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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 160th Ordinary General Meeting of Shareholders**

- 1. Date and Time:** 10:00 a.m. on Tuesday, June 25, 2024 (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 160th Fiscal Year (April 1, 2023–March 31, 2024) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
 2. Financial Statements for the 160th Fiscal Year (April 1, 2023–March 31, 2024)

Matters to Be Voted upon:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Election of Eight (8) Directors (excluding Audit and Supervisory Committee Members)
Proposal 3: Election of Four (4) Directors (Audit and Supervisory Committee Members)

4. Matters Concerning Measures for Electronic Provision of Information

In convening the General Meeting of Shareholders, Meidensha has started measures for electronic provision of information contained in the Business Report, etc., and the matters to be provided electronically are published on Meidensha’s website and on the website of Tokyo Stock Exchange (TSE). You are kindly requested to access the websites stated below and check 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 3-4 (Japanese original)
- The General Meeting will be streamed on Meidensha’s website at a later date (for approximately three months after its release).

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- Of the matters to be provided electronically, Consolidated Statement of Changes in Net Assets and Notes to Consolidated Financial Statements in the Consolidated Financial Statements, and Non-consolidated Statement of Changes in Net Assets and Notes to Financial Statements in the Financial Statements are published on the above Meidensha’s website of and TSE website instead of being included in the paper copy to be sent to shareholders (including those who have specifically requested the paper copy of the matters to be provided electronically), in accordance with laws and regulations and the

provisions of the Articles of Incorporation. In addition, Consolidated Financial Statements and Financial Statements included in the paper copy to be sent to shareholders who have requested it constitute part of the Consolidated Financial Statements and Financial Statements audited by the Accounting Auditor and the Audit and Supervisory Committee in preparing the Accounting Auditor's Reports and the Audit Report.

- Any updates to the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements, and Financial Statements will be published on the Meidensha's website and TSE website stated above.

Proposals and References

Proposal 1: Appropriation of Surplus

Having considered our business results for fiscal year 2023 and future business development, etc. based on our dividend policy, Meidensha has decided on the year-end dividend for the 160th fiscal year as follows.

Dividend Policy

We recognize appropriate profit distribution to shareholders as one of our most important management issues. Our basic policy for profit distribution is to pay out appropriate dividends according to business results as well as enhancing shareholders' equity and improve return on equity.

In addition, we, as a basic policy, 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

50 yen per share of Meidensha's common stock

Total amount: 2,268,338,150 yen

Total amount of dividends which include the interim dividend (25 yen per share) for the 160th fiscal year is 75 yen per share.

3. Effective date of dividend of surplus

June 26, 2024

Proposal 2: Election of Eight (8) Directors (excluding Audit and Supervisory Committee Members)

The term of office of all the seven (7) 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 eight (8) Directors (excluding Audit and Supervisory Committee Members).

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

No.	Name	Sex	Current positions and responsibilities at Meidensha	Attendance at the Board of Directors meetings for the 160th Fiscal Year	Number of years served as Director
1	Takeshi Miida Reappointment	Male	Representative Director & Chairperson & Senior Officer Member of Nomination & Compensation Committee	100% (13/13)	12
2	Akio Inoue Reappointment	Male	Representative Director & President & Executive Officer Member of Nomination & Compensation Committee	100% (10/10)	1
3	Masahiko Suzuki New appointment	Male	Executive Vice President & Executive Officer Strategic Group Leader in charge of the Mobility & Electrical Components Business Group	—	—
4	Masayuki Iwao Reappointment	Male	Director & Senior Managing Executive Officer General Manager, the HR Management Group Responsible for accounting, financing, corporate governance, work style reform, DEI, and risk management	100% (13/13)	3
5	Hiroyuki Takenaka Reappointment Outside Independent	Male	Director (Outside Director) Head of Nomination & Compensation Committee	100% (13/13)	11
6	Hiroji Adachi Reappointment Outside Independent	Male	Director (Outside Director)	100% (13/13)	2
7	Manabu Kinoshita Reappointment Outside Independent	Male	Director (Outside Director) Member of Nomination & Compensation Committee	100% (10/10)	1
8	Kumiko Shirai New appointment Outside Independent	Female	—	—	—

<u>Reappointment</u>	Candidate for reappointed Director
<u>New appointment</u>	Candidate for newly appointed Director
<u>Outside</u>	Candidate for Outside Director
<u>Independent</u>	Independent Director to be reported to the Tokyo Stock Exchange

Note: Attendance at the Board of Directors meetings for Mr. Akio Inoue and Mr. Manabu Kinoshita is counted based on the meetings held after their appointment on June 28, 2023.

No.	Name (Date of birth)	Career summary	Number of shares of Meidensha held
1	<p>Takeshi Miida (August 16, 1955) (Age: 68)</p> <p><u>Reappointment</u></p> <p>Number of years served as Director: 12</p>	<p>Apr. 1978 Joined Meidensha</p> <p>Apr. 2008 Executive Officer General Manager in charge of 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 (to present)</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>	25,600 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>			

No.	Name (Date of birth)	Career summary	Number of shares of Meidensha held
2	<p data-bbox="193 504 448 616">Akio Inoue (September 13, 1964) (Age: 59)</p> <p data-bbox="231 660 406 694"><u>Reappointment</u></p> <p data-bbox="181 734 459 801">Number of years served as Director: 1</p>	<p data-bbox="470 280 598 313">Apr. 1987</p> <p data-bbox="622 280 837 313">Joined Meidensha</p> <p data-bbox="470 324 598 358">Apr. 2014</p> <p data-bbox="622 324 1181 392">General Manager in charge of the Corporate Policy Planning Group</p> <p data-bbox="470 403 598 436">Apr. 2015</p> <p data-bbox="622 403 1181 515">Executive Officer General Manager in charge of the Corporate Policy Planning Division</p> <p data-bbox="470 526 598 560">Apr. 2018</p> <p data-bbox="622 526 1181 638">Executive Officer General Manager in charge of the Accounting and Financing Group</p> <p data-bbox="470 649 598 683">Apr. 2020</p> <p data-bbox="622 649 1181 761">Managing Executive Officer General Manager in charge of the Accounting and Financing Group</p> <p data-bbox="470 772 598 806">Apr. 2022</p> <p data-bbox="622 772 1181 884">Senior Managing Executive Officer General Manager in charge of the Accounting and Financing Group</p> <p data-bbox="470 896 598 929">June 2023</p> <p data-bbox="622 896 1220 1030">Representative Director & President & Executive Officer (to present) Member of Nomination & Compensation Committee (to present)</p>	13,700 shares
Attendance at the Board of Directors meetings: 100% (10/10)			
<p data-bbox="193 1086 949 1120"><u>Reason for nomination as candidate for Director and expected role</u></p> <p data-bbox="193 1131 1428 1243">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 the Meiden Group's management as an overseer of Medium-term Management Plan 2024.</p> <p data-bbox="193 1254 1444 1377">Meidensha requests his election because he can be expected to promote Medium-term Management Plan 2024 and enhance the supervisory function of the Board of Directors through his involvement in management as an overseer of Medium-term Management Plan 2024, by leveraging the aforementioned experience and achievements.</p>			

No.	Name (Date of birth)	Career summary	Number of shares of Meidensha held
3	Masahiko Suzuki (May 20, 1962) (Age: 62) <u>New appointment</u>	Apr. 1985 Joined Meidensha Apr. 2015 General Manager, the Technology, the Dynamic Measurement and Logistics Systems Division Apr. 2017 Executive Officer General Manager, the Dynamic Measurement and Logistics Systems Division Apr. 2018 Executive Officer General Manager, the Dynamic Measurement System Division Apr. 2019 Managing Executive Officer General Manager, the Research & Development Group Apr. 2022 Senior Managing Executive Officer Strategic Group Leader, the Mobility & Electrical Components Business Group Apr. 2024 Executive Vice President & Executive Officer (to present) Strategic Group Leader, the Mobility & Electrical Components Business Group (to present)	11,600 shares
<u>Reason for nomination as candidate for Director and expected role</u> Mr. Masahiko Suzuki worked to promote research and development, and innovation under the previous Medium-term Management Plan based on his extensive experience and achievements as an engineer mainly in the industrial sector. Under the Medium-term Management Plan 2024, he has committed to the business expansion as Strategic Group Leader in charge of the Mobility & Electrical Components Business Group. Meidensha requests his election because he can be expected to promote the Medium-term Management Plan 2024 and enhance the supervisory function of the Board of Directors through his involvement in management, by leveraging the aforementioned experience and achievements.			

No.	Name (Date of birth)	Career summary	Number of shares of Meidensha held
4	<p data-bbox="229 501 411 613">Masayuki Iwao (July 17, 1960) (Age: 63)</p> <p data-bbox="233 658 408 692"><u>Reappointment</u></p> <p data-bbox="185 734 458 801">Number of years served as Director: 3</p>	<p data-bbox="475 282 1257 909"> Apr. 1985 Joined Meidensha Apr. 2015 Executive Officer General Manager, the Financing Division Apr. 2016 Executive Officer General Manager, the Accounting and Financing Group Apr. 2018 Managing Executive Officer Apr. 2020 Managing Executive Officer General Manager, the Internal Control Promotion Group Apr. 2021 Senior Managing Executive Officer General Manager, the Internal Control Promotion Group and the HR and General Affairs Group June 2021 Director (to present) Apr. 2022 Senior Managing Executive Officer (to present) General Manager, the HR Management Group (to present) </p> <p data-bbox="475 920 1273 1025"> Positions and responsibilities at Meidensha: Accounting, financing, corporate governance, work style reform, DEI, and risk management </p>	<p data-bbox="1302 636 1458 669">13,800 shares</p>
Attendance at the Board of Directors meetings: 100% (13/13)			
<p data-bbox="193 1088 948 1115"><u>Reason for nomination as candidate for Director and expected role</u></p> <p data-bbox="193 1126 1417 1249">Mr. Masayuki Iwao has been involved in accounting, financing, planning management of overseas business, internal control, and risk management for many years. This fiscal year, he is in charge of overall human resources, accounting, financing, and corporate governance as well as promotion of diversity, equity and inclusion under the Medium-term Management Plan 2024.</p> <p data-bbox="193 1256 1442 1350">Meidensha requests his election because he can be expected to promote Medium-term Management Plan 2024 and 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
5	Hiroyuki Takenaka (April 30, 1947) (Age: 77) <div style="border: 1px solid black; padding: 2px; display: inline-block; margin: 2px;">Reappointment</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; margin: 2px;">Outside</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; margin: 2px;">Independent</div> Number of years served as Director: 11	June 2001 Director of Sumitomo Electric Industries, Ltd. June 2003 Executive Officer June 2004 Managing Director June 2007 Senior Managing Director, the Electrical Cable, Materials, and Energy Business Headquarters and the Production Technology Headquarters June 2008 Senior Managing Director, the Electrical Cable, Materials, and Energy Business Headquarters May 2010 Senior Managing Director June 2010 Executive Vice President June 2013 Director (Outside Director) of Meidensha (to present) Dec. 2018 Head of Nomination & Compensation Committee of Meidensha (to present)	0 shares
Attendance at the Board of Directors meetings: 100% (13/13)			
<u>Reason for nomination as candidate for Outside Director and expected role</u> Mr. Hiroyuki Takenaka uses his extensive management experience spanning many years and broad knowledge to tirelessly work to enhance Meiden Group's corporate governance. At present, he is serving as head of the voluntary Nomination and Compensation Committee, contributing to improved transparency of management. 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 continuing to leverage the aforementioned experience and knowledge at meetings of the Board of Directors.			

No.	Name (Date of birth)	Career summary	Number of shares of Meidensha held
6	<p>Hiroji Adachi (September 1, 1956) (Age: 67)</p> <p><u>Reappointment</u> <u>Outside</u> <u>Independent</u></p> <p>Number of years served as Director: 2</p>	<p>Apr. 2008 Executive Officer of Nippon Oil Corporation</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. Outside Director of INPEX CORPORATION 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. 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 Director (Outside Director) of Meidensha (to present)</p>	900 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 promotion of DX. 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
7	<p>Manabu Kinoshita (May 17, 1954) (Age: 70)</p> <p><u>Reappointment</u> <u>Outside</u> <u>Independent</u></p> <p>Number of years served as Director: 1</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 Director (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>	200 shares
Attendance at the Board of Directors meetings: 100% (10/10)			
<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
8	Kumiko Shirai (December 17, 1962) (Age: 61) New appointment Outside Independent	<p>Apr. 2004 President & CEO of Nihon Unisys Learning Co.</p> <p>Apr. 2006 General Manager, HRD Department of Nihon Unisys, Ltd. (current BIPROGY Inc.)</p> <p>Apr. 2007 General Manager, NET Center, Technology Research & Innovation</p> <p>Apr. 2009 General Manager, Technology Management Department</p> <p>Apr. 2016 General Manager, Organization Development Department</p> <p>Apr. 2017 Corporate Officer Officer, the Operation Division CRMO CISO CPO</p> <p>Apr. 2019 Corporate Officer Officer, the Human Resources Division General Manager, HR Department</p> <p>Apr. 2022 Officer, the Global Businesses Division General Manager, Global Business Department</p> <p>Apr. 2023 Senior Corporate Officer of UNIADDEX, Ltd. (to present)</p> <p>Significant concurrent positions: Senior Corporate Officer of UNIADDEX, Ltd.</p>	0 shares
<p><u>Reason for nomination as candidate for Outside Director and expected role</u></p> <p>Ms. Kumiko Shirai has extensive management experience spanning many years and broad knowledge of digital field based on her experience as a systems engineer, as well as a broad view and insight concerning corporate culture transformation and human resource development. 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 DX and human capital management, by leveraging the aforementioned experience, knowledge, etc. at meetings of the Board of Directors.</p>			

- Notes:
1. No special interests exist between the candidates and Meidensha.
 2. Messrs. Hiroyuki Takenaka, Hiroji Adachi, Manabu Kinoshita and Ms. Kumiko Shirai are candidates for Outside Director. Meidensha has reported them as Independent Director to the Tokyo Stock Exchange since they satisfy Meidensha's Criteria for Determining the Independence of Outside Directors and the requirements for Independent Directors as stipulated under the Stock Exchange guideline.
 3. Meidensha has entered into agreements with Messrs. Hiroyuki Takenaka, Hiroji Adachi and Manabu Kinoshita, candidates for reappointed Outside Director, 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, Meidensha plans to continue the agreements that it has entered into with them.
In addition, if Ms. Kumiko Shirai, candidate for newly appointed Outside Director, is elected as originally proposed, Meidensha plans to enter into an agreement with her pursuant to the provision of Article 427, Paragraph 1 of the Companies Act that limits 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 agreement 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 2024.

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. All insurance premiums are borne by Meidensha.

Proposal 3: Election of Four (4) 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 four (4) Directors (Audit and Supervisory Committee Members).

In addition, the Audit and Supervisory Committee has previously given its approval on this proposal.

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

No.	Name	Sex	Current positions at Meidensha	Attendance for the 160th Fiscal Year	Number of years served as Director
1	Seiji Kato New appointment	Male	Executive Officer Senior General Manager, the Support and Advisory Division for Audit and Supervisory Committee	—	—
2	Keiko Hayashi Reappointment Outside Independent	Female	Audit and Supervisory Committee Member (Outside Director) Member of Nomination & Compensation Committee	Board of Directors meetings: 100% (13/13) Audit and Supervisory Committee meetings: 100% (16/16)	4
3	Takashi Kuroda Reappointment Outside Independent	Male	Audit and Supervisory Committee Member (Outside Director)	Board of Directors meetings: 100% (13/13) Audit and Supervisory Committee meetings: 100% (16/16)	2
4	Toshiya Nishino New appointment Outside Independent	Male	—	—	—

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: 61)</p> <p>New appointment</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 (to present) Senior General Manager, the Support and Advisory Division for Audit and Supervisory Committee (to present)</p>	3,800 shares
<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, as well as a broad view and insight in corporate governance and auditing such as contributing to the enhancement of the supervisory function of the Board of Directors and the Audit and Supervisory Committee by committing to the operation of the Audit and Supervisory Committee after the institutional design change to Company with an Audit and Supervisory Committee.</p> <p>Meidensha requests his election because he can be expected to further enhance audit and supervisory functions by leveraging the aforementioned extensive experience 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>Keiko Hayashi (August 11, 1960) (Age: 63)</p> <p><u>Reappointment</u> <u>Outside</u> <u>Independent</u></p> <p>Number of years served as Director: 4</p>	<p>Apr. 1986 Joined the Tokyo Regional Taxation Bureau</p> <p>Mar. 1994 Registered as a certified public accountant</p> <p>July 2006 Partner of Tohmatsu & Co. (currently Deloitte Touche Tohmatsu LLC)</p> <p>July 2016 Executive Board Member of The Japanese Institute of Certified Public Accountants</p> <p>Nov. 2018 Representative Director of Tohmatsu Challenged Co., Ltd.</p> <p>June 2019 D&I Committee Advisor of Deloitte Tohmatsu Group</p> <p>Oct. 2019 Chairperson of Audit Practice Review and Investigatory Committee of the Japanese Institute of Certified Public Accountants</p> <p>June 2020 Audit and Supervisory Committee Member (Outside Director) of Meidensha (to present) Outside Director of LIFENET INSURANCE COMPANY</p> <p>July 2020 Principal of Keiko Hayashi Accounting Office (to present)</p> <p>Feb. 2021 Outside Auditor of Nippon Filcon Co., Ltd.</p> <p>Mar. 2021 Supervisory Director of Nippon Building Fund Inc. (to present)</p> <p>June 2021 Outside Director (Audit and Supervisory Committee Member) of LIFENET INSURANCE COMPANY (to present)</p> <p>June 2022 Member of Nomination & Compensation Committee of Meidensha (to present)</p> <p>Apr. 2023 Professor at Graduate School of Accountancy, Waseda University (to present)</p> <p>Significant concurrent positions: Supervisory Director of Nippon Building Fund Inc. Outside Director (Audit and Supervisory Committee Member) of LIFENET INSURANCE COMPANY Professor at Graduate School of Accountancy, Waseda University</p>	1,300 shares
Attendance at the Board of Directors meetings: 100% (13/13)			
Attendance at the Audit and Supervisory Committee meetings: 100% (16/16)			
<p><u>Reason for nomination as candidate for Outside Director and expected role</u></p> <p>Ms. Keiko Hayashi has a high level of expertise and extensive experience as an accountant spanning many years. She also has a wide perspective and knowledge gained from engaging in diversity promotion initiatives at organizations.</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
3	<p>Takashi Kuroda (March 18, 1956) (Age: 68)</p> <p><u>Reappointment</u> <u>Outside</u> <u>Independent</u></p> <p>Number of years served as Director: 2</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 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 Audit and Supervisory Committee Member (Outside Director) 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% (16/16)			
<p><u>Reason for nomination as candidate for Outside Director and expected role</u></p> <p>Mr. Takashi Kuroda has long-term extensive experience in business management and broad knowledge, as well as wide perspective and insight gained through marketing experience. 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	Toshiya Nishino (November 6, 1960) (Age: 63) New appointment Outside Independent	<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. (to present)</p>	0 shares
<p><u>Reason for nomination as candidate for Outside Director and expected role</u></p> <p>Mr. Toshiya Nishino has long-term extensive experience in business management and broad knowledge, as well as wide perspective and insight on sales and HR 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>			

- Notes:
1. No special interests exist between the candidates and Meidensha.
 2. Ms. Keiko Hayashi, Mr. Takashi Kuroda, and Mr. Toshiya Nishino are candidates for Outside Director. Meidensha has reported them as Independent Director to the Tokyo Stock Exchange since they satisfy Meidensha's Criteria for Determining the Independence of Outside Directors and the requirements for Independent Directors as stipulated under the Stock Exchange guideline.
 3. Meidensha has entered into agreements with Ms. Keiko Hayashi and Mr. Takashi Kuroda, 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 continue the agreements that it has entered into with them.
In addition, if Mr. Seiji Kato and Mr. Toshiya Nishino, 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 2024.
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. All insurance premiums are borne by Meidensha.

[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 company 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 2024” based on the medium- to long-term major issues (materialities) that need to be addressed to realize “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,” which we have set as our ideal image and vision for 2030.

Aimed at carrying out them, a Skill Matrix has been arranged showing the expertise a Director should possess in order for the Board of Directors to demonstrate a highly effective supervisory function and carry out significant decision-making concerning management.

Based on the above, the candidates for Director are selected with appropriate deployment, on the basis of their skills, expertise, experience, etc. as Director.

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

Meidensha believes that members of the Board of Directors should have such skills and experiences by the reasons below.

Skills	Reasons why such skill is required
Business management	With the diversification of values as social conditions change dramatically, to promote sustainability management and to strengthen the corporate governance structure by clarifying management direction by rapidly and flexibly making management decisions in order to continuously grow with the challenge to build a new society.
DX/ Business transformation	It is essential to work on innovation through co-creation, operational reforms through Digital Transformation (DX), and business transformation in response to changes in society for illuminating a more affluent tomorrow.
Sales/Marketing	To formulate and execute sales strategies aimed at rapid progress in growth businesses and strengthening the competitiveness of the earnings base by realizing high quality growth in order to provide customer peace of mind and satisfaction.
Research and Development/“Monozukuri”	To enhance product competitiveness which is necessary for high quality “Monozukuri” (design, manufacture, construction, and maintenance) to maintain a safe and secure social infrastructure and for provision of value, along with creating new technologies and new products.
Global	To promote initiatives aimed at building a strong business base for overseas business and further enhancing the earning power necessary to meet the world’s new infrastructure demands.
Finance/ Accounting	To manage capital efficiently, invest in growth businesses, and deliver shareholder returns, together with making accurate financial reports.
Legal affairs/ Internal control	To strengthen internal control and compliance / risk management structure, the base for honest and responsible business operations.
HR development	To enhance wellbeing and employee engagement and to promote initiatives such as DEI (Diversity, Equity & Inclusion), in order for diverse human resources, who are the source of corporate value, to be able to grow and play an active role in a lively way, where each person can derive fulfillment from their work.
Environment	To expand businesses that contribute to the environment and to promote green strategies focused on internal decarbonization which are necessary to realize carbon neutrality.

[If Proposal 2 and 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	DX/ Business transformation	Sales/Marketing	Research and Development/ "Monozukuri"	Global	Finance/ Accounting	Legal affairs/ Internal control	HR development	Environment
Director	Takeshi Miida Reappointment	●	●	●				●	●	
	Akio Inoue Reappointment	●	●				●			●
	Masahiko Suzuki New appointment		●	●	●					●
	Masayuki Iwao Reappointment	●				●	●	●	●	
	Hiroyuki Takenaka Reappointment Outside	●	●	●				●	●	
	Hiroji Adachi Reappointment Outside	●	●		●	●				
	Manabu Kinoshita Reappointment Outside	●	●	●					●	
	Kumiko Shirai New appointment Outside	●	●						●	●
Director (Audit and Supervisory Committee Member)	Seiji Kato New appointment				●		●	●		
	Keiko Hayashi Reappointment Outside						●	●	●	
	Takashi Kuroda Reappointment Outside	●		●				●		
	Toshiya Nishino New appointment Outside	●		●			●		●	

Notes:

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