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Securities Code: 7235

Date of sending by postal mail: June 8, 2023

Start date of measures for electronic provision: June 7, 2023

To our shareholders:

Hisao Ochiai President & CEO

TOKYO RADIATOR MFG. Co., Ltd.

2002-1 Endo, Fujisawa City, Kanagawa Prefecture, Japan

NOTICE OF THE 119TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

We hereby notify you of the 119th Ordinary General Meeting of Shareholders of TOKYO RADIATOR MFG. Co., Ltd. (the “Company”), which will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken 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 has posted the information on each of the following websites.

Note that, for this General Meeting of Shareholders, paper-based documents stating matters for which measures for providing information in electronic format are to be taken, excluding the above matters, will be delivered to all shareholders regardless of whether they have made a request for delivery of such documents. Please refer to [Matters concerning measures for electronic provision] as provided below for more information.

The Company’s website:

http://www.tokyo-radiator.co.jp/investor/financial_results/ (in Japanese)

(From the above website, select the section on notices of the Ordinary General Meeting of Shareholders from within “Financial Information.”)

Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/7235/teiji/> (in Japanese)

TSE website (Listed Company Search):

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

(Access the TSE website by using the internet address shown above, enter “TOKYO RADIATOR MFG.” in “Issue name (company name)” or the Company’s securities code “7235” 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 General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

If you will refrain from attending in person, please indicate your approval or disapproval of the proposals on the voting form which is sent together with this notice after reviewing the attached Reference Documents for the General Meeting of Shareholders, and return it by postal mail to reach us no later than 5:00 p.m. on Wednesday, June 28, 2023 (JST).

- 1. Date and Time:** Thursday, June 29, 2023 at 10:00 a.m. (JST)
2. Venue: Company Headquarters, 1F Conference Room
2002-1 Endo, Fujisawa City, Kanagawa Prefecture, Japan

3. Purposes:

Items to be reported:

1. Business Report and Consolidated Financial Statements for the 119th Term (from April 1, 2022 to March 31, 2023), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
2. Non-Consolidated Financial Statements for the 119th Term (from April 1, 2022 to March 31, 2023)

Items to be resolved:

- Proposal 1:** Appropriation of surplus
Proposal 2: Election of five (5) Directors
Proposal 3: Election of one (1) Audit & Supervisory Board Member

4. Matters Decided for the Meeting

If approval or disapproval is not indicated on the voting form, it shall be deemed to indicate approval for company proposals.

[Regarding attendance in person]

If attending in person, please bring the voting form enclosed with this notice with you and present it at the reception.

[Regarding amendments, etc.]

Should the matters for which measures for providing information in electronic format are to be taken require revisions, the revised versions will be posted before and after revision on the websites listed above.

[Matters concerning measures for electronic provision]

In accordance with a revision of the Companies Act, in principle you are to check matters subject to measures for electronic provision by accessing any of the websites mentioned above, and paper-based documents stating these matters will only be delivered to shareholders who request the delivery of paper-based documents by the record date. However, for this General Meeting of Shareholders, we have delivered paper-based documents stating the matters subject to measures for electronic provision to all shareholders, regardless of whether or not they have requested them.

Note that, among the matters subject to measures for electronic provision, in accordance with the provisions of laws and regulations and Article 16 of the Articles of Incorporation of the Company, the following matters are not provided in the paper-based documents to be sent out.

- (1) “Systems to Ensure Appropriate Business Operations and the Status of its Implementation” of the Business Report
- (2) Notes to Consolidated Financial Statements
- (3) Notes to Non-Consolidated Financial Statements

Therefore, the Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements provided in these paper-based documents represent only part of the documents audited by the Accounting Auditor and the Audit & Supervisory Board Members and in the preparation of the accounting audit report and the audit report.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of surplus

The decision on returning profits to shareholders is based on a comprehensive consideration of results for the fiscal year under review, the business environment going forward, and business expansion plans, and also takes into account the balance with internal reserves. The Company proposes the appropriation of surplus as follows.

Matters related to year-end dividends

It is proposed that the year-end dividend be as follows:

- (1) Type of dividend property
Cash
- (2) Allocation of dividend property and total amount thereof
¥8 per common share of the Company
Total amount of dividends: ¥75,103,144
After adding the interim dividend of ¥8, the annual dividend per share comes to ¥16.
- (3) Effective date of distribution of dividends of surplus
June 30, 2023

Proposal 2: Election of five (5) Directors

The terms of office of all five (5) Directors will expire at the conclusion of this meeting.
Accordingly, we request that a total of five (5) Directors be elected, including two (2) Outside Directors.
The candidates for Directors are as follows:

List of candidates for Directors

No.	Name Current position at the Company	Attribute	Expertise possessed by the candidate				
			Corporate manage- ment	Finance/ Accounting	Develop- ment/ Technology /Quality	Sales/ Marketing	Global experience
1	Hisao Ochiai President & CEO		○	○	○		○
2	Kenji Mimura Director		○			○	○
(New candidate) 3	Hironori Kimura Senior Executive Corporate Officer		○			○	○
4	Yoichi Taguchi Outside Director	[Outside] [Independent]	○	○			○
5	Fujitoshi Takamura Outside Director	[Outside] [Independent]	○		○	○	○

[Outside]: candidates for Outside Director

[Independent]: candidates for Independent Officer

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Hisao Ochiai (April 15, 1957)	<p>Apr. 1980 Joined Nihon Radiator Co., Ltd. (currently Marelli Corporation)</p> <p>Apr. 2004 Exhaust Systems Product Director of Nihon Radiator Co., Ltd. (currently Marelli Corporation)</p> <p>Apr. 2007 President of Calsonic Kansei Romania S.R.L. (currently Marelli Ploiesti Romania S.R.L.)</p> <p>Apr. 2011 Deputy General Manager of Compressors Department of Calsonic Kansei Corporation (currently Marelli Corporation)</p> <p>June 2014 Senior Vice President and Deputy General Manager of Japan Region Division of Calsonic Kansei Corporation</p> <p>Apr. 2018 Senior Vice President and General Manager of Thermal Systems Business Unit of Calsonic Kansei Corporation</p> <p>Apr. 2019 Corporate Advisor of the Company</p> <p>June 2019 Representative Director, President and CEO, in Charge of Internal Audit Office of the Company (present position)</p> <p>(Significant concurrent positions outside the Company) Vice Chairman of CHONGQING TOKYO RADIATOR CO., LTD. Chairman of WUXI TRS HEAT EXCHANGER CO., LTD. Commissioner of PT. TOKYO RADIATOR SELAMAT SEMPURNA Director of TR Asia Co., LTD.</p>	6,100
2	Kenji Mimura (February 12, 1963)	<p>Apr. 1986 Joined the Company</p> <p>Apr. 2008 General Manager, Sales Division No. 1 of the Company</p> <p>Apr. 2015 General Manager, in Charge of Commercial Vehicles, Customer Group of the Company</p> <p>Apr. 2016 General Manager, Sales Administration Division of the Company</p> <p>July 2016 General Manager, Sales Administration Division of the Company (Corporate Fellow of the Company)</p> <p>Apr. 2018 Corporate Officer, Deputy General Manager, Sales Division of the Company</p> <p>June 2019 Corporate Officer, General Manager, Sales Division of the Company</p> <p>June 2021 Director and Executive Corporate Officer, General Manager, Sales Division of the Company (present position)</p> <p>(Significant concurrent positions outside the Company) Director of PT. TOKYO RADIATOR SELAMAT SEMPURNA Director of TR Asia Co., LTD. Director of Toshin Techno Co., Ltd.</p>	10,900

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Hironori Kimura (May 5, 1963)	<p>Apr. 1986 Joined Nihon Radiator Co., Ltd. (currently Marelli Corporation)</p> <p>Apr. 2008 General Manager of Sales Group No. 2 of Calsonic Kansei Corporation (currently Marelli Corporation)</p> <p>Apr. 2010 Director of Calsonic Kansei Corporation (currently Marelli Corporation)</p> <p>Apr. 2012 President of Calsonic Kansei (Thailand) Co., Ltd. (currently Marelli (Thailand) Co., Ltd.)</p> <p>Apr. 2015 Senior Vice President of Calsonic Kansei Corporation</p> <p>Apr. 2019 Executive Vice President of Marelli Corporation (retired as of Oct. 2021)</p> <p>Apr. 2022 Executive Corporate Officer, General Manager of Corporate Planning Office of the Company</p> <p>Apr. 2023 Senior Executive Corporate Officer, General Manager of Purchasing, General Manager of Corporate Planning Office of the Company (present position)</p>	1,600
4	Yoichi Taguchi (August 13, 1947)	<p>Apr. 1970 Joined Mitsubishi Metal Mining Company Ltd. (currently Mitsubishi Materials Corporation)</p> <p>Jan. 1996 General Manager of Legal Affairs Office of Mitsubishi Materials Corporation</p> <p>June 2001 Executive Officer and General Manager of Corporate Planning Office of Mitsubishi Materials Corporation</p> <p>June 2003 Senior Vice President of Mitsubishi Materials Corporation</p> <p>June 2005 Managing Director of Mitsubishi Materials Corporation</p> <p>Feb. 2009 Director, Executive Vice President of Mitsubishi Materials Corporation</p> <p>Apr. 2009 Director, President of SUMCO CORPORATION</p> <p>Apr. 2012 Advisor of Mitsubishi Materials Corporation</p> <p>June 2015 Outside Director of the Company (present position)</p>	0
5	Fujitoshi Takamura (December 21, 1954)	<p>Apr. 1977 Joined Komatsu Ltd.</p> <p>Apr. 2004 Head of Construction Equipment Development Center 1, Development Division, Komatsu Ltd.</p> <p>Apr. 2006 Executive Officer of Komatsu Ltd.</p> <p>Apr. 2009 Executive Officer and Vice President of Development Division, Komatsu Ltd.</p> <p>Apr. 2010 Senior Executive Officer and President of Development Division, Komatsu Ltd.</p> <p>June 2011 Director, Senior Executive Officer and President of Development Division, Komatsu Ltd.</p> <p>Apr. 2013 Director, Senior Managing Executive Officer and President of Development Division, Komatsu Ltd.</p> <p>Apr. 2014 Director and CTO of Komatsu Ltd.</p> <p>June 2017 Advisor of Komatsu Ltd. (present position)</p> <p>June 2019 Outside Director of the Company (present position)</p>	0

- Notes:
1. There are no special interests between each candidate and the Company.
 2. Yoichi Taguchi and Fujitoshi Takamura are candidates for Outside Director.
 3. (1) The reasons for Yoichi Taguchi's nomination as Outside Director candidate and his expected roles are as follows:
We anticipate that Yoichi Taguchi will leverage his long years of experience and his deep discernment of management for the benefit of the Company's own management, while dispensing advice and opinions from an independent perspective to the Company's Board of Directors in order to ensure the reasonableness and legitimacy of its decision making.
 - (2) The reasons for Fujitoshi Takamura's nomination as Outside Director candidate and his expected roles are as follows:
We anticipate that Fujitoshi Takamura will leverage his long years of experience in development and corporate management at a construction equipment manufacturer as well as his deep discernment for the benefit of the Company's own management, while dispensing advice and opinions from an independent perspective to the Company's Board of Directors in order to ensure the reasonableness and legitimacy of its decision making.
 4. Yoichi Taguchi currently serves as Outside Director of the Company, and as of the conclusion of this General Meeting of Shareholders, he will have served as Outside Director for eight years.
 5. Fujitoshi Takamura currently serves as Outside Director of the Company, and as of the conclusion of this General Meeting of Shareholders, he will have served as Outside Director for four years.
 6. The Company has concluded an agreement with Yoichi Taguchi and Fujitoshi Takamura to limit liability for damages as prescribed by Article 423, paragraph 1 of the Companies Act, with the liability in said agreement limited to ¥5 million or the amount prescribed by laws and regulations, whichever is higher. In the event both Yoichi Taguchi and Fujitoshi Takamura are reelected, the Company intends to continue the said agreement with them.
 7. The Company has registered Yoichi Taguchi and Fujitoshi Takamura as Independent Officers as stipulated by the Tokyo Stock Exchange. If they are reelected, the Company intends to continue designating them as Independent Officers.
 8. Hisao Ochiai has been engaged in development in the automotive industry for many years, and has experience serving as a representative at corporate entities overseas in addition to management experience at a global company. He has been Representative Director and President of the Company since 2019. The Company nominates him as a candidate for Director because it judges him qualified to lead the Group based on his specialist knowledge and extensive career.
 9. After joining the Company, Kenji Mimura spent many years serving in the Sales Division, and since being appointed as Director of the Company in 2021, he has led sales activities globally. Accordingly, the Company nominates him as a candidate for Director because it judges him qualified based on this extensive experience.
 10. Hironori Kimura has been engaged in the automotive industry for many years, and has experience serving as a representative at corporate entities overseas in addition to management experience at a global company. Since being appointed as Executive Corporate Officer of the Company in 2022, he has led the Product Management Office and the Corporate Planning Office. Accordingly, the Company nominates him as a candidate for Director based on this extensive experience.
 11. The Company has entered into a directors and officers liability insurance contract. This contract will cover damages incurred due to a claim for liabilities filed in the course of business execution by the insureds. Each Director whose election is approved shall become one of the insureds under this insurance contract. The contract will be renewed under the same terms and conditions at the next renewal.
For further details of this contract, please refer to "Outline of Directors and Officers Liability Insurance Contract" (in the Japanese original document) of this notice.

Proposal 3: Election of one (1) Audit & Supervisory Board Member

At the conclusion of this meeting, the term of office of Audit & Supervisory Board Member Takaharu Ito will expire. Accordingly, we request that one (1) Audit & Supervisory Board Member be elected.

In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary and position (Significant concurrent positions outside the Company)	Number of the Company's shares owned
Takaharu Ito (May 28, 1948)	Apr. 1971 Assistant Executive Vice President of Citibank, N.A.	0
	Aug. 1988 General Manager of Administration Division of Dow Chemical Japan Limited	
	Apr. 1998 Director of Pfizer Japan Inc.	
	Aug. 2006 Senior Managing Director of CB Richard Ellis K.K.	
	Dec. 2010 Corporate Auditor of AVON PRODUCTS CO., LTD.	
	June 2011 Outside Audit & Supervisory Board Member of the Company (present position)	
	Apr. 2014 Representative of 110 Strategic Management Institute (present position)	
	June 2015 Audit & Supervisory Board Member of US. MART	
	July 2019 Outside Director (Audit and Supervisory Committee Member) of N-Mart Co., Ltd. (present position)	
Oct. 2020 Compliance and ESG Officer of Nippon Sangyo Suishin Kiko (present position)		

- Notes:
1. There is no special interest between the candidate and the Company.
 2. Takaharu Ito is an Outside Audit & Supervisory Board Member.
 3. The reasons for Takaharu Ito's nomination as Outside Audit & Supervisory Board Member candidate are as follows:
Takaharu Ito was nominated as Outside Audit & Supervisory Member candidate because he has in-depth knowledge of the Company's business operations based on his past experiences as well as management experience in financial institutions and business corporations, and we anticipate that he will leverage his wide-ranging discernment in management affairs and his considerable knowledge of finance and accounting for the benefit of the Company's own management.
 4. Takaharu Ito currently serves as Outside Audit & Supervisory Board Member of the Company, and as of the conclusion of this General Meeting of Shareholders, he will have served as Audit & Supervisory Board Member for 12 years.
 5. The Company has concluded an agreement with Takaharu Ito to limit liability for damages as prescribed by Article 423, paragraph 1 of the Companies Act, with the liability in said agreement limited to ¥5 million or the amount prescribed by laws and regulations, whichever is higher. If his reelection is approved, the Company intends to continue the said agreement with him.
 6. The Company has designated Takaharu Ito as an Independent Officer as stipulated by the Tokyo Stock Exchange and registered him as such with the said exchange. If his reelection is approved, the Company intends to continue designating him as Independent Officer.
 7. The Company has entered into a directors and officers liability insurance contract. This contract will cover damages incurred due to a claim for liabilities filed in the course of business execution by the insureds. If the election of Takaharu Ito as Audit & Supervisory Board Member is approved, he shall become one of the insureds under this insurance contract. The contract will be renewed under the same terms and conditions at the next renewal.
For further details of this contract, please refer to "Outline of Directors and Officers Liability Insurance Contract" (in the Japanese original document) of this notice.