

This document, including the Articles of Incorporation referenced herein, is a partial English translation of the original Japanese version and is prepared solely for reference purposes and the convenience of foreign shareholders. In the event of any discrepancy between this translation and the Japanese original, the latter shall prevail.

Securities Code: 6395

June 2, 2022

To Shareholders with Voting Rights:

Toshiaki Ujiiie
President, CEO, and Representative Director
TADANO LTD.
Ko-34 Shinden-cho, Takamatsu, Kagawa

Notice of Convocation of 74th Ordinary General Shareholders' Meeting

Please be advised that the 74th Ordinary General Shareholders' Meeting of TADANO LTD. (hereinafter the "**Company**") will be held as follows.

In order to prevent the further spread of COVID-19, we kindly request that shareholders refrain from attending the venue on the day of the meeting, if possible, and instead exercise your voting rights in writing by mailing the enclosed ballot form or via the Internet in advance.

Please review the attached Reference Documents for Shareholders' Meeting before making your decisions and exercise your voting rights by 5:25 p.m., Thursday, June 23, 2022, in accordance with the "Instructions for Exercise of Voting Rights" (see pages 3 and 4).

1. Date and Time: Friday, June 24, 2022, 10:00 a.m. (Reception opens at 9:00 a.m.)

2. Place: Seto Hall, Annex 2F, Takamatsu International Hotel
2191-1 Kita-cho, Takamatsu City, Kagawa, Japan

3. Purpose of Meeting

Items to Be Reported:

- (1) Business report, consolidated financial statements, independent auditor's audit report, and Audit and Supervisory Board's audit report on consolidated financial statements for the 74th term (from April 1, 2021 to March 31, 2022)
- (2) Financial statements for the 74th term (from April 1, 2021 to March 31, 2022)

Items to Be Resolved:

- 1) Appropriation of Retained Earnings
- 2) Partial Amendment to the Articles of Incorporation

- 3) Election of Nine Directors
- 4) Election of Two Audit and Supervisory Board Members

4. Other Important Matters Related to the Convocation

- (1) If you do not indicate your approval or disapproval of the proposal(s) using the ballot form, you are regarded as having approved the proposal(s).
- (2) If you cannot attend the meeting, another shareholder with voting rights can act as a proxy for you at the meeting. In this situation, however, said proxy must submit to the Company a written document certifying the right to serve as proxy.

◎ When you attend the meeting, please present the enclosed ballot form to the reception desk on the day of the meeting.

◎ We will be in business casual (Cool Biz) at the meeting, and we would appreciate it if you could attend the meeting wearing appropriate clothing as well.

◎ Among the documents that are required to be attached to the notice of this convocation, the following items are available online via our website (<https://www.tadano.co.jp/>), and are excluded from this notice in accordance with legal provisions and Article 14 of the Company's articles of incorporation.

- (1) Business report: System for ensuring appropriate business operations and the status of its operation
- (2) Consolidated financial statements: Consolidated statement of changes in equity and notes to consolidated financial statements
- (3) Non-consolidated financial statements: Non-consolidated statement of changes in equity and notes to non-consolidated financial statements

Accordingly, the documents provided along with this notice constitute a part of the consolidated financial statements or non-consolidated financial statements audited by independent auditors when preparing their audit report, and also a part of the business report, consolidated financial statements or non-consolidated financial statements audited by the Audit and Supervisory Board and its members when preparing their audit report.

◎ Please note that if any revisions are made to the contents of the business report, consolidated financial statements and non-consolidated financial statements, and reference documents for the Shareholders' Meeting, the revised contents will be made available online via our website (<https://www.tadano.co.jp/>).

Instructions for Exercise of Voting Rights

You may exercise your voting rights at the Ordinary General Shareholders' Meeting by any of the methods described below.

Voting by Attending the Ordinary General Shareholders' Meeting

When you attend the meeting, please present the enclosed ballot form to the reception desk.

(If you attend the meeting, you do not need to follow the procedures for exercising your voting rights by sending the ballot form via mail or via the Internet.)

Date and time of the meeting: Friday, June 24, 2022, 10:00 a.m.

Voting by Mail

Please indicate your approval or disapproval of the proposals using the enclosed ballot form and send it back to us (postage is not required).

Deadline for exercising voting rights: must be received by 5:25 p.m., Thursday, June 23, 2022

Voting via the Internet

Please access the website for exercising voting rights (<https://soukai.mizuho-tb.co.jp/>), input the "code for exercising voting rights" and "password" displayed on the enclosed ballot form, and follow the instructions on the screen to enter your approval or disapproval of the proposals.

Deadline for exercising voting rights: must be completed by 5:25 p.m., Thursday, June 23, 2022

For detail information, please check the "Instructions for Exercise of Voting Rights via the Internet" on the next page.

<Handling of multiple exercises of voting rights>

If you have exercised your voting rights both in writing and via the Internet, the Internet vote shall be valid.

If you have exercised your voting rights multiple times, the very last vote shall be valid.

<For institutional investors>

In addition to the means of exercising voting rights via the Internet, institutional investors may exercise their voting rights via the Electronic Voting System Platform operated by ICJ, Inc., only if the applications for use of the platform are filed in advance.

Instructions for Exercise of Voting Rights via the Internet

Entering the code for exercising voting rights and password

Exercise of Voting Rights Web site: <https://soukai.mizuho-tb.co.jp/>

1. Access the Exercise of Voting Rights Web site.
Click “Next”
2. Enter the code for exercising voting rights printed on the ballot form.
Enter the code for exercising voting rights
Click “Next”
3. Enter the password printed on the ballot form.
Enter the password
Click “Login”
4. Indicate your approval or disapproval by following the instructions on the screen.

Scanning QR code by smartphone - “Smart Voting”

You can simply login to the Exercise of Voting Rights Web site without entering the code for exercising voting rights and password.

1. Scan the QR code printed at the lower right of the ballot form.
Sample
* “QR code” is a registered trademark of DENSO WAVE INCORPORATED.
2. Indicate your approval or disapproval by following the instructions on the screen.

Note that you can exercise your voting rights only once through “Smart Voting.”

If you wish to change your vote after exercising your voting rights, please access the website for PCs, enter the code for exercising voting rights and password printed on the ballot form to login to the website, and exercise your voting rights again.

* If you scan the QR code again, you can navigate to the website for PCs.

Contact

For any inquiries, please contact the Stock Transfer Agency Department of Mizuho Trust & Banking Co., Ltd., the Company’s shareholder registry administrator.

<p>Inquiries about how to use the website for exercising voting rights Toll-free number: 0120-768-524 (9:00 – 21:00 except year-end and New Year holidays)</p>

(Important)

- The password is a means of confirming that the voter is qualified to vote. The Company will never ask for your password.
- If you enter the wrong password more than a certain number of times, your password will be locked and become unusable. If this happens, please follow the instructions on the screen to unlock your password.
- The website for exercising voting rights is designed to be compatible with general devices with an internet connection. However, the website may not be compatible with some devices.

Reference Documents for Shareholders' Meeting

Proposals and Reference Matters

Proposal 1: Appropriation of Retained Earnings

To continuously offer stable returns to shareholders, the Company determines the amount of retained earnings to appropriate by thoroughly considering factors such as financial strength, consolidated performance and dividend payout ratios.

The Company will work for sustainable growth and to increase enterprise value by appropriating internal reserves for investments, etc., in order to become the best Lifting Equipment (LE) company worldwide, and grow as a manufacturer with four synergistic strengths: product competitiveness, product quality, service capability (including parts), and used equipment liquidity.

Outlined below is the Company's proposed year-end dividend for the current fiscal year, determined in consideration of the current year's performance and future management environment.

Matters regarding year-end dividend

(1) Dividend type

Cash dividends

(2) Per-share dividend amount and total amount of dividends

4 yen per common share of the Company

507,094,624 yen in total

Together with the interim dividends of 3 yen per share, the annual dividend for the current fiscal year will be 7 yen per share, an increase of 4 yen compared to the previous fiscal year.

(3) Effective date of dividend payment

Monday, June 27, 2022

Proposal 2: Partial Amendment to the Articles of Incorporation

1. Reasons for Amendment

- (1) The fiscal year-end date of the Company and its domestic consolidated subsidiaries has been March 31 of each year, while the fiscal year-end date of the majority of its overseas subsidiaries has been December 31. The Company has decided to change its fiscal year-end date to December 31 to align with the rest of the Group, in an effort to enhance management transparency through the timely and accurate disclosure of management information made possible by a unified fiscal year-end date within the Group and to achieve ONE TADANO through the further promotion of globalization. In conjunction with this change to the fiscal year, the Company proposes to amend current Article 44 (Fiscal Year) of its Articles of Incorporation, as well as make the required changes to the following articles to maintain consistency with this change: current Article 11 (Convocation), current Article 12 (Record Date for Ordinary General Shareholders' Meeting), current Article 45 (Dividends of Surplus), and current Article 46 (Interim Dividends). In addition, supplementary provisions shall be established as transitional measures, given that the 75th fiscal year will be a nine-month period from April 1, 2022 to December 31, 2022.
- (2) The amended provisions stipulated in the proviso of 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. To prepare for the adoption of a system for providing general shareholders' meeting materials in electronic format, the Company proposes to make the following amendments to its Articles of Incorporation.
 - a. The addition of a new Amended Article 14 (Measures for Electronic Provision of Information, Etc.), because the Company must stipulate in its Articles of Incorporation that it will take measures for the electronic provision of the information contained in the reference documents for shareholders' meetings, etc., and in order to allow the scope of the matters described in the documents to be delivered to shareholders who have requested paper document delivery to be limited to the scope specified by the Ordinance of the Ministry of Justice.
 - b. Once the system for electronic provision of general shareholders' meeting materials is adopted, the provisions of current Article 14 (Internet Disclosure and Deemed Provision of Reference Documents for Shareholders' Meeting, etc.) will become unnecessary, and hence will be deleted.
 - c. New "Supplementary Provisions" will be added to effectuate the above newly established and deleted provisions.
- (3) To allow Directors and Audit and Supervisory Board Members to adequately fulfill the roles expected of them, the Company, in accordance with the provisions of Article 426, paragraph 1 of the Companies Act, proposes to make the required changes to current Article 28 (Limitation of Liability Agreements with Outside Directors) and Article 39 (Limitation of Liability Agreements with Outside Audit and Supervisory Board Members) to partially exempt Directors and Audit and Supervisory Board Members, by resolution of the Board of

Directors, from their liability to the extent permitted by laws and regulations. In addition, in accordance with the provisions of Article 427, paragraph 1 of the Companies Act, the Company, for the same reasons stated above, proposes to further amend Articles 28 and 39 to change the scope of officers with whom limitation of liability agreements may be entered into. Each Audit and Supervisory Board Member has given consent with regard to the amendments to current Article 28.

2. Contents of the amendments

The contents of the amendments are as follows.

*Note: The Company's official Articles of Incorporation are in Japanese, and in the event of any discrepancy between the Japanese and this English translation, the Japanese shall prevail.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p>(Convocation) Article 11. An ordinary general shareholders' meeting of the Company shall be convened in <u>June</u> each year and an extraordinary general shareholders' meeting shall be convened whenever it is necessary to do so.</p> <p>(Record Date for Ordinary General Shareholders' Meeting) Article 12. The record date for the voting rights to be exercised at the Company's ordinary general shareholders' meeting shall be <u>March 31</u> of each year.</p> <p>Article 13. (Text omitted)</p> <p><u>(Internet Disclosure and Deemed Provision of Reference Documents for Shareholders' Meeting, etc.)</u> Article 14. <u>In the convocation of the general shareholders' meeting, the Company shall be deemed to have provided the shareholders with any information that should be described or presented in the reference documents for shareholders' meeting, the business report, the financial statements, and the consolidated financial statements, by disclosing such information via the Internet pursuant to the applicable Ordinance of the Ministry of Justice.</u></p> <p>(Newly established)</p>	<p>(Convocation) Article 11. An ordinary general shareholders' meeting of the Company shall be convened in <u>March</u> each year and an extraordinary general shareholders' meeting shall be convened whenever it is necessary to do so.</p> <p>(Record Date for Ordinary General Shareholders' Meeting) Article 12. The record date for the voting rights to be exercised at the Company's ordinary general shareholders' meeting shall be <u>December 31</u> of each year.</p> <p>Article 13. (Unchanged)</p> <p>(Deleted)</p> <p><u>(Measures for Electronic Provision of Information, Etc.)</u> Article 14. <u>In the convocation of a general shareholders' meeting, the Company shall take measures for providing the information contained in the reference documents for shareholders' meeting, etc. in electronic format.</u> <u>The Company may omit all or part of the information provided in electronic format as stipulated by the applicable Ordinance of the Ministry of Justice from the</u></p>

<p>Article 15 to Article 27 (Text omitted)</p> <p><u>(Limitation of Liability Agreements with Outside Directors)</u> Article 28. (Newly Added)</p> <p>The Company, in accordance with the provisions of Article 427, paragraph 1 of the Companies Act, may enter into an agreement with <u>Outside Directors</u> to limit their liability, as provided in Article 423, paragraph 1 of the Companies Act, provided, however, that the maximum amount of liability prescribed in said agreements shall be an amount stipulated by laws and regulations.</p> <p>Article 29 to Article 38 (Text omitted)</p> <p><u>(Limitation of Liability Agreements with Outside Audit and Supervisory Board Members)</u> Article 39. (Newly Added)</p> <p>The Company, in accordance with the provisions of Article 427, paragraph 1 of the Companies Act, may enter into an agreement with <u>Outside Audit and Supervisory Board Members</u> to limit their liability, as provided in Article 423, paragraph 1 of the Companies Act, provided, however, that the maximum amount of liability prescribed in said agreements shall be an amount stipulated by laws and regulations.</p> <p>Article 40 to Article 43 (Text omitted)</p> <p>(Fiscal Year) Article 44. The Company's fiscal year shall be one (1) year, from <u>April 1st</u> of each year to <u>March 31st</u> of the following <u>year</u>.</p>	<p><u>documents to be issued to shareholders who have requested the issuance of such documents in writing by the record date for the voting rights.</u></p> <p>Article 15 to Article 27 (Unchanged)</p> <p><u>(Exemptions from Directors' Liability)</u> Article 28. <u>The Company, in accordance with the provisions of Article 426, paragraph 1 of the Companies Act, may exempt Directors (including former Directors), by resolution of the Board of Directors, from their liability, as provided in Article 423, paragraph 1 of the Companies Act, to the extent permitted by laws and regulations.</u> The Company, in accordance with the provisions of Article 427, paragraph 1 of the Companies Act, may enter into an agreement with <u>Directors (excluding executive Directors, etc.)</u> to limit their liability, as provided in Article 423, paragraph 1 of the Companies Act, provided, however, that the maximum amount of liability prescribed in said agreements shall be an amount stipulated by laws and regulations.</p> <p>Article 29 to Article 38 (Unchanged)</p> <p><u>(Exemptions from Audit and Supervisory Board Members' Liability)</u> Article 39. <u>The Company, in accordance with the provisions of Article 426, paragraph 1 of the Companies Act, may exempt Audit and Supervisory Board Members (including former Audit and Supervisory Board Members), by resolution of the Board of Directors, from their liability, as provided in Article 423, paragraph 1 of the Companies Act, to the extent permitted by laws and regulations.</u> The Company, in accordance with the provisions of Article 427, paragraph 1 of the Companies Act, may enter into an agreement with <u>Audit and Supervisory Board Members</u> to limit their liability, as provided in Article 423, paragraph 1 of the Companies Act, provided, however, that the maximum amount of liability prescribed in said agreements shall be an amount stipulated by laws and regulations.</p> <p>Article 40 to Article 43 (Unchanged)</p> <p>(Fiscal Year) Article 44. The Company's fiscal year shall be one (1) year, from <u>January 1st</u> of each year to <u>December 31st</u> of such year.</p>
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(Dividends of Surplus)

Article 45.

The Company shall pay dividends of surplus to the shareholders or stock pledgees who are entered or registered in the final shareholder registry as of March 31st of each year.

(Interim Dividends)

Article 46.

By resolution of the Board of Directors, the Company may pay an interim dividend to the shareholders or stock pledgees who are entered or registered in the final shareholder registry as of September 30th of each year.

(Newly established)

(Newly established)

(Newly established)

(Newly established)

(Newly established)

(Newly established)

(Dividends of Surplus)

Article 45.

The Company shall pay dividends of surplus to the shareholders or stock pledgees who are entered or registered in the final shareholder registry as of December 31st of each year.

(Interim Dividends)

Article 46.

By resolution of the Board of Directors, the Company may pay an interim dividend to the shareholders or stock pledgees who are entered or registered in the final shareholder registry as of June 30th of each year.

Supplementary Provisions

Article 1.

Notwithstanding the provisions of Article 44, the 75th fiscal year shall be from April 1, 2022 to December 31, 2022.

Article 2.

Notwithstanding the provisions of Article 46, the record date of interim dividends for the 75th fiscal year shall be September 30, 2022.

Article 3.

This Article and the preceding two Articles shall be effective until December 31, 2022, at which date they shall be deleted.

Article 4.

The deletion of current Article 14 (Internet Disclosure and Deemed Provision of Reference Documents for Shareholders' Meeting, etc.) and the addition of amended Article 14 (Measures for Electronic Provision of Information, Etc.) shall become effective from September 1, 2022, the date of enforcement of the amended provisions stipulated in the proviso of Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter the "Date of Enforcement"), provided, however, that Article 14 (Internet Disclosure and Deemed Provision of Reference Documents for Shareholders' Meeting, etc.) prior to such amendments shall remain effective regarding any general shareholders' meetings held on a date within six months from the Date of Enforcement.

Article 5.

This Article and the preceding Article shall be deleted on the date when six months have elapsed from the Date of Enforcement or three months have elapsed from the date of the general shareholders' meeting in the preceding Article, whichever is later.

Proposal 3: Election of Nine Directors

The office term of all incumbent Directors shall expire at the close of this Shareholders' Meeting. Accordingly, it is proposed that the following nine Directors (including five Outside Directors) be elected.

In selecting the candidates for Directors, in order to ensure fairness and transparency, the Board of Directors consulted with the Nominating and Compensation Committee, more than half of the members of which are Independent Outside Directors, before determining the candidates for Directors. The candidates for Directors are as follows:

Candidate number	Name		Current position and responsibilities at the Company	Attendance at the Board of Directors Meetings/out of possible times
1	Koichi Tadano	[Reappointment]	Chairman of the Board and Representative Director	17/17 times
2	Toshiaki Ujii	[Reappointment]	President, CEO, and Representative Director Supervisor of European Operations	17/17 times
3	Kenichi Sawada	[Reappointment]	Director, Executive Officer and Global Officer, Executive of Production, Head of Indian Operations, Executive of Global Office (RT/TC)	17/17 times
4	Hiroyuki Goda	[New candidate]	Executive Officer, Head of Research and Development Division	-
5	Tatsuro Ishizuka	[Reappointment] [Outside Director] [Independent Director]	Director	13/13 times
6	Akiko Otsuka	[Reappointment] [Outside Director] [Independent Director]	Director	13/13 times
7	Junichi Kaneko	[New candidate] [Outside Director] [Independent Director]	Adviser	-
8	Koichi Tadenuma	[Reappointment] [Outside Director] [Independent Director]	Director	13/13 times
9	Shosaku Murayama	[Reappointment] [Outside Director] [Independent Director]	Director	17/17 times

[Reappointment]: Candidate for reappointment as Director

[New candidate]: Candidate for new Director

[Outside Director]: Candidate for Outside Director

[Independent Director]: Independent Director in accordance with the rules of the Tokyo Stock Exchange

Note: Directors Tatsuro Ishizuka, Akiko Otsuka, and Koichi Tadenuma were elected and assumed office at the 73rd Ordinary General Shareholders' Meeting held on June 25, 2021, and their attendance at the Board of Directors Meetings held after June 25, 2021 has been stated above.

Candidates – Brief CVs

Candidate No.	Name (Date of birth)	Employment History, Position, Duty, and Important Concurrent Responsibilities	Shares of the Company Owned
1	<p>Koichi Tadano (July 3, 1954)</p> <p>(Reappointment)</p> <p>Status of attendance at the Board of Directors Meetings: 17/17 times (100%)</p>	<p>April 1977: Joined Marubeni Corporation June 1988: Joined TADANO LTD. June 1991: General Manager of President’s Office January 1997: Director and President of FAUN GmbH (currently TADANO FAUN GmbH) June 1997: Director April 1999: Director, Executive Officer April 2001: Director, Senior Executive Officer April 2002: Representative Director, Senior Executive Officer June 2003: President, CEO, and Representative Director April 2021: Chairman of the Board and Representative Director (current position) [Significant concurrent position] Chairman of Tadano Scholarship Foundation</p>	319,928
<p>[Reasons for nomination as a candidate for Director] Since Mr. Koichi Tadano assumed the office of President, CEO, and Representative Director of the Company, he has contributed to the long term growth of the Tadano Group, by leveraging the wealth of experience he had acquired in the past, and has shown strong leadership by playing a pivotal role in management. In April 2021, he assumed the office of Chairman of the Board and Representative Director of the Company. He is expected to fulfill an important role in leading the Tadano Group to further growth, and is therefore nominated as a candidate for Director.</p>			
2	<p>Toshiaki Ujiie (August 29, 1961)</p> <p>(Reappointment)</p> <p>Status of attendance at the Board of Directors Meetings: 17/17 times (100%)</p>	<p>April 1984: Joined Marubeni Corporation April 2009: General Manager, Construction Machinery Department of Marubeni Corporation April 2013: General Manager, Corporate Planning & Strategy Department of Marubeni Corporation April 2014: Executive Officer of Marubeni Corporation April 2017: Managing Executive Officer of Marubeni Corporation April 2018: Managing Executive Officer and Chief Executive Officer, Transportation & Industrial Machinery Group of Marubeni Corporation April 2019: Joined TADANO LTD. Adviser in charge of Planning and Administration Division June 2019: Director, Senior Executive Officer June 2020: Executive Vice President and Representative Director April 2021: President, CEO, and Representative Director January 2022: President, CEO and Representative Director, Supervisor of European Operations (current position)</p>	61,225
<p>[Reasons for nomination as a candidate for Director] Mr. Toshiaki Ujiie was involved in the construction machinery industry at a general trading company for many years, and he has contributed to driving the globalization of the Company with his abundant experience and deep insight in the domestic and overseas construction machinery business. In April 2021, he assumed the office of President, CEO, and Representative Director of the Company and has shown strong leadership. He is expected to fulfill an important role in leading the Tadano Group to further growth, and is therefore nominated as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Employment History, Position, Duty, and Important Concurrent Responsibilities	Shares of the Company Owned
3	Kenichi Sawada (May 3, 1966) (Reappointment) Status of attendance at the Board of Directors Meetings: 17/17times (100%)	December 1990: Joined TADANO LTD. April 2004: Director and President of Tadano America Corporation April 2008: Officer April 2017: Executive Officer July 2017: Executive Officer, Executive in charge of European Operations, and Director and President of Tadano Faun GmbH June 2020: Director, Executive Officer April 2022: Director, Executive Officer and Global Officer, Executive of Production, Head of Indian Operations, and Executive of Global Office (RT/TC) (current position)	51,654
	<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Kenichi Sawada has been in charge of various roles and has overseen divisions such as American Operations, European Operations, Customer Support, Information and Communication Technology, Production, and Quality and Safety Assurance. He has contributed to the growth of the Tadano Group with his abundant experience and deep insight in these areas. He is expected to fulfill an important role in leading the Tadano Group to further growth, and is therefore nominated as a candidate for Director.</p>		
4	Hiroyuki Goda (February 12, 1968) (New candidate) Status of attendance at the Board of Directors Meetings: N/A	April 1992: Joined TADANO LTD. April 2008: General Manager of Lifting Equipment Development Department 1 April 2012: Director, Tadano India Pvt. Ltd. April 2017: Officer June 2020: Executive Officer and Head of Research and Development Division (current position)	13,771
	<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Hiroyuki Goda has been in charge of various important roles in Tadano's Research and Development Division. He has contributed to the growth of the Tadano Group with his abundant experience and deep insight in these areas. He is expected to fulfill an important role in leading the Tadano Group to further growth, and is therefore nominated as a candidate for Director.</p>		

Candidate No.	Name (Date of birth)	Employment History, Position, Duty, and Important Concurrent Responsibilities	Shares of the Company Owned
5	Tatsuro Ishizuka (December 23, 1955) (Reappointment) (Outside Director) (Independent Director) Status of attendance at the Board of Directors Meetings: 13/13times (100%)	<p>April 1978: Joined Hitachi, Ltd. April 2009: Corporate Officer and General Manager of Hitachi Works, Power Systems Group April 2014: Representative Executive Officer, Executive Vice President and Executive Officer April 2015: Deputy Chairman, Hitachi Europe Ltd. July 2016: Chairman of the Board, Hitachi Research Institute April 2017: Representative Executive Officer, Chairman, Hitachi Construction Machinery Co., Ltd. June 2017: Representative Executive Officer, Chairman, Executive Officer and Director March 2020: Outside Director, K & O Energy Group Inc. (current position) April 2021: Adviser, TADANO LTD. June 2021: Director (current position) March 2022: Outside Audit & Supervisory Board Member, AGC Inc. (current position)</p> <p>[Significant concurrent positions] Outside Director of K & O Energy Group Inc. and Outside Audit & Supervisory Board Member of AGC Inc.</p>	880
		[Reasons for nomination as a candidate for Outside Director and an overview of expected roles] Mr. Tatsuro Ishizuka satisfies the requirements for an independent director stipulated by the Tokyo Stock Exchange and the “Standards for Independence of Outside Officers” stipulated by the Company, and has abundant experience and extensive insight gained over many years as a business manager of a general electrical manufacturer and a construction machinery manufacturer. The Company expects him to fulfill his role to supervise management from an objective standpoint independent from those who carry out the Company’s business by drawing on his abundant experience and extensive insight gained over many years as a business manager, and therefore nominated him as a candidate for Outside Director. The Company has registered Mr. Ishizuka as an independent director with the Tokyo Stock Exchange, and will continue to designate him as an independent director if he is reelected as proposed.	
6	Akiko Otsuka (October 20, 1961) (Reappointment) (Outside Director) (Independent Director) Status of attendance at the Board of Directors Meetings: 13/13times (100%)	<p>April 1986: Joined Toshiba Corporation October 1995: Studied at Stanford University Graduate School April 2007: Joined NEC Corporation July 2015: Gender Equality Committee in AeroSpace (<i>Sorajo</i> board) of Japanese Rocket Society (current position) November 2017: Expert of Space Systems Group I, Space Systems Division of NEC Corporation March 2018: Earned Doctoral Degree in System Engineering at Keio University April 2019: Chairperson of the Gender Equality Committee of the Japan Society for Aeronautical and Space Sciences April 2021: Adviser, TADANO LTD. June 2021: Director (current position) April 2022: Senior Engineer, Human Spaceflight Technology Center, Human Spaceflight Technology Directorate, Japan Aerospace Exploration Agency (JAXA) (current position)</p> <p>[Significant concurrent position] Senior Engineer, Human Spaceflight Technology Center, Human Spaceflight Technology Directorate, Japan Aerospace Exploration Agency (JAXA)</p>	397
		[Reasons for nomination as a candidate for Outside Director and an overview of expected roles] Ms. Akiko Otsuka satisfies the requirements for an independent director stipulated by the Tokyo Stock Exchange and the “Standards for Independence of Outside Officers” stipulated by the Company. Although she has never been directly engaged in corporate management in the past other than in the capacity of an outside officer, she has abundant knowledge and experience cultivated through the development of robot arms for the International Space Station and activities of the Gender Equality Committee, among others. The Company expects her to fulfill her role to supervise management from an objective standpoint independent from those who carry out the Company’s business by drawing on her abundant knowledge and experience cultivated through product development, and activities of the Gender Equality Committee, and therefore nominated her as a candidate for Outside Director. The Company has registered Ms. Otsuka as an independent director with the Tokyo Stock Exchange, and will continue to designate her as an independent director if she is reelected as proposed.	

Candidate No.	Name (Date of birth)	Employment History, Position, Duty, and Important Concurrent Responsibilities	Shares of the Company Owned
7	Junichi Kaneko (November 1, 1953) (New candidate) (Outside Director) (Independent Director) Status of attendance at the Board of Directors Meetings: N/A	<p>April 1976: Entered the Ministry of Labor (currently Ministry of Health, Labour and Welfare)</p> <p>August 2007: Director General, Minister's Secretariat, Ministry of Health, Labour and Welfare</p> <p>July 2008: Director General of the Labour Standards Bureau, Ministry of Health, Labour and Welfare</p> <p>September 2012: Vice-Minister, Ministry of Health, Labour and Welfare</p> <p>April 2015: Visiting Professor, Institute of Regional Development, Taisho University</p> <p>July 2017: Senior Advisor, Boston Consulting Group</p> <p>June 2019: Chairman, National Silver Human Resources Center Association (current position)</p> <p>March 2022: Adviser, TADANO LTD. (current position) [Significant concurrent position]</p> <p>Chairman, National Silver Human Resources Center Association</p>	0
	<p>[Reasons for nomination as a candidate for Outside Director and an overview of expected roles]</p> <p>Mr. Junichi Kaneko satisfies the requirements for an independent director stipulated by the Tokyo Stock Exchange and the "Standards for Independence of Outside Officers" stipulated by the Company. Although he has never been directly engaged in corporate management in the past, he has advanced expertise and abundant experience in compliance and human resources strategies in the employment and labor administration fields through holding important posts including Director General of the Labour Standards Bureau and Vice-Minister in the Ministry of Health, Labour and Welfare. The Company expects him to fulfill his role to supervise management from an objective standpoint independent from those who carry out the Company's business by drawing on his advanced expertise and abundant experience in compliance and human resources strategies in the employment and labor administration fields and therefore nominated him as a candidate for Outside Director. The Company plans to register Mr. Kaneko as an independent director with the Tokyo Stock Exchange.</p>		
8	Koichi Tadenuma (October 12, 1959) (Reappointment) (Outside Director) (Independent Director) Status of attendance at the Board of Directors Meetings: 13/13times (100%)	<p>April 1990: Assistant Professor, Faculty of Economics, Hitotsubashi University</p> <p>April 1992: Associate Professor, Faculty of Economics, Hitotsubashi University</p> <p>April 1998: Associate Professor, Graduate School of Economics, Hitotsubashi University</p> <p>April 2000: Professor, Graduate School of Economics, Hitotsubashi University (current position)</p> <p>April 2011: Dean of Graduate School, Graduate School of Economics, Hitotsubashi University</p> <p>December 2014: President, Hitotsubashi University</p> <p>December 2020: Adviser, TADANO LTD.</p> <p>June 2021: Director (current position) [Significant concurrent position]</p> <p>Professor, Graduate School of Economics, Hitotsubashi University</p>	1,193
	<p>[Reasons for nomination as a candidate for Outside Director and an overview of expected roles]</p> <p>Mr. Koichi Tadenuma satisfies the requirements for an independent director stipulated by the Tokyo Stock Exchange and the "Standards for Independence of Outside Officers" stipulated by the Company. Although he has never been directly engaged in corporate management in the past other than in the capacity of an outside officer, he has deep insight on economics and abundant experience in operating a university. The Company expects him to fulfill his role to supervise management from an objective standpoint independent from those who carry out the Company's business by drawing on his deep insight on economics and abundant experience in operating a university, and therefore nominated him as a candidate for Outside Director. The Company has registered Mr. Tadenuma as an independent director with the Tokyo Stock Exchange and will continue to designate him as an independent director if he is reelected as proposed.</p>		

Candidate No.	Name (Date of birth)	Employment History, Position, Duty, and Important Concurrent Responsibilities	Shares of the Company Owned
9	Shosaku Murayama (September 21, 1949) (Reappointment) (Outside Director) (Independent Director) Status of attendance at the Board of Directors Meetings: 17/17 times (100%)	<p>April 1972: Joined Bank of Japan February 1981: Economist, New York Office of Bank of Japan November 1994: General Manager, Takamatsu Branch of Bank of Japan June 1998: Chief, Survey Statistics Bureau of Bank of Japan March 2002: President, CEO and Representative Director of Teikoku Seiyaku Co., Ltd. June 2011: President, CEO and Representative Director of iPS Academia Japan, Inc. June 2014: Outside Director of TOHO HOLDINGS CO., LTD. (current position) July 2014: President, CEO and Representative Director of iPS Portal, Inc June 2020: Director of TADANO LTD. (current position)</p> <p>[Significant concurrent positions] Outside Director of TOHO HOLDINGS CO., LTD., Representative Director of Museum of Astronomical Telescopes</p>	5,212
		[Reasons for nomination as a candidate for Outside Director and an overview of expected roles] Mr. Shosaku Murayama satisfies the requirements for an independent director stipulated by the Tokyo Stock Exchange and the “Standards for Independence of Outside Officers” stipulated by the Company. He has adequately supervised the Company’s management with his abundant knowledge and experience on the economy, finance and corporate management. The Company expects him to fulfill his role to supervise management from an objective standpoint independent from those who carry out the Company’s business by drawing on his abundant knowledge and experience on the economy, finance and corporate management, and therefore nominated him as a candidate for Outside Director. The Company has registered Mr. Murayama as an independent director with the Tokyo Stock Exchange, and will continue to designate him as an independent director if he is reelected as proposed.	

Notes:

- Mr. Koichi Tadano, a candidate for Director, serves as the Chairman of Tadano Scholarship Foundation. The Company has transactions related to lease contracts of real estate with Tadano Scholarship Foundation. There are no special interests between other candidates and the Company.
- The number of shares of the Company owned by each candidate includes the number of shares owned through the Tadano Executive Shareholding Association.
- Mr. Tatsuro Ishizuka, Ms. Akiko Otsuka, Mr. Junichi Kaneko, Mr. Koichi Tadenuma and Mr. Shosaku Murayama are candidates for Outside Directors.
The first year as an Outside Director of the Company for Mr. Tatsuro Ishizuka, Ms. Akiko Otsuka and Mr. Koichi Tadenuma shall end at the close of this Shareholders’ Meeting. Mr. Shosaku Murayama’s second year as an Outside Director of the Company shall end at the close of this Shareholders’ Meeting.
- Agreements with Outside Directors regarding the limitation of liability
The Company has, respectively, made an agreement with candidates for Outside Directors Mr. Tatsuro Ishizuka, Ms. Akiko Otsuka, Mr. Koichi Tadenuma and Mr. Shosaku Murayama regarding limitation of liability in accordance with Article 423, Paragraph 1 of the Companies Act. If the proposal for their election is approved as originally proposed, this agreement will remain valid. In addition, the amount of individual liability under such agreement is the minimum amount stipulated by laws and regulations. The Company will enter into the same liability agreements with Mr. Junichi Kaneko, a candidate for Outside Director, if the proposal for his election is approved as originally proposed.
- Directors and officers liability insurance contract
The Company has concluded with an insurance company a directors and officers liability insurance contract stipulated in Article 430-3, Paragraph 1 of the Companies Act, which insures all Directors. This insurance contract covers damage that may arise as a result of the insured Directors assuming liability related to the execution of their duties or receiving a claim related to the pursuit of such liability. The insurance premium for all the insured is fully borne by the Company. If each candidate assumes the office of Director, they will be insured under the insurance contract, which is scheduled to be renewed with the same terms and conditions during their terms of office.

(For reference) Areas of Expertise of the Candidates for Directors (Skills Matrix)

Candidate number	Name	Corporate management	Governance and risk management	Finance and accounting	Manufacturing, technology and R&D	Marketing and sales	Global experience
1	Koichi Tadano	•	•	•	•	•	•
2	Toshiaki Ujiie	•	•	•		•	•
3	Kenichi Sawada	•			•	•	•
4	Hiroyuki Goda				•		•
5	Tatsuro Ishizuka	•	•	•	•		•
6	Akiko Otsuka				•		•
7	Junichi Kaneko	•	•	•			
8	Koichi Tadenuma	•	•	•			•
9	Shosaku Murayama	•	•	•	•		•

Proposal 4: Election of Two Audit and Supervisory Board Members

At the close of this Shareholders' Meeting, the office term of Audit and Supervisory Board Members Mr. Yoichiro Nishi and Mr. Kazushi Inokawa shall expire. Accordingly, it is proposed that two Audit and Supervisory Board Members be elected.

In selecting the candidates for Audit and Supervisory Board Members, in order to ensure fairness and transparency, the Board of Directors consulted with the Nominating and Compensation Committee, more than half members of which are Independent Outside Directors before deciding the candidates for Audit and Supervisory Board Members.

If elected, their term of office shall expire at the close of the 78th Ordinary General Shareholders' Meeting.

This proposal has already been approved by the Audit and Supervisory Board.

The candidates for Audit and Supervisory Board Members are as follows:

Candidate number	Name	Current position at the Company	Attendance at the Board of Directors Meetings/out of possible times	Attendance at the Audit and Supervisory Board Meetings/out of possible times
1	Yoichiro Nishi	[Reappointment] Full-time Audit and Supervisory Board Member	17/17 times	14/14 times
2	Koji Watanabe	[New candidate] [Outside Auditor] [Independent Auditor]	-	-

[New candidate]: Candidate for new Audit and Supervisory Board Member

[Reappointment]: Candidate for reappointment as Audit and Supervisory Board Member

[Outside Auditor]: Candidate for Outside Audit and Supervisory Board Member

[Independent Auditor]: Independent Auditor in accordance with the rules of the Tokyo Stock Exchange

Candidate No.	Name (Date of birth)	Employment History, Position, and Important Concurrent Responsibilities	Shares of the Company Owned
1	<p>Yoichiro Nishi (February 24, 1956)</p> <p>(Reappointment)</p> <p>Status of attendance at the Board of Directors Meetings: 17/17 times (100%)</p> <p>Status of attendance at the Audit and Supervisory Board Meetings: 14/14 times (100%)</p>	<p>April 1976: Joined Yanmar Diesel Co., Ltd. (currently Yanmar Holdings Co., Ltd.)</p> <p>April 2005: General Manager of Tractor Development Division I, Development Headquarters, Yanmar Diesel Co., Ltd.</p> <p>January 2007: General Manager of Development Group III, Development Division, Tractor Business Headquarters, Yanmar Agricultural Machinery Manufacturing Co., Ltd. (currently YANMAR AGRIBUSINESS CO., LTD.)</p> <p>June 2008: General Manager of Product Technology Department, Development Division, Tractor Business Headquarters, Yanmar Agricultural Machinery Manufacturing Co., Ltd.</p> <p>September 2008: Joined TADANO LTD.</p> <p>January 2009: General Manager of Research and Development Planning Department</p> <p>April 2009: Officer</p> <p>April 2011: Executive Officer</p> <p>June 2011: Director, Executive Officer</p> <p>June 2020: Full-time Audit and Supervisory Board Member (current position)</p>	45,394
<p>[Reasons for nomination as a candidate for Audit and Supervisory Board Member]</p> <p>Mr. Yoichiro Nishi has been in charge of various roles and has overseen divisions such as research and development, production, and quality and safety assurance, and has abundant experience and deep insight towards these areas. He is expected to perform audits based on his broad viewpoints and is therefore nominated as a candidate for Audit and Supervisory Board Member.</p>			
2	<p>Koji Watanabe (November 4, 1961)</p> <p>(New candidate)</p> <p>(Outside Auditor)</p> <p>(Independent Auditor)</p> <p>Status of attendance at the Board of Directors Meetings: N/A</p> <p>Status of attendance at the Audit and Supervisory Board Meetings: N/A</p>	<p>April 1980: Appointed to Kagawa Prefectural Police Officer</p> <p>April 2010: Director of First Investigation Division, Kagawa Prefectural Police Headquarters</p> <p>March 2014: Chief of First Investigation Division, Kagawa Prefectural Police Headquarters</p> <p>March 2020: Chief, Takamatsu-minami Police Office</p> <p>March 2021: Regional Inspector of Community Safety Division, Kagawa Prefectural Police Headquarters</p>	0
<p>[Reasons for nomination as a candidate for Outside Audit and Supervisory Board Member]</p> <p>Mr. Koji Watanabe is nominated as a candidate for Outside Audit and Supervisory Board Member because he satisfies the requirements for becoming an independent auditor stipulated by the Tokyo Stock Exchange and the “Standards for Independence of Outside Officers,” stipulated by the Company, and while he has never been directly engaged in corporate management in the past, his abundant knowledge of, and experience in, compliance can be utilized for the Company’s audit system. The Company plans to register Mr. Watanabe as an independent auditor with the Tokyo Stock Exchange.</p>			

Notes:

1. There are no special interests between the candidates and the Company.
2. The number of shares of the Company owned by a candidate includes the number of shares owned through the Tadano Executive Shareholding Association.
3. Mr. Koji Watanabe is a candidate for Outside Audit and Supervisory Board Member.
4. Agreements with Audit and Supervisory Board Members regarding the limitation of liability
The Company will enter into an agreement with the candidate for Audit and Supervisory Board Member Mr. Yoichiro Nishi regarding limitation of liability in accordance with Article 423, Paragraph 1 of the Companies Act, if the proposal for his election is approved as originally proposed and conditional upon the approval of Proposal 2. The Company will enter into an agreement with the candidate for Outside Audit and Supervisory Board Member Mr. Koji Watanabe regarding limitation of liability in accordance with Article 423, Paragraph 1 of the Companies Act, if the proposal for his election is approved as originally proposed. In addition, the amount of individual liability under such agreement is the minimum amount stipulated by laws and regulations.
5. Directors and officers liability insurance contract
The Company has concluded with an insurance company a directors and officers liability insurance contract stipulated in Article 430-3, Paragraph 1 of the Companies Act, which insures all Audit and Supervisory Board Members. This insurance contract covers damage that may arise as a result of the insured Audit and Supervisory Board Members assuming liability related to the execution of their duties or receiving a claim related to the pursuit of such liability. The insurance premium for all the insured is fully borne by the Company. If each candidate assumes the office of Audit and Supervisory Board Member, they will be insured under the insurance contract, which is scheduled to be renewed with the same terms and conditions during their terms of office.

(For reference)

Standards for Independence of Outside Officers

The standards for judging the independence of Outside Directors and Outside Audit and Supervisory Board Members (hereinafter collectively called “**Outside Officers**”) are provided below. The Company shall deem an Outside Officer to lack independence, deeming that there may be a conflict of interest with general shareholders, that the Outside Officer may be under significant control of the management, or that the Outside Officer could have significant control over the management, if the Outside Officer is any of the following:

1. A major shareholder of the Company, or in the event that the major shareholder is a legal entity, a person who serves as an executor of business of such major shareholder
*A major shareholder of the Company shall mean a shareholder who holds 10% or more of the total voting rights.
* An executor of business shall include operating officers, executive officers and employees besides executive directors (the same shall apply hereinafter).
2. A person, or its executor of business, for whom the TADANO Group is a major business partner
*A person for whom the TADANO Group is a major business partner shall mean a business partner (including legal entities and groups) who received 2% or more of its consolidated net sales from the TADANO Group in any of the last three business years.
3. A major business partner of the TADANO Group, or a person who serves as an executor of business in an entity that is a major business partner of the TADANO Group
*A major business partner shall mean a business partner with which net sales to such partner accounted for 2% or more of consolidated net sales of the TADANO Group in any of the last three business years.
4. A person who receives a large amount of donations from the TADANO Group (or in the event that the person receiving such donations is a legal entity, group, etc., a person who serves as its director or other executor of business)
*A large amount of donations shall mean donations whose annual average in the last three years exceeds 10 million yen.
5. A lawyer, a certified public accountant, a consultant or other professional who receives a large amount of monetary consideration and/or other property from the TADANO Group, besides the compensation for officers
*A large amount of monetary consideration shall mean monetary consideration exceeding 10 million yen a year on the average of the last three years.
6. The spouse or a relative within the second degree of kinship of a person falling under any of the following items:
 - (1) Director, Audit and Advisory Board Member, Executive Officer or important employee of the TADANO Group
 - (2) A person who has been Director, Audit and Advisory Board Member, Executive Officer or important employee of the TADANO Group in the past one year
 - (3) A person who falls under any of foregoing 1. through 5.
*An important employee shall mean an employee who holds a post of general manager of a division or higher.

Note: The TADANO Group means the Company and its consolidated subsidiaries.