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Securities code: 4439

November 12, 2024

Start date of measures for electronic provision: November 2, 2024

To our shareholders:

Fumihiko Yamamoto CEO  
**TOUMEI CO., LTD.**  
2-1-39, Hatta, Yokkaichi-shi, Mie

## Notice of the 27th Annual General Meeting of Shareholders

We are pleased to announce the 27th Annual General Meeting of Shareholders of TOUMEI CO., LTD. (the “Company”), which will be held as described below.

When convening this general meeting of Shareholders, the Company has taken 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 it has posted this information on the websites listed below. Please access either of the websites to view the information.

The Company’s website:

<https://www.toumei.co.jp/ir/investor/meeting/> (in Japanese)

TSE website (Listed Company Search):

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

(Access the TSE website by using the internet address shown above, enter “TOUMEI” in “Issue name (company name)” or the Company’s securities code “4439” 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 not attending the meeting in person on the day, please review the Reference Documents for the General Meeting of Shareholders, indicate your approval or disapproval for each of the proposals on the voting form, and return the form to us no later than 6:00 p.m. on Tuesday, November 26, 2024 (JST). If you prefer to exercise your voting rights via the internet, please refer to “Information About Exercising Your Voting Rights via the Internet” on Page 5 (Japanese only), access the dedicated website for exercising voting rights (<https://www.web54.net>) (in Japanese), and enter your vote for each of the proposals no later than 6:00 p.m. on Tuesday, November 26, 2024 (JST).

**1. Date and Time:** Wednesday, November 27, 2024, at 10:00 a.m. (JST) (Reception starts at 9:00 a.m.)

**2. Place:** Diamond Hall, 3rd floor, Platon Hotel Yokkaichi  
7-3 Nishishinchi, Yokkaichi-shi, Mie

### **3. Purpose of the Meeting**

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

1. The Business Report and the Consolidated Financial Statements for the 27th fiscal year (from September 1, 2023 to August 31, 2024), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
2. The Non-consolidated Financial Statements for the 27th fiscal year (from September 1, 2023 to August 31, 2024)

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

- Proposal No. 1** Appropriation of Surplus  
**Proposal No. 2** Partial Amendment to the Articles of Incorporation  
**Proposal No. 3** Election of Six Directors

### **4. Information on Exercise of Voting Rights**

Please refer to the “Information on Exercise of Voting Rights” on page 4 (Japanese only).

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- If there are any revisions to the items for which the measures for providing information in electronic format will be taken, a notice of the revisions and the details of the items before and after the revisions will be posted on the Company’s website and the Tokyo Stock Exchange’s website.  
The Company’s website: <https://www.toumei.co.jp/ir/investor/meeting/> (in Japanese)  
Tokyo Stock Exchange’s website: <https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)
  - Among the items for which the measures for providing information in electronic format will be taken, in accordance with the provisions of laws and regulations and Article 18 of the Articles of Incorporation of the Company, the following items are not provided in the paper-based documents delivered to shareholders who have made a request for delivery of such documents.
    1. “Systems for Ensuring the Propriety of Business Activities and the Status of its Implementation” in the Business Report
    2. The “Consolidated Statements of Changes in Net Assets” and “Notes to Consolidated Financial Statements” of the Consolidated Financial Statements
    3. The “Statements of Changes in Net Assets” and “Notes to Non-consolidated Financial Statements” of the Non-consolidated Financial StatementsTherefore, the Business Report and Consolidated Financial Statements provided in the documents are part of the documents that have been audited by the Financial Auditor and the Audit & Supervisory Board Members when the Financial Auditor prepared the accounting audit report and the Audit & Supervisory Board Members prepared the audit report.
  - For those attending the meeting in person on the day, please submit the voting form to the reception desk. We also ask that you bring this Notice of the Annual General Meeting of Shareholders for reference during the meeting.

## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1 Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

#### Year-end dividends

The Company regards the return of profit to its shareholders as one of its key management issues, and its policy is to pay stable dividends on an ongoing basis. As for the year-end dividend for the fiscal year ended August 31, 2024, taking into account factors such as our business performance during that fiscal year and future business expansion initiatives, we would like to express our appreciation to our shareholders by increasing the dividend by ¥15 per share in accordance with our dividend policy, as follows:

Type of dividend property	Cash
Allotment of dividend property and total amount of dividends	¥28 per common share of the Company Total dividends: ¥208,607,476
Effective date of dividends of surplus	November 28, 2024

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

1. Reasons for proposal

In order to enable the flexible implementation of capital and dividend policies, Article 42 (Decision-making Body for the Appropriation of Surplus, etc.) will be newly established, while Article 7 (Acquisition of Treasury Stock) of the current Articles of Incorporation, which partially overlaps with the new article, will be deleted.

Additionally, in order to further strengthen the management system, the maximum number of Directors stipulated in Article 19 (Number of Directors) of the current Articles of Incorporation will be increased by two from seven to nine, and Article 14 (Person Authorized to Convene a Meeting and Chairperson) and Article 23 (Person Authorized to Convene Board of Directors Meetings and Chairperson) of the current Articles of Incorporation will be changed to allow for the flexible operation of the General Meeting of Shareholders and the Board of Directors meetings.

2. Details of change

(The underlined parts indicate the changes.)

Current Articles of Incorporation	Proposed Amendment
<p style="text-align: center;">Chapter 2 Shares</p> <p><u>(Acquisition of Treasury Stock)</u></p> <p><u>Article 7 In accordance with Article 165, paragraph (2) of the Companies Act, the Company may acquire its own shares by resolution of the Board of Directors.</u></p> <p>Article <u>8</u> – Article <u>13</u> (Omitted)</p> <p>(Person Authorized to Convene a Meeting and Chairperson)</p> <p>Article <u>14</u></p> <ol style="list-style-type: none"> <li>The General Meeting of Shareholders shall be convened by the Director and President, who shall also act as Chairperson of the meeting.</li> <li>In the event the Director and President is involved in an accident, another Director shall convene and act as Chairperson of the General Meeting of Shareholders in accordance with the order previously determined by the Board of Directors.</li> </ol> <p>Article <u>15</u> – Article <u>18</u> (Omitted)</p> <p>(Number of Directors)</p> <p>Article <u>19</u> The company shall have no more than <u>seven</u> directors.</p> <p>Article <u>20</u> – Article <u>22</u> (Omitted)</p> <p>(Person Authorized to Convene a Meeting and Chairperson)</p> <p>Article <u>23</u></p> <ol style="list-style-type: none"> <li>Unless otherwise stipulated by laws and regulations, the Director and President shall convene and act as Chairperson of the Board of Directors meetings.</li> <li>In the event of a vacancy or an accident involving the Director and President, another Director shall convene and act as Chairperson of the Board of Directors meetings in accordance with the order previously determined by the Board of Directors.</li> </ol> <p>Article <u>24</u> – Article <u>42</u> (Omitted)</p> <p style="text-align: center;">(Newly established)</p>	<p style="text-align: center;">Chapter 2 Shares</p> <p>(Deleted)</p> <p>Article <u>7</u> – Article <u>12</u> (Due to the deletion of an article, the articles are renumbered accordingly.)</p> <p>(Person Authorized to Convene a Meeting and Chairperson)</p> <p>Article <u>13</u></p> <ol style="list-style-type: none"> <li>The General Meeting of Shareholders shall be convened by <u>the Director and Chair or</u> the Director and President, who shall also act as Chairperson of the meeting.</li> <li>In the event <u>the Director and Chair as well as</u> the Director and President <u>are</u> involved in an accident, another Director shall convene and act as Chairperson of the General Meeting of Shareholders in accordance with the order previously determined by the Board of Directors.</li> </ol> <p>Article <u>14</u> – Article <u>17</u> (Due to the deletion of an article, the articles are renumbered accordingly.)</p> <p>(Number of Directors)</p> <p>Article <u>18</u> The company shall have no more than <u>nine</u> directors.</p> <p>Article <u>19</u> – Article <u>21</u> (Due to the deletion of an article, the articles are renumbered accordingly.)</p> <p>(Person Authorized to Convene a Meeting and Chairperson)</p> <p>Article <u>22</u></p> <ol style="list-style-type: none"> <li>Unless otherwise stipulated by laws and regulations, <u>the Director and Chair or</u> the Director and President shall convene and act as Chairperson of the Board of Directors meetings.</li> <li>In the event of a vacancy or an accident involving <u>the Director and Chair as well as</u> the Director and President, another Director shall convene and act as Chairperson of the Board of Directors meetings in accordance with the order previously determined by the Board of Directors.</li> </ol> <p>Article <u>23</u> – Article <u>41</u> (Due to the deletion of an article, the articles are renumbered accordingly.)</p> <p><u>(Decision-making Body for the Appropriation of Surplus, etc.)</u></p> <p><u>Article 42 The Company may, except as otherwise provided by laws and regulations, determine matters such as the appropriation of surplus, etc., as set forth in each item of Article 459, paragraph (1) of the Companies Act, by resolution of the Board of Directors.</u></p>

### Proposal No. 3 Election of Six Directors

The terms of office of all six Directors will expire at the conclusion of this annual general meeting of shareholders. Therefore, the Company proposes the election of six Directors.

The candidates for Director are as follows:

Candidate No.	Name	Position and responsibility in the Company	
1	Fumihiko Yamamoto	CEO	Reelection
2	Naoto Hibino	Managing Director General Manager of Administrative Division	Reelection
3	Jun Mizushima	Director General Manager of Sales Division	Reelection
4	Shinichi Naoi	Director	Reelection
5	Masaharu Ito	Director	Reelection, Outside, Independent
6	Masamichi Yoshida	Director	Reelection, Outside, Independent

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	<p>Fumihiko Yamamoto</p> <p>Reelection</p> <p>(December 22, 1969)</p> <p>Attendance at Board of Directors meetings: 17/17</p>	<p>Apr. 1993      Joined HIKARI TSUSHIN, Inc.</p> <p>Dec. 1997      Established TOUMEI MIE CO., LTD. (currently the Company) CEO (current position)</p> <p>Apr. 2005      Representative Director and President of GIFU RECOMM CO., LTD. (current TOUMEI TECHNOLOGIES CO., LTD.) (current position)</p> <p>Nov. 2014      Director of Com'z Co., Ltd. (merged by absorption-type merger with TOUMEI CO., LTD. in September 2021)</p> <p>Sept. 2024      Director of TOUMEI GREEN ENERGY CO., LTD. (current position) Director of ECOLOGICAL ELECTRICAL SERVICE CO., LTD. (current position) Director of DIGITAL CREATORS CO., LTD. (current position)</p> <p>(Significant concurrent positions outside the Company) Representative Director and President of GIFU RECOMM CO., LTD. (current TOUMEI TECHNOLOGIES CO., LTD.) Director of TOUMEI GREEN ENERGY CO., LTD. Director of ECOLOGICAL ELECTRICAL SERVICE CO., LTD. Director of DIGITAL CREATORS CO., LTD.</p>	7,441,400 shares
<p>Reasons for nomination as candidate for Director</p> <p>Fumihiko Yamamoto, as the founder and CEO of the Company, has led the growth in the Company's business performance and has sufficiently fulfilled his role in making decisions on important management matters and supervising the execution of business. The Company expects him to utilize this knowledge and insight to continue contributing to improving the corporate value of the Company. Therefore, the Company requests his reelection.</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
2	<p data-bbox="359 562 496 589">Naoto Hibino</p> <p data-bbox="373 629 481 656">Reelection</p> <p data-bbox="336 689 518 716">(August 24, 1973)</p> <p data-bbox="316 757 544 842">Attendance at Board of Directors meetings: 17/17</p>	<p data-bbox="592 286 1086 313">Apr. 1992      Joined Mitsubishi Rayon Co., Ltd.</p> <p data-bbox="592 336 1062 362">Aug. 1992      Joined HIKARI TSUSHIN, Inc.</p> <p data-bbox="592 385 1209 443">Jan. 2000      Joined the Company, General Manager of Gifu Branch Office</p> <p data-bbox="592 465 836 492">Nov. 2000      Director</p> <p data-bbox="592 515 1134 573">Feb. 2001      Director and General Manager of Sales Department</p> <p data-bbox="592 595 1222 622">Nov. 2004      Director and General Manager of Sales Division</p> <p data-bbox="592 645 1235 730">Apr. 2005      Director of GIFU RECOMM CO., LTD. (current TOUMEI TECHNOLOGIES CO., LTD.) (current position)</p> <p data-bbox="592 752 1238 810">May 2005      Managing Director and General Manager of Sales Division of the Company</p> <p data-bbox="592 833 1238 918">Nov. 2014      Representative Director and President of Com'z Co., Ltd. (merged by absorption-type merger with TOUMEI CO., LTD. in September 2021)</p> <p data-bbox="592 940 1182 999">Nov. 2022      Managing Director and General Manager of Administrative Division (current position)</p> <p data-bbox="592 1021 1166 1106">(Significant concurrent positions outside the Company) Director of GIFU RECOMM CO., LTD. (current TOUMEI TECHNOLOGIES CO., LTD.)</p>	875,062 shares
<p data-bbox="276 1144 759 1171">Reasons for nomination as candidate for Director</p> <p data-bbox="276 1189 1442 1301">Naoto Hibino has a wealth of experience and achievements as Managing Director and General Manager of the Administrative Division of the Company, after serving as General Manager of the Sales Division, and has been involved in the Company's growth. The Company expects him to utilize this knowledge and insight to continue contributing to improving the corporate value of the Company. Therefore, the Company requests his reelection.</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	<p data-bbox="352 551 504 577">Jun Mizushima</p> <p data-bbox="373 613 483 640">Reelection</p> <p data-bbox="352 676 504 703">(May 14, 1982)</p> <p data-bbox="316 739 544 831">Attendance at Board of Directors meetings: 13/13</p>	<p data-bbox="592 286 1066 313">July 1999      Joined Santo Kensetsu Co., Ltd.</p> <p data-bbox="592 338 991 365">Mar. 2002      Joined SAS Corporation</p> <p data-bbox="592 389 954 416">Apr. 2005      Joined the Company</p> <p data-bbox="592 441 1078 468">Mar. 2008      Manager of Network Department</p> <p data-bbox="592 492 1155 546">Sept. 2016      General Manager of Marketing Solutions Department</p> <p data-bbox="592 571 1171 624">Sept. 2019      Executive Officer and General Manager of Network Solutions Department</p> <p data-bbox="592 649 1235 703">Sept. 2021      Executive Officer and General Manager of Office Solutions Department</p> <p data-bbox="592 728 1225 781">Sept. 2022      Executive Officer and General Manager of Sales Management Division</p> <p data-bbox="592 806 1134 860">Nov. 2023      Director and General Manager of Sales Management Division</p> <p data-bbox="592 884 1225 1014">Sept. 2024      Director and General Manager of Sales Division (current position) Director of DIGITAL CREATORS CO., LTD. (current position)</p> <p data-bbox="592 1039 1129 1093">(Significant concurrent positions outside the Company) Director of DIGITAL CREATORS CO., LTD.</p>	46,200 shares
<p data-bbox="276 1120 759 1146">Reasons for nomination as candidate for Director</p> <p data-bbox="276 1160 1441 1279">Jun Mizushima has been involved in the growth of the entire sales division as Director of the Company and as the General Manager of Sales Division after serving as the General Manager of Sales Management Division. The Company expects him to utilize this knowledge and insight to continue contributing to improving the corporate value of the Company. Therefore, the Company requests his reelection.</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	<p style="text-align: center;">Shinichi Naoi</p> <p style="text-align: center;">Reelection</p> <p style="text-align: center;">(September 14, 1975)</p> <p style="text-align: center;">Attendance at Board of Directors meetings: 17/17</p>	<p>Jan. 1996      Joined HIKARI TSUSHIN, Inc.</p> <p>Oct. 1997      Joined Bois et Dupont LLC</p> <p>Feb. 2000      Joined CalltoWeb, Inc.</p> <p>Mar. 2002      Joined the Company</p> <p>Nov. 2007      Director</p> <p>Nov. 2016      Director In charge of Eco Solutions Department</p> <p>Sept. 2019      Director In charge of Office Solutions Department</p> <p>Sept. 2021      Director In charge of Sales Agent Development</p> <p>Nov. 2022      Director and General Manager of Sales Division</p> <p>Sept. 2024      Director (current position) Director of TOUMEI GREEN ENERGY CO., LTD. (current position) Director of ECOLOGICAL ELECTRICAL SERVICE CO., LTD. (current position)</p> <p>(Significant concurrent positions outside the Company) Director of TOUMEI GREEN ENERGY CO., LTD. Director of ECOLOGICAL ELECTRICAL SERVICE CO., LTD.</p>	64,800 shares
<p>Reasons for nomination as candidate for Director</p> <p>Shinichi Naoi has a wealth of experience and achievements as Director of the Company as well as being in charge of various departments and also as General Manager of Sales Division, and has been involved in the Company's growth. The Company expects him to utilize this knowledge and insight to continue contributing to improving the corporate value of the Company. Therefore, the Company requests his reelection.</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
5	<p>Masaharu Ito</p> <p>Reelection Outside Independent</p> <p>(September 15, 1980)</p> <p>Number of years in office: At the conclusion of this meeting, Mr. Ito's tenure as outside Director of the Company will have been six years.</p> <p>Attendance at Board of Directors meetings: 17/17</p>	<p>Dec. 2009 Registered as attorney</p> <p>Apr. 2011 Part-time Lecturer of Nagoya University Graduate School of Law (current position)</p> <p>Feb. 2018 Established Glanz Law Office, Director (current position)</p> <p>Nov. 2018 Outside Director of the Company (current position)</p> <p>Apr. 2019 Part-time Lecturer of Aichi Law School (current position)</p> <p>(Significant concurrent positions outside the Company) Director of Glanz Law Office</p>		- shares
<p>Reasons for nomination as candidate for outside Director and overview of expected role</p> <p>Although Masaharu Ito has never in the past been involved in the management of a company except as an outside officer, he has a high level of professional knowledge and insight as an attorney. As an outside Director of the Company, at meetings including the Board of Directors meetings and as a member of the voluntary Nomination and Compensation Committee, he has been providing opinions to enhance corporate value. We expect that he will continue to utilize this knowledge and insight in the management of the Company and have therefore nominated him again as a candidate for outside Director.</p>				
6	<p>Masamichi Yoshida</p> <p>Reelection Outside Independent</p> <p>(May 29, 1951)</p> <p>Number of years in office: At the conclusion of this meeting, Mr. Yoshida's tenure as outside Director of the Company will have been five years.</p> <p>Attendance at Board of Directors meetings: 17/17</p>	<p>Nov. 1976 Joined Marunouchi &amp; Co. (currently Deloitte Touche Tohmatsu LLC)</p> <p>Mar. 1980 Registered as Certified Public Accountant</p> <p>June 1980 Registered as Certified Public Tax Accountant</p> <p>July 1980 Established Masamichi Yoshida Certified Public Accountant Office Director (current position)</p> <p>May 1992 Representative Partner of Tokai Audit Corporation</p> <p>Jan. 2003 Established Tax Accountant Corporation CHUO RESEARCH INSTITUTE Representative Partner (current position)</p> <p>Nov. 2019 Outside Director of the Company (current position)</p> <p>(Significant concurrent positions outside the Company) Director of Masamichi Yoshida Certified Public Accountant Office Representative Partner of Tax Accountant Corporation CHUO RESEARCH INSTITUTE</p>		- shares
<p>Reasons for nomination as candidate for outside Director and overview of expected role</p> <p>Although Masamichi Yoshida has never in the past been involved in the management of a company except as an outside officer, he has a high level of professional knowledge and insight as a certified public accountant and certified public tax accountant. As an outside Director of the Company, at meetings including the Board of Directors meetings and as a member of the voluntary Nomination and Compensation Committee, he has been providing opinions to enhance corporate value. We expect that he will continue to utilize this knowledge and insight in the management of the Company and have therefore nominated him again as a candidate for outside Director.</p>				

- (Notes)
1. There is no special interest between the Company and any of the candidates other than Fumihiko Yamamoto.
  2. Fumihiko Yamamoto, a candidate for Director, is a major shareholder of the Company and is considered to be a parent company, etc.
  3. The Company carried out a stock split effective September 1, 2024, at a ratio of 2 shares per share. Number of the Company's shares owned is the number of shares after the stock split.
  4. The number of shares held includes shares held by the TOUMEI Directors' Shareholding Association.
  5. Attendance at Board of Directors meetings of Jun Mizushima only includes meetings that have been held since his appointment on November 28, 2023.
  6. Masaharu Ito and Masamichi Yoshida are candidates for outside Director.
  7. Pursuant to the provisions of the Company's Articles of Incorporation and Article 427, paragraph (1) of the Companies Act, the Company has entered into limited liability agreements with Masaharu Ito and Masamichi Yoshida to limit their liability for damages under Article 423, paragraph (1) of the same Act. If their reelections are approved, the Company plans to continue these agreements. Limits on liability for damages under these agreements are set at the amounts provided for by laws and regulations.
  8. The Company has submitted notification to the Tokyo Stock Exchange and the Nagoya Stock Exchange that Masaharu Ito and Masamichi Yoshida have been designated as independent officers as respectively provided for by the aforementioned exchanges. If their reelections are approved, the Company plans to maintain their positions as independent officers.
  9. 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, with the Company bearing the full amount of the insurance premiums. A summary of the contents of this insurance policy can be found on page 19 of the Business Report (Japanese only). If the election of candidates for Director of the Company is approved, they will continue to be included as the insured under the relevant insurance contract. When the policy is renewed, the Company plans to renew the policy with the same terms.

## Director and Auditor Skill Matrix

Name	Current position and responsibility	Corporate management Corporate strategy	Sales Marketing	Finance Accounting	Human resources development Diversity	Legal affairs Governance	New business development DX	ESG Sustainability
Fumihiko Yamamoto	CEO	●	●			●	●	
Naoto Hibino	Managing Director General Manager of Administrative Division	●	●		●		●	●
Jun Mizushima	Director General Manager of Sales Division	●	●				●	●
Shinichi Naoi	Director	●	●				●	●
Masaharu Ito	Outside Director (Independent officer)	●				●		
Masamichi Yoshida	Outside Director (Independent officer)	●		●				
Yoshihiko Shimizu	Outside Auditor (full-time) (Independent officer)					●		
Shigeto Watanabe	Outside Auditor (Independent officer)	●		●		●		
Norio Hayama	Outside Auditor (Independent officer)	●			●	●		

\* The above skill matrix covers the knowledge, experience, and abilities specifically expected of each officer, and does not represent all of their knowledge.