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(Securities code 9351)

June 7, 2024

Start date of measures for electronic provision: June 3, 2024

To Our Shareholders:

Masafumi Hara
Representative Director and President
TOYO WHARF & WAREHOUSE CO., LTD.
1-8-8 Harumi, Chuo-ku, Tokyo

**NOTICE OF
THE 113TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

We are pleased to announce the 113th Annual General Meeting of Shareholders of TOYO WHARF & WAREHOUSE CO., LTD. (the “Company”), which will be held as indicated below.

When convening this 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 as “Notice of the 113th Annual General Meeting of Shareholders” on the Company’s website. Please access either of the following websites by using the corresponding internet address shown below to review the information.

The Company’s website:

<https://www.toyofuto.co.jp/ir/event/meeting.html> (in Japanese)

Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/9351/teiji/> (in Japanese)

TSE website (Listed Company Search):

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

(Access the TSE website by using the internet address, enter and search for “TOYO WHARF & WAREHOUSE CO., LTD.” in “Issue name (company name)” or the Company’s securities code “9351” in “Code” and click “Search”, then click “Basic information” and select “Documents for public inspection/PR information” under “Filed information available for public inspection”, click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting]”, in order, and confirm contents).

If you do not attend the meeting on the day, you may exercise your voting rights via the internet or in writing (via postal mail). Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:00 p.m. on Tuesday, June 25, 2024 (JST).

- 1. Date and Time:** Wednesday, June 26, 2024, at 10:00 a.m. (JST)
(Reception desk opens at 9:30 a.m.)
- 2. Venue:** WEST Hall, 4th floor, TOC ARIAKE
3-5-7 Ariake, Koto-ku, Tokyo

3. Meeting Agenda:

Matters to be reported:

- 1. The Business Report, Consolidated Financial Statements for the Company’s 113th Fiscal Year (April 1, 2023 - March 31, 2024) and results of audits by the Financial Auditor and the Audit and Supervisory Committee regarding the Consolidated Financial Statements
- 2. Non-consolidated Financial Statements for the Company’s 113th Fiscal Year (April 1, 2023 - March 31, 2024)

Matters to be resolved:

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of Seven Directors Who Are Not Audit and Supervisory Committee Members

4. Matters Determined upon Convening the General Meeting of Shareholders (Instructions for Exercising Voting Rights)

- (1) When voting rights are exercised in writing (via postal mail), if there is no indication of approval or disapproval of the proposal in the voting rights exercise form, it will be treated as approval.
- (2) If voting rights are exercised both via the internet and in writing (via postal mail), the voting rights exercised via the internet shall be considered valid.
If voting rights are exercised multiple times via the internet, the voting rights last exercised shall be considered valid.

- When attending the meeting in person, please submit the voting form at the reception desk at the meeting venue.
- If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on each website.
- Among the items of electronic provision measures, in accordance with the provisions of laws and regulations and the Company’s Articles of Incorporation, the following items are not provided in the paper-based documents delivered to shareholders who have requested delivery of such documents.

Furthermore, the Audit and Supervisory Committee and the Financial Auditor shall audit the documents requiring auditing, including the following items.

- (i) “System to Ensure Appropriate Operations and the Operational Status of such System” in the Business Report
- (ii) “Consolidated Statement of Changes in Equity” and “Notes to the Consolidated Financial Statements” of the Consolidated Financial Statements
- (iii) “Non-consolidated Statement of Changes in Equity” and “Notes to the Non-consolidated Financial Statements” of the Non-consolidated Financial Statements

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

In accordance with our dividend policy, the Company proposes the appropriation of surplus as follows:

Year-end dividends

(i) Type of dividend property

To be paid in cash.

(ii) Allotment of dividend property and its aggregate amount

The Company proposes to pay a dividend of ¥30 per common share of the Company.

In this event, the total dividends will be ¥222,946,140.

This will bring the total annual dividend to ¥55 per share including the interim dividend of ¥25 per share.

(iii) Effective date of dividends of surplus

June 27, 2024

Proposal No. 2: Election of Seven Directors Who Are Not Audit and Supervisory Committee Members

At the conclusion of this Annual General Meeting of Shareholders, the terms of office of all eight Directors who are not Audit and Supervisory Committee Members will expire. Therefore, the Company proposes the election of seven Directors who are not Audit and Supervisory Committee Members.

As for this proposal, the review and examination processes and others in the voluntary Nomination and Remuneration Advisory Committee, which consists of a majority of outside independent Directors including Directors who are Audit and Supervisory Committee Members, were examined by the Audit and Supervisory Committee of the Company based on the policy of electing candidates for the role of Director, which resulted in finding that there were no matters requiring additional comments.

Candidates for the role of Director who is not an Audit and Supervisory Committee Member are as follows:

No.	Name	Current position and responsibilities in the Company	Attendance at Board of Directors meetings	Gender	
1	Masafumi Hara	Representative Director and President	14/14 (100%)	Male	
2	Shuichi Nishi	Senior Managing Director General Manager of Kawasaki Branch	14/14 (100%)	Male	
3	Kouji Suzuki	Managing Director General Manager of Safety & Quality Control Dept. and Responsible for General Affairs Dept., Accounting Dept., Information Management Dept., Operations Audit Dept. and Public Relations Dept.	14/14 (100%)	Male	
4	Shinji Mikami	Managing Director General Manager of Operations Dept., Supervisor of Kansai·Chukyou Area, and Responsible for Fruit & Vegetable Sales Dept., International Sales Dept., Corporate Planning Dept. and Digital Promotion Dept.	14/14 (100%)	Male	
5	Wataru Tominaga	Director Executive Officer, General Manager of Shibushi Branch, Supervisor of Kyushu Area, and Responsible for Container Business Promotion Dept.	10/10 (100%)	Male	
6	Tatsuyoshi Hori	<table border="1"><tr><td>Outside Independent</td></tr></table> Director	Outside Independent	10/10 (100%)	Male
Outside Independent					
7	Masamitsu Nambu	<table border="1"><tr><td>Outside Independent</td></tr></table> –	Outside Independent	–	Male
Outside Independent					

Note: As Wataru Tominaga and Tatsuyoshi Hori were newly appointed at the 112th Annual General Meeting of Shareholders held on June 28, 2023, their attendance status is provided for Board of Directors Meetings held after their appointments.

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
1	Masafumi Hara (November 12, 1959) Male Attendance at Board of Directors meetings: 14/14 (100%)	Apr. 1985	Joined the Company	28,100 shares
		Jun. 2009	Executive Officer and General Manager of Corporate Planning Dept.	
Jun. 2010	Director, Executive Officer, General Manager of Operations Dept., and in Charge of Sales Dept. and Corporate Planning Dept.			
Apr. 2013	Director, Managing Executive Officer, General Manager of Operations Dept., General Manager of Port Transport Dept., and in Charge of Sales Dept., Fruit & Vegetable Sales Dept. and International Sales Dept.			
Apr. 2014	Representative Director and President (current position)			
<p>[Reasons for nomination as candidate for the role of Director who is not an Audit and Supervisory Committee Member]</p> <p>Masafumi Hara, who currently serves as Representative Director and President, has abundant experience, achievements and insight as a corporate manager. Therefore, the Company nominates him as a candidate for the role of Director who is not an Audit and Supervisory Committee Member.</p>				
2	Shuichi Nishi (January 16, 1961) Male Attendance at Board of Directors meetings: 14/14 (100%)	Nov. 1986	Joined the Company	9,600 shares
		Jun. 2010	Executive Officer and General Manager of Shibushi Branch	
Apr. 2014	Executive Officer and General Manager of Kawasaki Branch			
Jun. 2014	Director, Executive Officer, and General Manager of Kawasaki Branch			
Apr. 2016	Director, Executive Officer, General Manager of Kawasaki Branch, and Responsible for and in Charge of Port Transport Dept.			
Apr. 2017	Director, Managing Executive Officer, General Manager of Kawasaki Branch, and General Manager of Port Transport Dept.			
Jun. 2021	Managing Director, General Manager of Kawasaki Branch, and General Manager of Port Transport Dept.			
Apr. 2022	Senior Managing Director, General Manager of Kawasaki Branch, and General Manager of Port Transport Dept.			
Apr. 2023	Senior Managing Director, General Manager of Kawasaki Branch, and Responsible for Port Transport Dept.			
Apr. 2024	Senior Managing Director and General Manager of Kawasaki Branch (current position)			
<p>[Reasons for nomination as candidate for the role of Director who is not an Audit and Supervisory Committee Member]</p> <p>Shuichi Nishi has abundant experience, achievements and insight in the business operations of the Company and in the logistics industry having served as General Manager of Shibushi Branch and General Manager of Kawasaki Branch. Therefore, the Company nominates him as a candidate for the role of Director who is not an Audit and Supervisory Committee Member.</p>				

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
3	<p>Kouji Suzuki (January 23, 1960)</p> <p>Male</p> <p>Attendance at Board of Directors meetings: 14/14 (100%)</p>	Apr. 1982	Joined the Company	7,300 shares
		Apr. 2013	Executive Officer and General Manager of Hakata Branch	
		Apr. 2015	Executive Officer, General Manager of Higashi-Ogishima Branch, and Supervisor of Warehouses and Transport in Keihin Area	
		Jun. 2016	Director, Executive Officer, General Manager of Higashi-Ogishima Branch, and Supervisor of Warehouses and Transport in Keihin Area	
		Apr. 2018	Director, Executive Officer, General Manager of Higashi-Ogishima Branch, Supervisor of Warehouses and Transport, and Responsible for Kashima Branch	
		Apr. 2019	Director, Executive Officer, General Manager of Higashi-Ogishima Branch, and Supervisor of Warehouses and Transport	
		Apr. 2023	Managing Director, General Manager of Higashi-Ogishima Branch, and Supervisor of Warehouses and Transport	
		Apr. 2024	Managing Director, General Manager of Safety & Quality Control Dept., and Responsible for General Affairs Dept., Accounting Dept., Information Management Dept., Operations Audit Dept. and Public Relations Dept. (current position)	
<p>[Reasons for nomination as candidate for the role of Director who is not an Audit and Supervisory Committee Member]</p> <p>Kouji Suzuki has abundant experience, achievements and insight in the business operations of the Company and in the logistics industry having served as General Manager of Hakata Branch and General Manager of Higashi-Ogishima Branch. Therefore, the Company nominates him as a candidate for the role of Director who is not an Audit and Supervisory Committee Member.</p>				
4	<p>Shinji Mikami (March 21, 1965)</p> <p>Male</p> <p>Attendance at Board of Directors meetings: 14/14 (100%)</p>	Apr. 1987	Joined the Company	6,800 shares
		Apr. 2014	Executive Officer, General Manager of Fruit & Vegetable Sales Dept., and General Manager of Fruit & Vegetable Dept. of Kawasaki Branch	
		Jan. 2015	Executive Officer, General Manager of Fruit & Vegetable Sales Dept., General Manager of Fruit & Vegetable Dept. of Kawasaki Branch, and General Manager of Oi Office	
		Apr. 2016	Executive Officer, General Manager of Fruit & Vegetable Sales Dept., and General Manager of Fruit & Vegetable Dept. of Kawasaki Branch	
		Jun. 2017	Director, Executive Officer, General Manager of Fruit & Vegetable Sales Dept., and General Manager of Fruit & Vegetable Dept. of Kawasaki Branch	
		Apr. 2018	Director, Executive Officer, General Manager of Operations Dept., and Responsible for Fruit & Vegetable Sales Dept., International Sales Dept. and Corporate Planning Dept.	
		Apr. 2023	Managing Director, General Manager of Operations Dept., Supervisor of Kansai·Chukyou Area, and Responsible for Fruit & Vegetable Sales Dept., International Sales Dept., Corporate Planning Dept. and Digital Promotion Dept. (current position)	
<p>[Reasons for nomination as candidate for the role of Director who is not an Audit and Supervisory Committee Member]</p> <p>Shinji Mikami has abundant experience, achievements and insight in the business operations of the Company and in the logistics industry through his many years of business execution in sales divisions. Therefore, the Company nominates him as a candidate for the role of Director who is not an Audit and Supervisory Committee Member.</p>				

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
5	Wataru Tominaga (December 13, 1967) [Male] Attendance at Board of Directors meetings: 10/10 (100%)	Apr. 1990	Joined the Company	4,700 shares
		Apr. 2020	Executive Officer and General Manager of Shibushi Branch	
Jun. 2023	Director, Executive Officer, General Manager of Shibushi Branch, and Supervisor of Kyushu Area			
Apr. 2024	Director, Executive Officer, General Manager of Shibushi Branch, Supervisor of Kyushu Area, and Responsible for Container Business Promotion Dept. (current position)			
[Reasons for nomination as candidate for the role of Director who is not an Audit and Supervisory Committee Member] Currently, Wataru Tominaga is General Manager of Shibushi Branch and has abundant experience, achievements and insight in the business operations of the Company and in the logistics industry. Therefore, the Company nominates him as a candidate for the role of Director who is not an Audit and Supervisory Committee Member.				
6	Tatsuyoshi Hori (April 20, 1975) [Male] [Outside] [Independent] Attendance at Board of Directors meetings: 10/10 (100%)	Sep. 2010	General Manager of Hori Patent Office	0 shares
		Nov. 2011	Director of TOKO SOKEN CO., LTD. (current position)	
		Jun. 2015	Joined TOKO ENGINEERING CONSULTANTS CO., LTD.	
		Jan. 2016	General Manager of Osaka Branch	
		May 2016	Executive Officer and General Manager of Osaka Branch	
		Apr. 2018	Executive Officer and General Manager of Kyusyu Branch	
		May 2020	Director of TOKO GEOTECH CO., LTD. (current position)	
		Nov. 2020	Director, Executive Officer, and General Manager of Kyusyu Branch of TOKO ENGINEERING CONSULTANTS CO., LTD.	
		Apr. 2021	Director, Executive Officer, and General Manager of Business Dept. of the Head Office	
		Oct. 2021	Director	
		Apr. 2022	Managing Director and General Manager of Overseeing Dept. (current position)	
		Dec. 2022	Representative Director and President of TOKO WAKAYAMA ENGINEERING CONSULTANTS CO., LTD. (current position)	
		Jun. 2023	Director of the Company (current position)	
[Reasons for nomination as candidate for the role of outside independent Director who is not an Audit and Supervisory Committee Member and overview for expected role as an outside independent Director] Tatsuyoshi Hori is Managing Director of TOKO ENGINEERING CONSULTANTS CO., LTD., a shareholder of the Company. In light of his abundant experience, achievements and insight as a corporate manager, the Company nominates him as a candidate for the role of outside independent Director who is not an Audit and Supervisory Committee Member in the expectation that he will supervise the Company's management.				

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
7	Masamitsu Nambu (January 5, 1963) Male Outside Independent Attendance at Board of Directors meetings: —	<p>Apr. 1985 Joined The Dai-ichi Mutual Life Insurance Company</p> <p>Apr. 2006 General Manager of Underwriting and Medical Dept.</p> <p>Apr. 2008 General Manager of Machida Branch</p> <p>Apr. 2010 General Manager of Machida Branch of The Dai-ichi Life Insurance Company, Limited</p> <p>Apr. 2011 General Manager of Retail Management Dept.</p> <p>Apr. 2012 Executive Officer and General Manager of Retail Management Dept.</p> <p>Apr. 2015 Managing Executive Officer</p> <p>Oct. 2016 Director and Managing Executive Officer</p> <p>Apr. 2020 Senior Managing Executive Officer of Dai-ichi Life Holdings, Inc.</p> <p>Apr. 2020 Representative Director and Senior Managing Executive Officer of The Dai-ichi Life Insurance Company, Limited</p> <p>Apr. 2023 Director and Senior Managing Executive Officer</p> <p>Apr. 2024 Advisor (current position)</p>	0 shares
<p>[Reasons for nomination as candidate for the role of outside independent Director who is not an Audit and Supervisory Committee Member and overview for expected role as an outside independent Director]</p> <p>Masamitsu Nambu has experience serving as Representative Director and Senior Managing Executive Officer of The Dai-ichi Life Insurance Company, Limited, a shareholder of the Company. In light of his abundant experience, achievements and insight as a corporate manager, the Company nominates him as a candidate for the role of outside independent Director who is not an Audit and Supervisory Committee Member in the expectation that he will supervise the Company's management.</p>			

Notes:

- There is no special interest between any of the candidates and the Company.
- Tatsuyoshi Hori and Masamitsu Nambu are candidates for the role of outside independent Director who is not an Audit and Supervisory Committee Member.
- Tatsuyoshi Hori is currently an outside independent Director of the Company, and at the conclusion of this meeting, his tenure will have been one year.
- The Company has entered into an agreement to limit the liability for damages with Tatsuyoshi Hori, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act. If the reelection of Tatsuyoshi Hori is approved, the Company plans to renew the aforementioned agreement with him. If the election of Masamitsu Nambu is approved, the Company plans to enter into similar liability insurance policy with the candidate. The outline of the agreement is as follows
 - If an outside independent Director is liable for any damages arising from their negligence to the Company, that liability shall be limited to the minimum liability amount stipulated by laws and regulations.
 - The above limitation of liability shall be applied only when the relevant outside independent Director acted in good faith and without gross negligence in performing the duties giving rise to liabilities.
- The Company has submitted notification to Tokyo Stock Exchange, Inc. that Tatsuyoshi Hori has been designated as an independent officer as provided for by the aforementioned exchange.
- Masamitsu Nambu satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc., and the Company plans to submit notification concerning his designation as an independent officer if his appointment is approved.
- The Company has entered into indemnity agreements with Masafumi Hara, Shuichi Nishi, Kouji Suzuki, Shinji Mikami, Wataru Tominaga, and Tatsuyoshi Hori as stipulated in Article 430-2, paragraph (1) of the Companies Act. Under said indemnity agreements, expenses as provided for by item (1) of paragraph (1) of the same article and losses as provided for by item (2) of the same paragraph shall be indemnified by the Company within the scope provided for by laws and regulations. If each candidate's reelection is approved, the aforementioned agreements with each candidate will be continued. In addition, if the appointment of Masamitsu Nambu is approved, similar indemnity agreement will be concluded.
- The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company and the insurance policy covers the legally mandated

amount of indemnification and litigation expenses that are absorbed by all Directors who are not Audit and Supervisory Committee Members and that are assumed by insureds. If each candidate is appointed to the role of Director who is not an Audit and Supervisory Committee Member, each candidate will be included as the insured under this insurance policy. For all of the insured persons, the Company bears all of the insurance premium. In addition, the Company plans to renew the insurance policy during their terms of office.

Reference

Standards of Independence for Outside Directors

In the election of candidates for the role of outside Director, the independence requirements established by Tokyo Stock Exchange shall be satisfied, and candidates for the role of outside Director of the Company shall, in principle, not fall under any of the items below.

- (1) An executing person of the Company or its subsidiary (hereinafter referred to as “the Group”)(*1)
 - (2) A major business partner(*2)
 - A person whose major business partner is the Group(*3) or an executing person of such a legal entity, etc.
 - A person who is a major business partner of the Group(*3) or an executing person of such a legal entity, etc.
 - An executing person of a financial or other institution that is essential to the Company’s financing and on whom the Company is dependent to the extent that there is no substitute.
 - (3) A professional(*2)
 - A consultant, accounting professional, or legal professional who has received a large amount of money or other properties from the Group, other than as compensation for being a Director
 - A person belonging to a law firm, accounting office, consulting company, or any other professional service provider that has received a large amount of money or other properties from the Group
 - (4) Donation
A person who receives a large donation, etc. from the Group or an executing person of the person
 - (5) Major shareholder(*4)
A person who is a major shareholder or an executing person of such a legal entity, etc.
 - (6) Immediate family members
An immediate family member (spouse or a relative within the second degree of kinship) of any of the persons listed below (excluding an insignificant person):
 - A person who falls under any of items (1) to (5) above
 - Director, Auditor, Executive Officer, or employee of the Group
- (*1) This means a person who has fallen under the item in the past ten business years.
- (*2) This means a person who has fallen under the item in the past one business year.
- (*3) This means a person whose business with the Group has a significant influence on the viability of the person’s company or the business of the Group.
- (*4) This means a person or legal entity which holds the Company’s shares with 10% or more of the total voting rights.

Reference

Nomination and Remuneration Advisory Committee

The Company has established a voluntary Nomination and Remuneration Advisory Committee, which consists of a majority of outside independent Directors, in order to strengthen fairness, transparency, and objectivity in procedures regarding nomination, remuneration, etc. of Directors, enhance the supervisory function of the Board of Directors, and further improve its corporate governance system.

In the fiscal year under review, the Nomination and Remuneration Committee was composed of four members, three outside independent Directors including Directors who are Audit and Supervisory Committee Members and the Representative Director, and chaired by an outside independent Director.

(1) Roles of the Nomination and Remuneration Advisory Committee

The Committee reviews the matters listed below or other matters about which the Board of Directors consults the Committee, and provides reports to the Board of Directors.

- Matters concerning the election and dismissal of Directors
- Matters concerning remuneration, etc. for Directors
- Other matters that are considered necessary by the Board of Directors

(2) Composition of the Nomination and Remuneration Advisory Committee

- The Committee shall consist of three or more Directors selected by the Board of Directors.
- The majority of the Committee shall consist of outside independent Directors.

Candidates for the role of Director who is not an Audit and Supervisory Committee Member are decided by the Board of Directors, based on the report by the voluntary Nomination and Remuneration Advisory Committee.

(Planned) Director Skill Matrix after This Annual General Meeting of Shareholders

	Name	Position in the Company	Nomina- tion and Remu- neration Advisory Committee	Corporate manage- ment	Compli- ance/Risk manage- ment/ Legal affairs	Sales/ Marketing	Interna- tionality	IT/Digi- tal/Tech- nology	ESG/Sus- tainability	Financial account- ing	Human resource/ Labor
1	Masafumi Hara	Representative Director and President	●	○	○	○	○		○		
2	Shuichi Nishi	Senior Managing Director		○	○	○	○		○		○
3	Kouji Suzuki	Managing Director		○	○	○	○	○	○	○	○
4	Shinji Mikami	Managing Director		○	○	○	○	○			○
5	Wataru Tominaga	Director, Executive Officer		○	○	○			○		○
6	Tatsuyoshi Hori	Outside Independent Director	● (Chair- man)	○	○	○		○			○
7	Masamitsu Nambu	Outside Independent Director	●	○		○					○
8	Tetsuo Yamaguchi	Director, Full-time Audit and Supervisory Committee Member		○	○	○	○				○
9	Hiroki Yamamoto	Outside Independent Director, Audit and Supervisory Committee Member	●		○	○				○	○
10	Hideyuki Tokita	Outside Independent Director, Audit and Supervisory Committee Member			○				○	○	
11	Naoko Sugimoto	Outside Independent Director, Audit and Supervisory Committee Member							○	○	

It does not represent all the skills and experiences possessed by each Director.