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Securities Code 7205

June 9, 2023

(Measures for electronic provision
taken from: June 2, 2023)

To Shareholders with Voting Rights:

Satoshi Ogiso

President & CEO,

Member of the Board of Directors

HINO MOTORS, LTD.

1-1 Hinodai 3-chome, Hino-shi, Tokyo

Notice of Convocation of the 111th Ordinary General Meeting of Shareholders

Dear Shareholder,

Please refer to the following for information about the upcoming 111th Ordinary General Meeting of Shareholders (the “General Shareholders’ Meeting”) of Hino Motors, Ltd. (“Hino,” or the “Company”).

Information contained in the Reference Documents for the General Meeting of Shareholders (matters to which electronic provision measures apply) are provided electronically and posted on the following website on the Internet. Please access the website to confirm the posted information.

Hino's website (https://www.hino-global.com/corp/for_investors/shareholders/meeting.html)

In addition to the above website, the matters to which electronic provision measures apply are also posted on a website of the Tokyo Stock Exchange (TSE). Please access the following website of the Tokyo Stock Exchange (Listed Company Search), perform a search by entering the issue name (HINO MOTORS) or securities code (7205), and select “Basic Information” and “Documents for public inspection/PR information” to confirm the posted information.

TSE's website (Listed Company Search)

(<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>)

You may exercise your voting rights in writing or by electromagnetic means (via the Internet) instead of attending in person on the day of the meeting. Please review the enclosed Reference Documents and exercise your voting rights by no later than 6:00 p.m. on Monday, June 26, 2023 (Japan Time). Thank you very much for your cooperation.

1. Date and time: 10:00 a.m., Tuesday, June 27, 2023

2. Venue: Tokyo Metropolitan Tama Business Activation Center (Tokyo Tama Mirai Messe)
3-19-2, Myojincho, Hachioji-city, Tokyo

3. Meeting Agenda:

Reports:

1. Reports on business review, consolidated financial statements for FY2023 (April 1,

- 2022 through March 31, 2023) and report by the Accounting Auditor and the Audit & Supervisory Board on the audit results of the consolidated financial statements
2. Reports on unconsolidated financial statements for FY2023 (April 1, 2022 through March 31, 2023)

Resolutions:

- Proposed Resolution 1: Election of Seven (7) Members of the Board of Directors
- Proposed Resolution 2: Election of One (1) Audit & Supervisory Board Member
- Proposed Resolution 3: Election of One (1) Substitute Audit & Supervisory Board Member

Notes: - If you intend to engage in split voting, please notify the Company to that effect and the reasons for the split voting by June 23, 2023, three days before the meeting.

- The items below are omitted from inclusion in the documents sent to shareholders in accordance with laws and regulations and Article 15, Paragraph 2 of the Articles of Incorporation of Hino. Accordingly, the documents sent are only a part of the statements audited by the Audit & Supervisory Board Members and Accounting Auditor in their preparation of the audit reports.
 - Accounting Auditor in the Business Report
 - Consolidated Statements of Changes in Net Assets
 - Unconsolidated Statements of Changes in Net Assets
 - Notes to the Consolidated Financial Statements
 - Notes to the Unconsolidated Financial Statements
- If any revisions are made to the matters to which electronic provision measures apply, the revisions will be posted on the above-mentioned websites on which the matters to which electronic provision measures apply are posted.

Reference Documents

Proposed resolutions and reference matters

Proposed Resolution 1: Election of Seven (7) Members of the Board of Directors

Of the eight (8) directors of the Company who were elected at the Ordinary General Meeting of Shareholders held on June 23, 2022, three (3) directors, Mr. Makoto Minagawa, Mr. Ichiro Hisada, and Mr. Taketo Nakane, resigned on October 7, 2022 and the terms of office of all the other current five (5) Members of the Board of Directors will expire at the conclusion of this General Shareholders' Meeting. Misconduct concerning engine certification has been identified at Hino. The Company has announced "three reforms" and has been working on effective remedial measures and reforming its corporate structure to put compliance first. In order to steadily promote these initiatives, we hereby request that seven (7) Members of the Board of Directors be elected.

The candidates for the positions of Member of the Board of Directors are as follows.

List of candidates for the positions of Member of the Board of Directors

No.	Name	Position at Hino
1	Reappointment Satoshi Ogiso	President & CEO, Member of the Board of Directors
2	New appointment Naoki Sato	Officer
3	Reappointment Outside Director Independent Director Motokazu Yoshida	Member of the Board of Directors
4	Reappointment Outside Director Independent Director Koichi Muto	Member of the Board of Directors
5	Reappointment Outside Director Independent Director Masahiro Nakajima	Member of the Board of Directors
6	New appointment Outside Director Independent Director Shoko Kimijima	
7	Reappointment Kenta Kon	Member of the Board of Directors

		Skill Matrix of Candidates for the Positions of Members of the Board of Directors							
		Corporate management	Legal/ Compliance/ Internal control	Finance/ Accounting	Global	Sustainability	R&D/ Monozukuri	Marketing/ Sales	IT/Digital
1	Satoshi Ogiso	○			○	○	○		○
2	Naoki Sato					○	○	○	
3	Motokazu Yoshida	○			○	○		○	
4	Koichi Muto	○			○	○			
5	Masahiro Nakajima	○			○	○			
6	Shoko Kimijima	○	○		○	○			
7	Kenta Kon	○		○	○	○			

No.	Name (date of birth)	Brief career summary, positions and main areas of responsibility and important concurrent duties	Number of Hino shares owned
1	Satoshi Ogiso (1/5/1961) (Reappointment) Attendance at Board of Directors meetings: 16/16	<p>Apr. 1983 Joined Toyota Motor Corporation (TMC)</p> <p>Apr. 2013 Managing Officer of TMC</p> <p>Apr. 2015 Adviser of TMC</p> <p>Jun. 2015 President of ADVICS CO., LTD.</p> <p>Jan. 2018 Senior Managing Officer of TMC</p> <p>Jan. 2019 Operating Officer of TMC</p> <p>Feb. 2021 Adviser of Hino Motors, Ltd. (Hino)</p> <p>Jun. 2021 President, Member of the Board of Hino (to present)</p> <p>[Responsibilities] Overall management, CEO & CHRO</p>	10,000 shares
		<p>[Reason for nomination as a candidate for Member of the Board of Directors] After joining Toyota Motor Corporation, Mr. Satoshi Ogiso engaged in the planning and development of electric vehicles, etc. After serving as President of ADVICS CO., LTD. and Senior Managing Officer and CV Company President of Toyota Motor Corporation, he assumed the position of Adviser of Hino in February 2021. Since June 2021, he has shown his excellent ability as President, Member of the Board of Hino, and is driving efforts to strengthen the business foundation and reform the business structure with strong leadership. He has extensive experience and deep insight as a corporate manager as well as knowledge in commercial vehicles. The Board of Directors nominates him again as a candidate for Member of the Board of Directors in the hope that he will lead Hino with superior management skills and strong leadership for the further growth of the Group.</p>	
2	Naoki Sato (1/26/1967) (New appointment)	<p>Apr. 1989 Joined Hino Motors, Ltd. (Hino)</p> <p>Feb. 2018 General Manager of Medium-to-Long-Term Product Strategy Div. of Hino</p> <p>Feb. 2020 Officer of Hino (to present)</p> <p>Oct. 2021 Field Manager, Strategy & Planning of Hino</p> <p>Feb. 2023 Chief Operating Officer, Japan Business of Hino (to present)</p> <p>[Responsibilities] COO, Japan Business</p>	700 shares
		<p>[Reason for nomination as a candidate for Member of the Board of Directors] After joining Hino, Mr. Naoki Sato engaged in the quality assurance division and then the development & product planning division. He has led product development at Hino while serving in positions such as Medium-duty Truck Chief Engineer, has been in charge of strategy and planning fields since October 2021, and has since shown his ability as Chief Operating Officer, Japan Business since February 2023. The Board of Directors newly nominates him as a candidate for Member of the Board of Directors in the hope that he will lead Hino with superior management skills and strong leadership for further growth of the Group.</p>	

No.	Name (date of birth)	Brief career summary, positions and main areas of responsibility and important concurrent duties	Number of Hino shares owned
3	<p>Motokazu Yoshida (1/7/1948)</p> <p>(Reappointment) (Outside Director) (Independent Director)</p> <p>Attendance at Board of Directors meetings: 14/16</p>	<p>Apr. 1971 Joined Mitsui & Co., Ltd. (Mitsui & Co.)</p> <p>Jun. 2001 Director of Mitsui & Co.</p> <p>Apr. 2002 Director, Senior Executive Officer of Mitsui & Co.</p> <p>Apr. 2003 Managing Executive Officer of Mitsui & Co.</p> <p>Oct. 2005 Senior Managing Executive Officer of Mitsui & Co.</p> <p>Jun. 2007 Director, Senior Managing Executive Officer of Mitsui & Co.</p> <p>Apr. 2008 Director, Executive Vice President of Mitsui & Co.</p> <p>Apr. 2009 Director of Mitsui & Co.</p> <p>Jun. 2009 Adviser of Mitsui & Co.</p> <p>Nov. 2012 Administrative Director of Meisei Gakuen (to present)</p> <p>Jun. 2015 Outside Director of Hino Motors, Ltd. (to present)</p> <p>[Important concurrent duties] Administrative Director of Meisei Gakuen</p>	25,900 shares
		<p>[Reason for nomination as a candidate for Outside Member of the Board of Directors and expected roles] Having served as Director, President of Mitsui & Co., (U.S.A.), Inc. and Director, Executive Vice President of Mitsui & Co. Ltd., Mr. Motokazu Yoshida has extensive experience and deep insight as a corporate manager. Since assuming the position of Independent and Outside Director of Hino in June 2015, he has provided useful advice on overall management of Hino based on his experience and insight. The Board of Directors nominates him again as a candidate for Outside Member of the Board of Directors in the hope that he will continue to provide adequate advice on overall management of Hino and perform management monitoring and supervisory functions from an independent standpoint as Outside Director.</p>	

No.	Name (date of birth)	Brief career summary, positions and main areas of responsibility and important concurrent duties	Number of Hino shares owned
4	Koichi Muto (9/26/1953) (Reappointment) (Outside Director) (Independent Director) Attendance at Board of Directors meetings: 16/16	<p>Apr. 1976 Joined Mitsui O.S.K. Lines, Ltd.</p> <p>Jun. 2006 Managing Executive Officer of Mitsui O.S.K. Lines, Ltd. (MOL)</p> <p>Jun. 2007 Director, Managing Executive Officer of MOL</p> <p>Jun. 2008 Director, Senior Managing Executive Officer of MOL</p> <p>Jun. 2010 Director, President of MOL</p> <p>Jun. 2015 Director, Chairman of MOL</p> <p>Jun. 2019 Senior Advisor of MOL (to present)</p> <p>Jun. 2020 Outside Director of Hino Motors, Ltd. (to present)</p> <p>[Important concurrent duties] Senior Adviser of Mitsui O.S.K. Lines, Ltd.</p>	5,000 shares
		<p>[Reason for nomination as a candidate for Outside Member of the Board of Directors and expected roles] Having served as Director, President and Director, Chairman of Mitsui O.S.K. Lines, Ltd., Mr. Koichi Muto has extensive experience and deep insight as a corporate manager. Since assuming the position of Independent and Outside Director of Hino in June 2020, he has provided useful advice on overall management of Hino based on his experience and insight. The Board of Directors nominates him again as a candidate for Outside Member of the Board of Directors in the hope that he will continue to provide adequate advice on overall management of Hino and perform management monitoring and supervisory functions from an independent standpoint as Outside Director.</p>	

No.	Name (date of birth)	Brief career summary, positions and main areas of responsibility and important concurrent duties	Number of Hino shares owned
5	Masahiro Nakajima (2/3/1950) (Reappointment) (Outside Director) (Independent Director) Attendance at Board of Directors meetings: 16/16	<p>Mar. 1972 Joined Morita Fire Pump MFG. Co., Ltd. (currently MORITA HOLDINGS CORPORATION)</p> <p>Apr. 2003 Corporate Executive Officer of MORITA CORPORATION (MORITA)</p> <p>Jun. 2004 Director of MORITA</p> <p>Jun. 2006 Director, President of MORITA</p> <p>Oct. 2008 Director, President of MORITA CORPORATION</p> <p>Jun. 2015 Director, Chairman of MORITA HOLDINGS CORPORATION Director, Chairman of MORITA ECONOS CORPORATION Director, Chairman of MORITA TECHNOS CORPORATION Director, Chairman of MORITA CORPORATION (to present)</p> <p>Feb. 2016 Director, Chairman of the Board of BRONTO SKYLIFT OY AB (to present)</p> <p>Jun. 2016 Director, Chairman & CEO of MORITA HOLDINGS CORPORATION (to present)</p> <p>Apr. 2017 Director, Chairman of MORITA ENVIRONMENTAL TECH CORPORATION</p> <p>Jun. 2017 Outside Audit & Supervisory Board Member of Hino Motors, Ltd. (Hino)</p> <p>Jun. 2019 Director of MORITA ENVIRONMENTAL TECH CORPORATION (to present)</p> <p>Jun. 2021 Outside Director of Hino (to present)</p> <p>[Important concurrent duties] Director, Chairman & CEO of MORITA HOLDINGS CORPORATION Director, Chairman of MORITA CORPORATION Director of MORITA ENVIRONMENTAL TECH CORPORATION Director, Chairman of the Board of BRONTO SKYLIFT OY AB</p>	6,300 shares
		<p>[Reason for nomination as a candidate for Outside Member of the Board of Directors and expected roles] Having served as Director, President and Director, Chairman (to present) of MORITA HOLDINGS CORPORATION, Mr. Masahiro Nakajima has extensive experience and deep insight as a corporate manager. Since assuming the position of Independent and Outside Audit & Supervisory Board Member of Hino in June 2017, and Independent Outside Director in June 2021, he has provided useful advice on overall management of Hino based on his experience and insight. The Board of Directors nominates him again as a candidate for Outside Member of the Board of Directors in the hope that he will provide adequate advice on overall management of Hino and perform management monitoring and supervisory functions from an independent standpoint as Outside Director.</p>	

No.	Name (date of birth)	Brief career summary, positions and main areas of responsibility and important concurrent duties	Number of Hino shares owned
6	Shoko Kimijima (3/27/1970) (New appointment) (Outside Director) (Independent Director)	<p>Apr. 1996 Joined Nagashima & Ohno (currently Nagashima Ohno & Tsunematsu)</p> <p>Oct. 2002 Joined General Electric International, Inc., Japan branch</p> <p>Jan. 2009 Transferred to GE Japan Corporation</p> <p>Oct. 2010 Associate General Counsel of GE Japan Corporation</p> <p>Jan. 2015 Executive Officer, Compliance General Manager of Legal Division of LIXIL Corporation</p> <p>Apr. 2015 Executive Officer, Compliance General Manager of Legal Division, and Chief Compliance Officer of LIXIL Corporation</p> <p>Jul. 2016 Director, Compliance General Manager of Legal Division, and Chief Compliance Officer of LIXIL Corporation</p> <p>Jan. 2017 Chief Compliance Officer of LIXIL Water Technology of LIXIL Corporation (concurrent position)</p> <p>Feb. 2019 Deputy General Manager of Legal, Compliance Unit and Chief Compliance Officer of Tokyo Electron Ltd.</p> <p>Apr. 2020 Executive Officer, Executive Vice President, and Chief Legal and Compliance Officer of LIXIL Group Corporation</p> <p>Jun. 2020 Director, Senior Officer, and Chief Legal and Compliance Officer of LIXIL Corporation (concurrent position)</p> <p>Dec. 2020 Executive Officer, Executive Vice President, and Chief Legal and Compliance Officer of LIXIL Corporation (concurrent position discontinued due to the merger between LIXIL Group Corporation and LIXIL Corporation; to present)</p> <p>[Important concurrent duties] Executive Officer, Executive Vice President, and Chief Legal and Compliance Officer of LIXIL Corporation</p>	0 shares
		<p>[Reason for nomination as a candidate for Outside Member of the Board of Directors and expected roles] Having practiced law at Nagashima & Ohno (currently Nagashima Ohno & Tsunematsu) and then assuming important positions in legal divisions at GE Japan Corporation and LIXIL Corporation, Ms. Shoko Kimijima has advanced expertise as well as extensive experience and deep insight as a senior management member. The Board of Directors newly nominates her as a candidate for Outside Member of the Board of Directors in the hope that she will provide adequate advice on overall management of Hino, especially in the fields of corporate governance and compliance, and perform management monitoring and supervisory functions from an independent standpoint as Outside Director.</p>	

No.	Name (date of birth)	Brief career summary, positions and main areas of responsibility and important concurrent duties	Number of Hino shares owned
7	Kenta Kon (8/2/1968) (Reappointment) Attendance at Board of Directors meetings: 16/16	<p>Apr. 1991 Joined Toyota Motor Corporation (TMC)</p> <p>Jan. 2017 General Manager of Accounting Div. of TMC</p> <p>Jun. 2018 Managing Officer of TMC</p> <p>Jul. 2019 Operating Officer of TMC</p> <p>Jun. 2021 Member of the Board of Directors and Operating Officer of TMC</p> <p>Member of the Board of Hino Motors, Ltd. (to present)</p> <p>Apr. 2022 Member of the Board of Directors, Operating Officer and Executive Vice President of TMC</p> <p>Apr. 2023 Member of the Board of Directors of TMC Director on the Board of Directors and Chief Financial Officer of Woven by Toyota (to present)</p> <p>[Important concurrent duties] Director on the Board of Directors and Chief Financial Officer of Woven by Toyota</p> <p>[Reason for nomination as a candidate for Member of the Board of Directors] Having served as Managing Officer, as well as Member of the Board of Directors, Operating Officer and Executive Vice President of Toyota Motor Corporation, Mr. Kenta Kon has extensive experience and a high degree of insight in corporate management and in the finance and accounting division. The Board of Directors nominates him again as a candidate for Member of the Board of Directors in the hope that he will provide adequate advice on overall management of Hino and perform management monitoring and supervisory functions from a high-level perspective to promote Hino's sustainable growth and strengthen its competitiveness.</p>	0 shares

- Notes: 1. Of the candidates for Members of the Board of Directors, Mr. Kenta Kon is a Member of the Board of Directors of Toyota Motor Corporation, Hino's parent company. He will leave his post as a Member of the Board of Directors of Toyota Motor Corporation at the conclusion of the 119th General Shareholders' Meeting of Toyota Motor Corporation to be held on June 14, 2023. The relationship between Hino and Toyota Motor Corporation is as described under "Relationship with the Parent Company" on Page 34. No special interest exists between the other candidates for Members of the Board of Directors and Hino.
2. The name of Shoko Kimijima on family register is Shoko Wakabayashi.
3. Based on the assumption that the election of Mr. Motokazu Yoshida, Mr. Koichi Muto, Mr. Masahiro Nakajima, and Ms. Shoko Kimijima will be approved as proposed, Hino has designated them as independent directors as defined by the Tokyo Stock Exchange and the Nagoya Stock Exchange and registered them with these exchanges. Mr. Motokazu Yoshida, Mr. Koichi Muto and Mr. Masahiro Nakajima will have served as Director of Hino for eight (8) years, three (3) years, and two (2) years, respectively, upon the conclusion of this General Shareholders' Meeting.
4. Although there are business transactions including the selling and buying of cars between Hino and Mitsui & Co., Ltd., where Mr. Motokazu Yoshida served as Director, Executive Vice President as well as Adviser in the past (retired in June 2011), the transactional volume is not more than 0.1% of the consolidated net sales of Mitsui & Co., Ltd., or not more than 5% of those of Hino. The business transactions therefore have no significant impact on decision making by Hino based on their volume and nature. It has been more than 10 years since Mr. Motokazu Yoshida retired from Mitsui & Co., Ltd., and he is currently not an executive of Mitsui & Co., Ltd. There are no business transactions between Hino and Meisei Gakuen where Mr. Motokazu Yoshida currently serves as Administrative Director. Accordingly, Hino judges that Mr. Motokazu Yoshida has independence as an Outside Member of the Board of Directors.
- Although there are business transactions in car transportation between Hino and Mitsui O.S.K. Lines, Ltd., where Mr. Koichi Muto currently serves as Senior Advisor, the transactional volume is not more than 0.1% of the consolidated net sales of Mitsui O.S.K. Lines, Ltd., or 0.1% of those of Hino. The business transactions therefore have no significant impact on decision making by Hino based on their volume and nature. Accordingly, Hino

judges that Mr. Koichi Muto has independence as an Outside Member of the Board of Directors.

Although there are business transactions related to selling and buying of cars between Hino and MORITA CORPORATION, where Mr. Masahiro Nakajima currently serves as Director, Chairman, the transactional volume is no more than 1% of the consolidated net sales of the parent company of MORITA CORPORATION, or 1% of those of Hino. The business transactions therefore have no significant impact on decision making by Hino based on their volume and nature. There are no business transactions between Hino and any of MORITA HOLDINGS CORPORATION; MORITA ENVIRONMENTAL TECH CORPORATION; or BRONTO SKYLIFT OY AB, where Mr. Masahiro Nakajima currently serves as Director, Chairman & CEO; Director; or Director, Chairman of the Board, respectively. Accordingly, Hino judges that Mr. Masahiro Nakajima has independence as an Outside Member of the Board of Directors.

Although there are business transactions between Hino and Nagashima & Ohno (currently Nagashima Ohno & Tsunematsu), where Ms. Shoko Kimijima had served as an attorney until her retirement in October 2002 to provide professional service (concerning legal affairs) from the law firm to Hino, it has been more than 20 years since her retirement from the law firm. There are no business transactions between Hino and any of General Electric International, Inc., Japan branch (retired in December 2008 due to transfer); GE Japan Corporation (retired in December 2014); or Tokyo Electron Ltd. (retired in March 2020), where Ms. Shoko Kimijima previously served, or LIXIL Corporation, where she currently serves as Executive Officer, Executive Vice President. Accordingly, Hino judges that Ms. Shoko Kimijima has independence as an Outside Member of the Board of Directors.

5. Hino has entered into agreements with Outside Director candidates Mr. Motokazu Yoshida, Mr. Koichi Muto and Mr. Masahiro Nakajima to limit their liability pursuant to Article 423, Paragraph 1 of the Companies Act to the amount stipulated in Article 425, Paragraph 1 of the Companies Act, provided that they acted in good faith and were not grossly negligent in performing their duties. If their election is approved as proposed, Hino intends to renew the agreements with them. Hino intends to enter into an agreement with the same content with Ms. Shoko Kimijima, who is an Outside Director candidate, if her election is approved as proposed. Hino has entered into an agreement with the same content with Mr. Kenta Kon, a candidate for Member of the Board of Directors who will be a non-executive Member of the Board of Directors, and if his election is approved as proposed, Hino intends to renew the agreement with him.
6. In March 2022, past misconduct in relation to Hino's applications for certification concerning the emissions and fuel economy performance of its engines for the Japanese market subject to the 2016 emissions regulations (so-called "post-post-new long-term regulations") was identified, and the Company was subjected to administrative sanctions by the Ministry of Land, Infrastructure, Transport and Tourism in the form of revocation of its fuel consumption rating and type approval. Then, in August 2022, during the terms of office of Mr. Motokazu Yoshida, Mr. Koichi Muto, and Mr. Masahiro Nakajima, who are Outside Director candidates, misconduct concerning certification was additionally identified, and the Company was subjected to administrative sanctions by the Ministry of Land, Infrastructure, Transport and Tourism in September 2022 in the form of revocation of its fuel consumption rating and type approval.

Although none of the candidates was aware of any of these misconduct issues in advance, each of them routinely provides proactive advice from the perspective of legal compliance and comprehensive compliance. After the misconduct was identified, the candidates have been fulfilling their responsibilities, including by calling for clarification of the extent of the identified issues, an in-depth analysis into the root causes, as well as effective remedial measures.

7. Candidates who were executives at Toyota Motor Corporation, Hino's parent company, for the last ten (10) years and their areas of responsibility are as follows.

Name	Areas of responsibility
Satoshi Ogiso	Product Planning Group, Chassis Engineering Field, Chassis Management Dept., CV Company
Kenta Kon	Secretariat Office, Finance & Accounting Dept., Finance & Accounting Div., General Administration & Human Resources Div., Advanced R&D and Engineering Company, Chief Financial Officer

8. A candidate who was an executive at a subsidiary of Hino's parent company for the last ten (10) years and his areas of responsibility are as follows.

Name	Areas of responsibility
Kenta Kon	Director on the Board of Directors and Chief Financial Officer of Woven by Toyota

9. The Company has entered into a Directors and Officers Liability Insurance contract provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. If the election of the candidates for Members of the Board of Directors is approved, they will be covered by the insurance policy. The outline of the insurance contract is as follows:

- The insurance policy covers litigation defense expenses and damages to be incurred by the insured arising from shareholder class actions and lawsuits seeking compensation for damages made against the insured due to their action taken in the course of business, legal reparations and litigation expenses arising from claims for damages made against the Company pertaining to securities-related transactions, as well as expenses borne by the Company in the event of corporate misconduct.
- As a measure to ensure the appropriateness of the execution of duties by the insured, the insurance policy does not cover damages arising from criminal acts, etc. committed by them.
- The insurance premiums are fully borne by the Company.

10. If the election of the candidates for Members of the Board of Directors is approved, a total of seven (7) Members of the Board of Directors will consist of six (6) male Directors and one (1) female Director.

Proposed Resolution 2: Election of One (1) Audit & Supervisory Board Member

Mr. Katsuya Natori will resign at the conclusion of this General Shareholders' Meeting. To substitute his post, we hereby request that one (1) Audit & Supervisory Board Member be elected.

The candidate for the position of Audit & Supervisory Board Member is as follows. If her election is approved as proposed, her term of office will be until the expiration of the term of office of the resigning Audit & Supervisory Board Member in accordance with the provisions of the Articles of Incorporation of Hino.

The submission of this proposal at this General Shareholders' Meeting was approved by the Audit & Supervisory Board.

Name (date of birth)	Brief career summary, positions and important concurrent duties	Number of Hino shares owned
<p>Chika Matsumoto (2/22/1961)</p> <p>(New appointment) (Outside Audit & Supervisory Board Member) (Independent Auditor)</p>	<p>Apr. 1983 Joined Brother Industries, Ltd.</p> <p>Oct. 1990 Joined Chuo Shinko Audit Corporation</p> <p>Aug. 2007 Partner of KPMG AZSA & Co. (currently KPMG AZSA LLC)</p> <p>Jul. 2013 Executive Board member of KPMG AZSA LLC</p> <p>Jul. 2017 Member of Management Supervisory Committee of KPMG AZSA LLC</p> <p>Jul. 2020 Office Managing Partner of Nagoya Office of KPMG AZSA LLC (to present)</p> <p>Jun. 2023 Outside Statutory Auditor of Brother Industries, Ltd. (scheduled to assume office)</p> <p>[Important concurrent duties] Outside Statutory Auditor of Brother Industries, Ltd. Office Managing Partner of Nagoya Office of KPMG AZSA LLC</p>	<p>0 shares</p>
<p>[Reason for nomination as a candidate for Outside Audit & Supervisory Board Member] Having served as a certified public accountant for many years at auditing firms including KPMG AZSA LLC, where she assumed positions such as Executive Board member, Ms. Chika Matsumoto has advanced expertise and extensive experience in financial and accounting audit services as well as knowledge about overall management. Although she has never been involved in corporate management, because of the aforementioned reasons, the Board of Directors newly nominates her as a candidate for Outside Audit & Supervisory Board Member in the hope that she will play an appropriate role as an Outside Audit & Supervisory Board Member in strengthening Hino's overall management and audit system.</p>		

- Notes: 1. No special interest exists between Ms. Chika Matsumoto and Hino.
2. Ms. Chika Matsumoto will assume the position of Outside Statutory Auditor of Brother Industries, Ltd. at the conclusion of the 131st General Shareholders' Meeting of Brother Industries, Ltd. to be held on June 22, 2023.
3. Based on the assumption that the election of Ms. Chika Matsumoto will be approved as proposed, Hino has designated her as an independent auditor as defined by the Tokyo Stock Exchange and the Nagoya Stock Exchange and registered her with these exchanges. Although there are business transactions between Hino and KPMG AZSA LLC, where Ms. Chika Matsumoto currently serves, to provide professional service (consulting service) from KPMG AZSA LLC to Hino, the amount of remuneration that Hino pays to KPMG AZSA LLC is not more than 1% of the annual operating revenue of KPMG AZSA LLC and 10 million yen. The business transactions therefore have no significant impact on decision making by Hino based on their volume and nature. Ms. Chika Matsumoto will leave the service of KPMG AZSA LLC as of June 30, 2023. There are no business transactions between Hino and Brother Industries, Ltd., where Ms. Chika Matsumoto previously served as an employee (retired in August 1985), and Chuo Shinko Audit Corporation, where she previously served was dissolved. Accordingly, Hino judges that Ms. Chika Matsumoto has independence as an Outside Audit & Supervisory Board Member.
4. If the election of Ms. Chika Matsumoto is approved as proposed, Hino intends to enter into an agreement with Ms. Chika Matsumoto to limit her liability pursuant to Article 423, Paragraph 1 of the Companies Act to the amount stipulated in Article 425, Paragraph 1 of the Companies Act, provided that she acted in good faith and was not grossly negligent in performing her duties.
5. The Company has entered into a Directors and Officers Liability Insurance contract provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. If the election of Ms. Chika Matsumoto is approved as proposed, she will be covered by the insurance policy. The outline of the insurance contract is as follows:
- The insurance policy covers litigation defense expenses and damages to be incurred by the insured arising from shareholder class actions and lawsuits seeking compensation for damages made against the insured due to their action taken in the course of business, legal reparations and litigation expenses arising from claims for damages made against the Company pertaining to securities-related transactions, as well as expenses borne by the Company in the event of corporate misconduct.
 - As a measure to ensure the appropriateness of the execution of duties by the insured, the insurance policy does not cover damages arising from criminal acts, etc. committed by them.
 - The insurance premiums are fully borne by the Company.
6. If the election of Ms. Chika Matsumoto is approved as proposed, a total of four (4) Audit & Supervisory Board Members will consist of two (2) male and two (2) female Audit & Supervisory Board Members.

Proposed Resolution 3: Election of One (1) Substitute Audit & Supervisory Board Member

In order to be prepared in the event that the number of Audit & Supervisory Board Members falls below the requirements of laws and regulations, we hereby request that one (1) substitute Audit & Supervisory Board Member be elected.

The candidate for the position of substitute Audit & Supervisory Board Member is as follows.

This proposal is made to elect a substitute for either Mr. Naoki Miyazaki, an Outside Audit & Supervisory Board Member, or, if the Proposed Resolution 2 is approved as proposed, Ms. Chika Matsumoto.

In the event the substitute Audit & Supervisory Board Member assumes the position of Audit & Supervisory Board Member, his term of office will be until the expiration of his/her predecessor's term.

This resolution shall be effective until the commencement of the next Ordinary General Meeting of Shareholders, provided, however, that this resolution may be cancelled before the proposed substitute Audit & Supervisory Board Member assumes office, by a resolution of the Board of Directors, subject to the approval of the Audit & Supervisory Board.

The submission of this proposal at this General Shareholders' Meeting was approved by the Audit & Supervisory Board.

Name (date of birth)	Brief career summary, positions and important concurrent duties	Number of Hino shares owned
Hyo Kambayashi (10/15/1951)	Nov. 1976 Joined Arthur Andersen & Co.	0 shares
	Jul. 1991 Worldwide Partner of Arthur Andersen & Co.	
	Jul. 1993 Senior Partner of Asahi & Co. (currently KPMG AZSA LLC)	
	Sep. 2001 Director of Andersen Worldwide Organization	
	Jan. 2003 President and Director of Protiviti Japan Co., Ltd.	
	Apr. 2004 Visiting Professor of Tama Graduate School of Business	
	May 2005 Director of Robert Half Japan Ltd.	
	Apr. 2010 Visiting Professor of Professional Graduate Schools of Aoyama Gakuin University	
	Jan. 2011 President and Chief Executive Officer of Protiviti LLC	
	Jan. 2016 Chairman and Senior Managing Director of Protiviti LLC	
	Oct. 2016 Chairman of Japan Internal Control Research Association	
	Jun. 2017 Audit & Supervisory Board Member of Sojitz Corporation	
	Jun. 2018 Outside Director, Board Member Audit and Supervisory Committee Member of Murata Manufacturing Co., Ltd. (to present)	
	Apr. 2021 Senior Managing Director of Protiviti LLC (to present)	
[Important concurrent duties] Outside Director, Board Member Audit and Supervisory Committee Member of Murata Manufacturing Co., Ltd. Senior Managing Director of Protiviti LLC		
[Reason for nomination as a candidate for substitute Outside Audit & Supervisory Board Member] Mr. Hyo Kambayashi served at major accounting firms and is currently a representative of a consulting firm. He has advanced expertise in financial and accounting audit services as well as extensive experience and adequate knowledge in these fields. He served as a visiting professor at graduate schools and has been serving as an outside officer at companies, playing an active role in a wide range of fields. The Board of Directors nominates him as a candidate for substitute Outside Audit & Supervisory Board Member in the hope that he will play an appropriate role in strengthening Hino's audit system.		

- Notes: 1. No special interest exists between Mr. Hyo Kambayashi and Hino.
2. Mr. Hyo Kambayashi is a candidate for substitute Outside Audit & Supervisory Board Member.
3. If the election of Mr. Hyo Kambayashi is approved as proposed and he assumes the position of Outside Audit & Supervisory Board Member, Hino will designate him as an independent auditor as defined by the Tokyo Stock Exchange and the Nagoya Stock Exchange and register him with these exchanges. It has been more than 20 years since Mr. Hyo Kambayashi retired from Arthur Andersen & Co. (retired in March 2003) and Asahi & Co. (retired in March 2003), where he previously served. There are no business transactions between Hino and any of Protiviti Japan Co., Ltd. (retired in December 2015) or Robert Half Japan Ltd. (retired in June 2017) where Mr. Hyo Kambayashi previously served, or Protiviti LLC where he currently serves. Accordingly, Hino judges that Mr. Hyo Kambayashi has independence as an Outside Audit & Supervisory Board Member.
4. If the election of Mr. Hyo Kambayashi is approved as proposed and if he assumes the position of Outside Audit & Supervisory Board Member, Hino intends to enter into an agreement with Mr. Hyo Kambayashi to limit his liability pursuant to Article 423, Paragraph 1 of the Companies Act to the amount stipulated in Article 425, Paragraph 1 of the Companies Act, provided that he acted in good faith and was not grossly negligent in performing his duties.
5. The Company has entered into a Directors and Officers Liability Insurance contract provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. If the election of Mr. Hyo Kambayashi is approved as proposed and he assumes the position of Outside Audit & Supervisory Board Member, he will be covered by the insurance policy. The outline of the insurance contract is as follows:
- The insurance policy covers litigation defense expenses and damages to be incurred by the insured arising from shareholder class actions and lawsuits seeking compensation for damages made against the insured due to their action taken in the course of business, legal reparations and litigation expenses arising from claims for damages made against the Company pertaining to securities-related transactions, as well as expenses borne by the Company in the event of corporate misconduct.
 - As a measure to ensure the appropriateness of the execution of duties by the insured, the insurance policy does not cover damages arising from criminal acts, etc. committed by them.
 - The insurance premiums are fully borne by the Company.

<Reference>

If Proposed Resolutions 1 and 2 are approved as proposed, the composition of the Board of Directors and the Audit & Supervisory Board will be as follows:

Name	Position at Hino	Attributes			
		Outside officer	Independent officer	Member of Directors' Appointment Plan Review Meeting and Directors' Compensation Plan Review Meeting	
Reappointment	Satoshi Ogiso	President & CEO, Member of the Board Representative Directors			○
New appointment	Naoki Sato	Senior Managing Officer, Member of the Board of Directors			
Reappointment	Motokazu Yoshida	Member of the Board of Directors	○	○	○
Reappointment	Koichi Muto	Member of the Board of Directors	○	○	○
Reappointment	Masahiro Nakajima	Member of the Board of Directors	○	○	○
New appointment	Shoko Kimijima	Member of the Board of Directors	○	○	○
Reappointment	Kenta Kon	Member of the Board of Directors			
	Iwao Kimura	Full-time Audit & Supervisory Board Member			
	Tomoko Inoue	Full-time Audit & Supervisory Board Member			
	Naoki Miyazaki	Audit & Supervisory Board Member	○		
New appointment	Chika Matsumoto	Audit & Supervisory Board Member	○	○	

Note: The position of each Member of the Board and Full-time Audit & Supervisory Board Member, as well as the composition of the Directors' Appointment Plan Review Meeting and the Directors' Compensation Plan Review Meeting will be formally determined after the conclusion of this General Shareholders' Meeting.