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(Stock Exchange Code 6023)
June 6, 2024

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 64th 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 64th Annual General Meeting of Shareholders of Daihatsu Diesel Mfg. Co., Ltd. (the “Company”) will be held for the purposes as described below.

In convocation of this General Meeting of Shareholders, the Company has taken measures for electronic provision. The matters subject to measures for electronic provision are posted on the following website on the internet.

[The Company’s website]
<https://www.dhtd.co.jp/en/ir/shareholders.html>

Moreover, the information is also published on the Tokyo Stock Exchange (TSE) website. Please access TSE’s website (Listed Company Search) and search for the information by entering the issue name (Daihatsu Diesel) or stock exchange code (6023) of the Company. Please select Basic information and Documents for public inspection/PR information to confirm the details.

[TSE website (Listed Company Search)]
<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

In lieu of attending the meeting in person, you can exercise your voting rights through the internet or in writing. Please review the 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 Wednesday, June 26, 2024.

- 1. Date and Time:** Thursday, June 27, 2024 at 10:00 a.m. Japan time
- 2. Place:** Space 36 L, 36F, Umeda Sky Building Tower West
1-30 Oyodo Naka 1-chome, Kita-ku, Osaka
(Please note that the venue is different from the previous year.)

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 64th Fiscal Year (April 1, 2023 - March 31, 2024) 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 64th Fiscal Year (April 1, 2023 - March 31, 2024)
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Proposals to be resolved:

- Proposal 1:** Distribution of Surplus
Proposal 2: Partial Amendments to the Articles of Incorporation
Proposal 3: Election of Ten (10) Directors
Proposal 4: Election of Two (2) Statutory Auditors
Proposal 5: Payment of Bonuses to Directors and Statutory Auditors

4. Matters Decided in Connection with this Convocation:

- (1) The paper copy sent to shareholders who have requested it does not contain the following matters according to relevant laws and regulations and the provisions of Article 14 of the Company's Articles of Incorporation. The Statutory Auditors and the Accounting Auditor have audited the documents to be audited, including the following matters.
 - 1) "A System to Ensure the Compliance of the Execution of Duties by Directors and Employees with Laws and Regulations and the Articles of Incorporation" and "Outline of the Operating Status of the System to Ensure the Compliance of the Execution of Duties by Directors and Employees with Laws and Regulations and the Articles of Incorporation" in the Business Report.
 - 2) "Consolidated Statements of Changes in Equity" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
 - 3) "Non-consolidated Statements of Changes in Equity" and "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements
- (2) When a Voting Rights Exercise Form does not have indication of vote for or against the proposal A Voting Rights Exercise Form with no indication of vote for or against the proposal shall be deemed as voting for the proposal.
- (3) When voting rights are exercised both in writing or through the internet
If voting rights are exercised both in writing and through the internet, the voting rights exercised through the internet shall be treated as the valid vote.
- (4) When voting rights are exercised through the internet more than once
If voting rights are exercised through the internet multiple times, the last vote shall be deemed valid.

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- ⦿ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
 - ⦿ Should the matters subject to measures for electronic provision require revisions, the revised versions will be posted on each of the websites on which they are posted.
 - ⦿ The system for electronic provision of materials for general meetings of shareholders* was introduced according to the amendments to the Companies Act," which were enforced on September 1, 2022. In the system, in principle, shareholders access relevant websites and review the materials for general meetings of shareholders through the internet. Paper copies of these materials are sent as an exception only to shareholders requesting paper copies of the said materials by the record date for voting rights in the prescribed method.
*Refer to Reference Documents for the General Meeting of Shareholders, Business Report, Audit Reports, Non-consolidated Financial Statements, and Consolidated Financial Statements
 - ⦿ Despite the above law amendments, paper copies of the materials for this Annual General Meeting of Shareholders were sent to all shareholders as in the past.

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:
 - 49 yen per common share
 - Total of 1,550,809,330 yen
- (2) Date the distribution of surplus comes into effect:
 - June 28, 2024

2. Matters Related to the Distribution of Surplus

- (1) Surplus item increased and amount
 - General reserve 2,700,000,000 yen
- (2) Surplus item decreased and amount
 - Retained earnings brought forward 2,700,000,000 yen

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reasons for amendments

The Company is required to make significant changes in its business and technology, with the recently increasing environmental awareness and rapid progress in digital transformation. In order to articulate the policy focusing on the development of engines that are compatible with next-generation fuels and the utilization of digital technology under the mid- to long-term vision, and to build a new history, Article 1 (Trade Name) of the Articles of Incorporation of the Company shall be amended as follows.

2. Details of amendments

Details of the amendments are as follows.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p style="text-align: center;">Chapter 1 General Provisions</p> <p>(Trade Name) Article 1 The name of the Company shall be <u>DAIHATSU DIESEL MFG. CO., LTD.</u></p> <p style="text-align: center;"><Newly established></p>	<p style="text-align: center;">Chapter 1 General Provisions</p> <p>(Trade Name) Article 1 The name of the Company shall be <u>DAIHATSU INFINEARTH MFG. CO., LTD.</u></p> <p>(Supplementary Provisions) 1 <u>The amendment to Article 1 (Trade Name) shall be effective from May 2, 2025. In case, however, a day different from the said day is specified as an effective day at the Board of Directors' meetings to be held until May 1, 2025, the amendment shall be effective from the day newly specified.</u></p> <p>2 <u>These supplementary provisions shall be deleted after the lapse of the effective day of the amendment to Article 1 (Trade Name).</u></p>

Proposal 3: Election of Ten (10) Directors

The terms of office of all of the current 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	Gender	Current position and responsibility in the Company	Attendance at meetings of the Board of Directors
1	Reelection Yoshinobu Hotta	Male	Representative Director President	100% (14/14)
2	Reelection Kunihiro Morimoto	Male	Vice President Assistant to President	79% (11/14)
3	Reelection Toshiki Sanaga	Male	Director and Managing Executive Officer In charge of Sales Management Division and Audit Department	100% (14/14)
4	Reelection Takashi Mizushina	Male	Director and Managing Executive Officer In charge of General Management Division, Safety, Health, and Environment Department, and ICT Promotion Department	100% (14/14)
5	Reelection Yoichi Hayata	Male	Director and Managing Executive Officer General Manager, Technology Management Division	100% (11/11)
6	Reelection Hideki Asada	Male	Director and Managing Executive Officer Head of Moriyama Office, General Manager, Production Management Division, in charge of Quality Assurance Office	100% (11/11)
7	Reelection Outside Director Independent Tamon Tsuda	Male	Director	100% (14/14)
8	Reelection Outside Director Independent Chiho Takeda	Female	Director	100% (11/11)
9	Reelection Outside Director Independent Hiroaki Sato	Male	Director	100% (11/11)
10	New appointment Outside Director Independent Hiroyuki Sakaida	Male	-	-

Reelection: Candidate for Director to be reelected

New appointment: 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	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.	113,900
			<p>[Reasons for nomination as a candidate for Director] The Company proposes the reelection of Mr. Yoshinobu Hotta as Director in light of his high level of insight based on broad experience and achievements in driving the entire Group, having exercised excellent leadership and execution ability as the President and Representative Director of the Company. The Company has determined that his abundant experience and achievements spanning across the Company's business and his high management skills with diverse values embraced will contribute to further growth of the Company.</p>	
2	Kunihiro Morimoto (July 5, 1965) Reelection	Vice President [Responsibilities] Assistant to President	April 1988 Joined Daihatsu Motor Co., Ltd. April 2017 Executive Officer, in charge of CS Group January 2019 Executive, General Manager, Overseas Business Group, Deputy General Manager, Customer Service Group January 2021 Executive, General Manager, Customer Service Group June 2021 Statutory Auditor, the Company January 2022 Executive, Executive Manager, Sales & Customer Service Group, Daihatsu Motor Co., Ltd. June 2023 Vice President, the Company (current position)	9,400
			<p>[Reasons for nomination as a candidate for Director] The Company proposes the reelection of Mr. Kunihiro Morimoto as Director in light of his abundant experience and extensive knowledge accumulated over an extended period of time in the manufacturing industry, having exercised excellent execution ability as the Vice President of the Company in the Group's management, including spurring business growth and strengthening its management base and governance. The Company has determined that his broad knowledge and high level of insight will contribute to increasing the Group's corporate value sustainably.</p>	
3	Toshiki Sanaga (January 22, 1970) Reelection	Director and Managing Executive Officer [Responsibilities] In charge of Sales Management Division and Audit Department	April 1993 Joined the Company June 2020 Director and Managing Executive Officer (current position)	39,800
			<p>[Reasons for nomination as a candidate for Director] The Company proposes the reelection of Mr. Toshiki Sanaga as Director in light of his abundant experience and knowledge of the Company's business including in sales sections, as well as his excellent insight based on his achievements as a Director of the Company in showing excellent leadership to contribute to the diverse expansion of our business, bringing his abundant management experience into play to increase the scale and breadth of our mainstay business, and building new businesses centering on digital technology. The Company has determined that he will be able to contribute to further business growth of the Group by leveraging his excellent insight.</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
4	Takashi Mizushina (April 13, 1970) Reelection	Director and Managing Executive Officer [Responsibilities] In charge of General Management Division, Safety, Health, and Environment Department, and ICT Promotion Department	April 1994	Joined the Company	47,600
			June 2019	Director and Managing Executive Officer (current position)	
[Reasons for nomination as a candidate for Director] The Company proposes the reelection of Mr. Takashi Mizushina as Director in light of his abundant experience and knowledge of the Company's business including in administrative sections, as well as his excellent judgement on risk management and achievements as a Director of the Company, including in bringing different viewpoints into building Group-wide governance structure and strengthening the Group's management function.					
5	Yoichi Hayata (July 15, 1969) Reelection	Director and Managing Executive Officer [Responsibilities] General Manager, Technology Management Division	April 1993	Joined the Company	35,400
			June 2019	Director and Managing Executive Officer	
			June 2021	Managing Executive Officer	
			June 2023	Director and Managing Executive Officer (current position)	
(Significant concurrent position) Representative Director, D D Technical Co., Ltd.					
[Reasons for nomination as a candidate for Director] The Company proposes the reelection of Mr. Yoichi Hayata as Director in light of his abundant experience and knowledge of the Company's business including the technology and research and development sections. The Company has determined that he will be able to contribute to sustainable improvement of corporate value in the Group through the effective fulfillment of his roles and responsibilities as a Director of the Company with his extensive knowledge spanning across the technology development sections, as well as the fulfillment of his roles in leading the development of engines that are compatible with next-generation fuels.					
6	Hideki Asada (August 29, 1969) Reelection	Director and Managing Executive Officer [Responsibilities] Head of Moriyama Office, General Manager, Production Management Division, in charge of Quality Assurance Office	April 1993	Joined the Company	34,400
			June 2019	Director and Managing Executive Officer	
			June 2021	Managing Executive Officer	
			June 2023	Director and Managing Executive Officer (current position)	
[Reasons for nomination as a candidate for Director] The Company proposes the reelection of Mr. Hideki Asada as Director in light of his abundant experience and knowledge of the Company's business including manufacturing and quality control sections. The Company has determined that he will be able to contribute to sustainable improvement of corporate value in the Group through the effective fulfillment of his roles and responsibilities as a Director of the Company with his extensive knowledge spanning across the manufacturing sections, as well as the fulfillment of his roles in leading optimization of manufacturing processes and improvement of product quality.					

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) 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 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 experience 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>				
8	Chiho Takeda (February 9, 1973) Reelection Outside Independent	Director	<p>October 2001 Registered as Attorney-at-law (Osaka Bar Association)</p> <p> Joined Miyake & Partners</p> <p>May 2016 Partner (current position)</p> <p>June 2020 Outside Director, Nichidai Corporation (current position)</p> <p>June 2022 Outside Director, Keihanshin Building Co., Ltd. (current position)</p> <p>June 2023 Outside Director, the Company (current position)</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 Ms. Chiho Takeda as Outside Director as she will leverage her specialist knowledge and experience, etc. as an attorney in the management of the Company. Upon her election, we expect that Ms. Takeda will contribute to enhancing the Company's supervisory function over its entire management, based on her abundant experience and insight, by leveraging her expertise in the legal field. In addition, the Company has determined that she will be able to carry out her duties appropriately upon comprehensively considering the fact that Ms. Takeda possesses experience in corporate management as an outside director in other companies and a high level of insight regarding corporate law from her specialist position as an attorney, 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
9	Hiroaki Sato (January 29, 1960) Reelected Outside Independent	Director	<p>April 1982 Joined Canon Inc.</p> <p>February 2004 Senior General Manager, MR Systems Laboratory, Leading-edge Technology Research Center</p> <p>January 2008 General Manager, Image Information Technical Development Center</p> <p>July 2012 General Manager, Advanced Information & Real-world Technology Development Center, Digital System Technology Development Headquarters</p> <p>July 2015 Deputy Group Executive, Digital System Technology Development Headquarters</p> <p>March 2019 Audit & Supervisory Board Member</p> <p>June 2023 Outside Director, the Company (current position)</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. Hiroaki Sato as Outside Director as he will leverage his insight in management of the Company based on his high level of knowledge in the Information and Communication Technology (ICT) and research and development sections and abundant experience through numerous achievements. We expect that, upon his election, Mr. Sato will contribute to enhancing the Company's supervisory function over its entire management, based mainly on his high level of expertise in digital sections and extensive knowledge. In addition, the Company has determined that he will be able to carry out his duties appropriately, after comprehensively considering that Mr. Sato has participated in company management as an Audit & Supervisory Board Member in a different company, and that he has competence to greatly contribute to the Company's management in light of his abundant experience in the manufacturing business and high technical knowledge.</p>				
10 *	Hiroyuki Sakaida (February 10, 1966) New appointment Outside Independent	-	<p>April 1991 Joined Nomura Research Institute, Ltd.</p> <p>March 2000 Joined Paribas Securities (Japan) Limited, Tokyo Branch (currently BNP Paribas Securities (Japan) Limited)</p> <p>July 2002 Joined Lehman Brothers Japan Inc.</p> <p>June 2005 Joined CS First Boston Securities Co., Ltd., Tokyo Branch (currently Credit Suisse Securities Japan Ltd.)</p> <p>December 2007 Joined Goldman Sachs Japan Co., Ltd.</p> <p>December 2017 Joined Macquarie Capital Securities (Japan) Limited, Tokyo Branch</p> <p>February 2023 Representative Director, Eku Energy Japan K.K.</p> <p>March 2024 Adviser (current position)</p> <p>March 2024 Senior Consultant, Strategy Advisors Co., Ltd. (current position)</p>	0
<p>[Reasons for nomination as a candidate for Outside Director and overview of expected roles]</p> <p>The Company proposes the election of Mr. Hiroyuki Sakaida as Outside Director as he has served in key positions in stock research and infrastructure investment sections as a securities analyst, possesses abundant experience in corporate analysis, and will leverage his high level of knowledge and extensive insight, particularly in the energy field, in management of the Company. We expect that, upon his election, Mr. Sakaida will contribute to enhancing the Company's supervisory function over its entire management with his extensive knowledge. In addition, the Company has determined that he will be able to carry out his duties appropriately, after comprehensively considering that Mr. Sakaida has participated in company management as a Representative Director in a different company, and that he has competence to greatly contribute to the Company's management in light of his high level of expertise in the energy sections.</p>				

(Notes)

1. The candidate with an asterisk* under the number is a candidate for Director to be newly elected.
2. There are no special interest relationships between each candidate and the Company.
3. Mr. Tamon Tsuda, Ms. Chiho Takeda, Mr. Hiroaki Sato, and Mr. Hiroyuki Sakaida are candidates for Outside Director of the Company.
Furthermore, Mr. Tamon Tsuda, Ms. Chiho Takeda, and Mr. Hiroaki Sato 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. In addition, if Mr. Hiroyuki Sakaida is elected as an Outside Director, he is scheduled to be designated as an Independent Director as prescribed by the Tokyo Stock Exchange.
4. The term of office of Mr. Tamon Tsuda as Outside Director of the Company will be nine years at the conclusion of this Annual General Meeting of Shareholders.
5. The term of office of Ms. Chiho Takeda as Outside Director of the Company will be one year at the conclusion of this Annual General Meeting of Shareholders.
6. The term of office of Mr. Hiroaki Sato as Outside Director of the Company will be one year 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, Ms. Chiho Takeda, and Mr. Hiroaki Sato 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. Hiroyuki Sakaida is elected, a similar agreement will be entered into with the electee.
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.

Skills Matrix

Skills Following the Conclusion of This Annual General Meeting of Shareholders												
Name	Title	Outside	Corporate management and management strategy	ESG and sustainability	Technology and research & development	Manufacturing and quality control	Sales and marketing	Human resources and human resource development	Finance	Information communication technology (ICT) and Digital Transformation (DX)	Global business	Legal affairs and compliance
Yoshinobu Hotta	Representative Director, President		•	•		•	•				•	
Kunihiro Morimoto	Director, Vice President		•	•		•	•				•	
Toshiki Sanaga	Director		•				•			•	•	
Takashi Mizushina	Director		•	•				•	•			•
Yoichi Hayata	Director		•	•	•							
Hideki Asada	Director		•	•		•	•					
Tamon Tsuda	Director	○	•						•		•	•
Chiho Takeda	Director	○	•									•
Hiroaki Sato	Director	○								•	•	
Hiroyuki Sakaida	Director	○		•					•			

(Note) The above table illustrates the fields of skills candidates for Director are expected to possess in particular and does not indicate all of the knowledge and experiences that the candidates for Director possess.

Proposal 4: Election of Two (2) Statutory Auditors

Mr. Norihide Bessyo and Mr. Hitoshi Nakagawa, who serve as Statutory Auditors, will retire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of two (2) Statutory Auditors to refill the positions.

According to the stipulations of the Articles of Incorporation of the Company, the term of office of the new Statutory Auditors will be until the conclusion of the 66th Annual General Meeting of Shareholders when the term of office of the retiring Mr. Norihide Bessyo and Mr. Hitoshi Nakagawa will expire.

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

The candidates for Statutory Auditor 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 *	Yoshihiro Matsubara (December 12, 1960) New appointment Outside Independent	-	April 1983 Joined Niterra Co., Ltd. February 2007 Technical Manager, NGK Spark Plug Europe April 2012 General Manager, Production Engineering Dept., Plug Technology Dept., Niterra Co., Ltd. April 2014 Executive Officer June 2019 Standing Corporate Auditor July 2023 Part-time Adviser (current position) September 2023 Outside Director, Audit Committee Member, KeePer Technical Laboratory Co., Ltd. (current position)	0
[Reasons for nomination as a candidate for Outside Statutory Auditor] The Company proposes the election of Mr. Yoshihiro Matsubara as Outside Statutory Auditor, as we have determined that he would be able to fulfill the supervisory and checking function over the overall business execution of the Company, in light of his abundant experience and specialist knowledge through his services in the technology development and production technology sections in the manufacturing industry over an extended period of time, as well as his experience in company management as a Corporate Auditor, Outside Director, and Audit Committee Member in other companies.				
2 *	Nobuki Nakatani (June 6, 1964) New appointment Outside	-	April 1989 Joined Daihatsu Motor Co., Ltd. January 2010 Manager, Cost Management Department, Accounting Division June 2019 Director, Manager, Corporate Manatement Division, Daihatsu Motor Kyushu Co., Ltd. January 2023 Director, Manager, Corporate Management Division and Manager, Production Management Division July 2023 Manager, Accounting Division, Daihatsu Motor Co., Ltd. (current position)	0
[Reasons for nomination as a candidate for Outside Statutory Auditor] The Company proposes the election of Mr. Nobuki Nakatani as Outside Statutory Auditor, as we have determined that he would be able to fulfill the supervisory and checking function over the overall business execution of the Company by leveraging his abundant experience in the key positions in Daihatsu Motor Co., Ltd.				

(Notes)

1. There are no special interest relationships between each candidate and the Company.
2. Mr. Yoshihiro Matsubara and Mr. Nobuki Nakatani are candidates for Outside Statutory Auditor to be newly elected. Furthermore, Mr. Yoshihiro Matsubara has been designated as an Independent Statutory Auditor as prescribed by the Tokyo Stock Exchange. If he is elected as an Outside Statutory Auditor, he is scheduled to be designated as an Independent Statutory Auditor as prescribed by the Tokyo Stock Exchange.
3. Contents and overview of liability limitation agreement
If Mr. Yoshihiro Matsubara and Mr. Nobuki Nakatani are elected, pursuant to the stipulations of the Company's Articles of Incorporation, the Company plans to enter into liability limitation agreements 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 agreement 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.

If Mr. Yoshihiro Matsubara and Mr. Nobuki Nakatani are elected, they will be included as the insured persons under the insurance policy. 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.

Reference: Composition of the Board of Statutory Auditors

If Proposal 4 "Election of Two (2) Statutory Auditors" is approved and passed as originally proposed, the number of Statutory Auditors will be three, including two Outside Statutory Auditors, at the conclusion of this Annual General Meeting of Shareholders. The composition of the Board of Statutory Auditors will be as follows:

Name		Gender	Current Positions in the Company	Attendance at meetings of the Board of Directors	Attendance at meetings of the Board of Statutory Auditors
Current position	Atsumi Masada	Male	Statutory Auditor	100% (14/14)	100% (13/13)
New appointment Outside Independent	Yoshihiro Matsubara	Male	-	-	-
New appointment Outside	Nobuki Nakatani	Male	-	-	-

Proposal 5: Payment of Bonuses to Directors and Statutory Auditors

Taking into consideration the business performance during the fiscal year under review, among other factors, the Company proposes to pay bonuses to Directors and Statutory Auditors at the total amount of 125 million yen to ten (10) Directors (including three [3] Outside Directors) and three (3) Statutory Auditors as of the end of the fiscal year under review (118 million yen to Directors excluding Outside Directors, 3 million yen to Outside Directors, and 2 million yen to Statutory Auditors).

The Company has determined the policy on the remuneration, etc. of the individual Directors at the Board of Directors' meetings. The outline of the policy is stated in "Business Report 4. Matters Regarding Directors and Statutory Auditors of the Company (4) Remuneration, etc. of Directors and Statutory Auditors Pertaining to the Fiscal Year Under Review." As this proposal is in line with the said policy, the Company has determined that it is deemed appropriate.

The amounts to be paid to each Director and each Statutory Auditor are to be left to the discretion of the Board of Directors for Directors and the Board of Statutory Auditors for Statutory Auditors.

(The amounts of bonuses to Directors and Statutory Auditors have been rounded down to the nearest million yen.)

End