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Securities Code: 1945

June 13, 2022

To our shareholders:

Tsutomu Kumagai  
President  
**TOKYO ENERGY & SYSTEMS INC.**  
1-3-1 Nihonbashi Kayabacho, Chuo-ku, Tokyo

## Notice of the 75th Annual General Meeting of Shareholders

We are pleased to announce the 75th Annual General Meeting of Shareholders of TOKYO ENERGY & SYSTEMS INC. (the “Company”), which will be held as indicated below.

**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 following Reference Documents for the General Meeting of Shareholders and exercise your voting rights no later than 5:30 p.m. on June 28, 2022 (Tuesday).**

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

Indicate your approval or disapproval for each of the proposals on the enclosed Voting Rights Exercise Form and return it to arrive by the deadline noted above.

### **[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 noted above.

- 1. Date and time:** Wednesday, June 29, 2022 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

### **3. Purposes of the Meeting:**

#### **Items to be reported:**

1. The Business Report and the Consolidated Financial Statements for the 75th fiscal year (from April 1, 2021 to March 31, 2022), 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 75th fiscal year (from April 1, 2021 to March 31, 2022)

#### **Items to be resolved:**

- Proposal No. 1:** Appropriation of Surplus  
**Proposal No. 2:** Amendment to the Articles of Incorporation  
**Proposal No. 3:** Election of Seven 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 enclosed Voting Rights Exercise Form to the reception desk at the venue

- Any modifications to the Reference Documents for the General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements and Consolidated Financial Statements shall be posted on the Company’s website (<http://www.qtes.co.jp/>)

## 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 pays dividends 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 ¥15 per share. Therefore, the dividend for the fiscal year under review, including the interim dividend, shall be ¥30 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  
¥15 per common share of the Company  
Total amount of dividends: ¥513,523,380
- (3) Effective date of distribution of dividends of surplus  
June 30, 2022

**Proposal No. 2:** Amendment to the Articles of Incorporation

1. Reasons for the proposal

Since the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) are to be enforced on September 1, 2022, the Company proposes to amend its Articles of Incorporations to prepare for the introduction of a system of electronic provision of reference documents for the general meeting of shareholders.

- (1) Article 17 of the proposed amendment will stipulate that the Company shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format. and establish the provision to limit the scope of the items to be stated in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents.
- (2) Since the provisions for Internet disclosure and deemed provision of reference documents for shareholders' meeting (Article 17 of the current Articles of Incorporation) will no longer be required, they will be deleted.
- (3) Accompanying the aforementioned establishment and deletion of provisions, supplementary provisions regarding the effective date, etc. will be established.

2. Details of amendments

Details of amendments are as follows:

(Underlines indicate amendments.)

Current Articles of Incorporation	Proposed Amendments
<p><u>(Internet disclosure and deemed provision of reference documents for shareholders' meeting)</u></p> <p><u>Article 17: By disclosing information relating to all matters that shall be described or stated in any reference document for the shareholders' meeting, business report, financial statement and consolidated financial statement upon convening a shareholders' meeting by utilizing the Internet in accordance as provided for in the ordinance of the Ministry of Justice, the Company may be deemed to have provided such information to the shareholders.</u></p> <p style="text-align: center;">(Newly established)</p> <p style="text-align: right;"><u>Revised on June 29, 2021</u></p>	<p style="text-align: center;">(Deleted)</p> <p><u>(Measures, etc. for providing information in electronic format)</u></p> <p><u>Article 17: When the Company convenes a shareholders' meeting, it shall take measures for providing information that constitutes the content of reference documents for the shareholders' meeting in electronic format. Among items for which the measures for providing information in electronic format will be taken, the Company shall not be required to state all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u></p>

Current Articles of Incorporation	Proposed Amendments
<p>Supplementary Provisions (Newly established)</p>	<p>Supplementary Provisions <u>(Transitional measures for providing informational materials for shareholders’ meeting in electronic format)</u></p> <p><u>1 The deletion of Article 17 (Internet disclosure and deemed provision of reference documents for shareholders’ meeting) in the pre-amended Articles of Incorporation and the establishment of the new Article 17 (Measures, etc. for providing information in electronic format) in the amended Articles of Incorporation shall be effective from September 1, 2022, which is the date of enforcement of the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter referred to as the “Date of Enforcement”).</u></p> <p><u>2 Notwithstanding the provisions of the preceding paragraph, Article 17 of the pre-amended Articles of Incorporation shall remain effective regarding any shareholders’ meeting held on a date within six months from the Date of Enforcement.</u></p> <p><u>3 These Supplementary Provisions on measures for providing information in electronic format shall be deleted on the date when six months have elapsed from the Date of Enforcement or three months have elapsed from the date of the shareholders’ meeting in the preceding paragraph, whichever is later.</u></p> <p style="text-align: right;"><u>Revised on June 29, 2022</u></p>

**Proposal No. 3:** Election of Seven Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all ten Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, in order to clearly separate the supervisory and executive functions of the Board of Directors and to facilitate flexible decision-making, the Company proposes to reduce the number of Directors by three and to elect seven Directors (excluding Directors who are Audit and Supervisory Committee Members).

The candidates for Directors (excluding Directors who are Audit and Supervisory Committee members) are as follows.

No.	Name	Current position in the Company
1	<u>Reelection</u> Toshiaki Majima	Senior Vice President and Chief Operating Officer Executive General Manager of Corporate Planning Division
2	<u>Reelection</u> Soichiro Horikawa	Director and Managing Executive Officer Acting Executive General Manager of Electric Power Division, General Manager of Electric Power Sales Department
3	<u>Reelection</u> Shinsuke Unno	Director and Managing Executive Officer
4	<u>Reelection</u> Hitoshi Tanaka <u>Outside</u> <u>Independent</u>	Director
5	<u>Reelection</u> Makoto Sugimachi <u>Outside</u> <u>Independent</u>	Director
6	<u>Reelection</u> Shigeru Nishiyama <u>Outside</u> <u>Independent</u>	Director
7	<u>New election</u> Sonoe Hasegawa <u>Outside</u> <u>Independent</u>	-

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;"><span style="border: 1px solid black; padding: 2px;">Reelection</span></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 &amp; 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 (current position)</p>	10,600 shares
<p>&lt;Reasons for nomination as candidate for Director&gt;</p> <p>As Senior Vice President and Chief Operating Officer and Executive General Manager of Corporate Planning Division, Mr. Toshiaki Majima has been involved in the company's management policy and strategy planning, and has accelerated efforts to expand new business areas under his strong leadership. The Company believes that he will be able to play a leading role as President in driving further growth and development of the Company's group to enhance its corporate value. Accordingly, 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; display: inline-block; padding: 2px;">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 (current position)	8,700 shares
<p>&lt;Reasons for nomination as candidate for Director&gt;            Mr. Soichiro Horikawa has abundant experience and knowledge of construction work for renewable energy, thermal power generation facilities and overseas construction work, and a character appropriate to assume the management of the Company. Based on these achievements, the Company believes that Mr. Horikawa will be able to appropriately perform his duties as a Director. Accordingly, the Company asks shareholders to elect Mr. Horikawa so that he may continue in the role of Director.</p>			
3	Shinsuke Unno (February 11, 1960)  <div style="border: 1px solid black; display: inline-block; padding: 2px;">Reelection</div>	Apr. 1985      Joined Tokyo Electric Power Co., Inc. July 2012      General Manager of Sagami-hara Service Center, Kanagawa Branch Office June 2014      General Manager of Secretariat Department June 2017      Auditor of Tokyo Power Technology Ltd. June 2018      Senior Executive Officer in charge of Personnel & Organizational Reform of the Company June 2019      Managing Executive Officer in charge of Personnel & Organizational Reform June 2020      Director and Managing Executive Officer (current position)	4,400 shares
<p>&lt;Reasons for nomination as candidate for Director&gt;            Mr. Shinsuke Unno has a wealth of experience and expertise in general affairs and accounting over many years, and a character appropriate to assume the management of the Company. Based on these achievements, the Company believes that Mr. Unno will be able to appropriately perform his duties as a Director. Accordingly, the Company asks shareholders to elect Mr. Unno 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
4	<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="395 465 475 492">Outside</p> <p data-bbox="375 537 496 564">Independent</p>	<p data-bbox="614 264 1235 584">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) &lt;Significant concurrent positions outside the Company&gt; Attorney at law (Marunouchi Minami Law Office) Outside Director (Audit and Supervisory Committee Member) of SUMCO CORPORATION</p>	2,700 shares
<p data-bbox="276 595 1449 875">&lt;Reasons for nomination as candidate for Outside Director and overview of expected roles&gt; Although Mr. Hitoshi Tanaka has no direct experience of being involved in corporate management, he brings abundant experience and knowledge as a lawyer. 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 eight years at the conclusion of this General Meeting of Shareholders.</p>			
5	<p data-bbox="344 1081 528 1149">Makoto Sugimachi (August 14, 1956)</p> <p data-bbox="384 1178 491 1205">Reelection</p> <p data-bbox="395 1249 475 1276">Outside</p> <p data-bbox="375 1321 496 1348">Independent</p>	<p data-bbox="614 884 1235 1541">Apr. 1980 Joined Tokio Marine Fire Insurance Co., Ltd. (currently Tokio Marine &amp; Nichido Fire Insurance Co., Ltd.) June 2007 General Manager of Yokohama Chuo Branch July 2009 Administrative Officer and General Manager of Nagoya Sales Department III June 2010 Executive Officer June 2011 Managing Executive Officer Apr. 2014 Managing Director Apr. 2015 Managing Executive Officer Apr. 2016 Senior Managing Executive Officer June 2016 Director and President of Japan Earthquake Reinsurance Co., Ltd. June 2020 Outside Director of the Company (current position) &lt;Significant concurrent positions outside the Company&gt; Outside Director (Audit and Supervisory Committee Member) of ipet Insurance Co., Ltd. Outside Director (Audit and Supervisory Committee Member) of ipet Holdings, Inc.</p>	0 shares
<p data-bbox="276 1547 1449 1796">&lt;Reasons for nomination as candidate for Outside Director and overview of expected roles&gt; Mr. Makoto Sugimachi 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. Sugimachi will be able to appropriately perform his duties as an Outside Director. Accordingly, the Company asks shareholders to elect Mr. Sugimachi so that he may continue in the role of Outside Director. Mr. Sugimachi'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	Shigeru Nishiyama (October 27, 1961)  <u>Reelection</u>  <u>Outside</u>  <u>Independent</u>	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 and Supervisory Committee Member), UNIPRES CORPORATION Outside Director (Audit Committee Member, Remuneration Committee Member), Macromill, Inc. External Audit & Supervisory Board Member, Marubeni Corporation	600 shares
<p>&lt;Reasons for nomination as candidate for Outside Director and overview of expected roles&gt; Mr. Shigeru Nishiyama has expertise, experience and knowledge in accounting and finance, as well as a wealth of experience in outside officer and other roles at various companies. Thus, the Company believes that he will fulfill the role of supervising the execution of business from an objective and professional perspective based on such knowledge and experience. 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 one year at the conclusion of this General Meeting of Shareholders.</p>			
7	Sonoe Hasegawa (July 11, 1967)  <u>New election</u>  <u>Outside</u>  <u>Independent</u>	Oct. 1995      Joined Shinohara Accounting Office Oct. 1996      Joined Sanwa Research Institute Corporation (Currently Mitsubishi UFJ Research and Consulting Co., Ltd.) Oct. 1997      Joined Chuo Audit Corporation July 2000      Registered as a certified public accountant (Japan) Dec. 2005      Joined AZSA & Co. (Currently KPMG AZSA LLC) Nov. 2009      Representative of Hasegawa Certified Public Accountant and Tax Accountant Office (current position) Sept. 2010      Registered as a tax accountant  <Significant concurrent positions outside the Company> Certified Public Accountant, Certified Public Tax Accountant (Hasegawa Certified Public Accountant and Tax Accountant Office)	0 shares
<p>&lt;Reasons for nomination as candidate for Outside Director and overview of expected roles&gt; Although Ms. Sonoe Hasegawa has no direct experience of being involved in corporate management, she has a high level of expertise, experience and knowledge in accounting and finance, and the Company believes that she will fulfill a supervisory role over business execution from an objective and professional perspective based on such knowledge and experience. Accordingly, the Company asks shareholders to elect Ms. Hasegawa so that she be newly appointed as Outside Director.</p>			

- (Notes)
1. Mr. Makoto Sugimachi, candidate for Outside Director, was an executive officer of our business partner, Tokio Marine & Nichido Fire Insurance Co., Ltd. until June 2016. The value of transactions with that company for the fiscal year ended March 31, 2022 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. Makoto Sugimachi, Mr. Shigeru Nishiyama, and Ms. Sonoe Hasegawa are candidates for Outside Director.

4. Mr. Hitoshi Tanaka, Mr. Makoto Sugimachi, and Mr. Shigeru Nishiyama are registered as independent directors in accordance with the regulations of Tokyo Stock Exchange, Inc. If the election of these candidates is approved, they will continue to serve as independent directors. In addition, Ms. Sonoe Hasegawa satisfies the requirements to serve as an independent director as stipulated by the Tokyo Stock Exchange, Inc. and, if appointed, will be reported as an independent director.
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. Makoto Sugimachi, and Mr. Shigeru Nishiyama 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. If the election of the three candidates is approved, the Company plans to continue the said agreements with them. In addition, if the election of Ms. Sonoe Hasegawa is approved, the Company plans to enter into a similar agreement to limit her liability for damages as a Director.
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). All candidates will be included as insured persons 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 the proposal is approved at the General Meeting of Shareholders

Name	Title	Skill					
		Corporate Management	Financial Accounting	Construction Technology Safety and Quality	Sales Marketing	Legal Affairs Risk Management	Sustainability
Toshiaki Majima	President and Chief Executive Officer	○		○	○		○
Soichiro Horikawa	Director Managing Executive Officer	○		○	○		○
Shinsuke Unno	Director Managing Executive Officer	○	○			○	○
Hitoshi Tanaka	Outside Director					○	○
Makoto Sugimachi	Outside Director	○				○	○
Shigeru Nishiyama	Outside Director		○				○
Sonoe Hasegawa	Outside Director		○				○
Shinji Shiina	Director Full-time Audit and Supervisory Committee Member		○			○	
Yoshiaki Inagaki	Outside 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		○				○