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Tsuyoshi ANDO  
Representative Director, President & CEO  
TOKYO KEIKI INC.  
2-16-46, Minami-Kamata, Ohta-ku, Tokyo,  
Japan

## **NOTICE OF THE 92nd GENERAL MEETING OF SHAREHOLDERS**

Dear Our Shareholders:

We would like to express our appreciation for your continued support and patronage.

We hereby inform you that the 92nd General Meeting of Shareholders of TOKYO KEIKI INC.(the “Company”) will be held as described below.

We take Measures for Electronic Provision regarding information (Matters regarding Measures for Electronic Provision) which is the Reference Documents for the General Meeting of Shareholders with regard to the Convocation of the General Meetings of Shareholders. This information is posted on the Company’s website as “Notice of the 92nd General Meeting of Shareholders,” and visit our website below and confirm the information.

[The Company’s website (Japanese only)]

<https://www.tokyokeiki.jp/ir/annual/meeting.html>

In addition, the Matters regarding Measures for Electronic Provision are posted on the website of Tokyo Stock Exchange (TSE) as well other than the aforementioned Company’s website. Thus, please visit TSE’s website below, enter “TOKYO KEIKI” on “Issue Name (company name)” or “7721” on “Code,” and select “Basic Information” and “Documents for public inspection/PR information.”

[TSE’s website (Search for a listed company)]

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

If you are unable to attend the General Meeting of Shareholders on June 29, 2023, you can exercise your voting rights either on the Internet or in writing. Therefore, please review the Reference Documents of the General Meeting of Shareholders, refer to “Notice regarding Executing Voting Rights,” and exercise the voting rights by Wednesday, June 28, 2023 at 5:15 p.m. (JST). We are also going to distribute a video of the General Meeting of Shareholders on the aforementioned Company’s website from the following day of the General Meeting of Shareholders.

## Details of the Meeting

**1. Date and Time:** Thursday, June 29, 2023 at 10:00 a.m., Japan Standard Time (The reception starts at 9:00 a.m.)

**2. Place:** Head Office Conference Room, the Company  
2-16-46, Minami-Kamata, Ohta-ku, Tokyo

**3. Meeting Agenda:**

- Matters to be reported:**
1. The business report and consolidated financial statements for the Company's 92nd Fiscal Year (April 1, 2022 – March 31, 2023) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the consolidated financial statements
  2. Non-consolidated financial statements for the Company's 92nd Fiscal Year (April 1, 2022 – March 31, 2023)

**Proposals to be resolved:**

**Proposal 1:** Appropriation of Surplus for the 92nd Fiscal Year

**Proposal 2:** Election of Three (3) Directors Who Are Not Audit and Supervisory Committee Members

**Proposal 3:** Election of One (1) Director Who Is Audit and Supervisory Committee Members

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- As a result of enforcing the System of Electronic Provision, we have changed the way of providing materials for the General Meeting of Shareholders by posting our website. However, as the system is new at the time of this General Meeting of Shareholders, we have sent you the materials in writing as usual regardless of whether you request the issue of the materials in writing. From the next General Meeting of Shareholders, shareholders who would like to receive the materials for the General Meeting of Shareholders in writing will need to take procedures for “Request for Delivery of Physical Copies of such Materials.” Thus, please contact securities companies where you have your accounts or Mitsubishi UFJ Trust and Banking Corporation which is our shareholder registry administrator regarding the procedures.

- In accordance with relevant laws and regulations, as well as Article 15 of the Company’s Articles of Incorporation, the following matters in the Matters for Electronic Provision are not described on the documents sent to our shareholders.

1. The following matters in the business report

- Systems and policies of the Company

- System to ensure the appropriateness of business and its operating status
- Basic policy regarding control of the Company

2. Basic policies and important items for the preparation of consolidated financial statements and other notes (Notes to consolidated financial statements)

3. Significant accounting policies concerning financial statements and other notes (Notes to financial statements)

The list of documents that have been audited by the Audit and Supervisory Committee and the Accounting Auditor when preparing an audit report and an accounting audit report, respectively, include the aforementioned matters (1, 2, and 3 for the Audit and Supervisory Committee, and 2 and 3 for the Accounting Auditor), as well as matters referred to in this Notice.

- Should the Matters regarding Measures for Electronic Provision require revisions, the revised versions will be posted on the Company’s website and TSE’s website, respectively.
- As a result of initiating the System of Electronic Provision, we have decided to stop issuing “Report (Japanese only)” (Shareholder Communications) which is sent to our shareholders with Notice of Resolution by consolidating a part of the contents into this notice. Meanwhile, we are going to send you “Interim Report (Japanese only)” which is issued in the interim period as usual.
- Out of consideration of the privacy of attending shareholders, parts of the on-demand video of this General Meeting of Shareholders, including Q&As with them, will be deleted or edited.

## Reference Documents for the General Meeting of Shareholders

### **Proposal 1:** Appropriation of Surplus for the 92nd Fiscal Year

The Company's basic policy regarding appropriation of surpluses is to implement the most appropriate shareholder return measures with the optimal capital structure in mind. In doing so, we place top priority on growth investment designed to enhance our corporate value through the realization of TOKYO KEIKI Vision 2030 while maintaining an adequate balance with the financial position. In accordance with this stance, the Company plans to pay the year-end dividend for this fiscal year as follows.

1. Year-end dividend
  - (1) Type of dividend property  
Cash
  - (2) Matters related to the allocation of the dividend property to shareholders and the total amount thereof  
¥30.0 per common share of the Company  
Total amount of dividends: ¥492,438,480
  - (3) Effective date of payment of dividend  
June 30, 2023

**Proposal 2:** Election of Three (3) Directors Who Are Not Audit and Supervisory Committee Members

The term of office of all three (3) Directors who are not Audit and Supervisory Committee Members will expire at the close of this General Meeting of Shareholders. Accordingly, the Company proposes the election of three (3) Directors who are not Audit and Supervisory Committee Members including new one (1) Outside Director for the purpose of ensuring the diversity of its Board of Directors and further reinforcing its corporate governance.

The Audit and Supervisory Committee's opinions regarding the election of Directors who are not Audit and Supervisory Committee Members are summarized below.

“As a result of examining the Company's policy for appointment of Directors and the insight, the status of execution of duties, and other factors, as well as input offered by Outside Directors who are Audit and Supervisory Committee Members and who attended the Nomination and Remuneration Committee meeting, the Audit and Supervisory Committee has determined that each candidate is qualified to be a Director of the Company.”

| No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Name<br>(Date of birth)                            | Career summary, positions, responsibilities,<br>and significant concurrent positions |                                                                               |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------|--------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|
| 1                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Tsuyoshi ANDO<br>(June 2, 1956)<br>[Reappointment] | May 1981                                                                             | Joined the Company                                                            |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                    | June 2002                                                                            | President of TOKIMEC CONSTRUCTION SYSTEMS INC.                                |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                    | July 2006                                                                            | Senior Staff Manager, Corporate Planning & Administration Office, the Company |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                    | April 2008                                                                           | Chief of CSR Officer, the Company                                             |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                    |                                                                                      | Corporate Planning & Administration Office Manager                            |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                    | April 2008                                                                           | Chief Information Officer, the Company                                        |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                    | June 2008                                                                            | Director and Executive Officer, the Company                                   |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                    | June 2014                                                                            | Appointed Chief of In-House Company System Promotion, the Company             |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                    | June 2016                                                                            | Appointed Chief Sales Officer, the Company                                    |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                    | June 2017                                                                            | Managing Director, the Company                                                |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                    | June 2018                                                                            | Representative Director, the Company (current position)                       |
| June 2018                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Director and President, the Company                |                                                                                      |                                                                               |
| June 2021                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | President & CEO, the Company (current position)    |                                                                                      |                                                                               |
| Number of shares of the Company held                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 43,899                                             |                                                                                      |                                                                               |
| Term of office as Director                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 15 years                                           |                                                                                      |                                                                               |
| Attendance at the Board of Directors meeting<br>in Fiscal Year 2022                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 100%<br>17/17                                      |                                                                                      |                                                                               |
| <p>[Reason for nomination as candidate for Director]</p> <p>Mr. Tsuyoshi ANDO has served in key positions as a Director since 2008, including Chief of In-House Company System Promotion, Chief Sales Officer, Chief of CSR Promotion, and Corporate Planning &amp; Administration Office Manager, and has extensive experience and broad insight accumulated through his career. Since June 2018, as Director and President (Representative Director, President &amp; CEO since June 2021), he has been working to enhance corporate governance and further improve operational efficiency. The Company has determined that Mr. Tsuyoshi ANDO is a person qualified to execute and supervise management in order to improve the corporate value of the Company through sustainable growth, and therefore proposes to re-elect him as a Director.</p> |                                                    |                                                                                      |                                                                               |

| No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Name<br>(Date of birth)                                   | Career summary, positions, responsibilities,<br>and significant concurrent positions |                                                                                                                                                          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------|--------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Yukihiko SUZUKI<br>(November 26, 1958)<br>[Reappointment] | April 1981                                                                           | Joined the Company                                                                                                                                       |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                           | April 2005                                                                           | Senior Staff Manager, Corporate Planning & Administration Office, the Company                                                                            |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                           | July 2009                                                                            | CSR Office Manager, the Company                                                                                                                          |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                           | July 2011                                                                            | Legal Affairs Office Manager, the Company                                                                                                                |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                           | April 2013                                                                           | Engineering & Products Service Office Manager, the Company                                                                                               |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                           | April 2019                                                                           | Executive Officer (current position), Chief of Quality and Production (current position), and Quality Management Supervisory Office Manager, the Company |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                           | April 2020                                                                           | Chief of Purchasing, the Company (current position)                                                                                                      |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                           | July 2021                                                                            | Chief of Sustainability Promotion and Sustainability Office Manager, the Company (current position)                                                      |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                           | June 2022                                                                            | Director, the Company (current position)                                                                                                                 |
| Number of shares of the Company held                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 3,618                                                     |                                                                                      |                                                                                                                                                          |
| Term of office as Director                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | 1 year                                                    |                                                                                      |                                                                                                                                                          |
| Attendance at the Board of Directors meeting in Fiscal Year 2022 (After an appointment as a Director)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 100%<br>13/13                                             |                                                                                      |                                                                                                                                                          |
| <p>[Reason for nomination as candidate for Director]</p> <p>Mr. Yukihiko SUZUKI has profound knowledge and insight that he has gained through experiencing a wide variety of sections, including engineering, production, and corporate staff. As such, he has been appointed to be in charge of production, quality management, and sustainability promotion for the Company. Currently, he is applying his accumulated experience, broad perspectives, and the ability to get things done to steering the Sustainability Office, which is the key to the Company's sustainable growth. Accordingly, the Company has determined that Mr. Yukihiko SUZUKI is a qualified person to improve corporate value through sustainable growth, and therefore proposes to re-elect him as a Director.</p> |                                                           |                                                                                      |                                                                                                                                                          |

| No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Name<br>(Date of birth)                               | Career summary, positions, responsibilities,<br>and significant concurrent positions |                                                                                                                                    |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------|--------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------|
| 3                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Sayoko IZUMOTO<br>(July 8, 1953)<br>[New appointment] | March 1976                                                                           | Joined Tohmatsu Awoki & Co. (currently Deloitte ToucheTohmatsu LLC)                                                                |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                       | March 1979                                                                           | Registered as Certified Public Accountant                                                                                          |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                       | July 1995                                                                            | Partner at Tohmatsu & Co. (currently Deloitte ToucheTohmatsu LLC)                                                                  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                       | January 2007                                                                         | Member of Business Accounting Council at Financial Services Agency                                                                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                       | January 2015                                                                         | Member of Information and Communications Council, Ministry of Internal Affairs and Communications                                  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                       | August 2016                                                                          | Representative, Izumoto Certified Public Accountant Office (current position)                                                      |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                       | April 2017                                                                           | Member of Information Disclosure and Personal Information Protection Review Board, Ministry of Internal Affairs and Communications |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                       | May 2017                                                                             | External Audit and Supervisory Board Member, Freund Corporation (current position)                                                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                       | June 2017                                                                            | Outside Director, Hitachi Transport System, Ltd. (currently LOGISTEED, Ltd.)                                                       |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                       | June 2017                                                                            | Outside Audit and Supervisory Board Member, DAIICHI SANKYO COMPANY, LIMITED                                                        |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                       | June 2022                                                                            | Outside Director, NSK Ltd. (current position)                                                                                      |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | April 2023                                            | Audit and Supervisory Board Member, LOGISTEED, Ltd. (current position)               |                                                                                                                                    |
| Number of shares of the Company held                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                       | 0                                                                                    |                                                                                                                                    |
| Term of office as Director                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                       | —                                                                                    |                                                                                                                                    |
| Attendance at the Board of Directors meeting in Fiscal Year 2022                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                       | —                                                                                    |                                                                                                                                    |
| [Reason for nomination as candidate for Outside Director]<br>Ms. Sayoko IZUMOTO has a long career in corporate accounting as Certified Public Accountant, having sufficient expertise and experience regarding finance, accounting, and compliance, and serving as Audit and Supervisory Board Member and Director at multiple companies. Ms. Sayoko IZUMOTO is supposed to serve as a member of the Special Committee of Anti-takeover Defense Measures at the Company from July, 2022 to June, 2025. Overall, the Company believes to enhance its corporate governance and corporate value by her advice on managerial supervision and general management as its Outside Director with her knowledge and experience. Therefore, she is hereby named as a candidate for appointment as its Outside Director. |                                                       |                                                                                      |                                                                                                                                    |

- Notes:
1. There is no special interest between any of the candidates and the Company.
  2. Ms. Sayoko IZUMOTO is a candidate for Outside Director and a candidate for Independent Director, which Tokyo Stock Exchange, Inc. requires listed companies to appoint for the purpose of protecting general shareholders.
  3. The Company is going to enter into a liability limitation agreement with Ms. Sayoko IZUMOTO. The outline of the agreement is as follows:



If a Director is liable for damages to the Company due to neglect of his/her duties as a Director, its liability shall be limited to five (5) million yen or the minimum amount set forth in relevant laws and regulations, whichever is higher.

The aforementioned liability limitation shall be applied only in cases where the Director has acted in good faith and without gross negligence in performing the duties giving rise to the liability.

4. If Ms. Sayoko IZUMOTO is elected, she will objectively and neutrally involve the election of the Company's candidates of Officers and the decision of remuneration for Officers as a member of the Nomination and Remuneration Committee.
5. The Company has concluded a directors and officers liability insurance contract that covers all officers of the Group, and the contract is to be renewed in July 2023.

An outline of the contents of the above insurance contract is as follows.

- The Company has concluded an directors and officers liability insurance contract that covers damages to be borne by the insured persons in the event of claims made against them for the execution of their duties during the coverage period.

The above contract insures the Directors, Auditors, and Executive Officers of the Company and its subsidiaries, and its premiums are all borne by the TOKYO KEIKI Group.

**Proposal 3:** Election of One (1) Director Who Is Audit and Supervisory Committee Member

Of the Company's Directors who are Audit and Supervisory Committee Members, Mr. Takahiro KASHIMA will complete his term of office at the close of this General Meeting of Shareholders. Accordingly, the Company proposes the election of one (1) Director who is Audit and Supervisory Committee Members.

The candidate for Director who is Audit and Supervisory Committee Members is as follows.

The consent of the Audit and Supervisory Committee has been obtained for the submission of this proposal.

| No. | Name<br>(Date of birth)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Career summary, positions, responsibilities,<br>and significant concurrent positions |                                                                                           |
|-----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 1   | Takahiro KASHIMA<br>(August 22, 1966)<br>[Reappointment]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | April 1992                                                                           | Joined the Company                                                                        |
|     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | April 2012                                                                           | Section Manager of Accounting Section, Administration Department, the Company             |
|     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | April 2014                                                                           | Accounting Manager, Administration Department, the Company                                |
|     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | April 2017                                                                           | Accounting Manager, Finance and Accounting Department, the Company                        |
|     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | June 2019                                                                            | Director who is an Audit and Supervisory Committee Member, the Company (current position) |
|     | Number of shares of the Company held                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 1,500                                                                                |                                                                                           |
|     | Term of office as Director                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 4 years                                                                              |                                                                                           |
|     | Attendance at the Board of Directors meeting in Fiscal Year 2022                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 100%<br>17/17                                                                        |                                                                                           |
|     | Attendance at the Audit and Supervisory Committee in Fiscal Year 2022                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 100%<br>24/24                                                                        |                                                                                           |
|     | [Reason for nomination as candidate for Director who is Audit and Supervisory Committee Members]<br>Mr. Takahiro KASHIMA has been long involved in accounting business at the Company's Accounting Department, having sufficient expertise regarding finance and accounting. In addition, he has worked on effective auditing activities for the Company's management as a Director who is an Audit and Supervisory Committee member since 2019. Accordingly, the Company has determined that Mr. Takahiro KASHIMA is a qualified person to appropriately execute the duties as a Director who is an Audit and Supervisory Committee member, and therefore proposes to re-elect him as a Director who is an Audit and Supervisory Committee member. |                                                                                      |                                                                                           |

- Notes: 1. There is no special interest between either of the candidates and the Company.
2. The Company has entered into a liability limitation agreement with Mr. Takahiro KASHIMA. The outline of the agreement is as follows:
- If a Director is liable for damages to the Company due to neglect of his/her duties as a Director, its liability shall be limited to five (5) million yen or the minimum amount set forth in relevant laws and regulations, whichever is higher.
  - The aforementioned liability limitation shall be applied only in cases where the Director has acted in good faith and without gross negligence in performing the duties giving rise to the liability.
3. The Company has concluded a directors and officers liability insurance contract that covers all officers of the Group, and the contract is to be renewed in July 2023. An outline of the contents of the above insurance contract is as follows.
- The Company has concluded an directors and officers liability insurance contract that covers damages to be borne by the insured persons in the event of claims made against them for the execution of their duties during the coverage period.
- The above contract insures the Directors, Auditor, and Executive Officers of the Company and its subsidiaries, and its premiums are all borne by the TOKYO KEIKI Group.

[Reference] The list of management skills that the Company will have after Proposals 2 and 3 are approved (planned)

The following table shows the types of knowledge and expertise (skills) that are deemed essential for the TOKYO KEIKI Group to have as a listed company, from the viewpoints of both managing its business and fulfilling its activities, and that the Company's Directors currently possess. Directors are deemed to have a skill in a given area based on the records of their responsibilities in each area as Director and/or Executive Officer and the details of their past experiences.

#### Skill Matrix

| Name<br>(Positions)                                                                      | Nomination and<br>Compensation Committee | 1. Corporate management | 2. Marketing / sales | 3. Finance | 4. IT / digital technology | 5. HR / labor / HR<br>development | 6. Legal affairs / risk<br>management | 7. Global experience | 8. Production systems | 9. Quality management | 10. R&D / technology<br>development | 11. ESG / sustainability | 12. Compliance /<br>governance | 13. M&As |
|------------------------------------------------------------------------------------------|------------------------------------------|-------------------------|----------------------|------------|----------------------------|-----------------------------------|---------------------------------------|----------------------|-----------------------|-----------------------|-------------------------------------|--------------------------|--------------------------------|----------|
| Tsuyoshi ANDO<br>(Representative Director, President &<br>CEO)                           | ●                                        | ●                       | ●                    |            | ●                          |                                   | ●                                     | ●                    |                       |                       | ●                                   |                          | ●                              | ●        |
| Yukihiko SUZUKI<br>(Director and Executive Officer)                                      |                                          |                         |                      |            | ●                          |                                   | ●                                     |                      | ●                     | ●                     | ●                                   | ●                        |                                |          |
| Sayoko IZUMOTO<br>(Outside Director)                                                     | ●                                        |                         |                      | ●          |                            |                                   |                                       |                      |                       |                       |                                     |                          | ●                              |          |
| Takahiro KASHIMA<br>(Director and Audit and Supervisory<br>Committee Member [full-time]) |                                          | ●                       |                      | ●          | ●                          |                                   |                                       |                      |                       |                       |                                     |                          | ●                              |          |
| Nanpei YANAGAWA<br>(Outside Director and Audit and<br>Supervisory Committee Member)      | ●                                        | ●                       | ●                    | ●          |                            |                                   | ●                                     | ●                    |                       |                       |                                     |                          | ●                              |          |
| Takashi NAKAMURA<br>(Outside Director and Audit and<br>Supervisory Committee Member)     | ●                                        | ●                       |                      | ●          | ●                          | ●                                 |                                       |                      |                       |                       |                                     |                          | ●                              |          |

Note: Directors who possess relevant national qualifications: Sayoko IZUMOTO (Certified Public Accountant)