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(Stock Exchange Code 5445)

June 3, 2025

(Measures for electronic provision introduced on May 29, 2025)

To Shareholders with Voting Rights:

Tsunebumi Yoshihara
Chairman
Tokyo Tekko Co., Ltd.
520 Yokokura Shinden, Oyama City,
Tochigi Prefecture

NOTICE OF
THE 97th ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

You are cordially invited to attend the 97th Annual General Meeting of Shareholders of Tokyo Tekko Co., Ltd. (the “Company”). The meeting will be held for the purposes as described below.

For the convocation of the meeting, we have taken measures for electronic provision. Electronic provision measures matters are posted as “Notice of the 97th Annual General Meeting of Shareholders” on the following website.

Company website:

https://www.tokyotekko.co.jp/ja/ir/stock_info/meeting.html (Japanese only)

In addition to the above, the information is posted on the following website.

Tokyo Stock Exchange website (Listed Company Search):

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

Enter the issue name (“Tokyo Tekko”) or the stock exchange code (“5445”) to perform search, and click “Basic information” and then “Documents for public inspection/PR information.”

Sumitomo Mitsui Trust Bank website (The Portal of Shareholders’ Meeting®):

<https://www.soukai-portal.net> (Japanese only)

QR code
printed on
Voting Rights
Exercise Form
(Japanese
only)

Scan the QR code printed on the enclosed Voting Rights Exercise Form or enter the ID and password.

* QR Code is a registered trademark of DENSO WAVE INCORPORATED.

If you are unable to attend the meeting, you can exercise your voting rights in writing or via the Internet, etc. Please review the Reference Documents for the General Meeting of Shareholders included in the electronic provision measures matters, and exercise your voting rights by following the instructions described hereinafter, no later than 6:00 p.m. on Wednesday, June 25, 2025, Japan time.

- 1. Date and Time:** Thursday, June 26, 2025 at 10:00 a.m. Japan time.
- 2. Place:** Hall on the fourth floor of Oyama Works of the Company located at 520 Yokokura Shinden, Oyama City, Tochigi Prefecture
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 97th Fiscal Year (April 1, 2024 - March 31, 2025) and results of audits by the Accounting Auditor and the Audit Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 97th Fiscal Year (April 1, 2024 - March 31, 2025)
- Proposals to be resolved:**
- Proposal 1:** Election of 6 Directors (excluding Directors who are Audit Committee Members)
- Proposal 2:** Revision of Remuneration for Directors (Excluding Directors who are Audit Committee Members)

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- Should the electronic provision measures matters are revised, the revised version will be posted on the websites on which they are currently posted.

Guide to Exercising Voting Rights

Voting rights are an important right for shareholders. Please review the Reference Documents for the General Meeting of Shareholders (pages 5 to 11) included in the electronic provision measures matters, and exercise your voting rights.

The following three methods are available to exercise voting rights.

Exercising Voting Rights by Attending the Meeting

Please submit the enclosed Voting Rights Exercise Form at the reception desk. Also, please bring the Notice of the 97th Annual General Meeting of Shareholders (this document) with you.

Date and Time of the Meeting

Thursday, June 26, 2025 at 10:00 a.m. Japan time

Exercising Voting Rights in Writing

Please indicate your approval or disapproval on the enclosed Voting Rights Exercise Form and return it to arrive by the voting deadline.

If you have not indicated approval or disapproval of the proposal, the Company will treat your vote as having had the intention of approving the proposal.

Voting Deadline

Arrival by Wednesday, June 25, 2025 at 6:00 p.m. Japan time

Exercising Voting Rights via the Internet, etc.

(Please see the next page for details)

Please access the website designated by the Company (<https://www.web54.net>) for exercising voting rights and enter your approval or disapproval by the voting deadline following the guidance on the screen.

If you use a smartphone, you can exercise your voting rights without entering the “Voting Right Exercise Code” and “Password” by scanning the “Voting Right Exercise Website Login QR Code for Smartphones” provided on the enclosed Voting Rights Exercise Form.

Voting Deadline

Entered by Wednesday, June 25, 2025 at 6:00 p.m. Japan time

- If you have exercised your voting right both in writing and via the Internet, we will treat your vote via the Internet as the valid vote. If you have exercised your voting right multiple times via the Internet, we will treat the last vote as the valid vote.

Using Electronic Voting Platform (for Institutional Investors):

Institutional investors can exercise their voting rights by electronic means via the Electronic Voting Platform for institutional investors operated by ICJ, Inc.

Exercising Voting Rights via the Internet, etc.

Voting Deadline: Entered by Wednesday, June 25, 2025 at 6:00 p.m. Japan time

Voting by “Smart Exercise”

You can log into the website for exercising voting rights without entering the Voting Right Exercise Code and Password.

1. Scan the QR code printed on the Voting Rights Exercise Form.
2. Tap the “Exercise voting rights” button on the top page of The Portal of Shareholders’ Meeting.
3. The Smart Exercise® top page will show up. Please follow the guidance on the screen and enter your approval or disapproval.

You can vote only once using “Smart Exercise”

If you wish to change your vote after casting it, access the PC site and log in with the Voting Right Exercise Code and Password printed on the Voting Rights Exercise Form to exercise your voting right again.

*You can access the PC site by scanning the QR code again.

Voting by “Entering the Voting Right Exercise Code and Password”

1. Exercising voting rights via the Internet is only possible by accessing the website designated by the Bank (<https://www.web54.net>) from your personal computer, smart phone, or cell phone.
2. Please enter the “Voting Right Exercise Code” provided on the Voting Rights Exercise Form.
 - 1) Enter the “Voting Right Exercise Code”
 - 2) Click “Login”
3. Please enter the “Password” provided on the Voting Rights Exercise Form.
 - 1) Enter the “Password”
 - 2) Click “Next”
4. Please follow the guidance on the screen and enter your approval or disapproval.

For inquiries with regard to the operation of your personal computer or smart phone for exercising voting rights via the Internet, please contact:

Sumitomo Mitsui Trust Bank, Stock Transfer Agency Business Website Support
Tel: 0120-652-031 (Hours: 9:00 - 21:00 Japan time)

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Election of 6 Directors (excluding Directors who are Audit Committee Members)

The terms of office of all 6 Directors (excluding Directors who are Audit Committee Members) will expire at the conclusion of this year's Annual General Meeting of Shareholders.

Accordingly, the Company proposes the election of 6 Directors (excluding Directors who are Audit Committee Members).

The candidates for Directors (excluding Directors who are Audit Committee Members) are as follows.

Note that the candidates were nominated by the Board of Directors, taking into consideration an advisory report by the Nomination and Compensation Advisory Committee in which Independent Outside Directors represent the majority.

Regarding this proposal, the Audit Committee has expressed its opinion that all the candidates are appropriate to serve as Director.

No.	Name	Positions and responsibilities at the Company	Attendance at Board of Directors meetings in fiscal year 2024
1	Tsunebumi Yoshihara [Reappointment]	Chairman, Chief Executive Officer (CEO)	17/17 (100%)
2	Hidetaka Yoshihara [Reappointment]	President, Chief Operating Officer (COO)	17/17 (100%)
3	Yoshinari Tanaka [Reappointment]	Director Managing Officer, Chief Logistics Officer	17/17 (100%)
4	Tatsuya Mukasa [Reappointment]	Director Senior Corporate Officer in charge of production and environmental recycling, Head, Production Headquarters	16/17 (94%)
5	Tadashi Kakinuma [Reappointment]	Director Senior Corporate Officer in charge of general affairs and human resources, and IT, General Manager, General Affairs & Human Resources Division	17/17 (100%)
6	Toshiharu Shinji [New appointment]	Senior Corporate Officer In charge of accounting and IR, General Manager, IR Office	—/ (—%)

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Tsunebumi Yoshihara (May 15, 1947) [Reappointment]	May 1973 Joined the Company January 1976 General Manager, Sales Division February 1981 Appointed to Director; General Manager, Sales Division February 1985 Appointed to Managing Director; Head, Sales Headquarters June 1988 Appointed to Vice President June 1992 Appointed to President June 2024 Appointed to Chairman; Chief Executive Officer (CEO) (current) [Significant concurrent positions] Director General, Yoshihara Ikueikai	29,388
[Reasons for selection as a candidate for Director] Mr. Tsunebumi Yoshihara has spearheaded the corporate management of the Company as Director for many years and has been contributing to enhancing the corporate value. He has long years of experience in the steel industry, as well as abundant experience and extensive insight as a corporate manager. Hereafter, he is anticipated to further contribute to enhancing the corporate value, and the Company has continued to select him as a candidate for Director.			
2	Hidetaka Yoshihara (December 23, 1975) [Reappointment]	April 2006 Joined the Company July 2012 Manager, Global Project Section July 2014 Project Leader for Global Market Development July 2015 General Manager, Overseas Development Division July 2017 General Manager, Marketing & Sales Promotion Division, Threaded Rebar Products Business Group July 2020 Deputy Division Director, Threaded Rebar Products Business Group and General Manager, Marketing & Sales Promotion Division July 2021 Corporate Officer; Deputy Division Director, Threaded Rebar Products Business Group and General Manager, Marketing & Sales Promotion Division June 2022 Appointed to Director; Senior Corporate Officer; and General Manager, Corporate Planning Division June 2024 Appointed to President; Chief Operating Officer (COO) (current)	3,750
[Reasons for selection as a candidate for Director] Mr. Hidetaka Yoshihara has served in important posts within the Threaded Rebar Products Business Group of the Company for many years and has abundant experience and proven track records. Hereafter, he is anticipated to further contribute to enhancing the corporate value, and the Company has continued to select him as a candidate for Director.			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
3	Yoshinari Tanaka (January 21, 1963) [Reappointment]	April 1988	Joined the Company	3,690
		June 2007	General Manager, Oyama Works, D-bar Business Group	
		April 2010	General Manager, General Planning & Policy Division	
		July 2014	Corporate Officer in charge of quality assurance; General Manager, General Planning & Policy Division	
		July 2016	Senior Corporate Officer in charge of quality assurance and affiliated companies; General Manager, General Planning & Policy Division	
		June 2017	Appointed to Director; Chief Risk Officer (CRO); Senior Corporate Officer in charge of production, quality assurance, general planning & policy and affiliated companies	
		June 2018	Appointed to Director; Chief Risk Officer (CRO); Managing Officer in charge of business divisions and quality assurance	
		June 2020	Appointed to Managing Director; Chief Risk Officer (CRO) in charge of business divisions and quality assurance	
		June 2023	Appointed to Managing Director; Assistant to President	
		June 2024	Appointed to Director; Managing Officer; Chief Logistics Officer (current)	
[Significant concurrent positions] President, Totetsu Koun Co., Ltd.				
[Reasons for selection as a candidate for Director] Mr. Yoshinari Tanaka has served in important posts at manufacturing, quality control, planning, and the Threaded Rebar Products Business Group divisions of the Company for many years, and has abundant experience and achievements. Hereafter, he is anticipated to further contribute to enhancing the corporate value, and the Company has continued to select him as a candidate for Director.				
4	Tatsuya Mukasa (July 12, 1964) [Reappointment]	April 1987	Joined the Company	650
		July 2007	General Manager, Sales Division, Threaded Rebar Products Business Group	
		February 2012	General Manager, Engineering Division, Threaded Rebar Products Business Group	
		July 2014	Corporate Officer; Assistant to Officers in charge of Overseas Business; Deputy Division Director, Threaded Rebar Products Business Group and General Manager, Engineering Division	
		July 2015	Corporate Officer; Division Director, Threaded Rebar Products Business Group	
		June 2018	Appointed to Director; Senior Corporate Officer deputy in charge of business divisions and General Manager, General Planning & Policy Division	
		June 2024	Appointed to Director; Senior Corporate Officer in charge of production and environmental recycling; Head, Production Headquarters (current)	
[Reasons for selection as a candidate for Director] Mr. Tatsuya Mukasa has served in important posts within the Threaded Rebar Products Business Group, planning, and overseas business division of the Company for many years, and has abundant experience and proven track records. Hereafter, he is anticipated to further contribute to enhancing the corporate value, and the Company has continued to select him as a candidate for Director.				

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
5	Tadashi Kakinuma (October 14, 1968) [Reappointment]	April 1991	Joined the Company	1,050
		April 2008	Manager, Operations Section, Sales Division, Threaded Rebar Products Business Group	
		July 2012	General Manager, Hachinohe Works, Tohoku D-bar Business Group	
		July 2015	Deputy Division Director, Environmental Recycling Business Group and General Manager, Hachinohe Works	
		July 2018	Corporate Officer; General Manager, General Affairs & Human Resources Division	
		June 2020	Appointed to Director; Corporate Officer deputy in charge of administrative divisions and General Manager, General Affairs & Human Resources Division	
		June 2021	Appointed to Director; Senior Corporate Officer; General Manager, General Planning & Policy Division and General Manager, General Affairs & Human Resources Division	
		June 2024	Appointed to Director; Senior Corporate Officer in charge of general affairs and human resources, and IT; General Manager, General Affairs & Human Resources Division (current)	
[Reasons for selection as a candidate for Director] Mr. Tadashi Kakinuma has served in important posts within manufacturing, the Threaded Rebar Products Business Group and the general affairs and human resources divisions of the Company for many years, and has abundant experience and proven track records. Hereafter, he is anticipated to further contribute to enhancing the corporate value, and the Company has continued to select him as a candidate for Director.				
6	Toshiharu Shinji (October 20, 1965) [New appointment]	April 2020	Assistant to Head of Retail Banking Unit, Sumitomo Mitsui Banking Corporation (SMBC)	260
		May 2022	Joined the Company, Associate Officer, General Manager in charge of Accounting & Finance Division	
		July 2023	Corporate Officer in charge of accounting and IR; Manager, IR Office	
		July 2024	Senior Corporate Officer in charge of accounting and IR; General Manager, IR Office (current)	
		[Reasons for selection as a candidate for Director] Mr. Toshiharu Shinji has abundant experience and extensive insight gained through long years of experience in the banking industry, as well as through serving in important posts in the accounting, finance, and investor relations divisions of the Company. Hereafter, he is anticipated to further contribute to enhancing the corporate value in the future, and the Company has newly selected him as a candidate for Director.		

(Notes)

1. There are no special interests between the candidates and the Company.
2. The Company has entered into a directors and officers liability insurance contract as stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company, which insures Directors and Corporate Officers of the Company and the presidents of all subsidiaries of the Company.

An overview of the contract is as follows:

- The insurance policy covers the costs of litigation and compensation for damages, for which the insured party have become liable as a result of litigations filed by shareholder representatives or third parties.
- As a measure to ensure that the appropriateness of the insured's execution of duties will not be impaired, the contract shall not cover any damage caused by criminal acts committed by the insured.
- The Company bears all insurance premiums.

If the election of each candidate is approved, each candidate will be the insured under the said insurance contract. The Company plans to renew the contract under the same terms and conditions during the term of office of each candidate.

* Reference: Major knowledge and experiences possessed by the current Directors and candidates for Directors (Skills Matrix)

Ten males and one female

Positions at the Company (planned) Name		Major skills, experiences, etc. of Director					
		Corporate management Management strategy, DX	Sustainability ESG, Global	Marketing Sales/R&D	Production/ technology SCM	Financing/ accounting	Human affairs/ labor service Human resources development
Chairman, CEO Tsunebumi Yoshihara	Reappointment	○		○	○		
President, COO Hidetaka Yoshihara	Reappointment	○	○	○	○		
Director Yoshinari Tanaka	Reappointment	○	○		○		
Director Tatsuya Mukasa	Reappointment	○	○	○	○		
Director Tadashi Kakinuma	Reappointment	○	○		○		○
Director Toshiharu Shinji	New appointment	○		○		○	○
Director, Full-Time Audit Committee Member Tomoyoshi Nakashima		○	○			○	
Outside Director (Audit Committee Member) Hiroshi Sonobe			○				○
Outside Director (Audit Committee Member) Satoru Fujiwara						○	
Outside Director (Audit Committee Member) Kosuke Kataoka			○			○	
Outside Director (Audit Committee Member) Asao Masue			○				○

The above table does not show all of the knowledge and experiences.

Proposal 2: Revision of Remuneration for Directors (Excluding Directors who are Audit Committee Members)

At the 88th Annual General Meeting of Shareholders held on June 29, 2016, the amount of remuneration for Directors (excluding Directors who are Audit Committee Members; hereinafter “Eligible Directors”) of the Company was approved as an amount not to exceed 450 million yen per annum.

In addition, the Company introduced a restricted stock-based remuneration plan, under which Eligible Directors are allotted common shares of the Company from fiscal year 2024 in accordance with a resolution of the 96th Annual General Meeting of Shareholders held on June 26, 2024. The total amount of monetary remuneration claims to be paid to Eligible Directors as compensation for restricted stocks, separately from the aforementioned remuneration for Directors, is set at an amount not to exceed 100 million yen per annum, with a maximum of 20,000 shares. This has been considered and deliberated by the Nomination and Compensation Advisory Committee, and based on the results of the deliberation, the contents has been determined by resolution of the Board of Directors

The remuneration structure for the Eligible Directors comprise fixed remuneration in the form of basic remuneration and position-based remuneration, as well as performance-linked remuneration in the form of performance remuneration and bonuses. However, given the fact that performance can be significantly affected by the market conditions of raw materials and finished products etc., performance-linked remuneration has been confined to a relatively small range.

Meanwhile, the Company has, in recent years, been pursuing a strategy focused on medium- to long-term business growth and the enhancement of corporate value, and we recognize that this approach is beginning to yield results. To further expand and reinforce this trend, we recognize the need to increase the performance accountability of the Eligible Directors and to establish a remuneration structure that appropriately reflects their performance.

Accordingly, to achieve a competitive level of monetary remuneration for the Eligible Directors that aligns with their roles, responsibilities, and performance, the Company proposes to revise the amount of remuneration for the Eligible Directors to an amount not to exceed 600 million yen per annum. This amount is separate from the remuneration related to the restricted stock-based remuneration plan.

The current number of Directors (excluding Directors who are Audit Committee Members) is 6 (none of whom are Outside Directors). This number will remain the same even if Proposal 1 is approved.

The content of this proposal has been reviewed by the Nomination and Compensation Advisory Committee in which Independent Outside Directors represent the majority (4 Outside Directors and 3 internal Directors), and the Company believes that the proposal is reasonable.