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Securities Code: 6432

Date mailed: May 7, 2024

Start date of electronic provision measures: April 24, 2024

To our shareholders:

Toshiya Takeuchi, President and Representative Director
TAKEUCHI MFG. CO., LTD.
205, Uwadaira, Sakaki-machi, Hanishina-gun, Nagano

Notice of the 62nd Annual General Meeting of Shareholders

You are hereby notified of the 62nd Annual General Meeting of Shareholders of TAKEUCHI MFG. CO., LTD. (the “Company”), which will be held as indicated below.

When convening the General Meeting of Shareholders, the Company takes 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 posts this information on the following websites. Please access either of those websites by using the Internet address shown below to review the information.

This convocation notice has been sent to all shareholders who have requested the delivery of paper-based documents in accordance with laws and regulations and the Articles of Incorporation.

Company website

https://www.takeuchi-mfg.co.jp/ir/event/event_03.html (in Japanese)

Website listing materials for the General Meeting of Shareholders

<https://d.sokai.jp/6432/teiji/> (in Japanese)

Tokyo Stock Exchange, Inc.’s website (Listed Company Search):

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

(Please access the TSE website above, enter and search for “TAKEUCHI MFG” under “Issue name (company name)” or “6432” under “Code,” and select “Basic Information” and “Documents for public inspection/PR Information” to access the information.)

If you are unable to attend the meeting in person, you may exercise your voting rights in writing or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:00 p.m. on Tuesday, May 28, 2024 (JST).

- 1. Date and Time:** Wednesday, May 29, 2024, at 10:00 a.m. (JST) (Reception opens at 9:15 a.m.)
(The venue “Santomyuze” opens its doors at 9:00 a.m. Please note that you cannot enter the building before then.)
- 2. Venue:** Large Hall, Santomyuze (Ueda Performing Arts & Cultural Center)
3-15-15, Tenjin, Ueda-shi, Nagano
- 3. Purpose of the Meeting**
Matters to be reported:
 1. The Business Report and the Consolidated Financial Statements for the 62nd fiscal year (from March 1, 2023 to February 29, 2024), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee
 2. The Non-consolidated Financial Statements for the 62nd fiscal year (from March 1, 2023 to February 29, 2024)

Matters to be resolved:

- Proposal No. 1** Appropriation of Surplus
- Proposal No. 2** Election of Six Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 3** Election of Four Directors Who Are Audit and Supervisory Committee Members
- Proposal No. 4** Election of One Substitute Director Who Is an Audit and Supervisory Committee Member

- If you attend the meeting in person, please submit the voting form at the reception desk. Please note that anyone other than a shareholder who is entitled to exercise voting rights (e.g., non-shareholding proxy, person accompanying the shareholder) may not attend the meeting.
- Among the matters subject to measures for electronic provision, “Notes to the Consolidated Financial Statements” and “Notes to the Non-Consolidated Financial Statements” are not included in this convocation notice in accordance with laws and regulations and Article 15, paragraph 2 of the Company’s Articles of Incorporation.
Therefore, this convocation notice makes up only a part of what was audited for the Consolidated Financial Statements and the Non-consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee in the course of preparation of their audit report.
- If the matters subject to measures for electronic provision are revised, a notice of the revisions and the details of the matters before and after the revisions will be posted on the websites listed on page 1.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

Year-end dividends

The Company regards the return of profit to its shareholders as one of its key management priorities. It maintains a basic policy of paying stable dividends on a continual basis while securing internal reserves necessary for putting the Company on a firmer footing and preparing for future business development with a target consolidated dividend payout of 30%.

In line with the aforementioned policy, the Company proposes to pay a year-end dividend for the fiscal year as follows:

- Type of dividend property
To be paid in cash.
- Allotment of dividend property and aggregate amount thereof
The Company proposes to pay an ordinary dividend of ¥153 per common share of the Company, plus a commemorative dividend of ¥5 per share to celebrate the 60th anniversary of the Company's founding, for a total dividend of ¥158 per share.
In this event, the total dividends will be ¥7,543,710,790.
- Effective date of dividends of surplus
The effective date of dividends will be May 30, 2024.

Proposal No. 2 Election of Six Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all six Directors (excluding Directors who are Audit and Supervisory Committee Members; the same shall apply hereinafter in this proposal) will expire at the conclusion of this meeting.

Therefore, the Company proposes the election of six Directors.

The candidates for Director are as follows.

Nominations of candidates for Directors are decided by the Board of Directors following a report from the Nominating Advisory Committee. This proposal was reviewed by the Audit and Supervisory Committee and the committee did not find any matters requiring special mention.

Candidate No.	Name	Gender	Current position and responsibility in the Company	Attendance at Board of Directors meetings
1	Akio Takeuchi Reelection	Male	Chairman and Representative Director	16/16 (100%)
2	Toshiya Takeuchi Reelection	Male	President and Representative Director Responsible for Auditing Office	16/16 (100%)
3	Takahiko Watanabe Reelection	Male	Director and General Manager of Production Control & Purchasing Department Responsible for Quality Department and Togura Factory	16/16 (100%)
4	Clay Eubanks Reelection	Male	Director and General Manager of Sales and After Sales Support Departments	16/16 (100%)
5	Osamu Kobayashi Reelection	Male	Director and General Manager of Business Management Department Responsible for General Affairs, Human Resources and Information System Departments	16/16 (100%)
6	Hiroshi Yokoyama Reelection	Male	Director and General Manager of Design & Development Department 1 Responsible for Design & Development Department 2, Head Office Factory, Aoki Factory, and Production Engineering Department	16/16 (100%)

Candidate No.	Name/Gender (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Akio Takeuchi Male (November 3, 1933) Reelection	Aug. 1963 Established the Company as President and Representative Director May 2019 Chairman and Representative Director (current position) (Significant concurrent positions outside the Company) Director and Chairman of Takeuchi Mfg. (U.S.) Ltd. Director and President of Takeuchi Mfg. (U.K.) Ltd. Director and President of Takeuchi France S.A.S. Chairman of Takeuchi Qingdao Mfg. Co., Ltd. Representative Director of Takeuchi Scholarship Foundation	0 shares
<p>[Reasons for nomination as candidate for Director] Since establishing the Company in 1963, Akio Takeuchi has a record of achievement in developing and growing the Company for many years as its founder, and possesses excellent management skills based on many years of experience and ample achievements in corporate management. As the Company expects him to draw on the ample experience, record of achievement, and knowledge he has gained thus far to fulfill a decision-making and supervisory role in management, it nominated him as a candidate for Director.</p>			

Candidate No.	Name/Gender (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
2	<p style="text-align: center;">Toshiya Takeuchi Male (January 9, 1963) Reelection</p>	<p>Apr. 1985 Joined the Company</p> <p>May 2004 Director and General Manager of Murakami Factory</p> <p>May 2008 Director and Vice President</p> <p>May 2011 Director and Vice President supervising Production, Quality, and Procurement Departments</p> <p>May 2014 Director and Vice President</p> <p>May 2016 Director and Vice President responsible for Production, Research & Development, and Quality Departments</p> <p>May 2017 Director and Vice President</p> <p>May 2018 Director and Vice President responsible for Production, Quality, General Affairs, Business Management, and Information System Departments</p> <p>May 2019 President and Representative Director responsible for Auditing Office, Sales Department, Head Office Factory, and Togura Factory</p> <p>May 2020 President and Representative Director responsible for Auditing Office, Head Office Factory, and Togura Factory</p> <p>June 2021 President and Representative Director responsible for Auditing Office, Head Office Factory, Togura Factory, and Production Engineering Department</p> <p>May 2022 President and Representative Director responsible for Auditing Office (current position)</p> <p>(Significant concurrent positions outside the Company) Director of Takeuchi Mfg. (U.S.) Ltd. Director of Takeuchi Mfg. (U.K.) Ltd. Director of Takeuchi France S.A.S. Director of Takeuchi Qingdao Mfg. Co., Ltd.</p>	2,655,925 shares
<p>[Reasons for nomination as candidate for Director] Toshiya Takeuchi has led the strengthening of production and quality, mainly in the production departments. Following his appointment as President and Representative Director in May 2019, he delivered strong leadership amid an uncertain business environment, determinedly working to resolve management issues and achieving strong results. He has also led the formulation of the medium-term management plan, and promotes the expansion and enhancement of business. As the Company expects him to draw on this experience, record of achievement, and knowledge to fulfill a decision-making and supervisory role in management, it nominated him as a candidate for Director.</p>			

Candidate No.	Name/Gender (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	<p style="text-align: center;">Takahiko Watanabe Male (April 28, 1960) Reelection</p>	<p>Apr. 2006 Joined the Company</p> <p>May 2016 Executive Officer and General Manager of Production Control & Purchasing Department</p> <p>June 2016 Executive Officer and General Manager of Purchasing Department</p> <p>May 2018 Director and General Manager of Purchasing Department responsible for Production Control Department</p> <p>May 2019 Director and General Manager of Purchasing Department responsible for Quality and Production Control Departments</p> <p>June 2021 Director and General Manager of Production Control & Purchasing Department responsible for Quality Department</p> <p>May 2022 Director and General Manager of Production Control & Purchasing Department responsible for Quality Department and Togura Factory (current position)</p>	2,960 shares
<p>[Reasons for nomination as candidate for Director] Since joining the Company in 2006, Takahiko Watanabe has worked in the procurement departments throughout his career, has dedicated his efforts to and has a record of achievement in consistently procuring fair-quality components at optimum price, contributing greatly to the improvement of the Company's business performance. As the Company expects him to draw on this experience, record of achievement, and knowledge to fulfill a decision-making and supervisory role in management, it nominated him as a candidate for Director.</p>			
4	<p style="text-align: center;">Clay Eubanks Male (November 16, 1964) Reelection</p>	<p>Sept. 1984 Joined Takeuchi Mfg. (U.S.) Ltd. Central Region Sales Manager</p> <p>Jan. 2000 Vice President and General Manager</p> <p>Jan. 2003 Director and President</p> <p>May 2018 Managing Executive Officer of the Company</p> <p>May 2019 Director responsible for Global Sales Promotion</p> <p>May 2020 Director and General Manager of Sales Department responsible for Parts Department</p> <p>May 2021 Director and General Manager of Sales and Parts Departments</p> <p>Mar. 2023 Director and General Manager of Sales and After Sales Support Departments (current position)</p> <p>(Significant concurrent positions outside the Company) Director and Vice Chairman of Takeuchi Mfg. (U.S.) Ltd.</p>	3,223 shares
<p>[Reasons for nomination as candidate for Director] As President of the Company's U.S. sales subsidiary, and since 2019 as Director responsible for the Sales Department of the Company, Clay Eubanks has been greatly contributing to developing markets and expanding sales. As the Company expects him to draw on this experience, record of achievement, and knowledge to fulfill a decision-making and supervisory role in management, in addition to being able to ensure the internationality and diversity of the Board of Directors, it nominated him as a candidate for Director.</p>			

Candidate No.	Name/Gender (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
5	Osamu Kobayashi Male (May 14, 1959) Reelection	<p>Oct. 2015 Joined the Company, General Manager of Internal Auditing Office</p> <p>June 2016 General Manager of Production Control Department</p> <p>May 2017 General Manager of Business Management Department</p> <p>May 2018 Executive Officer and General Manager of Business Management Department</p> <p>May 2019 Director and General Manager of Business Management Department responsible for General Affairs and Information System Departments</p> <p>Jan. 2021 Director and General Manager of Business Management and General Affairs Departments responsible for Information System Department</p> <p>Jan. 2023 Director and General Manager of Business Management Department responsible for General Affairs, Human Resources and Information System Departments (current position)</p>	2,345 shares
<p>[Reasons for nomination as candidate for Director] Osamu Kobayashi possesses business experience from his previous work as a director in charge of the administrative departments at a listed company, and since joining the Company in 2015, he has served as General Manager of the Internal Auditing Office, Production Control Department, Business Management Department, and General Affairs Department, contributing greatly to the development of the Company's management structure. As the Company expects him to draw on this experience, record of achievement, and knowledge to fulfill a decision-making and supervisory role in management, it nominated him as a candidate for Director.</p>			
6	Hiroshi Yokoyama Male (January 17, 1962) Reelection	<p>Apr. 1985 Joined the Company</p> <p>May 2016 General Manager of Design & Development Department</p> <p>May 2018 Executive Officer and General Manager of Design & Development Department</p> <p>May 2020 Director and General Manager of Design & Development Department</p> <p>June 2022 Director and General Manager of Design & Development Department 1 responsible for Design & Development Department 2, Head Office Factory and Production Engineering Department</p> <p>June 2023 Director and General Manager of Design & Development Department 1 responsible for Design & Development Department 2, Head Office Factory, Aoki Factory, and Production Engineering Department (current position)</p>	29,689 shares
<p>[Reasons for nomination as candidate for Director] Since joining the Company in 1985, Hiroshi Yokoyama has worked in the Design & Development Department throughout his career, and is currently managing the promotion of development projects for various new products and continuing to release new products into the market in a timely manner as Director responsible for the Design & Development Department, contributing greatly to the improvement of the Company's business performance. As the Company expects him to draw on this experience, record of achievement, and knowledge to fulfill a decision-making and supervisory role in management, it nominated him as a candidate for Director.</p>			

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. The number of the Company's shares held by candidate for Director Akio Takeuchi is stated above as 0 shares. The Company was informed that, effective January 31, 2017, the 2,702,100 shares of the Company previously held by Mr. Takeuchi were donated to the Takeuchi Scholarship Foundation, of which he is the Representative Director.
 3. The number of the Company's shares held by each candidate includes the shares held through the Officer's Shareholding Association, with fractional shares rounded down.

4. The Company has entered into a directors and officers liability insurance policy with an insurance company as provided for in Article 430-3, paragraph 1 of the Companies Act. The policy covers losses borne by the insureds for the legally mandated amount of indemnification and litigation expenses. Each candidate is included as an insured in the policy, and the full amount of the insurance premiums is borne by the Company. If the election of each candidate in this proposal is approved, they will continue to be an insured. However, there are certain reasons for coverage exclusions in the policy; for example, losses arising from claims for damages due to illegal acts committed by an insured are not covered. When the policy is renewed, the Company plans to renew the policy with the same terms.

Proposal No. 3 Election of Four Directors Who Are Audit and Supervisory Committee Members

Out of four Directors who are Audit and Supervisory Committee Members, the terms of office of three Directors, Minoru Kusama, Akihiko Kobayashi, and Michio Iwabuchi will expire at the conclusion of this meeting. In order to strengthen the auditing and supervisory system of management and to enhance corporate value over the medium to long term, the Company requests the election of four Directors who are members of the Audit and Supervisory Committee, increasing their number by one.

The consent of the Audit and Supervisory Committee has been obtained for this proposal.

The candidates for Director who is an Audit and Supervisory Committee Member are as follows.

If this proposal is approved, the number of Directors who are Audit and Supervisory Committee Members will be five at the conclusion of this meeting.

Candidate No.	Name	Gender	Current position and responsibility in the Company	Attendance at Board of Directors meetings	Attendance at Board of Audit and Supervisory Committee meetings
1	Minoru Kusama Reelection	Male	Outside Director, Full-time Audit and Supervisory Committee Member	16/16 (100%)	16/16 (100%)
2	Akihiko Kobayashi Reelection Outside Independent	Male	Outside Director, Audit and Supervisory Committee Member	16/16 (100%)	16/16 (100%)
3	Michio Iwabuchi Reelection Outside Independent	Male	Outside Director, Audit and Supervisory Committee Member	16/16 (100%)	16/16 (100%)
4	Eiko Ori New election Outside Independent	Female	-	-	-

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	<p>Minoru Kusama Male (July 13, 1955) Reelection</p>	<p>Apr. 1980 Joined The Hachijuni Bank, Ltd. Oct. 2003 General Manager of Chino Station-front Branch Mar. 2008 General Manager of Audit Office May 2012 Full-time Auditor of the Company May 2016 Outside Director (Full-time Audit and Supervisory Committee Member) (current position)</p>	2,679 shares
	<p>[Reasons for nomination as candidate for Director who is an Audit and Supervisory Committee Member] Minoru Kusama possesses considerable knowledge related to finance and accounting gained from his many years of experience at a bank. The Company proposes his election as a Director in expectation that he will continue to apply this wealth of work experience to the audit and supervision of the Company's management, and from a neutral position, participate in the selection of officer candidates and the determination of officer compensation. Mr. Kusama has served as an outside Director of the Company for many years and has a good understanding of the Company from an outside perspective. The Company expects him to continue to support the Company as an internal Director.</p> <p>[Limited liability agreements with Director who is an Audit and Supervisory Committee Member] Pursuant to Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Minoru Kusama to limit his liability for damages under Article 423, paragraph 1 of the Companies Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for in Article 425, paragraph 1 of the same Act. If the reelection of Mr. Kusama is approved, the Company plans to renew the aforementioned agreement with him.</p>		

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
	<p>Akihiko Kobayashi Male (November 29, 1959) Reelection Outside Independent</p>	<p>Apr. 1986 Registered as an attorney at law (Tokyo Bar Association) Joined Yoshihiro Kataoka Law Firm June 1990 Partner of Kataoka & Kobayashi LPC (current position) Apr. 2007 Specially-appointed Professor of Chuo Law School May 2015 Outside Director of the Company Apr. 2016 Professor of Chuo Law School (current position) May 2016 Outside Director (Audit and Supervisory Committee Member) of the Company (current position) (Significant concurrent positions outside the Company) Partner of Kataoka & Kobayashi LPC Professor of Chuo Law School</p>	<p>1,311 shares</p>
<p>2</p>	<p>* Akihiko Kobayashi is a candidate for outside Director.</p> <p>[Reasons for nomination as candidate for outside Director who is an Audit and Supervisory Committee Member and outline of expected role] Akihiko Kobayashi possesses abundant experience and deep insight as an attorney at law, as well as achievements as a law school professor. The Company proposes his election as an outside Director in expectation that he will continue to apply this knowledge to the audit and supervision of the Company's management, and from a neutral position, participate in the selection of officer candidates and the determination of officer compensation. He has never in the past been involved in the management of a company. However, the Company judges he will appropriately fulfill his duties as an outside Director who is an Audit and Supervisory Committee Member based on the above reasons. Mr. Kobayashi is currently an outside Director who is an Audit and Supervisory Committee Member of the Company, and at the conclusion of this meeting, his tenure will have been nine years (including one year as an outside Director prior to transitioning to a company with an Audit and Supervisory Committee).</p> <p>[Registration as Independent Officer] Akihiko Kobayashi satisfies the "Standards for Independence of Outside Directors" established by the Company and the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc. In addition, the Company does not engage in business transactions with Mr. Kobayashi or with any organization or group he belongs to. Accordingly, the Company deems that he maintains sufficient independence. The Company has submitted notification to Tokyo Stock Exchange, Inc. that Mr. Kobayashi has been appointed as an independent officer as provided for by the aforementioned exchange. If his reelection is approved, the Company plans for his appointment as an independent officer to continue.</p> <p>[Limited liability agreements with outside Director who is an Audit and Supervisory Committee Member] Pursuant to Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Akihiko Kobayashi to limit his liability for damages under Article 423, paragraph 1 of the Companies Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for in Article 425, paragraph 1 of the same Act. If the reelection of Mr. Kobayashi is approved, the Company plans to renew the aforementioned agreement with him.</p>		

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	<p style="text-align: center;">Michio Iwabuchi Male (December 15, 1955) Reelection Outside Independent</p>	<p>Oct. 1979 Joined Coopers & Lybrand (later Chuo Audit Corporation)</p> <p>Aug. 1983 Registered as a certified public accountant</p> <p>Sept. 1984 Joined Chuo Audit Corporation (later Chuo Shinko Audit Corporation)</p> <p>Aug. 1992 Partner of Chuo Shinko Audit Corporation (later MISUZU Audit Corporation)</p> <p>July 2007 Senior Partner of Ernst & Young ShinNihon (current Ernst & Young ShinNihon LLC)</p> <p>July 2017 Principal of Michio Iwabuchi Certified Public Accountant Office (current position)</p> <p>May 2018 Outside Director (Audit and Supervisory Committee Member) of the Company (current position)</p> <p>June 2018 Managing Director of Matsusho Gakuen (current position) External Auditor of R&C Holdings Co., Ltd. (current position)</p> <p>June 2020 Outside Corporate Auditor of KISSEI PHARMACEUTICAL CO., LTD. (current position)</p> <p>(Significant concurrent positions outside the Company) Managing Director of Matsusho Gakuen External Auditor of R&C Holdings Co., Ltd. Outside Corporate Auditor of KISSEI PHARMACEUTICAL CO., LTD. Principal of Michio Iwabuchi Certified Public Accountant Office</p>	948 shares
<p>* Michio Iwabuchi is a candidate for outside Director.</p> <p>[Reasons for nomination as candidate for outside Director who is an Audit and Supervisory Committee Member and outline of expected role]</p> <p>Michio Iwabuchi possesses specialized knowledge related to finance and accounting as a certified public accountant. The Company proposes his election as an outside Director in expectation that he will continue to apply this knowledge to the audit and supervision of the Company's management, and from a neutral position, participate in the selection of officer candidates and the determination of officer compensation. He has never in the past been involved in the management of a company. However, the Company judges he will appropriately fulfill his duties as an outside Director who is an Audit and Supervisory Committee Member based on the above reasons.</p> <p>Mr. Iwabuchi is currently an outside Director who is an Audit and Supervisory Committee Member of the Company, and at the conclusion of this meeting, his tenure will have been six years.</p> <p>[Registration as Independent Officer]</p> <p>Michio Iwabuchi satisfies the "Standards for Independence of Outside Directors" established by the Company and the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc. In addition, the Company does not engage in business transactions with Mr. Iwabuchi or with any organization or group he belongs to. Accordingly, the Company deems that he maintains sufficient independence.</p> <p>The Company has submitted notification to Tokyo Stock Exchange, Inc. that Mr. Iwabuchi has been appointed as an independent officer as provided for by the aforementioned exchange. If his reelection is approved, the Company plans for his appointment as an independent officer to continue.</p> <p>[Limited liability agreements with outside Director who is an Audit and Supervisory Committee Member]</p> <p>Pursuant to Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Michio Iwabuchi to limit his liability for damages under Article 423, paragraph 1 of the Companies Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for in Article 425, paragraph 1 of the same Act. If the reelection of Mr. Iwabuchi is approved, the Company plans to renew the aforementioned agreement with him.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
4	<p style="text-align: center;">Eiko Ori Female (January 10, 1972) New election Outside Independent</p>	<p>Apr. 2000 Registered as an attorney at law (Nagano Prefecture Bar Association) Joined Nakayama Law Office</p> <p>Oct. 2002 Principal of Kanda Law Office (current position)</p> <p>Apr. 2006 Lecturer of Graduate School Division of Law of Shinshu University</p> <p>Apr. 2011 Vice Chair of Nagano Prefecture Bar Association</p> <p>Apr. 2014 Civil mediation commissioner of Ueda Branch of Nagano District Court (current position)</p> <p>Apr. 2018 Counselor of Nagano Comprehensive Support Center for Occupational Health (current position)</p> <p>June 2019 Part-time Audit & Supervisory Board Member of KANETEC CO., LTD. (current position)</p> <p>Apr. 2021 Director of Nagano University (current position)</p> <p>Apr. 2022 Public Service Commissioner of Nagano Prefecture Labor Relations Commission (current position)</p> <p>(Significant concurrent positions outside the Company) Principal of Kanda Law Office Part-time Audit & Supervisory Board Member of KANETEC CO., LTD.</p>	0 shares
<p>* Eiko Ori is a candidate for outside Director.</p> <p>[Reasons for nomination as candidate for outside Director who is an Audit and Supervisory Committee Member and outline of expected role]</p> <p>Ms. Eiko Ori has served as Vice Chair of the Nagano Prefecture Bar Association, and as an attorney, she has a wealth of experience and deep insight, especially in the areas of occupational health and safety and workplace environments, and is also active as a public committee member. The Company requests her election as an outside Director in the expectation that she will use her knowledge to audit and supervise the Company's management, and to provide effective advice from a neutral standpoint on the Company's ongoing efforts to strengthen governance and compliance and promote human capital management.</p> <p>She has never in the past been involved in the management of a company. However, the Company judges she will appropriately fulfill her duties as an outside Director who is an Audit and Supervisory Committee Member based on the above reasons.</p> <p>[Registration as Independent Officer]</p> <p>Eiko Ori satisfies the "Standards for Independence of Outside Directors" established by the Company and the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc. In addition, the Company does not engage in business transactions with Ms. Ori or with any organization or group she belongs to. Accordingly, the Company deems that she maintains sufficient independence.</p> <p>If the election of Ms. Ori is approved, the Company plans to submit a notification to Tokyo Stock Exchange, Inc. concerning her appointment as an independent officer as provided for by the aforementioned exchange.</p> <p>[Limited liability agreements with outside Director who is an Audit and Supervisory Committee Member]</p> <p>If the election of Eiko Ori is approved, pursuant to Article 427, paragraph 1 of the Companies Act, the Company plans to enter into an agreement with her to limit her liability for damages under Article 423, paragraph 1 of the same Act. Pursuant to this agreement, the defined maximum amount of liability for damages is the minimum liability amount provided for under Article 425, paragraph 1 of the same Act.</p>			

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. The Company has entered into a directors and officers liability insurance policy with an insurance company as provided for in Article 430-3, paragraph 1 of the Companies Act. The policy covers losses borne by the insureds for the legally mandated amount of indemnification and litigation expenses. Of the candidates, Minoru Kusama, Akihiko Kobayashi, and Michio Iwabuchi are included as insureds in the policy, and the full amount of the insurance premiums is borne by the Company. Of the candidates, if the elections of Minoru Kusama, Akihiko Kobayashi, and Michio Iwabuchi are approved, they will continue to be insured. Furthermore, of the candidates, if Eiko Ori assumes the office of Director

who is an Audit and Supervisory Committee Member, she will be insured under the policy, and the Company plans to bear the full amount of the insurance premiums. However, there are certain reasons for coverage exclusions in the policy; for example, losses arising from claims for damages due to illegal acts committed by an insured are not covered. When the policy is renewed, the Company plans to renew the policy with the same terms.

Proposal No. 4 Election of One Substitute Director Who Is an Audit and Supervisory Committee Member

The Company requests approval for the election of one substitute Director who is an Audit and Supervisory Committee Member to be ready to fill a vacant position should the number of Directors who are Audit and Supervisory Committee Members fall below the number required by laws and regulations.

The consent of the Audit and Supervisory Committee has been obtained for this proposal.

The candidate for substitute Director who is an Audit and Supervisory Committee Member is as follows:

Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
Yoshitaka Uchiyama Male (August 7, 1965) Outside Independent	Apr. 1994 Registered as an attorney at law (Tokyo Bar Association) Joined Kataoka & Kobayashi LPC July 2004 Principal of Uchiyama Yoshitaka Law Office (current position) Mar. 2013 Appointed Outside Director of Central Servicer Corporation (Significant concurrent positions outside the Company) Principal of Uchiyama Yoshitaka Law Office	0 shares

* Yoshitaka Uchiyama is a candidate for a substitute outside Director.

[Reasons for nomination as a candidate for substitute outside Director who is an Audit and Supervisory Committee Member and outline of expected role]

Yoshitaka Uchiyama possesses abundant experience as an attorney at law and is familiar with corporate legal affairs as well as civil and commercial law in general. He also has experience as an outside director of a company. The Company proposes his election as a substitute outside Director who is an Audit and Supervisory Committee Member in expectation that he will apply this knowledge to the audit and supervision of the Company's management, and from a neutral position, participate in the selection of officer candidates and the determination of officer compensation. He has never in the past been involved in the management of a company except as an outside director. However, the Company judges he will appropriately fulfill his duties as an outside Director who is an Audit and Supervisory Committee Member based on the above reasons.

[Registration as Independent Officer]

The Company engages in transactions including commission of legal services with Uchiyama Yoshitaka Law Office, of which Mr. Uchiyama is the Principal. However, the transaction amount in the fiscal year under review was less than ¥1 million. Accordingly, he satisfies the requirements of the "Standards for Independence of Outside Directors" established by the Company and the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc., and is judged to have sufficient independence as an outside Director.

If the election of Mr. Uchiyama is approved, in the event of his assuming the office of Director who is an Audit and Supervisory Committee Member, the Company plans to submit notification to Tokyo Stock Exchange, Inc., concerning his appointment as an independent officer as provided for by the aforementioned exchange.

[Limited liability agreements with outside Director who is an Audit and Supervisory Committee Member]

If the election of Yoshitaka Uchiyama is approved, and if he assumes the office of Director who is an Audit and Supervisory Committee Member, pursuant to Article 427, paragraph 1 of the Companies Act, the Company plans to enter into an agreement with him to limit his liability for damages under Article 423, paragraph 1 of the same Act. Pursuant to this agreement, the defined maximum amount of liability for damages is the minimum liability amount provided for under Article 425, paragraph 1 of the same Act.

- Notes:
1. There is no special interest between the candidate and the Company.
 2. The Company has entered into a directors and officers liability insurance policy with an insurance company as provided for in Article 430-3, paragraph 1 of the Companies Act. The policy covers losses borne by the insureds for the legally mandated amount of indemnification and litigation expenses. If Yoshitaka Uchiyama assumes the office of Director who is an Audit and Supervisory Committee Member, he will be insured under the policy, and the Company plans to bear the full amount of the insurance premiums. However, there are certain reasons for coverage exclusions in the policy; for example, losses arising from claims for damages due to illegal acts committed by an insured are not covered. When the policy is renewed, the Company plans to renew the policy with the same terms.

(Reference) Composition of the Board of Directors

The following table shows the composition of the Board of Directors and has been produced on the assumption that Proposal No. 2 and Proposal No. 3 for this General Meeting of Shareholders will be approved as originally proposed.

Name	Position	Outside	Business Management/Strategy	Research & Development	Sales/Marketing	Production/Procurement/Quality Control	Legal/Compliance	Finance/Accounting	International Perspective/Overseas Experience	Sustainability	Human Resource Strategy
Akio Takeuchi	Chairman and Representative Director		●	●	●	●					
Toshiya Takeuchi	President and Representative Director		●	●	●	●	●	●	●	●	●
Takahiko Watanabe	Director					●					
Clay Eubanks	Director				●				●		
Osamu Kobayashi	Director and General Manager of Business Management Department		●				●	●		●	●
Hiroshi Yokoyama	Director			●		●					
Minoru Kusama	Director and Full-time Audit and Supervisory Committee Member						●	●			
Akihiko Kobayashi	Director and Audit and Supervisory Committee Member	●					●				
Michio Iwabuchi	Director and Audit and Supervisory Committee Member	●					●	●			
Yuko Miyata	Director and Audit and Supervisory Committee Member	●	●				●		●	●	●
Eiko Ori	Director and Audit and Supervisory Committee Member	●					●				●

* The above table shows the areas where the Company expects Directors to be most active and does not represent all the areas in which the Directors have knowledge.

(Reference)

Standards for Independence of Outside Directors of TAKEUCHI MFG. CO., LTD.

The Company has determined the following “Standards for Independence of Outside Directors” taking into account the independence standards established by Tokyo Stock Exchange, Inc., and judges that an outside Director or a candidate for outside Director is sufficiently independent if none of the following items applies to the individual:

1. A person who is currently or was in the past ten years a Director (excluding outside Director), Auditor (excluding outside Auditor), Executive Officer or any other employee of the Company or a subsidiary of the Company.
2. A person who currently falls under or in the past three years fell under any of the following (1) to (10):
 - (1) A party whose major client is the Company (*1) or an executive thereof
 - (2) A major client of the Company (*2) or an executive thereof
 - (3) A major lender of the Company (*3) or an executive thereof
 - (4) A consultant, accountant, legal or other professional who receives a large amount of monetary consideration (*4) or other property from the Company in addition to compensation as an officer
 - (5) A party belonging to the auditing firm that is the Financial Auditor of the Company
 - (6) An executive of the lead managing underwriter of the Company
 - (7) A major shareholder (*5) of the Company or an executive thereof
 - (8) An executive of a company of which the Company is a major shareholder (*5)
 - (9) A recipient of substantial donations, etc. (*6) from the Company or an executive thereof
 - (10) An executive of a company involved in mutual dispatch to and from the Company
3. A spouse or relative within the second degree of kinship of a person who currently falls under or in the past one year fell under the following (1) or (2):
 - (1) Director (excluding outside Director), Auditor (excluding outside Auditor), Executive Officer or any other employee of the Company or a subsidiary of the Company
 - (2) A person who falls under any of the above 2.-(1) to 2.-(10), who is also an important person (*7)

*1: “A party whose major client is the Company” refers to a party for which the transaction amount with the Company has exceeded 2% of the party’s net sales in any of its last three fiscal years.

*2: “A major client of the Company” refers to a party from which the transaction amount with the Company has exceeded 2% of the Company’s net sales in any of the last three fiscal years.

*3: “Major lender of the Company” refers to one which has lent the Company an amount equivalent to over 2% of the Company’s total assets in any of the last three fiscal years.

*4: “Large amount of monetary consideration” refers to amounts that have exceeded ¥10 million annually in any of the last three fiscal years.

*5: “Major shareholder” refers to a shareholder whose ownership ratio of voting rights is 10% or higher.

*6: “Substantial donations, etc.” refers to amounts that has exceeded ¥10 million annually in any of the last three fiscal years.

*7: “Important person” refers to an employee that holds a senior management position such as executive director, executive, executive officer, general manager or above.