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Securities Code: 6995

May 25, 2022

Dear Shareholders:

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

## Notice of the 75th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 75th 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 13, 2022 (Japan Time).

- 1. Date and Time:** Tuesday, June 14, 2022, 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 75th fiscal year (from April 1, 2021 to March 31, 2022)
2. The results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board

#### Resolutions

- |                       |                                                    |
|-----------------------|----------------------------------------------------|
| <b>Proposal No. 1</b> | Partial Amendment to the Articles of Incorporation |
| <b>Proposal No. 2</b> | Election of Six (6) Directors                      |
| <b>Proposal No. 3</b> | 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

- (1) To develop flexible and agile business activities, 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 business purposes to be stipulated in Article 2 of the Articles of Incorporation.
- (2) The revised provisions stipulated in the proviso of Article 1 of the Supplementary Provisions of The Act Partially Amending the Companies Act (Act No.70 of 2019) shall take effect on September 1, 2022. Therefore, in order to prepare for the introduction of a system for the electronic provision of materials for the General Meeting of Shareholders, the Company proposes to amend Article 17 of the Articles of Incorporation as follows, and to establish Supplementary Provisions regarding the effective date of these amendments, etc.
  1. Article 17, Paragraph 1 of the proposed amendment provides that the Company will take measures to provide the information contained in the Reference Documents for the General Meeting of Shareholders, etc., electronically.
  2. Article 17, Paragraph 2 of the proposed amendment establishes a provision to limit the scope of matters to be included in the documents to be delivered to shareholders who have requested hard copies of such documents.
  3. The provision (Article 17 of the present Articles of Incorporation) regarding Internet disclosure and deemed provision of Reference Documents for the General Meeting of Shareholders, etc. will be deleted as it is no longer necessary.

#### 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, nursing care products and parts thereof	4. (Unchanged)
5. Provision of services, development of software, and manufacture and sale of equipment and systems for information communication	5. (Unchanged)
6. Generation of electricity from renewable energy, and supply and sale of electricity	6. (Unchanged)
7. Manufacture, sale, provision of service of lifestyle-related products for intellectual education, health management, cooking, sports, leisure, disaster prevention, crime prevention and others	7. (Unchanged)

The Present Articles of Incorporation	Proposed Amendment
<p>(To be newly established)</p> <p>(To be newly established)</p> <p>(To be newly established)</p> <p>8. All businesses that are incidental to those mentioned in the preceding items</p> <p>Chapter 3 General Meeting of Shareholders</p> <p><u>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u></p> <p><u>Article 17. When the Company convenes a General Meeting of Shareholders, if it discloses information that is to be stated or indicated in the Reference Documents for the General Meeting of Shareholders, Business Report, Non-Consolidated Financial Statements and/or 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>(To be newly established)</p> <p>(To be newly established)</p> <p>(To be newly established)</p> <p>(To be newly established)</p>	<p>8. <u>Production, processing, and sale of agricultural products, etc.</u></p> <p>9. <u>Management of restaurants</u></p> <p>10. <u>Management of facilities for school children, nursery schools, and day care centers</u></p> <p>11. All businesses that are incidental to those mentioned in the preceding items</p> <p>Chapter 3 General Meeting of Shareholders</p> <p>(Deleted)</p> <p><u>(Measures for Electronic Provision, Etc.)</u></p> <p><u>Article 17.</u></p> <p>(i) <u>When convening a General Meeting of Shareholders, the Company shall take measures to provide the information contained in the Reference Documents for the General Meeting of Shareholders, etc. electronically.</u></p> <p>(ii) <u>The Company may exclude all or part of the matters for which electronic provision measures are taken that are stipulated by the applicable Ministry of Justice Order in the documents to be delivered to shareholders who have made a request for delivery of documents by the record date for voting rights.</u></p> <p><u>(Supplementary Provisions)</u></p> <p>1. <u>The deletion of Article 17 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the Articles of Incorporation prior to amendment and the establishment of Article 17 (Measures for Electronic Provision, Etc.) after amendment shall take effect on September 1, 2022 (“Effective Date”), which is the date of enforcement of the revised provisions stipulated in the proviso of Article 1 of the Supplementary Provisions of The Act Partially Amending the Companies Act (Act No.70 of 2019).</u></p>

The Present Articles of Incorporation	Proposed Amendment
	<p data-bbox="815 219 1437 461">2. <u>Notwithstanding the provisions of the preceding paragraph, Article 17 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the Articles of Incorporation prior to amendment shall remain in force with respect to any General Meeting of Shareholders held on a date within six (6) months of the Effective Date.</u></p> <p data-bbox="815 477 1437 647">3. <u>These Supplementary Provisions shall be deleted on the date after six (6) months have elapsed from the Effective Date or three (3) months have elapsed from the date of the General Meeting of Shareholders set forth in the preceding paragraph, whichever comes later.</u></p>

**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. Therefore, the Company proposes the election of six (6) Directors.

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	Reelection	Hiroshi Nishida		Director, Member of the Board, Corporate Officer
4	Reelection	Kei Fujioka	Outside Director Independent Director	Director, Member of the Board
5	Reelection	Shoji Tsuzuki	Outside Director Independent Director	Director, Member of the Board
6	New election	Minako Miyama	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>	19,100 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 of the Company</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>	19,700 shares
3	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 Diversity Promotion Department</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>	14,200 shares

4	<p>Kei Fujioka (December 23, 1953) Reelection Outside Director Independent Director</p>	<p>Apr. 1977      Joined MITSUI-SOKO Co., Ltd. June 2012      President and CEO June 2014      President and CEO of MITSUI-SOKO HOLDINGS Co., Ltd. June 2017      Outside Director, Member of the Board of the Company (current position) June 2017      Advisor of MITSUI-SOKO HOLDINGS Co., Ltd. June 2021      Retired as Advisor of MITSUI-SOKO HOLDINGS Co., Ltd. (current position)</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
5	<p>Shoji Tsuzuki (April 29, 1959) Reelection Outside Director Independent Director</p>	<p>Apr. 1983      Joined Nippondenso Co., Ltd. (currently DENSO CORPORATION) Apr. 2008      Head of Human Resources Division June 2010      Executive Director June 2018      Director, Member of the Board, Senior Executive Director June 2020      Senior Executive Officer (current position) June 2021      Outside Director, Member of the Board of the Company (current position)</p> <p>[Significant concurrent positions outside the Company] Senior Executive Officer of DENSO CORPORATION</p> <p>[Reasons for the nomination as a candidate for Outside Director and expected role] 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>	500 shares

6	Minako Miyama (January 15, 1962) New election Outside Director Independent Director	<p>Apr. 1986      Joined Dai Nippon Printing Co., Ltd.</p> <p>Apr. 2005      General Manager of VR Planning and Development Office, DB Division, C&amp;I Operations</p> <p>July 2014      General Manager of Recruiting and Training Dept.</p> <p>June 2018      Corporate Officer, General Manager of Recruiting and Training Dept., and Diversity Promotion Dept.</p> <p>Oct. 2019      Corporate Officer, in charge of Recruiting and Training Dept., and Diversity Promotion Dept.</p> <p>June 2021      Director (current position)</p> <p>[Significant concurrent positions outside the Company] Director of Dai Nippon Printing Co., Ltd. [Reasons for the nomination as a candidate for Outside Director and expected role] In addition to her experience in the research and planning development divisions at Dai Nippon Printing Co., Ltd., Minako Miyama has a proven track record as a leader in human resource development and ensuring diversity. We request her election as Outside Director as we expect that she will provide advice on management reform from an objective and scientific viewpoint by utilizing her extensive experience, knowledge and insight.</p>	0 shares
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- (Notes)
1. 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.
  2. 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.
  3. Kei Fujioka, Shoji Tsuzuki and Minako Miyama are candidates for Outside Director. The Company registered Kei Fujioka and Shoji Tsuzuki 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 they are reelected. Minako Miyama 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 her as an Independent Director if she is elected.
  4. At the conclusion of this Ordinary General Meeting of Shareholders, the tenures of Kei Fujioka and Shoji Tsuzuki as Outside Director will have been five (5) years and one (1) year, respectively.
  5. Pursuant to the provision of Article 427, paragraph (1) of the Companies Act, the Company has concluded an agreement with each of Kei Fujioka and Shoji Tsuzuki to limit their liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of their liability for damages under this agreement is the minimum liability amount provided for by Article 425, paragraph (1) of the same Act. If Kei Fujioka and Shoji Tsuzuki are reelected, the Company plans to renew the aforementioned agreements with each of them. Furthermore, if Minako Miyama is elected, the Company plans to conclude an agreement, pursuant to the provision of Article 427, paragraph (1) of the Companies Act, with Minako Miyama to limit her liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of her liability for damages under this agreement will be the minimum liability amount provided for by Article 425, paragraph (1) of the same Act.



(Reference) The abilities and experience of each candidate for Director (skill matrix)

The abilities and experience of each candidate for Director are as follows.

	Name	Corporate management/governance	Technology development	SDGs		IT/DX	Compliance	Overseas business	Manufacturing (Production engineering)	Sales	Finance
				Diversity	Carbon neutrality						
1	Hiroyoshi Ninoyu	○		○	○	○	○	○	○		○
2	Koki Sato	○	○	○	○	○		○	○	○	
3	Hiroshi Nishida	○		○			○	○			○
4	Kei Fujioka	○		○			○	○		○	○
5	Shoji Tsuzuki	○		○	○	○		○		○	
6	Minako Miyama	○	○	○		○					

**Proposal No. 3**      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 75th fiscal year in the total amount of ¥45,414,000 based on the policy below, which was determined by the Board of Directors.

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

(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, the amount of bonuses paid to employees and the evaluation of each individual Director's activity, 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 three (3) of the Director candidates listed on pages 6 to 8, namely Hiroyoshi Ninoyu, Koki Sato, and Hiroshi Nishida, and the ten (10) individuals listed below.

Name	Position, responsibility, and significant concurrent positions outside the Company following the conclusion of this Ordinary General Meeting of Shareholders
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 Center
Toshiki Akita	Corporate Officer, General Manager, HMI Business Center Digital Transformation Promote Taskforce/Information Systems Div.
Koki Imaeda	Corporate Officer, General Manager, Research & Development Center
Yoshihiro Kondo	Corporate Officer, General Manager, Safety Business Center
Masahiko Sato	Corporate Officer, General Manager, Project Planning Group General Manager, New Business Center
Taketoshi Sakurai	Corporate Officer, General Manager, Electronics Business 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 Digital Transformation Promote Taskforce/Information Systems Div. (Deputy)