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(Code Number: 1887)

August 4, 2023

(Commencement of Electronic Provision of Documents: August 1, 2023)

To Shareholders with Voting Rights

Ichiro Sone
Representative Director and
Executive Vice President (Acting
President)
JDC CORPORATION
4-3-13 Toranomom, Minato-ku,
Tokyo, Japan

Notice of Convocation of the 94th Ordinary General Meeting of Shareholders

Dear Shareholders,

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

Please be notified that the 94th Ordinary General Meeting of Shareholders of JDC CORPORATION (the “Company”) will be held as described below.

When convening this Ordinary General Meeting of Shareholders, the Company has taken the electronic provision measures and has posted matters subject to the electronic provision measures as the “Notice of Convocation of the 94th Ordinary General Meeting of Shareholders” on the following website on the Internet.

The Company website

<http://www.jdc-corporation.com/ir/>

In addition to the above, the Company also has posted this information on the following website on the Internet.

Tokyo Stock Exchange (TSE) website (Listed Company Search)

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do>

Please access the TSE website above, enter “JDC CORPORATION” in the “Issue name (company name)” field or our code number “1887” in the “Code” field and click on “Search” to find search results. Then, click on “Basic information” and “Documents for public inspection/PR information” in this order to view the relevant information.

If you are unable to attend the meeting in person, please refer to the Reference Documents for the Ordinary General Meeting of Shareholders in the electronic provision measures and exercise your voting rights by 5:30 p.m. JST on Thursday, August 24, 2023.

- 1. Date and Time:** Friday, August 25, 2023 at 10:00 a.m. JST
(Reception is scheduled to start at 9:00 a.m.)
- 2. Venue:** 5F Meeting Room, Head Office of the Company located at Hulic Kamiyacho Building, 4-3-13 Toranomom, Minato-ku, Tokyo, Japan
(Please note that we will hold the meeting in a different venue from that for the previous meeting. Accordingly, we ask you to refer to the “Map to the Venue of the Ordinary General Meeting of Shareholders” at the end of the Japanese original Notice of Convocation to see the right place.)

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report and the Consolidated Financial Statements for the Company's 94th fiscal year (June 1, 2022–May 31, 2023), and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
 2. The Non-consolidated Financial Statements for the Company's 94th fiscal year (June 1, 2022–May 31, 2023)

Proposals to be resolved:

- Proposal 1** Appropriation of Surplus
- Proposal 2** Election of 6 (six) Directors (excluding Directors who are Audit and Supervisory Committee Members)
- Proposal 3** Election of 3 (three) Directors who are Audit and Supervisory Committee Members
- Proposal 4** Election of 1 (one) Substitute Director who is an Audit and Supervisory Committee Member

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- For this Ordinary General Meeting of Shareholders, the Company sends a paper copy of the matters subject to electronic provision measures to all shareholders regardless of whether or not they made a request for delivery of documents. In the documents mailed to shareholders, Consolidated Statements of Changes in Equity and Notes to Consolidated Financial Statements, and Non-consolidated Statements of Changes in Equity and Notes to Non-consolidated Financial Statements are not presented pursuant to the provisions of laws and regulations, and Article 14 of the Company's Articles of Incorporation. Accordingly, the documents mailed to shareholders constitute only part of the documents audited by the Audit and Supervisory Committee and the Accounting Auditor in the preparation of the Audit Report.
 - If any amendments are made to matters subject to the electronic provision measures, such amendments will be posted on the respective websites where the matters are posted.
 - If there are any significant changes in the operation of the Ordinary General Meeting of Shareholders, they will be posted on the Company's website.
The Company's website : <http://www.jdc-corporation.com/ir/>

Reference Documents for the Ordinary General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

Returning profits to shareholders is one of the priority issues of the Company's management. As a basic policy, the Company secures internal reserves needed to strengthen the financial standing and prepare for future business development, while maintaining stable dividends, after due consideration of the business results and the business environment.

Based on this basic policy, the Company proposes to pay 16 yen per share as a year-end dividend for the fiscal year under review. Accordingly, the annual dividend including an interim dividend of 10 yen will amount to 26 yen per share.

Matters related to the year-end dividends

- (1) Type of dividend property
Cash
- (2) Allotment of dividend property and the total amount thereof
16 yen per common share of the Company
totaling 1,347,608,864 yen
- (3) Effective date for the dividends from surplus
August 28, 2023

Proposal 2: Election of 6 (six) Directors (excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all 6 (six) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company proposes the election of 6 (six) Directors (excluding Directors who are Audit and Supervisory Committee Members).

The Audit and Supervisory Committee has expressed that there are no matters in particular that should be raised at the meeting about this proposal.

The candidates for Directors (excluding Directors who are Audit and Supervisory Committee Members) are as follows:

No.	Name	Current positions and responsibilities at the Company
1	Isao Hayashi New appointment	–
2	Yutaka Kikuchi New appointment	Executive Officer; Deputy Head of Civil Engineering Division; General Manager of General Marketing Management Department
3	Ichiro Sone Reappointment	Representative Director; Executive Vice President and COO; Head of Administration Division and CFO
4	Hiroaki Takatsu Reappointment Outside	Outside Director
5	Hidetaka Matsuishi Reappointment Outside	Outside Director
6	Yukie Toge Reappointment Outside	Outside Director

No.	Name (Date of birth)	Career summaries, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
1	Isao Hayashi (June 19, 1957) <u>New appointment</u>	April 1982	Joined the Company	43,000
		August 2011	General Manager of Civil Engineering Department, Tokyo Branch	
August 2013	Head of Civil Engineering Division			
June 2014	Executive Officer; Head of Civil Engineering Division			
September 2016	Executive Officer; Deputy Head of Civil Engineering Division			
June 2017	Managing Officer; Head of Safety, Quality, and Environment Division			
June 2018	Managing Officer			
June 2018	Senior Managing Officer; Head of Civil Engineering Division of Kokudo Kaihatsu Industry Co., Ltd.			
		August 2018	Representative Director and President of Kokudo Kaihatsu Industry Co., Ltd.(incumbent)	
<p>[Reason for nomination as a candidate for Director] Mr. Isao Hayashi has placed himself at the forefront of the civil engineering business since joining the Company, and has served as Head of Civil Engineering Division and Head of Safety, Quality, and Environment Division successively. In August 2018, he assumed Representative Director and President of a group company, Kokudo Kaihatsu Industry Co., Ltd., thereby striving to expand its business. Aiming to create value for the entire Group, the Company nominated him as a candidate for Director in expectation that he will lead its growth and development by using his managerial experiences. [Attendance at the Board of Directors meetings] —</p>				
2	Yutaka Kikuchi (November 15, 1965) <u>New appointment</u>	April 1989	Joined the Company	23,494
		August 2002	Site Manager of Morioka Site, Tohoku Branch	
June 2018	General Manager of Sales Department (Tohoku), Building Division			
August 2019	General Manager of Civil Engineering Sales Department (Tohoku), Civil Engineering Division; General Manager of Tohoku Branch			
June 2023	Executive Officer; Deputy Head of Civil Engineering Division; General Manager of General Marketing Management Department (incumbent)			
<p>[Reason for nomination as a candidate for Director] Mr. Yutaka Kikuchi has been involved in the commercial sales division, especially in the Tohoku region for many years, and has held prominent posts, including General Manager of Tohoku Branch. The Company believes that he is able to promote more proactive business operations to enhance the Group's corporate value because of his high level of expertise gained in the commercial sales division and his strong management skills. Therefore, the Company nominated him as a candidate for Director. [Attendance at the Board of Directors meetings] —</p>				

No.	Name (Date of birth)	Career summaries, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
3	Ichiro Sone (March 25, 1960) <u>Reappointment</u>	April 1982	Joined the Company	62,701
		June 2005	General Manager of Administration Department, Kyushu Branch	
June 2010	General Manager of Sales Department, Kyushu Branch			
June 2014	General Manager of Kyushu Branch			
June 2015	General Manager of Development Business Division			
June 2016	Executive Officer; General Manager of Development Business Division			
April 2017	Executive Officer; Deputy General Manager of Planning Office			
August 2018	Director; Managing Officer; General Manager of Planning Office			
September 2018	Director; Managing Officer; General Manager of Planning Office; responsible for Research & Development Center			
August 2019	Director; Senior Managing Officer; Head of Real Estate Development & Energy Division; responsible for Research & Development Center			
April 2020	Director; Senior Managing Officer; Head of Real Estate Development & Energy Division			
June 2021	Director; Executive Vice President; Head of Administration Division			
June 2022	Director; Executive Vice President and COO; Head of Administration Division and CFO			
July 2023	Representative Director; Executive Vice President and COO; Head of Administration Division and CFO (incumbent)			
<p>[Reason for nomination as a candidate for Director] Mr. Ichiro Sone has been involved in overall management as a Director since August 2018. Subsequently, he has consecutively held prominent posts in the Real Estate Development & Energy Business, which is the third pillar of the Company, and the Administration Division, and is fulfilling his role appropriately. The Company believes that his abundant business experience and excellent initiative will contribute to the improvement of the Group's corporate value, and renominated him as a candidate for Director.</p> <p>[Attendance at the Board of Directors meetings] 94% (attended 16 out of 17 meetings)</p>				
4	Hiroaki Takatsu (October 2, 1952) <u>Reappointment</u> <u>Outside</u>	April 1977	Joined Tokyo Electric Power Company	3,869
		June 2011	Managing Director; General Manager of Customer Service Division	
June 2012	Joined TOKO ELECTRICAL CONSTRUCTION CO., LTD. as Representative Director and President			
June 2014	Representative Director and President of TAKAOKA TOKO CO., LTD.			
June 2018	Representative Director and Chairman			
June 2019	Advisor			
August 2019	Joined the Company; Director (incumbent)			
<p>[Reason for nomination as a candidate for Outside Director and overview of expected role, etc.] Mr. Hiroaki Takatsu served on the management of a company as a Representative Director and possesses abundant experience and a wide range of insight. Since assuming the position of Director of the Company in August 2019, he has appropriately supervised the Group's business execution and given advice on the overall management. Following his appointment, we expect him to continue to provide management supervision and advice as an Outside Director.</p> <p>[Attendance at the Board of Directors meetings] 100% (attended 17 out of 17 meetings)</p>				

No.	Name (Date of birth)	Career summaries, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
5	Hidetaka Matsuishi (February 22, 1957) <u>Reappointment</u> <u>Outside</u>	<p>April 1981 Joined Ricoh Company, Ltd. October 2000 General Manager of SCM Innovation Center, Marketing Group of Ricoh Company, Ltd. January 2003 President of Nishi Tokyo Ricoh Co., Ltd. April 2005 President of Ricoh Tohoku Co., Ltd. April 2008 General Manager of Business Strategy Center, Marketing Group of Ricoh Company, Ltd. April 2009 General Manager of Major Accounts Marketing Division, Marketing Group July 2009 Representative Director and President of Ricoh IT Solutions Co., Ltd. April 2014 Group Executive Officer (Corporate Senior Vice President) of Ricoh Company, Ltd. Representative Director, President and CEO of RICOH LEASING COMPANY, LTD. June 2016 Corporate Senior Vice President General Manager of Japan Marketing Group of Ricoh Company, Ltd. Representative Director, President and CEO of Ricoh Japan Corporation April 2018 Corporate Executive Vice President CFO of Ricoh Company, Ltd. General Manager of Business Planning Division June 2018 Director of Ricoh Company, Ltd. April 2021 Executive Corporate Officer General Manager of Corporate Planning Division August 2022 Joined the Company; Director (incumbent)</p>	750
<p>[Reason for nomination as a candidate for Outside Director and overview of expected role, etc.] Mr. Hidetaka Matsuishi has held prominent posts in a company that is engaged in a business different from the construction business, which is the Company's main business, and possesses extensive knowledge of corporate management. Since assuming the position of Director of the Company in August 2022, he has provided supervision and advice in the fields of "corporate management," "accounting," "and sales." Following his appointment, we expect him to continue to provide supervision and advice on the overall management of the Company as an Outside Director. [Attendance at the Board of Directors meetings] 100% (attended 14 out of 14 meetings)</p>			
6	Yukie Toge (December 22, 1966) <u>Reappointment</u> <u>Outside</u>	<p>May 1999 Registered as a Certified Public Accountant February 2003 Head of Toge Yukie CPA Office (incumbent) June 2007 Representative Director of Felice Consulting Ltd. (incumbent) March 2019 Outside Director (Audit & Supervisory Committee Member) of Mabuchi Motor Co., Ltd. June 2019 Outside Audit & Supervisory Board Member of Seven Bank, Ltd. August 2022 Joined the Company; Director (incumbent)</p>	750
<p>[Reason for nomination as a candidate for Outside Director and overview of expected role, etc.] Ms. Yukie Toge has specialized knowledge as a certified public accountant, extensive insight as an accounting and systems consultant, and achievements in management supervision of companies engaged in businesses different from the Company's main business. Following her appointment, we expect her to continue to provide supervision and advice on the overall management of the Company as an Outside Director, utilizing the experience and knowledge she has gained thus far in the fields of "accounting," "human resource development," and "ICT & DX." [Attendance at the Board of Directors meetings] 100% (attended 14 out of 14 meetings)</p>			

(Notes)

1. The “number of shares of the Company held” by each of the candidates for Director (excluding Directors who are Audit and Supervisory Committee Members) presents the number of shares including those held through JDC Officers Shareholding Association.
2. There are no special interests between any of the candidates and the Company.
3. Ms. Yukie Toge is Head of Toge Yukie CPA Office and Representative Director of Felice Consulting Ltd. However, there are no transactions between those two companies and the Company.
4. Mr. Hiroaki Takatsu, Mr. Hidetaka Matsuishi, and Ms. Yukie Toge are candidates for Outside Director. The Company has appointed them as an independent director prescribed by the Tokyo Stock Exchange. If they are reappointed as a Director, they will continue to be appointed as an independent director.
5. If the election of Mr. Hiroaki Takatsu, Mr. Hidetaka Matsuishi, and Ms. Yukie Toge are approved, the Company will continue to sign an agreement with them to limit their liabilities to the amount stipulated by laws and regulations, in accordance with Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation of the Company.
6. The Company has entered into a liability insurance agreement for officers, etc. with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The outline of the agreement is described on page 27 of the Business Report (4. (3) Outline of the Content of Liability Insurance Agreement for Officers, etc.) (in Japanese). If the elections of the candidates for Director are approved, they will be included as insured parties in said insurance agreement.
7. The term of office of Mr. Hiroaki Takatsu as an Outside Director of the Company will be four years, and the term of office of Mr. Hidetaka Matsuishi and Ms. Yukie Toge as an Outside Director of the Company will be one year at the conclusion of this Ordinary General Meeting of Shareholders.
8. Ms. Yukie Toge’s name in her family register is Yukie Iijima.

Proposal 3: Election of 3 (three) Directors who are Audit and Supervisory Committee Members

The terms of office of all 3 (three) Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company proposes the election of 3 (three) Directors who are Audit and Supervisory Committee Members.

The Audit and Supervisory Committee has given its prior consent to this proposal.

The candidates for Directors who are Audit and Supervisory Committee Members are as follows:

No.	Name		Current positions and responsibilities at the Company
1	Kimio Masunari	Reappointment	Director, Full-time Audit and Supervisory Committee Member
2	Fumihiko Kamoshida	Reappointment Outside	Director, Audit and Supervisory Committee Member
3	Kensaku Watanabe	New appointment Outside	–

No.	Name (Date of birth)	Career summaries, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Kimio Masunari (July 22, 1956) <u>Reappointment</u>	April 1981 Joined the Company June 2003 General Manager of Administration Department, Hiroshima Branch August 2004 Manager of General Affairs and Legal Affairs Group, General Affairs Department, Management Division August 2007 General Manager of Business Management Department June 2013 Executive Officer; General Manager of Business Management Department August 2013 Executive Officer; Deputy General Manager of Planning Office; General Manager of Planning Department August 2014 Director; Executive Officer; General Manager of Planning Office; General Manager of Planning Department August 2015 Executive Director; General Manager of Planning Office; General Manager of Planning Department June 2016 Executive Director; Head of Corporate Management Division August 2017 Director; Senior Managing Officer; Head of Administration Division June 2018 Director; Senior Managing Officer; Head of Administration Division; General Manager of Legal Department December 2018 Director; Senior Managing Officer; Head of Administration Division August 2019 Director, Full-time Audit and Supervisory Committee Member (incumbent)	51,297
<p>[Reason for nomination as a candidate for Director who is an Audit and Supervisory Committee Member] Mr. Kimio Masunari has consecutively held prominent posts such as a Director and Head of Administration Division of the Company. He possesses extensive experience and insight into management and operations of the Group. Based on such experience and achievements, he audits and supervises execution of business from an objective perspective. The Company believes that he will contribute to the improvement of the Company's corporate governance so as to enhance the soundness, transparency, and efficiency of its management in the future as well, and renominated him as a candidate for Director who is an Audit and Supervisory Committee Member.</p> <p>[Attendance at the Board of Directors meetings] [Attendance at the Audit and Supervisory Committee meetings] 100% (attended 17 out of 17 meetings) 100% (attended 13 out of 13 meetings)</p>			

No.	Name (Date of birth)	Career summaries, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
	Fumihiko Kamoshida (December 21, 1951) Reappointment Outside	April 1974 Joined The Long-Term Credit Bank of Japan, Ltd. October 1997 General Manager of International Sales Office November 1998 Joined Chugai Pharmaceutical Co., Ltd. March 2010 Senior Vice President; Head of Legal Dept. May 2014 Chief of Secretariat, Nagashima Ohno & Tsunematsu October 2015 Auditor of The Japan Foundation November 2016 Civil conciliation commissioner at the Tokyo Summary Court August 2019 Director, Audit and Supervisory Committee Member of the Company (incumbent)	0
2	<p>[Reason for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee Member and overview of expected role, etc.]</p> <p>Mr. Fumihiko Kamoshida possesses extensive practical experience at a financial institution and a general company as well as abundant overseas business experience. Moreover, he has sophisticated expertise in legal affairs and compliance. Based on such experience and achievements, he audits and supervises execution of duties by Directors from an objective perspective without prejudice. The Company believes that the Group's corporate governance system will be further enhanced through his appropriate auditing and supervision in the future as well, and renominated him as a candidate for Outside Director who is an Audit and Supervisory Committee Member.</p> <p>[Attendance at the Board of Directors meetings] [Attendance at the Audit and Supervisory Committee meetings] 100% (attended 17 out of 17 meetings) 100% (attended 13 out of 13 meetings)</p>		
	Kensaku Watanabe (February 17, 1971) New appointment Outside	April 1997 Admitted to the bar (Dai-Ichi Tokyo Bar Association) April 1997 Okazaki, Ohashi & Maeda (currently, Tokei Partners) January 2000 Adjunct Trustee of the Company January 2006 Partner, Tokei Partners (incumbent) June 2016 Outside Audit and Supervisory Board Member of T&D Financial Life Insurance Company June 2020 Outside Director, T&D Holdings, Inc. (incumbent)	0
3	<p>[Reason for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee Member and overview of expected role, etc.]</p> <p>Mr. Kensaku Watanabe has sophisticated expertise and a wide range of insight as an attorney-at-law with expertise in corporate legal affairs. The Company believes that the Group's corporate governance system will be further enhanced through his appropriate auditing and supervision by utilizing his experience and knowledge, and nominated him as a candidate for Director who is an Audit and Supervisory Committee Member.</p> <p>[Attendance at the Board of Directors meetings] [Attendance at the Audit and Supervisory Committee meetings] - -</p>		

(Notes)

1. The "number of shares of the Company held" by Mr. Kimio Masunari presents the number of shares including those held through JDC Officers Shareholding Association.
2. There are no special interests between any of the candidates and the Company.
3. Mr. Kensaku Watanabe is an attorney-at-law and the Company pays attorney's fees, etc. to the law firm he is affiliated to.
4. Mr. Fumihiko Kamoshida is a candidate for Outside Directors who are Audit and Supervisory Committee Members. The Company has appointed him as an independent director prescribed by the Tokyo Stock Exchange. If he is reappointed as a Director, he will continue to be appointed as an independent director.
5. Mr. Kensaku Watanabe is a new candidate for Outside Directors who are Audit and Supervisory Committee Members. If his appointment is approved, the Company will file him as an independent director prescribed by the Tokyo Stock Exchange.
6. The Company has concluded agreements with Messrs. Kimio Masunari and Fumihiko Kamoshida to limit their liability for damages to the amount stipulated by laws and regulations, in accordance with Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation of the Company. If their reappointment is approved, the Company will extend the aforementioned agreements with both of them.
7. If the election of Mr. Kensaku Watanabe is approved, the Company will sign an agreement with him to limit his liability for damages to the amount stipulated by laws and regulations, in accordance with Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation of the Company.
8. The Company has entered into a liability insurance agreement for officers, etc. with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The outline of the agreement is given on page 27 of the Business Report (4. (3) Outline of the Content of Liability Insurance Agreement for Officers, etc.) (in Japanese). If the elections of the candidates for Director are approved, they will be included as insured parties in said insurance agreement.
9. Mr. Fumihiko Kamoshida is an incumbent Outside Director who is an Audit and Supervisory Committee Member of the Company. His term of office as such will be four years at the conclusion of this Ordinary General Meeting of Shareholders.

Proposal 4: Election of 1 (one) Substitute Director who is an Audit and Supervisory Committee Member

To prepare for contingencies where the number of Directors who are Audit and Supervisory Committee Members falls below the statutory requirement, the Company proposes the prior election of 1 (one) substitute Director who is an Audit and Supervisory Committee Member.

The force of the election will cease to be effective if cancelled by a resolution of the Company's Board of Directors, provided it is before the candidate takes office.

The Audit and Supervisory Committee has given its prior consent to this proposal.

The candidate for substitute Director who is an Audit and Supervisory Committee Member is as follows:

Name (Date of birth)	Career summaries, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
Yuichi Saito (December 25, 1945) <div style="border: 1px solid black; padding: 2px; display: inline-block;">Outside</div>	April 1980 Admitted to the bar (Dai-Ichi Tokyo Bar Association) April 1998 Civil conciliation commissioner at the Tokyo District Court and Tokyo Summary Court January 1999 Acting trustee of the Company September 2000 Corporate Auditor of the Company April 2002 Vice President of Dai-Ichi Tokyo Bar Association November 2006 Member of the Central Construction Work Disputes Committee, Ministry of Land, Infrastructure, Transport and Tourism April 2012 Mediation Committee Member of the Nuclear Damage Compensation Dispute Resolution Center, Ministry of Education, Culture, Sports, Science and Technology (incumbent)	0
<p>[Reason for nomination as a candidate for substitute Outside Director who is an Audit and Supervisory Committee Member and overview of expected role, etc.]</p> <p>Mr. Yuichi Saito possesses sophisticated expertise as an attorney-at-law and abundant experience cultivated through his career. Moreover, during his term of office as an Outside Corporate Auditor of the Company, he had audited and supervised execution of duties by Directors from an independent perspective. Based on such insight and experience, the Company believes he can be expected to perform highly effective auditing and supervision, and renominated him as a candidate for substitute Outside Director who is an Audit and Supervisory Committee Member.</p>		

(Notes)

1. Mr. Yuichi Saito is an attorney-at-law and the Company pays attorney's fees to him.
2. There are no special interests between the candidate and the Company.
3. Mr. Yuichi Saito is a candidate for substitute Outside Director who is an Audit and Supervisory Committee Member.
4. If Mr. Yuichi Saito takes office as a Director who is an Audit and Supervisory Committee Member, the Company intends to conclude an agreement with him to limit his liability for damages to the amount stipulated by laws and regulations, in accordance with Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation of the Company.
5. If Mr. Yuichi Saito takes office as a Director who is an Audit and Supervisory Committee Member, the Company will file him as an independent director prescribed by the Tokyo Stock Exchange.
6. The Company has entered into a liability insurance agreement for officers, etc. with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The outline of the agreement is given on page 27 of the Business Report (4. (3) Outline of the Content of Liability Insurance Agreement for Officers, etc.) (in Japanese). If Mr. Yuichi Saito takes office as a Director who is an Audit and Supervisory Committee Member, he will be covered by the agreement.

Reference

If all candidates stated in this Notice are appointed as proposed, the Board of Directors will have members with diverse expertise as follows.

Name	Main areas of expertise					
	Corporate management	Finance and accounting	Legal affairs Compliance	Human resource development	ICT & DX Technological development Construction technology	Sales Marketing
Isao Hayashi Representative Director, President and CEO; COO	○				○	○
Yutaka Kikuchi Director; Executive Officer in charge of General Marketing Management	○					○
Ichiro Sone Director	○	○				
Hiroaki Takatsu Director (Outside)	○			○	○	
Hidetaka Matsuishi Director (Outside)	○	○			○	○
Yukie Toge Director (Outside)		○		○	○	
Kimio Masunari Director, Full-time Audit and Supervisory Committee Member	○	○	○			
Fumihiko Kamoshida Director, Audit and Supervisory Committee Member (Outside)	○	○	○			
Kensaku Watanabe Director, Audit and Supervisory Committee Member (Outside)			○			