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 6, 2025

To Our Shareholders:

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

Notice of the 70th Annual General Meeting of Shareholders

We are pleased to notify you that the 70th 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 70th 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 24, 2025 (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 25, 2025, 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 70th Fiscal Year (from April 1, 2024, to March 31, 2025)
   Business Report, Consolidated Financial Statements, and Audit Results of Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee
2. The 70th Fiscal Year (from April 1, 2024, to March 31, 2025)
   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)
Proposal No. 3	Election of Three 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 of ¥85 per common share of the Company, along with an additional ¥7 as a commemorative dividend in celebration of the Company's 70th anniversary, as follows:

   - Type of dividend property
     Cash
   - Allotment of dividend property and their aggregate amount
     ¥92 per common share of the Company
     Total dividends: ¥3,801,289,212
   - Effective date of dividends of surplus
     June 26, 2025

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: ¥4,000,000,000
   - Item of surplus to be increased and amount of increase
     General-reserve: ¥4,000,000,000

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 six 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	Tomoyuki Kusano	Director and TOTECH Group Chairperson	Re-election
2	Katsumi Nagao	Representative Director and Chairperson	Re-election
3	Kaoru Koyama	Representative Director and President	Re-election
4	Seiken Saito	Outside Director	Re-election Outside Independent
5	Atsuko Usami	Outside Director Partner of Grant Thornton Yamada & Partners	Re-election Outside Independent

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	 Tomoyuki Kusano (May 19, 1932) Re-election Attendance at Board of Directors meetings 15/15 times	July 1955 Established the Company Jan. 1958 Director of the Company June 1980 Representative Director and Vice President May 1982 Representative Director and President June 2006 Representative Director and Chairperson June 2021 Director and Chairperson Apr. 2025 Director and TOTECH Group Chairperson (current position)	1,176,204
	Reasons for nomination as candidate for Director Since the Company was founded, Tomoyuki Kusano has been involved in the business and the management of it, making him well-versed in the Group's business. Moreover, he has a track record of establishing the strong business platform of the Group, coupled with extensive experience as a manager. The Company expects him to continue to contribute to enhancing the corporate value of the Group by making business management decisions and supervising the business execution of the Group and to oversee it by leveraging his superior insights and extensive personal connections and nominates him as a candidate for Director.		
2	 Katsumi Nagao (January 12, 1953) Re-election Attendance at Board of Directors meetings 15/15 times	May 1982 Joined the Company, Mito Sales Office Manager Apr. 2002 Executive Officer and General Manager of Business Development Department of Headquarters June 2003 Director, General Manager of Business Development Department of Headquarters, and Head Office Manager Apr. 2004 Director, General Manager of East Japan Sales Division, and Head Office Manager June 2006 Representative Director and President Apr. 2024 Representative Director and Vice Chairperson Apr. 2025 Representative Director and Chairperson (current position)	67,400
	Reasons for nomination as candidate for Director As Representative Director and President of the Company, Katsumi Nagao has been driving the growth of the Group for many years by utilizing his extensive management experience and his wide range of personal connections and strong leadership. He has taken office of Director and Chairperson since April 2025. The Company expects him to continue to contribute to enhancing the corporate value of the Group by leveraging the insights in supervising the execution of business and making decisions on important matters and nominates him as a candidate for Director.		

<table>
<tr><th>Candidate No.</th><th>Name
(date of birth)</th><th colspan="2">Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company</th><th>Number of the Company's shares owned</th></tr>
<tr><td rowspan="2">3</td><td>
Kaoru Koyama
(February 27, 1955)

Re-election

Attendance at Board of Directors meetings
15/15 times</td><td colspan="2">Apr. 1978 Joined the Company
Apr. 2010 Osaka Branch Office Manager
Apr. 2014 Executive Officer and Osaka Branch Office Manager
July 2016 Senior Executive Officer and Osaka Branch Office Manager
Apr. 2018 Senior Executive Officer and Instrumentation Division General Manager
June 2018 Director and Instrumentation Division General Manager
Apr. 2019 Director, Managing Executive Officer, and Instrumentation Division General Manager
Apr. 2023 Director, Managing Executive Officer, Technical Division General Manager, and Instrumentation Division General Manager
Apr. 2025 Representative Director and President (current position)</td><td>143,409</td></tr>
<tr><td colspan="4">Reasons for nomination as candidate for Director
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.</td></tr>
<tr><td rowspan="2">4</td><td>
Seiken Saito
(September 15, 1952)

Re-election
Outside
Independent

Attendance at Board of Directors meetings
15/15 times</td><td colspan="2">Apr. 1978 Joined Tokyo Tatemono Co., Ltd.
Mar. 2007 Managing Director
June 2011 Representative Director and President of Tokyo Building Service Co., Ltd.
June 2013 Representative Director and President of Tokyo Fudosan Kanri Co., Ltd.
June 2016 Outside Director of the Company (current position)
Jan. 2020 Advisor of Tokyo Tatemono Co., Ltd.</td><td>31,100</td></tr>
<tr><td colspan="4">Reasons for nomination as candidate for outside Director and overview of expected roles
Seiken Saito has served as a manager of several operating companies engaged in comprehensive real estate and building maintenance business and provides supervision and advice with respect to the Company's management by leveraging his broad insight. In addition, he has been serving as Chair of the Company's Nomination and Compensation Committee since its establishment in December 2021. The Company nominates Seiken Saito as he is expected to provide it with supervision and advice conducive to enhancing governance of the Company by leveraging his rich experience in corporate management.</td></tr>
</table>

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	 Atsuko Usami (March 9, 1960) Re-election Outside Independent Attendance at Board of Directors meetings 15/15 times	Sept. 1996 Joined Yamada & Partners Accounting Office (currently, Grant Thornton Yamada & Partners) July 2007 Appeals Judge of National Tax Tribunal Jan. 2013 Partner of Grant Thornton Yamada & Partners (current position) Jan. 2019 Representative Partner June 2021 Outside Director of the Company (current position)	0
	Reasons for nomination as candidate for outside Director and overview of expected roles 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.		

Notes:
1. There is no special interest between any of the above candidates and the Company.
2. Seiken Saito and Atsuko Usami are candidates for outside Director.
3. At the conclusion of this meeting, the tenure of Seiken Saito and Atsuko Usami as outside Director of the Company will have been nine years and four years, respectively.
4. Special notes regarding the candidates for outside Director are as follows:
   (1) The Company currently has entered into limited liability agreements with Seiken Saito and Atsuko Usami to limit their 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 them is approved, the Company plans to renew the aforementioned agreements with them.
   (2) The Company has submitted notification to the Tokyo Stock Exchange that Seiken Saito and Atsuko Usami currently have been designated as independent officers as provided for by the aforementioned exchange. If the re-election of them is approved, the Company plans for their designation as independent officers to continue.
5. 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.

Proposal No. 3 Election of Three Directors Who Are Audit and Supervisory Committee Members

The terms of office of all three Directors who are Audit and Supervisory Committee members will expire at the conclusion of this annual general meeting of shareholders. Therefore, the Company proposes the election of three Directors who are Audit and Supervisory Committee members, including two outside Directors.
The Audit and Supervisory Committee of the Company has given its consent to this proposal.
The candidates for Director who are Audit and Supervisory Committee members are as follows:

Candidate No.	Name	Current position and responsibility, etc.	Attribute
1	Toshiro Nakamizo	Director (Full-time Audit and Supervisory Committee member)	Re-election
2	Kazuhito Arata	Outside Director (Audit and Supervisory Committee member) Corporate Auditor of Tomoshia Holdings Co., Ltd.	Re-election Outside
3	Seira Kubota	Yamashita Law	New 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	 Toshiro Nakamizo (September 24, 1956) Re-election Attendance at Board of Directors meetings 15/15 times Attendance at Audit and Supervisory Committee meetings 4/4 times	Apr. 1979 Nov. 2003 May 2007 July 2007 Nov. 2007 June 2010 Oct. 2015 Apr. 2019 June 2021 June 2023	Joined Fuji Bank (currently, Mizuho Bank, Ltd) Branch Manager of Ginza Chuo Branch Joined the Company Executive Officer and Planning Division Deputy General Manager Managing Executive Officer and Administration Division Deputy General Manager Director, Managing Executive Officer, Administration Division General Manager and Planning Division General Manager Director, Managing Executive Officer and Business Administration Division General Manager Managing Executive Director, Senior Managing Executive Officer and Business Administration Division General Manager Senior Adviser Director and Full-time Audit and Supervisory Committee member (current position)	6,000
	Reasons for nomination as candidate for Director who is an Audit and Supervisory Committee member and overview of expected roles Toshiro Nakamizo possesses expertise in all areas of management, which he gained during his tenure at a financial institution. Since joining the Company, he has been actively involved in business operations in a position overseeing the business administration division, and as a Director. He is presently serving as a Director who is a full-time member of the Audit and Supervisory Committee, where he plays a pivotal role in building an efficient audit framework and continuously overseeing business execution. The Company expects his contributions to enhance its governance, drawing on his experience and insights, and therefore nominates him as a candidate for Director who is an Audit and Supervisory Committee member.			

<table>
<tr><th>Candidate No.</th><th>Name
(date of birth)</th><th colspan="2">Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company</th><th>Number of the Company's shares owned</th></tr>
<tr><td rowspan="2">2</td><td>
Kazuhito Arata
(September 14, 1951)

Re-election
Outside

Attendance at Board of Directors meetings
15/15 times

Attendance at Audit and Supervisory Committee meetings
4/4 times</td><td>Nov. 1980
Oct. 2011
Jan. 2013
June 2014
June 2015
June 2015
June 2023</td><td>Joined Showa Audit Corporation (currently, Ernst & Young ShinNihon LLC)
Representative Certified Public Accountant and Tax Accountant of Arata Accounting Office (current position)
Corporate Auditor of Tomoshia Holdings Co., Ltd. (current position)
Outside Auditor of Fuji Furukawa Engineering & Construction Co., Ltd.
Outside Auditor of Harada Industry Co., Ltd.
Outside Audit & Supervisory Board Member of the Company
Director and Audit and Supervisory Committee member (current position)</td><td>3,400</td></tr>
<tr><td colspan="4">Reasons for nomination as candidate for outside Director who is an Audit and Supervisory Committee member and overview of expected roles
Kazuhito Arata currently has been making meaningful proposals to the management of the Company as a Director who is an Audit and Supervisory Committee member by utilizing his professional knowledge as a certified public accountant and his extensive insight as an outside auditor of listed companies. He has not been involved in the management of a company in any way other than being an outside officer in the past, but the Company expects his contributions to enhance its governance, drawing on his advanced knowledge and broad experience that he has cultivated to date, and therefore nominates him as a candidate for Director who is an Audit and Supervisory Committee member.</td></tr>
</table>

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	 Seira Kubota (February 25, 1983) New election Outside Independent Attendance at Board of Directors meetings – times Attendance at Audit and Supervisory Committee meetings – times	Dec. 2009 Registered as an attorney at law Dec. 2009 Joined Nagashima Ohno & Tsunematsu Feb. 2012 Joined Nomura & Partners Feb. 2021 Joined Yamashita Law (current position)	0
	Reasons for nomination as candidate for outside Director who is an Audit and Supervisory Committee member and overview of expected roles Since her registration as an attorney at law, Seira Kubota worked on numerous cases, particularly in corporate law, at several law firms, where she developed her legal skills. She has not been involved in the management of a company in the past, but the Company expects her contributions to further enhance its governance by offering supervision and advice on business execution and management decisions of the Company, drawing on her extensive legal knowledge and practical experience that she has cultivated to date, and therefore nominates her as a candidate for outside Director who is an Audit and Supervisory Committee member.		

Notes:
1. There is no special interest between any of the above candidates and the Company.
2. Kazuhito Arata and Seira Kubota are candidates for outside Director.
3. At the conclusion of this meeting, the tenure of Kazuhito Arata as outside Director who is an Audit and Supervisory Committee member of the Company will have been two years. In addition, Kazuhito Arata has previously served as a non-executive officer (outside Audit & Supervisory Board Member) of the Company, and including that period, his tenure as an outside officer will have been ten years at the conclusion of this meeting.
4. Special notes regarding the candidates for outside Director are as follows:
   (1) The Company currently has entered into limited liability agreements with Kazuhito Arata to limit his 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 him is approved, the Company plans to renew the aforementioned agreements with him. Also, if the election of Seira Kubota is approved, the Company plans to enter into the same limited liability agreements with her.
   (2) Seira Kubota meets the requirements of an independent officer as provided for by the Tokyo Stock Exchange. If the election of her is approved, the Company plans to designate her as independent officer.
5. 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 sustainability, 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 and Proposal No. 3 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	Sustainability	Sales/ Marketing	Engineering
Tomoyuki Kusano	Director and TOTECH Group Chairperson	✓					✓	✓
Katsumi Nagao	Representative Director and Chairperson	✓	✓		✓		✓	✓
Kaoru Koyama	Representative Director and President	✓			✓	✓	✓	✓
Seiken Saito	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.