

# NOTICE OF THE 103RD ORDINARY GENERAL MEETING OF SHAREHOLDERS

Date:

10 a.m., Thursday, June 18, 2026

Place:

Head Office, DENSO CORPORATION  
1-1, Showa-cho, Kariya, Aichi, Japan

Stock Code: 6902

**DENSO CORPORATION**

## Message from the President

I would like to take this opportunity to express my heartfelt gratitude to all of the Company's shareholders for the support and understanding they have offered us in our business activities.

The environment around us is undergoing profound structural shifts, such as the deepening of social issues, the increasing multipolarization and diversity of the world, and the transformation of people's values. Moreover, as energy situations and policies differ from region to region, mobility will evolve across multiple pathways. The Company's role is to respond to the diverse needs of our customers of automobile manufacturers and continue to provide real value for every choice they make.

In this era of change, we are returning to our unchanging roots since our founding, "delivering better products and services to our customers through technology, manufacturing and people," and have formulated CORE 2030, our Mid-Term Management Plan, as a guidepost to ensure we continue to increase customer value.

In CORE 2030, by advancing fundamental technologies in areas such as materials, semiconductors, and software, we will ensure the creation of mobility products that will be required for the evolution of every pathway. In conjunction with this, we will further enhance customer value by innovating manufacturing that combines good and practical know-how from the frontlines and

AI. Furthermore, we will extend the technologies and expertise we have developed in the mobility domain to factory automation (FA), agriculture, and other fields, to contribute to the elimination of labor shortages and improvements in productivity. The driving force behind all of these initiatives comes from our people. Understanding that continued challenge and growth of each and every associates are the wellsprings of our value creation, we will ensure proactive investments in human resources.

We will continue to diligently work to increase our customer value, grow sustainably, and increase our own corporate value. I would like to express my sincere gratitude to our shareholders for their continued support.

May 2026

President & CEO  
Shinnosuke Hayashi



## To Those Shareholders with Voting Rights

Shinnosuke Hayashi  
President & CEO

**DENSO CORPORATION**  
1-1, Showa-cho, Kariya, Aichi, Japan

### NOTICE OF THE 103RD ORDINARY GENERAL MEETING OF SHAREHOLDERS

We hereby inform you of the 103rd Ordinary General Meeting of Shareholders of DENSO CORPORATION (the "Company") to be held as follows, looking forward to your attendance.

<b>1. Date:</b>	10 a.m., Thursday, June 18, 2026
<b>2. Place:</b>	Head Office, DENSO CORPORATION 1-1, Showa-cho, Kariya, Aichi, Japan
<b>3. Objectives of the Meeting:</b>	<p><b>Reports:</b></p> <p>(1) Business Report and Consolidated Financial Statements, as well as Results of the Audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit &amp; Supervisory Board for the 103rd Fiscal Term (from April 1, 2025, to March 31, 2026)</p> <p>(2) Non-Consolidated Financial Statements for the 103rd Fiscal Term (from April 1, 2025, to March 31, 2026)</p> <p><b>Agenda:</b></p> <p>Proposal No. 1: Election of Seven (7) Members of the Board due to the Expiration of the Term of Office of All the Current Members of the Board</p> <p>Proposal No. 2: Election of Three (3) Audit &amp; Supervisory Board Members</p> <p>Proposal No. 3: Introduction of Trust-type Share-based Compensation System for Members of the Board (Excluding Non-executive Members of the Board and Outside Members of the Board)</p>

### Posting of General Meeting of Shareholders Materials to the Website

In convening this General Meeting of Shareholders, the Company has taken the measures for electronic provision and has posted materials on the Company's website.

Our website <https://www.denso.com/global/en/about-us/investors/stockholder/stockholder-meeting/>

The matters to be provided electronically are also posted on the website of the Tokyo Stock Exchange (TSE), in addition to the above website. Please access the TSE website (Listed Company Search), enter and search for the issue name (DENSO) or securities code (6902), and select "Basic Information" and "Documents for public inspection/PR information" to confirm the information.

TSE website (Listed Company Search) <https://www2.jpx.co.jp/tseHpFront/JJK020030Action.do>



■ Of the matters to be provided electronically, the following items are not included in the documents to be delivered to shareholders who have requested the delivery of written documents in accordance with laws and regulations, and the Company's Articles of Incorporation. The Audit & Supervisory Board Members and the Accounting Auditor have audited the documents subject to audit (excluding (Reference)), including the following items.

**Business Report:** Employees within the Group, Major Lenders, Principal Offices and Plants, Status of Accounting Auditor, Summary of the Systems and of Operational Status thereof to Ensure the Propriety of Business Operations

**Consolidated Financial Statements:** The Consolidated Statement of Changes in Equity, The Notes to the Consolidated Financial Statements

**Non-Consolidated Financial Statements:** The Non-Consolidated Statement of Changes in Equity, the Notes to the Non-Consolidated Financial Statements

■ Any amendment to the matters to be provided electronically will be disclosed on each website above.

■ The Notice of the Resolutions regarding the Proposals approved by the Meeting will be posted on our website after the conclusion of the Meeting.

■ A video of part of the Meeting will be made available on our website in later days.

Note: 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.

### Guide to Exercising Voting Rights

Voting rights can be exercised in the following three ways. Please consider these methods and exercise your voting rights.



**If you are attending the Meeting:** Date and time of the Meeting: 10 a.m., June 18, 2026



**Internet:** Deadline for exercising voting rights: Until 5:40 p.m., June 17, 2026



**Mailing:** Deadline for exercising voting rights: Must be received by 5:40 p.m., June 17, 2026

■ If you exercise your voting rights both via the Internet and in writing, the vote exercised via the Internet shall be treated as valid. If you exercise your voting rights more than once via the Internet, the last exercise of your voting rights shall be deemed valid.

■ If you do not indicate your approval or disapproval of any of the proposals on the returned voting form, we will treat it as if you had indicated your approval.

How to exercise your voting rights via the Internet

Voting Site <https://evote.tr.mufg.jp/> (Japanese only)

Please check your Voting Rights Exercise Form for your Login ID and Temporary Password.



You can find them in this area of your Voting Rights Exercise Form (at the right corner).

## Overview of the Agenda at the General Meeting of Shareholders

Below is an overview of the proposals.

For details, please see the matters to be provided electronically on our website or the TSE website indicated in the previous page.

### Proposal No. 1: Election of Seven (7) Members of the Board due to the Expiration of the Term of Office of All the Current Members of the Board

We propose that you elect seven (7) Members of the Board.

<p><b>Nominee No. 1</b></p> <p><b>Koji Arima</b></p> <p>Reappointment</p> 	<p><b>Nominee No. 2</b></p> <p><b>Shinnosuke Hayashi</b></p> <p>Reappointment</p> 	<p><b>Nominee No. 3</b></p> <p><b>Yasushi Matsui</b></p> <p>Reappointment</p> 	<p><b>Nominee No. 4</b></p> <p><b>Yasuhiko Yamazaki</b></p> <p>Reappointment</p> 
<p><b>Nominee No. 5</b></p> <p><b>Yuko Mitsuya</b></p> <p>Reappointment Outside Member of the Board Independent Director</p> 	<p><b>Nominee No. 6</b></p> <p><b>Joseph P. Schmelzeis, Jr.</b></p> <p>Reappointment Outside Member of the Board Independent Director</p> 	<p><b>Nominee No. 7</b></p> <p><b>Noriko Kinoshita</b></p> <p>New appointment Outside Member of the Board Independent Director</p> 	

### Proposal No. 2: Election of Three (3) Audit & Supervisory Board Members

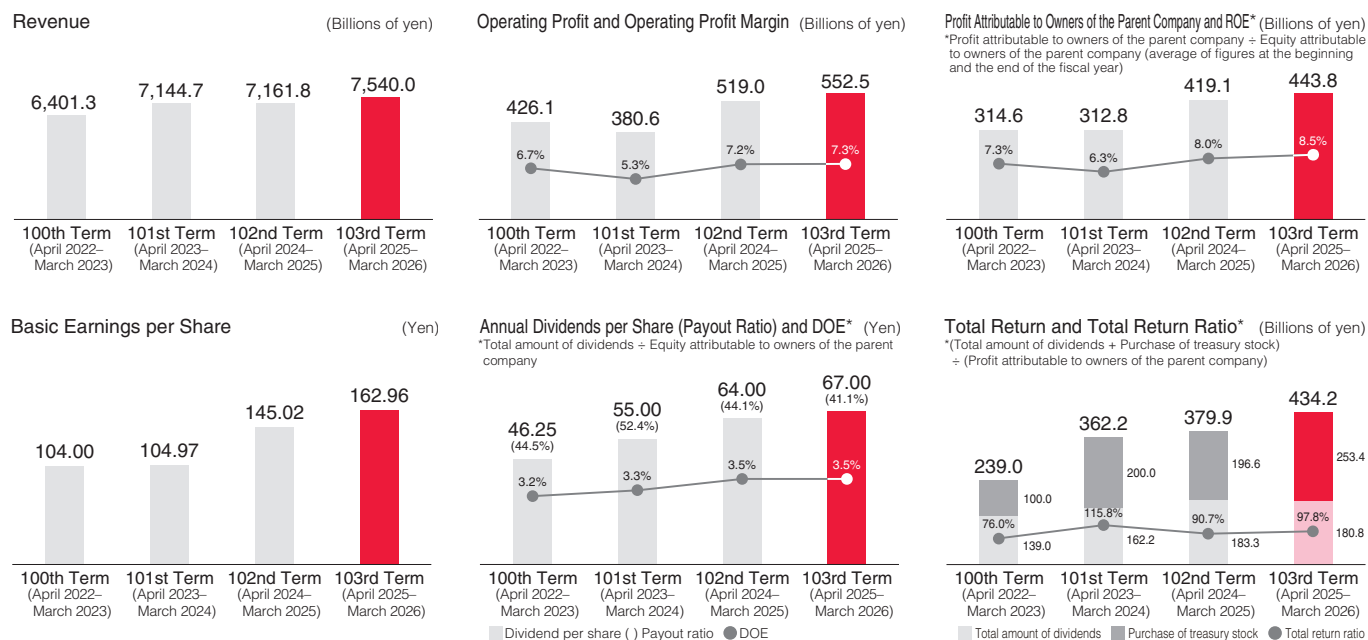
Two Audit & Supervisory Board Members will resign at the conclusion of this Ordinary General Meeting of Shareholders. In order to further enhance the corporate governance system and strengthen the audit function, we hereby propose that you elect three (3) Audit & Supervisory Board Members, increased by one (1) Audit & Supervisory Board Member.

<p><b>Nominee No. 1</b></p> <p><b>Naoto Inuzuka</b></p> <p>New appointment</p> 	<p><b>Nominee No. 2</b></p> <p><b>Kumiko Baba</b></p> <p>New appointment Outside Audit &amp; Supervisory Board Member Independent Director</p> 	<p><b>Nominee No. 3</b></p> <p><b>Masato Yamagami</b></p> <p>New appointment Outside Audit &amp; Supervisory Board Member Independent Director</p> 
---	---	--

### Proposal No. 3: Introduction of Trust-type Share-based Compensation System for Members of the Board (Excluding Non-executive Members of the Board and Outside Members of the Board)

We will introduce a trust-type, performance-linked share-based compensation system in which Members of the Board will be issued shares with transfer restrictions until their resignation.

## Operating Results Highlight International Financial Reporting Standards (IFRS)





## Guide to “Net de Shoshu (online convocation)”

If you exercise your voting rights using a smartphone, you do not need to input “Login ID” and “Temporary Password.”

- 1) Please scan the QR code below.
- 2) Tap “Exercise Voting Rights” and then tap “Import.” The camera will activate.
- 3) Take a photo of the QR code on the Voting Rights Exercise Form, and then on the screen showing the photo, tap “Use Photo.”
- 4) Tap “OK” and you will be logged in.




<https://s.srdb.jp/6902/>  
(Japanese only)



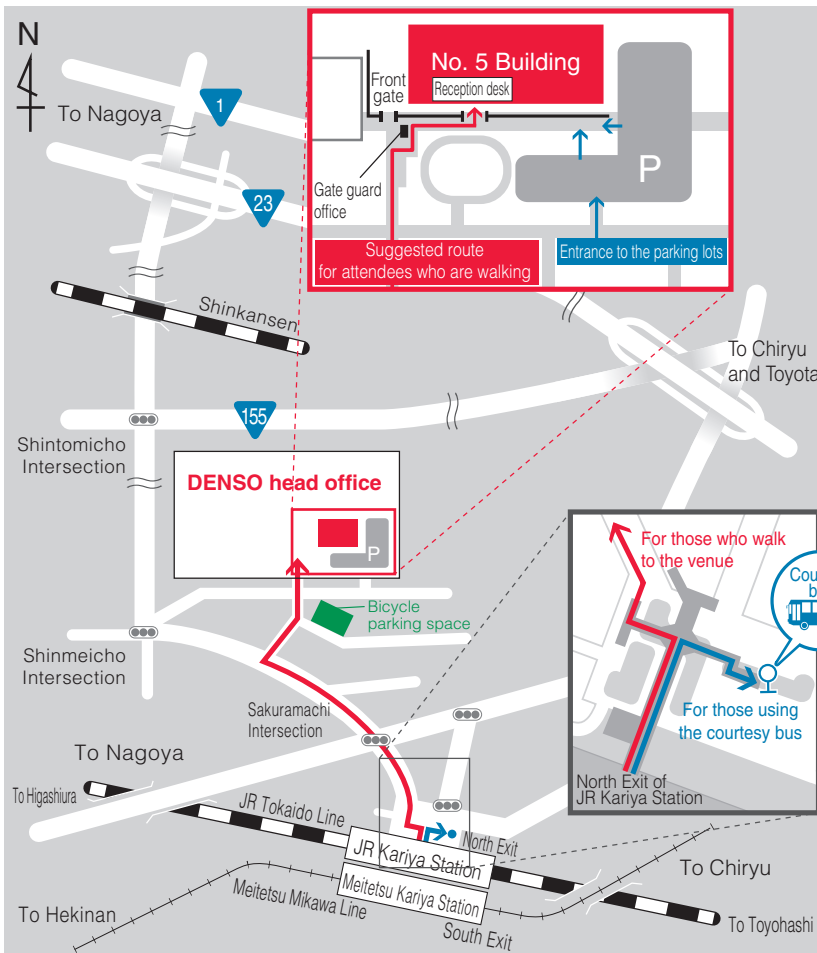
## Acceptance of Questions in Advance

Questions regarding proposals for the General Meeting of Shareholders and the Company’s management are accepted on the website. We will respond to your questions on the day of the General Meeting of Shareholders regarding matters of great interest to shareholders. Please note that we will not be able to provide individual answers.

Question Form	Access via the following URL or QR code <a href="https://forms.office.com/r/SLr1WKMa03">https://forms.office.com/r/SLr1WKMa03</a>	
---------------	--	---

Entry deadline: Thursday, June 11, 2026
--

## Access to the Venue of the General Meeting of Shareholders



Place  
Head Office,  
DENSO CORPORATION  
(Event Hall of No. 5 Building)  
1-1, Showa-cho, Kariya, Aichi



### Traffic guide

- **When using the courtesy bus:**  
Go out the North Exit of Kariya Station and turn right: see figure on the left. Runs at any time between 8:30-9:40
- **If you come on foot:**  
Seven (7) minute walk from North Exit of Kariya Station
- **If you use a car:**  
Please park your car in the parking lots located at the south and east sides of the No. 5 Building.
- **If you use a two-wheeler or a bicycle:**  
Please use the parking area on the south side of the front gate of the head office (please note that the location has changed from last year).

### Points to consider when attending the Meeting:

- Please present the enclosed Voting Rights Exercise Form at the reception desk on arrival at the meeting.
- As the entrance to the venue for the meeting will be crowded immediately before the meeting, please arrive early.
- Please note that no souvenirs will be provided. We appreciate your understanding.

### Guide to operation of the Meeting:

- Please inform a staff member if you require sign language interpretation.
- Please inform a staff member if you require assistance with wheelchair access, guidance to seating or restrooms, or the like.

# DENSO CORPORATION