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Securities Code 7205

June 4, 2021

To Shareholders with Voting Rights:

Yoshio Shimo
President & CEO, Member of the Board
HINO MOTORS, LTD.
1-1 Hinodai 3-chome, Hino-shi, Tokyo

Notice of Convocation of the 109th Ordinary General Meeting of Shareholders

Dear Shareholder,

Please refer to the following for information about the upcoming 109th Ordinary General Meeting of Shareholders (the "General Shareholders' Meeting") of Hino Motors, Ltd. ("Hino").

In view of preventing the spread of COVID-19, you are kindly asked to refrain from attending the meeting in person on the day as much as possible. Please review the enclosed Reference Documents and exercise your voting rights in writing or by electromagnetic means (via the Internet) by no later than 6:00 p.m. on Wednesday, June 23, 2021 (Japan Time). Thank you very much for your cooperation.

1. Date and time: 10:00 a.m., Thursday, June 24, 2021

2. Venue: **Headquarters of Hino Motors, Ltd.**
1-1 Hinodai 3-chome, Hino-shi, Tokyo

3. Meeting Agenda:

Reports:

1. Reports on business review, consolidated financial statements for FY2021 (April 1, 2020 through March 31, 2021) 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 FY2021 (April 1, 2020 through March 31, 2021)

Resolutions:

- Proposed Resolution 1: Election of nine (9) Members of the Board of Directors
Proposed Resolution 2: Election of two (2) Audit & Supervisory Board Members
Proposed Resolution 3: Election of one (1) Substitute Audit & Supervisory Board Member

- Notes: - If you intend to engage in split voting, please submit a written notice to that effect and the reasons for the split voting by June 20, 2021, three days before the meeting.
- The items below are omitted from inclusion in the Notice of Convocation in accordance with laws and regulations and the Articles of Incorporation of Hino and are posted on Hino's website (<https://www.hino.co.jp/>).
 - Accounting Auditor
 - 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 reference documents for the General Shareholders' Meeting, the business report, the consolidated financial statements, and/or the non-consolidated financial statements, the revisions will be posted on Hino's website presented above.

Reference Documents

Proposed resolutions and reference matters

Proposed Resolution 1: Election of nine (9) Members of the Board of Directors

The terms of office of all current nine (9) Members of the Board of Directors will expire at the conclusion of this General Shareholders' Meeting. Accordingly, we hereby request that nine (9) 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	<u>Reappointment</u> Yoshio Shimo	President & CEO, Member of the Board
2	<u>New appointment</u> Satoshi Ogiso	Adviser
3	<u>New appointment</u> Makoto Minagawa	Senior Managing Officer
4	<u>Reappointment</u> Ichiro Hisada	Director, Senior Managing Officer
5	<u>Reappointment</u> Taketo Nakane	Director, Senior Managing Officer
6	<u>Reappointment</u> <u>Outside Director</u> <u>Independent Director</u> Motokazu Yoshida	Director, Member of the Board
7	<u>Reappointment</u> <u>Outside Director</u> <u>Independent Director</u> Koichi Muto	Director, Member of the Board
8	<u>New appointment</u> <u>Outside Director</u> <u>Independent Director</u> Masahiro Nakajima	Audit & Supervisory Board Member
9	<u>New appointment</u> Kenta Kon	

No.	Name (date of birth)	Brief career summary, position and main areas of responsibility at Hino and important concurrent duties	Number of Hino shares owned
1	Yoshio Shimo (1/28/1959) (Reappointment) Attendance at Board of Directors meetings: 14/14	<p>Apr. 1981 Joined Hino Motors, Ltd. (Hino)</p> <p>Feb. 2005 General Manager of Overseas Business Planning Div. of Hino</p> <p>Apr. 2011 Executive Officer of Hino</p> <p>Apr. 2012 Managing Officer of Hino</p> <p>Apr. 2015 Senior Managing Officer of Hino</p> <p>Apr. 2016 Managing Officer of Toyota Motor Corporation</p> <p>Apr. 2017 Adviser of Hino</p> <p>Jun. 2017 President & CEO, Member of the Board of Hino (to present)</p> <p>[Responsibility] Overall management</p> <p>[Reason for nomination as a candidate for Member of the Board of Directors] After joining Hino, Mr. Yoshio Shimo engaged in the development division and the overseas sales division, etc. He assumed the position of Executive Officer of Hino in 2011 and Senior Managing Officer in 2015. He became Managing Officer of Toyota Motor Corporation in 2016 and led the Corporate Strategy Dept., etc. Since 2017, he has shown his excellent ability as President & CEO, Member of the Board of Hino. 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 strong leadership for further growth of the Group.</p>	71,700 shares
2	Satoshi Ogiso (1/5/1961) (New appointment)	<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 (to present)</p> <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. He has extensive experience and deep insight as a corporate manager as well as knowledge in commercial vehicles. Therefore, The Board of Directors 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>	10,000 shares

No.	Name (date of birth)	Brief career summary, position and main areas of responsibility at Hino and important concurrent duties	Number of Hino shares owned
3	Makoto Minagawa (7/17/1958) (New appointment)	Apr. 1981 Joined Hino Motors, Ltd. (Hino) Feb. 2004 General Manager of Body Production Engineering Dept. of Hino Apr. 2011 Executive Officer of Hino Apr. 2012 Managing Officer of Hino Apr. 2015 Senior Managing Officer of Hino (to present) [Responsibility] Chief Officer, Production Div.	14,300 shares
		[Reason for nomination as a candidate for Member of the Board of Directors] After joining Hino, Mr. Makoto Minagawa engaged in the production engineering division and the manufacturing division, etc. He assumed the position of Executive Officer in 2011 and Senior Managing Officer in 2015 and has since shown his ability mainly in the Production Division. The Board of Directors nominates him as a candidate for Member of the Board of Directors in the hope that he will lead the Production Division based on his extensive experience and deep insight in order to strengthen Hino's production system in Japan and overseas as well as promote environment-friendly manufacturing.	
4	Ichiro Hisada (1/12/1960) (Reappointment) Attendance at Board of Directors meetings: 11/11	Apr. 1982 Joined Hino Motors, Ltd. (Hino) Feb. 2010 General Manager of Purchasing Dept. of Hino Apr. 2012 Managing Officer of Hino Apr. 2015 Senior Managing Officer of Hino Jun. 2015 Director, Senior Managing Officer of Hino Jun. 2016 Senior Managing Officer of Hino Jun. 2020 Director, Senior Managing Officer of Hino (to present) [Responsibility] Chief Officer, Global Business Div.	5,200 shares
		[Reason for nomination as a candidate for Member of the Board of Directors] After joining Hino, Mr. Ichiro Hisada engaged in the purchasing division and the sales division, etc. He assumed the position of Managing Officer in 2012 and Senior Managing Officer in 2015 and has since shown his ability mainly in the Global Business Division. The Board of Directors nominates him again as a candidate for Member of the Board of Directors in the hope that he will lead the Global Business Division based on his extensive experience and deep insight in order to strengthen Hino's competitiveness and business operations in the global market and further promote Hino's total support.	

No.	Name (date of birth)	Brief career summary, position and main areas of responsibility at Hino and important concurrent duties	Number of Hino shares owned
5	<p>Taketo Nakane (12/17/1958)</p> <p>(Reappointment)</p> <p>Attendance at Board of Directors meetings: 14/14</p>	<p>Apr. 1982 Joined Hino Motors, Ltd. (Hino)</p> <p>Feb. 2005 General Manager of Finance & Accounting Dept. of Hino</p> <p>Apr. 2014 Managing Officer of Hino</p> <p>Apr. 2016 Senior Managing Officer of Hino</p> <p>Jun. 2016 Director, Member of the Board of Hino Senior Managing Officer of Hino (to present)</p> <p>[Responsibilities] Chief Officer, Corporate Div.</p>	26,400 shares
		<p>[Reason for nomination as a candidate for Member of the Board of Directors] After joining Hino, Mr. Taketo Nakane engaged in the finance and accounting division and served as President of an overseas subsidiary. He assumed the position of Managing Officer in 2014 and Senior Managing Officer in 2016 and has since shown his ability mainly in the administration division. The Board of Directors nominates him again as a candidate for Member of the Board of Directors in the hope that he will lead the Corporate Division based on his extensive experience and deep insight in order to promote Hino's business strategies and perform appropriate supervision of its corporate functions.</p>	
6	<p>Motokazu Yoshida (1/7/1948)</p> <p>(Reappointment) (Outside Director) (Independent Director)</p> <p>Attendance at Board of Directors meetings: 14/14</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>	19,700 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, position and main areas of responsibility at Hino and important concurrent duties	Number of Hino shares owned
7	<p data-bbox="288 488 427 544">Koichi Muto (9/26/1953)</p> <p data-bbox="260 577 472 701">(Reappointment) (Outside Director) (Independent Director)</p> <p data-bbox="229 734 486 824">Attendance at Board of Directors meetings: 11/11</p>	<p data-bbox="499 219 1233 253">Apr. 1976 Joined Mitsui O.S.K. Lines, Ltd.</p> <p data-bbox="499 253 1233 315">Jun. 2006 Managing Executive Officer of Mitsui O.S.K. Lines, Ltd. (MOL)</p> <p data-bbox="499 315 1233 349">Jun. 2007 Director, Managing Executive Officer of MOL</p> <p data-bbox="499 349 1233 412">Jun. 2008 Director, Senior Managing Executive Officer of MOL</p> <p data-bbox="499 412 1233 445">Jun. 2010 Director, President of MOL</p> <p data-bbox="499 445 1233 479">Jun. 2015 Director, Chairman of MOL</p> <p data-bbox="499 479 1233 542">Jun. 2019 Senior Adviser of MOL (to present)</p> <p data-bbox="499 542 1233 604">Jun. 2020 Outside Director of Hino Motors, Ltd. (to present)</p> <p data-bbox="499 604 1233 638">[Important concurrent duties]</p> <p data-bbox="499 638 1233 672">Outside Director of Seibu Oil Co., Ltd.</p> <p data-bbox="499 672 1233 705">Senior Adviser of Mitsui O.S.K. Lines, Ltd.</p>	5,000 shares
		<p data-bbox="499 750 1484 813">[Reason for nomination as a candidate for Outside Member of the Board of Directors and expected roles]</p> <p data-bbox="499 813 1484 1086">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, position and main areas of responsibility at Hino and important concurrent duties	Number of Hino shares owned
8	<p>Masahiro Nakajima (2/3/1950)</p> <p>(New appointment) (Outside Director) (Independent Director)</p>	<p>Mar. 1972 Joined Morita Fire Pump MFG. Co., Ltd. Apr. 2003 Corporate Executive Officer of MORITA CORPORATION (MORITA) Jun. 2004 Director of MORITA Jun. 2006 Director, President of MORITA Oct. 2008 Director, President of MORITA HOLDINGS CORPORATION Director, President of MORITA CORPORATION 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) Feb. 2016 Director, Chairman of the Board of BRONTO SKYLIFT OY AB (to present) Jun. 2016 Director, Chairman & CEO of MORITA HOLDINGS CORPORATION (to present) Apr. 2017 Director, Chairman of MORITA ENVIRONMENTAL TECH CORPORATION Jun. 2017 Outside Audit & Supervisory Board Member of Hino Motors, Ltd. (to present) Jun. 2019 Director of MORITA ENVIRONMENTAL TECH CORPORATION (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>	<p>4,300 shares</p>
		<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, he has provided useful and valuable advice on compliance and governance. The Board of Directors nominates him 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, position and main areas of responsibility at Hino and important concurrent duties	Number of Hino shares owned
9	Kenta Kon (8/2/1968) (New appointment)	<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 (to present)</p> <p>[Important concurrent duties] Operating Officer of Toyota Motor Corporation</p>	0 shares
		<p>[Reason for nomination as a candidate for Member of the Board of Directors] Having served as Managing Officer and Operating Officer (to present) of Toyota Motor Corporation, Mr. Kenta Kon has extensive experience and a high degree of insight mainly in the finance and accounting division. The Board of Directors nominates him as a candidate for Member of the Board of Directors in the hope that he will provide adequate advice and perform management monitoring and supervisory functions from a high-level perspective to promote Hino's sustainable growth and its reform of the revenue base as well as strengthen its competitiveness.</p>	

- Notes: 1. Of the candidates for Members of the Board of Directors, Mr. Kenta Kon is an Operating Officer of Toyota Motor Corporation, Hino's parent company. The relationship between Hino and Toyota Motor Corporation is as described under "Relationship with the Parent Company" on Page 37. No special interest exists between other candidates for Members of the Board of Directors and Hino.
2. Based on the assumption that election of Mr. Motokazu Yoshida, Mr. Koichi Muto and Mr. Masahiro Nakajima 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. Yoshida will have served as Director of Hino for six (6) years and Mr. Koichi Muto will have served as Director of Hino for one (1) year, upon the conclusion of this General Shareholders' Meeting. Mr. Masahiro Nakajima, who currently serves as Outside Audit & Supervisory Board Member, will resign from the office of Audit & Supervisory Board Member at the conclusion of this General Shareholders' Meeting. Mr. Masahiro Nakajima will have served as Audit & Supervisory Board Member of Hino for four (4) years upon the conclusion of this General Shareholders' Meeting.
3. Hino has entered into agreements with Outside Director candidates Mr. Motokazu Yoshida and Mr. Koichi Muto 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 are without knowledge and are not grossly negligent in performing their duties. If their election is approved as proposed, Hino intends to renew the agreements with them. If the election of Mr. Kenta Kon is approved as proposed, Hino intends to enter into an agreement with him, a candidate for Member of the Board of Directors who will be a non-executive Member of the Board of Directors with the same content as that of the agreements mentioned above.
4. Hino has entered into an agreement with Mr. Masahiro Nakajima, a candidate for Outside Member of the Board of Directors, to limit his liability as Outside Audit & Supervisory Board Member 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 is without knowledge and is not grossly negligent in performing his duties. If election of Mr. Masahiro Nakajima is approved as proposed, Hino intends to enter into an agreement with him with the same content as that of the agreements mentioned above as Outside Member of the Board of Directors.
5. Mr. Masahiro Nakajima attended 14 of the 14 Boards of Directors meetings and 13 of the 13 Audit & Supervisory Board meetings held in the fiscal year under review as Outside Audit & Supervisory Board Member.
6. Candidates who worked 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
Yoshio Shimo	Strategic Top Executive Meeting Office, Frontier Research Center, Corporate Strategy Div.
Satoshi Ogiso	Toyota Development Center 1 , 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

7. 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 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 damages suits made against the insured due to an act committed in the course of business by the insured, legal damages 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 due to misdeeds.
 - As a measure to ensure the appropriateness of the insured's execution of duties, the insurance policy does not cover damages arising from the insured's criminal acts, etc.
 - The insurance premiums are fully borne by the Company.

Proposed Resolution 2: Election of two (2) Audit & Supervisory Board Members

The term of office of Audit & Supervisory Board Member Ms. Keiko Kitamura will expire at the conclusion of this General Shareholders' Meeting and Audit & Supervisory Board Member Mr. Masahiro Nakajima will resign at the conclusion of this General Shareholders' Meeting. Accordingly, we hereby request that two (2) Audit & Supervisory Board Members be elected.

The candidates for the positions of Audit & Supervisory Board Member are as follows.

We propose Mr. Naoki Miyazaki, a candidate for Audit & Supervisory Board Member, to replace Audit & Supervisory Board Member Mr. Masahiro Nakajima. If his election is approved as proposed, his 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.

No.	Name (date of birth)	Brief career summary and position at Hino and important concurrent duties	Number of Hino shares owned
1	Keiko Kitamura (11/21/1945) (Reappointment) (Outside Audit & Supervisory Board Member) (Independent Auditor) Attendance at Board of Directors meetings: 14/14 Attendance at Audit & Supervisory Board meetings: 13/13	<p>Apr. 1974 Assistant Professor, Faculty of Commerce, Chuo University</p> <p>Apr. 1981 Professor, Faculty of Commerce, Chuo University</p> <p>Nov. 1997 Dean, Faculty of Commerce, Chuo University</p> <p>Apr. 2004 Vice President of Chuo University</p> <p>Jun. 2006 Outside Audit & Supervisory Board Member of Yamato Holdings Co., Ltd.</p> <p>Jun. 2014 Outside Audit & Supervisory Board Member of Keio Corporation</p> <p>Jun. 2015 Outside Audit & Supervisory Board Member of Hino Motors, Ltd. (to present)</p> <p>Jul. 2015 Outside Director of Meiji Yasuda Life Insurance Company (to present)</p> <p>Apr. 2016 Professor Emeritus of Chuo University (to present)</p> <p>Jun. 2020 Outside Director (Audit & Supervisory Board Member) of Keio Corporation (to present)</p> <p>[Important concurrent duties] Outside Director (Audit & Supervisory Board Member) of Keio Corporation Outside Director of Meiji Yasuda Life Insurance Company Professor Emeritus of Chuo University</p> <p>[Reason for nomination as a candidate for Outside Audit & Supervisory Board Member] Ms. Keiko Kitamura has many years of experience as a university professor specializing in accounting and has extensive experience and expertise in finance and accounting. Since assuming the position of Independent and Outside Audit & Supervisory Board Member of Hino in June 2015, she has provided useful and important advice on the audit of Hino's management. The Board of Directors nominates her again as a candidate for Outside Audit & Supervisory Board Member in the hope that she will continue to play an appropriate role in strengthening the audit system of Hino as Outside Audit & Supervisory Board Member.</p>	8,200 shares

No.	Name (date of birth)	Brief career summary and position at Hino and important concurrent duties	Number of Hino shares owned
2	Naoki Miyazaki (5/23/1957) (New appointment) (Outside Audit & Supervisory Board Member)	<p>Apr. 1980 Joined Toyota Motor Co., Ltd.</p> <p>Jun. 2008 Managing Officer of Toyota Motor Corporation (TMC)</p> <p>Apr. 2013 Senior Managing Officer of TMC</p> <p>Apr. 2014 Adviser of Toyoda Gosei Co., Ltd.</p> <p>Jun. 2014 Executive Vice President of Toyoda Gosei Co., Ltd.</p> <p>Jun. 2015 President of Toyoda Gosei Co., Ltd.</p> <p>Jun. 2020 Chairman of Toyoda Gosei Co., Ltd. (to present)</p> <p>[Important concurrent duties] Chairman of Toyoda Gosei Co., Ltd.</p> <p>[Reason for nomination as a candidate for Audit & Supervisory Board Member] Having served as Senior Managing Officer of Toyota Motor Corporation as well as President and Chairman of Toyoda Gosei Co., Ltd., Mr. Naoki Miyazaki has extensive experience and a high-degree of insight on overall corporate management. The Board of Directors nominates him as a candidate for Outside Audit & Supervisory Board Member in the hope that he will provide advice on enhancement of the governance and compliance of Hino and play an appropriate role in strengthening its audit system.</p>	0 shares

- Notes: 1. No special interest exists between each candidate for Audit & Advisory Board Member and Hino.
2. Based on the assumption that election of Ms. Keiko Kitamura 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. Ms. Keiko Kitamura will have served as Outside Audit & Supervisory Board Member of Hino for six (6) years upon the conclusion of this General Shareholders' Meeting.
3. Hino has entered into an agreement with Ms. Keiko Kitamura 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 is without knowledge and is not grossly negligent in performing her duties. If her election is approved as proposed, Hino intends to renew the agreement with her. If election of Mr. Naoki Miyazaki is approved as proposed, Hino intends to enter into an agreement with him with the same content as that of the agreement mentioned above.
4. Candidates who worked 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
Naoki Miyazaki	General Administration & Human Resources Div.

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 election of the candidates for Audit & Supervisory Board Members 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 damages suits made against the insured due to an act committed in the course of business by the insured, legal damages 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 due to misdeeds.
 - As a measure to ensure the appropriateness of the insured's execution of duties, the insurance policy does not cover damages arising from the insured's criminal acts, etc.
 - The insurance premiums are fully borne by the Company.

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 Ms. Keiko Kitamura or Mr. Naoki Miyazaki, who are Outside Audit & Supervisory Board Members.

In the event the Substitute Audit & Supervisory Board Member assumes the position of Audit & Supervisory Board Member, his term of office shall be the remaining part of his predecessor's term.

This resolution shall be effective until the commencement of the next Ordinary General Shareholders' Meeting, 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 and position at Hino	Number of Hino shares owned
Katsuya Natori (5/15/1959)	Apr. 1986 Joined Masuda & Ejiri	0 shares
	Jun. 1991 Joined Davis Wright Tremaine LLP	
	Jul. 1992 Joined Wilmer, Cutler & Pickering	
	Jul. 1993 Joined Esso Sekiyu K.K.	
	Jan. 1995 Joined Apple Japan, Inc.	
	Jan. 1998 Director, Sun Microsystems K.K.	
	Mar. 2002 Executive Officer, FAST RETAILING CO., LTD.	
	Jan. 2004 Director and Vice President, IBM Japan, Ltd.	
	Apr. 2010 Vice President, IBM Japan, Ltd.	
	Feb. 2012 Chief, Natori Law Office	
	Apr. 2016 Supervisory Director, Global One Real Estate Investment Corporation (to present)	
	Jun. 2019 Outside Director, Olympus Corporation (to present)	
	Jun. 2020 Outside Audit & Supervisory Board Member, Recruit Holdings Co., Ltd. (to present)	
	Dec. 2020 Representative Attorney, ITN Law Office (to present)	
[Important concurrent duties] Supervisory Director, Global One Real Estate Investment Corporation Outside Director, Olympus Corporation Outside Audit & Supervisory Board Member, Recruit Holdings Co., Ltd. Representative Attorney, ITN Law Office		
[Reason for nomination as a candidate for Substitute Outside Audit & Supervisory Board Member] Having served as an in-house attorney at foreign companies, Mr. Katsuya Natori has extensive experience and sufficient expertise. Currently, he has been practicing law and serving as an outside officer at several 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 the candidate for Substitute Outside Audit & Supervisory Board Member and Hino.
 2. Mr. Katsuya Natori is a candidate for Substitute Outside Audit & Supervisory Board Member.
 3. If election of Mr. Katsuya Natori is approved as proposed and if he assumes the position of Audit & Supervisory Board, 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.
 4. If election of Mr. Katsuya Natori 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. Natori 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 is without knowledge and is 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 election of Mr. Katsuya Natori is approved as proposed and if he assumes the position of 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 damages suits made against the insured due to an act committed in the course of business by the insured, legal damages 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 due to misdeeds.
 - As a measure to ensure the appropriateness of the insured's execution of duties, the insurance policy does not cover damages arising from the insured's criminal acts, etc.
 - 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/Directors' Compensation Plan Review Meeting	
Reappointment	Yoshio Shimo	Chairman and Representative Director			○
New appointment	Satoshi Ogiso	President, Representative Director			○
New appointment	Makoto Minagawa	Director, Senior Managing Officer			
Reappointment	Ichiro Hisada	Director, Senior Managing Officer			
Reappointment	Taketo Nakane	Director, Senior Managing Officer			
Reappointment	Motokazu Yoshida	Director, Member of the Board	○	○	○
Reappointment	Koichi Muto	Director, Member of the Board	○	○	○
New appointment	Masahiro Nakajima	Director, Member of the Board	○	○	○
New appointment	Kenta Kon	Director, Member of the Board			
	Iwao Kimura	Full-time Audit & Supervisory Board Member			
	Tomoko Inoue	Full-time Audit & Supervisory Board Member			
Reappointment	Keiko Kitamura	Audit & Supervisory Board Member	○	○	
New appointment	Naoki Miyazaki	Audit & Supervisory Board Member	○		

(Note) 1. The position of each Director, Full-time Audit & Supervisory Board Members and the composition of the Directors' Appointment Plan Review Meeting/Directors' Compensation Plan Review Meeting will be formally determined after the conclusion of this General Shareholders' Meeting.

2. The Directors' Appointment Plan Review Meeting and the Directors' Compensation Plan Review Meeting will be chaired by Mr. Yoshio Shimo.