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Securities code: 3553

June 3, 2026

To our shareholders

Mikio Hanai
Chief Executive Officer
KYOWA LEATHER CLOTH CO., LTD.
1876 Higashi-machi, Chuo-ku, Hamamatsu City,
Shizuoka Prefecture

Notice of the 128th Annual General Meeting of Shareholders

We hereby announce the 128th Annual General Meeting of Shareholders of KYOWA LEATHER CLOTH CO., LTD. (the “Company”), which will be held as indicated below.

In convening this general meeting of shareholders, the Company has taken measures for providing information that constitutes the content of Reference Documents for the General Meeting of Shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and has posted the information on each of the following websites. Please access either of the websites to review the information.

The Company’s website:

<https://www.kyowale.co.jp> (in Japanese)

(From the above website, select “IR Information,” “Financial Reports” and then “Notice of the 128th Annual General Meeting of Shareholders” under “Information about general meetings of shareholders and business reports.”)

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

<https://d.sokai.jp/3553/teiji/> (in Japanese)

TSE website (Listed Company Search):

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

(Access the TSE website by using the internet address shown above, enter “KYOWA LEATHER CLOTH” in “Issue name (company name)” or the Company’s securities code “3553” in “Code,” 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].”)

If you are unable to attend the meeting in person, you may exercise your voting rights in writing or by electromagnetic method (via the internet, etc.). Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. (JST) on Thursday, June 18, 2026.

1. **Date and time:** Friday, June 19, 2026, at 10:00 a.m. (JST)
(Reception will start at 9:00 a.m. (JST))
2. **Venue:** Auditorium, QA Center 3F, the Company
1876 Higashi-machi, Chuo-ku, Hamamatsu City, Shizuoka Prefecture

3. **Purpose of the meeting:**

Matter to be reported:

The Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements, as well as the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors, for the 128th fiscal year (from April 1, 2025 to March 31, 2026)

Matters to be resolved:

- Proposal No. 1** Appropriation of Surplus
- Proposal No. 2** Election of Six (6) Directors
- Proposal No. 3** Election of Two (2) Corporate Auditors
- Proposal No. 4** Payment of Retirement Benefits to Retiring Directors and a Retiring Corporate Auditor
- Proposal No. 5** Payment of Bonuses to Officers

- If you attend the meeting on the day, please submit the enclosed voting form to the reception desk at the venue as proof of your attendance.
- If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on the aforementioned websites.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1 Appropriation of Surplus

The Company considers the return of profit to its shareholders to be a key management priority.

In line with this, the Company strives for the continuity of dividend payments while giving consideration to a comprehensive range of matters including business performance, dividend payout ratio and DOE, and it proposes to pay dividends as follows:

(1) Type of dividend property

To be paid in cash.

(2) Allotment of dividend property and their aggregate amount

The Company proposes to pay a dividend of ¥26 per common share of the Company, for an aggregate amount of ¥619,598,252.

Accordingly, the dividends for the fiscal year, including the interim dividend (¥26 per share) already paid, will be ¥52 per share, for an aggregate amount of ¥1,239,196,504.

(3) Effective date of dividends of surplus

The effective date of dividends will be June 22, 2026.

Proposal No. 2 Election of Six (6) Directors

At the conclusion of this meeting, the terms of office of all seven (7) incumbent Directors will expire. Therefore, the Company proposes the election of six (6) Directors.

In addition, the details of this proposal were determined by the Board of Directors following deliberation by and reporting from the voluntary Nomination and Remuneration Committee composed primarily of independent Outside Directors.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Current position and responsibility in the Company	Career summary and significant concurrent positions outside the Company		Number of the Company's shares owned
1	Mikio Hanai (January 14, 1961)	Chief Executive Officer Auditing Dept. BR Strategy Promotion Div.	Apr. 1984 Apr. 2015 Apr. 2016 Apr. 2017 June 2017 June 2018 June 2023	Joined TOYOTA MOTOR CORPORATION Executive General Manager General Manager, Tsutsumi Plant Standing Advisor, the Company Representative Director and Vice President Representative Director and President Assumed the position of Chief Executive Officer (incumbent)	32,000 shares
2	Ryuta Kawashima (October 24, 1962)	Representative Director & Senior Managing Executive Officer Supervising Global and Domestic Business General Manager, Corporate Center Procurement Dept. Tokyo Sales Office Osaka Sales Office	Apr. 1985 Apr. 2017 June 2017 June 2021 June 2023	Joined the Company General Manager, Vehicle Sales Dept. Director Managing Director Assumed the position of Representative Director & Senior Managing Executive Officer (incumbent)	12,200 shares
3	Yasunori Takeuchi (April 10, 1964)	Director & Senior Managing Executive Officer General Manager, Mobility Division Mobility Management Dept. Environmental Management	Apr. 1987 Jan. 2016 Apr. 2021 June 2022 June 2023 June 2024	Joined TOYOTA MOTOR CORPORATION General Manager, Assembly Division of Tsutsumi Plant Advisory Member, the Company Managing Director Director & Managing Executive Officer Assumed the position of Director & Senior Managing Executive Officer (incumbent)	5,000 shares

Candidate No.	Name (Date of birth)	Current position and responsibility in the Company	Career summary and significant concurrent positions outside the Company	Number of the Company's shares owned
4	* Tsutomu Nagata (November 25, 1966)	—	Apr. 1989 Joined the Company Jan. 2021 General Manager, Technology Division No. 2 June 2021 Director June 2023 Assumed the position of Executive Officer (incumbent)	4,000 shares
5	Yuichi Oi (August 17, 1954)	Outside Director	Apr. 1978 Joined Toyota Tsusho Corporation Apr. 2006 Executive Officer June 2011 Managing Executive Officer June 2013 Managing Director Apr. 2015 Senior Managing Director Apr. 2017 Director & Senior Managing Executive Officer June 2017 Representative Director, Vice President & Executive Officer June 2018 Outside Corporate Auditor, the Company June 2019 Senior Executive Advisor, Toyota Tsusho Corporation June 2020 Assumed the position of Outside Director, Aisan Industry Co., Ltd. (incumbent) June 2021 Retired from Outside Corporate Auditor, the Company June 2023 Assumed the position of Outside Director (incumbent) [Significant concurrent positions outside the Company] Outside Director, Aisan Industry Co., Ltd.	8,000 shares
6	Hajime Asama (January 18, 1959)	Outside Director	Sept. 1986 Research Assistant at the Chemical Engineering Laboratory, RIKEN Nov. 2002 Professor, Research into Artifacts, Center for Engineering, The University of Tokyo Nov. 2009 Professor, Graduate School of Engineering, The University of Tokyo Apr. 2024 Project Professor, Tokyo College, The University of Tokyo Institutes for Advanced Study June 2024 Assumed the position of Outside Director, the Company (incumbent) Apr. 2026 Senior Researcher, Future Robotics Organization, Waseda University (incumbent) [Significant concurrent positions outside the Company] Director, The Precise Measurement Technology Promotion Foundation Councilor, Resona Foundation for Small and Medium Enterprise Promotion Councilor, Robot Revolution & Industrial IoT Initiative Director, Advanced Robotics Foundation Associate Member, The Science Council of Japan Representative Director, New Technology Foundation Visiting Professor, Tokyo College, The University of Tokyo Institutes for Advanced Study Senior Researcher, Future Robotics Organization, Waseda University	1,000 shares

- (Notes)
1. There is no special interest between any of the candidates and the Company.
 2. New candidates are indicated by an asterisk (*).
 3. Yuichi Oi and Hajime Asama are candidates for Outside Director as defined in Article 2, item (xv) of the Companies Act.
 4. Yuichi Oi possesses extensive experience in overseas business and deep insight as a corporate manager over many years at Toyota Tsusho Corporation and other companies. Therefore, the Company expects that he will supervise the Company's Board of Directors from an outside perspective and hereby nominates him as a candidate for Outside Director. The Company has registered Yuichi Oi as an independent officer pursuant to the provisions of the Tokyo Stock Exchange. If this proposal is approved as originally proposed, he will continue to be an independent officer.
 5. Yuichi Oi has previously served as a non-executive officer (Corporate Auditor) of the Company.
 6. Yuichi Oi has served as an executive of Toyota Tsusho Corporation, a major business partner of the Company, within the past 10 years. His positions and responsibilities during that period are as stated in the "Career summary and significant concurrent positions outside the Company" column above. He resigned from the company in June 2021.
 7. Although Hajime Asama has never been directly involved in the management of a company in the past, he possesses specialized knowledge and experience cultivated from his many years of experience as a service robotics researcher and university professor. Therefore, the Company expects that he will utilize those qualities in the Company's management strategy and hereby nominates him as a candidate for Outside Director. The Company has registered Hajime Asama as an independent officer pursuant to the provisions of the Tokyo Stock Exchange. If this proposal is approved as originally proposed, he will continue to be an independent officer.
 8. The term of office of Yuichi Oi and Hajime Asama as Outside Directors of the Company will reach three years for Yuichi Oi and two years for Hajime Asama at the conclusion of this General Meeting of Shareholders.
 9. The Company has entered into an agreement with Yuichi Oi and Hajime Asama to limit their liability for damages under Article 423, paragraph (1) of the Companies Act. The maximum amount of liability for damages under this agreement is the minimum liability amount as prescribed by laws and regulations. If the reelection of them is approved, the Company plans to renew the aforementioned agreements with them.
 10. The Company has taken out a directors and officers liability insurance policy with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act, and a summary of the policy's content is as stated in "3. Matters Concerning Officers, (2) Summary of details of directors and officers liability insurance policy" of the Business Report. If the candidates for Director are approved for election, they will be included as insureds in the policy.
In addition, when the insurance policy is renewed, the Company plans to renew the policy with the same terms.

(Reference) Expertise, experience, and roles expected by the Company of Directors upon approval of Proposal No. 2

Name	Position	Corporate Management	Sales	Technology & Development	Producing Skills & Manufacturing	SDGs	Finance & Accounting	DX	Global
Mikio Hanai	Director	○		○	○	○	○	○	○
Ryuta Kawashima	Director	○	○			○	○		○
Yasunori Takeuchi	Director	○		○	○	○		○	○
Tsutomu Nagata	Director	○		○	○	○			○
Yuichi Oi	Outside Director	○	○			○			○
Hajime Asama	Outside Director			○	○	○			○

Proposal No. 3 Election of Two (2) Corporate Auditors

Corporate Auditors Akihito Isobe and Kengo Yamagishi will resign at the conclusion of this meeting. Therefore, the Company proposes the election of two (2) Corporate Auditors as their substitutes.

In addition, the details of this proposal were determined by the Board of Directors with the prior consent of the Board of Corporate Auditors following deliberation by and reporting from the voluntary Nomination and Remuneration Committee composed primarily of independent Outside Directors.

The candidates for Corporate Auditor are as follows:

Candidate No.	Name (Date of birth)	Current position in the Company	Career summary and significant concurrent positions outside the Company		Number of the Company's shares owned
1	Takehiko Komiya (February 8, 1969)	–	Apr. 1992	Joined The Daiwa Bank, Ltd. (currently Resona Bank, Limited)	None
			Oct. 2023	General Manager, Office of Audit and Supervisory Committee, Resona Bank, Limited	
			Apr. 2026	Advisory Member and Chair of Auditing Dept., the Company (incumbent)	
2	Ken Shinoda (July 5, 1979)	–	Apr. 2004	Joined TOYOTA MOTOR CORPORATION	None
			Jan. 2026	General Manager, Body Parts Section No.1, Body Parts Purchasing Department (incumbent)	

- (Notes)
1. There is no special interest between any of the candidates and the Company.
 2. Ken Shinoda is a candidate for Outside Corporate Auditor as defined in Article 2, item (xvi) of the Companies Act. As Ken Shinoda possesses deep insight across a wide range of fields, the Company expects that he will be able to perform auditing functions and hereby nominates him as a candidate for Outside Corporate Auditor.
 3. If this proposal is approved as originally proposed, the Company plans to enter into an agreement with Ken Shinoda to limit his liability for damages under Article 423, paragraph (1) of the Companies Act. The maximum amount of liability for damages under this agreement will be the minimum liability amount as prescribed by laws and regulations.
 4. The Company has taken out a directors and officers liability insurance policy with an insurance company as stipulated in Article 430-3, paragraph (1) of the Companies Act, and a summary of the policy's content is as stated in "3. Matters Concerning Officers, (2) Summary of details of directors and officers liability insurance policy" of the Business Report. If the candidates for Corporate Auditor are approved for election, they will be included as insureds in the policy.
In addition, when the insurance policy is renewed, the Company plans to renew the policy with the same terms.

Proposal No. 4 Payment of Retirement Benefits to Retiring Directors and a Retiring Corporate Auditor

The Company proposes to pay retirement benefits within a reasonable amount and in accordance with the Company’s established criteria, to the following three individuals in recognition of their contributions during their tenure: Director & Senior Managing Executive Officer Daisuke Yanagawa and Director & Managing Executive Officer Tadahiko Inagaki, who will retire from office due to expiration of their terms of office at the conclusion of this meeting; and Standing Corporate Auditor Akihito Isobe, who will resign at the conclusion of this meeting.

Following consultation by the Board of Directors, the Company has determined that this proposal is reasonable, as it is in line with the report deliberated by the voluntary Nomination and Remuneration Committee whose members are composed primarily of independent Outside Directors, including the proposal’s consistency with the Company’s established criteria.

The Company further proposes to entrust the determination of the specific amount, timing, and method of presentation, etc., of the retirement benefits to discussions by the Board of Directors for Directors and by the Corporate Auditors for Corporate Auditors, respectively.

The career summaries of the aforementioned individuals are as follows:

Name	Career summary	
Daisuke Yanagawa	June 2021	Managing Director, the Company
	June 2023	Assumed the position of Director & Senior Managing Executive Officer (incumbent)
Tadahiko Inagaki	June 2019	Director, the Company
	June 2023	Executive Officer
	June 2024	Assumed the position of Director & Managing Executive Officer (incumbent)
Akihito Isobe	June 2021	Assumed the position of Standing Corporate Auditor, the Company (incumbent)

Proposal No. 5 Payment of Bonuses to Officers

Having given consideration to matters including the business performance of the current fiscal year and past payment records, the Company proposes to pay bonuses to officers comprising a total amount of ¥34,248,000 to the seven Directors as of the end of the current fiscal year (including ¥2,400,000 for the two Outside Directors) and a total amount of ¥6,952,000 to the three Corporate Auditors.

Furthermore, the Company has established a policy on determining the details of remuneration for individual Directors and Corporate Auditors following deliberation by and reporting from the voluntary Nomination and Remuneration Committee whose members are composed primarily of independent Outside Directors. The Company has determined that this proposal is reasonable, as it is in line with the policy in question.