

Securities Code: 2737

June 8, 2021

To Our Shareholders:

Ichiro Tsumaki, President  
TOMEN DEVICES CORPORATION  
8-12, Harumi 1-chome, Chuo-ku, Tokyo  
104-6230, Japan

## **NOTICE OF THE 30TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Tomen Devices Corporation (the “Company”) is pleased to announce that it will hold its 30th Ordinary General Meeting of Shareholders. Details are described below.

Given continued difficulty in foreseeing the end of the COVID-19 pandemic, the Company asks shareholders to make every effort to exercise their voting rights prior to the General Meeting of Shareholders, either in writing or online. The Company requests shareholders choosing to attend the General Meeting of Shareholders to do so by giving due consideration to measures to prevent infection after making sure they are in good health. Shareholders who attend the General Meeting of Shareholders are asked to wear a face mask and take other preventative measures. Please note that the Company may take measures which, in the Company’s judgment, are necessary to ensure the health of shareholders and prevent the spread of infection at the shareholders’ meeting venue, and requests the cooperation of shareholders.

Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. (JST) on Tuesday, June 22, 2021.

Thank you for your understanding.

1. **Date and Time:** Wednesday, June 23, 2021 at 10:00 a.m. (Japan Standard Time)  
(Reception will open at 9:00 a.m.)
2. **Venue:** 4th floor, Daiwa Harumi Building, 10-1 Harumi 3-chome, Chuo-ku, Tokyo  
HOTEL FUKURACIA Harumi Annex C+D  
\* The meeting venue differs from the venue used last year. Please confirm its location in the guide map for the venue provided at the end of this Notice.
3. **Purpose of the Meeting:**
  - Items to be reported:
    1. Business Report and Consolidated Financial Statements for the 30th Term (from April 1, 2020 to March 31, 2021), as well as the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
    2. Non-Consolidated Financial Statements for the 30th Term (from April 1, 2020 to March 31, 2021)
  - Items to be resolved:
    - Proposal No. 1 Disposition of surplus
    - Proposal No. 2 Election of nine (9) Directors

#### 4. On Voting Rights

Please refer to “On Voting Rights” on page 5.

#### 5. Matters concerning Disclosure via the Internet

Because we post the “Status of the Accounting Auditor,” “System and Policy of the Company,” “Notes to Consolidated Financial Statement” and “Notes to Non-Consolidated Financial Statements” on our website (<https://www.tomendevices.co.jp>) based on the laws and regulations and Article 14 of our Articles of Incorporation, it is not stated on documents provided with the Notice of the Ordinary General Meeting of Shareholders. Therefore, documents provided with the Notice of the Ordinary General Meeting of Shareholders are part of the subjects audited by Audit & Supervisory Board Members and Accounting Auditors when preparing audit reports. If any circumstance gives rise to the need for alteration to the reference documents for the General Meeting of Shareholders, business report or the consolidated or non-consolidated financial statements, we will post the altered contents on the Company’s website.

#### 6. Other Matters concerning this Notice of the Ordinary General Meeting of Shareholders

If exercising voting rights by proxy, you may delegate another shareholder who holds a voting right as an agent. However, along with a letter certifying the right of proxy (proxy letter), one of the following documents must be submitted.

- (1) Voting Rights Exercise Form of the delegating shareholder
- (2) Certificate of stamp seal of the actual stamp on the document certifying the right of representation
- (3) Copy of delegating shareholder’s passport, driver’s license or health insurance card or other identification document

#### (Requests to Shareholders)

- The Company may be forced to substantially change the administration of the General Meeting of Shareholders due to factors including the state of COVID-19’s spread and the details of central government announcements in the period through the day of the Meeting. The Company will immediately announce any significant change in the administration on its website (<https://www.tomendevices.co.jp>). Shareholders intending to attend the meeting are advised to check the Company’s website beforehand. The number of seats the Company can offer them at the meeting venue is anticipated to decrease substantially from past years, too, due to the need to space them out to prevent the spread of COVID-19. Accordingly, some shareholders who come to the venue that day may not be granted admission and the Company therefore advises all shareholders to consider exercising their voting rights prior to the meeting.
- Shareholders who attend the meeting are asked to bring and wear a face mask.
- Administrative staff will be checked for symptoms, including temperature checks, and will wear face masks.
- Please note that, from the viewpoint of reducing the risk of infection and ensuring business continuity, only some of the Company’s Directors will attend the meeting and others may attend the meeting online.
- At this Ordinary General Meeting of Shareholders, reports and detailed explanations of agenda items will be shortened from the perspective of decreasing the duration of the meeting to prevent the spread of COVID-19 and shareholders are asked to read through the convocation notice in advance.

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk on the day of the meeting. Please note that persons who are not shareholders of the Company, such as those accompanying shareholders or children, are not permitted to enter the meeting venue.

The Company will receive shareholders in Cool Biz, which is informal attire worn during the summer.

Our website (<https://www.tomendevices.co.jp>)

## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1: Disposition of surplus

The Company proposes the appropriation of surplus as follows:

#### Year-end dividends

Regarding our dividend policy, we will pay dividends based on performance in order to return profits in accordance with consolidated business results for each fiscal year. We will deal with year-end dividends flexibly to continue stable payments, taking an increase in the payout ratio into consideration, in addition to changes in the economic environment and demand for funds.

We intend to use retained earnings to strengthen our management foundation, meet the demand for funds accompanying business expansion, and to strengthen our financial standing.

In accordance with this policy, the Company proposes to pay year-end dividends for the 30th term as follows:

(1) Type of dividend property

Cash

(2) Allotment of dividend property and their aggregate amount

The Company proposes to pay a dividend of ¥170 per common share of the Company.

In this event, the total dividends will be ¥1,156,208,420.

(3) Effective date of dividends of surplus

June 24, 2021

**Proposal No. 2: Election of nine (9) Directors**

The term of office of all eight (8) Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. The Company proposes the election of nine (9) Directors, including one (1) additional External Director, for strengthening the corporate governance structure.

For the selection and election of Directors, we have set the precondition that they all have “knowledge and expertise in the field of electronics, or have experience and knowledge about general corporate management” as well as “having appropriateness and suitability as a director”. Also, please refer to the business report “Standards and Policies regarding Independence of External Director” regarding the idea of appointing external and independent officers.

Procedures for the election of directors are decided at the Board of Directors, with the opportunity for dialogues with candidates that satisfy the above conditions.


The candidates for Directors are as follows. Hong-Bum Suh is a candidate for director of a foreign nationality, and Atsuko Honda is a female candidate for director. We will continue to strive to build a highly diversified board member system.

No.	Name	Position in the Company	
1	Ichiro Tsumaki	President, General Manager, Sales Division	<u>Reappointment</u>
2	Nobuo Koido	Senior Managing Director	<u>Reappointment</u>
3	Hong-Bum Suh	Managing Director, Deputy General Manager, Sales Division	<u>Reappointment</u>
4	Masakazu Tsunefuka	Managing Director, General Manager, Corporate Administrative Division	<u>Reappointment</u>
5	Yasuhiro Kakihara	Director	<u>Reappointment</u>
6	Kiyotaka Nakao	Director	<u>Reappointment</u>
7	Shinji Shirasaki	External Director	<u>Reappointment</u> <u>External</u> <u>Independent</u>
8	Atsuko Honda	External Director	<u>Reappointment</u> <u>External</u> <u>Independent</u>
9	Tatsumi Maeda	–	<u>New Appointment</u> <u>External</u> <u>Independent</u>


No.	Name (Date of Birth)	Career Summary, Position and Responsibilities in the Company, and Significant Concurrent Positions
1	 <u>Reappointment</u>  Ichiro Tsumaki (July 28, 1960)  Years as Director: 11 years	<p>April 1983      Joined Tomen Corporation (current Toyota Tsusho Corporation)</p> <p>April 2003      General Manager, Electronic Information Department</p> <p>June 2004      Director of the Company</p> <p>December 2005      CEO, Shanghai Hong Ri International Electronics Co., Ltd. (secondment)</p> <p>April 2010      Senior Manager, Electronic Device Department, Toyota Tsusho Corporation</p> <p>June 2011      Managing Director of the Company</p> <p>June 2012      President, General Manager, Sales Division (current position)</p> <p>(Significant Concurrent Positions)</p> <p>Chairman, ATMD (Hong Kong) Limited            Director, ITG Marketing, Inc.</p> <p>Number of the Company's shares owned: 9,400 shares            Attendance at Board of Directors Meetings: 11 out of 12 times (92%)            Reasons for nomination as a candidate for Director:            Since joining the former Tomen Corporation (current Toyota Tsusho Corporation), Ichiro Tsumaki has worked mainly in the electronic device business. After becoming the CEO of Shanghai Hong Ri International Electronics Co., Ltd., and since becoming the President of the Company in 2012, he has worked to expand overseas business and cultivate new markets. He has experience as President of the Company, as well as abundant job experience in the semiconductor industry and knowledge of corporate management, and therefore we have continued to place him as a candidate for Director.            If this proposal is approved, we plan to reappoint Ichiro Tsumaki as President at the Board of Directors' meeting after the conclusion of this general meeting of shareholders.</p>
2	 <u>Reappointment</u>  Nobuo Koido (July 4, 1961)  Years as Director: 14 years	<p>April 1985      Joined Ryosan Co., Ltd.</p> <p>April 1997      Manager, Hong Kong Sales Office of the Company</p> <p>June 2007      Director</p> <p>June 2008      Managing Director</p> <p>June 2010      Senior Managing Director (current position)</p> <p>(Significant Concurrent Positions)</p> <p>Vice-Chairman, ATMD (Hong Kong) Limited            Director, ATMD Electronics (Shenzhen) Limited            Director, ATMD Electronics (Shanghai) Limited            Director, ATMD Electronics (Singapore) Pte. Ltd.</p> <p>Number of the Company's shares owned: 10,000 shares            Attendance at Board of Directors Meetings: 12 out of 12 times (100%)            Reasons for nomination as a candidate for Director:            Since formerly working for Ryosan Co., Ltd., Nobuo Koido has mainly engaged in overseas business, and he is devoting his efforts to expanding our overseas business, including the establishment of ATMD (Hong Kong) Limited. He has extensive experience in overseas business and work experience in the semiconductor industry, and as we continue to expand overseas, we expect him to be a driving force, and selected him to continue as a candidate for Director.</p>


No.	Name (Date of Birth)	Career Summary, Position and Responsibilities in the Company, and Significant Concurrent Positions	
3	 <u>Reappointment</u> Hong-Bum Suh (October 16, 1961) Years as Director: 9 years	January 1986 April 2001 January 2009 March 2012 April 2012 June 2012	Joined Samsung C&T Corporation Co., Ltd. General Manager, LCD Marketing Team, Samsung Electronics Co., Ltd. Managing Director Advisor of the Company Deputy General Manager, Sales Division, General Manager, LCD Sales Department Managing Director, Deputy General Manager, Sales Division (current position)
Number of the Company's shares owned: 100 shares Attendance at Board of Directors Meetings: 12 out of 12 times (100%) Reasons for nomination as a candidate for Director: Hong-Bum Suh has primary been working in the liquid crystal panel business since he joined Samsung Electronics Co., Ltd., and after serving as an executive director for Samsung, and since becoming Managing Director of the Company in 2012, he has been focusing on expanding business centered on liquid crystal panels. Since he has abundant performance in the liquid crystal panel business and knowledge of corporate management, we have continued to place him as a candidate for Director.			
4	 <u>Reappointment</u> Masakazu Tsunefuka (October 2, 1965) Years as Director: 1 year	April 1988 April 2004 April 2006 April 2008 April 2012 April 2017 June 2020 (Significant Concurrent Positions)	Joined Tomen Corporation (current Toyota Tsusho Corporation) Group Leader, Accounting and Statistics Group, Accounting and Statistics Department Group Leader, Strategy Planning Group, Accounting Department, Toyota Tsusho Corporation Group Leader, Tax Planning Group, Accounting Department Vice President and General Manager of Corporate Division, East Asian Region, Toyota Tsusho (China) Co., Ltd. (secondment) Managing Director and Director, Corporate Division, NEXTY Electronics Corporation Managing Director, General Manager, Corporate Administrative Division (current positions) Chairman, ATMD (Hong Kong) Limited
Number of the Company's shares owned: 0 shares Attendance at Board of Directors Meetings: 10 out of 10 times (100%) (Note) This is the number of times Masakazu Tsunefuka has attended meetings of the Board of Directors since June 2020 when he became a Director. Reasons for nomination as a candidate for Director: Since joining the former Tomen Corporation (current Toyota Tsusho Corporation), Masakazu Tsunefuka has mainly engaged in accounting operations. After serving as Vice President at Toyota Tsusho (China) Co., Ltd., he has occupied the position of Director at a group company of Toyota Tsusho Corporation. We have again nominated Masakazu Tsunefuka as a candidate for a Director in view of his extensive experience and knowledge of corporate management, finance and accounting.			


No.	Name (Date of Birth)	Career Summary, Position and Responsibilities in the Company, and Significant Concurrent Positions
5	 <p data-bbox="347 748 501 779"><u>Reappointment</u></p> <p data-bbox="336 801 512 860">Yasuhiro Kakihara (March 17, 1963)</p> <p data-bbox="336 891 512 949">Years as Director: 4 years</p>	<p data-bbox="555 338 1075 369">April 1985      Joined Toyota Tsusho Corporation</p> <p data-bbox="555 376 1353 407">April 2003      Director, Toyota Tsusho Electronics Corporation (secondment)</p> <p data-bbox="555 414 1299 472">April 2007      Representative Senior Managing Director, Toyota Tsusho Electronics Corporation (secondment)</p> <p data-bbox="555 479 1289 510">April 2010      Managing Director, Toyota Tsusho (Singapore) Pte. Ltd.</p> <p data-bbox="555 517 1353 548">July 2012      Executive Vice President, Toyota Tsusho Asia Pacific Pte. Ltd.</p> <p data-bbox="555 555 1273 613">April 2015      General Manager, HEV &amp; ITS Business Development Department, Toyota Tsusho Corporation</p> <p data-bbox="555 620 1305 678">April 2016      General Manager, Mobility &amp; ITS Business Development Department</p> <p data-bbox="555 685 916 716">April 2017      Executive Officer</p> <p data-bbox="555 723 1331 754">April 2017      Director, NEXTY Electronics Corporation (current position)</p> <p data-bbox="555 761 1161 792">June 2017      Director of the Company (current position)</p> <p data-bbox="555 799 1225 831">June 2017      Director, Elematec Corporation (current position)</p> <p data-bbox="555 837 1347 896">April 2019      COO (Chief Operating Officer), Chemicals &amp; Electronics Division, and Assistant to CTO (Chief Technology Officer) of Toyota Tsusho Corporation</p> <p data-bbox="555 902 1347 992">April 2020      Executive Officer, COO (Chief Operating Officer), Chemicals &amp; Electronics Division, and Assistant to CDTO (Chief Digital &amp; Technology Officer) (current position)</p> <p data-bbox="555 1010 884 1041">(Significant Concurrent Positions)</p> <p data-bbox="555 1048 1308 1137">Executive Officer, COO (Chief Operating Officer), Chemicals &amp; Electronics Division, and Assistant to CTO (Chief Technology Officer) of Toyota Tsusho Corporation</p> <p data-bbox="555 1144 963 1176">Director, NEXTY Electronics Corporation</p> <p data-bbox="555 1182 858 1214">Director, Elematec Corporation</p>
<p data-bbox="304 1196 794 1227">Number of the Company's shares owned: 0 shares</p> <p data-bbox="304 1234 979 1265">Attendance at Board of Directors Meetings: 11 out of 12 times (92%)</p> <p data-bbox="304 1272 804 1303">Reasons for nomination as a candidate for Director:</p> <p data-bbox="304 1310 1331 1400">Yasuhiro Kakihara has extensive experience in the in-vehicle equipment business and knowledge of corporate management at Toyota Tsusho Corporation and its group companies. We have again nominated Yasuhiro Kakihara as a candidate for a Director in view of the appropriate supervision and advice he has provided to the Board of Directors based on his experience.</p> <p data-bbox="304 1406 523 1438">Limitation of liability:</p> <p data-bbox="304 1444 1362 1534">Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Yasuhiro Kakihara to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act to the minimum liability amount provided for by Article 425, Paragraph 1 of the same Act. If his election is approved, the Company plans to renew the respective agreements with him.</p>		

No.	Name (Date of Birth)	Career Summary, Position and Responsibilities in the Company, and Significant Concurrent Positions
6	 <p data-bbox="347 528 501 560"><u>Reappointment</u></p> <p data-bbox="347 586 501 640">Kiyotaka Nakao (April 19, 1967)</p> <p data-bbox="347 667 501 721">Years as Director: 2 years</p>	<p data-bbox="555 336 660 362">April 1991</p> <p data-bbox="743 336 1075 362">Joined Toyota Tsusho Corporation</p> <p data-bbox="555 371 660 398">April 2004</p> <p data-bbox="743 371 1273 425">General Manager, Electronics Division, Toyota Tsusho (Guangzhou) Co., Ltd.</p> <p data-bbox="555 434 660 461">April 2009</p> <p data-bbox="743 434 1311 488">General Manager, Kobe Office, Toyota Tsusho Electronics Corporation</p> <p data-bbox="555 497 660 524">April 2012</p> <p data-bbox="743 497 1216 524">Director, Toyota Tsusho Electronics Corporation</p> <p data-bbox="555 533 660 560">April 2013</p> <p data-bbox="743 533 928 560">Managing Director</p> <p data-bbox="555 568 660 595">April 2017</p> <p data-bbox="743 568 1343 622">Managing Director, NEXTY Electronics Corporation (current position)</p> <p data-bbox="555 631 660 658">June 2019</p> <p data-bbox="743 631 1161 658">Director of the Company (current position)</p> <p data-bbox="555 667 884 694">(Significant Concurrent Positions)</p> <p data-bbox="555 703 1069 730">Managing Director, NEXTY Electronics Corporation</p>
<p data-bbox="309 752 794 779">Number of the Company's shares owned: 0 shares</p> <p data-bbox="309 784 992 810">Attendance at Board of Directors Meetings: 12 out of 12 times (100%)</p> <p data-bbox="309 815 807 842">Reasons for nomination as a candidate for Director:</p> <p data-bbox="309 846 1362 945">Kiyotaka Nakao has extensive experience and knowledge of corporate management through positions he has occupied at the group companies of Toyota Tsusho Corporation, including the position of their Directors. We have again nominated Kiyotaka Nakao as a candidate for a Director in view of the appropriate supervision and advice he has provided to the Board of Directors based on his experience.</p> <p data-bbox="309 949 523 976">Limitation of liability:</p> <p data-bbox="309 981 1362 1079">Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Kiyotaka Nakao to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act to the minimum liability amount provided for by Article 425, Paragraph 1 of the same Act. If his election is approved, the Company plans to renew the respective agreements with him.</p>		



No.	Name (Date of Birth)	Career Summary, Position and Responsibilities in the Company, and Significant Concurrent Positions	
	 <p data-bbox="352 568 501 658"> <span>Reappointment</span>  <span>External</span>  <span>Independent</span> </p> <p data-bbox="347 685 505 741">Shinji Shirasaki (March 8, 1952)</p> <p data-bbox="339 768 513 824">Years as Director: 2 years</p>	<p data-bbox="555 338 660 360">April 1974</p> <p data-bbox="555 376 660 398">June 2003</p> <p data-bbox="555 414 660 436">June 2004</p> <p data-bbox="555 452 660 474">June 2006</p> <p data-bbox="555 490 660 512">June 2008</p> <p data-bbox="555 528 660 551">June 2010</p> <p data-bbox="555 566 708 589">December 2015</p> <p data-bbox="555 627 660 649">April 2018</p> <p data-bbox="555 687 660 710">April 2019</p> <p data-bbox="555 748 660 770">June 2019</p>	<p data-bbox="742 338 1326 360">Joined Nippon Denso Co., Ltd. (current Denso Corporation)</p> <p data-bbox="742 376 826 398">Director</p> <p data-bbox="742 414 919 436">Managing Officer</p> <p data-bbox="742 452 1305 474">Audit &amp; Supervisory Board Member, Tokai Rika Co., Ltd.</p> <p data-bbox="742 490 1193 512">Senior Managing Director, Denso Corporation</p> <p data-bbox="742 528 1118 551">External Director, Tokai Rika Co., Ltd.</p> <p data-bbox="742 566 1294 611">Senior Advisor, Industry and Labor Department of Fukui Prefecture</p> <p data-bbox="742 627 1350 672">Car-Ele Promoter, Northern Kyushu Automobile Industry Asia Advanced Base Promotion Project (current position)</p> <p data-bbox="742 687 1267 732">Cooperation Coordinator, Open Innovation Promotion Department, Fukui Industrial Support Center (current position)</p> <p data-bbox="742 748 1246 792">External Director of the Company (current position)</p> <p data-bbox="555 792 884 815">(Significant Concurrent Positions)</p> <p data-bbox="555 831 1321 875">Car-Ele Promoter, Northern Kyushu Automobile Industry Asia Advanced Base Promotion Project</p>
7	<p data-bbox="306 893 794 916">Number of the Company's shares owned: 0 shares</p> <p data-bbox="306 920 991 943">Attendance at Board of Directors Meetings: 12 out of 12 times (100%)</p> <p data-bbox="306 947 1230 969">Reasons for nomination as a candidate for an External Director and summary of expected roles:</p> <p data-bbox="306 974 1342 1160">Shinji Shirasaki was directly involved in the management of Denso Corporation as its executive officer. He also served as an external director at Tokai Rika Co., Ltd. We have again nominated Shinji Shirasaki as a candidate for an External Director in view of the useful opinions and advice he has provided for the Company's management based on his expertise in corporate management. The Company expects him to continue to fulfill his duties concerning the Company's overall business management based on his management experience, adopting the viewpoints of all shareholders, including those of minority shareholders.</p> <p data-bbox="306 1164 655 1187">Matters pertaining to independence:</p> <p data-bbox="306 1191 1362 1247">There is no possibility of conflict of interest with general shareholders because there are no financial interests other than director compensation, etc. between him and the Company.</p> <p data-bbox="306 1252 1350 1384">Shinji Shirasaki works as a Car-Ele Promoter for Northern Kyushu Automobile Industry Asia Advanced Base Promotion Project and a Coordination Promoter for the Open Innovation Promotion Department of Fukui Industrial Support Center but there are no transactions between the project and the Company or the center and the Company and no special relationship exists between the organizations where Shinji Shirasaki holds concurrent positions and the Company.</p> <p data-bbox="306 1388 1347 1464">He therefore meets our independence criteria and will be designated as an independent officer as prescribed by the Tokyo Stock Exchange. If he is reappointed, the Company intends to continue to designate him as independent officer.</p> <p data-bbox="306 1469 523 1491">Limitation of liability:</p> <p data-bbox="306 1496 1362 1603">Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Shinji Shirasaki to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act to the minimum liability amount provided for by Article 425, Paragraph 1 of the same Act. If his election is approved, the Company plans to renew the respective agreements with him.</p>		

No.	Name (Date of Birth)	Career Summary, Position and Responsibilities in the Company, and Significant Concurrent Positions
8	 <p data-bbox="359 745 513 831">Reappointment External Independent</p> <p data-bbox="331 864 541 916">Atsuko Honda (December 10, 1969)</p> <p data-bbox="347 947 525 999">Years as Director: 5 years</p>	<p data-bbox="564 333 1364 1081"> October 1992 Passed judicial exam  April 1993 Joined The Legal Training and Research Institute of Japan  March 1995 Completed The Legal Training and Research Institute of Japan  April 1995 Appointed Assistant Judge (Kyoto District Court)  April 1997 Prosecutor with Litigation Department, Tokyo Legal Affairs Bureau  April 1999 Tokyo District Court  April 2000 Urawa District Court (current Saitama District Court)  April 2003 Tokyo Family District Court, Hachioji Branch (current Tachikawa Branch)  April 2005 Appointed judge (Fukuoka Family Court)  April 2005 Voluntary retirement  April 2010 Registered as attorney (Dai-Ichi Tokyo Bar Association), joined Anzai Law Office (current position)  April 2016 Civil Conciliation Commissioners (Tokyo Summary Court) (current position)  June 2016 External Director of the Company (current position)  May 2017 Director, Japan Safe Driving Center (current position)  June 2018 Director, Private Placement Services Association of Japan (current position)  June 2020 Counselor, Japan Industrial Safety &amp; Health Association (current position) </p> <p data-bbox="564 1093 1364 1234"> (Significant Concurrent Positions)  Attorney, Anzai Law Office  Director, Japan Safe Driving Center  Director, Private Placement Services Association of Japan  Counselor, Japan Industrial Safety &amp; Health Association </p>
<p data-bbox="316 1247 1364 1982"> Number of the Company's shares owned: 0 shares  Attendance at Board of Directors Meetings: 12 out of 12 times (100%)  Reasons for nomination as a candidate for an External Director and summary of expected roles:  Atsuko Honda has never been involved directly in corporate management. However, she has provided opinions and advice to the Company based on her expert legal knowledge, particularly those laws related to labor management, gained through her long working career as a judge and an attorney. In view of this contribution, we have again nominated Atsuko Honda as a candidate for an External Director. The Company expects Atsuko Honda to continue to fulfill her duties from an objective position independent of business executors based on her experience, adopting the viewpoints of all shareholders, including those of minority shareholders.  Matters pertaining to independence:  There is no possibility of conflict of interest with general shareholders because there are no financial interests other than director compensation, etc. between her and the Company.  In addition, Atsuko Honda is serving as an attorney at Anzai Law Office, a director of Japan Safe Driving Center, a director of the Private Placement Services Association of Japan, and counselor at Japan Industrial Safety &amp; Health Association. There have been no transactions between the law office and the Company since December 2015. Moreover, there have been no transactions between the Japan Safe Driving Center and the Company. There have been no special relationships between organizations where Atsuko Honda holds a concurrent position and the Company.  Therefore, she meets our independence criteria and has been designated as an independent officer as prescribed by the Tokyo Stock Exchange. If she is reappointed, the Company intends to continue to designate her as independent officer.  Limitation of liability:  Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Atsuko Honda to limit her liability for damages under Article 423, Paragraph 1 of the Companies Act to the minimum liability amount provided for by Article 425, Paragraph 1 of the same Act. If her election is approved, the Company plans to renew the respective agreements with her. </p>		

No.	Name (Date of Birth)	Career Summary, Position and Responsibilities in the Company, and Significant Concurrent Positions
9	 <p data-bbox="347 618 528 707">New Appointment External Independent</p> <p data-bbox="352 734 523 790">Tatsumi Maeda (January 1, 1953)</p>	<p data-bbox="564 338 1361 365">March 1975      Joined Kyoto Ceramic Co., Ltd. (current Kyocera Corporation)</p> <p data-bbox="564 376 1361 403">June 2001      Director, Kyoto Ceramic Co., Ltd.</p> <p data-bbox="564 414 1361 465">June 2003      Executive Officer and Managing Director, Kyoto Ceramic Co., Ltd.</p> <p data-bbox="564 477 1361 528">April 2007      Executive Officer and Senior Managing Director, Kyoto Ceramic Co., Ltd.</p> <p data-bbox="564 539 1361 591">June 2008      Director, Executive Officer and Senior Managing Director, Kyoto Ceramic Co., Ltd.</p> <p data-bbox="564 602 1361 654">April 2009      Representative Director, Vice President and Executive Officer, Kyoto Ceramic Co., Ltd.</p> <p data-bbox="564 665 1361 716">April 2013      Representative Director and Vice Chairman, Kyoto Ceramic Co., Ltd.</p> <p data-bbox="564 728 1361 754">June 2017      Advisor, Kyoto Ceramic Co., Ltd.</p> <p data-bbox="564 766 1361 817">June 2019      External Member of the Board , Elematec Corporation (current position)</p> <p data-bbox="564 828 1361 855">(Significant Concurrent Positions)</p> <p data-bbox="564 866 1361 893">External Member of the Board, Elematec Corporation</p>
<p data-bbox="316 904 804 931">Number of the Company's shares owned: 0 shares</p> <p data-bbox="316 936 1241 963">Reasons for nomination as a candidate for an External Director and summary of expected roles:</p> <p data-bbox="316 967 1337 1099">Tatsumi Maeda has extensive experience and broad knowledge of corporate management through the positions he has occupied at Kyocera Corporation, including the post of Director. We nominated Tatsumi Maeda as a candidate for an External Director based on the assessment that he will be able to fulfill the expected duties of providing useful opinions and advice for the Company's management, adopting the viewpoints of all shareholders, including those of minority shareholders.</p> <p data-bbox="316 1104 667 1131">Matters pertaining to independence:</p> <p data-bbox="316 1135 1289 1184">There is no possibility of conflict of interest with general shareholders because there are no financial interests other than director compensation, etc. between him and the Company.</p> <p data-bbox="316 1189 1345 1265">Therefore, Tatsumi Maeda meets our independence criteria. The Company intends to register him with the Tokyo Stock Exchange as an independent officer prescribed by the Exchange if his appointment is approved.</p> <p data-bbox="316 1270 533 1296">Limitation of liability:</p> <p data-bbox="316 1301 1337 1400">The Company plans to enter into agreements with Tatsumi Maeda to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act to the minimum liability amount provided for by Article 425, Paragraph 1 of the same Act pursuant to the provisions of Article 427, Paragraph 1 thereof if his election is approved.</p>		

Notes: 1. The meanings of the terms in the table are as follows.

<u>Reappointment</u>	Candidates for Directors to be reappointed
<u>New Appointment</u>	Candidates for Directors to be newly appointed
<u>External</u>	Candidates for External Directors
<u>Independent</u>	Independent officers registered with the stock exchanges

2. There is no special interest between the candidates and the Company.
3. Position and responsibilities of candidates Masakazu Tsunefuka, Yasuhiro Kakihara and Kiyotaka Nakao as business executors at Toyota Tsusho Corporation, the Company's parent company, and its subsidiaries for the past ten years and at present are as described in "Career Summary, Position and Responsibilities in the Company, and Significant Concurrent Positions."
4. Candidates Shinji Shirasaki, Atsuko Honda and Tatsumi Maeda are candidates for External Directors.
5. A relative within the third degree of kinship of the candidate Shinji Shirasaki works as an employee at Toyota Tsusho Corporation, which is a specified associated service provider of the Company.

**Reference:****Composition of the Board of Directors (its composition planned for the period from June 23, 2021)**

The Company expects respective candidates for Directors and Audit & Supervisory Board Members to fully display their capacities based on their experiences.

Name	Corporate management	Sales and marketing	Accounting and finance	IT and digitization	Personnel affairs, labor and human resources development	Governance, legal affairs and risk management	Overseas experience
<b>Directors</b>							
Ichiro Tsumaki	○	○		○		○	○
Nobuo Koido	○	○					○
Hong-Bum Suh	○	○					○
Masakazu Tsunefuka	○		○		○	○	○
Yasuhiro Kakahara	○	○		○		○	○
Kiyotaka Nakao	○	○					○
Shinji Shirasaki (External)	○	○		○		○	○
Atsuko Honda (External)					○	○	
Tatsumi Maeda (External)	○	○		○			○
<b>Audit &amp; Supervisory Board Members</b>							
Minoru Hirata	○		○		○	○	○
Kiyoshi Kan-o (External)	○	○	○	○			○
Jun Yamada (External)			○			○	