

This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. Meidensha assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

Securities code: 6508

June 2, 2023

(Measures for electronic provision to commence on May 26)

To Our Shareholders:

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

Notice of Convocation of the 159th Ordinary General Meeting of Shareholders

- 1. Date and Time:** 10:00 a.m. on Wednesday, June 28, 2023 (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 159th Fiscal Year (April 1, 2022–March 31, 2023) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
2. Financial Statements for the 159th Fiscal Year (April 1, 2022–March 31, 2023)

Matters to Be Voted upon:

Proposal 1: Appropriation of Surplus

Proposal 2: Election of Seven (7) Directors (excluding Audit and Supervisory Committee Members)

Proposal 3: Determination of the Amount of Compensation of Directors (excluding Audit and Supervisory Committee Members)

Proposal 4: Renewal of Measures to Respond to a Large-scale Acquisition of Meidensha's Shares

4. Matters Concerning Measures for Electronic Provision of Information

In convening the General Meeting of Shareholders, in accordance with laws and regulations and Article 17 of the Articles of Incorporation, 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 as "Notice of Convocation of the 159th Ordinary General Meeting of Shareholders" and "Measures for Electronic Provision for Other Information of the 159th Ordinary General Meeting of Shareholders (Matters Not Stated in the Paper Copy)". You are kindly requested to access Meidensha's website below and check the information.

Meidensha's Website (General Meeting of Shareholders page)

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

In addition to the above website, the matters to be provided electronically are also published on the following website of Tokyo Stock Exchange (TSE). 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.

TSE website (Listed Company Search)

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

5. How to exercise your voting rights without attending the meeting



Exercise of voting rights by postal mail

Please indicate your approval or disapproval of the proposals on the enclosed Voting Rights Exercise Form and return it to us so that it arrives no later than 5:15 p.m. on Tuesday, June 27, 2023 (JST).



Exercise of voting rights via the Internet

If you exercise your voting rights via the Internet, please exercise your voting rights no later than 5:15 p.m. on Tuesday, June 27, 2023 (JST).

-
- If you attend the meeting, please submit the enclosed Voting Rights Exercise Form at the reception.
 - In the Voting Rights Exercise Form, if you have not indicated your vote for or against a proposal, you will be deemed to have voted for the proposal.
 - 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 website of Meidensha (https://www.meidensha.co.jp/ir/ir_06/) instead of being included in the paper copy to be sent to shareholders who have requested it, in accordance with laws and regulations and the provisions of Article 17 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.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

Having considered our business results for this fiscal year under review and future business development, etc., Meidensha has decided on the year-end dividend for the 159th 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

22 yen per share of Meidensha's common stock

Total amount: **998,098,046** yen

Total amount of dividends which include the interim dividend (28 yen per share) for the 159th fiscal year is 50 yen per share.

3. Effective date of dividend of surplus

June 29, 2023

Proposal 2: Election of Seven (7) 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 seven (7) Directors (excluding Audit and Supervisory Committee Members).

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

No.	Name	Current positions and responsibilities at Meidensha	Attendance at the Board of Directors meetings (Attendance rate)
1	Takeshi Miida Reappointment	Representative Director & President & Executive Officer Member of Nomination & Compensation Committee	13/13 (100%)
2	Akio Inoue New appointment	Senior Managing Executive Officer General Manager in charge of the Accounting and Financing Group Responsible for accounting, financing, and corporate communication	—
3	Norio Takekawa Reappointment	Representative Director & Executive Vice President & Executive Officer Responsible for promotion of DX, general engineering & production, and safety & health	13/13 (100%)
4	Masayuki Iwao Reappointment	Director & Senior Managing Executive Officer General Manager in charge of the HR Management Group Responsible for human resources, DEI, work style reform, corporate governance, compliance, and risk management	13/13 (100%)
5	Hiroyuki Takenaka Reappointment Outside Independent	Outside Director Head of Nomination & Compensation Committee	13/13 (100%)
6	Hiroji Adachi Reappointment Outside Independent	Outside Director	10/10 (100%)
7	Manabu Kinoshita New appointment Outside Independent	—	—

Reappointment

Candidate for reappointed Director

New appointment

Candidate for newly appointed Director

Outside

Candidate for Outside Director

Independent

Independent Director to be reported to the Tokyo Stock Exchange

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of Meidensha held
1	<p>Takeshi Miida (August 16, 1955) (Age: 67)</p> <p><u>Reappointment</u></p> <p>Number of years served as Director: 11</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 in charge of the Corporate Policy Planning Group and the Corporate Policy Planning Division</p> <p>Apr. 2012 Senior Managing Executive Officer General Manager in charge of 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>June 2022 Representative Director & President & Executive Officer (to present)</p> <p>Positions and responsibilities at Meidensha: Member of Nomination & Compensation Committee</p>	20,700 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. Takeshi Miida has been involved in sales, managing overall sales, and corporate policy planning for many years, and has extensive experience and achievements, overseeing all aspects of management of Meiden Group and the Medium-term Management Plan 2024 since 2018, when he became Representative Director and President (Representative Director & President & Executive Officer since 2022).</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, at the conclusion of this General Meeting of Shareholders, he is scheduled to assume the office of Representative Director & Chairman & Senior Officer.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of Meidensha held
2	<p>Akio Inoue (September 13, 1964) (Age: 58)</p> <p><u>New appointment</u></p>	<p>Apr. 1987 Joined Meidensha</p> <p>Apr. 2014 General Manager in charge of the Corporate Policy Planning Group</p> <p>Apr. 2015 Executive Officer General Manager in charge of the Corporate Policy Planning Division</p> <p>Apr. 2018 Executive Officer General Manager in charge of the Accounting and Financing Group</p> <p>Apr. 2020 Managing Executive Officer General Manager in charge of the Accounting and Financing Group</p> <p>Apr. 2022 Senior Managing Executive Officer General Manager in charge of the Accounting and Financing Group (to present)</p> <p>Positions and responsibilities at Meidensha: Accounting, financing, and corporate communication</p>	9,500 shares
<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 and corporate planning for many years, and has extensive experience and achievements, formulating and promoting the development of the previous Medium-term Management Plan, in addition to currently serving as Senior Managing Executive Officer in charge of accounting and financing.</p> <p>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, leveraging the aforementioned experience and achievements.</p> <p>Furthermore, at the conclusion of this General Meeting of Shareholders, he is scheduled to assume the office of Representative Director & President & Executive Officer.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of Meidensha held
3	<p>Norio Takekawa (December 18, 1958) (Age: 64)</p> <p><u>Reappointment</u></p> <p>Number of years served as Director: 5</p>	<p>Apr. 1981 Joined Meidensha</p> <p>Apr. 2015 Executive Officer General Manager in charge of the Plant Construction & Engineering Business Group</p> <p>Apr. 2017 Managing Executive Officer General Manager in charge of the Production Engineering and Management Group</p> <p>Apr. 2018 Senior Managing Executive Officer General Manager in charge of the Production Engineering and Management Group</p> <p>June 2018 Director (to present)</p> <p>Apr. 2020 Senior Managing Executive Officer General Manager in charge of the Plant Construction & Engineering Business Group</p> <p>Apr. 2021 Senior Managing Executive Officer</p> <p>Apr. 2022 Representative Director and Executive Vice President</p> <p>June 2022 Representative Director & Executive Vice President & Executive Officer (to present)</p> <p>Positions and responsibilities at Meidensha: Promotion of DX, general engineering & production, and safety & health</p>	16,900 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. Norio Takekawa committed to improving the production and quality control system under the previous Medium-term Management Plan. This fiscal year, he is in charge of managing promotion of DX and overall engineering and production.</p> <p>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, leveraging the aforementioned experience and achievements.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of Meidensha held
4	<p>Masayuki Iwao (July 17, 1960) (Age: 62)</p> <p><u>Reappointment</u></p> <p>Number of years served as Director: 2</p>	<p>Apr. 1985 Joined Meidensha</p> <p>Apr. 2015 Executive Officer General Manager in charge of the Financing Division</p> <p>Apr. 2016 Executive Officer General Manager in charge of the Accounting and Financing Group</p> <p>Apr. 2018 Managing Executive Officer</p> <p>Apr. 2020 Managing Executive Officer General Manager in charge of the Internal Control Promotion Group</p> <p>Apr. 2021 Senior Managing Executive Officer General Manager in charge of the Internal Control Promotion Group and the HR and General Affairs Group</p> <p>June 2021 Director (to present)</p> <p>Apr. 2022 Senior Managing Executive Officer General Manager in charge of the HR Management Group (to present)</p> <p>Positions and responsibilities at Meidensha: Human resources, DEI, work style reform, corporate governance, compliance, and risk management</p>	10,900 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. Masayuki Iwao is originally from the Accounting and Finance Business Unit, and he committed to enhancing the internal control and risk management systems under the previous Medium-term Management Plan. This fiscal year, he is in charge of overall human resources as well as overall corporate governance. 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, leveraging the aforementioned experience and achievements.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of Meidensha held
5	<p>Hiroyuki Takenaka (April 30, 1947) (Age: 76)</p> <p>Reappointment Outside Independent</p> <p>Number of years served as Director: 10</p>	<p>June 2001 Director of Sumitomo Electric Industries, Ltd.</p> <p>June 2003 Executive Officer</p> <p>June 2004 Managing Director</p> <p>June 2007 Senior Managing Director in charge of the Electrical Cable, Materials, and Energy Business Headquarters and the Production Technology Headquarters</p> <p>June 2008 Senior Managing Director in charge of the Electrical Cable, Materials, and Energy Business Headquarters</p> <p>May 2010 Senior Managing Director</p> <p>June 2010 Executive Vice President</p> <p>June 2013 Outside Director of Meidensha (to present)</p> <p>Positions and responsibilities at Meidensha: Head of Nomination & Compensation Committee</p>	0 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. 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.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of Meidensha held
6	<p>Hiroji Adachi (September 1, 1956) (Age: 66)</p> <p><u>Reappointment</u> <u>Outside</u> <u>Independent</u></p> <p>Number of years served as Director: 1</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 Outside Director of Meidensha (to present)</p>	300 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. 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, positions, responsibilities, and significant concurrent positions	Number of shares of Meidensha held
7	<p>Manabu Kinoshita (May 17, 1954) (Age: 69)</p> <p>New appointment Outside Independent</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>Significant concurrent positions: Outside Director of Sumitomo Metal Mining Co., Ltd. Outside Director of Alfresa Holdings Corporation</p>	0 shares
<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 appropriate DX and business transformation, 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. On June 1, 2023, the person in charge of accounting and financing is scheduled to transit from Mr. Akio Inoue to Mr. Masayuki Iwao.
 3. Messrs. Hiroyuki Takenaka, Hiroji Adachi, and Manabu Kinoshita are candidates for Outside Director.
 4. Meidensha has a transactional relationship with Sumitomo Electric Industries, Ltd. where Mr. Hiroyuki Takenaka served as Director from June 2001 to June 2016 and NEC Corporation where Mr. Manabu Kinoshita served as Director from June 2010 to June 2012. The respective transaction amount for the fiscal year ended March 31, 2023 accounts for less than 1% of the consolidated sales of Meidensha. In light of the extent and nature of transactions, there is no risk that they will affect the judgement of shareholders or investors and satisfies Meidensha's Criteria for Determining the Independence of Outside Directors. Meidensha has therefore determined that their independence is adequately ensured.
 5. Meidensha has reported Messrs. Hiroyuki Takenaka and Hiroji Adachi 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. If they are elected as originally proposed, Meidensha plans to reappoint them as Independent Director.
Mr. Manabu Kinoshita satisfies Meidensha's Criteria for Determining the Independence of Outside Directors and the requirements for Independent Directors as stipulated under the Stock Exchange guideline. If he is elected as originally proposed in this proposal, Meidensha plans to appoint him as Independent Director.
 6. Meidensha has entered into agreements with Messrs. Hiroyuki Takenaka and Hiroji Adachi 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.
If Mr. Manabu Kinoshita is elected as originally proposed, Meidensha plans to enter into an agreement with him 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.

7. 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. 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. If the candidates are elected as originally proposed, they will be insured under the insurance contract. Meidensha plans to renew the insurance contract in July 2023.

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

Based on Corporate Philosophy which defines the Corporate Mission as “Illuminating a more affluent tomorrow” and Value Provision as “For customer peace of mind and satisfaction,” Meidensha has set its ideal image and vision for 2030, which is to be “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.”

Aimed at carrying out the Medium-term Management Plan 2024 that developed the medium- to long-term major issues (materialities) that need to be addressed to realize such target, 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 above, the Board of Directors is constructed by appointing Directors with appropriate deployment to ensure the diversity of the Board of Directors as a whole, on the basis of their individual 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.

The scheduled composition of the Board of Directors on and after June 28, 2023

Position	Name	Fields in which Directors can particularly exert their expertise								
		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 New appointment	•	•				•			•
	Norio Takekawa Reappointment	•	•		•					•
	Masayuki Iwao Reappointment	•				•	•	•	•	
	Hiroyuki Takenaka Reappointment Outside Independent	•	•	•				•	•	
	Hiroji Adachi Reappointment Outside Independent	•	•		•	•				
	Manabu Kinoshita New appointment Outside Independent	•	•	•					•	
Director (Audit and Supervisory Committee Member)	Michihiko Kato Head of Audit and Supervisory Committee Full time			•	•			•		
	Keiko Hayashi Outside Independent						•	•	•	
	Takashi Kuroda Outside Independent	•		•				•		
	Hideki Hiraki Outside Independent	•		•				•		•

[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

Proposal 3: Determination of the Amount of Compensation of Directors (excluding Audit and Supervisory Committee Members)

At the 156th Ordinary General Meeting of Shareholders held on June 26, 2020, it was resolved that the amount of compensation for Directors (excluding Audit and Supervisory Committee Members) of Meidensha shall be no more than 624 million yen per year (including no more than 30 million yen per year for Outside Directors).

As part of efforts to enhance the corporate governance, since the fiscal year ended March 31, 2023, Meidensha has increased the number of Outside Directors so that it could account for the majority in the Board of Directors, and Meidensha proposes the election of three (3) Outside Directors in Proposal 2 “Election of Seven (7) Directors (excluding Audit and Supervisory Committee Members).”

Accordingly, in order to respond to the change of environment around Outside Directors, Meidensha proposes to increase the limit of compensation amount for Outside Directors to no more than 60 million yen per year from no more than 30 million yen per year without changing the total amount of compensation for Directors (excluding Audit and Supervisory Committee Members), as it is judged as appropriate to increase only the amount of compensation for Outside Directors.

Meidensha would like to ask the shareholders to leave the decision of the actual amount and timing of provision to Directors (excluding Audit and Supervisory Committee Members) to the discretion of the Board of Directors.

Such amount of compensation, as before, shall not include employee salaries of Directors concurrently serving as employees.

Currently, there are seven (7) Directors (excluding Audit and Supervisory Committee Members) (including three (3) Outside Directors), and if Proposal 2 is approved as originally proposed, the number of Directors (excluding Audit and Supervisory Committee Members) relevant to this proposal will be seven (7) (including three (3) Outside Directors), the same as before.

Proposal 4: Renewal of Measures to Respond to a Large-scale Acquisition of Meidensha's Shares

The effective period of the measures to respond to a large-scale acquisition of Meidensha's shares (hereinafter the "Old Plan") which Meidensha resolved the renewal at the Board of Directors meeting held on May 13, 2020, and received the approval of shareholders at the 156th Ordinary General Meeting of Shareholders held on June 26, 2020 for is until the conclusion of this General Meeting of Shareholders.

Prior to the expiration of the effective period of the Old Plan, it was resolved that Meidensha has, subject to the approval of shareholders at this General Meeting of Shareholders, partially revised and renewed the details of the Old Plan at Meidensha's Board of Directors meeting held on May 12, 2023 (hereinafter the "Renewal," and the plan after revision defined as the "Plan") as an initiative to prevent an inappropriate person from controlling decisions of Meidensha's financial and business policies (Article 118, Item 3 (b) (2) of the Regulations for Enforcement of the Companies Act) in light of the basic policy on the status of the person controlling decisions of Meidensha's financial and business policies (as stipulated in Article 118, Item 3 of the Regulations for Enforcement of the Companies Act, hereinafter the "Basic Policy").

In accordance, we request your approval of the Renewal of the Plan based on Article 36 of Meidensha's Articles of Incorporation.

Furthermore, in the Renewal, based on recent judicial precedents and practical trends regarding takeover defense measures, etc., the followings are mainly being renewed: (1) the definition of a "purchase, etc." covered by the Plan (2. (2) (a) below), (2) the establishment of an upper limit to the time limit for responding when requesting the acquirer to provide additional information (2. (2) (c) below), (3) the details of the information which Meidensha requests the acquirer (2. (2) (c) below), (4) the method of confirming the intentions of shareholders upon the activation of the Plan (2. (2) (f) below), (5) the details of the stock acquisition rights to be allocated upon the activation of the Plan (2. (4) (g) below and 2. (4) (i) below), and (6) matters, etc., to be resolved by the Independent Committee.

1. Reasons for the Proposal

(1) Details of the Basic Policy

Meidensha believes that the person controlling decisions on Meidensha's financial and business policies must sufficiently understand the details of Meidensha and its group companies' (hereinafter collectively referred to as "Meiden Group") finances and businesses and the sources of its corporate value, and ensures to facilitate the protection and enhancement of Meidensha's corporate value and shareholders' common interests, in an ongoing and sustainable manner.

Meidensha believes that decisions on acquisition proposals involving the transfer of control of Meidensha should ultimately be made based on the intentions of all of Meidensha's shareholders. In addition, even large-scale acquisitions of Meidensha's shares shall not be rejected by Meidensha if they will contribute to Meidensha's corporate value and shareholders' common interests.

However, among actual large-scale acquisitions of shares, there are many cases that do not contribute to the target company's corporate value or shareholders' common interests, such as cases that may result in an apparent infringement on corporate value or shareholders' common interests from the viewpoint of their purpose, may practically force shareholders to sell their shares, not provide sufficient time or information for the target company's Board of Directors or shareholders to consider the details of the large-scale acquisition of shares or for the target company's Board of Directors to propose alternative proposals, and those that require consultation and negotiation with the acquirer in order for the target company to bring about more favorable conditions than those presented by the acquirer.

Unless the person conducting a large-scale acquisition of Meidensha's shares understands the source of Meidensha's corporate value and is able to secure and enhance it over the medium- to long-term, Meidensha's corporate value and shareholders' common interests will be impaired.

Meidensha believes that the person conducting a large-scale acquisition who does not contribute to Meidensha's corporate value and shareholders' common interests is inappropriate as the person controlling decisions on Meidensha's financial and business policies, and that it is necessary to protect Meidensha's corporate value and shareholders' common interests by implementing countermeasures that are both necessary and appropriate against any large-scale acquisitions by such a person.

(2) Meidensha's source of corporate value and specific initiatives to realize Basic Policy

(a) Meidensha's source of corporate value

Since the founding of the core company of Meiden Group, Meidensha, in 1897, while single-mindedly pursuing manufacturing, we have expanded businesses such as the water infrastructure business aimed at water treatment plants and sewage treatment facilities, the testing systems business aimed at automotive manufacturers, the components business aimed at drive units for EVs and semiconductors, and the maintenance business, as a company that develops and manufactures electrical equipment aimed at overseas and domestic social infrastructure and key industries such as automobiles for over 120 years.

Meiden Group's commitment to manufacturing excellence, inquisitiveness, and spirit of challenge originate in the determination of our founder, Hosui Shigemune, to "build more affluent tomorrow through the power of electricity." Carrying on this determination, we will continue to look beyond products and services to envision prosperous lives for many people who use them and to refine technologies to enrich society through business. This has been Meiden Group's very mission and the reason for our existence. This feeling is expressed in our Corporate Philosophy of "Corporate Mission" and "Value Provision."

Meiden Group's source of value comes from the management capital of "people and technology," and by introducing these into business, value is created by solving social issues. The newly created value will strengthen "people and technology," and we aim for sustainable growth by further creating value.

“People and technology” introduced into business create value through the below five activities. Also, stable business activities are developed by mutually linking these.

- (i) Collect and extend core technologies to solve environmental and social issues
- (ii) Provide products, systems, and services throughout the lifecycle of development, design, and maintenance
- (iii) Provide specialty component products supporting industry
- (iv) Establishment, implementation, and operation of systems for R&D and business development to realize innovation
- (v) Stable and strong relationship of trust with customers and business partners

(i) Meiden Group, by collecting technologies cultivated since our founding in a wide variety of business sectors, has technology development capabilities such as Power Generation and Power T&D technology, grid stabilization control technology, insulating technology, vacuum technology, and power electronics technologies such as power conversion, motors, and inverters, and is working on sustainable R&D and professional development aimed at further strengthening.

(ii) As initiatives aimed at realizing worldwide carbon neutrality are accelerating, the realization of cleaner and less wasteful power supply and stable and efficient power control are being sought after. Meiden Group is always most focused on safety and quality, and together with possessing system engineering capabilities that provide high quality and abundant products and systems to construct new societal infrastructure, possesses comprehensive overseas and domestic systems that can develop one-stop services that include operation and management services for customer facilities and maintenance services for the medium- to long-term.

(iii) Meiden Group possesses many specialty products such as motors and inverters indispensable for electrifying mobility and vacuum capacitors (VC) indispensable for semiconductor manufacturing equipment. In addition, these component products have high functionality and quality based on individual customers’ needs and specifications, and Meiden Group contributes to customers’ business activities through the stable supply of these products.

(iv) To support the above (ii) and (iii) from a technological perspective, Meiden Group has research laboratories that develop leading edge technologies and product technologies, and analyze and break down materials and quality. In addition, we have a system and a corporate atmosphere to apply technologies, know-how, and knowledge to new areas that have been cultivated thus far, which are necessary to accelerate creating a new society through innovation.

(v) For Meiden Group to continue to provide products, systems, and services in a stable manner, it is absolutely necessary to strive to maintain and strengthen relationships of trust with shareholders, customers, business partners, and employees. Meiden Group, with a strong sense of the mission to solve social issues, is working every day to maintain and enhance continuous partner relationships and stable and strong relationships of trust by having employees be thoroughly aware

of the significance of compliance, safety, and quality, and taking advantage of the “power to connect” outside and inside Meidensha and “power of maneuverability” to respond quickly to customers’ needs.

(b) Initiatives to enhance corporate value

Meiden Group, with the “Medium-term Management Plan 2024,” will create results based on investments of the previous Medium-term Management Plan together with further strengthening the foundation for profits to realize the “high-quality growth.” In addition, to respond to the drastic changes in the times, we will promote “ambidextrous management” together with aiming for growth in net sales and income by formulating and implementing strategy that recognizes recovering investment, enhancing profitability, and improving capital efficiency with “sustainability management” as the engine aiming to enhance sustainability of business.

<Four focus areas and business strategies>

As social issues have become complex, and the progress of digitalization has lowered barriers to business, it has become necessary for multiple business segments to become involved in solving the issues.

With this background, the business fields that can make the most of Meiden Group’s strengths have been defined as the four focus areas of renewable energy, sustainable infrastructure, green mobility, and smart industry. Enhancing corporate value will be realized by mutually linking the fields of the four business groups.

(i) Renewable energy

Providing value for this field is “Constructing a power supply system that is friendly to the environment.” We aim to enhance corporate value by focusing on development of businesses related to renewable energy.

The strengths of the Power Infrastructures Business Group, the core of this, lies in Power Generation and Power T&D technology and vacuum technology, and is realizing the enhancement of profitability by promoting the steady expansion of sales of environmentally-considerate products utilizing the U.S. location. In addition, we are focused on the renewable energy business, expected to spread toward the realization of a decarbonized society. Specifically, we are promoting proposals for systems that make use of regional renewable energy, expanding Meiden Group’s forte, the small to midsize hydroelectric power business, and developing the maintenance service business, cultivated over the years by operating the wind power generation business.

(ii) Sustainable infrastructure

Providing value for this field is “Constructing and maintaining sustainable infrastructure, and enhancing regional societies’ resilience.” Contributions to the enhancement of corporate value are made by linking Public, Industrial & Commercial Sector Business Group and Field Service Engineering Business Group, and by solving social issues through providing products, systems, and services throughout the lifecycle of development, design, and maintenance.

In Japan, we are working on providing environmentally-considerate products such as GX extra-high (extra-high voltage) products, participating in the expansion of local government infrastructure services, public-private partnerships, etc., and proposing systems that make use of maintenance management know-how and DX. In addition, we are working on expanding sales of BCP-compatible products such as emergency generators and mobile power supply vehicles aimed at constructing disaster-resistant infrastructure.

Overseas, we are working on new urban transportation projects and EPC (engineering, procurement, and construction) projects for Japanese companies together with thorough project management for these EPC projects, focused on ASEAN which are expected to continue to grow economically.

(iii) Green mobility

Providing value for this field is “Constructing the next generation mobility society.” We are working to enhance corporate value through providing drive units to support electrification and motors and inverters used by various industries.

EV business is positioned as the driver for maximum growth in Meiden Group’s business strategy. Within the expanding market, in addition to particularly accelerating activities in the Chinese market, technological development is focused on further miniaturization and higher power of “e-Axle,” the three-component product made of motors, inverters, and gear boxes. Working together with this, in the Mobility T&S Business, as customer investment continues to accelerate in sectors such as CASE implementation and model-based development, we should treat this as an opportunity, and we will focus on increasing sales of equipment to support digital analysis and evaluation, EV motor stand-alone evaluation benches, etc.

In the Motor Drive Solutions Business, we are striving to create value through partnerships. In particular, we are striving to further enhance the quality of motor products and maximize added value by connecting the motor analysis and remote monitoring technology of Elmodis, into which we made an investment in FY2020, and the knowledge of hardware Meiden Group has cultivated throughout the years.

(iv) Smart industry

Providing value for this field is “Promoting the automation and digitalization of industry.” We are working to enhance corporate value through providing precision component products to support cutting-edge manufacturing and R&D, centered on the semiconductor industry.

With vacuum capacitors aimed at the semiconductor sector, we are working towards expanding business towards North American manufacturers of semiconductor manufacturing equipment and growing Chinese manufacturers of semiconductor manufacturing equipment and manufacturers of power supplies, and for pulse power supplies, expanding business towards domestic manufacturers of semiconductor equipment. In addition, by linking Mobility & Electrical Components Business Group and Field Service Engineering Business Group, we are working towards expanding the maintenance service business in the semiconductor manufacturing equipment industry.

<Environmental strategy>

For many years, Meiden Group has been aware of the major problem of climate change, and is working towards strategic business development as a business opportunity. In terms of business, we are particularly working towards enhancing corporate value by contributing to constructing a decarbonized society by expanding the EV business and businesses related to renewable energy. In addition, as an internal initiative, we have set greenhouse gas (GHG) reduction targets, and have strived to coordinate with suppliers aimed at realizing these.

- FY2030 target
Emissions from business activities (Scope 1, 2): 30% reduction (compared to FY2019)
Emissions from product use (Scope 3): 15% reduction (compared to FY2019)
- FY2040 target: Achieve RE100
- FY2050 target: Achieve carbon neutrality

<Manufacturing strategy>

We have divided products manufactured by Meiden Group into “mass production,” “equipment,” and “systems,” and established manufacturing strategies suited to the features of each group, and we will enhance product competitiveness by improving safety, health, and quality.

In terms of safety and health, we are focusing further on constructing a safety management system and enhancing employee awareness on safety by conducting a range of initiatives to prevent industrial accidents such as conducting KYK (risk anticipation activities), risk assessment, introducing safety patrols, and safety and health management systems (ISO 45001). In terms of quality, we are developing measures to enhance quality through all the processes from deciding on a specification, development, design, procurement, manufacturing, testing, shipping, and operation, such as conducting appropriate design reviews using the risk map, establishing quality management standards for purchased goods, strengthening change management based on quality data, and introducing automated equipment for product inspection processes.

<HR strategy>

The source of Meiden Group's value creation is human resources, and in order to meet the challenge of creating a new society and sustainably provide value, we believe that in addition to securing and developing human resources who have the skills and experience necessary for business, it is important for diverse human resources to be in an open and creative culture, and feel a sense of accomplishment and growth. We are working towards creating an organization that enables each employee to demonstrate various abilities to the fullest through promoting diversity, equity & inclusion.

Specifically, we are working on such things as reviewing plans to develop and secure human resources to realize our business strategies, promoting flexible work styles to support such things as childcare/nursing care, conducting management training programs for overseas local staff, strengthening the passing on of technology that supports social infrastructure, and keeping the motivation of seniors who possess crucial technology up. We are applying eNPS* (employee engagement) as a metric to measure the results, and are developing measures toward the goal of improving FY2024 by 10% compared to FY2021.

*NPS® is a registered trademark of Bain & Company, Fred Reichheld, and Satmetrix Systems.

<Promotion of DX>

Meiden Group is aware that DX is a tool that leads to corporate transformation, and increases corporate value through enhancing productivity and added value by transforming work processes and business models using the power of digitalization.

Specifically, we established the DX Promotion Committee with the mission of supervising company-wide measures and resources, and establishing a subcommittee for each theme, we will work in parallel on "Offensive DX to create new value" for the purpose of transforming products and business models, and "Defensive DX to construct a value creation base" for the purpose of enhancing productivity and reconstructing management and work processes. In addition, not limited to DX, we will promote the development of digital human resources, and will develop ICT training programs, etc., so that all employees will be literate.

<Financial strategy>

Meiden Group's policy is to promote stabilization of the financial base by conducting investments towards growth businesses and shareholder returns using capital acquired through business activities. In the Medium-term Management Plan 2024, we will conduct investments over four years of 60.0 billion yen, including general and growth investments. In addition, we have set targets of ROE of 10% and ROIC of 8%, and will further increase capital efficiency.

<Corporate Governance>

Meidensha transitioned to a company with an Audit and Supervisory Committee at the 156th Ordinary General Meeting of Shareholders, and at the 158th Ordinary General Meeting of Shareholders, the Board of Directors system was reviewed and became one where out of all eleven (11) Directors, including Directors (Audit and Supervisory Committee Members), a majority of six (6) became Independent Outside Directors. With this, the governance system became one where the effectiveness of the supervisory functions of the Board of Directors is ensured, objective and independent opinions are fully incorporated into Meidensha's management, and transparency is further ensured. We will continue to strive for appropriate and transparent information disclosure and enhancing corporate value over the medium- to long-term by striving to further strengthen supervisory functions and enhance internal controls.

<After Medium-term Management Plan 2024>

In a period where uncertainties surrounding the business environment are increasing, we believe that looking ahead several decades into the future while grasping the changes in the times, changing into a "Company that can continue to change proactively and positively" will lead to sustainable growth. As a measure, the policy is to promote reconstructing the business portfolio.

In terms of reconstructing the business portfolio, in addition to profitability and growth of businesses, businesses will be evaluated from the viewpoints of obligations such as Meiden Group's social responsibility to support infrastructure, the responsibility of power supply to customers, and contributions to social issues such as lowering environmental impact. By formulating the Medium-term Management Plan, sustainable growth can be realized through promoting management on long-, medium-, and short-term basis with "issues faced" worked on through annual plans.

Meidensha will conduct the various measures as above, and will strive to ensure and enhance Meidensha's corporate value and shareholders' common interests.

(3) Purpose of the Plan

The purpose of the Plan is to ensure and enhance Meidensha's corporate value and shareholders' common interests, in accordance with the Basic Policy described in the above (1).

As set forth in the Basic Policy, Meidensha's Board of Directors believes that the person conducting a large-scale acquisition of Meidensha's shares that does not contribute to Meidensha's corporate value and shareholders' common interests is inappropriate as the person controlling decisions on Meidensha's financial and business policies. In order to prevent decisions on Meidensha's financial and business policies being controlled by such an inappropriate person, and to prevent large-scale acquisitions of Meidensha's shares that impede Meidensha's corporate value and shareholders' common interests, the purpose of the Plan is, in the event of a large-scale acquisition being

conducted for Meidensha's shares, so that Meidensha's Board of Directors can present an alternative proposal to shareholders, ensure the necessary information and time for shareholders to judge whether or not to accept the large-scale acquisition, and conduct negotiations on shareholders' behalf. In addition, we have renewed the Plan and disclosed the details because we believe that predetermining the details of the Plan is appropriate in terms of enhancing the transparency of procedures and the predictability of related parties.

2. Details of the Proposal

(1) Overview of the Plan

The Plan stipulates the procedures necessary to achieve the above purpose, such as requesting the acquirer to provide prior information when a person intends to acquire 20% or more of Meidensha's share certificates, etc. In addition, if procedures pertaining to the Plan are initiated, the acquirer, etc., shall not activate the acquisition until Meidensha's General Meeting of Shareholders or the Board of Directors resolves not to activate the Plan.

If the acquirer does not follow the procedures stipulated in the Plan, or if the large-scale acquisition of Meidensha's share certificates, etc., is likely to damage Meidensha's corporate value or shareholders' common interests, etc., and the activation requirements prescribed in the Plan are met, Meidensha shall implement reasonable measures that can be taken under the laws and regulations, and Meidensha's Articles of Incorporation, such as gratis allotment of stock acquisition rights pertaining to stock acquisition rights with an exercise condition that exercise of the rights by an acquirer, etc., is not permitted in principle, and with acquisition clause that stipulates that Meidensha can acquire stock acquisition rights in exchange for Meidensha's shares from persons other than the acquirer, etc.

In accordance with the Plan, in the event gratis allotment of stock acquisition rights (Defined in the below (2) "Procedures related to the activation of the Plan" (a). The same shall apply hereinafter.) is implemented and when Meidensha's shares are delivered to shareholders other than the acquirer, etc., as a result of the exercise of such rights or acquisition by Meidensha in accordance with the Plan, the ratio of voting rights held by the acquirer, etc., may be diluted to a maximum of 50%.

In order to eliminate arbitrary judgments by Directors, regarding the implementation, non-implementation, acquisition, etc., of the gratis allotment of stock acquisition rights in accordance with the Plan, Meidensha shall require objective judgement by the Independent Committee comprised of Outside Directors of Meidensha with independence, experts such as attorneys and accountants, and outside experts, and in the event of a gratis allotment of stock acquisition rights in accordance with the Plan, as principle, shall convene a General Meeting of Shareholders to confirm the intentions of shareholders regarding the gratis allotment of stock acquisition rights.

Furthermore, the transparency of the process of these procedures is ensured through the disclosure of information to shareholders.

(2) Procedures related to the activation of the Plan

(a) Applicable purchases, etc.

The Plan shall apply when any of the following (i) to (iii) acts or similar acts (including these proposals (Note 1)) (excluding cases where Meidensha's Board of Directors separately decides not to apply the Plan, hereinafter the "Purchase, etc.") are performed.

- (i) A purchase or other acquisition of share certificates, etc. (Note 2), issued by Meidensha whereby the holder's (Note 3) ownership ratio of share certificates, etc. (Note 4), will be 20% or more;
- (ii) A tender offer (Note 5) for share certificates, etc. (Note 6), issued by Meidensha whereby the total of the ownership ratio of share certificates, etc. (Note 7), of the person conducting the tender offer and the ownership ratio of share certificates, etc., of a specially related party (Note 8) thereof will be 20% or more;
- (iii) Regardless of whether or not each of the acts stipulated in (i) or (ii) above has been carried out, (A) Acts is conducted between a person who intends to acquire Meidensha's share certificates, etc., its joint holder (Note 9), or its specially related party (hereinafter "Share Certificate Acquirer, etc." in this item (iii)) and other shareholders of Meidensha (Including plural cases. The same shall apply hereinafter in this item (iii)), and as a result of such act, an agreement or any other acts whereby the other shareholders fall under the category of a joint holder of Share Certificate Acquirer, etc., or an act (Note 10) that establishes a relationship (Note 11) between the Share Certificate Acquirer, etc., and other shareholders in which one of them substantially controls the other or acts jointly or cooperatively, (B) Acts in which the total ownership ratio of the share certificates, etc., issued by Meidensha of the Share Certificate Acquirer, etc., and other shareholders becomes 20% or more.

A person who intends to conduct a Purchase, etc., alone, jointly, or in cooperation with another person (hereinafter the "Purchaser, etc.") shall follow the procedures prescribed in advance in the Plan, and a Purchase, etc., shall not be carried out until Meidensha's Board of Directors passes a resolution not to implement the gratis allotment of stock acquisition rights in accordance with the Plan (The main details are described in the below (4) "Overview of gratis allotment of Stock Acquisition Rights" below, hereinafter "Stock Acquisition Rights."), or until the proposal concerning implementing the gratis allotment of Stock Acquisition Rights is rejected at Meidensha's General Meeting of Shareholders.

(b) Submission of statement of intent

Ahead of the commencement or execution of a Purchase, etc., the Purchaser, etc., shall submit to Meidensha a legally binding document including a pledge to comply with the procedures in the Plan, etc. (signed by or affixed with the name and seal of the representative of the Purchaser, etc., and without any conditions or reservations, etc.) and certification of the qualifications of the representative who signed or affixed with his or her name and seal, in the format separately determined by Meidensha (hereinafter collectively the "Statement of Intent"). The Statement of

Intent shall clearly indicate the name or corporate name of the Purchaser, etc., address or location of head office, office, etc., governing law of incorporation, name of representative, contact details in Japan, overview of the planned Purchase, etc., and other information. Furthermore, the only language to be used in the Statement of Intent, the purchase statement defined in the below item (c), and other documents submitted by the Purchaser, etc., to Meidensha or the Independent Committee shall be Japanese.

(c) Requests to the Purchaser, etc., to provide information

Meidensha shall deliver the purchase statement form (as defined below) within ten business days from the date of receipt of the Statement of Intent (including a list of information to be provided to Meidensha by the Purchaser, etc.) to the Purchaser, etc. The Purchaser, etc., shall submit to Meidensha's Board of Directors a document (hereinafter the "Purchase Statement") containing the required information (hereinafter the "Required Information") defined in each item in the notes below, in accordance with the format delivered by Meidensha. Upon receipt of the Purchase Statement, Meidensha's Board of Directors shall promptly submit it to the Independent Committee (The criteria for appointing members of the Independent Committee, matters to be resolved, requirements for resolution, etc., are described in Attachment 1 "Overview of the Independent Committee Regulations," and the career summaries of the members of the Independent Committee at the time of the Renewal are described in Attachment 2 "Career Summaries of Members of the Independent Committee.").

In addition, if Meidensha's Board of Directors and the Independent Committee determine that the contents of the Purchase Statement are insufficient as Required Information, the Board of Directors and the Independent Committee may notify the Purchaser, etc., of a reasonable deadline for a reply (up to 60 days) as appropriate, and may also request provision of additional information. In this case, the Purchaser, etc., shall additionally provide such information to both Meidensha's Board of Directors and the Independent Committee by the relevant deadline.

Notes

- (i) Details of the Purchaser, etc., and its group (a joint holder, specially related party, and specially related parties of persons whose Purchaser, etc., is a controlled corporation, etc. (Note 12)) (including name, capital relationship, financial details, career, attributes, operating results, history and content of past violations of laws and regulations, details of past transactions similar to Purchases, etc., by the Purchaser, etc.) (Note 13);
- (ii) Purpose, method, and details of the Purchase, etc. (including the amount and type of consideration, timing, structure of any related transactions, legality of the method, and feasibility);
- (iii) Details of the basis to calculate the price of the Purchase, etc.;

- (iv) Details of the agreement between the Purchaser, etc., and a third party regarding Meidensha's share certificates, etc., and information on the acquisition or disposal of Meidensha's share certificates, etc. by the Purchaser, etc., in the past;
 - (v) Evidence for funds of the Purchase, etc., (including the specific names of providers of funds for the Purchase, etc. (including any de facto providers), procurement method, and details of related transactions);
 - (vi) Whether or not there is communication with a third party regarding the Purchase, etc., and the details thereof;
 - (vii) Meiden Group's management policy, management structure, business plan, capital policy, dividend policy, and asset management policy after the Purchase, etc. occurs;
 - (viii) Policy with regards to shareholders of Meidensha (excluding the Purchaser, etc.), as well as employees, business partners, customers, and other stakeholders related to Meiden Group after the Purchase, etc. occurs;
 - (ix) Specific measures to avoid a conflict of interest with other shareholders of Meidensha;
 - (x) Information related to any relationships with antisocial forces;
 - (xi) Any other information reasonably judged as necessary by Meidensha's Board of Directors or the Independent Committee.
- (d) Consideration of the details of the Purchase, etc., negotiations with the Purchaser, etc., and consideration of any alternative proposals
- (i) Requests to Meidensha's Board of Directors to provide information
 In the event that the Purchaser, etc., submits a Purchase Statement or additional information (if any) requested by Meidensha's Board of Directors or the Independent Committee, the Independent Committee can request the provision of opinions (Including opinions to the effect of reservation. The same shall apply hereinafter.) on the details of the Purchase etc., of the Purchaser, etc., documents supporting it, alternative proposals (if any), and other information deemed as necessary by the Independent Committee from time to time until the deadline for a reply reasonably set by the Independent Committee (hereinafter the "Board of Directors Consideration Period") within the Independent Committee's consideration period (as defined in (ii) "Consideration, etc., by the Independent Committee" below) to Meidensha's Board of Directors.
 - (ii) Consideration, etc., by the Independent Committee
 In the event that information, etc., from the Purchaser, etc., (including those requested to be additionally provided) is recognized as having been provided, in principle, for the period of until 90 days from the date of receipt of all the information, etc., has passed (hereinafter the "Independent Committee Consideration Period"), the Independent Committee will examine the details of the Purchase, etc., collect and compare information on the management plans and business plans of the Purchaser, etc., and Meidensha's Board of Directors, and consider alternative proposals presented by Meidensha's Board of Directors.

The Independent Committee may obtain advice from financial advisors, certified public accountants, attorneys, tax accountants, consultants, and other experts at Meidensha's expense.

In addition, if necessary, the Independent Committee may consult and negotiate with the Purchaser, etc., either directly or indirectly, in order to improve the details of the Purchase, etc., from the perspective of ensuring and enhancing Meidensha's corporate value and shareholders' common interests. If the Independent Committee requests, either directly or indirectly, the submission of documents for consideration or other information, or opportunities for consultation and negotiation, etc., the Purchaser, etc., must promptly respond to these requests.

The Independent Committee may extend the Independent Committee Consideration Period for a reasonable period to examine the details of the Purchase, etc., of the Purchaser, etc., consider alternative proposals (if any), negotiate with the Purchaser, etc., (however, in principle, the extension shall not be more than 30 days).

(e) Recommendations of the Independent Committee

Based on the above procedures, the Independent Committee shall, when it is judged that the Purchase, etc., is applicable to the activation reasons (hereinafter collectively the "Activation Reasons") described in the below (3) "Requirements for gratis allotment of Stock Acquisition Rights", recommend to Meidensha's Board of Directors that a gratis allotment of Stock Acquisition Rights should be implemented unless there are special circumstances such as the necessity to continue to receive information from the Purchaser, etc., or to hold consultations and negotiations with the Purchaser, etc. Furthermore, the Independent Committee may place a reservation that the intentions of shareholders should be confirmed before or after implementing the gratis allotment of Stock Acquisition Rights. However, even after it has recommended the implementation of a gratis allotment of Stock Acquisition Rights, if either of the reasons in the items below are judged to apply, the Independent Committee may make a new recommendation to cancel the gratis allotment of Stock Acquisition Rights until two business days prior to the ex-rights date pertaining to the gratis allotment of Stock Acquisition Rights or acquire the Stock Acquisition Rights without consideration from the effective date of the gratis allotment of Stock Acquisition Rights until the day before the start date of the exercise period of the Stock Acquisition Rights.

- (A) If the Purchaser, etc., cancels or withdraws from the Purchase, etc., after the recommendation and the Purchase, etc., ceases to exist (Note 14);
- (B) When there are no longer Activation Reasons due to changes in the facts, etc., that were the basis for the judgment of the recommendation.

On the other hand, if the Independent Committee determines that the Purchase, etc., does not fall under any of the Activation Reasons, it shall not recommend to Meidensha's Board of Directors that a gratis allotment of Stock Acquisition Rights should be implemented. However,

even if the Independent Committee has not recommended the implementation of a gratis allotment of Stock Acquisition Rights, it may make a new recommendation to acquire the Stock Acquisition Rights without consideration if, at a later date, Activation Reasons become applicable due to changes in the facts, etc., that were the basis for the judgment.

In addition to the above, if there is a risk that the Purchase, etc., will harm Meidensha's corporate value or shareholders' common interests, the Independent Committee may recommend that a General Meeting of Shareholders be held to confirm the intentions of shareholders regarding the Purchase, etc., of the Purchaser, etc., with the reason for such risk.

(f) Holding a General Meeting of Shareholders to confirm the intentions of shareholders

In principle (Note 15), Meidensha's Board of Directors shall, in the event (I) a gratis allotment of Stock Acquisition Rights is to be implemented, or (II) the Independent Committee recommends that the intentions of shareholders be confirmed regarding the Purchase, etc., of the Purchaser, etc., convene a General Meeting of Shareholders (hereinafter "General Meeting to Confirm the Intentions of Shareholders" (Note 16)) to confirm the intentions of the shareholders. (Note 17)

(g) Resolution of the Board of Directors

When a General Meeting to Confirm the Intentions of Shareholders is held pursuant to the above (f), Meidensha's Board of Directors shall make a resolution of the Board of Directors in accordance with the resolution of the General Meeting to Confirm the Intentions of Shareholders. On the other hand, if a recommendation is received from the Independent Committee pursuant to the above (e) and a General Meeting to Confirm the Intentions of Shareholders is not held, Meidensha shall respect the recommendation to the fullest extent possible and promptly resolve as an organization under the Companies Act regarding implementing or not implementing the gratis allotment of Stock Acquisition Rights.

(h) Information disclosure

In operating the Plan, Meidensha shall, in accordance with the applicable laws and regulations and the rules and regulations of financial instruments exchanges, etc., disclose information on the progress of each procedure of the Plan (the fact that a Statement of Intent and Purchase Statement were submitted, that the Independent Committee Consideration Period has started, and that the Independent Committee Consideration Period was extended, including the time period and reasons), overview of recommendations, etc., by the Independent Committee, overview of resolutions by Meidensha's Board of Directors, overview of resolutions by the General Meeting to Confirm the Intentions of Shareholders, and other matters believed to be appropriate by the Independent Committee and Meidensha's Board of Directors in a timely manner.

(3) Requirements for gratis allotment of Stock Acquisition Rights

The requirements for activating the Plan and implementing the gratis allotment of Stock Acquisition Rights are as follows. As described in the above (2) “Procedures related to the activation of the Plan” (e), the applicability of the following requirements will always be determined based on the recommendation of the Independent Committee.

Notes

If any of the following requirements apply and it is appropriate to implement the gratis allotment of Stock Acquisition Rights:

- (a) Purchases, etc., that do not follow the procedures set forth in the Plan (including cases where the time and information reasonably necessary to determine the content of the Purchase, etc., are not provided);
- (b) If the Purchase, etc., may cause apparent harm to Meidensha’s corporate value and shareholders’ common interests, owing to the actions, etc., listed below;
 - (i) Actions whereby share certificates, etc., are bought up, then a request is made to Meidensha or Meidensha’s related parties to purchase back those share certificates, etc. at a high price;
 - (ii) Actions such as those whereby the management of Meidensha is temporarily controlled and management practices are conducted that realize a profit for the Purchaser, etc., through the sacrifice of Meidensha, such as the acquisition of important assets, etc., of the Meiden Group at a low price;
 - (iii) Actions whereby the assets of Meiden Group are used as collateral or repayment funds for the liabilities of the Purchaser, etc. or its group companies, etc.;
 - (iv) Actions whereby the management of Meidensha is temporarily controlled, and high value assets, etc., that have no current relevance to Meiden Group’s businesses are made to be disposed, and the profits of the disposal are used for temporary high dividends, or advantage is taken of the opportunity afforded by the sudden rise in the share price owing to the temporary high dividends to sell the shares at a high price.
- (c) A Purchase, etc., that may actually force shareholders to sell their shares, including coercive two-stage purchases (refers to a tender offer or other share purchase without soliciting the purchase of all shares in the first purchase and setting the conditions for the second purchase at a disadvantage or without clarifying it) and other Purchases, etc., that are deemed to have a serious risk of harming Meiden Group’s corporate value and shareholders’ common interests;
- (d) Conditions of the Purchase, etc. (including the amount and type of consideration, timing, legality of the method, and feasibility), are inadequate or inappropriate in light of Meidensha’s corporate value.

(4) Overview of gratis allotment of Stock Acquisition Rights

An overview of the planned implementation of a gratis allotment of Stock Acquisition Rights based on the Plan is as follows.

(a) Number of Stock Acquisition Rights

The number of Stock Acquisition Rights shall be a number equivalent to the final total number of Meidensha's shares issued on a fixed day (hereinafter the "Allotment Date") separately determined in the resolution of Meidensha's General Meeting of Shareholders or Meidensha's Board of Directors regarding the gratis allotment of Stock Acquisition Rights (hereinafter the "Gratis Allotment of Stock Acquisition Rights Resolution") (however, the number of shares in Meidensha held by Meidensha at that point in time shall be deducted).

(b) Shareholders eligible for allotment

Shareholders other than Meidensha recorded in Meidensha's final register of shareholders as of the Allotment Date (hereinafter "Shareholders Eligible for Allotment") will be allotted Stock Acquisition Rights at the rate of one Stock Acquisition Right per share of Meidensha held.

(c) Effective date of the gratis allotment of Stock Acquisition Rights

The effective date of the gratis allotment of Stock Acquisition Rights shall be a date separately determined in the Gratis Allotment of Stock Acquisition Rights Resolution.

(d) Number of shares underlying the Stock Acquisition Rights

The number of shares of Meidensha for the purpose of one Stock Acquisition Right (hereinafter the "Number of Eligible Shares") is, in principle, one share.

(e) Amount of property to be contributed when exercising the Stock Acquisition Rights

When exercising the Stock Acquisition Rights, monetary contributions shall be made, and the amount of property to be contributed per share of Meidensha when exercising the Stock Acquisition Rights shall be an amount separately determined in the Gratis Allotment of Stock Acquisition Rights Resolution, within the range of a minimum amount of one yen and a maximum amount of one half of the market price per share of Meidensha. The "market price" shall be separately determined by the Gratis Allotment of Stock Acquisition Rights Resolution.

(f) Exercise period of the Stock Acquisition Rights

The exercise period shall start from a date separately determined in the Gratis Allotment of Stock Acquisition Rights Resolution (hereinafter the first day of the exercise period shall be referred to as the "Exercise Period Start Date"), and it shall be a period separately determined in the Gratis Allotment of Stock Acquisition Rights Resolution within a range from one month to six months.

(g) Conditions for exercising the Stock Acquisition Rights

In principle, the following persons may not exercise the Stock Acquisition Rights: (I) a Purchaser, etc., (II) a joint holder of a Purchaser, etc., (III) a specially related party of a Purchaser, etc., (IV) a person to whom Stock Acquisition Rights have been transferred or succeeded from a person falling under any of the above categories (I) to (III) without obtaining approval of Meidensha's Board of Directors (including joint holders and specially related parties thereof), or (V) a related person (Note 18) of persons falling under any of the above categories (I) to (IV) (hereinafter a person falling under any of the categories (I) to (V) are collectively "Non-Qualified Persons").

In determining whether a person qualifies as a Non-Qualified Person (Note 19), Meidensha's Board of Directors shall listen to the opinions of the Independent Committee and respect the decisions of the Independent Committee to the fullest extent possible.

In addition, in principle, non-residents of Japan for whom specific procedures are necessary to exercise the Stock Acquisition Rights owing to the application of the laws and regulations of foreign countries shall not be able to exercise the Stock Acquisition Rights (however, subject to compliance with applicable laws and regulations, the Stock Acquisition Rights held by non-residents of Japan shall also be eligible for acquisition by Meidensha with Meidensha's shares as consideration, as described in the below item (A) (ii)). Furthermore, persons who do not submit a written pledge in a form prescribed by Meidensha that includes representations and warranties regarding matters such as the fact that he or she satisfies the exercise terms of the Stock Acquisition Rights, indemnity clauses, and other covenants shall not be able to exercise the Stock Acquisition Rights.

(h) Transfer of the Stock Acquisition Rights

The acquisition by transfer of the Stock Acquisition Rights shall require the approval of Meidensha's Board of Directors.

(i) Acquisition of the Stock Acquisition Rights by Meidensha

- (i) All of the Stock Acquisition Rights may be acquired without consideration if Meidensha's Board of Directors judges that the acquisition of the Stock Acquisition Rights by Meidensha is appropriate, in accordance with the Gratis Allotment of Stock Acquisition Rights Resolution upon the arrival of the day separately determined by Meidensha's Board of Directors, at any time until the day before the Exercise Period Start Date.
- (ii) Upon the arrival of the day separately determined by Meidensha's Board of Directors, Meidensha may acquire all Stock Acquisition Rights that remain unexercised by the day prior to the day determined by Meidensha's Board of Directors from among Stock

Acquisition Rights held by persons who are not Non-Qualified Persons, and deliver the shares of Meidensha in the number equivalent to the Number of Eligible Shares of Meidensha's shares per Stock Acquisition Right in exchange.

In addition, if Meidensha's Board of Directors judges that there are persons who are not Non-Qualified Persons among persons holding Stock Acquisition Rights on or after the date this acquisition is conducted, then upon the arrival of the day determined by Meidensha's Board of Directors that comes after the above acquisition, Meidensha may acquire all Stock Acquisition Rights that remain unexercised until the day before the day determined by Meidensha's Board of Directors from among Stock Acquisition Rights held by those persons, and deliver the shares of Meidensha in the number equivalent to the Number of Eligible Shares of Meidensha's shares per Stock Acquisition Right in exchange, and the same shall apply after that date also.

- (iii) Meidensha may acquire all of the Stock Acquisition Rights held by Non-Qualified Persons upon the arrival of the day separately determined by Meidensha's Board of Directors which will be the day after the effective date of the gratis allotment of the Stock Acquisition Rights, and in exchange for this, deliver as consideration the same number of stock acquisition rights as the Stock Acquisition Rights pertaining to the acquisition, which in principle are not permitted to be exercised by Non-Qualified Persons (Note 20). Also, details of the Stock Acquisition Rights shall be determined in the Gratis Allotment of Stock Acquisition Rights Resolution.
- (iv) Other matters concerning the acquisition shall be separately determined in the Gratis Allotment of Stock Acquisition Rights Resolution.

- (j) Delivery of stock acquisition rights in the event of a merger, absorption-type split, incorporation split, share exchange, or share transfer
This shall be separately determined in the Gratis Allotment of Stock Acquisition Rights Resolution.

- (k) Issuance of stock acquisition rights certificates
Stock acquisition rights certificates shall not be issued in relation to the Stock Acquisition Rights.

- (l) Other
Furthermore, details of the Stock Acquisition Rights shall be separately determined in the Stock Acquisition Rights Gratis Allotment Resolution.

(5) Effective period, discontinuation, and amendment of the Plan

The effective period of the Plan shall be until the conclusion of the Ordinary General Meeting of Shareholders relating to the latest fiscal year ending within three years of the conclusion of this

General Meeting of Shareholders. However, even before the expiration of the effective period, if a resolution is made by Meidensha's Board of Directors to discontinue the Plan, the Plan shall be discontinued in accordance with the resolution.

In addition, Meidensha's Board of Directors may amend or change the Plan after receiving the approval of the Independent Committee even during the effective period of the Plan, when laws and regulations relating to the Plan or the rules and regulations of financial instruments exchanges, etc., are newly established, amended or abolished and it is appropriate to reflect the new establishment, amendment or abolition thereof, when it is appropriate to amend words or phrases owing to mistakes of spelling and wording, etc., or when the intent of the delegation by resolution at this General Meeting of Shareholders will not be violated, such as when Meidensha's shareholders will not be disadvantaged.

In the event that the Plan is discontinued, amended, or changed, Meidensha shall promptly disclose information related to the fact of the discontinuation, amendment, or change, the details of the amendment or change (in the event of an amendment or change), and other matters, as necessary.

(6) Revisions owing to amendments to laws and regulations, etc.

The provisions and laws and regulations quoted in this Plan are based on the provisions in effect as of May 12, 2023, and if it becomes necessary to make revisions to the meaning of clauses and terms, etc., set forth in each of the above items owing to the new establishment, amendment, or abolition of laws or regulations on or after this date, then the meaning of clauses and terms, etc., in each of the above items may be deemed to be replaced, within an appropriate and reasonable scope, while taking into consideration the intent of the new establishment, amendment, or abolition.

3. Impact on shareholders and investors

(1) Impact of the Renewal on shareholders and investors

The gratis allotment of Share Acquisition Rights will not happen when the Renewal is done, and therefore there will be no direct specific impact on shareholders and investors.

(2) Impact on shareholders and investors at the time of a gratis allotment of Stock Acquisition Rights

(a) Procedures for gratis allotment of Stock Acquisition Rights

In the event that a Stock Acquisition Rights Gratis Allotment Resolution is made by Meidensha's General Meeting of Shareholders or Meidensha's Board of Directors, the Allotment Date shall be set in the resolution and shall be publicly announced. In this case, one Stock Acquisition Right will be allocated without consideration to the Shareholders Eligible for Allotment per share of Meidensha held. Furthermore, Shareholders Eligible for Allotment shall automatically become Stock Acquisition Rights holders on the effective date of the gratis allotment of Stock Acquisition Rights, and therefore application procedures, etc., are not required. Furthermore, even if a Stock Acquisition Rights Gratis Allotment Resolution is made,

Meidensha may cancel the gratis allotment of Stock Acquisition Rights until two business days before the ex-rights date of the gratis allotment of Stock Acquisition Rights, or alternatively, Meidensha may acquire all the Stock Acquisition Rights without consideration on or after the effective date of the gratis allotment of Stock Acquisition Rights and until the day before the Exercise Period Start Date while respecting the recommendation of the Independent Committee to the fullest extent possible, as described in the above 2. (2) “Procedures related to the activation of the Plan” (e). In such cases, there shall be no dilution in value per share of Meidensha, and therefore, there is a possibility that investors who have conducted a transaction based on the assumption that such a dilution will occur may suffer a corresponding loss from the fluctuation in the share price.

(b) Procedures for exercising the Stock Acquisition Rights

Meidensha, in principle, shall send to Shareholders Eligible for Allotment a document to be submitted when exercising the Stock Acquisition Rights (a document in a form prescribed by Meidensha that includes the details and number of Stock Acquisition Rights to be exercised, the date of exercise of the Stock Acquisition Rights, necessary matters such as the information necessary to transfer Meidensha’s shares to accounts of Shareholders Eligible for Allotment, together with representations and warranties regarding matters such as the fact that the shareholder fulfills the exercise terms of the Stock Acquisition Rights, indemnity clauses, and other covenants), and other documents. After the gratis allotment of Stock Acquisition Rights, Meidensha shall, issue one share of Meidensha per Stock Acquisition Right to shareholders who submit these necessary documents, in principle, and make payment by the prescribed method of money equivalent to the exercise price determined by the Stock Acquisition Rights Gratis Allotment Resolution within the range of a minimum amount of one yen per Stock Acquisition Right and a maximum amount of one half of the market price per share of Meidensha, during the exercise period of the Stock Acquisition Rights. Furthermore, regarding the exercise of the Stock Acquisition Rights by Non-Qualified Persons, in accordance with the above 2. (4) “Overview of gratis allotment of Stock Acquisition Rights” (g), the provisions separately determined by Meidensha shall be complied with.

In the event that shareholders do not exercise the Stock Acquisition Rights or do not make payment of money equivalent to the exercise price, then shares of Meidensha held by these shareholders shall be diluted by the exercise of Stock Acquisition Rights by other shareholders. However, in accordance with the provisions of the below (c), Meidensha may acquire the Stock Acquisition Rights from shareholders other than Non-Qualified Persons, and deliver shares of Meidensha in exchange. If Meidensha takes these procedures to acquire the Stock Acquisition Rights, shareholders other than Non-Qualified Persons shall receive shares of Meidensha without exercising the Stock Acquisition Rights and making payment of cash equivalent to the exercise price, and shares of Meidensha held by these shareholders shall not be diluted.

(c) Procedures for acquisition of the Stock Acquisition Rights by Meidensha

If Meidensha's Board of Directors decides to acquire the Stock Acquisition Rights, Meidensha shall acquire the Stock Acquisition Rights from shareholders other than Non-Qualified Persons upon the arrival of the day separately determined by Meidensha's Board of Directors, and deliver shares of Meidensha in exchange, in accordance with procedures set forth in laws and regulations. In this case, shareholders shall receive one share of Meidensha per Stock Acquisition Right as consideration for the acquisition of the Stock Acquisition Rights by Meidensha, without making monetary payment of an amount equivalent to the exercise price. However, in this case, such shareholders may be asked to separately provide the information necessary to transfer Meidensha's shares to accounts of Shareholders Eligible for Allotment and to submit a written pledge in a form prescribed by Meidensha that include representations and warranties regarding matters such as the fact that the shareholder is not a Non-Qualified Person, indemnity clauses, and other covenants.

In addition to the above, Meidensha shall disclose or notify shareholders of the details of the method of allotment, the exercise method and the method of acquisition by Meidensha after the Stock Acquisition Rights Gratis Allotment Resolution has been made.

4. Reasonableness of the Plan

(1) Ensuring and enhancing corporate value and shareholders' common interests

The Plan is a framework for ensuring Meidensha's corporate value and shareholders' common interests and is in accordance with the Basic Policy as, in the event of a Purchase, etc., of Meidensha's share certificates, etc., it makes it possible to secure the necessary information and time for shareholders to assess whether or not to accept the Purchase, etc., and for Meidensha's Board of Directors to offer an alternative proposal, and conduct negotiations with the Purchaser, etc., on behalf of shareholders.

(2) Fulfillment of requirements for guidelines on takeover defense measures

The Plan satisfies the three principles set forth in the "Guidelines Regarding Takeover Defense for the Purposes of Protection and Enhancement of Corporate Value and Shareholders' Common Interests" announced on May 27, 2005 by the Ministry of Economy, Trade and Industry and the Ministry of Justice ((1) Principle of protecting and enhancing corporate value and shareholders' common interests, (2) Principle of prior disclosure and shareholders' intentions, and (3) Principle of ensuring the necessity and reasonableness).

(3) Emphasis on prior disclosure and intentions of shareholders

Meidensha discloses the Plan in advance in order to enhance the predictability of shareholders and prospective acquirers and to secure opportunities for appropriate choices, such as ensuring transparency in procedures associated with the transfer of control of Meidensha and enabling shareholders and prospective acquirers to make careful investment decisions based on the details of

the Plan.

In addition, the Renewal will be conducted subject to the approval of shareholders at this General Meeting of Shareholders.

Furthermore, in principle, Meidensha's Board of Directors confirms the intentions of shareholders at the General Meeting to Confirm the Intentions of Shareholders on activating the Plan.

In addition, the Plan is accompanied by a so-called sunset clause that is valid for approximately three years, and even before the expiration of the effective period, if Meidensha's Board of Directors resolves to discontinue the Plan, the Plan will be discontinued in accordance with the resolution. In this sense, the disappearance of the Plan reflects the intentions of shareholders.

(4) Emphasis on judgment of external parties with independence and acquisition of opinions from third-party experts

When the Plan is activated, etc., it is required to go through recommendations from the Independent Committee comprised of Outside Directors of Meidensha with independence, experts such as attorneys and accountants, and outside experts.

In addition, the Independent Committee may obtain advice from experts, etc., at Meidensha's expense, and this system firmly guarantees the fairness and objectivity of the judgment of the Independent Committee.

(5) Establishment of reasonable and objective requirements

As described in the above 2. (2) "Procedures related to the activation of the Plan" (e) and the above 2. (3) "Requirements for gratis allotment of Stock Acquisition Rights," the Plan is set so that it will not be activated unless reasonable and objective requirements are satisfied, and a system to prevent arbitrary activation by Meidensha's Board of Directors is ensured.

(6) Not dead-hand or slow-hand type takeover defense measures

The Plan is not a dead-hand type takeover defense measure (takeover defense measures whose activation cannot be prevented even if a majority of the members of the Board of Directors are replaced) because it can be discontinued by the Board of Directors consisting of Directors elected at the General Meeting of Shareholders of Meidensha based on the nomination of the person who conducted a large-scale purchase of Meidensha's share certificates, etc. In addition, although the term of office of Directors (excluding Audit and Supervisory Committee Members) is one year, and the term of office of Directors (Audit and Supervisory Committee Members) is two years, as the term of office of Directors (Audit and Supervisory Committee Members) is based on stipulations of the Companies Act, and Meidensha does not use a so-called staggered term system for Directors, the Plan is not a slow-hand type takeover defense measure (takeover defense measures whose activation requires time to prevent, as the members of the Board of Directors cannot all be replaced at the same time).

- (Note 1) A “proposal” includes a solicitation to a third party.
- (Note 2) As defined in Article 27-23, Paragraph 1 of the Financial Instruments and Exchange Act. The same applies in this proposal unless otherwise provided for.
- (Note 3) Includes persons included as holders pursuant to Article 27-23, Paragraph 3 of the Financial Instruments and Exchange Act (including persons recognized as such by Meidensha’s Board of Directors). The same applies in this proposal.
- (Note 4) As defined in Article 27-23, Paragraph 4 of the Financial Instruments and Exchange Act. The same applies in this proposal.
- (Note 5) As defined in Article 27-2, Paragraph 6 of the Financial Instruments and Exchange Act. The same applies in this proposal.
- (Note 6) As defined in Article 27-2, Paragraph 1 of the Financial Instruments and Exchange Act.
- (Note 7) As defined in Article 27-2, Paragraph 8 of the Financial Instruments and Exchange Act. The same applies in this proposal.
- (Note 8) As defined in Article 27-2, Paragraph 7 of the Financial Instruments and Exchange Act (including persons recognized as such by Meidensha’s Board of Directors). However, in regard to persons set forth in item 1 of the same, this shall exclude persons provided for in Article 3, Paragraph 2 of the Cabinet Office Order on Disclosure Required for Tender Offer for Share Certificates by Persons Other than Issuers. The same applies in this proposal.
- (Note 9) Refers to joint holders as provided for in Article 27-23, Paragraph 5 of the Financial Instruments and Exchange Act, and includes persons deemed joint holders pursuant to Paragraph 6 of the same (including persons recognized as such by Meidensha’s Board of Directors). The same applies in this proposal.
- (Note 10) Meidensha’s Board of Directors shall reasonably determine whether or not the acts prescribed in (iii) of this text have been performed, respecting the judgment of the Independent Committee. Furthermore, Meidensha’s Board of Directors may request the submission of necessary information from shareholders of Meidensha, within the scope of that required to judge whether or not the criteria of (iii) of this text have been met.
- (Note 11) The determination of whether a “relationship between the Share Certificate Acquirer, etc., and other shareholders in which one of them substantially controls the other or acts jointly or cooperatively” exists shall be based on such factors as current or past capital relationships (including the relationship of joint control), business alliance relationships, transactional or contractual relationships, relationships of officers holding concurrent posts, relationships of capital provision, relationships of credit provision, effective special interest relationships pertaining to Meidensha’s share certificates, etc., through derivatives or share lending, etc., and the direct or indirect effect of the Share Certificate Acquirer, etc., and other shareholders on Meidensha.
- (Note 12) As defined in Article 9, Paragraph 5 of the Order for Enforcement of the Financial Instruments and Exchange Act.
- (Note 13) If the Purchaser, etc., is a fund, information pursuant to (i) shall be included for each partner member and other members.
- (Note 14) For example, after cancellation or withdrawal of a Purchase, etc., that has already begun (if the Purchase, etc., is implemented by the method of a tender offer, a public notice of withdrawal of the tender offer (Article 27-11, Paragraph 2 of the Financial Instruments and Exchange Act) is required), there may be cases where a written pledge stating (i) the Purchase, etc., will not be carried out for a certain period of time, (ii) the ratio of shareholdings will be reduced to a certain percentage within a certain period of time, and (iii) to not exercise the right to request the convocation of an Extraordinary General Meeting of Shareholders for a certain period of time is submitted and complied with.
- (Note 15) For example, if the Purchaser, etc., does not comply with the procedures set forth in the Plan and intends to carry out the Purchase, etc., Meidensha’s Board of Directors, after respecting the opinions of the Independent Committee to the fullest extent possible, shall not go through a General Meeting to Confirm the Intentions of Shareholders and implement a gratis allotment of Stock Acquisition Rights if there is no time to hold a General Meeting of Shareholders or the shareholders will not be able to ensure the information necessary for shareholders to decide whether or not to make a decision.
- (Note 16) The term “General Meeting to Confirm the Intentions of Shareholders” is not limited to the General Meeting of Shareholders under the Companies Act, which resolves matters to be resolved as stipulated in Article 295 of the Companies Act, but also includes cases of making advisory resolutions on matters other than those stipulated in the same Article. In addition, the General Meeting to Confirm the Intentions of Shareholders shall be held after the resolution of the Board of Directors regarding the implementation of the gratis allotment of Stock Acquisition Rights and include those held before the effective date of the gratis allotment of Stock Acquisition Rights.
- (Note 17) At the General Meeting to Confirm the Intentions of Shareholders, in principle, the intentions of shareholders shall be confirmed by ordinary resolution, but after comprehensively taking into account various circumstances including the purpose, method, and details of the Purchase, etc., and the possibility of a conflict of interest between the Purchaser, etc., and the general shareholders, the Purchaser, etc., and a person the Independent Committee deems to have special interest with the Purchaser, etc. (hereinafter the “Person With a Special Interest with the Purchaser, etc.”), in relation to the proposal may be excluded from the calculation of approval requirements.
- (Note 18) A person’s “related persons” are those who effectively control that person, who are controlled by that person, or who are under the same control as that person (included persons to whom this is deemed to apply by Meidensha’s Board of Directors), or alternatively, persons whom Meidensha’s Board of Directors have recognized as acting effectively jointly or in concert with that person. Furthermore, “control” means “controls decisions on the financial and business policies” of another company, etc. (as defined in Article 3, Paragraph 3 of the Regulations for Enforcement of the Companies Act).
- (Note 19) However, a person whom Meidensha’s Board of Directors recognizes will not violate Meidensha’s corporate value and shareholders’ common interests by acquiring and holding Meidensha’s share certificates, etc., and any other person separately determined by Meidensha’s Board of Directors in the Gratis Allotment of Stock Acquisition Rights Resolution, shall not be classified as a Non-Qualified Person.
- (Note 20) However, in certain cases, conditions may be attached to the effect that the exercise of the stock acquisition rights by Non-Qualified Persons is permitted. Specifically, if the Purchaser, etc., canceled or withdrew the Purchase, etc., that has already begun (if the Purchase, etc., is implemented by the method of a tender offer, a public notice of withdrawal of the tender offer (Article 27-11, Paragraph 2 of the Financial Instruments and Exchange Act) is required), and a written pledge stating (i) the Purchase, etc., will not be carried out for a certain period of time, (ii) the ownership ratio of share certificates, etc., will be reduced to a certain percentage within a certain period of time, and (iii) the right to request the convocation of an Extraordinary General Meeting of Shareholders will not be exercised for a certain period of time, is submitted and complied with by the Purchaser, etc., it may be stipulated that such Purchasers, etc., and other Non-Qualified Persons may only exercise their stock acquisition rights within a certain percentage range.

Overview of the Independent Committee Regulations

- The Independent Committee shall be established by resolution of Meidensha's Board of Directors.
- The Independent Committee shall consist of three or more members, and Meidensha's Board of Directors shall elect them from among those who fall under the following categories: (i) Outside Directors of Meidensha or (ii) outside experts. However, the experts must be a well-established company manager, a person from a government office, a person who is familiar with investment banking business or Meidensha's business domain, an attorney, a certified public accountant, a researcher whose main research interests are the Companies Act, etc., or a person equivalent thereto, and a person who has concluded a contract with Meidensha that includes a prudent duty of care clause, etc. separately designated by Meidensha's Board of Directors.
- The term of office of members of the Independent Committee shall be until the conclusion of the Ordinary General Meeting of Shareholders relating to the latest fiscal year ending within three years of the conclusion of this General Meeting of Shareholders. However, this shall not apply in cases separately provided for by resolution of Meidensha's Board of Directors. In addition, if a member of the Independent Committee who was an Outside Director of Meidensha ceases to be a Director (however, excluding cases where he or she is reappointed), his or her term of office as a member of the Independent Committee shall also end at that time.
- The Independent Committee shall make decisions regarding the matters listed in each of the below items, and make recommendations of the content of those decisions to Meidensha's Board of Directors together with the reasons thereof. Meidensha's Board of Directors shall respect the recommendations of the Independent Committee to the fullest extent possible and promptly make resolutions as an organization under the Companies Act (however, when holding a General Meeting to Confirm the Intentions of Shareholders, the resolution of the General Meeting to Confirm the Intentions of Shareholders shall be followed). Furthermore, when making these decisions, each member of the Independent Committee is required to make a judgement solely from the perspective of whether or not it will contribute to Meidensha's corporate value and shareholders' common interests, and must not work toward their own personal interests or those of Meidensha's management team.
 - (1) Implementation or non-implementation of the gratis allotment of Stock Acquisition Rights;
 - (2) Confirmation of intentions of shareholders regarding Purchases, etc. of Purchasers, etc.;
 - (3) Cancellation of the gratis allotment of Stock Acquisition Rights or the acquisition of Stock Acquisition Rights without consideration;
 - (4) Assessment of the applicability of the Purchase, etc. as the subject of the Plan;
 - (5) Determination of information to be submitted from the Purchaser, etc. and Meidensha's Board of Directors to the Independent Committee and the deadline for the provision of that information;

- (6) Examination and consideration of the details of the Purchase, etc., by the Purchaser, etc.;
 - (7) Consultation and negotiation with the Purchaser, etc.;
 - (8) Requests for the submission of an alternative proposal by Meidensha's Board of Directors, and the consideration of any such alternative proposal;
 - (9) Determination to extend the Independent Committee Consideration Period;
 - (10) Determination of the necessity and purpose of convening a General Meeting to Confirm the Intentions of Shareholders;
 - (11) Judgment of a Person with a Special Interest with the Purchaser, etc.;
 - (12) Approval of amendments and changes to the Plan;
 - (13) Determination of the applicability of Non-Qualified Persons;
 - (14) Any other matters that it is stipulated that the Independent Committee can perform under the Plan;
 - (15) Matters that Meidensha's Board of Directors separately consults with the Independent Committee or that the Independent Committee separately determines.
- In order to gather the necessary information, the Independent Committee may request the attendance of Directors of Meidensha or Meiden Group companies, Audit and Supervisory Committee Members, Executive Officers, employees, and any other persons deemed necessary by the Independent Committee, and ask for explanations regarding matters requested by the Independent Committee.
 - The Independent Committee may obtain advice from experts (financial advisors, certified public accountants, attorneys, tax accountants, consultants, and other experts) at Meidensha's expense.
 - Each member of the Independent Committee may convene a meeting of the Independent Committee if a Purchase, etc., is conducted, or at any other time.
 - Resolutions of the Independent Committee shall, in principle, be attended (including attendance by video conference or telephone call) by a majority of the members of the Independent Committee and passed by a majority of the members attending the committee.

Career Summaries of Members of the Independent Committee

The members of the Independent Committee at the time of the renewal of the Plan are expected to be the following three persons.

Hiroji Adachi**[Career Summary]**

Born in September 1956

Apr. 2008	Executive Officer of Nippon Oil Corporation
June 2012	Senior Vice President of JX Holdings, Inc. (current ENEOS Holdings, Inc.)
June 2014	Outside Director of TOHO TITANIUM CO., LTD.
June 2015	Director and Senior Vice President of JX Holdings, Inc. Outside Director of INPEX CORPORATION Outside Director of Maruwn Corporation
Apr. 2020	Director, Senior Vice President, and Chief Digital Officer of ENEOS Holdings, Inc.
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
June 2021	Advisor of ENEOS Holdings, Inc.
June 2022	Outside Director of Meidensha (to present)

No special interests exist between him and Meidensha.

Keiko Hayashi**[Career Summary]**

Born in August 1960

Apr. 1986	Joined the Tokyo Regional Taxation Bureau
Oct. 1990	Joined Tohmatsu & Co. (currently Deloitte Touche Tohmatsu LLC)
Mar. 1994	Registered as a certified public accountant
July 2006	Partner of Tohmatsu & Co.
July 2016	Executive Board Member of The Japanese Institute of Certified Public Accountants
Nov. 2018	Representative Director of Tohmatsu Challenged Co., Ltd.
June 2019	D&I Committee Advisor of Deloitte Tohmatsu Group
Oct. 2019	Chairperson of Audit Practice Review and Investigatory Committee of the Japanese Institute of Certified Public Accountants
June 2020	Director (Audit and Supervisory Committee Member) of Meidensha (to present) Outside Director of LIFENET INSURANCE COMPANY
July 2020	Principal of Keiko Hayashi Accounting Office (to present)
Feb. 2021	Outside Auditor of Nippon Filcon Co., Ltd.
Mar. 2021	Supervisory Director of Nippon Building Fund Inc. (to present)
June 2021	Outside Director (Audit and Supervisory Committee Member) of LIFENET INSURANCE COMPANY (to present)
Apr. 2023	Professor at Graduate School of Accountancy, Waseda University (to present)

No special interests exist between her and Meidensha.

Masaki Nomoto

[Career Summary]

Born in October 1951

Apr. 1984	Public Prosecutor of Tokyo District Public Prosecutors Office
Apr. 2002	Director of Tax Litigation Division of Minister's Secretariat of Ministry of Justice
Apr. 2004	Deputy Director of Criminal Division of Tokyo District Public Prosecutors Office
Apr. 2005	Director of Trial Division of Sendai District Public Prosecutors Office
Apr. 2006	Deputy Director of Public Security Division of Tokyo District Public Prosecutors Office
Apr. 2007	Director of General Affairs Division of Public Security Intelligence Agency
Apr. 2010	High Prosecutor of Public Security Division of Tokyo High Public Prosecutors Office
Sept. 2010	Registered as an attorney (Dai-Ichi Tokyo Bar Association) (to present)

No special interests exist between him and Meidensha.

[Reference] Policy and Current States of Possession of Cross-Shareholdings

Meidensha, based on market conditions, aimed at maintaining and expanding transactions as well as securing and strengthening medium- to long-term cooperative relationships with partners such as joint businesses and alliances, holds cross-shareholdings which will contribute to improvement of Meidensha's corporate value, and the basic policy is to consider selling cross-shareholdings where the significance and rationality of holding them is no longer recognized.

Based on this policy, Meidensha sold 10 stock brands (some of which were partially sold) for 1,030 million yen out of 102 stock brands (16,406 million yen estimated on balance sheets) of listed and non-listed shares held as of March 31, 2022. As a result, the number of cross-shareholding stock brands was reduced to 96 as of March 31, 2023, and the amount held was 16,418 million yen estimated on balance sheets, which is 14.8% of the balance of the consolidated net assets as of March 31, 2023.