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Securities code: 5310 March 11, 2024

To Our Shareholders,

Naotaka Kondo Representative Director Chairman & President, CEO **Toyo Tanso Co., Ltd.** 1-13-1 Umeda, Kita-ku, Osaka

Notice of the 82nd Ordinary General Shareholders Meeting

You are cordially informed of the 82nd Ordinary General Shareholders Meeting of Toyo Tanso Co., Ltd. (the "Company") to be held as described on the next page.

When convening this General Shareholders Meeting, the Company takes measures for providing information that constitutes the content of Reference Documents for the General Shareholders Meeting, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information as "Notice of the 82nd Ordinary General Shareholders Meeting." Please access either of the following websites using the internet addresses shown below to review the information.

The Company's website:

https://www.toyotanso.co.jp/IR/irnews.html (in Japanese)

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

https://d.sokai.jp/5310/teiji/ (in Japanese)

TSE website (Listed Company Search):

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

* Enter the issue name "Toyo Tanso" or the securities code "5310" 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]."

Details

1. Date and time: Thursday, March 28, 2024, at 10:00 a.m. (JST) (Reception starts at 9:30 a.m.) **2. Venue:** Umeda South Conference Room (11F Osaka Umeda Twin Towers South)

1-13-1 Umeda, Kita-ku, Osaka

1-13-1 Umeda, Kita-ku, Osa

3. Purpose of the meeting

Matters to be reported:

1. Report on the Business Report, the Consolidated Financial Statements and audit reports by the Accounting Auditor and the Audit & Supervisory Board for the Consolidated Financial Statements for the 82nd term (from January 1, 2023 to December 31, 2023)

2. Report on the Non-consolidated Financial Statements for the 82nd term (from January 1, 2023 to December 31, 2023)

Matters to be resolved:

Proposal 1: Appropriation of surplus **Proposal 2:** Election of five (5) Directors

- * If you attend the meeting in person, please present the enclosed Voting Card at the reception desk upon your arrival at the meeting.
- * If the necessity to make revisions to the matters for which measures for providing information in electronic format are to be taken arises, a notice of the revisions and the details of the matters before and after the revisions will be posted on the aforementioned websites.
- * Among the matters subject to measures for electronic provision, in accordance with the provisions of laws and regulations and Article 15, Paragraph 2 of the Articles of Incorporation of the Company, the following matters are not provided in the paper-based documents delivered to shareholders who have made a request for delivery of such documents. These matters are listed in the "Notice of the 82nd Ordinary General Shareholders Meeting [Matters not Provided for in the Documents Delivered to Shareholders who have Requested the Delivery of Paper-based Documents as Provided for by the Provisions of Laws and Regulations and the Articles of Incorporation]."
 - (i) "Notes to the Consolidated Financial Statements" and (ii) "Notes to the Non-consolidated Financial Statements"

Note that matters not included in the documents delivered to shareholders who have requested the delivery of the aforementioned documents are included in the scope of audits by the Audit & Supervisory Board Members and Accounting Auditor.

Reference Documents for the General Shareholders Meeting

Proposals and References

Proposal 1: Appropriation of surplus

We hereby propose the year-end dividends below.

The Company's basic policy is to make strategic investments in order to strengthen competitiveness and enhance corporate value over the long term, and to distribute profits to shareholders in a continuous and stable fashion (payout ratio 30% or higher) with due comprehensive consideration of business results for each fiscal year and funding needs, etc., for the future expansion of business operations and reinforcement of the operating foundations. The Company intends to use internal reserves for capital expenditures for production-related facilities, development of new products and investment in research and development.

Based on the above policy and financial results for the current term, the Company plans to pay a year-end dividend of ¥110 per share for the current term.

<Year-end dividend>

(1) Type of dividend property

Cash

(2) Allotment of dividend property to shareholders and total amount thereof

¥110 per share of common stock of the Company

Total amount of dividends: ¥2,306,966,310

(3) Effective date of dividends from surplus

March 29, 2024

Proposal 2: Election of five (5) Directors

The terms of office of all of the six (6) Directors will expire at the conclusion of this meeting. Therefore, we propose the election of five (5) Directors, decreasing the number of Directors by one (1). Of the five (5) candidates, three (3) are candidates for Outside Director.

The candidates for Director are as follows:

Candidate No.		Name		Position and responsibilities in the Company	Status of attendance at Board of Directors meetings
1	[Reelection]		Naotaka Kondo	Representative Director, Chairman & President, Chief Executive Officer (CEO)	100% (17/17)
2	[Reelection]		Tatsuro Hamada	Director, Senior Executive Officer, Director of Division, Corporate Planning Division, In charge of Global Sales Division, In charge of Global Supply Chain Promotion Department, Corporate Planning Division	100% (17/17)
3	[Reelection]	[Outside] [Independent]	Shusuke Matsuo	Director	100% (17/17)
4	[Reelection]	[Outside] [Independent]	Keiko Kosaka	Director	100% (17/17)
5	[Reelection]	[Outside] [Independent]	Makio Naito	Director	100% (13/13)

Note: Makio Naito's status of attendance includes his attendance to Board of Directors meetings held during the current fiscal year since his appointment as Director on March 30, 2023.

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company and important concurrent positions		Number of the Company's shares held
	Naotaka Kondo (May 5, 1957)	Apr. 1980 Dec. 1985 Mar. 1994 Nov. 2000 Aug. 2001 Mar. 2002 Jul. 2003 Sep. 2003 Jan. 2007 Aug. 2007	Joined MITSUI & CO., LTD. Joined the Company Director Managing Executive Officer Director Managing Director Senior Managing Director Senior Managing Executive Officer Representative Director, NT Corporation (incumbent) Representative Director, the Company Senior Vice President Executive Vice President Assistant to President	shares held
1	[Reelection] Number of years in	Mar. 2008 Aug. 2009 Jun. 2012 Jan. 2013 May 2013 Nov. 2013	Director of Division, Sales Division President Executive President Senior Advisor Director, Shizen Energy Inc. Retired from the Company Representative Director, Chief Executive Officer, Via Mechanics,	1,219,480
	office (at the conclusion of this General Shareholders Meeting) 6 years Status of attendance at		Ltd. Chairman, Via Mechanics, Ltd. Board Director, Japan Investment Adviser Co., Ltd. Audit & Supervisory Board Member, Shizen Energy Inc. Chairman, the Company (incumbent) Representative Director (incumbent) Executive Chairman (incumbent)	
	Board of Directors meetings 17/17	President, To	Chief Executive Officer (CEO) (incumbent) President (incumbent) Executive President (incumbent) President, TOYO TANSO TAIWAN CO., LTD. (incumbent) concurrent positions> DYO TANSO TAIWAN CO., LTD. ve Director, NT Corporation	

Reasons for nomination as Director

Naotaka Kondo has a wealth of experience and knowledge serving in management positions, exercising strong leadership since being appointed to the office of Representative Director of the Company in 2018, and he has driven initiatives to reinforce corporate governance and to implement the Company's growth strategy. Considering the above, the Company has nominated him as a candidate for Director because he is expected to appropriately execute duties as a Director of the Company and contribute to the increase of corporate value.

No.	Name (Date of birth)	Ca	areer summary, position and responsibilities in the Company and important concurrent positions	Number of the Company's shares held
		Apr. 1983	Joined Bridgestone Corporation	
		Feb. 1995	Lead Advisor, Akron Central Research Center, BRIDGESTONE/FIRESTONE, INC. (current BRIDGESTONE AMERICAS, INC.)	
		Apr. 2004	General Manager, Tire Materials Development Department, Tire	
	Tatsuro Hamada	1	Materials Development Division, Bridgestone Corporation	
	(Oct. 30, 1957)	Jul. 2007	Director, Tire Materials Development Division, Bridgestone Corporation	
		Jul. 2009	Director, Internal Manufacturing Management Division, Bridgestone Corporation	
		Jul. 2010	Vice President and Officer, In charge of Internal Manufacturing Management, Bridgestone Corporation	
		May 2011	In charge of Tire Research and Material Development, Bridgestone Corporation	
		Jan. 2015	Assistant to Chief Technology Officer, Bridgestone Corporation	
		Jan. 2017	In charge of Central Research, Bridgestone Corporation	
		Sep. 2017	Joined the Company	
		1	Executive Officer	
	[Reelection]		In charge of Technical Development Division	2,683
		Apr. 2018	General Manager, Materials Development Department, Technical Development Division	
2	Number of years in office	Sep. 2018	Director of Division, Global R&D Division	
	(at the conclusion of	Feb. 2019	Director of Division, Corporate Planning Division (incumbent)	
	this General	Mar. 2019	Director (incumbent)	
	Shareholders Meeting)		In charge of Global R&D Division	
	5 years	Jun. 2019	Representative Director, Chairman, TOYO TANSO EUROPE S.p.A. (incumbent)	
	Status of attendance at	Aug. 2021	Chairman, SHANGHAI TOYO TANSO CO., LTD.	
	Board of Directors		Chairman, SHANGHAI TOYO TANSO INDUSTRIAL CO., LTD.	
	meetings		Chairman, TOYO TANSO (ZHEJIANG) CO., LTD.	
	17/17	Nov. 2021	In charge of Global Sales Division, the Company (incumbent)	
		Jun. 2023	In charge of Global Supply Chain Promotion Department, Corporate	
			Planning Division (incumbent)	
		Jan. 2024	Senior Executive Officer (incumbent)	
			concurrent positions>	
		Representati	ve Director, Chairman, TOYO TANSO EUROPE S.p.A.	

Reasons for nomination as Director

Tatsuro Hamada was involved for many years in the development division of a tire manufacturer and has experience as both an executive officer and the head of a management division. Since joining the Company, he has contributed to reforms of technical development, business development and promoting management strategy. Considering the above, the Company has nominated him as a candidate for Director because he is expected to appropriately execute duties as a Director of the Company and contribute to the increase of corporate value.

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company and important concurrent positions	Number of the Company's shares held
3	Reelection Outside Independent Number of years in office (at the conclusion of this General Shareholders Meeting) 4 years Status of attendance at Board of Directors meetings 17/17	Apr. 1971 Apr. 1996 Apr. 1996 Vice President, Marubeni Germany plc Vice President, Marubeni Europe plc President, Marubeni Germany plc May 2003 Joined RIKEN TECHNOS CORPORATION Jun. 2004 Director, General Manager of Film Business, RIKEN TECHNOS CORPORATION Jul. 2009 Joined KUREHA CORPORATION Deputy General Manager of Advanced Materials Division Apr. 2010 Vice President, General Manager of Advanced Materials Division, KUREHA CORPORATION Apr. 2011 Jun. 2012 Director, KUREHA CORPORATION Apr. 2013 Apr. 2014 General Manager of PGA Division, KUREHA CORPORATION Managing Director of Advanced Materials and PGA Businesses, KUREHA CORPORATION Jun. 2015 Special Advisor, KUREHA CORPORATION Mar. 2020 Director, the Company (incumbent)	899

Reasons for nomination as Outside Director and overview of expected roles

Shusuke Matsuo is expected to offer useful advice for the development of the Company's business because he has experience serving on the management at chemicals manufacturers, experience as a manager at the overseas subsidiaries of a general trading company, extensive experience and a wealth of knowledge concerning management from a global perspective, and experience as an Outside Director at the Company, and he is expected to appropriately fulfill the role of overseeing the execution of business and contribute to the discussion and review of overall management strategy. Accordingly, the Company has nominated him as a candidate for Outside Director.

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company and important concurrent positions	Number of the Company's shares held
	Keiko Kosaka (Sep. 20, 1976)	Oct. 2002 Registered as lawyer Joined Irokawa Law Office (current Irokawa Legal Professional Corporation)	
		Jan. 2009 Partner, Irokawa Law Office (current Irokawa Legal Professional Corporation) Jun. 2016 Audit & Supervisory Board Member, Nihon Yamamura Glass Co., Ltd. Jun. 2017 Director (Audit and Supervisory Committee Member), Nihon Yamamura Glass Co., Ltd. (incumbent) Audit & Supervisory Board Member, Asia and Pacific Trade Center Co., Ltd. (incumbent) Mar. 2018 Audit & Supervisory Board Member, the Company Jun. 2018 Audit & Supervisory Board Member, FALCO HOLDINGS Co., Ltd.	
	Reelection Outside Independent	Jan. 2020 Legal Employee, Irokawa Legal Professional Corporation (incumbent) Jun. 2021 Director (Audit Committee Member), FALCO HOLDINGS Co., Ltd. (incumbent)	518
4	Number of years in office (at the conclusion of this General Shareholders Meeting) 2 years	Mar. 2022 Director, the Company (incumbent) <important concurrent="" positions=""> Legal Employee, Irokawa Legal Professional Corporation Outside Director (Audit and Supervisory Committee Member), Nihon Yamamura Glass Co., Ltd. Outside Audit & Supervisory Board Member, Asia and Pacific Trade Center Co., Ltd.</important>	
	Status of attendance at Board of Directors meetings 17/17	Outside Director (Audit Committee Member), FALCO HOLDINGS Co., Ltd.	

Reasons for nomination as Outside Director and overview of expected roles

Although Keiko Kosaka does not have experience of being involved in corporate management other than being an outside officer, she has knowledge and experience with corporate law cultivated over many years as a lawyer in the area of corporate law. Furthermore, based on her experience of contributing to auditing at the Company as an Outside Audit & Supervisory Board Member since March 2018 and her experience as an outside director and outside audit & supervisory board member at other companies, the Company expects that she will appropriately fulfill the role of overseeing the execution of business and contribute to the strengthening of the Company's corporate governance, and has therefore nominated her as a candidate for Outside Director.

Keiko Kosaka is concurrently serving as Partner at Irokawa Legal Professional Corporation, serving as an Outside Director (Audit and Supervisory Committee Member) at Nihon Yamamura Glass Co., Ltd., serving as an Outside Director (Audit Committee Member) at FALCO HOLDINGS Co., Ltd., and serving as an Outside Audit & Supervisory Board Member at Asia and Pacific Trade Center Co., Ltd. There is no particular information that must be reported concerning the relationships between the Company and the aforementioned companies.

No.	Name (Date of birth)	Career summary position and responsibilities in the Company		Number of the Company's shares held
	Makio Naito (Oct. 11, 1957)	Apr. 1982 Mar. 1993 Aug. 1993 Apr. 2001 May 2002 Jun. 2002 Apr. 2005	Joined Powder Technology Research Institute (current HOSOKAWA MICRON CORPORATION) Retired from Powder Technology Research Institute (current HOSOKAWA MICRON CORPORATION) Joined Japan Fine Ceramics Center Vice Director, Japan Fine Ceramics Center Retired from Japan Fine Ceramics Center Professor, Endowed Research Division of Nanoparticle Joining Technology, Joining and Welding Research Institute, OSAKA UNIVERSITY Professor, Smart Processing Research Center (current Research Center for Additive Joining Application), Joining and Welding Research Institute, OSAKA UNIVERSITY	
5	Reelection Outside Independent Number of years in office (at the conclusion of this General Shareholders Meeting) 1 year	Dec. 2005 Apr. 2007 Nov. 2007 Apr. 2009 Mar. 2023 Apr. 2023	Joined Kurimoto, Ltd. Director, Nanomaterials Research Institute, Kurimoto, Ltd. Director, HOSOKAWA MICRON CORPORATION Director, Smart Processing Research Center (current Research Center for Additive Joining Application), Joining and Welding Research Institute, OSAKA UNIVERSITY Retired from Kurimoto, Ltd. Vice Director, Joining and Welding Research Institute, OSAKA UNIVERSITY Director, the Company (incumbent) Professor Emeritus, OSAKA UNIVERSITY (incumbent)	43
	Status of attendance at Board of Directors meetings 13/13			

Reasons for nomination as Outside Director and overview of expected roles

Makio Naito is expected to offer useful advice for the development of the Company's business because he has a wealth of academic experience as a specialist, serving in research and management at industrial machinery manufacturers, and with many years of engagement in research relating to powder engineering at OSAKA UNIVERSITY, where he served as a professor. He is expected to appropriately fulfill the role of overseeing the execution of business from an objective standpoint regarding the Company's overall management, and contribute to the discussion and review of overall management. Accordingly, the Company has nominated him as a candidate for Outside Director.

Notes: 1. There is no special interest between any of the candidates and the Company.

- 2. The Company has entered into a liability insurance contract with an insurance company for directors and officers, etc., as stipulated in Article 430-3, paragraph 1 of the Companies Act. The insurance contract covers losses such as damages and costs of litigation in the event of a claim for damages during the insurance period arising from the insured's performance of their duties. Each of the candidates will be included as insureds under the liability insurance contract if they are selected as Directors and assume office. In addition, the Company plans to renew the contract with the same details at the next renewal.
- 3. Shusuke Matsuo, Keiko Kosaka and Makio Naito are candidates for Outside Director.
- 4. The number of the Company's shares held by each candidate is provided as the actual number of shares held as of December 31, 2023, including holdings in the Company's officers' shareholding association.
- 5. Matters concerning the candidates for Outside Director are as follows:
 - (1) Liability limitation agreement with candidates for Outside Director
 - (i) The Company has concluded agreements with Shusuke Matsuo, Keiko Kosaka and Makio Naito for limitation of liability as provided for in Article 423, paragraph 1 of the Companies Act. The maximum amount of liability for damages under such agreement is the higher of ¥5,000,000 or the minimum liability amount as provided for by the laws and regulations. In the event that they are reelected, the Company intends to continue the agreements that it has concluded with them.
 - (2) Independence of candidates for Outside Director
 - (i) The Company has notified Shusuke Matsuo, Keiko Kosaka and Makio Naito as independent officers as prescribed by the Tokyo Stock Exchange. If they are re-elected, the Company plans to maintain their positions as independent officers.
 - (ii) Shusuke Matsuo served at KUREHA CORPORATION, the group company of a client of the Company, but he retired from KUREHA CORPORATION in June 2017. Moreover, in the 82nd fiscal year of the Company (from

- January 1, 2023 to December 31, 2023), the amount of transactions between the Company and the client was about ¥58,000,000, the size of this amount is less than 1% of the Company's or the Company's client's net sales, and there is no transaction between the Company and KUREHA CORPORATION. Therefore, it is considered that there is no risk of conflict of interest between Shusuke Matsuo and general shareholders.
- (iii) Makio Naito served at HOSOKAWA MICRON CORPORATION, a client of the Company, but he retired from HOSOKAWA MICRON CORPORATION in December 2014. Moreover, in the 82nd fiscal year of the Company (from January 1, 2023 to December 31, 2023), the amount of transactions between the Company and the client was about \(\frac{4}{2}5,000,000\), and the size of this amount is less than 1% of the Company's or the Company's client's net sales. Therefore, it is considered that there is no risk of conflict of interest between Makio Naito and general shareholders.
- 6. Keiko Kosaka has previously served as a non-executive officer (Audit & Supervisory Board Member) of the Company.

Skill matrix of expertise and area of experience held by Directors and Audit & Supervisory Board Members

Position	Responsibility	Name	Overall management	Key businesses/ Industry experience (Materials industry)	Global management	Sales/ Marketing	R&D/ Production technology
Director Chairman & President (Representative Director)	Chief Executive Officer (CEO)	Naotaka Kondo	1	1	1	1	✓
Director	Director of Division, Corporate Planning Division, In charge of Global Sales Division, In charge of Global Supply Chain Promotion Department, Corporate Planning Division	Tatsuro Hamada	\	✓	\	V	✓
Director (Outside)		Shusuke Matsuo	✓	✓	✓	✓	
Director (Outside)		Keiko Kosaka					
Director (Outside)		Makio Naito	✓	✓	✓		✓
Standing Audit & Supervisory Board Member		Toshimi Boki					
Audit & Supervisory Board Member (Outside)		Kazuhiro Imai					
Audit & Supervisory Board Member (Outside)		Junko Uemura					

Position	Responsibility	Name	Quality control/ Procurement and logistics	Sustainability (ESG)	IT/ AI and IoT/DX	Legal affairs/ Personnel/ Risk management, etc.	Finance/ Institutional accounting/ Management accounting/ Taxation
Director Chairman & President (Representative Director)	Chief Executive Officer (CEO)	Naotaka Kondo	1	1	1	1	1
Director	Director of Division, Corporate Planning Division, In charge of Global Sales Division, In charge of Global Supply Chain Promotion Department, Corporate Planning Division	Tatsuro Hamada		\			
Director (Outside)		Shusuke Matsuo				1	1
Director (Outside)		Keiko Kosaka		✓		1	
Director (Outside)		Makio Naito		✓			
Standing Audit & Supervisory Board Member		Toshimi Boki	1		1		1
Audit & Supervisory Board Member (Outside)		Kazuhiro Imai					1
Audit & Supervisory Board Member (Outside)		Junko Uemura				1	