

Message from Outside Members of the Board

Fostering value with stakeholders toward a sustainable future by contributing to TOYOTA TSUSHO agility and human resource development to “Be the Right ONE”

Didier Leroy
Outside Member of the Board

Profile: Joined Renault S.A. in 1982 and joined Toyota in 1998. He subsequently served as president of Toyota Motor Manufacturing France S.A.S., president of Toyota Motor Europe NV/SA, and executive vice president of Toyota Motor Corporation. He is presently chairman of Toyota Motor Europe NV/SA. He was appointed director of Toyota Tsusho Corporation in June 2018.



The last year was, again, impacted by multiple crises. Wars in different regions generated instability in the entire world. The visible impact of climate change caused anxiety. All these elements created enormous uncertainties. In this world, the business environment is very challenging, but, more than before, Toyota Tsusho can differentiate itself from its competitors, by providing not only good services, but also real solutions to our customers. It's the way to “Be the Right ONE” for our customers, business partners, and employees.

I am very honored to be an outside member of the Board of Toyota Tsusho. I deeply feel the importance and responsibilities of this position. I will leverage my experience in business reform

and human resources development at Toyota Motor Corporation to challenge the management team, to help Toyota Tsusho always be more agile, and to create value with our stakeholders. I will strongly contribute to supporting the management team to ensure that the human resources development and environmental aspects are deeply considered in every project.

Our employees' motivation and commitment will be the key enablers to achieve greater growth for the company going forward. Strong leadership by management is essential to achieve this goal. More than ever, I would like to stress that with ENERGY, PASSION, and a FIGHTING SPIRIT, NOTHING is impossible.

Growing into a stronger TOYOTA TSUSHO Group in name and reality

Yukari Inoue
Outside Member of the Board

Profile: After joining Procter & Gamble in 1985, worked as marketing director of Procter & Gamble North America and later became representative director and president of Cadbury Japan K.K. (currently, Mondelez Japan Limited). She is currently managing director, Japan, of Kellogg Japan G.K. She was appointed director of Toyota Tsusho Corporation in June 2020.



Toyota Tsusho achieved record earnings again during the fiscal year ended March 31, 2024, as part of its next new stage. I believe this is the result of the hard work of all employees from top to bottom to support customers as escort runners in their daily activities, and as both leaders and companions on the front lines. As a representative of our ordinary shareholders, I would like to thank everyone for their efforts. One reform with great significance for sustainable growth in this new stage was Toyota Tsusho's reorganization and renaming of its mission-oriented divisions. As they say, names and natures do often agree, so in the same way, I hope our corporate group continues to grow into a stronger organization in both name and reality.

Going forward, each division needs to refine its value and increase its competitive edge to realize the “Be the Right ONE” vision and remain the choice of customers. At the same time, each division also needs to actively collaborate with other divisions even more than ever to maximize the value that Toyota Tsusho as a whole provides its customers. Therefore, I think

now is the time to reexamine whether we are optimizing the way we approach sales and optimizing our various structures such as the internal HR evaluation system.

I also think the group needs to solidify its expansion into future growth areas, including the circular economy, green energy, and the Global South, including Africa. I look forward to proposals for more proactive investment in things like strengthening the Toyota Tsusho brand and strengthening human capital.

The strength of Toyota Tsusho lies in the mix of expertise and diversity in our business portfolio and that, instead of just playing the middle-man, we also actually do the work as true trading company persons wearing true work clothes. In other words, each of our members is Toyota Tsusho.

As an outside member of the Board, I promise to do my best to improve corporate value by increasing opportunities to exchange opinions through conversations with each division, not just with other members of the Board of directors meeting, and actively visiting our various front lines.

Helping to realize the “Be the Right ONE” vision through further enhancement of companywide strategy

Chieko Matsuda
Outside Member of the Board

Profile: After working at Long-Term Credit Bank of Japan, Limited., spent time as a ratings analyst at Moody's Japan K.K., as a partner at Corporate Directions, Inc., and as a vice president and partner at Booz and Company. She has been professor in the Faculty of Economics and Business Administration and professor at the Graduate School of Management, at Tokyo Metropolitan University, since 2011. She has been a director of IHI Corporation since 2020. She was appointed director of Toyota Tsusho Corporation and director of Asahi Kasei Corporation in June 2023. She was also appointed director of Isetan Mitsukoshi Holdings Ltd. in June 2024.



Looking at the Toyota Tsusho Group's fiscal year ended March 31, 2024, I was impressed that we were able to achieve continued growth while aggressively pursuing success in difficult business areas. Of particular note region-wise were our business efforts in Africa and, business-wise, our efforts related to the circular economy. On the other hand, I felt that management control was unable to keep up with business growth and that there is still room for strengthening the role of the head office and improving the management literacy of business divisions in particular. As an outside member of the Board, I would like to contribute from the perspectives of companywide strategy and corporate group management. I would like to help enrich corporate functions to eliminate overburden, waste, and unevenness, as well as help enhance management capabilities within the business divisions.

I recognize that I have an important duty to help improve corporate value while maintaining awareness of two perspectives in particular. They are companywide strategy enhancement in terms of business portfolio management and allocation of management resources to growth fields, and internal resource enhancement to control risks through risk management and group governance. This makes it essential that I understand the front lines of business, so I hope to become actively involved in observing and visiting each workplace.

I believe that the Toyota Tsusho Group enjoys a unique positioning and business model not found in other companies. The phrase “Be the Right ONE” demonstrates this fact quite accurately, so I hope to continue helping to realize this vision while advocating for stakeholders.

Supporting the TOYOTA TSUSHO Group to always aspire toward self-transformation and to build a foundation for robust decision-making

Goro Yamaguchi
Outside Member of the Board

New Appointment

Profile: Joined Kyoto Ceramic Co., Ltd. (now Kyocera Corporation) in 1978. He subsequently served in the same company as executive officer from 2003, senior executive officer from 2005, director and managing executive officer from 2009, and both president and representative director, and president and executive officer from 2013. He was appointed chairman of the Board and representative director of Kyocera Corporation, and outside director of KDDI Corporation, in 2017. He was appointed director of Toyota Tsusho Corporation in June 2024.



I joined Kyoto Ceramic Co., Ltd. (now Kyocera Corporation) in 1978, and I have been with the company for 46 years since then. Throughout my time there, I have been involved in the sale of semiconductor components. I have also overseen the entire management of the Kyocera Group, as president from 2013 and as chairman since 2017.

During this time, I learned and endeavored to master the Kyocera Philosophy as a practical philosophy created out of the real-life management experiences of Kyocera founder Kazuo Inamori. The essence of this philosophy is that, rather than weighing up the pros and cons of something when making a decision, such as by asking things like whether something suits the interests of the company or whether something is profitable, we should ask what is the right thing to do as a human being.

I, myself, found that the more important the matters that I had to decide, the more I placed this philosophy at the heart of management as a map to our destination.

To lead the company in the right direction in turbulent times of increasing uncertainty, without making an error when steering management, we need to always aspire toward self-transformation and build a foundation for robust decision-making that is not affected by the surrounding environment. As an outside member of the Board, I would like to help uncover this unwavering foundation for decision-making as Toyota Tsusho leverages the strengths of its businesses and achieves further evolution into an essential presence for society and customers.

Corporate Governance

Basic Approach

As part of its fundamental philosophy, Toyota Tsusho Group declares as its corporate philosophy “Living and prospering together with people, society, and the planet, we aim to be a value-generating corporation that contributes to the creation of prosperous societies.” As a good corporate citizen, the group has also established behavioral guidelines as a fundamental code of conduct for realizing this philosophy in a legally compliant and appropriate manner.

In keeping with its fundamental philosophy, the company has set forth the Basic Policies on Establishing Internal Control Systems to pass on and add depth to the Toyota Tsusho DNA, which articulates the unique values, beliefs, and principles of day-to-day conduct of the Toyota Tsusho Group, implementing value creation from a customer perspective, and fulfilling our social mission by establishing systems that ensure proper business processes are followed.

Reflecting these basic policies, the company is actively driving forward with efforts to further improve its management efficiency and transparency, ensure full-fledged compliance, and enhance the soundness of its financial position. Moreover, while we are in full compliance with the various principles of Japan’s Corporate Governance Code, we also earnestly seek to achieve further enhancement to make the content of our actions more substantive, as well-rounded corporate governance is essential for continued corporate growth and a medium- to long-term increase in corporate value.

We believe that providing all our stakeholders with satisfactory added value and contributing to society through our businesses will accelerate the sustainable growth of the Toyota Tsusho Group and thereby lead to corporate value enhancement.

Corporate Governance Structure

Toyota Tsusho has adopted the system of a company with an Audit & Supervisory Board to ensure transparent and sound management and has also introduced an executive officer system to improve management efficiency and strengthen internal control.

The company carries out consolidated management based on a divisional organization that comprises eight sales divisions under the leadership of divisional chief executive officers (CEOs) supplemented by the Administrative Unit.

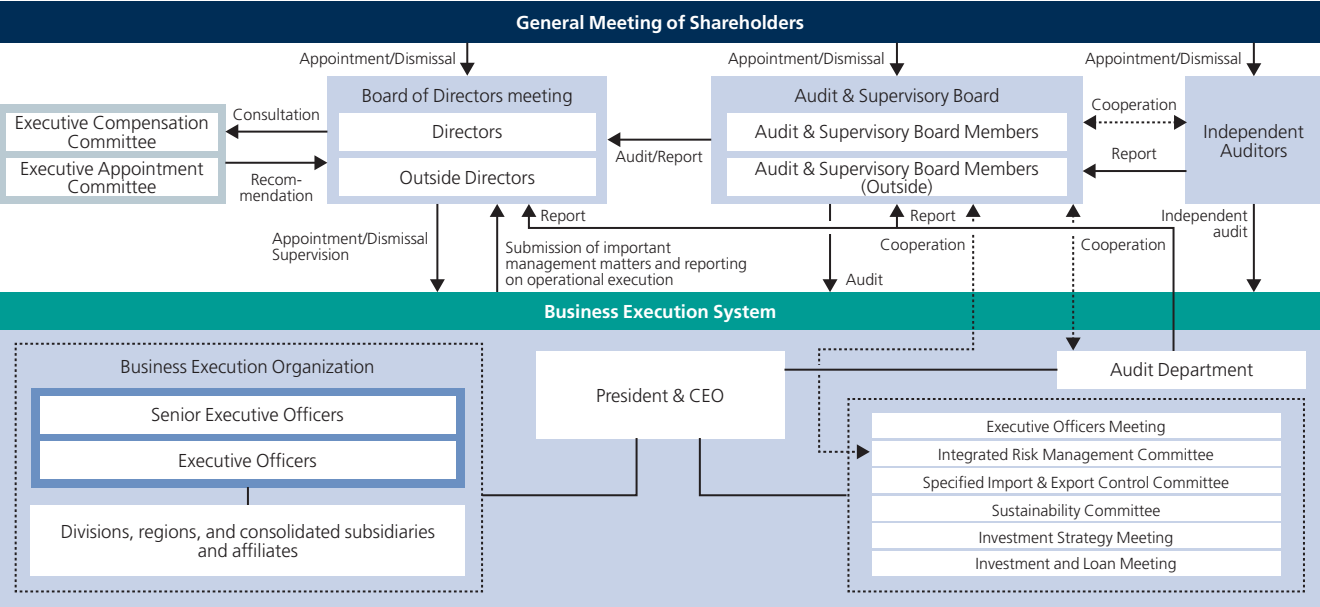
To enhance independence from the execution of the company’s operations, a non-executive director serves as chairman of the board as well as chairperson of the Executive Compensation Committee and the Executive Appointment Committee. Members of the board includes three senior executive officers: the president & CEO, the chief strategy officer (CSO), and the chief financial officer (CFO). At least one-third of the members of the board are independent outside members to strengthen the soundness of management and the functioning and quality of the board, which makes decisions on top-priority management issues and monitors the execution of business. The four outside members of the board (outside directors) include an overseas national and a business entrepreneur, ensuring a continued high level of specialized knowledge, while the inclusion of two female members also contributes to enhancing its diversity.

The division CEOs and the heads of the various Administrative Unit functions are appointed from among the senior executive officers to enable fast-paced management that is in close contact with frontline operations. To boost expertise, we have established the positions of chief technology officer (CTO), chief strategy officer (CSO), chief financial officer (CFO), and chief human resources officer (CHRO), who bear ultimate responsibility for their respective functions. By reinforcing governance functions and clarifying roles and responsibilities, this facilitates the exercise of high levels of specialization and expedites decision-making.

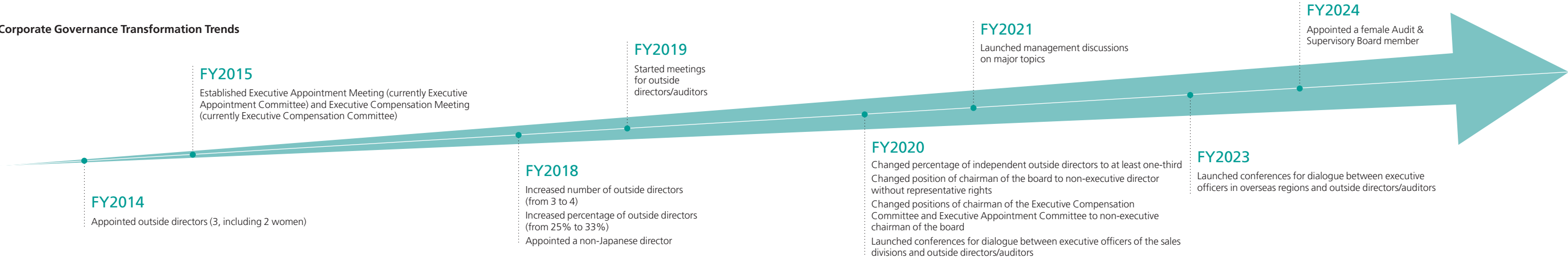
Summary of Corporate Governance Structure (As of June 21, 2024)

Organizational Format	Company with an Audit & Supervisory Board
Members of the Board Outside Members of the Board	8 4 (of which one is an overseas national and two are women) Note: Three are independent members
Chairman of the Board	Non-executive chairman of the Board
Audit & Supervisory Board Members Audit & Supervisory Board Members (Outside)	5 3 (including one woman) Note: All three are independent Audit & Supervisory Board members
Board of Directors Advisory Bodies	Executive Compensation Committee / Executive Appointment Committee Note: Both are chaired by the non-executive chairman of the board and have five members: Three independent outside members of the board and two internal members of the board
Bodies for Reinforcing Supervisory Functions	Conference for dialogue among executive officers of the sales divisions, overseas regions, and outside directors/auditors Outside directors/auditors meeting for outside members of the board and the Audit & Supervisory Board Management discussions on major topics by all members of the board

Corporate Governance Structure Organizational Chart (As of June 2024)



Corporate Governance Transformation Trends



Corporate Governance

Board of Directors meeting

The Board of Directors meeting, which comprises eight members, including four outside members, makes decisions on top-priority management issues and monitors the execution of business. Furthermore, the Board of Directors periodically receives reports from division CEOs on the status of the execution of business by the sales divisions, which it monitors. The company has submitted notification that three of the four outside members of the board satisfy the criteria for independence as specified by Japanese stock exchanges. Moreover, the independence of the Board of Directors meeting is enhanced by having a non-executive director serve as chairman. Members of the board are appointed for a one-year term, and the Board of Directors meeting in principle meets once a month.

Main Agenda Items for the Board of Directors Meeting in the Fiscal Year Ended March 31, 2024

Topic	Main resolutions and reports	
Management strategy	<ul style="list-style-type: none">Management mission statementFeedback from management discussions on major topicsShareholder returns policy	
Corporate governance	<ul style="list-style-type: none">Evaluation of the effectiveness of the Board of Directors meetingExecutive appointments and compensationIntegrated risk managementBoard of Directors meeting annual agenda plan	<ul style="list-style-type: none">Mid-term Business Plan and profit plan for the fiscal yearPromotion of sustainabilityOrganization and structure of divisions, SBUs, and departmentsProgress report on matters raised by the Audit & Supervisory BoardVerification of the significance of cross-shareholdingsAudit reports by Audit & Supervisory Board members and the Audit DepartmentReport on IR activities
Supervision of business execution	<ul style="list-style-type: none">Approval-related matters and profit plan progressCompeting transactions and conflicting interest transactions	<ul style="list-style-type: none">Reports on status of complianceStatus of investmentsMatters relating to Basic Policies on Establishing Internal Control SystemsReports on safety
Investments and loans	<ul style="list-style-type: none">Investments and loans above a certain size, including those related to the battery business	
Others	<ul style="list-style-type: none">Overhaul of safety and complianceRevision of main rules	<ul style="list-style-type: none">Agenda items for the General Meeting of Shareholders

Executive Appointment Committee and Executive Compensation Committee

Toyota Tsusho has established the Executive Appointment Committee and the Executive Compensation Committee as advisory bodies to the Board of Directors meeting. Both committees are chaired by the chairman of the board, who does not hold representative rights and has no involvement in operational execution. Each committee comprises five members—three independent outside members of the board and two internal members of the board. The majority of each committee being made up of independent outside members of the board enhances the objectivity and transparency of each committee.

The Executive Appointment Committee deliberates on the appointment and dismissal of members of the board and, Audit & Supervisory Board members and senior executive officers. It also discusses proposed executive personnel plans, as well as the formulation and operation of CEO successor development plans and other important matters related to executive appointments.

The Executive Compensation Committee deliberates on the policy

for determining the details of compensation for each member of the board, the compensation system, compensation proposals to be submitted to the General Meeting of Shareholders, and other important matters concerning the compensation of members of the board and Audit & Supervisory Board members.

Three meetings of the Executive Appointment Committee and one meeting of the Executive Compensation Committee were held during the fiscal year ended March 31, 2024.

As of June 21, 2024, both committees comprise the following members:

- Nobuhiko Murakami (Committee Chairman/Chairman of the board)
- Ichiro Kashitani (President & CEO)
- Yukari Inoue (Outside member of the board)
- Chieko Matsuda (Outside member of the board)
- Goro Yamaguchi (Outside member of the board)

Initiatives for Enhancing Supervisory Functions

The company has established a support framework so that outside directors can participate in board discussions and satisfactorily fulfill their management advisory and supervisory functions. The Board of Directors Meeting Secretariat sends out board of directors meeting materials in advance and holds advance briefings with departments proposing agenda items so that outside directors have a firm understanding of business details.

For the main matters discussed at board of directors meetings, on-site observations for the outside directors/auditors are arranged to further improve their understanding of the Company. In addition to site visits in Japan, such observations during the fiscal year ended March 31, 2024, included a visit to CFAO, the regional headquarters for Africa, and visits to African operations, including supermarkets in Cote d'Ivoire. Observations were also conducted at a battery manufacturing plant in the United States, a lithium mining site and a lithium carbonate refining plant located about 4,000 meters above sea level near the Olaroz salt lake in Argentina.

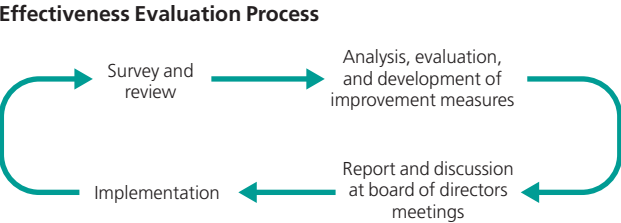
The following meetings are also held to deepen the understanding of the respective business by outside directors/auditors and to receive advice from external perspectives:

Conference for dialogue between executive officers of sales divisions / overseas regions and outside directors/auditors	Executive officers from each sales division and overseas region report to outside directors/auditors on the state of business, issues faced, and other matters, and all parties participate in dialogue. The conferences were expanded to include the overseas regions from the fiscal year ended March 31, 2024. Nine conferences were held in the fiscal year ended March 31, 2024.
Outside directors/ auditors meeting for outside members of the board and Audit & Supervisory Board	Meetings are held so that outside directors/auditors can freely and openly exchange opinions among themselves. Two meetings were held in the fiscal year ended March 31, 2024.
Management discussions on major topics	In addition to members of the board and Audit & Supervisory Board members, discussions include executive vice presidents and relevant senior executive officers and executive officers. Participants freely and openly exchange opinions on major management issues, with the results being reflected in the Mid-term Business Plan. Topics covered during the fiscal year ended March 31, 2024: (1) Restructuring of the organization (2) Toyota Tsusho DNA Succession and Evolution Project (3) Keynote speech by an outside member of the board

Evaluating the Effectiveness of the Board of Directors Meeting

Evaluation Overview

Toyota Tsusho evaluates the effectiveness of the Board of Directors meeting annually to continue to maintain and improve the effectiveness of its corporate governance.



Main Initiatives in the Fiscal Year Ended March 31, 2024, Taking into Account Issues in the Fiscal Year Ended March 31, 2023

Issues to Address	Major Initiatives
Provision of further opportunities for on-site observations by outside directors/auditors	Holding Board of Directors meetings outside the company also serving as site visits and conducting site visits to key locations on a planned basis
Expansion of conferences for dialogue between sales divisions and outside directors/auditors	Expansion of conference topics to include consultation on businesses facing issues Holding of new conferences for dialogue between outside directors/auditors and executive officers from each overseas region* * North America, East Asia, and Asia & Oceania (conference for Europe to be held during the fiscal year ending March 31, 2025)
Review of monetary value criteria for submissions to the Board of Directors meeting	Review the monetary value criteria for submissions to the Board of Directors meeting and raise the qualifying value in line with the expansion of the company's business
Progress report of matters raised by the Audit & Supervisory Board	Report on progress on matters raised by the Audit & Supervisory Board at Board of Directors meetings

Issues Identified During in the Fiscal Year Ended March 31, 2024, and Proposed Responses for Implementation During in the Fiscal Year Ended March 31, 2025

Issues to Address	Proposed Responses
Enhancement of reporting and discussion related to major risks	Discussion on risks to management through management discussions on major topics
Expansion of reporting scope and discussion related to human capital	Expansion of the scope of reporting on human capital management at Board of Directors meetings
Reporting on progress of reforms resulting from organizational restructuring and provision of information related to business outlooks	Reporting on the overall direction and other aspects of the new organizational structure at conferences for dialogue between sales divisions and outside directors/auditors
Expansion of information sharing related to IR activities	Enhancement of information sharing related to IR activities, including investor opinions obtained through IR activities



France: Visit to CFAO, the regional headquarters for Africa

Evaluation Implementation Overview

Respondents	All eight members of the board and all five Audit & Supervisory Board members
Priority Topic	Further improvement of the effectiveness of the board of directors meetings
Evaluation items	1) Board of Directors meeting composition 2) Board of Directors meeting operation 3) Board of Directors meeting agenda and deliberation processes 4) Board of Directors meeting support system 5) Member of the board and Audit & Supervisory Board member evaluation

Effectiveness Evaluation Results

Questionnaire responses were generally positive across all of the matters evaluated, confirming the effectiveness of the Board of Directors meeting.



Argentina: Observation of a lithium carbonate refining plant

Corporate Governance

Skill Matrix

Toyota Tsusho will pursue its “Be the Right ONE” vision to shape the future as it advances to its next new stage. By doing so it aims to create distinctive forms of value that contribute to society and protect the environment and thereby establish business domains linked to its unique strengths. Toward this goal, the Board of Directors meeting has established a skill matrix covering the expertise required of members of the Board and Audit & Supervisory Board members to enable the Board of

Directors meeting to make decisions and supervise management appropriately.

The capabilities and experience of board and Audit & Supervisory Board members are as below.

In addition to their expertise and wealth of experience, the Board of Directors meeting boasts a diverse composition in terms of gender, nationality, and other attributes, providing a structure that can flexibly adapt to various changes in the business environment.

Required skills	Reasons for skill selection
Business management	Experience in corporate management is required to make proper management decisions for the sustainable growth of corporate value amid rapid changes in the business environment.
Global	The Toyota Tsusho Group operates in more than 130 countries and regions. Consequently, extensive experience of job postings in other countries and knowledge and experience of the lifestyle, culture, business climate, and other aspects of other countries are required.
Sales/Marketing	The Toyota Tsusho Group must accurately identify and meet a broad range of customer needs as a trading company handling many types of products. This requires sales and marketing expertise along with a thorough understanding of numerous markets.
Finance/Accounting	Knowledge and experience involving finance and accounting are required for making strategic investments for sustained growth and other goals while using capital more efficiently and preserving financial soundness.
Legal/Risk management	Expertise and experience related to legal affairs and risk management are required to maintain corporate governance for sustainable growth and the long-term growth of corporate value and to establish a risk management framework to support business operations, including activities in emerging countries in Africa and other regions.
Technology/Digital	Knowledge and experience related to new technologies and services, including IT and DX, are required to respond to advances in technology, especially in the field of mobility.
ESG	Sustainability is an integral component of management at the Toyota Tsusho Group. Knowledge and experience related to addressing ESG issues are required to achieve the sustainable growth of corporate value from a long-term perspective.

		Name	Capabilities and experience of the members of the Board and Audit & Supervisory Board members						
			Business management	Global	Sales/ Marketing	Finance/ Accounting	Legal/Risk management	Technology/ Digital	ESG
Members of the Board	Internal	Nobuhiko Murakami	○	○	○				○
		Ichiro Kashitani	○	○	○				○
		Hiroshi Tominaga	○	○		○		○	○
		Hideyuki Iwamoto	○	○		○	○		○
	Outside	Didier Leroy	○	○	○				○
		Yukari Inoue	○	○	○				○
		Chieko Matsuda	○	○		○	○		○
		Goro Yamaguchi	○	○	○			○	○
Audit & Supervisory Board members	Internal	Kazumasa Miyazaki		○		○			○
		Kentaro Hayashi		○		○	○		○
	Outside	Tsutomu Takahashi		○		○			○
		Seishi Tanoue		○			○		○
		Rikako Beppu		○			○		○

Reasons for Appointment of outside members of the Board and Audit & Supervisory Board Members (outside) and Meeting Attendance

	Name/Reason for appointment	Concurrent positions	Frequency of attendance in the Fiscal Year Ended March 31, 2024
Outside Members of the Board	Didier Leroy Served as an officer for Toyota Motor Corporation and its affiliates and thus has abundant management experience and advanced expertise in global management, particularly in the automobile industry. His appointment as an outside member of the board is maintained with the expectation that he will apply this experience and expertise to provide advice on all aspects of company business and management and to supervise the execution of duties by directors.	Chairman, Toyota Motor Europe NV/SA	Board of Directors meetings 13/13
	Yukari Inoue Served as Vice president & managing director Japan, Korea, Taiwan & Hong Kong, Kellogg AMEA and as an officer of global companies and thus has abundant management experience and advanced expertise in global management, particularly in the field of consumer-oriented business. Her appointment as an outside member of the board is maintained with the expectation that she will apply this experience and expertise to provide advice on all aspects of company business and management and to supervise the execution of duties by directors.	Vice president & managing director Japan, Korea, Taiwan & Hong Kong, Kellogg AMEA	Board of Directors meetings 13/13
	Chieko Matsuda Has experience working at a bank and credit rating agency, in the field of research, and as an outside director of an operating company. This has given her abundant experience and advanced expertise in corporate management, finance, and corporate governance in particular. Her appointment as an outside member of the board is maintained with the expectation that she will apply this experience and expertise to provide advice on all aspects of company business and management and to supervise the execution of duties by directors.	Professor, Faculty of Economics and Business Administration, Tokyo Metropolitan University Professor, Graduate School of Management, Tokyo Metropolitan University Outside director, IHI Corporation Outside director, Asahi Kasei Corporation Outside director, Isetan Mitsukoshi Holdings Ltd.	Board of Directors meetings 9/10*1
	Goro Yamaguchi Served as president and representative director and chairman of the board of Kyocera Corporation, a major manufacturer of electronic components and devices, and thus has abundant management experience and advanced expertise in global management, particularly in the field of electronics. He is newly appointed as an outside member of the board with the expectation that he will apply this experience and expertise to provide advice on all aspects of company business and management and to supervise the execution of duties by directors.	Chairman of the board and representative director, Kyocera Corporation Outside director, KDDI Corporation	—*2
Audit & Supervisory Board Members (Outside)	Tsutomu Takahashi Worked as a certified public accountant for many years and served in key positions at KPMG AZSA LLC and thus has abundant experience and advanced expertise in corporate accounting, auditing, and compliance. His appointment as an Audit & Supervisory Board member (outside) is maintained with the expectation that he will apply this experience and expertise to appropriately audit the execution of duties by directors from an independent and neutral standpoint.	Outside Corporate Auditor, SKY Perfect JSAT Holdings Inc. Member of the Board of Directors (Outside Director) (Audit & Supervisory Committee Member), Mizuho Trust & Banking Co., Ltd.	Board of Directors meetings 12/13 Audit & Supervisory Board meetings 13/14
	Seishi Tanoue Served at Toppan Inc. (currently TOPPAN Holdings Inc.) as the president of its U.S. subsidiary, as its Management Audit Office manager, and as a member of its Audit & Supervisory Board and thus has abundant experience and advanced knowledge of corporate management and supervision of a global company. His appointment as an Audit & Supervisory Board member (outside) is maintained with the expectation that he will apply this experience and expertise to appropriately audit the execution of duties by directors from an independent and neutral standpoint.	—	Board of Directors meetings 13/13 Audit & Supervisory Board meetings 14/14
	Rikako Beppu *3 Has worked as an attorney-at-law in Japan and overseas for many years and thus has abundant experience and advanced knowledge, particularly in the fields of international business transactions and M&A activities. She is newly appointed as an Audit & Supervisory Board member (outside) with the expectation that she will apply this experience and expertise to appropriately audit the execution of duties by directors from an independent and neutral standpoint.	Partner, Squire Patton Boggs Outside director, Mitsubishi Materials Corporation	—*4

*1. Chieko Matsuda assumed office on June 23, 2023 (the date of the 102nd Ordinary General Meeting of Shareholders). Therefore, the number of Board of Directors meetings attended differs from that of other directors.

*2. Goro Yamaguchi assumed office on June 21, 2024 (the date of the 103rd Ordinary General Meeting of Shareholders).

*3. The registered name of Rikako Beppu is Rikako Okiura.

*4. Rikako Beppu assumed office on June 21, 2024 (the date of the 103rd Ordinary General Meeting of Shareholders).

Corporate Governance

Audit & Supervisory Board

The Audit & Supervisory Board, which comprises five members (three of whom are independent outside Audit & Supervisory Board members), provides a checking function from an external viewpoint. All Audit & Supervisory Board members regularly exchange opinions with board members, including outside members of the board, executive officers, and an independent auditor, as well as with the Audit Department and other entities. In this way, Audit & Supervisory Board members strive to ensure the legality, appropriateness, and efficiency of business execution. The Audit & Supervisory Board meets in principle once a month. Audits conducted by Audit & Supervisory Board members are carried out per the audit policies and plans approved by the Audit & Supervisory Board and reported to the Board of Directors meeting. Audit & Supervisory Board members implement audits on the execution of duties by members of the board, emphasizing internal control with a particular focus on compliance and risk management. An audit is also conducted regarding the appropriateness of the results of the inspection by the independent auditor. Dedicated staff members are assigned to assist with the duties of Audit & Supervisory Board members, including outside auditors.

Details of the Decision on the Amount and the Calculation Method of Compensation and Other Remuneration for Members of the Board and the Decision Method

Decision Policy and Decision Process

Compensation for members of the Board of Toyota Tsusho shall consist of (i) fixed remuneration as basic compensation; and performance-linked compensation in the form of (ii) bonuses (short-term incentive) and (iii) transfer-restricted stock compensation (medium- to long-term incentive). The ratio of fixed remuneration to performance-linked compensation is determined with a target ratio of 50:50. For performance-linked compensation, the ratio of bonuses to transfer-restricted stock compensation is set at 70:30. As the members of the board are responsible for the final profit (including temporary and incidental gains as well as losses) of all Toyota Tsusho Group companies, the amount of performance-linked compensation paid in each fiscal year for each position shall be determined based on the indicator of the previous fiscal year's consolidated profit for the year attributable to owners of the parent. However, outside members of the board are independent of operational management and are therefore paid fixed remuneration only and do not receive bonuses or transfer-restricted stock compensation. Audit & Supervisory Board members are also paid fixed remuneration only as they are independent to be able to carry out audits appropriately.

As an advisory body to the Board of Directors meeting, Toyota Tsusho has established the Executive Compensation Committee, the majority of whose members are independent outside members of the board. The committee is chaired by the chairman of the board, who has no representative rights and is not involved in operational execution. The Executive Compensation Committee shall deliberate on the policy for determining the details of compensation for each board member (hereinafter, “the policy”), the compensation system, compensation proposals to be submitted to the General Meeting of Shareholders, and other important matters concerning compensation.

The Board of Directors meeting shall determine the policy, the

proposal on compensation (bonuses for members of the board) to be presented to the General Meeting of Shareholders, and the compensation for each board member related in the form of transfer-restricted stock compensation, taking into account the result of such deliberations. In the interest of flexibility and agility in determining the amount of compensation for each board member in the form of fixed remuneration and bonuses, the Board of Directors meeting shall entrust the decision to the president & CEO. The president & CEO shall determine the amount of compensation for each individual according to the policy, taking into account opinions gathered during interviews with each member of the Executive Compensation Committee. The Board of Directors meeting deems that the compensation and other remuneration of each member of the Board for the current fiscal year is in line with the relevant decision policy, having confirmed that it is consistent with the policy determined by the Board of Directors meeting and that the findings of the Executive Compensation Committee have been given due regard.

Method of Deciding on Compensation

[i] Fixed remuneration

Fixed remuneration shall be monthly compensation and shall be set at an appropriate level referring to the remuneration data of other companies in the industry and taking into consideration the position and responsibilities of each director.

[ii] Bonuses

For each fiscal year, the amount of bonuses to be paid to each individual shall be determined by performing an appropriate adjustment on 70% of the total amount of the specified position-specific performance-linked compensation based on the level of achievement in the duties and operations for which the individual is responsible.

[iii] Transfer-restricted stock compensation

For each fiscal year, the amount of transfer-restricted stock compensation to be paid to each individual shall be determined by appropriately adjusting 30% of the total amount of the specified position-specific performance-linked compensation based on the level of achievement in the duties and operations for which the individual is responsible.

However, in cases in which it is not appropriate to grant transfer-restricted stock compensation to an eligible board member, the full amount of the performance-linked compensation for the relevant board member shall be paid as a bonus.

The transfer restrictions on transfer-restricted stock compensation are lifted on the day on which the board member resigns from the company. The compensation provided to members of the board to grant transfer-restricted stock will be in the form of a monetary claim, calculated within a limit separate from the aforementioned fixed remuneration and bonuses, the total value of which will be not more than 200 million yen a year. The class of stock to be allocated will be common shares (for which a transfer restriction is imposed in the allocation agreement) and the total number of shares issued or disposed of will be not more than 200,000 shares a year (as resolved by the Ordinary General Meeting of Shareholders held on June 23, 2020).

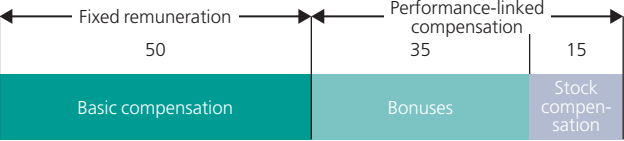
The specific allocation to individual members of the board and the timing thereof will be determined by the Board of Directors meeting based on the deliberations of the Executive Compensation Committee.

Amount of Compensation and Other Remuneration for Each Executive Category, Total Amount per Type of Compensation, and Number of Eligible Officers (As of March 31, 2024)

Executive category	Total amount of compensation and other remuneration (Millions of yen)	Total amount per type of compensation (Millions of yen)			Number of eligible officers
		Fixed remuneration	Performance-linked compensation	Transfer-restricted stock compensation	
			Bonuses		
Members of the Board / (Outside members of the board)	530 (57)	260 (57)	190 (—)	79 (—)	9 (5)
Audit & Supervisory Board members (Audit & Supervisory Board members (Outside))	126 (43)	126 (43)	— (—)	— (—)	5 (3)
Total(Outside officers)	657 (100)	387 (100)	190 (—)	79 (—)	14 (8)

1. No directors are serving concurrently as employees.
2. The above includes one outside member of the board who retired at the close of the 102nd Ordinary General Meeting of Shareholders held on June 23, 2023.
3. Per a resolution at the 99th Ordinary General Meeting of Shareholders held on June 23, 2020, 1) the maximum amount of fixed remuneration for members of the board is 600 million yen per year (including 90 million yen per year for outside members of the board), and 2) the stock compensation limit is 200 million yen per year (the total number of shares allotted is not more than 200,000 shares per year). As of the close of the General Meeting of Shareholders, there were eight members of the board (including four outside members of the Board) affected by 1) above and four members of the Board (excluding outside members of the Board) affected by 2) above.
4. The remuneration limit for the Audit & Supervisory Board members was resolved at the 93rd Ordinary General Meeting of Shareholders held on June 20, 2014, to be 16 million yen a month. As of the close of the General Meeting of Shareholders, there were five Audit & Supervisory Board members including three Audit & Supervisory Board members (outside) affected by the resolution.
5. Total remuneration includes bonuses totaling 190 million yen, approved at the 103rd Ordinary General Meeting of Shareholders held on June 21, 2024, to be paid to four members of the board.
6. The bonus and stock compensation portions of the above compensation and other remuneration are dependent on the performance indicator of the previous fiscal year's consolidated profit for the year attributable to owners of the parent, which was 331.4 billion yen.
7. The above stock compensation is a provisional reference value representing the amount envisaged to be granted as a monetary claim to be used as payment in exchange for the transfer-restricted stock, which is the stock compensation for the current fiscal year.
8. Ichiro Kashitani, president & CEO of the company, will be entrusted with determining the fixed remuneration and bonuses for the current fiscal year for each board member based on a resolution of the Board of Directors. Please refer to “Decision policy and decision process” above for the details and reasons for thus entrusting the decision.

Compensations Model for Each Director



Policy for Investments in Stock (As of March 31, 2024)

Policy on Strategic Cross-holding of Stocks

• Policy on strategic cross-holding of stocks
Maintaining and strengthening business and collaborative relationships with a variety of companies is necessary for the sustainable enhancement of corporate value. Toyota Tsusho owns on a limited and strategic basis the stock of important suppliers and other partners where it believes that the ownership of this stock is beneficial and important from a medium- to long-term perspective (strategic shareholding). Once every year, the Board of Directors receives a report on the results of a review of stock holdings to decide whether stock should be retained. Holdings are reduced where continued ownership is not beneficial.

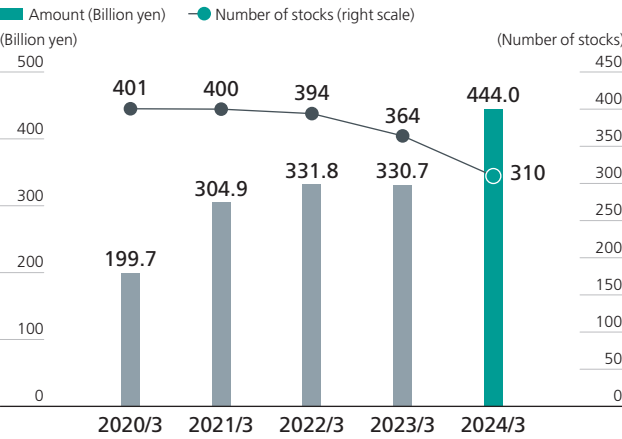
The number of stocks held during the fiscal year ended March 31, 2024, was reduced by 59, not including nine stocks partially disposed of or otherwise reduced. (Book value of stocks held during the fiscal year ended March 31, 2023: 39.3 billion yen.)

• Examination of justification of stock shareholdings

Toyota Tsusho uses an indicator of its own, which is based on the cost of capital, to comprehensively assess stock holdings. The assessment covers profitability, the building, preserving, and reinforcing of business relationships, contribution to and cooperation with regional and social progress, and other considerations. This process is used to decide whether the stock should be retained and to reexamine the number of shares held. As needed, constructive dialogue takes place with the

partner company from the standpoint of preserving and increasing corporate value and achieving sustainable growth. Such dialogue facilitates the sharing of information on management issues and the implementation of improvements.

Strategic Cross-shareholdings



	2020/3	2021/3	2022/3	2023/3	2024/3
Number of stocks	401	400	394	364	310
Book value (Billion yen) (a)	199.7	304.9	331.8	330.7	444.0
Consolidated capital (Billion yen) (b)	1,372.4	1,658.0	1,942.8	2,068.5	2,620.1
Ratio (a / b)	14.6%	18.4%	17.1%	16.0%	16.9%

Management Structure

Members of the Board * Representative Directors



Nobuhiko Murakami
Chairman of the Board



Ichiro Kashitani
Member of the Board*,
President & CEO



Hiroshi Tominaga
Member of the Board*



Hideyuki Iwamoto
Member of the Board*



Didier Leroy
Outside Member of
the Board



Yukari Inoue
Outside Member of
the Board



Chieko Matsuda
Outside Member of
the Board



Goro Yamaguchi
Outside Member of
the Board

Audit & Supervisory Board Members



Kazumasa Miyazaki
Audit & Supervisory
Board Member



Kentaro Hayashi
Audit & Supervisory
Board Member



Tsutomu Takahashi
Audit & Supervisory
Board Member (Outside)



Seishi Tanoue
Audit & Supervisory
Board Member (Outside)



Rikako Beppu
Audit & Supervisory
Board Member (Outside)

Senior Executive Officers

Ichiro Kashitani
President & CEO

Toshimitsu Imai
Executive Vice President, CTO,
CEO for Europe Region

Assistant to President, Chief Officer
Responsible for Tokyo Head Office, Chief
Officer Responsible for Global Strategy
and Management, Europe Region

Tatsuya Watanuki
Executive Vice President, CEO for
Lifestyle Division

Assistant to President, Chief Officer
Responsible for Japan Regional Strategy &
Coordination

Hiroshi Tominaga
CSO, CEO for Emerging Regions
(Central & South America)

Officer Responsible for Tokyo Head Office,
Officer Responsible for Japan Regional
Strategy & Coordination, Officer Responsible
for Global Strategy and Management,
Emerging Regions (Central & South America)

Hideyuki Iwamoto
CFO

Akihiro Sago
CEO for Circular Economy Division

Richard Bielle
CEO for Africa Division, CEO for
Africa Region

Africa Region, President of CFAO

Jun Eyama
CEO for Supply Chain Division

Naoyuki Hata
CEO for North America Region
North America Region, President of Toyota
Tsusho America, Inc.

Shigeki Maeda
CEO for Asia Pacific Region

Asia Pacific Region, President of Toyota
Tsusho (Thailand) Co., Ltd., President of
Toyota Tsusho Thai Holdings Co., Ltd.

Kosuke Kunihiro
CEO for Green Infrastructure
Division, CEO for Emerging
Regions (Middle East &
Central Asia)

Emerging Regions (Middle East & Central
Asia)

Shigeru Harada
CEO for Mobility Division

Multi Brands SBU

Akio Hamada
CEO for East Asia Region
East Asia Region

Representative of East Asia Region
President of Toyota Tsusho (China)
Co., Ltd.

Makiko Hamase
CHRO

Takashi Hirobe
CEO for Metal+ (Plus) Division

Mobility Material Solutions SBU

Eiji Matsuzaki
CEO for Digital Solutions
Division

ICT Solutions SBU

Executive Officers

Yasuhiro Kakihara
COO for Digital Solutions
Division, Company President

Device & Software Solutions SBU,
President of NEXTY Electronics Corporation

Haruyuki Hattori
Regional Officer for North
America Region

North America Region, Senior Vice
President of Toyota Tsusho America, Inc.

Yuichi Kanazawa
COO for Supply Chain Division

Global Parts SBU

Masaharu Katayama
COO for Circular Economy
Division

Resources Development SBU, Resources
Recycling SBU

Kohei Okada
Deputy CSO, COO for Africa
Division, Regional Officer for
Africa Region

Africa Region

Hiroshi Yonenaga
Regional Officer for Emerging
Regions (Middle East & Central Asia)

Kazuyuki Urata
COO for Circular Economy Division

E-Mobility Supply Chain SBU

Hiroki Nakayama
Regional Officer for Asia Pacific
Region, Company President

Asia Pacific Region, President of P.T. Toyota
Tsusho Indonesia

Koji Minami
COO for Lifestyle Division

Food & Agribusiness SBU

Futoshi Horisaki
COO for Supply Chain Division

Parts & Accessories SBU

Kazunori Sato
COO for Circular Economy Division

Sustainable Materials SBU

Toshiyuki Azeo
COO for Lifestyle Division

Wellness SBU

Jun Karato
Deputy CTO

Hiromasa Ishii
Regional Officer for Europe
Region, Company President

Europe Region, President of Toyota Tsusho
Europe S.A., President of Toyota Tsusho
U.K. Ltd.

Tatsuya Hirata
COO for Africa Division,
Regional Officer for Africa Region

Infrastructure SBU, Healthcare SBU,
Consumer SBU, Africa Region, Deputy
CEO of CFAO

Masato Ozaki
COO for Circular Economy
Division, Company President

President of Toyotsu Chemiplas Corporation

Nobuaki Yahiro
Regional Officer for Asia Pacific
Region, Company President

Asia Pacific Region, President of Toyota
Tsusho India Private Ltd.

Takuro Akasaka
COO for Mobility Division

Toyota SBU, Value Chain SBU

Shinichiro Otsuka
COO for Africa Division,
Regional Officer for Africa Region

Mobility SBU, Africa Region

Shigeharu Kato
Regional Officer for Emerging
Regions (Central & South
America), Company President

Emerging Regions (Central & South
America), President of Toyota Tsusho DE
Venezuela, C.A., President of C.I. Toyota
Tsusho de Colombia S.A., Chairman &
CEO of NovaAgri

Hiroshi Yanagisawa
COO for Metal+ (Plus) Division

Metal Solutions SBU

Yuko Kondo
Deputy CFO

Yasushi Aida
Deputy CFO

Shigeo Obata
Deputy CSO

Yuji Makino
COO for Green Infrastructure
Division

Machinery & Infrastructure SBU, Branch
Manager of Toyota Branch

Akihiro Endo
COO for Supply Chain Division

Logistics & Module SBU

Toshiyuki Ishikuro
COO for Green Infrastructure
Division

Green Energy SBU

James Blyth
Regional Officer for North
America Region

North America Region, Senior Vice
President of Toyota Tsusho America, Inc.

Zhao Junmin
Regional Officer for Asia Pacific
Region, Company President

Asia Pacific Region, President of Toyota
Tsusho Asia Pacific Pte. Ltd.

CEO: Chief Executive Officer
CTO: Chief Technology Officer
CSO: Chief Strategy Officer
CFO: Chief Financial Officer
CHRO: Chief Human Resources Officer
COO: Chief Operating Officer