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Securities Code: 6382

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To our shareholders

Toshiaki Tamaki, President
Trinity Industrial Corporation
1-9 Kakimoto-cho, Toyota, Aichi, Japan

Notice of the 89th Annual General Meeting of Shareholders

We are pleased to announce and invite you to attend the 89th Annual General Meeting of Shareholders of Trinity Industrial Corporation (the “Company”), which will be held as indicated below.

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items subject to measures for electronic provision) in electronic format, and posts this information on the Company’s website. Please access the Company’s website by using the internet address shown below to review the information.

The Company’s website:

<https://www.trinityind.co.jp/stocks/library/> (in Japanese)

In addition to the Company’s website, the items subject to measures for electronic provision are also posted on the following website of the Tokyo Stock Exchange (TSE), which can be accessed to review the information.

TSE website (Listed Company Search):

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

Please access the TSE website by using the internet address shown above, enter “Trinity Industrial Corporation” in “Issue name (company name)” or the Company’s securities code “6382” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of the General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”

If you are unable to attend the meeting in person, you may exercise your voting rights via the internet, etc. or in writing. Please review the Reference Documents for the General Meeting of Shareholders below, and access the website for exercising voting rights and enter your vote by the closing time of our daily business hours (5:30 p.m.) on Thursday, June 22, 2023 (JST), or indicate your approval or disapproval in the enclosed voting form and then return the form to the Company by postal mail so that your vote is received by the closing time of our daily business hours (5:30 p.m.) on Thursday, June 22, 2023 (JST).

- 1. Date and time:** Friday, June 23, 2023, at 10:00 a.m. (JST)
2. Venue: Conference Room, 6th floor, Head Office of the Company
1-9 Kakimoto-cho, Toyota, Aichi, Japan

3. Purpose of the meeting:

Matters to be reported:

1. The Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements for the 89th fiscal year (from April 1, 2022 to March 31, 2023)
2. The results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board

Matters to be resolved:

- | | |
|-----------------------|---|
| Proposal No. 1 | Appropriation of Surplus |
| Proposal No. 2 | Election of One Director |
| Proposal No. 3 | Election of Two Audit & Supervisory Board Members |
| Proposal No. 4 | Payment of Bonuses to Directors |

- When attending the meeting in person, please hand in the enclosed voting form at the reception desk at the meeting venue.
- The following items are not included in the paper-based documents stating items subject to measures for electronic provision that are sent to shareholders who have requested the delivery of such, in accordance with the provisions of laws and regulations and Article 15 of the Company's Articles of Incorporation.
 1. "Consolidated Statement of Changes in Equity" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
 2. "Non-consolidated Statement of Changes in Equity" and "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements
- In the event that you are unable to attend the general meeting of shareholders, you may appoint another shareholder of the Company with voting rights to act as proxy and attend on your behalf. Please note that a document evidencing the proxy's authority to represent must be submitted.
- If any changes have been made to items in the Reference Documents for the General Meeting of Shareholders, such changes will be posted on the Company's website (<https://www.trinityind.co.jp/>) (in Japanese).
The Company's website: <https://www.trinityind.co.jp/> (in Japanese)

Reference Documents for the General Meeting of Shareholders

Proposals and reference information

Proposal No. 1 Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

Year-end dividends

In order to reciprocate the support of its shareholders, and with comprehensive consideration of the results of operations and other factors, the Company proposes to pay year-end dividends for the 89th fiscal year as follows:

- (1) Allotment of dividend property to shareholders and their aggregate amount
¥15.00 per common share of the Company
Total payment: ¥240,833,970
- (2) Effective date of dividends of surplus
June 26, 2023

Proposal No. 2 Election of One Director

At the conclusion of this meeting, Director Yasuhiro Iizuka will resign. Therefore, the Company proposes the election of one Director.

Note that his term of office, if elected, shall be until the expiry of the terms of office of the other incumbent directors, as provided for in Article 19, paragraph 2 of the Articles of Incorporation.

The candidate for Director is as follows:

Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
Chihiro Yamada* (July 2, 1966) <u>New election</u>	Apr. 1989 Joined the Company Jan. 2013 General Manager of Interior and Exterior Engineering Group of Production Engineering Department of Automotive Parts Division of the Company Sept. 2014 Director General Manager of Dongguan Karyu Automotive Trim Co., Ltd. Jan. 2019 Deputy General Manager of Planning Department of Automotive Parts Division of the Company Jan. 2021 Director General Manager of Cubic (Tianjin) Printing Co., Ltd. June 2023 Project General Manager of Planning Department of Automotive Parts Division of the Company (current position)	3,000

- (Notes)
1. New candidate for Director is indicated by an asterisk (*).
 2. There is no special interest between the candidate and the Company.
 3. The Company has entered into a directors and officers liability insurance policy with an insurance company, as provided for in Article 430-3, paragraph (1) of the Companies Act, with Directors as the insured. This policy was renewed in October 2022, and it is scheduled to be renewed in October 2023. If the election under this proposal is approved, a Director will become an insured person.
 - (i) Summary of insurance incidents covered
The policy covers losses that may arise from the insured's assumption of liability incurred in the course of the performance of duties as a Director, or receipt of claims pertaining to the pursuit of such liability.
 - (ii) Insurance premiums
The full amount of the insurance premiums is borne by the Company.

Proposal No. 3 Election of Two Audit & Supervisory Board Members

At the conclusion of this meeting, the terms of office of Audit & Supervisory Board Members Toru Aoki and Keisuke Honma will expire. Therefore, the Company proposes the election of two Audit & Supervisory Board Members. In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal. The candidates for Audit & Supervisory Board Members are as follows:

Candidate No.	Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Toru Aoki (September 3, 1963) <u>Reelection</u>	Apr. 1986 Joined the Company Apr. 2004 General Manager of Budget Group of Accounting Department June 2006 General Manager of Administration Group of Administration Department of Tokyo Branch Apr. 2007 General Manager of Accounting Group of Corporate Planning Department Jan. 2015 General Manager of Corporate Planning Department June 2020 Senior General Manager June 2021 Standing Audit & Supervisory Board Member (current position)	3,100
2	Keisuke Honma (April 30, 1978) <u>Outside</u> <u>Reelection</u>	Apr. 2001 Joined TOYOTA MOTOR CORPORATION Jan. 2012 Technical Senior Manager of Toyota Motor Europe NV/SA Jan. 2020 General Manager of Materials & Logistics Department of Materials & Facilities Purchasing Division of TOYOTA MOTOR CORPORATION Jan. 2022 General Manager of Materials & Facilities Purchasing Division (current position) June 2022 Outside Audit & Supervisory Board Member of the Company (current position)	None

- (Notes)
1. There is no special interest between any of the candidates and the Company.
 2. The Company has entered into Audit & Supervisory Board Member liability insurance policy with an insurance company, as provided for in Article 430-3, paragraph (1) of the Companies Act, with Audit & Supervisory Board Members as the insured. This policy was renewed in October 2022 and is scheduled to be renewed in October 2023. If the election of each candidate under this proposal is approved, each person will become an insured person.
 - (i) Summary of insurance incidents covered
The policy covers losses that may arise from the insured's assumption of liability incurred in the course of the performance of duties as an Audit & Supervisory Board Member, or receipt of claims pertaining to the pursuit of such liability.
 - (ii) Insurance premiums
The full amount of the insurance premiums is borne by the Company.
 3. Keisuke Honma is a candidate for Outside Audit & Supervisory Board Member.
 4. Keisuke Honma is currently an Outside Audit & Supervisory Board Member of the Company. At the conclusion of this meeting, his tenure as Outside Audit & Supervisory Board Member will have been one year.
 5. Reasons for nomination as candidates for Outside Audit & Supervisory Board Member and reasons the candidates were judged capable of appropriately performing the duties of Outside Audit & Supervisory Board Member
Keisuke Honma has never been involved in the management of a company other than as an outside Director. However, the Company has nominated him as Outside Audit & Supervisory Board Member in order to draw on his extensive experience and knowledge at TOYOTA MOTOR CORPORATION with respect to the Company's audit structure.
 6. Keisuke Honma serves as a person who executes business at TOYOTA MOTOR CORPORATION, a specified affiliated business operator.
 7. The Company has entered into an agreement with Keisuke Honma to limit his liability for damages under Article 423, paragraph (1) of the Companies Act.
The maximum amount of liability for damages under this agreement is the amount provided for under laws and regulations.

Proposal No. 4 Payment of Bonuses to Directors

The Company proposes to pay the 11 Directors other than Outside Directors as at the end of the current fiscal year a total of ¥49,066,000 in bonuses to Directors as the amount considered reasonable taking account of the results of operations and other factors for the current fiscal year.