



May 20, 2026

Company name: TOKYO ENERGY & SYSTEMS INC.
Name of representative: Toshiaki Majima, President and Chief Executive Officer
(Securities code: 1945; Prime Market of the Tokyo Stock Exchange)
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Notice Concerning Amendment to the Articles of Incorporation

TOKYO ENERGY & SYSTEMS INC. (the “Company”) hereby announces that it was resolved at the Board of Directors meeting held today to submit a proposal for amendment to the Articles of Incorporation at the 79th Ordinary General Meeting of Shareholders scheduled to be held on June 26, 2026.

1. Reasons for the amendment

- (1) In order to enable flexible responses to the operation of the General Meeting of Shareholders and the Board of Directors in accordance with the composition of the Company’s Board of Directors, as well as to enhance transparency and objectivity in management, the Company proposes to amend Articles 16 and 24 of the current Articles of Incorporation to stipulate that the convener and chairperson of both the General Meeting of Shareholders and the Board of Directors shall be determined by resolution of the Board of Directors.
- (2) In order to strengthen the management supervisory function of the Board of Directors and separate the business execution function more clearly, the Company proposes to amend Article 23 of the current Articles of Incorporation to revise the provision allowing the selection of the President and other officers from among the Directors, and establish provisions allowing the selection of the President and other officers from among the Executive Officers. In addition, in order to stipulate the executive officer system in the Articles of Incorporation, the Company proposes to newly establish Article 32 in the proposed amendments.
- (3) In conjunction with the new establishment of the above article, the article numbers shall be renumbered accordingly.

2. Details of the amendment

Details of the amendment are as shown in the Attachment.

3. Schedule

Date of General Meeting of Shareholders for the Articles of Incorporation amendment: June 26, 2026 (Planned)

Effective date of the Articles of Incorporation amendment: June 26, 2026 (Planned)

Details of amendments are as follows:

(Underlines indicate amendments.)

Current Articles of Incorporation	Proposed Amendments
Chapter 1 General Provisions Articles 1 to 5 (Text Omitted) Chapter 2 Shares Articles 6 to 12 (Text Omitted) Chapter 3 Shareholders' Meeting Articles 13 to 15 (Text Omitted) (Person with authority to convene and chairperson) Article 16 A shareholders' meeting shall be convened <u>by the president, who acts as chairperson, according to the resolution of the board meeting.</u> If <u>the president</u> has an accident, another director shall, based on an order predetermined by the board of directors, convene the meeting and act as chairperson. <u>If the Company has a director and chairman of the board, "the president" in the preceding paragraphs shall be replaced with "the director and chairman of the board."</u> Articles 17 to 19 (Text Omitted) Chapter 4 Directors <u>and</u> Board of Directors Articles 20 to 22 (Text Omitted) (Representative director and executive directors) Article 23 The representative director of the Company shall be elected from among the directors (excluding directors who are audit and supervisory committee members) according to the resolution of the board of directors. <u>A president, a director and chairman of the board, and a certain number of vice-presidents and managing directors</u> may be elected from among the directors (excluding directors who are audit and supervisory committee members) according to the resolution of the board of directors. (Person with authority to convene the board of directors and chairperson) Article 24 A board meeting <u>may be convened by the president, who shall be appointed as chairperson.</u> If <u>the president</u> has an accident, another director shall, based on an order predetermined by the board of directors, convene the meeting and act as chairperson. <u>If the Company has a director and chairman of the board, "the president" in the preceding paragraphs shall be replaced with "the director and chairman of the board."</u> Articles 25 to 31 (Text Omitted)	Chapter 1 General Provisions Articles 1 to 5 (Unchanged) Chapter 2 Shares Articles 6 to 12 (Unchanged) Chapter 3 Shareholders' Meeting Articles 13 to 15 (Unchanged) (Person with authority to convene and chairperson) Article 16 A shareholders' meeting <u>of the Company</u> shall be convened <u>and chaired by a director designated in advance by the board of directors.</u> If <u>such director</u> has an accident, another director shall, based on an order predetermined by the board of directors, convene the meeting and act as chairperson. Articles 17 to 19 (Unchanged) Chapter 4 <u>Directors, Board of Directors, and Executive Officers</u> Articles 20 to 22 (Unchanged) (Representative director and executive directors) Article 23 The representative director of the Company shall be elected from among the directors (excluding directors who are audit and supervisory committee members) according to the resolution of the board of directors. <u>One director and chairman of the board</u> may be elected from among the directors (excluding directors who are audit and supervisory committee members) according to the resolution of the board of directors. (Person with authority to convene the board of directors and chairperson) Article 24 A board meeting <u>of the Company</u> shall be convened <u>and chaired by a director designated in advance by the board of directors.</u> If <u>such director</u> has an accident, another director shall, based on an order predetermined by the board of directors, convene the board of directors and act as chairperson. Articles 25 to 31 (Unchanged)

Current Articles of Incorporation	Proposed Amendments
(Newly established)	(Executive Officers) <u>Article 32</u> <u>Executive officers responsible for the execution of the Company's business, in addition to directors who execute business may be elected according to the resolution of the board of directors.</u> <u>One president and executive officer, several vice presidents and executive officers, managing executive officers, and other titled executive officers may be elected according to the resolution of the board of directors.</u>
Chapter 5 Audit and Supervisory Committee <u>Articles 32 to 34</u> (Text Omitted)	Chapter 5 Audit and Supervisory Committee <u>Articles 33 to 35</u> (Unchanged)
Chapter 6 Accounting <u>Articles 35 to 38</u> (Text Omitted) Supplementary Provisions (Text Omitted)	Chapter 6 Accounting <u>Articles 36 to 39</u> (Unchanged) Supplementary Provisions (Unchanged)