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Securities Code: 5105

March 7, 2023

To our shareholders

Takashi Shimizu
Representative Director, President & CEO
Toyo Tire Corporation
2-2-13 Fujinoki, Itami City, Hyogo

NOTICE OF THE 107TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce the 107th Annual General Meeting of Shareholders of Toyo Tire Corporation (the “Company”), which will be held for the purposes as described below.

When convening this general meeting, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information as “Notice of the 107th Annual General Meeting of Shareholders” on the websites below. Please access one of the following websites using the internet addresses shown below to review the information.

<https://www.toyotires.co.jp/ir/information/meeting/> (in Japanese only)

<https://d.sokai.jp/5105/teiji/> (in Japanese only)

In addition to posting matters for which measures for providing information in electronic format are to be taken on the website listed above, the Company also posts this information on the website of Tokyo Stock Exchange, Inc. (TSE). To access this information from the latter website, access the TSE website (Listed Company Search) by using the internet address given below, input the issue name (company name) “TOYO TIRE” or securities code “5105,” and click “Search,” and then click “Basic information” and select “Documents for public inspection/PR information.”

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

Instead of attending this General Meeting in person, you can exercise your voting rights via the Internet or in writing. In such case, please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 6:00 pm on Tuesday, March 28, 2023, Japan Standard Time.

1. Date and Time: Wednesday, March 29, 2023 at 10:00 a.m. Japan Standard Time
(Seating starts at 9:00 a.m.)

2. Place: Hall, 3rd floor at Headquarters of the Company located at
2-2-13 Fujinoki, Itami City, Hyogo

3. Purpose of the Meeting:

Matters to be reported:

1. The Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the 107th business term (from January 1, 2022 to December 31, 2022)
2. Results of audits by the Accounting Auditors and the Audit & Supervisory Board of the Consolidated Financial Statements for the 107th business term

Proposals to be resolved:

Proposal No. 1: Appropriation of Surplus

Proposal No. 2: Partial Amendment of the Articles of Incorporation

Proposal No. 3: Election of Eight (8) Directors

Proposal No. 4: Election of Two (2) Audit & Supervisory Board Members

- If revisions to the matters for which measures for providing information in electronic format are to be taken arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on each of the aforementioned websites.
- Among matters for which measures for providing information in electronic format are to be taken, “Notes to Consolidated Financial Statements” and “Notes to Non-consolidated Financial Statements” are not provided in the documents delivered to shareholders who have requested the delivery of paper-based documents as provided for by the provisions of laws and regulations and Article 16, paragraph 2 of the Articles of Incorporation of the Company. Accordingly, the documents that are delivered to shareholders who have requested the delivery of paper-based documents are part of the documents included in the scope of audits by the Audit & Supervisory Board Members and the Financial Auditor when they create their respective audit reports.
- Please acknowledge that results of resolutions will be posted on the Company’s website (<https://www.toyotires.co.jp/ir/information/meeting/>) (in Japanese only) in lieu of sending a written notice of resolutions.
- If future developments up until the day of the General Meeting of Shareholders causes emergence of matters concerning the running of the meeting of which shareholders must be notified beforehand, the Company will post such matters on the Company’s website specified above.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Appropriation of Surplus

It is proposed that the year-end dividend for the business term under review be 50 yen per share taking into consideration factors such as the results of operation for the business term under review and future business development.

Accordingly, the amount of annual dividend for the business term under review will be 80 yen per share in total with 30 yen of interim dividend already paid.

1. Type of dividend property:

Cash

2. Matter related to allotment of dividend property to shareholders and its total amount:

50 yen per share of common stock of the Company

Total amount: 7,697,652,950 yen

3. Effective date for dividends of surplus:

March 30, 2023

Proposal No. 2: Partial Amendment of the Articles of Incorporation

1. Reason for amendment

To seek to strengthen the audit system, the Company will increase the upper limit of the number of Audit & Supervisory Board Members specified in Article 29 of the current Articles of Incorporation, which is four (4), to five (5).

2. Details of the amendment

The details of the amendment are as follows.

(Underlined sections indicate changes.)

| Current Articles of Incorporation | Proposed amendment |
|--|--|
| (Number of Audit & Supervisory Board Members) Article 29 The Company shall have no more than <u>four</u> (<u>4</u>) Audit & Supervisory Board Members. | (Number of Audit & Supervisory Board Members) Article 29 The Company shall have no more than <u>five</u> (<u>5</u>) Audit & Supervisory Board Members. |

Proposal No. 3: Election of Eight (8) Directors

The terms of office of nine (9) Directors including three (3) Outside Directors will expire at the conclusion of this General Meeting.

Accordingly, in order to further enhance corporate governance, the election of eight (8) Directors including four (4) Outside Directors is proposed.

If this proposal is approved as proposed, the composition ratio of Outside Directors in the Board of Directors will rise from 30% to 50%.

The number of Directors and their candidates are determined by the Board of Directors based on recommendations by the Nomination and Compensation Committee, a voluntary advisory body of the Board of Directors.

The candidates for Director are as follows:

| Nominee No. | Name | Positions, assignment and significant concurrent positions | Attendance rate at meetings of the Board of Directors |
|-------------|---|--|---|
| 1 | Yasuhiro Yamada (Male) <input type="checkbox"/> Reappointment | Director, Chairman of the Board | 100% (17/17 times) |
| 2 | Takashi Shimizu (Male) <input type="checkbox"/> Reappointment | Representative Director, President & CEO | 100% (17/17 times) |
| 3 | Tatsuo Mitsuata (Male) <input type="checkbox"/> Reappointment | Director; Corporate Officer; Vice President, Sales Headquarters | 100% (17/17 times) |
| 4 | Satoru Moriya (Male) <input type="checkbox"/> Reappointment | Director; Corporate Officer; Vice President, R&D Headquarters | 100% (17/17 times) |
| 5 | Ken Morita (Male) <input type="checkbox"/> Reappointment <input checked="" type="checkbox"/> Outside <input type="checkbox"/> Independent | Director | 100% (17/17 times) |
| 6 | Atsushi Takeda (Male) <input type="checkbox"/> Reappointment <input checked="" type="checkbox"/> Outside <input type="checkbox"/> Independent | Director | 100% (17/17 times) |
| 7 | Michio Yoneda (Male) <input type="checkbox"/> Reappointment <input checked="" type="checkbox"/> Outside <input type="checkbox"/> Independent | Director; Outside Director, Asahi Broadcasting Group Holdings Corporation; Outside Corporate Auditor, Sumitomo Chemical Company, Limited | 100% (17/17 times) |
| 8 | Yukiko Araki (Female) <input type="checkbox"/> New appointment <input checked="" type="checkbox"/> Outside <input type="checkbox"/> Independent | Outside Director, Fuji Pharma Co. Ltd.; Outside Director, Nakanishi Inc. | — |

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|-------------|---|
| Nominee No. | 1 |
|-------------|---|

Yasuhiro Yamada

Date of birth:
April 8, 1958

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|---------------|
| Reappointment |
|---------------|

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|---|
| Number of shares of the Company held |
| 3,929 |
| Term of office as a Director |
| Four (4) years (at the conclusion of this General Meeting) |

Career summary, positions, assignment and significant concurrent positions

| | |
|-----------|---|
| Apr. 1983 | Joined Mitsubishi Corporation |
| June 2007 | Director, Hokuetsu Paper Mills, Ltd. (currently, Hokuetsu Corporation) |
| Apr. 2013 | General Manager, Paper & Packaging Dept., Mitsubishi Corporation |
| Apr. 2015 | Senior Vice President; Division COO, Living Essential Products Division, Mitsubishi Corporation |
| Apr. 2018 | Adviser (full-time), the Company |
| Mar. 2019 | Director, Chairman of the Board (current position) |

| | |
|---|--|
| Reason for nomination as candidate for Director | Having extensive experience and deep knowledge mainly on business management in and outside Japan, Mr. Yasuhiro Yamada has managed the Board meeting for open-minded and disciplined discussions as Chairman of the Board of Directors since he was appointed to the Chairman of the Board in March 2019, while participating in discussions at the Board of Directors from diverse perspectives based on his experience to date, thereby enhancing the effectiveness of the Board of the Directors. In addition to these knowledge and track records, he has excellent personality and insight. As the Company believes that he can manage the Company in a way that contributes to the improvement of corporate value of the Company, the Company nominates him as a candidate for Director. |
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| Nominee No. | 2 |
|-------------|---|

Takashi Shimizu

Date of birth:
April 2, 1961

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| Reappointment |
|---------------|

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| Number of shares of the Company held |
| 28,160 |
| Term of office as a Director |
| Seven (7) years and four (4) months (at the conclusion of this General Meeting) |

Career summary, positions, assignment and significant concurrent positions

| | |
|-----------|--|
| Apr. 1985 | Joined the Company |
| Apr. 2010 | President, Toyo Tire Holdings of Americas Inc. |
| Jan. 2013 | Division General Manager, Tire Planning Division, the Company |
| Mar. 2014 | Corporate Officer; Division General Manager, Tire Planning Division, Tire Business Group Headquarters; General Manager, Europe Business Unit |
| July 2015 | Senior Corporate Officer; Division General Manager, Tire Planning Division, Tire Business Group Headquarters; General Manager, North America Business Unit |
| Nov. 2015 | Representative Director, President & CEO (current position) |

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|---|--|
| Reason for nomination as candidate for Director | Since assuming office as Representative Director, President & CEO, Mr. Takashi Shimizu has demonstrated strong leadership and has steadily strengthened our management foundation and promoted our growth strategy by solidifying our North American business, which is the source of our earnings, concentrating our business in the mobility field, changing our company name, building a global supply system, forming a capital and business alliance with Mitsubishi Corporation, promoting ESG management, and renewing our brand image. In addition to these knowledge and track records, he has excellent personality and insight. As the Company believes that he can manage the Company in a way that contributes to the improvement of corporate value of the Company, the Company nominates him as a candidate for Director. |
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|-------------|----------|
| Nominee No. | 3 |
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Tatsuo Mitsuahata

Date of birth:
December 13, 1964

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|---------------|
| Reappointment |
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|---|--|
| <p>Number of shares of the Company held</p> <hr style="border-top: 1px dashed black;"/> <p style="text-align: center;">12,570</p> <hr/> <p>Term of office as a Director</p> <hr style="border-top: 1px dashed black;"/> <p style="text-align: center;">Four (4) years (at the conclusion of this General Meeting)</p> <hr/> | <p>Career summary, positions, assignment and significant concurrent positions</p> <p>Apr. 1988 Joined the Company</p> <p>Jan. 2012 President, Toyo Tire U.S.A. Corp.</p> <p>July 2014 General Manager, Europe Business Unit, Tire Business Group Headquarters, the Company</p> <p>Jan. 2016 Corporate Officer; Division General Manager, Tire Planning Division, Tire Business Group Headquarters</p> <p>Jan. 2017 Corporate Officer; Vice President, North American Business Development Division</p> <p>Jan. 2019 Corporate Officer; Vice President, Sales Headquarters</p> <p>Mar. 2019 Director; Corporate Officer; Vice President, Sales Headquarters (current position)</p> |
|---|--|

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| <p>Reason for nomination as candidate for Director</p> | <p>Having held important posts such as President of overseas subsidiaries, Vice President of North American Business Development Division, and Vice President of Sales Headquarters, Mr. Tatsuo Mitsuahata has extensive experience and knowledge mainly on sales. In addition to being familiar with the Company's business, he also has excellent personality and insight. As the Company believes that he can manage the Company in a way that contributes to the improvement of corporate value of the Company, the Company nominates him as a candidate for Director.</p> |
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| Nominee No. | 4 |
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Satoru Moriya

Date of birth:
December 23, 1965

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| Reappointment |
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|---|---|
| <p>Number of shares of the Company held</p> <hr style="border-top: 1px dashed black;"/> <p style="text-align: center;">8,751</p> <hr/> <p>Term of office as a Director</p> <hr style="border-top: 1px dashed black;"/> <p style="text-align: center;">Two (2) years (at the conclusion of this General Meeting)</p> <hr/> | <p>Career summary, positions, assignment and significant concurrent positions</p> <p>Apr. 1989 Joined the Company</p> <p>Nov. 2014 General Manager, O.E. Tire Development Dept.</p> <p>Apr. 2015 General Manager, O.E. Tire Development Dept.; General Manager, O.E. Tire Technical Service Dept.</p> <p>Jan. 2017 Division General Manager, R&D Division No.1</p> <p>Feb. 2018 Corporate Officer; Division General Manager, R&D Division No.1, R&D Headquarters</p> <p>Jan. 2019 Corporate Officer; Division General Manager, Technology Development Division, R&D Headquarters; Division General Manager, Product Development Division</p> <p>Feb. 2020 Corporate Officer; Vice President, R&D Headquarters</p> <p>Mar. 2021 Director; Corporate Officer; Vice President, R&D Headquarters (current position)</p> |
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| <p>Reason for nomination as candidate for Director</p> | <p>Having held important posts such as Division General Manager of Technology Development Division, and Vice President of R&D Headquarters, Mr. Satoru Moriya has extensive experience and knowledge mainly on technology in general. In addition to being familiar with the Company's business, he also has excellent personality and insight. As the Company believes that he can manage the Company in a way that contributes to the improvement of corporate value of the Company, the Company nominates him as a candidate for Director.</p> |
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| Nominee No. | 5 |
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Ken Morita

Date of birth:
October 24, 1948

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| Reappointment |
| Outside |
| Independent |

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| Number of shares of the Company held |
| 0 |
| Term of office as Outside Director |
| Seven (7) years and four (4) months (at the conclusion of this General Meeting) |

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| Career summary, positions, assignment and significant concurrent positions | |
| Apr. 1971 | Joined Matsushita Electric Industrial Co., Ltd. (currently, Panasonic Corporation) |
| Oct. 2000 | President, Matsushita Plasma Display Co., Ltd. |
| Apr. 2006 | Senior Vice President, Panasonic AVC Networks Company (currently, Connected Solutions Company), Matsushita Electric Industrial Co., Ltd. |
| June 2009 | Representative Director and Senior Managing Executive Officer, Panasonic Corporation |
| June 2012 | Advisor, Panasonic Corporation |
| Nov. 2015 | Outside Director, the Company (current position) |

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| Reason for nomination as candidate for Outside Director and overview of expected roles | Mr. Ken Morita has extensive experience and deep knowledge as a business executive through his experience of having served as President of Matsushita Plasma Display Co., Ltd. and Representative Director and Senior Managing Executive Officer of Panasonic Corporation. The Company expects that he can utilize these to provide supervision, advice and suggestions for the Company's management from an independent position, and nominates him as a candidate for Outside Director. |
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| Nominee No. | 6 |
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Atsushi Takeda

Date of birth:
February 27, 1947

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| Reappointment |
| Outside |
| Independent |

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| Number of shares of the Company held |
| 0 |
| Term of office as Outside Director |
| Seven (7) years (at the conclusion of this General Meeting) |

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| Career summary, positions, assignment and significant concurrent positions | |
| May 1970 | Joined Nippon Steel Corporation |
| June 2002 | Director, Nippon Steel Corporation |
| Apr. 2006 | President and Representative Director, Nippon Steel Coated Sheet Corporation |
| June 2014 | Director and Advisor, Nippon Steel Coated Sheet Corporation |
| Mar. 2016 | Outside Director, the Company (current position) |

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| Reason for nomination as candidate for Outside Director and overview of expected roles | Mr. Atsushi Takeda has extensive experience and deep knowledge as a business executive gained through his experience of having served as Director of Nippon Steel Corporation and President and Representative Director of Nippon Steel Coated Sheet Corporation. The Company expects that he can utilize these to provide supervision, advice and suggestions for the Company's management from an independent position, and nominates him as a candidate for Outside Director. |
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| Nominee No. | 7 |
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Michio Yoneda

Date of birth:
June 14, 1949

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|---------------|
| Reappointment |
| Outside |
| Independent |

| | |
|--------------------------------------|--|
| Number of shares of the Company held | 0 |
| Term of office as Outside Director | Three (3) years (at the conclusion of this General Meeting) |

Career summary, positions, assignment and significant concurrent positions

| | |
|-----------|--|
| Apr. 1973 | Joined Bank of Japan |
| Dec. 2003 | President & CEO, Osaka Securities Exchange Co., Ltd. (currently, Osaka Exchange, Inc.) |
| Jan. 2013 | Director & Representative Executive Officer, Group COO, Japan Exchange Group, Inc. |
| Dec. 2016 | Special Advisor (part-time), the Company |
| June 2018 | Outside Director, Asahi Broadcasting Group Holdings Corporation (current position) |
| June 2018 | Outside Corporate Auditor, Sumitomo Chemical Company, Limited (current position) |
| Mar. 2020 | Outside Director, the Company (current position) |

[Significant concurrent positions]

Outside Director, Asahi Broadcasting Group Holdings Corporation
Outside Corporate Auditor, Sumitomo Chemical Company, Limited

| | |
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| Reason for nomination as candidate for Outside Director and overview of expected roles | Mr. Michio Yoneda has extensive experience and deep knowledge as a business executive gained through his experience of having served as President & CEO of Osaka Securities Exchange Co., Ltd. (currently, Osaka Exchange, Inc.) and Director & Representative Executive Officer, Group COO of Japan Exchange Group, Inc. The Company expects that he can utilize these to provide supervision, advice and suggestions for the Company's management from an independent position, and nominates him as a candidate for Outside Director. |
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| Nominee No. | 8 |
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Yukiko Araki

Date of birth:
December 13, 1960

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|-----------------|
| New appointment |
| Outside |
| Independent |

| | |
|--------------------------------------|---|
| Number of shares of the Company held | 0 |
|--------------------------------------|---|

Career summary, positions, assignment and significant concurrent positions

| | |
|-----------|--|
| Apr. 1983 | Joined Ministry of International Trade and Industry (currently, Ministry of Economy, Trade and Industry) |
| July 2006 | Director, Tourism Economy and International Affairs Division, Policy Bureau of Ministry of Land, Infrastructure and Transport (currently, Ministry of Land, Infrastructure, Transport and Tourism) |
| July 2008 | Deputy Governor, Yamagata Prefecture |
| Dec. 2012 | Joined Hitachi, Ltd.; General Manager, CSR Division, Legal and Communications Group; Member, Environmental Strategy Office |
| Apr. 2018 | Corporate Officer; Executive General Manager, Sustainability Promotion Division, Government & External Relations Group, Hitachi, Ltd. |
| Dec. 2020 | Outside Director, Fuji Pharma Co., Ltd. (current position) |
| Mar. 2021 | Outside Director, Nakanishi Inc. (current position) |

[Significant concurrent positions]

Outside Director, Fuji Pharma Co. Ltd.; Outside Director, Nakanishi Inc.

| | |
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| Reason for nomination as candidate for Outside Director and overview of expected roles | Ms. Yukiko Araki has a wealth of experience in public administration over many years and a high level of knowledge in the promotion of sustainability, having served as the Executive General Manager of the Sustainability Promotion Division of Hitachi, Ltd. The Company expects that she can utilize these to provide supervision, advice and suggestions for the Company's management from an independent position, and nominates her as a candidate for Outside Director. |
|--|---|

- (Notes)
1. There is no special interest between each candidate for Director and the Company.
 2. Messrs. Ken Morita, Atsushi Takeda, Michio Yoneda, and Ms. Yukiko Araki are candidates for Outside Director.
 3. The Company has registered Messrs. Ken Morita, Atsushi Takeda and Michio Yoneda as Independent Director in accordance with the provisions of the Tokyo Stock Exchange.
Moreover, Ms. Yukiko Araki meets the criteria for Independent Director in accordance with the provisions of the Tokyo Stock Exchange and the Company will register her with the exchange as Independent Director.
 4. Although Mr. Michio Yoneda served as part-time Special Advisor of the Company from December 2016 to March 2019, his role during his tenure was limited to the provision of advice and suggestions mainly on the compliance and governance areas based on his extensive experience and deep knowledge gained at Osaka Securities Exchange Co., Ltd. and Japan Exchange Group, Inc., and he was not involved in business execution.
 5. The Company has entered into agreements with Messrs. Ken Morita, Atsushi Takeda and Michio Yoneda in accordance with the Company's Articles of Incorporation to limit their liability for damages pursuant to Article 427, paragraph (1) of the Companies Act. The maximum amount of liability pursuant to the agreements is the minimum liability amount stipulated by laws and regulations. Moreover, if Ms. Yukiko Araki is elected, the Company plans to enter into a similar agreement with her.
 6. Having concluded a Directors and Officers liability insurance policy, as defined in Article 430-3, paragraph (1) of the Companies Act, with an insurance company, the Company provides coverage under said insurance policy for damages borne by the insured due to claims for compensation of damages during the insurance period resulting from actions of the insured in the execution of duties as a Director of the Company. Each of the candidates shall be included as a person insured under the insurance policy. Furthermore, the Company plans to renew the insurance policy in April 2023.

(Reference) Skill Matrix After This General Meeting (Planned)

◎ Major skill / ○ Other skill

| Name | Officer Category | Outside | Area able to exhibit particular expertise | | | | | | | | | Nomination and Compensation Committee | |
|-------------------|--|---------|---|---------------------|--------------------------|-------------------------------------|------------------------|---------------------------|---------------------|----|----------------|---------------------------------------|---|
| | | | Corporate management | Sales and marketing | Research and development | Manufacturing and quality assurance | Finance and accounting | Legal and risk management | Overseas experience | DX | Sustainability | | |
| Yasuhiro Yamada | Director, Chairman of the Board | | ◎ | ○ | | | | | ○ | ◎ | | | ○ |
| Takashi Shimizu | Representative Director, President & CEO | | ◎ | ◎ | ○ | ○ | ◎ | ◎ | ◎ | ◎ | ◎ | ◎ | ○ |
| Tatsuo Mitsuhashi | Director, Corporate Officer | | ○ | ◎ | | | | | | ◎ | ○ | | |
| Satoru Moriya | Director, Corporate Officer | | ○ | ○ | ◎ | ○ | | | | | ○ | | |
| Ken Morita | Director | ○ | ◎ | | ○ | ○ | | | | | | | ○ |
| Atsushi Takeda | Director | ○ | ◎ | ○ | | | | | ○ | | | | ○ |
| Michio Yoneda | Director | ○ | ◎ | | | | | ○ | ○ | | | | ○ |
| Yukiko Araki | Director | ○ | ○ | | | | | | | ○ | | ◎ | ○ |

(Reference) Policy on Shares Held as Strategic Shareholdings

The Company holds shares strategically only in cases where such holding is deemed rational. Such cases include business alliances, and when such holding is deemed necessary in business activities for the purpose of maintaining or strengthening trading leverage. Moreover, the Company strives to reduce strategic shareholdings by having the Board of Directors conduct a review of each individual issue (security title) on an annual basis to confirm that such shareholdings are held on a rational basis, and to decide whether to continue holding shares of such issue (security title). If the Company judges that it is no longer necessary to continue to hold such shares, it will proceed with selling those shares.

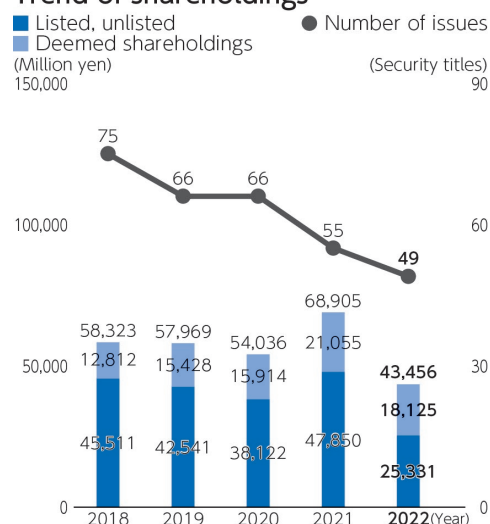
In FY2022, the Company sold 7 issues (6 in full and 1 in part), reducing the number of issues to 49 as of December 31, 2022, representing 7.8% of consolidated net assets (13.5% if deemed shareholdings are included).

Moreover, in exercising voting rights for strategic shareholdings, the Company closely examines the purpose and details of each proposal separately, and appropriately exercises such voting rights after making a comprehensive judgment as to whether or not it will contribute to the enhancement of the corporate value of both the Company and the investee company.

(Number of Companies Whose Issues Are Held Strategically and Amount on Balance Sheet)

| Category | | 2018 | 2019 | 2020 | 2021 | 2022 |
|---|----------------------------|--------|--------|--------|--------|--------|
| Number of issues (Security titles) | Listed | 35 | 28 | 28 | 18 | 13 |
| | Unlisted | 40 | 38 | 38 | 37 | 36 |
| | Total | 75 | 66 | 66 | 55 | 49 |
| Balance sheet amount (Millions of yen) | (i) Listed | 45,133 | 42,187 | 37,770 | 47,499 | 24,983 |
| | (ii) Unlisted | 377 | 354 | 352 | 350 | 347 |
| | (iii) Deemed shareholdings | 12,812 | 15,428 | 15,914 | 21,055 | 18,125 |
| Percentage of consolidated net assets (%) | (i) + (ii) | 28.9 | 18.9 | 17.1 | 17.0 | 7.8 |
| | (i) + (ii) + (iii) | 37.0 | 25.8 | 24.2 | 24.5 | 13.5 |

Trend of shareholdings



Proposal No. 4: Election of Two (2) Audit & Supervisory Board Members

The terms of office of Mr. Masao Yano will expire at the conclusion of this General Meeting.

In this regard, on the condition that Proposal No. 2 “Partial Amendment of the Articles of Incorporation” is approved as originally proposed, the Company proposes to increase the number of Audit & Supervisory Board Members by one (1) to strengthen the audit system, and it proposes the election of two (2) Audit & Supervisory Board Members.

The Audit & Supervisory Board has given its consent to this Proposal.

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

| | | | | |
|---|---|--|------------------------------------|---|
| Nominee No. | 1 | Mitsunobu Kohno | Date of birth: May 16, 1963 | New appointment |
| Number of shares of the Company held | 0 | Career summary, positions and significant concurrent positions Apr. 1987 Joined the Company Apr. 2008 General Manager, Finance Dept., Administrative Division Jan. 2011 General Manager, Tire Planning Dept., Planning Division Apr. 2012 General Manager, Corporate Planning Dept., Corporate Planning Division Jan. 2016 General Manager, DT Strategy and Planning Dept. Apr. 2019 Division General Manager, SCM Division, Business Headquarters Oct. 2021 Assistant to Division General Manager, Corporate Administration Division, Corporate Headquarters (current position) | | |
| Reason for nomination as candidate for Audit & Supervisory Board Member | Mr. Mitsunobu Kohno has abundant experience and knowledge in financial and sales management operations at the Company, as well as excellent character and insight, and the Company believes he will be able to appropriately perform his duties as an Audit & Supervisory Board Member; therefore the Company nominates him as a candidate for Audit & Supervisory Board Member. | | | |
| Nominee No. | 2 | Yasuhiro Kitao | Date of birth: January 21, 1950 | New appointment Outside Independent |
| Number of shares of the Company held | 0 | Career summary, positions and significant concurrent positions Apr. 1973 Joined Osaka Gas Co., Ltd. Apr. 2004 Director, Accounting and Tax Center, Osaka Gas Co., Ltd. June 2007 Audit & Supervisory Board Member, OGIC Co., Ltd. (currently, Osaka Gas Finance Co., Ltd.) June 2012 Corporate Auditor, Kansai International Airport Co., Ltd. (currently, Kansai International Airport Land Co., Ltd.) July 2012 Audit & Supervisory Board Member, New Kansai International Airport Co., Ltd. | | |
| Reason for nomination as candidate for Outside Audit & Supervisory Board Member | Mr. Yasuhiro Kitao has abundant experience and knowledge, having been engaged in duties related to finance and accounting in Osaka Gas Co., Ltd, and serving as Audit & Supervisory Board Member of OGIC Co., Ltd. (currently, Osaka Gas Finance Co., Ltd.), as well as excellent character and insight, and the Company believes he will appropriately perform his duties as an Outside Audit & Supervisory Board Member; therefore the Company nominates him as a candidate for Outside Audit & Supervisory Board Member. | | | |

- (Notes)
1. There is no special interest between each candidate for Audit & Supervisory Board Member and the Company.
 2. Mr. Yasuhiro Kitao is a candidate for Outside Audit & Supervisory Board Member.
 3. Mr. Yasuhiro Kitao meets the criteria for Independent Audit & Supervisory Board Member in accordance with the provisions of the Tokyo Stock Exchange and the Company will register him with the exchange as Independent Audit & Supervisory Board Member.
 4. If Mr. Yasuhiro Kitao is elected, the Company will enter into an agreement with him in accordance with the Company's Articles of Incorporation to limit his liability for damages pursuant to Article 427, paragraph (1) of the Companies Act. The maximum amount of liability pursuant to the agreement will be the minimum liability amount stipulated by laws and regulations.
 5. Having concluded a Directors and Officers liability insurance policy, as defined in Article 430-3, paragraph (1) of the Companies Act, with an insurance company, the Company provides coverage under said insurance policy for damages borne by the insured due to claims for compensation of damages during the insurance period resulting from actions of the insured in the execution of duties as an Audit & Supervisory Board Member of the Company. Each of the candidates shall be included as a person insured under the insurance policy. Furthermore, the Company plans to renew the insurance policy in April 2023.