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Securities Code: 6333

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To Shareholders:

Yoshihiro Koroyasu, President & CEO,
TEIKOKU ELECTRIC MFG. CO., LTD.
60 Hirano, Shingu-cho, Tatsuno City, Hyogo Prefecture

Notice of the 120th Annual General Meeting of Shareholders

You are cordially invited to attend the 120th Annual General Meeting of Shareholders of TEIKOKU ELECTRIC MFG. CO., LTD. (the “Company”). The meeting will be held for the purposes as described 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 the Company’s website. Please access the Company’s website using the internet address shown below to review the information.

<https://www.teikokudenki.co.jp/ir/library/annualmeeting.html> (in Japanese)

https://www.teikokudenki.co.jp/english/ir/general_meetings/index.html (in English)

In addition to the Company’s website, the matters for which measures for providing information in electronic format are to be taken are also posted on the website of the Tokyo Stock Exchange (TSE), which you can review at the following link.

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

(Access the TSE website by using the Internet address shown above, enter “TEIKOKU ELECTRIC MFG” in “Issue name (company name)” or the Company’s securities code “6333” (single-byte characters) 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, you may exercise your voting rights via the Internet or in writing. Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by no later than 5:00 p.m. on Tuesday, June 25, 2024 (JST) in accordance with the instructions below.

- 1. Date and Time:** Wednesday, June 26, 2024 at 10:00 a.m. (JST)
- 2. Venue:** Seiwa Hall on the 3rd floor of the Company’s factory office building
60 Hirano, Shingu-cho, Tatsuno City, Hyogo Prefecture

3. Agenda

Items to be reported:

1. The Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements for the Company’s 120th Fiscal Year (April 1, 2023 to March 31, 2024)
2. Results of audits by the Independent Auditor and the Audit & Supervisory Committee of the Consolidated Financial Statements for the Company’s 120th Fiscal Year

Matters to be resolved:

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

1. If you attend the meeting in person, please submit the voting form sent out with this convocation notice at reception.
2. Among items for which the measures for providing information in electronic format will be taken, the information concerning items to be disclosed in the Notes on Consolidated Financial Statements and the Notes on Non-consolidated Financial Statements is not included in the paper-based documents delivered to shareholders who have requested the delivery of paper-based documents (for this General Meeting of Shareholders, the same paper-based documents will also be delivered to shareholders who have not requested delivery) in accordance with laws and regulations and the Articles of Incorporation.
The Consolidated Financial Statements and the Non-consolidated Financial Statements audited by the Independent Auditor and the Audit & Supervisory Committee in preparing the audit reports include, in addition to the items set forth in those documents, the items to be mentioned as the “Notes on Consolidated Financial Statements” and the “Notes on Non-consolidated Financial Statements.”
3. If revisions to the items for which the measures for providing information in electronic format will be taken arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the Company’s aforementioned website and the TSE website.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Appropriation of Surplus

The Company considers the return of profits to shareholders to be one of its highest management priorities and decides on the appropriation of surplus after comprehensive consideration of future business development and other factors. The Company has given consideration to the business performance of the fiscal year and proposes to pay year-end dividends for the 120th fiscal year as follows:

- (1) Type of dividend property
To be paid in cash.
- (2) Allotment of dividend property and their aggregate amount
Common stock ¥46 per share
Total dividends ¥809,744,854
As the Company has already paid an interim dividend of ¥46 per share, the annual dividend will be ¥92 per share.
- (3) Effective date of dividends of surplus
The effective date of dividends shall be June 27, 2024.

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

The terms of office of all Five Directors (excluding Directors Who Are Members of Audit & Supervisory Committee; the same applies hereinafter in this proposal) will expire at the conclusion of this General Meeting of Shareholders. Consequently, the Company proposes the election of Four Directors, lowering the number of Directors by one to enhance the efficiency of the management system. The Audit & Supervisory Committee of the Company has no particular opinion on this proposal.

The candidates for Director are as follows:

Candidate 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	Kiyoshi Murata (July 18, 1962)	<p>April 1985 Joined The Taiyo Kobe Bank, Limited (currently Sumitomo Mitsui Banking Corporation)</p> <p>February 2015 Joined the Company General Manager, General Affairs Dept. of Administration H.Q.</p> <p>September 2015 General Manager, Corporate Planning Dept. of Administration H.Q.</p> <p>April 2018 Chief of Corporate Planning H.Q., General Manager of Corporate Planning Dept.</p> <p>June 2018 Executive Officer, Chief of Corporate Planning H.Q., General Manager of Corporate Planning Dept.</p> <p>June 2019 Director, Executive Officer, Chief of Corporate Planning H.Q., General Manager of Corporate Planning Dept.</p> <p>September 2019 Director, Executive Officer, Chief of Administration H.Q., General Manager of Corporate Planning Dept.</p> <p>June 2021 Director, Managing Executive Officer, Chief of Administration H.Q., General Manager of Corporate Planning Dept.</p> <p>April 2023 Director, Managing Executive Officer, Chief of Administration H.Q.</p> <p>June 2023 Director, Senior Managing Executive Officer, Chief of Administration H.Q. (current position)</p>	13,900 shares
<p>Reasons for nomination as candidate for Director</p> <p>As Director in charge of Administration, Kiyoshi Murata oversees internal units for general affairs, corporate planning, and information systems and is working vigorously to develop a management plan, establish corporate governance, reinforce internal control and promote investor relations. In addition, he has been actively reviewing the Company's personnel system and working style. As the Company judged, in light of such a track record, that his wide range of knowledge can continue to contribute to the enhancement of its corporate value, the Company nominated him as a candidate for Director again.</p>			

Candidate 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	Tetsuzo Sato (February 28, 1964)	<p>April 1986 Joined the Company</p> <p>October 2007 General Manager, East Japan Sales Dept. of Domestic Sales H.Q.</p> <p>April 2009 General Manager, Procurement Dept. of Production H.Q.</p> <p>January 2012 General Manager, West Japan Sales Dept. of Domestic Sales H.Q.</p> <p>October 2013 General Manager, Production Control Dept. of Production H.Q.</p> <p>April 2018 Deputy Chief of Production Control H.Q., General Manager of Procurement Dept.</p> <p>January 2019 Chief of Procurement H.Q., General Manager of Procurement Dept.</p> <p>June 2019 Executive Officer, Chief of Procurement H.Q., General Manager of Procurement Dept.</p> <p>September 2019 Executive Officer, Deputy Chief of Production H.Q., General Manager of R&D Dept.</p> <p>April 2020 Executive Officer, Chief of Technical Development H.Q., General Manager of R&D Dept.</p> <p>June 2020 Director, Executive Officer, Chief of Sales H.Q. and Chairman of DALIAN TEIKOKU CANNED MOTOR PUMP CO., LTD. (current position)</p> <p>January 2024 Chairman of TAIWAN TEIKOKU PUMP CO., LTD. (current position)</p> <p>Significant concurrent positions outside the Company Chairman of DALIAN TEIKOKU CANNED MOTOR PUMP CO., LTD.</p>	101,600 shares
<p>Reasons for nomination as candidate for Director</p> <p>Beside overseeing sales operations in Japan and other countries as Director in charge of sales, Tetsuzo Sato has held positions of responsibility in internal units in charge of technical development, production management, procurement, etc. and is thus well acquainted with the Company's operations. In addition, he has served as Chairman of a Chinese subsidiary since June 2020 and worked vigorously to expand the business and reinforce the corporate governance of the Chinese subsidiary.</p> <p>As the Company judged, in light of such a track record and experience, that he is a person capable of contributing to the enhancement of its corporate value, the Company nominated him as a candidate for Director again.</p>			
3	* Takashi Abe (October 18, 1964)	<p>April 1987 Joined The Taiyo Kobe Bank, Limited (currently Sumitomo Mitsui Banking Corporation)</p> <p>April 2020 Joined the Company General Manager, Assistant to Chief of Administration H.Q.</p> <p>June 2021 Director [Member of Audit & Supervisory Committee] (current position)</p>	800 shares
<p>Reasons for nomination as candidate for Director</p> <p>Since joining the Company as an Assistant to the Chief of the Administration H.Q., Takashi Abe was engaged in corporate planning, promoting corporate governance, strengthening the management of overseas subsidiaries, etc. and then, as a Director who is a Member of Audit & Supervisory Committee, he audited the execution of business, supervised management, etc. in collaboration with Outside Directors (Members of Audit & Supervisory Committee) and the corporate unit in charge of internal audits. As the Company judged, in light of his abundant experience in overseas operations, achievements in establishing management systems for overseas subsidiaries, revising audit systems and methods, and other accomplishments, that he is a person capable of contributing to the enhancement of its corporate value, the Company nominated him as a new candidate for Director.</p>			

Candidate 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	Chie Tomari (May 29, 1961)	<p>April 1984 Joined TOKYU HANDS INC. (now Hands Inc.)</p> <p>August 1999 Joined Senshukai Co., Ltd.</p> <p>January 2014 Executive Officer, Division Director of General Affairs Division of Senshukai Co., Ltd.</p> <p>January 2016 Executive Officer, Deputy Division Director of Product Development Division of Senshukai Co., Ltd.</p> <p>April 2017 Secoded to Planet Work, Co., Ltd. Director, General Manager of Administration Dept. and Director of Dears Brain Co., Ltd.</p> <p>May 2019 Joined Asahi Light Metal Industry Co., Ltd. General Manager of Business Planning Office of Asahi Light Metal Industry Co., Ltd.</p> <p>April 2023 Outside Director, TOHO Co., Ltd. (current position)</p> <p>June 2023 Outside Director of the Company (current position)</p> <p>Significant concurrent positions outside the Company Outside Director, TOHO Co., Ltd.</p>	—
<p>Reasons for nomination as candidate for Outside Director and overview of expected role</p> <p>Chie Tomari has held key positions in operating companies, has extensive experience in marketing and administrative operations, and provides oversight of the Company's management and advice on its management in general from an independent standpoint. She also provides advice on human resource development initiatives, including women's advancement and promotion at the Company, based on her experience in developing many female managers. We have nominated her as a candidate for Outside Director again in the expectation that she will apply this experience and knowledge to the management of the Company.</p>			

- (Notes)
1. New candidates are indicated by an asterisk (*).
 2. There is no special interest between any of the candidates and the Company.
 3. Chie Tomari is a candidate for Outside Director.
 4. At the conclusion of this General Meeting of Shareholders, Chie Tomari will have served as an Outside Director of the Company for one year.
 5. Pursuant to Article 427, paragraph (1) of the Companies Act and the Company's Articles of Incorporation, the Company has entered into agreements with Chie Tomari to limit her liability for damages as provided for in Article 423, paragraph (1) of the Companies Act to the amount provided for in laws and regulations. If the reelection of Chie Tomari is approved, the Company plans to renew the aforementioned agreements with her.
 6. The Company has entered into an indemnity agreement as specified in Article 430-2, paragraph (1) of the Companies Act with each candidate. A summary of the details of this indemnity agreement is provided in "2. Current Status of the Company (3) Status of Company Officers (ii) Summary of Terms of Indemnity Agreement" of the Business Report. If the election of each candidate is approved, the Company plans to renew the aforementioned indemnity agreement with each of them.
 7. The Company has entered into a directors and officers liability insurance contract as specified in Article 430-3, paragraph (1) of the Companies Act with an insurance company. A summary of the details of this indemnity agreement is provided in "2. Current Status of the Company (3) Status of Company Officers (iii) Summary of Terms of Officers' Liability Insurance Policies" of the Business Report. If the election of each candidate is approved, each candidate will be insured by the said insurance contract. The said insurance contract is planned to be renewed under equivalent terms and conditions when it is renewed next time.
 8. The Company has registered Chie Tomari with the Tokyo Stock Exchange, Inc. as independent officers pursuant to the regulations of the Tokyo Stock Exchange, Inc.

Proposal No. 3**Election of Four Directors Who Are Members of Audit & Supervisory Committee**

The terms of office of all Four Directors who are Members of Audit & Supervisory Committee will expire at the conclusion of this general meeting of shareholders. Therefore, the Company proposes the election of Four Directors who are Members of Audit & Supervisory Committee. In addition, the consent of the Audit & Supervisory Committee of the Company has been obtained for this proposal.

Candidates for the role of Director who is a Member of Audit & Supervisory Committee are as follows:

Candidate 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	* Takashi Kagen (August 7, 1963)	<p>April 1986 Joined the Company</p> <p>October 2007 General Manager, Sales Planning Dept. of Domestic Sales H.Q.</p> <p>April 2009 General Manager, East Japan Sales Dept. of Domestic Sales H.Q.</p> <p>April 2012 General Manager, International Business Dept. of International Sales H.Q.</p> <p>October 2012 General Manager, International Business Dept. of International Sales H.Q. Vice President of TEIKOKU USA INC.</p> <p>January 2014 General Manager, Project Dept. of International Sales H.Q.</p> <p>September 2015 Chief of Project H.Q., General Manager of Project Dept.</p> <p>April 2017 Chief of Procurement H.Q., General Manager of Procurement Dept.</p> <p>June 2017 Executive Officer, Chief of Procurement H.Q., General Manager of Procurement Dept.</p> <p>October 2017 Executive Officer, Chief of Procurement H.Q., General Manager of Procurement Dept., General Manager of Cost Control Dept.</p> <p>April 2018 Executive Officer, Chief of Manufacturing H.Q.</p> <p>January 2019 Executive Officer, Chief of Sales H.Q.</p> <p>September 2019 Office Manager of Internal Audit Office</p> <p>June 2020 Director [Member of Audit & Supervisory Committee]</p> <p>June 2021 Director, Executive Officer, Chief of Technical Development H.Q.</p> <p>February 2022 Director, Executive Officer, Chief of Technical Development H.Q., General Manager of Project Dept.</p> <p>April 2024 Director, Executive Officer, Chief of Technical Development H.Q. (current position)</p>	18,400 shares
<p>Reasons for nomination as candidate for Director who is a Member of Audit & Supervisory Committee</p> <p>Besides overseeing internal units for technology, development and projects as Director in charge of technical development, Takashi Kagen has held positions of responsibility in internal units in charge of domestic and overseas sales, projects, procurement, manufacturing, etc. and is thus well acquainted with the Company's operations. In addition, he has acquired knowledge on the Group's corporate governance based on his experience serving as a Member of Audit & Supervisory Committee. As the Company judged, in light of his adequate track record and experience in a wide range of areas, that he can play a sufficient role in conducting highly effective audit, etc. of the management of the Group as a whole, and nominated him as a new candidate for a Director who is a Member of Audit & Supervisory Committee.</p>			

Candidate 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	Koji Hayashi (September 18, 1959)	<p>April 1990 Registered with Kobe Bar Association (currently HYOGO BAR ASSOCIATION) Joined Kitayama Law Office (currently Kobe Kyobashi LPC)</p> <p>May 2009 Deputy Representative of Kobe Kyobashi LPC</p> <p>April 2012 President of HYOGO BAR ASSOCIATION</p> <p>June 2015 Outside Director of the Company</p> <p>September 2015 Outside Director of F.O. HOLDINGS CO., LTD. (current position)</p> <p>April 2016 Head of HYOGO District Office of JAPAN LEGAL SUPPORT CENTER</p> <p>June 2016 Outside Director of the Company [Member of Audit & Supervisory Committee] (current position)</p> <p>June 2016 Outside Auditor of MIWA CORPORATION (current position)</p> <p>January 2017 Representative of Kobe Kyobashi LPC (current position)</p> <p>April 2022 Vice President of the Japan Federation of Bar Associations</p> <p>Significant concurrent positions outside the Company Attorney at law (Representative of Kobe Kyobashi LPC) Outside Director of F.O. HOLDINGS CO., LTD. Outside Auditor of MIWA CORPORATION</p>	-
<p>Reasons for nomination as candidate for Outside Director who is a Member of Audit & Supervisory Committee and overview of expected role</p> <p>Koji Hayashi, who has extensive experience and expertise as an attorney at law, supervises the Company's management and provides advice on its management in general, primarily in areas of legal affairs and compliance, from an independent standpoint. Expecting him to play the role of reinforcing the supervisory function of the Board of Directors of the Company, supervising the execution of business, etc. from the said perspective of his, the Company nominated him again as a candidate for an Outside Director who is a Member of Audit & Supervisory Committee.</p> <p>He has never in the past been involved in the management of a company except as an outside officer. However, the Company judges he will appropriately fulfill his duties as an Outside Director who is a Member of Audit & Supervisory Committee based on the above reasons.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned	
3	Ichiro Kawashima (July 24, 1950)	April 1973 April 2001 October 2004 April 2005 July 2007 June 2011 June 2018	Joined ITOCHU Corporation Deputy General Manager, Textile Material Division of ITOCHU Corporation Assistant President, Finance, Insurance & Logistics Service Company of ITOCHU Corporation General Manager, Orient Corporation Business Dept. of ITOCHU Corporation Executive Officer of Orient Corporation Corporate Auditor of ORIFA Servicer Corporation Outside Director of the Company [Member of Audit & Supervisory Committee] (current position)	—
		<p>Reasons for nomination as candidate for Outside Director who is a Member of Audit & Supervisory Committee and overview of expected role</p> <p>Ichiro Kawashima, who has extensive business experience including experience in overseas operations and a wide range of knowledge, supervises the Company's management and provides advice on its management in general primarily in the area of business strategies from an independent standpoint. Expecting him to play the role of reinforcing the supervisory function of the Board of Directors of the Company, supervising the execution of business, etc. from the said perspective of his, the Company nominated him again as a candidate for an Outside Director who is a Member of Audit & Supervisory Committee.</p>		
4	Yoshimasa Oki (February 13, 1967)	July 1989 March 1992 July 1996 July 1998 June 2010 April 2011 June 2011 June 2018 July 2022	Joined Century Audit Corporation (currently Ernst & Young ShinNihon LLC) Registered as certified public accountant Joined Kawakami Certified Public Accountant Office Established Oki Certified Public Accountant Office (current position) Director, the Hyogo Chapter of the Japanese Institute of Certified Public Accountants Comprehensive Outside Auditor of Himeji City Outside Auditor of Okano Food Holdings Co., Ltd. Outside Director of the Company [Member of Audit & Supervisory Committee] (current position) Outside Auditor of Novac Co., Ltd. (current position)	17,400 shares
		<p>Significant concurrent positions outside the Company</p> <p>Certified public accountant (Oki Certified Public Accountant Office)</p> <p>Outside Auditor of Novac Co., Ltd.</p> <p>Reasons for nomination as candidate for Outside Director who is a Member of Audit & Supervisory Committee and overview of expected role</p> <p>Yoshimasa Oki, who has abundant experience as a certified public accountant and a wide range of knowledge, supervises the Company's management and provides advice on its management in general primarily in areas of finance, accounting, etc. from an independent standpoint. Expecting him to play the role of reinforcing the supervisory function of the Board of Directors of the Company, supervising the execution of business, etc. from the said perspective of his, the Company nominated him again as a candidate for an Outside Director who is a Member of Audit & Supervisory Committee. He has never in the past been involved in the management of a company except as an outside officer. However, the Company judges he will appropriately fulfill his duties as an Outside Director who is a Member of Audit & Supervisory Committee based on the above reasons.</p>		

- (Notes)
1. New candidates are indicated by an asterisk (*).
 2. There is no special interest between any of the candidates and the Company.
 3. Koji Hayashi, Ichiro Kawashima and Yoshimasa Oki are candidates for Outside Director.
 4. At the conclusion of this General Meeting of Shareholders, Koji Hayashi will have served as an Outside Director of the Company for nine years and Ichiro Kawashima and Yoshimasa Oki will have served for six years.
 5. Pursuant to Article 427, paragraph (1) of the Companies Act and the Company's Articles of Incorporation, the Company has entered into agreements with Koji Hayashi, Ichiro Kawashima and Yoshimasa Oki to limit their liability for damages as provided for in Article 423, paragraph (1) of the Companies Act to the amount provided for in laws and regulations. If the reelection of them is approved, the Company plans to renew the aforementioned agreements with them.
 6. If the election of Takashi Kagen is approved, pursuant to Article 427, paragraph (1) of the Companies Act and the Company's Articles of Incorporation, the Company plans to enter into an agreement with him, to limit his liability for damages as provided for in Article 423, paragraph (1) of the Companies Act to the amount provided for in laws and regulations.
 7. The Company has entered into an indemnity agreement as specified in Article 430-2, paragraph (1) of the Companies Act with each candidate, and the summary of the content of the indemnity agreement is described in "2. Current Status of the Company, (3) Status of Company Officers, (ii) Summary of the Content of the Indemnity Agreement" of the Business Report. If the reelection of each candidate is approved, the Company plans to renew the aforementioned indemnity agreement with each of them.
 8. The Company has entered into a directors and officers liability insurance contract as specified in Article 430-3, paragraph (1) of the Companies Act with an insurance company. A summary of the details of this indemnity agreement is provided in "2. Current Status of the Company (3) Status of Company Officers (iii) Summary of Terms of Officers' Liability Insurance Policies." If the election of each candidate is approved, each candidate will be insured by the said insurance contract. The said insurance contract is planned to be renewed under equivalent terms and conditions when it is renewed next time.
 9. The Company has registered Koji Hayashi, Ichiro Kawashima and Yoshimasa Oki with the Tokyo Stock Exchange, Inc. as independent officers pursuant to the regulations of the Tokyo Stock Exchange, Inc.

[For your information: skill matrix of Directors]

If Proposals 2 and 3 are approved and adopted as originally proposed, the skill matrix of Directors as of the conclusion of this general meeting will be as given below.

Name	SDGs & corporate management	Finance, accounting & human resources management	Legal affairs & risk management	Global	Sales & marketing	Technical development, manufacturing & IT
Kiyoshi Murata	○	○	○			○
Tetsuzo Sato			○	○	○	○
Takashi Abe		○	○	○		
Chie Tomari	○	○			○	
Takashi Kagen			○	○	○	○
Koji Hayashi			○			
Ichiro Kawashima	○			○		
Yoshimasa Oki		○				

* The above list does not represent all specialties and experience that each Director candidate has.