Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damage arising from the translation.

Stock Exchange Code: 5981
June 11, 2024
(Commencement date of measures for electronic provision of information: June 5, 2024)

To Shareholders with Voting Rights:

Hideyuki Harada
President
TOKYO ROPE MFG. CO., LTD.
2-37-28 Eitai, Koto-ku, Tokyo, Japan

NOTICE OF THE 225th ANNUAL GENERAL MEETING OF SHAREHOLDERS

We would like to express our appreciation for your continued support and patronage.

Please be informed that the 225th Annual General Meeting of Shareholders of TOKYO ROPE MFG. CO., LTD. (the "Company") will be held as described below.

In convening this General Meeting of Shareholders, measures for electronic provision of information are implemented, and matters subject to the measures for electronic provision are posted on the following websites on the Internet as "Notice of the 225th Annual General Meeting of Shareholders."

Company's website (https://www.tokyorope.co.jp/english/)

In addition to the above website, the information is posted on the following website on the Internet.

Tokyo Stock Exchange's website
(https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show)

Please access the above website, enter and search for the company name or the stock exchange code of the Company, select "Basic information" and "Documents for public inspection/PR information," in that order, and inspect the information.

In lieu of attending the meeting in person, you may exercise your voting rights in advance in writing or via the Internet, etc. Please review the Reference Documents for the General Meeting of Shareholders stated in the matters subject to the measures for electronic provision and exercise your voting rights by the deadline described below.

There will be no souvenirs for shareholders attending the meeting. Thank you for your understanding.

[Exercising Voting Rights by Mail (in writing)]

Please return the enclosed Voting Rights Exercise Form after indicating your consent/dissent for each proposal so that it is received by 5:00 p.m. on Wednesday, June 26, 2024, Japan time.

[Exercising Voting Rights via the Internet]

When exercising your voting rights via the Internet, please review the "Instructions for the Exercise of Voting Rights" on page 4 (the Japanese original), and exercise your voting rights by 5:00 p.m. on Wednesday, June 26, 2024, Japan time.

1. **Date and Time:** Thursday, June 27, 2024 at 10:00 a.m. Japan time (Doors open at 9:30 a.m.)
2. **Place:** 11F, Marunouchi Trust Tower N, 1-8-1 Marunouchi, Chiyoda-ku, Tokyo, Japan
TRUST CITY CONFERENCE Marunouchi Room 2 + 3 + 4
*** The venue is different from last year. Please refer to the "Map to the Venue of the General Meeting of Shareholders" at the end of this document for details.**

3. **Meeting Agenda:**

Matters to be reported:

(1) The Business Report, Consolidated Financial Statements for the Company's 225th Fiscal Year (April 1, 2023 - March 31, 2024) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements

(2) Non-consolidated Financial Statements for the Company's 225th Fiscal Year (April 1, 2023 - March 31, 2024)

Proposals to be resolved:

Proposal 1: Election of 10 Directors

Proposal 2: Election of 1 Corporate Auditor

Proposal 3: Election of 1 Substitute Corporate Auditor

4. **Other Matters Determined for Convocation of General Meeting of Shareholders:**

(1) If there is no indication of approval or disapproval or abstention for any of the proposals in the Voting Rights Exercise Form submitted by the shareholder, it will be deemed that the shareholder has indicated approval of the proposals, and we will record a statement to that effect on the Voting Rights Exercise Form.

(2) If you vote both via the Internet and by Voting Rights Exercise Forms, only your vote placed via the Internet will be valid. In addition, if you submit your vote multiple times via the Internet, only the last vote will be valid.

◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.

◎ Should the matters to be provided electronically require revisions, the revised versions will be posted on each website on which such matters have been posted.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Election of 10 Directors

The terms of office of all 10 Directors in office will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of 10 Directors is proposed.

Prior to the selection of the candidates, the Company received a report from the Nomination and Remuneration Committee, an advisory body to the Board of Directors, to the effect that each candidate meets the Company's basic policy on the nomination of candidates for Directors. The candidates for Directors are as follows:

No.	Name	Gender	Candidate Attributes			Current positions and responsibilities at the Company
1	Hideyuki Harada	Male	Reappointment			President, Representative Director and Executive Officer
2	Masaaki Terazono	Male	Reappointment			Director and Managing Executive Officer General Manager of Operational Headquarters; General Manager of Procurement and Logistics Department
3	Tadahiro Mori	Male	Reappointment			Director and Executive Officer Deputy General Manager of Operational Headquarters
4	Koji Kitan	Male	Reappointment			Director and Executive Officer Head of General Affairs Department in charge of Human Resources Department and Environmental Safety and Disaster Management Office
5	Yasushi Higuchi	Male	Reappointment	Outside	Independent	Director
6	Takeo Ueyama	Male	Reappointment	Outside	Independent	Director
7	Toshiaki Kuzuoka	Male	Reappointment	Outside	Independent	Director
8	Katsuya Natori	Male	Reappointment	Outside	Independent	Director
9	Mari Kano	Female	Reappointment	Outside	Independent	Director
10	Chizuko Yamamoto	Female	Reappointment	Outside	Independent	Director

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th colspan="2">Past experience, positions, responsibilities
and significant concurrent positions</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">1</td><td>Hideyuki Harada
(December 29, 1963)

Reappointment</td><td>April 1987
April 2009

April 2010
April 2015

April 2016

April 2020

May 2021
June 2021</td><td>Joined the Company
General Manager of Manufacturing Department, Tsuchiura Plant, Wire Rope Division; Chief of Rope Manufacturing Section
President of Tokyo Rope Vietnam Co., Ltd.
Executive Officer and Deputy General Manager of Wire Rope Division; General Manager of Production Headquarters; General Manager of Tsuchiura Plant of the Company
Executive Officer and General Manager of Wire Rope Division
President and Representative Director of NAGASAKI KIKI MFG. CO., LTD.
Advisor of the Company
President, Representative Director and Executive Officer (current position)</td><td>24,242</td></tr>
<tr><td colspan="4">[Reason for nomination]
Since joining the Company in 1987, Hideyuki Harada has been engaged not only in the wire rope business and industrial machine business, etc. but also in a wide range of manufacturing and development of the Group’s products as a technical staff member. In recent years, he has served in positions such as the local representative of a subsidiary in Vietnam and the representative director of a consolidated subsidiary. Based on these experiences, he has worked on the previous medium-term management plan “TRX135” with strong leadership since assuming his current position in June 2021, and contributed to the enhanced compliance, structural adjustment and the recovery of earnings base of the Group. He is currently leading the formulation of the new medium-term management plan “TCTRX,” which aims to lay the foundations for improving the Group's value over the medium to long term, based on the earnings base realized in TRX135. The Company has nominated him as a candidate for Director, expecting him to continue to lead the improvement of the Group's value.</td></tr>
<tr><td rowspan="2">2</td><td>Masaaki Terazono
(October 1, 1967)

Reappointment</td><td>April 1992
June 2011

April 2015

April 2016

June 2018

April 2020
May 2021
June 2021</td><td>Joined the Company
General Manager of Steel Wire Marketing Department, Wire Rope Division
General Manager of Sales Department and General Manager of Purchasing and Logistics Department, Steel Cord Division
General Manager of East Japan Marketing Department, General Manager of Administration Department, and Leader of Purchasing and Logistics Group, Wire Rope Division; General Manager of Sales Department, Steel Cord Division
General Manager of Wire Rope Marketing Department and Leader of Purchasing and Logistics Group, Administration Department (current Business Promotion Department), Wire Rope Division; General Manager of Sales Department, Steel Cord Division
Seconded to SINYO Co., Ltd. as Vice President and Director
Advisor of the Company
Director and Managing Executive Officer; General Manager of Operational Headquarters; General Manager of Procurement and Logistics Department (current position)</td><td>7,704</td></tr>
<tr><td colspan="4">[Reason for nomination]
Since joining the Company in 1992, Masaaki Terazono has been engaged in sales activities, mainly in the wire rope business as a sales staff, including in the group company. Since assuming his current position in June 2021, he has led the formulation and execution of sales strategies for the Company's major businesses in the execution of the previous medium-term management plan, “TRX135,” and contributed to the restoration of the Company's earnings base. Under the new medium-term management plan "TCTRX," it is essential that he continues to demonstrate leadership in executing strategies for the Company's main businesses. Therefore, the Company has nominated him as a candidate for Director again.</td></tr>
</table>

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th>Past experience, positions, responsibilities
and significant concurrent positions</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">3</td><td>Tadahiro Mori
(July 8, 1971)

Reappointment</td><td>April 1994 Joined the Company
April 2005 Manager of Fund Group, Accounting Department, Administration Headquarters
August 2009 Manager of Corporate Planning Group, Corporate Planning Office and Manager of Fund Group, Accounting Department, Corporate Management Headquarters
April 2013 Vice President of Tokyo Rope MFG. (Changzhou) Co., Ltd.
December 2015 General Manager of Administration Department, Wire Rope Division of the Company
April 2017 Head of Administration Department, Wire Rope Division
January 2020 General Manager of Corporate Planning Department
June 2021 Director and Executive Officer; Deputy General Manager of Operational Headquarters (current position)
May 2022 President and Representative Director of Tokyo Rope International Inc. (current position)
[Significant concurrent positions]
President and Representative Director of Tokyo Rope International Inc.</td><td>7,128</td></tr>
<tr><td colspan="3">[Reason for nomination]
Since joining the Company in April 1994, in addition to the finance division of the head office, Tadahiro Mori has been engaged in improving the operational capabilities of the business bases in Japan and overseas as an administration staff at major business bases. Since assuming the current position in June 2021, he has played a central role in the selection and concentration of businesses for restoring the earnings base in the implementation of the previous medium-term management plan "TRX135." He is also expected to lead structural reform under the new medium-term management plan "TCTRX." Therefore, the Company has nominated him as a candidate for Director again.</td></tr>
<tr><td rowspan="2">4</td><td>Koji Kitan
(December 3, 1971)

Reappointment</td><td>April 1995 Joined the Company
April 2005 Manager of General Affairs Group, General Affairs Department, Administration Headquarters
July 2012 General Manager of TCT Planning Office, TCT Promotion Headquarters
July 2015 General Manager of General Affairs Department
July 2019 Head of General Affairs Department
June 2021 Director and Executive Officer; Head of General Affairs Department in charge of Human Resources Department and Environmental Safety and Disaster Management Office (current position)</td><td>8,528</td></tr>
<tr><td colspan="3">[Reason for nomination]
Since joining the Company in 1995, Koji Kitan has been engaged in SR, legal affairs, internal controls and planning in the general affairs and new business planning divisions of the Head Office. Since assuming the current position in June 2021, he has played a central role in improving organizational capabilities as a foundation to reestablish earnings bases, such as rebuilding internal controls and enhancing compliance, in executing the previous medium-term management plan “TRX135.” In the new medium-term management plan "TCTRX," he is expected to play a central role in improving organizational capabilities and planning and executing the Company's brand strategies for improving corporate value. Therefore, the Company has nominated him as a candidate for Director again.</td></tr>
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<table>
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(Date of birth)</th><th colspan="2">Past experience, positions, responsibilities
and significant concurrent positions</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="3">5</td><td>Yasushi Higuchi
(February 14, 1952)

Reappointment
Outside
Independent</td><td>April 1976
April 2003
April 2008

April 2011
April 2012

April 2013

June 2013

April 2018
June 2020
June 2021
June 2023</td><td>Joined Kumagai Gumi Co., Ltd.
Representative Director and President of K&E Co., Ltd.
Executive Officer and Branch Manager of Tohoku Branch of Kumagai Gumi Co., Ltd.
Managing Executive Officer of Kumagai Gumi Co., Ltd.
Senior Managing Executive Officer of Kumagai Gumi Co., Ltd.
Executive Vice President and General Manager of Architectural Management Division; General Manager of Architectural Design Management Division, Architectural Management Division of Kumagai Gumi Co., Ltd.
President and Executive President of Kumagai Gumi Co., Ltd.
Chairperson of Kumagai Gumi Co., Ltd.
Advisor of Kumagai Gumi Co., Ltd.
Outside Director of the Company (current position)
Outside Director, Audit & Supervisory Committee Member, KONAMI GROUP CORPORATION (current position)</td><td>1,500</td></tr>
<tr><td colspan="2">[Significant concurrent positions]
Outside Director, Audit & Supervisory Committee Member, KONAMI GROUP CORPORATION</td><td></td></tr>
<tr><td colspan="4">[Reason for nomination as candidate for Outside Director and expected roles, etc.]
Since his appointment as Outside Director of the Company in June 2021, Yasushi Higuchi has been providing suggestions and advice on the Company's appropriate management, governance and organizational operation as a listed company, which contribute to the Company’s appropriate and smooth business operation, from the independent viewpoint from the Company based on his experience in senior management of the listed company, and has served as a member of nominating and compensation committee The Company expects him to supervise the Company's proper operation based on his experience in senior management while respecting the stakeholders' interests as an outside officer. Therefore, the Company has nominated him as a candidate for Director again.</td></tr>
<tr><td rowspan="3">6</td><td>Takeo Ueyama
(October 28, 1953)

Reappointment
Outside
Independent</td><td>April 1976
April 1994

April 2003

April 2005

April 2009

April 2012

April 2018
June 2018
June 2021</td><td>Joined Marubeni Corporation
Manager of Pittsburg Branch of Marubeni America Corporation
General Manager of Automotive Steel Products Dept., Iron & Steel Div.-I of Marubeni-Itochu Steel Inc.
General Manager of Iron & Steel Trade Dept.-II, Iron & Steel Div.-II of Marubeni-Itochu Steel Inc.
Executive Officer and General Manager of Iron & Steel Div.-III of Marubeni-Itochu Steel Inc.
Representative Director and President of SANYO SHOKAI LTD.
Director of SANYO SHOKAI LTD.
Advisor of SANYO SHOKAI LTD.
Outside Director of the Company (current position)</td><td>1,500</td></tr>
<tr><td colspan="4">[Reason for nomination as candidate for Outside Director and expected roles, etc.]
Since his appointment as Outside Director of the Company in June 2021, Takeo Ueyama has been providing suggestions and advice on the Company's appropriate management, governance and organizational operation as a listed company, which contribute to the Company's appropriate and smooth business operation, from the independent viewpoint from the Company, based on his knowledge on the Company's management environment accumulated in the steel products divisions of a general trading company and his experience in company management, and has served as a member of nominating and compensation committee. The Company expects him to supervise the Company's proper operation based on his knowledge on the Company’s industry and his experience in senior management while respecting the stakeholders' interests as an outside officer. Therefore, the Company has nominated him as a candidate for Director again.</td></tr>
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<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th colspan="2">Past experience, positions, responsibilities
and significant concurrent positions</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="3">7</td><td rowspan="2">Toshiaki Kuzuoka
(November 3, 1954)

Reappointment
Outside
Independent</td><td>April 1978
April 2001
April 2007
April 2011
October 2013

June 2018

April 2019

June 2021</td><td>Joined Hitachi, Ltd.
General Manager of Legal Division of Hitachi, Ltd.
Vice President and Executive Officer of Hitachi, Ltd.
Senior Vice President and Executive Officer of Hitachi, Ltd.
Executive Vice President, Senior Vice President and Executive Officer of Hitachi, Ltd.
Director of Japan Institute of Business Law (current position)
Adviser of Hitachi, Ltd.; Chairman of Hitachi Research Institute
Outside Director of the Company (current position)</td><td>3,000</td></tr>
<tr><td colspan="2">[Significant concurrent positions]
Director of Japan Institute of Business Law</td></tr>
<tr><td colspan="4">[Reason for nomination as candidate for Outside Director and expected roles, etc.]
Since his appointment as Outside Director of the Company in June 2021, Toshiaki Kuzuoka has been providing suggestions and advice on the Company's appropriate management, governance and organizational operation as a listed company, which contribute to the Company's appropriate and smooth business operation, from the independent viewpoint from the Company, based on his experience as an executive office of the listed company and his viewpoint as a corporate legal affairs expert, and has served as a member of nominating and compensation committee. The Company expects him to supervise the Company's proper operation based on his experience in corporate legal affairs and senior management of the listed company while respecting the stakeholders' interests as an outside officer. Therefore, the Company has nominated him as a candidate for Director again.</td></tr>
<tr><td rowspan="3">8</td><td rowspan="2">Katsuya Natori
(May 15, 1959)

Reappointment
Outside
Independent</td><td>April 1986
May 1990

March 2002

January 2004

February 2012
December 2015
April 2016

June 2020

June 2021
March 2023

June 2023

December 2023</td><td>Registered as Attorney
Earned Master of Laws (LL.M) in School of Law, Washington University
Executive Officer and General Manager of Legal Department, FAST RETAILING CO., LTD.
Director and Executive Officer in charge of Legal Affairs, Intellectual Property, and Compliance of IBM Japan, Ltd.
Established Natori Law Office (current ITN Law Office)
External Director of MORITEX Corporation
Supervisory Officer of Global One Real Estate Investment Corporation (current position)
Outside Audit & Supervisory Board Member of Recruit Holdings Co., Ltd. (current position)
Outside Corporate Auditor of Pasona Tquila Inc. (current circlace Inc.) (current position)
Outside Director of the Company (current position)
Outside Audit & Supervisory Board Member of Hino Motors, Ltd.
Outside Director of TOYO CONSTRUCTION CO., LTD. (current position)
Outside Auditor of bellFace Inc. (current position)</td><td>1,500</td></tr>
<tr><td colspan="2">[Significant concurrent positions]
Attorney of ITN Law Office; Supervisory Officer of Global One Real Estate Investment Corporation; Outside Audit & Supervisory Board Member of Recruit Holdings Co., Ltd.; Outside Corporate Auditor of circlace Inc.; Outside Director of TOYO CONSTRUCTION CO., LTD; and Outside Auditor of bellFace Inc. (unlisted)</td></tr>
<tr><td colspan="4">[Reason for nomination as candidate for Outside Director and expected roles, etc.]
Since his appointment as Outside Director of the Company in June 2021, Katsuya Natori has been providing suggestions and advice on the Company's appropriate and smooth business operation, mainly on compliance and management of overseas business risk, at the Board of Directors meetings, based on his specialized knowledge as an attorney and experience as an outside officer of many companies. The Company expects him to supervise the Company's proper operation from the viewpoint as a legal affairs expert while respecting the stakeholders' interests from the independent viewpoint from the Company as an outside officer. Therefore, the Company has nominated him as a candidate for Director again.</td></tr>
</table>

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th colspan="2">Past experience, positions, responsibilities
and significant concurrent positions</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="3">9</td><td>Mari Kano
(May 27, 1960)

Reappointment
Outside
Independent</td><td>April 1984

May 1989

September 2012

October 2014

February 2017
April 2019

October 2019

June 2020
June 2021
April 2022

June 2023</td><td>Joined The Mitsubishi Bank, Ltd. (current MUFG Bank, Ltd.)
Earned Master of Laws (LL.M) in UCLA School of Law in U.S.A.
General Manager of Milano Branch of MUFG Bank, Ltd. (retired in September 2014)
General Manager of Business Planning Department of Mitsubishi UFJ NICOS Co., Ltd.
Member of the Board of Directors, United Way Romania
Managing Director of Center for International Exchange of Showa Women’s University
Specially Appointed Professor of Center for General Education (current Center for University-wide Education) of Showa Women’s University (current position)
Outside Director of Okamura Corporation (current position)
Outside Director of the Company (current position)
Outside Director of Tokio Marine Asset Management Co., Ltd. (current position)
Councilor, Japan Textile Products Quality Technology (current position)</td><td>900</td></tr>
<tr><td colspan="2">[Significant concurrent positions]
Specially Appointed Professor of Center for University-wide Education of Showa Women’s University; Outside Director of Okamura Corporation; Outside Director of Tokio Marine Asset Management Co., Ltd. (unlisted); and Councilor of Japan Textile Products Quality Technology</td><td></td></tr>
<tr><td colspan="4">[Reason for nomination as candidate for Outside Director and expected roles, etc.]
Since her appointment as Outside Director of the Company in June 2021, Mari Kano has been providing suggestions and advice on the Company's organizational development, human resources development and SDGs, etc. at the Board of Directors meetings, which contribute to the Company's appropriate and smooth business operation, based on her extensive overseas business experience, including general manager position of overseas branch at a financial institution, and her broad knowledge on global human resources development, and has served as a member of nominating and compensation committee. The Company expects her to supervise the Company's proper operation from the viewpoint as an expert for managing the organization consisting of diverse human resources while respecting the stakeholders' interests from the independent viewpoint from the Company as an outside officer. Therefore, the Company has nominated her as a candidate for Director again.</td></tr>
<tr><td rowspan="3">10</td><td>Chizuko Yamamoto
(November 18, 1965)

Reappointment
Outside
Independent</td><td>October 1992

April 1996
July 2010
July 2019

September 2019

June 2020

August 2020
June 2021
June 2023</td><td>Joined Tohmatsu & Co. (current Deloitte Touche Tohmatsu LLC)
Registered as a certified public accountant
Partner of Deloitte Touche Tohmatsu LLC
Standing Executive of The Japanese Institute of Certified Public Accountants Tokyo Chapter
Member of the Committee on Regulations and Systems of The Japanese Institute of Certified Public Accountants
Director of Chizuko Yamamoto CPA Office (current position)
Outside Auditor of Ozu Corporation (current position)
Outside Director of the Company (current position)
Outside Audit & Supervisory Board Member of TDK Corporation (current position)</td><td>100</td></tr>
<tr><td colspan="2">[Significant concurrent positions]
Director of Chizuko Yamamoto CPA Office; Outside Auditor of Ozu Corporation; and Outside Audit & Supervisory Board Member of TDK Corporation</td><td></td></tr>
<tr><td colspan="4">[Reason for nomination as candidate for Outside Director and expected roles, etc.]
Since her appointment as Outside Director of the Company in June 2021, Chizuko Yamamoto has provided accurate suggestions and useful advice mainly on the Group’s business strategy and finance and accounting from the perspectives of practical operations at the Board of Directors meetings based on her extensive experience and specialized knowledge cultivated as a certified public accountant. The Company expects her to contribute to enhancing the rationality and transparency of the Company's management, as well as strengthening the supervisory function of the Board of Directors</td></tr>
</table>

	from the independent viewpoint from the Company as an outside officer. Therefore, the Company has nominated her as a candidate for Director again.

(Notes)

1 There are no special interests between the candidates and the Company.

2 Candidates for Directors, Yasushi Higuchi, Takeo Ueyama, Toshiaki Kuzuoka, Katsuya Natori, Mari Kano, and Chizuko Yamamoto are candidates for Outside Directors. The term of office of each candidate for Outside Director as the Company's Outside Director will be three years at the conclusion of this General Meeting of Shareholders. The Company has registered each candidate for Outside Director as an Independent Director with the Tokyo Stock Exchange.

3 Independence of candidates for Outside Directors as Outside Directors and liability limitation agreements with Outside Directors

1) Independence of candidates for Outside Directors
None of the candidates for Outside Directors falls under any of the items (a) through (f) of Article 74, Paragraph (4), Item (vii) of the Regulations for Enforcement of the Companies Act.

2) Improper business execution during terms of office of the candidates for Outside Directors in other companies where they assumed office as directors or corporate auditors during the past five years
Not applicable.

3) Liability limitation agreements with Outside Directors
For the Company to attract suitably capable personnel as Outside Directors, the Company provides in the Articles of Incorporation that the conclusion of agreements is allowed with Outside Directors to limit their liability for damages to the Company to a certain range. And such liability limitation agreements have been concluded with each of the candidates for Outside Directors. The maximum amount of liability pursuant to the agreements is the amount stipulated by laws and regulations. If the reelection of each candidate is approved, the Company plans to continue the agreements.

4 The Company has concluded an indemnity agreement stipulated in Article 430-2, Paragraph 1 of the Companies Act with each Director. The agreement stipulates that the Company shall indemnify each Director for the costs stipulated in Item (i) of the same Paragraph and the losses stipulated in Item (ii) of the same Paragraph to the extent stipulated by laws and regulations. If the reelection of each Director is approved, the Company intends to continue the indemnity agreement with each Director.

5 The Company has entered into a directors and officers liability insurance contract, the outline of which is as follows. The contract is scheduled to be renewed in September 2024. The candidates for Directors nominated in this Proposal will be insured if they are elected.

1) Ratio of premiums paid by the insured
The premiums are fully paid by the Company.

2) Outline of events insured against
The contract covers compensation for damages and dispute expenses incurred by the insured due to claims for damages arising out of the insured's acts (including omissions) in the course of his/her duties as a director or officer of the company; provided, however, that the Company has taken measures to ensure that the appropriateness of the execution of duties by directors and officers is not compromised by excluding compensation for criminal acts such as bribery and other illegal acts, as well as for losses incurred by directors and officers themselves who intentionally commit illegal acts.

[Reference 1] Skill Matrix of the Board of Directors

The main functions of the Board of Directors of the Company are to make decisions on matters stipulated by law and the Articles of Incorporation and important matters concerning the Company and its subsidiaries, and to supervise (monitor) the execution of business by Representative Director, and the composition of the Board of Directors is designed to ensure that these functions are fully exercised. In the composition of the Board of Directors, a skills matrix is formulated based on the Board of Directors' functions and management strategies and plans, and personnel with expertise in each area are assigned, taking into consideration the balance of the Board of Directors as a whole, including diversity and size. Reasons for selection of each skill matrix item, composition of the Board of Directors if Proposal 1 is approved, and areas to expect for each Director to make particular use of his/her experience and expertise are as follows:

1) Reasons for selection of each skill matrix item

Skills	Reasons for selection
Corporate management	The basic policies of the new medium-term management plan "TCTRX" are to "strengthen the allocation of management resources to focused growth area" and "strengthen the competitiveness of existing businesses." Accordingly, Directors are required to have corporate management experience, in particular, achievements in business portfolio transformation and management experience in different industries in order to execute such policies.
Marketing and Technology	In the new medium-term management plan "TCTRX," the three businesses of carbon fibers cables (CFCC), bridges cables and offshore wind power are priority businesses for development. In order to make these businesses the pillars for the future, we need Directors who are familiar not only with steel cables and steel cords, but also with industries, products and technologies related to the Group's business such as steel, construction and machinery, and also have knowledge of global markets.
Finance and Accounting/IR and SR	In the new medium-term management plan "TCTRX," it is required to improve the Company's corporate value to the appropriate level by balancing the enhancement of financial base and the efficiency of the shareholders' equity in addition to building the concept of cash allocation and finance and dividend policies based on the basic strategy "building the company attractive for all stakeholders." In order to realize this, it is necessary to have Directors with knowledge on finance and accounting and on the conversation and relationship building with shareholder and investors.
Risk and Governance	In the new medium-term management plan "TCTRX," it is necessary to maintain and improve the governance system that was strengthened during the previous medium-term management plan period; and Directors with solid knowledge and experience in the fields of corporate governance, risk management, and compliance are necessary.
Human resources development	As the new medium-term management plan "TCTRX" is positioned as the three-year period to solidify the foundation for future growth based on its long-term vision, it is indispensable to improve human capital. It is necessary to develop human resources strategies and improve working environment in order to enable each employee to improve and demonstrate his/her abilities to the maximum extent. As it is necessary to promote diversity and inclusion in order to sustainably develop the Company's business, it is required to have Directors with solid knowledge and experience in the field of human resources development.

2) Areas to expect for each Director

Name	Position	Skills and experience				
		Corporate management	Marketing / Technology	Finance and Accounting / IR and SR	Risk / Governance	Human resources development
Hideyuki Harada	President, Representative Director and Executive Officer	○	○		○	
Masaaki Terazono	Director and Managing Executive Officer		○			
Tadahiro Mori	Director and Executive Officer		○	○		
Koji Kitan	Director and Executive Officer			○	○	○
Yasushi Higuchi	Outside Director	○	○			○
Takeo Ueyama	Outside Director	○	○			○
Toshiaki Kuzuoka	Outside Director	○			○	
Katsuya Natori	Outside Director				○	
Mari Kano	Outside Director			○		○
Chizuko Yamamoto	Outside Director			○	○	

[Reference 2] Policy and Procedures for Nominating Candidates for Directors

I. Policy for nominating candidates for Directors

The basic policy of the Company is to appoint candidates for Directors so the overall balance is such that the Board of Directors as a whole can retain specialized knowledge of the Group's business as a whole and specialized knowledge including financial accounting so that the Board of Directors can fulfill the functions of managing and supervising the execution of business including the Group companies.

In addition to this basic policy, when nominating candidates for Outside Directors, the Company has established "Independence Criteria for Outside Officers of TOKYO ROPE MFG." as stated in item III. below to appoint highly independent Outside Directors. Furthermore, six candidates for Outside Directors in this proposal meet these criteria.

II. In accordance with the policy for nomination in item I., the Company, after selecting the candidates, prior to nomination by the Board of Directors, nominate by a resolution of the Board of Directors after consulting with the Nomination and Remuneration Committee, which consists of three current Outside Directors and two Internal Directors.

III. Independence Criteria for Outside Officers of TOKYO ROPE MFG.

Of the Outside Directors and Outside Corporate Auditors (hereinafter, "Outside Officers"), if all the conditions in the below item 1. Criteria for Independence are not met, the Company will nominate an Independent Outside Officer as a person who will not have a conflict of interest with general shareholders.

1. Criteria for Independence

(1) (1) An Executive Director, Executive Officer, employee, etc. (hereinafter, "business executor"), Corporate Auditor (excluding Outside Corporate Auditors) of the Company and its affiliated companies (hereinafter, "the Group"), or a person who was a business executor in the past

(2) (2) A person who is a Director who does not execute the business of the Company's affiliated companies, or a person who was said Director

(3) (3) A person whose main business partner (Note 1) is the Group, or a business executor thereof

(4) (4) A person who has received a large amount of donations (Note 2) from the Group, or a business executor thereof

(5) (5) A person who has a close relationship with the Company's Directors and executives, such as accepting the Group's business executors as Executive Directors or dispatching, etc., Directors to each other, or a business executor thereof

(6) (6) The Group's main business partner (Note 3), or a business executor thereof

(7) (7) Current major shareholders of the Company (shareholders who directly or indirectly hold a voting right ownership ratio of 10% or more), if the major shareholder is a corporation, director, corporate auditor, accounting advisor, corporate executive (shikko yaku), executive officer (shikko yakuin), manager, or other employee of said major shareholder, the parent company, or an important subsidiary

(8) (8) Major financial institutions, etc., (Note 4) that the Company raises funds from, or a business executor thereof

(9) (9) Accounting Auditor of the Group, in the case of a corporation, an employee, etc., involved in the management of said audit corporation, or a certified public accountant engaged in accounting audits of the Group

(10) (10) An attorney, accountant, tax accountant, or other consultant who receives a large amount of compensation (Note 5) from the Group

(11) (11) A person involved in the management of a law firm, audit corporation, or tax accountant corporation that receives a large amount of compensation from the Group

(12) (12) A person who falls under any of the above (2) to (11) in the past three years

(13) (13) A spouse or a relative within a second degree of kinship of a person who falls under (1) to (12) above

2. Exemptions

When the Company determines that a person who falls under any of the items of the preceding Article is suitable as an Independent Outside Officer of the Company in consideration of the personality, qualities, insight, etc., of said other party, said other party may be nominated as an Independent Outside Officer by disclosing the reasons for determining that said other party meets the requirements as an Independent Outside Officer.

(Note 1) Main business partner — A business partner whose annual payment to said business partner of the Group reaches 2% or more of the consolidated net sales of the said business partner.

(Note 2) Large amount of donations	A party whose annual payment to said other party of the Group is 10 million yen or more, or whose payment amount is 2% or more of the business income of said other party, whichever amount is greater is applicable.
(Note 3) Main business partner	A business partner whose annual amount of money received from said business partner of the Group reaches 2% or more of the consolidated net sales of the Group.
(Note 4) Major financial institutions, etc.	A financial institution, etc., that is indispensable for the Group's financing and on which the Group's financing is depended to the degree of irreplaceability.
(Note 5) Large amount of compensation	According to the large amount of donations, a party whose annual compensation is 10 million yen or more or said party receives 2% or more of the business income of said other party from the Group.

Proposal 2: Election of 1 Corporate Auditor

Corporate Auditor Toshio Hayashi will resign at the conclusion of this General Meeting of Shareholders. Accordingly, we propose the election of 1 Corporate Auditor. As Hisashi Horiuchi will be elected as a substitute for Toshio Hayashi, his term of office shall be up to the expiry of the term of office of the retiring Corporate Auditor in accordance with the Articles of Incorporation of the Company. The Board of Corporate Auditors has previously given its approval to this Proposal.

The candidate for Corporate Auditor is as follows:

Name (Date of birth)	Past experience, positions and significant concurrent positions		Number of shares of the Company held
Hisashi Horiuchi (April 2, 1962) New appointment	April 1987	Joined the Company	24,960
	June 2011	General Manager of Human Resources Department	
	July 2013	General Manager of Corporate Planning Department and Fund Department	
	April 2014	Executive Officer; General Manager of Corporate Planning Department and Fund Department	
	June 2014	Director and Executive Officer; General Manager of Corporate Planning Department, Fund Department and IT Planning Department	
	June 2019	Director and Managing Executive Officer; Head of Corporate Planning Department in charge of Accounting Department, Internal Audit Office and Environmental Safety and Disaster Management Office	
	June 2021	Director and Managing Executive Officer; Head of Corporate Planning Department in charge of Accounting Department and IT Planning Department President and Representative Director of Tokyo Rope International Inc.	
	May 2022	Director and Managing Executive Officer; Head of Corporate Planning Department in charge of Accounting Department and IT Planning Department (current position)	
[Reason for nomination] The Company expects that Hisashi Horiuchi will be able to supervise and audit the business execution of the management team in a fair and appropriate manner from a multilateral perspective based on his abundant experience and knowledge accumulated through his positions as General Managers of the Human Resources Department and Corporate Planning Department, etc. Therefore, the Company has nominated him as a candidate for Corporate Auditor			

(Notes)

1 There are no special interests between the candidate and the Company.

2 If the election of the candidate is approved, the Company intends to conclude an indemnity agreement stipulated in Article 430-2, Paragraph 1 of the Companies Act with him. The agreement stipulates that the Company shall indemnify him for the costs stipulated in Item (i) of the same Paragraph and the losses stipulated in Item (ii) of the same Paragraph to the extent stipulated by laws and regulations.

3 The Company has entered into a directors and officers liability insurance contract, the outline of which is as follows. The contract is scheduled to be renewed in September 2024. The candidate for Corporate Auditor nominated in this Proposal will be insured if he is elected.

1) Ratio of premiums paid by the insured
The premiums are fully paid by the Company.

2) Outline of events insured against
The contract covers compensation for damages and dispute expenses incurred by the insured due to claims for damages arising out of the insured's acts (including omissions) in the course of his/her duties as a director or officer of the company; provided, however, that the Company has taken measures to ensure that the appropriateness of the execution of duties by directors and officers is not compromised by excluding compensation for criminal acts such as bribery and other illegal acts, as well as for losses incurred by directors and officers themselves who intentionally commit illegal acts.

Proposal 3: Election of 1 Substitute Corporate Auditor

In order to prepare for cases where a vacancy results in a shortfall in the number of Corporate Auditors prescribed by laws and regulations, we propose the election of 1 Substitute Corporate Auditor in advance. The Board of Corporate Auditors has previously given its approval to this Proposal.

The candidate for Substitute Corporate Auditor is as follows:

Name (Date of birth)	Past experience and significant concurrent positions	Number of shares of the Company held
Norio Yasuda (November 15, 1970)	October 1999 Joined Showa & Ota, Co. (current Ernst & Young ShinNihon LLC) August 2006 Joined Ernst & Young Transaction Advisory Services Co., Ltd. March 2008 Joined Hiroshi Kawakita & Shin Tokunaga CPA Office November 2009 Established Norio Yasuda CPA Office as Director (current position) June 2015 Outside Corporate Auditor of WizBiz Inc. (current position) March 2018 Director of NIHONWASOU HOLDINGS, Inc. August 2019 Outside Corporate Auditor of AXIS CO., LTD. (currently AxisRoot Holdings, Inc.) (current position) October 2021 Outside Corporate Auditor of Fixpoint, Inc. (current position) April 2023 Outside Corporate Auditor of YUTORI NO KUKAN CORPORATION (current position)	0
	[Significant concurrent positions] Director of Norio Yasuda CPA Office; Outside Corporate Auditor of WizBiz Inc.; Outside Corporate Auditor of AxisRoot Holdings, Inc. (unlisted); Outside Corporate Auditor of Fixpoint, Inc. (unlisted); and Outside Corporate Auditor of YUTORI NO KUKAN CORPORATION (unlisted)	
[Reason for nomination] Norio Yasuda has long been engaged in corporate auditing services as a certified public accountant and has expert knowledge in accounting and finance and extensive experience as outside corporate auditor. The Company expects that he will be able to conduct appropriate audits from an independent standpoint, and therefore proposes to nominate him for the candidate for Substitute Outside Corporate Auditor.		

(Notes)

1 There are no special interests between the candidate and the Company.

2 Norio Yasuda is a candidate for Substitute Outside Corporate Auditor. He satisfies the independence criteria for outside officers stipulated by the Tokyo Stock Exchange and the Independence Criteria for Outside Officers of TOKYO ROPE MFG. described above. Therefore, the Company will register him as an Independent Auditor as set forth by the same Exchange, if he assumes office as Outside Corporate Auditor.

3 The appointment of a candidate may be revoked by a resolution of the Board of Directors, with the consent of the Board of Corporate Auditors, prior to his/her assumption of office.

4 Liability limitation agreements with Outside Corporate Auditors
For the Company to attract suitably capable personnel as Outside Corporate Auditors, the Company provides in the Articles of Incorporation that the conclusion of agreements is allowed with Outside Corporate Auditors to limit their liability for damages to the Company to a certain range. The candidate for Outside Corporate Auditor, Norio Yasuda, is scheduled to conclude such liability limitation agreement with the Company after assuming the office as the Company's Outside Corporate Auditor. The maximum amount of liability pursuant to the agreements is the amount stipulated by laws and regulations.

5 The indemnity agreement
After assuming the office as the Company's Outside Corporate Auditor, the candidate for Outside Corporate Auditor, Norio Yasuda, is scheduled to conclude an indemnity agreement stipulated in Article 430-2, Paragraph 1 of the Companies Act with the Company. The agreement stipulates that the Company shall indemnify him for the costs stipulated in Item (i) of the same Paragraph and the losses stipulated in Item (ii) of the same Paragraph to the extent stipulated by laws and regulations.

6 The Company has entered into a directors and officers liability insurance contract, the outline of which is as follows. The contract is scheduled to be renewed in September 2024. The candidate for Substitute Corporate Auditor nominated in this Proposal will be insured after assuming the office as Corporate Auditor.

1) Ratio of premiums paid by the insured
The premiums are fully paid by the Company.

2) Outline of events insured against
The contract covers compensation for damages and dispute expenses incurred by the insured due to claims for damages arising out of the insured's acts (including omissions) in the course of his/her duties as a director or officer of the company; provided, however, that the Company has taken measures to ensure that the appropriateness of the execution of duties by directors and officers is not compromised by excluding

compensation for criminal acts such as bribery and other illegal acts, as well as for losses incurred by directors and officers themselves who intentionally commit illegal acts.

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