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(Securities Code 7282)

May 30, 2023

(Starting Date of Measures for Providing Information in Electronic Formats: May 24, 2023)

To All Shareholders:

1 Haruhinagahata, Kiyosu, Aichi
TOYODA GOSEI CO., LTD.
President Toru Koyama

NOTICE OF THE 100th ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholder,

Please be notified that the upcoming 100th Ordinary General Meeting of Shareholders of Toyoda Gosei Co., Ltd. (the “Company”) will be held as stated below.

In lieu of attending the meeting, you can exercise your voting rights by paper ballot or by electromagnetic means (the Internet, etc.). Please review the enclosed Reference Documents and exercise your voting rights by no later than 5:15 p.m. on Wednesday, June 14, 2023 (Japan Time). Thank you very much for your cooperation.

1. Date and time: 10:00 a.m., Thursday, June 15, 2023
(Reception start time: 9:00 a.m.)

2. Venue: Toyoda Gosei Memorial Gymnasium ENTRIO
1-16-4 Orizukitayama, Inazawa, Aichi

3. Agenda:

Reports:

- (1) Reports on business review and consolidated and non-consolidated financial statements for the 100th Fiscal Year (April 1, 2022 through March 31, 2023)
- (2) Report by the Accounting Auditor and the Audit & Supervisory Board on the audit results of the consolidated financial statements.

Resolutions:

Proposed Resolution 1: Election of 8 Directors

Proposed Resolution 2: Election of 1 Audit & Supervisory Board Member

- The Company takes measures for providing information in electronic formats for the notice of the General Meeting of Shareholders, and the items for which the measures for providing information in electronic format are taken (reference materials for the General Meeting of Shareholders, business report, consolidated financial statements, financial statements, audit report, and other items) are posted on each of the following websites on the Internet. Please access any of those websites to confirm the contents.

The website of the Company (“Shareholders’ Meeting”)
<https://www.toyoda-gosei.co.jp/ir/shares/meeting/>



The website of Tokyo Stock Exchange (TSE)
<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>

Please access the website of TSE, and search by “Toyoda Gosei” or “Code (7282),” select “Basic information” and then “Documents for public inspection/PR information”



- The Company does not include the following items in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents, in accordance with laws, regulations and the provision in Article 14 of the Articles of Incorporation of the Company. Therefore, the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents are a portion of documents audited by the Independent Auditor and the Audit & Supervisory Board Members in preparing the audit reports.
 - ✓ “Systems to Ensure Adequacy of Business and Overview of their Operational Status” in the Business Report
 - ✓ “Consolidated statement of changes in equity” and “Notes to the consolidated financial statements” in the the Consolidated Financial Statements
 - ✓ “Statement of changes in net assets” and “Notes to non-consolidated financial statements” in the Non-Consolidated Financial Statements
- In the event where revisions are necessary for the items for which the measures for providing information in electronic format have been taken, the information of such revisions will be posted on the above mentioned respective website.
- The Company will post the results of resolutions by the General Meeting of Shareholders on its website instead of sending the written “Notice of Resolutions of the Ordinary General Meeting of Shareholders”.

The Company's website: [https:// www.toyoda-gosei.co.jp/](https://www.toyoda-gosei.co.jp/)

Reference Documents


Proposed resolutions and reference matters

Proposed Resolution 1: Election of 8 Directors


All 9 Directors will retire upon the expiration of their term of office at the conclusion of this General Meeting of Shareholders. Accordingly, we hereby request that 8 Directors be elected.

This proposed resolution has been submitted to and reviewed by the Executive Appointment Committee. The candidates for the positions of Director are as follows:

No.	Name (birth date)	Current position	Current Responsibilities
1	Katsumi Saito (May 11, 1965) Newly Appointed	Corporate Officer	Deputy Chief of Corporate Strategy Headquarters
2	Hiroshi Yasuda (October 5, 1959) Re-appointed	Director, Corporate Officer	Chief of Corporate Strategy Headquarters
3	Masaki Oka (February 20, 1962) Re-appointed	Director, Corporate Officer	Chief of IT Headquarters
4	Mitsuhiro Nawashiro (December 24, 1966) Newly Appointed	Corporate Officer	Chief of Research and Development Headquarters Deputy Chief of Life Solution Business Headquarters
5	Naoki Miyazaki (May 23, 1957) Re-appointed	Director	-
6	Kimio Yamaka (April 6, 1956) Re-appointed Outside Director Independent Director	Director	-
7	Mayumi Matsumoto (March 10, 1963) Re-appointed Outside Director Independent Director	Director	-
8	Takashi Wada (September 3, 1954) Newly Appointed Outside Director Independent Director	-	-

No.	Name (birth date)	Brief career summary, position and main areas of responsibility at the Company, and important concurrent duties	Number of the Company's shares owned
1	 Katsumi Saito (may 11, 1965) Newly appointed	April 1988 Joined the Company June 2012 General Manager of Technical Administration Div. of the Company June 2018 Corporate Officer of the Company (retired in June 2019 due to changes in the board system) January 2019 President of Toyoda Gosei Meteor GmbH (retired in December 2019) March 2020 President of TG Logistics Co., Ltd. (retired in December 2021) June 2022 Corporate Officer of the Company (to the present)	4,645 shares
		(Areas of responsibility at the Company) Deputy Chief of Corporate Strategy Headquarters	
Reason for nomination as candidate for Director			
Mr. Katsumi Saito holds experience working in the administration area and corporate planning area of the Company, served as a management member of domestic and overseas subsidiaries. We therefore nominate him as a candidate to become a Director as we expect him to reflect his extensive experience and high-level insight on the Company's management.			


No.	Name (birth date)	Brief career summary, position and main areas of responsibility at the Company, and important concurrent duties	Number of the Company's shares owned
2	 Hiroshi Yasuda (October 5, 1959) Re-appointed	April 1982 Joined the Company June 2012 Corporate Officer of the Company June 2016 Director, Managing Officer of the Company June 2018 Director, Senior Managing Officer of the Company June 2019 Director, Corporate Officer of the Company (to the present)	11,659 shares
		(Areas of responsibility at the Company) Chief of Corporate Strategy Headquarters	Attendance at Board of Directors Meetings 13/13(100%) Number of years served as Director 7 years (Upon the conclusion of this General Meeting of Shareholders)
Reason for nomination as candidate for Director			
Mr. Hiroshi Yasuda holds experience working mainly on safety systems products in the production engineering division of the Company, served as a management member of an overseas subsidiary, and has been involved in corporate management as a Director of the Company from 2016. We therefore re-nominate him as a candidate to become a Director as we expect him to reflect his extensive experience and high-level insight on the Company's management.			


No.	Name (birth date)	Brief career summary, position and main areas of responsibility at the Company, and important concurrent duties	Number of the Company's shares owned
3	 Masaki Oka (February 20, 1962) Re-appointed	April 1985 Joined Toyota Motor Corporation January 2014 General Manager of Affiliated Companies Finance Dept. of Toyota Motor Corporation January 2015 Adviser of the Company June 2015 Corporate Officer of the Company June 2018 Director, Managing Officer of the Company June 2019 Director, Corporate Officer of the Company (to the present)	19,480 shares
			Attendance at Board of Directors Meetings
			13/13(100%)
			Number of years served as Director
		(Areas of responsibility at the Company) Chief of IT Headquarters	5 years (Upon the conclusion of this General Meeting of Shareholders)
Reason for nomination as candidate for Director			
Mr. Masaki Oka holds experience working in the finance & accounting area of Toyota Motor Corporation and the Company and has been involved in corporate management as a Director of the Company from 2018. We therefore re-nominate him as a candidate to become a Director as we expect him to reflect his extensive experience and high-level insight on the Company's management.			

No.	Name (birth date)	Brief career summary, position and main areas of responsibility at the Company, and important concurrent duties	Number of the Company's shares owned
4	 Mitsuhiro Nawashiro (December 24, 1966) Newly appointed	September 1997 Joined the Company January 2011 General Manager of Manufacturing Div. No.3 of Interior & Exterior Parts Business Unit of the Company March 2018 President of Toyoda Gosei Minda India Pvt. (retired in March 2020) June 2018 Corporate Officer of the Company (retired in June 2019 due to changes in the board system) June 2021 Corporate Officer of the Company (to the present)	3,025 shares
		(Areas of responsibility at the Company) Chief of Research and Development Headquarters Deputy Chief of Life Solution Business headquarters	
Reason for nomination as candidate for Director			
Mr. Mitsuhiro Nawashiro holds experience working in the technical development area, corporate planning area and new business development area of the Company, served as a management member of an overseas subsidiary. We therefore nominate him as a candidate to become a Director as we expect him to reflect his extensive experience and high-level insight on the Company's management.			

No.	Name (birth date)	Brief career summary, position and main areas of responsibility at the Company, and important concurrent duties	Number of the Company's shares owned
5	 Naoki Miyazaki (May 23, 1957) Re-appointed	April 1980 Joined Toyota Motor Co., Ltd. June 2008 Managing Officer of Toyota Motor Corporation April 2013 Senior Managing Officer of Toyota Motor Corporation April 2014 Adviser of the Company June 2014 Executive Vice President of the Company June 2015 President of the Company June 2020 Chairman of the Company June 2021 Director of the Company (to the present)	21,919 shares
			Attendance at Board of Directors Meetings
			13/13(100%)
			Number of years served as a director
			9 years (Upon the conclusion of this General Meeting of Shareholders)
Reason for nomination as candidate for Director			
Mr. Naoki Miyazaki holds many years of experience in corporate management, having served as a Senior Managing Officer of Toyota Motor Corporation and also, since 2014, as an Executive Vice President, President and Chairman of the Company. We therefore re-nominate him as a candidate to become a Director as we expect him to reflect his extensive experience and high-level insight on the Company's management.			

No.	Name (birth date)	Brief career summary, position and main areas of responsibility at the Company, and important concurrent duties	Number of the Company's shares owned	
6	 Kimio Yamaka (April 6, 1956) Re-appointed Outside Director Independent Director	April 1980	Joined Japan Development Bank	0 shares
		April 2007	Deputy Director-General of Development Bank of Japan	Attendance at Board of Directors Meetings
		July 2009	Director of the Energy Strategy Institute Co., Ltd. (to the present)	13/13(100%)
		December 2012	General Advisor of Energy Policy for Yamagata Pref. (to the present)	Number of years served as Director
		April 2014	Project Professor of Graduate School of Economics, Kyoto University (to the present)	7 years (Upon the conclusion of this General Meeting of Shareholders)
		June 2016	Director of the Company (to the present)	
		(Important concurrent duties) Director of the Energy Strategy Institute Co., Ltd. Project Professor of Graduate School of Economics, Kyoto University General Advisor of Energy Policy for Yamagata Pref.		
Reason for nomination as candidate for Outside Director and expected roles				
The reason why we nominated Mr. Kimio Yamaka as a candidate for Outside Director is that he holds experience working in the fields of finance and project review mainly for government policy finance and in the field of environment and energy. We expect him to continue to supervise the management of the Company and offer advice based on his extensive experience and high-level insight.				

No.	Name (birth date)	Brief career summary, position and main areas of responsibility at the Company, and important concurrent duties	Number of the Company's shares owned
7	 <p data-bbox="271 772 526 929">Mayumi Matsumoto (March 10, 1963) Re-appointed Outside Director Independent Director</p>	October 1987 News Anchor of TV Asahi Corporation	0 shares
		April 1993 News Anchor of NHK (Japan Broadcasting Corporation)	Attendance at Board of Directors Meetings
		July 2003 News Reporter managed by HoriPro Inc. (resigned in April 2009)	
		May 2008 Cooperative Researcher of Research Center for Advanced Science and Technology, the University of Tokyo	13/13(100%)
		May 2009 Project Researcher of Research Center for Advanced Science and Technology, the University of Tokyo	Number of years served as Director
		April 2011 Senior Fellow and Director of the International Environment and Economy Institute (IEEI) (to the present)	
		April 2013 Visiting Associate Professor of Special Division of Environment and Energy Science, Komaba Organization for Educational Excellence (KOMEX), the University of Tokyo (to the present)	4 years (Upon the conclusion of this General Meeting of Shareholders)
		July 2017 Director of Japan Council for Renewable Energy (JCRE) (to the present)	
June 2019 Director of the Company (to the present)			
(Important concurrent duties) Visiting associate professor of KOMEX, the University of Tokyo Senior Fellow and Director of the International Environment and Economy Institute (IEEI) Director of Japan Council for Renewable Energy (JCRE)			
Reason for nomination as candidate for Outside Director and expected roles			
<p data-bbox="263 1265 1484 1344">The reason why we nominated Ms. Mayumi Matsumoto as a candidate for Outside Director is that she holds experience working as a news anchor and researcher in the broad fields of social issues, environment and energy. We expect her to continue to supervise the management of the Company and offer advice based on her extensive experience and high-level insight.</p> <p data-bbox="263 1344 1484 1433">While she has not been involved in corporate management other than having served as an outside director or an outside audit & supervisory board member in the past, we believe that she would adequately fulfill her duties as an Outside Director for the reason set forth above.</p>			

No.	Name (birth date)	Brief career summary, position and main areas of responsibility at the Company, and important concurrent duties	Number of the Company's shares owned
8	 <p data-bbox="274 698 526 851">Takashi Wada (September 3, 1954) Newly Appointed Outside Director Independent Director</p>	<p data-bbox="555 295 1276 322">April 1979 Joined Sanken Electric Co., Ltd.</p> <p data-bbox="555 327 1276 416">April 2007 General Manager, Production Div., Production Headquarters of Sanken Electric Co., Ltd.</p> <p data-bbox="555 421 1276 448">June 2007 Corporate Officer of Sanken Electric Co., Ltd.</p> <p data-bbox="555 452 1276 506">April 2009 Head, Production Headquarters of Sanken Electric Co., Ltd.</p> <p data-bbox="555 510 1276 564">June 2009 Director and Senior Vice President of Sanken Electric Co., Ltd.</p> <p data-bbox="555 568 1276 622">June 2012 Director and Executive Vice President of Sanken Electric Co., Ltd.</p> <p data-bbox="555 627 1276 680">April 2015 President and Representative Director of Sanken Electric Co., Ltd.</p> <p data-bbox="555 685 1276 739">June 2021 Chairman and Representative Director of Sanken Electric Co., Ltd.</p> <p data-bbox="555 743 1276 810">June 2022 Senior Advisor of Sanken Electric Co., Ltd. (to the present)</p> <p data-bbox="555 869 1059 927">(Important concurrent duties) Senior Advisor of Sanken Electric Co., Ltd.</p>	0 shares
Reason for nomination as candidate for Outside Director and expected roles			
<p data-bbox="261 1039 1468 1160">The reason why we nominated Mr. Takashi Wada as a candidate for Outside Director is that he holds experience working in the corporate management of manufacturing company for many years. We expect him to supervise the management of the Company and offer advice based on his extensive experience and high-level insight.</p>			

- Notes:
1. There are no special conflicts of interest between each of the candidates and the Company.
 2. Mr. Kimio Yamaka, Ms. Mayumi Matsumoto and Mr. Takashi Wada are candidates for Outside Director. Upon the conclusion of this General Meeting of Shareholders, Mr. Kimio Yamaka and Ms. Mayumi Matsumoto would serve as Outside Director of the Company for 7 years and 4 years, respectively.
 3. As the Company has determined that Mr. Kimio Yamaka and Ms. Mayumi Matsumoto fulfill the provisions of an Independent Director based on the stipulations of Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc., and are unlikely to have any conflicts of interests with general shareholders, the Company has registered them as Independent Directors. There are no attributes that are relevant to the eligibility of Mr. Kimio Yamaka and Ms. Mayumi Matsumoto as Independent Directors.

The Company determines that Mr. Takashi Wada fulfills the provisions of an Independent Director based on the stipulations of Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc., and is unlikely to have any conflicts of interests with general shareholders, the Company will register him as an Independent Director upon approval of election of Mr. Takashi Wada. In addition, it has been 1 year since Mr. Takashi Wada retired from his position as a business executive of Sanken Electric Co., Ltd. in June 2022. Although the Company has a transactional relationship with said company, the transactional amount is 0.1% or less of the Company's net sales and said company's net sales, respectively.
 4. The Company has entered into agreements limiting liability for damages provided for in Article 423, Paragraph 1 of the Companies Act with Mr. Kimio Yamaka and Ms. Mayumi Matsumoto. The outline of the limited liability agreement is that they shall be held liable for damages up to the amount stipulated in Article 425, Paragraph 1 of the Companies Act.


Upon approval of election of Mr. Takashi Wada, the Company will enter into an agreement limiting liability for damages provided for in Article 423, Paragraph 1 of the Companies Act with Mr. Takashi Wada. The outline of the limited liability agreement is that he shall be held liable for damages up to the amount stipulated in Article 425, Paragraph 1 of the Companies Act.
 5. The Company has entered into a directors and officers liability insurance agreement, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, with an insurance company. The insurance agreement covers damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. All candidates will be included as the insured of the insurance agreement. The Company plans to renew the insurance agreement with the same content during his or her term of office.

Proposed Resolution 2: Election of 1 Audit & Supervisory Board Member

The term of office of Mr. Hideomi Miyake as an Audit & Supervisory Board Member will expire upon the conclusion of this General Meeting of Shareholders. Accordingly, we hereby request that 1 Audit & Supervisory Board Member be elected.

This proposed resolution has been submitted to and reviewed by the Executive Appointment Committee and the Audit & Supervisory Board has given its prior consent to this proposed resolution.

The candidate for the position of the Audit & Supervisory Board Member is as below.

Name (birth date)	Brief career summary, position at the Company, and important concurrent duties	Number of the Company's shares owned
 <p>Masahiko Yokoi (July 15, 1955) Newly Appointed Outside Audit & Supervisory Board Member Independent Audit & Supervisory Board Member</p>	<p>April 1978 Joined the Asahi Shimbun Company June 2010 Director, Representative of Osaka Head Office of the Asahi Shimbun Company (retired in June 2013) June 2013 Director of Nagoya Broadcasting Network Co., Ltd. June 2014 President and Representative Director of Nagoya Broadcasting Network Co., Ltd. June 2019 Chairman and Representative Director of Nagoya Broadcasting Network Co., Ltd. June 2022 Advisor of Nagoya Broadcasting Network Co., Ltd. (to the present)</p> <p>(Important concurrent duties) Advisor of Nagoya Broadcasting Network Co., Ltd.</p>	<p>0 shares</p>
Reason for nomination as candidate for Audit & Supervisory Board Member		
<p>We nominate Mr. Masahiko Yokoi as a candidate to become an Outside Audit & Supervisory Board Member as we expect him to reflect his extensive managerial experience and high-level insight on the audit of the Company.</p>		

- Notes:
1. There are no special conflicts of interest between Mr. Masahiko Yokoi and the Company.
 2. He is a candidate to become an Outside Audit & Supervisory Board Member.
 3. The Company will register him as Independent Audit & Supervisory Board Member, because he fulfills the provisions of an Independent Audit & Supervisory Board Member based on the stipulations of Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc., and is unlikely to have any conflicts of interests with general shareholders. There are no attributes that are relevant to the eligibility of him as an Independent Audit & Supervisory Board Member.
 4. Upon approval of his election in this Proposed Resolution, the Company will enter into an agreement limiting liability for damages provided for in Article 423, Paragraph 1 of the Companies Act with him. The outline of the limited liability agreement is that he shall be held liable for damages up to the amount stipulated in Article 425, Paragraph 1 of the Companies Act.
 5. The Company has entered into a directors and officers liability insurance agreement, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, with an insurance company. The insurance agreement covers damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. Candidate will be included as the insured of the insurance agreement. The Company plans to renew the insurance agreement with the same content during his or her term of office.

End