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Securities Code 7205

June 3, 2022

To Shareholders with Voting Rights:

Satoshi Ogiso
President, Member of the Board
HINO MOTORS, LTD.
1-1 Hinodai 3-chome, Hino-shi, Tokyo

Notice of Convocation of the 110th Ordinary General Meeting of Shareholders

Dear Shareholder,

Please refer to the following for information about the upcoming 110th Ordinary General Meeting of Shareholders (the “General Shareholders’ Meeting”) of Hino Motors, Ltd. (“Hino,” or the “Company”).

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 Wednesday, June 22, 2022 (Japan Time). Thank you very much for your cooperation.

1. Date and time: 10:00 a.m., Thursday, June 23, 2022

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 FY2022 (April 1, 2021 through March 31, 2022) 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 FY2022 (April 1, 2021 through March 31, 2022)

Resolutions:

- Proposed Resolution 1: Partial Amendments to the Articles of Incorporation
Proposed Resolution 2: Election of Eight (8) Members of the Board of Directors
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 19, 2022, 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 unconsolidated financial statements, the revisions will be posted on Hino's website presented above.

Reference Documents

Proposed resolutions and reference matters

Proposed Resolution 1: Partial Amendments to the Articles of Incorporation

1. Reasons for the amendments

The amended provisions stipulated in the proviso to Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will be enforced on September 1, 2022. Accordingly, in order to prepare for the introduction of the system for electronic provision of materials for general meetings of shareholders, the Articles of Incorporation of the Company shall be amended as follows.

- (1) The proposed Article 15, Paragraph 1 stipulates that information contained in the reference documents for the general meeting of shareholders shall be provided electronically.
- (2) The proposed Article 15, Paragraph 2 establishes a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it.
- (3) The provisions related to the deemed delivery of the reference documents, etc. for the general meeting of shareholders (Article 15 of the current Articles of Incorporation) will become unnecessary and will therefore be deleted.
- (4) In line with the above establishment and deletion of the provisions, supplementary provisions related to the effective date, etc. shall be established.

1. Details of amendments

The details of the amendments are as follows.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed amendments
<p><u>(Deemed Provision of Reference Materials for the General Meeting of Shareholders, Etc.)</u> <u>Article 15. The Company may, when convening a general meeting of shareholders, deem that it has provided information to shareholders pertaining to matters to be described or indicated in the reference materials for the general meeting of shareholders, business report, non-consolidated financial statements, and consolidated financial statements, if it has taken measures to make such information available to shareholders by electromagnetic means in accordance with laws and regulations.</u></p> <p style="text-align: center;">(Newly established)</p>	<p style="text-align: center;">(Deleted)</p> <p><u>(Measures for Electronic Provision, Etc.)</u> <u>Article 15. The Company shall, when convening a general meeting of shareholders, provide information contained in the reference materials for the general meeting of shareholders, etc. electronically.</u></p> <p><u>(ii) Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.</u></p>

Current Articles of Incorporation	Proposed amendments
(Newly established)	<p data-bbox="778 181 1129 210"><u>(Supplementary Provisions)</u></p> <p data-bbox="778 210 1417 539"><u>Article 1. The deletion of Article 15 (Deemed Provision of Reference Materials for the General Meeting of Shareholders, Etc.) of the current Articles of Incorporation and the proposed Article 15 (Measures for Electronic Provision, Etc.) shall come into effect on the date of enforcement of the amended provisions stipulated in the proviso to Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (the "Effective Date").</u></p> <p data-bbox="868 539 1417 734"><u>(ii) Notwithstanding the provisions of the preceding paragraph, Article 15 of the current Articles of Incorporation shall remain in force with respect to a general meeting of shareholders to be held on a date within six months from the Effective Date.</u></p> <p data-bbox="852 734 1417 902"><u>(iii) These supplementary provisions shall be deleted after six months from the Effective Date or after three months from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.</u></p>

Proposed Resolution 2: Election of Eight (8) 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.

Misconduct concerning engine certification has been identified at Hino. The Company is currently conducting an investigation to clarify the extent of the identified issues and an in-depth analysis into the root causes, as well as 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 eight (8) 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 Member of the Board
2.	Reappointment Makoto Minagawa	Senior Managing Officer Member of the Board
3.	Reappointment Ichiro Hisada	Senior Managing Officer Member of the Board
4.	Reappointment Taketo Nakane	Senior Managing Officer Member of the Board
5.	Reappointment Outside Director Independent Director Motokazu Yoshida	Director, Member of the Board
6.	Reappointment Outside Director Independent Director Koichi Muto	Director, Member of the Board
7.	Reappointment Outside Director Independent Director Masahiro Nakajima	Director, Member of the Board
8.	Reappointment Kenta Kon	Director, Member of the Board

		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	Manufacturing	Marketing/ Sales	IT/Digital
1.	Satoshi Ogiso	○	○		○	○	○			○
2.	Makoto Minagawa		○		○	○		○		
3.	Ichiro Hisada		○		○	○			○	
4.	Taketo Nakane		○	○	○	○				
5.	Motokazu Yoshida	○	○		○	○			○	
6.	Koichi Muto	○	○		○	○				
7.	Masahiro Nakajima	○	○		○	○				
8.	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: 12/12	<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</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. 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>	10,000 shares
2	Makoto Minagawa (7/17/1958) (Reappointment) Attendance at Board of Directors meetings: 12/12	<p>Apr. 1981 Joined Hino Motors, Ltd. (Hino)</p> <p>Feb. 2004 General Manager of Body Production Engineering Dept. 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>Jun. 2021. Senior Managing Officer, Member of the Board of Hino (to present)</p> <p>[Responsibilities] Chief Officer, Production Div.</p> <p>[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, 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 again 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.</p>	14,900 shares

No.	Name (date of birth)	Brief career summary, positions and main areas of responsibility and important concurrent duties	Number of Hino shares owned
3	Ichiro Hisada (1/12/1960) (Reappointment) Attendance at Board of Directors meetings: 14/14	<p>Apr. 1982 Joined Hino Motors, Ltd. (Hino)</p> <p>Feb. 2010 General Manager of Purchasing Dept. of Hino</p> <p>Apr. 2012 Managing Officer of Hino</p> <p>Apr. 2015 Senior Managing Officer of Hino</p> <p>Jun. 2015 Director, Senior Managing Officer of Hino</p> <p>Jun. 2016 Senior Managing Officer of Hino</p> <p>Jun. 2020 Senior Managing Officer, Member of the Board of Hino (to present)</p> <p>[Responsibilities] Chief Officer, Corporate Div.</p> <p>[Reason for nomination as a candidate for Member of the Board of Directors] After joining Hino, Mr. Ichiro Hisada engaged in the purchasing division, 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, and in the Corporate Division since November 2021. 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>	5,500 shares
4	Taketo Nakane (12/17/1958) (Reappointment) Attendance at Board of Directors meetings: 14/14	<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 Senior Managing Officer, Member of the Board of Hino (to present)</p> <p>[Responsibilities] Business Foundation Reinforcement Dept. Compliance Promotion Dept.</p> <p>[Important concurrent duties] Outside Audit & Supervisory Board Member, SAWAFUJI ELECTRIC CO., LTD.</p> <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. He 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 compliance reinforcement division based on his extensive experience and deep insight in order to further strengthen Hino's business foundations.</p>	27,600 shares

No.	Name (date of birth)	Brief career summary, positions and main areas of responsibility and important concurrent duties	Number of Hino shares owned
5	Motokazu Yoshida (1/7/1948) (Reappointment) (Outside Director) (Independent Director) Attendance at Board of Directors meetings: 13/14	Apr. 1971 Joined Mitsui & Co., Ltd. (Mitsui & Co.) Jun. 2001 Director of Mitsui & Co. Apr. 2002 Director, Senior Executive Officer of Mitsui & Co. Apr. 2003 Managing Executive Officer of Mitsui & Co. Oct. 2005 Senior Managing Executive Officer of Mitsui & Co. Jun. 2007 Director, Senior Managing Executive Officer of Mitsui & Co. Apr. 2008 Director, Executive Vice President of Mitsui & Co. Apr. 2009 Director of Mitsui & Co. Jun. 2009 Adviser of Mitsui & Co. Nov. 2012 Administrative Director of Meisei Gakuen (to present) Jun. 2015 Outside Director of Hino Motors, Ltd. (to present) [Important concurrent duties] Administrative Director of Meisei Gakuen	23,400 shares
		[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.	

No.	Name (date of birth)	Brief career summary, positions and main areas of responsibility and important concurrent duties	Number of Hino shares owned
6	<p data-bbox="288 517 432 577">Koichi Muto (9/26/1953)</p> <p data-bbox="260 607 477 734">(Reappointment) (Outside Director) (Independent Director)</p> <p data-bbox="233 763 491 853">Attendance at Board of Directors meetings: 14/14</p>	<p data-bbox="501 248 1235 600">Apr. 1976 Joined Mitsui O.S.K. Lines, Ltd. Jun. 2006 Managing Executive Officer of Mitsui O.S.K. Lines, Ltd. (MOL) Jun. 2007 Director, Managing Executive Officer of MOL Jun. 2008 Director, Senior Managing Executive Officer of MOL Jun. 2010 Director, President of MOL Jun. 2015 Director, Chairman of MOL Jun. 2019 Senior Advisor of MOL (to present) Jun. 2020 Outside Director of Hino Motors, Ltd. (to present)</p> <p data-bbox="501 600 1235 667">[[Important concurrent duties] Senior Adviser of Mitsui O.S.K. Lines, Ltd.</p> <p data-bbox="501 786 1235 1120">[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>	5,000 shares

No.	Name (date of birth)	Brief career summary, positions and main areas of responsibility and important concurrent duties	Number of Hino shares owned
7	<p>Masahiro Nakajima (2/3/1950)</p> <p>(Reappointment) (Outside Director) (Independent Director)</p> <p>Attendance at Board of Directors meetings: 12/12</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. (Hino) Jun. 2019 Director of MORITA ENVIRONMENTAL TECH CORPORATION (to present) 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> <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>	5,500 shares

No.	Name (date of birth)	Brief career summary, positions and main areas of responsibility and important concurrent duties	Number of Hino shares owned
8	Kenta Kon (8/2/1968) (Reappointment) Attendance at Board of Directors meetings: 12/12	<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 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 (to present)</p> <p>[Important concurrent duties] Member of the Board of Directors, Operating Officer and Executive Vice President of Toyota Motor Corporation</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 (to present) 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, Operating Officer and Executive Vice President 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 28. No special interest exists between the other candidates for Members of the Board of Directors and Hino.
2. Based on the assumption that the 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. Motokazu Yoshida, Mr. Koichi Muto and Mr. Masahiro Nakajima will have served as Director of Hino for seven (7) years, two (2) years, and one (1) year, respectively, upon the conclusion of this General Shareholders' Meeting.
3. 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 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.
4. In March 2022, during the terms of office of Mr. Motokazu Yoshida, Mr. Koichi Muto and Mr. Masahiro Nakajima, who are Outside Director candidates, 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. Although none of the candidates was aware of the misconduct 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.

5. 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

6. 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.

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/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
Katsuya Natori (5/15/1959)	Apr. 1986 Joined Masuda & Ejiri 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 Jun. 2020 Outside Audit & Supervisory Board Member, Recruit Holdings Co., Ltd. (to present) Outside Audit & Supervisory Board Member, Pasonatequila Co., Ltd. (currently circlace Inc.) (to present) Dec. 2020 Representative Attorney, ITN Law Office (to present) Jun. 2021 Outside Director, TOKYO ROPE MFG. CO., LTD. (to present) [Important concurrent duties] Supervisory Director of Global One Real Estate Investment Corporation Outside Audit & Supervisory Board Member of Recruit Holdings Co., Ltd. Outside Audit & Supervisory Board Member of circlace Inc. Outside Director of TOKYO ROPE MFG. CO., LTD. Representative Attorney of ITN Law Office	0 shares
	[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 is 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 the election of Mr. Katsuya Natori is approved as proposed and 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 the 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 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. Katsuya Natori is approved as proposed and 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 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 Resolution 2 is 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 Member of the Board Representative Director			○
Reappointment	Makoto Minagawa	Senior Managing Officer Member of the Board			
Reappointment	Ichiro Hisada	Senior Managing Officer Member of the Board			
Reappointment	Taketo Nakane	Senior Managing Officer Member of the Board			
Reappointment	Motokazu Yoshida	Director, Member of the Board	○	○	○
Reappointment	Koichi Muto	Director, Member of the Board	○	○	○
Reappointment	Masahiro Nakajima	Director, Member of the Board	○	○	○
Reappointment	Kenta Kon	Director, Member of the Board			
	Iwao Kimura	Full-time Audit & Supervisory Board Member			
	Tomoko Inoue	Full-time Audit & Supervisory Board Member			
	Keiko Kitamura	Audit & Supervisory Board Member	○	○	
	Naoki Miyazaki	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.