

Notice of the 160th Ordinary General Meeting of Shareholders to be held in Kitakyushu City, Japan on June 23, 2026

Live streaming of the General Meeting of Shareholders

The General Meeting of Shareholders will be live-streamed over the Internet on the day so that shareholders can also view it at home, etc. For details, see page 5 to page 6.

TOTO LTD.

2-1-1 Nakashima, Kokurakita-ku, Kitakyushu City, Japan

Notice:

This is an English translation of the Japanese original of the Notice of the 160th Ordinary General Meeting of Shareholders distributed to shareholders in Japan. This translation is prepared solely for the reference and convenience of foreign shareholders. In the event of any discrepancy between this translation and the Japanese original, the latter shall prevail.

June 3, 2026

To Our Shareholders

TOTO LTD.

Shinya Tamura

President, Representative Director

2-1-1 Nakashima, Kokurakita-ku, Kitakyushu City

Notice of the 160th Ordinary General Meeting of Shareholders

This is to inform you that TOTO LTD. (the “Company”) will hold its 160th Ordinary General Meeting of Shareholders, as described below.

When convening this general meeting of shareholders, the Company takes measures for providing in electronic format the information that constitutes the content of reference documents for the shareholders meeting, etc. (items for which measures for providing information in electronic format are to be taken). This information is posted on each of the following websites, so please access either of those websites to confirm the information.

Company’s website

<https://jp.toto.com/company/ir/reference/meeting> (in Japanese)

(Please select “Fiscal Year Ended March 2026 (The 160th)” and “Convocation Notice” in that order.)

TSE website (Listed Company Search)

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

(Enter “TOTO” in “Issue name (company name)” or the Company’s securities code “5332” 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].”)

General Meeting of Shareholders materials posted website

<https://s.srdb.jp/5332/> (in Japanese)

Please note that shareholders who are unable to attend the meeting are kindly requested to exercise their voting rights in writing or via the Internet after examining the Reference Documents for the General Meeting of Shareholders, no later than 5:10 p.m. on Monday, June 22, 2026, Japan time.

Time and Date: 10:00 a.m. on Tuesday, June 23, 2026, Japan time

Place: TOTO Museum Hall
2-1-1 Nakashima, Kokurakita-ku, Kitakyushu City

Purpose of the Meeting:

Matters to be reported:

- (1) Reporting of the contents of the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements for the 160th fiscal period (from April 1, 2025 to March 31, 2026)
- (2) Reporting the audit result of the Consolidated Financial Statements by the Independent Accounting Auditors and the Audit & Supervisory Committee

Matters to be resolved:

Proposal 1 Partial Amendments to the Articles of Incorporation

Proposal 2 Election of 6 Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

Proposal 3 Election of 4 Directors Who Are Audit & Supervisory Committee Members

- The paper-based documents stating the items subject to measures for electronic provision are to be delivered to shareholders who have made a request for delivery of such documents (paper-based documents to be delivered). Among the items subject to measures for electronic provision, the Consolidated Statements of Changes in Net Assets and the Notes to the Consolidated Financial Statements, as well as the Statements of Changes in Net Assets and the Notes to the Non-consolidated Financial Statements, are posted on the Company's website pursuant to laws and regulations and Article 13 of the Company's Articles of Incorporation (Japanese only). The Independent Accounting Auditors and the Audit & Supervisory Committee Members have audited the documents subject to audit, including the matters omitted from this notice.
- If revisions to the items 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 each aforementioned website.
- If you plan to attend the Meeting, please submit the voting form sent out with this notice to the receptionist at the Meeting. Please also bring this pamphlet with you, for resources conservation.
- In accordance with the Japanese government's "Cool Biz" summertime energy-saving campaign, we will be wearing light clothing at the Meeting. We recommend that you do the same.
- The General Meeting of Shareholders will be live-streamed over the Internet on the day so that shareholders can also view it at home, etc. For details, see page 5 to page 6.
- No souvenirs will be distributed on the day of the Meeting.
- If future developments necessitate a major change in the way the Meeting will be run, shareholders will be informed via the Company's website below.

Exercise of Voting Rights

Exercise of Voting Rights via Attending the Shareholders' Meeting



Please present the voting form at the reception desk.

Date and Time of the Shareholders' Meeting

Tuesday, June 23, 2026
10:00 a.m.

Exercise of Voting Rights via Postal Mail



Please indicate, on the voting form, your approval or disapproval of the proposal and return the completed form.

Voting Deadline

(To arrive before)
Monday, June 22, 2026
5:10 p.m.

Exercise of Voting Rights via the Internet, etc.



Please indicate your approval or disapproval of the proposal by following the instructions on the next page.

Voting Deadline

Monday, June 22, 2026
5:10 p.m.

How to fill out the voting form

Proposal 1

- If you approve: Mark the “approve” box with a “○”
- If you are opposed: Mark the “disapprove” box with a “○”

Proposals 2 and 3

- If you approve of all of the candidates: Mark the “approve” box with a “○”
- If you are opposed to all of the candidates: Mark the “disapprove” box with a “○”
- If you are opposed to some of the candidates: Mark the “approve” box with a “○,” and indicate the numbers for the candidates that you are opposed to within the parentheses

Caution

- In the event that any shareholder exercises voting rights in written form (by mail) as well as through the Internet, etc., exercise of voting rights through the Internet, etc. shall be deemed as the effective exercise of the voting rights.
- If any voting rights are exercised via the Internet, etc. more than once, the votes cast last shall be considered to be valid. If any voting right is exercised more than once by personal computer or smartphone, the latest exercise will be upheld as the valid exercise of the voting right.
- If the voting form used for exercising voting rights in writing (by mail) does not bear an indication of approval or disapproval for the proposal, it will be deemed to be an expression of approval of the proposal.

Instructions on Exercising Voting Rights via the Internet, etc.

Scanning QR code®

You can simply login to the website for exercising voting rights without entering your login ID and temporary password printed on the voting form.

1. Please scan the QR code® printed on the voting form.
2. Indicate your approval or disapproval by following the instructions on the screen.

Entering login ID and temporary password

Website for exercising voting rights:
<https://evote.tr.mufg.jp/>

1. Please access the website for exercising voting rights.
2. Enter your “login ID” and “temporary password” printed on the voting form, and click the “Login” button.
3. Indicate your approval or disapproval by following the instructions on the screen.

In case you need instructions for how to operate your PC/smartphone in order to exercise your voting rights via the Internet, please contact the helpdesk, for which the details are provided below.

Mitsubishi UFJ Trust and Banking Corporation

Corporate Agency Division (helpdesk)

Telephone: 0120-173-027 (toll free and available from 9:00 a.m. to 9:00 p.m.; within Japan only)

Institutional investors may use the electronic voting platform operated by ICJ, Inc.

Instructions on Live Streaming on the Internet

There will be live streaming of the Company's Shareholders' Meeting on the day for our shareholders to watch at home, etc. as instructed below.

1. Date and Time of Live Stream

From 10:00 a.m. on Tuesday, June 23, 2026 to the end of the Meeting, Japan time

- * The live stream may not be held due to unavoidable reasons. In such a case, an announcement will be posted on the Company's website (<https://jp.toto.com/company/ir/reference/meeting> (in Japanese))

2. How to Watch the Live Stream

- (1) Please access the General Meeting of Shareholders website, "Engagement Portal," by entering the URL below on your computer or smartphone, etc. or by scanning the QR code®.

General Meeting of Shareholders website "Engagement Portal" URL
<https://engagement-portal.tr.mufg.jp/> (in Japanese)



(QR code)

- (2) On the shareholder authentication screen (log in screen), enter 1) login ID and 2) password explained below, and confirm the terms of use and conditions, click on "Agree with the terms of use" and then click on the "Log in" button.

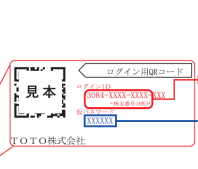
- 1) Login ID: A 12-digit number comprising "3084" + "Shareholder Number" printed on the voting form
*** Please be sure to take a copy before sending out the voting form.**
- 2) Password: An 11-digit number comprising the "postal code" from your registered address on the Shareholder Registry as of March 31, 2026 (the record date) + "2026"

* You do not need to enter hyphens in your login ID and password.

- * The General Meeting of Shareholders website "Engagement Portal" will be open from the time when this Convocation Notice arrives until the end of the on-demand live stream period. Outside the open period, the shareholder authentication screen (login screen) will be displayed, but you will not be able to access the website after logging in.



2) Password↓
●●●●●●●●●●2026



1) Login ID:
3084XXXXXXXX

- * Please note that this is not the password for viewing the livestream.

- * The postal code used in the password may be different from the postal code printed on the voting form. (As changes of address after March 31, 2026 (the record date) and different addresses for mailing the voting form are not reflected in the password, please input the shareholder's registered postal code on the day of the record date. For non-residents of Japan, if you have a standing proxy, please input the postal code of said proxy.)

- (3) After logging in, click on the "View live streaming today" button, confirm the terms of use for viewing live streaming on the day and check the "Agree with terms of use" box, then click on "View."

- * The website for the live streaming on the day can be accessed from about 30 minutes prior to the start of the Meeting (9:30 a.m., Japan time).

3. Notes

- (1) **Since viewing the live stream is not recognized as attending the Ordinary General Meeting of Shareholders according to the Companies Act, you will not be able to make any statements, exercise your voting rights, or ask questions, etc., on the live stream. Please exercise your voting rights as instructed in page 3 and page 4 in advance.**
- (2) Viewing of the live stream is only available for shareholders.
- (3) Photographing, video-recording, voice-recording, and posting on social media of the live stream are strictly prohibited.
- (4) Please understand that due to internet connection conditions, issues such as disruptions in the video and audio, or interruptions in the live stream may occur.
- (5) Depending on your device and network environment, you may not be able to watch the live stream.
- (6) The shareholder is solely responsible for any expenses incurred for watching the live stream (such as internet connection fees and telecommunication fees).
- (7) Please understand that the video cameras are placed near the screen and near the Officers' seats to protect the privacy, etc. of shareholders. However, some shareholders attending the Meeting may be captured in the video. Thank you for your understanding.

4. Guide to Watching the On-demand Live Stream After the General Meeting of Shareholders

The on-demand live stream without the question and answer session during the General Meeting of Shareholders can be watched for one month from the first business day after the Meeting according to the instructions in "2. How to Watch the Live Stream."

5. Recommended Environment

The recommended environment for using the General Meeting of Shareholders website, "Engagement Portal" is as follows.

	PC		Mobile		
	Windows	Macintosh	iPad	iPhone	Android
OS* (latest versions)	Windows	MacOS	iPadOS	iOS	Android
Browsers* (latest versions)	Google Chrome, Microsoft Edge (Chromium)	Safari, Google Chrome	Safari	Safari	Google Chrome

* Even with the above environment, the website may not operate normally or the screen displays may be distorted in some cases due to OS or browser-specific issues, the telecommunication environment or the device used.

**[Inquiries Regarding the General Meeting of Shareholders website, "Engagement Portal"]
Mitsubishi UFJ Trust and Banking Corporation Stock Transfer Agency
Telephone: 0120-676-808 (toll free, within Japan only)**

Reception hours: Weekdays 9:00 a.m. to 5:00 p.m., excluding weekends and holidays

On the day of the General Meeting of Shareholders, the reception for inquiries will be open from 9:00 a.m. until the meeting closes.

Reference Documents for the General Meeting of Shareholders (Agenda and References are as follows)

Proposal 1 Partial Amendments to the Articles of Incorporation

1. Reasons for the Amendments

(1) Change in the number of Directors

In order for the Board of Directors of the Company to make decisions more promptly and effectively, optimize the size of the Board of Directors, and further strengthen corporate governance, the Company proposes to reduce the maximum number of Directors (excluding Directors who are Audit & Supervisory Committee Members) stipulated in Article 17 of the current Articles of Incorporation from the current 14 to 7.

(2) Change in the decision-making body for dividends of surplus, etc.

With the aim of further deepening engagement with shareholders, the Company proposes an amendment to Article 38 of the current Articles of Incorporation to enable the General Meeting of Shareholders to resolve dividends of surplus, etc., in addition to the Board of Directors, while maintaining the agility of decision-making.

These amendments to the Articles of Incorporation shall take effect at the close of this Meeting.

2. Details of the Amendments

The details of the amendments are as follows.

(Underlined portions indicate the amendments)

Current Articles of Incorporation	Proposed Amendments
<p>Chapter 4 Directors and the Board of Directors (Number of Directors)</p> <p>Article 17</p> <p>1. The number of Directors of the Company (excluding Directors who are Audit & Supervisory Committee Members) shall not exceed <u>14</u>.</p> <p>2. The number of Directors of the Company who are Audit & Supervisory Committee Members shall not exceed 5.</p> <p style="text-align: center;">Chapter 7 Accounts (Dividends of Surplus, Etc.)</p> <p>Article 38</p> <p>The Company <u>shall</u> determine matters provided for in each item of Article 459, Paragraph 1 of the Companies Act, such as dividends of surplus, by resolution of the Board of Directors, <u>not by resolution of the General Meeting of Shareholders</u>, except as otherwise provided by laws and regulations.</p>	<p>Chapter 4 Directors and the Board of Directors (Number of Directors)</p> <p>Article 17</p> <p>1. The number of Directors of the Company (excluding Directors who are Audit & Supervisory Committee Members) shall not exceed <u>7</u>.</p> <p>2. The number of Directors of the Company who are Audit & Supervisory Committee Members shall not exceed 5.</p> <p style="text-align: center;">Chapter 7 Accounts (Dividends of Surplus, Etc.)</p> <p>Article 38</p> <p>The Company <u>may</u> determine matters provided for in each item of Article 459, Paragraph 1 of the Companies Act, such as dividends of surplus, by resolution of the Board of Directors, except as otherwise provided by laws and regulations.</p>

Proposal 2 Election of 6 Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

The Company has set the term of office of Directors (excluding Directors who are Audit & Supervisory Committee Members; same applies hereinafter for this proposal only) at one year. The term of office of all 9 incumbent Directors will expire at the close of this Meeting.

Accordingly, in order to further strengthen the management oversight function of the Board of Directors and enable more prompt decision-making, the Company proposes to reduce the number of Directors by 3 and asks for your approval for the election of 6 Directors.

The Director candidates are listed below.

The size of the Board of Directors and the selection of Director candidates are determined after receiving reports from the Nominating Advisory Committee* to ensure that the Company's Board of Directors consists of Directors who have the expertise and experience necessary to contribute to the improvement of the corporate value of the Company group and that it consists of the most appropriate personnel at the present time.

The Audit & Supervisory Committee members have discussed this Proposal. As a result, it has been determined that all of the Director candidates to be suited for the position, and have expressed their intention that there are no special matters to be stated at the General Meeting of Shareholders.

There are no special interests between each candidate and the Company.

* The Nominating Advisory Committee, held in principle more than once a year, has been established to help ensure the objectivity and transparency of the Company's management through activities such as deliberation on and confirmation of the appointment of the Company's Board of Directors. The Committee shall make reports to the Board of Directors on proposals to the Meeting of Shareholders related to the appointment and dismissal of candidates for Directors, etc., including Outside Directors, and on proposals to the Meeting of Shareholders related to the appointment and dismissal of Representative Directors.

A majority of Committee members shall be outside members, and the chairperson and members have been appointed by the Board of Directors.

The Committee members consist of 5 Independent Officers as outside members, and Representative Director and Chairman of the Board and President and Representative Director as internal members. The chairperson shall be the President and Representative Director of the Company.

Committee members who have a special interest in a resolution shall not participate in the discussion.

List of the Candidates for Directors

Candidate No.	Name		Position and Responsibilities	Board of Directors Meeting Attendance
1	Noriaki Kiyota	Reelection	Representative Director, Chairman of the Board	12/12 (100%)
2	Shinya Tamura	Reelection	President, Representative Director In Charge of Housing Equipment Business, and in Charge of Management Planning, Internal Audit Office, and Secretary's Office	12/12 (100%)
3	Ryosuke Hayashi	Reelection	Director, Senior Managing Executive Officer Chief Technology Officer, in Charge of Business Divisions, and in Charge of Customer Quality, Design, Restroom Business Group, Green Building Materials, and Advanced Ceramics, and in Charge of WILL2030 New Business Domains	12/12 (100%)
4	Tomoyuki Taguchi	Reelection	Director, Senior Managing Executive Officer Chief Financial Officer, in Charge of Corporate Administrative Divisions, in Charge of Legal Affairs, Human Resources, Finance and Accounting, Information System Planning, General Affairs, Risk Management, and in Charge of WILL2030 Management Resource Innovation	12/12 (100%)
5	Junji Tsuda	Reelection Outside Independent	Outside Director	12/12 (100%)
6	Kenji Yoshida	New election Outside Independent	—	—

(Notes) 1. The Company has entered into an agreement of Directors and Officers liability insurance with an insurance company in accordance with Article 430-3, paragraph (1) of the Companies Act. As per said insurance agreement, any claims for damages resulted from actions (and inactions; excluding damages resulted from actions and inactions made intentionally or with gross negligence) by the insured* in the capacity as Officer(s), etc. of the Company during the period of insurance will be compensated for. The insurance premium has been fully paid by the Company.


* The insured includes Directors, Executive Officers, and retired Officers (for ten years after their retirement).

All the candidates for reelection as Director are already insured in said insurance agreement, and they will continue to be insured after their elections. Mr. Kenji Yoshida will be insured in said insurance agreement after his election.


The Company plans to renew said insurance agreement under same conditions as stated above.

2. The ages of the candidates from the next page onward are correct at the time of this Shareholders' Meeting, and the numbers of the Company's shares held by them are presented by discarding the number of shares below 100 shares.


Candidates for Directors:

Candidate number: 1		Noriaki Kiyota		
		Date of birth: October 8, 1961 (64 years old)		
Reelection		Number of the Company's shares held Common stock: 48,300 shares	Term of office served as Director 14 years	Board of Directors Meeting Attendance 12/12 (100%)
Brief Career History, Position, Responsibilities and Significant Concurrent Positions				
Apr. 1984	Joined the Company			
Apr. 2010	Executive Officer General Manager, Restroom Business Group of the Company			
Apr. 2012	Executive Officer In Charge of Restroom Business Group of the Company			
Jun. 2012	Director, Managing Executive Officer In Charge of Restroom Business Group of the Company			
Apr. 2014	Director, Senior Managing Executive Officer In Charge of Restroom Business Group and Faucets & Appliances Division of the Company			
Apr. 2015	Director, Senior Managing Executive Officer In Charge of System Product Group and Faucets & Appliances Division of the Company			
Apr. 2016	Representative Director, Executive Vice President In Charge of Business Divisions, Faucets & Appliances Business, Internal Audit Office, and in Charge of V-Plan Marketing Innovation of the Company			
Apr. 2017	Representative Director, Executive Vice President In Charge of Business Divisions, Faucets & Appliances Business, Human Resource, Accounting & Finance, and in Charge of V-Plan Management Resource Innovation of the Company			
Apr. 2018	Representative Director, Executive Vice President In Charge of Business Divisions & Research & Technology, Human Resource, Purchasing, Engineering Works, and in Charge of WILL2022 Management Resource Innovation of the Company			
Apr. 2020	President, Representative Director In Charge of Global Business Promotion, Digital Innovation, Management Planning, and Secretary's Office of the Company			
Apr. 2021	President, Representative Director In Charge of Digital Innovation, Global Business Promotion, Management Planning, Internal Audit Office, and Secretary's Office of the Company			
Apr. 2024	President, Representative Director In Charge of Digital Innovation, Management Planning, Internal Audit Office, and Secretary's Office of the Company			
Apr. 2025	Representative Director, Chairman of the Board of the Company [Present]			
Significant concurrent position				
Outside Director of NSK Ltd. (scheduled to assume office in June 2026)				
Reason for nomination as a Director candidate				
Mr. Noriaki Kiyota has served as President, Representative Director, and since 2025 as Representative Director and Chairman of the Board of the Company, and has abundant experience and achievements as a manager. The Company believes that he is highly capable of enhancing the entire group's corporate governance and supervising the execution of Company business, and therefore proposes his reelection as Director.				

Candidate number: 2		Shinya Tamura		
		Date of birth: March 13, 1967 (59 years old)		
Reelection		Number of the Company's shares held Common stock: 21,900 shares	Term of office served as Director 7 years	Board of Directors Meeting Attendance 12/12 (100%)
Brief Career History, Position, Responsibilities and Significant Concurrent Positions				
Apr. 1991	Joined the Company			
Apr. 2016	Executive Officer General Manager, Global Business Promotion Division of the Company			
Apr. 2018	Executive Officer General Manager, Americas Housing Equipment Business Division of the Company			
Apr. 2019	Executive Officer In Charge of Americas & Europe Housing Equipment Business, General Manager, Americas Housing Equipment Business Division, and in Charge of WILL2022 Americas & Europe Housing Equipment Business of the Company			
Jun. 2019	Director, Managing Executive Officer In Charge of Americas & Europe Housing Equipment Business, and in Charge of WILL2022 Americas & Europe Housing Equipment Business of the Company			
Apr. 2021	Director, Managing Executive Officer In Charge of China & Asia Housing Equipment Business, Americas & Europe Housing Equipment Business, and in Charge of WILL2030 China & Asia Housing Equipment Business, and in Charge of WILL2030 Americas & Europe Housing Equipment Business of the Company			
Apr. 2022	Director, Managing Executive Officer In Charge of Overseas Housing Equipment Business and in Charge of WILL2030 Overseas Housing Equipment Business of the Company			
Apr. 2024	Director, Senior Managing Executive Officer In Charge of Global Business Promotion and Overseas Housing Equipment, and in Charge of WILL2030 Overseas Housing Equipment Business of the Company			
Apr. 2025	President, Representative Director In Charge of Design, Digital Innovation, Management Planning, Internal Audit Office, and Secretary's Office of the Company			
April 2026	President, Representative Director In Charge of Housing Equipment Business, and in Charge of Management Planning, Internal Audit Office, and Secretary's Office of the Company [Present]			
Reason for nomination as a Director candidate				
Mr. Shinya Tamura has served as Director, Senior Managing Executive Officer and since 2025 as President, Representative Director of the Company and has abundant experience and achievements as a manager. The Company believes that he is highly capable of realizing management strategies of the Mid-Term Management Issues (WILL2030 STAGE2) in the Shared Value Creation Strategy TOTO WILL2030, and therefore proposes his reelection as Director.				

Candidate number: 3		Ryosuke Hayashi		
		Date of birth: September 4, 1963 (62 years old)		
Reelection		Number of the Company's shares held Common stock: 29,000 shares	Term of office served as Director 11 years	Board of Directors Meeting Attendance 12/12 (100%)
Brief Career History, Position, Responsibilities and Significant Concurrent Positions				
Apr. 1987	Joined the Company			
Apr. 2011	Executive Officer General Manager, Washlet Division of the Company			
Apr. 2014	Executive Officer Deputy General Manager, Restroom Business Group, and General Manager, Washlet Division of the Company			
Apr. 2015	Executive Officer In Charge of Restroom Business Group and Production Technology Business Group, General Manager, Restroom Business Group, and in Charge of V-Plan Demand Chain Innovation of the Company			
Jun. 2015	Director, Managing Executive Officer In Charge of Restroom Business Group, Production Technology Business Group, and in Charge of V-Plan Demand Chain Innovation of the Company			
Apr. 2016	Director, Managing Executive Officer In Charge of New-Domain Business Group, Bathroom, Kitchen & Lavatory Vanity, and in Charge of V-Plan New Business Domains, and V-Plan Demand Chain Innovation of the Company			
Apr. 2018	Director, Managing Executive Officer In Charge of New-Domain Business Group, Bathroom, Kitchen & Lavatory Vanity, Faucets & Appliances, and in Charge of WILL2022 New Business Domains, and WILL2022 Demand Chain Innovation of the Company			
Apr. 2020	Director, Senior Managing Executive Officer In Charge of Restroom Business Group, New-Domain Business Group, Production Technology Business Group, and in Charge of WILL2022 New Business Domains of the Company			
Apr. 2021	Director, Senior Managing Executive Officer In Charge of Restroom Business Group, Green Building Materials, Advanced Ceramics, and in Charge of WILL2030 New Business Domains of the Company			
Apr. 2024	Director, Senior Managing Executive Officer Chief Technology Officer, in Charge of Restroom Business Group, Green Building Materials, Advanced Ceramics, and Production Technology Business Group, and in Charge of WILL2030 New Business Domains, and in Charge of WILL2030 Demand Chain Innovation (Production) of the Company			
Apr. 2026	Director, Senior Managing Executive Officer Chief Technology Officer, in Charge of Business Division, and in Charge of Customer Quality, Design, Restroom Business Group, Green Building Materials, and Advanced Ceramics, and in Charge of WILL2030 New Business Domains of the Company [Present]			
Reason for nomination as a Director candidate				
Having been assigned overseas and having been responsible for restroom product development and the Company's Washlet business, Mr. Ryosuke Hayashi has served as Director, Senior Managing Executive Officer since 2020. He has abundant experience and achievements as a manager.				
The Company believes that he is highly capable of promoting New Business Domains and realizing management strategies for the Mid-Term Management Issues (WILL2030 STAGE2) in the Shared Value Creation Strategy TOTO WILL2030, supervising the Business Division, and therefore proposes his reelection as Director.				

Candidate number: 4		Tomoyuki Taguchi		
		Date of birth: September 24, 1965 (60 years old)		
Reelection		Number of the Company's shares held Common stock: 22,500 shares	Term of office served as Director 8 years	Board of Directors Meeting Attendance 12/12 (100%)
Brief Career History, Position, Responsibilities and Significant Concurrent Positions				
Apr. 1990	Joined the Company			
Apr. 2016	Executive Officer General Manager, Accounting & Finance Division of the Company			
Apr. 2018	Executive Officer In Charge of Accounting & Finance, Legal Affairs, Information System Planning, and General Affairs of the Company			
Jun. 2018	Director, Managing Executive Officer In Charge of Accounting & Finance, Legal Affairs, Information System Planning, and General Affairs of the Company			
Apr. 2020	Director, Managing Executive Officer In Charge of Human Resource, Accounting & Finance, Legal Affairs, Information System Planning, General Affairs, Purchasing, Engineering Works, and in Charge of WILL2022 Management Resource Innovation of the Company			
Apr. 2021	Director, Managing Executive Officer In Charge of Human Resource, Finance and Accounting, Information System Planning, General Affairs, (Chigasaki/Shiga & Shiga No. 2/Kokura No. 1) Plants, Tokyo General Affairs, and in Charge of WILL2030 Management Resource Innovation of the Company			
Apr. 2025	Director, Senior Managing Executive Officer Chief Financial Officer, in Charge of Legal Affairs, Human Resource, Finance and Accounting, Information System Planning, General Affairs, (Chigasaki/Shiga & Shiga No. 2/Kokura No. 1) Plants, Tokyo General Affairs, and in Charge of WILL2030 Management Resource Innovation of the Company			
Apr. 2026	Director, Senior Managing Executive Officer Chief Financial Officer, in Charge of Corporate Administrative Divisions, in Charge of Legal Affairs, Human Resources, Finance and Accounting, Information System Planning, General Affairs, Risk Management, and in Charge of WILL2030 Management Resource Innovation of the Company [Present]			
Reason for nomination as a Director candidate				
Having been assigned overseas and responsible for accounting and finance, Mr. Tomoyuki Taguchi has served as Director, Senior Managing Executive Officer since 2025. He has abundant experience and achievements as a manager. The Company believes that he is highly capable of promoting Management Resource Innovation and realizing management strategies for the Mid-Term Management Issues (WILL2030 STAGE2) in the Shared Value Creation Strategy TOTO WILL2030, supervising the Administrative Divisions, and therefore proposes his reelection as Director.				

Candidate number: 5		Junji Tsuda		
		Date of birth: March 15, 1951 (75 years old)		
Reelection		Number of the Company's shares held Common stock: 0 shares	Term of office served as Outside Director 8 years	Board of Directors Meeting Attendance 12/12 (100%)
Outside				
Independent				
Brief Career History, Position, Responsibilities and Significant Concurrent Positions				
Mar. 1976	Joined YASKAWA Electric Manufacturing Co. Ltd. (currently, YASKAWA Electric Corporation)			
Jun. 2005	Director, General Manager, Drives Division, Motion Control Division of the same company			
Mar. 2006	Director, General Manager, Drives Division of the same company			
Mar. 2007	Director, General Manager, Robotics Division of the same company			
Jun. 2009	Managing Director, General Manager, Robotics Division of the same company			
Mar. 2010	President (Representative Director) In charge of human resources development General Manager, Corporate Sales & Marketing Division of the same company			
Jun. 2012	Representative Director, President In charge of human resources development General Manager, Corporate Sales & Marketing Division of the same company			
Mar. 2013	Representative Director, Chairman of the Board/President In charge of human resources development General Manager, Corporate Marketing Division of the same company			
Sep. 2014	Representative Director, Chairman of the Board/President In charge of human resources development General Manager, Corporate Marketing Division Manager, Diversity Management Division of the same company			
Mar. 2016	Representative Director, Chairman of the Board of the same company			
Jun. 2018	Outside Director of the Company [Present]			
Jun. 2021	Outside Director of Kyushu Electric Power Company, Incorporated (retired in June 2024)			
Mar. 2022	Director of YASKAWA Electric Corporation			
May 2022	Special Advisor of the same company [Present]			
Jun. 2022	Outside Director of NSK Ltd. [Present]			
Significant concurrent position				
Special Advisor of YASKAWA Electric Corporation				
Outside Director of NSK Ltd. (scheduled to retire in June 2026)				

Reason for nomination and expected roles as an Outside Director candidate

Mr. Junji Tsuda has been involved in the management of YASKAWA Electric Corporation for many years. He provides valuable opinions at Meetings of the Board of Directors based on his expertise he has developed in his career as a professional corporate manager.

The Company expects that he will provide valuable opinions at Meetings of the Board of Directors based on his experience and knowledge of general management and corporate governance as well as of the management of a global company and of human resource strategies, and he will display outstanding supervision skills by reflecting his views, which are unfettered by the conventional way of doing things, in the Company's management, and therefore proposes his reelection as Outside Director.

Policy regarding the independence of Directors


Mr. Junji Tsuda was formerly affiliated to YASKAWA Electric Corporation, a business partner of the Company.

However, the amount of transactions between the two companies during the most recent business year was less than 0.1% relative to both the consolidated sales of the Company and those of YASKAWA Electric Corporation. Therefore, he satisfies the requirements for Independent Officers stipulated by the Company. (Please refer to page 24 for more information regarding Eligibility for Independent Officers of the Company.)

In addition, the Company designated him as an Independent Officer obligated by the Tokyo Stock Exchange, Nagoya Stock Exchange, and Fukuoka Stock Exchange to protect general stockholders, and if his election is approved, the Company plans to designate him again as an Independent Officer.

Notes on Outside Director

- The Company will continue the agreement with Mr. Junji Tsuda, in the event that his reelection is approved, to limit his liability to the minimum liability amount in accordance with Article 425, paragraph (1) of the Companies Act.
- In January 2023, Kyushu Electric Power Company Inc., for which Mr. Junji Tsuda served as an Outside Director, was found to have accessed customer data of other retail electricity providers, which was held by the subsidiary Kyushu Electric Power Transmission and Distribution Company, outside of contracted emergency disaster response operations, by using Kyushu Electric Power Transmission and Distribution Company's own systems, etc. In April 2023, the company received a business improvement order from the Ministry of Economy, Trade and Industry under the Electricity Business Act. At meetings of the Board of Directors, he regularly offered opinions and recommendations from the perspective of group governance, risk management, and compliance with laws and regulations, and worked to prevent violations of laws and regulations. Since the receipt of the business improvement order, he has fulfilled his responsibilities at Board of Directors meetings by explaining the importance of legal compliance, investigation of causes, and making recommendations to prevent recurrence of such violations.

Candidate number: 6		Kenji Yoshida		
		Date of birth: September 3, 1960 (65 years old)		
New election		Number of the Company's shares held Common stock: 0 shares	Term of office served as Outside Director - years	Board of Directors Meeting Attendance -
Outside				
Independent				
Brief Career History, Position, Responsibilities and Significant Concurrent Positions				
Apr. 1984	Joined the Oriental Land Co., Ltd.			
Apr. 2015	Officer and Director of Finance/Accounting Department of the same company			
Apr. 2016	Officer of Finance/Accounting Department of the same company			
Apr. 2017	Officer, and Director of Food Division of the same company			
Apr. 2019	Executive Officer, General Manager, Food Division of the same company			
Apr. 2020	Executive Officer, Director of the Food Division, Director of the Theme Port No.8 Enhancement Division of the same company			
Jun. 2021	President, Representative Director, and COO, President Officer of the same company Outside Audit & Supervisory Board Member of Keisei Electric Railway Co., Ltd. [Present]			
Apr. 2025	Executive Director of the Oriental Land Co., Ltd.			
Jun. 2025	Special Advisor of the same company [Present]			
Significant concurrent position				
Special Advisor of the Oriental Land Co., Ltd. Outside Audit & Supervisory Board Member of Keisei Electric Railway Co., Ltd. (scheduled to retire in June, 2026)				
Reason for nomination and expected roles as an Outside Director candidate				
Mr. Kenji Yoshida has been involved in the management of the Oriental Land Co., Ltd. for many years. He has advanced expertise and extensive practical experience in customer perspectives rooted in frontline operations, business operations, financial governance, and large-scale project management, which he has developed through his career. The Company expects that he will provide valuable opinions at Meetings of the Board of Directors based on such experience and knowledge from a perspective unfettered by the conventional way of doing things, and will display outstanding supervision skills in order to enhance the rationality and transparency of overall management, and therefore proposes his election as Outside Director.				
Policy regarding the independence of Directors				
Mr. Kenji Yoshida was formerly affiliated to the Oriental Land Co., Ltd., a business partner of the Company. However, the amount of transactions between the two companies during the most recent business year was less than 0.1% relative to both the consolidated sales of the Company and those of the Oriental Land Co., Ltd. Therefore, he satisfies the requirements for Independent Officers stipulated by the Company. (Please refer to page 24 for more information regarding Eligibility for Independent Officers of the Company.) In addition, if his election is approved, the Company plans to designate him as an Independent Officer obligated by the Tokyo Stock Exchange, Nagoya Stock Exchange, and Fukuoka Stock Exchange to protect general stockholders.				
Notes on Outside Director				
The Company will enter into an agreement with Mr. Kenji Yoshida, in the event that his election is approved, to limit his liability to the minimum liability amount in accordance with Article 425, paragraph (1) of the Companies Act.				

Proposal 3 Election of 4 Directors Who Are Audit & Supervisory Committee Members

The Company has set the term of office of Directors who are Audit & Supervisory Committee Members at two years. The term of office of all 4 incumbent Directors who are Audit & Supervisory Committee Members will expire at the close of this Meeting. The Company asks for your approval for the election of 4 Directors who are Audit & Supervisory Committee Members.

The candidates for Directors who are Audit & Supervisory Committee Members are listed below. As described on page 8, the size of the Board of Directors and the selection of Director candidates are determined after receiving reports from the Nominating Advisory Committee. Consent has been obtained from the Audit & Supervisory Committee for this Proposal. There are no special interests between each candidate and the Company.

List of the Candidates for Directors Who Are Audit & Supervisory Committee Members

Candidate No.	Name		Position and Responsibilities	Board of Directors Meeting Attendance	Audit & Supervisory Committee Meeting Attendance
1	Masayuki Yoshioka	Reelection	Director, Audit & Supervisory Committee Member, Standing	12/12 (100%)	13/13 (100%)
2	Yukari Ienaga	Reelection Outside Independent	Outside Director, Audit & Supervisory Committee Member	11/12 (91.7%)	13/13 (100%)
3	Chiho Naganuma	Reelection Outside Independent	Outside Director, Audit & Supervisory Committee Member	12/12 (100%)	13/13 (100%)
4	Hidekazu Horikoshi	New election Outside Independent	-	-	-


(Notes) 1. The Company has entered into an agreement of Directors and Officers liability insurance with an insurance company in accordance with Article 430-3, paragraph (1) of the Companies Act. As per said insurance agreement, any claims for damages resulted from actions (and inactions; excluding damages resulted from actions and inactions made intentionally or with gross negligence) by the insured* in the capacity as Officer(s), etc. of the Company during the period of insurance will be compensated for. The insurance premium has been fully paid by the Company.

* The insured includes Directors, Executive Officers, and retired Officers (for ten years after their retirement). Mr. Masayuki Yoshioka, Ms. Yukari Ienaga, and Ms. Chiho Naganuma are already insured in said insurance agreement, and they will continue to be insured after their elections. Mr. Hidekazu Horikoshi will be insured in said insurance agreement after his election.


The Company plans to renew said insurance agreement under same conditions as stated above.

2. The ages of the candidates from the next page onward are correct at the time of this Shareholders' Meeting, and the numbers of the Company's shares held by them are presented by discarding the number of shares below 100 shares.

Candidate number: 1		Masayuki Yoshioka			
		Date of birth: August 24, 1965 (60 years old)			
Reelection		Number of the Company's shares held Common stock: 2,000 shares	Term of office served as Director 2 years	Board of Directors Meeting Attendance 12/12 (100%)	Audit & Supervisory Committee Meeting Attendance 13/13 (100%)
Brief Career History, Position, Responsibilities and Significant Concurrent Positions					
Apr. 1988 Joined the Company					
Apr. 2018 Executive Officer, General Manager, Accounting & Finance Division of the Company					
Apr. 2024 Assigned to the Audit & Supervisory Committee's Division of the Company					
Jun. 2024 Director, Audit & Supervisory Committee Member, Standing, of the Company [Present]					
Significant concurrent position					
Outside Audit & Supervisory Board Member of Izutsuya Co., Ltd.					
Reason for nomination as a candidate for Director who is an Audit & Supervisory Committee Member					
Having been assigned overseas and having served as General Manager of the Management Planning Department and General Manager of the Accounting & Finance Division, Mr. Masayuki Yoshioka has abundant experience and achievements in finance and accounting as well as corporate governance, which he has developed through his career. The Company believes that he is highly capable of auditing and supervising the execution of Company business based on his advanced expertise and abundant practical experience and knowledge of general management, corporate governance, and finance and accounting, and therefore proposes his reelection as Director who is an Audit & Supervisory Committee Member.					

Candidate number: 2		Yukari Ienaga			
		Date of birth: October 26, 1974 (51 years old)			
Reelection		Number of the Company's shares held Common stock: 0 shares	Term of office served as Outside Director 4 years	Board of Directors Meeting Attendance 11/12 (91.7%)	Audit & Supervisory Committee Meeting Attendance 13/13 (100%)
Outside		Brief Career History, Position, Responsibilities and Significant Concurrent Positions			
Independent		Oct. 2003 Registered as an attorney at law (Fukuoka Bar Association), joined TOKUNAGA, MATSUZAKI & SAITO Law Office			
		Jun. 2015 Outside Director of Mr Max Holdings Ltd. Outside Director of OK Food Industry Co., Ltd. (retired in August 2022)			
		Jan. 2016 Partner of TOKUNAGA, MATSUZAKI & SAITO Law Office [Present]			
		May 2022 Outside Director, Audit & Supervisory Committee Member of Mr Max Holdings Ltd. [Present]			
		Jun. 2022 Outside Director, Audit & Supervisory Committee Member of the Company [Present]			
		Significant concurrent position Partner of TOKUNAGA, MATSUZAKI & SAITO Law Office Outside Director, Audit & Supervisory Committee Member of Mr Max Holdings Ltd.			
		Reason for nomination and expected roles as a candidate for Outside Director who is an Audit & Supervisory Committee Member Ms. Yukari Ienaga has not been involved in the management of a company other than by serving as an outside officer, but has been involved with a law office (TOKUNAGA, MATSUZAKI & SAITO Law Office) for many years as an attorney at law. She provides valuable opinions at Meetings of the Audit & Supervisory Committee and the Board of Directors based on the expertise she has developed in her career as an expert on corporate management through her experience as an Outside Director of listed companies. The Company expects that she will provide valuable opinions at Meetings of the Audit & Supervisory Committee and the Board of Directors based on her experience and knowledge of general management, corporate governance, and as an Outside Director of listed companies, and will display outstanding audit and supervision skills, and therefore proposes her reelection as Outside Director who is an Audit & Supervisory Committee Member.			
		Policy regarding the independence of Directors There is no advisory agreement or other transaction relationship between Ms. Yukari Ienaga and the Company. In addition, attorney fees paid to TOKUNAGA, MATSUZAKI & SAITO Law Office, to which she belongs, during the most recent business year were less than 10 million yen. Furthermore, the amount of such transactions was less than 2% of the total income of the law office. Therefore, she satisfies the requirements for Independent Officers stipulated by the Company. (Please refer to page 24 for more information regarding Eligibility for Independent Officers of the Company.) In addition, the Company designated her as an Independent Officer obligated by the Tokyo Stock Exchange, Nagoya Stock Exchange, and Fukuoka Stock Exchange to protect general stockholders, and if her election is approved, the Company plans to designate her again as an Independent Officer.			
		Notes on Outside Director The Company will continue the agreement with Ms. Yukari Ienaga, in the event that her reelection is approved, to limit her liability to the minimum liability amount in accordance with Article 425, paragraph (1) of the Companies Act.			

Candidate number: 3		Chiho Naganuma (former surname: Adachi)			
		Date of birth: May 2, 1977 (49 years old)			
Reelection		Number of the Company's shares held Common stock: 0 shares	Term of office served as Outside Director 2 years	Board of Directors Meeting Attendance 12/12 (100%)	Audit & Supervisory Committee Meeting Attendance 13/13 (100%)
Outside					
Independent					
Brief Career History, Position, Responsibilities and Significant Concurrent Positions					
Apr. 2000	Joined KOKUSAI Securities Co., Ltd. (currently, Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.) (resigned in March 2002)				
Apr. 2002	Joined Mizuho Securities Co., Ltd. (resigned in February 2004)				
Mar. 2004	Joined Goldman Sachs (Japan) Ltd. (currently, Goldman Sachs Japan Co., Ltd.) (resigned in March 2009)				
Apr. 2009	Joined Merrill Lynch Japan Securities Co., Ltd. (currently, BofA Securities Japan Co., Ltd.) (resigned in May 2023)				
Jun. 2023	Partner of bitengyoushi Co., Ltd.				
Jun. 2024	Outside Director, Audit & Supervisory Committee Member of the Company [Present]				
July 2024	Director of bitengyoushi Co., Ltd. [Present]				
Significant concurrent position Director of bitengyoushi Co., Ltd.					
Reason for nomination and expected roles as a candidate for Outside Director who is an Audit & Supervisory Committee Member					
Ms. Chiho Naganuma has been involved in sales operations targeting institutional investors at international securities companies for many years. She provides valuable opinions at Meetings of the Audit & Supervisory Committee and the Board of Directors based on her advanced expertise and abundant practical experience in finance, which she has developed through her career.					
The Company expects that she will provide valuable opinions at Meetings of the Audit & Supervisory Committee and the Board of Directors based on her advanced expertise and abundant practical experience and knowledge of general management, corporate governance, and finance, and will display outstanding audit and supervision skills, and therefore proposes her reelection as Outside Director who is an Audit & Supervisory Committee Member.					
Policy regarding the independence of Directors					
There is no transaction relationship between Ms. Chiho Naganuma and the Company, nor between bitengyoushi Co., Ltd., to which she belongs, and the Company. Therefore, she satisfies the requirements for Independent Officers stipulated by the Company. (Please refer to page 24 for more information regarding Eligibility for Independent Officers of the Company.)					
In addition, the Company designated her as an Independent Officer obligated by the Tokyo Stock Exchange, Nagoya Stock Exchange, and Fukuoka Stock Exchange to protect general stockholders, and if her election is approved, the Company plans to designate her again as an Independent Officer.					
Notes on Outside Director					
The Company will continue the agreement with Ms. Chiho Naganuma, in the event that her reelection is approved, to limit her liability to the minimum liability amount in accordance with Article 425, paragraph (1) of the Companies Act.					

Candidate number: 4		Hidekazu Horikoshi			
		Date of birth: May 26, 1961 (65 years old)			
New election		Number of the Company's shares held Common stock: 0 shares	Term of office served as Outside Director - years	Board of Directors Meeting Attendance -	Audit & Supervisory Committee Meeting Attendance -
Outside					
Independent					
Brief Career History, Position, Responsibilities and Significant Concurrent Positions					
Apr. 1984	Joined The Bank of Tokyo, Ltd.				
Jun. 2011	Executive Officer, Head of European Corporate Banking Division, The Bank of Tokyo-Mitsubishi UFJ, Ltd.; and Secondment to BTMU* (Europe) *The Bank of Tokyo-Mitsubishi UFJ				
May 2012	Executive Officer, Managing Director & Head of Hong Kong Branch of the same company				
Aug. 2014	Executive Officer of the same company, and President of The Bank of Tokyo-Mitsubishi UFJ (China), Ltd.				
May 2015	Managing Executive Officer of The Bank of Tokyo-Mitsubishi UFJ, Ltd., and President of The Bank of Tokyo-Mitsubishi UFJ (China), Ltd.				
May 2016	Managing Executive Officer, Regional Head for East Asia, and Regional Executive for China of The Bank of Tokyo-Mitsubishi UFJ, Ltd. President of The Bank of Tokyo-Mitsubishi UFJ (China), Ltd.				
Apr. 2018	Managing Executive Officer of MUFG Bank, Ltd., Regional Head for East Asia, Regional Executive for China and President of MUFG Bank (China), Ltd.				
Jun. 2018	Managing Executive Officer, Regional Head for East Asia of MUFG Bank, Ltd. (retired in June 2018)				
Jun. 2018	President and Representative Director of Sotsu Corporation				
Jun. 2022	Chairman and Representative Director of the same company [Present]				
Significant concurrent position					
Chairman and Representative Director of Sotsu Corporation (scheduled to retire in June 2026)					
Reason for nomination and expected roles as a candidate for Outside Director who is an Audit & Supervisory Committee Member					
Mr. Hidekazu Horikoshi has served for many years at MUFG Bank, Ltd., being involved in the formulation and execution of domestic and overseas management and business strategies, as well as international strategies in the financial industry. He has advanced expertise and practical experience in international financial operations and overseas business strategies, which he has developed through his career. The Company expects that he will provide valuable opinions at Meetings of the Audit & Supervisory Committee and the Board of Directors based on such experience and knowledge from a perspective unfettered by the conventional way of doing things, and will display outstanding audit and supervision skills, and therefore proposes his election as Outside Director who is an Audit & Supervisory Committee Member.					
Policy regarding the independence of Directors					
There is no transaction relationship between Mr. Hidekazu Horikoshi and the Company, nor between Sotsu Corporation, to which he belongs, and the Company. In addition, Mr. Hidekazu Horikoshi was involved in the execution of business at MUFG Bank, Ltd., a major lender of the Company, until June 2018. However, as of June 2026, 8 years will have passed since he left the bank, and he has not been involved in its management since. Therefore, he satisfies the requirements for Independent Officers stipulated by the Company. (Please refer to page 24 for more information regarding Eligibility for Independent Officers of the Company.) In addition, if his election is approved, the Company plans to designate him as an Independent Officer obligated by the Tokyo Stock Exchange, Nagoya Stock Exchange, and Fukuoka Stock Exchange to protect general stockholders.					
Notes on Outside Director					
The Company will enter into an agreement with Mr. Hidekazu Horikoshi, in the event that his election is approved, to limit his liability to the minimum liability amount in accordance with Article 425, paragraph (1) of the Companies Act.					

(Reference)**Composition of Directors if the proposals 2 and 3 are approved (scheduled)**

Name	Position		Gender	Expertise/experience to be corporate management's supporting foundation				Expertise/experience needed to achieve TOTO WILL2030				
				Corporate management	Finance and accounting	Legal affairs and risk management	Human resources and human resource development	Overseas business	Sustainability	Sales and marketing	Manufacture, technology, and research & development	IT and digital
Noriaki Kiyota	Representative Director, Chairman of the Board	Nominating	Male	◎	●	●	●	●	●		●	
Shinya Tamura	President, Representative Director	Nominating	Male	◎	●	●	●	◎	◎	◎	●	
Ryosuke Hayashi	Director, Senior Managing Executive Officer		Male	●				●			◎	◎
Tomoyuki Taguchi	Director, Senior Managing Executive Officer	Compensation	Male	●	◎	◎	◎	●				●
Junji Tsuda	Outside Director	Outside Independent Nominating Compensation	Male	◎	●	●	●	●	●	●	●	
Kenji Yoshida	Outside Director	Outside Independent Nominating Compensation	Male	◎	●	●	●		●			
Masayuki Yoshioka	Director Audit & Supervisory Committee Member, Standing		Male	●	◎			●				
Yukari Ienaga	Outside Director Audit & Supervisory Committee Member	Outside Independent Nominating Compensation	Female	●		◎						
Chiho Naganuma	Outside Director Audit & Supervisory Committee Member	Outside Independent Nominating Compensation	Female	●	◎					●		
Hidekazu Horikoshi	Outside Director Audit & Supervisory Committee Member	Outside Independent Nominating Compensation	Male	●	◎			●		●		

(Note) Items particularly expected of each Director are indicated with "◎"

The above table does not describe all expertise and experience each of the Directors possess.

Nominating: Nominating Advisory Committee Member

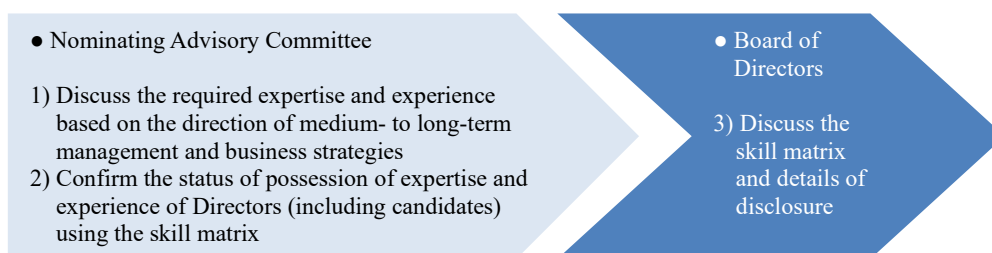
Compensation: Compensation Advisory Committee Member

*Outside experts will be also appointed as outside members of the Compensation Advisory Committee.

[Confirmation Process Using the Skill Matrix]

It is vital to secure the necessary expertise and experience across the entire Board by referring to the direction of medium- to long-term management and business strategies for the Board of Directors to effectively fulfill their roles and responsibilities. We believe that the required expertise and experience change along with the business environment.

The Company's Board of Directors and Nominating Advisory Committee identify the experience and expertise (skills) required of Directors, and then confirm the status of possession of such experience and expertise using the skill matrix. The process is as follows.



[Reasons for Selecting Skill Items]

Skill item	Reason for selection
Corporate management	The Company has selected this as a skill item necessary for the Board of Directors because it is important to supervise the execution of business and make significant decisions based on abundant experience and broad insight as corporate managers.
Finance and accounting	The Company has selected this as a skill item necessary for the Board of Directors because it believes that promoting a balanced financial strategy that actively allocates resources to strategic investments while paying attention to financial soundness and shareholder returns is the basis of corporate management.
Legal affairs and risk management	The Company has selected this as a skill item necessary for the Board of Directors because it believes that recognizing management risks accurately and responding to them appropriately in compliance with laws and regulations, social norms, and other requirements is the basis of corporate management.
Human resources and human resource development	The Company has selected this as a skill item necessary for the Board of Directors because it believes that creating a company where diverse talent gather, work with peace of mind, and take on challenges with energy with a sense of pride, is the basis of corporate management.
Overseas business	The Company has selected this as a skill item necessary for the Board of Directors in order to develop its business globally and improve corporate value with the aim of making TOTO a company that caters to different characteristics in each country and region.
Sustainability	The Company has selected this as a skill item necessary for the Board of Directors in order to promote sustainability management with Cleanliness and Comfort; Wellness, Environment, and Relationships, as material issues.
Sales and marketing	The Company has selected this as a skill item necessary for the Board of Directors in order to provide high-quality products and services to customers around the world.
Manufacturing, Technology, and research & development	The Company has selected this as a skill item necessary for the Board of Directors in order to create products that integrate design and technology, and to achieve high quality and consistency through advanced production technologies.
IT and Digital	The Company has selected this as a skill item necessary for the Board of Directors in order to practice digital transformation (DX) in its products and services, manufacturing, and human resource development, and to create value and improve efficiency.

Eligibility for Independent Officers of the Company

The Company appoints an Outside Director after the Nominating Advisory Committee has confirmed that the candidates meet the requirements listed below. In the event that the appointment of such candidates is approved by the General Meeting of Shareholders, the Company designates them as Independent Officers obligated by the Tokyo Stock Exchange, Nagoya Stock Exchange, and Fukuoka Stock Exchange to protect general stockholders.

- (1) a person who has experience in business management above a certain level, or a professional or an external expert in business management (a company owner with significant past achievements, a specialist in the investment banking business, a lawyer, a certified public accountant, a researcher who mainly studies the Companies Act or other acts, or any similar person);
- (2) a person who is not or has not been a Director (except for an Outside Director; the same is applied hereinafter), an Audit & Supervisory Board Member (except for an Audit & Supervisory Board Member, Outside; the same is applied hereinafter), an accounting advisor, an executive officer, a manager or any other employee (collectively, the “Director, etc.”) of the Company, its Subsidiary or Affiliate Companies (collectively, the “Company Group”);
- (3) a person who is not the spouse or a relative within the third degree of relationship of a current or former Director, etc. of the Company Group (except for a person who is not important to the Company);
- (4) a person who, during the most recent five years, has not served as a Director, etc. in a financial institution that is a major loan provider for the Company Group;
- (5) a person who, during the most recent five years, has not served as a Director, etc. in a business associate that has business with the Company Group of 2% or more of the consolidated sales of either such business associate or the Company Group in any fiscal year during the recent five fiscal years;
- (6) a person who is not a lawyer, a certified public accountant, or a consulting or other professional service provider (if such service provider is a corporation, association or other entity, a person who belongs to such entity and a person who belonged to such entity during the most recent five years) who received from the Company Group a compensation totaling 10 million yen or more in any fiscal year during the recent five fiscal years; or
- (7) a person who is not a Director, etc. of a company which is the Company’s major shareholder or whose major shareholder is the Company, or who is not a Director, etc. of a parent company, subsidiary or affiliate of such company.