

This document is an unofficial translation of Notice of 162nd Ordinary General Meeting of Shareholders and is provided for your convenience only, without any warranty as to its accuracy or as to the completeness of the information. The Japanese original version of the document is the sole official version.

This document is translated from a part of Notice of 162nd Ordinary General Meeting of Shareholders.

Securities Code: 7971

May 28, 2026

(Date of commencement of Measures for Electronic Provision: May 21, 2026)

To Shareholders

Motohiro Nagashima
President and Representative Director
TOLI Corporation
5-125, Higashi-Arioka, Itami, Hyogo, Japan

NOTICE OF THE 162nd ORDINARY GENERAL MEETING OF SHAREHOLDERS

At TOLI Corporation, we would like to express particular thanks for the support of our shareholders.

Notice is hereby given that the 162nd Ordinary General Meeting of Shareholders of TOLI Corporation (hereinafter referred to as “the Company”) will be held as indicated below.

As the Measures for Electronic Provision are adopted for the convocation of this General Meeting of Shareholders, the Matters Concerning Measures for Electronic Provision are posted on the following website:

- The Company’s website (<https://www.toli.co.jp/ir/meeting/>)

In addition to the above, they are also available on the following website:

- Tokyo Stock Exchange website (Listed Company Search)
(<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>)

Please access the above website, enter or search the company name or the securities code, select “Basic information” and then “Documents for public inspection/PR information.”

If you are unable to attend the Meeting, you are entitled to exercise your voting rights via the Internet or in writing. In this case, please study the “Reference Materials for the General Meeting of Shareholders” stated in the Matters Concerning Measures for Electronic Provision, and exercise your voting rights by no later than 5:40 p.m. on June 16, 2026 (Tuesday) (JST).

- 1. Date & Time:** 10:00 a.m. on June 17, 2026 (Wednesday) (JST)
- 2. Venue:** 5-125, Higashi-Arioka, Itami, Hyogo, Japan
The Conference Room, TOLI Corporation Head Office
(Please refer to the meeting venue’s access information on the last page.)
- 3. Agenda:**
 - Items for Reporting:**
 - 1 Business Report and Consolidated Financial Statements for the 162nd Business Term (from April 1, 2025, to March 31, 2026), as well as Audit Reports for Consolidated Financial Statements by the Accounting Auditor and Audit & Supervisory Board
 - 2 Non-Consolidated Financial Statements for the 162nd Business Term (from April 1, 2025, to March 31, 2026)

Items for Resolution:

- Proposal No. 1: Appropriation of Earned Surplus
Proposal No. 2: Election of Two Directors

4. Arrangements in Convening the Meeting

- (1) If you wish to exercise your voting rights by proxy, you can appoint one of the other shareholders of the Company who is entitled to vote and ask that person to attend the General Meeting of Shareholders as your proxy. In this case, please be advised that a document evidencing his/her appointment as proxy shall need to be submitted.
- (2) If no indication of approval or disapproval is made for each proposal on the returned Voting Form, it will be treated as “approval.”

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- ⊙ Pursuant to laws and regulations as well as the Company's Articles of Incorporation, the following Matters Concerning Measures for Electronic Provision are not included in the paper-based documents sent to shareholders who have requested said documents. The Company's Audit & Supervisory Board Members and Accounting Auditors have audited the documents subject to audit that include the following matters.
 - [Business Report] Matters Concerning Accounting Auditors, System to Ensure the Appropriateness of Business Activities and Its Operation
 - [Consolidated Financial Statements] Consolidated Statement of Changes in Equity and Notes to Consolidated Financial Statements
 - [Non-Consolidated Financial Statements] Non-Consolidated Statement of Changes in Equity and Notes to Non-Consolidated Financial Statements
 - ⊙ In the event that any amendment is made to the Matters Concerning Measures for Electronic Provision, such revised information shall be posted on the respective websites where the information is posted.
 - ⊙ The Company does not give gifts to shareholders who attend the Meeting.

[Notice regarding the Exercise of Voting Rights]

When attending the Meeting in person

Please submit the enclosed Voting Form to the reception desk. (No seal is required)

Date & Time of the General Meeting of Shareholders: Wednesday, June 17, 2026, 10:00 a.m. (JST)

When not attending the Meeting in person

• **Exercising your voting rights by mail**

You may exercise your voting rights in advance by mail. Please indicate your approval or disapproval of the proposals on the enclosed Voting Form and return it without affixing a stamp. (No seal is required)

Deadline for the mail to be received: Tuesday, June 16, 2026, 5:40 p.m. (JST)

• **Exercising your voting rights via the Internet**

Please use the voting website designated by the Company and enter your approval or disapproval of the proposals by the deadline for exercising voting rights.

Deadline for exercising voting rights: Tuesday, June 16, 2026, 5:40 p.m. (JST)

(However, the handling of votes will be closed between 2:30 a.m. and 4:30 a.m. daily.)

Handling of voting rights exercised multiple times

- 1 When voting rights are exercised both by the Voting Form and via the Internet, the Internet vote shall be deemed effective.
- 2 When voting rights are exercised multiple times via the Internet, the most recent submission shall be deemed effective.

To Institutional Investors

Institutional investors may also exercise the voting rights electronically via the “Electronic Voting Platform” operated by ICJ, Inc.

Reference Materials for the General Meeting of Shareholders

Items for Resolution and Reference Materials

Proposal No. 1: Appropriation of Earned Surplus

The Company recognizes that appropriation of profit to shareholders is one of the most critical corporate missions, and considers that its basic policy is to continue distributing stable dividends.

Based on this basic policy, the Company proposes to pay out a year-end cash dividend of 24 yen per share, an increase of 8 yen from the year-end dividend for the previous fiscal year, in consideration of business results and financial position for the current fiscal year.

As a result, the annual dividend for the fiscal year under review will be 34 yen per share, including the interim dividend of 10 yen per share previously paid.

- (1) Type of dividend assets
Cash
- (2) Allocation of dividend to shareholders and total amount
24 yen per share of common stock Total amount of dividends: 1,361,879,832 yen
- (3) Effective date of distribution of dividend of surplus
June 18, 2026

Proposal No. 2: Election of Two Directors

The terms of three Directors will expire at the close of this General Meeting of Shareholders.

Accordingly, to maintain and strengthen the management structure, we would like to propose the election of two Directors.

The Nomination and Compensation Committee has deliberated on the selection of each candidate for Director prior to the submission of this proposal.

The following are the candidates for Directors.

Candidate No.	Name (Date of Birth, Sex)	Brief Personal History, Position, Responsibility and Representative Status in Other Companies	Number of the Company's Shares Held
1	<u>Reappointment</u> Motohiro Nagashima (December 1, 1959, Male)	April 1982 Joined the Company	30,700 shares
		April 2003 General Manager, General Planning Department	
		June 2007 Executive Officer, General Manager, Management Planning Department and General Manager, General Affairs and Personnel Department	Attendance at meetings of the Board of Directors
		June 2008 Director	16/16
		April 2009 Director, Senior General Manager, Sales Headquarters	
		April 2012 President and Representative Director (present)	
		(Reason for appointment as a candidate for Director) Mr. Motohiro Nagashima has led the management of the Group as President and Representative Director since April 2012 and has abundant experience and broad knowledge across the business. Based on the above, the Company judges the candidate to continue to be capable of contributing to the Company's management. Accordingly, the Company proposes him as a candidate for Director.	

Candidate No.	Name (Date of Birth, Sex)	Brief Personal History, Position, Responsibility and Representative Status in Other Companies	Number of the Company's Shares Held
2	<div style="border: 1px solid black; display: inline-block; padding: 2px;">Reappointment</div> Masayuki Hashimoto (June 16, 1960, Male)	April 1983 Joined Nissho Iwai Corporation (the current Sojitz Corporation) April 2009 General Manager, Osaka Chemicals Department, Chemicals Unit, Sojitz Corporation April 2016 Vice COO, Chemicals Division, Sojitz Corporation April 2018 Full-time Advisor of the Company June 2018 Director April 2019 Director, General Manager, Global Department April 2021 Director and Managing Executive Officer, General Manager, Global Department April 2023 Director and Managing Executive Officer in Responsible for Global Department, and Climate Change Response Project Manager (present)	29,600 shares Attendance at meetings of the Board of Directors
		16/16	
(Reason for appointment as a candidate for Director) Mr. Masayuki Hashimoto has long been engaged in business activities at a general trading company for many years and has abundant experience and broad knowledge of overseas business. In addition, Mr. Hashimoto is familiar not only with his duties as Director but also with the Company's business in general, and we therefore propose him as a candidate for Director based on our judgment that he can be expected to continue to contribute to the Company's management.			

- Notes: 1. There are no special interests between the Company and the candidates.
2. The Company has concluded a directors' and officers' liability insurance policy with an insurance company, and each candidate will be included as an insured person under this insurance policy if his/her appointment proposal is approved. In addition, the Company plans to renew the insurance policy under the same terms and conditions at the time of the next renewal. For details of the insurance policy, please see "3. Summary of Directors' and Officers' Liability Insurance Policy" in "Matters Concerning Company Officers."

[Reference]

The skill matrix of Directors and Audit & Supervisory Board Members will be as follows if Proposal No. 2 is approved as originally proposed.

Category	Position/Responsibility in the Company, Name and Age*	Outside/Independent Officer	Nomination & Compensation Committee	Term of Office*	Sex	Attribute	Area of Expectation ◎: Area of high expectation ○: Area of expectation									
							Corporate Management/Management Strategy	Manufacturing/Technology Quality Control	Innovation/R&D	Sales/Marketing	Finance/Accounting	Personnel/HR Development	Global	Legal Affairs/Risk Management	ESG	
Director	President and Representative Director Motohiro Nagashima (66)		● (Head of Committee)	18 years	Male		◎			◎	○	○	○	○	○	
	Director and Senior Managing Executive Officer Hirofumi Amano (66)			11 years	Male		○	◎	◎			○			○	
	Director and Managing Executive Officer Masayuki Hashimoto (66)			8 years	Male		○			○		◎			○	
	Director and Executive Officer Koro Kato (54)			1 year	Male		◎			○	○			○	○	
	Director and Executive Officer Masakatsu Takekawa (51)			1 year	Male		○	◎	◎						○	
	Director Chikako Sekine (72)	●	●	5 years	Female	Management (current)	○			◎		○				○
	Director Hidenobu Fujii (70)	●	● (Chairperson)	5 years	Male	Management (former)	◎			○	○	○				○
	Director Asako Kimura (48)	●	●	1 year	Female	University professor	○				◎					◎
Audit & Supervisory Board Member	Full-time Audit & Supervisory Board Member Wataru Matsumoto (68)			3 years	Male		◎			○	◎	○		○	○	
	Full-time Audit & Supervisory Board Member Yoji Nakano (66)			1 year	Male					◎				○	○	
	Audit & Supervisory Board Member Taku Morikawa (51)	●	▲ (Observer)	11 years	Male	Lawyer					○			◎	○	
	Audit & Supervisory Board Member Teruo Watanuma (72)	●	▲ (Observer)	7 years	Male	Certified public accountant					◎					○

*Term of office and age: As of June 17, 2026