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Securities Code: 6333

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To Shareholders:

Kiyoshi Murata, President and CEO,

TEIKOKU ELECTRIC MFG. CO., LTD.

60 Hirano, Shingu-cho, Tatsuno City, Hyogo Prefecture

Notice of the 121st Annual General Meeting of Shareholders

You are cordially invited to attend the 121st 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 Wednesday, June 25, 2025 (JST) in accordance with the instructions below.

- 1. Date and Time:** Thursday, June 26, 2025 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 121st Fiscal Year (April 1, 2024, to March 31, 2025)
2. Results of audits by the Independent Auditor and the Audit & Supervisory Committee of the Consolidated Financial Statements for the Company’s 121st Fiscal Year

Matters to be resolved:

- | | |
|-----------------------|---|
| Proposal No. 1 | Appropriation of Surplus |
| Proposal No. 2 | Partial Amendments to the Articles of Incorporation |

- Proposal No. 3** Election of Four Directors (Excluding Directors Who Are Members of Audit & Supervisory Committee)
- Proposal No. 4** Decision on the Amount of Remuneration and Details Related to Granting Shares of Restricted Shares Expiring at Retirement to Directors (Excluding Directors Who Are Members of Audit & Supervisory Committee and Outside Directors)

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 121st 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 ¥69 per share
Total dividends ¥1,146,025,002
As the Company has already paid an interim dividend of ¥41 per share, the annual dividend will be ¥110 per share.
- (3) Effective date of dividends of surplus
The effective date of dividends shall be June 27, 2025.

Proposal No. 2 Partial Amendments to the Articles of Incorporation

(1) Reasons for the proposal

As part of the strategies to expand the global business and raise brand power, the Company will amend Article 1 (Trade Name) of the Articles of Incorporation to change its name from TEIKOKU ELECTRIC MFG. CO., LTD. to TEIKOKU CORPORATION.

The Company was founded in 1939, and its original business was the manufacturing of railroad signals and other devices. After navigating the chaotic period following the war, the Company successfully developed canned motor pumps in 1960 and they have currently become the Company's core products.

Meanwhile, the electronic components business, which was transferred from the Company and taken over by the Company's subsidiary HIRAFUKU ELECTRIC MFG. CO., LTD., was discontinued in December 2024 following a review of the Company's business portfolio.

Going forward, the Company will concentrate on its core business of pumps and aim for further growth globally under the new trade name "TEIKOKU," which is well-recognized in the industry, even overseas.

The effective date of the amendments to the Articles of Incorporation will be April 1, 2026, after adding a supplementary provision, which will be deleted after the effective date.

(2) Details of the amendments

Amendments are described as follow.

(Underlined parts are amended.)

Current Articles of Incorporation	Proposed Amendments
Chapter I General Provisions (Trade Name) Article 1. The Company's name is and indicated in English as <u>TEIKOKU ELECTRIC MFG. CO., LTD.</u> (Newly established) (Newly established)	Chapter I General Provisions (Trade Name) Article 1. The Company's name is and indicated in English as <u>TEIKOKU CORPORATION.</u> (Supplementary Provision) (Effective Date of Change of Trade Name) <u>Article 1.</u> <u>The amendment of Article 1 (Trade Name) of the Articles of Incorporation shall take effect on April 1, 2026. This supplementary provision shall be deleted after the effective date of the amendment of Article 1 of the Articles of Incorporation.</u>

Proposal No. 3 Election of Four Directors (Excluding Directors Who Are Members of Audit & Supervisory Committee)

The terms of office of all four 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. 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 and Executive Officer, Chief of Corporate Planning H.Q., General Manager of Corporate Planning Dept.</p> <p>September 2019 Director and Executive Officer, Chief of Administration H.Q., General Manager of Corporate Planning Dept.</p> <p>June 2021 Director and Managing Executive Officer, Chief of Administration H.Q., General Manager of Corporate Planning Dept.</p> <p>April 2023 Director and Managing Executive Officer, Chief of Administration H.Q.</p> <p>June 2023 Director and Senior Managing Executive Officer, Chief of Administration H.Q.</p> <p>June 2024 President and CEO (current position)</p>	18,100 shares
<p>Reasons for nomination as candidate for Director</p> <p>After engaging in management planning, corporate governance, tightening internal control, promoting investor relations, etc. as a Director overseeing general affairs, corporate planning, and information system departments, Kiyoshi Murata took office as President and CEO in June 2024. Since then, he has been leading the development of Group vision, defining the direction of the Company, and otherwise striving to raise the organizational strength of the entire Group. As the Company judged, in light of such a track record, that he can continue to provide appropriate supervision of the management of the Group and contribute to the enhancement of the Company's 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 and Executive Officer, Chief of Sales H.Q. 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>June 2024 Director and Managing Executive Officer, Chief of Sales H.Q., General Manager of International Business Dept.</p> <p>April 2025 Director and Managing Executive Officer, Chief of Sales H.Q. (current position)</p> <p>Significant concurrent positions outside the Company Chairman of DALIAN TEIKOKU CANNED MOTOR PUMP CO., LTD.</p>	103,400 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>			

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	Takashi Abe (October 18, 1964)	April 1987	Joined The Taiyo Kobe Bank, Limited (currently Sumitomo Mitsui Banking Corporation)	1,700 shares
		April 2020	Joined the Company General Manager, Assistant to Chief of Administration H.Q.	
		June 2021	Director [Member of Audit & Supervisory Committee]	
		June 2024	Director and Executive Officer, Chief of Administration H.Q. (current position)	
<p>Reasons for nomination as candidate for Director</p> <p>As Director in charge of Administration, Takashi Abe oversees internal units for general affairs, corporate planning, and information systems and is working vigorously to develop a management plan, promote corporate governance, develop human resources, and improve public relations, investor relation activities, etc. Also, as a Director serving as an Audit & Supervisory Committee member, he has audited business operations and supervised business management and engaged in the development of overseas subsidiaries' management systems using his rich experience in overseas operations.</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>				

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 Seconded 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>June 2024 Outside Director, Chino Corporation (current position)</p> <p>Significant concurrent positions outside the Company</p> <p>Outside Director, TOHO Co., Ltd.</p> <p>Outside Director, Chino Corporation</p>	300 shares
<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. There is no special interest between any of the candidates and the Company.
 2. Chie Tomari is a candidate for Outside Director.
 3. At the conclusion of this General Meeting of Shareholders, Chie Tomari will have served as an Outside Director of the Company for two years.
 4. 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.
 5. 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.
 6. 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.
 7. 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.

[For your information: skill matrix of Directors]

If Proposal 3 is approved and adopted as originally proposed, the skill matrix of Directors as of the conclusion of this general meeting will be as follows.

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.

Proposal No. 4 Decision on the Amount of Remuneration and Details Related to Granting Shares of Restricted Shares Expiring at Retirement to Directors (Excluding Directors Who Are Members of Audit & Supervisory Committee and Outside Directors)

The amount of remuneration paid to the Company's Directors (excluding Directors who are Members of Audit & Supervisory Committee) was approved at the 119th Annual General Meeting of Shareholders held on June 28, 2023, in an amount not exceeding ¥204,500 thousand per year (including an annual amount of ¥10,000 thousand or less per year for Outside Directors and excluding the employee salary portion).

In addition to the above, at the 114th Annual General Meeting of Shareholders held on June 28, 2018, shareholders approved that shares with transfer restrictions, of which the transfer restriction period would be limited to three years from granting, (hereinafter referred to as "Restricted Shares Expiring During Term of Office") would be introduced to Directors (excluding Directors who are Members of Audit & Supervisory Committee and Outside Directors), the amount of remuneration to grant such restricted shares would be ¥50,000 thousand or less per year separately from the above, and the total number of the Company's common stock issued or disposed of would be 100,000 or less per year.

This time, the Company requests its shareholders' approval for the payment of remuneration to grant new restricted shares, of which the transfer restriction period would be limited to the period from granting shares to resignation or retirement from the position of Director, etc. of the Company or one of its subsidiaries (hereinafter collectively referred to as the "Group"), to Directors (excluding Directors who are Members of the Audit & Supervisory Committee and Outside Directors; hereinafter referred to as "Eligible Directors") (hereinafter referred to as "Restricted Shares Expiring at Retirement") separately from the above amount of remuneration for the purpose of encouraging them to further contribute to a continuous increase in the Company's corporate value by letting such Directors hold its shares until their retirement and share value with shareholders for the longest period possible.

If this proposal is accepted, the Company will terminate Restricted Shares Expiring During Term of Office and will no longer grant shares. Changes will be made to Restricted Shares Expiring During Term of Office already granted, of which transfer restrictions have yet to be lifted as of the conclusion of this General Meeting of Shareholders, so that the transfer restriction period, etc. will be the same as those of the Restricted Shares Expiring at Retirement.

The remuneration paid to grant Restricted Shares Expiring at Retirement to Eligible Directors pursuant to this proposal will be monetary claims, and the total amount will be not exceeding ¥50,000 thousand per year, the same amount as the Restricted Shares Expiring During Term of Office to be terminated, which is the level of amount deemed as reasonable in light of the aforementioned objective. Moreover, specific timing of payment and allocation to each Eligible Director will be determined by the Board of Directors.

The number of Directors (excluding those who are Members of the Audit & Supervisory Committee and Outside Directors) is currently three, which will be three if Proposal No. 3 is approved and resolved as originally proposed. For the issuance and disposal of Restricted Shares Expiring at Retirement, the Company will pay monetary remuneration claims to Eligible Directors based on the resolution of its Board of Directors on condition that they are in the position of Eligible Directors of the Company on the date of resolution for issuance guidelines of restricted shares.

The Eligible Directors shall pay all monetary remuneration claims to be provided in the form of property contributed in kind in accordance with the resolution of the Board of Directors of the Company, and receive common stock of the Company that will be issued or disposed of by the Company. As a result, the total number of the Company's common stock to be issued or disposed of will be 50,000 or less per year (however, if a share split (including allotment of the Company's common stock without contribution) or a reverse share split of the Company's common stock with an effective date after the approval and resolution of this proposal is conducted, the total number will be adjusted within a reasonable range as necessary according to the ratio of share split or reverse share split after the effective date).

The amount to be paid in per share will be the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately before each date of resolution by the Board of Directors (if there is no closing price on such date, the closing price on the closest preceding trading day). Furthermore, the Company's common stock will be issued or disposed of as a result of this on condition of signing a restricted share allotment agreement including, in general, the following details (hereinafter referred to as the "Allotment Agreement") (The Company's common stock allotted under the Allotment Agreement will be hereinafter referred to as the "Shares").

The limit on the amount of remuneration related to monetary claims in order to grant remuneration based on the new plan under this proposal, the total number of the Company's common stock issued or disposed of, and other conditions for granting remuneration to the Eligible Directors based on the new plan under this proposal were

determined in consideration of the aforementioned objective, the Company's business conditions, the Company's policy for determining the details of individual remuneration, etc. for Directors, and various other circumstances. Therefore, the contents of this proposal are necessary and reasonable as a remuneration framework and the Company considers the proposal to be appropriate.

(1) Transfer restriction period

The Eligible Directors shall not transfer, create a security interest on, or otherwise dispose of the Shares during the period between the date of payment for the Shares (hereinafter referred to as the "Payment Date") and resignation or retirement from a position specified in advance by the Company's Board of Directors among the positions of the Group's Directors or other executives (however, if such retirement is before expiration and after three months from the business year to which the Payment Date belongs, the expiration on the day after three months from the business year to which the Payment Date belongs) (hereinafter referred to as the "Transfer Restriction Period.").

(2) Conditions for lifting of transfer restrictions

The transfer restrictions on all of the Shares will be lifted upon the expiration of the Transfer Restriction Period on condition that an Eligible Director was continuously in the position specified in advance by the Company's Board of Directors among the positions of the Company's Director and other executives during the period between the day following the General Meeting of Shareholders immediately before the Payment Date and the date of the next General Meeting of Shareholders (hereinafter referred to as the "Service Provision Period").

(3) Reason for acquisition without contribution

- i. If resignation or retirement of an Eligible Director from a position specified in advance by the Company's Board of Directors among the Group's executive positions not due to death, expiration of term of office, mandatory retirement, or other legitimate reasons is finalized, the Company will acquire all of the Shares without contribution.
- ii. Other reasons for acquisition without contribution are governed by the provisions of the Allotment Agreement pursuant to resolution of the Company's Board of Directors.

(4) Treatment in the case of death or resignation during term of office

Notwithstanding the provisions of the above (1) and (2), if an Eligible Director has resigned or retired from a position specified in advance by the Company's Board of Directors among the positions of the Group's Directors or other executives due to death, expiration of term of office, mandatory retirement, or other legitimate reasons during the Service Provision Period, the transfer restrictions on a certain number of Shares reasonably determined in light of the period of term of office during the Service Provision Period will be lifted at the time of said resignation or retirement. In cases specified above, the Company shall automatically acquire without contribution the Shares on which the transfer restrictions have not been lifted as of the time immediately after the transfer restrictions were lifted.

(5) Treatment during reorganization, etc.

Notwithstanding the provisions of (1) and (2) above, if, during the Transfer Restriction Period, matters relating to a merger agreement, in which the Company is the disappearing company, a share exchange agreement or share transfer plan, in which the Company becomes a wholly owned subsidiary, or other reorganization, etc. are approved at the Company's General Meeting of Shareholders (or at a meeting of its Board of Directors in cases where approval at the Company's General Meeting of Shareholders is not required in relation to such reorganization, etc.), the Company shall lift the transfer restrictions on the Shares with the number of shares that is reasonably determined considering the period from the start date of the Transfer Restriction Period to the date of such approval prior to the date on which the reorganization, etc. becomes effective, by resolution of the Board of Directors of the Company. In cases specified above, the Company shall automatically acquire without contribution the Shares on which the transfer restrictions have not been lifted as of the time immediately after the transfer restrictions were lifted.

(6) Treatment in cases of tender offer, etc.

If a tender offer specified in Article 27-2 of the Financial Instruments and Exchange Act is initiated for the Company's common stock (hereinafter referred to as the "Tender Offer") and an Eligible Director has requested the Company in writing to lift the transfer restrictions for the application for the Tender Offer, transfer restrictions on all of the Shares will be lifted on a day separately determined by the Company's Board of Directors.

(7) Other matters

Other matters related to the Allotment Agreement shall be determined by the Company's Board of Directors.