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Securities Code: 6995

May 26, 2021

Dear Shareholders:

Hiroyoshi Ninoyu,
President
TOKAI RIKA CO., LTD.
3-260 Toyota, Oguchi-cho, Niwa-gun, Aichi, Japan

Notice of the 74th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 74th Ordinary General Meeting of Shareholders of TOKAI RIKA CO., LTD. (the “Company”), which will be held as indicated below.

If you are unable to attend the meeting, you may exercise your voting rights in writing or by electronic means (the Internet, etc.). Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:20 p.m. on Monday, June 14, 2021 (Japan Time).

- 1. Date and Time:** Tuesday, June 15, 2021, at 10:00 a.m.
- 2. Venue:** Head Office of the Company
3-260 Toyota, Oguchi-cho, Niwa-gun, Aichi, Japan

3. Meeting Agenda

Reports

1. The Business Report, the Consolidated Financial Statements and Non-Consolidated Financial Statements for the 74th fiscal year (from April 1, 2020 to March 31, 2021)
2. The results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board

Resolutions

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| Proposal No. 1 | Partial Amendment to the Articles of Incorporation |
| Proposal No. 2 | Election of Six (6) Directors |
| Proposal No. 3 | Election of One (1) Audit & Supervisory Board Member |
| Proposal No. 4 | Payment of Bonuses to Directors |

- Consolidated Statements of Changes in Equity and Notes to Consolidated Financial Statements as well as Non-Consolidated Statements of Changes in Equity and Notes to Non-Consolidated Financial Statements are not included in the documents (omitted from this translation) attached to this notice, but are posted on the Company’s website below (in Japanese only), pursuant to the provisions of laws and regulations and the Company’s Articles of Incorporation. The Consolidated Financial Statements and Non-Consolidated Financial Statements audited by the Accounting Auditor and the Audit & Supervisory Board include the Consolidated Statements of Changes in Equity and Notes to Consolidated Financial Statements as well as Non-Consolidated Statements of Changes in Equity and Notes to Non-Consolidated Financial Statements posted on the Company’s website, in addition to the documents (omitted from this translation) attached to this notice.
- If there are any amendments to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements, or the Non-Consolidated Financial Statements, the revised version will be posted on the Company’s website below (in Japanese only):

Company’s Website: <http://www.tokai-rika.co.jp/investors/>

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Partial Amendment to the Articles of Incorporation

1. Reasons for amendment

To develop flexible and agile business activities aligned with future changes in society, technological developments, etc., and to clarify its purpose of business while preparing for the expansion of the Company's line of business and the future development of its business, the Company will add and revise items in Article 2 (Purpose) of the current Articles of Incorporation.

2. Description of the amendment

The amendment is described below.

(The proposed amendment is underlined)

The Present Articles of Incorporation	Proposed Amendment
Chapter 1 General Provisions	Chapter 1 General Provisions
(Purpose)	(Purpose)
Article 2. The purpose of the Company shall be to engage in the following business activities:	Article 2. (Unchanged)
1. Manufacture and sale of parts for automobiles, industrial vehicles, and transport equipment	1. (Unchanged)
2. Manufacture and sale of general electrical and electronic equipment and parts thereof	2. (Unchanged)
3. Manufacture and sale of general machinery and parts thereof	3. (Unchanged)
4. Manufacture and sale of medical devices and parts thereof	4. Manufacture and sale of medical devices, <u>nursing care products</u> and parts thereof
5. Provision of services, development of software, and manufacture and sale of equipment and systems for information communication	5. (Unchanged)
(To be newly established)	6. <u>Generation of electricity from renewable energy, and supply and sale of electricity</u>
(To be newly established)	7. <u>Manufacture, sale, provision of service of lifestyle-related products for education, health management, cooking, sports, leisure, disaster prevention, security and others</u>
6. <u>All</u> businesses that are incidental to those mentioned in the preceding items	8. <u>All</u> businesses that are incidental to those mentioned in the preceding items (Change in Japanese only)

Proposal No. 2 Election of Six (6) Directors

At the conclusion of this Ordinary General Meeting of Shareholders, the terms of office of all six (6) currently serving Directors will expire.

Before submitting this proposal to this Ordinary General Meeting of Shareholders, the Nomination Committee, which is chaired by an Outside Director, has deliberated and reported on the matter.

The candidates for Director are as follows:

Candidate No.		Name		Current position
1	Reelection	Hiroyoshi Ninoyu		Director, Member of the Board, President
2	Reelection	Koki Sato		Director, Member of the Board, Executive Vice President
3	New election	Yoshihiro Tanaka		Corporate Officer
4	Reelection	Hiroshi Nishida		Director, Member of the Board, Corporate Officer
5	Reelection	Kei Fujioka	Outside Director Independent Director	Director, Member of the Board
6	New election	Shoji Tsuzuki	Outside Director Independent Director	-

Candidate No.	Name (Date of birth)	Career summary, position and responsibility	Number of the Company's shares owned
1	Hiroyoshi Ninoyu (January 2, 1962) Reelection	<p>Apr. 1984 Joined Toyota Motor Corporation</p> <p>Apr. 2017 Managing Officer</p> <p>Jan. 2020 Executive Vice President of the Company</p> <p>June 2020 President (current position)</p> <p>[Reasons for the nomination as a candidate for Director] Hiroyoshi Ninoyu has experience at Toyota Motor Corporation, having been engaged at overseas production divisions and production control divisions, and also in vehicle production plant management. Since June 2020, he has utilized his abundant experience and expertise to lead the management team as President of the Company. We request his election as Director.</p>	16,100 shares
2	Koki Sato (March 19, 1960) Reelection	<p>Apr. 1982 Joined the Company</p> <p>Jan. 2006 General Manager, Safety Engineering Division, Safety Business Group</p> <p>June 2008 Vice President of Quality Safety Systems Company (currently TRQSS, Inc.)</p> <p>June 2010 Director, Member of the Board</p> <p>June 2011 Corporate Officer</p> <p>June 2013 Managing Director, Member of the Board</p> <p>June 2016 Senior Managing Director, Member of the Board</p> <p>June 2018 Director, Member of the Board, Executive Vice President (current position)</p> <p>[Significant concurrent positions outside the Company] Chairman of the Board of TRAM, Inc.</p> <p>[Reasons for the nomination as a candidate for Director] Koki Sato has insight as a corporate manager and experience and a track record in business management and overseas production bases mainly in Sales and Safety Business Group of the Company. We request his election as Director to have his abundant experience, expertise and insight reflected in the management of the Company.</p>	17,400 shares
3	Yoshihiro Tanaka (April 8, 1958) New election	<p>Apr. 1981 Joined Toyota Motor Co., Ltd. (currently Toyota Motor Corporation)</p> <p>Sept. 2006 General Manager, Logistics Planning Division</p> <p>Jan. 2011 Associate Director</p> <hr/> <p>June 2011 Corporate Officer</p> <p>June 2013 Managing Director, Member of the Board, General Manager, Otowa Plant</p> <p>June 2016 Senior Managing Director, Member of the Board (retired June 2020)</p> <p>June 2020 Corporate Officer (current position)</p> <p>[Responsibility] General Manager, Production Center, Digital Transformation Promote Taskforce, Information Systems Division</p> <p>[Reasons for the nomination as a candidate for Director] Yoshihiro Tanaka has experience and a track record in logistics and production divisions, procurement division and information system division of Toyota Motor Corporation and the Company, and insight in those divisions as a corporate manager. We request his election as Director to have his abundant experience, expertise and insight reflected in the management of the Company.</p>	16,200 shares

Candidate No.	Name (Date of birth)	Career summary, position and responsibility	Number of the Company's shares owned
4	Hiroshi Nishida (September 13, 1959) Reelection	<p>Apr. 1983 Joined Toyota Motor Corporation</p> <p>Jan. 2011 Senior Vice President of Toyota Motor Sales, U.S.A., Inc.</p> <p>Jan. 2015 Associate Director of the Company</p> <p>June 2015 Corporate Officer</p> <p>June 2018 Director, Member of the Board (current position)</p> <p>Apr. 2019 Managing Officer</p> <p>Jan. 2020 Corporate Officer (current position)</p> <p>[Responsibility] General Manager, Business Administration Group</p> <p>[Reasons for the nomination as a candidate for Director] Hiroshi Nishida has experience and a track record in business of the Company in general in addition to deep expertise in finance and accounting and business administration in general at Toyota Motor Corporation and the Company. We request his election as Director to have his abundant experience, expertise and insight reflected in the management of the Company.</p>	12,000 shares
5	Kei Fujioka (December 23, 1953) Reelection Outside Director Independent Director	<p>Apr. 1977 Joined MITSUI-SOKO Co., Ltd.</p> <p>June 2012 President and CEO</p> <p>June 2014 President and CEO of MITSUI-SOKO HOLDINGS Co., Ltd.</p> <p>June 2017 Outside Director, Member of the Board of the Company (current position)</p> <p>June 2017 Advisor of MITSUI-SOKO HOLDINGS Co., Ltd. (current position)</p> <p>[Significant concurrent positions outside the Company] Advisor of MITSUI-SOKO HOLDINGS Co., Ltd.</p> <p>[Reasons for the nomination as a candidate for Outside Director and expected role] Kei Fujioka has abundant knowledge in corporate management and other areas and abundant experience in logistics at MITSUI-SOKO HOLDINGS Co., Ltd. We request his election as Outside Director as we expect that he will utilize his abundant experience, expertise and insight for management in general, primarily in logistics division, by supervising and providing advice concerning the execution of business of the Company from a professional perspective.</p>	0 shares

Candidate No.	Name (Date of birth)	Career summary, position and responsibility	Number of the Company's shares owned
6	Shoji Tsuzuki (April 29, 1959) New election Outside Director Independent Director	<p>Apr. 1983 Joined Nippondenso Co., Ltd. (currently DENSO CORPORATION)</p> <p>Apr. 2008 Head of Human Resources Division</p> <p>June 2010 Executive Director</p> <p>June 2018 Director, Member of the Board, Senior Executive Director</p> <p>June 2020 Senior Executive Officer (current position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>Senior Executive Officer of DENSO CORPORATION</p> <p>[Reasons for the nomination as a candidate for Outside Director and expected role]</p> <p>Shoji Tsuzuki has abundant knowledge and experience in areas such as sales, human resources, purchasing and IT divisions at DENSO CORPORATION. We request his election as Outside Director as we expect that he will utilize his abundant experience, expertise and insight by supervising and providing advice concerning management in general from a professional perspective.</p>	0 shares

- (Notes)
- The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company that includes the Directors as insureds. This insurance policy covers compensation for damages, legal expenses, etc. incurred when claims for damages arise from liability borne by the insured persons in the course of execution of their duties as Director. However, cases where there are legal violations in the conduct of the insured persons are not covered. The full amount of the insurance premiums is borne by the Company, and the Company plans to renew the insurance policy with the same details during their terms of office.
 - Shoji Tsuzuki serves concurrently as Senior Executive Officer of DENSO CORPORATION, which has a commercial relationship with the Company and also competes with the Company in business related to automobile parts. There is no special interest between the other candidates and the Company.
 - Kei Fujioka and Shoji Tsuzuki are candidates for Outside Director. The Company registered Kei Fujioka with the Tokyo Stock Exchange and the Nagoya Stock Exchange as Independent Director pursuant to the rules of each Stock Exchange, and the Company plans to maintain such registration if he is reelected. Shoji Tsuzuki also satisfies the requirements for Independent Director pursuant to the rules of the Tokyo Stock Exchange and the Nagoya Stock Exchange, and the Company plans to register him as an Independent Director if he is elected.
 - At the conclusion of this Ordinary General Meeting of Shareholders, the tenure of Kei Fujioka as Outside Director will have been four (4) years.
 - Pursuant to the provision of Article 427, paragraph (1) of the Companies Act, the Company has concluded an agreement with Kei Fujioka to limit his liability for damages under Article 423, paragraph (1) of the Companies Act. The maximum amount of his liability for damages under this agreement is the minimum liability amount provided for by Article 425, paragraph (1) of the same Act. If Mr. Fujioka is reelected, the Company plans to renew the aforementioned agreement with him. Furthermore, if Shoji Tsuzuki is elected, the Company plans to conclude an agreement, pursuant to the provision of Article 427, paragraph (1) of the Companies Act, with Mr. Tsuzuki to limit his liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of his liability for damages under this agreement will be the minimum liability amount provided for by Article 425, paragraph (1) of the same Act.

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

The four-year term of office of Isaki Sugiura, Audit & Supervisory Board Member, will expire at the conclusion of this Ordinary General Meeting of Shareholders. Therefore, the Company proposes the election of one (1) Audit & Supervisory Board Member.

For the submission of this proposal to this Ordinary General Meeting of Shareholders, a prior consent of the Audit & Supervisory Board has been obtained.

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

Name (Date of birth)	Career summary and position	Number of the Company's shares owned
Isaki Sugiura (June 2, 1961) Reelection	Apr. 1984 Joined the Company Jan. 2003 Vice President of TRCZ s.r.o. (overseas associated company of the Company) Jan. 2007 General Manager, Business Planning Division of the Company Jan. 2013 General Manager, Business Management Division No. 1 June 2013 Corporate Officer, Deputy General Manager, Switch Business Group Jan. 2014 Deputy General Manager, Electronics Business Group Jan. 2016 General Manager, Business Management Center June 2017 Standing Audit & Supervisory Board Member (current position) [Reasons for the nomination as a candidate for Audit & Supervisory Board Member] Isaki Sugiura has held key positions in project planning divisions and managing divisions, and has abundant experience in the Switch Business Group, Electronics Business Group and overseas bases. He also has abundant experience and expertise mainly regarding Planning division as he has held key positions of the Company for many years. We request his election as Audit & Supervisory Board Member to have his abundant experience, expertise and insight reflected in the management of the Company.	7,600 shares

- (Notes)
1. There is no special interest between Isaki Sugiura and the Company.
 2. The Company has entered into Audit & Supervisory Board Member liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company that includes the Audit & Supervisory Board Members as insureds. This insurance policy covers compensation for damages, legal expenses, etc. incurred when claims for damages arise from liability borne by the insured persons in the course of execution of their duties as Audit & Supervisory Board Member. However, cases where there are legal violations in the conduct of the insured persons are not covered. The full amount of the insurance premiums is borne by the Company, and the Company plans to renew the insurance policy with the same details during their terms of office.

Proposal No. 4 Payment of Bonuses to Directors

The Company proposes to pay bonuses to four (4) Directors, excluding Outside Directors, who were incumbent at the end of the 74th fiscal year in the total amount of ¥47,959,000 based on the policy below, which was determined by the Board of Directors.

The submission of this proposal to the Ordinary General Meeting of Shareholders was deliberated and reported on by the Remuneration Committee, which is chaired by an Outside Director.

(Reference) Policy on Determining Bonuses

A proposal for the bonus amount for each Director (excluding Outside Directors) will be prepared based on factors such as consolidated operating income, which reflects the fundamental results of sales activities as a company, the business environment and the amount of bonuses paid to employees, and decided by the Board of Directors upon deliberation and reporting by the Remuneration Committee, which is chaired by an Outside Director and was established as an advisory organization for the Board of Directors for the purpose of enhancing independence and transparency of decisions at meetings of the Board of Directors, and receiving approval for the total amount of bonus payments at the General Meeting of Shareholders.

Information

Information on Corporate Officers

The Corporate Officers to be in office following the conclusion of this Ordinary General Meeting of Shareholders comprise four (4) of the Director candidates listed on pages 11 to 16, namely Hiroyoshi Ninoyu, Koki Sato, Yoshihiro Tanaka, and Hiroshi Nishida, and the ten (10) individuals listed below.

Name	Current position and responsibilities and significant concurrent positions outside the Company
Kazuhiro Ikai	Corporate Officer [Significant concurrent positions outside the Company] President, TRAM Inc.; Chairman of the Board, TAC Manufacturing, Inc.; Chairman of the Board, TRIN Inc.; Chairman of the Board, TRMI Inc.; and Chairman of the Board, TRQSS, Inc.
Toshiki Nogami	Corporate Officer, General Manager, Security Business Group
Toshiki Akita	Corporate Officer, General Manager, Switch Business Group
Koki Imaeda	Corporate Officer, General Manager, Research & Development Center
Yoshihiro Kondo	Corporate Officer, General Manager, Safety Business Group
Masahiko Sato	Corporate Officer, General Manager, Project Planning Group, New Business Marketing Div.
Taketoshi Sakurai	Corporate Officer, General Manager, Electronics Center
Motoyasu Makino	Corporate Officer, General Manager, Purchasing Group
Katsuyuki Imaeda	Corporate Officer, General Manager, Production Engineering Center, Carbon Neutral Promote Strategy Dept.
Koichiro Yamagishi	Corporate Officer, General Manager, Quality Assurance Center