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(Stock Exchange Code 6023)  
June 8, 2021

**To Shareholders with Voting Rights:**

Yoshinobu Hotta  
President  
Daihatsu Diesel Mfg. Co., Ltd.  
1-30 Oyodo Naka 1-chome, Kita-ku, Osaka

**NOTICE OF THE 61st ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We are pleased to inform you that the 61st Annual General Meeting of Shareholders of Daihatsu Diesel Mfg. Co., Ltd. (the "Company") will be held for the purposes as described below.

In lieu of attending the meeting in person, you can exercise your voting rights in writing. Please review the attached Reference Documents for the General Meeting of Shareholders, indicate your vote for or against the proposal on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:30 p.m. Japan time on Monday, June 28, 2021.

- 1. Date and Time:** Tuesday, June 29, 2021 at 10:00 a.m. Japan time
- 2. Place:** Conference room, 22F, Umeda Sky Building Tower West  
1-30 Oyodo Naka 1-chome, Kita-ku, Osaka
- 3. Meeting Agenda:**
  - Matters to be reported:**
    1. The Business Report, Consolidated Financial Statements for the Company's 61st Fiscal Year (April 1, 2020 - March 31, 2021) and results of audits by the Accounting Auditor and the Board of Statutory Auditors of the Consolidated Financial Statements
    2. Non-consolidated Financial Statements for the Company's 61st Fiscal Year (April 1, 2020 - March 31, 2021)
  - Proposals to be resolved:**
    - Proposal 1:** Distribution of Surplus
    - Proposal 2:** Election of Ten (10) Directors
    - Proposal 3:** Election of One (1) Statutory Auditor

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- ◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
  - ◎ Should the Reference Documents for the General Meeting of Shareholders, the Business Report, Consolidated Financial Statements, or Non-consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website (<http://www.dhtd.co.jp/>).

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Distribution of Surplus

The Company plans to distribute surplus for this year as follows, taking into consideration factors such as business performance for the year and the business environment while also paying attention to its internal reserves.

#### 1. Matters Related to the Year-end Dividend

(1) Matters related to the allocation of dividend property to shareholders and its total amount:

15 yen per common share

Total of 476,385,975 yen

(2) Date the distribution of surplus comes into effect:

June 30, 2021

#### 2. Matters Related to the Distribution of Surplus

(1) Surplus item increased and amount

General reserve 200,000,000 yen

(2) Surplus item decreased and amount

Retained earnings brought forward 200,000,000 yen

**Proposal 2:** Election of Ten (10) Directors

The terms of office of all Directors (10) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of ten (10) Directors.

The candidates for Director are as follows:

Candidate No.	Name	Current position and responsibility in the Company	Attendance at meetings of the Board of Directors
1	Reelection Shigeki Kinoshita	Representative Director Chairman	100% (14/14)
2	Reelection Yoshinobu Hotta	Representative Director President	100% (14/14)
3	Reelection Takashi Mizushina	Director and Managing Executive Officer General Manager, General Management Division In charge of Strategic Planning Department, ICT Promotion Department, and Audit Department	100% (14/14)
4	Reelection Shinichi Nanba	Director and Managing Executive Officer Plant Manager, Moriyama Business Office General Manager, Technical Management Division In charge of Quality Assurance Department, and Aluminum Wheel Department	100% (14/14)
5	Reelection Toshiki Sanaga	Director and Managing Executive Officer General Manager, Sales Management Division	100% (11/11)
6	New candidate Tomohiro Miyoshi	Managing Executive Officer General Manager, Production & Purchasing Management Division	-
7	Reelection Outside Director Independent Tamon Tsuda	Director	100% (14/14)
8	Reelection Outside Director Independent Kazuo Komatsu	Director	100% (14/14)
9	Reelection Outside Director Independent Hiroko Ameno	Director	91% (10/11)
10	New candidate Outside Director Noriyoshi Matsushita	Statutory Auditor	100% (14/14)

Reelection: Candidate for Director to be reelected

New candidate: Candidate for Director to be newly elected

Outside Director: Candidate for Outside Director

Independent: Independent director filed with the Tokyo Stock Exchange

No.	Name (Date of birth)	Positions or responsibilities in the Company	Past experience and significant concurrent positions	Number of shares of the Company held
1	Shigeki Kinoshita (October 28, 1954)	Chairman (Representative Director)	April 1977    Joined the Company June 2012    Director June 2013    Managing Director June 2014    Senior Managing Director June 2016    President June 2020    Chairman (current position)	52,200
2	Yoshinobu Hotta (January 30, 1966)	President (Representative Director)	April 1988    Joined the Company June 2017    Director June 2018    Director and Managing Executive Officer June 2019    Vice President June 2020    President (current position) (Significant concurrent positions) President and Representative Director, Daihatsu Diesel Umeda City Co., Ltd.	49,300
3	Takashi Mizushina (April 13, 1970)	Director and Managing Executive Officer [Responsibilities] General Manager, General Management Division In charge of Strategic Planning Department, ICT Promotion Department, and Audit Department	April 1994    Joined the Company June 2019    Director and Managing Executive Officer (current position) (Significant concurrent positions) President and Representative Director, DS Corporation	22,000
4	Shinichi Nanba (April 19, 1961)	Director and Managing Executive Officer [Responsibilities] Plant Manager, Moriyama Business Office General Manager, Technical Management Division In charge of Quality Assurance Department, and Aluminum Wheel Department	April 1984    Joined Daihatsu Motor Co., Ltd. January 2008    General Manager, Engine Department No. 22, Engine Division No. 2 January 2011    Project General Manager, BR/SP Department January 2018    Executive Chief Engineer, Engine Development Department No. 2, Engine Development Division January 2019    Executive Chief Engineer, Powertrain R&D Group, DNGA Business Unit June 2019    Director and Managing Executive Officer (current position)	21,500
5	Toshiki Sanaga (January 22, 1970)	Director and Managing Executive Officer [Responsibilities] General Manager, Sales Management Division	April 1993    Joined the Company June 2020    Director and Managing Executive Officer (current position)	14,300
6 *	Tomohiro Miyoshi (November 2, 1969)	Managing Executive Officer [Responsibilities] General Manager, Production & Purchasing Management Division	April 1996    Joined the Company March 2015    President, DAIHATSU DIESEL (EUROPE) LTD. March 2018    General Manager, Global Parts Department, CS Promotion Division, the Company March 2019    General Manager, Strategic Planning Department, General Management Division March 2021    General Manager, Production & Purchasing Management Division (current position)	3,000

No.	Name (Date of birth)	Positions or responsibilities in the Company	Past experience and significant concurrent positions	Number of shares of the Company held
7	Tamon Tsuda (December 19, 1952)	Director	<p>April 1975    Joined The Sumitomo Bank, Limited (currently Sumitomo Mitsui Banking Corporation)</p> <p>October 1981    Joined Arthur Andersen LLP</p> <p>March 1985    Registered as Certified Public Accountant</p> <p>November 2000    Representative Partner, Century Ota Showa &amp; Co. (currently Ernst &amp; Young ShinNihon LLC)</p> <p>July 2012    Representative, Tsuda Certified Public Accountant Office (current position)</p> <p>June 2014    Outside Director, Tatsuta Electric Wire &amp; Cable Co., Ltd. (current position)</p> <p>June 2014    Outside Audit &amp; Supervisory Board Member, Nitta Gelatin, Inc. (current position)</p> <p>June 2015    Outside Director, TECHNO ASSOCIE CO., LTD. (current position)</p> <p>June 2015    Outside Director, the Company (current position)</p> <p>(Significant concurrent positions) Representative, Tsuda Certified Public Accountant Office</p>	0
8	Kazuo Komatsu (November 29, 1949)	Director	<p>April 1975    Assistant Judge, Kobe District Court</p> <p>July 2007    Chief Judge, Nagasaki Family Court</p> <p>March 2009    Presiding Judge, Osaka High Court</p> <p>April 2015    Conciliation commissioner of civil affairs, Osaka District/Summary Court (current position)</p> <p>August 2015    Registered as Attorney-at-law Joined Kitahama Partners (current position)</p> <p>June 2016    Outside Director, the Company (current position)</p>	0
9	Hiroko Ameno (August 10, 1971)	Director	<p>April 2004    Full-time lecturer, Faculty of Commerce, Seinan Gakuin University</p> <p>April 2005    Assistant Professor, Faculty of Commerce, Seinan Gakuin University</p> <p>April 2007    Associate Professor, Faculty of Business and Commerce, Kansai University</p> <p>June 2011    Outside Director, SENKO Co., Ltd. (currently SENKO Group Holdings Co., Ltd.) (current position)</p> <p>April 2012    Professor, Faculty of Business and Commerce, Kansai University (current position)</p> <p>June 2020    Outside Director, the Company (current position)</p>	0
10 *	Noriyoshi Matsushita (April 21, 1956)	Statutory Auditor	<p>April 1979    Joined Daihatsu Motor Co., Ltd.</p> <p>June 2007    Executive Officer</p> <p>June 2009    Director and Vice President, AKASHI-KIKAI INDUSTRY Co., Ltd.</p> <p>June 2011    Director and President</p> <p>April 2016    Director and Senior Managing Executive Officer, Daihatsu Motor Co., Ltd.</p> <p>June 2016    Outside Statutory Auditor, the Company (current position)</p>	0

(Notes)

1. The \* symbol indicates new candidates for Director.
2. There are no special interest relationships between each candidate and the Company.
3. Mr. Tamon Tsuda, Mr. Kazuo Komatsu, Ms. Hiroko Ameno, and Mr. Noriyoshi Matsushita are candidates for Outside Director.  
Furthermore, Mr. Tamon Tsuda, Mr. Kazuo Komatsu, and Ms. Hiroko Ameno have been designated as independent directors as prescribed by the Tokyo Stock Exchange. If they are reelected as Outside Directors, they will remain independent directors.
4. The Company proposes the election of Mr. Tamon Tsuda as Outside Director as he will leverage his specialist knowledge and experience, etc. as a Certified Public Accountant in the management of the Company. We expect that, upon his election, Mr. Tsuda will contribute to enhancing the Company's supervisory function over its entire management, mainly from a financial point of view, by leveraging his expertise as a Certified Public Accountant.  
In addition, the Company has determined that he will be able to carry out his duties appropriately upon comprehensively considering the fact that Mr. Tsuda has participated in company management as an Outside Director and Outside Audit & Supervisory Board Member in other companies, the fact that he possesses a high level of insight regarding management from his specialist position as a Certified Public Accountant, and other factors.
5. The term of office of Mr. Tamon Tsuda as Outside Director of the Company will be six years at the conclusion of this Annual General Meeting of Shareholders.
6. The Company proposes the election of Mr. Kazuo Komatsu as Outside Director as he will leverage his specialist knowledge and experience, etc. as a judge and an attorney in the management of the Company. Upon his election, we expect that Mr. Komatsu will contribute to enhancing the Company's supervisory function over its entire management, mainly from a legal point of view, by leveraging his expertise as an attorney.  
In addition, the Company has determined that he will be able to carry out his duties appropriately upon comprehensively considering the fact that Mr. Komatsu possesses a high level of insight regarding corporate law from his specialist position as an attorney, and other factors.
7. The term of office of Mr. Kazuo Komatsu as Outside Director of the Company will be five years at the conclusion of this Annual General Meeting of Shareholders.
8. The Company proposes the election of Ms. Hiroko Ameno as Outside Director as she possesses a high level of insight and abundant experience in social and economic fields as a university professor, and will leverage them in the management of the Company. Considering that she has provided advices from a professional and diversified point of view at the meetings of the Company's Board of Directors and contributed to enhancing the Company's supervisory function over its entire management, we expect that, upon her election, Ms. Ameno will continue to contribute to enhancing the Company's supervisory function over its entire management, based mainly on her advanced knowledge and an academic standpoint.  
In addition, the Company has determined that she will be able to carry out her duties appropriately, after comprehensively considering that Ms. Ameno has participated in company management as an Outside Director in other companies, and that she has competence to perform her duties appropriately and has contributed to the Company's management significantly.
9. The term of office of Ms. Hiroko Ameno as Outside Director of the Company will be one year at the conclusion of this Annual General Meeting of Shareholders.
10. The Company proposes the election of Mr. Noriyoshi Matsushita as Outside Director as he will leverage his abundant experience, proven track record, and a broad range of knowledge as a corporate executive in the management of the Company. We expect that, upon his election, Mr. Matsushita will contribute to enhancing the Company's supervisory function over its entire management, by leveraging his experience as a Statutory Auditor of the Company, as well as his specialist knowledge and high level of insight derived from his long-standing commitment to corporate management.
11. Mr. Noriyoshi Matsushita currently serves as an Outside Statutory Auditor of the Company whose term of office will be five years at the conclusion of this Annual General Meeting of Shareholders.
12. Contents and overview of liability limitation agreement  
The Company has entered into agreements with Mr. Tamon Tsuda, Mr. Kazuo Komatsu, and Ms. Hiroko Ameno to limit their liability as defined in Article 423, Paragraph 1 of the Companies Act, in accordance with the stipulations of Article 427, Paragraph 1 of the said Act. The limit of liability based on the agreements is the minimum liability amount set forth in Article 425, Paragraph 1 of the said Act. If their reelection is approved, the Company intends to continue the same agreements. In addition, if Mr. Noriyoshi Matsushita is elected, the Company plans to enter into the same agreement with him to limit his liability.  
Outline of the liability limitation agreements is as follows:
  - If an Outside Director incurs any liability to the Company for damages by neglecting his/her duties, such Outside Director shall be liable for such damages up to the minimum liability amount as defined in Article 425, Paragraph 1 of the Companies Act.
  - The abovementioned liability limitation shall be applicable only if such Outside Director has acted in good faith and without gross negligence in performing his/her duties that have caused such liability.
13. Outline of directors and officers liability insurance contract  
The Company has entered into a directors and officers liability insurance contract as defined in Article 430-3, Paragraph 1 of the Companies Act with an insurance company to cover damages that may arise due to the insured

persons' assuming liability for their execution of duties, or receiving a claim for the pursuit of such liability. Certain exemptions, however, such as an exemption from coverage if such damages are caused by the intent or gross negligence of insured Directors, shall be provided.

The candidates for Director will be included as the insured persons under the insurance policy if they are elected. The Company bears the entire premium for all of the insured persons. The Company plans to renew the insurance policy under the same terms and conditions in effect at the time of next renewal.

**Proposal 3:** Election of one (1) Statutory Auditor

Mr. Noriyoshi Matsushita will retire as Statutory Auditor at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of one (1) Statutory Auditor to fill up the vacancy.

If the candidate is elected, his term of office shall be the same as the remaining term of office of Mr. Noriyoshi Matsushita, retiring Statutory Auditor, pursuant to the Company's Articles of Incorporation.

This proposal has been approved by the Board of Statutory Auditors.

The candidate for Statutory Auditor is as follows:

Name (Date of birth)	Past experience and significant concurrent positions	Number of shares of the Company held
Kunihiro Morimoto (July 5, 1965)	<p>April 1988    Joined Daihatsu Motor Co., Ltd.</p> <p>April 2017    Executive Officer, in charge of CS Group</p> <p>January 2019    Executive, General Manager, Overseas Business Group, Deputy General Manager, Customer Service Group</p> <p>January 2021    Executive, General Manager, Customer Service Group (current position)</p>	0

(Notes)

1. Mr. Kunihiro Morimoto is a new candidate for Outside Statutory Auditor.
2. There are no special interest relationships between the candidate and the Company.
3. The Company proposes the election of Mr. Kunihiro Morimoto as Outside Statutory Auditor as he can be expected to perform the Company's supervisory and checking function over its entire management by leveraging his experience derived from his background in various senior positions at Daihatsu Motor Co., Ltd.
4. Contents and overview of liability limitation agreement  
 If Mr. Kunihiro Morimoto is elected, pursuant to the stipulations of the Company's Articles of Incorporation, the Company plans to enter into a liability limitation agreement with him to limit his liability for damages as defined in Article 423, Paragraph 1 of the Companies Act, in accordance with the stipulations of Article 427, Paragraph 1 of the said Act; provided that the limit of liability based on the agreements is the minimum liability amount set forth in laws and regulations.  
 Outline of the liability limitation agreements is as follows:  
 - If an Outside Statutory Auditor incurs any liability to the Company for damages by neglecting his/her duties, such Outside Statutory Auditor shall be liable for such damages up to the minimum liability amount as defined in Article 425, Paragraph 1 of the Companies Act.  
 - The abovementioned liability limitation shall be applicable only if such Outside Statutory Auditor has acted in good faith and without gross negligence in performing his/her duties that have caused such liability.
5. Outline of directors and officers liability insurance contract  
 The Company has entered into a directors and officers liability insurance contract as defined in Article 430-3, Paragraph 1 of the Companies Act with an insurance company to cover damages that may arise due to insured persons' assuming liability for their execution of duties, or receiving a claim for the pursuit of such liability. Certain exemptions, however, such as an exemption from coverage if such damages are caused by the intent or gross negligence of insured Statutory Auditors, shall be provided.  
 Mr. Kunihiro Morimoto, a candidate, will be included as an insured person under the insurance policy upon his election. The Company bears the entire premium for all of the insured persons. The Company plans to renew the insurance policy under the same terms and conditions in effect at the time of the next renewal.

End