

This document is an unofficial translation of the Notice of the 157th Ordinary General Meeting of Shareholders and is provided for your convenience only, without any warranty as to its accuracy or as to the completeness of the information. The Japanese original version of the document is the sole official version.

Securities Code: 7971
June 3, 2021

To Shareholders

Motohiro Nagashima

President and Representative Director

TOLI Corporation

5-125, Higashi-Arioka, Itami-shi, Hyogo Prefecture, Japan

NOTICE OF THE 157th ORDINARY GENERAL MEETING OF SHAREHOLDERS

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

Notice is hereby given that the 157th Ordinary General Meeting of Shareholders of TOLI Corporation (hereinafter referred to as “the Company”) will be held as indicated below.

If you are unable to attend the Meeting, you are entitled to exercise your voting rights in writing or via the Internet. In this case, please study the attached “Reference Materials for the General Meeting of Shareholders,” indicate your preferences for each agenda item on the enclosed Voting Form, and return the Form by post to be received no later than 5:40 p.m. on June 22, 2021 (Tuesday) (Japan time). Alternatively, please visit the website for the exercise of voting rights designated by the Company (<https://evote.tr.mufg.jp/>) and enter your preferences for each agenda item by no later than the aforementioned deadline.

Regarding methods of exercising voting rights, please review the “Notice regarding the Exercise of Voting Rights” on page 2.

1. **Date & Time:** 10:00 a.m. on June 23, 2021 (Wednesday) (Japan time)
2. **Venue:** The Conference Room
TOLI Corporation Head Office
5-125, Higashi-Arioka, Itami-shi, Hyogo Prefecture, Japan
(Please refer to the venue’s access information on the last page.)
3. **Agenda:**
 - Items for Reporting:**
 - Item No. 1: Business Report and Consolidated Financial Statements for the 157th Business Term (from April 1, 2020 to March 31, 2021), as well as Audit Reports for Consolidated Financial Statements by the Accounting Auditor and Audit & Supervisory Board
 - Item No. 2: Financial Statements for the 157th Business Term (from April 1, 2020 to March 31, 2021)

Items for Resolution:

Proposal No.1: Appropriation of Earned Surplus

Proposal No.2: Election of Four Directors

Proposal No.3: Election of One Audit & Supervisory Board Member

4. Arrangements in Convening the Meeting

If you wish to exercise your voting rights by proxy, you can appoint one of the other shareholders of the Company who is entitled to vote and ask that person to attend the General Meeting of Shareholders as your proxy. In this case, please be advised that a document evidencing his/her appointment as proxy shall need to be submitted.

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- ◎ Shareholders attending the Meeting are requested to submit the enclosed Voting Form to the reception desk. Shareholders are also requested to bring this Notice with them to help conserve resources.
 - ◎ Attachment documents of this notice are included in the enclosed Business Report for the 157th Business Term.
 - ◎ The Notes to Consolidated Financial Statements and Notes to Financial Statements are provided on the Company’s website (<https://www.toli.co.jp>) pursuant to laws and regulations and the Company’s Articles of Incorporation. Therefore, they are not included in the Business Report for the 157th Business Term. The documents included in the Business Report for the 157th Business Term are a part of the documents audited by the Company’s Audit & Supervisory Board Members and Accounting Auditors when the Auditor’s Report was prepared.
 - ◎ In the event that any amendment is made to the Reference Materials for the General Meeting of Shareholders, Business Report, Financial Statements or Consolidated Financial Statements, the Company will disclose the amended matter on its website (<https://www.toli.co.jp>).

[Notice regarding the Exercise of Voting Rights]

Handling of voting rights exercised multiple times

1. When voting rights are exercised both by the Voting Form and via the Internet, the Internet vote shall be deemed effective.
2. When voting rights are exercised multiple times via the Internet, the most recent submission shall be deemed effective. Similarly, when voting rights are exercised multiple times by computer, smartphone, and mobile phone, the most recent submission shall be deemed effective.

Reference Materials for the General Meeting of Shareholders

Items for Resolution and Reference Materials

Proposal No.1: Appropriation of Earned Surplus

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

Based on this basic policy, the Company proposes to pay out a cash dividend of 8 yen per share, in consideration of business results for the current fiscal year and future business environment.

- (1) Type of dividend assets
Cash
- (2) Allocation of dividend to shareholders and total amount
8 yen per share of common stock Total amount of dividends: 489,497,072 yen
- (3) Effective date of distribution of dividend surplus
June 24, 2021

Proposal No.2: Election of Four Directors

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

Accordingly, to ensure management transparency and further enhance corporate governance, we would like to propose the election of four Directors including two Outside Directors by increasing the total number of Outside Directors by one.

The following are the candidates for Directors.

Candidate No.	Name (Date of Birth)	Brief Personal History, Position, Responsibility, and Representative Status in Other Companies	Number of the Company's Shares Held
1	Hirofumi Amano (June 11, 1960)	<p>April 1984 Joined the Company</p> <p>April 2005 General Manager, Planning Promotion Department</p> <p>April 2009 Division Manager, Marketing and Planning Division</p> <p>April 2011 General Manager, Research and Development Department</p> <p>April 2012 Executive Officer, General Manager, Research and Development Department</p> <p>June 2015 Director, General Manager, Research and Development Department</p> <p>April 2016 Director, Senior General Manager, Manufacturing Headquarters</p> <p>April 2018 Managing Director, Senior General Manager, Manufacturing Headquarters</p> <p>April 2021 Director and Senior Managing Executive Officer, Senior General Manager, Manufacturing Headquarters (present)</p>	13,400 shares
<p>(Reason for appointment as a candidate for Director)</p> <p>As Mr. Hirofumi Amano has served in important positions in the Planning and Development Department based on extensive work experience as an engineer and has broad knowledge in the technical area of the Company, and also has been well informed not only about his department but also about the entire business of the Company as a Director, the Company judges the candidate to continue to be capable of contributing to the Company's management. Accordingly, the Company proposes him as a candidate for Director.</p>			
2	Hiroyasu Tokushima (August 12, 1960)	<p>April 1983 Joined the Company</p> <p>April 2011 General Manager for Metropolitan Area</p> <p>April 2013 Executive Officer, Deputy Manager, Sales Headquarters</p> <p>April 2015 Executive Officer, Senior General Manager, Sales Headquarters</p> <p>June 2015 Director, Senior General Manager, Sales Headquarters</p> <p>April 2021 Director and Managing Executive Officer, Senior General Manager, Sales Headquarters (present)</p>	26,700 shares
<p>(Reason for appointment as a candidate for Director)</p> <p>As Mr. Hiroyasu Tokushima has served in important positions in the Sales Headquarters and has extensive work experience and actual performance across sales, and also has been well informed not only about his department but also about the entire business of the Company as a Director, the Company judges the candidate to continue to be capable of contributing to the Company's management. Accordingly, the Company proposes him as a candidate for Director.</p>			

Candidate No.	Name (Date of Birth)	Brief Personal History, Position, Responsibility, and Representative Status in Other Companies	Number of the Company's Shares Held
3	<div style="border: 1px solid black; padding: 2px; width: fit-content; margin-bottom: 2px;">Newly nominated</div> <div style="border: 1px solid black; padding: 2px; width: fit-content; margin-bottom: 2px;">Outside Director</div> <div style="border: 1px solid black; padding: 2px; width: fit-content; margin-bottom: 2px;">Independent Officer</div> <p style="text-align: center;">Chikako Sekine (December 16, 1953)</p>	<p>April 1972 Joined Shiseido Yamagata Sales Co., Ltd.</p> <p>April 2006 General Manager, Osaka Branch, Shiseido Sales Co., Ltd. (the current Shiseido Japan Co., Ltd.)</p> <p>April 2008 Seconded to Headquarters, d' icila Co., Ltd. General Manager, Japan Marketing Headquarters</p> <p>October 2009 General Manager, Beauty Consultation Planning Group, International Marketing Department, Shiseido Company, Limited</p> <p>April 2012 Corporate Officer, Shiseido Company, Limited</p> <p>April 2014 Corporate Executive Officer, Shiseido Company, Limited</p> <p>January 2016 Corporate Advisor, Shiseido Company, Limited</p> <p>February 2016 Outside Director, E-SUPPORTLINK, Ltd.</p> <p>February 2018 Representative Director, B-mind Co., Ltd. (present)</p> <p>June 2018 Outside Director, NIPPON VALQUA INDUSTRIES (the current VALQUA, LTD.) (present)</p> <p>May 2019 Outside Director, FamilyMart UNY Holdings Co., Ltd. (the current FamilyMart Co., Ltd.)</p> <p>August 2019 Outside Director, Takara Printing Co., Ltd. (the current TAKARA & COMPANY LTD.) (present)</p>	0 shares
<p>(Reason for appointment as a candidate for Outside Director, expected role, etc.) Ms. Chikako Sekine has served in important positions as an executive officer of a leading cosmetic company and also served as a representative director and outside director at other companies, and has extensive work experience and broad knowledge. Based on these factors, the Company judges the candidate to be capable of providing useful advice, etc. to the Company's management. Accordingly, the Company proposes her as a candidate for Outside Director.</p> <p>If her appointment proposal is approved, the Company expects her to contribute to the further enhancement of the Company's corporate value by providing accurate advice, etc. on the Company's entire business from a multifaceted point of view based on her rich professional career.</p>			
4	<div style="border: 1px solid black; padding: 2px; width: fit-content; margin-bottom: 2px;">Newly nominated</div> <div style="border: 1px solid black; padding: 2px; width: fit-content; margin-bottom: 2px;">Outside Director</div> <div style="border: 1px solid black; padding: 2px; width: fit-content; margin-bottom: 2px;">Independent Officer</div> <p style="text-align: center;">Hidenobu Fujii (November 29, 1955)</p>	<p>April 1979 Joined The Sanwa Bank, Limited</p> <p>June 2006 Executive Officer, The Bank of Tokyo-Mitsubishi UFJ, Ltd. (the current MUFG Bank, Ltd.)</p> <p>May 2009 Managing Executive Officer, The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p>June 2010 Member of the Board of Directors, Managing Executive Officer, The Bank of Tokyo-Mitsubishi UFJ, Ltd.</p> <p>June 2013 President, Mitsubishi UFJ Research and Consulting Co., Ltd.</p> <p>June 2017 Vice-Chairman, Hitachi Zosen Corporation (present)</p>	0 shares
<p>(Reason for appointment as a candidate for Outside Director, expected role, etc.) Mr. Hidenobu Fujii has served as a director of leading financial institutions, a think tank and listed company for many years and has extensive work experience and broad knowledge across corporate management. Based on these factors, the Company judges the candidate to be capable of providing useful advice, etc. to the Company's management. Accordingly, the Company proposes him as a candidate for Outside Director.</p> <p>If his appointment proposal is approved, the Company expects him to contribute to the further enhancement of the Company's corporate value by providing accurate advice, etc. on the Company's entire business from a point of view developed as an enterprise manager</p>			

- Notes:
1. There are no special interests between the Company and the candidates.
 2. Ms. Chikako Sekine and Mr. Hidenobu Fujii are candidates for Outside Director.
 3. If appointment proposals of Ms. Chikako Sekine and Mr. Hidenobu Fujii are approved, the Company plans to conclude an agreement with them in accordance with the Companies Act, Article 427, Paragraph 1, which limits Outside Directors' indemnity liability provided for in the Companies Act, Article 423, Paragraph 1 to the amount defined under laws and regulations.
 4. The Company has concluded a directors and officers liability insurance policy with an insurance company, and each candidate will be included as an insured person under this insurance policy if his/her appointment proposal is approved. In addition, the Company plans to renew the insurance policy under the same terms and conditions at the time of the next renewal. For details of the insurance policy, please see page 6 of the Business Report.
 5. If appointment proposals of Ms. Chikako Sekine and Mr. Hidenobu Fujii are approved, the Company plans to register them as independent officers under the provisions of the Tokyo Stock Exchange.
 6. Mr. Hidenobu Fujii has experience serving as an executive of MUFG Bank, Ltd., the Company's specified associated service provider, in the last ten years.

Proposal No.3: Election of One Audit & Supervisory Board Member

The term of one Audit & Supervisory Board Member will expire at the close of this General Meeting of Shareholders.

Accordingly, we would like to propose the election of one Audit & Supervisory Board Member.

The Audit & Supervisory Board has given its consent to approval.

The following is the candidate for Audit & Supervisory Board Member.

Name (Date of Birth)	Brief Personal History, Position, and Representative Status in Other Companies	Number of the Company's Shares Held
<div style="border: 1px solid black; padding: 2px; width: fit-content; margin-bottom: 5px;">Newly nominated</div> <p style="text-align: center;">Jun Suzuki (February 28, 1956)</p>	April 1980 Joined the Company	23,000 shares
	July 2001 General Manager, Information Technology Department	
	April 2007 General Manager, Accounting and Finance Department	
	April 2009 Executive Officer, Deputy Manager, Administration Headquarters	
	June 2011 Director, Deputy Manager, Administration Headquarters	
	April 2013 Director, Senior General Manager, Administration Headquarters	
	April 2015 Managing Director, Senior General Manager, Administration Headquarters	
	April 2018 Senior Managing Director, Senior General Manager, Administration Headquarters	
	April 2021 Director and Assistant to President (present) (Reason for appointment as a candidate for Audit & Supervisory Board Member) As Mr. Jun Suzuki has served in important positions in the Administration Headquarters, and also has been well informed about the entire business of the Group as a Director. He has an excellent personality and deep insights, so the Company judges the candidate to be appropriate to undertake the duties of Audit & Supervisory Board Member for overall management and proposes him as a candidate for Audit & Supervisory Board Member.	

- Notes: 1. There are no special interests between the Company and the candidate.
2. The Company has concluded a directors and officers liability insurance policy with an insurance company, and the candidate will be included as an insured person under this insurance policy if his appointment proposal is approved. In addition, the Company plans to renew the insurance policy under the same terms and conditions at the time of the next renewal. For details of the insurance policy, please see page 6 of the Business Report.