriate role in improving the Company's governance by providing useful suggestions and advice on corporate compliance and overseas business risk management in deliberations at Board of Directors meetings and Governance Improvement Committee meetings since his appointment as Outside Director of the Company in June 2021. Based on these accomplishments, the Company proposes to nominate him again for the candidate for Outside Director.</p>			

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> <p>[Significant concurrent positions] Outside Director of Okamura Corporation Outside Director of Tokio Marine Asset Management Co., Ltd.</p>	200
<p>[Reason for nomination as candidate for Outside Director and expected roles, etc.] 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, Mari Kano has raised issues and provided advice on the Company's financial and capital policies and overseas business risk management system during deliberations at Board of Directors meetings since her appointment as Outside Director of the Company in June 2021. As a member of the Nomination and Remuneration Committee, she has played an appropriate role in improving the governance of the Company by expressing her opinions on the executive evaluation system. 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 (current position)</p> <p>September 2019 Member of the Committee on Regulations and Systems of The Japanese Institute of Certified Public Accountants (current position)</p> <p>June 2020 Director of Chizuko Yamamoto CPA Office (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> <p>[Significant concurrent positions] Director of Chizuko Yamamoto CPA Office Outside Auditor of Ozu Corporation Standing Executive of The Japanese Institute of Certified Public Accountants Tokyo Chapter Member of the Committee on Regulations and Systems of The Japanese Institute of Certified Public Accountants</p>	100
<p>[Reason for nomination as candidate for Outside Director and expected roles, etc.] Based on her extensive experience and high level of knowledge cultivated as a certified public accountant, Chizuko Yamamoto has played an appropriate role in improving the Company's governance by providing accurate suggestions and useful advice from the perspectives of business strategy and finance and accounting in the deliberations of the Board of Directors and the Governance Improvement Committee since her appointment as Outside Director of the Company in June 2021. 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 one year 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. 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.
4. 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.
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 2022. 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 2 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 Technology	Finance/Accounting M&A	Risk Management Governance	Human resources development
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

(Note 2) Large amount of donations	sales of the said business partner. 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 3: Election of 2 Substitute Corporate Auditors

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 two Substitute Corporate Auditors in advance. The Board of Corporate Auditors has previously given its approval to this Proposal.

The candidates for Substitute Corporate Auditors are as follows:

No.	Name (Date of birth)	Past experience and significant concurrent positions	Number of shares of the Company held
1	Yoichi Ozawa (January 28, 1958)	October 1989 Joined ASAHI SHINWA & Co. (current KPMG AZSA LLC)	0
		August 1993 Registered as a certified public accountant	
		May 2001 Assumed office as Partner of Asahi & Co. (current KPMG AZSA LLC)	
		May 2007 Assumed office as Representative Partner of AZSA & Co. (current KPMG AZSA LLC)	
		July 2020 Established Yoichi Ozawa CPA Office as Director (current position)	
		[Significant concurrent positions] Director of Yoichi Ozawa CPA Office	
[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 Substitute Corporate Auditor.			
2	Seiichiro Ino (December 24, 1957)	April 1981 Joined The Dai-Ichi Kangyo Bank, Ltd.	0
		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)	
		[Significant concurrent positions] Senior Executive Officer of Seiwa Building Co., Ltd.	
[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 if he is elected as a Corporate Auditor, he will be able to contribute to strengthening the Company's auditing system, and therefore proposes to nominate him for the candidate for Substitute Corporate Auditor.			

(Notes)

1. There are no special interests between the candidates and the Company.
2. In the event that Substitute Corporate Auditor assumes the office of Corporate Auditor, the order of precedence shall be as follows:
 - In the event that Substitute Corporate Auditor assumes office as Corporate Auditor due to the retirement of Corporate Auditor, Tomozo Yoshikawa, the order of precedence shall be as follows: Seiichiro Ino shall have first priority and Yoichi Ozawa shall have second priority.
 - In the event that Substitute Corporate Auditor assumes office as Corporate Auditor in any other case, the order of precedence shall be as follows: Yoichi Ozawa shall have first priority and Seiichiro Ino shall have second priority.
3. Yoichi Ozawa and Seiichiro Ino are candidates for Substitute Outside Corporate Auditors. They satisfy 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 them as Independent Auditors as set forth by the same Exchange, if they assume office as Outside Corporate Auditor.
4. 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.

5. 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. Both of the candidates for Outside Corporate Auditors are scheduled to conclude such liability limitation agreements 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.

6. The indemnity agreement

After assuming the office as the Company's Outside Corporate Auditor, both of the candidates for Outside Corporate Auditors are 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 each of them 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.

7. 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 2022. 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.

Proposal 4: Determination of Compensation for Granting Restricted Stock to Directors

The amount of compensation, etc. of the Company's Directors was (i) approved at the 208th Annual General Meeting of Shareholders held on June 28, 2007 as an amount not exceeding 300 million yen per year (not including employee salaries for Directors who concurrently serve as employees). In addition, at the 217th Annual General Meeting of Shareholders held on June 28, 2016, the Company obtained approval for introducing (ii) a performance-linked stock compensation plan using a trust (hereinafter referred to as the "Current Plan") as compensation, etc. for Directors (excluding Outside Directors), which is separate from (i) above. The Company has been operating the Current Plan to date.

As part of the review of the executive compensation system, in order to provide Directors with incentives to continuously improve the Company's corporate value and to further promote value sharing between Directors and shareholders, the Company proposes to establish a separate compensation system for Directors (excluding Outside Directors; hereinafter referred to as "Eligible Directors"), in place of the Current Plan, and separate from the compensation system described in (i) above. Accordingly, the Company hereby requests your approval for the payment of new compensation for granting restricted stock to Eligible Directors (such compensation system is hereinafter referred to as the "New Plan").

If this Proposal is approved as proposed, the Current Plan shall be abolished (Note).

A summary of the details of the Company's policy for determining the content of compensation, etc. for individual Directors is as described in (3) Compensation, etc. for Directors and Corporate Auditors for the fiscal year under review (ii) under 4. Matters Concerning Corporate Officers in the Business Report. However, the Company resolved at the Board of Directors meeting held on May 23, 2022 to change the details thereof as per the description in this Proposal, subject to the approval of this Proposal. The Company believes that the content of this Proposal is necessary and reasonable to provide compensation and other benefits in accordance with such revised policy and that the content of this Proposal is reasonable.

As described above, the New Plan provides compensation to Eligible Directors for granting restricted stock.

The total amount of monetary compensation to be paid to the Eligible Directors for granting restricted stock under the New Plan shall be no more than 20 million yen per year, which is considered reasonable in light of the above purposes.

In addition, the Eligible Directors shall provide all of the monetary compensation claims to be granted under the New Plan as contribution in kind, and receive issuance or disposal of shares of the Company's common stock, in accordance with a resolution of the Board of Directors of the Company. The total number of shares of common stock to be issued or disposed of in this manner shall be limited to 25,000 shares per year (provided, however, that in the event of a stock split (including gratis allotment of shares of common stock of the Company) or reverse stock split of the Company's common stock after the date of resolution of this Proposal, the ratio shall be adjusted in accordance with such split or reverse stock split ratio, etc.), a number considered reasonable in light of the purposes described above. The amount to be paid per share shall be the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of each resolution of the Board of Directors (or the closing price of the most recent trading day prior to that day if no such trading exists on that date). The Board of Directors shall determine the specific timing and allocation of payments to each Eligible Director.

If Proposal 2, "Election of 10 Directors" is approved as proposed, the number of Eligible Directors will be 4.

Upon the issuance or disposal of shares of common stock of the Company in this manner, the Company and the Eligible Director shall enter into a restricted stock allotment agreement (hereinafter referred to as the "Allotment Agreement") that includes, in summary, the following details.

(1) Transfer restriction period

The Eligible Director shall not transfer, pledge, or otherwise dispose of the shares of common stock of the Company allotted under the Allotment Agreement (hereinafter referred to as "Allotted Shares") during the period (hereinafter referred to as "Transfer Restriction Period") from the day he/she receives the allotment under the Allotment Agreement to the day he/she retires from the office of Director of the Company (provided, however, that in the event that a Director concurrently serves as an Executive Officer of the Company or assumes the position of Executive Officer of the Company at the same time as retiring from the position of Director, he/she shall be deemed to be "retired" when he/she ceases to be either a Director or an Executive Officer of the Company; the same applies hereinafter) (hereinafter referred to as "Transfer Restriction").

(2) Removal of transfer restrictions

Provided that the Eligible Director's retirement is due to reasons deemed justifiable by the Board of

Directors of the Company, the Company shall remove the restriction on transfer of all of the Allotted Shares (provided, however, that if the Company acquires all or part of the Allotted Shares without consideration in accordance with (3)(ii) below, the remaining portion after such acquisition without consideration) upon the expiration of the Transfer Restriction Period.

(3) Acquisition of the Allotted Shares without consideration

(i) The Company shall naturally acquire without compensation the Allotted Shares for which the transfer restriction has not been removed in accordance with the provisions of (2) above as of the timing when the Transfer Restriction Period expires.

(ii) In addition, the Company shall acquire the Allotted Shares without compensation in the number corresponding to the remaining period of service if the Director retires within the period of service subject to the compensation for the Allotted Shares, and the Company shall acquire all or part of the Allotted Shares without compensation if certain events specified in the Allotment Agreement, such as the case of misconduct, occur.

(4) Treatment in the event of reorganization, etc.

Notwithstanding the provisions of (1) above, in the event that a merger agreement in which the Company becomes a dissolving company, a share exchange agreement in which the Company becomes a wholly owned subsidiary, a share transfer plan or other matters related to organizational restructuring, etc. are approved at a general meeting of shareholders (provided, however, that in cases where approval by the general meeting of shareholders of the Company is not required for such organizational restructuring, etc., the Board of Directors of the Company shall approve such organizational restructuring, etc.) of the Company during the Transfer Restriction Period, the transfer restriction shall be removed for the number of the Allotted Shares reasonably determined based on the period from the start of the Transfer Restriction Period to the effective date of such organizational restructuring, etc. by resolution of the Board of Directors of the Company prior to the effective date of such organizational restructuring, etc. In such a case, the Company shall naturally acquire without consideration the Allotted Shares for which the transfer restriction has not yet been removed as of the time immediately following the removal of the restriction.

(5) Other matters determined by the Board of Directors

In addition to the above, the method of manifestation of intention and notification in the Allotment Agreement, the method of revision of the Allotment Agreement, and other matters determined by the Board of Directors shall be included in the content of the Allotment Agreement.

The shares allocated to the Eligible Directors under the New Plan shall be managed in a dedicated account opened by the Eligible Directors at a securities company determined by the Company during the Restricted Transfer Period so that the shares cannot be transferred, pledged or otherwise disposed of during the Restricted Transfer Period.

Note: Under the Current Plan, a trust established through a monetary contribution by the Company acquires the Company's shares, and a number of Company shares equivalent to the number of points granted by the Company to each Director are issued to each Director through the trust. If this Proposal is approved as proposed, no new points shall be awarded thereafter and shall be abolished.

End