Note: This document has been translated from a part of 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.

Securities Code: 1976
June 4, 2026

To our shareholders:

Tetsuji Yanase,
Representative Director and President
MEISEI INDUSTRIAL CO., LTD.
1-8-5 Kyomachibori, Nishi-ku, Osaka

Notice of the 84th Annual General Meeting of Shareholders

The 84th Annual General Meeting of Shareholders of MEISEI INDUSTRIAL CO., LTD. (the "Company") is to be held as described below.
Note that you may exercise your voting rights via the Internet and other means or in writing. In this case, please review the Reference Documents for General Meeting of Shareholders and exercise your voting rights by 5:00 p.m. on Wednesday, June 24, 2026.
Please see pages 3 to 5 for a guide to exercising voting rights (in Japanese only).

1 Date and Time: Thursday, June 25, 2026, at 10:00 a.m. (JST)
2 Venue: ABC Room, Kitahama Forum (3rd floor of Osaka Securities Exchange Building)
1-8-16 Kitahama, Chuo-ku, Osaka, Japan

3 Purpose of the Meeting
Matters to be reported:
1. The Business Report, the Consolidated Financial Statements, and report on the result of the audit by the Financial Auditor and Audit and Supervisory Committee on the Consolidated Financial Statements for the 84th term (April 1, 2025 to March 31, 2026)
2. Report on the Non-consolidated Financial Statements for the 84th term (April 1, 2025 to March 31, 2026)

Matters to be resolved:
[Proposal No. 1 to Proposal 4 are Company proposals]
Proposal No. 1 Appropriation of Surplus
Proposal No. 2 Election of Four Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
Proposal No. 3 Election of Two Directors Who Are Audit and Supervisory Committee Members
Proposal No. 4 Election of One Substitute Director Who Is an Audit and Supervisory Committee Member
[Proposal No. 5 to Proposal 7 are shareholder proposals]
Proposal No. 5 Acquisition of own shares
Proposal No. 6 Amendment to Articles of Incorporation related to number of outside Directors
Proposal No. 7 Amendment to Articles of Incorporation related to the record date of the Annual General Meeting of Shareholders

If you are attending the meeting in person, please submit the voting form to the receptionist at the meeting.

Matters concerning measures for electronic provision

When convening this general meeting of shareholders, the Company takes measures for providing in electronic format the information that constitutes the content of reference documents for the shareholders meeting, etc. (matters for which measures for providing information in electronic format are to be taken). This information is posted on each of the following websites, so please access either of those websites to confirm the information.

<The Company's website>
https://www.meisei-kogyo.co.jp/ir/library/meeting/ (in Japanese)

<Website for informational materials for the general meeting of shareholders>
https://d.sokai.jp/1976/teiji/ (in Japanese)

<TSE website (Listed Company Search)>
https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show (in Japanese)

Access the TSE website by using the internet address shown above, enter "MEISEI INDUSTRIAL CO., LTD." in "Issue name (company name)" or the Company's securities code "1976" in "Code," and click "Search." Then, click "Basic information" and select "Documents for public inspection/PR information." Under "Filed information available for public inspection," click "Click here for access" under "[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting]."

●If there are revisions to the matters subject to measures for electronic provision, the Company will post a notice of the revisions and the details of the matters before and after the revisions on each website where the information is posted.

●For this general meeting of shareholders, we have delivered paper-based documents stating matters subject to measures for electronic provision to all shareholders, regardless of whether or not they have requested them.

Among the matters subject to measures for electronic provision, in accordance with the provisions of relevant laws and regulations and Article 18 of the Company's Articles of Incorporation, the following matters are posted on the above websites and therefore are not provided in the paper-based documents delivered to shareholders who have made a request for delivery of such documents. The Financial Auditor and the Audit and Supervisory Committee have audited the documents subject to audit, including the following matters.

1) "Systems to Secure the Properness of Business Activities of the Company and the Status of Implementation of the Systems" and "Basic Policy Concerning the Persons Who Control Decisions on the Company's Financial and Business Policies" in the Business Report
2) "Consolidated Statement of Changes in Equity" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
3) "Non-consolidated Statement of Changes in Equity" and "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements

Reference Documents for General Meeting of Shareholders

Proposal No. 1 Appropriation of Surplus

The Company regards the return of profit to its shareholders as one of the important management policies, and makes a comprehensive judgment as to the appropriation of surplus by taking into consideration, its business performance, financial condition and other data, and based on the dividend policy.
In light of the aforementioned policies, the Company proposes the year-end dividends for the 84th fiscal year, as follows:

1. Type of dividend property
   Cash
2. Allotment of dividend property and their aggregate amount
   ¥45 per common share of the Company, totaling ¥2,071,916,820
   As the Company has already paid the interim dividend of ¥20 per share, the annual dividend for the current fiscal year will be ¥65 per share.
3. Effective date of dividends of surplus
   June 26, 2026

Proposal No. 2 Election of Four Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all four Directors (excluding Directors who are Audit and Supervisory Committee Members, the same applies hereinafter in this proposal) will expire at the conclusion of this meeting. Therefore, the Company proposes the election of four Directors.
Moreover, this proposal has been considered by the Nomination and Compensation Committee, but they have expressed no opinion.
The candidates for Director are as follows:

Candidate No.	Name		Position and responsibility in the Company	Attendance at Board meetings
1	Tetsuji Yanase	Reelection	Representative Director and President	15/15
2	Motoshi Shinohara	Reelection	Director, Executive Officer, Division Manager of Branch Management Division, Division Manager of Engineering Division, and in charge of Quality & Safety Control Department, Procurement Department and Hamamatsu Factory	15/15
3	Keizo Fujino	Reelection	Director, Executive Officer, Division Manager of Sales Division, Division Manager of Construction Division, and Project Director of Tangguh Project	15/15
4	Yutaka Toki	Reelection	Director, Executive Officer, Division Manager of Administration Division, General Manager of General Administration Department and Manager of Management Planning Department, and in charge of Affiliated Companies	15/15

Notes:
1. There is no special interest between any of the candidates and the Company.
2. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, thereby covering losses that may arise from liability borne by the Directors who are insured persons in their execution of their duties, or from claims brought against them in pursuit of that liability. If the election of each candidate is approved at the meeting, the Company plans to include each of them as an insured in the insurance policy and renew said policy during their terms of office.

Candidate No.	Name (Date of Birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Tetsuji Yanase (January 24, 1961) Reelection	Mar. 1983 Joined the Company Apr. 2008 General Manager of 1st Tokyo Sales Department of Sales Division June 2018 Executive Officer, General Manager of Overseas Sales Promotion Department of Sales Division, and Project Manager of Ichthys Project Apr. 2019 Executive Officer, General Manager of Overseas Sales Promotion Department of Sales Division June 2020 Director, Executive Officer, Deputy Division Manager of Sales Division, and General Manager of Overseas Sales Promotion Department June 2021 Director, Executive Officer, Division Manager of Construction Division, and General Manager of Overseas Sales Promotion Department June 2022 Director, Senior Executive Officer, Division Manager of Branch Management Division, and in charge of Procurement Department July 2023 Representative Director and President (current position) <Significant concurrent positions outside the Company> —	14,500 shares

Candidate No.	Name (Date of Birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
2	Motoshi Shinohara (July 24, 1963) Reelection	Mar. 1986 Joined the Company July 2007 Regional Branch Manager of Chugoku & Shikoku Regional Branch Apr. 2011 General Manager of Environmental Operation Division and General Manager of Environment Department June 2013 Executive Officer, Division Manager of Environment Operations Division, and General Manager of Environment Department June 2017 Director, Executive Officer, Deputy Division Manager of Branch Management Division June 2019 Director, Executive Officer, Deputy Division Manager of Branch Management Division, and General Manager of Environment Department June 2021 Director, Executive Officer, and Division Manager of Sales Division June 2022 Director, Executive Officer, Division Manager of Sales Division, and Division Manager of Construction Division July 2023 Director, Executive Officer, Division Manager of Construction Division, Division Manager of Engineering Division, and in charge of Quality & Safety Control Department and Hamamatsu Factory June 2024 Director, Executive Officer, Division Manager of Branch Management Division, Division Manager of Engineering Division, and in charge of Quality & Safety Control Department and Procurement Department Apr. 2025 Director, Executive Officer, Division Manager of Branch Management Division, Division Manager of Engineering Division, and in charge of Quality & Safety Control Department, Osaka Procurement Department and Tokyo Procurement Department Apr. 2026 Director, Executive Officer, Division Manager of Branch Management Division, Division Manager of Engineering Division, and in charge of Quality & Safety Control Department, Procurement Department and Hamamatsu Factory (current position) <Significant concurrent positions outside the Company> Director of Nippon Keical Limited	15,800 shares

Candidate No.	Name (Date of Birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	Keizo Fujino (March 11, 1960) Reelection	Mar. 1983 Joined the Company Apr. 2008 General Manager of 2nd Tokyo Sales Department of Sales Division June 2017 Executive Officer, General Manager of Tokyo Sales Department of Sales Division June 2019 Director, Executive Officer, General Manager of Sales Business Department and Tokyo Sales Department of Sales Division, and Project Director of Tangguh Project June 2020 Director, Executive Officer, Division Manager of Sales Division, General Manager of Tokyo Sales Department, and Project Director of Tangguh Project June 2021 Director, Executive Officer, Deputy Division Manager of Sales Division, General Manager of Tokyo Sales Department, and Project Director of Tangguh Project June 2022 Director, Executive Officer, Deputy Division Manager of Sales Division, General Manager of Tokyo Sales Department, General Manager of Overseas Sales Promotion Department, and Project Director of Tangguh Project July 2023 Director, Executive Officer, Division Manager of Sales Division, and Project Director of Tangguh Project June 2024 Director, Executive Officer, Division Manager of Sales Division, Project Director of Tangguh Project, and in charge of Hamamatsu Factory Apr. 2025 Director, Executive Officer, Division Manager of Sales Division, Division Manager of Construction Division, General Manager of Nagasaki Sales Department, Project Director of Tangguh Project, and in charge of Hamamatsu Factory Apr. 2026 Director, Executive Officer, Division Manager of Sales Division, Division Manager of Construction Division, and Project Director of Tangguh Project (current position) <Significant concurrent positions outside the Company> Director of Meisei Kenko Co., Ltd. Representative Director of Meisei Nigeria Ltd.	14,700 shares

Candidate No.	Name (Date of Birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company’s shares owned
4	Yutaka Toki (October 11, 1960) Reelection	Mar. 1985 Joined the Company May 2016 General Manager of General Administration Department June 2020 Executive Officer and General Manager of General Administration Department June 2024 Director, Executive Officer, Division Manager of Administration Division, and in charge of Affiliated Companies Apr. 2026 Director, Executive Officer, Division Manager of Administration Division, General Manager of General Administration Department and Manager of Management Planning Department, and in charge of Affiliated Companies (current position) <Significant concurrent positions outside the Company> Director of Meisei Kenko Co., Ltd. Representative Director of Meisei Koji Co., Ltd. Representative Director of Meisei Create Co., Ltd.	12,600 shares

Proposal No. 3 Election of Two Directors Who Are Audit and Supervisory Committee Members

The term of office of each of the two Directors who are Audit and Supervisory Committee Members, namely, Tsuyoki Nishimura and Rieko Takahashi will expire at the conclusion of this meeting. Therefore, the Company proposes the reelection of two Directors who are Audit and Supervisory Committee Members.
In addition, the consent of the Audit and Supervisory Committee has been obtained for this proposal.
Candidates for the role of Director who is an Audit and Supervisory Committee Member are as follows:

Candidate No.	Name		Position and responsibility in the Company	Attendance at Audit and Supervisory Committee meetings
1	Tsuyoki Nishimura	Reelection	Outside Director, Audit and Supervisory Committee Member	15/15
2	Rieko Takahashi (current family name: Tanaka)	Reelection	Outside Director, Audit and Supervisory Committee Member	15/15

Notes:
1. There is no special interest between any of the candidates and the Company.
2. Tsuyoki Nishimura and Rieko Takahashi are candidates for Outside Director.
3. Tsuyoki Nishimura and Rieko Takahashi are currently Outside Directors who are Audit and Supervisory Committee Members of the Company, and at the conclusion of this meeting, tenures of Tsuyoki Nishimura and Rieko Takahashi will have been four years and two years, respectively.
4. Reasons why they are candidates for Outside Director and overview of expected roles
Reasons why Tsuyoki Nishimura and Rieko Takahashi are candidates for Outside Director are that, though they have never been involved in the management of companies directly, Tsuyoki Nishimura has extensive knowledge of finance and accounting as a Certified Public Accountant, and Rieko Takahashi has extensive knowledge of corporate law and other area as an attorney at law. We expect that both of them will be able to supervise and advise Directors on the execution of duties from a professional perspective and independent standpoint.
5. Summary of details of limited liability agreement
Pursuant to Article 427, paragraph 1 of the Companies Act, the Company has entered into agreements with Tsuyoki Nishimura and Rieko Takahashi to limit their liability for damages under Article 423, paragraph 1 of the Companies Act. The maximum amount of liability for damages under these agreements is the minimum liability amount provided for under Article 425, paragraph 1 of the Companies Act.
If their election is approved, the Company plans to continue the aforementioned agreement with them.
6. Summary of details of a directors and officers liability insurance policy
The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, thereby covering losses that may arise from liability borne by the Directors who are Audit and Supervisory Committee Members, as insured persons, in their execution of their duties, or from claims brought against them in pursuit of that liability. If the election of each candidate is approved, the Company plans to include each of them as an insured in the insurance policy and renew said policy during their terms of office.
7. The Company has submitted notification to the Financial Instruments Exchange that Tsuyoki Nishimura and Rieko Takahashi have been designated as independent officers as provided for by the aforementioned exchange. If their election is approved, the Company plans to submit notification of their designation as independent officers to continue.

Candidate No.	Name (Date of Birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company’s shares owned
1	Tsuyoki Nishimura (August 16, 1973) Reelection Outside Independent officer	Oct. 1998 Joined Osaka Office of Showa Ota & Co. (currently Ernst & Young ShinNihon LLC) May 2002 Registered as Certified Public Accountant Oct. 2017 Resigned from Ernst & Young ShinNihon LLC Opened and Director of Strong Accounting Office (current position) Jan. 2018 Established and Representative Member of Strong Alliance LLC (current position) June 2022 Outside Director (Audit and Supervisory Committee Member) of the Company (current position) <Significant concurrent positions outside the Company> Director of Strong Accounting Office Representative Member of Strong Alliance LLC	0 shares
2	Rieko Takahashi (current family name: Tanaka) (December 3, 1985) Reelection Outside Independent officer	Dec. 2011 Registered as attorney at law Jan. 2012 Joined Yodoyabashi & Yamagami LPC Apr. 2017 Seconded to Toyota Media Service Corporation (currently TOYOTA Connected Corporation) Apr. 2022 Partner, Yodoyabashi & Yamagami LPC (current position) May 2023 Outside Audit & Supervisory Board Member of Maxvalu Tokai Co., Ltd. (current position) June 2024 Outside Director (Audit and Supervisory Committee Member) of the Company (current position) <Significant concurrent positions outside the Company> Partner, Yodoyabashi & Yamagami LPC Outside Audit & Supervisory Board Member of Maxvalu Tokai Co., Ltd.	0 shares

Reference

[Skill matrix for each Director after the conclusion of this meeting]

	Name	Outside Independent	Chairperson of the Board of Directors	Corporate Management	Sales & Business Strategy	Construction, Engineering, Research & Development	Personnel affairs & Labor Relations & Diversity	Finance & Accounting	Legal & Compliance	ESG & Risk management
Directors	Tetsuji Yanase		○	○	○	○				○
	Motoshi Shinohara			○	○	○				○
	Keizo Fujino			○	○	○				○
	Yutaka Toki			○			○	○	○	○
Directors (Audit and Supervisory Committee Members)	Yoshihisa Takase			○	○	○				○
	Kyoichi Uemura	○						○		○
	Mitsumasa Kishida	○						○		○
	Tsuyoki Nishimura	○						○		○
	Rieko Takahashi	○					○		○	○

Proposal No. 4 Election of One Substitute Director Who Is an Audit and Supervisory Committee Member

The effect of the election of Hitoshi Utsunomiya as substitute Director who is an Audit and Supervisory Committee Member at the 82nd Annual General Meeting of Shareholders held on June 20, 2024, ends upon the commencement of this meeting. Accordingly, the Company requests approval for the election of one substitute Director who is an Audit and Supervisory Committee Member to be ready to fill a vacant position should the number of Directors who are Audit and Supervisory Committee Members fall below the number required by laws and regulations.
Hitoshi Utsunomiya, the candidate for substitute Outside Director who is an Audit and Supervisory Committee Member, shall take office in the event that the number of Outside Directors who are Audit and Supervisory Committee Members becomes less than that required by laws and regulations and the term of office to be assumed by him shall be the remaining term of office of the retiring Director who is an Audit and Supervisory Committee Member.
The consent of the Audit and Supervisory Committee has been obtained for this proposal.
Candidate for the substitute Director who is an Audit and Supervisory Committee Member is as follows:

Name (Date of Birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
Hitoshi Utsunomiya (December 8, 1971) Outside	Apr. 1995 Joined Nissho Iwai Corporation (current Sojitz Corporation) Oct. 2004 Registered as attorney at law Joined Seiwa Law Office Jan. 2011 Partner, Seiwa Law Office (current position) Feb. 2019 Outside Corporate Auditor of Zojirushi Corporation Feb. 2020 Outside Director (Audit and Supervisory Committee Member) of Zojirushi Corporation (current position) <Significant concurrent positions outside the Company> Partner, Seiwa Law Office Outside Director (Audit and Supervisory Committee Member) of Zojirushi Corporation	0 shares

Notes:
1. There is no special interest between the candidate and the Company.
2. Hitoshi Utsunomiya is a candidate for the role of substitute Outside Director who is an Audit and Supervisory Committee Member.
3. Reasons why he is a candidate for substitute Outside Director who is an Audit and Supervisory Committee Member and overview of expected roles
   Hitoshi Utsunomiya, a candidate for substitute Outside Director who is an Audit and Supervisory Committee Member, has not been involved in the management of companies directly, but as an attorney at law he has extensive knowledge in corporate law and other area. From the viewpoint of legality and validity, we have expected that he is capable of appropriately fulfilling duties as Outside Director who is an Audit and Supervisory Committee Member, regarding our decision-making in business execution, and we ask for his election.
4. If Hitoshi Utsunomiya assumes office as Director who is Audit and Supervisory Committee Member, the Company plans to enter into an agreement with him to limit his liability for damages under Article 423, paragraph 1 of the Companies Act, pursuant to Article 427, paragraph 1 of the same act. The maximum amount of liability for damages under this agreement shall be the minimum liability amount provided for under Article 425, paragraph 1 of the same act. Furthermore, the Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, thereby covering losses of liability for damages of all Directors who are Audit and Supervisory Committee Members to the Company or a third party. If Hitoshi Utsunomiya assumes office as Director who is an Audit and Supervisory Committee Member, he will become an insured under the policy.
5. The Company has submitted notification to the Financial Instruments Exchange that the Outside Directors who are Audit and Supervisory Committee Members in office have been designated as independent officers as provided for by the aforementioned exchange. If Hitoshi Utsunomiya assumes office as Director who is an Audit and Supervisory Committee Member, the Company plans to submit notification of his designation as an independent officer.

<Shareholder proposals (Proposals No. 5 to 7)>
Proposals No. 5 to 7 have been proposed by some shareholders.
The titles, overviews and reasons for the proposals are, except for the item numbers, presented as submitted by the
proposing shareholders in the shareholder proposal documents.

Proposal No. 5 Share Buyback

(1) Outline of the Proposal
It is proposed that the Company acquire a total of 5,510,000 shares of the Company's common stock in exchange for cash with a total acquisition price of up to 10,470,000,000 yen within one (1) year from the conclusion of the Ordinary General Meeting of Shareholders , pursuant to Article 156, Paragraph (1) of the Companies Act.

(2) Reasons for the Proposal
Although the Company's share price has gradually trended upward since last year, the market apparently still views the measures taken by the Company as insufficient. Accordingly, to further expand shareholder returns and increase capital efficiency, we believe that measures should be taken to acquire approximately 10% of the Company's total number of issued shares as treasury shares and cancel them pursuant to Article 178 of the Companies Act.

Opinion of the Board of Directors of the Company
The Board of Directors of the Company opposes this Shareholder Proposal.

Since its founding in 1944, the Company has consistently contributed to the effective utilization of energy for more than 80 years through its core business involving thermal insulation work and technology. This has been achieved through a commitment to its three management principles, i.e., to create customers and secure their trust, contribute to society, and challenge toward the future. In recent years, it has become increasingly important to address global issues such as the prevention of global warming and the promotion of new energy sources to replace fossil fuels; the Company is pursuing initiatives with an eye on medium- to long-term growth in these areas as well.

Based on these management principles and initiatives, in its Medium-Term Management Plan (FY2024 – FY2026) announced on May 24, 2024, the Company established "Investments for future breakthroughs" as its basic policy, and is promoting capital investment and expansion of business areas to consistently strengthen its profit structure and implement a strategy for growth. The Company is working to develop new business areas to complement the thermal insulation business domain, with an eye toward M&As. As a result, the Company recorded sales of 60.2 billion yen and net profit of 5.4 billion yen for the fiscal year ended March 31, 2026, and plans to generate 61.0 billion yen in sales and 5.6 billion yen in net profit for the fiscal year ending March 31, 2027, the final year of its Medium-Term Management Plan.

The Company believes that improving profitability and maintaining a sound financial position will lead to the expansion of corporate value, and positions the stable return of profits to shareholders as a one of its top management priorities. Since the fiscal year ended March 31, 2023, the Company has been consistently increasing dividends; furthermore, based on this approach, the Company revised its dividend policy in the "Notice of Change in Dividend Policy" announced on May 9, 2025. Specifically, during the current Medium-Term Management Plan (FY2024 – FY2026), the Company has introduced DOE (dividend on equity ratio) as a new indicator, and revised its dividend policy to target a DOE (dividend on equity ratio) of 4% or higher, while comprehensively considering a dividend payout ratio of around 30% to 40%. The Company believes that this adjustment will be acceptable to shareholders.

In addition, Article 30 of the Company's Articles of Incorporation stipulates that the Company may conduct share buybacks through market transactions or similar means, by a resolution of the Board of Directors; it is therefore possible for the Company to promptly and efficiently conduct share buybacks without a resolution of the general meeting of shareholders. Accordingly, the Company has been promptly and efficiently conducting share buybacks in accordance with its Articles of Incorporation, taking into account capital efficiency and other factors; most recently, the Company took various measures to enhance the return of profits to shareholders and improve capital efficiency, including the acquisition of 1,700,000 shares (representing 3.56% of the total number of issued shares, excluding treasury shares) for a total acquisition price of 2.74 billion yen through share buybacks in November 2025. The Company will continue to conduct share buybacks by thoroughly taking into account the surrounding environment, including the Medium-Term Management Plan, capital policy, business performance, business investment and financial situation, trading status of the Company's shares, and stock price level.

As previously stated, the Company is committed to initiatives to enhance its corporate value over the medium- to long-term, by strengthening its business foundation through the reinforcement and development of existing businesses and the implementation of strategies for sustained growth, and by promoting sustainability management. It will also strengthen its capital policy, including the return of profits to shareholders and share buybacks.

However, given that the Company's share price is trading at a price-to-book ratio (PBR) of 1.0 or higher, passing a resolution at the Ordinary General Meeting of Shareholders to conduct share buybacks totaling 10.47 billion yen within one year, as required by this Shareholder Proposal, would, in light of the fact that the Company's net income for the fiscal year ended March 2026 was 5.4 billion yen, significantly exceed the Company's annual operating cash flow level and result in an excessive outflow of funds. Therefore, such a large-scale and short-term share buyback could significantly constrain the Company's ability to make flexible growth investments and may pose a risk of hindering its medium- to long-term growth and the sustainable enhancement of its corporate value. The Company therefore considers it inappropriate in light of its current management strategy.

For the aforementioned reasons, the Company's Board of Directors opposes this Shareholder Proposal.

Proposal No. 6 Amendment to the Articles of Incorporation Concerning the Number of Outside Directors

(1) Outline of the Proposal

It is proposed to amend Article 19 of the Company's Articles of Incorporation as follows to make the Company's outside directors a majority. If, as a result of other proposals (including proposals made by the Company) being approved at the Ordinary General Meeting of Shareholders, formal adjustments to the article set forth in this proposal (including, but not limited to, adjustments to article numbering) become necessary, the article relevant to this proposal shall be replaced with such adjusted article as necessary.

Before Amendment	After Amendment
(Number of Directors) Article 19 1. The Company shall have no more than twelve (12) directors (excluding directors who are Audit & Supervisory Committee members). 2. The Company shall have no more than five (5) directors who are Audit & Supervisory Committee members. <u>3. (New)</u>	(Number of Directors) Article 19 1. The Company shall have no more than twelve (12) directors (excluding directors who are Audit and Supervisory Committee members). 2. The Company shall have no more than five (5) directors who are Audit and Supervisory Committee members. <u>3. The majority of the directors of the Company shall be outside directors as provided in Article 2, Paragraph (1), Item (xv) of the Companies Act.</u>

(2) Reasons for the Proposal

Principle 4.8 of Japan's Corporate Governance Code states: "Independent outside directors should fulfill their roles and responsibilities with the aim of contributing to sustainable growth of companies and increasing corporate value over the mid- to long-term. Companies listed on the Prime Market should therefore appoint at least one-third of their directors as independent outside directors. Irrespective of the above, if a company listed on the Prime Market believes it needs to appoint the majority of directors as independent outside directors based on a broad consideration of factors such as the industry, company size, business characteristics, organizational structure and circumstances surrounding the company, it should appoint a sufficient number of independent outside directors." Furthermore, Principle 4.7 of Japan's Corporate Governance Code states that one of the roles and responsibilities of independent outside directors is: "appropriately representing the views of minority shareholders and other stakeholders in the boardroom from a standpoint independent of the management and controlling shareholders."

Although the Company satisfies the requirement of one-third or more with four (4) outside directors among nine (9) directors, it is believed that more actively appointing outside directors to constitute a majority of directors will enable the establishment of a governance system that increases capital efficiency, seeks to expand shareholder returns, and contributes toward the Company's sustainable growth and increase in corporate value over the medium- to long-term.

Furthermore, with regard to not only the number, but also the qualifications, of outside directors, we believe that personnel who can contribute toward the Company's sustainable growth and increase in corporate value over the medium- to long-term are required, and that the Company must accordingly consider appointing analysts with a high level of experience and skill.

We believe that the appointment of "personnel with a high level of experience and skill as analysts" will bring the viewpoints of external investors and shareholders to the Company's Board of Directors, and at the same time, will be an effective means of contributing toward increasing the corporate value through sound risk-taking. The Board of Directors of a listed company essentially shares the same goal as investors and shareholders of increasing the corporate value over the long-term; however, unfortunately in Japan, the relationship between the Board of Directors on one side and investors and shareholders on the other side is often considered antagonistic.

Accordingly, we believe that directors with the above-mentioned experience and skills participating in discussions and decision-making by the Board of Directors will make the relationship between the Board of Directors and the stock market constructive, as it ought to be, through sound risk-taking and capital allocation, and better communication with the market. It is often explained that personnel from banks or accountants handle the financial part of the directors' skills matrix; however, we believe that expertise in accounting and debt markets is insufficient from the perspective of promoting "sound risk-taking," and that the appointment of equity market experts will be meaningful in this respect.

Opinion of the Board of Directors of the Company
The Board of Directors of the Company opposes this Shareholder Proposal.

Since June 2015, the Company has adopted a corporate structure that includes an audit and supervisory committee, appointing all outside directors to serve as members of the Audit and Supervisory Committee. This has strengthened the audit and supervisory functions of the Board of Directors and further enhanced corporate governance.

In addition, to enhance the fairness, transparency, and objectivity of procedures related to the nomination and remuneration of directors, the Company voluntarily established the Nomination and Remuneration Committee, the majority of whose members are independent outside directors, to serve as an advisory body to the Board of Directors. Based on the criteria for appointing director candidates, the committee fairly and rigorously selects director candidates with insight, qualifications, and abilities relevant to the business environment, and proposes them to the Board of Directors. The Board of Directors makes decisions on the candidates for directors based on the committee's recommendations and advice. It followed the same decision-making process when nominating the candidates for directors to be proposed at the Ordinary General Meeting of Shareholders .

If the Company's proposal to appoint directors (including directors who are Audit and Supervisory Committee members) is approved at the Ordinary General Meeting of Shareholders, four of the nine directors of the Company will be independent outside directors. The ratio of independent outside directors on the Company's Board of Directors was 30% as of the Ordinary General Meeting of Shareholders held in June 2023; however, as part of the Company's ongoing efforts to enhance its corporate governance structure, the ratio has been increased to 44% since the Ordinary General Meeting of Shareholders held in June 2024. Accordingly, the Company satisfies the requirements under Japan's Corporate Governance Code applicable to Prime Market listed companies, which require that at least one-third of the members of the board of directors be independent outside directors. Moving forward, the Company will continue to enhance its corporate governance structure by leveraging bodies that are independent from the Board of Directors, such as the Nomination and Remuneration Committee, to ensure that the Board of Directors contributes to the enhancement of corporate value over the medium- to long- term.

All four of the candidates for directors (excluding directors who are Audit and Supervisory Committee members) are familiar with the Company's business and have expertise in corporate management, sales strategy, and business strategy, as well as specialized knowledge and experience in their respective fields, including, among others, construction, technology and R&D, human resources, labor and diversity, and finance and accounting. Of the five directors who are Audit and Supervisory Committee members, four are independent outside directors. Each of them possesses expertise in areas such as finance and accounting, ESG, and risk management. These independent outside directors express their opinions on overall corporate management to the Board of Directors from their respective professional perspectives. They provide recommendations and advice to ensure that decisions made by the Board are adequate and appropriate.

The Company's Board of Directors considers that the Board of Directors, which consists of the candidates proposed by the Company, is sufficiently independent and diverse, and has an optimal composition to implement the Company's management principles as well as to execute and supervise operations aimed at achieving the targets of the Medium-Term Management Plan. The Company believes that the Board of Directors has established a governance structure that will aid in the Company's sustained growth and the enhancement of its corporate value over the medium- to long-term, and that this structure will serve the interests of shareholders.

However, the Company believes that adding a provision to the Articles of Incorporation, as suggested in this Shareholder Proposal, would limit the scope from which director candidates are to be appointed and hinder the ability to flexibly consider the composition of the Board of Directors, based on discussions on the nature of the Board of Directors and management strategies from time to time.

For these reasons, the Company's Board of Directors opposes this Shareholder Proposal.

Proposal No. 7 Amendment to the Articles of Incorporation Concerning the Record Date for an Ordinary General Meeting of Shareholders

(1) Outline of the Proposal

It is proposed to amend Article 14 of the Company's Articles of Incorporation as follows. If, as a result of other proposals (including proposals made by the Company) being approved at the Ordinary General Meeting of Shareholders, formal adjustments to the article set forth in this proposal (including, but not limited to, adjustments to article numbering) become necessary, the article relevant to this proposal shall be replaced with such adjusted article as necessary.

(Underlined portions indicate changes.)

Before Amendment	After Amendment
(Record Date for an Ordinary General Meeting of Shareholders) Article 14 1. The Company shall deem shareholders recorded in the shareholder register as of <u>March 31</u> of each year to be the shareholders entitled to exercise voting rights at the ordinary general meeting of shareholders. <u>2. (New)</u>	(Record Date for an Ordinary General Meeting of Shareholders) Article 14 1. The Company shall deem shareholders recorded in the shareholder register as of <u>May 15</u> of each year to be the shareholders entitled to exercise voting rights at the ordinary general meeting of shareholders. <u>2. Notwithstanding the preceding paragraph, where necessary, the Company may set a record date by resolution of its Board of Directors and by giving prior public notice.</u>

(2) Reasons for the Proposal

Presently, the record date for voting rights at an ordinary general meeting of shareholders is March 31, and the meeting is required under the Companies Act to be held by the end of June. Meanwhile, the Annual Securities Report, which contains information important for shareholders to determine how to exercise their voting rights, is in practice disclosed either after the meeting or at a time significantly close to the meeting date, such as the day immediately preceding the meeting date. As a result, investors are in fact unable to sufficiently analyze the content of the report and reflect such analysis in their voting decisions, and a substantial consideration period is not secured.

An Annual Securities Report is a statutory disclosure document that comprehensively covers information indispensable for making decisions on key agenda items at ordinary general meetings of shareholders, including business risks, management strategy, governance structure, remuneration amounts and determination policies therefor, and capital policy. We believe that disclosure of such information with sufficient time, rather than immediately before the meeting, is a prerequisite for responsible exercise of voting rights.

By changing the record date for voting rights to mid-May, the Company would be able to design a schedule that allows Annual Securities Reports and related information to be disclosed with sufficient time for consideration before the ordinary general meeting. Accordingly, this would create an environment in which investors, proxy advisory firms, and analysts can thoroughly review such information and appropriately reflect their analyses in decisions whether to vote in support of or not to support the proposals. This proposal does not seek a formal acceleration of timelines, but rather aims to establish an institutional framework for substantive enhancement of information disclosure.

In addition, as a secondary effect, this proposal is expected to promote dispersion of shareholders' meeting dates, which have traditionally been excessively concentrated in late June. Such concentration has made it effectively difficult for many shareholders to attend multiple shareholders' meetings. Greater dispersion of meeting dates would expand opportunities for shareholders to participate in more meetings and engage in direct dialogue and discussion with management. This will promote active shareholder involvement and contribute toward the realization of "shareholder democracy," as advocated by us.

Finally, this proposal does not involve any change to the Company's fiscal year and will not affect its business operations or accounting practices. Through rationalization of the disclosure schedule, we believe that the quality of disclosure and the effectiveness of dialogue with the market will be enhanced, thereby contributing toward increasing the Company's corporate value and credibility in capital markets.

For these reasons, we propose the amendment to this Articles of Incorporation.

Opinion of the Board of Directors of the Company
The Board of Directors of the Company opposes this Shareholder Proposal.

This Shareholder Proposal purports to secure sufficient time for consideration between the disclosure of securities reports and other information and the exercise of voting rights, by changing the record date for voting rights at the ordinary general meeting of shareholders from March 31 to May 15. The Company acknowledges the awareness of the issue to a certain extent.

However, postponing the ordinary general meeting of shareholders by changing the record date for voting rights will involve the following issues, in comparison with the current schedule: (i) it will delay the opportunity to reflect shareholders' will and engage in communication with them (at the ordinary general meeting of shareholders) after the fiscal year based on the business situation in that fiscal year; and (ii) potential impacts, such as delays in the appointment of officers and subsequent delays in initiating operations under the new system. The Company therefore believes that it lacks rationality in these respects.

In addition, although a securities report holds significant importance as a statutory disclosure document, much of its content is provided to shareholders in a timely manner prior to the disclosure of the securities report through the Company's financial results summary, voluntary disclosure materials, earnings presentation materials, integrated reports, and notices of convocation of ordinary general meetings of shareholders, among others. The Company therefore recognizes that, by thoroughly considering the information contained in these disclosure documents, shareholders are able to make rational judgments in exercising their voting rights at the ordinary general meeting of shareholders.

Initially, this Shareholder Proposal proposes to change the record date for voting rights only; however, Article 13 of the Company's Articles of Incorporation stipulates that "The Company's ordinary general meeting of shareholders shall be called in June every year;" even if only the record date for voting rights is changed, the Company is still required to hold the ordinary general meeting of shareholders in June. Accordingly, this Shareholder Proposal alone will not achieve its purpose of ensuring a sufficient time for consideration after the disclosure of the securities report and the exercise of voting rights.

Furthermore, changing the record date for voting rights will increase administrative burdens and costs due to the necessity of mailing documents related to the ordinary general meeting of shareholders and dividends separately, in addition to the necessity of determining shareholders as of the record date twice by postponing only the record date of voting rights without changing the settlement date and the record date of the year-end dividend. There are also problems such as an increase in administrative burden due to overlapping disclosure operations related to the financial results of the first quarter and preparation for the ordinary general meeting of shareholders. These problems will affect a wide range of practical operations, including coordination with related organizations and restructuring of internal systems, in addition to shareholder register management, voting exercise procedures, and dividend-related practices. The resulting increase in administrative burdens and costs cannot be ignored, and the Company believes that there is no justifiable reason to change the current stable operations unless a clear benefit commensurate with the burden is recognized.

Meanwhile, the dispersion of shareholders' meeting dates, which this Shareholder Proposal identified as a "secondary effect" in the "Reasons for the Proposal," will not be achieved only through individual companies setting the record date for voting rights; this depends on a combination of factors such as overall market practices, trends among other companies, and the voting process of institutional investors. Consequently, the Company recognizes that there is a high degree of uncertainty as to whether the dates for shareholders' meetings will actually be dispersed as a result of the implementation of this Shareholder Proposal.

As previously stated, although this Shareholder Proposal expresses a specific idea, there will be issues such as delay in the opportunity to reflect shareholders' will and engage in communication with shareholders, and the Company does not find any substantial need to change the record date; rather, it believes that there will be a risk that it may affect the stability of its business operations.

For the aforementioned reasons, the Company's Board of Directors opposes this Shareholder Proposal.

The Board of Directors of the Company opposes this Shareholder Proposal; however, the Company recognizes that disclosing information in a manner that contributes to shareholders' exercise of voting rights is an important management issue. In fiscal year 2025, the Company made efforts to promote early disclosure, including the submission of its Annual Securities Report on June 25, 2025, the day prior to the 83rd Ordinary General Meeting of Shareholders held on June 26, 2025. In addition, the Company plans to disclose its Annual Securities Report for the fiscal year ending March 2026 3 days prior to the Ordinary General Meeting of Shareholders, which is 2 days earlier than last year. The Company will continue to diligently consider measures to ensure that the Annual Securities Report is disclosed sufficiently in advance of the ordinary general meeting of shareholders so as to secure an adequate period for shareholders to review and consider the information.

We will continue to examine the content and timing of disclosure based on relevant laws and regulations, practical trends, etc., and strive to enhance constructive dialogue with shareholders and improve the quality of information disclosure.

End