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Securities code: 6517

June 5, 2024

To our shareholders:

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

## NOTICE OF THE 76th ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially notified of the 76th Ordinary General Meeting of Shareholders of Denyo Co., Ltd. (the “Company”), which will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and has posted the information on the Company’s website. Please access the website below to view the information.

The Company’s website: <https://www.denyo.co.jp/> (in Japanese)

(From the above website, select “Investors,” “Stock Information,” and then “IR Library.”)

In addition to the Company’s website mentioned above, matters subject to measures for electronic provision are also posted on the Tokyo Stock Exchange (TSE) (Listed Company Search) website listed below.

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 “Denyo” in “Issue name (company name)” or the Company’s securities code “6517” 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 you are unable to attend the meeting in person, you may exercise your voting rights in writing or via the internet, etc. Please exercise your voting rights after reviewing the attached Reference Documents for the General Meeting of Shareholders no later than 5:00 p.m., Wednesday, June 26, 2024 (Japan Standard Time).

- 1. Date and Time:** Thursday, June 27, 2024 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

### 3. Purposes:

#### Items to be reported:

1. Business Report and Consolidated Financial Statements for the 76th Term (from April 1, 2023 to March 31, 2024), 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 76th Term (from April 1, 2023 to March 31, 2024)

#### Item to be resolved:

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

### 4. Matters Decided for Convocation:

- (1) If there is no indication of approval or disapproval of the proposal on the voting form, it shall be deemed as an intention of approval.
- (2) 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 in writing due to the re-issue of the voting form, the same will apply. However, if you exercise multiple voting rights in writing and via the internet, etc., the exercise via the internet, etc. will be upheld as valid.

## Reference Documents for the General Meeting of Shareholders

**Proposal:** 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 for 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 BOD meetings during the year	Tenure as Director
1	Shoichi Shiratori	Reelection Internal Male	Representative Director, Chairman	15/15	13 years
2	Takanori Yoshinaga	Reelection Internal Male	Representative Director, President	15/15	5 years
3	Masao Yamada	Reelection Internal Male	Director Managing Executive Officer	15/15	5 years
4	Makoto Tanabe	Reelection Internal Male	Director Managing Executive Officer	15/15	3 years
5	Kenichi Otomo	Reelection Internal Male	Director Senior Executive Officer	11/11	1 year
6	Masakazu Minato	New election Internal Male	Senior Executive Officer	—	—
7	Yoshio Takeyama	Reelection Outside Independent Male	Outside Director	15/15	5 years

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions outside the Company	Number of the Company's shares owned
1	<p style="text-align: center;">Shoichi Shiratori (May 26, 1956)</p> <p style="text-align: center;">Reelection Internal Male</p> <p style="text-align: center;">Attendance at Board of Directors meetings during the year: 15/15 Attendance: 100%</p>	<p>Apr. 1980      Joined the Company</p> <p>Apr. 2008      Executive Officer, General Manager, Planning &amp; Coordination Department of the Company</p> <p>July 2009      Executive Officer, Deputy Chief Executive, Administration Division, General Manager, Planning &amp; Coordination Department of the Company</p> <p>Apr. 2011      Executive Officer, Chief Executive, Administration Division of the Company</p> <p>June 2011      Director, Executive Officer, Chief Executive, Administration Division of the Company</p> <p>Apr. 2012      Director, Executive Officer, Chief Executive, Administration Division, General Manager, Information System Department of the Company</p> <p>Apr. 2013      Director, Managing Executive Officer, Chief Executive, Administration Division, General Manager, Information System Department of the Company</p> <p>Apr. 2015      Director, Managing Executive Officer, Chief Executive, Administration Division of the Company</p> <p>Apr. 2016      Representative Director, President of the Company</p> <p>Apr. 2023      Representative Director, Chairman of the Company (to the present)</p>	54,410 shares
<p>[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.</p> <p>[Special interests with the Company] None</p>			

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions outside the Company	Number of the Company's shares owned
2	<p>Takanori Yoshinaga (April 12, 1963)</p> <p>Reelection Internal Male</p> <p>Attendance at Board of Directors meetings during the year: 15/15 Attendance: 100%</p>	<p>Apr. 1986      Joined the Company</p> <p>Apr. 2013      General Manager, Engineering Department, Development Division of the Company</p> <p>Apr. 2017      Executive Officer, General Manager, Engineering Department, Development Division of the Company</p> <p>Apr. 2019      Executive Officer, Chief Executive, Development Division of the Company</p> <p>June 2019      Director, Executive Officer, Chief Executive, Development Division of the Company</p> <p>Apr. 2021      Director, Senior Executive Officer, Chief Executive, Development Division, Responsible for Production Division, Overseas Manufacturing Subsidiary of the Company</p> <p>Apr. 2023      Representative Director, President of the Company (to the present)</p>	11,995 shares
		<p>[Reasons for nomination as candidate for Director] Mr. Takanori Yoshinaga has served in positions in the development division of the Company for many years. 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 able to promote further product development utilizing his extensive knowledge of products and responsible for various forms of planning based on his experience in corporate planning. As a result, the Company again nominated him as candidate for Director.</p> <p>[Special interests with the Company] None</p>	
3	<p>Masao Yamada (December 5, 1964)</p> <p>Reelection Internal Male</p> <p>Attendance at Board of Directors meetings during the year: 15/15 Attendance: 100%</p>	<p>Apr. 1985      Joined the Company</p> <p>Apr. 2016      General Manager, Quality Management Department, Quality Management Division of the Company</p> <p>Apr. 2018      Executive Officer, General Manager, Quality Management Department, Quality Management Division of the Company</p> <p>Apr. 2019      Executive Officer, Chief Executive, Quality Management Division of the Company</p> <p>June 2019      Director, Executive Officer, Chief Executive, Quality Management Division of the Company</p> <p>Apr. 2021      Director, Senior Executive Officer, Chief Executive, Quality Management Division of the Company</p> <p>Apr. 2023      Director, Managing Executive Officer, Chief Executive, Development Division, Responsible for Production Division, Overseas Manufacturing Subsidiary of the Company (to the present)</p>	10,427 shares
		<p>[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.</p> <p>[Special interests with the Company] None</p>	

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions outside the Company	Number of the Company's shares owned
4	<p style="text-align: center;">Makoto Tanabe (August 27, 1961)</p> <p style="text-align: center;">Reelection Internal Male</p> <p style="text-align: center;">Attendance at Board of Directors meetings during the year: 15/15 Attendance: 100%</p>	<p>Apr. 1984      Joined The Dai-ichi Mutual Life Insurance Company (currently The Dai-ichi Life Insurance Company, Limited)</p> <p>Apr. 2008      General Manager, Personnel Department, Administration Division of the Company</p> <p>July 2009      General Manager, Personnel Department and General Affairs Department, Administration Division of the Company</p> <p>Apr. 2011      Executive Officer, General Manager, Personnel Department, Administration Division of the Company</p> <p>Apr. 2013      Executive Officer, General Manager, General Affairs Department and Personnel Department, Administration Division of the Company</p> <p>Apr. 2015      Executive Officer, General Manager, General Affairs Department and Finance Department, Administration Division of the Company</p> <p>Apr. 2018      Senior Executive Officer, General Manager, Planning &amp; Coordination Department and Finance Department, Administration Division of the Company</p> <p>Apr. 2020      Senior Executive Officer, General Manager, Planning &amp; Coordination Office of the Company</p> <p>Apr. 2021      Senior Executive Officer, Chief Executive, Administration Division of the Company</p> <p>June 2021      Director, Senior Executive Officer, Chief Executive, Administration Division of the Company</p> <p>Apr. 2023      Director, Managing Executive Officer, Chief Executive, Administration Division of the Company</p> <p>June 2023      Director, Managing Executive Officer, Chief Executive, Administration Division, General Manager, Personnel Department of the Company (to the present)</p>	6,967 shares
<p>[Reasons for nomination as candidate for Director] Mr. Makoto Tanabe has served in positions in the corporate planning and administrative fields of the Company for many years. 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 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.</p> <p>[Special interests with the Company] None</p>			

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions outside the Company	Number of the Company's shares owned
5	<p style="text-align: center;">Kenichi Otomo (January 14, 1969)</p> <p style="text-align: center;">Reelection Internal Male</p> <p style="text-align: center;">Attendance at Board of Directors meetings during the year: 11/11 Attendance: 100%</p>	<p>July 2003      Joined Denyo Techno Service Co., Ltd.</p> <p>Jan. 2006      Transferred to the Company</p> <p>Apr. 2017      General Manager, Plant &amp; Project Department, Sales Division of the Company</p> <p>Apr. 2020      Executive Officer, General Manager, International Sales Department I, Sales Division of the Company</p> <p>Apr. 2021      Executive Officer, Head of International Sales Unit, General Manager, International Sales Department I, Sales Division of the Company</p> <p>Apr. 2023      Senior Executive Officer, Deputy Chief Executive, Sales Division, Head of International Sales Unit, General Manager, International Sales Department I, Responsible for Overseas Sales Subsidiary of the Company</p> <p>June 2023      Director, Senior Executive Officer, Deputy Chief Executive, Sales Division, Head of International Sales Unit, General Manager, International Sales Department I, Responsible for Overseas Sales Subsidiary of the Company</p> <p>Apr. 2024      Director, Senior Executive Officer, Chief Executive, International Sales &amp; Marketing Division, Responsible for Overseas Sales Subsidiary of the Company (to the present)</p> <p>[Significant concurrent positions outside the Company] President, Denyo America Corporation President, Denyo Europe B.V.</p>	4,200 shares
<p>[Reasons for nomination as candidate for Director] Mr. Kenichi Otomo has served in positions in the sales division of the Company for many years and in particular has abundant experience in international business, providing him with a global perspective. 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 a result, the Company again nominated him as candidate for Director.</p> <p>[Special interests with the Company] None</p>			

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions outside the Company	Number of the Company's shares owned
6	<p>Masakazu Minato (February 22, 1962)</p> <p>New election Internal Male</p>	<p>Apr. 1984      Joined the Company</p> <p>Apr. 2019      Executive Officer, General Manager, East Japan Sales Department, Sales Division, Manager, Tokyo Branch of the Company</p> <p>Apr. 2021      Executive Officer, General Manager, East Japan Sales Department, Sales Division of the Company</p> <p>Apr. 2023      Senior Executive Officer, Head of Domestic Sales Unit, Manager, East Japan Sales Department, Sales Division of the Company</p> <p>Apr. 2024      Senior Executive Officer, Chief Executive, Sales Division, General Manager, Sales Support Department of the Company (to the present)</p>	2,100 shares
<p>[Reasons for nomination as candidate for Director] Mr. Masakazu Minato has served in positions in the sales division of the Company for many years, giving him extensive knowledge of products and a perspective closely in tune with customers and distributors. 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 a result, the Company has newly nominated him to serve as a new director.</p> <p>[Special interests with the Company] None</p>			



No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions outside the Company	Number of the Company's shares owned
7	Yoshio Takeyama (February 11, 1954)  Reelection Outside Independent Male  Attendance at Board of Directors meetings during the year: 15/15 Attendance: 100%	<p>Apr. 1977      Joined The Dai-ichi Mutual Life Insurance Company (currently The Dai-ichi Life Insurance Company, Limited)</p> <p>Apr. 2000      Manager, Sales Personnel Department of The Dai-ichi Mutual Life Insurance Company</p> <p>Apr. 2005      Manager, IT Planning Department of The Dai-ichi Mutual Life Insurance Company</p> <p>Apr. 2007      Executive Officer, Manager, IT Planning Department of The Dai-ichi Mutual Life Insurance Company</p> <p>June 2009      Director, Managing Executive Officer of The Dai-ichi Mutual Life Insurance Company</p> <p>June 2013      President and Representative Director of The Dai-ichi Life Information Systems Co., Ltd.</p> <p>Apr. 2015      Chairman and Representative Director of The Dai-ichi Life Information Systems Co., Ltd.</p> <p>June 2015      Outside Audit &amp; Supervisory Board Member of the Company</p> <p>June 2019      Relinquished position of Chairman and Representative Director of The Dai-ichi Life Information Systems Co., Ltd.</p> <p>June 2019      Relinquished position of Outside Audit &amp; Supervisory Board Member of the Company</p> <p>June 2019      Outside Director of the Company (current post)</p> <p>June 2020      Outside Director of XNET Corporation (current post) (to the present)</p> <p>[Significant concurrent positions outside the Company] Outside Director of XNET Corporation</p>	0 shares
<p>[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 &amp; Supervisory Board Member and as an Outside Director, and has sufficiently performed the professional responsibilities of the positions. He is independent from the management which undertakes business operations and there is no risk that a conflict of interest will arise with the shareholders. The Company again nominated him as candidate for outside director in order to improve the soundness 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 five (5) years.</p> <p>[Special interests with the Company] None</p>			

- 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 an 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. In addition, all premiums for the insurance policy are 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 (system in case Proposal is approved)

Name	Gender	Title	Outside	Main fields of expertise								
				Corporate Management/CG	ESG	R&D Manufacturing Quality Control	Sales/Marketing	Global	Finance/IT	Personnel/Labor Management	Legal/Risk Management	
Shoichi Shiratori	Male	Representative Director, Chairman		○	○					○	○	
Takanori Yoshinaga	Male	Representative Director, President		○	○	○	○					
Masao Yamada	Male	Director Managing Executive Officer			○	○	○					
Makoto Tanabe	Male	Director Managing Executive Officer						○	○	○	○	
Kenichi Otomo	Male	Director Senior Executive Officer				○	○	○				
Masakazu Minato	Male	Director Senior Executive Officer			○	○	○					
Yoshio Takeyama	Male	Director	●	○	○					○		○
Toru Hiroi	Male	Director, Audit and Supervisory Committee Member		○		○		○				
Kazuyoshi Kubo	Male	Director, Audit and Supervisory Committee Member								○	○	○
Keiko Yamagami	Female	Director, Audit and Supervisory Committee Member	●	○	○							○
Masako Natori	Female	Director, Audit and Supervisory Committee Member	●		○						○	○
Makoto Koto	Male	Director, Audit and Supervisory Committee Member	●					○			○	○

Name	Gender	Title	Composition status		
			Audit and Supervisory Committee	Nomination and Compensation Advisory Committee	Board of Independent Outside Directors
Shoichi Shiratori	Male	Representative Director, Chairman		●	
Takanori Yoshinaga	Male	Representative Director, President		●	
Masao Yamada	Male	Director Managing Executive Officer			
Makoto Tanabe	Male	Director Managing Executive Officer			
Kenichi Otomo	Male	Director Senior Executive Officer			
Masakazu Minato	Male	Director Senior Executive Officer			
Yoshio Takeyama	Male	Director		●	●
Toru Hiroi	Male	Director, Audit and Supervisory Committee Member	●		
Kazuyoshi Kubo	Male	Director, Audit and Supervisory Committee Member	●		
Keiko Yamagami	Female	Director, Audit and Supervisory Committee Member	●	●	●
Masako Natori	Female	Director, Audit and Supervisory Committee Member	●	●	●
Makoto Koto	Male	Director, Audit and Supervisory Committee Member	●	●	●

- Notes: 1 Denotation of ○ in 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.
- 2 Denotation of ● in the list above for “Outside” indicates that the person is an Outside Director.
- 3 Denotation of ● in the list above for “Composition status” indicates the members of the Audit and Supervisory Committee, the Nomination and Compensation Advisory Committee, and the Board of Independent Outside Directors.