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Securities code: 5310  
March 11, 2025

To Our Shareholders,

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

## Notice of the 83rd Ordinary General Shareholders Meeting

You are cordially informed of the 83rd 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 83rd 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/meeting.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:** Friday, March 28, 2025, 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

### **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 83rd term (from January 1, 2024 to December 31, 2024)
2. Report on the Non-consolidated Financial Statements for the 83rd term (from January 1, 2024 to December 31, 2024)

#### **Matters to be resolved:**

**Proposal 1:** Appropriation of surplus

**Proposal 2:** Election of five (5) Directors

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- \* 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 83rd 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 ¥145 per share for the current term, an increase of ¥35 from the previous term.

<Year-end dividend>

(1) Type of dividend property

Cash

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

¥145 per share of common stock of the Company

Total amount of dividends: ¥3,040,985,095

(3) Effective date of dividends from surplus


March 31, 2025


**Proposal 2: Election of five (5) Directors**


The terms of office of all of the five (5) Directors will expire at the conclusion of this meeting. Therefore, we propose the election of five (5) Directors. 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) In charge of General Administration Division, In charge of Global Sales Division	100% (17/17)
2	[Reelection] Tatsuro Hamada	Director, Senior Executive Officer, Director of Division, Corporate Planning Division, In charge of Global R&D Division, In charge of Production Division	100% (17/17)
3	[Reelection] [Outside] [Independent] Shusuke Matsuo	Outside Director	100% (17/17)
4	[Reelection] [Outside] [Independent] Keiko Kosaka	Outside Director	100% (17/17)
5	[Reelection] [Outside] [Independent] Makio Naito	Outside Director	100% (17/17)


No.	Name (Date of birth)	Career summary, position and responsibilities in the Company and important concurrent positions	Number of the Company's shares held
1	<p data-bbox="256 479 416 533">Naotaka Kondo (May 5, 1957)</p>  <p data-bbox="272 864 400 891">[Reelection]</p> <p data-bbox="225 920 443 1081">Number of years in office (at the conclusion of this General Shareholders Meeting) 7 years</p> <p data-bbox="225 1111 443 1216">Status of attendance at Board of Directors meetings 17/17</p>	<p data-bbox="467 353 890 380">Apr. 1980    Joined MITSUI &amp; CO., LTD.</p> <p data-bbox="467 383 804 409">Dec. 1985    Joined the Company</p> <p data-bbox="467 412 687 439">Mar. 1994    Director</p> <p data-bbox="467 441 882 468">Nov. 2000    Managing Executive Officer</p> <p data-bbox="467 470 687 497">Aug. 2001    Director</p> <p data-bbox="467 499 791 526">Mar. 2002    Managing Director</p> <p data-bbox="467 528 858 555">Jul. 2003    Senior Managing Director</p> <p data-bbox="467 557 951 584">Sep. 2003    Senior Managing Executive Officer</p> <p data-bbox="467 586 1123 613">Jan. 2007    Representative Director, NT Corporation (incumbent)</p> <p data-bbox="467 616 975 642">Aug. 2007    Representative Director, the Company</p> <p data-bbox="603 645 815 672">Senior Vice President</p> <p data-bbox="603 674 847 701">Executive Vice President</p> <p data-bbox="603 703 815 730">Assistant to President</p> <p data-bbox="467 732 954 759">Mar. 2008    Director of Division, Sales Division</p> <p data-bbox="467 761 699 788">Aug. 2009    President</p> <p data-bbox="603 790 799 817">Executive President</p> <p data-bbox="467 819 751 846">Jun. 2012    Senior Advisor</p> <p data-bbox="467 848 879 875">Jan. 2013    Director, Shizen Energy Inc.</p> <p data-bbox="467 878 863 904">May 2013    Retired from the Company</p> <p data-bbox="467 907 1238 947">Nov. 2013    Representative Director, Chief Executive Officer, Via Mechanics, Ltd.</p> <p data-bbox="467 949 906 976">Dec. 2014    Chairman, Via Mechanics, Ltd.</p> <p data-bbox="467 978 1102 1005">Mar. 2015    Board Director, Japan Investment Adviser Co., Ltd.</p> <p data-bbox="467 1008 1155 1034">May 2017    Audit &amp; Supervisory Board Member, Shizen Energy Inc.</p> <p data-bbox="467 1037 963 1064">Mar. 2018    Chairman, the Company (incumbent)</p> <p data-bbox="467 1066 959 1093">Apr. 2018    Representative Director (incumbent)</p> <p data-bbox="603 1095 927 1122">Executive Chairman (incumbent)</p> <p data-bbox="603 1124 1027 1151">Chief Executive Officer (CEO) (incumbent)</p> <p data-bbox="467 1153 815 1180">May 2018    President (incumbent)</p> <p data-bbox="603 1182 922 1209">Executive President (incumbent)</p> <p data-bbox="467 1211 1062 1238">Jun. 2018    President, TOYO TANSO TAIWAN CO., LTD.</p> <p data-bbox="467 1240 1050 1267">Mar. 2024    In charge of General Administration Division, In charge of Global Sales Division (incumbent)</p> <p data-bbox="467 1292 799 1319">&lt;Important concurrent positions&gt;</p> <p data-bbox="467 1321 863 1348">Representative Director, NT Corporation</p>	1,219,908
<p data-bbox="220 1357 564 1384">Reasons for nomination as Director</p> <p data-bbox="220 1386 1426 1520">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.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company and important concurrent positions	Number of the Company's shares held
2	<p data-bbox="256 577 416 629">Tatsuro Hamada (Oct. 30, 1957)</p>  <p data-bbox="276 958 395 987">[Reelection]</p> <p data-bbox="229 1014 443 1178">Number of years in office (at the conclusion of this General Shareholders Meeting) 6 years</p> <p data-bbox="229 1205 443 1312">Status of attendance at Board of Directors meetings 17/17</p>	<p data-bbox="467 353 564 383">Apr. 1983</p> <p data-bbox="467 383 564 412">Feb. 1995</p> <p data-bbox="467 465 564 495">Apr. 2004</p> <p data-bbox="467 521 564 551">Jul. 2007</p> <p data-bbox="467 577 564 607">Jul. 2009</p> <p data-bbox="467 633 564 663">Jul. 2010</p> <p data-bbox="467 689 564 719">May 2011</p> <p data-bbox="467 745 564 775">Jan. 2015</p> <p data-bbox="467 775 564 804">Jan. 2017</p> <p data-bbox="467 804 564 833">Sep. 2017</p> <p data-bbox="467 887 564 916">Apr. 2018</p> <p data-bbox="467 943 564 972">Sep. 2018</p> <p data-bbox="467 972 564 1001">Feb. 2019</p> <p data-bbox="467 1001 564 1030">Mar. 2019</p> <p data-bbox="467 1057 564 1086">Jun. 2019</p> <p data-bbox="467 1113 564 1142">Aug. 2021</p> <p data-bbox="467 1196 564 1225">Nov. 2021</p> <p data-bbox="467 1225 564 1254">Jun. 2023</p> <p data-bbox="467 1281 564 1310">Jan. 2024</p> <p data-bbox="467 1310 564 1339">Mar. 2024</p> <p data-bbox="467 1393 564 1422">Dec. 2024</p> <p data-bbox="467 1449 799 1478">&lt;Important concurrent positions&gt;</p> <p data-bbox="467 1478 1134 1507">Representative Director, Chairman, TOYO TANSO EUROPE S.p.A.</p> <p data-bbox="467 1507 1110 1536">Representative Director, President, TOYO TANSO FRANCE S.A.</p>	2,940
<p data-bbox="220 1550 564 1579">Reasons for nomination as Director</p> <p data-bbox="220 1579 1417 1709">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.</p>			

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	<p data-bbox="252 353 419 409">Shusuke Matsuo (Dec. 4, 1948)</p>  <p data-bbox="272 734 399 815">Reelection Outside Independent</p> <p data-bbox="229 842 442 1010">Number of years in office (at the conclusion of this General Shareholders Meeting) 5 years</p> <p data-bbox="225 1037 446 1144">Status of attendance at Board of Directors meetings 17/17</p>	<p data-bbox="467 353 1219 383">Apr. 1971 Joined Marubeni-Iida Co., Ltd. (current Marubeni Corporation)</p> <p data-bbox="467 383 983 412">Apr. 1996 Vice President, Marubeni Germany plc</p> <p data-bbox="467 412 962 463">May 2001 Vice President, Marubeni Europe plc President, Marubeni Germany plc</p> <p data-bbox="467 463 1038 492">May 2003 Joined RIKEN TECHNOS CORPORATION</p> <p data-bbox="467 492 1235 544">Jun. 2004 Director, General Manager of Film Business, RIKEN TECHNOS CORPORATION</p> <p data-bbox="467 544 1166 607">Jul. 2009 Joined KUREHA CORPORATION Deputy General Manager of Advanced Materials Division</p> <p data-bbox="467 607 1246 658">Apr. 2010 Vice President, General Manager of Advanced Materials Division, KUREHA CORPORATION</p> <p data-bbox="467 658 1098 687">Apr. 2011 Senior Vice President, KUREHA CORPORATION</p> <p data-bbox="467 687 970 716">Jun. 2012 Director, KUREHA CORPORATION</p> <p data-bbox="467 716 1227 745">Apr. 2013 General Manager of PGA Division, KUREHA CORPORATION</p> <p data-bbox="467 745 1227 797">Apr. 2014 Managing Director of Advanced Materials and PGA Businesses, KUREHA CORPORATION</p> <p data-bbox="467 797 1043 826">Jun. 2015 Special Advisor, KUREHA CORPORATION</p> <p data-bbox="467 826 1007 855">Jun. 2017 Retired from KUREHA CORPORATION</p> <p data-bbox="467 855 1031 884">Mar. 2020 Outside Director, the Company (incumbent)</p>	1,006
<p data-bbox="220 1155 951 1184">Reasons for nomination as Outside Director and overview of expected roles</p> <p data-bbox="220 1184 1439 1350">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.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company and important concurrent positions	Number of the Company's shares held
4	<p data-bbox="260 353 411 405">Keiko Kosaka (Sep. 20, 1976)</p>  <p data-bbox="276 734 395 813">Reelection Outside Independent</p> <p data-bbox="236 844 435 1003">Number of years in office (at the conclusion of this General Shareholders Meeting) 3 years</p> <p data-bbox="228 1034 443 1137">Status of attendance at Board of Directors meetings 17/17</p>	<p data-bbox="467 353 1273 891"> 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 Outside Audit &amp; Supervisory Board Member, Nihon Yamamura Glass Co., Ltd.  Jun. 2017 Outside Director (Audit and Supervisory Committee Member), Nihon Yamamura Glass Co., Ltd. (incumbent)  Outside Audit &amp; Supervisory Board Member, Asia and Pacific Trade Center Co., Ltd. (incumbent)  Mar. 2018 Outside Audit &amp; Supervisory Board Member, the Company  Jun. 2018 Outside Audit &amp; Supervisory Board Member, FALCO HOLDINGS Co., Ltd.  Jan. 2020 Legal Employee, Irokawa Legal Professional Corporation (incumbent)  Jun. 2021 Outside Director (Audit Committee Member), FALCO HOLDINGS Co., Ltd. (incumbent)  Mar. 2022 Outside Director, the Company (incumbent) </p> <p data-bbox="467 891 1273 1093"> &lt;Important concurrent positions&gt;  Legal Employee, Irokawa Legal Professional Corporation  Outside Director (Audit and Supervisory Committee Member), Nihon Yamamura Glass Co., Ltd.  Outside Audit &amp; Supervisory Board Member, Asia and Pacific Trade Center Co., Ltd.  Outside Director (Audit Committee Member), FALCO HOLDINGS Co., Ltd. </p>	730
<p data-bbox="220 1153 954 1182">Reasons for nomination as Outside Director and overview of expected roles</p> <p data-bbox="220 1182 1433 1350">Keiko Kosaka has extensive experience as an outside director and outside audit &amp; supervisory board member at the Company and other companies. Although she does not have experience of being involved in corporate management other than being an outside officer, 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 based on her knowledge and experience cultivated over many years as a lawyer in the area of corporate law, and has therefore nominated her as a candidate for Outside Director.</p> <p data-bbox="220 1350 1409 1485">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 &amp; 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.</p>			



No.	Name (Date of birth)	Career summary, position and responsibilities in the Company and important concurrent positions	Number of the Company's shares held
5	<p>Makio Naito (Oct. 11, 1957)</p>  <p>Reelection Outside Independent</p> <p>Number of years in office (at the conclusion of this General Shareholders Meeting) 2 years</p> <p>Status of attendance at Board of Directors meetings 17/17</p>	<p>Apr. 1982    Joined Powder Technology Research Institute (current HOSOKAWA MICRON CORPORATION)</p> <p>Mar. 1993    Retired from Powder Technology Research Institute (current HOSOKAWA MICRON CORPORATION)</p> <p>Aug. 1993    Joined Japan Fine Ceramics Center</p> <p>Apr. 2001    Vice Director, Japan Fine Ceramics Center</p> <p>May 2002    Retired from Japan Fine Ceramics Center</p> <p>Jun. 2002    Professor, Endowed Research Division of Nanoparticle Joining Technology, Joining and Welding Research Institute, OSAKA UNIVERSITY</p> <p>Apr. 2005    Professor, Smart Processing Research Center (current Research Center for Additive Joining Application), Joining and Welding Research Institute, OSAKA UNIVERSITY</p> <p>                  Joined Kurimoto, Ltd.</p> <p>                  Director, Nanomaterials Research Institute, Kurimoto, Ltd.</p> <p>Dec. 2005    Director, HOSOKAWA MICRON CORPORATION</p> <p>Apr. 2007    Director, Smart Processing Research Center (current Research Center for Additive Joining Application), Joining and Welding Research Institute, OSAKA UNIVERSITY</p> <p>Nov. 2007    Retired from Kurimoto, Ltd.</p> <p>Apr. 2009    Vice Director, Joining and Welding Research Institute, OSAKA UNIVERSITY</p> <p>Mar. 2023    Outside Director, the Company (incumbent)</p> <p>Apr. 2023    Professor Emeritus, OSAKA UNIVERSITY (incumbent)</p>	105
<p>Reasons for nomination as Outside Director and overview of expected roles</p> <p>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.</p>			

- 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, 2024, 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 re-elected, 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 83rd fiscal year of the Company (from

January 1, 2024 to December 31, 2024), the amount of transactions between the Company and the client was about ¥120,000,000, 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 83rd fiscal year of the Company (from January 1, 2024 to December 31, 2024), the amount of transactions between the Company and the client was about ¥466,000,000, 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	Name	Overall management	Key businesses/ Industry experience (Materials industry)	Global management	Sales/ Marketing	R&D/ Production technology
Director Chairman & President (Representative Director)	Naotaka Kondo	✓	✓	✓	✓	✓
Director	Tatsuro Hamada	✓	✓	✓	✓	✓
Outside Director	Shusuke Matsuo	✓	✓	✓	✓	
Outside Director	Keiko Kosaka					
Outside Director	Makio Naito	✓	✓	✓		✓
Standing Audit & Supervisory Board Member	Toshimi Boki					
Outside Audit & Supervisory Board Member	Kazuhiro Imai					
Outside Audit & Supervisory Board Member	Junko Uemura					

Position	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)	Naotaka Kondo	✓	✓	✓	✓	✓
Director	Tatsuro Hamada		✓			
Outside Director	Shusuke Matsuo				✓	✓
Outside Director	Keiko Kosaka		✓		✓	
Outside Director	Makio Naito		✓			
Standing Audit & Supervisory Board Member	Toshimi Boki	✓		✓		✓
Outside Audit & Supervisory Board Member	Kazuhiro Imai					✓
Outside Audit & Supervisory Board Member	Junko Uemura		✓		✓	