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To All Shareholders

(Stock code: 6289)
November 7, 2024
Nunoshida 3948-1, Kochi-shi,
Kochi Prefecture
GIKEN LTD.
President and CEO
Atsushi Ohira

Notice of Convocation of the 43rd 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 43rd 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/ja/ir/general-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, and exercise your voting rights no later than 5:00 p.m. on Monday, November 25, 2024, Japan time.

1 **Date and Time**	**10:00 a.m.**, Tuesday, **November 26, 2024** (Reception opens at **9:00 a.m.**), Japan time	
2 **Place**	155, Takasu-sunaji, Kochi-shi, Kochi Prefecture Rainbow Hall, third floor, Chres	
3 **Meeting Agenda**	**Matters to be reported**	1. The Business Report and Consolidated Financial Statements for the Company's 43rd Fiscal Year (September 1, 2023 – August 31, 2024) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors 2. Non-consolidated Financial Statements for the Company's 43rd Fiscal Year (September 1, 2023 – August 31, 2024)
	Proposals to be resolved	Proposal 1 Appropriation of Surplus Proposal 2 Election of 7 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. - 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. - 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.	

End

- 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 provisions of Article 16 Paragraph 2 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 43rd term, the Company proposes to pay 22.00 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 42.00 yen per share.

(1)	Type of dividend property	Cash
(2)	Distribution of dividend property, and the total amount thereof	22.00 yen per share of the Company's common stock The total amount of dividend is 588,889,532 yen.
(3)	Effective date of distribution of surplus	Wednesday, November 27, 2024

Proposal 2

Election of 7 Directors

The terms of office of all the present 7 Directors will expire at the closing of this Ordinary General Meeting of Shareholders, and we therefore request the election of 7 Directors, including 3 Independent Outside Directors.

The candidates for Directors are as follows.

No.	Name	Current position and responsibilities at the Company		
1	**Shinnosuke Moribe**	Executive Chairman	-	Reappointment
2	**Atsushi Ohira**	President and CEO	-	Reappointment
3	**Mika Maeda**	Director and Executive Operating Officer	Global Strategy Headquarter	Reappointment
4	**Yusei Morino**	Director and Executive Operating Officer	Construction Solutions Development Business and Press-in Method Promotion Business	Reappointment
5	**Tomomi Hisamatsu**	Independent Outside Director	-	Reappointment Outside Independent
6	**Takaaki Iwaki**	Independent Outside Director	-	Reappointment Outside Independent
7	**Yoshimasa Sawa**	-	-	New Outside Independent

No. 1

Shinnosuke Moribe

Reappointment

Date of birth
October 2, 1951

Number of the Company's shares held
11,216

Attendance at the Board of Directors' meetings
12/12

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

Mar. 2012	Left Kochi Prefectural Government Office
Jun. 2012	Joined the Company
Oct. 2012	Operating Officer, General Manager of Construction Solutions Department, Deputy General Manager of GTOSS Sales Department, and General Manager of JPA Support Department, the Company
Feb. 2013	Operating Officer and General Manager of Construction Solutions Department, the Company
Nov. 2013	Managing Director, the Company
Nov. 2015	Executive Director, the Company
Jun. 2016	Executive Vice President, the Company
Mar. 2020	Managing Director, Giken Europe B.V.
Nov. 2020	Representative Director and President, the Company
Nov. 2023	**Executive Chairman, the Company (current position)**

<Reasons for nomination as a Director candidate>
Mr. Shinnosuke Moribe has abundant experience and a proven track record in public administration. Since 2013, he has been involved in management as a Director of the Company. He served as Representative Director and President for three years from 2020, and since 2023, he has been supervising management as Executive Chairman, while contributing to governance as a member of the Nomination and Remuneration Committee. He has thus fulfilled his roles in corporate management with high levels of insight and skills. The Company 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
10,072

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. (current position)**
Apr. 2023	President, Giken America Corporation
Nov. 2023	**President and CEO, the Company (current position)**

Important concurrent position

Executive Chairman, GIKEN SEKO CO., LTD.

<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

Mika Maeda

Reappointment

Date of birth
August 2, 1966

Number of the Company's shares held
18,542

Attendance at the Board of Directors' meetings
12/12

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

Apr. 1989	Joined the Company
Feb. 2013	Department Leader, Planning Department, the Company
Sep. 2015	Department Leader, Management Strategy Department, the Company
Sep. 2016	Operating Officer in charge of the Press-in Products Business, the Company
Nov. 2016	Director, the Company
Nov. 2017	Managing Director, the Company
Jun. 2020	Managing Director, GIKEN SEKO, CO., LTD.
Nov. 2020	Executive Director, the Company
Aug. 2022	Executive Director, GIKEN SEKO, CO., LTD.
Nov. 2023	**Director and Executive Operating Officer, Global Strategy Headquarter (current position)** **Director, GIKEN SEKO, CO., LTD. (current position)**

Important concurrent position
Director, GIKEN SEKO, CO., LTD.

<Reasons for nomination as a Director candidate>
Ms. Mika Maeda has abundant experience in the Company's main businesses. Since 2016, she has been involved in corporate management as a Director of the Company. She is currently in charge of Global Strategy Headquarter and has been fulfilling her role with high levels of insight and skills related to the Company's businesses. The Company therefore renominates her as a Director candidate.

No. 4

Yusei Morino

Reappointment

Date of birth
June 1, 1977

Number of the Company's shares held
4,432

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 (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 Construction Solutions Development Business and Press-in Method Promotion Business, 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. 5 Tomomi Hisamatsu

Reappointment

Outside

Independent

Date of birth
July 7, 1953

Number of the Company's shares held
2,300

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.
Nov. 2020	**Outside Director, the Company (current position)**

Important concurrent position
President, Taiyo Co., 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. 6 Takaaki Iwaki

Reappointment

Outside

Independent

Date of birth
November 30, 1952

Number of the Company's shares held
1,900

Attendance at the Board of Directors' meetings
12/12

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

Aug. 1978	Joined Kochi Prefectural Government Office
Apr. 2009	General Manager of Industrial Promotion Department
Jan. 2012	Deputy Governor of Kochi Prefecture
Mar. 2021	Retired
Jun. 2021	**Representative Director and President, Kochi Airport Terminal Building Co., Ltd. (current position)**
	Outside Director, Nippon Kodoshi Corporation (current position)
Nov. 2021	**Outside Director, the Company (current position)**

Important concurrent position
Representative Director and President, Kochi Airport Terminal Building Co., Ltd.
Outside Director, Nippon Kodoshi Corporation

Reasons for nomination as an Outside Director candidate and the role expected of the candidate
Mr. Takaaki Iwaki has a high level of insight cultivated through a long experience in public administration as well as an experience and a proven track record as a business manager. 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.

No. 7

Yoshimasa Sawa

New

Outside

Independent

Date of birth
January 21, 1987

Number of the Company's shares held
–

Attendance at the Board of Directors' meetings
–

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)**

Important concurrent position
Partner, Oh-Ebashi LPC & Partners (current position)

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 nominates 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.

(Notes) 1. There are no special interests between the candidates and the Company.
2. Mr. Tomomi Hisamatsu, Mr. Takaaki Iwaki, and Mr. Yoshimasa Sawa are candidates for Outside Directors.
3. Mr. Tomomi Hisamatsu and Mr. Takaaki Iwaki currently serve as Outside Director of the Company. They will have been in office for four years and three years, respectively, at the closing of this Ordinary General Meeting of Shareholders.
4. The Company has entered into an agreement with Mr. Tomomi Hisamatsu and Mr. Takaaki Iwaki 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. If the election of Mr. Yoshimasa Sawa is approved, the Company plans to enter into the same agreement with him to limit his liability.
5. 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.
6. The Company has submitted an Independent Director/Auditor Notification to the Tokyo Stock Exchange to register Mr. Tomomi Hisamatsu and Mr. Takaaki Iwaki as Independent Directors. If their reappointment is approved, the Company plans to register them again as Independent Directors. Mr. Yoshimasa Sawa meets the Tokyo Stock Exchange's requirements for Independent Directors/Auditors. If his election is approved, the Company plans to register him as an Independent Corporate Auditor.

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
Shinnosuke Moribe	Executive Chairman	●		●				●
Atsushi Ohira	President and CEO	●		●	●			
Mika Maeda	Director and Executive Operating Officer	●			●		●	●
Yusei Morino	Director and Executive Operating Officer	●	●				●	●
Tomomi Hisamatsu	Independent Outside Director	●		●	●			●
Takaaki Iwaki	Independent Outside Director	●		●				●
Yoshimasa Sawa	Independent Outside Director				●			●
Akihiko Yuno	Standing Outside Corporate Auditor					●	●	
Sayuri Matsuoka	Corporate Auditor						●	●
Ichiro Nao	Outside Corporate Auditor						●	●

(Notes) 1. The above matrix shows areas of particular expertise based on each candidate's experience, etc. It does not indicate all knowledge they have.
2. The positions will be officially determined by a resolution of the Board of Directors if Proposal 2 is approved as originally proposed.

End