

Note: This document has been translated from a part of the Japanese original and is for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

Securities Code: 6470

June 3, 2025

To Shareholders with Voting Rights:

Toshio Niimi

President

TAIHO KOGYO CO., LTD.

3-65, Midorigaoka, Toyota-City, Aichi, Japan

## Notice of the 119th Ordinary General Meeting of Shareholders

Dear Shareholders

We would like to express our appreciation for your continued support and patronage.

The 119th Ordinary General Meeting of Shareholders (the “Meeting”) of TAIHO KOGYO CO., LTD. (the “Company”) will be held for the purposes as described below.

We encourage you to exercise your voting rights in writing or via the Internet.

Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 5:00 p.m. Japan time on Wednesday, June 18, 2025

- 1. Date and Time:** Thursday, June 19, 2025 at 10:00 a.m. Japan time
- 2. Place:** The Technical Center located at 2-47, Hosoya-cho, Toyota-City, Aichi, Japan
- 3. Meeting Agenda:**

### Reports

1. Business Report and Consolidated Financial Statements as well as Results of the Audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board for the 119th Fiscal Term (April 1, 2024 - March 31, 2025)
2. Non-Consolidated Financial Statements for the 119th Fiscal Term (April 1, 2024 - March 31, 2025)

### Resolutions

**Proposal No. 1:** Election of Five (5) Directors

**Proposal No. 2:** Election of One (1) Audit & Supervisory Board Member

**Proposal No. 3:** Election of One (1) Substitute Audit & Supervisory Board Member

## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1: Election of Five (5) Directors

The terms of office of all five (5) Directors will expire at the conclusion of this General Meeting of Shareholders.

Therefore, the Company proposes the election of five (5) Directors.

The candidates for Director are as follows:

No.	Name	Current position
1	[Reappointment] Toshio Niimi	Representative Director, President
2	[Reappointment] Shigeki Awazu	Representative Director, Vice President
3	[Reappointment] Tomohiro Kano	Representative Director
4	[Reappointment] [Outside] [Independent] Kunio Sato	Director
5	[Reappointment] [Outside] [Independent] Yoshiro Iwai	Director

No.	Name (Date of birth)	Career summary, positions and responsibilities	Number of the Company's shares held
1	Toshio Niimi (January 12,1962) [Reappointment]	<p>April 1984      Joined Toyota Motor Corporation</p> <p>January 2009    General Manager of Interior and Exterior Production Engineering Div.</p> <p>April 2013      General Manager of Production Engineering Planning Div.</p> <p>April 2017      Senior General Manager of the Production Engineering Planning Field; Plant General Manager of Hirose</p> <p>January 2018    Plant General Manager of Honsha, Hirose and Kinuura Plants</p> <p>January 2021    Executive Vice President of Toyota Motor North America, Inc.</p> <p>January 2023    Appointed Executive Officer of the Company</p> <p>June 2023      Appointed Representative Director, President; to present</p> <p>[Reason for nomination as a candidate for Director] Mr. Toshio Niimi has experience in production engineering and production divisions at Toyota Motor Corporation in Japan and overseas. And he has management experience in overseas company. He is nominated as a candidate for Director in the belief that he has been leading the management team as the Company's Representative Director and President since 2023 utilizing his wealth of experience and broad knowledge, and his excellent management skills and leadership will continue to be reflected in the management of the Company.</p>	7,000
2	Shigeki Awazu (March 21,1964) [Reappointment]	<p>April 1986      Joined the Company</p> <p>January 2009    General Manager of Corporate Planning Div.</p> <p>June 2012      President of Taiho Corporation of America</p> <p>June 2014      Appointed Executive Officer of the Company</p> <p>June 2023      Appointed Representative Director</p> <p>June 2024      Appointed Representative Director, Vice President; to present</p> <p>[Reason for nomination as a candidate for Director] Mr. Shigeki Awazu has experience and achievements in all aspects of the Company's business, in addition to deep knowledge of the Company's overall management divisions, including the sales and corporate planning divisions, as well as the overseas bases. He is nominated as a candidate for Director in the belief that his wealth of experience, knowledge, and insight will continue to be reflected in the management of the Company.</p>	26,100

No.	Name (Date of birth)	Career summary, positions and responsibilities	Number of the Company's shares held
3	Tomohiro Kano (October 2,1962) [Reappointment]	<p>April 1987      Joined Toyota Motor Corporation</p> <p>January 2007    Project General Manager of Engine Technology Div. II</p> <p>November 2007   Project General Manager of Engine Project Promotion Div.</p> <p>January 2013    Project General Manager of Engine Design Div.</p> <p>April 2013      Project General Manager of TNGA Planning Div.</p> <p>April 2016      Group Manager of Corporate Strategy Div.</p> <p>January 2017    Senior General Manager of the Company</p> <p>June 2017      Appointed Executive Officer of the Company</p> <p>June 2023      Appointed Representative Director; to present</p> <p>[Reason for nomination as a candidate for Director] Mr. Tomohiro Kano has experience and achievements in the technology division, mainly in engine development, at Toyota Motor Corporation and the Company. He is nominated as a candidate for Director in the belief that his wealth of experience, knowledge, and insight will continue to be reflected in the management of the Company.</p>	9,500

No.	Name (Date of birth)	Career summary, positions and responsibilities	Number of the Company's shares held
4	Kunio Sato (January 20,1955) [Reappointment] [Outside] [Independent]	<p>September 2009 Counselor of Investment Banking Supervisory Division, Sumitomo Mitsui Banking Corporation</p> <p>April 2010 Managing Executive Officer of Nikko Cordial Securities Inc. (now SMBC Nikko Securities Inc.)</p> <p>April 2011 Managing Executive Officer, Nagoya Representative</p> <p>March 2012 Senior Managing Executive Officer, Nagoya Representative; Head of Nagoya Business &amp; Corporate Division</p> <p>March 2014 Senior Managing Director, Nagoya Representative; Head of Nagoya Business &amp; Corporate Division</p> <p>July 2016 Special Advisor</p> <p>April 2017 Appointed Outside Director of BESTERRA CO., LTD. Appointed Director of Good Insurance Service Inc.; to present</p> <p>June 2017 Appointed Outside Director of the Company; to present</p> <p>October 2021 Appointed Outside Corporate Auditor of Chuo Electric Power Co., Ltd.</p> <p>December 2022 Appointed Outside Corporate Auditor of Tear Corporation; to present</p> <p>June 2023 Appointed Outside Corporate Auditor of AUTOWAVE CO.,LTD.; to present</p> <p>[Reason for nomination as a candidate for Outside Director and overview of expected roles] Mr. Kunio Sato has many years of management experience in the banking and securities industries. He is nominated as a candidate for Outside Director in the belief that he will continue to provide accurate advice on the Company's management and strategies based on his wealth of experience and deep insight into management in general.</p>	0

No.	Name (Date of birth)	Career summary, positions and responsibilities	Number of the Company's shares held
5	Yoshiro Iwai (September 16,1949) [Reappointment] [Outside] [Independent]	<p>October 1991 Professor of Faculty of Engineering, University of Fukui</p> <p>May 2010 Appointed Outside Director of Palmeso Co., Ltd.; to present</p> <p>April 2012 Dean of Graduate School of Engineering and Faculty of Engineering, University of Fukui</p> <p>April 2013 Director (Research and International Affairs) and Vice President</p> <p>April 2016 Director (Research, Industry-Academia-Society Collaboration) and Vice President</p> <p>April 2019 Professor Emeritus Specially Appointed Professor of Industry-Academia-Government Collaboration</p> <p>June 2020 Appointed Outside Director of the Company; to present</p> <p>April 2024 Appointed Visiting Professor of Industry-Academia-Government Collaboration, University of Fukui; to present</p> <p>[Reason for nomination as a candidate for Outside Director and overview of expected roles]</p> <p>Mr. Yoshiro Iwai has academic expertise in the field of tribology and organizational management. While he has not been involved in corporate management directly in the past, he is nominated as a candidate for Outside Director in the belief that he will continue to provide accurate advice on the Company's management and strategies based on his wealth of experience and deep insight.</p>	0

Notes: 1. There are no special interests between each candidate and the Company.

2. Mr. Kunio Sato and Mr. Yoshiro Iwai are candidates for Outside Director. The Company has designated both candidates as Independent Officers who are free from any conflict of interest with general shareholders and has notified the stock exchange and plans to appoint them as Independent Officers if they are elected.

3. Mr. Kunio Sato and Mr. Yoshiro Iwai are currently Outside Directors of the Company, and their terms of office as Outside Directors will be 8 years and 5 years, respectively, at the conclusion of this General Meeting of Shareholders.

4. Pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has executed agreements with Mr. Kunio Sato and Mr. Yoshiro Iwai to limit their liability for damages under Article 423, Paragraph 1 of the said Act. The maximum amount of liability for damages under the said agreement is the minimum liability amount stipulated by laws and ordinances, and if the reappointment of Mr. Kunio Sato and Mr. Yoshiro Iwai, candidates for Outside Directors, is approved at this General Meeting of Shareholders, the Company plans to continue the said agreement with them.

5. The Company has executed a Directors and Officers Liability Insurance Policy with an insurance company covering Directors, Corporate Auditors, and Executive Officers as insured, which will be renewed in July 2025. Upon approval of their election under this Agenda, each person shall

continue to be insured.

The policy compensates the insured for damages and litigation costs incurred by the insured as a result of claims for damages arising out of acts (including acts of negligence) committed by the insured in connection with their duties as Director, Corporate Auditor, and Officer of the Company; provided, however, that the policy does not cover criminal acts such as bribery, or damages incurred by Officers' intentional illegal acts, thereby ensuring that proper execution of duties by Directors, etc., is not compromised. The insurance premiums are borne entirely by the Company.

**Proposal No. 2: Election of One (1) Audit & Supervisory Board Member**

In order to strengthen and enhance the auditing system, the Company proposes to increase the number of Corporate Auditors by one (1) and to appoint one (1) Corporate Auditor.

Consent of the Board of Corporate Auditors for the submission of this Agenda has been obtained.

The candidates for Corporate Auditor are as follows:

Name (Date of birth)	Career summary, positions and responsibilities	Number of the Company's shares held
Katsuhiko Ashihara (June 21,1970) [New Appointment]	<p>April 1994      Joined the Company</p> <p>January 2014    Manager of Development Div. No. 1</p> <p>January 2019    General Manager of Development Div. No. 1</p> <p>January 2022    General Manager of Technical Development and Planning Promotion Div.</p> <p>June 2024      Corporate Planning &amp; IT Function Officer ; to present</p> <p>[Reason for nomination as a candidate for Audit &amp; Supervisory Board Member]</p> <p>Mr. Katsuhiko Ashihara has extensive experience and knowledge in the technical division and corporate planning division of the Company. He is nominated as a candidate for Corporate Auditor in the belief that his extensive experience and knowledge will be reflected in the audits of the Company.</p>	500

Notes: 1. There are no special interests between each candidate and the Company.

2. The Company has executed a Directors and Officers Liability Insurance Policy with an insurance company covering Directors, Corporate Auditors, and Executive Officers as insured, which will be renewed in July 2025. Upon approval of the election under this Agenda and Mr. Katsuhiko Ashihara will be appointed to the Company Auditor, the person shall continue to be insured. The policy compensates the insured for damages and litigation costs incurred by the insured as a result of claims for damages arising out of acts (including acts of negligence) committed by the insured in connection with the duties as Director, Corporate Auditor, and Officer of the Company; provided, however, that the policy does not cover criminal acts such as bribery, or damages incurred by Officers' intentional illegal acts, thereby ensuring that proper execution of duties by Directors, etc., is not compromised. The insurance premiums are borne entirely by the Company.

(Reference)

<Composition of the Audit & Supervisory Board>

The composition of the Audit & Supervisory Board will be as follows.

Name	Current position
[Incumbent] Nanahiro Funakoshi	Standing Audit & Supervisory Board Member
[New Appointment] Katsuhiro Ashihara	Corporate Planning & IT Function Officer
[Incumbent] [Outside] Takami Kato	Audit & Supervisory Board Member
[Incumbent] [Outside] [Independent] Sachiko Enomoto	Audit & Supervisory Board Member

(Reference)

If Proposal No. 1 is approved as originally proposed, the skills and experiences held by the Directors and Audit & Supervisory Board Member of the Company are as follows:

Name	Position	Corporate Management	Technology and Development	Production Engineering and Manufacturing	Finance and Accounting	Sales and Purchasing	Global (International Experience)	Governance (Internal Control)
Toshio Niimi	Director	○		○			○	○
Shigeki Awazu	Director	○			○	○	○	○
Tomohiro Kano	Director	○	○					
Kunio Sato	Outside Director	○			○	○		○
Yoshiro Iwai	Outside Director		○				○	○
Nanahiro Funakoshi	Auditor				○		○	○
Katsuhiro Ashihara	Auditor		○					
Takami Kato	Outside Auditor			○		○	○	
Sachiko Enomoto	Outside Auditor	○			○		○	○

\*The above list does not represent all the knowledge possessed by the candidates.



**Proposal No. 3: Election of One (1) Substitute Audit & Supervisory Board Member**

In the event that the number of Audit & Supervisory Board members falls below the required number stipulated by laws and regulations, the Company proposes the election of one (1) Substitute Outside Auditor in advance to fill the vacancy of Outside Auditor Mr. Takami Kato and Ms. Sachiko Enomoto. In case of the Substitute Corporate Auditor will be appointed as the Corporate Auditor, the appointed term shall be the remaining term of the predecessor. And, the effect of this resolution will be remained until the start of the next General Meeting of Shareholders, however it could be rescinded by resolution of the Board of Directors with the consent of the Board of Corporate Auditors only before assuming office as an Outside Auditor.

Consent of the Board of Corporate Auditors for the submission of this Agenda has been obtained.

The candidates for Corporate Auditor are as follows:

Name (Date of birth)	Career summary, positions and responsibilities	Number of the Company's shares held
Kazuya Ogata (August 22,1975)	<p>October 2004      Worked at TMI Associates</p> <p>March 2012      Appointed Representative Partner of TMI Partners of Legal corporation</p> <p>April 2012      Established and Worked at TMI Associates Nagoya Office; to present</p> <p>January 2014      Appointed Partner attorney TMI Associates</p> <p>October 2017      Appointed Outside Auditor of QUARTET COMMUNICATIONS Co.,Ltd.; to present</p> <p>April 2020      Appointed Outside Auditor of KOJIMA INDUSTRIES CORPORATION</p> <p>[Reason for nomination as a candidate for Substitute Outside Audit &amp; Supervisory Board Member]</p> <p>While he has not been involved in corporate management directly in the past, he has extensive experience in the corporate law over many years as an attorney and has also served as an Outside Director of other companies. He is nominated as a candidate for Substitute Outside Auditor in the belief that his wealth of experience and deep insight will be reflected in the audits of the Company.</p>	0

Notes: 1. There are no special interests between each candidate and the Company.

2. Mr. Kazuya Ogata is a candidate for Substitute Outside Auditor. Upon approval of the election under this Agenda and Mr. Kazuya Ogata will be appointed to the Company Auditor, the Company plans to notify the stock exchange Mr. Kazuya Ogata as an Independent Officer who has no conflict of interest with general shareholders.

3. Upon approval of the election under this Agenda and Mr. Kazuya Ogata will be appointed to the Company Auditor, pursuant to Article 427, Paragraph 1 of the Companies Act, the Company has executed agreements with Mr. Kazuya Ogata to limit the liability for damages as provided for in Article 423, Paragraph 1 of the said Act. The maximum amount of liability for damages under such agreements is the minimum liability amount pursuant to Article 425, Paragraph 1 of the Companies Act.

4. The Company has executed a Directors and Officers Liability Insurance Policy with an insurance company covering Directors, Corporate Auditors, and Executive Officers as insured, which will be

renewed in July 2025. Upon approval of the election under this Agenda and Mr. Kazuya Ogata will be appointed to the Corporate Auditor, the person shall continue to be insured.

The policy compensates the insured for damages and litigation costs incurred by the insured as a result of claims for damages arising out of acts (including acts of negligence) committed by the insured in connection with the duties as Director, Corporate Auditor, and Officer of the Company; provided, however, that the policy does not cover criminal acts such as bribery, or damages incurred by Officers' intentional illegal acts, thereby ensuring that proper execution of duties by Directors, etc., is not compromised. The insurance premiums are borne entirely by the Company.