

Toyota Industries Corporation

## Notice Regarding Results of Tender Offer for Repurchase of Shares

At the Board of Directors meeting held on June 6, 2024, the Company resolved to conduct a tender offer for its shares (the "Tender Offer") as a specific method of repurchasing its shares pursuant to the Company's articles of incorporation and Article 156, Paragraph 1 of the Companies Act (Act No. 86 of 2005, including subsequent revisions; the "Companies Act") as applied following the deemed replacement of terms pursuant to Article 165, Paragraph 3 of said Act, and the Tender Offer was conducted starting on June 7, 2024. The Tender Offer was completed on July 4, 2024, and notice of the results is provided as set forth below.

Following implementation of the Tender Offer, the Company plans to acquire its common stock through open-market purchases on the Tokyo Stock Exchange from August 1, 2024 to May 12, 2025 up to 7,490,677 shares obtained by deducting the number of the Company's common shares acquired through the Tender Offer (2,509,323 shares) from the total number of shares to be acquired in the repurchase of Company shares (10 million shares) pursuant to the resolution of the Board of Directors adopted at the meeting held on May 10, 2024.

### 1. Overview of Tender Offer

#### (1) Name and address of tender offeror

Toyota Industries Corporation 2-1 Toyoda-cho, Kariya-shi, Aichi Prefecture

#### (2) Type of listed share certificates subject to Tender Offer

Common stock

#### (3) Tender Offer period

##### 1) Tender Offer period ("Tender Offer Period")

June 7, 2024 (Friday) to July 4, 2024 (Thursday) (20 business days)

##### 2) Publication date for commencing the Tender Offer

June 7, 2024 (Friday)

#### (4) Tender Offer price

12,830 yen per share of common stock

#### (5) Settlement method

##### 1) Name and address of financial instruments business operator/bank that will conduct settlement of the Tender Offer

Nomura Securities Co., Ltd. 1-13-1 Nihonbashi, Chuo-ku, Tokyo

##### 2) Settlement commencement date

July 29, 2024 (Monday)

### 3) Settlement method

When the Tender Offer Period ends, a written notice for purchase, etc. via the Tender Offer will be sent by mail without delay to the address or location of any person who consented to the application for the purchase, etc., or persons who applied for the sale, etc. of share certificates in relation to the Tender Offer (the “Tendering Shareholders”) (standing proxies in the case of shareholders, etc. who are residents of foreign countries and do not have an account with the tender offer agent that allows transactions (including corporate shareholders, the “Non-Japanese Shareholders”)).

Purchases will be made in cash. Tendering Shareholders may receive the proceeds from the Tender Offer, after deducting the applicable withholding tax (Note), without delay after the commencement date of the settlement by the method instructed by the Tendering Shareholders, such as remittance (there may be a remittance charge).

(Note) Regarding tax-related matters concerning shares purchased through the Tender Offer

Shareholders should make their own decisions after consulting a certified tax accountant or other professional regarding any specific questions and concerns on tax matters.

(i) In the case of individual shareholders who applied for the Tender Offer, the handling of tax matters is as follows.

(a) If a Tendering Shareholder is a resident of Japan or non-resident with a permanent establishment in Japan

If the amount of proceeds received through tendering of shares in the Tender Offer exceeds the amount corresponding to the attributable shares for the purchase out of the amounts of stated capital, etc. of the Company (if the price per share exceeds the amount of stated capital, etc. per share of the Company), the amount of the excess portion shall be treated as dividends and taxed. In addition, the amount obtained by deducting the amount deemed to be dividends out of the amount of money to be delivered by tendering in the Tender Offer shall be income from the transfer of shares. If there is no amount deemed to be dividends (if the price per share does not exceed the amounts of stated capital, etc. per share of the Company), the entire amount to be delivered shall be income from the transfer of shares.

The amount equivalent to 20.315% will be withheld for the amount deemed as dividends. (The tax rate of 20.315% comprising the income tax and the Special Income Tax for Reconstruction (pursuant to the Act on Special Measures for Securing Financial Resources Necessary to Implement Measures for Reconstruction following the Great East Japan Earthquake (Act No. 117 of 2011, including subsequent revisions) (the “Special Income Tax for Reconstruction”) of 15.315% and the 5% inhabitants tax) (special collection of the 5% inhabitants tax will not be made for non-residents with permanent establishments in Japan.). Provided, however, that if the individual shareholder corresponds to a large shareholder (a “Large Shareholder”) specified in Article 4-6-2, Paragraph 38 of the Order for Enforcement of the Act on Special Measures Concerning Taxation (Cabinet Order No. 43 of 1957, including subsequent revisions), the amount of 20.42% (income tax and Special Income Tax for Reconstruction only) will be withheld. In addition, when combined shares held by Tendering Shareholders receiving amounts deemed to be dividends and corporations deemed to be family companies under the Corporation Tax Act in the case of shareholders who serve as the basis for determining Tendering Shareholders amount to 3% or more of the total shares issued, the amount deemed to be dividends shall be subject to income taxes imposed on

aggregate income.

As a general rule, the amount after deducting the acquisition cost of shares from income from the transfer of shares is subject to separate self-assessment taxation.

When applying for the Tender Offer with shares in a tax-free account (a "Tax-Free Account") specified in Article 37-14 (tax exemptions on income from transfers of small amounts of publicly-traded shares in tax-free accounts) of the Act on Special Measures Concerning Taxation (Act No. 26 of 1957, including subsequent revisions), if the Tax-Free Account is an account opened at Nomura Securities Co., Ltd., which is a financial instruments business operator, as a general rule, income from the transfer of shares in the Tender Offer will be exempt from taxation. In the case where Tax-Free Accounts are accounts at financial instruments business operators other than Nomura Securities Co., Ltd., the treatment may differ from the above.

- (b) If the Tendering Shareholder is a non-resident of Japan without a permanent establishment in Japan

The amount of 15.315% (income tax and Special Income Tax for Reconstruction only) will be withheld from the amount deemed to be dividends. In the case of applicability as a Large Shareholder, the amount of 20.42% (income tax and Special Income Tax for Reconstruction only) will be withheld. Income from such transfer of shares shall not be taxed, as a general rule.

- (ii) If the amount of proceeds received by a corporate shareholder through application for the Tender Offer exceeds the amount corresponding to the attributable shares for the purchase out of the amounts of stated capital, etc. of the Company, the amount of the excess portion shall be treated as dividends and taxed. As a general rule, 15.315% (income tax and Special Income Tax for Reconstruction only) of the amount deemed to be dividends shall be withheld. The amount of deemed dividends received by Tendering Shareholders who hold more than one-third of the shares, etc. issued by the Company on the base date for the payment of dividends, etc., will not be subject to income tax and special income tax for reconstruction, nor will these taxes be withheld.

Among Non-Japanese Shareholders, shareholders wishing to receive a reduction or exemption of income tax on such deemed dividends in accordance with an applicable tax treaty are requested to submit a registration document concerning the tax treaty together with the tender offer application form to the tender offer agent.

## 2. Results of Tender Offer

### (1) Number of share certificates tendered to the Tender Offer

Type of Share Certificates	Planned Number of Shares Certificates to be Purchased	Planned Number of Excess Share Certificates	Number of Share Certificates Tendered	Number of Share Certificates Purchased
Common stock	3,000,000 shares	- shares	2,509,323 shares	2,509,323 shares

- (2) Calculation method when conducting the purchase using the pro rata method  
Not applicable.

3. Places where copies of the tender offer report are available for public inspection

Toyota Industries Corporation	2-1 Toyoda-cho, Kariya-shi, Aichi Prefecture
Tokyo Stock Exchange, Inc.	2-1 Nihonbashi Kabutocho, Chuo-ku, Tokyo
Nagoya Stock Exchange, Inc.	3-8-20 Sakae, Naka-ku, Nagoya-shi

Reference: Details of the Board of Directors resolution adopted at the May 10, 2024 meeting concerning the repurchase of shares

- (1) Type of shares to be purchased  
Common stock
  
- (2) Total number of shares to be purchased  
Up to 10 million shares  
(3.22% of total number of issued shares (excluding treasury stock))
  
- (3) Total purchase cost of shares  
Up to 180 billion yen
  
- (4) Purchase period  
From May 13, 2024 to May 12, 2025  
Note: Some or all of the repurchase may not take place depending on market trends.