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To All Shareholders

(Stock code: 6289)
November 5, 2026

**GIKEN LTD.**
3948-1 Nunoshida, Kochi-shi, Kochi, Japan
Atsushi Ohira, President and CEO

# Notice of Convocation of the 45th Ordinary General Meeting of Shareholders

We would like to express our appreciation for your continued support and patronage. You are cordially invited to attend the 45th Ordinary General Meeting of Shareholders of Giken Ltd. (the "Company"). The meeting will be held for the purposes as described below.

Information in the Reference Documents for the Ordinary General Meeting of Shareholders (items subject to electronic provision) is provided electronically and available on the websites below. Please access and check any of them.

**Company website**
**https://www.giken.com/en/ir/meeting-of-shareholders/**
(Please access and check the above website.)

**Tokyo Stock Exchange website (Listed Company Search)**
**https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show = Show**
(Access the above website and enter "Giken" in "Issue name (Company name)" or "6289" in "Code." Click "Basic information" > "Documents for public inspection/PR information" and check "Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting" under "Filed information for public information.")

**Website for materials of the General Meeting of Shareholders**
**https://d.sokai.jp/6289/teiji/**

If you are unable to attend the meeting, you may exercise your voting rights in writing or via the internet. When exercising your voting rights in writing or via the internet, please review the attached Reference Documents for the General Meeting of Shareholders, refer to the Guide to Exercise of Voting Rights below, and exercise your voting rights no later than 5:00 p.m. on Tuesday, November 24, 2026, Japan time.

| | |
|---|---|
| **1 Date and Time** | **10:00 a.m.**, Wednesday, **November 25**, **2026** (Reception opens at **9:00 a.m.**), Japan time |
| **2 Place** | 155 Takasu-sunaji, Kochi-shi, Kochi, Japan<br>Rainbow Hall, third floor, Chres |
| **3 Meeting Agenda** | **Matters to be reported**<br>1. The Business Report and Consolidated Financial Statements for the Company's 45th Fiscal Year (September 1, 2025 – August 31, 2026) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors<br>2. Non-consolidated Financial Statements for the Company's 45th Fiscal Year (September 1, 2025 – August 31, 2026)<br>**Proposals to be resolved**<br>Proposal 1 Appropriation of Surplus<br>Proposal 2 Election of 8 Directors |
| **4 Handling of Exercise of Voting Rights** | - If you exercise the voting rights multiple times on the internet, etc., the last exercise of the voting rights will be deemed valid.<br>- If you exercise your voting rights both on the internet, etc. and in writing (by post), the exercise of the voting rights on the internet, etc. will be deemed valid regardless of the date and time of arrival.<br>- If you exercise the voting rights in writing (by post) and do not indicate approval or disapproval of the proposals on the Voting Rights Exercise Form, it will be deemed as indication of approval.<br>- Please also see the Information on the Guide to Exercise of Voting Rights on the next page. |

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- If there are changes to the items subject to electronic provision, items before and after the changes will be made available on each of the websites on the previous page.
- For the Ordinary General Meeting of Shareholders, printed documents including the items subject to electronic provision will be provided regardless of request for provision of printed documents. However, the following items will be omitted in accordance with laws and regulations and the provisions of the Company's Articles of Incorporation.
  1) "System for Ensuring Appropriateness of Operations" and "Overview of Operation of System for Ensuring Appropriateness of Operations" in the business report
  2) "Consolidated Statements of Changes in Net Assets" and "Notes to Consolidated Financial Statements" in the consolidated financial statements
  3) "Non-consolidated Statements of Changes in Net Assets" and "Notes to Non-consolidated Financial Statements" in the non-consolidated financial statements

  The business report, consolidated financial statements, and non-consolidated financial statements are part of the documents audited by the Accounting Auditor when preparing the accounting audit report written in this notice and by the Corporate Auditors when preparing the audit report.

# Reference Documents for the General Meeting of Shareholders

Proposals and References

**Proposal 1**

## Appropriation of Surplus

The Company proposes to appropriate surplus as described below.

Matters regarding year-end dividend

Regarding the year-end dividend for the 45th term, the Company proposes to pay 28.00 yen per share taking into account the business results for the fiscal year and the future business development. This brings the annual dividend including the interim dividend to 55.00 yen per share.

| | | |
|---|---|---|
| (1) | Type of dividend property | Cash |
| (2) | Distribution of dividend property, and the total amount thereof | 28.00 yen per share of the Company's common stock<br>The total amount of dividend is 710,249,176 yen. |
| (3) | Effective date of distribution of surplus | Thursday, November 26, 2026 |

**Proposal 2**

## Election of 8 Directors

The terms of office of all the present 8 Directors will expire at the closing of this Ordinary General Meeting of Shareholders, and we therefore request the election of 8 Directors, including 3 Independent Outside Directors.

The candidates for Directors are as follows.

| No. | Name | Current position and responsibilities at the Company | | |
|---|---|---|---|---|
| 1 | **Akio Kitamura** | Executive Chairman | - | Reappointment |
| 2 | **Atsushi Ohira** | President and CEO | - | Reappointment |
| 3 | **Yusei Morino** | Director and Executive Operating Officer | Development & Manufacturing Headquarters and Press-in Technologies Research & Development Center | Reappointment |
| 4 | **Yoshihisa Fujisaki** | Director and Executive Operating Officer | Administration Headquarters | Reappointment |
| 5 | **Shigeki Fukumaru** | Director and Executive Operating Officer | Press-in Method Promotion Business<br>Press-in Machine Business<br>Global Strategy Headquarters | Reappointment |
| 6 | **Tomomi Hisamatsu** | Independent Outside Director | - | Reappointment<br>Outside<br>Independent |
| 7 | **Yoshimasa Sawa** | Independent Outside Director | - | Reappointment<br>Outside<br>Independent |
| 8 | **Kumiko Tanaka** | Independent Outside Director | - | Reappointment<br>Outside<br>Independent |

No. 1

# Akio Kitamura

**Reappointment**

**Date of birth**
November 12, 1940

**Number of the Company's shares held**
351,787

**Attendance at the Board of Directors' meetings**
9/10

**Career summary, positions and areas of responsibility at the Company, and important concurrent positions**

| | |
|---|---|
| Jan. 1967 | Founded Kochi Giken Consultant |
| Jan. 1978 | Established GIKEN LTD. |
| | Representative Director and President, the Company |
| Nov. 2020 | Executive Chairman, the Company |
| Nov. 2023 | Honorary Chairman, the Company |
| **Dec. 2023** | **Director and Adviser, GIKEN SEKO, CO., LTD. (current position)** |
| **Nov. 2025** | **Executive Chairman, the Company (current position)** |

**Important concurrent position**

Director and Adviser, GIKEN SEKO, CO., LTD.

**<Reasons for nomination as a Director candidate>**

Mr. Akio Kitamura has long served as a Representative Director of the Company and has an outstanding track record in making important management decisions and supervising business execution. The Company considers him as the best qualified person to exercise leadership to achieve sustainable corporate growth, and therefore renominates him as a Director candidate.

No. 2

# Atsushi Ohira

**Reappointment**

**Date of birth**
February 3, 1959

**Number of the Company's shares held**
17,204

**Attendance at the Board of Directors' meetings**
12/12

**Career summary, positions and areas of responsibility at the Company, and important concurrent positions**

| | |
|---|---|
| Apr. 1981 | Joined GIKEN SEKO CO., LTD. |
| Mar. 1999 | General Manager of West Japan Operations Department, GIKEN SEKO CO., LTD. |
| Sep. 2003 | Temporary transfer to Giken America Corporation |
| Feb. 2009 | Temporary transfer to Operating Officer and General Manager of Construction Solutions Department, the Company |
| Jun. 2011 | Operating Officer, General Manager of Construction Solutions Department, and General manager of JPA Support Department, the Company |
| Oct. 2012 | Managing Operating Officer, GIKEN SEKO, CO., LTD. |
| Nov. 2013 | Executive Director, GIKEN SEKO, CO., LTD. |
| Nov. 2014 | Director, the Company |
| Nov. 2015 | President, GIKEN SEKO CO., LTD. |
| Sep. 2020 | Managing Director, Giken Seisakusho Asia Pte., Ltd. |
| Mar. 2022 | Executive Vice President, the Company |
| | Managing Director, Giken Europe B.V. |
| May 2022 | Executive Chairman, GIKEN SEKO CO., LTD. |
| Apr. 2023 | President, Giken America Corporation |
| **Sep. 2025** | **President and CEO, the Company (current position)** |

**<Reasons for nomination as a Director candidate>**

Mr. Atsushi Ohira has abundant experience and a proven track record in the construction and sales departments as President of GIKEN SEKO CO., LTD. as well as President of overseas subsidiaries. Since 2014, he has been involved in corporate management as a Director of the Company. Since 2023, he has demonstrated his excellent management skills as President and CEO, and has been fulfilling his role in corporate management with high levels of insight and skills. The Company therefore renominates him as a Director candidate.

No. 3

# Yusei Morino

**Reappointment**

**Date of birth**
June 1, 1977

**Number of the Company's shares held**
9,044

**Attendance at the Board of Directors' meetings**
12/12

**Career summary, positions and areas of responsibility at the Company, and important concurrent positions**

| | |
|---|---|
| Apr. 1996 | Joined the Company |
| Sep. 2016 | Department Leader, Production Management Department, the Company |
| Nov. 2017 | Operating Officer in charge of the Press-in Products Business, the Company |
| Nov. 2021 | Director, the Company |
| Nov. 2023 | Director and Executive Operating Officer, Construction Solutions Development Business and Press-in Method Promotion Business |
| Nov. 2024 | Director and Executive Operating Officer, Construction Solutions Development Business, Press-in Method Promotion Business, and Press-in Technologies Research & Development Center |
| **Sep. 2025** | **Director and Executive Operating Officer, Development & Manufacturing Headquarters and Press-in Technologies Research & Development Center (current position)** |

**<Reasons for nomination as a Director candidate>**
Mr. Yusei Morino has abundant experience in the Company's main businesses. Since 2021, he has been involved in corporate management as a Director of the Company. He is currently in charge of Development & Manufacturing Headquarters and Press-in Technologies Research & Development Center, and has been fulfilling his roles with high levels of insight and skills related to the Company's businesses. The Company therefore renominates him as a Director candidate.

No. 4

# Yoshihisa Fujisaki

**Reappointment**

**Date of birth**
February 19, 1970

**Number of the Company's shares held**
5,661

**Attendance at the Board of Directors' meetings**
10/10

**Career summary, positions and areas of responsibility at the Company, and important concurrent positions**

| | |
|---|---|
| Apr. 1993 | Joined the Company |
| Feb. 1996 | Temporary transfer to Giken Seisakusho Asia Pte., Ltd. |
| Sep. 2015 | Department Leader, Accounting Department, the Company |
| Dec. 2016 | Operating Officer, General Manager of Administration Headquarters, and General Manager of Accounting Department, the Company |
| May 2018 | Operating Officer and Operating officer of Finance and Accounting, the Company |
| Nov. 2019 | Director, the Company |
| Mar. 2022 | Managing Director, Giken Seisakusho Asia Pte., Ltd. |
| Nov. 2023 | Managing Operating Officer, the Company |
| Sep. 2025 | Managing Operating Officer, Administration Headquarters |
| **Sep. 2025** | **Director, Giken Seisakusho Asia Pte., Ltd. (current position)** |
| **Nov. 2025** | **Director and Executive Operating Officer, Administration Headquarters (current position)** |

**Important concurrent position**
Director, Giken Seisakusho Asia Pte., Ltd.

**<Reasons for nomination as a Director candidate>**
Mr. Yoshihisa Fujisaki has abundant experience in the Company's overseas and administration departments. Since 2019, he has been involved in corporate management as a Director or Managing Operating Officer of the Company. He is currently in charge of Administration Headquarters and has been fulfilling his role with high levels of insight and skills related to the Company's businesses. The Company therefore renominates him as a Director candidate.

No. 5

# Shigeki Fukumaru

**Reappointment**

**Date of birth**
February 8, 1970

**Number of the Company's shares held**
12,761

**Attendance at the Board of Directors' meetings**
10/10

**Career summary, positions and areas of responsibility at the Company, and important concurrent positions**

| | |
|---|---|
| Apr. 1993 | Joined the Company |
| Nov. 2017 | Department Leader, Construction Solutions Department, the Company |
| Aug. 2019 | Temporary transfer to Giken Europe B.V. |
| Nov. 2019 | Director, Giken Europe B.V. |
| Dec. 2020 | Operating Officer in charge of the International Business, the Company |
| Nov. 2021 | Director, the Company |
| Mar. 2022 | President, Giken America Corporation |
| Apr. 2023 | Managing Director, Giken Europe B.V. |
| Nov. 2023 | Managing Operating Officer, the Company |
| Sep. 2025 | Managing Operating Officer, Press-in Method Promotion Business |
| **Sep. 2025** | **Director, Giken Europe B.V. (current position)** |
| **Nov. 2025** | **Director and Executive Operating Officer, Press-in Method Promotion Business, Press-in Machine Business Global Strategy Headquarters (current position)** |

**Important concurrent position**

Director, Giken Europe B.V.

**<Reasons for nomination as a Director candidate>**

Mr. Shigeki Fukumaru has abundant experience overseas and in the Company's Press-in Method Promotion Business. Since 2021, he has been involved in corporate management as a Director or Managing Operating Officer of the Company. He is currently in charge of Press-in Method Promotion Business and has been fulfilling his role with high levels of insight and skills related to the Company's businesses. The Company therefore renominates him as a Director candidate.

No. 6

# Tomomi Hisamatsu

**Reappointment**

**Outside**

**Independent**

**Date of birth**
July 7, 1953

**Number of the Company's shares held**
4,400

**Attendance at the Board of Directors' meetings**
12/12

**Career summary, positions and areas of responsibility at the Company, and important concurrent positions**

| | |
|---|---|
| Apr. 1978 | Joined Taiyo Tanko Co., Ltd. (currently Taiyo Co., Ltd.) |
| Aug. 1984 | Director, Taiyo Tanko Co., Ltd. |
| Jul. 1986 | Executive Vice President, Taiyo Tanko Co., Ltd. |
| **Aug. 1986** | **Director, Tosa Soko Co., Ltd. (current position)** |
| Aug. 1992 | President, Taiyo Tanko Co., Ltd. |
| **Jul. 1997** | **President, Taiyo Co., Ltd. (current position)** |
| Aug. 2001 | Representative Director and President, NIHON BLADE co., ltd. |
| **Apr. 2013** | **Director, TAIYO INDIA Pvt. Ltd. (current position)** |
| **Nov. 2020** | **Outside Director, the Company (current position)** |

**Important concurrent position**
President, Taiyo Co., Ltd.
Director, TAIYO INDIA Pvt. Ltd.
Director, Tosa Soko Co., Ltd.

**Reasons for nomination as an Outside Director candidate and the role expected of the candidate**
Mr. Tomomi Hisamatsu has abundant experience and track record as a corporate manager in Japan and overseas. The Company renominates him as an Outside Director candidate on expectations that he would, from a global and objective standpoint, appropriately fulfill his duties as the Company's Outside Director, which include contributing to the Company's growth and improvement in its corporate values and supervising business execution.

No. 7

# Yoshimasa Sawa

**Reappointment**

**Outside**

**Independent**

**Date of birth**
January 21, 1987

**Number of the Company's shares held**
500

**Attendance at the Board of Directors' meetings**
12/12

**Career summary, positions and areas of responsibility at the Company, and important concurrent positions**

| | |
|---|---|
| Dec. 2012 | Registered as an attorney |
| Dec. 2012 | Joined Oh-Ebashi LPC & Partners |
| Sep. 2019 | Joined Ashurst (Australia) |
| Apr. 2021 | Registered as an attorney in the State of New York |
| **Jan. 2022** | **Partner, Oh-Ebashi LPC & Partners (current position)** |
| **Nov. 2024** | **Outside Director, the Company (current position)** |

**Important concurrent position**
Partner, Oh-Ebashi LPC & Partners

**Reasons for nomination as an Outside Director candidate and the role expected of the candidate**
Mr. Yoshimasa Sawa is an attorney with extensive knowledge and experience in the corporate legal field, specializing in corporate law, corporate governance, M&A, international legal affairs mainly in the United States and Australia, and renewable energy. Accordingly, the Company renominates him as an Outside Director candidate on expectations that he will appropriately fulfill his duties as an Outside Director of the Company, which include contributing to the Company's growth and improvement in its corporate values and supervising business execution. Mr. Sawa has never been directly involved in corporate management, but the Company judges that he can appropriately fulfill his duties as Director of the Company for the above reasons.

No. 8

# Kumiko Tanaka

**Reappointment**

**Outside**

**Independent**

**Date of birth**
July 23, 1968

**Number of the Company's shares held**
–

**Attendance at the Board of Directors' meetings**
10/10

**Career summary, positions and areas of responsibility at the Company, and important concurrent positions**

| | |
|---|---|
| Jan. 1994 | Joined KPMG Century Audit Corporation (currently KPMG AZSA LLC) |
| Apr. 1997 | Registered as a certified public accountant |
| May 2008 | Partner, KPMG AZSA LLC |
| Sep. 2017 | Joined Midosuji Audit Corporation |
| Feb. 2018 | Partner, Midosuji Audit Corporation |
| **Jul. 2019** | **Managing Partner, Midosuji Audit Corporation (current position)** |
| **Nov. 2025** | **Outside Director, the Company (current position)** |

**Important concurrent position**
Managing Partner, Midosuji Audit Corporation

**Reasons for nomination as an Outside Director candidate and the role expected of the candidate**
Ms. Kumiko Tanaka has extensive knowledge and experience as a certified public accountant, experience as the managing partner of an audit corporation, and a broader global perspective cultivated through overseas assignments. The Company renominates her as an Outside Director candidate on expectations that she will appropriately fulfill her duties as an Outside Director of the Company, which include contributing to the Company's growth and improvement in its corporate values and supervising business execution. Ms. Tanaka has never been directly involved in corporate management, but the Company judges that she can appropriately fulfill her duties as Director of the Company for the above reasons.

(Notes) 1. There are no special interests between the candidates and the Company.
2. Ms. Kumiko Tanaka's registered name under the family registration system of Japan is Kumiko Miyabayashi.
3. Mr. Tomomi Hisamatsu, Mr. Yoshimasa Sawa, and Ms. Kumiko Tanaka are candidates for Outside Directors.
4. Mr. Tomomi Hisamatsu, Mr. Yoshimasa Sawa and Ms. Kumiko Tanaka currently serve as Outside Directors of the Company. They will have been in office for six years, two years and one year, respectively, at the closing of this Ordinary General Meeting of Shareholders.
5. The Company has entered into an agreement with Mr. Tomomi Hisamatsu, Mr. Yoshimasa Sawa and Ms. Kumiko Tanaka to limit their liability under Article 423, Paragraph 1 of the Companies Act of Japan. Based on the agreement, their liability is limited to the minimum liability amount stipulated by laws and regulations. If their reappointment is approved, the Company plans to renew the agreement with them.
6. The Company has entered into a directors and officers (D&O) liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act of Japan to cover legal damages and litigation expenses to be borne by the insured including its Directors. The candidates will be included in the insured persons of the said insurance contract if they are elected and appointed as a Director. The Company plans to renew the said insurance contract at the next renewal with the same contents.
7. The Company has submitted an Independent Director/Auditor Notification to the Tokyo Stock Exchange to register Mr. Tomomi Hisamatsu, Mr. Yoshimasa Sawa and Ms. Kumiko Tanaka as Independent Directors. If their reappointment is approved, the Company plans to register them again as Independent Directors.

**Reference**

Expertise and experience of candidates for Directors and current Corporate Auditors are as follows:

| Name | Position | Corporate management | Technology and R&D | Sales /marketing | Global affairs | Finances /accounting | General affairs/HR | Legal affairs /compliance |
|---|---|---|---|---|---|---|---|---|
| **Akio Kitamura** | Executive Chairman | ● | ● | | | | | |
| **Atsushi Ohira** | President and CEO | ● | | ● | ● | | | |
| **Yusei Morino** | Director and Executive Operating Officer | ● | ● | ● | | | ● | ● |
| **Yoshihisa Fujisaki** | Director and Executive Operating Officer | ● | | | ● | ● | ● | ● |
| **Shigeki Fukumaru** | Director and Executive Operating Officer | ● | | ● | ● | | | |
| **Tomomi Hisamatsu** | Independent Outside Director | ● | | ● | ● | | | ● |
| **Yoshimasa Sawa** | Independent Outside Director | | | | ● | | | ● |
| **Kumiko Tanaka** | Independent Outside Director | | | | ● | ● | | ● |
| **Akihiko Yuno** | Standing Outside Corporate Auditor | | | | | ● | ● | |
| **Sayuri Matsuoka** | Corporate Auditor | | | | | | ● | ● |
| **Ichiro Nao** | Independent Outside Corporate Auditor | | | | | | ● | ● |

(Notes) 1. The above matrix shows areas of particular expertise based on each candidate's experience and background. It does not represent all of their knowledge or skills.

2. The positions will be officially determined by a resolution of the Board of Directors if Proposal 2 is approved as originally proposed.