



**THE TORO
COMPANY**

2024 Annual Meeting of Shareholders

Questions & Answers

- Q1.** The Company has in place a director resignation bylaw that provides the Board post election discretion to determine whether to accept or reject the resignation of an incumbent director who fails to be reelected. Does the bylaw undermine the voting rights of shareholders by allowing the Board to have the final say on the unelected directors status.
- A1.** Historically, our directors have received a high level of supporting votes. Should that change, any director in an uncontested election that does not receive a majority of votes present at the meeting is required to tender their resignation. Our Nominating and Governance Committee will evaluate the best interests of the Company and its stockholders and will recommend to the Board the action to be taken with respect to such tendered resignation.