

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities Code: 9960

June 5, 2026

To Our Shareholders:

Kaoru Koyama
Representative Director and President
TOTECH CORPORATION
3-11-11, Nihonbashi Honcho, Chuo-ku, Tokyo,
Japan

Notice of the 71st Annual General Meeting of Shareholders

We are pleased to notify you that the 71st Annual General Meeting of Shareholders of TOTECH CORPORATION (the “Company”) will be held as follows.

In convening this Annual General Meeting of Shareholders, the Company has taken the measure of electronically providing the information contained in the Reference Documents for the General Meeting of Shareholders, etc. (matters to be provided electronically) and posted it on the Company’s website on the Internet as the “Notice of the 71st Annual General Meeting of Shareholders.” Please access the Company’s website below, select “IR Information,” “Shareholder/Stock Information,” and then “General Meeting of Shareholders” to confirm the contents.

The Company’s website:

<https://www.totech.co.jp/> (in Japanese)

In addition to posting matters subject to measures for electronic provision on the website above, the Company also posts this information on the website of Tokyo Stock Exchange, Inc. (TSE). To access this information from the latter website, access the TSE website (Listed Company Search) by using the internet address shown below, enter the issue name (company name) or securities code, and click “Search,” and 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.”

TSE website (Listed Company Search):

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

Instead of attending the meeting, you may exercise your voting rights in writing or via the Internet. You are hereby kindly asked to exercise your voting rights by 5:30 p.m. on Tuesday, June 23, 2026 (JST), by either indicating your approval or disapproval on the Voting Rights Exercise Form sent together with this Notice of Convocation and return it to the Company so that it will be received by us by then, or indicating your approval or disapproval on a voting rights exercise website specified by the Company after reviewing the Reference Documents for the General Meeting of Shareholders.

1. Date and Time: Wednesday, June 24, 2026, at 10:00 a.m. (JST) (Reception starts at 9:30 a.m.)

2. Venue: 3-11-11, Nihonbashi Honcho, Chuo-ku, Tokyo, Japan
10th floor of the Totech Group Headquarters

3. Objective

Items to be reported:

1. The 71st Fiscal Year (from April 1, 2025, to March 31, 2026)
Business Report, Consolidated Financial Statements, and Audit Results of Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee
2. The 71st Fiscal Year (from April 1, 2025, to March 31, 2026)
Non-Consolidated Financial Statements

Items to be resolved:

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

4. Information on Exercise of Voting Rights, etc.

See Information on Voting Rights Exercise shown on page 4 (Japanese only).

- When attending the meeting, please submit the Voting Rights Exercise Form to the reception desk.
- If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on the aforementioned Company's website and the TSE website.
- Paper-based documents stating matters subject to measures for electronic provision are sent to shareholders who have requested the delivery of paper-based documents, however those documents do not include the following matters in accordance with the provisions of laws and regulations and Article 12 of the Articles of Incorporation.
 - (i) "System to Ensure the Appropriateness of Business Operations" and "Overview of Operational Status of System to Ensure the Appropriateness of Business Operations" in the Business Report
 - (ii) Notes to Consolidated Financial Statements
 - (iii) Notes to Non-consolidated Financial Statements

Accordingly, the Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements included in those documents are part of the subject documents audited by the Financial Auditor in preparing the Financial Auditor's report and by the Audit and Supervisory Committee in preparing its audit report.

- We are pleased to assist you with wheelchair support, guidance to your seat or restroom, and other requests. Please feel free to ask for assistance.
- There will be no souvenirs or reception for shareholders attending the General Meeting of Shareholders. Thank you for your understanding.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

1. Year-end dividends

The Company has given consideration to matters including the business performance of the fiscal year and future business development, and it proposes to pay year-end dividends as follows:

- Type of dividend property
Cash
- Allotment of dividend property and their aggregate amount
¥93 per common share of the Company
Total dividends: ¥3,827,002,173
- Effective date of dividends of surplus
June 25, 2026

2. Other appropriation of surplus

The Company proposes internal-reserves as follows in order to strengthen its management base in preparation for future aggressive business development:

- Item of surplus to be decreased and amount of decrease
Retained earnings brought forward: ¥4,500,000,000
- Item of surplus to be increased and amount of increase
General-reserve: ¥4,500,000,000

Dividend Policy of the Company

The Company places a management priority on returning profits to its shareholders as its primary strategy. Our basic policy involves the allocation of earnings in accordance with operational performance while enhancing profitability through efficient management practices and fortifying our financial position. To achieve this objective, the Company has set a consolidated dividend payout ratio target of 40% as a specific benchmark, with the aim of ensuring consistent and stable distributions that reflect its performance.

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



The terms of office of all four Directors (excluding the Directors who are Audit and Supervisory Committee members, the same shall apply hereinafter in this proposal.) will expire at the conclusion of this annual general meeting of shareholders. Therefore, the Company proposes the election of five Directors, including two outside Directors.



Regarding this proposal, the Audit and Supervisory Committee of the Company has decided that all candidates for Director are the right persons.


The candidates for Director are as follows:

Candidate No.	Name	Current position and responsibility, etc.	Attribute
1	Kaoru Koyama	Representative Director and President	Re-election
2	Koji Yoshikawa	Managing Executive Officer Instrumentation Division General Manager	New election
3	Junji Wakamoto	Senior Executive Officer HVAC Division General Manager and Tokyo Executive Manager	New election
4	Kengo Fukui	–	New election Outside Independent
5	Atsuko Usami	Outside Director Yamada & Partners Tax Co.	Re-election Outside Independent

New election: Candidate for Director to be newly elected
Re-election: Candidate for Director to be re-elected
Outside: Candidate for outside Director
Independent: Independent officer as defined by the securities exchange, etc.

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	 <p>Kaoru Koyama (February 27, 1955)</p> <p>Re-election</p> <p>Attendance at Board of Directors meetings 15/15 times</p>	<p>Apr. 1978 Joined the Company</p> <p>Apr. 2010 Osaka Branch Office Manager</p> <p>Apr. 2014 Executive Officer and Osaka Branch Office Manager</p> <p>July 2016 Senior Executive Officer and Osaka Branch Office Manager</p> <p>Apr. 2018 Senior Executive Officer and Instrumentation Division General Manager</p> <p>June 2018 Director and Instrumentation Division General Manager</p> <p>Apr. 2019 Director, Managing Executive Officer, and Instrumentation Division General Manager</p> <p>Apr. 2023 Director, Managing Executive Officer, Technical Division General Manager, and Instrumentation Division General Manager</p> <p>Apr. 2025 Representative Director and President (current position)</p>	146,909
<p>Reasons for nomination as candidate for Director</p> <p>Since joining the Company, Kaoru Koyama has been engaged in the instrumentation business over the years, gaining a wealth of operational experience. Furthermore, in recent years, in addition to overseeing the Instrumentation Division as the Instrumentation Division General Manager, he has been making efforts to strengthen safety and quality control functions as the Technical Division General Manager, demonstrating his excellent management skills and significant contribution to the Company's growth. He has been in office as Representative Director and President since April 2025. The Company nominates Kaoru Koyama as a candidate for Director as he is expected to contribute to enhancing the Group's corporate value by leveraging his managing experience that he has cultivated to date and extensive insights.</p>			
2	 <p>Koji Yoshikawa (August 26, 1969)</p> <p>New election</p> <p>Attendance at Board of Directors meetings - times</p>	<p>Apr. 1993 Joined the Company</p> <p>Apr. 2017 TAS Division FM General Manager of Head Office</p> <p>Apr. 2018 Executive Officer and Tokyo Instrumentation Executive Manager</p> <p>Apr. 2022 Senior Executive Officer and Tokyo Instrumentation Executive Manager</p> <p>Apr. 2023 Managing Executive Officer and Tokyo Instrumentation Executive Manager</p> <p>Apr. 2024 Managing Executive Officer, Instrumentation Division Deputy General Manager, and Tokyo Instrumentation Executive Manager</p> <p>Apr. 2025 Managing Executive Officer, Instrumentation Division General Manager, and Tokyo Instrumentation Executive Manager</p> <p>Apr. 2026 Managing Executive Officer and Instrumentation Division General Manager (current position)</p>	300
<p>Reasons for nomination as candidate for Director</p> <p>Since joining the Company, Koji Yoshikawa has been engaged in the instrumentation business over the years, gaining a wealth of operational experience and engineering skills. Furthermore, in recent years, he has been overseeing the Instrumentation Division as the Instrumentation Division General Manager, demonstrating his excellent management skills and significant contribution to the Company's growth. The Company nominates Koji Yoshikawa as a candidate for Director as he is expected to contribute to enhancing the Group's corporate value by leveraging his managing experience that he has cultivated to date and extensive insights.</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	 <p>Junji Wakamoto (January 13, 1971)</p> <p>New election</p> <p>Attendance at Board of Directors meetings - times</p>	<p>Apr. 1991 Joined the Company</p> <p>Apr. 2011 HVAC Division Sales Department III General Manager of Head Office</p> <p>Apr. 2019 Tokyo HVAC Division Deputy Executive Manager and Tokyo Third HVAC Division General Manager</p> <p>Apr. 2022 Executive Officer and Tokyo HVAC Executive Manager</p> <p>Apr. 2024 Senior Executive Officer, HVAC Division Deputy General Manager, and Tokyo HVAC Executive Manager</p> <p>Apr. 2026 Senior Executive Officer, HVAC Division General Manager, and Tokyo Executive Manager (current position)</p>	300
<p>Reasons for nomination as candidate for Director</p> <p>Since joining the Company, Junji Wakamoto has been engaged in the HVAC business over the years, gaining a wealth of operational experience. Furthermore, in recent years, he has been overseeing the entire HVAC business, demonstrating his excellent management skills and significant contribution to the Company's growth. The Company nominates Junji Wakamoto as a candidate for Director as he is expected to contribute to enhancing the Group's corporate value by leveraging his managing experience that he has cultivated to date and extensive insights.</p>			
4	 <p>Kengo Fukui (August 1, 1957)</p> <p>New election Outside Independent</p> <p>Attendance at Board of Directors meetings - times</p>	<p>Apr. 1982 Joined Tokyo Tatemono Co., Ltd.</p> <p>Oct. 2002 Office Manager of Fukuoka Branch</p> <p>Mar. 2008 General Manager of Corporate Planning Department</p> <p>Mar. 2011 Director and General Manager of Corporate Planning Department</p> <p>Mar. 2015 Managing Executive Officer and Director, and Division Director of Commercial Properties Division</p> <p>Jan. 2019 Senior Managing Executive Officer and Director, and Division Director of Commercial Properties Division</p> <p>Jan. 2021 Representative Director, Executive Vice President and Executive Officer, Assistant to the President, and Division Director of Real Estate Solution Service Division</p> <p>Jan. 2021 Representative Director, President and Chief Executive Officer of Tokyo Tatemono Real Estate Sales Co., Ltd.</p> <p>Jan. 2023 Representative Director, President and Chief Executive Officer of Tokyo Tatemono Real Estate Sales Co., Ltd.</p> <p>Jan. 2025 Chairman of Nihon Parking Corporation</p> <p>Jan. 2025 Advisor of Tokyo Tatemono Real Estate Sales Co., Ltd.</p>	0
<p>Reasons for nomination as candidate for outside Director and overview of expected roles</p> <p>Kengo Fukui has served as a manager of several operating companies engaged in comprehensive real estate and building maintenance business and the Company expects that he will provide supervision and advice with respect to the Company's management by leveraging his broad insight, and nominates him as a candidate for outside Director. Furthermore, if elected, he will participate in the selection of candidates for the Company's officers and the determination of remuneration for officers, etc., from an objective and neutral standpoint as a member of the Nomination and Compensation 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
5	 <p>Atsuko Usami (March 9, 1960)</p> <p>Re-election Outside Independent</p> <p>Attendance at Board of Directors meetings 15/15 times</p>	<p>Sept. 1996 Joined Yamada & Partners Accounting Office (currently, Yamada & Partners Tax Co.)</p> <p>July 2007 Appeals Judge of National Tax Tribunal</p> <p>Jan. 2013 Partner of Yamada & Partners Tax Co.</p> <p>Jan. 2019 Representative Partner</p> <p>June 2021 Outside Director of the Company (current position)</p> <p>July 2025 Yamada & Partners Tax Co. (current position)</p>	0
<p>Reasons for nomination as candidate for outside Director and overview of expected roles</p> <p>Atsuko Usami has extensive experience and broad knowledge as a representative partner of a tax accountant corporation and in the National Tax Tribunal and has been providing the Company with useful recommendations on its business management from the perspective of human resources strategies, such as workstyle reform and health-oriented business administration, in addition to commenting as a Certified Public Tax Accountant. The Company expects that she will continue to provide supervision and advice with respect to the Company's management from a variety of perspectives and that she will be involved in or supervise the improvement of the governance of the Company from an objective and neutral standpoint as a member of the Nomination and Compensation Committee, and nominates her as a candidate for outside Director.</p>			

- Notes:
1. Koji Yoshikawa, Junji Wakamoto, and Kengo Fukui are new candidates for Director.
 2. There is no special interest between any of the above candidates and the Company.
 3. Kengo Fukui and Atsuko Usami are candidates for outside Director.
 4. At the conclusion of this meeting, the tenure of Atsuko Usami as outside Director of the Company will have been five years.
 5. Special notes regarding the candidates for outside Director are as follows:
 - (1) The Company currently has entered into limited liability agreements with Atsuko Usami to limit her liability for damages as provided in Article 423, paragraph (1) of the Companies Act, and the maximum amount of liability under such agreements is the amount provided in Article 425, paragraph (1) of the same law. If the re-election of Atsuko Usami is approved, the Company plans to renew the aforementioned agreements with her. In addition, if the election of Kengo Fukui is approved, the Company plans to enter into a similar limited liability agreement with him.
 - (2) The Company has submitted notification to the Tokyo Stock Exchange that Atsuko Usami currently has been designated as independent officer as provided for by the aforementioned exchange. If the re-election of Atsuko Usami is approved, the Company plans for her designation as independent officer to continue. In addition, Kengo Fukui meets the requirements of an independent officer as provided by the Tokyo Stock Exchange, and the Company plans to submit notification to the exchange to designate him as an independent officer.
 6. The Company has entered into a liability insurance contract for officers, etc. with an insurance company as prescribed in Article 430-3, paragraph (1) of the Companies Act. Such an insurance contract indemnifies damages of the insured person, such as compensation for damages and court costs to be borne by the insured person, including Directors of the Company. If each candidate is elected and assumes office as a Director, such a candidate shall be an insured person under such an insurance contract.
- In addition, such an insurance contract is also scheduled to be renewed with the same terms and conditions at the time of the next renewal.

<Skill Matrix of Candidate Directors (Including Directors Who Are Audit and Supervisory Committee Members)>

The Company deems sales and marketing and engineering in its business fields to be skills required to be held by Directors (including Directors who are Audit and Supervisory Committee members) in addition to corporate management and management strategy, global matters, finance and accounting, legal affairs and governance, and ESG Compliance, which together serve as the foundation of corporate business management.

Shown below is a list of the main skills held by the Company's Directors (including Directors who are Audit and Supervisory Committee members) in the event of Proposal No. 2 being approved. This list is not intended to show all skills held by them.

Name	Position	Corporate management/ Management strategy	Global	Finance/ Accounting	Legal affairs/ Governance	ESG Compliance	Sales/ Marketing	Engineering
Kaoru Koyama	Representative Director and President	✓			✓	✓	✓	✓
Koji Yoshikawa	Director Managing Executive Officer Instrumentation Division General Manager	✓						✓
Junji Wakamoto	Director Senior Executive Officer HVAC Division General Manager and Tokyo Executive Manager	✓					✓	
Kengo Fukui	Outside Director	✓			✓		✓	
Atsuko Usami	Outside Director		✓	✓		✓		
Toshiro Nakamizo	Director (Full-time Audit and Supervisory Committee member)	✓		✓	✓		✓	
Kazuhito Arata	Outside Director (Audit and Supervisory Committee member)			✓	✓	✓		
Seira Kubota	Outside Director (Audit and Supervisory Committee member)		✓		✓			

(Reference) Independence Standards for Outside Officers

The Company's outside officers are deemed to be independent from the Company if they do not fall under any of the following categories:

1. An executive (*1) of the Company and its consolidated subsidiaries (hereinafter collectively referred to as the "Group") or a person who was in such position in the 10 years prior to the assumption of office;
2. A person whose major business partner is the Group (*2) or an executive thereof;
3. A major business partner of the Group (*2) or an executive thereof;
4. An executive of the Group's major lenders (*3);
5. An attorney at law, certified public accountant, tax accountant, consultant, or such like who receives a large amount of money or other property (*4) from the Group other than the remuneration for officers;
6. A major shareholder (*5) of the Group or an executive thereof;
7. A person in which the Group is a major shareholder (*5) or an executive thereof;
8. An executive of the party with whom outside officers have a relationship of the mutual assumption of office;
9. A person who falls under "2." through "8." above in the past three fiscal years;
10. A person whose total term of office as an independent officer exceeds 12 years;
11. A spouse or relative within the second degree of kinship of "1." through "10." above; or
12. Any other person who has special circumstances that make it impossible for the person to execute the duties as an independent outside officer, such as a conflict of interest with the Group.

*1: "Executive" means a Director of the execution of business, executive person, executive officer, any other person equivalent thereto, or employee of a juridical person or any other organization.

*2: "Major business partner" means a business partner with whom the Group makes or receives payments that exceeded 2% of the Company's annual consolidated net sales in the most recent fiscal year.

*3: "Major lender" means a financial institution from which the Group has loans, the outstanding loans of which exceed 2% of the Group's consolidated total assets as of the end of the Company's fiscal year.

*4: "Large amount of money or other property" means an amount of money or other property that on average over the past three fiscal years, in the case of an individual, is ¥10 million or more per year or in the case of an organization, such as a corporation and partnership, is more than 2% of the consolidated net sales or gross revenue of such an organization.

*5: "Major shareholder" means a shareholder who holds 10% or more of the total ratio of voting rights as of the end of the most recent fiscal year.