[Cover]

Document to be filed:	Extraordinary Report
Filing to:	Director-General of the Kanto Local Finance Bureau
Date of filing:	February 28, 2024
Company name (Japanese):	トーセイ株式会社 (*Tosei Kabushiki-Kaisha*)
Company name (English):	TOSEI CORPORATION
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Places where the document to be filed is available for public inspection:	Tokyo Stock Exchange, Inc. (2-1, Nihonbashi-kabutocho, Chuo-ku, Tokyo)

[Translation]

1. Reason for Submission

TOSEI CORPORATION (the "Company") is submitting this Extraordinary Report in order to disclose matters resolved at its 74th ordinary general meeting of shareholders held on February 27, 2024, in accordance with Article 24-5, paragraph 4 of the Financial Instruments and Exchange Act and Article 19, paragraph 2, item 9-2 of the Cabinet Office Ordinance relating to disclosure of corporate affairs.

2. Contents of Report

(1) Date of ordinary general meeting of shareholders of the Company

February 27, 2024

(2) Matters resolved at the ordinary general meeting of shareholders

Proposal 1: Appropriation of Surplus

Matters relating to dividends to be distributed at the end of the fiscal year

a. Matters relating to allotment of dividend property and total amount of dividends to be distributed

Per share of ordinary shares: 66 yen

Total amount of dividends: 3,192,884,310 yen

b. Effective date

February 28, 2024

Proposal 2: Partial Amendments to the Articles of Incorporation

In order to further clarify the management responsibilities of Directors, and to swiftly respond to changes in the business environment, the term of office of Directors stipulated in Article 21, Paragraph 1 of the current Articles of Incorporation will be changed from two (2) years to one (1) year, and Paragraph 2 of the same article, which is the provisions related to the adjustment of the term of office, will therefore be deleted.

Proposal 3: Election of Nine (9) Directors

The Company will elect Seiichiro Yamaguchi, Noboru Hirano, Hideki Nakanishi, Shunsuke Yamaguchi, Hitoshi Oshima, Hiroyasu Yoneda, Kenichi Shohtoku, Hiroyuki Kobayashi and Mai Ishiwatari as Directors of the Company.

Proposal 4: Renewal of Countermeasures to Large-Scale Acquisitions of the Company's Shares (Takeover Defense Measures)

The effective period of the plan for countermeasures to large-scale acquisitions of the shares in the Company (Takeover Defense Measures) approved by shareholders at the 71st ordinary general meeting of shareholders of the Company held on February 25, 2021 expires at the conclusion of this meeting. The Company formally revises certain wordings to update the former plan and introduce a new plan.

Proposal 5: Determination of Remuneration for Granting Share-based Payment to Directors Excluding Outside Directors

The Company will introduce a share-based payment plan for Directors, excluding Outside Directors, under which ordinary shares of the Company will be granted as performance-linked remuneration. The remuneration will be separate from existing monetary remuneration and stock option remuneration, with the total number of ordinary shares being no more than 100,000 per year and the total amount of such remuneration being no more than ¥200 million per year.

Proposal 6: Determination of Remuneration for Granting Share-based Payment to Outside Directors

The Company will introduce a share-based payment plan for Outside Directors, under which ordinary shares of the Company will be granted. The remuneration will be separate from existing monetary remuneration and stock option remuneration, with the total number of ordinary shares being no more than 10,000 per year and the total amount of such remuneration being no more than ¥20 million per year.

(3) Numbers of approving, dissenting, and abstention votes, requirements for approval, as well as results of resolution of each proposal

Matters to be resolved	Approve	Dissent	Abstain	Requirements for approval	Results of Resolution (Proportion of approval)	
Proposal 1	410,169	214	43	(Note 1)	Resolved	98.79%
Proposal 2	409,962	421	43	(Note 2)	Resolved	98.74%
Proposal 3				(Note 3)		
Seiichiro Yamaguchi	354,403	55,974	43		Resolved	85.36%
Noboru Hirano	393,505	16,876	43		Resolved	94.78%
Hideki Nakanishi	393,511	16,870	43		Resolved	94.78%
Shunsuke Yamaguchi	393,521	16,860	43		Resolved	94.78%
Hitoshi Oshima	393,505	16,876	43		Resolved	94.78%
Hiroyasu Yoneda	385,294	25,087	43		Resolved	92.80%
Kenichi Shohtoku	342,198	68,181	43		Resolved	82.42%
Hiroyuki Kobayashi	387,042	23,339	43		Resolved	93.22%
Mai Ishiwatari	400,235	10,148	43		Resolved	96.40%
Proposal 4	243,935	166,449	43	(Note 1)	Resolved	58.76%
Proposal 5	408,381	2,003	43	(Note 1)	Resolved	98.36%
Proposal 6	368,098	42,282	43	(Note 1)	Resolved	88.66%

(Note 1) Requires approval by more than a half of shareholders entitled to exercise voting rights present at the ordinary general meeting of shareholders

(Note 2) Requires (i) attendance of shareholders holding one-third or more of the total number of exercisable voting rights and (ii) approval by two-thirds or more of the total number of voting rights held by such shareholders present at the meeting

(Note 3) Requires (i) attendance of shareholders holding one-third or more of the total number of exercisable voting rights and (ii) approval by more than a half of the total number of voting rights held by such shareholders present at the meeting

(4) Reason for not counting the number of certain voting rights of shareholders present at the ordinary general meeting of shareholders into the number of voting rights

The Company was able to confirm that applicable requirements for approval of each proposal are satisfied, by counting the number of voting rights (i) exercised by the day preceding the date of ordinary general meeting of shareholders and (ii) the numbers of approving and dissecting votes for/against each proposal cast by certain shareholders present at the meeting (including the presence by proxy), and that all proposals were duly approved in accordance with the Companies Act. Therefore, the Company has not counted the number of voting rights of certain shareholders present at the meeting, of which it was unable to confirm approval, dissent, or abstention.