

This document has been translated from the Japanese original for the convenience of non-Japanese shareholders. In the event of any discrepancy between this translation and the Japanese original, the original shall prevail.

Securities identification code: 7236

June 6, 2022

To our shareholders:

Tomio Miyazaki
President & COO

T.RAD Co., Ltd.

3-25-3 Yoyogi, Shibuya-ku, Tokyo 151-0053, Japan

NOTICE OF THE 120TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

This is to notify you of the 120th Ordinary General Meeting of Shareholders of T.RAD Co., Ltd. (the “Company”), which will be held as described below.

We would appreciate if instead of attending the meeting in person, you exercise your voting rights in writing (by postal mail) or electronically (over the Internet) after reviewing the attached Reference Documents for the General Meeting of Shareholders.

[If you are exercising your voting rights in writing]

Indicate your approval or disapproval of the proposals on the enclosed Voting Right Exercise Form and return it by postal mail to reach us no later than 5:30 p.m., Monday, June 27, 2022 (Japan Standard Time).

[If you are exercising your voting rights over the Internet]

Access the Company’s designated website for exercising voting rights (<https://www.web54.net>) and follow the on-screen instructions to enter your approval or disapproval of the proposal no later than 5:30 p.m., Monday, June 27, 2022 (Japan Standard Time).

Please refer to “Information on exercising your voting rights over the Internet” on page 4 when exercising your voting rights over the Internet.

Meeting Details

- 1. Date and time:** Tuesday, June 28, 2022 at 10:00 a.m. (Japan Standard Time)
- 2. Venue:** 3F Conference Room, Aioi Nissay Dowa Sonpo Shinjuku Bldg.
3-25-3 Yoyogi, Shibuya-ku, Tokyo

3. Purposes:

Items to be reported:

1. Business Report and Consolidated Financial Statements for the 120th Term (from April 1, 2021 to March 31, 2022), 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 120th Term (from April 1, 2021 to March 31, 2022)

Items to be resolved:

- Proposal 1:** Appropriation of surplus
- Proposal 2:** Amendments to the Articles of Incorporation
- Proposal 3:** Election of six (6) Directors

4. Information on exercising voting rights

Refer to “Information on exercising voting rights” on page 5.

5. Matters disclosed on the Internet

Of the documents to be provided with this Notice of the General Meeting of Shareholders, the matters below have been posted on the Company's website in accordance with the laws and regulations as well as the provisions of Article 19 of the Articles of Incorporation and are not included in the attached documents in this Notice. Accordingly, the attached documents in this Notice are a part of the documents audited by the Audit & Supervisory Board Members or Accounting Auditor when preparing their audit reports.

1. Consolidated Statement of Changes in Equity of the Consolidated Financial Statements
 2. Notes to Consolidated Financial Statements of the Consolidated Financial Statements
 3. Statement of Changes in Equity of the Non-Consolidated Financial Statements
 4. Notes to Non-Consolidated Financial Statements of the Non-Consolidated Financial Statements
- If you are attending the meeting, please submit the enclosed Voting Right Exercise Form at the reception desk. We also ask that you bring this Notice of the General Meeting of Shareholders as a material for the proceeding of the meeting.
 - If you are considering attending the meeting in person, we ask that you carefully judge whether it is correct to do so from the points of view of health and safety after checking the infection status of the novel coronavirus disease (COVID-19). Please note that no gift will be provided to the shareholders who attend the General Meeting of Shareholders.
 - If corrections are made to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-Consolidated Financial Statements or the Consolidated Financial Statements, the corrected information shall be posted on the Company's website.

Information on exercising voting rights

Voting rights may be exercised with one of the following three (3) methods.

If you attend the meeting



If you are attending the meeting, please **submit** the enclosed Voting Right Exercise Form **at the reception desk**.

Date and time:

10:00 a.m., Tuesday, June 28, 2022 (Japan Standard Time)

If you are exercising your voting rights in writing



If you are exercising your voting rights in writing, please indicate your approval or disapproval of the proposal on the enclosed Voting Right Exercise Form and return it by postal mail with no stamp affixed.

Deadline for exercising voting rights:

5:30 p.m., Monday, June 27, 2022 (Japan Standard Time; deadline for the reception of the form)

If you are exercising your voting rights over the Internet



From a PC or smartphone, please access the website for exercising voting rights (<https://www.web54.net>), enter the Voting Right Exercise Code and password written on the enclosed Voting Right Exercise Form and follow the on-screen instructions to enter your approval or disapproval of the proposal.

Deadline for exercising voting rights:

5:30 p.m., Monday, June 27, 2022 (Japan Standard Time; deadline for entry completion)

- (i) To prevent unauthorized access (“spoofing”) from individuals other than the shareholder and falsification of the content of the exercised voting rights, note that the shareholders using this method will be asked to change their passwords on the website for exercising voting rights.
- (ii) A new Voting Right Exercise Code and password will be provided each time we issue a notice of the General Meeting of Shareholders.
- (iii) You will be liable for any fees incurred to access the website for exercising voting rights (such as Internet connection fees and telephone fees).

- * If you exercise your voting rights multiple times over the Internet, the last time that you have exercised your voting rights will be treated as valid.
- * If you exercise your voting rights multiple times with different methods, such as in writing (by postal mail) and over the Internet, the details with which you exercised your voting rights over the Internet will be treated as valid.

Information on exercising your voting rights over the Internet

To exercise your voting rights over the Internet, use a PC or smartphone to access the website for exercising voting rights that is specified by the Company. Then, follow the on-screen instructions to exercise your voting rights.

Website for exercising voting rights

<https://www.web54.net>

You can also connect to the website for exercising voting rights by reading the 2D code shown in the Japanese original document with a smartphone equipped with a barcode reading function. For details on how to operate this function, see the instruction manual of your smartphone.

Deadline for exercising voting rights: 5:30 p.m., Monday, June 27, 2022 (Japan Standard Time; deadline for entry completion)

1 Access the website for exercising voting rights.



- Click "Next".

2 Enter the Voting Right Exercise Code written on the Voting Right Exercise Form.



- Enter the Voting Right Exercise Code.
- Click "Sign in".

3 Enter the password written on the Voting Right Exercise Form.



- Enter the initial password.
- Set a new password that you will actually use.
- Click "Register".

*The operation screens shown here are for reference purposes only.

Next, follow the on-screen instructions to enter your approval or disapproval.

Inquiries regarding exercising your voting rights over the Internet

Sumitomo Mitsui Trust Bank, Limited securities agent web support dedicated phone number

Toll-free number: +81 (0)120-652-031 (hours of operation: 9:00 a.m. to 9:00 p.m.)

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Material

Proposal 1: Appropriation of surplus

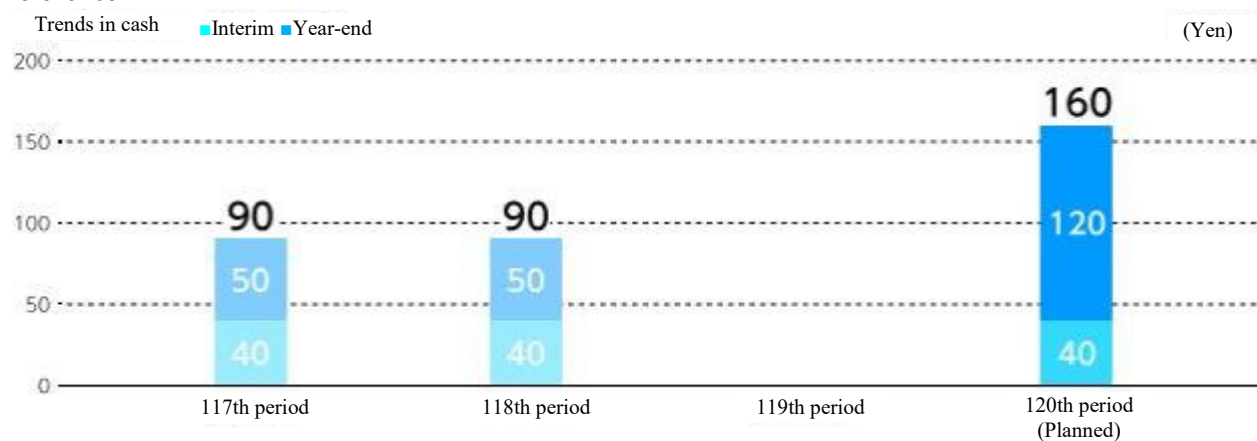
The Company proposes the appropriation of surplus as follows:

Matters related to year-end dividends

The Company proposes the year-end dividends as follows:

- (1) Type of dividend property
Cash
- (2) Allocation of dividend property and total amount thereof
¥120 per common stock of the Company Total amount of dividends: ¥784,187,040
- (3) Effective date of distribution of dividends of surplus
June 29, 2022

Reference



Proposal 2: Amendments to the Articles of Incorporation

1. Reasons for the proposal

The Company’s Articles of Incorporation will be amended as follows:

- (1) Under the drastically changing environment surrounding the Company, the business purpose stipulated in Article 2 of the current Articles of Incorporation will be revised.
- (2) Prior to the commencement of the system for providing informational materials for the general meeting of shareholders, etc. in electronic format under the revised Companies Act to be enforced on September 1, 2022, we will add provisions to Article 19 of the Articles of Incorporation to the effect that the Company will take measures for providing information in electronic format and will partially omit documents to be delivered to shareholders who have requested the delivery of paper-based documents, and the current provision for internet disclosure and deemed provision of reference documents for the general meeting of shareholders, etc. will be deleted.
- (3) With the aim of strengthening the group-wide management base, we will revise the selection of the CEO and COO as stipulated in Article 26 of the current Articles of Incorporation, as well as other accompanying provisions.

2. Details of the amendments

Details of the amendments are as follows:

(Underlined portions indicate amendments.)

Current Articles of Incorporation	Proposed Amendments
Article 1 (Omitted)	Article 1 (Unchanged)
(Purpose) Article 2 The purpose of the Company shall be to conduct the following businesses. 1. <u>Manufacturing and sale of various heat exchangers, including those for automobiles, construction and industrial machinery, and air-conditioning equipment</u> 2. <u>Manufacturing and sale of automotive and other mechanical parts</u> 3. Research and development as well as manufacturing and sale of environment-related equipment 4. All other businesses related or incidental to the preceding items	(Purpose) Article 2 The purpose of the Company shall be to conduct the following businesses. 1. <u>Research and development as well as manufacturing and sale of heat exchanger products used in mobility equipment such as automobiles, and construction and industrial machinery, generators, air conditioning equipment, etc.</u> 2. <u>Research and development as well as manufacturing and sale of environment-related equipment</u> 3. <u>Provision of solutions utilizing thermal energy conversion technology and IT</u> 4. All other businesses related or incidental to the preceding items
Article 3 through Article 13 (Omitted)	Article 3 through Article 13 (Unchanged)

Current Articles of Incorporation	Proposed Amendments
<p>(Convener) Article 14</p> <ol style="list-style-type: none"> The General Meeting of Shareholders shall be convened by the President (COO) based on a resolution of the Board of Directors, except as otherwise provided by laws and regulations. In the absence or disability of the President (COO), another Director shall take charge of the role in the order determined in advance by the Board of Directors. <p>(Chairperson) Article 15</p> <ol style="list-style-type: none"> The Chairperson of the General Meeting of Shareholders shall be the President (COO). In the absence or disability of the President (COO), another Director shall take charge of the role in the order determined in advance by the Board of Directors. <p>Article 16 through Article 18 (Omitted)</p> <p><u>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u> Article 19 <u>When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or presented in the reference documents for the general meeting of shareholders, business report, financial statements and consolidated financial statements through the internet in accordance with the provisions prescribed by the Ministry of Justice Order, it may be deemed that the Company has provided this information to shareholders.</u> (Newly established)</p>	<p>(Convener) Article 14</p> <ol style="list-style-type: none"> The General Meeting of Shareholders shall be convened by the President based on a resolution of the Board of Directors, except as otherwise provided by laws and regulations. In the absence or disability of the President, another Director shall take charge of the role in the order determined in advance by the Board of Directors. <p>(Chairperson) Article 15</p> <ol style="list-style-type: none"> The Chairperson of the General Meeting of Shareholders shall be the President. In the absence or disability of the President, another Director shall take charge of the role in the order determined in advance by the Board of Directors. <p>Article 16 through Article 18 (Unchanged)</p> <p>(Deleted)</p> <p><u>(Measures for providing reference documents for the general meeting of shareholders, etc. in electronic format)</u> Article 19</p> <ol style="list-style-type: none"> <u>When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.</u> <u>Among items for which the measures for providing information in electronic format will be taken, the Company shall not be required to include all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents.</u>

Current Articles of Incorporation	Proposed Amendments
<p>Article 20 through Article 22 (Omitted)</p> <p>(Convener and Chairperson of Board of Directors Meetings)</p> <p>Article 23</p> <ol style="list-style-type: none"> Board of Directors Meetings shall be convened and chaired by the President (<u>COO</u>), except as otherwise provided by laws and regulations. In the absence or disability of the President (<u>COO</u>), another Director shall take charge of the role in the order determined in advance by the Board of Directors. 	<p>Article 20 through Article 22 (Unchanged)</p> <p>(Convener and Chairperson of Board of Directors Meetings)</p> <p>Article 23</p> <ol style="list-style-type: none"> Board of Directors Meetings shall be convened and chaired by the President, except as otherwise provided by laws and regulations. In the absence or disability of the President, another Director shall take charge of the role in the order determined in advance by the Board of Directors.
<p>Article 24 through Article 25 (Omitted)</p> <p>(Representative Director, Directors with Titles and Advisors)</p> <p>Article 26</p> <ol style="list-style-type: none"> The Board of Directors may, by its resolution, select one (1) Chairman (<u>CEO</u>) and one (1) President (<u>COO</u>), and may also appoint several Vice Presidents, Senior Managing Directors, and Managing Directors. The President (<u>COO</u>) shall be the Representative Director and, if necessary, other Directors may be selected as Representative Director by a resolution of the Board of Directors. The Representative Director represents the Company and executes the business of the Company in accordance with resolutions of the Board of Directors. The Board of Directors may, by its resolution, appoint several Director and Advisors as well as Advisors. 	<p>Article 24 through Article 25 (Unchanged)</p> <p>(Representative Director, Directors with Titles and Advisors)</p> <p>Article 26</p> <ol style="list-style-type: none"> The Board of Directors may, by its resolution, select one (1) President, and may also appoint <u>one (1) Chairman and</u> several Vice Presidents, Senior Managing Directors, and Managing Directors. The President shall be the Representative Director and, if necessary, other Directors may be selected as Representative Director by a resolution of the Board of Directors. The Representative Director represents the Company and executes the business of the Company in accordance with resolutions of the Board of Directors. The Board of Directors may, by its resolution, appoint several Director and Advisors as well as Advisors.
<p>(Newly established)</p> <p>Article 27 through Article 43 (Omitted)</p>	<p>4. <u>The Board of Directors may select one (1) CEO (Chief Executive Officer) and one (1) COO (Chief Operating Officer) as the Directors who shall be responsible for overseeing business execution.</u></p> <p>Article 27 through Article 43 (Unchanged)</p>

Current Articles of Incorporation	Proposed Amendments
<p>(Newly established)</p> <p>(Newly established)</p>	<p><u>(Supplementary Provisions)</u></p> <p><u>Article 1</u></p> <p>1. <u>The deletion of the provision of Article 19 in the pre-amended Articles of Incorporation and the establishment of provisions of Article 19 in the amended Articles of Incorporation shall be effective from the date of enforcement provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter referred to as the “Date of Enforcement”).</u></p> <p>2. <u>This provision shall apply from the Date of Enforcement. This provision shall remain in effect until the later of the date when six months have elapsed from the Date of Enforcement or the date when three months have elapsed from the date of the last General Meeting of Shareholders to be held within six months from the Date of Enforcement. When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or presented in the reference documents for the general meeting of shareholders, business report, financial statements and consolidated financial statements through the internet in accordance with the provisions prescribed by the Ministry of Justice Order, it may be deemed that the Company has provided this information to shareholders.</u></p> <p>3. <u>This Article shall be deleted as of the later of the dates specified in the preceding paragraph.</u></p>

Proposal 3: Election of six (6) Directors

The terms of office of all eight (8) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of the following six (6) Directors.

The candidates for Directors are as follows:

No.	Name	Current positions and assignments at the Company	
1	Hiromi Kano	Chairman & CEO	[Reelection]
2	Tomio Miyazaki	President & COO	[Reelection]
3	Yoshitaka Momose	Senior Managing Director, Supervising Technical Division and North America business	[Reelection]
4	Norio Kanai	Managing Director, Supervising Accounting and Financial Affairs, and Business Planning & Administration	[Reelection]
5	Yoshisada Takahashi	Outside Director	[Reelection] [Outside Director] [Independent officer]
6	Ryuichi Murata	Outside Director	[Reelection] [Outside Director] [Independent officer]

No.	Name (Date of birth)	Brief history, positions and assignments at the Company
1	<p style="text-align: center;">Hiromi Kano (October 24, 1945)</p> <p>[Number of the Company's shares owned] 41,559 shares</p> <p>[Number of years in office as a Director of the Company] 22 years</p> <p>[Number of attendances at the Board of Directors Meetings] 13/13</p> <p>[Reelection]</p>	<p>Apr. 1970 Joined Toyo Radiator Co., Ltd. (currently the Company)</p> <p>Jun. 2000 Director of the Company President of CoPAR Inc. (currently T.RAD North America, Inc.) and General Manager of North America Sales Department of the Company</p> <p>Jun. 2002 Managing Director of the Company, in charge of business operations in America / Europe</p> <p>Apr. 2008 President and Representative Director of the Company</p> <p>Jun. 2018 Chairman & CEO of the Company (present position)</p> <p>[Significant concurrent positions outside the Company] -</p> <p>[Reason for nomination as a candidate for Director] Possessing extensive experience overseas and a wide range of experience centered on the area of sales, Hiromi Kano has been in charge of group-wide management, providing strong leadership as President and Representative Director beginning in April 2008 and serving as Chairman & CEO since June 2018. He has been selected as a candidate for Director because we believe he is suited to continue his role in management as the Company seeks to achieve the targets of the 12th management plan. The Company plans for him to serve in the role of Director and Advisor under the new system following his reelection.</p>

No.	Name (Date of birth)	Brief history, positions and assignments at the Company
2	<p data-bbox="368 477 587 544">Tomio Miyazaki (September 16, 1977)</p> <p data-bbox="344 577 612 667">[Number of the Company's shares owned] 13,682 shares</p> <p data-bbox="344 701 612 831">[Number of years in office as a Director of the Company] 8 years</p> <p data-bbox="344 864 612 994">[Number of attendances at the Board of Directors Meetings] 13/13</p> <p data-bbox="416 1028 541 1055">[Reelection]</p>	<p data-bbox="635 324 1070 351">Apr. 2002 Joined Honda Motor Co., Ltd.</p> <p data-bbox="635 367 1321 427">Aug. 2002 Joined Wako Fundamental Technology Research Center of Honda R&D Co., Ltd.</p> <p data-bbox="635 443 991 470">Oct. 2009 Joined Jinya Co., Ltd.</p> <p data-bbox="635 486 1182 512">Oct. 2009 Representative Director of Jinya Co., Ltd.</p> <p data-bbox="635 528 1098 555">Apr. 2012 Founded Jinya Connect Co., Ltd.</p> <p data-bbox="635 571 1273 598">Apr. 2012 Representative Director of Jinya Connect Co., Ltd.</p> <p data-bbox="635 613 1102 640">Jun. 2014 Outside Director of the Company</p> <p data-bbox="635 656 1315 716">Jun. 2017 Director in charge of Business Planning Department of the Company</p> <p data-bbox="635 732 1289 759">Jun. 2018 President & COO of the Company (present position)</p> <p data-bbox="635 775 1166 835">[Significant concurrent positions outside the Company] President and CEO of T.RAD CONNECT Co., Ltd.</p> <p data-bbox="635 851 1327 1196">[Reason for nomination as a candidate for Director] From June 2014, Tomio Miyazaki has actively provided opinions and advice as Outside Director on the basis of his extensive experience and deep knowledge of corporate management. Since June 2018, he has been responsible for execution of business as President & COO of the Company and has been in charge of group-wide management, providing strong leadership. He has been selected as a candidate for Director because we believe he is suited to continue his role in management as the Company seeks to achieve the targets of the 12th management plan. The Company plans for him to serve in the role of President, CEO & COO of the company under the new system following his reelection.</p>

No.	Name (Date of birth)	Brief history, positions and assignments at the Company
3	<p data-bbox="347 622 612 689">Yoshitaka Momose (December 7, 1957)</p> <p data-bbox="347 725 612 815">[Number of the Company's shares owned] 19,650 shares</p> <p data-bbox="347 851 612 976">[Number of years in office as a Director of the Company] 13 years</p> <p data-bbox="347 1012 612 1137">[Number of attendances at the Board of Directors Meetings] 13/13</p> <p data-bbox="416 1173 544 1196">[Reelection]</p>	<p data-bbox="635 322 1319 389">Apr. 1981 Joined Toyo Radiator Co., Ltd. (currently the Company)</p> <p data-bbox="635 398 1319 465">Oct. 2001 General Manager of Nagoya Works Plant Control Dept. of the Company</p> <p data-bbox="635 474 1319 542">Jul. 2002 General Manager of Hatano Works Plant Control Dept. of the Company</p> <p data-bbox="635 551 1319 618">Nov. 2003 General Manager of Hatano Works Production Dept. and Plant Control Dept. of the Company</p> <p data-bbox="635 627 1319 694">Jun. 2006 Executive Officer of the Company President of T.RAD Czech s.r.o</p> <p data-bbox="635 703 1319 725">Jul. 2008 Managing Executive Officer of the Company</p> <p data-bbox="635 748 1319 770">Jun. 2009 Managing Director of the Company</p> <p data-bbox="635 792 1319 882">Apr. 2017 Supervising North America business, and in charge of Sales, Technical and Quality Division of the Company</p> <p data-bbox="635 904 1319 972">Jun. 2018 Senior Managing Director of the Company (present position)</p> <p data-bbox="635 981 1319 1048">Mar. 2022 Supervising Technical Division and North America business of the Company (present position)</p> <p data-bbox="635 1057 1319 1102">[Significant concurrent positions outside the Company] -</p> <p data-bbox="635 1133 1319 1480">[Reason for nomination as a candidate for Director] Possessing extensive overseas experience and a wide range of experience centered on the areas of production and sales, and being familiar with global operations, Yoshitaka Momose has exercised strong leadership. From 2022, he is responsible for supervising the Technical Division and North America business. He has been selected as a candidate for Director because we believe he is suited for a role in management as the Company seeks to achieve the targets of the 12th management plan. The Company plans for him to continue to take on his responsibilities of supervising the Technical Division and North America business as Senior Managing Director under the new system following his reelection.</p>

No.	Name (Date of birth)	Brief history, positions and assignments at the Company
4	<p style="text-align: center;">Norio Kanai (June 25, 1959)</p> <p>[Number of the Company's shares owned] 12,733 shares</p> <p>[Number of years in office as a Director of the Company] 2 years</p> <p>[Number of attendances at the Board of Directors Meetings] 13/13</p> <p>[Reelection]</p>	<p>Apr. 1982 Joined The Dai-Ichi Kangyo Bank, Limited</p> <p>Jul. 2008 General Manager of Structured Products Department of Mizuho Trust & Banking Co., Ltd.</p> <p>Jul. 2010 Joined the Company as General Manager of Accounting and Financial Affairs Dept.</p> <p>Apr. 2012 Executive Officer of the Company</p> <p>Jun. 2018 Managing Executive Officer of the Company</p> <p>Jan. 2020 Supervising Accounting and Financial Affairs, Business Planning, and General Affairs of the Company</p> <p>Jun. 2020 Managing Director of the Company (present position)</p> <p>Jan. 2021 Supervising Accounting and Financial Affairs, and Business Planning & Administration of the Company (present position)</p> <p>[Significant concurrent positions outside the Company] -</p> <p>[Reason for nomination as a candidate for Director] Since joining the Company, Norio Kanai has been in charge of the entirety of the Company's accounting and financial affairs. He has exercised strong leadership in management on the basis of, predominantly, his financial analysis. From fiscal 2022, he is using his extensive experience and deep insight to supervise business planning & administration. He has been selected as a candidate for Director because we believe he is suited for a role in management as the Company seeks to achieve the targets of the 12th management plan. The Company plans for him to continue his responsibilities in supervising Accounting and Financial Affairs, and Business Planning & Administration as Managing Director under the new system following his reelection.</p>

No.	Name (Date of birth)	Brief history and positions at the Company
5	<p data-bbox="344 629 635 696">Yoshisada Takahashi (December 8, 1955)</p> <p data-bbox="344 734 635 824">[Number of the Company's shares owned] 0 shares</p> <p data-bbox="344 862 635 952">[Number of years in office as a Director of the Company] 3 years</p> <p data-bbox="344 990 635 1113">[Number of attendances at the Board of Directors Meetings] 13/13</p> <p data-bbox="344 1151 635 1240">[Reelection] [Outside Director] [Independent officer]</p>	<p data-bbox="654 324 1319 347">Apr. 1978 Joined Komatsu Ltd.</p> <p data-bbox="654 369 1319 392">Jun. 1995 Plant Manager of Komatsu Brasil International Ltda.</p> <p data-bbox="654 414 1319 470">Apr. 2006 Executive Officer and Plant Manager of Awazu Plant of Komatsu Ltd.</p> <p data-bbox="654 492 1319 548">Apr. 2008 Executive Officer and Plant Manager of Osaka Plant of Komatsu Ltd.</p> <p data-bbox="654 571 1319 627">Apr. 2012 Senior Executive Officer, President of Production Division, Supervising Environment of Komatsu Ltd.</p> <p data-bbox="654 649 1319 772">Apr. 2016 Senior Executive Officer, Chief Information & Innovation Officer, President of Information Strategy Division, Supervising Production and Industrial Machinery Business of Komatsu Ltd.</p> <p data-bbox="654 795 1319 907">Apr. 2017 Executive Vice President, Chief Information & Innovation Officer, President of Information Strategy Division, Supervising Industrial Machinery Business of Komatsu Ltd.</p> <p data-bbox="654 929 1319 952">Apr. 2019 Advisor to President of Komatsu Ltd.</p> <p data-bbox="654 974 1319 996">Jun. 2019 Outside Director of the Company (present position)</p> <p data-bbox="654 1019 1319 1041">Jul. 2019 Consultant of Komatsu Ltd. (present position)</p> <p data-bbox="654 1064 1319 1086">Sep. 2019 Consultant of Ishikawa Prefecture (present position)</p> <p data-bbox="654 1108 1319 1198">[Significant concurrent positions outside the Company] Consultant of Komatsu Ltd. Consultant of Ishikawa Prefecture (in charge of industry promotion)</p> <p data-bbox="654 1220 1319 1550">[Reason for nomination as a candidate for Outside Director and expected roles] Yoshisada Takahashi has been selected as a candidate for Outside Director for his abundant knowledge of corporate management. We believe that he would give us opinions and suggestions for the overall management environment surrounding the Company in particular by leveraging his knowledge. If he is elected, he will serve as a member of the Nomination and Remuneration Committee and will be involved in selecting candidates for Directors, Officers, and Audit & Supervisory Board Members of the Company and deciding their remuneration, etc., from an objective and neutral standpoint.</p>

No.	Name (Date of birth)	Brief history and positions at the Company
6	<p>Ryuichi Murata (April 12, 1948)</p> <p>[Number of the Company's shares owned] 0 shares</p> <p>[Number of years in office as a Director of the Company] 1 year</p> <p>[Number of attendances at the Board of Directors Meetings] 9/10</p> <p>[Reelection] [Outside Director] [Independent officer]</p>	<p>Mar. 1971 Joined The Mitsubishi Bank, Limited</p> <p>Jan. 2006 Member of the Board of Directors, Senior Managing Executive Officer of The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p>May 2006 Deputy President of The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p>Jun. 2009 Director, Deputy President of Mitsubishi UFJ Lease & Finance Company Limited (currently Mitsubishi HC Capital Inc.)</p> <p>Jun. 2010 Representative Director, President & CEO of Mitsubishi UFJ Lease & Finance Company Limited (currently Mitsubishi HC Capital Inc.)</p> <p>Jun. 2012 Representative Director, Chairman of Mitsubishi UFJ Lease & Finance Company Limited (currently Mitsubishi HC Capital Inc.)</p> <p>Jun. 2017 External Director of Kintetsu Group Holdings Co., Ltd. (present position)</p> <p>Jun. 2018 Outside Director of Eisai Co., Ltd. (present position)</p> <p>Jul. 2018 Senior Advisor to Mitsubishi UFJ Lease & Finance Company Limited (currently Mitsubishi HC Capital Inc.) (present position)</p> <p>Jun. 2021 Outside Director of the Company (present position)</p> <p>[Significant concurrent positions outside the Company] External Director of Kintetsu Group Holdings Co., Ltd. (scheduled to retire on June 17, 2022) Outside Director of Eisai Co., Ltd. (scheduled to retire on June 17, 2022) Senior Advisor to Mitsubishi HC Capital Inc.</p> <p>[Reason for nomination as a candidate for Outside Director and expected roles] Ryuichi Murata has been selected as a candidate for Outside Director for his abundant knowledge of corporate management across different industries. We believe that he will supervise the overall management of the Company by leveraging his knowledge. If he is elected, he will serve as a member of the Nomination and Remuneration Committee and will be involved in selecting candidates for Directors, Officers, and Audit & Supervisory Board Members of the Company and deciding their remuneration, etc., from an objective and neutral standpoint.</p>

Notes:

1. There is no special interest between the candidates and the Company.
2. The number of the Company's shares owned includes shares of stock in Officer's Shareholding Association.
3. Yoshisada Takahashi and Ryuichi Murata are candidates for Outside Director.
4. Yoshisada Takahashi and Ryuichi Murata are currently Outside Directors of the Company, and their terms of office as Outside Directors will be three (3) years for Yoshisada Takahashi and one (1) year for Ryuichi Murata at the conclusion of this Ordinary General Meeting of Shareholders.
5. The Company has reported Yoshisada Takahashi and Ryuichi Murata to the Tokyo Stock Exchange as independent officers as defined by the Exchange, and if their reelection is approved, they will continue to serve as independent officers.
6. Yoshisada Takahashi was involved in business execution for Komatsu Ltd., a specified associated service provider (an important counterparty) of the Company, within the past ten (10) years. Note that his positions and assignments at that company during the past ten (10) years are as noted in the above "Brief history and positions at the Company."
7. Pursuant to Article 427, paragraph 1 of the Companies Act, the Company has entered into agreements with Yoshisada Takahashi and Ryuichi Murata to limit their liability for damages under Article 423, paragraph 1 of the same Act. Their maximum amount of the liability for damages under these agreements is the amount stipulated by laws and regulations. If the reelection of Yoshisada Takahashi and Ryuichi Murata is approved, the Company intends to continue the agreements with them.
8. The Company has entered into a directors and officers liability insurance policy as stipulated in Article 430-3, paragraph 1 of the Companies Act with an insurance company. The policy covers the litigation expenses incurred in third-party litigation, shareholder derivative suits, and corporate litigation for the insureds including the Directors of the Company, and the amount of indemnification arising out of such event (However, the coverage excludes actions taken with full knowledge of their illegality.). The entire premium for this policy is paid by the Company. If the candidate is elected as Director, the Director is included as an insured under the policy. The Company plans to renew the insurance policy with the same terms at the next renewal.

Reference

If Proposal 3 is approved and adopted in its original form, the composition of officers and skills of each officer will be as listed below.

		Corporate Management	Finance & Accounting /Internal Control	Engineering/R&D	Production/ Plant Engineering	IT/DX	Global Business/ Sales
Director	Hiromi Kano	○					○
	Tomio Miyazaki	○		○		○	
	Yoshitaka Momose			○	○		○
	Norio Kanai		○				○
	Yoshisada Takahashi	○			○	○	○
	Ryuichi Murata	○	○				
Audit & Supervisory Board Member	Kimiaki Nakano		○	○			
	Yasutaka Oba	○	○				
	Mikio Endo	○					

[Reasons for Adopting Items in Skills Matrix]

Skill Items	Reasons for Adoption
Corporate Management	While the entire industry is being transformed, in order to make appropriate management decisions and to embody the T.RAD Management Philosophy, we need members of the Board of Directors with management experience and track records, the skills to formulate sustainable growth strategies, as well as experience and skills in other industries.
Finance & Accounting/Internal Control	In order to maximize corporate value through the efficient management of the Company's capital, we need members of the Board of Directors with the skills and knowledge for conducting accurate financial reporting, building a strong financial base, and formulating financial and capital strategies that enable growth investments and shareholder returns for sustainably raising corporate value, as well as internal control skills to establish an appropriate governance system.
Engineering/R&D	As the world moves significantly toward carbon neutrality, it is necessary to continue to create and provide value-added products that respond to the rapidly advancing electrification of automobiles, as well as to further improve the performance of existing products. For this purpose, we need members of the Board of Directors who are skilled in advanced technologies, and have track records in promoting various innovations as well as the skills and experience to proactively address issues in the global environment field from a management perspective.
Production/Plant Engineering	In order for the Company to continuously provide products which is safe and secure as well as high-performance and high-quality, it is essential to improve and promote safe and highly efficient production facilities and manufacturing technology capabilities that incorporate advanced technologies. Therefore, we need members of the Board of Directors with high skills and experience in the areas of manufacturing and production engineering.
IT/DX	With the speed of digitalization accelerating at customers and competitors, in order for the Company to ensure a higher level of competitiveness, it is essential to promote business reform and DX through the use of IT and to improve productivity through the use of IoT and AI. In order to do so, we need members of the Board of Directors with track records in promoting various innovations and with skills and knowledge in the field of digital technology.
Global Business/Sales	Amidst a rapidly changing global economic environment, in order to further solidify our global structure, which is our growth area, and to maximize results, we need members of the Board of Directors with extensive skills and experience in business management, business environment, lifestyle, and sales strategies overseas.