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Securities Code: 1945

June 6, 2024

To our shareholders:

Toshiaki Majima
President
TOKYO ENERGY & SYSTEMS INC.
1-3-1 Nihonbashi Kayabacho, Chuo-ku, Tokyo

Notice of the 77th Annual General Meeting of Shareholders

We are pleased to announce the 77th Annual General Meeting of Shareholders of TOKYO ENERGY & SYSTEMS INC. (the “Company”), which will be held as indicated below.

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which measures for providing information in electronic format will be taken) in electronic format, and posts this information on each of the following websites. Please access either of the websites by using the internet address shown below to review the information.

The Company’s website:

<https://www.qtes.co.jp/ir/> (in Japanese)

Website of Tokyo Stock Exchange, Inc. (TSE):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

On the TSE website, enter and search the name or securities code of the Company in the issue search, select “Basic information” and “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].”

Websites for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/1945/teiji/> (in Japanese)

Apart from attending the meeting on the day, you can exercise your voting rights in one of the methods listed below. We request that you review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights no later than 5:30 p.m. (JST) on June 26, 2024 (Wednesday).

[Exercising your voting rights via the Internet]

Please review the “Guide to Exercising Voting Rights” (in Japanese only) and enter your approval or disapproval for each of the proposals by the deadline.

[Exercising your voting rights in writing (by postal mail)]

Please review the “Guide to Exercising Voting Rights” (in Japanese only), indicate your approval or disapproval for each of the proposals on the Voting Rights Exercise Form and return it to arrive by the deadline.

- 1. Date and time:** Thursday, June 27, 2024, at 10:00 a.m. (JST)
- 2. Venue:** Banquet hall “Opal 17” on 17th floor of Main Tower, Shinagawa Prince Hotel
4-10-30 Takanawa, Minato-ku, Tokyo
(please refer to the “General Meeting of Shareholders Venue Guide” at the end of this document.)

3. Purposes of the Meeting:

Items to be reported:

1. The Business Report and the Consolidated Financial Statements for the 77th fiscal year (from April 1, 2023, to March 31, 2024), and the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee.
2. The Non-Consolidated Financial Statements for the 77th fiscal year (from April 1, 2023, to March 31, 2024)

Items to be resolved:

Proposal No. 1: Appropriation of Surplus

Proposal No. 2: Election of Six Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

- When attending the meeting in person on the day, you are kindly requested to submit the Voting Rights Exercise Form to the reception desk at the venue.
If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on each website on the previous page.
- If any major change arises in operating the General Meeting of Shareholders due to future circumstances, the Company will notify the change on its website (<https://www.qtes.co.jp/ir/>) (in Japanese).
- Among the items subject to measures for electronic provision, in accordance with the provisions of laws and regulations and the Articles of Incorporation of the Company, the following items are not provided in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents. The Audit and Supervisory Committee and the Accounting Auditor have audited the documents subject to audit, including the following items.
 - (1) The “Notes to the Consolidated Financial Statements” in the Consolidated Financial Statements
 - (2) The “Notes to the Non-consolidated Financial Statements” in the Non-consolidated Financial Statements
- Note that, for this general meeting of shareholders, paper-based documents stating items subject to measures for electronic provision, excluding the above items, will be delivered to all shareholders regardless of whether they have made a request for delivery of such documents.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1: Appropriation of Surplus

The Company takes a medium to long-term perspective with a basic policy to maintain stable dividends and seeks to pay progressive dividends in accordance with profit growth after comprehensive consideration of matters such as performance, the state of internal reserves and preparations for future business developments.

In respect of the year-end dividend for the fiscal year under review, the Company has decided from the perspective of the above policy and to focus on return of profits to our shareholders to pay an ordinary dividend of ¥25 per share. Therefore, the dividend for the fiscal year under review, including the interim dividend, shall be ¥45 per share.

Matters concerning the year-end dividend

- (1) Type of dividend property
Cash
- (2) Allotment of dividend property to shareholders and their aggregate amount
¥25 per common share of the Company
Total amount of dividends: ¥837,073,625
- (3) Effective date of distribution of dividends of surplus
June 28, 2024

Proposal No. 2: Election of Six Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all six Directors (excluding Directors who are Audit and Supervisory Committee Members; the same applies hereinafter in this proposal) will expire at the conclusion of this General Meeting of Shareholders. Therefore, the Company asks shareholders to elect six Directors.

This proposal has already been deliberated by the voluntary Nomination and Remuneration Advisory Committee, the majority of which is comprised of Independent Outside Directors, and determined by the Board of Directors.

In addition, this proposal has been reviewed by the Audit and Supervisory Committee without objection.

The candidates for Directors are as follows:

No.	Name	Gender	Attributes	Current position and responsibility in the Company
1	Toshiaki Majima	Male	Reelection	President and Chief Executive Officer
2	Soichiro Horikawa	Male	Reelection	Director and Managing Executive Officer Executive General Manager of Electric Power Division, Executive General Manager of Energy and Industry Division
3	Hitoshi Tanaka	Male	Reelection Outside Independent	Director
4	Shigeru Nishiyama	Male	Reelection Outside Independent	Director
5	Sonoe Hasegawa	Female	Reelection Outside Independent	Director
6	Naoya Ito	Male	Reelection Outside Independent	Director

No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	<p style="text-align: center;">Toshiaki Majima (October 20, 1963)</p> <p style="text-align: center;">Reelection</p>	<p>Apr. 1988 Joined Tokyo Electric Power Co., Inc.</p> <p>July 2011 General Manager of Narita Service Center, Chiba Branch Office</p> <p>July 2014 Technology Integration Dept., Head Office (in charge of Technological Innovations)</p> <p>July 2016 Business Management Office, Corporate Planning Unit Group (in charge of Technology and Operational Innovation Promotion)</p> <p>June 2017 Executive Managing Director of TEPCO Fuel & Power, Incorporated</p> <p>Apr. 2019 Associate Director of Tokyo Electric Power Company Holdings, Incorporated</p> <p>June 2019 Senior Vice President and Chief Operating Officer in charge of New Business Development of the Company</p> <p>Oct. 2020 Senior Vice President, Chief Operating Officer and Executive General Manager of Corporate Planning Division</p> <p>June 2021 Senior Vice President, Chief Operating Officer and Executive General Manager of Corporate Planning Division</p> <p>June 2022 President and Chief Executive Officer (current position)</p>	19,300 shares
<p><Reasons for nomination as candidate for Director></p> <p>Mr. Toshiaki Majima has served in key positions at electric power companies that are major business partners of the Company, and is familiar with the energy business. Since assuming office as Senior Vice President and Chief Operating Officer of the Company in June 2019, Mr. Majima has fulfilled his executive responsibility through positions managing new business development and corporate planning. Since assuming office as President and Chief Executive Officer of the Company in June 2022, Mr. Majima has formulated the vision for the future of the Company's group and the Mid-term Management Plan, and has demonstrated strong leadership in corporate management. In order for him to drive further growth and development of the Company's group, the Company asks shareholders to elect Mr. Majima so that he may continue in the role of Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
2	Soichiro Horikawa (December 16, 1963) <div style="border: 1px solid black; padding: 2px; display: inline-block;">Reelection</div>	Jan. 1989 Joined the Company Feb. 2017 Executive Officer, General Manager of Renewable Energy Project Department, Energy and Industry Division, and General Manager of International Department June 2018 Senior Executive Officer, Deputy Executive General Manager of Energy and Industry Division (in charge of Architecture), General Manager of Project I Department, General Manager of International Department and Deputy Executive General Manager of Sales Division June 2019 Director and Managing Executive Officer, Deputy Executive General Manager of Energy and Industry Division (in charge of Architecture), General Manager of International Department and Deputy Executive General Manager of Sales Division Apr. 2020 Director and President of Tokyo Enesys (Thailand) Co., Ltd. Oct. 2020 Director and Managing Executive Officer, Acting Executive General Manager of Electric Power Division, General Manager of Electric Power Sales Department, and General Manager of Overseas Division of the Company June 2021 Director and Managing Executive Officer, Acting Executive General Manager of Electric Power Division, General Manager of Electric Power Sales Department June 2022 Director and Managing Executive Officer, Executive General Manager of Energy and Industry Division June 2023 Director and Managing Executive Officer, Executive General Manager of Electric Power Division, Executive General Manager of Energy and Industry Division (current position)	15,200 shares
<p><Reasons for nomination as candidate for Director></p> <p>Mr. Soichiro Horikawa has abundant experience and knowledge of general electric power facilities and has fulfilled his executive responsibility through positions overseeing the electricity business field, general industry field and overseas business field. Based on these achievements, the Company believes that Mr. Horikawa will be able to appropriately perform his duties as a Director striving for further growth and development of the Company's group. Accordingly, the Company asks shareholders to elect Mr. Horikawa so that he may continue in the role of Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	<p data-bbox="363 286 512 353">Hitoshi Tanaka (July 28, 1950)</p> <p data-bbox="384 394 491 421">Reelection</p> <p data-bbox="395 465 480 492">Outside</p> <p data-bbox="376 537 499 564">Independent</p>	<p data-bbox="612 264 1236 586">Apr. 1976 Registered as an attorney-at-law Apr. 1976 Joined Naritomi Sogo Law Office (currently Marunouchi Minami Law Office) Oct. 2003 Representative (current position) June 2014 Outside Director of the Company (current position) <Significant concurrent positions outside the Company> Attorney at law (Marunouchi Minami Law Office) Outside Director (Audit and Supervisory Committee Member) of SUMCO CORPORATION</p>	3,900 shares
<p data-bbox="276 593 1171 620"><Reasons for nomination as candidate for Outside Director and overview of expected roles></p> <p data-bbox="276 627 1426 875">Although Mr. Hitoshi Tanaka has no experience of being directly involved in corporate management, he has high-level professional knowledge as a lawyer and has also extensive experience as an outside director of other companies. Consequently, Mr. Tanaka has fulfilled his role in supervising business execution from an objective and professional perspective based on his experience and knowledge. Based on these achievements, the Company believes that Mr. Tanaka will be able to appropriately perform his duties as an Outside Director. Accordingly, the Company asks shareholders to elect Mr. Tanaka so that he may continue in the role of Outside Director. Mr. Tanaka's term of office as an Outside Director of the Company will be ten years at the conclusion of this General Meeting of Shareholders.</p>			
4	<p data-bbox="343 1014 533 1081">Shigeru Nishiyama (October 27, 1961)</p> <p data-bbox="384 1111 491 1137">Reelection</p> <p data-bbox="395 1182 480 1209">Outside</p> <p data-bbox="376 1254 499 1281">Independent</p>	<p data-bbox="612 884 1236 1406">Apr. 1984 Joined Sanwa & Co. (currently Deloitte Touche Tohmatsu LLC) Mar. 1987 Registered as a certified public accountant (Japan) Apr. 2002 Associate Professor, Waseda Business School Apr. 2006 Professor, Waseda Business School (current position) June 2021 Outside Director of the Company (current position) <Significant concurrent positions outside the Company> Professor, Waseda Business School Outside Director (Audit Committee Member, Remuneration Committee Member), Macromill, Inc. External Audit & Supervisory Board Member, Marubeni Corporation External Audit & Supervisory Board Member, NH Foods Ltd.</p>	3,100 shares
<p data-bbox="276 1413 1171 1440"><Reasons for nomination as candidate for Outside Director and overview of expected roles></p> <p data-bbox="276 1447 1426 1693">Mr. Shigeru Nishiyama has high-level professional knowledge as a graduate school (business school) professor and a certified public accountant and has extensive experience as an outside director of other companies. Consequently, Mr. Nishiyama has fulfilled his role in supervising business execution from an objective and professional perspective based on his experience and knowledge. Based on these achievements, the Company believes that Mr. Nishiyama will be able to appropriately perform his duties as an Outside Director. Accordingly, the Company asks shareholders to elect Mr. Nishiyama so that he may continue in the role of Outside Director. Mr. Nishiyama's term of office as an Outside Director of the Company will be three years at the conclusion of this General Meeting of Shareholders.</p>			

No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
5	<p data-bbox="352 504 520 562">Sonoe Hasegawa (July 11, 1967)</p> <p data-bbox="384 600 491 629">Reelection</p> <p data-bbox="395 674 480 703">Outside</p> <p data-bbox="375 741 501 770">Independent</p>	<p data-bbox="614 264 1126 293">Oct. 1995 Joined Shinohara Accounting Office</p> <p data-bbox="614 300 1214 389">Oct. 1996 Joined Sanwa Research Institute Corporation (currently Mitsubishi UFJ Research and Consulting Co., Ltd.)</p> <p data-bbox="614 396 1078 425">Oct. 1997 Joined Chuo Audit Corporation</p> <p data-bbox="614 432 1185 495">July 2000 Registered as a certified public accountant (Japan)</p> <p data-bbox="614 501 1214 564">Dec. 2005 Joined AZSA & Co. (currently KPMG AZSA LLC)</p> <p data-bbox="614 571 1235 660">Nov. 2009 Representative of Hasegawa Certified Public Accountant and Tax Accountant Office (current position)</p> <p data-bbox="614 667 1067 696">Sept. 2010 Registered as a tax accountant</p> <p data-bbox="614 703 1182 766">June 2022 Outside Director of the Company (current position)</p> <p data-bbox="614 772 1225 1010"><Significant concurrent positions outside the Company> Certified Public Accountant, Certified Public Tax Accountant (Hasegawa Certified Public Accountant and Tax Accountant Office) Outside Director (Audit and Supervisory Committee Member), UNIPRES CORPORATION Outside Director (Audit and Supervisory Committee Member), Chi-technology Co., Ltd.</p>	0 shares
<p data-bbox="277 1023 1171 1052"><Reasons for nomination as candidate for Outside Director and overview of expected roles></p> <p data-bbox="277 1059 1410 1238">Although Ms. Sonoe Hasegawa has no experience of being directly involved in corporate management, she has high-level professional knowledge as a certified public accountant and a tax accountant. Consequently, Ms. Hasegawa has fulfilled her role in supervising business execution from an objective and professional perspective based on her experience and knowledge. Based on these achievements, the Company believes that Ms. Hasegawa will be able to appropriately perform her duties as an Outside Director. Accordingly, the Company asks shareholders to elect Ms. Hasegawa so that she may continue in the role of Outside Director.</p> <p data-bbox="277 1245 1370 1296">Ms. Hasegawa's term of office as an Outside Director of the Company will be two years at the conclusion of this General Meeting of Shareholders.</p>			

No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
6	Naoya Ito (October 15, 1961) <u>Reelection</u> <u>Outside</u> <u>Independent</u>	<p>Apr. 1984 Joined Tokio Marine Fire Insurance Co., Ltd. (currently Tokio Marine & Nichido Fire Insurance Co., Ltd.)</p> <p>July 2008 General Manager of Human Resources Planning Department, Leader of Human Resources and Recruiting Group and Associate Director (seconded to Tokio Marine Holdings, Inc.)</p> <p>July 2013 Senior General Manager and General Manager of Government Sector Dept. 2</p> <p>Apr. 2014 Executive Officer</p> <p>Apr. 2016 Managing Executive Officer</p> <p>Apr. 2020 Managing Director</p> <p>Apr. 2022 Senior Managing Executive Officer</p> <p>Apr. 2023 Director and President of Tokio Marine Business Support Co., Ltd. (current position)</p> <p>June 2023 Outside Director of the Company (current position)</p> <p><Significant concurrent positions outside the Company> Director and President of Tokio Marine Business Support Co., Ltd.</p>	0 shares
<p><Reasons for nomination as candidate for Outside Director and overview of expected roles> Mr. Naoya Ito has a wealth of experience and expertise as an officer of a general insurance company, and based on this experience and expertise he has fulfilled the role of supervising the execution of business from an objective and professional perspective. Based on these achievements, the Company believes that Mr. Ito will be able to appropriately perform his duties as an Outside Director. Accordingly, the Company asks shareholders to elect Mr. Ito so that he may continue in the role of Outside Director. Mr. Ito's term of office as an Outside Director of the Company will be one year at the conclusion of this General Meeting of Shareholders.</p>			

- (Notes)
1. Mr. Naoya Ito, a candidate for Outside Director, was an executive officer of our business partner, Tokio Marine & Nichido Fire Insurance Co., Ltd., until March 2023. The value of transactions with that company for the fiscal year ended March 31, 2024 was less than 1% of consolidated net sales.
 2. There are no special interests between the candidates and the Company.
 3. Mr. Hitoshi Tanaka, Mr. Shigeru Nishiyama, Ms. Sonoe Hasegawa, and Mr. Naoya Ito are candidates for Outside Director.
 4. The Company has submitted notification to the Tokyo Stock Exchange, Inc. that Mr. Hitoshi Tanaka, Mr. Shigeru Nishiyama, Ms. Sonoe Hasegawa, and Mr. Naoya Ito have been designated as independent directors as provided for by the aforementioned exchange. If the election of these candidates is approved, they will continue to serve as independent directors.
 5. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Mr. Hitoshi Tanaka, Mr. Shigeru Nishiyama, Ms. Sonoe Hasegawa, and Mr. Naoya Ito to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act. Under these agreements, the maximum amount of liability for damages is the minimum total liability provided for under laws and regulations. In this proposal, if the election of the four candidates is approved, the Company plans to continue the said agreements with them.
 6. The Company has entered into a liability insurance contract with an insurance company for directors and corporate officers as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The aforementioned insurance agreement covers the insured directors' and corporate officers' damages against claims for damages arising from the execution of their duties (excluding compensation for damages arising from acts committed with the knowledge that such acts violate laws and regulations). If each candidate is elected and assumed as a Director, the candidate will become an insured director in the aforementioned insurance agreement. In addition, the Company intends to renew the agreement with the same details at the time of the next renewal.

(Reference)

Board of Directors after Proposal No. 2 is approved at the General Meeting of Shareholders

Name	Title	Skill					
		Corporate Management	Financial Accounting	Construction Technology Safety and Quality	Sales Marketing	Risk Management Legal Affairs	Sustainability
Toshiaki Majima	President and Chief Executive Officer	○		○	○	○	○
Soichiro Horikawa	Senior Vice President and Chief Operating Officer	○		○	○		○
Hitoshi Tanaka	Outside Director					○	○
Shigeru Nishiyama	Outside Director		○				○
Sonoe Hasegawa	Outside Director		○				○
Naoya Ito	Outside Director	○			○	○	○
Yoshiaki Inagaki	Outside Director Full-time Audit and Supervisory Committee Member		○			○	
Makoto Sato	Director Full-time Audit and Supervisory Committee Member					○	
Teruoki Ninomiya	Outside Director Audit and Supervisory Committee Member					○	○
Hidefumi Mori	Outside Director Audit and Supervisory Committee Member		○				○