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Securities Code: 8070
June 9, 2026

To Shareholders with Voting Rights:

Minoru Kambara
Representative Director,
Chairman of the Board
TOKYO SANGYO CO., LTD.
2-1 Otemachi 2-chome,
Chiyoda-ku, Tokyo, Japan

**NOTICE OF
THE 116th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders,

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

We hereby inform you that the 116th Annual General Meeting of Shareholders of TOKYO SANGYO CO., LTD. (the “Company”) will be held as described below.

In convening this General Meeting of Shareholders, we take measures for electronic provision and post the items to be provided electronically on the following website.

The Company website: <https://www.tscom.co.jp/en/>

In addition to the website above, the items are also posted on the following website.

Tokyo Stock Exchange (TSE) website:

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

* Access the TSE website above and search by entering our company name or securities code, and then select “Basic information” and “Documents for public inspection/PR information” to review the items.

If you are unable to attend the Meeting in person, you may exercise your voting rights by mail or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders described in the items to be provided electronically and exercise your voting rights no later than 5:30 p.m. on Tuesday, June 23, 2026 (Japan time).

- 1. Date and Time:** Wednesday, June 24, 2026 at 10:00 a.m. Japan time
- 2. Place:** Head Office of the Company (8th Floor, Shin Otemachi Building)
2-1 Otemachi 2-chome, Chiyoda-ku, Tokyo, Japan
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the Company's 116th Fiscal Year (April 1, 2025 – March 31, 2026) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Committee
 2. Non-consolidated Financial Statements for the Company's 116th Fiscal Year (April 1, 2025 – March 31, 2026)
- Proposals to be resolved:**
- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Five (5) Directors
- Proposal 3:** Election of One (1) Director (Audit & Supervisory Committee Member)
- Proposal 4:** Election of One (1) Substitute Director (Audit & Supervisory Committee Member)

Notes to Consolidated Financial Statements and Notes to Non-consolidated Financial Statements are not included in the documents delivered to those who have requested the paper-based documents, in accordance with laws and regulations and the provisions of the Articles of Incorporation. The Audit & Supervisory Committee and the Accounting Auditor have audited the documents subject to audit including the said matters.

If any amendments are made to the items to be provided electronically, such amendments will be posted on each website where the items have been posted.

<Matters regarding the exercise of voting rights>

- **If you do not indicate your approval or disapproval for each proposal on the voting form, you will be deemed to have indicated your approval.**
- **If you exercise your voting rights both in writing (mail) and via the Internet, the vote via the Internet will be deemed valid.**
- **If you exercise your voting rights via the Internet multiple times, the last vote will be deemed as valid.**

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company regards returning profits to shareholders as one of its business priorities. In its Medium-term Management Plan “T-ScaleUp2027,” the Company has set out a shareholder return policy of “achieving DOE (Dividends on equity ratio) of 4% as soon as possible during period of plan.” Under this policy, the Company intends to continue returning stable profits and proposes the appropriation of surplus as follows:

Year-end dividends

The Company proposes to pay a year-end dividend of 19 yen per share. The amount of annual dividends will be 38 yen per share in total, including an interim dividend paid (19 yen per share).

(1) Type of dividend property

Cash

(2) Allocation of dividend property to shareholders and its total amount

19 yen per share of the Company’s common stock; a total of 506,637,565 yen

(3) Effective date of payments of surplus for dividends

June 25, 2026

Proposal 2: Election of Five (5) Directors

The terms of office of the five (5) current Directors (excluding Directors who are Audit & Supervisory Committee Members) will expire at the conclusion of this Meeting. Therefore, the Company hereby requests the election of five (5) Directors (excluding Directors who are Audit & Supervisory Committee Members).

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

The content of this proposal was resolved by the Board of Directors after deliberation by the Nomination & Remuneration Committee, a voluntary advisory committee to the Board of Directors of which Independent Directors comprise the majority of members.

No.	Name	Current positions and responsibilities in the Company	Attendance at the Board of Directors meetings
1	Minoru Kambara [Reappointment]	Representative Director, Chairman of the Board	17/17 (100%)
2	Yasuo Asada [New appointment]	President & CEO	17/17 (100%)
3	Kenji Tazawa [Reappointment]	Director; Executive Managing Officer in charge of administration field; and COO, Administration Div.	16/17 (94%)
4	Eiichi Metoki [Reappointment]	Director; Executive Managing Officer in charge of marketing field	17/17 (100%)
5	Sunao Nakamura [Reappointment] [Outside] [Independent]	Director	17/17 (100%)

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Minoru Kambara (September 16, 1954) [Reappointment]	April 1977 Joined the Company April 2009 General Manager, Accounting Dept. April 2012 Managing Officer and General Manager, Accounting Dept. June 2014 Director; Managing Officer and Deputy COO, Administration Div. June 2015 Director; Managing Officer; and COO, Trade Div. D April 2016 Director; Managing Officer; COO, Corporate Planning Div.; and COO, Trade Div. D April 2017 Director; Executive Managing Officer; COO, Corporate Planning Div.; and COO, Trade Div. D April 2018 Director; Executive Managing Officer; and COO, Corporate Planning Div. April 2021 Representative Director, President & CEO April 2026 Representative Director, Chairman of the Board (current position)	33,800
<p>[Reason for nomination as candidate for Director]</p> <p>In addition to having served as General Manager, Accounting Dept., a COO in the sales field, and COO of the Corporate Planning Div., since his appointment as a Director in 2014, Mr. Minoru Kambara has engaged in the operation of the Company and possesses an abundance of experience as well as extensive expertise with regard to the Company's businesses and its overall management. In addition, since April 2026, as a Representative Director, Chairman of the Board, he has contributed to the supervision of the Company's operation and to the strengthening of its management base. The Company has judged that his leveraging of these abilities in the operation of the Company has been conducive to the sustainable growth of the Tokyo Sangyo Group and the improvement of its corporate value in the mid-to-long term and, in light of this, the Company has once again selected him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	Yasuo Asada (October 14, 1963) [New appointment]	April 1987 Joined The Bank of Tokyo, Ltd. (current MUFG Bank, Ltd.) March 2015 President, Bank of Tokyo-Mitsubishi UFJ Turkey A.Ş. (current MUFG Bank Turkey Anonim Sirketi) October 2017 Joined the Company January 2018 General Manager, Overseas Business Planning & Administration Dept. April 2018 General Manager, Corporate Planning Dept. April 2019 Deputy COO, Corporate Planning Div.; and General Manager, Corporate Planning Dept. April 2021 Managing Officer and COO, Corporate Planning Div. June 2023 Director (Standing Audit & Supervisory Committee Member) April 2026 President & CEO (current position)	10,400
<p>[Reason for nomination as candidate for Director]</p> <p>In addition to having many years of business experience at a megabank and abundant overseas experience, Mr. Yasuo Asada has held important positions in the Company's corporate planning field and served as a Director who is a Standing Audit & Supervisory Committee Member, and possesses extensive expertise with regard to the Tokyo Sangyo Group's business. In addition, he has served as the Company's President & CEO since April 2026, demonstrating outstanding overall management leadership. The Company has judged that his leveraging of these abilities in the operation of the Company has been conducive to the sustainable growth of the Tokyo Sangyo Group and the improvement of its corporate value in the mid-to-long term and, in light of this, the Company has selected him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Kenji Tazawa (September 4, 1963) [Reappointment]	April 1986 Joined the Company April 2015 General Manager, Accounting Dept. April 2018 Representative Director, I.A.H Co., Ltd. November 2019 General Manager, Accounting Dept., the Company April 2021 Deputy COO, Administration Div.; and General Manager, Accounting Dept. April 2022 Managing Officer; COO, Administration Div.; and General Manager, Accounting Dept. April 2023 Managing Officer; and Deputy COO, Corporate Planning Div. June 2023 Director; Managing Officer; and COO, Corporate Planning Div. April 2025 Director; Executive Managing Officer; and COO, Corporate Planning Div. April 2026 Director; Executive Managing Officer in charge of administration field; and COO, Administration Div. (current position)	21,600
<p>[Reason for nomination as candidate for Director]</p> <p>In addition to having served as General Manager of the Accounting Dept. and the COO of the Administration Div. and Corporate Planning Div., Mr. Kenji Tazawa has many years of business experience in the administration and corporate planning fields and possesses extensive expertise, including serving as Representative Director of a subsidiary of the Company. In addition, since his appointment as a Director in 2023, he has contributed to the strengthening of the Company's management base through initiatives that leverage these abilities from diverse viewpoints. The Company has judged that his leveraging of these abilities in the operation of the Company has been conducive to the sustainable growth of the Tokyo Sangyo Group and the improvement of its corporate value in the mid-to-long term and, in light of this, the Company has once again selected him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	Eiichi Metoki (January 17, 1968) [Reappointment]	April 1990 Joined the Company April 2014 General Manager, Power Plant Dept. April 2017 General Manager, Power System Dept. A April 2019 Deputy COO, Trade Div. A; and General Manager, Power Plant Dept. April 2020 Managing Officer; Deputy COO, Trade Div. A; and General Manager, Tohoku Branch April 2023 Senior Managing Officer; COO, Trade Div. A; and General Manager, Tohoku Branch June 2024 Director; Managing Officer; COO, Trade Div. A; and General Manager, Tohoku Branch April 2025 Director; Managing Officer; and COO, Trade Div. A April 2026 Director; Executive Managing Officer in charge of marketing field (current position)	8,900
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. Eiichi Metoki has many years of experience in the power plant business and, since his appointment as a Director in 2024, his initiatives rooted in his extensive knowledge of the sales field and management experience have contributed to the expansion of the Company's business. The Company has judged that his leveraging of these abilities in the operation of the Company has been conducive to the sustainable growth of the Tokyo Sangyo Group and the improvement of its corporate value in the mid-to-long term and, in light of this, the Company has once again selected him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
5	Sunao Nakamura (August 6, 1954) [Reappointment] [Outside] [Independent]	<p>April 1984 Joined Nippon Kokan Ltd. (now JFE Engineering Corporation)</p> <p>April 2004 General Manager, Technology Management Department, JFE Engineering Corporation</p> <p>July 2004 Director, JFE Techno-Research Corporation</p> <p> Director, JFE Net Corporation (now JFE Business Support YOKOHAMA Corporation)</p> <p>April 2011 Director, JFE Engineering Corporation</p> <p> Research Director, Engineering Advancement Association of Japan</p> <p>October 2012 Doctor of Engineering and Project Professor, Keio University</p> <p>April 2017 Fellow, the Japan Society of Mechanical Engineers</p> <p>June 2017 Auditor, Combustion Society of Japan</p> <p>June 2019 Director, the Company (current position)</p> <p>April 2020 Doctor of Engineering and Visiting Professor, Keio University (current position)</p> <p>January 2021 Senior Member, the Japan Institute of Energy (current position)</p> <p>April 2024 Fellow, Decarbonized Industrial Thermo-System Center (DITS) (current position)</p>	0
<p>[Reason for nomination as candidate for Outside Director and expected roles]</p> <p>In addition to serving as a Visiting Professor at Keio University as a Doctor of Engineering, Mr. Sunao Nakamura has occupied important positions in organizations such as the Combustion Society of Japan, and he possesses an abundance of experience and high-level expertise with regard to the environment and energy. He also has management experience, including serving as a General Manager, Technology Management Department, JFE Engineering Corporation, and as a Director of its subsidiaries. The Company has judged that he has duly executed his duties as an Outside Director through his participation in the operation of the Company rooted in his expertise and experience, and, in light of this, the Company has once again selected him as a candidate for Outside Director. The Company expects that he will leverage his expertise and experience primarily in providing supervision of the technical aspects of the Company's environmental and energy initiatives.</p>			

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. Mr. Sunao Nakamura is a candidate for Outside Director.
 3. The period for which Mr. Sunao Nakamura has served as an Outside Director for the Company will be seven (7) years at the conclusion of this Annual General Meeting of Shareholders.
 4. The Company has provided notification that Mr. Sunao Nakamura is an Independent Director in accordance with the regulations of the Tokyo Stock Exchange. In the event that Mr. Nakamura is elected as an Outside Director, the Company plans to continue his designation as an Independent Director.
 5. In accordance with the provision of Article 427, Paragraph 1 of the Companies Act, the Company has concluded an agreement with Mr. Sunao Nakamura to limit his liability for damages as stipulated in Article 423, Paragraph 1 of the Companies Act. The limit of the amount of liability for damages under this agreement shall be the amount stipulated by laws and regulations. In the event that Mr. Nakamura is elected, the Company plans to continue an agreement with Mr. Nakamura of content equivalent to the aforementioned agreement.
 6. The Company has concluded a liability insurance contract for directors and managing officers with an insurance company. This insurance contract covers dispute expenses and compensation for damage caused by and resulting from actions (including inaction) engaged in by the insured person based on his/her position as a director and/or managing officer of the Company. Each candidate would be included in the insured persons of this contract. In addition, the Company plans to renew this contract with similar content at the time of the next renewal.
 7. The criteria and procedure of the nomination of all Directors candidates in this Proposal was deemed appropriate by the Audit & Supervisory Committee.

Proposal 3: Election of One (1) Director (Audit & Supervisory Committee Member)

Mr. Masashi Kaneko, a current Director who is an Audit & Supervisory Committee Member, will resign at the conclusion of this Meeting. Therefore, the Company hereby requests the election of one Director who is an Audit & Supervisory Committee Member as a substitute for the position. The term of office of the Director who is an Audit & Supervisory Committee Member to be elected as a substitute shall, pursuant to the Articles of Incorporation of the Company, be until the expiration of the term of office of the resigning Director who is an Audit & Supervisory Committee Member.

The content of this proposal has been approved by the Audit & Supervisory Committee.

The candidate for the Director who is an Audit & Supervisory Committee Member is as follows.

Name	Current positions and responsibilities in the Company	Attendance at the Board of Directors meetings	Attendance at Audit & Supervisory Committee meetings
Naoyuki Tanaka [New appointment]	Senior Managing Officer	-/- (-%)	-/- (-%)

Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
Naoyuki Tanaka (October 26, 1964) [New appointment]	April 1987 Joined the Company April 2017 General Manager, Information System Dept. April 2019 General Manager, Audit Dept. October 2021 General Manager, General Affairs and Human Resources Dept.; and General Manager, Construction Business Development Dept. April 2023 Managing Officer; COO, Administration Div.; General Manager, General Affairs and Human Resources Dept.; and General Manager, Construction Business Development Dept. April 2025 Senior Managing Officer; COO, Administration Div.; and General Manager, Construction Business Development Dept. April 2026 Senior Managing Officer (current position)	9,000
<p>[Reason for nomination as candidate for Director who is an Audit & Supervisory Committee Member]</p> <p>Having held important positions in the administration, corporate planning, and internal audit fields, Mr. Naoyuki Tanaka has served as a Managing Officer since 2023. He has a thorough knowledge of the Company and possesses extensive expertise with regard to the Tokyo Sangyo Group's business. Based on this expertise and experience, the Company has judged that his taking on the duty of supervising and auditing the Company's operation will be conducive to the improvement of the Company's group governance function and, in light of this, the Company has selected him as a candidate for Director who is an Audit & Supervisory Committee Member.</p>		

- Notes:
1. There is no special interest between the candidate and the Company.
 2. In the event that Mr. Naoyuki Tanaka is elected as a Director, in accordance with the provision of Article 427, Paragraph 1 of the Companies Act, the Company plans to conclude an agreement with Mr. Tanaka limiting liability for damages as stipulated in Article 423, Paragraph 1 of the Companies Act. The limit of the amount of liability for damages under this agreement shall be the amount stipulated by law.
 3. The Company has concluded a liability insurance contract for directors and managing officers with an insurance company. This insurance contract covers dispute expenses and compensation for damage caused by and resulting from actions (including inaction) engaged in by the insured person based on his/her position as a director and/or managing officer of the Company. The candidate would be included in the insured persons of this contract. In addition, the Company plans to renew this contract with similar content at the time of the next renewal.

Proposal 4: Election of One (1) Substitute Director (Audit & Supervisory Committee Member)

To prepare for a situation where the Company does not have the required number of Directors who are Audit & Supervisory Committee Members stipulated by laws and regulations, the Company requests the election of one (1) Substitute Director who is an Audit & Supervisory Committee Member in advance.

The resolution of this proposal shall be effective until the beginning of the Annual General Meeting of Shareholders relating to the final fiscal year that ends within two (2) years after the resolution and the election may be canceled by a resolution of the Board of Directors with the consent of the Audit & Supervisory Committee only before the candidate takes office.

The content of this proposal has been approved by the Audit & Supervisory Committee.

The candidate for the Substitute Director who is an Audit & Supervisory Committee Member is as follows.

Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
Masashi Kaneko (June 14, 1954)	April 1986	Registered as a lawyer (a member of the Tokyo Bar Association)	0
	April 1991	Representative, Masashi Kaneko Law Office (current position)	
	June 2014	Outside Auditor, Keio Corporation	
	June 2020	Outside Director, Keio Corporation (Audit and Supervisory Committee Member) (current position)	
	April 2026	Director (Audit & Supervisory Committee Member), the Company (current position)	
[Reason for nomination as candidate for Substitute Outside Director who is an Audit & Supervisory Committee Member and expected roles] Although Mr. Masashi Kaneko has no experience in being involved in corporate management other than being an Outside Director, he has a thorough knowledge of corporate legal affairs as an attorney and possesses high-level expertise and abundant experience. The Company has judged that he will duly execute his duties as an Outside Director who is an Audit & Supervisory Committee Member by supervising and auditing the operation of the Company based on his expertise and experience. The Company expects that he will leverage this expertise and experience primarily in contributing to enhancing the effectiveness of the supervisory function of the Company's Board of Directors.			

- Notes:
1. Masashi Kaneko Law Office, of which Mr. Masashi Kaneko is the Representative, has received legal fees from the Company over the past two years.
 2. Mr. Masashi Kaneko is a candidate for Substitute Outside Director who is an Audit & Supervisory Committee Member.
 3. The period for which Mr. Masashi Kaneko has served as an Outside Director for the Company will be three (3) months at the conclusion of this Annual General Meeting of Shareholders.
 4. In the event that Mr. Masashi Kaneko is elected as an Outside Director who is an Audit & Supervisory Committee Member, in accordance with the provision of Article 427, Paragraph 1 of the Companies Act, the Company plans to conclude an agreement with Mr. Kaneko limiting liability for damages as stipulated in Article 423, Paragraph 1 of the Companies Act. The limit of the amount of liability for damages under this agreement shall be the amount stipulated by laws and regulations.
 5. The Company has concluded a liability insurance contract for directors and managing officers with an insurance company. This insurance contract covers dispute expenses and compensation for damage caused by and resulting from actions (including inaction) engaged in by the insured person based on his/her position as a director and/or managing officer of the Company. In the event that Mr. Masashi Kaneko assumes office as an Outside Director who is an Audit & Supervisory Committee Member, he would be included in the insured persons of this contract.
 6. Mr. Masashi Kaneko was elected as a Substitute Director who is an Audit & Supervisory Committee Member at the 115th Annual General Meeting of Shareholders held on June 26, 2025. As this resulted in a shortfall in the required number of Directors who are Audit & Supervisory Committee Members stipulated by laws and regulations, he has assumed the position of Director who is an Audit & Supervisory Committee Member effective April 1, 2026. Mr. Masashi Kaneko, a Director who is an Audit & Supervisory Committee Member, will resign at the conclusion of this Meeting.

<Reference>

1. Skill Matrix of the Board of Directors

The Company aims to have a Board of Directors that consists of Directors with expertise and experience in various fields to ensure the effective function of management decisions on important matters and of the supervision and auditing of management.

If Proposal 2 and Proposal 3 are approved as originally proposed, the main fields of experience and expected expertise of the Board of Directors are as shown below.

Officer		■ Male ◆ Female	Business Management	Sales and Marketing	Finance and Accounting	Legal Risk Management	Engineering	IT	Overseas Operation
Directors (excluding Directors who are Audit & Supervisory Committee Members)	Minoru Kambara	■	●	●	●			●	
	Yasuo Asada	■	●	●					●
	Kenji Tazawa	■	●	●	●			●	
	Eiichi Metoki	■	●	●					
	Sunao Nakamura	Outside Independent	■	●			●		
Directors (Audit & Supervisory Committee Members)	Naoyuki Tanaka	■		●		●		●	
	Seiko Fukuzaki	Outside Independent	◆			●			
	Akihiro Kawai	Outside Independent	■		●				

* The table above does not represent all aspects of each candidate's knowledge and experience.