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: 6517

June 7, 2022

To our shareholders:

Shoichi Shiratori Representative Director, President **Denyo Co., Ltd.** 2-8-5, Nihonbashi-horidomecho, Chuo-ku, Tokyo 103-8566, Japan

NOTICE OF THE 74th ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially notified of the 74th Ordinary General Meeting of Shareholders of Denyo Co., Ltd. (the "Company"), which will be held as described below.

To prevent the recent spread of COVID-19, the Company will hold this Ordinary General Meeting of Shareholders with the appropriate infection prevention measures in place. Nevertheless, the Company asks that shareholders refrain from attending the meeting if at all possible and consider exercising their voting rights in writing or via the internet.

1. Date and Time: Wednesday, June 29, 2022 at 10:00 a.m. (Japan Standard Time)

2. Venue: 3F Room 1/2/3, Belle Salle Yaesu, Yaesu First Financial Building

1-3-7 Yaesu, Chuo-ku, Tokyo

(Please note that this year's venue differs from last year's. Make sure to come to the correct

venue.)

3. Purposes:

Items to be reported:

- 1. Business Report and Consolidated Financial Statements for the 74th Term (from April 1, 2021 to March 31, 2022), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
- 2. Non-Consolidated Financial Statements for the 74th Term (from April 1, 2021 to March 31, 2022)

Items to be resolved:

Proposal 1: Amendment to the Articles of Incorporation

Proposal 2: Election of Seven (7) Directors (Excluding Directors Who Are Audit and Supervisory

Committee Members)

4. Exercising Your Voting Rights in Advance

After reviewing the Reference Documents for the General Meeting of Shareholders below, please refer to the "Exercising Voting Rights" and "Exercising Voting Rights via the Internet, etc." on pages 4 and 5 of the Japanese version, and exercise your voting rights in writing or via the internet by no later than 5:00 p.m. on Tuesday, June 28, 2022 (JST).

5. Matters Decided for Convocation:

- (1) If you exercise your voting rights several times via the internet, etc., the last vote will be upheld as valid. If your voting rights are duplicated on paper due to the re-issue of the proxy form, the same will apply. However, if you exercise multiple voting rights both by paper and via the internet, etc., the exercise via the internet, etc. will be upheld as valid.
- (2) If you exercise voting rights diversely on the same proposal, please notify us in writing of your intention to do so and the reason for this, by three days prior to the General Meeting of Shareholders.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Amendment to the Articles of Incorporation

Reasons for the Proposal

The revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) are to be enforced on September 1, 2022. Accordingly, the Company proposes to make the following changes to its Articles of Incorporation in preparation for the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format.

- The proposed amendment calls for the new establishment of Paragraph 1 of Article 14 (Measures for Providing Information in Electronic Format, etc.) regarding information that constitutes the content of Reference Documents for the General Meeting of Shareholders, etc.
- The proposed amendment calls for the new establishment of Paragraph 2 of Article 14 (Measures for Providing Information in Electronic Format, etc.) regarding information that constitutes the content of Reference Documents for the General Meeting of Shareholders, etc., in order to limit the scope of matters to be stated in the documents to be delivered to shareholders who requested the delivery of the paper-based documents to the scope specified by the Ministry of Justice Order among the matters for electronic provision measures.
- Since the provisions of Article 14 (Internet Disclosure and Deemed Provision of Reference Documents, etc. for the General Meeting of Shareholders) of the current Articles of Incorporation will no longer be required following the introduction of the system for electronic provision of documents for shareholders meetings, they will be deleted.
- Accompanying the aforementioned establishment and deletion of provisions, supplementary provisions regarding the effective date, etc. will be established.

Details of the Proposed Amendments

The details of the proposed amendments are as follows.

	(Amendments are underlined.)
Current Articles of Incorporation	Proposed amendments
(Internet Disclosure and Deemed Provision of Reference	
Documents etc. for a General Meeting of Shareholders)	
Article 14.	(Deleted)
When convening a general meeting of shareholders the	
Company may deem that it has provided shareholders with the	
information with respect to matters which shall be stated or	
presented in reference documents for the general meeting of	
shareholders, business reports, and non-consolidated and	
consolidated financial statements by disclosing said	
information via the Internet pursuant to the provisions of the	
applicable ordinance of the Ministry of Justice.	
	(Measures for Providing Information in Electronic Format, etc.)
(Newly established)	Article 14.
	1. When the Company convenes a general meeting of
	shareholders, it shall take measures for providing
	information that constitutes the content of Reference
	Documents for the General Meeting of Shareholders, etc.
	in electronic format.
	2. Among items for which the measures for providing
	information in electronic format will be taken, the
	Company may exclude all or some of those items
	designated by the Ministry of Justice Order from
	statements in the paper-based documents to be delivered to
	shareholders who requested the delivery of the paper-based
	documents by the record date of voting rights.

Current Articles of Incorporation	Proposed amendments
Supplementary Provisions	Supplementary Provisions
(Transitional Measures Concerning Exemption from Liability of	(Transitional Measures Concerning Exemption from Liability of
Audit & Supervisory Board Members)	Audit & Supervisory Board Members)
(Text Omitted)	(Unchanged)
	(Transitional Measures for Providing Informational Materials for
	the General Meeting of Shareholders in Electronic Format)
(Newly established)	1. The amendment to Article 14 of the Articles of
	Incorporation shall be effective from September 1, 2022,
	which is the date of enforcement of the revised provisions
	provided for in the proviso to Article 1 of the
	Supplementary Provisions of the Act Partially Amending
	the Companies Act (Act No. 70 of 2019).
	2. Notwithstanding the provision of the preceding paragraph,
	Article 14 (Internet Disclosure and Deemed Provision of
	Reference Documents, etc. for the General Meeting of
	Shareholders) of the Articles of Incorporation shall remain
	effective regarding any general meeting of shareholders
	held on a date within six (6) months from September 1,
	<u>2022.</u>
	3. These Supplementary Provisions shall be deleted on the
	date when six (6) months have elapsed from September 1,
	2022 or three (3) months have elapsed from the date of the
	general meeting of shareholders in the preceding
	paragraph, whichever is later.

Proposal 2: Election of Seven (7) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The term of office of all seven (7) of the Company's Directors (excluding Directors who are Audit and Supervisory Committee members; hereinafter the same shall apply to this Proposal) will expire at the conclusion of this Ordinary General Meeting of Shareholders.

Accordingly, the Company proposes the election of seven (7) Directors.

Furthermore, the Audit and Supervisory Committee has provided the opinion that all candidates for Director in this Proposal are qualified.

The candidates for Directors are as follows.

No.	Name	Candidate attribution	Position	Attendance at Board of Directors meetings	Tenure as Director
1	Yoji Eto	Reelection Internal	Representative Director, Chairman	14/14	10 years
2	Shoichi Shiratori	Reelection Internal Representative Director, President		14/14	11 years
3	Kensaku Moriyama	Reelection Director Internal Managing Executive Office		10/10	1 year
4	Takanori Yoshinaga	Reelection Internal	Director Senior Executive Officer	14/14	3 years
5	Masao Yamada	Reelection Internal	Director Senior Executive Officer	14/14	3 years
6	Makoto Tanabe	Reelection Internal	Director Senior Executive Officer	10/10	1 year
7	Yoshio Takeyama	Reelection Outside Independent	Outside Director	14/14	3 years

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions outside the Company		Number of the Company's shares owned
		Apr. 1977 Apr. 2008	Joined the Company Executive Officer, General Manager, Sales	
		July 2009	Department I of the Company Executive Officer, General Manager, Sales Department I, Domestic Sales Division of the Company	
		Apr. 2011	Executive Officer, Chief Executive, Domestic Sales Division, General Manager, East Japan Sales Department of the Company	
		Apr. 2012	Executive Officer, Chief Executive, Domestic Sales Division of the Company	
		June 2012	Director, Executive Officer, Chief Executive, Domestic Sales Division of the Company	
	Yoji Eto (October 31, 1954)	Apr. 2014	Director, Managing Executive Officer, Chief Executive, Domestic Sales Division of the Company	
	Reelection Internal	Apr. 2016	Representative Director, Executive Vice President, Executive Officer in charge of Sales, Administration, and Quality Management	35,934 shares
	Attendance at meetings of the Board of Directors during the	Apr. 2018	Divisions of the Company Representative Director, Executive Vice	
1	year: 14/14 Attendance: 100%		President, General Manager, Global Marketing Office, Executive Officer in charge of Sales, and Quality Management Divisions of the Company	
		Apr. 2019	Representative Director, Executive Vice President, Executive Officer in charge of Global Marketing Office and Quality Management Division of the Company	
		June 2019	Representative Director, Executive Vice President, Executive Officer in charge of Global Marketing Office, Production Division, and Overseas Manufacturing Subsidiaries of the Company	
		Apr. 2021	Representative Director, Chairman of the Company (to the present)	

[Reasons for nomination as candidate for Director]

Mr. Yoji Eto has long been involved in various divisions of the Company throughout his career, in addition to his many years of experience in the sales division. The Company judges that his participation in the Company's management-level decision-making will contribute to the Company's sustainable growth and medium- to long-term enhancement of corporate value as someone who plays a central role in the supervision of management. As a result, the Company again nominated him as candidate for Director.

[Special interests with the Company]

None

No.	Name (Date of birth)		Career summary, position, responsibilities and significant concurrent positions outside the Company	
No.	(Date of birth) Shoichi Shiratori (May 26, 1956) Reelection Internal			Company's shares owned
2	Attendance at meetings of the Board of Directors during the year: 14/14 Attendance: 100%	Apr. 2013 Apr. 2015 Apr. 2016	General Manager, Information System Department of the Company Director, Managing Executive Officer, Chief Executive, Administration Division, General Manager, Information System Department of the Company Director, Managing Executive Officer, Chief Executive, Administration Division of the Company Representative Director, President of the Company (to the present)	10,172 3111103

[Reasons for nomination as candidate for Director]

Mr. Shoichi Shiratori has served in positions in the corporate planning and administrative fields of the Company for many years, making him well versed in the Company's overall business operations. The Company judges that his participation in the Company's management-level decision-making will contribute to the Company's sustainable growth and medium- to long-term enhancement of corporate value as someone who leads management in a way that is compatible with the various changes taking place in the business environment using this knowledge. As a result, the Company again nominated him as candidate for Director.

[Special interests with the Company]

None

No.	Name (Date of birth)		mmary, position, responsibilities and significant oncurrent positions outside the Company	Number of the Company's shares owned
		Apr. 1979 Apr. 2012 Apr. 2013	Joined the Company General Manager, East Japan Sales Department, Sales Division of the Company Executive Officer, General Manager, East Japan Sales Department, Sales Division of the	
	Kensaku Moriyama (May 7, 1958)	Apr. 2016	Company Executive Officer, Head of Domestic Sales Unit, General Manager, East Japan Sales Department, Sales Division of the Company	
	Reelection Internal	Apr. 2019	Senior Executive Officer, Deputy Chief Executive, Sales Division, Head of Domestic Sales Unit of the Company	10,624 shares
	Attendance at meetings of the Board of Directors during the year:	Apr. 2020	Managing Executive Officer, Deputy Chief Executive, Sales Division, Head of Domestic Sales Unit of the Company	
3	10/10 Attendance: 100%	Apr. 2021	Managing Executive Officer, Chief Executive, Sales Division, Head of Domestic Sales Unit of	
		June 2021	the Company Director, Managing Executive Officer, Chief Executive, Sales Division, and in charge of Domestic Sales Unit and Overseas Sales Subsidiaries of the Company (to the present)	
	sustainable growth and medium- nominated him as candidate for I [Special interests with the Compa	to long-term en Director.	nanagement-level decision-making will contribute to nhancement of corporate value. As a result, the Comp	
	None	Apr. 1986	Joined the Company	
	Takanori Yoshinaga (April 12, 1963)	Apr. 2013 Apr. 2017	General Manager, Engineering Department, Development Division of the Company Executive Officer, General Manager, Engineering Department, Development	
	Reelection Internal	Apr. 2019	Division of the Company Executive Officer, Chief Executive, Development Division of the Company	7,328 share:
	Attendance at meetings of the Board of Directors during the year:	June 2019 Apr. 2021	Director, Executive Officer, Chief Executive, Development Division of the Company Director, Senior Executive Officer, Chief	
4	14/14 Attendance: 100%	142.2021	Executive, Development Division, Responsible for Production Division, Overseas Manufacturing Subsidiary of the Company (to the present)	
	Company judges that his particip Company's sustainable growth at further product development utili	ed in positions ation in the Cond medium- to zing his extens in corporate p		ntribute to the ne able to promote us forms of

No.	Name (Date of birth)		Career summary, position, responsibilities and significant concurrent positions outside the Company				
5	Masao Yamada (December 5, 1964) Reelection Internal Attendance at meetings of the Board of Directors during the year: 14/14 Attendance: 100%	Apr. 1985 Apr. 2016 Apr. 2018 Apr. 2019 June 2019 Apr. 2021	Joined the Company General Manager, Quality Management Department, Quality Management Division of the Company Executive Officer, General Manager, Quality Management Department, Quality Management Division of the Company Executive Officer, Chief Executive, Quality Management Division of the Company Director, Executive Officer, Chief Executive, Quality Management Division of the Company Director, Senior Executive Officer, Chief Executive, Quality Management Division of the Company (to the present)	6,628 shares			
	[Reasons for nomination as candidate for Director] Mr. Masao Yamada has served in positions in the development and quality control divisions of the Company. The Company judges that his participation in the Company's management-level decision-making will contribute to the Company's sustainable growth and medium- to long-term enhancement of corporate value, from the perspective of supporting safe and secure product development through efforts to advance quality control utilizing his broad experience. As a result, the Company again nominated him as candidate for Director. [Special interests with the Company] None						

No.	Name (Date of birth)		mmary, position, responsibilities and significant oncurrent positions outside the Company	Number of the Company's shares owned
6	Makoto Tanabe (August 27, 1961) Reelection Internal Attendance at meetings of the Board of Directors during the year: 10/10 Attendance: 100%	Apr. 1984 Apr. 2008 July 2009 Apr. 2011 Apr. 2013 Apr. 2015 Apr. 2018 Apr. 2020 Apr. 2021 Jun. 2021	Joined The Dai-ichi Mutual Life Insurance Company (currently The Dai-ichi Life Insurance Company, Limited) General Manager, Personnel Department, Administration Division of the Company General Manager, Personnel Department and General Affairs Department, Administration Division of the Company Executive Officer, General Manager, Personnel Department, Administration Division of the Company Executive Officer, General Manager, General Affairs Department and Personnel Department, Administration Division of the Company Executive Officer, General Manager, General Affairs Department and Finance Department, Administration Division of the Company Senior Executive Officer, General Manager, Planning & Coordination Department and Finance Department, Administration Division of the Company Senior Executive Officer, General Manager, Planning & Coordination Office of the Company Senior Executive Officer, Chief Executive, Administration Division of the Company Director, Senior Executive Officer, Chief Executive, Administration Division of the Company	2,500 share:
	many years. The Company judge	positions in the state of the s	(to the present) or] the corporate planning and administrative fields of the cipation in the Company's management-level decision and medium- to long-term enhancement of corporate	n-making will

 $perspective\ of\ enhancing\ management\ on\ the\ variously\ ever-changing\ finance,\ IT\ and\ HR\ fields\ utilizing\ his\ broad$ experience. As a result, the Company again nominated him as candidate for Director.

[Special interests with the Company]

None

No.	Name (Date of birth)		Career summary, position, responsibilities and significant concurrent positions outside the Company				
7	Yoshio Takeyama (February 11, 1954) Reelection Outside Independent Attendance at meetings of the Board of Directors during the year: 14/14 Attendance: 100%		Joined The Dai-ichi Mutual Life Insurance Company (currently The Dai-ichi Life Insurance Company, Limited) Manager, Sales Personnel Department of The Dai-ichi Mutual Life Insurance Company Manager, IT Planning Department of The Dai- ichi Mutual Life Insurance Company Executive Officer, Manager, IT Planning Department of The Dai-ichi Mutual Life Insurance Company Director, Managing Executive Officer of The Dai-ichi Mutual Life Insurance Company President and Representative Director of The Dai-ichi Life Information Systems Co., Ltd. Chairman and Representative Director of The Dai-ichi Life Information Systems Co., Ltd. Outside Audit & Supervisory Board Member of the Company Relinquished position of Chairman and Representative Director of The Dai-ichi Life Information Systems Co., Ltd. Relinquished position of Outside Audit & Supervisory Board Member of the Company Outside Director of the Company (current post) Outside Director of XNET Corporation (current post) oncurrent positions outside the Company]	owned 0 shares			
	Outside Director of XNET Corporation [Reasons for nomination as candidate for Outside Director and outline of roles expected thereof]						
	Mr. Yoshio Takeyama has used his abundant experience from other companies to actively provide opinions from an independent standpoint during his time as an Outside Audit & Supervisory Board Member and as an Outside Director,						
		-	responsibilities of the positions. He is independent fr				
	-	-	ons and there is no risk that a conflict of interest will m as candidate for outside director in order to impro				
			-				
	and transparency of the Company's management-level decision-making. Currently, he is an Outside Director of the Company and his term as an Outside Director at the conclusion of this Ordinary General Meeting of Shareholders will be three (3) years. [Special interests with the Company]						

Notes:

- 1. Mr. Yoshio Takeyama is a candidate for Outside Director.
- 2. Mr. Yoshio Takeyama satisfies the requirements for independent officer as provided for by Tokyo Stock Exchange, Inc., and the Company has submitted notification to the aforementioned exchange concerning his appointment as independent officers. If this Proposal is approved as proposed, the Company intends to submit notification to the aforementioned exchange concerning his continued appointment as independent officer.
- 3. The Company has entered into agreements with Mr. Yoshio Takeyama that limit his liability for damages under Article 423, paragraph (1) of the Companies Act, pursuant to the provisions of Article 427, paragraph (1) of the same Act. The limit of liability for damages under this agreement is the minimum amount provided for in Article 425, paragraph (1) of the same Act. If this Proposal is approved as proposed, the Company intends to continue the aforementioned agreement.
- 4. Pursuant to Article 430-3, paragraph (1) of the Companies Act, the Company has entered into a directors and officers liability insurance policy with an insurance company. The insurance policy covers damages, legal fees and other costs an insured may incur as a result of liability claims arising from their acts carried out by the insured persons including Directors of the Company based on their position (including omission). Damages and other costs arising from criminal acts such as bribery or intentional illegal acts by officers are not covered in order not to impair the appropriateness of the execution of duties by them. Of the insurance premiums, the portion corresponding to the risk of losing a shareholder derivative suit is borne by each director and the remaining portion is shouldered by the Company and its subsidiaries. If this Proposal is approved as proposed, each candidate for director will be included as an insured in the policy.

The Company intends to renew this insurance policy with the same content during the term of office.

[Reference]

Skills matrix of the Company's Board of Directors

SKIIIS IIIuti	ix of the Compa	, 5 100	Main fields of expertise							
Name	Title	Outside	Corporate Management/ CG	ESG	R & D/ Manufacturing/ Quality Control	Sales/ Marketing	Global	Finance/	Personnel/ Labor Management	Legal/Risk Management
Yoji Eto	Representative Director, Chairman		0	0		0	0			
Shoichi Shiratori	Representative Director, President		0	0				0	0	
Kensaku Moriyama	Director, Managing Executive Officer			0	0	0				
Takanori Yoshinaga	Director, Senior Executive Officer			0	0	0				
Masao Yamada	Director, Senior Executive Officer			0	0	0				
Makoto Tanabe	Director, Senior Executive Officer						0	0	0	0
Yoshio Takeyama	Director	•	0	0				0		0
Toru Hiroi	Director who is Audit and Supervisory Committee Member		0		0		0			
Chiyoki Kimura	Director who is Audit and Supervisory Committee Member					0			0	0
Akira Yamada	Director who is Audit and Supervisory Committee Member	•	0	0			0			0
Keiko Yamagami	Director who is Audit and Supervisory Committee Member	•	0	0						0
Masako Natori	Director who is Audit and Supervisory Committee Member	•		0					0	0

		Composition status					
Name	Title	Audit and Supervisory Committee	Nomination and	Board of Independent Outside Directors			
Yoji Eto	Representative Director, Chairman		•				
Shoichi Shiratori	Representative Director, President		•				
Kensaku Moriyama	Director, Managing Executive Officer						
Takanori Yoshinaga	Director, Senior Executive Officer						
Masao Yamada	Director, Senior Executive Officer						
Makoto Tanabe	Director, Senior Executive Officer						
Yoshio Takeyama	Director		•	•			
Toru Hiroi	Director who is Audit and Supervisory Committee Member	•					
Chiyoki Kimura	Director who is Audit and Supervisory Committee Member	•					
Akira Yamada	Director who is Audit and Supervisory Committee Member	•	•	•			
Keiko Yamagami	Director who is Audit and Supervisory Committee Member	•	•	•			
Masako Natori	Director who is Audit and Supervisory Committee Member	•	•	•			

Note: The above list shows four (4) fields at maximum of the main fields where each person can demonstrate their expertise based on their experience and others, and does not cover all the knowledge they have.