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(Securities Code 7282)

June 1, 2021

To All Shareholders:

1 Haruhinagahata, Kiyosu, Aichi
TOYODA GOSEI CO., LTD.
President Toru Koyama

NOTICE OF THE 98th ORDINARY GENERAL SHAREHOLDERS' MEETING

Dear Shareholder,

Please be notified that the upcoming 98th Ordinary General Shareholders' Meeting (the "General Shareholders' Meeting") of Toyoda Gosei Co., Ltd. (the "Company") will be held as stated below. In order to prevent the spread of COVID-19, we ask our shareholders to refrain from attending the General Shareholders' Meeting. In lieu of attending the meeting, you can exercise your voting rights by paper ballot or by electromagnetic means (the Internet, etc.). Please review the enclosed Reference Documents and exercise your voting rights by no later than 5:15 p.m. on Wednesday, June 16, 2021 (Japan Time). Thank you very much for your cooperation.

1. Date and time: 10:00 a.m., Thursday, June 17, 2021
(Reception start time: 9:00 a.m.)

2. Venue: Toyoda Gosei Memorial Gymnasium ENTRIO
1-16-4 Orizukitayama, Inazawa, Aichi
(The venue is different from the last year.)

3. Agenda:

Reports:

- (1) Reports on business review and consolidated and non-consolidated financial statements for the 98th Fiscal Year (April 1, 2020 through March 31, 2021)
- (2) Report by the Accounting Auditor and the Audit & Supervisory Board on the audit results of the consolidated financial statements.

Resolutions:

Proposed Resolution 1: Election of 9 Directors

Proposed Resolution 2: Election of 1 Audit & Supervisory Board Member

Notes: - "Systems to Ensure Adequacy of Business and Overview of their Operational Status" in the Business Report, "Consolidated statement of changes in equity", "Notes to the consolidated financial statements", "Statement of changes in net assets" and "Notes to non-consolidated financial statements" are not included in the attachments since they are posted on the Company's website as provided by laws and regulations and Article 14 of the Company's Articles of Incorporation.

Accordingly, the attachments to this Notice are a portion of the Business Report, consolidated and non-consolidated financial statements audited by the Audit & Supervisory Board Members

in the formulation of the Audit Report. Similarly, they are a portion of the consolidated and non-consolidated financial statements audited by the Accounting Auditor in the formulation of the Financial Audit Report.

- In the event where revisions are necessary for the Reference Documents or attachments of the General Shareholders' Meeting, the revised information will be posted on the Company's website.
- Effective this year, the Company will post the results of resolutions by the General Shareholders' Meeting on its website instead of sending the written "Notice of Resolutions of the Ordinary General Shareholders' Meeting."

The Company's website: [https:// www.toyoda-gosei.co.jp/](https://www.toyoda-gosei.co.jp/)

Reference Documents

Proposed resolutions and reference matters


Proposed Resolution 1: Election of 9 Directors


All 9 Directors will retire upon the expiration of their term of office at the conclusion of this General Shareholders' Meeting. Accordingly, we hereby request that 9 Directors be elected.

This proposal resolution has been submitted to and reviewed by the Executive Appointment Committee.

The candidates for the positions of Director are as follows:


No.	Name (birth date)	Current position	Current Responsibilities
1	Toru Koyama (December 1, 1959) Re-appointed	President	-
2	Tomonobu Yamada (February 4, 1959) Re-appointed	Executive Vice President	Chief of Sales Headquarters Chief of Audit Division Adviser to Life Solution Business Headquarters
3	Hiroshi Yasuda (October 5, 1959) Re-appointed	Director, Corporate Officer	Chief of Corporate Strategy Headquarters Chief of Production Headquarters Chief of Safety & Health Promotion Division Chief of Environment Division
4	Masaki Oka (February 20, 1962) Re-appointed	Director, Corporate Officer	Deputy Chief of Corporate Strategy Headquarters
5	Takashi Ishikawa (February 7, 1961) Re-appointed	Director, Corporate Officer	Chief of Research and Development Headquarters
6	Naoki Miyazaki (May 23, 1957) Re-appointed	Chairman	-
7	Sojiro Tsuchiya (May 17, 1949) Re-appointed Outside Director Independent Director	Director	-
8	Kimio Yamaka (April 6, 1956) Re-appointed Outside Director Independent Director	Director	-
9	Mayumi Matsumoto (March 10, 1963) Re-appointed Outside Director Independent Director	Director	-


No.	Name (birth date)	Brief career summary, position and main areas of responsibility at the Company, and important concurrent duties			Number of the Company's shares owned
1	 Toru Koyama (December 1, 1959) Re-appointed	April	1982	Joined the Company	11,575 shares
		June	2012	Corporate Officer of the Company	Attendance at Board of Directors Meetings
		June	2015	Managing Officer of the Company	
		June	2016	Director, Managing Officer of the Company	
		June	2018	Director, Senior Managing Officer of the Company	13/13(100%)
		June	2019	Executive Vice President of the Company	Number of years served as Director
		June	2020	President of the Company (to the present)	
Reason for nomination as candidate for Director					5 years (Upon the conclusion of this General Shareholders' Meeting)
Mr. Toru Koyama holds experience working in the safety systems development division of the Company, served as a management member of an overseas subsidiary, and has been involved in corporate management as a Director of the Company from 2016 and President of the Company from 2020. We therefore re-nominate him as a candidate to become a Director as we expect him to reflect his extensive experience and high-level insight on the Company's management.					


No.	Name (birth date)	Brief career summary, position and main areas of responsibility at the Company, and important concurrent duties			Number of the Company's shares owned
2	 Tomonobu Yamada (February 4, 1959) Re-appointed	April	1981	Joined the Company	10,351 shares
		June	2010	Director of the Company	Attendance at Board of Directors Meetings
		June	2012	Corporate Officer of the Company	
		June	2014	Managing Officer of the Company	
		June	2016	Director, Managing Officer of the Company	13/13(100%)
		June	2017	Director, Senior Managing Officer of the Company	
		June	2019	Director, Corporate Officer of the Company	Number of years served as Director
June	2020	Executive Vice President of the Company (to the present)			
		(Areas of responsibility at the Company) Chief of Sales Headquarters Chief of Audit Division Adviser to Life Solution Business Headquarters			5 years (Upon the conclusion of this General Shareholders' Meeting)
Reason for nomination as candidate for Director					
Mr. Tomonobu Yamada holds experience working in the sales division of the Company and has been involved in corporate management as a Director of the Company from 2016. We therefore re-nominate him as a candidate to become a Director as we expect him to reflect his extensive experience and high-level insight on the Company's management.					

No.	Name (birth date)	Brief career summary, position and main areas of responsibility at the Company, and important concurrent duties			Number of the Company's shares owned
3	 Hiroshi Yasuda (October 5, 1959) Re-appointed	April	1982	Joined the Company	7,510 shares
		June	2012	Corporate Officer of the Company	Attendance at Board of Directors Meetings
		June	2016	Director, Managing Officer of the Company	
		June	2018	Director, Senior Managing Officer of the Company	13/13(100%)
		June	2019	Director, Corporate Officer of the Company (to the present)	
		(Areas of responsibility at the Company) Chief of Corporate Strategy Headquarters Chief of Production Headquarters Chief of Safety & Health Promotion Division Chief of Environment Division			Number of years served as Director
Reason for nomination as candidate for Director					5 years (Upon the conclusion of this General Shareholders' Meeting)
Mr. Hiroshi Yasuda holds experience working mainly on safety systems products in the production engineering division of the Company, served as a management member of an overseas subsidiary, and has been involved in corporate management as a Director of the Company from 2016. We therefore re-nominate him as a candidate to become a Director as we expect him to reflect his extensive experience and high-level insight on the Company's management.					


No.	Name (birth date)	Brief career summary, position and main areas of responsibility at the Company, and important concurrent duties		Number of the Company's shares owned	
4	 Masaki Oka (February 20, 1962) Re-appointed	April 1985	Joined Toyota Motor Corporation	10,231 shares	
		January 2014	General Manager of Affiliated Companies Finance Dept. of Toyota Motor Corporation	Attendance at Board of Directors Meetings	
		January 2015	Adviser of the Company		
		June 2015	Corporate Officer of the Company	13/13(100%)	
		June 2018	Director, Managing Officer of the Company		
		June 2019	Director, Corporate Officer of the Company (to the present)	Number of years served as Director	
		(Areas of responsibility at the Company) Deputy Chief of Corporate Strategy Headquarters			3 years (Upon the conclusion of this General Shareholders' Meeting)
Reason for nomination as candidate for Director					
Mr. Masaki Oka holds experience working in the finance & accounting area of Toyota Motor Corporation and the Company and has been involved in corporate management as a Director of the Company from 2018. We therefore re-nominate him as a candidate to become a Director as we expect him to reflect his extensive experience and high-level insight on the Company's management.					

No.	Name (birth date)	Brief career summary, position and main areas of responsibility at the Company, and important concurrent duties		Number of the Company's shares owned
5	 Takashi Ishikawa (February 7, 1961) Re-appointed	April 1985	Joined Toyota Motor Corporation	5,831 shares
		June 2008	General Manager of Upper Body Design Dept. No.2 of Toyota Motor Corporation	
		January 2013	Adviser of the Company	Attendance at Board of Directors Meetings
		June 2013	Corporate Officer of the Company	
		June 2016	Managing Officer of the Company	11/11(100%)
		June 2019	Corporate Officer of the Company	
June 2020	Director, Corporate Officer of the Company (to the present)	Number of years served as Director		
(Areas of responsibility at the Company) Chief of Research and Development Headquarters				
Reason for nomination as candidate for Director				
Mr. Takashi Ishikawa holds experience working in the technical development area of Toyota Motor Corporation and the Company and has been involved in corporate management as a Director of the Company from 2020. We therefore re-nominate him as a candidate to become a Director as we expect him to reflect his extensive experience and high-level insight on the Company's management.				

No.	Name (birth date)	Brief career summary, position and main areas of responsibility at the Company, and important concurrent duties			Number of the Company's shares owned
6	 Naoki Miyazaki (May 23, 1957) Re-appointed	April 1980	Joined Toyota Motor Co., Ltd.	19,819 shares	
		June 2008	Managing Officer of Toyota Motor Corporation	Attendance at Board of Directors Meetings	
		April 2013	Senior Managing Officer of Toyota Motor Corporation	13/13(100%)	
		April 2014	Adviser of the Company	Number of years served as a director	
		June 2014	Executive Vice President of the Company	7 years (Upon the conclusion of this General Shareholders' Meeting)	
		June 2015	President of the Company		
		June 2020	Chairman of the Company (to the present)		
		(Important concurrent duties) Vice Chairman of Toyota Boshoku Corporation (from June 2021) Outside Audit & Supervisory Board Member of Hino Motors, Ltd. (from June 2021)			
Reason for nomination as candidate for Director					
Mr. Naoki Miyazaki holds many years of experience in corporate management, having served as a Senior Managing Officer of Toyota Motor Corporation and also, since 2014, as an Executive Vice President, President and Chairman of the Company. We therefore re-nominate him as a candidate to become a Director as we expect him to reflect his extensive experience and high-level insight on the Company's management.					

No.	Name (birth date)	Brief career summary, position and main areas of responsibility at the Company, and important concurrent duties		Number of the Company's shares owned	
7	 Sojiro Tsuchiya (May 17, 1949) Re-appointed Outside Director Independent Director	April	1975	Joined Nippondenso Co., Ltd.	0 shares
		June	2002	Director of Denso Corporation	Attendance at Board of Directors Meetings
		June	2004	Managing Officer of Denso Corporation	
		June	2007	Senior Managing Director of Denso Corporation	13/13(100%)
		June	2011	Executive Vice President of Denso Corporation	
		June	2013	Adviser, Senior Technical Executive of Denso Corporation	Number of years served as Director
		June	2015	Director of the Company (to the present)	
		June	2015	Adviser of Denso Corporation (Retired in June 2016)	6 years (Upon the conclusion of this General Shareholders' Meeting)
Reason for nomination as candidate for Outside Director and expected roles					
The reason why we nominated Mr. Sojiro Tsuchiya as a candidate for Outside Director is that he holds experience working in the corporate management of Denso Corporation as a Director, as well as insight on overall manufacturing which he accumulated at corporations including Denso Corporation and other organizations for many years. We expect him to continue to supervise the management of the Company and offer advice based on his extensive experience and high-level insight.					

No.	Name (birth date)	Brief career summary, position and main areas of responsibility at the Company, and important concurrent duties		Number of the Company's shares owned	
8	 Kimio Yamaka (April 6, 1956) Re-appointed Outside Director Independent Director	April	1980	Joined Japan Development Bank	0 shares
		April	2007	Deputy Director-General of Development Bank of Japan	Attendance at Board of Directors Meetings
		July	2009	Director of the Energy Strategy Institute Co., Ltd. (to the present)	
		December	2012	General Advisor of Energy Policy for Yamagata Pref. (to the present)	13/13(100%)
		April	2014	Project Professor of Graduate School of Economics, Kyoto University (to the present)	Number of years served as Director
		June	2016	Director of the Company (to the present)	
		(Important concurrent duties) Director of the Energy Strategy Institute Co., Ltd. Project Professor of Graduate School of Economics, Kyoto University General Advisor of Energy Policy for Yamagata Pref.		5 years (Upon the conclusion of this General Shareholders' Meeting)	
Reason for nomination as candidate for Outside Director and expected roles					
The reason why we nominated Mr. Kimio Yamaka as a candidate for Outside Director is that he holds experience working in the fields of finance and project review mainly for government policy finance and in the field of environment and energy. We expect him to continue to supervise the management of the Company and offer advice based on his extensive experience and high-level insight.					

No.	Name (birth date)	Brief career summary, position and main areas of responsibility at the Company, and important concurrent duties		Number of the Company's shares owned
9	 Mayumi Matsumoto (March 10, 1963) Re-appointed Outside Director Independent Director	October 1987	News Anchor of TV Asahi Corporation	0 shares
		April 1993	News Anchor of NHK (Japan Broadcasting Corporation)	
		July 2003	News Reporter managed by HoriPro Inc. (resigned in April 2009)	Attendance at Board of Directors Meetings
		May 2008	Cooperative Researcher of Research Center for Advanced Science and Technology, the University of Tokyo	13/13(100%)
		May 2009	Project Researcher of Research Center for Advanced Science and Technology, the University of Tokyo	
		April 2011	Senior Fellow and Director of the International Environment and Economy Institute (IEEI) (to the present)	Number of years served as Director
		April 2013	Visiting Associate Professor of Special Division of Environment and Energy Science, Komaba Organization for Educational Excellence (KOMEX), the University of Tokyo (to the present)	2 years (Upon the conclusion of this General Shareholders' Meeting)
		July 2017	Director of Japan Council for Renewable Energy (JCIRE) (to the present)	
		June 2019	Director of the Company (to the present)	
		(Important concurrent duties) Visiting associate professor of KOMEX, the University of Tokyo Senior Fellow and Director of the International Environment and Economy Institute (IEEI) Director of Japan Council for Renewable Energy (JCIRE)		
Reason for nomination as candidate for Outside Director and expected roles				
The reason why we nominated Ms. Mayumi Matsumoto as a candidate for Outside Director is that she holds experience working as a news anchor and researcher in the broad fields of social issues, environment and energy. We expect her to continue to supervise the management of the Company and offer advice based on her extensive experience and high-level insight. While she has not been involved in corporate management other than having served as an outside director or outside audit & supervisory board member in the past, we believe that she would adequately fulfill her duties as an Outside Director for the reason set forth above.				


- Notes:
1. There are no special conflicts of interest between each of the candidates and the Company.
 2. Mr. Sojiro Tsuchiya, Mr. Kimio Yamaka and Ms. Mayumi Matsumoto are candidates for Outside Director. Upon the conclusion of this General Shareholders' Meeting, Mr. Sojiro Tsuchiya, Mr. Kimio Yamaka and Ms. Mayumi Matsumoto would serve as Outside Director of the Company for 6 years, 5 years and 2 years, respectively.
 3. As the Company has determined that Mr. Sojiro Tsuchiya, Mr. Kimio Yamaka and Ms. Mayumi Matsumoto fulfill the provisions of an Independent Director based on the stipulations of Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc., and are unlikely to have any conflicts of interests with general shareholders, the Company has registered them as Independent Directors. In addition, it has been 8 years since Mr. Sojiro Tsuchiya retired from his position as a business executive of Denso Corporation in June 2013. Although the Company has a transactional relationship with said company, the transactional amount is 0.1% or less of the Company's net sales. There are no attributes that are relevant to the eligibility of Mr. Kimio Yamaka and Ms. Mayumi Matsumoto as Independent Directors.
 4. The Company has entered into agreements limiting liability for damages provided for in Article 423, Paragraph 1 of the Companies Act with Mr. Sojiro Tsuchiya, Mr. Kimio Yamaka and Ms. Mayumi Matsumoto. The outline of the limited liability agreement is that they shall be held liable for damages up to the amount stipulated in Article 425, Paragraph 1 of the Companies Act.
 5. The Company has entered into a directors and officers liability insurance agreement, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, with an insurance company. The insurance agreement covers damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. All candidates will be included as the insured of the insurance agreement. The Company plans to renew the insurance agreement with the same content during their term of office.

Proposed Resolution 2: Election of 1 Audit & Supervisory Board Member

The term of office of Mr. Katsumi Tanabe as an Audit & Supervisory Board Member will expire upon the conclusion of this General Shareholders' Meeting. Accordingly, we hereby request that 1 Audit & Supervisory Board Member be elected.

This proposal resolution has been submitted to and reviewed by the Executive Appointment Committee and the Audit & Supervisory Board has given its prior consent to this proposed resolution.

The candidate for the position of the Audit & Supervisory Board Member is as below.

No.	Name (birth date)	Brief career summary, position at the Company, and important concurrent duties	Number of the Company's shares owned
1	 Yamato Suzuki (November 5, 1964) Newly Appointed	April 1987 Joined Toyota Motor Corporation January 2012 Group Manager of Product Law Dept., (Project General Manager), Legal Div. of Toyota Motor Corporaion January 2015 Project General Manager of Corporate Planning Division of the Company January 2016 Deputy General Manager of Legal Division of the Company and Project General Manager of Corporate Planning Division of the Company June 2016 General Manager of Legal Division of the Company (to the present)	2,000 shares
Reason for nomination as candidate for Audit & Supervisory Board Member			
Mr. Yamato Suzuki holds experience working in the legal and corporate governance area of Toyota Motor Corporation and the Company. We therefore nominate him as a candidate to become an Audit & Supervisory Board Member as we expect him to reflect his extensive experience and high-level insight on the audit of the Company.			

- Notes:
1. There are no special conflicts of interest between the candidate and the Company.
 2. The Company has entered into a directors and officers liability insurance agreement, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, with an insurance company. The insurance agreement covers damages that may arise when the insured assumes liability for the execution of his or her duties or receives a claim related to the pursuit of such liability. Candidate will be included as the insured of the insurance agreement. The Company plans to renew the insurance agreement with the same content during his term of office.

End