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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 93rd 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 93rd 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 93rd General Meeting of Shareholders,” and visit our website below and confirm the information.

[The Company’s website (in English)]

<https://www.tokyokeiki.jp/e/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 click “Search.” Then, click “Basic Information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”

[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 26, 2024, 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 Tuesday, June 25, 2024, 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:** Wednesday, June 26, 2024, 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 93rd Fiscal Year (April 1, 2023 – March 31, 2024) 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 93rd Fiscal Year (April 1, 2023 – March 31, 2024)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus for the 93rd Fiscal Year
- Proposal 2:** Election of Three (3) Directors Who Are Not Audit and Supervisory Committee Members
- Proposal 3:** Election of Two (2) Directors Who Are Audit and Supervisory Committee Members

■ Points of attention

- In accordance with relevant laws and regulations, as well as 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.
 - 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 93rd 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.

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

¥32.5 per common share of the Company

Total amount of dividends: ¥533,796,445

(3) Effective date of payment of dividend

June 27, 2024

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.

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.”

The candidates for Directors who are not Audit and Supervisory Committee Members are as follows.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	
1	Tsuyoshi ANDO (June 2, 1956) [Reappointment] [Male]	May 1981	Joined the Company
		June 2002	President, 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 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 (current position), Director and President, the Company
		June 2021	President & CEO, the Company (current position)
	Number of shares of the Company held		49,254
	Term of office as Director		16 years
	Attendance at the Board of Directors meeting in Fiscal Year 2023		100% 17/17
	[Reason for nomination as candidate for Director] 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 & Administration Office Manager, and has extensive experience and broad insight accumulated through his career. Since June 2018, as Director and President; since June 2021, as Representative Director, President & CEO, he has been working to enhance corporate governance, further improve operational efficiency, and discover new growth drivers toward realizing TOKYO KEIKI Vision 2030. 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.		

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	
2	Yukihiko SUZUKI (November 26, 1958) [Reappointment] [Male]	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
		July 2021	Chief of Sustainability Promotion and Sustainability Office Manager, the Company (current position)
		June 2022	Director, the Company (current position)
		June 2023	Chief of Purchasing, the Company (current position)
Number of shares of the Company held		5,091	
Term of office as Director		2 years	
Attendance at the Board of Directors meeting in Fiscal Year 2023		100% 17/17	
[Reason for nomination as candidate for Director] 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.			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	
3	Sayoko IZUMOTO (July 8, 1953) [Reappointment] [Female] [Outside] [Independent]	March 1976	Joined Tohmatsu Awoki & Co. (currently Deloitte Touche Tohmatsu LLC)
		March 1979	Registered as Certified Public Accountant
		July 1995	Partner at Tohmatsu & Co. (currently Deloitte Touche Tohmatsu 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.) 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.
		June 2023	Outside Director, the Company (current position)
	Number of shares of the Company held		0
	Term of office as Outside Director		1 year
	Attendance at the Board of Directors meeting in Fiscal Year 2023 (After an appointment as a Director)		100% 13/13
	[Reason for nomination as candidate for Outside Director, and overview of expected roles] 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, proactively making statements at the Company's Board of Directors meetings and helping invigorate the Board of Directors. She has also served as a member of the Special Committee of Anti-takeover Defense Measures at the Company since July 2022, and the Company anticipates her advice on managerial supervision and general management as its Outside Director with her knowledge and experience, and therefore proposes to re-elect her as an Outside Director.		

- Notes: 1. The number of shares of the Company held by each candidate is the number as of the end of this fiscal year (March 31, 2024). Additionally, the figures herein include personal equity in the TOKYO KEIKI OFFICER SHAREHOLDING ASSOCIATION.
2. There is no special interest between any of the candidates and the Company.

3. 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.
4. The Company has entered into a liability limitation agreement with Ms. Sayoko IZUMOTO. If her reelection is approved, the Company plans to renew the aforementioned agreement with her.

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.
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 2024.

The outline of the contract is as follows:

- The Company has concluded a 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.

Proposal 3: Election of Two (2) Directors Who Are Audit and Supervisory Committee Members

Of the Company's Directors who are Audit and Supervisory Committee Members, Mr. Nanpei YANAGAWA and Mr. Takashi NAKAMURA will complete their terms of office at the close of this General Meeting of Shareholders. Accordingly, the Company proposes the election of two (2) Directors who are Audit and Supervisory Committee Members.

The candidates for Directors who are Audit and Supervisory Committee Members are as follows.

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

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	
1	Takashi NAKAMURA (June 15, 1956) [Reappointment] [Male] [Outside] [Independent]	April 1980	Joined The Mitsubishi Bank, Limited (currently MUFG Bank, Ltd.)
		March 2002	Senior Research Officer, Information Systems Planning Office, Information Systems Division, The Bank of Tokyo-Mitsubishi, Ltd. (currently MUFG Bank, Ltd.)
		June 2005	President, Mitsubishi Information Technology, Ltd. (currently Mitsubishi UFJ Information Technology, Ltd.)
		January 2006	General Manager, Systems Human Resources Office, Information Systems Division, The Bank of Tokyo-Mitsubishi UFJ, Ltd. (currently MUFG Bank, Ltd.)
		July 2009	Assistant General Manager (for special missions), Information Systems Division, The Bank of Tokyo-Mitsubishi UFJ, Ltd. (currently MUFG Bank, Ltd.)
		June 2014	President, MU Business Engineering, Ltd. (currently Mitsubishi UFJ Information Technology, Ltd.)
		June 2018	Outside Director (Audit and Supervisory Committee Member), the Company (current position)
	Number of shares of the Company held		0
	Term of office as Outside Director		6 years
	Attendance at the Board of Directors meeting in Fiscal Year 2023		100% 17/17
	Attendance at the Audit and Supervisory Committee in Fiscal Year 2023		100% 25/25
	[Reason for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member, and overview of expected roles] Since retiring from The Bank of Tokyo-Mitsubishi UFJ, Ltd. (currently MUFG Bank, Ltd.), Mr. Takashi NAKAMURA has served as the President of Mitsubishi UFJ Information Technology, Ltd. and MU Business Engineering, Ltd. (currently Mitsubishi UFJ Information Technology, Ltd.). He has experience in the systems and other departments at financial institutions, and has worked on effective auditing activities for the Company's management as a Director who is an Audit and Supervisory Committee Member since 2018. Accordingly, the Company believes Mr. Takashi NAKAMURA will 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.		

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	
	Akihiko HASHIMOTO (August 11, 1959) [New appointment] [Male] [Outside] [Independent]	April 1983	Joined Dowa Fire & Marine Insurance Co., Ltd. (currently Aioi Nissay Dowa Insurance Co., Ltd.)
		July 2005	Manager, TS Sales Promotion Group, TS Sales Promotion Department, Nissay Dowa General Insurance Co., Ltd. (currently Aioi Nissay Dowa Insurance Co., Ltd.)
		October 2010	Specially Appointed Manager, Automotive Insurance Department, Aioi Nissay Dowa Insurance Co., Ltd.
		April 2014	Executive Officer, Aioi Nissay Dowa Insurance Co., Ltd.
		April 2017	Managing Executive Officer, Aioi Nissay Dowa Insurance Co., Ltd.
		April 2019	Senior Managing Executive Officer, Aioi Nissay Dowa Insurance Co., Ltd.
		April 2021	Representative Director, Executive Vice President, au Insurance Company, Limited
2	Number of shares of the Company held		0
	Term of office as Outside Director		—
	Attendance at the Board of Directors meeting in Fiscal Year 2023		—
	Attendance at the Audit and Supervisory Committee in Fiscal Year 2023		—
	[Reason for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member, and overview of expected roles] Mr. Akihiko HASHIMOTO is involved in management, having served many years as an executive officer at a financial institution and working as a representative director, executive vice president at au Insurance Company, Limited. The Company expects him to use the wealth of practical experience and broad insight and knowledge he has cultivated not only to provide proper guidance for the Company’s internal control system, but also to audit and supervise the Company’s management from an independent, objective perspective as an Audit and Supervisory Committee Member to ensure the soundness of the Company, and therefore proposes to elect him as an Outside Director who is an Audit and Supervisory Committee Member.		

Notes: 1. There is no special interest between any of the candidates and the Company.

2. Mr. Takashi NAKAMURA and Mr. Akihiko HASHIMOTO are candidates for Outside Director and candidates for Independent Director, which Tokyo Stock Exchange, Inc. requires listed companies to appoint for the purpose of protecting general shareholders.

3. The Company has entered into a liability limitation agreement with Mr. Takashi NAKAMURA. If his reelection is approved, the Company plans to renew the aforementioned agreement with him. If Mr. Akihiko HASHIMOTO is approved to assume office, the Company plans to enter into a similar liability limitation agreement with him.

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. 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 2024.

The outline of the contract is as follows:

- The Company has concluded a 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	Tsuyoshi ANDO	Yukihiko SUZUKI	Sayoko IZUMOTO	Takahiro KASHIMA	Takashi NAKAMURA	Akihiko HASHIMOTO
Position at the Company	Representative Director, President & CEO	Director and Executive Officer	Director	Director and Audit and Supervisory Committee Member	Director and Audit and Supervisory Committee Member	Director and Audit and Supervisory Committee Member
			Independent Outside		Independent Outside	Independent Outside
Sex	Male	Male	Female	Male	Male	Male
Nomination and Compensation Committee	●		●		●	●
1 Corporate management	●			●	●	●
2 Marketing / sales	●					●
3 Finance			●	●	●	●
4 IT / digital technology	●	●		●	●	
5 HR / labor / HR development					●	
6 Legal affairs / risk management	●	●				●
7 Global experience	●					●
8 Production systems		●				
9 Quality management		●				
10 R&D / technology development	●	●				
11 ESG / sustainability		●				
12 Compliance / governance	●		●	●	●	●

Name	Tsuyoshi ANDO	Yukihiko SUZUKI	Sayoko IZUMOTO	Takahiro KASHIMA	Takashi NAKAMURA	Akihiko HASHIMOTO
Position at the Company	Representative Director, President & CEO	Director and Executive Officer	Director	Director and Audit and Supervisory Committee Member	Director and Audit and Supervisory Committee Member	Director and Audit and Supervisory Committee Member
			Independent Outside		Independent Outside	Independent Outside
Sex	Male	Male	Female	Male	Male	Male
13 M&As	●					

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

Independent: Independent Director as defined in the Securities Listing Regulations of Tokyo Stock Exchange, Inc.

Outside: Outside Director