

This document is an unofficial translation of the Notice of the 159th Ordinary General Meeting of Shareholders and is provided for your convenience only, without any warranty as to its accuracy or as to the completeness of the information. The Japanese original version of the document is the sole official version.

Securities Code: 7971

June 2, 2023

(Date of commencement of Measures for Electronic Provision: May 26, 2023)

To Shareholders

Motohiro Nagashima

President and Representative Director

TOLI Corporation

5-125, Higashi-Arioka, Itami City, Hyogo Prefecture, Japan

NOTICE OF THE 159th ORDINARY GENERAL MEETING OF SHAREHOLDERS

TOLI Corporation would like to express particular thanks for the support of our shareholders.

Notice is hereby given that the 159th Ordinary General Meeting of Shareholders of TOLI Corporation (hereinafter referred to as “the Company”) will be held as indicated below.

As the Measures for Electronic Provision are adopted for the convocation of this General Meeting of Shareholders, the Matters concerning Measures for Electronic Provision are posted on the following website:

- The Company’s website(<https://www.toli.co.jp/ir/meeting/>)

In addition to the above, they are also available on the following website:

- Tokyo Stock Exchange website (Listed Company Search)
(<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>)

Please access the above website, enter or search the company name or the securities code, select “Basic information” and then “Documents for public inspection/PR information.”

If you are unable to attend the Meeting, you are entitled to exercise your voting rights in writing or via the Internet. In this case, please study the “Reference Materials for the General Meeting of Shareholders” stated in the Matters concerning Measures for Electronic Provision, indicate your preferences for each agenda item on the enclosed Voting Form, and return the Form by post to be received no later than 5:40 p.m. on June 21, 2023 (Wednesday) (Japan Time). Alternatively, please visit the website for the exercise of voting rights designated by the Company (<https://evote.tr.mufig.jp/>) and enter your preferences for each agenda item by no later than the aforementioned deadline.

Regarding methods of exercising voting rights, please review the “Notice regarding the Exercise of Voting Rights” on page 3.

- 1. Date & Time:** 10:00 a.m. on June 22, 2023 (Thursday) (Japan Time)
- 2. Venue:** The Conference Room
TOLI Corporation Head Office
5-125, Higashi-Arioka, Itami City, Hyogo Prefecture, Japan
(Please refer to the venue’s access information on the last page.)
- 3. Agenda:**
 - Items for Reporting:**
 - Item No. 1: Business Report and Consolidated Financial Statements for the 159th Business Term (from April 1, 2022 to March 31, 2023), as well as Audit Reports for Consolidated Financial Statements by the Accounting Auditor and Audit & Supervisory Board
 - Item No. 2: Financial Statements for the 159th Business Term (from April 1, 2022 to March 31, 2023)

Items for Resolution:

Proposal No. 1: Appropriation of Earned Surplus

Proposal No. 2: Election of Three Directors

Proposal No. 3: Election of Three Audit & Supervisory Board Members

4. Arrangements in Convening the Meeting

- (1) If you wish to exercise your voting rights by proxy, you can appoint one of the other shareholders of the Company who is entitled to vote and ask that person to attend the General Meeting of Shareholders as your proxy. In this case, please be advised that a document evidencing his/her appointment as proxy shall need to be submitted.
- (2) If no indication of approval or disapproval is made for each proposal on the returned Voting Form, it will be treated as “approval.”
- (3) If voting rights are exercised more than once, it shall be treated as follows:
 - (i) When voting rights are exercised both by the Voting Form and via the Internet, the Internet vote shall be deemed effective.
 - (ii) When voting rights are exercised multiple times by mail, the votes exercised on the document with the most recent date shall be deemed effective.
 - (iii) When voting rights are exercised multiple times via the Internet, the most recent submission shall be deemed effective.

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- ◎ **Shareholders attending the Meeting are requested to submit the enclosed Voting Form to the reception desk. Shareholders are also requested to bring this Notice with them to help conserve resources.**
 - ◎ **The document sent also serves as a document stating Matters concerning Measures for Electronic Provision based on the request for delivery of documents.**
 - ◎ **The “System to Ensure the Appropriateness of Business Activities and its Operation” in the Business Report, the “Consolidated Statement of Changes in Net Assets” and “Notes to Consolidated Financial Statements” in the Consolidated Financial Statements, and the “Non-Consolidated Statement of Changes in Net Assets” and “Notes to Non-Consolidated Financial Statements” in the Non-Consolidated Financial Statements are provided on the Company’s website (<https://www.toli.co.jp/ir/meeting/>) pursuant to laws and regulations and the Company’s Articles of Incorporation. Therefore, they are not included in the Business Report for the 159th Business Term. The documents included in the Business Report for the 159th Business Term are part of the documents audited by the Company’s Audit & Supervisory Board Members and Accounting Auditors when the Auditor’s Report was prepared.**
 - ◎ **In the event that any amendment is made to the Matters concerning Measures for Electronic Provision, such revised information shall be posted on the respective websites where the information is posted.**

[Notice Regarding the Exercise of Voting Rights]

When attending the Meeting in person

Please submit the enclosed Voting Form to the reception desk. (No seal is required)

Date & Time of General Meeting of Shareholders: Thursday, June 22, 2023, 10 a.m. (Japan Time)

When not attending the Meeting in person

- Exercising your voting rights by mail

You may exercise your voting rights in advance by mail. Please indicate your approval or disapproval of the proposals on the enclosed Voting Form and return it without affixing a stamp. (No seal is required)

Deadline for the mail to be received: Wednesday, June 21, 2023, 5:40 p.m. (Japan Time)

- Exercising your voting rights via the Internet

Please use the voting website designated by the Company and enter your approval or disapproval of the proposals by the deadline for exercising voting rights.

Deadline for exercising voting rights: Wednesday, June 21, 2023, 5:40 p.m. (Japan Time)

(However, the handling of votes will be closed between 2 a.m. and 5 a.m. daily.)

Handling of voting rights exercised multiple times

- 1 When voting rights are exercised both by the Voting Form and via the Internet, the Internet vote shall be deemed effective.
- 2 When voting rights are exercised multiple times by mail, the votes exercised on the document with the most recent date shall be deemed effective.
- 2 When voting rights are exercised multiple times via the Internet, the most recent submission shall be deemed effective.

To Institutional Investors

Institutional investors may also exercise the voting rights electronically via the “Electronic Voting Platform” operated by the Investor Communications Japan (ICJ), Inc.

Reference Materials for the General Meeting of Shareholders

Items for Resolution and Reference Materials

Proposal No. 1: Appropriation of Earned Surplus

The Company recognizes that appropriation of profit to shareholders is one of the most critical corporate missions, and considers that its basic policy is to continue distributing stable dividends.

Based on this basic policy, the Company proposes to pay out a cash dividend of 10 yen per share per annum, an increase of 2 yen from the year-end dividend for the previous fiscal year, in consideration of business results and financial position for the current fiscal year.

- (1) Type of dividend assets
Cash
- (2) Allocation of dividend to shareholders and total amount
10 yen per share of common stock Total amount of dividends: 601,862,610 yen
- (3) Effective date of distribution of dividend surplus
June 23, 2023

Proposal No. 2: Election of Three Directors

The terms of three Directors will expire at the close of this General Meeting of Shareholders.

Accordingly, we would like to propose the election of three Directors including two Outside Directors.

The following are the candidates for Directors.

| Candidate No. | Name (Date of Birth) | Brief Personal History, Position, Responsibility, and Representative Status in Other Companies | Number of the Company's Shares Held |
|---|--|--|-------------------------------------|
| 1 | <p style="text-align: center;">Reappointment</p> <p style="text-align: center;">Hirofumi Amano (June 11, 1960)</p> | <p>April 1984 Joined the Company</p> <p>April 2005 General Manager, Planning Promotion Department</p> <p>April 2009 General Manager, Marketing and Planning Department</p> <p>April 2011 General Manager, Research and Development Department</p> <p>April 2012 Executive Officer, General Manager, Floor Development Department</p> <p>June 2015 Director</p> <p>April 2016 Director, Senior General Manager, Manufacturing Headquarters</p> <p>April 2018 Managing Director, Senior General Manager, Manufacturing Headquarters</p> <p>April 2021 Director and Senior Managing Executive Officer, Senior General Manager, Manufacturing Headquarters (present)</p> | 15,500 shares |
| <p>(Reason for appointment as a candidate for Director)</p> <p>Mr. Hirofumi Amano has served in important positions in the Planning and Development Department and has abundant experience and broad knowledge in the technical area of the Company. In addition, Mr. Amano has been engaged for many years not only in his duties as Director but also in the Company's management in general, and the Company judges the candidate to continue to be capable of contributing to the Company's management. Accordingly, the Company proposes him as a candidate for Director.</p> | | | |
| 2 | <p style="text-align: center;">Reappointment</p> <p style="text-align: center;">Outside Director</p> <p style="text-align: center;">Independent Officer</p> <p style="text-align: center;">Chikako Sekine (December 16, 1953)</p> | <p>April 1972 Joined Shiseido Yamagata Sales Co., Ltd.</p> <p>April 2012 Executive Officer, Shiseido Company, Limited</p> <p>April 2014 Managing Executive Officer, Shiseido Company, Limited</p> <p>January 2016 Corporate Advisor, Shiseido Company, Limited</p> <p>February 2016 Outside Director, E-SUPPORTLINK, Ltd.</p> <p>February 2018 Representative Director, B-mind Co., Ltd. (present)</p> <p>June 2018 Outside Director, NIPPON VALQUA INDUSTRIES (the current VALQUA, LTD.) (present)</p> <p>May 2019 Outside Director, FamilyMart UNY Holdings Co., Ltd. (the current FamilyMart Co., Ltd.)</p> <p>August 2019 Outside Director, Takara Printing Co., Ltd. (the current TAKARA & COMPANY LTD.) (present)</p> <p>June 2021 Director of the Company (present)</p> | 2,600 shares |
| <p>(Reason for appointment as a candidate for Outside Director, expected role, etc.)</p> <p>Ms. Chikako Sekine has served in important positions as an executive officer of a leading cosmetic company and also engaged in corporate management and served as an outside director of listed companies, and has extensive work experience and broad knowledge. Based on the above, we believe that Ms. Sekine will provide useful advice, etc. to the Company's management, and therefore propose her as a candidate for Outside Director.</p> <p>After her appointment, we expect that she will contribute to further enhancement of the Company's corporate value not only through her opinions from a woman's perspective, but also by providing accurate advice, etc. on the Company's entire business from the multifaceted viewpoints she has cultivated through her diverse career.</p> | | | |

| Candidate No. | Name (Date of Birth) | Brief Personal History, Position, Responsibility, and Representative Status in Other Companies | Number of the Company's Shares Held |
|---------------|---|---|-------------------------------------|
| 3 | <div style="border: 1px solid black; padding: 2px; width: fit-content; margin-bottom: 2px;">Reappointment</div> <div style="border: 1px solid black; padding: 2px; width: fit-content; margin-bottom: 2px;">Outside Director</div> <div style="border: 1px solid black; padding: 2px; width: fit-content; margin-bottom: 2px;">Independent Officer</div> <p>Hidenobu Fujii (November 29, 1955)</p> | <p>April 1979 Joined The Sanwa Bank, Limited</p> <p>June 2006 Executive Officer, The Bank of Tokyo-Mitsubishi UFJ, Ltd. (the current MUFG Bank, Ltd.)</p> <p>May 2009 Managing Executive Officer, The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p>June 2010 Member of the Board of Directors, Managing Director, The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p>June 2013 President and Representative Director, Mitsubishi UFJ Research and Consulting Co., Ltd.</p> <p>June 2017 Vice-Chairman, Hitachi Zosen Corporation</p> <p>June 2021 Director of the Company (present)</p> <p>August 2021 Outside Audit & Supervisory Board Member, NAKAKITA SEISAKUSHO Co., Ltd. (present)</p> <p>(Reason for appointment as a candidate for Outside Director, expected role, etc.) Mr. Hidenobu Fujii has engaged in management of leading financial institutions, a think tank and listed company for many years, and assumed the position of Outside Audit & Supervisory Board Member in a listed company and has extensive work experience and broad knowledge across corporate management. Based on the above, we believe that Mr. Fujii will provide useful advice, etc. to the Company's management, and therefore propose him as a candidate for Outside Director. After his appointment, we expect that he will contribute to further enhancement of the Company's corporate value by providing accurate advice, etc. on the Company's entire business from the perspective he has cultivated through his career and as a corporate manager.</p> | 8,800 shares |

- Notes: 1. There are no special interests between the Company and the candidates.
2. Ms. Chikako Sekine and Mr. Hidenobu Fujii are candidates for Outside Director.
3. If appointment proposals of Ms. Chikako Sekine and Mr. Hidenobu Fujii are approved, the Company plans to conclude an agreement with them in accordance with the Companies Act, Article 427, Paragraph 1, which limits Outside Directors' indemnity liability provided for in the Companies Act, Article 423, Paragraph 1 to the amount defined under laws and regulations.
4. The Company has concluded a directors and officers liability insurance policy with an insurance company, and each candidate will be included as an insured person under this insurance policy if his/her appointment proposal is approved. In addition, the Company plans to renew the insurance policy under the same terms and conditions at the time of the next renewal. For details of the insurance policy, please see "3. Summary of Directors' and Officers' Liability Insurance Policy" in "Matters concerning Company Officers" in the Business Report for the 159th Business Term.
5. The Company has registered Ms. Chikako Sekine and Mr. Hidenobu Fujii as independent officers under the provisions of the Tokyo Stock Exchange.
6. Mr. Hidenobu Fujii has experience serving as an executive of MUFG Bank, Ltd., the Company's specified associated service provider, in the last ten years.
7. Ms. Chikako Sekine and Mr. Hidenobu Fujii have been serving as the Company's Outside Director for two years as of the closing of this General Meeting of Shareholders.

Proposal No. 3: Election of Three Audit & Supervisory Board Members

The term of three Audit & Supervisory Board Members will expire at the close of this General Meeting of Shareholders.

Accordingly, we would like to propose the election of three Audit & Supervisory Board Members including two Outside Audit & Supervisory Board Members.

The Audit & Supervisory Board has given its consent to approval.

The following are the candidates for Audit & Supervisory Board Members.

| Candidate No. | Name (Date of Birth) | Brief Personal History, Position, and Representative Status in Other Companies | Number of the Company's Shares Held |
|---------------|--|--|-------------------------------------|
| 1 | <div style="border: 1px solid black; padding: 2px; width: fit-content; margin-bottom: 5px;">Reappointment</div> <div style="border: 1px solid black; padding: 2px; width: fit-content; margin-bottom: 5px;">Outside Audit & Supervisory Board Member</div> <div style="border: 1px solid black; padding: 2px; width: fit-content; margin-bottom: 5px;">Independent Officer</div> <p>Taku Morikawa (November 27, 1974)</p> | <p>October 2001 Registered as an attorney February 2005 Principal, Masahiko Takimoto Law Office (the current Hyogo Law Office) (present) June 2015 Audit & Supervisory Board Member of the Company (present)</p> <p>(Reason for appointment as a candidate for Outside Audit & Supervisory Board Member) Mr. Taku Morikawa has expertise and broad experience in corporate legal affairs as an attorney-at-law for many years. He continues to be nominated as a candidate for Outside Audit & Supervisory Board Member in order to perform a function and play a role through monitoring the Company's management from an objective, neutral, and professional standpoint as a legal expert. It is to be noted that although the candidate does not have past experience in being involved in corporate management, apart from being an outside officer, the Company judges the candidate to be capable of appropriately undertaking the duties of Outside Audit & Supervisory Board Member for the reasons mentioned above.</p> | 3,200 shares |
| 2 | <div style="border: 1px solid black; padding: 2px; width: fit-content; margin-bottom: 5px;">Reappointment</div> <div style="border: 1px solid black; padding: 2px; width: fit-content; margin-bottom: 5px;">Outside Audit & Supervisory Board Member</div> <div style="border: 1px solid black; padding: 2px; width: fit-content; margin-bottom: 5px;">Independent Officer</div> <p>Teruo Watanuma (July 5, 1953)</p> | <p>August 1984 Registered as a Certified Public Accountant June 2005 Representative Partner, KPMG AZSA (the current KPMG AZSA LLC) October 2016 Representative, Watanuma CPA Firm (present) January 2018 Outside Audit & Supervisory Board Member, Teijin Frontier Co., Ltd. (present) June 2019 Audit & Supervisory Board Member of the Company (present)</p> <p>(Reason for appointment as a candidate for Outside Audit & Supervisory Board Member) Mr. Teruo Watanuma has expertise and broad experience in finance and accounting as a certified public accountant for many years. He continues to be nominated as a candidate for Outside Audit & Supervisory Board Member in order to perform his function and role of monitoring management from an objective, neutral, and professional standpoint as an accounting expert. It is to be noted that although the candidate does not have past experience in being involved in corporate management, apart from being an outside officer, the Company judges the candidate to be capable of appropriately undertaking the duties of Outside Audit & Supervisory Board Member for the reasons mentioned above.</p> | 1,700 shares |

| Candidate No. | Name (Date of Birth) | Brief Personal History, Position, and Representative Status in Other Companies | Number of the Company's Shares Held |
|---------------|--|---|-------------------------------------|
| 3 | Newly nominated Wataru Matsumoto (March 10, 1958) | <p>April 1980 Joined the Company</p> <p>April 2003 General Manager, Accounting Department</p> <p>April 2005 General Manager for Chubu Area</p> <p>December 2006 President and Representative Director, DIA • CARPET CO.,Ltd.</p> <p>April 2010 Executive Officer, General Manager, Management Planning Department and General Manager, General Affairs and Personnel Department</p> <p>June 2011 Director</p> <p>April 2012 Director, Senior General Manager, Sales Headquarters</p> <p>April 2015 President and Representative Director, LIC CO., LTD.</p> <p>April 2022 Chairman and Representative Director, LIC CO., LTD.</p> <p>April 2023 Chairman and Director, LIC CO., LTD. (present)</p> | 47,700 shares |
| | | <p>(Reason for appointment as a candidate for Audit & Supervisory Board Member)</p> <p>Mr. Wataru Matsumoto is nominated as a candidate for Audit & Supervisory Board Member for his abundant experience and knowledge in our Group's operations, including having served as important positions in the Company's Administrative and Sales Departments, serving as a Director, and being involved in management as a representative of the Group company for many years. Therefore, we believe that he is qualified to audit the Company's overall management.</p> | |

- Notes:
1. There are no special interests between the Company and the candidates.
 2. Mr. Taku Morikawa and Mr. Teruo Watanuma are candidates for Outside Audit & Supervisory Board Member.
 3. If appointment proposals of Mr. Taku Morikawa and Mr. Teruo Watanuma are approved, the Company plans to conclude an agreement with them in accordance with the Companies Act, Article 427, Paragraph 1, which limits Outside Audit & Supervisory Board Members' indemnity liability provided for in the Companies Act, Article 423, Paragraph 1 to the amount defined under laws and regulations.
 4. The Company has concluded a directors and officers liability insurance policy with an insurance company, and each candidate will be included as an insured person under this insurance policy if his appointment proposal is approved. In addition, the Company plans to renew the insurance policy under the same terms and conditions at the time of the next renewal. For details of the insurance policy, please see "3. Summary of Directors' and Officers' Liability Insurance Policy" in "Matters concerning Company Officers" in the Business Report for the 159th Business Term.
 5. The Company has registered Mr. Taku Morikawa and Mr. Teruo Watanuma as independent officers under the provisions of the Tokyo Stock Exchange.
 6. Mr. Taku Morikawa has been serving as the Company's Outside Audit & Supervisory Board Member for eight years as of the closing of this General Meeting of Shareholders.
 7. Mr. Teruo Watanuma has been serving as the Company's Outside Audit & Supervisory Board Members for four years as of the closing of this General Meeting of Shareholders.

[Reference]

The skill matrix of Directors and Audit & Supervisory Board Members will be as follows if Proposals No. 2 and No. 3 are approved as originally proposed.

| Category | Position/ Responsibility in the Company, Name and Age* | Outside/ Independent Officer | Nomination & Compensation Committee | Term of office* | Attribute | Area of Expectation ☉: Area of high expectation ○: Area of expectation | | | | | | | | |
|----------------------------------|---|------------------------------------|---|-----------------|--------------------------------|--|--|--------------------|---------------------|------------------------|------------------------------|--------|--------------------------------------|-----|
| | | | | | | Corporate Management/ Management Strategy | Manufacturing/ Technology/ Quality Control | Innovation/ R&D | Sales/ Marketing | Finance/ Accounting | Personnel/ HR Development | Global | Legal Affairs/ Risk Management | ESG |
| Director | President and Representative Director Motohiro Nagashima (63) | | ● (Head of Committee) | 15 years | | ☉ | | | ☉ | ○ | ○ | ○ | ○ | ○ |
| | Director and Senior Managing Executive Officer Hirofumi Amano (63) | | | 8 years | | ○ | ☉ | ☉ | | | | ○ | | ○ |
| | Director and Managing Executive Officer Masayuki Hashimoto (63) | | | 5 years | | ○ | | | ○ | | | ☉ | | ○ |
| | Director Eri Yokota (62) | ● | ● | 9 years | University professor | ○ | | | | ☉ | ○ | | | ○ |
| | Director Chikako Sekine (69) | ● | ● | 2 years | Management (current) | ○ | | | ☉ | | ○ | | | ○ |
| | Director Hidenobu Fujii (67) | ● | ● | 2 years | Management (former) | ☉ | | | ○ | ○ | ○ | | | ○ |
| Audit & Supervisory Board Member | Full-time Audit & Supervisory Board Member Jun Suzuki (67) | | ● (Chairperson) | 2 years | | ○ | | ○ | | ○ | ○ | ○ | ○ | |
| | Full-time Audit & Supervisory Board Member Wataru Matsumoto (65) | | | New | | ○ | | | ○ | ○ | ○ | | | ○ |
| | Audit & Supervisory Board Member Taku Morikawa (48) | ● | ▲ (Observer) | 8 years | Lawyer | | | | | ○ | | | ☉ | |
| | Audit & Supervisory Board Member Teruo Watanuma (69) | ● | ▲ (Observer) | 4 years | Certified public accountant | | | | | ☉ | | | | ○ |

* Term of office and age: As of June 22, 2023