

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damage arising from the translation.

Stock Exchange Code: 5981

June 11, 2025

(Commencement date of measures for electronic provision of information: June 5, 2025)

To Shareholders with Voting Rights:

Hideyuki Harada
President
TOKYO ROPE MFG. CO., LTD.
2-37-28 Eitai, Koto-ku, Tokyo, Japan

**NOTICE OF
THE 226th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

We would like to express our appreciation for your continued support and patronage.

Please be informed that the 226th Annual General Meeting of Shareholders of TOKYO ROPE MFG. CO., LTD. (the “Company”) will be held as described below.

In convening this General Meeting of Shareholders, measures for electronic provision of information are implemented, and matters subject to the measures for electronic provision are posted on the following websites on the Internet as “Notice of the 226th Annual General Meeting of Shareholders.”

Company’s website (<https://www.tokyorope.co.jp/english/>)

In addition to the above website, the information is posted on the following website on the Internet.

Tokyo Stock Exchange’s website

(<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>)

Please access the above website, enter and search for the company name or the stock exchange code of the Company, select “Basic information” and “Documents for public inspection/PR information,” in that order, and inspect the information.

In lieu of attending the meeting in person, you may exercise your voting rights in advance in writing or via the Internet, etc. Please review the Reference Documents for the General Meeting of Shareholders stated in the matters subject to the measures for electronic provision and exercise your voting rights by the deadline described below.

There will be no souvenirs for shareholders attending the meeting. Thank you for your understanding.

[Exercising Voting Rights by Mail (in writing)]

Please return the enclosed Voting Rights Exercise Form after indicating your consent/dissent for each proposal so that it is received by 5:00 p.m. on Thursday, June 26, 2025, Japan time.

[Exercising Voting Rights via the Internet]

When exercising your voting rights via the Internet, please review the “Instructions for the Exercise of Voting Rights” on page 3 (the Japanese original), and exercise your voting rights by 5:00 p.m. on Thursday, June 26, 2025, Japan time.

- 1. Date and Time:** Friday, June 27, 2025 at 10:00 a.m. Japan time (Doors open at 9:30 a.m.)
2. Place: 11F, Marunouchi Trust Tower N, 1-8-1 Marunouchi, Chiyoda-ku, Tokyo, Japan
TRUST CITY CONFERENCE Marunouchi Room 2 + 3 + 4

3. Meeting Agenda:

- Matters to be reported:**
- (1) The Business Report, Consolidated Financial Statements for the Company's 226th Fiscal Year (April 1, 2024 - March 31, 2025) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
 - (2) Non-consolidated Financial Statements for the Company's 226th Fiscal Year (April 1, 2024 - March 31, 2025)

Proposals to be resolved:

- Proposal 1:** Election of 10 Directors
Proposal 2: Election of 1 Substitute Corporate Auditor

4. Other Matters Determined for Convocation of General Meeting of Shareholders:

- (1) If there is no indication of approval or disapproval or abstention for any of the proposals in the Voting Rights Exercise Form submitted by the shareholder, it will be deemed that the shareholder has indicated approval of the proposals, and we will record a statement to that effect on the Voting Rights Exercise Form.
- (2) If you vote both via the Internet and by Voting Rights Exercise Forms, only your vote placed via the Internet will be valid. In addition, if you submit your vote multiple times via the Internet, only the last vote will be valid.
 - ◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
 - ◎ Should the matters to be provided electronically require revisions, the revised versions will be posted on each website on which such matters have been posted.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Election of 10 Directors

The terms of office of all 10 Directors in office will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of 10 Directors is proposed.

Prior to the selection of the candidates, the Company received a report from the Nomination and Remuneration Committee, an advisory body to the Board of Directors, to the effect that each candidate meets the Company's basic policy on the nomination of candidates for Directors. The candidates for Directors are as follows:

No.	Name	Gender	Candidate Attributes			Current positions and responsibilities at the Company
1	Hideyuki Harada	Male	Reappointment			President, Representative Director and Executive Officer
2	Masaaki Terazono	Male	Reappointment			Director and Senior Managing Executive Officer General Manager of Operational Headquarters; General Manager of Procurement and Logistics Department
3	Tadahiro Mori	Male	Reappointment			Director and Managing Executive Officer Deputy General Manager of Operational Headquarters; General Manager of Business Strategy Office
4	Koji Kitan	Male	Reappointment			Director and Managing Executive Officer General Manager of Corporate Headquarters; Head of General Affairs Department in charge of Accounting Department and Environmental Safety and Disaster Management Office
5	Yasushi Higuchi	Male	Reappointment	Outside	Independent	Director
6	Takeo Ueyama	Male	Reappointment	Outside	Independent	Director
7	Toshiaki Kuzuoka	Male	Reappointment	Outside	Independent	Director
8	Katsuya Natori	Male	Reappointment	Outside	Independent	Director
9	Mari Kano	Female	Reappointment	Outside	Independent	Director
10	Chizuko Yamamoto	Female	Reappointment	Outside	Independent	Director

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Hideyuki Harada (December 29, 1963) <u>Reappointment</u>	<p>April 1987 Joined the Company</p> <p>April 2009 General Manager of Manufacturing Department, Tsuchiura Plant, Wire Rope Division; Chief of Rope Manufacturing Section</p> <p>April 2010 President of Tokyo Rope Vietnam Co., Ltd.</p> <p>April 2015 Executive Officer and Deputy General Manager of Wire Rope Division; General Manager of Production Headquarters; General Manager of Tsuchiura Plant of the Company</p> <p>April 2016 Executive Officer and General Manager of Wire Rope Division</p> <p>April 2020 President and Representative Director of NAGASAKI KIKI MFG. CO., LTD.</p> <p>May 2021 Advisor of the Company</p> <p>June 2021 President, Representative Director and Executive Officer (current position)</p>	30,709
<p>[Reason for nomination]</p> <p>Since joining the Company in 1987, Hideyuki Harada has been engaged in a wide range of business areas of the Company, including the wire rope business, at domestic and overseas bases as a technical staff member. The current medium-term management plan “TCTRX” aims to strengthen existing businesses and promote focused growth area that will be developed into core businesses in the medium to long term, while maintaining the profit levels of the previous medium-term management plan and striving to enhance corporate value through the development of new businesses, etc. The Company has nominated him as a candidate for Director, because his extensive knowledge and experience in the Group's businesses and the leadership based on such knowledge and experience are essential for the execution of “TCTRX.”</p>			
2	Masaaki Terazono (October 1, 1967) <u>Reappointment</u>	<p>April 1992 Joined the Company</p> <p>June 2011 General Manager of Steel Wire Marketing Department, Wire Rope Division</p> <p>April 2015 General Manager of Sales Department and General Manager of Purchasing and Logistics Department, Steel Cord Division</p> <p>April 2016 General Manager of East Japan Marketing Department, General Manager of Administration Department, and Leader of Purchasing and Logistics Group, Wire Rope Division; General Manager of Sales Department, Steel Cord Division</p> <p>June 2018 General Manager of Wire Rope Marketing Department and Leader of Purchasing and Logistics Group, Administration Department (current Business Promotion Department), Wire Rope Division; General Manager of Sales Department, Steel Cord Division</p> <p>April 2020 Seconded to SINYO Co., Ltd. as Vice President and Director</p> <p>May 2021 Advisor of the Company</p> <p>June 2021 Director and Managing Executive Officer; General Manager of Operational Headquarters; General Manager of Procurement and Logistics Department</p> <p>April 2025 Director and Senior Managing Executive Officer; General Manager of Operational Headquarters; General Manager of Procurement and Logistics Department (current position)</p>	11,009
<p>[Reason for nomination]</p> <p>Since joining the Company in 1992, Masaaki Terazono has been involved in the formulation and execution of sales strategies for the wire rope business, which is the core business of the Group, as a sales staff. The Company has nominated him as a candidate for Director because, in strengthening of the competitiveness of existing businesses, one of the themes of the current medium-term management plan “TCTRX,” he is expected to demonstrate leadership in the formulation and execution of business strategies by leveraging his extensive knowledge of the Company's product markets and execution capabilities gained through his sales activities.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
3	Tadahiro Mori (July 8, 1971) <div>Reappointment</div>	April 1994	Joined the Company	10,092
		April 2005	Manager of Fund Group, Accounting Department, Administration Headquarters	
		August 2009	Manager of Corporate Planning Group, Corporate Planning Office and Manager of Fund Group, Accounting Department, Corporate Management Headquarters	
		April 2013	Vice President of Tokyo Rope MFG. (Changzhou) Co., Ltd.	
		December 2015	General Manager of Administration Department, Wire Rope Division of the Company	
		April 2017	Head of Administration Department, Wire Rope Division	
		January 2020	General Manager of Corporate Planning Department	
		June 2021	Director and Executive Officer; Deputy General Manager of Operational Headquarters	
		May 2022	President and Representative Director of Tokyo Rope International Inc. (current position)	
		July 2024	Director and Executive Officer; Deputy General Manager of Operational Headquarters and General Manager of Business Strategy Office of the Company	
		April 2025	Director and Managing Executive Officer; Deputy General Manager of Operational Headquarters; General Manager of Business Strategy Office (current position)	
		[Significant concurrent positions] President and Representative Director of Tokyo Rope International Inc.		
[Reason for nomination] Since joining the Company in April 1994, Tadahiro Mori has been involved in initiatives related to financial strategy of the head office, improving the performance of the business bases in Japan and overseas, and fostering businesses in the development stage as a financial staff. The Company has nominated him as a candidate for Director because he is expected to demonstrate leadership leveraging his experience in promoting the focused growth area, which is one of the themes of the medium-term management plan “TCTRX,” and in developing the businesses of subsidiaries engaged in diverse business domains.				
4	Koji Kitan (December 3, 1971) <div>Reappointment</div>	April 1995	Joined the Company	11,992
		April 2005	Manager of General Affairs Group, General Affairs Department, Administration Headquarters	
		July 2012	General Manager of TCT Planning Office, TCT Promotion Headquarters	
		July 2015	General Manager of General Affairs Department	
		July 2019	Head of General Affairs Department	
		June 2021	Director and Executive Officer; Head of General Affairs Department in charge of Human Resources Department and Environmental Safety and Disaster Management Office	
		June 2024	Director and Executive Officer; Head of General Affairs Department in charge of Corporate Planning Department, Human Resources Department, Accounting Department, IT Planning Department and Environmental Safety and Disaster Management Office	
		April 2025	Director and Managing Executive Officer; General Manager of Corporate Headquarters and Head of General Affairs Department in charge of Accounting Department and Environmental Safety and Disaster Management Office (current position)	
		[Reason for nomination] Since joining the Company in 1995, Koji Kitan has been involved in corporate legal affairs and the establishment of internal controls, as well as execution of IR, SR, etc. The Company has nominated him as a candidate for Director because in the medium-term management plan “TCTRX,” he is expected to demonstrate leadership in planning and executing human resource strategies and brand strategies necessary for achieving growth aimed at enhancing corporate value.		

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
5	Yasushi Higuchi (February 14, 1952) <div>Reappointment</div> <div>Outside</div> <div>Independent</div>	April 1976	Joined Kumagai Gumi Co., Ltd.	2,000
		April 2003	Representative Director and President of K&E Co., Ltd.	
		April 2008	Executive Officer and Branch Manager of Tohoku Branch of Kumagai Gumi Co., Ltd.	
		April 2011	Managing Executive Officer of Kumagai Gumi Co., Ltd.	
		April 2012	Senior Managing Executive Officer of Kumagai Gumi Co., Ltd.	
		April 2013	Executive Vice President and General Manager of Architectural Management Division; General Manager of Architectural Design Management Division, Architectural Management Division of Kumagai Gumi Co., Ltd.	
		June 2013	President and Executive President of Kumagai Gumi Co., Ltd.	
		April 2018	Chairperson of Kumagai Gumi Co., Ltd.	
		June 2020	Advisor of Kumagai Gumi Co., Ltd.	
		June 2021	Outside Director of the Company (current position)	
June 2023	Outside Director, Audit & Supervisory Committee Member, KONAMI GROUP CORPORATION (current position)			
<div>[Significant concurrent positions]</div> <div>Outside Director, Audit & Supervisory Committee Member, KONAMI GROUP CORPORATION</div>				
<div>[Reason for nomination as candidate for Outside Director and expected roles, etc.]</div> <div>Since his appointment as Independent Outside Director of the Company in June 2021, Yasushi Higuchi has provided monitoring and opinions on matters such as strengthening of the Company's governance and organizational operation for business recovery based on his experience in senior management of a listed company. The Company expects him to provide appropriate monitoring and advice on the execution based on his knowledge and experience as senior management of the listed company on themes such as the promotion of focused growth area and strengthening of the competitiveness of existing businesses in the “TCTRX.” Therefore, the Company has nominated him as a candidate for Outside Director again.</div>				
6	Takeo Ueyama (October 28, 1953) <div>Reappointment</div> <div>Outside</div> <div>Independent</div>	April 1976	Joined Marubeni Corporation	2,000
		April 1994	Manager of Pittsburg Branch of Marubeni America Corporation	
		April 2003	General Manager of Automotive Steel Products Dept., Iron & Steel Div.-I of Marubeni-Itochu Steel Inc.	
		April 2005	General Manager of Iron & Steel Trade Dept.-II, Iron & Steel Div.-II of Marubeni-Itochu Steel Inc.	
		April 2009	Executive Officer and General Manager of Iron & Steel Div.-III of Marubeni-Itochu Steel Inc.	
		April 2012	Representative Director and President of SANYO SHOKAI LTD.	
		April 2018	Director of SANYO SHOKAI LTD.	
		June 2018	Advisor of SANYO SHOKAI LTD.	
		June 2021	Outside Director of the Company (current position)	
		<div>[Reason for nomination as candidate for Outside Director and expected roles, etc.]</div> <div>Since his appointment as Independent Outside Director of the Company in June 2021, Takeo Ueyama has provided monitoring and opinions on matters such as strengthening of the Company's governance and organizational operation for business recovery based on his experience as a top management with expertise in the steel products divisions of a general trading company. The Company expects him to provide appropriate monitoring and advice on the execution based on his knowledge and experience in corporate management, marketing, etc. in the business areas of the Company on themes such as the promotion of focused growth area and strengthening of the competitiveness of existing businesses in the “TCTRX.” Therefore, the Company has nominated him as a candidate for Outside Director again.</div>		

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
7	Toshiaki Kuzuoka (November 3, 1954) <div>Reappointment</div> <div>Outside</div> <div>Independent</div>	April 1978	Joined Hitachi, Ltd.	4,000
		April 2001	General Manager of Legal Division of Hitachi, Ltd.	
		April 2007	Vice President and Executive Officer of Hitachi, Ltd.	
		April 2011	Senior Vice President and Executive Officer of Hitachi, Ltd.	
		October 2013	Executive Vice President, Senior Vice President and Executive Officer of Hitachi, Ltd.	
		June 2018	Director of Japan Institute of Business Law (current position)	
		April 2019	Adviser of Hitachi, Ltd.; Chairman of Hitachi Research Institute	
		June 2021	Outside Director of the Company (current position)	
		[Significant concurrent positions] Director of Japan Institute of Business Law		
[Reason for nomination as candidate for Outside Director and expected roles, etc.] Since his appointment as Independent Outside Director of the Company in June 2021, Toshiaki Kuzuoka has provided monitoring and opinions on matters such as strengthening of the Company's governance and organizational operation for business recovery based on his experience as an executive officer of a listed company who possesses knowledge as a corporate legal affairs expert. The Company expects him to provide appropriate monitoring and advice on the execution based on his knowledge and experience in listed company executives and risk governance on themes such as the promotion of focused growth area and strengthening of the competitiveness of existing businesses in the “TCTRX.” Therefore, the Company has nominated him as a candidate for Outside Director again.				
8	Katsuya Natori (May 15, 1959) <div>Reappointment</div> <div>Outside</div> <div>Independent</div>	April 1986	Registered as Attorney	2,000
		May 1990	Earned Master of Laws (LL.M) in School of Law, Washington University	
		March 2002	Executive Officer and General Manager of Legal Department, FAST RETAILING CO., LTD.	
		January 2004	Director and Executive Officer in charge of Legal Affairs, Intellectual Property, and Compliance of IBM Japan, Ltd.	
		February 2012	Established Natori Law Office (current ITN Law Office)	
		December 2015	External Director of MORITEX Corporation	
		April 2016	Supervisory Officer of Global One Real Estate Investment Corporation (current position)	
		June 2020	Outside Audit & Supervisory Board Member of Recruit Holdings Co., Ltd. (current position)	
			Outside Corporate Auditor of Pasona Tquila Inc. (current circlace Inc.) (current position)	
		June 2021	Outside Director of the Company (current position)	
		March 2023	Outside Audit & Supervisory Board Member of Hino Motors, Ltd.	
		June 2023	Outside Director of TOYO CONSTRUCTION CO., LTD. (current position)	
	December 2023	Outside Auditor of bellFace Inc		
		[Significant concurrent positions] Attorney of ITN Law Office; Supervisory Officer of Global One Real Estate Investment Corporation; Outside Audit & Supervisory Board Member of Recruit Holdings Co., Ltd.; Outside Corporate Auditor of circlace Inc.; and Outside Director of TOYO CONSTRUCTION CO., LTD		
[Reason for nomination as candidate for Outside Director and expected roles, etc.] Since his appointment as Independent Outside Director of the Company in June 2021, Katsuya Natori has provided monitoring and opinions on matters such as strengthening of the Company's governance and organizational operation for business recovery as an attorney with knowledge as an outside officer at several companies. The Company expects him to provide appropriate monitoring and advice on the execution based on his knowledge and experience as a domestic and international corporate legal expert on themes such as the promotion of focused growth area and strengthening of the competitiveness of existing businesses in the “TCTRX.” Therefore, the Company has nominated him as a candidate for Outside Director again.				

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
9	<p>Mari Kano (May 27, 1960)</p> <p><u>Reappointment</u> <u>Outside</u> <u>Independent</u></p>	<p>April 1984 Joined The Mitsubishi Bank, Ltd. (current MUFG Bank, Ltd.)</p> <p>May 1989 Earned Master of Laws (LL.M) in UCLA School of Law in U.S.A.</p> <p>September 2012 General Manager of Milano Branch of MUFG Bank, Ltd. (retired in September 2014)</p> <p>October 2014 General Manager of Business Planning Department of Mitsubishi UFJ NICOS Co., Ltd.</p> <p>February 2017 Member of the Board of Directors, United Way Romania</p> <p>April 2019 Managing Director of Center for International Exchange of Showa Women's University</p> <p>October 2019 Specially Appointed Professor of Center for General Education (current Center for University-wide Education) of Showa Women's University</p> <p>June 2020 Outside Director of Okamura Corporation (current position)</p> <p>June 2021 Outside Director of the Company (current position)</p> <p>April 2022 Outside Director of Tokio Marine Asset Management Co., Ltd. (current position)</p> <p>June 2023 Councilor, Japan Textile Products Quality Technology (current position)</p> <p>[Significant concurrent positions] Outside Director of Okamura Corporation; Outside Director of Tokio Marine Asset Management Co., Ltd. (unlisted); and Councilor of Japan Textile Products Quality Technology</p>	1,400
<p>[Reason for nomination as candidate for Outside Director and expected roles, etc.]</p> <p>Since her appointment as Independent Outside Director of the Company in June 2021, Mari Kano has provided monitoring and opinions on matters such as strengthening of the Company's governance and organizational operation for business recovery based on her extensive business experience, including general manager position of overseas branch at a financial institution, and her knowledge on global human resources development. The Company expects her to provide appropriate monitoring and advice on the execution based on her knowledge and experience in finance and human resource development on themes such as the promotion of focused growth area and strengthening of the competitiveness of existing businesses in the "TCTR." Therefore, the Company has nominated her as a candidate for Outside Director again.</p>			
10	<p>Chizuko Yamamoto (November 18, 1965)</p> <p><u>Reappointment</u> <u>Outside</u> <u>Independent</u></p>	<p>October 1992 Joined Tohmatsu & Co. (current Deloitte Touche Tohmatsu LLC)</p> <p>April 1996 Registered as a certified public accountant</p> <p>July 2010 Partner of Deloitte Touche Tohmatsu LLC</p> <p>July 2019 Standing Executive of The Japanese Institute of Certified Public Accountants Tokyo Chapter</p> <p>September 2019 Member of the Committee on Regulations and Systems of The Japanese Institute of Certified Public Accountants</p> <p>June 2020 Director of Chizuko Yamamoto CPA Office (current position)</p> <p>August 2020 Outside Auditor of Ozu Corporation (current position)</p> <p>June 2021 Outside Director of the Company (current position)</p> <p>June 2023 Outside Audit & Supervisory Board Member of TDK Corporation (current position)</p> <p>[Significant concurrent positions] Director of Chizuko Yamamoto CPA Office; Outside Auditor of Ozu Corporation; and Outside Audit & Supervisory Board Member of TDK Corporation</p>	100
<p>[Reason for nomination as candidate for Outside Director and expected roles, etc.]</p> <p>Since her appointment as Independent Outside Director of the Company in June 2021, Chizuko Yamamoto has provided monitoring and opinions on matters such as strengthening of the Company's governance and organizational operation for business recovery based on her specialized knowledge as a certified public accountant. The Company expects her to provide appropriate monitoring and advice on the execution based on her knowledge and experience in financial accounting on themes such as the promotion of focused growth area and strengthening of the competitiveness of existing businesses in the "TCTR." Therefore, the Company has nominated her as a candidate for Outside Director again.</p>			

(Notes)

- 1 There are no special interests between the candidates and the Company.
- 2 Candidates for Directors, Yasushi Higuchi, Takeo Ueyama, Toshiaki Kuzuoka, Katsuya Natori, Mari Kano, and Chizuko Yamamoto are candidates for Outside Directors. The term of office of each candidate for Outside Director as the Company's Outside Director will be four years at the conclusion of this General Meeting of Shareholders. The Company has registered each candidate for Outside Director as an Independent Director with the Tokyo Stock Exchange.
- 3 Independence of candidates for Outside Directors as Outside Directors and liability limitation agreements with Outside Directors
 - 1) Independence of candidates for Outside Directors
None of the candidates for Outside Directors falls under any of the items (a) through (f) of Article 74, Paragraph (4), Item (vii) of the Regulations for Enforcement of the Companies Act.
 - 2) Improper business execution during terms of office of the candidates for Outside Directors in other companies where they assumed office as directors or corporate auditors during the past five years
Not applicable.
 - 3) Liability limitation agreements with Outside Directors
For the Company to attract suitably capable personnel as Outside Directors, the Company provides in the Articles of Incorporation that the conclusion of agreements is allowed with Outside Directors to limit their liability for damages to the Company to a certain range. And such liability limitation agreements have been concluded with each of the candidates for Outside Directors. The maximum amount of liability pursuant to the agreements is the amount stipulated by laws and regulations. If the reelection of each candidate is approved, the Company plans to continue the agreements.
- 4 The Company has concluded an indemnity agreement stipulated in Article 430-2, Paragraph 1 of the Companies Act with each Director. The agreement stipulates that the Company shall indemnify each Director for the costs stipulated in Item (i) of the same Paragraph and the losses stipulated in Item (ii) of the same Paragraph to the extent stipulated by laws and regulations. If the reelection of each Director is approved, the Company intends to continue the indemnity agreement with each Director.
- 5 The Company has entered into a directors and officers liability insurance contract, the outline of which is as follows. The contract is scheduled to be renewed in September 2025. The candidates for Directors nominated in this Proposal will be insured if they are elected.
 - 1) Ratio of premiums paid by the insured
The premiums are fully paid by the Company.
 - 2) Outline of events insured against
The contract covers compensation for damages and dispute expenses incurred by the insured due to claims for damages arising out of the insured's acts (including omissions) in the course of his/her duties as a director or officer of the company; provided, however, that the Company has taken measures to ensure that the appropriateness of the execution of duties by directors and officers is not compromised by excluding compensation for criminal acts such as bribery and other illegal acts, as well as for losses incurred by directors and officers themselves who intentionally commit illegal acts.

[Reference 1] Skill Matrix of the Board of Directors

The main functions of the Board of Directors of the Company are to make decisions on matters stipulated by law and the Articles of Incorporation and important matters concerning the Company and its subsidiaries, and to supervise (monitor) the execution of business by Representative Director, and the composition of the Board of Directors is designed to ensure that these functions are fully exercised. In the composition of the Board of Directors, a skills matrix is formulated based on the Board of Directors' functions and management strategies and plans, and personnel with expertise in each area are assigned, taking into consideration the balance of the Board of Directors as a whole, including diversity and size. Reasons for selection of each skill matrix item, composition of the Board of Directors if Proposal 1 is approved, and areas to expect for each Director to make particular use of his/her experience and expertise are as follows:

1) Reasons for selection of each skill matrix item

Skills	Reasons for selection
Corporate management	The basic policies of the medium-term management plan "TCTRX" are to "strengthen the allocation of management resources to focused growth area" and "strengthen the competitiveness of existing businesses." Accordingly, Directors are required to have corporate management experience, in particular, achievements in business portfolio transformation and management experience in different industries in order to execute such policies.
Marketing and Technology	In the medium-term management plan "TCTRX," the three businesses of carbon fibers cables (CFCC), bridges cables and offshore wind power are priority businesses for development. In order to make these businesses the pillars for the future, we need Directors who are familiar not only with steel cables and steel cords, but also with industries, products and technologies related to the Group's business such as steel, construction and machinery, and also have knowledge of global markets.
Finance and Accounting IR and SR	In the medium-term management plan "TCTRX," it is required to improve the Company's corporate value to the appropriate level by balancing the enhancement of financial base and the efficiency of the shareholders' equity in addition to building the concept of cash allocation and finance and dividend policies based on the basic strategy "building the company attractive for all stakeholders." In order to realize this, it is necessary to have Directors with knowledge on finance and accounting and on the conversation and relationship building with shareholder and investors.
Risk and Governance	In the medium-term management plan "TCTRX," it is necessary to maintain and improve the governance system that was strengthened during the previous medium-term management plan period; and Directors with solid knowledge and experience in the fields of corporate governance, risk management, and compliance are necessary.
Human resources development	As the medium-term management plan "TCTRX" is positioned as the three-year period to solidify the foundation for future growth based on its long-term vision, it is indispensable to improve human capital. It is necessary to develop human resources strategies and improve working environment in order to enable each employee to improve and demonstrate his/her abilities to the maximum extent. As it is necessary to promote diversity, equity and inclusion in order to sustainably develop the Company's business, it is required to have Directors with solid knowledge and experience in the field of human resources development.

2) Areas to expect for each Director

Name	Position	Skills and experience				
		Corporate management	Marketing Technology	Finance and Accounting IR and SR	Risk Governance	Human resources development
Hideyuki Harada	President, Representative Director and Executive Officer	○	○		○	
Masaaki Terazono	Director and Senior Managing Executive Officer		○			
Tadahiro Mori	Director and Managing Executive Officer		○	○		
Koji Kitan	Director and Managing Executive Officer			○	○	○
Yasushi Higuchi	Outside Director	○	○			○
Takeo Ueyama	Outside Director	○	○			○
Toshiaki Kuzuoka	Outside Director	○			○	
Katsuya Natori	Outside Director				○	
Mari Kano	Outside Director			○		○
Chizuko Yamamoto	Outside Director			○	○	

[Reference 2] Policy and Procedures for Nominating Candidates for Directors

I. Policy for nominating candidates for Directors

The basic policy of the Company is to appoint candidates for Directors so the overall balance is such that the Board of Directors as a whole can retain specialized knowledge of the Group's business as a whole and specialized knowledge including financial accounting so that the Board of Directors can fulfill the functions of managing and supervising the execution of business including the Group companies.

In addition to this basic policy, when nominating candidates for Outside Directors, the Company has established "Independence Criteria for Outside Officers of TOKYO ROPE MFG." as stated in item III. below to appoint highly independent Outside Directors. Furthermore, six candidates for Outside Directors in this proposal meet these criteria.

II. In accordance with the policy for nomination in item I., the Company, after selecting the candidates, prior to nomination by the Board of Directors, nominate by a resolution of the Board of Directors after consulting with the Nomination and Remuneration Committee, which consists of three current Outside Directors and two Internal Directors.

III. Independence Criteria for Outside Officers of TOKYO ROPE MFG.

Of the Outside Directors and Outside Corporate Auditors (hereinafter, "Outside Officers"), if all the conditions in the below item 1. Criteria for Independence are not met, the Company will nominate an Independent Outside Officer as a person who will not have a conflict of interest with general shareholders.

1. Criteria for Independence

- (1) An Executive Director, Executive Officer, employee, etc. (hereinafter, "business executor"), Corporate Auditor (excluding Outside Corporate Auditors) of the Company and its affiliated companies (hereinafter, "the Group"), or a person who was a business executor in the past
- (2) A person who is a Director who does not execute the business of the Company's affiliated companies, or a person who was said Director
- (3) A person whose main business partner (Note 1) is the Group, or a business executor thereof
- (4) A person who has received a large amount of donations (Note 2) from the Group, or a business executor thereof
- (5) A person who has a close relationship with the Company's Directors and executives, such as accepting the Group's business executors as Executive Directors or dispatching, etc., Directors to each other, or a business executor thereof
- (6) The Group's main business partner (Note 3), or a business executor thereof
- (7) Current major shareholders of the Company (shareholders who directly or indirectly hold a voting right ownership ratio of 10% or more), if the major shareholder is a corporation, director, corporate auditor, accounting advisor, corporate executive (shikko yaku), executive officer (shikko yakuin), manager, or other employee of said major shareholder, the parent company, or an important subsidiary
- (8) Major financial institutions, etc., (Note 4) that the Company raises funds from, or a business executor thereof
- (9) Accounting Auditor of the Group, in the case of a corporation, an employee, etc., involved in the management of said audit corporation, or a certified public accountant engaged in accounting audits of the Group
- (10) An attorney, accountant, tax accountant, or other consultant who receives a large amount of compensation (Note 5) from the Group
- (11) A person involved in the management of a law firm, audit corporation, or tax accountant corporation that receives a large amount of compensation from the Group
- (12) A person who falls under any of the above (2) to (11) in the past three years
- (13) A spouse or a relative within a second degree of kinship of a person who falls under (1) to (12) above

2. Exemptions

When the Company determines that a person who falls under any of the items of the preceding Article is suitable as an Independent Outside Officer of the Company in consideration of the personality, qualities, insight, etc., of said other party, said other party may be nominated as an Independent Outside Officer by disclosing the reasons for determining that said other party meets the requirements as an Independent Outside Officer.

(Note 1) Main business partner

A business partner whose annual payment to said business partner of the Group reaches 2% or more of the consolidated net sales of the said business partner.

- (Note 2) Large amount of donations A party whose annual payment to said other party of the Group is 10 million yen or more, or whose payment amount is 2% or more of the business income of said other party, whichever amount is greater is applicable.
- (Note 3) Main business partner A business partner whose annual amount of money received from said business partner of the Group reaches 2% or more of the consolidated net sales of the Group.
- (Note 4) Major financial institutions, etc. A financial institution, etc., that is indispensable for the Group's financing and on which the Group's financing is depended to the degree of irreplaceability.
- (Note 5) Large amount of compensation According to the large amount of donations, a party whose annual compensation is 10 million yen or more or said party receives 2% or more of the business income of said other party from the Group.

Proposal 2: Election of 1 Substitute Corporate Auditor

In order to prepare for cases where a vacancy results in a shortfall in the number of Corporate Auditors prescribed by laws and regulations, we propose the election of 1 Substitute Corporate Auditor in advance. The Board of Corporate Auditors has previously given its approval to this Proposal.

The candidate for Substitute Corporate Auditor is as follows:

Name (Date of birth)	Past experience and significant concurrent positions	Number of shares of the Company held
Norio Yasuda (November 15, 1970)	<p>October 1999 Joined Showa & Ota, Co. (current Ernst & Young ShinNihon LLC)</p> <p>August 2006 Joined Ernst & Young Transaction Advisory Services Co., Ltd.</p> <p>March 2008 Joined Hiroshi Kawakita & Shin Tokunaga CPA Office</p> <p>November 2009 Established Norio Yasuda CPA Office as Director (current position)</p> <p>June 2015 Outside Corporate Auditor of WizBiz Inc. (current position)</p> <p>March 2018 Director of NIHONWASOU HOLDINGS, Inc.</p> <p>August 2019 Outside Corporate Auditor of AxisRoot Holdings, Inc.</p> <p>October 2021 Outside Corporate Auditor of Fixpoint, Inc. (current position)</p> <p>April 2023 Outside Corporate Auditor of YUTORI NO KUKAN CORPORATION</p> <p>[Significant concurrent positions] Director of Norio Yasuda CPA Office; Outside Corporate Auditor of WizBiz Inc.; and Outside Corporate Auditor of Fixpoint, Inc. (unlisted)</p>	0
<p>[Reason for nomination] Norio Yasuda has long been engaged in corporate auditing services as a certified public accountant and has expert knowledge in accounting and finance and extensive experience as outside corporate auditor. The Company expects that he will be able to conduct appropriate audits from an independent standpoint, and therefore proposes to nominate him for the candidate for Substitute Outside Corporate Auditor.</p>		

(Notes)

- 1 There are no special interests between the candidate and the Company.
- 2 Norio Yasuda is a candidate for Substitute Outside Corporate Auditor. He satisfies the independence criteria for outside officers stipulated by the Tokyo Stock Exchange and the Independence Criteria for Outside Officers of TOKYO ROPE MFG. described above. Therefore, the Company will register him as an Independent Auditor as set forth by the same Exchange, if he assumes office as Outside Corporate Auditor.
- 3 Norio Yasuda, a candidate for Substitute Outside Corporate Auditor, is scheduled to retire from his position as Outside Corporate Auditor of Fixpoint, Inc. on June 18, 2025.
- 4 The appointment of a candidate may be revoked by a resolution of the Board of Directors, with the consent of the Board of Corporate Auditors, prior to his/her assumption of office.
- 5 Liability limitation agreements with Outside Corporate Auditors
For the Company to attract suitably capable personnel as Outside Corporate Auditors, the Company provides in the Articles of Incorporation that the conclusion of agreements is allowed with Outside Corporate Auditors to limit their liability for damages to the Company to a certain range. The candidate for Outside Corporate Auditor, Norio Yasuda, is scheduled to conclude such liability limitation agreement with the Company after assuming the office as the Company's Outside Corporate Auditor. The maximum amount of liability pursuant to the agreements is the amount stipulated by laws and regulations.
- 6 The indemnity agreement
After assuming the office as the Company's Outside Corporate Auditor, the candidate for Outside Corporate Auditor, Norio Yasuda, is scheduled to conclude an indemnity agreement stipulated in Article 430-2, Paragraph 1 of the Companies Act with the Company. The agreement stipulates that the Company shall indemnify him for the costs stipulated in Item (i) of the same Paragraph and the losses stipulated in Item (ii) of the same Paragraph to the extent stipulated by laws and regulations.
- 7 The Company has entered into a directors and officers liability insurance contract, the outline of which is as follows. The contract is scheduled to be renewed in September 2025. The candidate for Substitute Corporate Auditor nominated in this Proposal will be insured after assuming the office as Corporate Auditor.
 - 1) Ratio of premiums paid by the insured
The premiums are fully paid by the Company.
 - 2) Outline of events insured against
The contract covers compensation for damages and dispute expenses incurred by the insured due to claims for damages arising out of the insured's acts (including omissions) in the course of his/her duties as a director or officer of the company; provided, however, that the Company has taken measures to ensure that the appropriateness of the execution of duties by directors and officers is not compromised by excluding

compensation for criminal acts such as bribery and other illegal acts, as well as for losses incurred by directors and officers themselves who intentionally commit illegal acts.

End of Document