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Securities Code: 6432

Date mailed: May 7, 2026

Start date of electronic provision measures: April 24, 2026

To our shareholders:

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

Notice of the 64th Annual General Meeting of Shareholders

You are hereby notified of the 64th 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.

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 (by postal mail) 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 Wednesday, May 27, 2026 (JST).

- 1. Date and Time:** Thursday, May 28, 2026, 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 64th fiscal year (from March 1, 2025 to February 28, 2026), 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 64th fiscal year (from March 1, 2025 to February 28, 2026)

Matters to be resolved:

- Proposal No. 1** Appropriation of Surplus
- Proposal No. 2** Election of Four Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 3** Election of Three Directors Who Are Audit and Supervisory Committee Members
- Proposal No. 4** Election of One Substitute Director Who Is an Audit and Supervisory Committee Member
- Proposal No. 5** Introduction of a Variable Cash Compensation System for Directors and Revision of Compensation Amount for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

- 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.
 - Shareholders who require sign language interpreting or assistance may attend the meeting accompanied by a sign language interpreter or an assistant. Please make a request at reception on the day of the meeting. However, please note that sign language interpreters and assistants may not exercise voting rights or ask questions.
 - A special area has been provided inside the venue for shareholders who will use a wheelchair to attend the meeting. Multi-purpose toilets are also available for use on the 1st and 2nd floors.
 - To shareholders who have requested the delivery of paper-based documents, a document listing the matters subject to measures for electronic provision will also be sent. Among the matters subject to measures for electronic provision, the matters listed below 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.
 - (1) "Systems for Ensuring the Appropriateness of Business Operations" and "Overview of the Operational Status of Systems for Ensuring the Appropriateness of Business Operations" in the Business Report
 - (2) "Consolidated Statement of Changes in Equity" and "Notes to the Consolidated Financial Statements" in the Consolidated Financial Statements
 - (3) "Non-Consolidated Statement of Changes in Equity" and "Notes to the Non-Consolidated Financial Statements" in the Non-Consolidated Financial Statements
- Therefore, this convocation notice makes up only a part of what was audited for the Business Report, 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 reports.
- 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 2.

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 prioritizing allocation of cash flow to growth investments and, after securing working capital equivalent to 2 to 2.5 months of sales, allocating surplus funds to shareholder returns.

- (1) Aiming for a consolidated dividend payout ratio of 40%, the Company will gradually increase that ratio.
- (2) Agilely implement share buybacks based on share price level, capital efficiency, and other factors.

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 a dividend of ¥210 per common share of the Company.
In this event, the total dividends will be ¥9,719,840,550.
- Effective date of dividends of surplus
The effective date of dividends will be May 29, 2026.

Proposal No. 2 Election of Four 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, reducing the number of Directors by two to facilitate more efficient decision-making, the Company proposes the election of four 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	15/16 (93.8%)
2	Toshiya Takeuchi Reelection	Male	President and Representative Director Responsible for Auditing Office	16/16 (100.0%)
3	Hiroshi Yokoyama Reelection	Male	Director Responsible for Design & Development Department, Head Office Factory, Aoki Factory, and Production Engineering Department	16/16 (100.0%)
4	Clay Eubanks Reelection	Male	Director Responsible for Sales and After Sales Support Departments	16/16 (100.0%)

Candidate No.	Name/Gender (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
1	<p style="text-align: center;">Akio Takeuchi (November 3, 1933) Reelection Attendance at Board of Directors meetings 15/16</p>	<p>Aug. 1963 Established the Company as President and Representative Director May 2019 Chairman and Representative Director (current position) (Significant concurrent positions outside the Company) Honorary 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</p>	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	Number of the Company's shares owned
2	<p style="text-align: center;">Toshiya Takeuchi (January 9, 1963) Reelection Attendance at Board of Directors meetings 16/16</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>	2,097 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	Number of the Company's shares owned
3	<p>Hiroshi Yokoyama (January 17, 1962) Reelection Attendance at Board of Directors meetings 16/16</p>	<p>Apr. 1985 Joined the Company May 2016 General Manager of Design & Development Department May 2018 Executive Officer and General Manager of Design & Development Department May 2020 Director and General Manager of Design & Development Department June 2022 Director and General Manager of Design & Development Department 1 responsible for Design & Development Department 2, Head Office Factory and Production Engineering Department 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 May 2024 Director responsible for Design & Development Department, Head Office Factory, Aoki Factory, and Production Engineering Department (current position) (Significant concurrent positions outside the Company) —</p>	29,957 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>			
4	<p>Clay Eubanks (November 16, 1964) Reelection Attendance at Board of Directors meetings 16/16</p>	<p>Sept. 1984 Joined Takeuchi Mfg. (U.S.) Ltd. Central Region Sales Manager Jan. 2000 Vice President and General Manager Jan. 2003 Director and President May 2018 Managing Executive Officer of the Company May 2019 Director responsible for Global Sales Promotion May 2020 Director and General Manager of Sales Department responsible for Parts Department May 2021 Director and General Manager of Sales and Parts Departments Mar. 2023 Director and General Manager of Sales and After Sales Support Departments May 2024 Director responsible for Sales and After Sales Support Departments (current position) (Significant concurrent positions outside the Company) Director and Chairman of Takeuchi Mfg. (U.S.) Ltd. Director of Takeuchi Mfg. (U.K.) Ltd. Director of Takeuchi France S.A.S.</p>	4,688 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>			

- 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. Toshiya Takeuchi, a candidate for Director, sold 2,654,027 shares of the Company to TAKE. CO., LTD effective January 19, 2026.
 4. 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.
 5. 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 Three Directors Who Are Audit and Supervisory Committee Members

Out of five Directors who are Audit and Supervisory Committee Members, the terms of office of three Directors, Minoru Kusama, Michio Iwabuchi, and Eiko Ori will expire at the conclusion of this meeting. Therefore, the Company proposes the election of three Directors who are Audit and Supervisory Committee Members.

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	Director and Full-time Audit and Supervisory Committee Member	16/16 (100.0%)	15/15 (100.0%)
2	Michio Iwabuchi Reelection Outside Independent	Male	Outside Director, Audit and Supervisory Committee Member	16/16 (100.0%)	15/15 (100.0%)
3	Eiko Ori Reelection Outside Independent	Female	Outside Director, Audit and Supervisory Committee Member	16/16 (100.0%)	15/15 (100.0%)

Candidate No.	Name/Gender (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
1	<p>Minoru Kusama (July 13, 1955) Reelection Attendance at Board of Directors meetings 16/16 Attendance at Board of Audit and Supervisory Committee meetings 15/15</p>	<p>Apr. 1980 Joined The Hachijuni Bank, Ltd. (current Hachijuni Nagano 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) May 2024 Director (Full-time Audit and Supervisory Committee Member) (current position) (Significant concurrent positions outside the Company) —</p>	3,280 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.</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/Gender (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
2	<p style="text-align: center;">Michio Iwabuchi (December 15, 1955) Reelection Outside Independent Attendance at Board of Directors meetings 16/16 Attendance at Board of Audit and Supervisory Committee meetings 15/15</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>	1,226 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 eight 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/Gender (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
	<p style="text-align: center;">Eiko Ori (January 10, 1972) Reelection Outside Independent Attendance at Board of Directors meetings 16/16 Attendance at Board of Audit and Supervisory Committee meetings 15/15</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. 2018 Counselor of Nagano Comprehensive Support Center for Occupational Health (current position)</p> <p>June 2019 Outside 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>May 2024 Outside Director (Audit and Supervisory Committee Member) of the Company (current position)</p> <p>(Significant concurrent positions outside the Company) Principal of Kanda Law Office Outside Audit & Supervisory Board Member of KANETEC CO., LTD.</p>	172 shares
3	<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>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. 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>Ms. Ori is currently an outside Director who is an Audit and Supervisory Committee Member of the Company, and at the conclusion of this meeting, her tenure will have been two years.</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>The Company has submitted notification to Tokyo Stock Exchange, Inc. that Ms. Ori has been appointed as an independent officer as provided for by the aforementioned exchange. If her reelection is approved, the Company plans for her 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 Eiko Ori to limit her 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 Ms. Ori is approved, the Company plans to renew the aforementioned agreement with her.</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. 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. 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/Gender (Date of birth)	Career summary, position and responsibility in the Company	Number of the Company's shares owned
<p>Yoshitaka Uchiyama Male August 7, 1965 Outside Independent</p>	<p>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</p>	<p>0 shares</p>

*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.

Proposal No. 5 Introduction of a Variable Cash Compensation System for Directors and Revision of Compensation Amount for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

Compensation for Directors consists of fixed compensation and performance-linked share-based compensation. The Company proposes to introduce a new variable cash compensation system for Directors (excluding outside Directors and Directors who are Audit and Supervisory Committee Members) and, by consequence, to revise the compensation amount for Directors (excluding Directors who are Audit and Supervisory Committee Members). The Company wishes to revise the annual compensation amount (¥600 million or less) for Directors (excluding Directors who are Audit and Supervisory Committee Members) as resolved at the 63rd Annual General Meeting of Shareholders held on May 23, 2025, by setting the annual fixed compensation for Directors (excluding Directors who are Audit and Supervisory Committee Members) at ¥450 million or less and the annual variable cash compensation for Directors (excluding outside Directors and Directors who are Audit and Supervisory Committee Members) at ¥150 million or less. The Company proposes that the annual fixed compensation (¥450 million yen or less) continues to exclude the employee salary portion for Directors who are concurrently employees.

This variable cash compensation system, which increases the proportion of compensation linked to the Company's business performance and shareholder value within the compensation for Directors (excluding outside Directors and directors who are Audit and Supervisory Committee Members), aims to further motivate Directors to contribute to the improvement of medium- to long-term performance and the enhancement of corporate value. The Company proposes that the Board of Directors be entrusted with determining the specifics within the framework outlined below.

The details of this proposal have been judged to be appropriate as they were decided by the Board of Directors after receiving a report from the Compensation Advisory Committee stating that the proposal is rational and necessary for determining the compensation amount for individual Directors (excluding Directors who are Audit and Supervisory Committee Members) in line with the policy on determination of details of compensation, etc. for Directors. This proposal was reviewed by the Audit and Supervisory Committee and the committee did not find any matters requiring special mention.

The Company amended the policy on determination of details of compensation, etc. for Directors at the Board of Directors meeting held on April 10, 2026, as described in the [Reference] section below on the assumption that this proposal will be approved as originally proposed. In addition, if Proposal No. 2 is approved as originally proposed, there will be four Directors eligible for fixed compensation and four Directors eligible for this variable cash compensation system.

Details of Compensation Under This Variable Cash Compensation System

(1) Overview of This Variable Cash Compensation System

This variable cash compensation system is a monetary compensation system that provides cash payments to Directors (excluding outside Directors and Directors who are Audit and Supervisory Committee Members) as short-term incentives based on the absolute values of performance indicators for each fiscal year. The overview of the system is as follows.

Eligibility for this variable cash compensation system	Directors (excluding outside Directors and Directors who are Audit and Supervisory Committee Members)
Monetary limit for this variable cash compensation system	¥150 million per fiscal year
Consolidated performance indicators used	ROE, EBITDA margin
Payment timing for Directors	After the end of each fiscal year

(2) Method for calculating the compensation amount paid to Directors

Based on a table made in advance for each position of eligible recipients, the payment amount is determined according to the absolute values of the performance indicators for each fiscal year, and is paid at a specified time after the end of each fiscal year. The performance indicators are ROE and EBITDA margin. For each indicator, the score ranges from 0 to 150, with the average value over the last five years set as 100.

(3) Other details of this variable cash compensation system

The Company proposes a resolution that the Board of Directors be entrusted with determining other details regarding this variable cash compensation system within the scope of this proposal. However, for

amendments and other changes that significantly affect this variable cash compensation system, the Company shall obtain a resolution from the General Meeting of Shareholders again in accordance with legal requirements.

[Reference] Policy on determination of details of compensation, etc. for Directors

The policy has been amended as follows on the assumption that this proposal will be approved as originally proposed.

1. Basic policy

Compensation for Directors (excluding outside Directors and Directors who are Audit and Supervisory Committee Members) consists of a base compensation as fixed compensation, officer variable cash compensation, and performance-linked share-based compensation. This structure aims to compensate Directors appropriately based on their duties and to motivate them to enhance corporate value over the medium to long term by expanding the Company's scale and profits.

For outside Directors and Directors who are Audit and Supervisory Committee Members, who hold positions independent of business execution, compensation consists solely of a base compensation as fixed compensation. The Board of Directors shall have the authority to determine the policy regarding the compensation amount for individual Directors (excluding Directors who are Audit and Supervisory Committee Members) and the method for calculating such compensation.

The Company shall establish a voluntary Compensation Advisory Committee, composed of all Directors appointed by the Board of Directors and all Directors who are Audit and Supervisory Committee Members, to ensure the objectivity and transparency of procedures regarding determination of the compensation amount for Directors (excluding Directors who are Audit and Supervisory Committee Members) and the method for calculating such amounts, among other aims. A majority of the members of this Committee shall be independent outside Directors, and the chair shall be selected by mutual election from among the members who are independent outside Directors.

2. Policy regarding the determination of individual Director's compensation amounts for base compensation (including policies regarding the timing and conditions for granting compensation)

Base compensation for individual Directors (excluding Directors who are Audit and Supervisory Committee Members) shall be a monthly fixed compensation, determined by comprehensively considering factors such as position, duties, years of service, company performance, and employee salary levels. The maximum amount of such compensation shall be within the range of compensation amounts resolved at the General Meeting of Shareholders.

3. Policy regarding the determination of performance indicators and the method for calculating the amounts or numbers thereof for performance-linked compensation, as well as the details and amounts or numbers of non-monetary compensation and the method for calculating them (including policies regarding the timing and conditions for granting such compensation)

The Company adopts officer variable cash compensation and performance-linked share-based compensation as forms of performance-linked compensation and non-monetary compensation.

Officer variable cash compensation is intended to serve as an incentive to expand the scale of the business and pursue profits in the aim of improving medium- to long-term performance. Specific amounts will be set for each position by taking into account the ratio of fixed to variable compensation and statistics such as compensation levels at listed companies. The Company has deemed that ROE and EBITDA margin are appropriate indicators for officer variable cash compensation, and will use these as indicators, given its policy of aiming for high profitability and from the standpoint of expanding its business scale. The maximum amount of such compensation shall be within the range of compensation amounts resolved at the General Meeting of Shareholders.

Performance-linked share-based compensation explicitly links compensation for Directors with the value of the Company's shares. To further motivate Directors to contribute to the improvement of medium- to long-term performance and the enhancement of corporate value, the Company will introduce the Executive Compensation Board Incentive Plan (BIP) Trust (hereinafter referred to as the "BIP Trust"). The BIP Trust provides Directors with Company shares or cash equivalent to the proceeds from the sale of such shares upon their retirement, based on actual consolidated operating profit margins and their position. The BIP Trust determines compensation within a range of 33% to 150% based on actual consolidated operating profit margins. Furthermore, a differential will be applied based on the Director's position, with compensation

determined within a range of 0.25 to 1.00, using the President and Representative Director as the baseline (1.00). Regarding indicators for performance-linked share-based compensation, the Company has deemed that the consolidated operating profit margin—an indicator showing the extent to which profit was generated relative to revenue from core businesses—is appropriate for evaluating management efficiency, and will use it as the indicator.

4. Policy on determination of proportions of amounts for monetary compensation, performance-linked compensation, and non-monetary compensation relative to the total compensation amount for individual Directors

Regarding the proportions of base compensation, officer variable cash compensation, and performance-linked share-based compensation for individual Directors (excluding outside Directors and Directors who are Audit and Supervisory Committee Members), base compensation shall be the primary component.

5. Matters regarding the determination of details of base compensation for individual Directors

The details of base compensation for individual Directors (excluding Directors who are Audit and Supervisory Committee Members) shall be deliberated and determined by the Compensation Advisory Committee, which has been delegated authority by a resolution of the Board of Directors, with the aim of ensuring the objectivity and transparency of the deliberations. The Compensation Advisory Committee, to which authority has been delegated, determines the compensation amount for individual Directors (excluding Directors who are Audit and Supervisory Committee Members) in accordance with the policies determined by the Board of Directors and within the range of compensation amounts resolved at the General Meeting of Shareholders.

The Audit and Supervisory Committee is the body that possesses the authority to determine the policy regarding compensation amounts for Directors who are Audit and Supervisory Committee members and the method for calculating such amounts. Such amounts shall be within the range of compensation amounts resolved at the General Meeting of Shareholders and determined through discussion among Directors who are Audit and Supervisory Committee members, taking into account their duties and responsibilities.

6. Matters regarding the determination of details of performance-linked compensation and non-monetary compensation for individual Directors

Regarding the details of officer variable cash compensation for Directors (excluding outside Directors and Directors who are Audit and Supervisory Committee Members), the Board of Directors shall resolve on officer regulations based on the policy of determination set forth in Section 3. The details of individual officer's variable cash compensation shall be determined in accordance with the officer regulations. Regarding the details of performance-linked share-based compensation for Directors (excluding outside Directors and Directors who are Audit and Supervisory Committee Members), the Board of Directors shall resolve on share grant regulations based on the policy of determination set forth in Section 3. The details of performance-linked share-based compensation for individual Directors shall be determined in accordance with the share grant regulations.

Current eligible recipients

		Directors (excluding Directors who are Audit and Supervisory Committee Members)		Directors who are Audit and Supervisory Committee Members	
		Inside	Outside	Inside	Outside
Performance-linked compensation	Non-monetary compensation (share-based compensation)	○	—	—	—
Fixed compensation	Directors (up to ¥600 million annually)	○	○	—	—
	Directors who are Audit and Supervisory Committee Members (up to ¥100 million annually)	—	—	○	○



Eligible recipients after revision

Performance-linked compensation	Non-monetary compensation (share-based compensation)	○	—	—	—
	Officer variable cash compensation (up to ¥150 million annually)	○	—	—	—
Fixed compensation	Directors (up to ¥450 million annually)	○	○	—	—
	Directors who are Audit and Supervisory Committee Members (up to ¥100 million annually)	—	—	○	○

Proportion of the maximum amount of payment per fiscal year for Directors (excluding Directors who are Audit and Supervisory Committee Members)

Current

Fixed compensation: Approx. 95%	Performance-linked share-based compensation: Approx. 5%
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After revision

Fixed compensation: Approx. 71%	Officer variable cash compensation: Approx. 24%	Performance-linked share-based compensation: Approx. 5%
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(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		●	●	●	●	●	●	●	●	●
Hiroshi Yokoyama	Managing Director			●		●					
Clay Eubanks	Director				●				●		
Minoru Kusama	Director and Full-time 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	●					●				●
Kunitake Ando	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 a party 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 have 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.