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Securities Code: 5074

Date of sending by postal mail: September 12, 2024

Start date of measures for electronic provision: September 5, 2024

To our shareholders:

Kazuki Yamamoto, Representative
Director and President
TESS Holdings Co., Ltd.
6-1-1 Nishinakajima, Yodogawa-ku,
Osaka-shi, Osaka

Notice of the 15th Annual General Meeting of Shareholders

We are pleased to announce the 15th Annual General Meeting of Shareholders of TESS Holdings Co., Ltd. (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 the measures for providing information in electronic format will be taken) in electronic format, and posts this information on each of the websites indicated below. Please access one of those websites by using the internet address shown below to review the information.

The Company’s website:

<https://www.tess-hd.co.jp/ir/stock/meeting.html> (in Japanese)

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

<https://d.sokai.jp/5074/teiji/> (in Japanese)

Tokyo Stock Exchange’s website (Listed Company Search):

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

(Please access the TSE website by using the internet address shown above, enter “TESS Holdings” in “Issue name (company name)” or the Company’s securities code “5074” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

If you are unable to attend the meeting in person, you may exercise your voting rights via the internet, etc. or in writing (by postal mail). Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. on Thursday, September 26, 2024 (JST).

[Exercise of voting rights via the internet, etc.]

1 Exercise of voting rights via the internet, etc.

Please access the website for the exercise of voting rights designated by the Company and input whether you vote for or against the proposals in accordance with the on-screen instructions by 5:30 p.m. on Thursday, September 26, 2024 (JST), the end of the business hours immediately preceding the date of this general meeting of shareholders.

2 Electronic Voting Platform

If nominee shareholders such as trust and custody services banks (including standing proxies) who have made prior application to use the Electronic Voting Platform that is operated by ICJ Inc., which was established by Tokyo Stock Exchange, Inc. and others, those shareholders can use this platform, in addition to the exercise of voting rights via the internet, etc. described in 1 above, as means of exercising voting rights by electromagnetic means at General Meeting of Shareholders of the Company.

Please refer to the “Exercise of Voting Rights via the internet, etc.” on page 5 of the Japanese version of the notice (in Japanese only) when exercising your voting rights via the Internet, etc.

[Exercise of voting rights in writing (via postal mail)]

Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it by postal mail to reach us by 5:30 p.m. on Thursday, September 26, 2024 (JST), the end of the business hours immediately preceding the date of this general meeting of shareholders.

Please refer to the “Exercise of Voting Rights” on page 4 of the Japanese version of the notice (in Japanese only) when exercising your voting rights.

1. **Date and Time:** Friday, September 27, 2024, at 10:00 a.m. (JST) (Reception will open at 9:00 a.m.)
2. **Venue:** Banquet Hall “Zuicho,” 6F
Hotel Hankyu International
19-19 Chayamachi, Kita-ku, Osaka-shi, Osaka
(The venue will be different from the previous year. Please refer to the Map to the Venue of the General Meeting of Shareholders at the end of the Japanese version of the notice (in Japanese only) to ensure that you arrive at the correct venue.)

3. **Purpose of the Meeting:**

Matters to be reported:

1. Business Report and Consolidated Financial Statements for the 15th Fiscal Year (from July 1, 2023 to June 30, 2024) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee.
2. Non-consolidated Financial Statements for the 15th Fiscal Year (from July 1, 2023 to June 30, 2024)

Matters to be resolved:

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of Four Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 3:** Election of Accounting Auditor

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- If revisions to the items subject to measures for electronic provision are required, a notice of the revisions and the details of the items before and after the revisions will be posted on each of the aforementioned websites.

- The Company will deliver paper-based documents stating items subject to measures for electronic provision as well to shareholders who requested the delivery of paper-based documents. However, in accordance with laws and regulations and Article 16 of the Company's Articles of Incorporation, the following items are not included in such documents attached.
 - (i) "System to Ensure the Properness of Operations and Operational Status of the System" in the Business Report
 - (ii) "Consolidated Statement of Changes in Equity" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
 - (iii) "Non-consolidated Statement of Changes in Equity" and "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements

Accordingly, the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements contained in such paper-based documents are part of the documents included in the scope of audits by the Accounting Auditor when preparing an accounting audit report and by the Audit and Supervisory Committee when preparing an audit report.

- Please note that we will not give out souvenirs to shareholders who attend the meeting.

[Information] Invitation to a shareholder gathering

We will hold a shareholder gathering after the conclusion of this general meeting of shareholders. If you have the time, we invite you to stay and participate in this gathering.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

The Company considers the return of profits to shareholders as one of the management top priorities. Based on its basic dividend policy of maintaining stable dividends to shareholders, the Company proposes the following year-end dividends for the 15th Fiscal Year taking into consideration its future business development and other factors.

<Year-end dividends>

1. Type of dividend property

To be paid in cash.

2. Allotment of dividend property and their aggregate amount

The Company proposes to pay a dividend of ¥16 per common share of the Company.

In this event, the total dividends will be ¥1,128,223,584.

3. Effective date of dividends of surplus

The effective date of dividends will be September 30, 2024.

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

At the conclusion of this meeting, the terms of office of all four Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire. Accordingly, the Company proposes the election of four Directors.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Hideo Ishiwaki (March 21, 1948)	Sept. 2004 Joined TESS Engineering Co., Ltd. Feb. 2008 Executive Officer, General Manager of Tokyo Branch Office, and General Manager of Corporate Planning Office July 2008 Managing Director, and General Manager of Tokyo Branch Office July 2009 Representative Director and President July 2009 Director of TESS Techno Service Co., Ltd. (currently the Company) Aug. 2012 Representative Director and President of the Company Oct. 2012 Representative Director and President of KYORITSU ENGINEERING CO., LTD. July 2017 Representative Director and Chairman of TESS Engineering Co., Ltd. Sept. 2017 Director of KYORITSU ENGINEERING CO., LTD. Apr. 2018 Representative Director, President and Chairman of the Company Sept. 2022 Director and Chairman, Chairperson of the Board of Directors (current position) (Significant concurrent positions outside the Company) None	7,626,300
[Reasons for nomination] The Company has nominated Hideo Ishiwaki as a candidate for Director because he has engaged mainly in corporate management, overall sales and corporate planning, and has abundant business experience and knowledge. He fulfilled his duties appropriately utilizing his experience and insight about corporate management by proactively pursuing the business strategies of the Company group (the "Group") since assuming office as Managing Director of TESS Engineering Co., Ltd. in July 2008, Representative Director and President of the said company and Director of the Company in July 2009, Representative Director and President of the Company in August 2012, and Representative Director, President and Chairman of the Company in April 2018. Since September 2022 he has been serving as Director and Chairman, Chairperson of the Board of Directors of the Company to contribute to the improvement of governance of the Group. Therefore, the Company has judged that he is appropriate as Director of the Company and nominated him as a candidate for Director.			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
2	Kazuki Yamamoto (October 30, 1970)	Apr. 1993 Joined TESS Engineering Co., Ltd. July 2009 Director, General Manager of Tokyo Branch Office, and General Manager of Eastern Japan Sales Division Apr. 2010 Director, General Manager of Tokyo Branch Office, and General Manager of Sales Division Aug. 2012 Director of TESS Techno Service Co., Ltd. (currently the Company) Jan. 2013 Representative Director of Energy and Partners Co., Ltd. July 2014 Director and General Manager of Corporate Planning Office of TESS Engineering Co., Ltd. July 2017 Director and General Manager of Planning Division Apr. 2018 Executive Managing Director and General Manager of the Administration Department of the Company Sept. 2022 Representative Director and President (current position) (Significant concurrent positions outside the Company) None	1,555,300
<p>[Reasons for nomination]</p> <p>The Company has nominated Kazuki Yamamoto as a candidate for Director because he has engaged mainly in overall sales and corporate planning, and has abundant business experience and knowledge. He has fulfilled his duties appropriately utilizing his abundant experience and insight about corporate management by engaging in corporate management since assuming office as Director of TESS Engineering Co., Ltd. in July 2009 and as Director of the Company in August 2012, supervising the entire back office division of the Company as Executive Managing Director and General Manager of the Administration Department of the Company in April 2018, and proactively pursuing the business strategies of the Group as Representative Director and President of the Company since September 2022. Therefore, the Company has judged that he is appropriate as Director of the Company and nominated him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Toshihiro Takasaki (April 12, 1971)	Apr. 1995 Joined TESS Engineering Co., Ltd. July 2014 Executive Officer, General Manager of Tokyo Branch Office, and General Manager of Sales Division July 2017 Director, General Manager of Tokyo Branch Office, and General Manager of Sales Division July 2017 Representative Director and President (current position) Apr. 2018 Director of the Company Sept. 2022 Executive Managing Director (current position) (Significant concurrent positions outside the Company) Representative Director and President of TESS Engineering Co., Ltd.	1,023,000
<p>[Reasons for nomination]</p> <p>The Company has nominated Toshihiro Takasaki as a candidate for Director because he has engaged mainly in corporate management and overall sales, and has abundant business experience and knowledge. He also has appropriately supervised and managed the Group's business division as Representative Director and President of TESS Engineering Co., Ltd. since July 2017 and appropriately fulfilled his duties in corporate management as Director of the Company since April 2018 and as Executive Managing Director of the Company since September 2022. Therefore, the Company has judged that he is appropriate as Director of the Company and nominated him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
4	Mayumi Yoshida (Name in family register: Mayumi Toyota) (October 9, 1971)	<p>Sept. 1994 Joined NIPPON TRAVEL AGENCY PACIFIC INC.</p> <p>July 1997 Joined ChuoAoyama Audit Corporation (Translation Professional of International Division)</p> <p>Apr. 2001 Environmental Audit Department of Business Development Division</p> <p>Sept. 2003 Seconded to ChuoAoyama Sustainability Certification Co., Ltd. while retaining the status of a member of ChuoAoyama Audit Corporation</p> <p>Mar. 2006 Director</p> <p>July 2007 Joined PricewaterhouseCoopers Aarata (currently PricewaterhouseCoopers Japan LLC) Seconded to PricewaterhouseCoopers Aarata Sustainability Certification Co.,Ltd. while retaining the status of a member of PricewaterhouseCoopers Aarata</p> <p>Apr. 2008 Joined Japan Smart Energy Corporation (currently Japan Smart Energy Certification Corporation)</p> <p>May 2009 Representative Director</p> <p>June 2014 Director of Smart Energy Co., Ltd.</p> <p>May 2022 Joined the Company Executive Officer In-charge of ESG and Women's Empowerment</p> <p>Sept. 2022 Director, In-charge of ESG and Women's Empowerment</p> <p>Jan. 2024 Director, In-charge of ESG and Women's Empowerment, General Manager of the Human Capital Strategy Division (current position)</p> <p>(Significant concurrent positions outside the Company) None</p>	—
<p>[Reasons for nomination] The Company has nominated Mayumi Yoshida as a candidate for Director because she has been engaged mainly in corporate management, certification and consulting on sustainability for corporations, and duties related to GHG emissions trading, and she has abundant business experience and advanced expertise. She has provided appropriate and beneficial advice and proposals for the Company's management as an Executive Officer of the Company since May 2022. She has appropriately fulfilled her duties as Director, In-charge of ESG and Women's Empowerment of the Company since September 2022 and as General Manager of the Human Capital Strategy Division since January 2024 to aggressively implement initiatives related to the Group's sustainability from an ESG perspective and measures for active participation of women. Therefore, the Company has judged that she is appropriate for Director of the Company and nominated her as a candidate for Director.</p>			

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The policy covers losses incurred in cases where an insured, including a Director of the Company, receives a claim for damages, a criminal prosecution, or other litigations lodged against due to errors, breach of duty, or other reasons. If each candidate is elected and assumes the office as Director, he/she will continue to be an insured in the policy.

Proposal No. 3: Election of Accounting Auditor

At the conclusion of this meeting, GYOSEI & CO., the Accounting Auditor of the Company, will resign due to the expiration of its term of office. Accordingly, the Company proposes the election of a new Accounting Auditor. This proposal has been presented based on the determination of the Audit and Supervisory Committee.

The reason why the Audit and Supervisory Committee has nominated Orient Audit Corporation as a candidate for the Accounting Auditor position is that the Committee believes Orient Audit Corporation will be able to perform audits from a fresh perspective, in light of the number of years the incumbent Accounting Auditor has served in office. Another reason is that, after comprehensively examining necessary qualifications for an Accounting Auditor, such as expertise, independence, and quality control systems, as well as the level of audit remuneration, the Committee has concluded that Orient Audit Corporation has a system in place to ensure appropriate and adequate accounting audits performed for the Company, and therefore that the candidate is qualified to serve as a new Accounting Auditor.

The candidate for the Accounting Auditor position is as follows:

(As of June 30, 2024)

Name	Orient Audit Corporation	
Offices	Principal office	2-11-16, Kanda-Surugadai, Chiyoda-ku, Tokyo
	Another office	3-1-6, Hiranomachi, Chuo-ku, Osaka-shi, Osaka
History	Sept. 2011	Established Orient Audit Corporation
Overview	Capital:	¥12 million
	Personnel composition	
	Senior Partners (Certified public accountants):	6
	Partners (Certified public accountants):	6
	Staff (Certified public accountants):	28
	(Persons who passed the certified public accountant examination):	2
	(Other staff):	2
	Total	44
	Number of audit client companies:	25

(Reference)

Expertise and experience of Directors of the Company including the candidates for Director, which will be submitted for Proposal No. 2 (skills matrix)

Name	Gender	External/ independent officer	Current position in the Company	Tenure
Hideo Ishiwaki	Male		Director and Chairman, Chairperson of the Board of Directors	15 years and 3 months
Kazuki Yamamoto	Male		Representative Director and President	12 years and 1 month
Toshihiro Takasaki	Male		Executive Managing Director	6 years and 6 months
Mayumi Yoshida	Female		Director	2 years
Katsushige Fujii	Male		Director who is an Audit and Supervisory Committee Member (full-time)	3 years
Hiroyuki Okura	Male	External Independent	Director who is an Audit and Supervisory Committee Member	6 years and 6 months
Masaki Inoue	Male	External Independent	Director who is an Audit and Supervisory Committee Member	6 years and 6 months
Akio Hamamoto	Male	External Independent	Director who is an Audit and Supervisory Committee Member	3 years

Name	Expertise and experience						
	Corporate management	Industry knowledge / experience	Global	Finance / accounting	Legal affairs / risk management	Human resource development / diversity	ESG
Hideo Ishiwaki	●	●	●			●	●
Kazuki Yamamoto	●	●		●	●	●	
Toshihiro Takasaki	●	●	●				
Mayumi Yoshida	●	●	●			●	●
Katsushige Fujii		●			●		
Hiroyuki Okura	●			●			
Masaki Inoue	●	●	●		●	●	
Akio Hamamoto		●	●				