

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. Some of the documents referred to herein may be provided in Japanese.

Securities code: 7003

June 5, 2026

Takeyuki Takahashi
President and Representative Director
MITSUI E&S Co., Ltd.
6-4, Tsukiji 5-chome, Chuo-Ku, Tokyo, Japan

To Our Shareholders:

**NOTICE OF THE 123rd ORDINARY GENERAL
MEETING OF SHAREHOLDERS**

You are hereby notified of the 123rd Ordinary General Meeting of Shareholders of MITSUI E&S Co., Ltd. (the “Meeting”) to be held on Friday, June 26, 2026, as described below.

In convening the Meeting, the information included in the Reference Documents for the General Meeting of Shareholders (Electronically Provided Action Items) is provided electronically and published as “Notice of the 123rd Ordinary General Meeting of Shareholders” on the websites below, so please access either of the websites and confirm the information.

The Company’s website: <https://www.mes.co.jp/ir/stock/meeting/> (in Japanese)

Website where the informational materials for the Meeting are published: <https://d.sokai.jp/7003/teiji/> (in Japanese)

In addition to the above websites, the Electronically Provided Action Items are also published on the Tokyo Stock Exchange (TSE) website, which can be viewed as described below.

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

(Please access the above TSE website, and then enter either “MITSUI E&S” in the “Issue name (company name)” field or “7003” (the Company’s securities code) in the “Code” field to conduct a search. Next, select “Basic information” followed by “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” you can view documents in the “Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting” field.)

In addition, if you cannot attend on the day of the Meeting, please review the Reference Documents for the General Meeting of Shareholders and then vote in writing or on the Internet by **5:00 P.M. on Thursday, June 25, 2026**, according to “INFORMATION ON EXERCISING VOTING RIGHTS” on p. 6-8.

1. Date and Time: Friday, June 26, 2026, at 10:00 A.M.

2. Place: 2nd Floor, Hamarikyu-Mitsui Building,
6-4, Tsukiji 5-chome, Chuo-Ku, Tokyo, Japan

3. Objectives

(a) Matters to be reported

- (1) Business Report and Consolidated Financial Statements for the 123rd Business Term from April 1, 2025, to March 31, 2026 (the “Term”) as well as the Accounting Auditor’s Report and Audit and Supervisory Committee’s Report on the Consolidated Financial Statements
- (2) Financial Statements for the Term

(b) Matters to be resolved

- Agenda Item No. 1: Appropriation of surplus
- Agenda Item No. 2: Election of three (3) Directors (excluding Directors who are Audit and Supervisory Committee Members)
- Agenda Item No. 3: Election of one (1) Director who is an Audit and Supervisory Committee Member
- Agenda Item No. 4: Revision to the compensation amount for Directors (excluding Directors who are Audit and Supervisory Committee Members)
- Agenda Item No. 5: Determination of compensation for allocating restricted stock to Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors)

Please note:

- If amendments are made to the Electronically Provided Action Items, a notice of the amendments and the pre-amendment and post-amendment items will be published on each of the aforementioned websites.
- Written documents containing the Electronically Provided Action Items will be sent to shareholders who requested delivery of documents. Under laws and regulations as well as Article 16 of the Company’s Articles of Incorporation, these documents will not contain the following items:
 - a) “Subscription Rights to Shares” and “Systems to Ensure Appropriateness of Business Operations and Status of Operations of the Systems” in the Business Report;
 - b) “Consolidated Statements of Changes in Net Assets” and “Notes to Consolidated Financial

Statements” in the Consolidated Financial Statements; and

- c) “Statements of Changes in Net Assets” and “Notes to Financial Statements” in the Financial Statements.

Therefore, the Business Report, Consolidated Financial Statements, and Financial Statements included in the above documents are part of the documents that were audited when the Accounting Auditor prepared the Accounting Auditor’s Report and the Audit and Supervisory Committee prepared the Audit and Supervisory Committee’s Report.

Please note that the aforementioned omitted matters are posted on the Company’s website as “Notice of the 123rd Ordinary General Meeting of Shareholders (Matters Omitted From Delivered Documents)” (in Japanese).

- After the Meeting, the Meeting’s resolutions will be published on the Company’s website and the TSE website instead of sending notifications of them via postal mail.

No souvenirs will be provided to the shareholders attending the Meeting.

We would appreciate your understanding.

The Company’s Website: <https://www.mes.co.jp/>

Dear shareholders

I would like to express my gratitude for your continued and exceptional support.

During FY 2025, the Company Group achieved an increase in both net sales and operating income for the third consecutive year as a result making steady progress on its abundant backlog of projects.

Under our rolling mid-term business plan, we aim to grow sustainably by flexibly responding to changes in the business environment. Its performance for FY 2025 exceeded the plan set out in last year's "MITSUI E&S Rolling Vision 2025." In the newly formulated "MITSUI E&S Rolling Vision 2026," aimed at further enhancing corporate value, the Company Group will focus on "Marketing" and "Innovation" as pillars of growth. We will work on further strengthening our core businesses, marine propulsion systems and logistics systems, as well as expanding new businesses.

Additionally, we will focus on strengthening human capital management to create an organizational culture where diverse talents can grow, thrive, and take on challenges.

Moving forward, the Company will continue to strive for sustainable enhancement of corporate value by contributing to its materiality issues of "creating a carbon-free society" and "resolving challenges induced by depopulation." We would deeply appreciate your continued support in the future.

June 2026

Takeyuki Takahashi

President, Representative Director, and CEO

Management Concept

Engineering & Services for Evolution & Sustainability

Our mission

We build trust and contribute to society through our engineering and services.

Implement resolute management in core business domains

Vision in 2030

In the marine domain, we create a carbon-free society and resolve challenges induced by depopulation

Management Policy

Create new value together with customers > Business perspective

Conduct business through needs-oriented marketing and innovation in relevant technologies.

Seek a sound financial structure and steady profit > Financial perspective

Manage and operate our group through the timely evaluation of marginal profit and fixed costs.

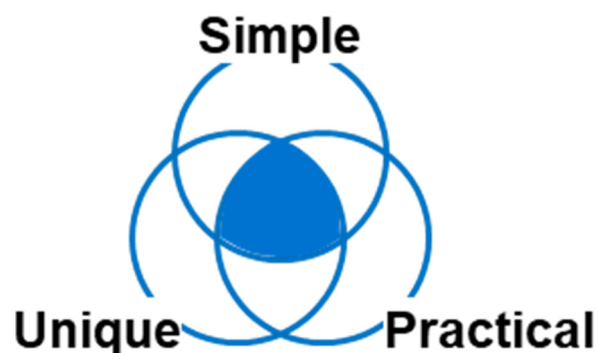
Promote human capital management initiatives > HR perspective

Challenge solving issues together with society and customers, share the value created, and achieve a win-win relationship for all.

Standards of Conduct

Endeavor to provide simple, unique and practical products and services

We always focus on customer-centric products and services that fulfill three kinds of value, develop healthy businesses and bring them into the world to serve society.



INFORMATION ON EXERCISING VOTING RIGHTS

Exercise of voting rights in the General Meeting of Shareholders is an important right of our shareholders. You are requested to consider the accompanying Reference Documents for the General Meeting of Shareholders and exercise your voting rights.

There are three methods for exercising your voting rights as follows:

If you attend the Meeting

Present at the Reception Desk

When attending the Meeting, please present the enclosed voting form at the reception desk.

In addition, in order to conserve paper resources, please bring this Notice.

Date and Time of the Meeting

**Friday, June 26, 2026
10:00 A.M.**

If you do not attend the Meeting

Submit by Postal Mail

Please indicate your vote for each proposal on the voting form and post it.

Exercise Deadline

**Any form arriving by
5:00 P.M. on
Thursday, June 25,
2026 is valid.
(See “How to fill in
the voting form”)**

Enter on the Internet

Please access the website designated for voting by the Company and enter your vote for each proposal in accordance with the instructions on the screen.

**The Portal of
Shareholders’**

Meeting:

<https://www.soukai-portal.net>

(in Japanese)

**Please refer to the next
page for detail.**

Exercise Deadline

**Any vote accepted by
5:00 P.M. on Thursday,
June 25, 2026 is valid.**

How to fill in the voting form

Please fill in your vote for each proposed agenda item on the voting form.

[Agenda Items No. 1, and No. 3 to No. 5]

If you are in favor of the agenda item, place a circle mark in **the upper box, which indicates “Yes.”**

If you are against the agenda item, place a circle mark in **the lower box, which indicates “No.”**

[Agenda Item No. 2]

If you are in favor of all the candidates, place a circle mark in **the upper box, which indicates “Yes.”**

If you are against all the candidates, place a circle mark in **the lower box, which indicates “No.”**

If you are against one or some of the candidates, please place a circle mark in the upper box and fill in the number(s) of the candidate(s) with which you disagree.

* The QR code necessary for Smart Voting® is provided here. The “voting code” and the “password,” which are necessary for exercising your voting rights on the website, are written on the other side of the voting form.

- (1) In case that no indication of yeas or nays is made for each proposal, the Company will regard such a proposal as to be voted in favor.
- (2) For the votes cast twice or more by the Internet, etc. by the same shareholder, the one received at the latest shall prevail.
- (3) For the overlapped votes received both by a voting form and by the Internet, etc. from the same shareholder, the vote received at the latest shall prevail, and for the votes by a voting form and by the Internet received on the same day, the vote on the Internet shall prevail.

Information on Exercising Voting Rights on the Internet

Exercise deadline on the Internet: 5:00 P.M. on Thursday, June 25, 2026

How to exercise your voting rights by using smartphone and other similar device

(1) Scan the QR Code® indicated on your voting form

(2) Tap “Exercise Voting Rights” button on the top page of the Portal of Shareholders’ Meeting ®

(3) The top page of Smart Voting® appears. Then please enter your vote in accordance with the instructions on the screen.

How to exercise voting rights by using PC and other similar device

Please access the website by clicking the following URL, and enter Login ID and password written on the voting form. Then please enter your vote in accordance with the instructions on the screen.

The Portal of Shareholders’ Meeting: <https://www.soukai-portal.net> (in Japanese)

You can use the website designated for voting as before.

The website designated for voting by the Company: <https://www.web54.net>

If you wish to change your vote after voting, you need to re-enter “voting code” and the “password” written on the voting form.

For the votes cast twice or more by the Internet, the one received at the latest shall prevail. For the votes by the Internet and by a voting form received on the same day, the vote on the Internet shall prevail.

Contact Information for Inquiries

Sumitomo Mitsui Trust Bank, Limited

Dedicated line for Stock Transfer Agency web support

0120 (652) 031 (available only in Japan)

(9:00 a.m. to 9:00 p.m.)

It is also possible for institutional investors to exercise their voting rights by electronic method from the “Platform for Electronic Exercise of Voting Rights” of ICJ Ltd.

REFERENCE DOCUMENTS FOR GENERAL MEETING OF SHAREHOLDERS

For Agenda Item No. 1: Appropriation of surplus

The Company Group has a basic policy of distributing profits to enhance returns to shareholders while making a comprehensive assessment of capital investment for business development, R&D investment, and enhancement of shareholders' equity to strengthen its financial base.

During FY 2025, with the aim of building a stable revenue base and enhancing corporate value over the medium to long term, we continued growth investments looking toward future expansion in addition to investment in core businesses, while promoting management that emphasizes capital efficiency and financial soundness. In addition, from the perspective of further enhancing opportunities for returning profits to shareholders, we have resumed interim dividends.

In light of this situation, under the policy of a 15% payout ratio as indicated in the "MITSUI E&S Rolling Vision 2025," and taking into comprehensive consideration our business performance for FY 2025 as well as future business developments, we have decided on an annual dividend of 57.00 yen per share, including an interim dividend of 15.00 yen per share. As a result, we propose to pay a year-end dividend of 42.00 yen per share for FY 2025.

We will continue to focus on implementing the growth strategy, improving our corporate value, and meeting the expectations of our shareholders and investors with a view to continuously and gradually increasing dividends.

Matters concerning year-ended dividends:

(1) Type of dividend property

Cash

(2) Allocation of dividend property and total amount thereof

· Common share of the Company: 42.00 yen per share

Total amount of dividends: 4,237,912,770 yen

(3) Effective date of appropriation of surplus

June 29, 2026

For Agenda Item No. 2: Election of three (3) Directors (excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all three (3) current Directors (excluding Directors who are Audit and Supervisory Committee Members; the same applies hereinafter in this agenda item) are to expire at the conclusion of this Ordinary General Meeting of Shareholders.

Accordingly, we propose to elect three (3) members of the Board of Directors.

The Audit and Supervisory Committee of the Company has determined that all candidates for Directors are qualified for the position.

The candidates are as follows:

| No. | Name | Gender | Current position and area of responsibility in the Company | Classification | Frequency of attendance at the Board of Directors meetings (during the Term) |
|-----|---------------------|--------|---|----------------|--|
| 1 | Takeyuki Takahashi | Male | President Representative Director CEO, CCO and in charge of General Control, Audit Sect., Procurement Dept. and New Business Development Div. | Reappointment | 18 out of 18 (100%) |
| 2 | Taketsune Matsumura | Male | Vice President Representative Director CFO, CIO, Assistant to President and in charge of Corporate Services Div. | Reappointment | 18 out of 18 (100%) |
| 3 | Ichiro Tanaka | Male | Director Assistant to President, and in charge of Marine Propulsion Systems Div. and Logistics Systems Div. | Reappointment | 18 out of 18 (100%) |

(Notes)

1. CEO: Chief Executive Officer
2. CCO: Chief Compliance Officer
3. CFO: Chief Financial Officer
4. CIO: Chief Information Officer
5. Corporate Services Div.: Corporate Planning Dept., Accounting Dept., Finance Dept., HR Dept., Legal Dept., and Secretariat

Career summary of candidates for Directors

1. Takeyuki Takahashi (October 9, 1964 / Male / 7,600 shares) Reappointment

Term of office as Director: 6 years

Frequency of attendance at the Board of Directors meetings: 18 out of 18 (100%)

[Candidate's career summary, position and area of responsibility in the Company]

| | | |
|-----------|------|--|
| April | 1987 | Joined the Company |
| October | 2007 | General Manager of Cranes & Systems Sales Dept., Steel Structure & Logistic Systems Hq. |
| June | 2012 | General Manager of Cranes & Systems Sales Dept., Machinery & Systems Hq. |
| September | 2015 | Manager of Corporate Planning Dept. |
| October | 2015 | General Manager of Global Strategy Sect., Corporate Planning Dept. |
| October | 2016 | General Manager of Strategic Planning Sect., Corporate Planning Dept., Corporate Planning Hq. |
| February | 2018 | Assistant to General Manger of Machinery & Systems Hq. |
| April | 2018 | Executive Officer of Mitsui E&S Machinery Co., Ltd. |
| April | 2019 | President and Representative Director of Mitsui E&S Machinery Co., Ltd. |
| June | 2019 | Director of the Company |
| June | 2020 | Retired from Director |
| March | 2021 | Director of MODEC, Inc. |
| April | 2021 | General Manager of Growth Business Promoting Dept. and Human Resources & General Affairs Dept., the Company |
| June | 2021 | Director and CCO (current position) , in charge of Auditing & Legal Dept. and Human Resources & General Affairs Dept. |
| November | 2021 | Outside Director of MODEC, Inc. |
| April | 2022 | President, Representative Director, CEO and in charge of General Control (current position) , in charge of Growth Business Promoting Dept., the Company |
| April | 2023 | In charge of Business Div. |
| June | 2024 | In charge of Procurement Dept. and New Business Development Div. (current position) |
| July | 2024 | In charge of Audit Sect. (current position) |

[The reason he was selected as a candidate for a Director]

Mr. Takeyuki Takahashi has excellent marketing abilities acquired through international experience in the sales of cranes. He has also demonstrated outstanding management abilities, as he formulated and implemented business strategies as President and Representative Director

of Mitsui E&S Machinery Co., Ltd., and since April 2022, as President and Representative Director of the Company, he has contributed to achieving the Company's sustainable growth. We successively selected him as a candidate for Director, considering that his experience and insights are necessary for us to execute growth strategies and accelerate the change of our business model in the future.

2. Taketsune Matsumura (May 25, 1967 / Male / 4,500 shares) Reappointment

Term of office as Director: 6 years

Frequency of attendance at the Board of Directors meetings: 18 out of 18 (100%)

[Candidate's career summary, position and area of responsibility in the Company]

| | | |
|----------|------|--|
| April | 1991 | Joined the Company |
| December | 2013 | Acquired Ph.D. in Environmental Studies at the University of Tokyo |
| April | 2015 | General Manager of Basic Design Dept., Ship & Ocean Project Hq. |
| February | 2018 | General Manager of Strategic Planning Sect. of Corporate Planning Dept., Corporate Planning Hq. |
| March | 2018 | Director of MODEC, Inc. |
| March | 2019 | General Manager of Corporate Planning Dept., the Company |
| June | 2020 | Director (current position) , CISO and in charge of Corporate Planning Dept. |
| April | 2022 | Vice President, Representative Director and Assistant to President (current position) , CSO and in charge of Engineering Business Management Dept. and Human Resources & General Affairs Dept. |
| April | 2023 | CFO and CIO (current position) , in charge of Accounting Dept., Finance Dept., and Procurement Dept. |
| July | 2024 | In charge of Legal Sect. |
| April | 2026 | In charge of Corporate Services Div. (current position) |

[The reason he was selected as a candidate for a Director]

Dr. Taketsune Matsumura has an excellent insight in the area of marine engineering developed through his experience in ship design, as well as design expertise supported by his doctorate in Environmental Studies. He also has outstanding management abilities as he has accomplished the Mitsui E&S Group Business Revival Plan including M&A as General Manager of the Corporate Planning Dept. and as Director, and since April 2022, he has been playing a central role in evolving the MITSUI E&S Rolling Vision (mid-term business plan) as Vice President and Representative Director. We successively selected him as a candidate for Director, considering that his experience and insights are necessary for us to promote financial strategies and human resource strategies, particularly human capital management for further enhancement of our management foundations.

3. Ichiro Tanaka (November 25, 1961 / Male / 5,700 shares) Reappointment

Term of office as Director: 3 years

Frequency of attendance at the Board of Directors meetings: 18 out of 18 (100%)

[Candidate's career summary, position and area of responsibility in the Company]

| | | |
|----------|------|--|
| April | 1986 | Joined the Company |
| January | 2011 | General Manager of Technology Support & Development Dept., Machinery Factory, Machinery & Systems Hq. |
| November | 2013 | General Manager of Diesel Design Dept., Machinery Factory, Machinery & Systems Hq. |
| April | 2016 | Associate Executive Officer, General Manager of Planning & Administration Dept., Machinery & Systems Hq. |
| April | 2018 | Director and Executive Officer, General Manager of Diesel Engine Dept. and General Manager of Strategic Planning Dept. of Mitsui E&S Machinery Co., Ltd. |
| April | 2019 | Director and Executive Officer, CTO, General Manager of Diesel Engine Dept. of Mitsui E&S Machinery Co., Ltd. |
| April | 2021 | President and Representative Director, CEO, CTO of Mitsui E&S Machinery Co., Ltd. |
| April | 2023 | Executive Officer and General Manager of New Business Development Div., the Company |
| June | 2023 | Director and Assistant to President (current position) , in charge of Procurement Dept. and Business Div. |
| June | 2024 | In charge of Marine Propulsion Systems Div. and Logistics Systems Div. (current position) |

[The reason he was selected as a candidate for a Director]

Mr. Ichiro Tanaka has excellent insight in the marine propulsion systems developed through his experience in the development and design of diesel engines. He also has outstanding management abilities as he takes the initiative in advancing the Company's core businesses as President and Representative Director of Mitsui E&S Machinery Co., Ltd. and Director of the Company. We successively selected him as a candidate for Director, considering that his experience and insights are necessary for us to further develop its core businesses, including acceleration of decarbonization and new market development.

(Notes)

1. There is no special interest between each candidate and the Company.
2. The Company has entered into a directors and officers liability insurance agreement provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The insurance agreement covers damages to be borne by the insured that may arise when they assume liability for the execution of their duties or receives a claim related to the pursuit of such liability. If each of the candidates is selected, they will be insured under the insurance agreement. During their terms of office, said insurance agreement is to be renewed.

For Agenda Item No. 3: Election of one (1) Director who is an Audit and Supervisory Committee Member

As the term of office of member of the Board of Directors who is an Audit and Supervisory Committee Member, Ms. Mie Miwa is to expire at the conclusion of this Ordinary General Meeting of Shareholders, we propose to elect one (1) member of the Board of Directors who is an Audit and Supervisory Committee Member.

As for this agenda item, we already obtained consent of the Audit and Supervisory Committee.

The candidate is as follows:

Career summary of candidate for Director

Mie Miwa (November 5, 1965 / Female / 400 shares)

Candidate for reappointment as an independent, Outside Director

Term of office as Outside Director: 2 years

Term of office as Director who is an Audit and Supervisory Committee Member: 2 years

Frequency of attendance at the Board of Directors meetings: 18 out of 18 (100%)

Frequency of attendance at the Audit and Supervisory Committee meetings: 14 out of 14 (100%)

[Candidate's career summary, position and area of responsibility in the Company]

| | | |
|----------|------|---|
| April | 1989 | Joined East Japan Railway Company |
| June | 2008 | Director, General Manager of Marketing Development Dept. of Tokyo Metropolitan Station Building Development Co., Ltd. |
| April | 2009 | Director, General Manager of Marketing Development Dept. of Atre Co., Ltd. |
| June | 2012 | General Manager of Shopping/Office Business Promotion Dept., Life-style Business Development Headquarters of East Japan Railway Company |
| June | 2013 | General Manager of Business Promotion Dept., Life-style Business Development Headquarters of East Japan Railway Company |
| June | 2015 | Executive Director, General Manager of Growth Strategy Office of Atre Co., Ltd. |
| December | 2017 | Executive Officer, General Manager of Regional Activation Dept., Life-style Business Development Headquarters of East Japan Railway Company |
| June | 2018 | Executive Officer, General Manager of New Business/Regional Activation Dept., and General Manager of Shinagawa Community Development Coordination Dept., Life-style Business Development Headquarters of East Japan Railway Company |
| June | 2020 | Executive Officer, General Manager of New Life-style Business Development Dept., Life-style Business Development Headquarters of East Japan Railway Company |
| May | 2021 | Outside Audit and Supervisory Board Member of CENTRAL SECURITY PATROLS CO., LTD. |
| June | 2022 | Managing Executive Officer, Regional Exchange Business Officer, in charge of CX Promotion of JTB Corp. (current position) |
| June | 2024 | Outside Director (Audit and Supervisory Committee Member), the Company (current position) |
| June | 2025 | Outside Director, Shinano Railway Co., Ltd. (current position) |

[The reason she was selected as a candidate for an Outside Director who is an Audit and Supervisory Committee Member and overview of expected roles]

Ms. Mie Miwa has been serving as executive officer in charge of promoting regional interaction and CX (customer experience) at a major travel agency, following her years of career at a major railway company engaging in development and operation of commercial facilities in Japan and overseas, as well as new business development, etc. She possesses sufficient and overall experience and knowledge of marketing, sustainability issues and corporate management in general. Accordingly, we expect her to oversee and supervise management of the Company from an independent position, as well as to carry out audit properly based on an objective point of view and successively selected her as a candidate for an Outside Director who is an Audit and Supervisory Committee Member.

[Important concurrent position outside the Company]

Managing Executive Officer of JTB Corp.

[Matters concerning independence]

Ms. Mie Miwa satisfies the conditions of “The Independence Criteria” provided by Tokyo Stock Exchange, and “The Independence Criteria of Outside Directors,” which the Company determines. When this agenda item is approved, the Company intends to continue assigning her as an independent Director.

There is a business connection with respect to consignment of inspection operations, etc. between the Company and East Japan Railway Company where Ms. Mie Miwa was an executive in the past. However, the business connection is not at a level of importance that would influence her independence as an Outside Director, as there were no sales from the said company to the Company Group in the most recent fiscal year. In addition, the share of the net sales of the Company Group from the said company is less than 0.1% of the net sales of the Company Group for the Term.

(Notes)

1. There is no special interest between the candidate and the Company.
2. The Company has entered into a Liability Limitation Agreement with Ms. Mie Miwa that limits the amount of her liability as set forth in Article 423, paragraph (1) of the Companies Act, based on the provision of Article 427, paragraph (1) of said Act. The limit on liability for damages under the agreement is ten (10) million yen or the minimum liability amount provided by laws and regulations, whichever is higher. In addition, when this agenda item is approved, the Company intends to continue said agreement that has been entered into with her.
3. The Company has entered into a directors and officers liability insurance agreement provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The insurance

agreement covers damages to be borne by the insured that may arise when the candidate assumes liability for the execution of her duties or receives a claim related to the pursuit of such liability. If the candidate is selected, she will be insured under the insurance agreement. During the candidate's term of office, said insurance agreement is to be renewed.

<For reference 1> Skills and areas of expertise specifically expected from respective candidates for Directors

In selecting and determining candidates for Directors, the Company is striving to ensure a certain number of inside Directors familiar with the business and management control of the Company Group. At the same time, with a view to meeting the demand of the era of diversity, the Company is working to ensure a balance between knowledge, experience and capability, as well as diversity within the Board of Directors as a whole, by inviting Outside Directors with abundant experience in other industries.

The Company classifies the skills and areas of expertise specifically expected from Directors into the following eight categories:

- (1) Corporate management (2) International experience (3) Finance/M&A
 (4) Legal affairs/Auditing (5) Marketing (6) Technologies/IT
 (7) Human resource development (8) Climate and Environment

If Agenda Items No. 2 and No. 3 are approved as proposed, skill matrix illustrating the skills and areas of expertise specifically expected from each candidate for Director after this Ordinary General Meeting of Shareholders is as follows. Please note that this skill matrix is not intended to require all skills from individual directors, but rather to indicate whether the Board of Directors as a whole possesses the necessary expertise, and shows that each Director has the background to engage in sufficient discussion on the relevant fields at meetings of the Board of Directors.

| Name | <i>Corporate management</i> | <i>International experience</i> | <i>Finance/ M&A</i> | <i>Legal affairs / Auditing</i> | <i>Marketing</i> | <i>Technologies/ IT</i> | <i>Human resource development</i> | <i>Climate and Environment</i> | <i>Qualifications held</i> |
|---------------------|-----------------------------|---------------------------------|-------------------------|---------------------------------|------------------|-------------------------|-----------------------------------|--------------------------------|---|
| Takeyuki Takahashi | • | • | | • | • | | • | | |
| Taketsune Matsumura | • | • | • | | | • | • | • | Doctorate (Ph. D.) in Environmental Studies |
| Ichiro Tanaka | • | • | | | • | • | | • | |
| Yuichi Shiomi | • | | • | • | | | | | |
| Koichi Kawasaki | • | • | | | | • | • | | |
| Mie Miwa | • | • | | • | • | | • | | |
| Wong Lai Yong | • | • | | | | | • | • | Doctorate (Ph. D.) in Business Administration |

The applicability of each Director to the skill items is determined through a comprehensive consideration of management experience, practical experience, specialized knowledge, public qualifications, and other factors as set forth below.

(1) Corporate management

Experience managing a listed corporate group or equivalent as a Director or Executive Officer, with a track record of participating in company-wide decision-making and discussions on enhancing corporate value.

(2) International experience

Experience working in overseas operations, overseas subsidiary management, international projects, or international transactions and partnerships; directly negotiating and discussing with overseas management, customers, business partners, or authorities; and being involved in management or commercial decision-making and oversight.

(3) Finance/M&A

Experience working in finance or accounting, or holding a relevant professional qualification, along with a track record of actively participating in corporate acquisitions or divestitures, capital policy, investment decisions, or similar matters.

(4) Legal affairs / Auditing

Possessing specialist knowledge or qualifications in legal affairs or auditing, or having practical or supervisory experience in legal affairs/auditing, internal controls, risk management, or similar areas.

(5) Marketing

Practical experience in fields such as product planning, sales, or business development, and the ability to contribute to discussions on product and service strategies or business growth based on market trends and customer value.

(6) Technologies/IT

Possessing specialist knowledge or qualifications in fields such as natural science, engineering, or information technology, and having experience working extensively in R&D, design, production engineering, or IT and digital domains.

(7) Human resource development

Having been deeply involved in developing and administering personnel systems, and having worked in areas such as human resource development, performance evaluation, compensation, and labor management, or having participated in negotiations or discussions with various labor unions.

(8) Climate and Environment

Possessing specialist knowledge or qualifications in climate change or environmental fields, and having experience in developing and promoting initiatives related to environmental response, decarbonization, and sustainability, or in making management decisions on these matters.

<For reference 2> Policy on Designation of the Company’s Directors, etc.

In electing candidates for Directors, the Company has established a voluntary Nomination Committee which, at the request of the Board of Directors, deliberates and reports on the selection criteria for Directors and proposed candidates. The Committee also confirms whether candidates for Directors who are Audit and Supervisory Committee Members satisfy the conditions required of Audit and Supervisory Committee Members. After the reports and confirmation described above, the President and Representative Director submits a proposal for electing candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members) to the Board of Directors and the President and Representative Director submits a proposal for electing candidates for Directors who are Audit and Supervisory Committee Members with prior consent of the Audit and Supervisory Committee. The Nomination Committee consists of four or more members in total: two or more independent Outside Directors appointed by the Board of Directors, two internal Directors, and is chaired by one independent Outside Director designated by the Board of Directors.

<For reference 3> Independence of Outside Directors

The Company will not judge a person to be independent if he/she conflicts with “The Independence Criteria” provided by Tokyo Stock Exchange, or if he/she conflicts with any of the conditions of “The Independence Criteria of Outside Directors” described below, as a general rule.

The Independence Criteria of Outside Directors (revised on February 29, 2024)

The Company judges whether an Outside Director is independent by considering the conditions described below as well as considering “The Independence Criteria” provided by Tokyo Stock Exchange.

- a. A person or an entity to whom/which the Company or its consolidated subsidiaries (hereinafter referred to as “the Company Group”) is a main customer (*1), or a person who executes business in an entity to which the Company Group is a main customer
- b. A main customer of the Company Group (*2), or a person who executes business in an entity that is a main customer of the Company Group
- c. A large creditor of the Company (*3), or a person who executes business in a large creditor of the Company
- d. A main shareholder of the Company (*4), or a person who executes business in a main shareholder of the Company
- e. A person who belongs to an auditor which conducts statutory auditing of the Company Group

- f. A consultant, an accounting specialist, or a legal specialist who received money or other monetary benefits amounting to ten (10) million yen or more, separate from Officers' remuneration from the Company Group during the last fiscal year (if an entity such as a corporation or an association received the monetary benefit described above from the Company Group, a person who belongs to such an entity.)
- g. A person or an entity who/which corresponds to any of the conditions of "a" to "f" described above during the last fiscal year
- h. A close relative (*5) of a person (except for a person who does not have importance to the Company Group) who corresponds to any of the conditions of "a" to "g" described above

*1. A person or an entity to whom/ which the Company Group is a main customer:

A person or an entity whose transaction amount of the last fiscal year with the Company Group is higher than 2% of his/her/its total consolidated net sales for the last fiscal year

*2. A main customer of the Company Group:

A person or an entity with whom/which the Company Group transacted business during the last fiscal year with a transaction amount that is higher than 2% of the total consolidated net sales for the last fiscal year of the Company Group

*3. A large creditor of the Company:

A financial institution or another creditor which/who is essential and cannot be substituted for fundraising of the Company

*4. A main shareholder of the Company:

A shareholder which/who holds shares of the Company and whose proportion of voting rights held is 10% or above

*5. A close relative:

A spouse or a relative within the second degree

Reference items common to Agenda Items No. 4 and No. 5

Overview of revisions to the Director compensation system

The Company has decided to revise its Director compensation system, with the aim of further promoting the sustainable enhancement of corporate value and greater value sharing with shareholders. The Company's current compensation for Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors) consists entirely of cash compensation, comprising fixed compensation plus, as incentive compensation, profit-linked compensation tied to short-term performance and stock price-linked compensation.

The maximum amount of cash compensation for Directors (excluding Directors who are Audit and Supervisory Committee Members) was approved at the 120th Ordinary General Meeting of Shareholders, held on June 28, 2023, at 320 million yen per year (excluding the employee portion salaries for Directors who concurrently serve as employee).

In fiscal 2024, the Company introduced the "MITSUI E&S Rolling Vision," its rolling mid-term business plan, which is updated annually to reflect the Company's continuing growth, and the Company is advancing initiatives toward its realization.

This revision aims to clarify incentives for improved performance in pursuit of the numerical targets set out in the "Rolling Vision."

Specifically, the Company has decided to raise the KPI (ROIC) levels for the profit-linked component of short-term incentive compensation, strengthening the incentive effect tied to performance improvement.

In addition, to further promote medium- to long-term corporate value enhancement and value sharing with shareholders, the Company will replace the existing stock price-linked cash compensation with a new restricted stock compensation plan as incentive compensation.

As a result, the compensation framework for Directors will clearly distinguish between cash compensation and stock compensation. The maximum amount of cash compensation is presented as Agenda Item No. 4, and stock compensation as Agenda Item No. 5, each submitted for shareholder approval.

Overview of the Director compensation system

If Agenda Items No. 4 and No. 5 are approved as proposed, the compensation structure for executive Directors will be approximately as follows. The compensation structure raises the proportion of incentive compensation compared to the current structure. Fixed compensation will account for approximately 50%, profit-linked compensation tied to short-term performance for approximately 30%, and stock compensation introduced as a medium- to long-term incentive for approximately 20%. The proportion of profit-linked compensation increases for higher-ranking positions.

Incentive compensation will continue to be limited to executive Directors who are not Audit and Supervisory Committee Members.

<Diagram of the Director compensation structure>

1. Current structure (profit-linked compensation at standard level; KPI: ROIC 5%)

| Fixed compensation (monthly compensation × 12 months) | Profit-linked compensation | Stock price-linked compensation |
|---|----------------------------|---------------------------------|
| ← approx. 70% → | ← approx. 20% → | ← approx. 10% → |

- Profit-linked compensation ranges from 0% to 200% of the base amount, with an ROIC of 5% set as 100%, varying according to the ROIC figure (capped at an ROIC of 9%).

2. Revised structure (profit-linked compensation at standard level; KPI: ROIC 8%)

| Fixed compensation (monthly compensation × 12 months) | Profit-linked compensation | Restricted stock compensation |
|---|----------------------------|-------------------------------|
| ← approx. 50% → | ← approx. 30% → | ← approx. 20% → |

- Profit-linked compensation ranges from 0% to 200% of the base amount, with an ROIC of 8% set as 100%, varying according to the ROIC figure (capped at an ROIC of 15%).

Note: The above is a schematic diagram intended to illustrate the structure of Director compensation in a straightforward manner. The width of each element does not indicate the relative monetary scale of each compensation component.

For Agenda Item No. 4: Revision to the compensation amount for Directors (excluding Directors who are Audit and Supervisory Committee Members)

The maximum amount of compensation for Directors (excluding Directors who are Audit and Supervisory Committee Members; the same applies in this Agenda Item) was approved at the 120th Ordinary General Meeting of Shareholders held on June 28, 2023, at 320 million yen per year (excluding the employee portion salaries for Directors who concurrently serve as employees). However, we have decided to revise the compensation system. One of the aims of this revision is to further clarify incentives for Directors to improve performance in order to achieve the sustainable enhancement of corporate value and the mid-term business plan “MITSUI E&S Rolling Vision.” Accordingly, we propose to revise the maximum amount to 430 million yen per year (including 12 million yen per year for Outside Directors), after comprehensively considering the details of the revised system and the future management structure, among other factors.

As has previously been the case, the aforementioned amount of compensation does not include the employee portion salaries for Directors who concurrently serve as employees.

In addition, the amount of compensation for Directors under this Agenda Item does not include the restricted stock compensation set forth in Agenda Item No. 5.

This Agenda Item was decided by the Board of Directors upon deliberation by the Compensation Committee, where independent Outside Directors form the majority and one serves as chair. We have judged that the content of this Agenda Item is necessary and reasonable in light of the scale of the Company’s business, compensation levels of other companies, and the number of eligible Directors, etc., and is also appropriate from the perspective of enhancing corporate value.

Furthermore, if this Agenda Item and Agenda Item No. 5 are approved, we plan to revise the policy for determining the content of individual compensation for Directors as described on page 32. We have judged that the content of this Agenda Item is necessary and appropriate for the granting of individual compensation to Directors in line with this policy.

The Company has three (3) eligible Directors (none of whom are Outside Directors) at present. Even if Agenda Item No. 2: “Election of three (3) Directors (excluding Directors who are Audit and Supervisory Committee Members)” is approved as proposed, there will be no change in the number of eligible Directors.

An overview of the existing stock price-linked compensation is provided on 3.2-b “Policy for Determining Amounts of Compensation, etc. of the Company’s Officers, etc.” of the Business Report (in Japanese). Restricted stock compensation will be introduced in place of the existing stock price-linked compensation, and no new accruals of the compensation base amount for stock price-linked compensation will be made after the conclusion of this General Meeting of Shareholders. The unpaid portion of stock price-linked compensation for which the compensation base amount was accrued during the period of service up to the conclusion of this General Meeting of Shareholders will be paid within the framework of the cash compensation to be approved under this Agenda Item, as it is compensation for services already rendered by Directors.

For Agenda Item No. 5: Determination of compensation for allocating restricted stock to Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors)

The maximum amount of compensation for Directors (excluding Directors who are Audit and Supervisory Committee Members) was approved at the 120th Ordinary General Meeting of Shareholders held on June 28, 2023, at 320 million yen per year (excluding the employee portion salaries for Directors who concurrently serve as employees).

We would like to revise the compensation for Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors; hereinafter referred to in this Agenda Item as “Eligible Directors”) effective upon the conclusion of this General Meeting of Shareholders, and to grant restricted stock compensation to Eligible Directors as long-term incentive compensation replacing the existing stock price-linked cash compensation, for the purposes of providing incentives for the sustainable enhancement of the Company’s corporate value and promoting greater value sharing with shareholders.

Specifically, considering the above stated purposes and various other factors including recent economic conditions, we propose to set the total amount of monetary compensation claims to be paid to Eligible Directors for the grant of restricted stock compensation at no more than 68 million yen per year (excluding the employee portion salaries for Directors who concurrently serve as employees), and the maximum number of shares to be granted at 16,000 shares per year, as amounts and the numbers of shares deemed appropriate; provided, however, that if, on and after the date on which this Agenda Item is approved, the Company’s common shares are subject to a share split (including a gratis allotment of the Company’s common shares) or share consolidation, or if any other event requiring adjustment to the total number of the Company’s common shares to be issued or disposed of as restricted stock occurs, the total number shall be adjusted within a reasonable range.

The specific allocation to each Eligible Director shall be determined by the Board of Directors, following deliberation and recommendations by the Compensation Committee.

An overview of the restricted stock to be granted to Eligible Directors pursuant to this Agenda Item is set forth below under <Overview of Restricted Stock>.

This Agenda Item was decided by the Board of Directors upon deliberation by the Compensation Committee, where independent Outside Directors form the majority and one serves as chair. We have judged that the content of this Agenda Item is necessary and reasonable in light of the scale of the Company’s business, compensation levels of other companies, and the number of Eligible Directors, etc. In addition, as the maximum number of restricted shares to be allotted to Eligible Directors in any one year represents 0.016% of the total number of issued shares (and 0.16% of the total number of issued shares if restricted shares were issued at such maximum level over a ten-year period), and the resulting dilution would therefore be minimal, we have also judged that the content of this Agenda Item is appropriate.

The compensation framework under this Agenda Item shall be established separately from the

framework for cash compensation for which approval is requested under Agenda Item No. 4.

The Company has three (3) Eligible Directors at present. Even if Agenda Item No. 2: “Election of three (3) Directors (excluding Directors who are Audit and Supervisory Committee Members)” is approved as proposed, there will be no change in the number of Eligible Directors.

<Overview of Restricted Stock>

Pursuant to resolution of the Company's Board of Directors, Eligible Directors shall make an in-kind contribution of the full amount of the monetary compensation claims paid under this Agenda Item and, in exchange, shall receive the issuance or disposition of the Company's common shares. The total number of the Company's common shares to be issued or disposed of in this manner shall not exceed 16,000 shares per year; provided, however, that if, on and after the date on which this Agenda Item is approved, the Company's common shares are subject to a share split (including a gratis allotment of the Company's common shares) or share consolidation, or if any other event requiring adjustment to the total number of the Company's common shares to be issued or disposed of as restricted stock occurs, the total number shall be adjusted within a reasonable range.

The amount to be paid per share shall be determined by the Board of Directors at an amount within a range that is not particularly favorable to the Eligible Directors who will receive such common shares, based on the closing price of the Company's common shares on the Tokyo Stock Exchange on the business day immediately preceding the date of each Board of Directors resolution (or, if no trading occurred on that date, the closing price on the most recent preceding trading day). In addition, upon the issuance or disposition of the Company's common shares pursuant hereto, the Company and each Eligible Director shall enter into a restricted stock allotment agreement (hereinafter referred to as the "Allotment Agreement") that includes the agreement summary and the following provisions.

(1) Details of transfer restrictions

An Eligible Director who receives an allotment of restricted stock may not transfer, establish security interests, or otherwise dispose of such restricted stock in any manner whatsoever to any third party during the period from the date on which the restricted stock is delivered until the date on which the Eligible Director retires from the position of Director (excluding Director who is an Audit and Supervisory Committee Member) of the Company or any other position designated by the Company's Board of Directors (excluding cases where the Eligible Director is reappointed simultaneously upon retirement) (hereinafter referred to as the "Restriction Period").

(2) Lifting of transfer restrictions

In principle, the Company shall lift the transfer restrictions on all restricted shares allotted to an Eligible Director (hereinafter referred to as "Allotted Shares") upon expiration of the Restriction Period, provided that the Eligible Director continuously held the position of Director (excluding Director who is an Audit and Supervisory Committee Member) of the Company or any other position designated by the Company's Board of Directors during the period from the date of the Ordinary General Meeting of Shareholders immediately preceding the Board of Directors resolution relating to the issuance or disposition of the Allotted Shares until the date of the Company's first Ordinary General Meeting of Shareholders following the commencement date of the Restriction Period (hereinafter referred to as the "Term of Service").

However, if the Eligible Director retires from the position of Director (excluding Director who is an Audit and Supervisory Committee Member) of the Company or any other position designated by the Company's Board of Directors prior to expiration of the Term of Service for a reason deemed justifiable by the Board of Directors, the transfer restrictions shall be lifted, upon expiration of the Restriction Period, for such number of Allotted Shares as is reasonably adjusted according to the timing of retirement.

(3) Acquisition of restricted stock for no consideration

If an Eligible Director who received an allotment of restricted stock retires from the position of Director (excluding Director who is an Audit and Supervisory Committee Member) of the Company or any other position designated by the Company's Board of Directors prior to expiration of the Term of Service, the Company shall automatically acquire the Allotted Shares for no consideration, unless there are grounds deemed justifiable by the Board of Directors.

In addition, if, at the time the Restriction Period expires, any Allotted Shares remain subject to transfer restrictions pursuant to the provisions of (2) above regarding the lifting of transfer restrictions, the Company shall automatically acquire such Allotted Shares for no consideration immediately after that time.

Furthermore, if the Company determines that an Eligible Director materially violated laws, regulations, or the Company's internal rules during the Restriction Period, if an Eligible Director is sentenced to imprisonment or a more severe penalty, or if any other circumstance arises that is deemed by the Board of Directors to be equivalent thereto, the Company shall automatically acquire the Allotted Shares for no consideration.

(4) Handling in organizational restructuring, etc.

If, during the Restriction Period, a merger agreement under which the Company becomes the disappearing company, a share transfer agreement or share transfer plan under which the Company becomes a wholly owned subsidiary, or any other agenda item relating to organizational restructuring, etc. is approved by the Company's General Meeting of Shareholders (or by the Company's Board of Directors, if shareholder approval is not required for such organizational restructuring, etc.), the Company may, by resolution of the Company's Board of Directors, lift the transfer restrictions prior to the effective date of such organizational restructuring, etc. with respect to such number of Allotted Shares (which may be zero) as reasonably determined in light of various circumstances, including the period from the commencement date of the Term of Service to the date of approval of such organizational restructuring, etc.

In such case, the Company shall automatically acquire for no consideration any Allotted Shares for which the transfer restrictions have not yet been lifted immediately after the lifting of the transfer restrictions pursuant to the above provisions.

(5) Other matters determined by the Board of Directors

In addition to the above, matters determined by the Board of Directors shall be incorporated into the Allotment Agreement.

<For reference 4> “Policy for determining the content of individual compensation for Directors (excluding Directors who are Audit and Supervisory Committee Members)” which is planned to be changed subject to approval of Agenda Items No. 4 and No. 5

1. Compensation for Directors (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors; hereinafter referred to in this section as “Eligible Directors”)

(1) Basic policy

- Compensation for Eligible Directors shall function as a sufficient incentive to promote the Company Group’s sustainable growth and enhance corporate value, and shall be structured to align interests with those of shareholders.
- In determining the compensation system and the policy for determining compensation, objectivity and transparency are ensured through a process in which the Compensation Committee, where independent Outside Directors form the majority and one serves as chair, deliberates and submits recommendations, and the Board of Directors makes its decisions following those recommendations.
- The Compensation Committee periodically reviews the appropriateness of compensation levels and composition ratios, taking into account objective market survey data from external specialist organizations, compensation levels at companies of comparable size and in related industries and business types, and the Company’s employee salary levels.

(2) Compensation structure and composition ratios

- Compensation for Eligible Directors consists of monthly compensation (cash) as fixed compensation, profit-linked compensation (cash) as a short-term incentive tied to annual performance, and stock compensation as a medium- to long-term incentive designed to strengthen Directors’ commitment to improving corporate value over the medium to long term through shared value with shareholders.
- At standard performance levels, the target composition ratios are approximately: (i) fixed compensation: 50%; (ii) profit-linked compensation: 30%; (iii) stock compensation: 20%. Higher-ranking Directors have a greater proportion of performance-linked compensation.

(3) Overview of the compensation structure

(i) Monthly compensation

The monthly compensation paid to Eligible Directors consists of fixed compensation. A standard monthly salary, determined by a comprehensive review of factors such as compensation levels at peer companies, the Company’s performance, and employee salary levels, is paid each month according to each Director’s position.

(ii) Profit-linked compensation

- Profit-linked compensation is paid as cash compensation at a fixed time each year in an amount obtained by multiplying twelve months' worth of monthly compensation by a payment rate ranging from 0% to 100% based on the actual consolidated return on invested capital (ROIC) for each fiscal year, as well as a position coefficient ranging from 1.0 to 1.2 according to position, as calculated using the following formula.

$$(\text{Monthly compensation} \times 12 \text{ months}) \times \text{ROIC-based payment rate} \times \text{position coefficient}$$

(iii) Stock compensation

- Stock compensation takes the form of pre-delivery restricted stock. Each year, at a fixed time, a monetary compensation claim corresponding to the role and responsibilities of each Director's position is granted. Company shares are delivered in exchange for payment of that monetary compensation claim.
- The restriction on transferring the shares is, in principle, lifted upon the Director's retirement from the Board.
- If, during the restriction period, a cause attributable to the Eligible Director arises and the Company determines it appropriate to acquire the shares for no consideration, the Company will acquire those shares for no consideration.

(4) Determining the content of individual compensation for Directors

The content of individual compensation for Eligible Directors (excluding Directors who are Audit and Supervisory Committee Members) is determined by the Board of Directors, following deliberation and recommendations by the Compensation Committee, where independent Outside Directors form the majority and one serves as chair.

2. Compensation for Outside Directors (excluding Directors who are Audit and Supervisory Committee Members)

Compensation consists solely of monthly compensation as fixed compensation with no performance-linked component, reflecting the nature of their responsibilities. All other terms are as described in 1 above.