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(Stock Exchange Code 6023)
June 14, 2022

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 62nd 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 62nd 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 Tuesday, June 28, 2022.

- 1. Date and Time:** Wednesday, June 29, 2022 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 62nd Fiscal Year (April 1, 2021 - March 31, 2022) 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 62nd Fiscal Year (April 1, 2021 - March 31, 2022)

For the handling of the matters to be reported, please refer to the Holding of the 62nd Adjourned Annual General Meeting of Shareholders on page 2.

Proposals to be resolved:

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| Proposal 1: | Distribution of Surplus |
| Proposal 2: | Partial Amendments to the Articles of Incorporation |
| Proposal 3: | Election of Seven (7) Directors |
| Proposal 4: | Election of Three (3) Statutory Auditors |

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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 require revisions, the revised versions will be posted on the Company's website (<http://www.dhtd.co.jp/>).

Holding of the 62nd Adjourned Annual General Meeting of Shareholders

As described in the timely disclosure document dated June 2, 2022, Notice Regarding the Policy for the 62nd Adjourned Annual General Meeting of Shareholders, the Company is experiencing a delay in the consolidated accounting process due to auditing operations at its subsidiaries in China being disrupted mainly by public lockdown measures taken in the Shanghai area to counter the COVID-19 pandemic.

As a result, the Company is unable to provide shareholders with the Business Report, Consolidated Financial Statements, Non-consolidated Financial Statements, Audit Report by the Accounting Auditor, and Audit Report by the Board of Statutory Auditors for the Company's 62nd Fiscal Year, which should be attached to the Notice of the 62nd Annual General Meeting of Shareholders (the "General Meeting of Shareholders") to be held on June 29, 2022.

With regard to the matters to be reported, "1. The Business Report, Consolidated Financial Statements for the Company's 62nd Fiscal Year (April 1, 2021 - March 31, 2022) and results of audits by the Accounting Auditor and the Board of Statutory Auditors of the Consolidated Financial Statements" and "2. Non-consolidated Financial Statements for the Company's 62nd Fiscal Year (April 1, 2021 - March 31, 2022)," which should be attached to the Notice of the General Meeting, the Company plans to separately hold an adjourned meeting of the General Meeting of Shareholders (the "Adjourned Meeting") to report the financial results for the Company's 62nd Fiscal Year. In addition, the Company intends to propose at the General Meeting of Shareholders that the date, time, and venue for the Adjourned Meeting be left to the discretion of the Chairperson (the "Proposal").

If the Proposal is approved by the General Meeting of Shareholders, the Company will hold the Adjourned Meeting, and shareholders will receive a separate notice thereof.

As regards the documents pertaining to the Company's 62nd Fiscal Year that should have been provided together with this Notice, they will be delivered as attachments to the notice of the Adjourned Meeting.

As the Adjourned Meeting is a part of the General Meeting of Shareholders, the shareholders who can attend the Adjourned Meeting are those who are entitled to exercise their voting rights at the General Meeting of Shareholders.

We sincerely apologize for the inconvenience and concern this may cause.

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 476,349,975 yen

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

June 30, 2022

2. Matters Related to the Distribution of Surplus

(1) Surplus item increased and amount

General reserve 1,500,000,000 yen

(2) Surplus item decreased and amount

Retained earnings brought forward 1,500,000,000 yen

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reasons for amendments

The amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will be enforced on September 1, 2022. Accordingly, in order to prepare for the introduction of the system for electronic provision of materials for general meetings of shareholders, the Articles of Incorporation of the Company shall be amended as follows.

- (1) The proposed Article 14, Paragraph 1 provides that information contained in the reference documents for the general meeting of shareholders, etc. shall be provided electronically.
- (2) The purpose of the proposed Article 14, Paragraph 2 is to establish a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it.
- (3) The provisions related to the internet disclosure and deemed provision of the reference documents for the general meeting of shareholders, etc. (Article 14 of the current Articles of Incorporation) will become unnecessary and will therefore be deleted.
- (4) In line with the above establishment and deletion of the provisions, supplementary provisions related to the effective date, etc. shall be established. The said supplementary provisions shall be deleted when the prescribed period expires.

2. Details of amendments

Details of the amendments are as follows.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p data-bbox="167 313 786 436">Chapter 3 General Meeting of Shareholders (<u>Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.</u>)</p> <p data-bbox="167 448 786 828"><u>Article 14 The Company may, when convening a general meeting of shareholders, deem that it has provided information to shareholders pertaining to matters to be described or indicated in the reference documents for the general meeting of shareholders, business report, non-consolidated financial statements, and consolidated financial statements, by disclosing such information through the internet in accordance with the provisions provided in the Ordinance of the Ministry of Justice.</u></p> <p data-bbox="351 1052 598 1086"><Newly established></p> <p data-bbox="351 1691 598 1724"><Newly established></p>	<p data-bbox="861 313 1364 347">Chapter 3 General Meeting of Shareholders</p> <p data-bbox="1045 616 1181 649"><Deleted></p> <p data-bbox="805 828 1276 862">(Measures for Electronic Provision, Etc.)</p> <p data-bbox="805 862 1425 1019"><u>Article 14 The Company shall, when convening a general meeting of shareholders, provide information contained in the reference documents for the general meeting of shareholders, etc. electronically.</u></p> <p data-bbox="829 1019 1425 1243">2. <u>Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.</u></p> <p data-bbox="805 1276 1125 1310">(Supplementary Provisions)</p> <p data-bbox="798 1310 1425 1568">1. <u>The amendment to Article 14 of the Articles of Incorporation shall come into effect on September 1, 2022, which is the date of enforcement of the amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019).</u></p> <p data-bbox="798 1579 1425 1836">2. <u>Notwithstanding the provisions of the preceding paragraph, Article 14 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the Articles of Incorporation shall remain in force with respect to a general meeting of shareholders to be held on or before the last day of February 2023.</u></p> <p data-bbox="798 1848 1425 2004">3. <u>These supplementary provisions shall be deleted on March 1, 2023, or after the lapse of three months from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.</u></p>

Proposal 3: Election of Seven (7) Directors

All of the current Directors (10) will retire at the expiration of their terms of office upon the adjournment of this General Meeting of Shareholders, or at the close of discussions on June 29, 2022. Accordingly, the Company proposes the election of seven (7) Directors, reducing the number of Directors by three (3) to speed up decision-making.

The candidates for Director, who will assume their respective offices upon the adjournment of this General Meeting of Shareholders, or at the close of discussions on June 29, 2022, 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, Tokyo Office In charge of General Management Division, Strategic Planning Department, ICT Promotion Department, and Audit Department	93% (13/14)
4	Reelection Toshiki Sanaga	Director and Managing Executive Officer In charge of Sales Management Division and License Promotion Department	100% (14/14)
5	Reelection Outside Director Independent Tamon Tsuda	Director	100% (14/14)
6	Reelection Outside Director Independent Kazuo Komatsu	Director	100% (14/14)
7	Reelection Outside Director Independent Hiroko Ameno	Director	93% (13/14)

Reelection: Candidate for Director to be reelected

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) Reelection	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) (Significant concurrent position) Chairman, Japan Ship Machinery and Equipment Association (JSMEA), a general incorporated association	70,300
			[Reasons for nomination as a candidate for Director] The Company proposes the reelection of Mr. Shigeki Kinoshita in light of his extensive experience and knowledge spanning across the Group's business including in the fields of technology, research and development, his current service as the Chairman and Representative Director in managing the Group, as well as his high level of insight based on broad experience and achievements in driving the entire Group with his excellent leadership.	
2	Yoshinobu Hotta (January 30, 1966) Reelection	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 position) President and Representative Director, Daihatsu Diesel Umeda City Co., Ltd.	73,500
			[Reasons for nomination as a candidate for Director] The Company proposes the reelection of Mr. Yoshinobu Hotta in light of his abundant experience and knowledge of the Company's business including in the fields of manufacturing and quality control, as well as his high level of insight based on abundant experience and achievements having exercised excellent leadership and execution ability as the President and Representative Director of the Company in the Group's management, including in spurring business growth and strengthening its management base and governance.	
3	Takashi Mizushina (April 13, 1970) Reelection	Director and Managing Executive Officer [Responsibilities] General Manager, Tokyo Office In charge of General Management Division, Strategic Planning Department, ICT Promotion Department, and Audit Department	April 1994 Joined the Company June 2019 Director and Managing Executive Officer (current position)	31,600
			[Reasons for nomination as a candidate for Director] The Company proposes the reelection of Mr. Takashi Mizushina in light of his abundant experience and knowledge of the Company's business including in administrative sections, as well as his high level of insight based on abundant experience and achievements as a Director of the Company, including in bringing different viewpoints into building Group-wide governance structure and strengthening the functions of each division and department.	

No.	Name (Date of birth)	Positions or responsibilities in the Company	Past experience and significant concurrent positions	Number of shares of the Company held
4	Toshiki Sanaga (January 22, 1970) Reelection	Director and Managing Executive Officer [Responsibilities] In charge of Sales Management Division and License Promotion Department	April 1993 Joined the Company June 2020 Director and Managing Executive Officer (current position)	23,900
<p>[Reasons for nomination as a candidate for Director]</p> <p>The Company proposes the reelection of Mr. Toshiki Sanaga in light of his abundant experience and knowledge of the Company's business including in sales sections, as well as his high level of insight based on abundant experience and achievements as a Director of the Company in showing excellent leadership to contribute to the diverse expansion of our business and bringing his abundant management experience into play to increase the scale and breadth of our mainstay business.</p>				
5	Tamon Tsuda (December 19, 1952) Reelection Outside Independent	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 & Co. (currently Ernst & Young ShinNihon LLC)</p> <p>July 2012 Representative, Tsuda Certified Public Accountant Office (current position)</p> <p>June 2014 Outside Audit & 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 position) Representative, Tsuda Certified Public Accountant Office</p>	0
<p>[Reasons for nomination as a candidate for Outside Director and overview of expected roles]</p> <p>The Company proposes the reelection 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.</p>				

No.	Name (Date of birth)	Positions or responsibilities in the Company	Past experience and significant concurrent positions	Number of shares of the Company held
6	Kazuo Komatsu (November 29, 1949) Reelection Outside Independent	Director	April 1975 Assistant Judge, Kobe District Court July 2007 Chief Judge, Nagasaki Family Court March 2009 Presiding Judge, Osaka High Court April 2015 Conciliation commissioner of civil affairs, Osaka District/Summary Court (current position) August 2015 Registered as Attorney-at-law Joined Kitahama Partners (current position) June 2016 Outside Director, the Company (current position)	0
[Reasons for nomination as a candidate for Outside Director and overview of expected roles] The Company proposes the reelection 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	Hiroko Ameno (August 10, 1971) Reelection Outside Independent	Director	April 2004 Full-time lecturer, Faculty of Commerce, Seinan Gakuin University April 2005 Assistant Professor, Faculty of Commerce, Seinan Gakuin University April 2007 Associate Professor, Faculty of Business and Commerce, Kansai University June 2011 Outside Director, SENKO Co., Ltd. (currently SENKO Group Holdings Co., Ltd.) (current position) April 2012 Professor, Faculty of Business and Commerce, Kansai University (current position) June 2020 Outside Director, the Company (current position) December 2020 Board of Education Member, Suita City Board of Education (current position)	0
[Reasons for nomination as a candidate for Outside Director and overview of expected roles] The Company proposes the reelection 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. 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.				

(Notes)

1. There are no special interest relationships between each candidate and the Company.
2. Mr. Tamon Tsuda, Mr. Kazuo Komatsu, and Ms. Hiroko Ameno 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.
3. The term of office of Mr. Tamon Tsuda as Outside Director of the Company will be seven years at the conclusion of this Annual General Meeting of Shareholders.
4. Mr. Tamon Tsuda is scheduled to retire from the office of Outside Audit & Supervisory Board Member of Nitta Gelatin, Inc., effective June 28, 2022.
5. The term of office of Mr. Kazuo Komatsu as Outside Director of the Company will be six years at the conclusion of this Annual General Meeting of Shareholders.
6. The term of office of Ms. Hiroko Ameno as Outside Director of the Company will be two years at the conclusion of this Annual General Meeting of Shareholders.
7. 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.

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.

8. 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 4: Election of Three (3) Statutory Auditors

Mr. Atsumi Masada, Mr. Norihide Bessyo, and Mr. Kunihiro Morimoto will retire at the expiration of their terms of office as Statutory Auditor upon the adjournment of this General Meeting of Shareholders, or at the close of discussions on June 29, 2022. Accordingly, the Company proposes the election of three (3) Statutory Auditors.

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

The candidates for Statutory Auditor, who will assume their respective offices upon the adjournment of this General Meeting of Shareholders, or at the close of discussions on June 29, 2022, are as follows:

No.	Name (Date of birth)	Positions in the Company	Past experience and significant concurrent positions		Number of shares of the Company held
1	Atsumi Masada (April 1, 1963) Reelection	Statutory Auditor	April 1985 July 2006 June 2018	Joined Taiyo Kobe Bank (current Sumitomo Mitsui Banking Corporation) Joined the Company Statutory Auditor (current position)	7,000
[Reasons for nomination as a candidate for Statutory Auditor] The Company proposes the reelection of Mr. Atsumi Masada as Statutory Auditor as we have determined that he would be able to appropriately carry out his duties as a Statutory Auditor, in light of his abundant experience and broad insight derived from his career with a financial institution and his contribution to enhancing the Group's auditing system in his current capacity as a Statutory Auditor.					
2	Norihide Bessyo (July 20, 1958) Reelection Outside	Statutory Auditor	April 1981 April 2014 June 2015 June 2017 June 2017	Joined Daihatsu Motor Co., Ltd. Executive Officer Senior Executive Officer Full-time Corporate Auditor (current position) Statutory Auditor, the Company (current position)	0
[Reasons for nomination as a candidate for Outside Statutory Auditor] The Company proposes the reelection of Mr. Norihide Bessyo as Outside Statutory Auditor, as he possesses broad insight and abundant experience derived from his background as a Corporate Auditor of Daihatsu Motor Co., Ltd., and he has been appropriately and sufficiently performing his duties in his current capacity as an Outside Statutory Auditor of the Company, including the supervisory and checking function over the business execution of Directors.					
3	Kunihiro Morimoto (July 5, 1965) Reelection Outside	Statutory Auditor	April 1988 April 2017 January 2019 January 2021 June 2021 January 2022	Joined Daihatsu Motor Co., Ltd. Executive Officer, in charge of CS Group Executive, General Manager, Overseas Business Group, Deputy General Manager, Customer Service Group Executive, General Manager, Customer Service Group Statutory Auditor, the Company (current position) Executive, Executive Manager, Sales & Customer Service Group, Daihatsu Motor Co., Ltd. (current position)	0
[Reasons for nomination as a candidate for Outside Statutory Auditor] The Company proposes the reelection of Mr. Kunihiro Morimoto as Outside Statutory Auditor, as he has been appropriately and sufficiently performing his duties in his current capacity as an Outside Statutory Auditor of the Company, including the supervisory and checking function over the business execution of Directors by leveraging his experience derived from his background in various senior positions at Daihatsu Motor Co., Ltd.					

(Notes)

1. There are no special interest relationships between each candidate and the Company.
2. Mr. Norihide Bessyo and Mr. Kunihiro Morimoto are candidates for Outside Statutory Auditor.
3. Contents and overview of liability limitation agreement

If Mr. Norihide Bessyo and Mr. Kunihiro Morimoto are elected, pursuant to the stipulations of the Company's Articles of Incorporation, the Company plans to enter into a liability limitation agreement with them to limit their 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.

4. 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 Statutory Auditors, shall be provided.

The candidates for Statutory Auditor 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.

End