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Securities Code: 7235

Date of sending by postal mail: June 3, 2026

Start date of measures for electronic provision: June 3, 2026

To our shareholders:

Hironori Kimura, President & CEO

TOKYO RADIATOR MFG. Co., Ltd.

2002-1 Endo, Fujisawa City, Kanagawa Prefecture, Japan

NOTICE OF THE 122ND ORDINARY GENERAL MEETING OF SHAREHOLDERS

We hereby notify you of the 122nd Ordinary General Meeting of Shareholders of TOKYO RADIATOR MFG. Co., Ltd. (the “Company”), which will be held as described below.

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

Note that, for this General Meeting of Shareholders, paper-based documents stating matters for which measures for providing information in electronic format are to be taken, excluding the above matters, will be delivered to all shareholders regardless of whether they have made a request for delivery of such documents. Please refer to [Matters concerning measures for electronic provision] as provided below for more information.

The Company’s website:

https://www.tokyo-radiator.co.jp/investor/financial_results/ (in Japanese)

(From the above website, select the section on notices of the Ordinary General Meeting of Shareholders from within “Financial Information.”)

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

<https://d.sokai.jp/7235/teiji/> (in Japanese)

TSE website (Listed Company Search):

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

(Access the TSE website by using the internet address shown above, enter “TOKYO RADIATOR MFG.” in “Issue name (company name)” or the Company’s securities code “7235” 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 will refrain from attending in person, you may exercise your voting rights via the internet or in writing (postal mail). Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:00 p.m. on Wednesday, June 24, 2026.

Exercise of voting rights via the internet

Please access the website designated by the Company for exercising voting rights (<https://evote.tr.mufg.jp/>) (in Japanese), enter the “voting code” and “password” provided on the voting form sent out with this notice, and follow the instructions on the screen to indicate your approval or disapproval of the proposals no later than the above voting deadline.

When exercising voting rights via the internet, please refer to “Information on Exercising Voting Rights via the Internet” (in Japanese).

Exercise of voting rights in writing (postal mail)

Please indicate your approval or disapproval of the proposals on the voting form and return it to the Company by postal mail so that it arrives before the deadline.

1. **Date and Time:** Thursday, June 25, 2026 at 10:00 a.m. (JST)
2. **Venue:** Company Headquarters, 1F Conference Room
2002-1 Endo, Fujisawa City, Kanagawa Prefecture, Japan

3. Purposes:

Items to be reported:

1. Business Report and Consolidated Financial Statements for the 122nd Term (from April 1, 2025 to March 31, 2026), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
2. Non-Consolidated Financial Statements for the 122nd Term (from April 1, 2025 to March 31, 2026)

Items to be resolved:

[Company proposals]

- Proposal 1:** Appropriation of surplus
Proposal 2: Election of five (5) Directors
Proposal 3: Election of one (1) Audit & Supervisory Board Member

[Shareholder proposal]

- Proposal 4:** Election of one (1) Outside Director
The Board of Directors opposes Proposal 4.

The outline of the proposal for the shareholder proposal is as stated in the Reference Documents for the General Meeting of Shareholders.

4. Matters Decided for the Meeting (Information on Exercise of Voting Rights)

- (1) In the case where you have exercised your voting rights in writing (postal mail), if approval or disapproval is not indicated on the voting form, it shall be deemed to indicate approval for company proposals and disapproval for shareholders proposal.
- (2) If you exercise your voting right multiple times via the internet, the Company will only deem the substance of your final exercise to be valid.
- (3) If you exercise your voting right in duplicate both by the voting form (post) and via the internet, regardless of when the votes are received, the Company will only deem your exercise via the internet valid.
- (4) If you exercise your voting rights by proxy, you may nominate one (1) shareholder with a voting right as a proxy to attend the meeting. Please note, however, that it is necessary to submit a document evidencing the authority of proxy.

[Regarding attendance in person]

If attending in person, please bring the voting form enclosed with this notice with you and present it at the reception.

[Regarding amendments, etc.]

Should the matters for which measures for providing information in electronic format are to be taken require revisions, the revised versions will be posted before and after revision on the websites listed above.

[Matters concerning measures for electronic provision]

In principle, you are to check matters subject to measures for electronic provision by accessing any of the websites mentioned above, and paper-based documents stating these matters will only be delivered to shareholders who request the delivery of paper-based documents by the record date. However, for this General Meeting of Shareholders, we have delivered paper-based documents stating the matters subject to measures for electronic provision to all shareholders, regardless of whether or not they have requested them.

Note that, among the matters subject to measures for electronic provision, in accordance with the provisions of laws and regulations and Article 16 of the Articles of Incorporation of the Company, the following matters are not provided in the paper-based documents to be sent out.

- (1) “Systems to Ensure Appropriate Business Operations and the Status of its Implementation” of the Business Report
- (2) Notes to Consolidated Financial Statements
- (3) Notes to Non-Consolidated Financial Statements

Therefore, the Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements provided in these paper-based documents represent only part of the documents audited by the Accounting Auditor and the Audit & Supervisory Board Members and in the preparation of the accounting audit report and the audit report.

Reference Documents for the General Meeting of Shareholders

Company proposals (from Proposal 1 to Proposal 3)

Proposal 1 to Proposal 3 are proposals made by the Company.

[Company proposal]

Proposal 1: Appropriation of surplus

The decision on returning profits to shareholders is based on a comprehensive consideration of results for the fiscal year under review, the business environment going forward, and business expansion plans, and also takes into account the balance with internal reserves while targeting a payout ratio of at least 30%.

The Company proposes the appropriation of surplus for the 122nd Term as follows.

Matters related to year-end dividends

It is proposed that the year-end dividend be as follows:

- (1) Type of dividend property
Cash
- (2) Allocation of dividend property and total amount thereof
¥36 per common share of the Company
Of which, ¥36 is common dividend
Total amount of dividends: ¥342,769,788
After adding the interim dividend of ¥29, the annual dividend per share comes to ¥65.
- (3) Effective date of distribution of dividends of surplus
June 26, 2026

[Company proposal]

Proposal 2: Election of five (5) Directors

The terms of office of all five (5) Directors will expire at the conclusion of this meeting.

Accordingly, we request that a total of five (5) Directors be elected, including two (2) Outside Directors.

The candidates for Directors are as follows:

List of candidates for Directors

No.	Name Current position at the Company	Attribute	Expertise possessed by the candidate				
			Corporate management	Finance / Accounting	Develop- ment / Technology / Quality	Sales / Marketing	Global experience
1	Hironori Kimura President & CEO		<input type="radio"/>	<input type="radio"/>		<input type="radio"/>	<input type="radio"/>
2	Masaki Yoshimitsu Director		<input type="radio"/>		<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
(New candidate) 3	Jun Ito Executive Corporate Officer		<input type="radio"/>	<input type="radio"/>	<input type="radio"/>		<input type="radio"/>
4	Hitoshi Hori Outside Director	[Outside] [Independent]	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>		<input type="radio"/>
(New candidate) 5	Yoshihiko Ichikawa –	[Outside] [Independent]	<input type="radio"/>		<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

[Outside]: candidates for Outside Director

[Independent]: candidates for Independent Officer

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Hironori Kimura (May 5, 1963)	<p>Apr. 1986 Joined Nihon Radiator Co., Ltd. (currently Marelli Corporation)</p> <p>Apr. 2008 General Manager of Sales Group No. 2 of Calsonic Kansei Corporation (currently Marelli Corporation)</p> <p>Apr. 2010 Director of Calsonic Kansei Corporation (currently Marelli Corporation)</p> <p>Apr. 2012 President of Calsonic Kansei (Thailand) Co., Ltd. (currently Marelli (Thailand) Co., Ltd.)</p> <p>Apr. 2015 Senior Vice President of Calsonic Kansei Corporation</p> <p>Apr. 2019 Executive Vice President of Marelli Corporation (retired as of Oct. 2021)</p> <p>Apr. 2022 Executive Corporate Officer, General Manager of Corporate Planning Office of the Company</p> <p>Apr. 2023 Senior Executive Corporate Officer, General Manager of Purchasing, General Manager of Corporate Planning Office of the Company</p> <p>June 2023 Director, Senior Executive Corporate Officer, General Manager of Purchasing, General Manager of Corporate Planning Office of the Company</p> <p>Apr. 2024 Representative Director, President and CEO, in Charge of Internal Audit Office of the Company (all present positions)</p> <p>(Significant concurrent positions outside the Company) Vice Chairman of CHONGQING TOKYO RADIATOR CO., LTD. Chairman of WUXI TRS HEAT EXCHANGER CO., LTD. Commissioner of PT.TOKYO RADIATOR SELAMAT SEMPURNA Director of TR Asia Co., LTD.</p>	26,200

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
2	Masaki Yoshimitsu (March 3, 1967)	<p>Apr. 1991 Joined Isuzu Engineering Co., Ltd.</p> <p>Feb. 2002 Joined Calsonic Corporation (currently Marelli Corporation)</p> <p>Apr. 2014 General Manager, Heat Exchanger System Development and Design Division of Calsonic Corporation</p> <p>Apr. 2017 General Manager, China Engineering Center of Calsonic Corporation</p> <p>Apr. 2018 General Manager, Development Division No. 1 of the Company (Corporate Fellow of the Company)</p> <p>Apr. 2019 Corporate Officer, Deputy General Manager, Development and Technology Division of the Company</p> <p>Apr. 2023 Executive Corporate Officer (present position), General Manager, Development Division, in Charge of NEV Strategy Development Office of the Company</p> <p>Apr. 2024 General Manager, Sales Division of the Company (present position)</p> <p>June 2025 Director of the Company (present position)</p> <p>Apr. 2026 In Charge of Product Management of the Company (present position)</p> <p>(Significant concurrent positions outside the Company) Director of Toshin Techno Co., Ltd. Director of PT.TOKYO RADIATOR SELAMAT SEMPURNA Director of TR Asia Co., LTD.</p>	16,500
(New candidate) 3	Jun Ito (September 17, 1963)	<p>Apr. 1986 Joined Nissan Kohki Co., Ltd.</p> <p>May 1995 Joined Kia Corporation</p> <p>Mar. 1997 Joined Isuzu Motors Limited</p> <p>Apr. 2012 Group Leader, CV No. 1 Group, Powertrain Product Planning & Engineering Dept. No. 1 of Isuzu Motors Limited</p> <p>Apr. 2013 Chief Engineer, Powertrain Product Planning & Engineering Dept. No. 2 of Isuzu Motors Limited</p> <p>July 2018 Vice President of Jianxi Isuzu Engine Co., Ltd.</p> <p>Apr. 2024 Corporate Officer, Deputy General Manager, Development Division of the Company</p> <p>Apr. 2025 Product Director of SUS Heat Exchangers, Deputy General Manager, Development Division of the Company</p> <p>Apr. 2026 Executive Corporate Officer, General Manager, Development Division of the Company (both present positions)</p>	7,200

No.	Name (Date of birth)	Career summary, position and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
4	Hitoshi Hori (November 19, 1957)	<p>Apr. 1984 Joined Toyo Soda Manufacturing Co., Ltd. (currently Tosoh Corporation)</p> <p>June 2000 Director of Eco- Techno Corporation</p> <p>June 2006 Manager of Planning and Development, Electronic Materials Division and Corporate Planning Division of Tosoh Corporation</p> <p>June 2011 Manager of Planning and Development, Advanced Materials Division and Corporate Production Technology Division of Tosoh Corporation</p> <p>Mar. 2012 President (Representative Director) of Eco-Techno Corporation</p> <p>June 2012 Associate Director of Tosoh Corporation</p> <p>June 2014 Managing Director and Executive Officer of ORGANO CORPORATION</p> <p>June 2016 Managing Director and Executive Officer, President of Corporate Management and Planning of ORGANO CORPORATION</p> <p>June 2019 Managing Director and Executive Officer, President of Performance Products Business of ORGANO CORPORATION</p> <p> Chairman of the Board (Representative Director) of ORGANO FOOD TECH CORPORATION</p> <p>June 2024 Outside Director of the Company (present position)</p>	0
(New candidate) 5	Yoshihiko Ichikawa (August 25, 1959)	<p>Apr. 1985 Joined Bridgestone Corporation</p> <p>Apr. 2006 Head of Passenger Car Tire Development Division 3 of Bridgestone Corporation</p> <p>July 2007 General Manager, Passenger Car Tire Development Division 3 of Bridgestone Corporation</p> <p>July 2011 Deputy Director, Bridgestone Technical Center Europe (Rome) of Bridgestone Corporation</p> <p>Mar. 2013 Vice President and Officer Responsible for Tire Products Development of Bridgestone Corporation</p> <p>Mar. 2016 Vice President and Officer Responsible for Global Original Equipment Strategy of Bridgestone Corporation</p> <p>Jan. 2017 Vice President and Senior Officer Responsible for Global Original Equipment of Bridgestone Corporation</p> <p>Jan. 2020 Senior Vice President, Assistant to Vice President and Senior Officer, Products and Technology Development of Bridgestone Corporation</p>	0

- Notes:
1. There are no special interests between each candidate and the Company.
 2. Hitoshi Hori and Yoshihiko Ichikawa are candidates for Outside Director.
 3. (1) The reasons for Hitoshi Hori's nomination as Outside Director candidate and his expected roles are as follows:
We anticipate that Hitoshi Hori will leverage his long years of experience in global management and his deep discernment in a variety of areas for the benefit of the Company's own management, while dispensing advice and opinions from an independent perspective to the Company's Board of Directors in order to ensure the reasonableness and legitimacy of its decision making.
 - (2) The reasons for Yoshihiko Ichikawa's nomination as Outside Director candidate and his expected roles are as follows:

We anticipate that Yoshihiko Ichikawa will leverage his long years of experience in the development business and management at a global company and his deep discernment for the benefit of the Company's own management, while dispensing advice and opinions from an independent perspective to the Company's Board of Directors in order to ensure the reasonableness and legitimacy of its decision making.

4. Hitoshi Hori currently serves as Outside Director of the Company, and as of the conclusion of this General Meeting of Shareholders, he will have served as Outside Director for two years.
5. Yoshihiko Ichikawa is a new candidate for Outside Director.
6. The Company has concluded an agreement with Hitoshi Hori to limit liability for damages as prescribed by Article 423, paragraph 1 of the Companies Act, with the liability in said agreement limited to ¥5 million or the amount prescribed by laws and regulations, whichever is higher. In the event Hitoshi Hori is reelected, the Company intends to continue the said agreement with him. If Yoshihiko Ichikawa's election is approved, the Company intends to conclude the same agreement with him.
7. The Company has registered Hitoshi Hori as an Independent Officer as stipulated by the Tokyo Stock Exchange. If he is reelected, the Company intends to continue designating him as Independent Officer. If Yoshihiko Ichikawa's election is approved, the Company intends to register him as an Independent Officer as stipulated by the Tokyo Stock Exchange.
8. Hironori Kimura has been engaged in the automotive industry for many years and has experience serving as a representative at corporate entities overseas in addition to management experience at a global company. Since being appointed as Executive Corporate Officer of the Company in 2022, he has led the Product Management Office and the Corporate Planning Office. He has taken the lead as President & CEO since April 1, 2024, and the Company judges him qualified to lead the Group based on his extensive experience. Accordingly, the Company nominates him as a candidate for Director.
9. Masaki Yoshimitsu has many years of experience in development in global companies. Since he took office as Corporate Officer of the Company in 2019, he took the lead in developing products such as next-generation vehicles. In 2024, he assumed the position of General Manager of the Sales Division and since has been conducting cross-sectional activities. Accordingly, the Company nominates him as a candidate for Director because it judges him qualified based on this extensive experience.
10. Jun Ito is a new candidate for Director. He has many years of experience in development in global companies as well as management experience in a subsidiary overseas. Since he took office as Corporate Officer of the Company in 2024, he has been in charge of developing products such as next-generation vehicles. In 2026, he assumed the position as General Manager of Development Division and has been taking the lead. Accordingly, the Company nominates him as a candidate for Director because it judges him qualified based on his extensive experience.
11. The Company has entered into a directors and officers liability insurance contract with an insurance company. This contract will cover damages incurred due to a claim for liabilities filed in the course of business execution by the insureds. Each Director whose election is approved shall become one of the insureds under this insurance contract. The contract will be renewed under the same terms and conditions at the next renewal.
For further details of this contract, please refer to "3. Matters Concerning Officers, (5) Outline of Directors and Officers Liability Insurance Contract" of the Business Report (in the Japanese original document) in this notice.

[Company proposal]**Proposal 3:** Election of one (1) Audit & Supervisory Board Member

At the conclusion of this meeting, Audit & Supervisory Board Member Akira Tanaka will resign. Accordingly, we request that one (1) Audit & Supervisory Board Member be elected.

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

The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary and position (Significant concurrent positions outside the Company)	Number of the Company's shares owned
(New candidate) Kenji Mimura (February 12, 1963)	Apr. 1986 Joined the Company	27,500
	Apr. 2008 General Manager, Sales Division No. 1 of the Company	
	Apr. 2015 General Manager, in Charge of Commercial Vehicles, Customer Group of the Company	
	Apr. 2016 General Manager, Sales Administration Division of the Company	
	July 2016 General Manager, Sales Administration Division of the Company (Corporate Fellow of the Company)	
	Apr. 2018 Corporate Officer, Deputy General Manager, Sales Division of the Company	
	June 2019 Corporate Officer, General Manager, Sales Division of the Company	
	June 2021 Director (present position) and Executive Corporate Officer of the Company	
	Apr. 2024 General Manager, Sales Division of the Company General Manager of Purchasing of the Company (Significant concurrent positions outside the Company) Audit & Supervisory Board Member of Toshin Techno Co., Ltd.	

- Notes:
1. There is no special interest between the candidate and the Company.
 2. Kenji Mimura is a new candidate for Audit & Supervisory Board Member.
 3. The reasons for Kenji Mimura's nomination as Audit & Supervisory Board Member candidate are as follows:
Kenji Mimura has served in important positions for many years, primarily in the Sales Division, of the Company. Most recently, as General Manager of Purchasing, he supervises procurement, transaction management and related operations among performing other tasks. Thus, he has deep understanding and extensive experience in the Company's business and execution of business on the whole.
Therefore, the Company judges that he will be able to conduct effective audits on execution of business and provide appropriate advice from a practical, field-oriented perspective based on his abundant experience and contribute to strengthening the supervisory function of the Audit & Supervisory Board. Accordingly, the Company requests that he be elected as Full-time Audit & Supervisory Board Member.
 4. If Kenji Mimura's election is approved, the Company intends to conclude an agreement with him to limit liability for damages as prescribed by Article 423, paragraph 1 of the Companies Act, with the liability in said agreement limited to ¥5 million or the amount prescribed by laws and regulations, whichever is higher.
 5. The Company has entered into a directors and officers liability insurance contract with an insurance company. This contract will cover damages incurred due to a claim for liabilities filed in the course of business execution by the insureds. If the election of Kenji Mimura as Audit & Supervisory Board Member is approved, he shall become one of the insureds under this insurance contract. The contract will be renewed under the same terms and conditions at the next renewal.
For further details of this contract, please refer to "3. Matters Concerning Officers, (5) Outline of Directors and Officers Liability Insurance Contract" of the Business Report (in the Japanese original document) in this notice.

<Shareholder proposal (Proposal 4)>

Proposal 4 is proposed by one shareholder (FURU-E, LLC). The summary and reason for the proposal, excepting formal corrections, are as stated in the original Japanese notification released by the proposing shareholder.

[Shareholder proposal]

Proposal 4: Election of one (1) Outside Director

(1) Summary of the proposal

The following candidate shall be elected as Outside Director as of the conclusion of this General Meeting of Shareholders.

Name (Date of birth)	Career summary, position and responsibilities at the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
Yuki Furue (March 26, 1978)	Apr. 2010 Kanai Kinzoku Kogyo K.K. May 2017 Representative of FURU-E, LLC (present position) Mar. 2019 Director, Accounting Manager of Kanai Kinzoku Kogyo K.K. (present position)	0

* 316,000 shares are held under the name of FURU-E, LLC.

(2) Reason for the proposal

While the stock price of the Company has lately been on an upward trend, PBR (Price Book-Value Ratio) still remains considerably below 1x, and the market's assessment is that capital efficiency is extremely low.

Under such circumstances, the Company's decision to begin new sponsorship activities for SUPER GT from the 2025 season, which was announced on December 24, 2024, underestimates the interests of shareholders and poses the concern of further deteriorating capital efficiency.

It must be pointed out that underlying such decision-making lies a major defect in governance where the external monitoring and supervision functions against the current management team are not adequate.

Candidate Yuki Furue has management insight fostered as Representative of FURU-E, LLC and is capable of strictly determining the optimal allocation of management resources from the perspective of shareholders.

The election of Yuki Furue as Outside Director is requested with a view to strongly seeking "immediate termination of SUPER GT sponsorship activities" and "full allocation of funds, which were planned to be used for the said activities, to dividends" and having the Company concentrate management resources to implementing specific measures to recover PBR, which is below 1x, and shareholder returns.

The election of Yuki Furue is proposed in order to revamp the Company's governance structure and maximize shareholder value.

Opinion of the Board of Directors: The Board of Directors opposes this Proposal.

Based on the premise that the SUPER GT sponsorship activities determined by the Company pose the risk of undermining shareholder value, this shareholder proposal calls for the election of Yuki Furue, Representative of the proposing shareholder, as Outside Director, the immediate termination of the aforesaid activities, and the full allocation of funds scheduled for the activities to dividends.

The Board of Directors of the Company recognizes SUPER GT sponsorship activities not as short-term advertising measures but as strategic measures aimed at increasing corporate value in the medium-to-long term and strengthening the brand value. The Board of Directors carefully deliberated and reached its decision on this matter by comprehensively taking into account the purpose, anticipated effects, cost level, risks and the balance with other management measures including shareholder returns.

Outside Directors of the Company have, with respect to this matter, performed verification, raised questions and provided advice from multiple perspectives based on their independent position and consequently acknowledged the Company's decision to be reasonable.

Therefore, given the consent of the Outside Directors for the conclusion reached by the Board of Directors, the Company believes that it is not reasonable to assess that the supervisory function of the Outside Directors is not adequate.

Furthermore, in the election of candidates for Outside Director, the Board of Directors of the Company expects Outside Directors to provide supervision and advice from an independent perspective through leveraging their management experience and insight gained at global companies along with their deep knowledge of the industry.

Recognizing that the election of two (2) Outside Directors requested in the company proposal would adequately secure the roles of Outside Directors, the Company sees no need in electing an additional candidate. Based on the above reasons, the Board of Directors opposes this shareholder proposal.