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Securities code: 5269
June 13, 2022

To Shareholders with Voting Rights

AMIYA Katsuhiko
Representative Director and Chairman
NIPPON CONCRETE INDUSTRIES CO., LTD.
4-6-14, Shibaura, Minato-ku, Tokyo, Japan

NOTICE OF THE 91st ANNUAL GENERAL MEETING OF SHAREHOLDERS

We would like to express our appreciation for your continued support and patronage.

We hereby inform you that the 91st Annual General Meeting of Shareholders of NIPPON CONCRETE INDUSTRIES CO., LTD. (the “Company”) will be held as described below.

To prevent the spread of COVID-19 infection, we request that you refrain from attending this General Meeting of Shareholders in person and instead exercise your voting rights in writing or via an electromagnetic method (the Internet, etc.) in advance. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:15 p.m. on Tuesday, June 28, 2022, Japan standard time.

1. **Date and time:** Wednesday, June 29, 2022 at 10 a.m. Japan standard time
(The reception desk opens at 9:00 a.m.)
2. **Place:** Conference Room on the 1st floor of the Company
NC Shibaura Building, 4-6-14, Shibaura, Minato-ku, Tokyo, Japan
3. **Meeting Agenda:**
 - Matters to be reported:**
 1. Business Report and Consolidated Financial Statements for the 91st fiscal year (April 1, 2021 to March 31, 2022), and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
 2. Non-consolidated Financial Statements for the 91st fiscal year (April 1, 2021 to March 31, 2022)
 - Matters to be resolved:**
 - Proposal 1:** Partial Amendments to the Articles of Incorporation
 - Proposal 2:** Election of Nine (9) Directors
 - Proposal 3:** Election of the Accounting Auditor
 - Proposal 4:** Continuation of the Countermeasures for Large-scale Acquisition of the Company’s Shares (Takeover Defense Measures)

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- If you are attending the Meeting in person, please submit the enclosed Voting Rights Exercise Form at the reception.
 - The matters below are posted on the Company’s website (<https://www.ncic.co.jp/>) in accordance with laws and regulations and Article 15 of the Articles of Incorporation of the Company, and therefore are not contained in this Notice.
 - 1) “Basic Policy on Control over the Company,” which is part of the Business Report
 - 2) “Notes to the Consolidated Financial Statements,” which are part of the Consolidated Financial Statements
 - 3) “Notes to the Non-consolidated Financial Statements,” which are part of the Non-consolidated Financial Statements

Of the documents contained in this Notice, the Consolidated Financial Statements and the Non-consolidated Financial Statements are part of the documents audited by the Accounting Auditor in preparing their accounting audit report, and the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements are part of the documents audited by Audit & Supervisory Board Members in preparing its audit reports.

- Any revisions to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements will be posted on the Company's website.
- We will adopt the Cool Biz policy and dress casually on the day of the Meeting.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Partial Amendments to the Articles of Incorporation

1. Reason for the Proposal

- (1) With respect to the Company’s trade name in English, a part of the wording will be changed (Article 1 of the current Articles of Incorporation).
- (2) Additions will be made to the business purposes in accordance with the medium- to long-term business strategy (Article 2 of the current Articles of Incorporation).
- (3) The amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will come into effect on September 1, 2022. Accordingly, in order to prepare for the introduction of the system for electronic provision of materials for general meetings of shareholders, the Articles of Incorporation of the Company shall be amended as follows:
 - (i) The Proposal provides that information contained in the reference documents for the general meeting of shareholders, etc. shall be provided electronically (Proposed Article 15, Paragraph 1).
 - (ii) The purpose of the Proposal is to establish a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it (Proposed Article 15, Paragraph 2).
 - (iii) The provisions related to the Internet disclosure and deemed provision of the reference documents for the general meeting of shareholders, etc. will become unnecessary and will therefore be deleted (Article 15 of the current Articles of Incorporation).
 - (iv) In line with the above establishment and deletion of the provisions, supplementary provisions related to the effective date, etc. shall be established.
- (4) In accordance with the amendments to the Companies Act, the “paragraph number of the Companies Act” shall be changed (Article 37, Paragraph 3 of the current Articles of Incorporation).

2. Proposed amendments

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
(Trade name) Article 1 The name of the Company shall be Nippon Concrete Kogyo Kabushiki Kaisha. (The name in English shall be NIPPON CONCRETE INDUSTRIES CO., LTD.)	(Trade name) Article 1 The name of the Company shall be Nippon Concrete Kogyo Kabushiki Kaisha. (The name in English shall be NIPPON CONCRETE INDUSTRIES CO.,LTD.)
(Purposes) Article 2 The purposes of the Company shall be to engage in the following businesses: 1. <Omitted> 2. Design, supervision <u>and</u> construction contracting of buildings and structures 3. through to 6. <Omitted> 7. Sales of <u>recycled</u> products, construction materials, and chemicals 8. through to 12. <Omitted>	(Purposes) Article 2 The purposes of the Company shall be to engage in the following businesses: 1. <Unchanged> 2. Design, supervision, <u>construction contracting, investigation & diagnosis, and repair of</u> buildings and structures 3. through to 6. <Unchanged> 7. Sales of <u>environmental engineering-related</u> products, construction materials, and chemicals 8. through to 12. <Unchanged>

<p><u>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u> <u>Article 15 The Company may, when convening a general meeting of shareholders, deem that it has provided information to shareholders pertaining to matters to be described or indicated in the reference documents for the general meeting of shareholders, business report, non-consolidated financial statements, and consolidated financial statements by disclosing such information through the Internet in accordance with the provisions provided in the Ministry of Justice Order.</u></p> <p><Newly established></p> <p>(Election) Article 37 <Omitted> 2. <Omitted> 3. Unless otherwise resolved at a general meeting of shareholders, the election of a Substitute Audit & Supervisory Board Member under Article 329 (2) of the Companies Act shall be effective until the annual general meeting of shareholders relating to the final fiscal year that ends within two years after his/her election.</p> <p><Newly established></p>	<p><Deleted></p> <p><u>(Measures for Electronic Provision, Etc.)</u> <u>Article 15 The Company shall, when convening a general meeting of shareholders, provide information contained in the reference documents for the general meeting of shareholders, etc. electronically.</u> 2. <u>Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ministry of Justice Order in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.</u></p> <p>(Election) Article 37 <Unchanged> 2. <Unchanged> 3. Unless otherwise resolved at a general meeting of shareholders, the election of a Substitute Audit & Supervisory Board Member under Article 329 (3) of the Companies Act shall be effective until the annual general meeting of shareholders relating to the final fiscal year that ends within two years after his/her election.</p> <p><u>(Supplementary Provisions)</u> 1. <u>The amendments to Article 15 of the Articles of Incorporation shall come into effect on September 1, 2022, the date of enforcement of the amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (the “Effective Date”).</u> 2. <u>Notwithstanding the provisions of the preceding paragraph, Article 15 of the Articles of Incorporation prior to the amendments shall remain in force with respect to a general meeting of shareholders to be held on a date within six months after the Effective Date.</u> 3. <u>These supplementary provisions shall be deleted six months after the Effective Date or three months after the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.</u></p>
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Proposal 2: Election of Nine (9) Directors

The terms of office of all eight (8) Directors will expire at the conclusion of this Annual General Meeting of Shareholders. In order to strengthen the management structure, the election of nine (9) Directors is proposed, including three (3) new candidates for Director and one (1) new candidate for Outside Director.

Regarding nomination of candidates for Director, in order to ensure fairness and transparency, the Board of Directors seeks advice of the Nomination Committee, a voluntary body, which is chaired by an Independent Outside Director and a majority of whose members are Independent Outside Officers. The Nomination Committee deliberates on and submits a draft nomination proposal it has approved to the Board of Directors. The proposal was finalized by the resolution of the Board of Directors.

The candidates for Director are as follows:

No.	Name		Current positions and responsibilities at the Company
1	Reappointment	TSUKAMOTO Hiroshi	Representative Director and President Responsible for execution of overall management; Head of Sales Management Headquarter; Chairman of the Board of Directors; Member of Remuneration Committee
2	New candidate	IMAI Yasutomo	Managing Executive Officer Responsible for Sales (Pole-related Business); General Manager of Pole Sales Administration Department
3	Reappointment	KODERA Mitsuru	Director, Executive Officer Responsible for Headquarter (Engineering Development & Designing); Responsible for Sales (Environment & Energy Business, International Business) General Manager of International Business Department
4	New candidate	SUGITA Yoshihiko	Executive Officer Responsible for Headquarter (Business Administration)
5	New candidate	KAKUGARA Akihiko	Executive Officer Responsible for Sales (Foundation Business, Construction Sales)
6	Reappointment	AMIYA Katsuhiko	Representative Director, Chairman and Executive Officer Supervision of execution of overall management; Member of Nomination Committee; Member of Remuneration Committee
7	Reappointment	MAZUKA Michiyoshi	Outside Director Independent Officer Director Chairman of Nomination Committee; Member of Remuneration Committee
8	Reappointment	ISHIZAKI Nobunori	Outside Director Independent Officer Director Member of Remuneration Committee
9	New candidate	MATSUMOTO Takenori	Outside Director Independent Officer -

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	 TSUKAMOTO Hiroshi (February 15, 1965) [Reappointment]	April 1988 Joined the Company June 2011 Representative Director and President, NC East Japan Concrete Industries Co., Ltd. July 2014 General Manager, Production Management Department, the Company June 2015 Executive Officer, General Manager, Production Management Department, the Company June 2016 Executive Officer, the Company June 2020 Director, Senior Managing Executive Officer, the Company Director, Kyushu Kouatsu Concrete Industries Co., Ltd. (current position) June 2021 Representative Director and President, the Company (current position)	35,000
<p>[Reason for nomination as candidate for Director]</p> <p>After joining the Company, Mr. TSUKAMOTO Hiroshi was engaged in production management and operation of plants. After assuming office as Executive Officer, he tackled productivity enhancement and other initiatives as a person responsible for overall production management. After assuming office as Director, he was responsible for business administration and assisted the Representative Director. Since assuming office as Representative Director and President, he has been striving to achieve sustainable growth and enhancement of corporate value through implementation of the Group's Corporate Philosophy. Therefore, the Company proposes his reelection as Director to lead management of the Group.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	 <p data-bbox="210 521 408 593">IMAI Yasutomo (August 4, 1958)</p> <p data-bbox="210 629 408 663">[New candidate]</p>	<p data-bbox="459 235 1256 329">April 1981 Joined Tokyo Electric Power Company (currently Tokyo Electric Power Company Holdings, Incorporated (TEPCO))</p> <p data-bbox="459 331 1256 392">October 2003 Senior Manager, Facilities Dept., Saitama Branch, TEPCO</p> <p data-bbox="459 394 1256 454">July 2005 General Manager, Kumagaya Branch Office, Saitama Branch, TEPCO</p> <p data-bbox="459 456 1256 517">June 2012 General Manager, Ginza Branch Office, Tokyo Branch, TEPCO</p> <p data-bbox="459 519 1256 553">July 2015 Executive Officer, the Company</p> <p data-bbox="459 555 1256 589">June 2016 Director, Executive Officer, the Company</p> <p data-bbox="459 591 1256 651">June 2017 Managing Executive Officer, the Company (current position)</p> <p data-bbox="459 654 1256 725">June 2018 Director, TOKAI CONCRETE INDUSTRIES CO., LTD. (current position)</p>	52,760
<p data-bbox="185 732 751 766">[Reason for nomination as candidate for Director]</p> <p data-bbox="185 770 1436 992">Mr. IMAI Yasutomo worked in a power distribution department at a power utility and has in-depth knowledge about poles and other mainstay products of the Company. He also has experience in working in an administration department. At the Company, he has long been responsible for the pole-related business as Executive Officer. In view of his capabilities, insight, experience, and probity, the Company believes he will contribute to the Company's enhancement of corporate value and sustainable growth. Therefore, the Company proposes his election as Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	 KODERA Mitsuru (July 17, 1966) [Reappointment]	April 1992 Joined the Company June 2010 General Manager, Engineering Development & Designing Department (III), the Company June 2013 Representative Director and President, NC Kanto Pile Manufacturing Co., Ltd. June 2015 Executive Officer, General Manager, Engineering Development & Designing Department, the Company Director, Nihonkai Concrete Industries Co. (current position) June 2020 Director, Executive Officer, General Manager, Engineering Development & Designing Department, the Company Representative Director and President, NC Steel Co., Ltd. (current position) June 2021 Director, Executive Officer, the Company (current position) [Significant concurrent positions] • Representative Director and President, NC Steel Co., Ltd.	18,800
<p>[Reason for nomination as candidate for Director]</p> <p>Mr. KODERA Mitsuru has in-depth knowledge concerning engineering and design of products and construction methods and is responsible for the Engineering Development & Designing Department. He is also responsible for the Environment & Energy Business and the International Business and is engaged in promotion of new businesses. In view of his capabilities, insight, experience, and probity, the Company believes he will contribute to the Company's enhancement of corporate value and sustainable growth. Therefore, the Company proposes his reelection as Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
6	 AMIYA Katsuhiko (August 23, 1943) [Reappointment]	April 1968 Joined the Company June 1997 General Manager, Corporate Planning & Administration Department, the Company June 1998 Director, the Company June 2001 Managing Director, the Company June 2005 Senior Managing Director, the Company June 2006 Representative Director and President, the Company June 2007 Representative Director, President and Executive Officer, the Company June 2015 Representative Director, Chairman and CEO, the Company June 2018 Director and Chairman, the Company Director, Hokkaido Concrete Industries Co., Ltd. (current position) June 2019 Representative Director and Chairman, the Company June 2020 Representative Director, Chairman and President, the Company June 2021 Representative Director, Chairman and Executive Officer, the Company (current position) Director, Tohoku Pole Co., Ltd. (current position)	246,700
<p>[Reason for nomination as candidate for Director]</p> <p>After joining the Company, Mr. AMIYA Katsuhiko was engaged in business administration departments. Ever since his assumption of office as Director in 1998, he has long been appropriately supervising management, having served as Representative Director and President and Representative Director, Chairman and CEO. Currently, as Representative Director and Chairman, he is emphasizing corporate governance. He has been striving to achieve sustainable enhancement of corporate value through implementation of the corporate philosophy. Therefore, the Company proposes his reelection as Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
7	 <p>MAZUKA Michiyoshi (October 17, 1943)</p> <p>[Reappointment] [Outside Director] [Independent Officer]</p>	<p>April 1968 Joined Fujitsu FACOM Co., Ltd.</p> <p>April 1971 Transferred to Fujitsu Limited</p> <p>June 2001 Member of the Board and Head of East Japan Sales Business Unit, Fujitsu Limited</p> <p>June 2005 Member of the Board, Corporate Executive Vice President, Fujitsu Limited</p> <p>June 2006 Corporate Senior Executive Vice President and Representative Director, Fujitsu Limited</p> <p>June 2008 Chairman and Representative Director, Fujitsu Limited</p> <p>September 2009 Chairman, President and Representative Director, Fujitsu Limited</p> <p>June 2014 Advisor and Director, Fujitsu Limited</p> <p>June 2015 Director, the Company (current position)</p> <p>June 2016 Advisor, Fujitsu Limited</p> <p> Outside Director, AMADA HOLDINGS CO., LTD. (currently AMADA CO., LTD.) (current position)</p> <p>April 2018 Senior Advisor, Fujitsu Limited</p> <p>June 2018 Outside Director, Tsukishima Kikai Co., Ltd. (current position)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Outside Director, AMADA CO., LTD. • Outside Director, Tsukishima Kikai Co., Ltd. 	29,100
<p>[Reason for nomination as candidate for Outside Director and overview of the expected role] Having served as Chairman, President and Representative Director of Fujitsu Limited, Mr. MAZUKA Michiyoshi has a wealth of experience and extensive knowledge as a corporate manager. The Company can expect to receive appropriate advice from him on overall management from an independent standpoint and believes he will contribute to the Company's further enhancement of corporate governance. Therefore, the Company proposes his reelection as Outside Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
8	 <p>ISHIZAKI Nobunori (July 16, 1948)</p> <p>[Reappointment] [Outside Director] [Independent Officer]</p>	<p>March 1978 Completed the legal apprentice training course (30th term)</p> <p>April 1978 Joined Nobuo Takai Law Firm</p> <p>August 1984 Representative, Nobunori Ishizaki Law Firm</p> <p>June 1996 Senior Executive Member, Management Lawyers Council (current position)</p> <p>January 2002 Member of Labor Deliberation Committee, Cabinet's Task Force on Judicial Reform</p> <p>October 2002 Vice Chairman, Labor Legislation Committee, Japan Federation of Bar Associations</p> <p>April 2011 Representative Attorney, ISHIZAKI & YAMANAKA Law Firm (current position)</p> <p>June 2017 Director, the Company (current position)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> • Representative Attorney, ISHIZAKI & YAMANAKA Law Firm 	17,400
<p>[Reason for nomination as candidate for Outside Director and overview of the expected role]</p> <p>An expert on labor law, Mr. ISHIZAKI Nobunori is an attorney at law with a wealth of experience and extensive knowledge. The Company can expect to receive appropriate suggestions from him on overall management, including management issues such as work style innovation, and management supervision from an independent standpoint and believes he will contribute to the Company's further enhancement of corporate governance. Therefore, the Company proposes his reelection as Outside Director.</p>			

9	 MATSUMOTO Takenori (February 5, 1944) [New candidate] [Outside Director] [Independent Officer]	April 1968 January 1994 August 1995 June 1996 June 2000 June 2003 June 2006 August 2014 January 2017 September 2019 November 2020	Joined the Ministry of Transport (currently the Ministry of Land, Infrastructure, Transport and Tourism) First Airport Administrator, Kansai International Airport, West Japan Civil Aviation Bureau Director-General, West Japan Civil Aviation Bureau Director-General, Engineering Department, Civil Aviation Bureau Director, Japan Air System Co., Ltd. Representative Director and Senior Managing Director, Japan Airline Co., Ltd. Director and Chairman, JAL Aircraft Maintenance Narita Co., Ltd. Representative Director and Senior Vice President, Setouchi SEAPLANES, Inc. Representative Director and President, Setouchi SEAPLANES, Inc. Executive Advisor, Daihyaku Shoji Co., Ltd. (current position) Executive Advisor, Japan Drone Organization Co., Ltd. (current position)	0
	<p>[Reason for nomination as candidate for Outside Director and overview of the expected role] Having held key positions as a public official and served as Representative Director of operating companies, Mr. MATSUMOTO Takenori has a wealth of experience and extensive knowledge gained through his career in the public sector and as a corporate manager. The Company can expect to receive appropriate advice from him on overall management from an independent standpoint and believes he will contribute to the Company's further enhancement of corporate governance. Therefore, the Company proposes his election as Outside Director.</p>			

- Notes:
1. Current positions and responsibilities at the Company of candidates who are currently Directors of the Company are as indicated on the list of candidates for Director on page 9 of the Reference Document.
 2. No special interest exists between any of the candidates and the Company.
 3. Mr. MAZUKA Michiyoshi, Mr. ISHIZAKI Nobunori, and Mr. MATSUMOTO Takenori are candidates for Outside Director.
 4. Mr. MAZUKA Michiyoshi and Mr. ISHIZAKI Nobunori are currently Outside Directors of the Company. The number of years since assumption of office as the Company's Outside Director will be as follows. Mr. MAZUKA Michiyoshi will have been in office as Outside Director for 7 years and Mr. ISHIZAKI Nobunori for 5 years.
 5. The Company has designated Mr. MAZUKA Michiyoshi and Mr. ISHIZAKI Nobunori as independent officers based on the stipulations by the Tokyo Stock Exchange. If their reelection is approved, they will remain independent officers. If the election of Mr. MATSUMOTO Takenori is approved, he will be designated as an independent officer based on the stipulations by the Tokyo Stock Exchange. In addition to the independence criteria stipulated by the Tokyo Stock Exchange, if any of the following applies to a person, the Company judges that such person is not independent. None of the following applies to Mr. MAZUKA Michiyoshi, Mr. ISHIZAKI Nobunori, and Mr. MATSUMOTO Takenori.
 - (1) A person to whom any of the following currently applies:
 - 1) A major shareholder of the Company (shareholder who holds 10% or more of voting rights) or an executive of such shareholder

- 2) An entity that is a business partner of the Company whose amount of transactions with the Company in the most recent fiscal year exceeds 3% of the Company's consolidated net sales for that year or an executive thereof
 - 3) An entity where the Company is its business partner and whose amount of transactions with the Company in the most recent fiscal year exceeds 3% of the Company's consolidated net sales for that year or an executive thereof
 - 4) A financial institution or other major creditor, which is indispensable for the Company's financing and on which the Company is dependent to the extent that there is no substitute, or an executive thereof
 - 5) A certified public accountant who is the Accounting Auditor of the Company or an employee of the audit firm that is the Accounting Auditor of the Company
 - 6) A person who has received a donation amounting to 10 million yen or more in the most recent fiscal year from the Company or an executive thereof
 - 7) A lawyer, certified public accountant, certified tax accountant, a consultant or the like who received money or financial benefits exceeding 10 million yen from the Company in the most recent fiscal year other than officer remuneration or an executive thereof
- (2) A person to whom any of (1) 1)-7) above applies at any point in time during the past three years
6. In accordance with Article 427 Paragraph 1 of the Companies Act and the Articles of Incorporation of the Company, the Company has entered into liability limitation agreements with Mr. MAZUKA Michiyoshi and Mr. ISHIZAKI Nobunori to limit their liability for damages. The amount of liability for damages in accordance with the agreement is limited to the amount stipulated by laws and regulations. If their reelection is approved, the Company intends to continue the liability limitation agreements with them. If the election of Mr. MATSUMOTO Takenori is approved, the Company intends to enter into a liability limitation agreement with him.
 7. The Company has entered into a directors and officers liability insurance contract, as stipulated in Article 430-3, Paragraph 1 of the Companies Act, with an insurance company, which covers damages that may arise when the insured assumes liability arising from the execution of his or her duties (however, cases to which exemptions specified by the insurance contract apply are not covered). If the candidates for Director are elected and assume office, all the Directors will become the insured under the said insurance contract. The Company intends to renew the said insurance contract with the same contents at the next renewal.

[Reference] Skills Matrix of the Board of Directors and the Audit & Supervisory Board after the General Meeting of Shareholders (Plan)

	Position		Corporate Management	International	Technology / Production	Business / Sales	Finance & Accounting	Legal Affairs / Risk Management / Compliance	Business Administration / DX / ITC / Sustainability
Directors									
TSUKAMOTO Hiroshi	Representative Director and President		•		•	•			•
IMAI Yasutomo	Director, Managing Executive Officer		•		•	•			•
KODERA Mitsuru	Director, Executive Officer		•	•	•	•			
SUGITA Yoshihiko	Director, Executive Officer		•	•		•	•		
KAKUGARA Akihiko	Director, Executive Officer		•	•		•		•	
AMIYA Katsuhiko	Director, Senior Advisor, Executive Officer		•			•		•	•
MAZUKA Michiyoshi	Director	[Independent Officer] [Outside Director]	•	•		•			•
ISHIZAKI Nobunori	Director	[Independent Officer] [Outside Director]	•					•	•
MATSUMOTO Takenori	Director	[Independent Officer] [Outside Director]	•	•	•			•	
Audit & Supervisory Board Members									
INOUE Toshikatsu	Audit & Supervisory Board Member (Standing)		•			•	•		•
ANDO Makoto	Audit & Supervisory Board Member	[Independent Officer] [Outside Audit & Supervisory Board Member]					•		•
NISHIMURA Toshihide	Audit & Supervisory Board Member	[Outside Audit & Supervisory Board Member]	•			•	•		•

Notes: Up to four areas are marked for which the Company has particular expectations of each Director and Audit & Supervisory Board Member.
The above list does not represent all the skills, etc. possessed by each Director and Audit & Supervisory Board Member.

Proposal 3: Election of the Accounting Auditor

Deloitte Touche Tohmatsu LLC, will retire as the Accounting Auditor of the Company at the conclusion of this Annual General Meeting of Shareholders upon expiry of its term of office. Accordingly, the election of Crowe Toyo & Co. as a new Accounting Auditor is proposed. This proposal is submitted based on the decision of the Audit & Supervisory Board.

1. Reason for nomination of Crowe Toyo & Co. as a candidate for Accounting Auditor

Deloitte Touche Tohmatsu LLC has served as Accounting Auditor of the Company for over 36 years. As the audit fee has been trending upward in recent years, the Company has been considering appointing a new Accounting Auditor in view of the Company's business characteristics and the scale of business. As a result of comprehensive assessment of its expertise, independence, quality control, the international network, and other aspects, the Company believes that Crowe Toyo & Co. has systems in place to perform accounting audit appropriately and accurately and is suitable as Accounting Auditor.

2. Candidate for Accounting Auditor

The candidate for Accounting Auditor is as follows:

Name	Crowe Toyo & Co.	
Address of principal office	Sumitomo Fudosan Kanda Bldg., 6th Floor Kandamitoshirocho 7 Chiyoda-ku Tokyo	
Brief history	January 1971	Established as Nitto Audit and Accounting office
	November 1981	Changed to Toyo & Co., following the integration with Toranomom Kyodo Office
	January 2005	Merged with Nishimura audit and accounting office
	October 2006	Merged with Toto Audit company
	July 2018	Became a member firm of Crowe Global
Overview	Capital	306 million yen (as of March 31, 2022)
	Staff	
	Representative partners	8
	Partners	58
	Certified Public Accountants	206
	Successful CPA Exam Candidates including Junior Accountants	68
	Other professional staff	26
	Administrative staff	24
	Total	390

Proposal 4: Continuation of the Countermeasures for Large-scale Acquisition of the Company's Shares (Takeover Defense Measures)

The Company has adopted a plan for countermeasures for large-scale acquisition of the Company's shares (takeover defense measures) (hereinafter referred to as the "Plan"), which was approved by shareholders at the 88th Annual General Meeting of Shareholders held on June 27, 2019. The effective period of the Plan is until the conclusion of the Company's Annual General Meeting of Shareholders for the 91st fiscal year scheduled to be held on June 29, 2022 (hereinafter referred to as "this Annual General Meeting of Shareholders").

Prior to the expiration of the Plan, the Company's Board of Directors, at a meeting held on May 30, 2022, resolved that, subject to the approval of shareholders at this Annual General Meeting of Shareholders, the Company has decided to continue the Plan as described below as a measure to prevent decisions on the Company's financial and business policies from being controlled by persons deemed inappropriate in light of the basic policy regarding the persons who control decisions on the Company's financial and business policies (as defined in the main clause of Article 118, Item 3 of the Regulations for Enforcement of the Companies Act; hereinafter referred to as the "Basic Policy").

Therefore, the Company requests shareholders' approval of this proposal to continue the Plan and delegate the authority concerning the Plan to the Company's Board of Directors in accordance with Article 16, Paragraph 2 of the Articles of Incorporation of the Company, as described below.

1. Reasons for the proposal

(1) Basic policy regarding the persons who control decisions on the Company's financial and business policies

The Company believes that persons who control decisions on the Company's financial and business policies should understand the source of the Company's corporate value, and be persons who enable the Company to continuously and sustainably secure and enhance the corporate value and, in turn, the common interests of its shareholders.

The Company believes that in the event of a takeover bid involving a transfer of control of the Company, the decision should ultimately be based on the will of the shareholders as a whole. In the event of a large-scale purchase of the Company's shares, the Company will not reject such purchase if it contributes to securing and enhancing the Company's corporate value and, in turn, the common interests of its shareholders. However, some large-scale purchases of shares may not contribute to the corporate value of the target company or the common interests of its shareholders, such as those that, in terms of their purpose, cause obvious harm to corporate value and the common interests of shareholders, those that do not provide sufficient time or information for the target company's board of directors and shareholders to consider the terms of the large-scale purchase or for the target company's board of directors to propose an alternative proposal, or those that require the target company to negotiate with the purchaser to obtain more favorable terms than those offered by the purchaser.

The sources of the Company's corporate value are (1) the comprehensive technological capabilities, manufacturing and construction technologies and know-how related to concrete products, production facilities and environment-related engineering that the Company has accumulated over the years as a leading concrete pole manufacturer; (2) the ability to ensure stable supply of high-quality products and construction, underpinned by the technological capabilities described in (1) above; (3) the established nationwide manufacturing and sales network of the NC Group, which consists of the Group and the companies to which the Company provides manufacturing and construction technologies; (4) solid relationships of trust built over many years with suppliers, customers, and all other business partners; and (5) employees with the experience and know-how to support and improve the technological capabilities mentioned in (1) and (2) above. Unless the purchaser of the Company's shares understands these sources of the Company's corporate value and is able to secure and enhance them over the medium to long term, the Company's corporate value and the common interests of its shareholders will be damaged. The Company believes that it is necessary to secure the Company's corporate value and, in turn, the common interests of its shareholders by taking necessary and appropriate countermeasures for such abusive takeover attempts.

(2) Purpose of the Plan

The Plan is to be introduced in accordance with the basic policy described in (1) above for the purpose of securing and enhancing the corporate value of the Company and, in turn, the common interests of its shareholders.

As stipulated in the Basic Policy, the Company's Board of Directors believes that a person who conducts a large-scale purchase that does not contribute to the corporate value of the Company or the common interests of its shareholders is inappropriate as a person who controls decisions on the Company's financial and business policies. In order to prevent decisions on the Company's financial and business policies from being controlled by such inappropriate persons and to deter large-scale purchases of the Company's shares that would be detrimental to the Company's corporate value and, in turn, the common interests of its shareholders, the Company has decided to continue the Plan as a framework that enables the Company's Board of Directors to propose an alternative proposal to the shareholders, to secure the information and time necessary for the shareholders to decide whether or not they should accept such large-scale purchase, and to negotiate on behalf of the shareholders.

At this point in time, the Company has not received any notification or proposal from a specific third party regarding a large-scale acquisition. The status of the Company's major shareholders as of March 31, 2022 is as shown in Appendix 1, "Status of Major Shareholders of the Company (as of March 31, 2022)."

2. Details of the proposal

(1) Procedures for triggering the Plan

(a) Subject purchases, etc.

The Plan shall apply to cases where a purchase or other acquisition of the Company's share certificates, etc., or any similar action that falls under (i) or (ii) below is made or cases where such proposals¹ (excluding those separately approved by the Company's Board of Directors not to apply the Plan, and hereinafter referred to as the "Purchase") are made.

- (i) With respect to share certificates, etc.² issued by the Company, a purchase or other acquisition that would result in the holder³'s holding ratio⁴ amounting to 20% or more of the share certificates, etc.
- (ii) With respect to share certificates, etc.⁵ issued by the Company, a tender offer⁶ that would result in the total of the holding ratio⁷ of share certificates, etc. of the person making the tender offer and the holding ratio of share certificates, etc., of parties specially related (specially related parties⁸) with the person making the tender offer amounting to 20% or more

Any person who intends to make a Purchase (hereinafter referred to as the "Purchaser") shall follow the procedures set forth in the Plan and shall not make the Purchase until the Company's Board of Directors or the General Meeting of Shareholders of the Company resolves not to implement the gratis allotment of share acquisition rights in accordance with the Plan.

(b) Submission of the letter of intent

Prior to commencing or executing the Purchase, the Purchaser shall submit to the Company, in a form separately prescribed by the Company, a document (signed or stamped with a name and seal by a representative of the Purchaser) containing a covenant to comply with the procedures of the Plan and a certificate of qualification of the representative who has signed or stamped such name and seal (hereinafter collectively referred to as the "Letter of Intent"). The Letter of Intent shall contain the name and address of the Purchaser, its principal place of business or office, the governing law of the country in which the Purchaser is incorporated, the name of the Purchaser's representative, the Purchaser's contact details in Japan, an outline of the proposed Purchase, etc. The language to be used in the Letter of Intent and the purchase statement set forth in (c) below shall be Japanese only.

(c) Request to the Purchaser for provision of information

The Company will deliver to the Purchaser the form of the purchase statement (defined below) (including a list of information to be provided by the Purchaser to the Company) within 10 business days of receipt of the Letter of Intent. The Purchaser shall submit to the Company's Board of Directors

a document (hereinafter collectively referred to as the “Purchase Statement”) containing the information specified in each of the items below (hereinafter referred to as the “Necessary Information”), etc.

Upon receipt of the Purchase Statement, the Company’s Board of Directors shall promptly submit it to the Independent Committee (The Independent Committee shall be established pursuant to a resolution of the Company’s Board of Directors. The criteria for appointing members of the Independent Committee, requirements for resolutions, matters to be resolved, and other matters are set forth in Appendix 2, “Summary of Rules of the Independent Committee,” and the brief personal history of the members of the Independent Committee at the time the Plan was initially continued is as described in Appendix 3, “Brief Personal History of Members of the Independent Committee.”)

If the Independent Committee determines that the information contained in such Purchase Statement is insufficient as the Necessary Information, it may request the Purchaser to provide additional information after setting an appropriate response deadline. In such case, the Purchaser shall be required to provide such additional information by such deadline.

- (i) Details of the Purchaser and its group (joint holders⁹, specially related parties, and specially related parties of persons whose controlled corporation¹⁰ is the Purchaser) (including name, capital relationship, financial position, business performance, existence, and details of past violations of laws and regulations, details of past transactions of the same type as the Purchase by such Purchaser, etc.).¹¹
- (ii) Purpose, method and specific details of the Purchase (including the type and amount of consideration for the Purchase, timing of the Purchase, structure of related transactions, legality of the Purchase method, feasibility of the Purchase, etc.)
- (iii) The price of the Purchase and the basis for its calculation (including the facts and processes underlying the calculation, the calculation method, the numerical information used in the calculation, and the details of synergies expected to arise from a series of transactions through the Purchase, including the details of synergies to be shared with minority shareholders)
- (iv) Information regarding agreements between the Purchaser and third parties regarding the Company’s share certificates, etc. and past acquisitions of the Company’s share certificates, etc. by the Purchaser
- (v) The financial backing for the Purchase (including the specific name of the provider of funds for the Purchase (including substantial providers), the method of procurement, and the details of any related transactions)
- (vi) Management policy, business plan, capital and dividend policies of the Group after the Purchase
- (vii) Policy for dealing with the Group’s shareholders (excluding the Purchaser), employees, business partners, customers, and other stakeholders of the Group after the Purchase.
- (viii) Specific measures to avoid conflicts of interest between the Purchaser and other shareholders of the Company in cases where such conflicts of interest may arise.
- (ix) Information on relationships with antisocial forces
- (x) Any other information that the Independent Committee reasonably determines to be necessary.

(d) Assessment of the terms of the Purchase, negotiation with the Purchaser, and assessment of alternative proposals

- (i) Requests for information from the Company’s Board of Directors

When the Purchaser submits the Purchase Statement and additional information (if any) requested by the Independent Committee, the Independent Committee may also request the Company’s Board of Directors to provide its opinion on the terms of the Purchase by the Purchaser (including an opinion to the effect of reserving such opinion) and materials supporting such opinion, an alternative proposal (if any), and any other information that the Independent Committee deems necessary from time to time, by setting an appropriate response deadline (up to 60 days in principle).

- (ii) Assessment, etc. by the Independent Committee

The Independent Committee shall, in principle, assess the terms of the Purchase, collect and

compare information regarding the management plan and business plan of the Purchaser and the Company's Board of Directors, and examine alternative plans provided by the Company's Board of Directors, for a maximum of 60 days from the receipt of such information, etc. (the period required for such information collection and assessment by the Independent Committee shall be hereinafter referred to as the "Independent Committee Assessment Period"). In addition, the Independent Committee shall, if necessary to improve the terms of the Purchase from the perspective of securing and enhancing the corporate value of the Company and, in turn, the common interests of its shareholders, directly or indirectly, engage in discussions and negotiations with the Purchaser.

In order to ensure that the decisions of the Independent Committee are made in a manner that contributes to the corporate value of the Company and, in turn, the common interests of its shareholders, the Independent Committee may, at the Company's expense, obtain advice from independent third parties (including financial advisors, certified public accountants, lawyers, certified tax accountants, consultants and other experts). If the Independent Committee directly or indirectly requests the Purchaser to provide materials for assessment or other information, or to discuss or negotiate with the Purchaser, the Purchaser must promptly respond to such request.

(e) Recommendations of the Independent Committee

Based on the above procedures, the Independent Committee shall make recommendations, etc. to the Company's Board of Directors as follows.

(i) When recommending the triggering of the Plan

If the Independent Committee determines that the Purchase falls under any of the Trigger Events (hereinafter collectively referred to as the "Trigger Events") set forth in (2) below "Requirements for Gratis Allotment of the Share Acquisition Rights," the Independent Committee shall recommend that the Company's Board of Directors implement a gratis allotment of share acquisition rights (the main details of which are set forth in (3) "Outline of Gratis Allotment of the Share Acquisition Rights" below; hereinafter, such share acquisition rights are referred to as the "Share Acquisition Rights"), except in special circumstances where it is necessary to continue to receive information from the Purchaser and negotiate and discuss with the Purchaser. The Independent Committee may, in cases where the applicability of Trigger Event No. 2 ("Trigger Event #2") among the Trigger Events set forth in (2) below under "Requirements for Gratis Allotment of the Share Acquisition Rights" is in question, attach a reservation to the effect that shareholders' intentions should be confirmed with respect to such implementation.

Notwithstanding the foregoing, even once the Independent Committee has made a recommendation for the implementation of the gratis allotment of the Share Acquisition Rights, the Independent Committee may make a new recommendation to the effect that the Company should cancel the gratis allotment of the Share Acquisition Rights on or before the second business day preceding the ex-rights date for the gratis allotment of the Share Acquisition Rights or acquire the Share Acquisition Rights without consideration from the effective date of the gratis allotment of the Share Acquisition Rights until the day before the commencement date of the exercise period of the Share Acquisition Rights, if the Independent Committee determines that any of the following events applies.

- i) If the Purchaser withdraws the Purchase or the Purchase otherwise ceases to exist after such recommendation
- ii) When the Trigger Event no longer exists due to a change in the facts on which the decision on the recommendation was based, etc.

(ii) When recommending non-triggering of the Plan

If the Independent Committee determines that no Trigger Event exists with respect to the Purchase, the Independent Committee will make a recommendation to the Company's Board of Directors to the effect that the gratis allotment of the Share Acquisition Rights should not be implemented, regardless of whether the Independent Committee Assessment Period has ended.

Notwithstanding the above, even after the Independent Committee once recommends non-implementation of the gratis allotment of the Share Acquisition Rights, the Independent Committee may make a new recommendation to the effect that the gratis allotment of the Share Acquisition Rights should be implemented if the facts, etc. on which the decision on such

recommendation was based change and a Trigger Event exists.

(iii) **Extension of the Independent Committee Assessment Period**

If the Independent Committee does not reach a conclusion to make a recommendation for implementation or non-implementation of the gratis allotment of the Share Acquisition Rights during the initial Independent Committee Assessment Period, the Independent Committee may extend the Independent Committee Assessment Period one or more times, within a reasonable range (however, up to 30 days in principle), assess the terms of the Purchase by the Purchaser, assess alternative plans, and negotiate with the Purchaser, as deemed necessary. If the Independent Committee Assessment Period is extended, the Independent Committee shall continue to collect information, make assessment, etc., and make the best effort to make a recommendation for the implementation or non-implementation of the gratis allotment of the Share Acquisition Rights within the extended period.

(f) Convocation of a General Meeting of Shareholders / Resolution of the Board of Directors

If the above recommendation of the Independent Committee is made, the Company's Board of Directors, as an organ under the Companies Act, shall pass a resolution concerning the implementation or non-implementation of the gratis allotment of the Share Acquisition Rights, etc., respecting such recommendation to the maximum extent possible.

However, if a General Meeting of Shareholders is held in accordance with (g) below, a decision on the implementation or non-implementation of the gratis allotment of the Share Acquisition Rights shall be made at such meeting.

The Company's Board of Directors will not implement the gratis allotment of the Share Acquisition Rights if the Independent Committee recommends that the gratis allotment of the Share Acquisition Rights should not be implemented or if the General Meeting of Shareholders resolves to reject the implementation of the gratis allotment of the Share Acquisition Rights.

(g) Holding of the General Meeting of Shareholders

In implementing the gratis allotment of the Share Acquisition Rights in accordance with the Plan, the Company's Board of Directors shall, in cases where i) the Independent Committee has attached a reservation to the effect that the implementation of the gratis allotment of the Share Acquisition Rights should be approved in advance by a General Meeting of Shareholders in accordance with (e) (i) above, or ii) if the applicability of Trigger Event #2 is in question and the Board of Directors determines that it is appropriate to confirm the intent of shareholders in light of the duty of care of a good manager, taking into consideration the time required to hold a General Meeting of Shareholders, the Company may convene a General Meeting of Shareholders and confirm the intent of shareholders regarding implementation of the gratis allotment of the Share Acquisition Rights.

(h) Disclosure

In operating the Plan, the Company will, in accordance with applicable laws and regulations or the rules of the financial instruments exchanges, etc., disclose information in a timely manner regarding the progress of each procedure of the Plan (including the fact that the Letter of Intent and the Purchase Statement have been submitted, and the fact that the Independent Committee Assessment Period has commenced and that the Independent Committee Assessment Period has been extended), a summary of recommendations, etc. by the Independent Committee, a summary of resolutions of the Company's Board of Directors (including the resolution regarding the convocation of the General Meeting of Shareholders), and other matters deemed appropriate by the Independent Committee or the Company's Board of Directors.

(2) Requirements for the gratis allotment of the Share Acquisition Rights

The requirements for implementing the gratis allotment of the Share Acquisition Rights to trigger the Plan are as follows. As described in (1) "Procedures for Triggering the Plan" (e) above, the applicability of the following requirements will always be determined through the recommendation of the Independent Committee.

Trigger Event #1

If the Purchase does not comply with the procedures set forth in the Plan (including cases where the Purchaser does not provide the time and information reasonably necessary to determine the terms of the Purchase) and it is reasonable to implement the gratis allotment of the Share Acquisition Rights

Trigger Event #2

If any of the following applies and it is reasonable to implement a gratis allotment of the Share Acquisition Rights

- (a) If the Purchase is likely to cause obvious harm to the corporate value of the Company and, in turn, the common interests of its shareholders due to any of the following acts, etc.
 - (i) Buying up share certificates, etc. and demanding that the Company purchase the share certificates, etc. at a high price.
 - (ii) Management that benefits the Purchaser at the expense of the Company, such as temporary control of the Company's management and low-cost acquisition of the Company's material assets, etc.
 - (iii) Misappropriation of the Company's assets as collateral or source of repayment of debts of the Purchaser or its group companies, etc.
 - (iv) Temporary control of the Company's management to dispose of high-value assets that are not currently related to the Company's business and pay temporarily high dividends with the profits from such disposal, or sell the shares at a high price taking advantage of the opportunity afforded by the sudden rise in share prices caused by the temporarily high dividends.
- (b) If a purchase may effectively coerce shareholders into selling their shares, such as a coercive two-tier purchase (This refers to a tender offer or other purchase of shares without soliciting the purchase of all shares in the initial purchase and setting unfavorable or unclear terms for the second stage of the purchase.)
- (c) If the economic terms of the Purchase (including the type and amount of consideration and the time and method of payment of the consideration) are inadequate or inappropriate in light of the Company's intrinsic value.
- (d) If the terms of the Purchaser's proposal (including the legality and feasibility of the Purchase, management policy or business plan after the Purchase, the policy for dealing with the Company's shareholders (excluding the Purchaser), employees, business partners, customers, and other stakeholders of the Company after the Purchase, in addition to economic terms of the Purchase), seriously threaten to harm the Company's corporate value and, in turn, the common interests of its shareholders by, for example, seriously impeding the maintenance and improvement of the Company's comprehensive technological capabilities, stable supply of high-quality products and construction work, inter-group network and strong relationships of trust with business partners, which are indispensable for the creation of the Company's corporate value.

(3) Outline of the gratis allotment of the Share Acquisition Rights

The outline of the gratis allotment of the Share Acquisition Rights to be implemented under the Plan is as follows.

- (a) Number of the Share Acquisition Rights
The number of the Share Acquisition Rights shall be the same as the final total number of outstanding shares of the Company as of a certain date (hereinafter referred to as the "Allotment Date") separately determined by a resolution of the Board of Directors or a resolution of the General Meeting of Shareholders (hereinafter referred to as the "Gratis Allotment Resolution") regarding the gratis allotment of the Share Acquisition Rights.
- (b) Shareholders eligible for allotment
The Company shall implement allotment of the Share Acquisition Rights to the shareholders other than the Company recorded in the Company's final register of shareholders as of the Allotment Date at a ratio of one Stock Acquisition Right per one share of the Company's stock held by such shareholders.
- (c) Effective date of the gratis allotment of the Share Acquisition Rights
The effective date of the gratis allotment of the Share Acquisition Rights shall be the date separately determined in the Gratis Allotment Resolution.

- (d) Number of shares to be issued upon exercise of the Share Acquisition Rights
The number of shares of the Company to be issued upon exercise of one (1) Stock Acquisition Right (hereinafter referred to as the “Applicable Number of Shares”) shall be one (1) share in principle.
- (e) Amount of property to be contributed upon exercise of the Share Acquisition Rights
The property to be contributed upon exercise of the Share Acquisition Rights shall be cash, and the amount to be contributed per one (1) share of the Company’s stock upon exercise of the Share Acquisition Rights shall be an amount to be separately determined by the Gratis Allotment Resolution between 1 yen and any amount equivalent to 50% of the fair value of one (1) share of the Company’s stock. The “fair value” shall be the amount equivalent to the average closing price (including quotations) of the Company’s common stock in regular trading on the Tokyo Stock Exchange for each day during the past 90 days (excluding days on which no trading is conducted) prior to the resolution for the gratis allotment of the Share Acquisition Rights, with fractional amounts less than 1 yen rounded up to the nearest yen..
- (f) Exercise period of the Share Acquisition Rights
The first day of the exercise period shall be a date separately determined in the Gratis Allotment Resolution (the first day of such exercise period shall hereinafter be referred to as the “Exercise Period Commencement Date”). In principle, the exercise period will be a period separately determined in the Gratis Allotment Resolution within the range of one month to six months.
- (g) Terms and conditions for the exercise of the Share Acquisition Rights
i) Specified large-scale holders¹², ii) joint holders of the specified large-scale holders, iii) specified large-scale purchasers¹³, iv) special related parties of the specified large-scale purchasers, or v) persons who have received or succeeded to the Share Acquisition Rights from a person falling under i) through iv) above without obtaining the approval of the Company’s Board of Directors, or vi) related parties¹⁴ of a person falling under i) through v) above (hereinafter collectively referred to as the “Non-qualified Persons”) may not exercise the Share Acquisition Rights unless certain exceptional events¹⁵ exist.
In addition, nonresidents of Japan who are required to follow certain procedures to exercise the Share Acquisition Rights under applicable foreign laws and regulations may not, in principle, exercise the Share Acquisition Rights (provided, however, that the Share Acquisition Rights held by nonresidents shall also be subject to acquisition by the Company in exchange for shares of the Company as described in i.(ii) below, subject to confirmation of no conflict with applicable laws and regulations). Furthermore, those who do not submit a written pledge in a form prescribed by the Company, which includes representations and warranties, indemnity clauses, and other covenants regarding the fulfillment of the exercise conditions of the Share Acquisition Rights, etc., may not exercise the Share Acquisition Rights.
- (h) Transfer of the Share Acquisition Rights
Any acquisition of the Share Acquisition Rights by transfer requires the approval of the Company’s Board of Directors.
- (i) Acquisition of the Share Acquisition Rights by the Company
(i) At any time up to the day before the Exercise Period Commencement Date, if the Company’s Board of Directors deems it appropriate to acquire the Share Acquisition Rights, the Company may acquire all the Share Acquisition Rights without consideration on a date separately determined by the Company’s Board of Directors.
(ii) On a date separately determined by the Company’s Board of Directors, the Company may acquire all of the Share Acquisition Rights held by persons other than Non-qualified Persons that have not been exercised by the day before the date determined by the Company’s Board of Directors and, in exchange, deliver shares of the Company in the number equivalent to the Applicable Number of Shares per one (1) Stock Acquisition Right. If, after the date of such acquisition, the Company’s Board of Directors recognizes the existence of any person other than the Non-qualified Persons among the holders of the Share Acquisition Rights, the Company may, on a date determined by the Company’s Board of Directors after the date of such acquisition, acquire all of the Share Acquisition Rights held by such person that have not been exercised by the day preceding the date determined by the Company’s Board of Directors, and in exchange, the Company may deliver shares of the Company in the number equivalent to the Applicable Number of Shares per one (1) Stock Acquisition Right, and the same shall apply thereafter.

(j) Delivery of share acquisition rights in the event of a merger, absorption-type demerger, incorporation-type demerger, share exchange, and share transfer

This shall be separately determined in the Gratis Allotment Resolution.

(k) Issuance of certificates of share acquisition rights

No certificates of share acquisition rights shall be issued for the Share Acquisition Rights.

(l) Others

In addition to the above, the details of the Share Acquisition Rights shall be separately determined in the Gratis Allotment Resolution.

(4) Procedures for continuation of the Plan

The continuation of the Plan is subject to the approval of the shareholders by submitting a proposal for delegation of authority to the Company's Board of Directors to decide matters concerning the gratis allotment of the Share Acquisition Rights in accordance with the conditions described in the Plan at this Annual General Meeting of Shareholders, pursuant to Article 16, Paragraph 2, of the Articles of Incorporation of the Company.

(5) Effective period, abolition, and amendments to the Plan

The effective period of the Plan shall be from the conclusion of this Annual General Meeting of Shareholders to the conclusion of the Annual General Meeting of Shareholders relating to the last fiscal year ending within three years after the conclusion of this Annual General Meeting of Shareholders.

However, even before the expiration of the effective period, if a resolution is passed at a General Meeting of Shareholders of the Company to withdraw the above delegation of authority to the Company's Board of Directors to decide matters concerning the gratis allotment of the Share Acquisition Rights, or if a resolution is passed at a General Meeting of Shareholders or the Company's Board of Directors to abolish the Plan, the Plan shall be abolished in accordance with such resolution.

In addition, even during the effective period of the Plan, the Company's Board of Directors may, upon approval of the Independent Committee, revise or modify the Plan, if it is appropriate to reflect such new establishment, amendment or abolition of laws and regulations or the rules of the financial instruments exchanges, etc. related to the Plan, or if it is appropriate to amend the wording due to typographical errors or omissions, or if it is not disadvantageous to the shareholders of the Company, or if such revision or modification does not cause any disadvantage to the shareholders of the Company or otherwise does not conflict with the purpose of the resolution of this Annual General Meeting of Shareholders.

If the Plan is abolished, revised, or modified, the Company will promptly disclose the fact of such abolition, revision, or modification and the details of the revision or modification (in the case of revision or modification) and other matters.

(6) Revisions due to amendments to laws and regulations, etc.

The provisions of laws and regulations cited in the Plan are based on the provisions in force as of May 30, 2022. In the event that it becomes necessary to revise any of the provisions or the meanings of terms, etc., set forth in the above paragraphs due to the establishment, amendment or abolition of laws and regulations after the date hereof, the provisions or the meanings of terms, etc., set forth in the above paragraphs may be read as appropriate to a reasonable extent, taking into account the purpose of the establishment, amendment or abolition.

Notes: 1. Including soliciting a third party to make a purchase.

2. As defined in Article 27-23, Paragraph 1 of the Financial Instruments and Exchange Act. The same shall apply unless otherwise specified in this document.

3. Including those who are included in the holders pursuant to Article 27-23, Paragraph 3 of the Financial Instruments and Exchange Act (including those who are deemed to fall under this category by the Company's Board of Directors). The same shall apply throughout this document.

4. As defined in Article 27-23, Paragraph 4 of the Financial Instruments and Exchange Act. The same shall apply throughout this document.

5. As defined in Article 27-2, Paragraph 1 of the Financial Instruments and Exchange Act.

6. As defined in Article 27-2, Paragraph 6 of the Financial Instruments and Exchange Act. The same shall

- apply throughout this document.
7. As defined in Article 27-2, Paragraph 8 of the Financial Instruments and Exchange Act. The same shall apply throughout this document.
 8. As defined in Article 27-2, Paragraph 7 of the Financial Instruments and Exchange Act (including those who are deemed to fall under this definition by the Company's Board of Directors). However, with respect to the persons specified in item 1 of the same paragraph, those specified in Article 3, paragraph 2 of the Cabinet Office Order on Disclosure Required for Tender Offer for Share Certificates by Persons Other Than Issuers are excluded. The same shall apply throughout this document.
 9. Joint holders as defined in Article 27-23, Paragraph 5 of the Financial Instruments and Exchange Act, including those who are deemed to be joint holders pursuant to Paragraph 6 of the same article (including those who are deemed to fall under this category by the Company's Board of Directors). The same shall apply throughout this document.
 10. As defined in Article 9, Paragraph 5 of the Order for Enforcement of the Financial Instruments and Exchange Act.
 11. Including information similar to (i) above regarding each partner and other constituent members, if the Purchaser is a fund.
 12. In principle, holders of share certificates, etc., issued by the Company whose holding ratio of share certificates, etc., in relation to such share certificates, etc., is 20% or more (including those who are deemed to fall under this category by the Company's Board of Directors). However, a person who is recognized by the Company's Board of Directors to be a person who has come to fall under any of the above categories without his/her own intent due to the Company's acquisition of its own shares or for any other reason (except for cases where he/she has subsequently acquired new share certificates, etc. of the Company of his/her own intent), a person whose acquisition and holding of the Company's share certificates, etc. is not recognized by the Company's Board of Directors as detrimental to the Company's corporate value or the common interests of shareholders, and other specified persons separately determined by the Company's Board of Directors in the Gratis Allotment Resolution shall not fall under the category of specified large-scale holders. The same shall apply throughout this document.
 13. In principle, a person who has made a public notice of purchase (as defined in Article 27-2, Paragraph 1 of the Financial Instruments and Exchange Act. The same shall apply hereinafter in this footnote) of share certificates, etc., (as defined in Article 27-2, Paragraph 1 of the same act. The same shall apply hereinafter in this footnote) issued by the Company through a tender offer and whose holding ratio of share certificates, etc., after such purchase, etc., is 20% or more in the aggregate with the holding ratio of share certificates, etc., of specially related parties of such person (including the cases set forth in Article 7, Paragraph 1 of the Order for Enforcement of the Financial Instruments and Exchange Act as being equivalent thereto) (including those who are deemed to fall under the above by the Company's Board of Directors). However, a person whose acquisition and holding of share certificates, etc. of the Company by such person is not recognized by the Company's Board of Directors as detrimental to the corporate value of the Company or the common interests of shareholders, or other specified persons separately determined by the Company's Board of Directors in the Gratis Allotment Resolution shall not be considered as a specified large-scale purchaser. The same shall apply throughout this document.
 14. "Related parties" of a person means any persons who substantially control, are controlled by, or are under common control with such person (including persons recognized by the Company's Board of Directors as falling under this category), or persons recognized by the Company's Board of Directors as acting in concert with such person. "Control" means "controlling decisions on financial and business policies" (as defined in Article 3, Paragraph 3 of the Regulations for Enforcement of the Companies Act) of another company, etc.
 15. It is planned to define exceptional events. For example, if (x) the Purchaser pledges not to cancel or withdraw the Purchase after the Gratis Allotment Resolution or to conduct the Purchase thereafter, and the Purchaser or other Non-qualified Persons dispose of the Company's shares by entrusting them to a securities company recognized by the Company, and (y) the Purchaser's holding ratio of share certificates, etc. recognized by the Company's Board of Directors (for the purpose of calculating the holding ratio of share certificates, any Non-qualified Persons other than the Purchaser and its joint holders shall be deemed to be joint holders of the Purchaser, and any Share Acquisition Rights held by the Non-qualified Persons for which the exercise conditions are not satisfied shall be excluded from the calculation) (hereinafter

referred to as the “Shareholding Ratio of Non-qualified Persons”) is lower than i) the Shareholding Ratio of Non-qualified Persons before the Purchase or ii) 20%, whichever is lower, the Purchaser or other Non-qualified Persons who made such disposal may exercise the Share Acquisition Rights for the number of shares equivalent to the number of shares disposed of, up to such lower ratio. Details of the conditions and procedures, etc. for the exercise of the Share Acquisition Rights by such Non-qualified Persons shall be separately determined by the Company’s Board of Directors.

Major Shareholders of the Company (as of March 31, 2022)

Shareholder Name	Number of shares held (thousand shares)	Shareholding ratio (%)
NIPPON STEEL CORPORATION	6,940	12.46
The Master Trust Bank of Japan, Ltd. (trust account)	5,861	10.52
Mizuho Trust & Banking Co., Ltd. Retirement Benefit Trust for TAIHEIYO CEMENT CORPORATION Account Re-trust trustee: Custody Bank of Japan, Ltd.	3,634	6.52
NC Shareholders' Stockholding	2,811	5.04
NIPPON DENSETSU KOGYO CO., LTD.	2,008	3.60
TAIHEIYO CEMENT CORPORATION	1,500	2.69
Custody Bank of Japan, Ltd. (trust account)	1,333	2.39
Mizuho Bank, Ltd.	1,000	1.79
DFA INTL SMALL CAP VALUE PORTFOLIO	946	1.70
MUFG Bank, Ltd.	930	1.67

- Notes: 1. The shareholding ratio is calculated by subtracting 2,091,037 shares of treasury stock from the total number of shares issued and outstanding, rounded down to two decimal places.
2. The Company's shares held by the BIP trust for directors' remuneration (139,497 shares) and the ESOP trust for stock award (110,310 shares) are not included in the above treasury stock.
3. According to the Amendment Report of the Change Report submitted by Mitsubishi UFJ Financial Group, Inc. on July 6, 2021, as of March 9, 2020 after such amendment (the latest report before March 31, 2022), a total of 3,627 thousand shares of the Company's stock (shareholding ratio of 6.51% (excluding treasury stock) at the time of submission) were held by MUFG Bank, Ltd., Mitsubishi UFJ Trust and Banking Corporation, Mitsubishi UFJ Kokusai Asset Management Co., Ltd., and Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. However, the Company is unable to confirm the number of shares actually held by these four companies as of the end of the fiscal year under review. Therefore, it is not included in the above list of major shareholders.

Summary of Independent Committee Rules

- The Independent Committee shall be established by resolution of the Company's Board of Directors.
- The Independent Committee shall consist of at least three (3) members, who shall be independent of the Company's executive management and shall be appointed by the Company's Board of Directors from among (i) the Company's Outside Directors, (ii) the Company's Outside Audit & Supervisory Board Members, or (iii) experts. Experts must be proven corporate managers, persons familiar with investment banking, lawyers, certified public accountants, or scholars whose primary research focuses on corporate law, etc., or their equivalents, and must have entered into an agreement with the Company that includes a duty of care clause separately designated by the Company's Board of Directors.
- The term of office of the members of the Independent Committee shall expire at the conclusion of the Annual General Meeting of Shareholders relating to the last fiscal year ending within three years after the conclusion of this Annual General Meeting of Shareholders. However, this shall not apply if otherwise determined by a resolution of the Company's Board of Directors. If any member of the Independent Committee who is an Outside Director or Outside Audit & Supervisory Board Member of the Company loses such position (except in the case of reappointment), the term of office as a member of the Independent Committee shall also terminate at the same time.
- The Independent Committee shall make decisions on the matters described in each of the following items and recommend the details of its decisions, together with the reasons therefor, to the Company's Board of Directors. The Company's Board of Directors will make a decision as an organization under the Companies Act regarding implementation or non-implementation of the gratis allotment of share acquisition rights, etc., respecting the recommendation of the Independent Committee to the maximum extent possible (provided, however, that if a separate resolution is passed at a General Meeting of Shareholders regarding implementation or non-implementation of the gratis allotment of share acquisition rights as provided in (i) above, such resolution will be applied). Each member of the Independent Committee and each Director of the Company must make such decisions from the perspective of whether or not they contribute to the corporate value of the Company and, in turn, the common interests of its shareholders, and must not make such decisions solely for their own personal benefit or that of the Company's management team.
 - (i) Implementation or non-implementation of the Gratis Allotment of the Share Acquisition Rights
 - (ii) Cancellation of gratis allotment of the Share Acquisition Rights or gratis acquisition of the Share Acquisition Rights
 - (iii) Other matters on which the Company's Board of Directors has consulted with the Independent Committee regarding matters on which the Company's Board of Directors should make a judgment.
- In addition to the matters set forth above, the Independent Committee may execute the matters described below:
 - (i) Determination of applicability of the Purchase subject to the Plan
 - (ii) Determination of information to be provided to the Independent Committee by the Purchaser and the Company's Board of Directors and the deadline for response
 - (iii) Scrutiny and examination of the details of the Purchaser's Purchase, etc.
 - (iv) Discussions and negotiations with the Purchaser
 - (v) Request for submission of alternative proposals to the Company's Board of Directors and consideration of alternative proposals
 - (vi) Decision to extend the Independent Committee Assessment Period
 - (vii) Approval of amendments or modifications to the Plan
 - (viii) Determination as to whether or not to introduce takeover defense measures other than the Plan
 - (ix) Other matters specified in the Plan that the Independent Committee may perform
 - (x) Matters that the Company's Board of Directors separately determines that the Independent Committee may perform.
- If the Independent Committee determines that the details in the Purchase Statement are insufficient as

Necessary Information, the Independent Committee shall request the Purchaser to submit additional information. In addition, if the Independent Committee receives from the Purchaser the Purchase Statement and any additional information requested by the Independent Committee, the Independent Committee may also request that the Company's Board of Directors provide, within the prescribed period, its opinion on the terms of the Purchase by the Purchaser and materials supporting such opinion, an alternative proposal (if any), and any other information, etc. that the Independent Committee may consider necessary from time to time.

- The Independent Committee shall discuss and negotiate with the Purchaser, directly or indirectly, if necessary to improve the terms of the Purchase from the perspective of securing and enhancing the corporate value of the Company and, in turn, the common interests of its shareholders, and shall also present an alternative proposal by the Company's Board of Directors, etc. to the shareholders.
- In order to gather necessary information, the Independent Committee may request the attendance of the Company's directors, corporate auditors, employees, and other persons deemed necessary by the Independent Committee, and may request explanations concerning matters requested by the Independent Committee.
- The Independent Committee may, at the Company's expense, obtain advice from independent third parties (including financial advisors, certified public accountants, lawyers, tax accountants, consultants and other experts).
- Each member of the Independent Committee may convene a meeting of the Independent Committee in the event of a Purchase or at any other time.
- A resolution of the Independent Committee, in principle, shall be adopted at a meeting of the Independent Committee attended by all the members of the Independent Committee (including attendance by video conference or telephone conference; the same shall apply hereinafter) by a majority vote of the members. However, in case of unavoidable circumstances, a resolution of the Independent Committee may be adopted at a meeting attended by a majority of the members of the Independent Committee by a majority vote of the members.

End

Independent Committee Member Biography

ISHIZAKI Nobunori

Born on July 16, 1948

- March 1978 Completed the legal apprentice training course (30th term)
- April 1978 Joined Nobuo Takai Law Firm
- August 1984 Opened Nobunori Ishizaki Law Firm
- June 1996 Senior Executive Member, Management Lawyers Council (current position)
- January 2002 Member of Labor Deliberation Committee, Cabinet's Task Force on Judicial Reform
- October 2002 Vice Chairman, Labor Legislation Committee, Japan Federation of Bar Associations
- April 2011 Representative Attorney, ISHIZAKI & YAMANAKA Law Firm (current position)
- June 2017 Director, the Company (current position)

Mr. ISHIZAKI Nobunori is an outside director (non-standing) as defined in Article 2, Item 15 of the Companies Act.

ANDO Makoto

Born on October 8, 1959

- October 1984 Joined Tokyo Marunouchi Office, Sanwa Audit Corporation (currently Deloitte Touche Tohmatsu LLC)
- December 1988 Joined KPMG Peat Marwick New York Office
- April 1991 Joined Sakurai Accountant Office
- April 1994 Joined the Tokyo Metropolitan Police Department
- April 2002 Joined Ando Tax Accounting Office (currently Hibiki Tax Accounting & Ando Certified Public Accountant Joint Office) (current position)
- Joined Ando Certified Public Accountant Joint Office (current position)
- June 2007 Outside Corporate Auditor, Invast Securities Co., Ltd. (currently INV Inc.)
- June 2013 Audit & Supervisory Board Member, the Company (current position)
- June 2015 External Director (Audit & Supervisory Committee Member), Invast Securities Co., Ltd. (currently INV Inc.) (current position)
- June 2017 Outside Audit & Supervisory Board Member, Meiji Holdings Co., Ltd. (current position)

Ms. ANDO Makoto is an outside auditor (non-standing) as defined in Article 2, Item 16 of the Companies Act.

TATSUMURA Zen

Born on December 13, 1956

- April 1985 Registered as an attorney (Daini Tokyo Bar Association)
- April 1985 Legal Department (in-house legal counsel), IBM Japan, Ltd.
- April 1987 Joined Mori Sogo (currently Mori Hamada & Matsumoto)
- September 1998 Opened TATSUMURA LAW OFFICE
- March 2000 Registered as Patent Attorney
- April 2003 Lecturer, Graduate School of Law, Chuo University (until March 2006)
- April 2007 Adjunct Lecturer, Waseda Law School
- April 2008 Visiting Professor, Waseda Law School (until March 2011)