

Securities Code: 2737

June 5, 2020

To Our Shareholders:

Ichiro Tsumaki, President
TOMEN DEVICES CORPORATION
8-12, Harumi 1-chome, Chuo-ku, Tokyo
104-6230, Japan

NOTICE OF THE 29TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Tomen Devices Corporation (the “Company”) is pleased to announce that it will hold its 29th Ordinary General Meeting of Shareholders. Details are described below.

To prevent the spread of COVID-19, the central government and local authorities have recently urged people to stay at home, with the Japanese Government declaring a state of emergency and the Tokyo Metropolitan Government implementing state of emergency measures. After careful consideration, the Company has decided to hold the General Meeting of Shareholders subject to the implementation of measures to prevent the virus from spreading.

We ask that shareholders consider that they are being urged to refrain from going out and, from the perspective of preventing the spread of COVID-19, they do their utmost to exercise their voting rights prior to the General Meeting of Shareholders, either in writing or online, and that shareholders only attend the General Meeting of Shareholders if they are in good health and give due consideration to preventative measures. Shareholders who attend the General Meeting of Shareholders are asked to wear a face mask and take other preventative measures. Please note that the Company may take measures which, in the Company’s judgment, are necessary to ensure the health of shareholders and prevent the spread of infection at the shareholders’ meeting venue, and requests the cooperation of shareholders.

Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. (JST) on Friday, June 19, 2020.

Thank you for your understanding.

1. **Date and Time:** Monday, June 22, 2020 at 10:00 a.m. (Japan Standard Time)
(Reception will open at 9:00 a.m.)
2. **Venue:** 8-1, Harumi 3-chome, Chuo-ku, Tokyo 104-0053, Japan
HOTEL FUKURACIA Harumi Conference Room 202

3. **Purpose of the Meeting:**

- Items to be reported:
1. Business Report and Consolidated Financial Statements for the 29th Term (from April 1, 2019 to March 31, 2020), as well as the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
 2. Non-Consolidated Financial Statements for the 29th Term (from April 1, 2019 to March 31, 2020)

Items to be resolved:

- | | |
|----------------|--|
| Proposal No. 1 | Disposition of surplus |
| Proposal No. 2 | Election of eight (8) Directors |
| Proposal No. 3 | Election of one (1) Audit & Supervisory Board Member |

4. On Voting Rights

Please refer to “On Voting Rights” on page 3.

5. Matters concerning Disclosure via the Internet

Because we post the “Status of the Accounting Auditor”, “System and Policy of the Company”, “Notes to Consolidated Financial Statement” and “Notes to Non-Consolidated Financial Statements” on our website (<https://www.tomendevices.co.jp>) based on the laws and regulations and Article 14 of our Articles of Incorporation, it is not stated on documents provided with the Notice of the Ordinary General Meeting of Shareholders. Therefore, documents provided with the Notice of the Ordinary General Meeting of Shareholders are part of the subjects audited by Audit & Supervisory Board Members and Accounting Auditors when preparing audit reports. If any circumstance gives rise to the need for alteration to the reference documents for the General Meeting of Shareholders, business report or the consolidated or non-consolidated financial statements, we will post the altered contents on the Company’s website.

6. Other Matters concerning this Notice of the Ordinary General Meeting of Shareholders

If exercising voting rights by proxy, you may delegate another shareholder who holds a voting right as an agent. However, along with a letter certifying the right of proxy (proxy letter), one of the following documents must be submitted.

- (1) Voting Rights Exercise Form of the delegating shareholder
- (2) Certificate of stamp seal of the actual stamp on the document certifying the right of representation
- (3) Copy of delegating shareholder's passport, driver's license or health insurance card or other identification document

(Requests to Shareholders)

- The Company may be forced to change the venue or meeting start time depending on the extent of the COVID-19 outbreak, government announcements and other developments prior to the date of the Ordinary General Meeting of Shareholders. In this case, the Company will publish details on its website (<https://www.tomendevices.co.jp>). Shareholders intending to attend the meeting are advised to check the Company’s website beforehand. The new venue is expected to be smaller than the one initially arranged and the seating availability is expected to be significantly less than normal, given the need to space out seats to prevent the spread of COVID-19. Accordingly, some shareholders who come to the venue that day may not be granted admission and the Company therefore advises all shareholders to consider exercising their voting rights prior to the meeting.
- Shareholders who attend the meeting are asked to bring and wear a face mask.
- Please note that shareholders who returned from overseas less than 14 days ago may not be granted admission. Shareholders who returned from overseas less than 14 days ago are requested to notify reception to this effect.
- Administrative staff will be checked for symptoms, including temperature checks, and will wear face masks.
- Please note that, from the viewpoint of reducing the risk of infection and ensuring business continuity, only some of the Company’s Directors will attend the meeting and others may attend the meeting online.
- At this Ordinary General Meeting of Shareholders, reports and detailed explanations of agenda items will be shortened from the perspective of decreasing the duration of the meeting to prevent the spread of COVID-19 and shareholders are asked to read through the convocation notice in advance.

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk on the day of the meeting. Please note that persons who are not shareholders of the Company, such as those accompanying shareholders or children, are not permitted to enter the meeting venue.

The Company will receive shareholders in Cool Biz, which is informal attire worn during the summer.

Our website (<https://www.tomendevices.co.jp>)

On Voting Rights

Voting rights can be exercised in the following three ways.

If you attend the General Meeting of Shareholders

Please **submit** the Voting Rights Exercise Form **at the reception desk in the meeting venue**.

Date and Time: Monday, June 22, 2020 at 10:00 a.m. (Japan Standard Time)
(Reception will open at 9:00 a.m.)
Venue: 8-1, Harumi 3-chome, Chuo-ku, Tokyo 104-0053, Japan
HOTEL FUKURACIA Harumi
Conference Room 202

If you exercise voting rights in writing (by mail)

Please state whether you are for or against the agenda items on the enclosed Voting Rights Exercise Form and drop it into a post box. It is not necessary to affix a stamp.

Deadline It must reach us by 5:30 p.m. on Friday, June 19, 2020.

If you exercise voting rights via the Internet

Please access the voting rights exercise site (<https://www.web54.net>) from your personal computer, smartphone or other mobile phone and enter whether you are for or against the agenda items according to the instructions on the screen after entering the Voting Rights Exercise Code and password provided on the enclosed Voting Rights Exercise Form.

Deadline The entry must be completed by 5:30 p.m. on Friday, June 19, 2020.

- (1) Please note that we will ask shareholders who use the voting rights exercise site to change the password on the site in order to prevent unauthorized access (“spoofing”) and the falsification of the details of the exercised voting rights by any persons other than the shareholders.
- (2) Each time we convene a general meeting of shareholders, we will notify the shareholders of a new Voting Rights Exercise Code and password.
- (3) All costs (Internet access fees, phone charges, etc.) generated when a shareholder accesses the voting rights exercise site are to be paid by the shareholder. If you use a mobile phone, packet communication fees and other fees for using the mobile phone will be required, and these costs are also to be paid by the shareholder.

If you exercise your voting rights both in writing (by mail) and via the Internet, we will treat the latter as the effective exercise of your voting rights. If you exercise your voting rights via the Internet several times, we will treat the last exercise as the effective exercise of your voting rights.

On Voting Rights via the Internet

Sumitomo Mitsui Trust Bank, Stock Transfer Agency Web Support, Helpline

Tel: **0120-652-031** (toll-free number)

(Reception hours: 9 a.m. – 9 p.m.)

Institutional investors are permitted to use the platform for the electronic exercise of voting rights for institutional investors operated by ICJ, Inc.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Disposition of surplus

The Company proposes the appropriation of surplus as follows:

Year-end dividends

Regarding our dividend policy, we will pay dividends based on performance in order to return profits in accordance with consolidated business results for each fiscal year. The consolidated payout ratio is targeted at 30%, and we are willing to flexibly deal with changes in the economic environment and demand for funds.

We intend to use retained earnings to strengthen our management foundation, meet the demand for funds accompanying business expansion, and to strengthen our financial standing.

In accordance with this policy, the Company proposes to pay year-end dividends for the 29th term as follows:

(1) Type of dividend property

Cash

(2) Allotment of dividend property and their aggregate amount

The Company proposes to pay a dividend of ¥150 per common share of the Company.

In this event, the total dividends will be ¥1,020,200,100.

(3) Effective date of dividends of surplus

June 23, 2020.

Proposal No. 2: Election of eight (8) Directors

The term of office of all eight (8) Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. Therefore, the Company proposes the election of eight (8) Directors.

For the selection and election of Directors, we have set the precondition that they all have “knowledge and expertise in the field of electronics, or have experience and knowledge about general corporate management” as well as “having appropriateness and suitability as a director”. Also, please refer to the business report “Standards and Policies regarding Independence of External Director” regarding the idea of appointing external and independent officers.

Procedures for the election of directors are decided at the Board of Directors, with the opportunity for dialogue with candidates that satisfy the above conditions.

The candidates for Directors are as follows. Hong-Bum Suh is a candidate for director of a foreign nationality, and Atsuko Honda is a female candidate for director. We will continue to strive to build a highly diversified board member system.

No.	Name	Position in the Company	
1	Ichiro Tsumaki	President, General Manager, Sales Division	Reappointment
2	Nobuo Koido	Senior Managing Director	Reappointment
3	Hong-Bum Suh	Executive Managing Director, Deputy General Manager, Sales Division	Reappointment
4	Masakazu Tsunefuka –		New Appointment
5	Yasuhiro Kakihara	Director	Reappointment
6	Kiyotaka Nakao	Director	Reappointment
7	Shinji Shirasaki	External Director	Reappointment External Independent
8	Atsuko Honda	External Director	Reappointment External Independent

No.	Name (Date of Birth)	Career Summary, Position and Responsibilities in the Company, and Significant Concurrent Positions	
1	<div>Reappointment</div> <p>Ichiro Tsumaki (July 28, 1960)</p> <p>Years as Director: 10 years</p>	April 1983	Joined Tomen Corporation (current Toyota Tsusho Corporation)
		April 2003	General Manager, Electronic Information Department
		June 2004	Director of the Company
		December 2005	CEO, Shanghai Hong Ri International Electronics Co., Ltd. (secondment)
		April 2010	Senior Manager, Electronic Device Department, Toyota Tsusho Corporation
		June 2011	Executive Managing Director of the Company
		June 2012	President, General Manager, Sales Division (current position)
		(Significant Concurrent Positions)	
		Chairman, ATMD (Hong Kong) Limited	
		Director, ITG Marketing, Inc.	
		Number of the Company's shares owned: 8,700 shares	
		Attendance at Board of Directors Meetings: 12 out of 12 times (100%)	
		Reasons for nomination as a candidate for Director:	
		Since joining the former Tomen Corporation (current Toyota Tsusho Corporation), Ichiro Tsumaki has worked mainly in the electronic device business. After becoming the CEO of Shanghai Hong Ri International Electronics Co., Ltd., and since becoming the President of the Company in 2012, he has worked to expand overseas business and cultivate new markets. He has experience as President of the Company, as well as abundant job experience in the semiconductor industry and knowledge of corporate management, and therefore we have continued to place him as a candidate for Director.	
		If this proposal is approved, we plan to reappoint Ichiro Tsumaki as President at the Board of Directors' meeting after the conclusion of this general meeting of shareholders.	
2	<div>Reappointment</div> <p>Nobuo Koido (July 4, 1961)</p> <p>Years as Director: 13 years</p>	April 1985	Joined Ryosan Co., Ltd.
		April 1997	Manager, Hong Kong Sales Office of the Company
		June 2007	Director
		June 2008	Executive Managing Director
		June 2010	Senior Managing Director (current position)
		(Significant Concurrent Positions)	
		Vice-Chairman, ATMD (Hong Kong) Limited	
		Director, ATMD Electronics (Shenzhen) Limited	
		Director, ATMD Electronics (Shanghai) Limited	
		Director, ATMD Electronics (Singapore) Pte. Ltd.	
		Number of the Company's shares owned: 9,900 shares	
		Attendance at Board of Directors Meetings: 12 out of 12 times (100%)	
		Reasons for nomination as a candidate for Director:	
		Since formerly working for Ryosan Co., Ltd., Nobuo Koido has mainly engaged in overseas business, and he is devoting his efforts to expanding our overseas business, including the establishment of ATMD (Hong Kong) Limited. He has extensive experience in overseas business and work experience in the semiconductor industry, and as we continue to expand overseas, we expect him to be a driving force, and selected him to continue as a candidate for Director.	

No.	Name (Date of Birth)	Career Summary, Position and Responsibilities in the Company, and Significant Concurrent Positions	
3	<div>Reappointment</div> <p>Hong-Bum Suh (October 16, 1961)</p> <p>Years as Director: 8 years</p>	<p>January 1986 Joined Samsung C&T Corporation Co., Ltd.</p> <p>April 2001 General Manager, LCD Marketing Team, Samsung Electronics Co., Ltd.</p> <p>January 2009 Managing Director</p> <p>March 2012 Advisor of the Company</p> <p>April 2012 Deputy General Manager, Sales Division, General Manager, LCD Sales Department</p> <p>June 2012 Executive Managing Director, Deputy General Manager, Sales Division (current position)</p>	
	<p>Number of the Company's shares owned: 100 shares</p> <p>Attendance at Board of Directors Meetings: 12 out of 12 times (100%)</p> <p>Reasons for nomination as a candidate for Director:</p> <p>Hong-Bum Suh has primary been working in the liquid crystal panel business since he joined Samsung Electronics Co., Ltd., and after serving as an executive director for Samsung, and since becoming Executive Managing Director of the Company in 2012, he has been focusing on expanding business centered on liquid crystal panels. Since he has abundant performance in the liquid crystal panel business and knowledge of corporate management, we have continued to place him as a candidate for Director.</p>		
4	<div>New Appointment</div> <p>Masakazu Tsunefuka (October 2, 1965)</p>	<p>April 1988 Joined Tomen Corporation (current Toyota Tsusho Corporation)</p> <p>April 2004 Group Leader, Accounting and Statistics Group, Accounting and Statistics Department</p> <p>April 2006 Group Leader, Strategy Planning Group, Accounting Department, Toyota Tsusho Corporation</p> <p>April 2008 Group Leader, Tax Planning Group, Accounting Department</p> <p>April 2012 Vice President and General Manager of Corporate Division, East Asian Region, Toyota Tsusho (China) Co., Ltd. (secondment)</p> <p>April 2017 Managing Director and Director, Corporate Division, NEXTY Electronics Corporation (current position)</p>	
	<p>Number of the Company's shares owned: 0 shares</p> <p>Reasons for nomination as a candidate for Director:</p> <p>Since joining the former Tomen Corporation (current Toyota Tsusho Corporation), Masakazu Tsunefuka has mainly been engaged in accounting operations and, after serving as Vice President at Toyota Tsusho (China) Co., Ltd., he currently holds the post of Director at a group company of Toyota Tsusho Corporation. He has extensive experience and knowledge of corporate management as well as finance and accounting and we judge that he will be able to use this experience to provide appropriate supervision and advice to the Board of Directors and, therefore, propose him as a candidate for Director.</p>		

No.	Name (Date of Birth)	Career Summary, Position and Responsibilities in the Company, and Significant Concurrent Positions	
5	<div>Reappointment</div> <p>Yasuhiro Kakiyara (March 17, 1963)</p> <p>Years as Director: 3 years</p>	<p>April 1985 Joined Toyota Tsusho Corporation</p> <p>April 2003 Director, Toyota Tsusho Electronics Corporation (secondment)</p> <p>April 2007 Representative Senior Managing Director, Toyota Tsusho Electronics Corporation (secondment)</p> <p>April 2010 Managing Director, Toyota Tsusho (Singapore) Pte. Ltd.</p> <p>July 2012 Executive Vice President, Toyota Tsusho Asia Pacific Pte. Ltd.</p> <p>April 2015 General Manager, HEV & ITS Business Development Department, Toyota Tsusho Corporation</p> <p>April 2016 General Manager, Mobility & ITS Business Development Department</p> <p>April 2017 Executive Officer</p> <p>April 2017 Director, NEXTY Electronics Corporation (current position)</p> <p>June 2017 Director of the Company (current position)</p> <p>June 2017 Director, Elematec Corporation (current position)</p> <p>April 2019 COO (Chief Operating Officer), Chemicals & Electronics Division, and Assistant to CTO (Chief Technology Officer) of Toyota Tsusho Corporation</p> <p>April 2020 Executive Officer, COO (Chief Operating Officer), Chemicals & Electronics Division, and Assistant to CDTO (Chief Digital & Technology Officer) (current position)</p> <p>(Significant Concurrent Positions)</p> <p>Executive Officer, COO (Chief Operating Officer), Chemicals & Electronics Division, and Assistant to CTO (Chief Technology Officer) of Toyota Tsusho Corporation</p> <p>Director, NEXTY Electronics Corporation</p> <p>Director, Elematec Corporation</p>	
	<p>Number of the Company's shares owned: 0 shares</p> <p>Attendance at Board of Directors Meetings: 10 out of 12 times (83%)</p> <p>Reasons for nomination as a candidate for Director:</p> <p>Yasuhiro Kakiyara has extensive experience in business in the in-vehicle equipment field and knowledge of corporate management for Toyota Tsusho Corporation and its group companies, and based on these experiences, we feel he can provide appropriate supervision and advice to the Board of Directors. We have therefore continued to place him as a candidate for Director.</p> <p>Limitation of liability:</p> <p>Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Yasuhiro Kakiyara to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act to the minimum liability amount provided for by Article 425, Paragraph 1 of the same Act. If his election is approved, the Company plans to renew the respective agreements with him.</p>		

No.	Name (Date of Birth)	Career Summary, Position and Responsibilities in the Company, and Significant Concurrent Positions	
6	<div>Reappointment</div> <div>Kiyotaka Nakao (April 19, 1967)</div> <div>Years as Director: 1 year</div>	April 1991	Joined Toyota Tsusho Corporation
		April 2012	Director, Toyota Tsusho Electronics Corporation
		April 2013	Managing Director
		April 2017	Executive Managing Director, NEXTY Electronics Corporation (current position)
		June 2019	Director of the Company (current position)
		(Significant Concurrent Positions)	
		Executive Managing Director, NEXTY Electronics Corporation	
	Number of the Company's shares owned: 0 shares		
	Attendance at Board of Directors Meetings: 10 out of 10 times (100%)		
	(Note) This is the number of times Kiyotaka Nakao attended Board of Directors Meetings since June 2019 when he became a Director.		
Reasons for nomination as a candidate for Director:			
Kiyotaka Nakao has extensive experience and knowledge of corporate management through his holding positions at the group companies of Toyota Tsusho Corporation, including as Director. We have decided that he will be able to provide appropriate supervision and advice to the Board of Directors based on this experience, and we have therefore continued to place him as a candidate for Director.			
Limitation of liability:			
Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Kiyotaka Nakao to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act to the minimum liability amount provided for by Article 425, Paragraph 1 of the same Act. If his election is approved, the Company plans to renew the respective agreements with him.			

No.	Name (Date of Birth)	Career Summary, Position and Responsibilities in the Company, and Significant Concurrent Positions	
7	<div><div>Reappointment</div><div>External</div><div>Independent</div></div> <div>Shinji Shirasaki (March 8, 1952)</div> <div>Years as Director: 1 year</div>	April 1974	Joined Nippon Denso Co., Ltd. (current Denso Corporation)
		June 2003	Director
		June 2004	Managing Officer
		June 2006	Audit & Supervisory Board Member, Tokai Rika Co., Ltd.
		June 2008	Senior Managing Director, Denso Corporation
		June 2010	External Director, Tokai Rika Co., Ltd.
		December 2015	Senior Advisor, Industry and Labor Department of Fukui Prefecture
		April 2018	Car-Ele Promoter, Northern Kyushu Automobile Industry Asia Advanced Base Promotion Project (current position)
		April 2019	Cooperation Coordinator, Open Innovation Promotion Department, Fukui Industrial Support Center (current position)
		June 2019	External Director of the Company (current position)
(Significant Concurrent Positions)			
Car-Ele Promoter, Northern Kyushu Automobile Industry Asia Advanced Base Promotion Project			
Number of the Company's shares owned: 0 shares Attendance at Board of Directors Meetings: 10 out of 10 times (100%) (Note) This is the number of times Kiyotaka Nakao attended Board of Directors Meetings since June 2019 when he became a Director. Reasons for nomination as candidate for External Director: Shinji Shirasaki was directly involved in management as an executive officer at Denso Corporation and served as an external director at Tokai Rika Co., Ltd. Because he has expertise in corporate management, we expect him to provide opinions and advice that will be useful for the Company's management, and we have decided that he will be able to fulfill the role expected of an External Director. For these reasons, we have therefore continued to place him as a candidate for External Director. Matters pertaining to independence: There is no possibility of conflict of interest with general shareholders because there are no financial interests other than director compensation, etc. between him and the Company. Shinji Shirasaki works as a Car-Ele Promoter for Northern Kyushu Automobile Industry Asia Advanced Base Promotion Project and a Coordination Promoter for the Open Innovation Promotion Department of Fukui Industrial Support Center but there are no transactions between the project and the Company or the center and the Company and no special relationship exists between the organizations where Shinji Shirasaki holds concurrent positions and the Company. He therefore meets our independence criteria and will be designated as an independent officer as prescribed by the Tokyo Stock Exchange. If he is reappointed, the Company intends to continue to designate him as independent officer. Limitation of liability: Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Shinji Shirasaki to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act to the minimum liability amount provided for by Article 425, Paragraph 1 of the same Act. If his election is approved, the Company plans to renew the respective agreements with him.			

No.	Name (Date of Birth)	Career Summary, Position and Responsibilities in the Company, and Significant Concurrent Positions
8	<div> <div>Reappointment</div> <div>External</div> <div>Independent</div> </div> <p>Atsuko Honda (December 10, 1969)</p> <p>Years as Director: 4 years</p>	<p>October 1992 Passed judicial exam</p> <p>April 1993 Joined The Legal Training and Research Institute of Japan</p> <p>March 1995 Completed The Legal Training and Research Institute of Japan</p> <p>April 1995 Appointed Assistant Judge (Kyoto District Court)</p> <p>April 1997 Prosecutor with Litigation Department, Tokyo Legal Affairs Bureau</p> <p>April 1999 Tokyo District Court</p> <p>April 2000 Urawa District Court (current Saitama District Court)</p> <p>April 2003 Tokyo Family District Court, Hachioji Branch (current Tachikawa Branch)</p> <p>April 2005 Appointed judge (Fukuoka Family Court)</p> <p>August 2005 Voluntary retirement</p> <p>April 2010 Registered as attorney (Dai-Ichi Tokyo Bar Association), joined Anzai Law Office (current position)</p> <p>April 2016 Civil Conciliation Commissioners (Tokyo Summary Court) (current position)</p> <p>June 2016 External Director of the Company (current position)</p> <p>May 2017 Director, Japan Safe Driving Center (current position)</p> <p>June 2018 Director, Private Placement Services Association of Japan (current position)</p> <p>(Significant Concurrent Positions)</p> <p>Attorney, Anzai Law Office</p> <p>Director, Japan Safe Driving Center</p> <p>Director, Private Placement Services Association of Japan</p> <p>Number of the Company's shares owned: 0 shares</p> <p>Attendance at Board of Directors Meetings: 12 out of 12 times (100%)</p> <p>Reasons for nomination as candidate for External Director:</p> <p>Although Atsuko Honda does not have any experience of being directly involved in corporate management, we expect her to provide opinions and advice based on her expert knowledge of laws, particularly regarding labor management, gained through her long career as a judge and an attorney, and we have decided that she will be able fulfill the role expected of an External Director. For these reasons, we have selected her to continue as a candidate for External Director.</p> <p>Matters pertaining to independence:</p> <p>There is no possibility of conflict of interest with general shareholders because there are no financial interests other than director compensation, etc. between her and the Company.</p> <p>She serves as an attorney at Anzai Law Office, a director of Japan Safe Driving Center and a director of the Private Placement Services Association of Japan. There have been no transactions between the law office and the Company since December 2015. In addition, there are no transactions between the Company and Japan Safe Driving Center and Private Placement Services Association of Japan, and there is no special relationship between the organizations where she holds a concurrent position and the Company.</p> <p>Therefore, she meets our independence criteria and has been designated as an independent officer as prescribed by the Tokyo Stock Exchange. If she is reappointed, the Company intends to continue to designate her as independent officer.</p> <p>Limitation of liability:</p> <p>Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Atsuko Honda to limit her liability for damages under Article 423, Paragraph 1 of the Companies Act to the minimum liability amount provided for by Article 425, Paragraph 1 of the same Act. If her election is approved, the Company plans to renew the respective agreements with her.</p>

Notes: 1. The meanings of the terms in the table are as follows.

Reappointment	Candidates for Directors to be reappointed
New Appointment	Candidates for Directors to be newly appointed
External	Candidates for External Directors
Independent	Independent officers registered with the stock exchanges

2. There is no special interest between the candidates and the Company.
3. Position and responsibilities of candidates Masakazu Tsunefuka, Yasuhiro Kakihara and Kiyotaka Nakao as business executors at Toyota Tsusho Corporation, the Company's parent company, and its subsidiaries for the past five years and at present are as described in "Career Summary, Position and Responsibilities in the Company, and Significant Concurrent Positions".
4. Candidates Shinji Shirasaki and Atsuko Honda are candidates for External Directors.
5. A relative within the third degree of kinship of the candidate Shinji Shirasaki works as an employee at Toyota Tsusho Corporation, which is a specified associated service provider of the Company.

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

At the conclusion of this Ordinary General Meeting of Shareholders, the term of office of Jun Yamada, Audit & Supervisory Board Member, will expire. The Company therefore proposes the election of one (1) Audit & Supervisory Board Member.

In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidates for Audit & Supervisory Board Members are as follows:

Name (Date of Birth)	Career Summary, Position in the Company, and Significant Concurrent Positions
<div> <div>Reappointment</div> <div>External</div> <div>Independent</div> </div> <p>Jun Yamada (June 12, 1952)</p> <p>Years as Audit & Supervisory Board Member: 4 years</p>	<p>October 1975 Passed second CPA exam; joined Fuso Kansa Hojin (subsequently merged to form Chuo Shinko Kansa Hojin and renamed Chuo Audit Corporation and then Misuzu Auditing Corporation)</p> <p>August 1979 Passed third CPA examination; registered as CPA</p> <p>November 1982 Seconded to Sydney Office, Australia, Ernst & Whinney (current Ernst & Young)</p> <p>August 1997 Partner, Chuo Audit Corporation (subsequently Misuzu Auditing Corporation)</p> <p>August 2007 Partner, KPMG AZSA LLC</p> <p>July 2010 Executive Board Member, Japanese Institute of Certified Public Accountants, Vice-Chairman of Tokai Association of Japanese Institute of Certified Public Accountants</p> <p>July 2014 Head of Yamada Jun CPA Office (current position)</p> <p>June 2016 Audit & Supervisory Board Member of the Company (current position)</p> <p>(Significant Concurrent Positions)</p> <p>Head of Yamada Jun CPA Office</p>
	Number of the Company's shares owned: 0 shares
	Attendance at Board of Directors Meetings: 12 out of 12 times (100%)
	Attendance at Audit & Supervisory Board Meetings: 12 out of 12 times (100%)
	Reasons for nomination as a candidate for Audit & Supervisory Board Member:
	We expect Jun Yamada to use his expert knowledge of finance and accounting gained through many years working as a CPA to provide valuable opinions and candid comments to the Company in his role as External Audit & Supervisory Board Member, in order to help the Company's management make sound and appropriate decisions and improve management transparency and we, therefore, request his election.
	Matters pertaining to independence:
	There is no possibility of conflicts of interest with general shareholders because there are no financial interests other than compensation for Audit & Supervisory Board Members between him and the Company. Therefore, he meets our independence criteria and has been designated as an independent officer as prescribed by the Tokyo Stock Exchange. If he is reappointed, the Company intends to continue to designate him as independent officer.
	Limitation of liability:
	Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Jun Yamada to limit her liability for damages under Article 423, Paragraph 1 of the Companies Act to the minimum liability amount provided for by Article 425, Paragraph 1 of the same Act. If his election is approved, the Company plans to renew the respective agreements with him

Notes: 1. The meanings of the terms in the table are as follows.

Reappointment

Candidates for Audit & Supervisory Board Members to be reappointed

External

Candidates for External Audit & Supervisory Board Members

Independent

Independent officers registered with the stock exchanges

2. There is no special interest between the candidates for Audit & Supervisory Board Members and the Company.

3. Candidate Jun Yamada is a candidate for External Audit & Supervisory Board Member.