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To Our Shareholders:

Akio Inoue
Representative Director &
President & Executive Officer
MEIDENSHA CORPORATION
2-1-1 Osaki, Shinagawa-ku, Tokyo

Notice of Convocation of the 162nd Ordinary General Meeting of Shareholders

- 1. Date and Time:** 10:00 a.m. on Thursday, June 25, 2026 (JST) (Reception opens at 9:00 a.m.)
- 2. Venue:** MEIDENSHA Osaki Hall located at 2-5-35 Osaki, Shinagawa-ku, Tokyo
- 3. Agenda of the Meeting:**
Matters to Be Reported upon:
 1. Business Report and Consolidated Financial Statements for the 162nd Fiscal Year (April 1, 2025–March 31, 2026) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
 2. Financial Statements for the 162nd Fiscal Year (April 1, 2025–March 31, 2026)

Matters to Be Voted upon:

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Six (6) Directors (excluding Audit and Supervisory Committee Members)
- Proposal 3:** Election of Five (5) Directors (Audit and Supervisory Committee Members)

4. Matters Concerning Measures for Electronic Provision of Information

In convening the General Meeting of Shareholders, Meidensha uses the electronic provision system in accordance with applicable laws to provide the Business Report and other relevant documents. These materials are made available on Meidensha’s website and the website of the Tokyo Stock Exchange (TSE). Shareholders are kindly requested to access the websites stated below and review the information.

Meidensha’s Website (General Meeting of Shareholders page)

https://www.meidensha.co.jp/ir/ir_06/

TSE website (Search for a listed company)

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Please enter and search for the issue name “Meidensha” or the securities code “6508”, select “Basic information” and “Documents for public inspection/PR information”, in that order, and review the published information.

- If you will not attend the meeting, please exercise your voting rights by postal mail or via the Internet following the guidance on pages 4-5 (Japanese original).
- The General Meeting will be streamed on Meidensha’s website at a later date (for approximately three months after its release).

Proposals and References

Proposal 1: Appropriation of Surplus

Having considered our business results for fiscal year 2025 and future business development, etc. based on our dividend policy, Meidensha has decided on the year-end dividend for the 162nd fiscal year as follows.

Dividend Policy

We position appropriate profit distribution to shareholders as one of our most important management priorities. Our basic policy for profit distribution is to pay out appropriate dividends according to business results as well as enhancing shareholders' equity and improving return on equity. In addition, it is our basic policy to distribute dividends of surplus twice a year as an interim dividend and a year-end dividend. The decision-making bodies for these dividends of surplus are the General Meeting of Shareholders for year-end dividends and the Board of Directors for interim dividends. We effectively appropriate retained earnings to capital investment and research and development for maintaining and improving a competitive market advantage.

1. Type of dividend property

Cash

2. Allotment of dividend property and total amount of dividends

110 yen per share of Meidensha's common stock

Total amount: 4,990,035,930 yen

Total amount of dividends which include the interim dividend (47 yen per share) for the 162nd fiscal year is 157 yen per share.

3. Effective date of dividend of surplus

June 26, 2026

Proposal 2: Election of Six (6) Directors (excluding Audit and Supervisory Committee Members)

The term of office of all the six (6) Directors (excluding Audit and Supervisory Committee Members) will expire at the close of this Ordinary General Meeting of Shareholders. Therefore, Meidensha requests the election of six (6) Directors (excluding Audit and Supervisory Committee Members).

The candidates for Director (excluding Audit and Supervisory Committee Member) are as follows.

In nomination of the candidates, the Board of Directors has made a resolution after consulting the Nomination and Compensation Committee, which is a voluntary committee chaired by an independent outside director and the majority of the members of which are independent outside directors. In addition, the Audit and Supervisory Committee has judged that each candidate in this proposal is qualified to be a Director of Meidensha after deliberation based on the reports of the Nomination and Compensation Committee and the execution status of their duties, etc.

No.	Name	Sex	Current positions and responsibilities at Meidensha	Attendance at the Board of Directors meetings for the 162nd Fiscal Year	Number of years served as Director
1	Takeshi Miida <u>Reappointment</u>	Male	Representative Director & Chairperson & Senior Officer Member of Nomination & Compensation Committee	100% (13/13)	14
2	Akio Inoue <u>Reappointment</u>	Male	Representative Director & President & Executive Officer Member of Nomination & Compensation Committee	100% (13/13)	3
3	Masahiko Suzuki <u>Reappointment</u>	Male	Representative Director & Executive Vice President & Executive Officer Responsible for corporate policy planning, overseas business, and regional energy solutions	100% (13/13)	2
4	Hiroji Adachi <u>Reappointment</u> <u>Outside</u> <u>Independent</u>	Male	Outside Director Member of Nomination & Compensation Committee	100% (13/13)	4
5	Manabu Kinoshita <u>Reappointment</u> <u>Outside</u> <u>Independent</u>	Male	Outside Director Member of Nomination & Compensation Committee	100% (13/13)	3
6	Kumiko Shirai <u>Reappointment</u> <u>Outside</u> <u>Independent</u>	Female	Outside Director	100% (13/13)	2

Reappointment

Candidate for reappointed Director

Outside

Candidate for Outside Director

Independent

Independent Director to be reported to the Tokyo Stock Exchange

Note: If this proposal is approved as originally proposed, Mr. Takeshi Miida plans to step down as Representative Director upon the conclusion of this General Meeting of Shareholders.

No.	Name (Date of birth)	Career summary	Number of shares of Meidensha held
1	<p>Takeshi Miida (August 16, 1955) (Age: 70)</p> <p><u>Reappointment</u></p> <p>Number of years served as Director: 14</p>	<p>Apr. 1978 Joined Meidensha</p> <p>Apr. 2008 Executive Officer General Manager, the Corporate Policy Planning Group and the Corporate Policy Planning Division</p> <p>Apr. 2011 Managing Executive Officer General Manager, the Corporate Policy Planning Group and the Corporate Policy Planning Division</p> <p>Apr. 2012 Senior Managing Executive Officer General Manager, the Corporate Policy Planning Group</p> <p>June 2012 Director & Senior Managing Executive Officer General Manager, the Corporate Policy Planning Group</p> <p>Apr. 2015 Representative Director and Executive Vice President</p> <p>June 2018 Representative Director and President</p> <p>Dec. 2018 Member of Nomination & Compensation Committee (to present)</p> <p>June 2022 Representative Director & President & Executive Officer</p> <p>June 2023 Representative Director & Chairperson & Senior Officer (to present)</p> <p>June 2024 Outside Director of NITTO BOSEKI CO., LTD. (to present)</p> <p>Significant concurrent positions: Outside Director of NITTO BOSEKI CO., LTD.</p>	30,500 shares
Attendance at the Board of Directors meetings: 100% (13/13)			
<p><u>Reason for nomination as candidate for Director and expected role</u></p> <p>Mr. Takeshi Miida has overseen the overall management of Meiden Group as President since 2018 (President & Executive Officer since 2022) and since 2023, as Chairperson & Senior Officer. In addition, he has promoted the enhancement of the supervisory function and the improvement of the effectiveness of the Board of Directors as Director and Chairperson of the Board of Directors meetings.</p> <p>Meidensha requests his election because he can be expected to further enhance the corporate governance of the entire Meiden Group by leveraging the aforementioned experience and achievements, steering the direction of Meiden Group's management, and further revitalizing discussions of the Board of Directors.</p> <p>Furthermore, if this proposal is approved as originally proposed, he plans to step down as Representative Director at the conclusion of this General Meeting of Shareholders in order to clarify the management structure and make way for younger leadership. Even after stepping down as Representative Director, he is expected to remain as Chairperson of the Board of Directors and Director & Chairperson & Senior Officer, where he will help enhance corporate value by strengthening the coordination between execution and oversight roles.</p>			

No.	Name (Date of birth)	Career summary	Number of shares of Meidensha held
2	<p style="text-align: center;">Akio Inoue (September 13, 1964) (Age: 61)</p> <p style="text-align: center;">Reappointment</p> <p>Number of years served as Director: 3</p>	<p>Apr. 1987 Joined Meidensha</p> <p>Apr. 2014 General Manager, the Corporate Policy Planning Group and the Corporate Policy Planning Division</p> <p>Apr. 2015 Executive Officer General Manager, the Corporate Policy Planning Group and the Corporate Policy Planning Division</p> <p>Apr. 2018 Executive Officer General Manager, the Accounting and Financing Group</p> <p>Apr. 2020 Managing Executive Officer General Manager, the Accounting and Financing Group</p> <p>Apr. 2022 Senior Managing Executive Officer General Manager, the Accounting and Financing Group</p> <p>June 2023 Representative Director & President & Executive Officer (to present) Member of Nomination & Compensation Committee (to present)</p>	18,700 shares
Attendance at the Board of Directors meetings: 100% (13/13)			
<p><u>Reason for nomination as candidate for Director and expected role</u></p> <p>Mr. Akio Inoue has been involved in the business group’s planning management, corporate planning, accounting, and financing for many years. He has committed to the overall management of Meiden Group as President & Executive Officer since 2023, and has overseen the Meiden Group’s management and the previous Medium-term Management Plan.</p> <p>Meidensha requests his election because he can be expected to steadily promote Medium-term Management Plan 2027 and further enhance the supervisory function of the Board of Directors through his continuous involvement in management as an overseer of Medium-term Management Plan 2027, by leveraging the aforementioned experience and achievements.</p>			

No.	Name (Date of birth)	Career summary	Number of shares of Meidensha held
3	<p>Masahiko Suzuki (May 20, 1962) (Age: 64)</p> <p><u>Reappointment</u></p> <p>Number of years served as Director: 2</p>	<p>Apr. 1985 Joined Meidensha</p> <p>Apr. 2015 General Manager, the Technology, the Dynamic Measurement and Logistics Systems Division</p> <p>Apr. 2017 Executive Officer General Manager, the Dynamic Measurement and Logistics Systems Division</p> <p>Apr. 2018 Executive Officer General Manager, the Dynamic Measurement System Division</p> <p>Apr. 2019 Managing Executive Officer General Manager, the Research & Development Group</p> <p>Apr. 2022 Senior Managing Executive Officer Strategic Group Leader, the Mobility & Electrical Components Business Group</p> <p>Apr. 2024 Executive Vice President & Executive Officer Strategic Group Leader, the Mobility & Electrical Components Business Group</p> <p>June 2024 Representative Director & Executive Vice President & Executive Officer Strategic Group Leader, the Mobility & Electrical Components Business Group</p> <p>Apr. 2026 Representative Director & Executive Vice President & Executive Officer (to present)</p> <p>Positions and responsibilities at Meidensha Corporate policy planning, overseas business, and regional energy solutions</p>	15,000 shares
Attendance at the Board of Directors meetings: 100% (13/13)			
<p><u>Reason for nomination as candidate for Director and expected role</u></p> <p>Mr. Masahiko Suzuki has overseen the overall management of Meiden Group as Executive Vice President & Executive Officer since 2024 with his extensive experience and achievements as an engineer mainly in the industrial sector. Under the previous Medium-term Management Plan, he has committed to the business expansion as Strategic Group Leader, the Mobility & Electrical Components Business Group. Meidensha requests his election because he can be expected to steadily promote the Medium-term Management Plan 2027 and further enhance the supervisory function of the Board of Directors through his involvement in management, by leveraging the aforementioned experience and achievements.</p>			

No.	Name (Date of birth)	Career summary	Number of shares of Meidensha held
4	<p>Hiroji Adachi (September 1, 1956) (Age: 69)</p> <p><u>Reappointment</u> <u>Outside</u> <u>Independent</u></p> <p>Number of years served as Director: 4</p>	<p>Apr. 2008 Executive Officer of Nippon Oil Corporation (current ENEOS Holdings, Inc.)</p> <p>June 2012 Senior Vice President of JX Holdings, Inc. (current ENEOS Holdings, Inc.)</p> <p>June 2014 Outside Director of TOHO TITANIUM CO., LTD.</p> <p>June 2015 Director and Senior Vice President of JX Holdings, Inc. (current ENEOS Holdings, Inc.)</p> <p>Outside Director of INPEX CORPORATION</p> <p>Outside Director of Maruwn Corporation</p> <p>Apr. 2020 Director, Senior Vice President, and Chief Digital Officer of ENEOS Holdings, Inc.</p> <p>June 2020 Director, Executive Vice President, and Chief Digital Officer of ENEOS Holdings, Inc.</p> <p>Director, Executive Vice President, Chief Digital Officer, and Assistant to President of ENEOS Corporation</p> <p>June 2021 Advisor of ENEOS Holdings, Inc.</p> <p>June 2022 Outside Director of Meidensha (to present)</p> <p>June 2025 Member of Nomination & Compensation Committee of Meidensha (to present)</p>	1,400 shares
Attendance at the Board of Directors meetings: 100% (13/13)			
<p><u>Reason for nomination as candidate for Outside Director and expected role</u></p> <p>Mr. Hiroji Adachi has management experience spanning many years and broad knowledge, as well as a broad view and insight gained through initiatives for research and development, “Monozukuri” and environmental management.</p> <p>Meidensha requests his election because he can be expected to fill roles of offering guidance and advice on further enhancement of the supervisory function of the Board of Directors and appropriate risk-taking, by leveraging the aforementioned experience, knowledge, etc. at meetings of the Board of Directors.</p>			

No.	Name (Date of birth)	Career summary	Number of shares of Meidensha held
5	<p>Manabu Kinoshita (May 17, 1954) (Age: 72)</p> <p><u>Reappointment</u> <u>Outside</u> <u>Independent</u></p> <p>Number of years served as Director: 3</p>	<p>Apr. 2006 Executive General Manager, Distribution/Service Solutions Operations Unit of Enterprise Solutions Business Unit, of NEC Corporation</p> <p>Apr. 2008 Associate Senior Vice President</p> <p>Apr. 2010 Senior Vice President</p> <p>June 2010 Member of the Board</p> <p>Apr. 2016 Senior Executive Vice President</p> <p>Apr. 2018 Senior Officer</p> <p>June 2020 Outside Director of Sumitomo Metal Mining Co., Ltd. (to present)</p> <p>Outside Director of Alfresa Holdings Corporation (to present)</p> <p>June 2023 Outside Director of Meidensha (to present) Member of Nomination & Compensation Committee of Meidensha (to present)</p> <p>Significant concurrent positions: Outside Director of Sumitomo Metal Mining Co., Ltd. Outside Director of Alfresa Holdings Corporation</p>	600 shares
Attendance at the Board of Directors meetings: 100% (13/13)			
<p><u>Reason for nomination as candidate for Outside Director and expected role</u></p> <p>Mr. Manabu Kinoshita has management experience spanning many years and broad knowledge, as well as a broad view and insight gained through marketing and digital business transformation, etc. Meidensha requests his election because he can be expected to fill roles of offering guidance and advice on further enhancement of the supervisory function of the Board of Directors and DX and business transformation, by leveraging the aforementioned experience, knowledge, etc. at meetings of the Board of Directors.</p>			

No.	Name (Date of birth)	Career summary	Number of shares of Meidensha held
6	<p data-bbox="199 705 443 817">Kumiko Shirai (December 17, 1962) (Age: 63)</p> <p data-bbox="231 851 406 963"> Reappointment Outside Independent </p> <p data-bbox="183 1008 459 1086">Number of years served as Director: 2</p>	<p data-bbox="470 280 1268 1500"> Apr. 2004 President & CEO of Nihon Unisys Learning Co. Apr. 2005 Deputy President of Project Management Association of Japan (to present) Apr. 2006 General Manager, HRD Department of Nihon Unisys, Ltd. (current BIPROGY Inc.) Apr. 2007 General Manager, NET Center, Technology Research & Innovation Apr. 2009 General Manager, Technology Management Department Apr. 2014 Auditor of International Association of Project & Program Management Apr. 2016 General Manager, Organization Development Department of Nihon Unisys, Ltd. (current BIPROGY Inc.) Apr. 2017 Corporate Officer Officer, the Operation Division CRMO CISO CPO Apr. 2019 Corporate Officer Officer, the Human Resources Division General Manager, HR Department Apr. 2022 Officer, the Global Businesses Division General Manager, Global Business Department Apr. 2023 Senior Corporate Officer, CISO and CPO of UNIADDEX, Ltd. Director and Vice Chairperson of International Association of Project & Program Management (to present) June 2024 Outside Director of Meidensha (to present) June 2025 Outside Director of Kurimoto, Ltd. (to present) Significant concurrent positions: Outside Director of Kurimoto, Ltd. </p>	700 shares
Attendance at the Board of Directors meetings: 100% (13/13)			
<p data-bbox="191 1563 1045 1594"><u>Reason for nomination as candidate for Outside Director and expected role</u></p> <p data-bbox="191 1601 1444 1691">Ms. Kumiko Shirai has extensive management experience spanning many years and broad knowledge, as well as a broad view and insight gained through her experience as a systems engineer and initiatives for corporate culture transformation.</p> <p data-bbox="191 1697 1428 1825">Meidensha requests her election because she can be expected to fill roles of offering guidance and advice on further enhancement of the supervisory function of the Board of Directors and the promotion of operational reform and human capital management, by leveraging the aforementioned experience, knowledge, etc. at meetings of the Board of Directors.</p>			

- Notes:
1. None of the candidates has any special interest in Meidensha.
 2. Messrs. Hiroji Adachi, Manabu Kinoshita and Ms. Kumiko Shirai are candidates for Outside Director. Meidensha has notified the Tokyo Stock Exchange that they meet both Meidensha's Criteria for Determining the Independence of Outside Directors and the requirements for Independent Directors as stipulated under the Stock Exchange guideline, and has designated them as Independent Directors accordingly.
 3. Pursuant to the provision of Article 427, Paragraph 1 of the Companies Act, Meidensha has entered into limited liability agreements with Messrs. Hiroji Adachi and Manabu Kinoshita and Ms. Kumiko Shirai, candidates for reappointed Outside Director, that limit their liability for damages under Article 423, Paragraph 1 of the said Act to the minimum liability amount stipulated in Article 425, Paragraph 1 of the said Act. If they are elected as originally proposed, Meidensha plans to renew the agreements that it has entered into with them.
 4. Meidensha has entered into a Directors and Officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. If the candidates are elected as originally proposed, each of them will be insured under the insurance contract, which is to be renewed in July 2026. All insurance premiums are borne by Meidensha.
The insurance covers potential damages to be borne by the insured arising from bearing of the liability for the execution of their duties or receiving of a claim related to pursuing the said liability. However, the contract includes certain exemption clauses, such as no compensation being given for liability attributable to acts in violation of laws or regulations that were committed with full knowledge of their illegality.

Proposal 3: Election of Five (5) Directors (Audit and Supervisory Committee Members)

The term of office of all the four (4) Directors (Audit and Supervisory Committee Members) will expire at the close of this Ordinary General Meeting of Shareholders. Therefore, Meidensha requests the election of five (5) Directors (Audit and Supervisory Committee Members). The candidates for Director (Audit and Supervisory Committee Member) are as follows.

In addition, the Audit and Supervisory Committee has previously given its approval on this proposal. In nomination of the candidates, the Board of Directors has made a resolution after consulting the Nomination and Compensation Committee, which is a voluntary committee chaired by an independent outside director and the majority of the members of which are independent outside directors.

No.	Name	Sex	Current positions at Meidensha	Attendance for the 162nd Fiscal Year	Number of years served as Director
1	Seiji Kato <u>Reappointment</u>	Male	Director (Full-time Audit and Supervisory Committee Member)	Board of Directors meetings: 100% (13/13) Audit and Supervisory Committee meetings: 100% (17/17)	2
2	Takashi Kuroda <u>Reappointment</u> <u>Outside</u> <u>Independent</u>	Male	Outside Director (Audit and Supervisory Committee Member)	Board of Directors meetings: 100% (13/13) Audit and Supervisory Committee meetings: 100% (17/17)	4
3	Toshiya Nishino <u>Reappointment</u> <u>Outside</u> <u>Independent</u>	Male	Outside Director (Audit and Supervisory Committee Member)	Board of Directors meetings: 100% (13/13) Audit and Supervisory Committee meetings: 100% (17/17)	2
4	Kumiko Nakatsu <u>New appointment</u> <u>Outside</u> <u>Independent</u>	Female	—	—	—
5	Megumi Yoshida <u>New appointment</u> <u>Outside</u> <u>Independent</u>	Female	—	—	—

New appointment

Candidate for newly appointed Director

Reappointment

Candidate for reappointed Director

Outside

Candidate for Outside Director

Independent

Independent Director to be reported to the Tokyo Stock Exchange

No.	Name (Date of birth)	Career summary	Number of shares of Meidensha held
1	<p>Seiji Kato (November 3, 1962) (Age: 63)</p> <p><u>Reappointment</u></p> <p>Number of years served as Director: 2</p>	<p>Apr. 1988 Joined Meidensha</p> <p>Jan. 2013 General Manager, the General and Legal Affairs Division, the HR Management and General Affairs Group</p> <p>Apr. 2014 General Manager, the Internal Auditing Division</p> <p>Apr. 2016 General Manager, the Legal Affairs Division, the HR Management and General Affairs Group</p> <p>Apr. 2018 Senior General Manager, the Auditors' Office</p> <p>June 2018 Audit & Supervisory Board Member</p> <p>June 2020 Administration Officer</p> <p> General Manager, the Support and Advisory Division for Audit and Supervisory Committee</p> <p>Apr. 2021 Executive Officer</p> <p> General Manager, the Support and Advisory Division for Audit and Supervisory Committee</p> <p>Apr. 2024 Executive Officer</p> <p> Senior General Manager, the Support and Advisory Division for Audit and Supervisory Committee</p> <p>June 2024 Director (Full-time Audit and Supervisory Committee Member) (to present)</p>	4,300 shares
Attendance at the Board of Directors meetings: 100% (13/13)			
Attendance at the Audit and Supervisory Committee meetings: 100% (17/17)			
<p><u>Reason for nomination as candidate for Director and expected role</u></p> <p>Mr. Seiji Kato has extensive experience and achievements mainly in corporate legal affairs, intellectual property, and auditing. He has committed to the enhancement of the supervisory function of the Board of Directors and the Audit and Supervisory Committee as Chairperson of the Audit and Supervisory Committee since June 2024.</p> <p>He also possesses a broad view and insight in corporate governance and auditing, and Meidensha requests his election because he can be expected to further enhance audit and supervisory functions by leveraging the aforementioned expertise, experience, etc. in Meidensha's audits and meetings of the Board of Directors.</p>			

No.	Name (Date of birth)	Career summary	Number of shares of Meidensha held
2	<p>Takashi Kuroda (March 18, 1956) (Age: 70)</p> <p><u>Reappointment</u> <u>Outside</u> <u>Independent</u></p> <p>Number of years served as Director: 4</p>	<p>Apr. 2009 Executive Officer and General Manager, Chubu Branch of Mitsui Sumitomo Insurance Company, Limited</p> <p>Apr. 2011 Managing Executive Officer and General Manager, First Tokyo Company Division</p> <p>Apr. 2014 Senior Executive Officer and General Manager, First Tokyo Company Division</p> <p>Apr. 2015 Director, Senior Executive Officer and General Manager, Claims Support Division</p> <p>June 2018 Director, Executive Vice President</p> <p>Director and Executive Officer of MS&AD Insurance Group Holdings, Inc.</p> <p>Apr. 2020 Director, MS&AD Insurance Group Holdings, Inc. Representative Director and President of Mitsui Sumitomo Agency Service, Limited</p> <p>June 2021 Outside Audit & Supervisory Board Member of Mitsui Sumitomo Aioi Life Insurance Company, Limited</p> <p>June 2022 Outside Director (Audit and Supervisory Committee Member) of Meidensha (to present)</p>	0 shares
Attendance at the Board of Directors meetings: 100% (13/13)			
Attendance at the Audit and Supervisory Committee meetings: 100% (17/17)			
<p><u>Reason for nomination as candidate for Outside Director and expected role</u></p> <p>Mr. Takashi Kuroda has extensive management experience spanning many years and broad knowledge, as well as a broad view and insight gained through marketing experience and human resource development. Meidensha requests his election because he can be expected to further enhance audit and supervisory functions by leveraging the aforementioned expertise, experience, etc. in Meidensha's audits and meetings of the Board of Directors.</p>			

No.	Name (Date of birth)	Career summary	Number of shares of Meidensha held
3	<p>Toshiya Nishino (November 6, 1960) (Age: 65)</p> <p><u>Reappointment</u> <u>Outside</u> <u>Independent</u></p> <p>Number of years served as Director: 2</p>	<p>June 2005 General Manager, Structured Trust Products Department of Sumitomo Trust Co., Ltd. (currently Sumitomo Mitsui Trust Bank, Limited)</p> <p>June 2006 General Manager, Human Resources Department</p> <p>May 2009 General Manager, Tokyo Business Department IV</p> <p>Apr. 2011 Executive Officer and General Manager, Kyoto Branch</p> <p>Apr. 2014 Managing Executive Officer</p> <p>Apr. 2017 Senior Managing Executive Officer</p> <p>Apr. 2019 President of Sumitomo Mitsui Trust Guarantee Co., Ltd.</p> <p>Apr. 2020 President of Sumitomo Mitsui Trust Panasonic Finance Co., Ltd.</p> <p>Apr. 2024 Chief Executive Advisor of Sumitomo Mitsui Trust Panasonic Finance Co., Ltd.</p> <p>June 2024 Outside Director (Audit and Supervisory Committee Member) of Meidensha (to present)</p>	400 shares
	Attendance at the Board of Directors meetings: 100% (13/13)		
	Attendance at the Audit and Supervisory Committee meetings: 100% (17/17)		
	<p><u>Reason for nomination as candidate for Outside Director and expected role</u></p> <p>Mr. Toshiya Nishino has extensive management experience spanning many years and broad knowledge, as well as a broad view and insight gained through sales experience and human resource development. Meidensha requests his election because he can be expected to further enhance audit and supervisory functions by leveraging the aforementioned expertise, experience, etc. in Meidensha's audits and meetings of the Board of Directors.</p>		

No.	Name (Date of birth)	Career summary	Number of shares of Meidensha held
4	<p>Kumiko Nakatsu (June 21, 1972) (Age: 53)</p> <p><u>New appointment</u> <u>Outside</u> <u>Independent</u></p>	<p>Apr. 1995 Joined People’s Finance Corporation(current Japan Finance Corporation)</p> <p>Apr. 2011 General Manager, Third Sales Division of Dentsu eMarketing One Inc. (current Dentsu Digital Inc.)</p> <p>Oct. 2013 Executive Officer and General Manager, Third Sales Division</p> <p>July 2016 Executive Officer of Dentsu Digital Inc.</p> <p>Jan. 2021 Executive Vice President of Dentsu Digital Inc. Executive Officer of dentsu Japan</p> <p>Mar. 2024 Corporate Officer, Deputy Digital Agency Business Division Manager, CX Business Headquarters of transcosmos inc.</p> <p>Apr. 2025 Corporate Officer, Deputy CX Business Headquarters Manager, Deputy Digital Agency Business Division Manager of transcosmos inc.</p> <p>June 2025 Corporate Senior Officer, Deputy CX Business Headquarters Manager, Deputy Digital Agency Business Division Manager of transcosmos inc.</p> <p>Oct. 2025 Corporate Senior Officer, Deputy CX Business Headquarters Manager, in Charge of Digital Agency Business Division of transcosmos inc.</p> <p>Apr. 2026 Corporate Senior Officer, Deputy CX Business Headquarters Manager, in Charge of Digital Agency Business Division, Deputy Digital Produce Business Division Manager of transcosmos inc. (to present)</p> <p>Significant concurrent positions: Corporate Senior Officer of transcosmos inc.</p>	0 shares
<p><u>Reason for nomination as candidate for Outside Director and expected role</u></p> <p>Ms. Kumiko Nakatsu has extensive management experience spanning many years and broad knowledge, as well as a broad view and insight gained through digital marketing experience and initiatives for corporate culture transformation.</p> <p>Meidensha requests her election because she can be expected to further enhance audit and supervisory functions by leveraging the aforementioned expertise, experience, etc. in Meidensha’s audits and meetings of the Board of Directors.</p>			

No.	Name (Date of birth)	Career summary	Number of shares of Meidensha held
5	<p>Megumi Yoshida* (October 1, 1976) (Age: 49)</p> <p>New appointment Outside Independent</p>	<p>Dec. 2004 Joined KPMG AZSA LLC</p> <p>Sep. 2011 Registered as a Certified Public Accountant</p> <p>Feb. 2013 Managing Partner of Yoshida Megumi Certified Public Accountant Office (to present)</p> <p>Dec. 2015 Outside Audit & Supervisory Board Member of Hashilus Co., Ltd.</p> <p>June 2021 Outside Director of Tokyo Metropolitan Sewerage Service Corporation (to present)</p> <p>June 2025 Outside Director of PCA CORPORATION (to present)</p> <p>Significant concurrent positions: Outside Director of Tokyo Metropolitan Sewerage Service Corporation Outside Director of PCA CORPORATION</p>	0 shares
<p><u>Reason for nomination as candidate for Outside Director and expected role</u></p> <p>Ms. Megumi Yoshida has high expertise and extensive experience as a certified public accountant spanning many years, as well as a broad view and insight gained through initiatives for promoting DEI. Meidensha requests her election because she can be expected to further enhance audit and supervisory functions by leveraging the aforementioned expertise, experience, etc. in Meidensha’s audits and meetings of the Board of Directors.</p>			

*Ms. Yoshida’s legal name is Megumi Murata.

- Notes:
1. None of the candidates has any special interest in Meidensha.
 2. Messrs. Takashi Kuroda and Toshiya Nishino and Ms. Kumiko Nakatsu and Megumi Yoshida are candidates for Outside Director. Meidensha has notified the Tokyo Stock Exchange that they meet both Meidensha's Criteria for Determining the Independence of Outside Directors and the requirements for Independent Directors as stipulated under the Stock Exchange guideline, and has designated them as Independent Directors accordingly.
 3. Meidensha has entered into agreements with Messrs. Seiji Kato, Takashi Kuroda and Toshiya Nishino, candidates for reappointed Director (Audit and Supervisory Committee Member), that limit the maximum amount of liability for damages to the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act. If they are elected as originally proposed at this Ordinary General Meeting of Shareholders, Meidensha plans to renew the agreements that it has entered into with them.
In addition, if Ms. Kumiko Nakatsu and Megumi Yoshida, candidates for newly appointed Director (Audit and Supervisory Committee Member), are elected as originally proposed, Meidensha plans to enter into agreements with them pursuant to the provision of Article 427, Paragraph 1 of the Companies Act that limit the maximum amount of liability for damages set forth in Article 423, Paragraph 1 of the said Act. The maximum amount of liability pursuant to the agreements is the minimum liability amount stipulated in Article 425, Paragraph 1 of the said Act.
 4. Meidensha has entered into a Directors and Officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. If the candidates are elected as originally proposed, each of them will be insured under the insurance contract, which is to be renewed in July 2026. All insurance premiums are borne by Meidensha.
The insurance covers potential damages to be borne by the insured arising from bearing of the liability for the execution of their duties or receiving of a claim related to pursuing the said liability. However, the contract includes certain exemption clauses, such as no compensation being given for liability attributable to acts in violation of laws or regulations that were committed with full knowledge of their illegality.

[Reference] Criteria for Determining the Independence of Outside Directors

MEIDENSHA CORPORATION (hereinafter “Meidensha”) determines Outside Directors to be independent if they are judged not to fall under any of the following items.

1. An Executive Director, Executive Officer, or any other person equivalent to these or an employee (hereinafter an “Executive”) of Meidensha and its group companies (hereinafter collectively referred to as “Meiden Group”) or any person who had been an Executive of Meiden Group in the past
2. An Executive of a company whose total transactions with Meiden Group exceed 2% of the consolidated net sales of Meidensha or the other party in any of the last three business years
3. An Executive of a financial institution that has provided a loan to Meiden Group in an amount exceeding 2% of the consolidated total assets of Meiden Group as of the end of any of the last three business years
4. A person who has belonged to the audit firm that serves as the accounting auditor of Meiden Group in any of the last three business years
5. A consultant, attorney, certified public accountant, or any other person providing professional services who receives money or other property benefits exceeding 10 million yen annually other than Outside Directors’ compensation from Meiden Group; or if such person is a body including a corporation, then the Executive of a body including a corporation whose property benefits received annually from Meiden Group exceed 2% of consolidated net sales, in any of the last three business years
6. A person who has received donations from Meiden Group exceeding 10 million yen annually; or if such person is a body including a corporation, then the Executive of a body including a corporation whose property benefits received from Meiden Group exceed 2% of annual total revenues, as of the end of any of the last three business years
7. A person 10% or more of whose voting rights are held by Meiden Group; or if such person is a body including a corporation, then its Executive, as of the end of any of the last three business years
8. A person holding 10% or more voting rights of Meidensha; or if such person is a body including a corporation, then its Executive, as of the end of any of the last three business years
9. An Executive or a full-time Statutory Auditor of a company in which an Executive of Meiden Group serves as an Outside Director
10. A spouse or relatives within the second degree of kinship of those persons who fall under any of the above items, and at the same time an Executive in a position of general manager or higher or any other important person such as an employee equivalent to general manager or higher

[Reference] Composition of Meidensha’s Board of Directors (Skill Matrix)

Meidensha has formulated the “Medium-term Management Plan 2027” based on the medium- to long-term major issues (materialities) that must be addressed to achieve our vision for 2030: “a sustainability partner that works to build a new society through integrity to the earth, society, and people, and through the power of co-creation.”

To ensure the effective execution of these initiatives, we have established a Skill Matrix that identifies the specific areas of expertise required of Directors in order for the Board to fulfill its supervisory role and make significant management decisions.

Based on this framework, we select Director candidates through appropriate evaluation of their capabilities, insight, and experience, in order to ensure optimal placement of human resources.

[Skills Required to the Board of Directors and the Reasons]

Meidensha believes that members of the Board of Directors with the following skills and experiences are essential, for the reasons described below.

Skills	Reasons why such skill is required
Business management/ Sustainability	To take on the challenge of creating a new society and to sustainably increase corporate value, it is important to possess knowledge and experience in corporate management, such as restructuring the management foundation, strengthening the corporate governance system and planning growth strategies with an eye to the future, including M&A, and specifying the direction of management.
DX	To achieve harmony between people and digital technology, it is essential to have knowledge and experience in utilizing innovative digital technologies such as generative AI for operational reform and business transformation.
Finance/ Accounting	To optimally allocate efficiently operated management resources to investments for further growth and shareholder returns, etc., based on an understanding of the cost of capital, and to provide accurate financial reporting.
Legal affairs/ Internal control	To strengthen internal control and compliance / risk management structure, that form the base for honest and responsible business operations.
HR development/ DEI	To realize an organization that attracts individuals and to foster an environment and corporate culture in which diverse and motivated talent can grow and work actively together by promoting human resource development and DEI.
Sales/Marketing	To achieve optimal resource allocation to focus areas through sales strategy and marketing, and to take on the challenge of growing existing businesses and new businesses with an eye to the future.
Global	To further strengthen areas of strength and expand overseas business by developing new areas, it is important to have overseas business experience, knowledge and experience in international affairs, policy trends, etc.
Research and Development/ Innovation	To create new technologies and new businesses and to upgrade value provision through research that looks at future social issues and changes, pictures the future vision, and explores the possibilities of technologies and businesses for the future (oriented research) and innovation through co-creation.
“Monozukuri”	To contribute to the realization of a safe, secure, and convenient society by improving safety, quality, and productivity through the evolution of our “Monozukuri” capabilities we are proud of, and by promoting resilient supply chain development.
Environment	To promote the contribution to carbon neutrality, it is important to have knowledge and experience in the expansion of environmental contribution businesses and green strategies, etc., including those centered on the decarbonization of the entire value chain.

[If Proposal 2 and Proposal 3 are approved as originally proposed, the composition of the Board of Directors will be as follows.]

Position	Name	Skills expected from candidates for Directors									
		Business management/ Sustainability	DX	Finance/ Accounting	Legal affairs/ Internal control	HR development/ DEI	Sales/ Marketing	Global	Research and development / Innovation	“Monozukuri”	Environment
Director	Takeshi Miida	●	●		●	●	●				
	Akio Inoue	●	●	●	●	●					●
	Masahiko Suzuki	●		●				●	●	●	●
	Hiroji Adachi (Outside Director)	●	●					●	●	●	●
	Manabu Kinoshita (Outside Director)	●	●			●	●		●		
	Kumiko Shirai (Outside Director)	●	●			●		●			●
Director (Audit and Supervisory Committee Member)	Seiji Kato	●		●	●				●		
	Takashi Kuroda (Outside Director)	●			●	●	●	●			
	Toshiya Nishino (Outside Director)	●		●	●	●	●				
	Kumiko Nakatsu (Outside Director)	●	●			●	●		●		
	Megumi Yoshida (Outside Director)	●		●	●	●					

Notes:

1. The above Skill Matrix presents the specific skills that Meidensha particularly expects from each candidate. It does not present all knowledge and experience possessed by them.
2. Meidensha has notified the Tokyo Stock Exchange that all candidates for Outside Director are Independent Directors.

[Reference] Status on Strategic Shareholdings

Meidensha's basic policy is to hold strategic shareholdings that contribute to the enhancement of corporate value, while taking into account market conditions, etc., for the purpose of maintaining and expanding transactions, securing and strengthening medium- to long-term cooperative relationships with partners such as tie-ups and alliance partners, and to consider selling strategic shareholdings that are no longer deemed meaningful or reasonable.

Based on this policy, the Board of Directors comprehensively reviews each year whether the ratio of return (dividends, related trading profits, etc.) to market value for each issue reaches the target cost of capital level, as well as strategic factors, before deciding whether to hold or reduce listed shares currently held by Meidensha.

In fiscal year 2025, as of March 31, 2025, Meidensha held 88 listed and unlisted stocks, with a total balance sheet amount of 23,221 million yen. During this fiscal year, Meidensha sold all shares of one listed stock and one unlisted stock, and as a result, as of March 31, 2026, the number of issues held by Meidensha decreased to 86. Meanwhile, the amount on the balance sheet was 36,869 million yen due to the increased share price of listed stocks held by Meidensha. This represents 20.7% of consolidated net assets as of March 31, 2026. Meidensha does not hold any deemed shares.

Based on the above basic policy, Meidensha is continuously reducing strategic shareholdings and plans to reduce them further. As a result of reduction measures taken from April 1, 2026 to the commencement date of electronic provision of the convocation notice, the balance of strategic shareholdings as of the commencement date of electronic provision of the convocation notice represents 19.8% of consolidated net assets as of March 31, 2026.

Meidensha will continue to further reduce strategic shareholdings after the Board of Directors verifies whether they are still meaningful or reasonable, with a focus on enhancing capital efficiency and generating cash for sustainable value creation.