

Securities Code 7277

June 9, 2025

To: Shareholders

Kaoru Ogata, CEO

TBK Co., Ltd.

4-21-1 Minami Naruse, Machida-shi, Tokyo

NOTICE OF CONVOCATION OF THE 89th ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders,

This is to inform you of the holding of the 89th Ordinary General Meeting of Shareholders (the “Meeting”) of TBK Co., Ltd. (the “Company” or “TBK”). The Meeting will be held as follows:

For the convocation of the Meeting, we have taken measures for electronic provision and published information that constitutes the content of the Reference Materials for the General Meetings of Shareholders, etc. (matters to be provided electronically) on the Company’s website. We request our shareholders to kindly confirm the matters to be provided electronically by accessing the following website:

Company’s Website: <https://www.tbk-jp.com/en/>

(To confirm the matters to be provided electronically, please access the website above and select “Investor Relations,” “Stock Information,” and “Shareholders’ Meeting” in order from the website menu)

In addition to the Company’s website, the matters to be provided electronically have also been published on the website of the Tokyo Stock Exchange (TSE). Please confirm from the following website:

Tokyo Stock Exchange Website (TSE Listed Company Search)

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

(Please access the TSE website above, enter “TBK” in the “Issue name (company name)” field or the Company’s securities code “7277” in the “Code” field and click Search, then select “Basic Information” and “Documents for Public Inspection/PR Information” in order, and check the “Notice of General Meeting of Shareholders /Informational Materials for a General Meeting of Shareholders” section listed in the “Filed information available for public inspection”)

If you do not come to the venue on the day of the Meeting, you can still exercise your voting rights through online voting or in writing (by mail). In such case, please review the Reference Materials for the General Meetings of Shareholders and exercise your voting rights by no later than 5:15 p.m. on Tuesday, June 24, 2025.

[In the case of online voting]

Please access the Company's designated voting website (<https://evote.tr.mufg.jp/>) and register your votes for or against the proposals in accordance with the instructions on the screen, by no later than the aforementioned time limit for exercising voting rights.

[In the case of voting in writing (voting form)]

Please send us the voting form by return mail, indicating your votes for or against the proposals, to arrive by no later than the aforementioned time limit for exercising voting rights.

- 1. Time and Date:** 10:00 a.m., Wednesday, June 25, 2025
- 2. Venue:** Banquet Hall Hisui, B2F, Rembrandt Hotel Tokyo-Machida
3-2-9 Haramachida, Machida-shi, Tokyo

3. Agenda for the Meeting

Items to be Reported:

1. Reports on the Business Report and the Consolidated Financial Statements and the results of audits on the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board for the 89th business term (April 1, 2024 to March 31, 2025)
2. Report on the Non-Consolidated Financial Statements for the 89th business term (April 1, 2024 to March 31, 2025)

Items to be Resolved:

- Item 1:** Election of Five (5) Directors
- Item 2:** Election of One (1) Substitute Audit & Supervisory Board Member

4. Determined Matters in Relation to the Convocation (Information regarding the Exercise of Voting Rights):

If any voting right is exercised in writing (by mail) and the voting form does not indicate any vote for or against the proposals, we will treat the same as a vote for the proposals.

In the event that any voting right is exercised both through online voting and in writing (by mail), only the online vote will be treated as valid.

In the event that any voting right is exercised more than once through online voting, only the latter or last vote exercised will be treated as valid.

If you plan to attend the Meeting in person, please submit the voting form at the reception desk. Further, please bring this “Notice of Convocation” with you in order to reduce paper usage.

Pursuant to the laws and regulations and provisions of Article 16 of the Company’s Articles of Incorporation, the following matters among the matters to be provided electronically are not stated in the documents to be sent to shareholders that have made a request for delivery of documents:

Accordingly, the Business Report, Consolidated Financial Statements, and Non-Consolidated Financial Statements stated in such document are a part of the documents audited by the Accounting Auditor upon the preparation of the Accounting Audit Report and by the Audit & Supervisory Board Members upon the preparation of the Audit Report.

[Business Report] Systems to Ensure Appropriateness of Business and Operational Status Thereof;

[Consolidated Financial Statements] Consolidated Statement of Changes in Equity and Notes to the Consolidated Financial Statements

[Non-Consolidated Financial Statements] Non-Consolidated Statement of Changes in Equity and Notes to the Non-Consolidated Financial Statements

For this General Meeting of Shareholders, regardless of whether or not a request for delivery of documents has been made, the Company will uniformly send documents of matters to be provided electronically excluding the items listed above.

In the event of any revision of the matters to be provided electronically, we will publish the relevant matters before and after the revision on the Company’s website and TSE website specified above.

Reference Materials for the General Meeting of Shareholders

Item 1: Election of Five (5) Directors

The term of office for all of the five (5) current Directors will expire at the closing of this Ordinary General Meeting of Shareholders. Accordingly, it is proposed that five (5) Directors be elected.

The candidates for Director are as follows:

Candidate No.	Name (Date of Birth)	Biography, Position and Responsibility at the Company (Important Concurrent Positions)	Number of Shares of the Company Owned
1	Kaoru Ogata (December 20, 1962) <u>Re-elected</u>	April 1986: Joined TBK October 2011: President, TBK America, Inc. October 2017: President, TBKK (Thailand) Co., Ltd. April 2018: Executive Officer, TBK April 2019: Managing Executive Officer, TBK June 2021: Director, Managing Executive Officer, TBK April 2022: CEO, TBK (current position)	25,100 Shares
	[Status of Attendance at Meetings of Board of Directors and Attendance Rate (FY2024)] 19/19 (100%) [Reason for Nomination as Director] Mr. Kaoru Ogata serves as the CEO of TBK, executes resolutions made at Meetings of the Board of Directors, and supervises the business of the Company. Since becoming CEO of the Company in April 2022, Mr. Ogata has been supervising the management of the Group as a whole and has obtained experience, achievements and knowledge regarding business management. He also has experience serving as President of overseas subsidiaries. He is nominated as a candidate for Director considering that he is qualified to promote the Group's management and reinforce its corporate governance.		
2	Masato Kobayashi (October 20, 1959) <u>Re-elected</u>	May 2014: Joined TBK August 2014: General Manager of New Product Development Division April 2017: Executive Officer in charge of Research and Development Department, TBK October 2018: Executive Officer in charge of Overseas Sales Department, TBK April 2020: Managing Executive Officer in charge of Research and Development Department, TBK April 2024: Managing Executive Officer in charge of Sustainability Promotion Office, TBK (current position), and Managing Executive Officer in charge of Research and Development Department and Procurement Department June 2024: Director, Managing Executive Officer, TBK June 2025: Director, Managing Executive Officer, General Manager of Development Division, and General Manager of Purchasing Division, in charge of Development Department No. 3 and Development Department No. 4, TBK (current position)	9,100 Shares
	[Status of Attendance at Meetings of Board of Directors and Attendance Rate (FY2024)] 15/15 (100%) [Reason for Nomination as Director] Mr. Masato Kobayashi serves in positions overseeing TBK's Research and Development Department, Overseas Sales Department, etc., and has obtained a wealth of experience and knowledge related to products and markets, and has a proven track record developing environmentally friendly products. He is nominated as a candidate for Director considering that he is qualified to promote the Group's management and research and development.		

Candidate No.	Name (Date of Birth)	Biography, Position and Responsibility at the Company (Important Concurrent Positions)	Number of Shares of the Company Owned
3	Takashi Kubo (February 5, 1967) <u>Newly Elected</u>	January 2020: Representative Director and President of PPG Japan Ltd. July 2024: Joined TBK August 2024: General Manager of the President's Office April 2025: Managing Executive Officer and General Manager of Sales Division in charge of Corporate Strategy Department and Human Resources Strategy Department, TBK (current position)	0 Shares
<p>[Reason for Nomination as Director] Mr. Takashi Kubo has management experience as a Representative Director at a business corporation with global operations, in addition to extensive business management experience in the sales field. He also possesses experience and expertise in the fields of finance and human resources. He is nominated as a candidate for Director considering that he is well qualified to contribute to the Group's management and sales operations as well as the promotion of our overseas business.</p>			
4	Yuko Chiyoda (January 14, 1961) <u>Re-elected</u> <u>Outside</u> <u>Independent Officer</u>	April 1992: Entered the Legal Training and Research Institute of Japan April 1994: Registered as an attorney-at-law January 2002: Representative of CHIYODA & CHIYODA law firm (current position) June 2016: Outside Director of Cleanup Corporation (current position) June 2018: Outside Director of Kosaido Co., Ltd. June 2020: Outside Director, TBK (current position) (Important Concurrent Positions) Representative of CHIYODA & CHIYODA law firm Outside Director of Cleanup Corporation	1,100 Shares
<p>[Status of Attendance at Meetings of Board of Directors and Attendance Rate (FY2024)] 18/19 (95%)</p> <p>[Reason for Nomination as Outside Director and Overview of Expected Roles] Although Ms. Yuko Chiyoda has no direct experience in business management, she has been engaging in professional practice as an attorney-at-law for a long time. She is nominated as a candidate for Outside Director considering that she will greatly contribute to reinforcing the functions of the Board of Directors and corporate governance by supervising the execution of duties by Directors from an independent standpoint, based on a wealth of experience and achievements and broad knowledge and insights regarding corporate legal practice both in Japan and the U.S. If elected, she will not only be expected to continue to perform the aforementioned roles but will also be involved in the selection of candidates to become Company officers and the decisions on officers' compensation, etc., from an objective and neutral standpoint as a member of the Nomination and Compensation Committee.</p>			
5	Keiichi Murata (January 18, 1955) <u>Re-elected</u> <u>Outside</u> <u>Independent Officer</u>	April 1977: Joined Nissan Motor Co., Ltd. April 2004: Corporate Officer and responsible for Product Development Division, R&D Department and Vehicle Experiment Department, Nissan Motor Co., Ltd. April 2008: CEO, NISSAN TECHNO CO., LTD. June 2016: Outside Director, Calsonic Kansei Corporation October 2017: Technical Advisor, DIGITAL PROCESS LTD. June 2022: Outside Director, TBK (current position)	1,000 Shares
<p>[Status of Attendance at Meetings of Board of Directors and Attendance Rate (FY2024)] 19/19 (100%)</p> <p>[Reason for Nomination as Outside Director and Overview of Expected Roles] Mr. Keiichi Murata has a wealth of experience and achievements in the business management, etc. of business companies and broad knowledge and insights into development fields. He is nominated as a candidate for Outside Director considering that he will greatly contribute to reinforcing the functions of the Board of Directors and corporate governance. If elected, he will not only be expected to continue to perform the aforementioned roles but will also be involved in the selection of candidates for Company officers and the decisions on officers' compensation, etc., from an objective and neutral standpoint as a member of the Nomination and Compensation Committee.</p>			

- (Notes) 1. None of the candidates have any special interest in the Company.
2. Ms. Yuko Chiyoda and Mr. Keiichi Murata are candidates for Outside Directors.

3. Ms. Yuko Chiyoda and Mr. Keiichi Murata are currently Outside Directors and will have been Outside Directors of the Company for five (5) years and three (3) years, respectively, at the closing of this Ordinary General Meeting of Shareholders.
4. The Company has entered into an agreement with Ms. Yuko Chiyoda and Mr. Keiichi Murata which limits their liability under Article 427, Paragraph 1 of the Companies Act. The said agreement limits their liability for damages to either JPY 1,000,000 or the minimum liability amount prescribed by Article 425, Paragraph 1 of the Companies Act, whichever is higher. If the reelection of Ms. Yuko Chiyoda and Mr. Keiichi Murata is approved, the Company will continue the said agreement with them.
5. The Company has entered into a directors and officers liability insurance agreement with an insurance company pursuant to the provisions of Article 430-3, Paragraph 1 of the Companies Act. The insurance agreement will provide compensation in the event that the insured assumes liability for damage, etc., as a result of their duties. If the election of each candidate for Director is approved, they will be included in the insureds of such insurance agreement. The Company will renew the insurance agreement with the same contents at the time of the next renewal.
6. The Company has registered Ms. Yuko Chiyoda and Mr. Keiichi Murata as Independent Officers, as prescribed by the Tokyo Stock Exchange.
7. Ms. Yuko Chiyoda's name on her family register is Yuko Nakajima.

Structure of the Board of Directors

The Company is promoting its 16th Mid-Term Business Plan under the activity slogan “We Are One TBK.”

The theme of the 16th Mid-Term Business Plan is “Creating the Future Through Innovation.” To this end, the Company has elected Directors and Audit & Supervisory Board Members, while taking diversity such as gender and multiculturalism into consideration, as a system to make prompt and objective decisions as to management issues from various points of view.

Directors’ and Audit & Supervisory Board Members’ Skills Matrix (in the event of each candidate being elected at the Meeting)

	Name	Gender	Nationality	Inside/ Outside the Company	Business Manage- ment	Financial Account- ing	Compli- ance	ESG	Personnel and Labor Affairs	Technical Develop- ment	Sales	Interna- tional Experi- ence
Director	Kaoru Ogata	Male	Japanese		◎	○			○		○	○
	Masato Kobayashi	Male	Japanese					○		◎	○	
	Takashi Kubo	Male	Japanese		○	○			○		◎	◎
	Yuko Chiyoda	Female	Japanese	Outside			◎	○				○
	Keiichi Murata	Male	Japanese	Outside	◎	○	○			○		
Audit & Supervisory Board Member	Hideo Takezoe	Male	Japanese	Outside			◎	○	○			
	Keiichi Otsuka	Male	Japanese	Outside		◎	○					
	Takashi Inagaki	Male	Japanese	Outside	○	○	◎				○	

- (Notes)
1. Among the skills marked with a circle, the specially expected skills are marked with a double circle.
 2. The skills shown in the table above do not represent all of the knowledge and experience, etc., of each person but are instead extracted items necessary to achieve the Company’s management policies and the 16th Mid-Term Business Plan.

The details of each skill are as follows:

Business Management	Experience in business management and expertise in management strategies
Financial Accounting	Expertise in financial accounting and finance
Compliance	Expertise in risk management based on the law and compliance
ESG	Expertise in the environment, society and governance
Personnel and Labor Affairs	Expertise in human resources strategies and labor management
Technical Development	Expertise in product development and quality control
Sales	Expertise in sales strategies and marketing
International Experience	Experience of working abroad

Item 2: Election of One (1) Substitute Audit & Supervisory Board Member

The effectiveness of the election of the Substitute Audit & Supervisory Board Member at the 88th Ordinary General Meeting of Shareholders will expire at the start of this 88th Ordinary General Meeting of Shareholders. Accordingly, in the case of a vacancy in the number of company auditors as prescribed by the laws and regulations, it is proposed that one (1) Substitute Audit & Supervisory Board Member be elected.

This Item 2 has been approved by the Audit & Supervisory Board.

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

Name (Date of Birth)	Biography and Position at the Company (Important Concurrent Positions)	Number of Shares of the Company Owned
Toshihisa Takiguchi (January 7, 1961)	March 1979: Joined Tokyo Seiko Co., Ltd. January 2013: General Manager of Manufacturing Department, TBK January 2014: TBKK (Thailand) Co., Ltd. Managing Director October 2018: Representative Director and President, Tokyo Seiko Co., Ltd. June 2020: Director, Executive Officer, and General Manager of Fukushima Plant, TBK April 2021: Representative Director and President, Tokyo Seiko Co., Ltd. June 2021: Executive Officer, TBK April 2023: Associate Director, TBK (current position)	26,900 Shares
[Reason for Election] Mr. Toshihisa Takiguchi has extensive experience in the manufacturing and engineering divisions, as well as experience, achievements, and expertise in corporate management, including serving as an officer of TBKK (Thailand) Co., Ltd., a group company. He has been nominated as a candidate for Substitute Audit & Supervisory Board Member, considering that he is capable of auditing the execution of duties by Directors from an objective and fair standpoint.		

- (Notes)
1. The candidate has no special interest in the Company.
 2. If Mr. Toshihisa Takiguchi is appointed as an Audit & Supervisory Board Member, the Company will enter into an agreement with him under Article 427, Paragraph 1 of the Companies Act, which limits his liability for damages to either JPY 1,000,000 or the minimum liability amount prescribed by Article 425, Paragraph 1 of the Companies Act, whichever is higher.
 3. The Company has entered into a directors and officers liability insurance agreement with an insurance company pursuant to the provisions of Article 430-3, Paragraph 1 of the Companies Act. The insurance agreement will provide compensation in the event that the insured assumes liability for damage, etc., as a result of their duties. If Mr. Toshihisa Takiguchi is appointed as an Audit & Supervisory Board Member, he will be included in the insureds of such insurance agreement.