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Securities Code: 6809
June 9, 2026

To All Shareholders:

Masahiro Taniguchi
President, CEO
TOA CORPORATION
7-2-1, Minatojima-nakamachi,
Chuo-ku, Kobe, Hyogo

Notice of the 78th Ordinary General Shareholders' Meeting

We would hereby like to inform you that the 78th Ordinary General Shareholders' Meeting (the "Meeting") of TOA Corporation ("TOA") will be held as described below.

When convening this Meeting, TOA takes measures for providing information that constitutes the content of reference documents for the general shareholders' meeting, etc. (measures for providing information in electronic format are to be taken) in electronic format, and posts this information on each of the following websites. Please access either of the following websites by using the internet address shown below to review the information.

TOA's website

<https://www.toa-global.com/ja/ir/stockinfo/memo> (in Japanese)

<https://www.toa-global.com/en/ir/stockinfo/memo> (in English)

Website for posted informational materials for the general shareholders' meeting

<https://d.sokai.jp/6809/teiji/>

Tokyo Stock Exchange (TSE) website (Listed Company Search)

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

Access the Tokyo Stock Exchange website by using the internet address shown above, enter "TOA" in "Issue name (company name)" or the Company's securities code "6809" in "Code," and click "Search." Then, click "Basic information" and select "Documents for public inspection/PR information." Under "Filed information available for public inspection," click "Click here for access" under "[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting]."

If you are unable to attend the Meeting, you can exercise your voting rights in writing or via the Internet. Please refer to the reference materials contained herein, and exercise your voting rights by 5:30 p.m. on Wednesday, June 24, 2026 (Japan Time).

1. Date and Time:	10:00 a.m., Thursday, June 25, 2026 (Japan Time) [open 9:30 a.m.]
2. Venue:	XEBEC HALL, 7-2-1, Minatojima-nakamachi, Chuo-ku, Kobe, Hyogo
3. Meeting Agenda:	<p>Matters to be reported:</p> <ol style="list-style-type: none"> 1. The Business Report, Consolidated and Non-consolidated Financial Statements for the 78th fiscal year (from April 1, 2025 to March 31, 2026) 2. Audit Report on Consolidated Financial Statements for the 78th fiscal year by the Financial Auditors and by the Audit & Supervisory Board <p>Proposals to be resolved:</p> <p>Proposal 1: Appropriation of Retained Earnings</p> <p>Proposal 2: Appointment of 5 Members of the Board of Directors</p> <p>Proposal 3: Appointment of 1 Member of Audit & Supervisory Board</p> <p>Proposal 4: Appointment of 1 Substitute Member of Audit & Supervisory Board</p> <p>Proposal 5: Continuation of the Policy against Large-scale Purchases of TOA's Shares (Policy against Takeovers)</p>
4. Other matters related to Meeting:	<ol style="list-style-type: none"> 1. In the event that a vote is exercised in duplicate in writing and via the Internet, the latter shall be effective. In the event that more than one vote is exercised via the Internet, the latest vote shall be effective. 2. When you do not indicate either approval or disapproval for each proposal on your voting form when exercising your voting rights in writing, it is regarded as you approved the proposal.

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- When attending the Meeting, please submit the enclosed voting form at the reception desk.
 - If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on each of the aforementioned websites.
 - In principle, you are to check matters subject to measures for electronic provision by accessing either of the websites mentioned above, and we have decided to deliver paper-based documents stating the matters only to shareholders who request the delivery of paper-based documents by the record date. However, for this Meeting, we have delivered paper-based documents stating the matters subject to measures for electronic provision (excluding items 1) to 3) below) to all shareholders, regardless of whether or not they have requested them.
 - Among the matters subject to measures for electronic provision, in accordance with the provisions of laws and regulations and the Articles of Incorporation of TOA, the following matters are not provided in the paper-based documents delivered. The Audit & Supervisory Board Members and the Financial Auditors have audited the documents subject to audit, including the following matters.
 - 1) The following matters of the Business Report
 - Policy Regarding Determination of Dividends From Retained Earnings, Etc.
 - Systems to Ensure the Appropriateness of Business Operations and the Operating Status of Such Systems
 - Basic Policy Regarding Company Control
 - 2) The following matters of the Consolidated Financial Statements
 - Consolidated Statements of Changes in Shareholders' Equity, etc.
 - Notes to the Consolidated Financial Statements
 - 3) The following matters of the Non-consolidated Financial Statements
 - Statement of Changes in Shareholders' Equity, etc.
 - Notes to the Non-consolidated Financial Statements

- A live sound demonstration by an artist will be held after this Shareholders' Meeting as a Sound Demo. We hope you will enjoy it.*
- After the Sound Demo, there will be a brief opportunity for shareholders to meet with our Directors, Audit & Supervisory Board Members, and Executive Officers present at the Meeting. This is also an opportunity for us to receive questions and candid opinions from shareholders.*

*These events may be modified or canceled at short notice due to various reasons or unforeseen circumstances.

- The following will be available at the meeting venue on the day of the Meeting. Please inform the reception staff on the day of the Meeting if you require any of the following. In the event that you are accompanied by a caregiver, only one caregiver will be allowed to be seated with you in the venue.
 - Staff to assist shareholders with disabilities
 - Dedicated space for wheelchair users
 - Writing boards
- Should matters to be described in the documents attached to this notice of convocation as well as the Reference Documents for the General Shareholders' Meeting require revisions, the revised versions will be posted on TOA's website (<https://www.toa-global.com/ja/ir/stockinfo/memo>).
- We do not have any gift items available.
- [To Institutional Investors]
ICJ, Inc.'s electronic voting platform is available as a method for exercising voting right.

Reference Documents for the General Shareholders' Meeting

Proposals and References

Proposal 1: Appropriation of Retained Earnings

We propose the appropriation of retained earnings as described below.

Matters related to the year-end dividends

The Company views an increase in returns of profits to shareholders as an important managerial task.

Regarding the distribution of profits, we aim for sustainable growth and investing more in businesses as a basic policy in compliance with the financial rules. We aim to maintain a stable annual dividend of 85 yen per share (interim dividend of 40 yen and year-end dividend of 45 yen) as a basic policy, and dividends based on business performance are determined by targeting either the higher of the two: a consolidated dividend payout ratio of 85% or the stable dividend of 85 yen. For stable dividends, we have set the Consolidated Dividend on Equity Ratio (DOE) at 5% or higher.

Based on this policy, we propose payment of a year-end dividend of 50 yen per share for the fiscal year ended March 31, 2026, consisting of stable dividends of 45 yen and performance-linked dividends of 5 yen reflecting a consolidated dividend payout ratio of 85%.

1. Type of dividend property

Cash

2. Matters related to the allotment of dividend property to shareholders and the total amount

50 yen per share of common stock of TOA

Total amount: 1,734,795,050 yen

We paid 40 yen per share as an interim dividend; therefore, the total annual dividend for the fiscal year ended March 31, 2026, including the interim dividend, will be 90 yen per share.

3. Effective date of distribution of retained earnings

June 26, 2026

Proposal 2: Appointment of 5 Members of the Board of Directors

The terms of office of Directors Messrs. Masahiro Taniguchi, Hiroshi Hayakawa, Takashi Nishino, and Minoru Handa will expire at the closing of this Meeting. Accordingly, by increasing the number of Directors by one (1) to strengthen management oversight and corporate governance, we propose the appointment of five (5) Directors.

The candidates for Directors are as follows.



Reappointment

Attendance at the Board of Directors meetings

100%
(19/19)

Number of TOA shares held

61,622

No.

1

Masahiro Taniguchi

Date of Birth

August 1, 1969

Male

■ Career summary, positions and responsibilities, and significant concurrent positions

April 1994	Joined TOA Corporation
January 2005	President, TOA CORPORATION (UK) LIMITED
April 2009	General Manager, Management Planning Department, TOA Corporation
April 2016	Executive Manager, Administration Division, TOA Corporation
April 2017	Executive Officer, Executive Manager, Administration Division, TOA Corporation
April 2020	Executive Officer, Executive Manager, Global R&D Division, TOA Corporation
June 2022	Director, Executive Officer, Executive Manager, Global R&D Division, TOA Corporation
June 2023	President, CEO, TOA Corporation (to present)
November 2025	Vice Chairman, Takarazuka Chamber of Commerce and Industry (to present)

■ Reasons for nomination as a candidate for Director

Mr. Masahiro Taniguchi has been nominated as a candidate for Director, because he can be expected to continue to fulfill the role as Director by leveraging his abundant cross-organizational experience and track record, from having been involved in overseas business, the corporate planning, administration, and R&D divisions, thereby contributing to the further growth of the Company and the sustained enhancement of its corporate value and leading the entire company through the formulation of the long-term management strategy "NEXT 100 TOA."



No.

2

Hiroshi Hayakawa

Date of Birth

August 26, 1962

Male

Reappointment

Attendance at the Board of Directors meetings

100%
(19/19)

Number of TOA shares held

18,116

■ Career summary, positions and responsibilities, and significant concurrent positions

April 1986	Joined TOA Corporation
April 2013	General Manager, Kyushu Area Sales Department, Sales Division, TOA Corporation
April 2017	General Manager, Metropolitan Area Sales Department, Domestic Sales Division, Sales Division, TOA Corporation
April 2018	Executive Officer, Executive Manager, Solution Sales Division, TOA Corporation
June 2022	Director, Executive Officer, Executive Manager, Solution Sales Division, TOA Corporation
April 2026	Director, Executive Officer, Executive Manager, Domestic Sales Division, TOA Corporation (to present)

■ Reasons for nomination as a candidate for Director

Mr. Hiroshi Hayakawa has been nominated as a candidate for Director, because he can be expected to continue to fulfill the role as Director in contributing to the further growth of the Company and the sustained enhancement of its corporate value by leveraging his experience and track record of promoting solution sales through the planning of business strategies in domestic sales divisions, as well as his experience over many years as an administrator in advancing human resources development by optimizing organizations and personnel allocations in domestic sales divisions to execute such business strategies.



Reappointment

Attendance at the Board of Directors meetings

100% (19/19)

Number of TOA shares held

12,689

No.

3

Takashi Nishino

Date of Birth
April 12, 1970

Male

■ Career summary, positions and responsibilities, and significant concurrent positions

April 1995	Joined TOA Corporation
April 2012	President, ACOUS Corporation
April 2014	President Director, PT. TOA GALVA INDUSTRIES
April 2017	Vice General Manager, Asia & Pacific Business Department, International Business Division, TOA Corporation
January 2018	General Manager, Asia & Pacific Business Department, International Business Division, and Senior Product Director, TOA Corporation, and President, TOA ELECTRONICS PTE LTD, and President, TOA ELECTRONICS (M) SDN.BHD.
April 2018	Executive Officer, General Manager, Asia & Pacific Business Department, International Business Division, TOA Corporation
April 2024	Executive Officer, Executive Manager, International Business Division, TOA Corporation
June 2024	Director, Executive Officer, Executive Manager, International Business Division, TOA Corporation
April 2026	Director, Executive Officer, Executive Manager, International Business Division, and in charge of Quality Assurance Department, TOA Corporation (to present)

■ Reasons for nomination as a candidate for Director

Mr. Takashi Nishino has been nominated as a candidate for Director, because he can be expected to fulfill the role as Director in continuing to contribute to the further growth of the Company and the sustained enhancement of its corporate value, based on his abundant experience and track record in a wide range of business fields, such as expanding regional business by strengthening regional products and developing sales channels through his experience cultivated in R&D divisions, serving as President of domestic and overseas production subsidiaries, President of overseas sales subsidiaries as well as General Manager of Asia & Pacific Business Department.



No.

4

Minoru Handa

Date of Birth

October 16, 1959

Male

Reappointment

Outside

Independent

Attendance at the Board of Directors meetings

100%
(19/19)

Number of TOA shares held

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■ Career summary, positions and responsibilities, and significant concurrent positions

April 1982	Joined Sony Corporation (currently Sony Group Corporation)
June 1996	General Manager, Quality Assurance Department, Bridgend Plant, Sony Manufacturing Company UK
January 2001	General Manager, Quality Assurance Department, San Diego Plant, Sony Electronics Inc.
April 2003	Vice President, in charge of quality, Sony Electronics Inc.
February 2007	General Manager, Quality Assurance Department, Energy Devices Division, Sony Corporation (currently Sony Group Corporation)
February 2013	Deputy General Manager, Quality and Environment Center, Sony Corporation (currently Sony Group Corporation)
September 2014	Seconded from Sony Corporation (currently Sony Group Corporation), President and Representative Director, Green Cycle Corporation
November 2019	Joined InoueKiko Co., Ltd., Plant Manager,
February 2022	Joined ARIAKE KOUGYO CO., LTD. Executive Officer, (in charge of ARIAKE KOUGYO MATERIALS CO.,LTD.) Seconded from ARIAKE KOUGYO CO., LTD., Executive Officer, ARIAKE KOUGYO MATERIALS CO.,LTD. (Assistant to the President)
June 2022	Outside Director, TOA Corporation (to present)
August 2022	President, CEO, ARIAKE KOUGYO MATERIALS CO.,LTD.

■ Reasons for nomination as a candidate for Outside Director and overview of expected roles

Mr. Minoru Handa has been nominated as a candidate for Director, because he has a track record as the manager of overseas plants and the quality assurance division of a listed company and global experience in the corporate management of subsidiaries of a listed company, and can be expected to continue to contribute to the Company's management as Outside Director, especially in the field of production strategies and provide supervision and advice that will contribute to strengthening the Company's corporate governance functions and the sustained enhancement of its corporate value.



New Appointment

Outside Independent

Number of TOA shares held

—

No.

5

Yukiko Tsujimoto

Date of Birth

February 10, 1964

Female

※Ms. Yukiko Tsujimoto's legal name is "Yukiko Okamoto."

■ Career summary, positions and responsibilities, and significant concurrent positions

April 1986	Joined Procter & Gamble Far East Inc.
March 2006	Director, Procter & Gamble Japan K.K.
April 2008	Director, P&G Japan K.K.
July 2012	Communications Director, Public Relations Division, Procter & Gamble Japan K.K. (currently The P&G Japan Limited)
November 2014	Representative Director, shapes Co., Ltd. (to present)
April 2015	Human Resources Development Advisor, Kobe City
April 2018	Member, Personnel Committee, Kobe City
May 2019	Outside Director, Kirindo Holdings Co., Ltd.
June 2020	Outside Director, Duskin Co., Ltd.
March 2022	Outside Director, SAKATA INX CORPORATION (to present)
April 2022	Special Advisor, Bureau of Administration and Finance, Kobe City
April 2024	Advisor, Bureau of Administration and Finance, Kobe City

■ Reasons for nomination as a candidate for Outside Director and overview of expected roles

Ms. Yukiko Tsujimoto has been nominated as a candidate for Director, because she can be expected to contribute to TOA's management and provide oversight, advice, etc. to help strengthen the corporate governance function and sustainably increase the corporate value of TOA as Outside Director, based on her abundant knowledge and experience gained through her long years of service as the head of marketing and public relations departments of a company, as well as expertise in governance through serving as internal and outside directors.

- (Notes)
1. There are no special interests between each candidate and TOA.
 2. Mr. Minoru Handa is a candidate for Outside Director. We have registered him as an independent officer as specified by Tokyo Stock Exchange, Inc. If he is appointed as Director at this Meeting, he is scheduled to continue to be an independent officer.
 3. Ms. Yukiko Tsujimoto is a candidate for Outside Director. If she is appointed as Director at this Meeting, TOA intends to register her as an independent officer as specified by Tokyo Stock Exchange, Inc.
 4. If Mr. Minoru Handa and Ms. Yukiko Tsujimoto are appointed as Director, TOA intends to renew and enter into liability limitation agreements with them to limit their liability for compensation for damages in accordance with Article 427, Paragraph 1 of the Companies Act. The limit amount of the liability for compensation for damages under such an agreement is determined to be the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act.
 5. The term of office of Mr. Minoru Handa as Outside Director of TOA will be four years at the closing of this Meeting.
 6. TOA enters into a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act to cover damages to be borne by the insured, such as legal damages and litigation expenses in the event that a claim for damages is made. If the candidates are appointed as Directors, each of them will be insured under the said insurance contract. TOA intends to renew the contract with the same contents at the next renewal.

Proposal 3: Appointment of 1 Member of Audit & Supervisory Board

The term of office of Audit & Supervisory Board Member Ms. Kazuyo Nishikata will expire at the closing of this Meeting. Accordingly, we propose the appointment of one (1) Audit & Supervisory Board Member. The Audit & Supervisory Board has previously given its approval to the submission of this proposal. The candidate for Audit & Supervisory Board Member is as follows.



Kazuyo Nishikata

Date of Birth
April 22, 1969 Female

Reappointment

Outside Independent

Number of TOA shares held

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■ Career summary, positions, and significant concurrent positions

October 2003	Registered as an attorney-at-law, joined KOBE PARTNERS LAW OFFICE (currently Legal Professional Corporation KOBE PARTNERS)
April 2005	Legal Counselor, Kobe City Gender Equality Promotion Center
April 2006	Domestic Violence Legal Counselor, Hyogo Prefecture Women's Family Center
April 2018	Member, Kobe City Real Estate Deliberation Committee
June 2018	Deputy Director, Japan Federation of Bar Associations Trust Center
November 2020	Member, Hyogo Prefecture Information Disclosure Personal Information Protection Committee (to present)
April 2021	Governor, Japan Federation of Bar Associations
June 2022	Audit & Supervisory Board Member, TOA Corporation (to present)
June 2024	Outside Director (Audit and Supervisory Committee Member), Koatsu Gas Kogyo Co., Ltd. (to present)
May 2025	Member, Legal Professional Corporation KOBE PARTNERS (to present)

■ Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member

Ms. Kazuyo Nishikata has been nominated as a candidate for Audit & Supervisory Board Member, because she has extensive experience as a lawyer who is well-versed in corporate law and she can be expected to continue to fulfill the role as Audit & Supervisory Board Member by leveraging her professional knowledge acquired through her experience as well as her experience, etc., as an Outside Director (Audit and Supervisory Committee Member) of a listed company. Although she has no direct experience in corporate management, for the reasons stated above, we judged that she can appropriately perform the duties of Outside Audit & Supervisory Board Member.

- (Notes)
1. There are no special interests between the candidate and TOA.
 2. Ms. Kazuyo Nishikata is a candidate for Outside Audit & Supervisory Board Member. If she is appointed as Audit & Supervisory Board Member, TOA intends to register her as an independent officer as specified by Tokyo Stock Exchange, Inc.
 3. If Ms. Kazuyo Nishikata is appointed as Audit & Supervisory Board Member, TOA intends to enter into a liability limitation agreement with her to limit her liability for compensation for damages in accordance with Article 427, Paragraph 1 of the Companies Act. The limit amount of the liability for compensation for damages under such an agreement is determined to be the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act.
 4. The term of office of Ms. Kazuyo Nishikata as Outside Audit & Supervisory Board Member of TOA will be four years at the closing of this Meeting.
 5. TOA enters into a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act to cover damages to be borne by the insured, such as legal damages and litigation expenses in the event that a claim for damages is made. If Ms. Kazuyo Nishikata is appointed as Audit & Supervisory Board Member, she will be insured under the said insurance contract. TOA intends to renew the contract with the same contents at the next renewal.

(Reference) Skills matrix of the Board of Directors after this Meeting

In the event that Proposal 2 and Proposal 3 are approved and adopted in their original form, the composition of the Board of Directors and the major skills (knowledge, experience, and abilities) of each Director and Audit & Supervisory Board Member will be as follows.

	Name	Position / Attributes (planned)	Corporate management	Global business	Market Cultivation / Business planning	Technology / Innovation (R&D, production, SCM, DX)	Corporate (finance, accounting, legal affairs, risk management, information systems)	Human resource development
Directors	Masahiro Taniguchi	President, CEO	•	•			•	
	Hiroshi Hayakawa	Executive Officer			•		•	•
	Takashi Nishino	Executive Officer		•	•	•		
	Toru Otono	Executive Officer		•		•		•
	Masashi Murata	Outside Independent		•	•		•	
	Minoru Handa	Outside Independent		•		•		•
	Yukiko Tsujimoto	Outside Independent			•		•	•
Audit & Supervisory Board Members	Takefumi Nishigaki	Standing		•		•	•	
	Kazuyo Nishikata	Outside Independent					•	
	Amane Sawa	Outside Independent					•	

*Displays a maximum of three areas of knowledge and experience for each Director and Audit & Supervisory Board Member. It is not an exhaustive list.

Proposal 4: Appointment of 1 Substitute Member of Audit & Supervisory Board

The effectiveness of appointment of Substitute Audit & Supervisory Board Member Mr. Takahisa Fukumoto, appointed at the Ordinary General Shareholders' Meeting held on June 26, 2025, will expire at the commencement of this Meeting. To prepare for the event where the number of Audit & Supervisory Board Member falls below the number defined by laws and regulations, we propose the appointment of one (1) Substitute Audit & Supervisory Board Member in advance.

The Audit & Supervisory Board has previously given its approval to the submission of this proposal. The candidate for Substitute Audit & Supervisory Board Member is as follows.



Number of TOA shares held

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Takahisa Fukumoto

Date of Birth

August 2, 1967

Male

■ Career summary, positions, and significant concurrent positions

April 1993	Joined Hyogo Prefectural Government
April 1996	Registered as an attorney-at-law, Joined Higashimachi Law Office (currently Higashimachi LPC)
April 2003	Partner, Higashimachi Law Office (currently Higashimachi LPC) (to present)
June 2003	Outside Audit & Supervisory Board Member, Kawanishi Warehouse Co., Ltd.
April 2008	Vice-President, Hyogo Bar Association
June 2010	Outside Audit & Supervisory Board Member, KOBE Ferry center. co., Ltd. (to present)
April 2012	Domestic Relations Conciliation Commissioner, Kobe Family Court (to present)

■ Reasons for nomination as a candidate for Substitute Outside Audit & Supervisory Board Member

Mr. Takahisa Fukumoto has been nominated as a candidate for Substitute Outside Audit & Supervisory Board Member, because he is qualified as a lawyer and can be expected to fulfill the role as Audit & Supervisory Board Member, by leveraging his extensive experience and expertise accumulated in the legal community. Although he has no experience in corporate management other than being an Outside Audit & Supervisory Board Member, for the reasons stated above, we judged that he can appropriately perform the duties of Outside Audit & Supervisory Board Member.

- (Notes)
1. There are no special interests between the candidate and TOA.
 2. Mr. Takahisa Fukumoto is a candidate for Substitute Outside Audit & Supervisory Board Member. If he is appointed as Audit & Supervisory Board Member, he is expected to be an independent officer pursuant to the relevant provisions of Tokyo Stock Exchange, Inc.
 3. If Mr. Takahisa Fukumoto is appointed as Audit & Supervisory Board Member, TOA intends to enter into a liability limitation agreement with him to limit his liability for compensation for damages in accordance with Article 427, Paragraph 1 of the Companies Act. The limit amount of the liability for compensation for damages under such an agreement is determined to be the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act.
 4. TOA will enter into a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act to cover damages to be borne by the insured, such as legal damages and litigation expenses in the event that a claim for damages is made. If Mr. Takahisa Fukumoto is appointed as Audit & Supervisory Board Member, he will be insured under the said insurance contract.

**Proposal 5: Continuation of the Policy against Large-scale Purchases of TOA's Shares
(Policy against Takeovers)**

TOA introduced the "Policy against Large-scale Purchases of TOA's Shares (Takeover Defense Measures)" (hereinafter the "Policy") at the meeting of the Board of Directors held on February 15, 2008. The Policy was subsequently continued by approval of shareholders at the 60th Ordinary General Shareholders' Meeting held on June 27, 2008. More recently, the 75th Ordinary General Shareholders' Meeting held on June 21, 2023 resolved to further continue the Policy, effective until the conclusion of this Ordinary General Shareholders' Meeting.

Since the Policy was last continued, TOA has continually reviewed its attributes, including whether or not it should be further continued as a means of ensuring and enhancing the corporate value of the Company, its subsidiaries, and affiliates (hereinafter collectively the "TOA Group"), and by extension, the common interests of shareholders, in light of factors such as changing social and economic circumstances, recent developments and debates relating to the policy against takeovers, and the purposes of the Corporate Governance Code.

We hereby notify you that, as a result of this review, the Board of Directors, at the meeting held on May 18, 2026, resolved to continue the Policy, subject to the approval of shareholders at this Ordinary General Shareholders' Meeting. The reasons for TOA's continuation of the Policy are set forth below under "Reasons for Continuation of the Policy."

The continuation of the Policy was approved by all of TOA's Directors, including two independent Outside Directors. All three Audit & Supervisory Board Members of TOA expressed the opinion that they have no objection to the continuation of the Policy, provided that the specific operation of the Policy is properly carried out.

As of today, no specific proposal for a large-scale purchase of TOA's shares has been made.

In continuing the Policy, we have made partial revisions upon revising the definition of "large-scale purchases," including purchase of TOA's shares subject to the Policy, and rearranging the wording, etc., based on a review in light of the "Guidelines for Corporate Takeovers" released by the Ministry of Economy, Trade and Industry on August 31, 2023, and in consideration of recent court precedents and trends in practice with respect to the policy against takeovers.

[Reasons for Continuation of the Policy]

To realize our Corporate Objective of “Smiles for the Public: Creating a Society that Makes People Smile,” the TOA Group contributes to creating a society that makes people smile by providing essential value that supports the actions of people wishing for “Reassurance, Reliability, Emotion.”

The TOA Group has launched a long-term management strategy “NEXT 100 TOA” (hereinafter the “NEXT 100 TOA”) to continue creating a society full of smiles, with the aim of building a company that can survive yet another 100 years beyond fiscal year 2034, which will mark the centennial of TOA’s founding.

In NEXT 100 TOA, our nine-year transformation leading up to fiscal year 2034 is divided into three stages: “Redefinition,” “Refinement,” and “Rebirth.” We have newly launched the Medium-term Management Plan (from the fiscal year ending March 31, 2027 to the fiscal year ending March 31, 2029) for the first three years (Stage 1: Redefinition), and will implement measures to achieve sustainable growth and enhance our medium- to long-term corporate value.

Under these circumstances, any large-scale purchases of TOA’s shares that are contrary to the corporate value of the TOA Group, and by extension, the common interests of its shareholders may significantly affect the flexible implementation of measures to enhance the corporate value. In addition, the status of TOA’s major shareholders as of March 31, 2026 is as shown in Appendix 1, and since the distribution of TOA’s shareholders is broad, mainly consisting of individual shareholders, the possibility of a large-scale purchase of shares that is contrary to the corporate value of the TOA Group, and by extension, the common interests of its shareholders cannot be ruled out.

On the other hand, TOA believes that the decision of whether or not to accept a large-scale purchase of TOA’s shares by a specific person should ultimately be left to the judgment of the shareholders who hold TOA’s shares, and if the purchase would significantly enhance TOA’s corporate value and contribute to the common interests of shareholders, TOA shall, in principle, not reject such purchase, which is a stance that remains unchanged.

The purpose of the Policy is to provide necessary and sufficient information and time to evaluate and consider the large-scale purchase, as well as the opinion of TOA’s Board of Directors, in order to contribute to the shareholders’ decision-making process and, if necessary, to negotiate with the large-scale purchaser and ensure that the shareholders have an opportunity to be presented with an alternative proposal. Currently, the Financial Instruments and Exchange Act provides for certain measures to regulate abusive takeovers, but they may not always function effectively, such as where the provision of information and time for consideration prior to the commencement of a tender offer cannot be legally ensured. Therefore, we believe that the establishment of large-scale purchase rules will be effective for helping shareholders and investors make appropriate investment decisions.

As stated above, it is essential for the TOA Group to continue the implementation of the Policy as a measure for the realization of sustainable growth and medium- to long-term enhancement of corporate value, and our Board of Directors has determined that it is its responsibility to always be prepared for unforeseen circumstances through the continuation of the Policy.

1. Basic Policy on Control of the Company

TOA, being a listed corporation that allows free trading of its shares, will respect free transaction of its shares within the market and will not unconditionally reject all cases involving a purchase of its shares. This will include a large-scale purchase of TOA's shares by a specific person, provided that this will contribute to the corporate value of TOA, and by extension, the common interests of its shareholders. The decision of whether or not to sell TOA's shares in response to a large-scale purchase by a specific person should ultimately be left to the judgement of the shareholders who hold TOA's shares. For this reason, after information on a large-scale purchase is provided by a large-scale purchaser, TOA considers it necessary to evaluate and consider this proposal, and for the Board of Directors to prepare and disclose an opinion, in order to contribute to the shareholders' decision-making process. In addition, TOA believes that it is necessary to negotiate with the large-scale purchaser and present an alternative proposal to the shareholders where necessary.

Furthermore, certain large-scale purchases of TOA's shares or proposals to purchase TOA's shares may not contribute to corporate value, and by extension, the common interests of shareholders, such as the following:

- (i) Those whose purpose of takeover, etc. may cause obvious harm to corporate value, and by extension, the common interests of shareholders
- (ii) Those that may effectively coerce shareholders into selling their shares
- (iii) Those that are made without giving TOA's Board of Directors and shareholders the necessary time and information to examine and judge the details of the purchase, or for the Board of Directors to present an alternative proposal
- (iv) Those for which the purchase price or method of purchase is inappropriate and would harm the corporate value of TOA, and by extension, the common interests of its shareholders
- (v) Those that may damage the relationship with TOA and its stakeholders, etc.

TOA believes that a large-scale purchaser, purchase proposer, or any other person who acts in a manner that may have a material adverse effect on the corporate value of TOA, and by extension, the common interests of its shareholders is inappropriate as a party who controls decisions on TOA's financial and business policies.

2. Initiatives to Contribute to Realizing the Basic Policy on Control of the Company

TOA implements the following measures as initiatives to enhance corporate value, and by extension, the common interests of its shareholders, to ensure that its shares are held over the long term by a large number of shareholders. These initiatives also contribute to realizing the basic policy described in 1. above.

(1) Initiatives to enhance corporate value

The TOA Group will contribute to creating a society that makes people smile by providing essential value that supports the actions of people wishing for "Reassurance, Reliability, Emotion" to the people gathered there, in pursuit of the corporate purpose of bringing "Smiles for the Public."

To continue creating a society full of smiles into the future, we have launched "NEXT 100 TOA," with the aim of building a company that can survive yet another 100 years beyond fiscal year 2034, which will mark the centennial of TOA's founding.

1) NEXT 100 TOA Initiatives

In "NEXT 100 TOA," to create a company that can survive yet another 100 years, we have established seven initiatives as the "NEXT 100 TOA Initiatives," and driven by stronger investment in our "people" and "technology" that act as the driving force to promote these initiatives, we aim to grow to over 100 billion yen in consolidated net sales by fiscal year 2034.

[Seven initiatives aimed at building the company to survive for another century]

1. Achieving a society in which everyone can receive proper information

2. Achieving a society in which all people can reliably communicate
3. Achieving a society in which everyone has a place
4. Continually striving to tackle new areas
5. Becoming a world-renowned brand
6. Pursuing eco-friendly innovation
7. Creating strong teams where individuality is a virtue

2) Transformation for the company to survive for another century

NEXT 100 TOA divides the nine-year period through fiscal year 2034 into three transformation stages, and the initiatives will be advanced through three-year Medium-term Management Plans.

- Stage 1: Redefinition—Set a path for business transformation
(Medium-term Management Plan for fiscal year ending March 31, 2027 to fiscal year ending March 31, 2029)
- Stage 2: Refinement—Refine businesses for dramatic growth
(Medium-term Management Plan for fiscal year ending March 31, 2030 to fiscal year ending March 31, 2032)
- Stage 3: Rebirth—Become a company that survives another 100 years
(Medium-term Management Plan for fiscal year ending March 31, 2033 to fiscal year ending March 31, 2035)

In Stage 1, we will establish the social recognition of our value and a foundation for growth through business initiatives redefined based on the NEXT 100 TOA Initiatives, thereby charting a course for business transformation that leads to the next stage. In Stage 2, we will refine our business in accordance with the established roadmap to achieve dramatic growth. In Stage 3, as the culmination of this series of transformations, we will be reborn as a company capable of continuously evolving in response to societal changes—a company that will thrive for the next 100 years.

3) Key initiatives of the Medium-term Management Plan

In our Medium-term Management Plan (from the fiscal year ending March 31, 2027 to the fiscal year ending March 31, 2029), which designates the first three years (Stage 1: “Redefinition”) as the planning period, our basic policy is to set a path for business transformation with the starting point of “redefining our business structure” and to accelerate the creation of a foundation aimed at dramatic future growth. Based on this policy, we have established five key initiatives: “innovation in information delivery solutions,” “accelerating growth overseas,” “evolving customer support solutions,” “developing new businesses,” and “strengthening the people, things, and information that support business growth.” Through these Key Initiatives, we will advance activities aimed at establishing a strong earnings structure.

- | | |
|------------------|--|
| Key Initiative 1 | Innovation in information delivery solutions
We will innovate in information delivery solutions to achieve a society in which everyone can receive proper information. |
| Key Initiative 2 | Accelerating growth overseas
By cultivating the key markets in overseas regions and countries in which we already have a presence and bolstering business activities in promising countries and regions, we will accelerate growth overseas. |
| Key Initiative 3 | Enhancing customer support solutions
Improving customer support solutions that reinforce on-site safety and management efficiency. |
| Key Initiative 4 | Developing new businesses
We will create new businesses with the potential to become future core businesses in different fields from our existing businesses. |
| Key Initiative 5 | Strengthening the foundation of people, things, and information that support business growth
By creating high added value in our products and improving the productivity of our manufacturing, we are boosting our competitiveness and profitability. |

In addition, to advance these Key Initiatives, we are creating a virtuous cycle of “individual strengths,” “teamwork,” and “challenge,” while further strengthening the human capital that supports our business growth and redesigning our operations themselves starting with digital technologies to dramatically increase our productivity.

4) Sustainability initiatives

- Sustainability Policy:

Based on our Management Policy, the TOA Group will continue creating new value together with our stakeholders through the initiatives of its Long-Term Management Strategy, NEXT 100 TOA, and contribute to the realization of a sustainable society

- Material Issues:

	Material Issues
Social	- Solving social issues through business
	- Empowering diverse talent and fostering a culture of challenge
Environment	- Adapting to climate change
	- Contribution to a recycling-based society
Governance	- Bolstering corporate governance
	- Enhancing brand value

5) Initiatives for sustainable growth and enhancement of corporate value

TOA believes that, through the implementation of its management policy, “NEXT 100 TOA,” and the initiatives outlined in our Mid-Term Management Plan, we believe that striving to simultaneously address social issues and enhance corporate value over the medium to long term will lead to sustainable growth and increased corporate value, and ultimately maximize the shared interests of our shareholders.

[Details]

- Notice Concerning Long-term Management Strategy “NEXT 100 TOA” and “Medium-term Management Plan (Overview)”
<https://ssl4.eir-parts.net/doc/6809/tdnet/2706459/00.pdf>
- Notice Regarding the Medium-Term Management Plan
<https://ssl4.eir-parts.net/doc/6809/tdnet/2799676/00.pdf>

As described above, the maintenance and development of good relationships with all stakeholders, including shareholders, customers, business partners, and employees in Japan and overseas, as well as broad expertise and abundant experience, are vital elements in the management of the TOA Group.

(2) Status of initiatives to strengthen corporate governance

The TOA Group regards the long-term, continued growth of corporate value through the practice of sound and transparent corporate management that ensures compliance for all shareholders, customers, business partners, employees, and other stakeholders, as its most essential and permanent management issue. It considers that further strengthening corporate governance by emphasizing and enhancing accountability to all stakeholders, as well as proactively practicing prompt and appropriate disclosure, will contribute to the enhancement of corporate value.

3. Details of the Policy (effort to prevent decisions on TOA’s financial and business policies from being controlled by persons deemed inappropriate in light of the Basic Policy on Control of the Company)

(1) The need for large-scale purchase rules

The Policy will be continued as an effort to prevent decisions on TOA's financial and business policies from being controlled by persons deemed inappropriate in light of the Basic Policy on Control of the Company described in 1. above.

In implementing the Policy, TOA believes that, in the event of a large-scale purchase of its shares, securing both information and time necessary and sufficient for the shareholders to make an appropriate judgment, and negotiating with the large-scale purchaser, will lead to the protection and enhancement of TOA's corporate value, and by extension, the common interests of its shareholders. For this reason, TOA has established rules (hereinafter the "Large-scale Purchase Rules") regarding matters such as the provision of information in the event of a large-scale purchase or purchase proposal. TOA believes that the Large-scale Purchase Rules provide shareholders with necessary and sufficient information and time to make an appropriate judgment on whether or not to accept a large-scale purchase or purchase proposal and thus contribute to the common interests of its shareholders.

Considering the purpose and effect of the Policy described above, TOA has decided to continue the Policy subject to approval at this Shareholders' Meeting, as described in 7. below.

(2) Purpose of continuing the Policy

For matters involving,

- 1) the purchase of TOA's share certificates, etc. (irrespective of the specific purchase method, including market transactions and tender offers) is intended to increase the voting rights ratio (Note 2) of a specific shareholder group (Note 1) to 20% or higher,
- 2) the purchase of TOA's share certificates, etc. (irrespective of the specific purchase method, including market transactions and tender offers) results in increasing the voting rights ratio of a specific shareholder group to 20% or higher,
- 3) regardless of whether the acts described in 1) or 2) have taken place, for all acts that constitute acts conducted between a specific shareholder group and other holders of TOA's share certificates, etc. (including cases with multiple holders, same in (3) below), etc., and, (i) agreements and other acts where the act in question results in the other holders in question becoming co-holders with the specific shareholder group in question, and furthermore, (ii) acts that result in one of the parties among the specific shareholder group in question and the other holder in question exercising effective control, or that establish a relationship (Note 3) in which those parties act jointly or in concert with one another (Note 4) (however, these cases are limited to where the specific shareholder group in question and the other holders in question hold a total voting rights ratio of 20% or higher of share certificates, etc. for which TOA is the issuer),

the purpose of the Policy is to allow TOA to provide all shareholders with necessary and sufficient information, and to implement a timely and appropriate response to such actions, including countermeasures where necessary, in order to contribute to TOA's corporate value and the common interests of its shareholders.

Below, the acts described in 1) through 3) above (excluding cases where these acts have been previously agreed to by the Company's Board of Directors) are defined as a "Large-Scale Purchase," and parties who undertake such acts either independently or jointly or in concert with other parties, or attempt to do so, are described as "Large-Scale Purchaser."

(Note 1) A specific shareholder group refers to the following four items:

- (i) Holders (including persons that are included in the definition of holders pursuant to Article 27-23, Paragraph 3 of the Financial Instruments and Exchange Act; the same shall apply hereinafter) of the share certificates, etc. (share certificates, etc. as defined in Article 27-23, Paragraph 1 of the Act) of TOA and their joint holders (joint holders as defined in Article 27-23, Paragraph 5 of the Act, including persons deemed to be joint holders pursuant to Article 27-23, Paragraph 6 of the Act; the same shall apply hereinafter);

- (ii) Persons engaged in the purchase, etc. (purchase, etc. as defined in Article 27-2, Paragraph 1 of the Act, including transactions on financial instruments exchange markets, irrespective of whether these are executed through the method of auction) of TOA's share certificates, etc. (share certificates, etc. as defined in Article 27-2, Paragraph 1 of the Act) and parties with a special relationship thereto (parties with a special relationship as defined in Article 27-2, Paragraph 7 of the Act; however, persons indicated in Article 27-2, Paragraph 7, Item (i) shall exclude those prescribed in Article 3, Paragraph 2 of the Cabinet Office Order on Disclosure Required for Tender Offer for Share Certificates by Persons Other Than Issuers; the same shall apply hereinafter);
- (iii) Parties with a relationship to persons in (i) or (ii) above (a group of investment banks, securities companies, and other financial institutions that have entered into financial advisory agreements with such persons, other persons who share substantial interests with such persons, tender offer agents, attorneys-at-law, accountants, and other advisers, or persons whom TOA's Board of Directors reasonably deemed to be substantially controlled by, or acting jointly or in concert with, such persons); and
- (iv) Persons who have acquired TOA's share certificates, etc. from any person in (i) through (iii) above through off-market negotiated transactions or through off-auction trading on the Tokyo Stock Exchange (ToSTNeT-1) (hereinafter persons in (iii) or (iv) above shall be collectively referred to as "Related Persons").

If any laws, regulations, etc. cited in the Policy are amended (including changes to the names of laws and regulations and the enactment of new laws, regulations, etc. succeeding prior laws, regulations, etc.), the provisions of the laws, regulations, etc. cited in the Policy shall, unless otherwise specified by TOA's Board of Directors, be deemed to be replaced with the provisions of the laws, regulations, etc. that substantively succeed to such provisions after such amendment.

(Note 2) Voting rights ratio refers to the following two items. Depending on the specific purchase method used by the specific shareholder group, (i) if the specific shareholder group is as stated in (i) of Note 1, the ratio of share certificates, etc. held by the shareholders in question (the ratio of share certificates, etc. held as defined in Article 27-23, Paragraph 4 of the Act; in such case, the number of share certificates, etc. held by joint holders of such holders (the number of share certificates, etc. held as defined in Article 27-23, Paragraph 4 of the Act; the same shall apply hereinafter) shall be factored in), or (ii) if the specific shareholder group is as stated in (ii) of Note 1, the sum of the ratio of share certificates, etc. owned by the large-scale purchaser and the ratio of share certificates, etc. owned by parties with a special relationship thereto (the ratio of share certificates, etc. owned as defined in Article 27-2, Paragraph 8 of the Act). For the purposes of calculating such ratio of share certificates, etc. held or owned, (i) joint holders of or parties with a special relationship to persons planning to execute such purchase, etc., and (ii) Related Persons affiliated with persons planning to execute such purchase, etc., joint holders thereof, or parties with a special relationship thereto, shall, under the Policy, be deemed to be joint holders of or parties with a special relationship to persons planning to execute such purchase, etc. When calculating the ratio of share certificates, etc. held and owned, the most recently submitted report among the annual securities report, semi-annual securities report, and share buyback report may be referred to provide the total number of issued shares (the total number of issued shares as defined in Article 27-23, Paragraph 4 of the Act) and the total number of voting rights (the total number of voting rights as defined in Article 27-2, Paragraph 8 of the Act).

(Note 3) The determination as to whether or not a relationship has been established between those specific shareholder groups and other holders, whereby one party substantially controls the other or the parties act jointly or in concert, shall be made in accordance with the Criteria for Determining Joint or Concerted Action (Appendix 2; however, the Independent Committee may revise the Criteria within a reasonable scope in light of amendments to laws and regulations or trends in court precedents, etc.).

(Note 4) The judgment as to whether or not the act specified in 3) of the main text has been carried out shall be made reasonably by TOA's Board of Directors, with the utmost respect given to the recommendation of the Independent Committee. TOA's Board of Directors and Independent Committee may, to the extent necessary for determining the applicability of the requirements specified in 3) of the main text, request TOA's shareholders to provide necessary information.

4. Details of the Large-scale Purchase Rules

(1) Main features of the Large-scale Purchase Rules

The Large-scale Purchase Rules established by TOA's Board of Directors consist of the following main provisions: [1] the Large-scale Purchaser shall provide the Board of Directors with necessary and sufficient information on the planned Large-scale Purchase, before executing the Large-scale Purchase; [2] TOA's Board of Directors shall prepare and publicly announce the opinion of the Board of Directors on the planned Large-scale Purchase, within a set evaluation period; and [3] the Large-scale Purchaser shall only execute the Large-scale Purchase after the processes described in [1] and [2] are completed. The specific details are as follows.

(2) Provision of information

Where a Large-scale Purchaser plans to execute a Large-scale Purchase, the Large-scale Purchaser must submit the following details of the planned Large-scale Purchase to TOA's Representative Director(s), in written form, in the Japanese language, prior to executing or proposing the Large-scale Purchase.

- 1) Name and address of the Large-scale Purchaser
- 2) Applicable incorporation law
- 3) Name of the representative
- 4) Contact information in Japan
- 5) Overview of the proposed Large-scale Purchase
- 6) A statement of intent, indicating the Large-scale Purchaser's intention to comply with the provisions of the Large-scale Purchase Rules prescribed in the Policy

The Board of Directors of TOA shall, within 10 business days commencing from the day following the day on which it receives a statement of intent containing all items 1) to 6) listed above, issue to the Large-scale Purchaser a list of the information necessary and sufficient to serve as the basis for the shareholders to make a judgment, and for the Board of Directors to form an opinion regarding the Large-scale Purchase (hereinafter the "Required Information"). The Large-scale Purchaser must submit the Required Information to TOA's Board of Directors. While the specific content of the Required Information will vary depending on the nature of the Large-scale Purchaser as well as the content, etc. of the Large-scale Purchase, it is generally expected to contain the following items.

- 1) Overview (including details of the Large-scale Purchaser's business, capital structure, and experience, etc. in areas related to the businesses of the TOA Group) of the Large-scale Purchaser and its group (including joint holders, related parties, specially related parties, and partners (in the case of funds) or other members)
- 2) The purposes and content of the Large-scale Purchase (including the value and type of consideration, timing, the scheme of any related transactions, the legality of the purchase method, and the feasibility of any related transactions)
- 3) The basis of calculation for the purchase consideration for TOA's shares, and evidence for the source of funds (including specific names of the funders (including effective funders), method of funding, and details of the associated transactions)
- 4) The management candidates (including information on candidates' experience, etc. in the businesses of the TOA Group and similar businesses), management policy, business plan, financial plan, capital policy, dividend policy, asset utilization policy, etc., envisaged by the Large-scale Purchaser after participating in the management of the TOA Group
- 5) The existence and details of any planned changes in the relationships between the TOA Group, and their shareholders, customers, business partners, employees, or other stakeholders, after the Large-scale Purchase is completed
- 6) Information on other specific matters, necessary for shareholders to make a judgment and for the Board of Directors to form an opinion regarding the Large-scale Purchase

TOA's Board of Directors shall make a public announcement if the information submitted is deemed sufficient as the Required Information. If the information initially provided by the Large-scale Purchaser is determined to be insufficient upon examination, TOA's Board of Directors shall request additional information from the Large-scale Purchaser until all the Required Information is deemed to have been submitted.

Each time a request for additional information is made, a time limit for responses shall be established, not exceeding 60 days from the day when the information is requested, where necessary to ensure the swift operation of the Large-scale Purchase Rules. The Large-scale Purchaser must provide the Required Information within the said time limit. The specific content of the Required Information may depend on the details and scale of the planned Large-scale Purchase, however, and the Board of Directors of TOA may, upon consideration of the said details and scale as well as the

status of submission of the Required Information, extend the time limit for responses for a period not exceeding 30 days, based on the recommendation of the Independent Committee. The Large-scale Purchase proposal and the content of the Required Information provided to the Board of Directors shall, in whole or in part, be disclosed at a time considered appropriate by TOA's Board of Directors, if such disclosure is deemed necessary for shareholders of TOA to make an appropriate judgment.

(3) Public announcement of the evaluation and opinion of the Board of Directors

The Board of Directors shall, upon completion of the provision of the Required Information by the Large-scale Purchaser to the Board of Directors, arrange a period not exceeding 60 days (in the case of a purchase of all shares of TOA by tender offer with cash-only (yen) consideration) or a period not exceeding 90 days (in the case of other Large-scale Purchases), for the purposes of evaluation and review of the Large-scale Purchase, negotiation with the Large-scale Purchaser, and formation of an opinion, along with the preparation of alternative proposals (hereinafter the "Board Evaluation Period"). TOA shall publicly announce the Board Evaluation Period. The Large-scale Purchase may only commence after the termination of the Board Evaluation Period. During the Board Evaluation Period, TOA's Board of Directors shall consult the Independent Committee (described in (4) below) and, where necessary, may request advice from external experts and specialists, as well as the opinions, etc. of Audit & Supervisory Board Members. The Board of Directors shall fully evaluate and consider the content of the Required Information submitted, with reference to these opinions, etc. Where a recommendation is given by the Independent Committee, this shall be given utmost respect. The Board of Directors shall carefully and prudently form and publicly announce its opinion.

Furthermore, the Board of Directors may, as appropriate, engage in negotiation with the Large-scale Purchaser, for the purpose of improving the terms of the Large-scale Purchase, or may present an alternative proposal to shareholders.

(4) Establishment of the Independent Committee

Under the Policy, TOA shall establish an independent committee (hereinafter the "Independent Committee"; Note 5) as a body independent of the Board of Directors to guarantee rational, objective, and fair judgment regarding the following matters.

- 1) The scope of information to be provided to TOA's Board of Directors by the Large-scale Purchaser
- 2) The existence of a Large-scale Purchase subject to the Large-scale Purchase Rules
- 3) Whether the Large-scale Purchaser complies with the Large-scale Purchase Rules
- 4) Whether the Large-scale Purchase significantly damages the corporate value, and by extension, the common interests of shareholders
- 5) Necessity of the implementation of countermeasures and details (regarding whether to convene a General Meeting to Confirm the Intent of Shareholders), etc.

TOA's Board of Directors must consult with the Independent Committee regarding the matters listed above. The Independent Committee shall deliberate on the matters regarding which it has been consulted, and provide the Board of Directors with its opinion. The Independent Committee may, where necessary, obtain advice from third parties independent of TOA's Board of Directors (including financial advisers, certified public accountants, attorneys-at-law, consultants, and other experts), at TOA's expense, to provide TOA's Board of Directors with more rational, objective, and fair recommendations. The Independent Committee may request the attendance of Directors, Audit & Supervisory Board Members, employees, and others of TOA at its meetings, and may also request them to provide explanations where necessary.

The Independent Committee shall provide a recommendation to TOA's Board of Directors on whether the situation allows the implementation of countermeasures, after careful and prudent evaluation and consideration of the planned Large-scale Purchase, from the perspective of enhancing TOA's corporate value, and by extension, the common interests of its shareholders. TOA's Board of Directors shall give utmost respect to the recommendation of the Independent Committee.

TOA's Board of Directors shall publicly announce the details of the recommendation received from the Independent Committee.

(Note 5) The Independent Committee

The Independent Committee, as a third-party body independent of TOA's Board of Directors, is responsible for monitoring the operation of the Policy to ensure that it is never used by Directors for the purpose of self-protection, as well as preventing takeovers that would damage TOA's corporate value, and by extension, the common interests of its shareholders. An overview of the Independent Committee is shown in Appendix 3.

The Independent Committee is composed of three or more independent members, such as Outside Directors of TOA, Outside Audit & Supervisory Board Members of TOA, attorneys-at-law, certified public accountants, academic experts, persons familiar with investment banking operations, and those with achievements in corporate management. The names and career summaries of the current members of the Independent Committee are shown in Appendix 4.

(5) The necessity for information disclosure

TOA continually strives to promote an understanding of the fair value of its shares among all shareholders and investors. When a Large-scale Purchase plan suddenly arises, however, shareholders are expected to make prompt and appropriate judgments on whether the Large-scale Purchase by the Large-scale Purchaser should be accepted, such as whether the proposal made by the Large-scale Purchaser would increase TOA's corporate value, and by extension, the common interests of its shareholders, and whether the acquisition price provided by the Large-scale Purchaser appropriately reflects the value of the shares. Appropriate and sufficient information disclosure by both the Large-scale Purchaser and the Board of Directors is therefore vital for shareholders to make these judgments.

In addition, for those shareholders planning to continue to hold TOA's shares, the potential influence to be exerted on the TOA Group by the Large-scale Purchase, and the content of management policies and business plans for the TOA Group envisaged by the Large-scale Purchaser as a potential participant in their management, including policies concerning their relationships with shareholders, customers, business partners, employees, and other stakeholders of the TOA Group, constitute important information for judging whether the proposal by the Large-scale Purchaser would enhance TOA's corporate value, and by extension, the common interests of its shareholders, and deciding whether to continue to hold shares. Similarly, the opinion of TOA's Board of Directors on the Large-scale Purchase, and whether an alternative proposal could be made that would further enhance TOA's corporate value, and by extension, the common interests of its shareholders, are both important factors that would contribute to the judgment of shareholders.

In view of these factors, TOA's Board of Directors considers that, in the case of a Large-scale Purchase, a Large-scale Purchaser should, in advance, firstly provide the Board of Directors with necessary and sufficient information on the Large-scale Purchase for shareholders to make an appropriate judgment. After this information is provided, the Board of Directors shall also promptly commence consideration to provide an opinion on the Large-scale Purchase. The Board of Directors shall then form and publicly announce an opinion after careful and prudent consideration of the recommendation of the Independent Committee, described below, as well as advice from external experts, etc. In addition, where the Board of Directors deems it necessary, the Board of Directors may engage in negotiations aimed at improving the proposal made by the Large-scale Purchaser, and present an alternative proposal to shareholders. Through this process, TOA's shareholders would be able to judge whether to accept the proposal by the Large-scale Purchaser, with reference to the opinion of TOA's Board of Directors (as well as in comparison with the alternative proposal, where an alternative proposal has been presented by the Board of Directors), and gain the opportunity to acquire and consider the information necessary and sufficient to appropriately make an ultimate decision on whether to accept the Large-scale Purchaser's proposal.

5. Policy in the Case of Large-scale Purchase

(1) Where a Large-scale Purchaser does not comply with the Large-scale Purchase Rules

Where a Large-scale Purchaser does not comply with the Large-scale Purchase Rules, irrespective of the specific method used for the purchase, TOA's Board of Directors may conduct a gratis allotment of stock acquisition rights as a countermeasure against the Large-scale Purchase, in order to protect

TOA's corporate value, and by extension, the common interests of its shareholders.

With reference to the advice of external experts, etc. and the opinions of Audit & Supervisory Board Members, the Board of Directors of TOA shall give utmost respect to the recommendation of the Independent Committee in determining whether the Large-scale Purchaser complied with the Large-scale Purchase Rules, whether it is appropriate to implement countermeasures, and the details. An overview of the gratis allotment of stock acquisition rights as a countermeasure is provided in Appendix 5.

(2) Where a Large-scale Purchaser complies with the Large-scale Purchase Rules

1) Expression of the opinion of the Board of Directors on the Large-scale Purchase

Where the Large-scale Purchaser complies with the Large-scale Purchase Rules, and TOA's Board of Directors, after comprehensive consideration of the information received from the Large-scale Purchaser, judges that the planned Large-scale Purchase positively contributes to TOA's corporate value, and by extension, the common interests of its shareholders, then the Board of Directors shall express an opinion to that effect. Conversely, should doubt or problems become apparent regarding the Large-scale Purchase, then the Board of Directors shall express a dissenting opinion on the purchase proposal made by the Large-scale Purchaser, or present an alternative proposal. In this case, TOA's Board of Directors shall provide to shareholders the information necessary for them to determine whether to accept the purchase proposal, but shall not, as a rule, implement countermeasures against the Large-scale Purchase. The decision on whether to accept the purchase proposal presented by the Large-scale Purchaser shall be made by TOA's shareholders, in consideration of the proposal itself, as well as the opinion provided by TOA on the purchase proposal, and the alternative proposal, etc.

2) Countermeasures and requirements for their implementation in cases where the Large-scale Purchaser complies with the Large-scale Purchase Rules

Even where the Large-scale Purchase Rules are complied with, only in cases where the Board of Directors judges that the planned Large-scale Purchase would significantly damage TOA's corporate value, and by extension, the common interests of its shareholders, and that the implementation of countermeasures is appropriate, the Board of Directors may, as a rule, in order to protect the interests of its shareholders, decide to conduct a gratis allotment of stock acquisition rights as a countermeasure against the Large-scale Purchase, subject to the approval of shareholders at the General Shareholders' Meeting.

As a rule, the Large-scale Purchase shall be deemed to significantly damage TOA's corporate value, and by extension, the common interests of its shareholders if it is judged to fall under category A. or B. below. In making this judgment, with reference to the opinions of external experts, etc. and Audit & Supervisory Board Members, and after sufficiently evaluating and considering the Required Information provided, the Board of Directors shall give utmost respect to the recommendation of the Independent Committee. In addition, when implementing countermeasures, the Board of Directors shall convene a General Shareholders' Meeting and confirm the intent of its shareholders regarding the countermeasures (hereinafter a "General Meeting to Confirm the Intent of Shareholders"), except in cases where it is extremely difficult to hold a General Shareholders' Meeting. As a rule, countermeasures shall not be implemented unless approved by a majority of the voting rights of shareholders present at the General Meeting to Confirm the Intent of Shareholders (Note 6). The Large-scale Purchaser may not commence the Large-scale Purchase until such time as the intent of TOA's shareholders has been confirmed, and a decision on the implementation of countermeasures has been made. An overview of the gratis allotment of stock acquisition rights as a countermeasure is provided in Appendix 5.

A. Purchases that would indisputably violate TOA's corporate value, and by extension, the common interests of its shareholders, due to the actions listed in (i) to (iv) below

- (i) The buyout of TOA's shares to demand that TOA repurchases these shares at an inflated price
- (ii) Management that benefits the Large-scale Purchaser to the detriment of the company,

such as taking temporary control of the company's management for the purposes of acquiring its material assets for a low cost

- (iii) Appropriation of the company's assets as a means of collateral for or repayment of debts of the Large-scale Purchaser or its group, etc.
- (iv) Taking temporary control of the company's management to bring about a disposal of high-value assets, etc. that have no current relevance to the company's businesses and declaring temporarily high dividends from the profits of the disposal, or selling the shares at a high price taking advantage of the opportunity afforded by the sudden rise in share prices created by the temporarily high dividends

B. Purchases that threaten to have the effect of compelling shareholders to sell their shares, such as a coercive two-tiered tender offer (meaning acquisition of shares by tender offer, etc. that sets unfavorable acquisition terms for the second stage compared to the first stage or does not clarify the terms for the second stage)

(Note 6) Based on a comprehensive consideration of various circumstances, including the purpose, method, and details of the Large-scale Purchase, as well as the possibility of a conflict of interest between the purchaser, etc. and general shareholders, the Large-scale Purchaser and any persons whom the Independent Committee determines to have a special interest in relation to the Large-scale Purchaser in connection with the relevant proposal may be excluded from the calculation of the requirements for approval of the relevant proposal.

(3) Cancellation of implementation of countermeasures

After deciding to conduct the countermeasures described in (1) or (2) 2) above, in cases where the Large-scale Purchaser withdraws or modifies the Large-scale Purchase or where the Large-scale Purchaser expresses its intention to comply with the Large-scale Purchase Rules, or in other cases where there are changes in the factual circumstances forming the basis for judging whether to implement the countermeasures, TOA's Board of Directors may, with reference to the advice of external experts, etc. and the opinions of Audit & Supervisory Board Members, and with utmost respect given to the recommendation of the Independent Committee, cancel the implementation of the countermeasures or modify their content.

6. Impact on Shareholders and Investors

(1) Impact of the Large-scale Purchase Rules on shareholders and investors

The Large-scale Purchase Rules are intended to guarantee the provision of the necessary information required for TOA's shareholders to make a judgment on whether or not to accept a proposed Large-scale Purchase, and provision of an opinion on the Large-scale Purchase by the Board of Directors of TOA, which is currently in charge of management, as well as opportunities for the shareholders to receive a presentation of an alternative proposal, as appropriate, from the perspective of maintaining and enhancing TOA's corporate value, and by extension, the common interests of its shareholders. In this way, shareholders will be able to make an appropriate and rational judgment on whether or not to accept the proposed Large-scale Purchase, based on appropriate and sufficient information. TOA believes that this will help to protect TOA's corporate value, and by extension, the common interests of its shareholders. TOA thus believes that the establishment of the Large-scale Purchase Rules is a prerequisite for appropriate investment decision-making by TOA's shareholders and investors, and contributes to their interests.

As described in 5. above, TOA's response to the Large-scale Purchase under the Policy will vary depending on whether the Large-scale Purchaser complies with the Large-scale Purchase Rules. Accordingly, in this situation, TOA's shareholders and investors are asked to monitor the course of action undertaken by the Large-scale Purchaser.

(2) Impact on shareholders and investors upon implementation of the countermeasures

If the Large-scale Purchaser does not comply with the Large-scale Purchase Rules, as described in 5. (1) above, or if the Large-scale Purchase Rules are complied with but the Large-scale Purchase is deemed to significantly damage the TOA's corporate value, and by extension, the common interests

of its shareholders, as described in 5. (2) 2) above, the TOA's Board of Directors may, in principle, after the General Meeting to Confirm the Intent of Shareholders, implement countermeasures that may include the gratis allotment of stock acquisition rights, for the purpose of protecting corporate value, and by extension, the common interests of shareholders. An overview of the specific countermeasures is presented in Appendix 5. Where the gratis allotment of stock acquisition rights is implemented as a countermeasure, under the structure of the countermeasure, it is not envisaged that TOA's shareholders (excluding any Large-scale Purchaser that has violated the Large-scale Purchase Rules and any Large-scale Purchaser engaging in Large-scale Purchases that are deemed to significantly damage TOA's corporate value, and by extension, the common interests of its shareholders) would suffer any particular damage to legal rights or economic interests. The Large-scale Purchaser may also receive a gratis allotment of stock acquisition rights, and transfer these to a third party approved by TOA's Board of Directors; thus a situation is not envisaged where the Large-scale Purchaser suffers any particular damage to economic interests. Where TOA's Board of Directors decides to implement specific countermeasures, it shall make timely and appropriate disclosures, in accordance with laws, regulations, and the rules of the financial instruments exchange where TOA's shares are listed.

Where TOA implements a gratis allotment of stock acquisition rights as a countermeasure as presented in Appendix 5, shareholders (excluding any Large-scale Purchaser that has violated the Large-scale Purchase Rules, and any Large-scale Purchaser engaging in Large-scale Purchases that are deemed to significantly damage TOA's corporate value, and by extension, the common interests of its shareholders) shall be required to pay a certain amount of money within a specified period to acquire shares through the exercise of the stock acquisition rights. Shareholders shall be notified of the details of these procedures separately, in accordance with the relevant laws and regulations, if a gratis allotment of stock acquisition rights is implemented. However, where a shareholder has not yet been registered or recorded in the register of shareholders, this registration or recording must be completed before the record date for the gratis allotment of stock acquisition rights separately decided and announced by TOA's Board of Directors, in order for the shareholder to receive the said stock acquisition rights.

Furthermore, even on or after the record date for the gratis allotment of stock acquisition rights, in cases where the Large-scale Purchaser has withdrawn the purchase proposal, etc., TOA may, at any time prior to the date of commencement of the exercise period for the stock acquisition rights, cancel the gratis allotment of stock acquisition rights, or acquire the stock acquisition rights without consideration and without the granting of shares to the holders of stock acquisition rights. In these cases, TOA shall publicly announce such information.

Where TOA cancels the gratis allotment of stock acquisition rights or acquires the stock acquisition rights, as no dilution of value per share will occur, it is possible that any shareholders and investors who have sold TOA's shares expecting to see a dilution of per-share value may suffer a degree of damage as a result of a fluctuation in the share price.

7. Effective Term of the Large-scale Purchase Rules

The Policy's effective term expires at the conclusion of this Ordinary General Shareholders' Meeting. Should TOA's shareholders approve the continuation of the Policy at this Ordinary General Shareholders' Meeting, the validity of the Policy shall be extended by three years, until the time of the conclusion of the Ordinary General Shareholders' Meeting of the fiscal year that ends within three years from the day of this Ordinary General Shareholders' Meeting, and the same shall apply thereafter. Should approval not be given for the continuation of the Policy, it shall be abolished effective from that time. TOA's Board of Directors shall review the Policy as appropriate from the perspective of protecting the interests of all shareholders, in accordance with the development, amendment, etc. of relevant laws and regulations, including the Companies Act and the Financial Instruments and Exchange Act.

Even during the effective term of the Policy, where a resolution is passed by TOA's General Shareholders' Meeting or Board of Directors to abolish the Policy, then it shall be abolished effective from that time. The Policy may therefore be abolished by the will of TOA's shareholders.

Furthermore, TOA's Board of Directors may, even during the effective term of the Policy, amend or abolish the Policy, with the utmost respect given to the recommendation of the Independent Committee. Where a decision is made to amend or abolish the Policy, shareholders shall be notified promptly of this decision.

8. The Rationality of the Policy

(1) It fully satisfies the requirements of the guidelines regarding takeover defense measures

The Policy fully satisfies the three principles set out in the "Guidelines Regarding Takeover Defense for the Purposes of Protection and Enhancement of Corporate Value and Shareholders' Common Interests," released by the Ministry of Economy, Trade and Industry (METI) and the Ministry of Justice on May 27, 2005 (the principles of 1) protecting and enhancing corporate value and shareholders' common interests, 2) prior disclosure and shareholders' will, and 3) ensuring the necessity and reasonableness). The content of "Takeover Defense Measures in Light of Recent Environmental Changes," published on June 30, 2008 by the Corporate Value Study Group established by METI; the three principles set out in the "Guidelines for Corporate Takeovers: Enhancing Corporate Value and Securing Shareholders' Interests," released by METI on August 31, 2023 (Principle of Corporate Value and Shareholders' Common Interests, Principle of Shareholders' Intent, and Principle of Transparency); and "Principle 1.5: Anti-Takeover Measures" of "Japan's Corporate Governance Code," published by the Tokyo Stock Exchange on June 1, 2015 and revised on June 11, 2021, has also been considered, and the Policy is therefore reasonable.

(2) It is introduced and continued with the aims of securing and enhancing the common interests of shareholders

As described in 1. above, the Policy is introduced and continued with the aims of securing and enhancing TOA's corporate value, and by extension, the common interests of its shareholders, by securing the information and time necessary for shareholders to make a judgment on whether to accept a planned Large-scale Purchase and for the Board of Directors to present an alternative proposal, as well as enabling the Board of Directors to negotiate with the Large-scale Purchaser in the interests of all shareholders.

(3) It respects the will of shareholders

To confirm the will of the shareholders, the Policy was approved and passed at the 60th Ordinary General Shareholders' Meeting held on June 27, 2008, and its continuation shall be approved at a General Shareholders' Meeting to be held for a fiscal year concluding within every three years from the date of the General Shareholders' Meeting at which the Policy was last approved. In addition, as described in 7. above, the Policy may be abolished during its effective term by a resolution of the General Shareholders' Meeting or the Board of Directors. The Policy thus fully reflects the will of the shareholders.

(4) It establishes reasonable and objective requirements

As described in 5. (2) above, the Policy is founded on the principle that the ultimate decision on whether to accept or reject a purchase proposal made by a Large-scale Purchaser should be left to the judgment of shareholders, as a rule, through approval at the General Meeting to Confirm the Intent of Shareholders. It is thus designed so that countermeasures will not be implemented unless reasonable and detailed objective conditions are fulfilled. In this way, the Policy ensures a structure that prevents arbitrary implementation of countermeasures by the Board of Directors.

(5) It emphasizes the judgment of highly independent external experts and ensures information disclosure

In introducing the Policy, TOA will establish an Independent Committee as a body that makes substantial decisions in relation to the implementation of countermeasures and the abolition of the Policy, in an objective manner in the interests of the shareholders, to eliminate arbitrary decisions by the Board of Directors or individual Directors. The Independent Committee is composed of three or

more members who are independent from the management that executes TOA's business operations and commissioned by the Board of Directors, such as Outside Directors of TOA, Outside Audit & Supervisory Board Members of TOA, attorneys-at-law, certified public accountants, academic experts, persons familiar with investment banking operations, and those with achievements in corporate management (the names and career summaries of the members of the Independent Committee are presented in Appendix 4).

In the event of a Large-scale Purchase of TOA's shares, the Independent Committee shall evaluate and consider whether the planned Large-scale Purchase could damage TOA's corporate value, and by extension, the common interests of its shareholders, and provide a recommendation to the Board of Directors, as described in 4. (4) above. The Board of Directors shall give utmost respect to this recommendation, and as a rule, convene a General Meeting to Confirm the Intent of Shareholders. In this way, TOA ensures that the Policy operates in a transparent manner, and within a scope that contributes to TOA's corporate value, and by extension, the common interests of its shareholders, through strict monitoring of the Board of Directors by an independent committee to prevent any arbitrary actions and disclosure to all shareholders of information regarding the outline of the Board of Directors' decisions.

(6) It is not a "dead hand" takeover defense measure

As described in 7. above, the Policy may be abolished at any time by the Board of Directors, which is composed of Directors elected by the General Shareholders' Meeting. It is possible for a Large-scale Purchaser to nominate and elect Directors at the General Shareholders' Meeting, and for the Board of Directors containing these Directors to abolish the Policy.

Therefore, the Policy does not constitute a "dead hand" takeover defense measure (that is, a takeover defense measure where the implementation of countermeasures cannot be prevented, even by replacing a majority of the members of the Board of Directors).

The status of TOA's major shareholders is presented in Appendix 1.

The above

Status of Major Shareholders (as of March 31, 2026)

1. Total Number of Authorized Shares: 78,820,000 shares
2. Total Number of Issued Shares: 34,695,901 shares (excluding 40,734 shares of treasury stock)
3. Number of Shareholders: 12,078 persons
4. Major Shareholders (top 10)

Rank	Shareholders	Number of shares held (thousands)	Shareholding ratio (%)
1	TOA Clients' Shareholding Association	2,899	8.36
2	The Master Trust Bank of Japan, Ltd. (trust account)	2,852	8.22
3	Kobe Yamabuki, Public Interest Foundation	2,000	5.76
4	MUFG Bank, Ltd.	1,500	4.32
5	YSMEX CORPORATION	1,457	4.20
6	Nakatani Foundation	1,297	3.74
7	Kenji Itani	1,252	3.61
8	Sumitomo Mitsui Banking Corporation	1,188	3.43
9	National University Corporation, Kyoto University	1,000	2.88
10	TOA Group Employees' Shareholding Association	841	2.43
	Total	16,290	46.95

(Notes) 1. The number of shares held shown above has been rounded down to the nearest thousand, and the shareholding ratio has been rounded to the second decimal place.

2. The shareholding ratio has been calculated after deducting treasury shares (40,734 shares).

The above

Criteria for Determining Joint or Concerted Action

- * These criteria shall be used when designating a “Large-scale Purchaser” as defined in the Policy to determine whether one party among the specific shareholder group and the other holder exercises effective control or whether the parties establish a relationship in which they act jointly or in concert with one another.
 - * This designation shall be made based on a comprehensive assessment, considering the elements of each of the following items, as well as the presence or absence of direct or indirect evidence that suggest that there is “no” communication of intent to the specific shareholder group from the party being designated (including its parent company, subsidiaries, and other entities that should be considered equivalent to the party being designated).
1. Whether the period in which TOA’s shares are being acquired overlaps with the period during which the specific shareholder group is acting to acquire TOA’s shares or making significant proposals
 2. Whether the volume of TOA’s shares being acquired constitutes a significant volume of shares
 3. Whether the timing of the commencement of the acquisition of TOA’s shares is close to the time when the specific shareholder group commenced taking action toward acquisition, such as the commencement of the acquisition of shares by the specific shareholder group, the expression of intent to acquire management control over TOA or to make important proposals, or whether it is close to an event related to the actions of the specific shareholder group, such as the record date of a shareholders’ meeting that includes an agenda item related to the response policy
 4. Whether there is any commonality between the characteristics of the timing and manner of the acquisition of TOA’s shares by the specific shareholder group (for example, whether they are making extensive use of margin buying, etc.) and the trading activity of TOA’s shares in the market during periods of abnormality (for example, periods when trading volume is significantly higher than the average volume, or when the stock price rises significantly higher than the average stock price in the preceding period)
 5. Whether the specific shareholder group has acquired (or previously acquired) shares of other listed companies, and whether the timing and holding period of those acquisitions overlap with the acquisition of TOA’s shares by the specific shareholder group
 6. Whether, during the overlapping period described in Item 5 above, the exercise of shareholder rights (common beneficial rights) in the other company in question (another listed company in which the party was a shareholder along with the specific shareholder group) was in concert with that of the specific shareholder group, and if so, to what extent the exercise was in concert with those shareholder rights, considering the type and content of those shareholder rights and the results of their exercise
 7. Whether, at the other listed company described in Item 6 above, as a result of the exercise of voting rights and other common beneficial rights by the party subject to designation and the specific shareholder group (and, if there are shareholders other than the party subject to designation who exercised voting rights and other common rights in concert with the specific shareholder group, those shareholders), where directors or other officers are appointed or dismissed, and there is a risk of impairment of corporate value or shareholder value at the other listed company in question during the term of office of the officers after the change in question (for example, the occurrence or risk of occurrence of events that constitute material violations of laws and regulations, delisting, designation as a stock of special attention, bankruptcy or other legal insolvency proceedings, or issuance of shares or stock options that result in large-scale dilution), and if so, to what extent there is a risk of impairment of corporate value or shareholder value
 8. Whether a direct or indirect investment relationship or borrowing and lending relationship exists or has existed with the specific shareholder group
 9. Whether there exists or has existed, either directly or indirectly, human relationships including relationships of co-appointment of corporate officers, familial relationships (including relationships equivalent to common-law marriages), business relationships, former classmate relationships, and

other human relationships within the community, and furthermore, whether one of either party is or has been an employee, union member, or other such similar constituent member of the other party

10. Whether the exercise of shareholder rights (common beneficial rights) in TOA was in concert with that of the specific shareholder group, and if so, to what extent the exercise was in concert with those shareholder rights, considering the type and content of those shareholder rights and the results of their exercise (however, "specific shareholder groups" and "Large-scale Purchaser" cannot be designated based on this Item 10 alone)
11. Whether the statements and actions of the company subject to designation related to business and management policy are similar to the specific shareholder group, and if so, to what extent they are similar, considering the timing and contents of those statements and actions (however, "specific shareholder groups" and "Large-scale Purchaser" cannot be designated based on this Item 11 alone)
12. Where the representative or advisor in the Large-scale Purchase belongs or has belonged to the same office, corporation, or group as the specific shareholder group, whether they have a business partner relationship, whether they have concluded similar deals jointly or in partnership, and whether a familial, personal, or any other type of relationship exists that easily facilitates communication of intent with the specific shareholder group (regardless of whether this communication is direct or indirect)
13. Additionally, whether other either direct or indirect information exists to suggest that communication of intent has taken place with the specific shareholder group

The above

Overview of the Independent Committee

1. Composition

The Independent Committee is composed of three or more members commissioned by TOA's Board of Directors, such as Outside Directors of TOA, Outside Audit & Supervisory Board Members of TOA, attorneys-at-law, certified public accountants, academic experts, persons familiar with investment banking operations, and those with achievements in corporate management (the names and career summaries of the current members of the Independent Committee are presented in Appendix 4).

The term of office of members of the Independent Committee shall be the period up to the conclusion of the Ordinary General Shareholders' Meeting of the final business year ending within three years of the date of their election. Members may be reappointed.

2. Requirements for resolutions

In principle, a resolution of the Independent Committee shall be adopted by a majority vote at a meeting with full attendance. However, in cases where not all members of the Independent Committee are able to attend, a resolution of the Independent Committee shall be adopted by a majority vote at a meeting attended by a majority of members. In cases where the votes of members are equally divided, and no resolution is reached, the Independent Committee shall report this result to the Board of Directors.

3. Matters for resolution and other authority and responsibilities

(1) The Independent Committee shall have the authority and responsibility to consider and form its own opinion on the items listed below upon consultation with the Board of Directors, and to make recommendations or provide advice to the Board of Directors of TOA on the content of its decision by providing the reasons therefor. Each member of the Independent Committee owes a duty of care to TOA in fulfilling this responsibility and is required to prepare an opinion from the perspective of whether or not the Large-scale Purchase in question contributes to TOA's corporate value, and by extension, the common interests of its shareholders, and must never prioritize personal interests or those of TOA's Directors.

- 1) The scope of information to be provided to TOA's Board of Directors by the Large-scale Purchaser
 - 2) The existence of a Large-scale Purchase subject to the Large-scale Purchase Rules
 - 3) Whether the Large-scale Purchaser complies with the Large-scale Purchase Rules
 - 4) Whether the Large-scale Purchase significantly damages the corporate value, and by extension, the common interests of shareholders
 - 5) Examination and assessment of the details of the Large-scale Purchase by the Large-scale Purchaser
 - 6) Assessment of the appropriateness of any alternative proposal prepared by TOA's Board of Directors in response to the Large-scale Purchase by the Large-scale Purchaser
 - 7) The issuance or non-issuance of the stock acquisition rights (including gratis allotment)
 - 8) Maintenance, review, and abolition of the Large-scale Purchase Rules
 - 9) Necessity of the implementation of countermeasures and details (regarding whether to convene a General Meeting to Confirm the Intent of Shareholders)
 - 10) Other matters on which TOA's Board of Directors decides to request the opinion of the Independent Committee, from among those to be determined by the Board of Directors
- (2) The Independent Committee may, in order to collect necessary information, require the attendance of TOA's Directors, Audit & Supervisory Board Members, employees, and other persons deemed necessary by the Independent Committee, and may request their opinions or explanations on matters sought by the Independent Committee. Outside Audit & Supervisory Board Members shall, where necessary, proactively express their opinions and provide the necessary cooperation in light of their expertise, and contribute to ensuring rational, objective, and fair recommendations by the Independent Committee.

- (3) The Independent Committee must endeavor to collect necessary and sufficient information to ensure appropriate judgment when deciding its opinion and may obtain advice and opinion from independent third parties (including financial advisers, attorneys-at-law, certified public accountants, consultants, and other experts) at TOA's expense.

The above

Names and Career Summaries of the Independent Committee Members

[Name] Masashi Murata

[Career summary]

Born on March 19, 1958

April 1983	Joined Asahi Glass Co., Ltd. (currently AGC Inc.)
August 1999	General Manager, Office of the President, Santen Pharmaceutical Co., Ltd.
September 2001	General Manager, Strategic Planning Group, Sales & Marketing Division, Prescription Pharmaceuticals, Santen Pharmaceutical Co., Ltd.
July 2002	General Manager, Ophthalmic Marketing Group, Sales & Marketing Division, Prescription Pharmaceuticals, Santen Pharmaceutical Co., Ltd.
January 2005	General Manager, Strategic Planning & Controlling Group, Sales & Marketing Division, Prescription Pharmaceuticals, Santen Pharmaceutical Co., Ltd.
April 2007	General Manager, Corporate Planning Group, Santen Pharmaceutical Co., Ltd.
July 2011	CAO (Chief Administrative Officer), Santen Inc.
January 2014	General Manager, Corporate Auditor's Group, Santen Pharmaceutical Co., Ltd.
June 2016	Standing Corporate Auditor, Santen Pharmaceutical Co., Ltd.
June 2020	Senior Advisor, Santen Pharmaceutical Co., Ltd.
June 2021	Outside Director, TOA Corporation (to present) Outside Audit & Supervisory Board Member, OSAKA Titanium technologies Co., Ltd.
June 2022	Outside Director (Member of the Audit & Supervisory Committee), OSAKA Titanium technologies Co., Ltd. (to present)
June 2026	Outside Director (Member of the Audit & Supervisory Committee), OSAKA Titanium technologies Co., Ltd. (scheduled to step down)

[Name] Minoru Handa

[Career summary]

Born on October 16, 1959

April 1982	Joined Sony Corporation (currently Sony Group Corporation)
June 1996	General Manager, Quality Assurance Department, Bridgend Plant, Sony Manufacturing Company UK
January 2001	General Manager, Quality Assurance Department, San Diego Plant, Sony Electronics Inc.
April 2003	Vice President, in charge of quality, Sony Electronics Inc.
February 2007	General Manager, Quality Assurance Department, Energy Devices Division, Sony Corporation (currently Sony Group Corporation)
February 2013	Deputy General Manager, Quality and Environment Center, Sony Corporation (currently Sony Group Corporation)
September 2014	Seconded from Sony Corporation (currently Sony Group Corporation), President and Representative Director, Green Cycle Corporation
November 2019	Joined InoueKiko Co., Ltd. Plant Manager
February 2022	Joined ARIAKE KOUGYO CO., LTD. Executive Officer (in charge of ARIAKE KOUGYO MATERIALS CO., LTD.)

	Seconded from ARIAKE KOUGYO CO., LTD., Executive Officer, ARIAKE KOUGYO MATERIALS CO., LTD. (Assistant to the President)
June 2022	Outside Director, TOA Corporation (to present)
August 2022	President, CEO, ARIAKE KOUGYO MATERIALS CO., LTD.

[Name] Yukiko Tsujimoto

[Career summary]

Born on February 10, 1964

April 1986	Joined Procter & Gamble Far East Inc.
March 2006	Director, Procter & Gamble Japan K.K.
April 2008	Director, P&G Japan K.K.
July 2012	Communications Director, Public Relations Division, Procter & Gamble Japan K.K. (currently The P&G Japan Limited)
November 2014	Representative Director, shapes Co., Ltd. (to present)
April 2015	Human Resources Development Advisor, Kobe City
April 2018	Member, Personnel Committee, Kobe City
May 2019	Outside Director, Kirindo Holdings Co., Ltd.
June 2020	Outside Director, Duskin Co., Ltd.
March 2022	Outside Director, SAKATA INX CORPORATION (to present)
April 2022	Special Advisor, Bureau of Administration and Finance, Kobe City
April 2024	Advisor, Bureau of Administration and Finance, Kobe City
June 2026	Outside Director, TOA Corporation (expected)

The above

Overview of the Stock Acquisition Rights

1. Shareholders entitled to the allotment of stock acquisition rights, and the terms of issue of the stock acquisition rights
Stock acquisition rights shall, without requiring an additional contribution, be allotted at a ratio of one stock acquisition right per common stock of TOA held by shareholders, registered or recorded in the final register of shareholders on the record date as determined by the Board of Directors (excluding common stock that is held by TOA).
2. Class and number of shares subject to stock acquisition rights
The class of the shares subject to the stock acquisition rights shall be common stock of TOA, and the total number of shares subject to the stock acquisition rights shall not exceed the total number of TOA's authorized shares on the day set by the Board of Directors as the record date, less the total number of issued shares of common stock (excluding, however, shares of the common stock held by TOA). The number of shares subject to one stock acquisition right shall be determined separately by TOA's Board of Directors. However, necessary adjustments shall be made if TOA splits or consolidates its shares.
3. Total number of stock acquisition rights to be issued
The total number of stock acquisition rights to be issued shall be determined separately by TOA's Board of Directors. TOA's Board of Directors may conduct an allotment of stock acquisition rights more than once.
4. Amount of assets to be contributed upon exercise of the stock acquisition rights (amount to be paid in)
The amount of assets to be contributed upon exercising each stock acquisition right (the amount to be paid in) shall be one yen or greater, as determined by TOA's Board of Directors. However, where acquisition terms have been determined as described in 7. below, shareholders holding stock acquisition rights that are subject to acquisition, as determined by TOA's Board of Directors, shall receive shares of TOA without paying cash to be contributed upon exercising stock acquisition rights, as consideration for the acquisition of the said stock acquisition rights by TOA.
5. Restriction on the transfer of the stock acquisition rights
The stock acquisition rights can be transferred to another party; provided, however, that the approval of TOA's Board of Directors shall be required.
6. Requirements for exercising the stock acquisition rights
The requirements for exercising stock acquisition rights shall include a requirement that the person who exercises is not a Large-scale Purchaser, etc. (excluding, however, cases where consent is granted in advance by TOA's Board of Directors). Specific details shall be determined separately by TOA's Board of Directors.
7. Exercise period and other matters of the stock acquisition rights
The effective date, exercise period, acquisition terms, and other necessary matters of the allotment of stock acquisition rights shall be determined separately by TOA's Board of Directors. Acquisition terms may be established, such as to the effect that TOA may acquire stock acquisition rights held by parties other than those who are not entitled to exercise stock acquisition rights due to the requirements for the exercise as described in 6. above (hereinafter "Non-qualified Persons"), and issue a certain number of shares of TOA's common stock for one stock acquisition right, as separately determined by TOA's Board of Directors, and to the effect that, there may be cases where TOA does not acquire stock acquisition rights held by Non-qualified Persons, or that TOA shall acquire all of the stock acquisition rights held by Non-qualified Persons and, in exchange, issue, as consideration, stock acquisition rights (hereinafter the "Second Stock Acquisition Rights") in the same number as the stock acquisition rights being acquired, which in principle are not allowed to be exercised by Non-qualified Persons. In certain cases, terms may be attached to the effect that the exercise of the Second Stock Acquisition Rights by Non-qualified Persons is permitted. Specifically, terms may be established, such as if Large-scale Purchaser cease or withdraw the Large-scale Purchases that have already commenced (if the Large-scale Purchases are being executed by way of a tender offer, a public

announcement of the withdrawal of the tender offer (the main clause of Article 27-11, Paragraph 2 of the Financial Instruments and Exchange Act) must be made), and then submit in written form a pledge stating that they will (1) not execute Large-scale Purchases for a certain period of time, (2) reduce the ratio of share certificates, etc. they hold to a certain percentage within a certain period of time, and (3) not exercise their right to call an extraordinary general shareholders' meeting for a certain period of time, and comply with said pledge, the Large-scale Purchaser and other Non-qualified Persons may exercise Second Stock Acquisition Rights they hold within a certain ratio.

8. Other matters

Reasons for the acquisition of stock acquisition rights by TOA and other necessary matters shall be determined separately by TOA's Board of Directors.

The above