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Partial Amendment to Notice of Position Statement (Opposition)
Regarding the tender offer by Maeda Comprehensive Infrastructure Co. Ltd.
for MAEDA ROAD CONSTRUCTION Co., Ltd Stock

At the Board meeting held on January 24, 2020, MAEDA ROAD CONSTRUCTION Co., Ltd (the “Company”, “we”) resolved to oppose to the tender offer for the Company’s common stock (the “Company’s shares”) by Maeda Comprehensive Infrastructure Co. Ltd. (the “Tender Offeror”), which is a wholly owned subsidiary of MAEDA CORPORATION (“Maeda Construction”), commenced on January 21, 2020 (the “Tender Offer”, and the tender offer registration statement for the Tender Offer, “Tender Offer Registration Statement”). On the same date of such resolution, we expressed our position through the “Notice of Position Statement (Opposition) Regarding the tender offer by Maeda Comprehensive Infrastructure Co. Ltd. for MAEDA ROAD CONSTRUCTION Co., Ltd Stock” (the “Opposition Statement Release”). As we announced in the “Notice of Dividends from Surplus (Special Dividend), and Establishment of Record Dates for Convocation of Extraordinary General Meeting of Shareholders and Dividends from Surplus (Special Dividends)” as of February 20, 2020 (the “Special Dividends Release”), we have been considering the specific corporate value improvement measures which will provide more benefits to the minority shareholders of the Company, compared to a situation where the Company becomes a consolidated subsidiary of Maeda Construction through the Tender Offer. At the Board meeting held on February 27, 2020, as a measure that will contribute to the realization of the common interests of shareholders, we determined to commence discussions on the capital and business alliance with NIPPO CORPORATION (“NIPPO”, and such capital and business alliance, the “Alliance”) and therefore, we will amend the Opposition Statement Release as follows.

For details on the commencement of discussions on the Alliance, please see the “Notice of Commencement of Discussions on the Capital and Business Alliance between NIPPO CORPORATION and MAEDA ROAD CONSTRUCTION Co., Ltd.” issued by NIPPO and the Company as of February 27, 2020.

1. Amended Part

“(1) Position regarding the Tender Offer”, “(2) Basis and reasons for position regarding the Tender Offer” and “(5) Measures to secure fairness” of “3. Position regarding the Tender Offer, and basis and

reasons thereof” of the Opposition Statement Release are to be amended.

2. Details of Amendment

In order to supplement the opinion announced by the Company on January 24, 2020 with the matters announced in the Special Dividends Release and the details of the Company’s resolutions at the Board meeting held on February 27, 2020 to commence discussions on the Alliance with NIPPO, the Company hereby amends the Opposition Statement Release as follows.

The amended parts are underlined. Please note that, while, there were parts underlined for the sake of emphasis in the Opposition Statement Release before the amendment, no parts other than the amended parts is underlined in this release.

3. Position regarding the Tender Offer, and basis and reasons thereof

(1) Position regarding the Tender Offer

(Before amendment)

The Company is opposed to the Tender Offer, based on a decision by the Board of Directors at a Board meeting held on January 24, 2020. We ask our shareholders not to apply for the Tender Offer, while asking all shareholders who have already applied to conduct procedures to promptly cancel any contractual arrangements pertaining to the Tender Offer. We appreciate your cooperation.

(After amendment)

The Company is opposed to the Tender Offer, based on a decision by the Board of Directors at a Board meeting held on January 24, 2020. We ask our shareholders not to apply for the Tender Offer, while asking all shareholders who have already applied to conduct procedures to promptly cancel any contractual arrangements pertaining to the Tender Offer. We appreciate your cooperation.

At the Board meeting held on February 20, 2020, the Company determined to set the date prior to the commencement of the settlement of the Tender Offer as the record date (the “Record Date”), to hold an extraordinary general meeting of shareholders on, as currently scheduled, April 14, 2020 (the “Extraordinary General Meeting of Shareholders”), and to submit an agenda item thereto to the effect to pay our shareholders as of the Record Date 650 yen per the Company’s share as dividends from surplus (such decision to submit the agenda, the “Decision of Submission of the Agenda Item of Special Dividends”) (see (2) ② G below).

In addition, at the Board meeting held on February 27, 2020, as a measure that will contribute to the realization of the common interests of shareholders, we determined to commence discussions on the Alliance with NIPPO.

(2) Basis and reasons for position regarding the Tender Offer

(Before amendment)

① Summary of the reasons for opposing the Tender Offer

[Omitted]

First, Maeda Construction and the Tender Offeror do not understand the actual business conditions of the Company, and even if Maeda Construction and the Tender Offeror acquire controlling interest of the Company, no business synergies will be created between the Company and the Maeda Construction Group (Maeda Construction and its group consisting of subsidiaries and affiliated companies, except for the group consisting of the Company, its subsidiaries and affiliated companies. The same applies hereinafter.). It is clear based on the fact that the Tender Offeror has not been able to provide any specific figures for business synergies created when Maeda Construction and the Tender Offeror acquire the controlling interest of the Company (see ② A below).

[Omitted]

Furthermore, it is far from clear that the claim of the Tender Offeror that the corporate governance system of the Company will be strengthened under the initiative of Maeda Construction, which maintains a system that is still lagging behind (see ② C below).

In addition, Maeda Construction repeatedly stated that it would like to utilize the Company's internal reserves within the Maeda Construction Group, and if Maeda Construction and the Tender Offeror acquire controlling interest of the Company, we believe that a very serious situation will happen for our minority shareholders (see ② D below).

Finally, the Tender Offer Notice does not show the material information provided to the Company from Maeda Construction. It is because Maeda Construction noticed it is likely that an activist investor who said he held the shares of the Company will make a tender offer regarding the shares of the Company as a result of a meeting between the activist investor and Maeda Construction, and it decided to make the tender offer in order to eliminate the activist risk of the Company. However, the fact was not intentionally stated. In addition, as the Director and President of Maeda Construction has also provided false explanations on his own since the commencement of the tender offer. There are serious concerns regarding the background, credibility and truth of the purpose of the Tender Offer stated in the Tender Offer Notice. We have to say that the true background and purpose behind the Tender Offer is extremely unclear (see ② E below).

The details are described below in “② Reasons for Opinion on Tender Offer.”

② Reasons for position regarding the Tender Offer

The Company considers that the Tender Offer could damage the corporate value of the Company and hinder the sustainable growth of the Company for the following reasons.

A. No business synergies with Maeda Construction Group expected

[Omitted]

In fact, **the Tender Offer Registration Statement only lists abstract business strategies for the**

business synergy effects of Maeda Construction and the Tender Offeror acquiring control of the Company. Not only are there no specific figures, but there is no specific mention of the contribution to our business results. Normally, when the Tender Offer is conducted on the premise of maintaining the listing, the economic rationality of the target company would be clearly shown in consideration of the fact that the target company would be operated as an independent listed company even after the completion of the Tender Offer. However, the fact that the said contents have not been disclosed at all means that even if Maeda Construction and the Tender Offeror have acquired control of the Company, **there will be no future business between Maeda and the Maeda Construction Group.** Maeda Construction and the Tender Offeror have virtually recognized that **the Tender Offer does not contribute to the enhancement of the corporate value of the Company, with no prospect of providing any synergies.**

[Omitted]

D. The Tender Offer imposes management risks by Maeda Construction Group on the minority shareholders

[Omitted]

Instead, although there are two contacts that have been made between the Company and Maeda Construction as described at “C. **It is unlikely that the corporate governance system will be strengthened under the leadership of the Maeda Construction Group**” above, no specific explanation is given regarding the “method[s] of achieving the transformation into a comprehensive infrastructure services group” as described in the Tender Offer Registration Statement. Instead, **several remarks were made to the effect that Maeda Construction would like to use the internal reserves of the Company, which are invaluable management resource of the Company, for the benefit of the Maeda Construction Group.**

In other words, if Maeda Construction and the Tender Offeror acquire control of the Company, it is highly likely that the Company’s internal reserves will be used in favor of the Maeda Construction Group’s interests rather than the common interests of shareholders. We believe **this will result in a very serious situation for our minority shareholders.**

E. The background of the Tender Offer is extremely unclear

[Omitted]

In the Tender Offer Registration Statement, the background and purpose of the Tender Offer generally emphasized “sublimation into a comprehensive infrastructure service company group.” According to the materials prepared by Maeda Construction at the December 4 Information, **as a result of a meeting between an activist investor who said he owns the Company’s shares and Maeda Construction, Maeda Construction sensed a possibility of such activist investor’s tender offer, and that it would like to conduct a tender offer in order to do prevent such risk by an activist.** Despite the fact that in the December 4 Information, they explained that they had almost no time to respond to the activist risk, which was the major premise of the proposal to implement the Tender

Offer, **the Tender Offer Registration Statement does not contain any such content**. In addition, since the start of the Tender Offer, Maeda Construction's President has **made a clear misrepresentation** to the media, stating that there is no connection between the Tender Offer and the activist.

Under such circumstances, the Company has serious concerns about the background and the credibility and truthfulness of the Tender Offer described in the Tender Offer Registration Statement. The true background that led to the Tender Offer is considered very obscure.

[Omitted]

(After amendment)

① Summary of the reasons for opposing the Tender Offer

[Omitted]

First, Maeda Construction and the Tender Offeror do not understand the actual business conditions of the Company, and even if Maeda Construction and the Tender Offeror acquire controlling interest of the Company, no business synergies will be created between the Company and the Maeda Construction Group (Maeda Construction and its group consisting of subsidiaries and affiliated companies, except for the group consisting of the Company, its subsidiaries and affiliated companies. The same applies hereinafter.). It is clear based on the fact that the Tender Offeror has not been able to provide any specific figures for business synergies created when Maeda Construction and the Tender Offeror acquire the controlling interest of the Company. Furthermore, at the Board meeting held on February 27, 2020, as a measure that will contribute to the realization of common interests of shareholders, we determined to commence discussions on the Alliance with NIPPO (see ② A below).

[Omitted]

Furthermore, it is far from clear that the claim of the Tender Offeror that the corporate governance system of the Company will be strengthened under the initiative of Maeda Construction, which maintains a system that is still lagging behind (see ② C below).

Also, Maeda Construction has not proposed any governance structure to address the risk of conflict of interest between the parent company and general shareholders after Maeda Construction becomes the parent company of the Company, which will be a listed subsidiary; therefore, the interests of the minority shareholders of the Company would be impaired (see ② D below).

In addition, Maeda Construction repeatedly stated that it would like to utilize the Company's internal reserves within the Maeda Construction Group, and if Maeda Construction and the Tender Offeror acquire controlling interest of the Company, we believe that a very serious situation will happen for our minority shareholders (see ② E below).

Finally, the Tender Offer Notice does not show the material information provided to the Company from Maeda Construction. It is because Maeda Construction noticed it is likely that an activist investor who said he held the shares of the Company will make a tender offer regarding the shares of the Company as a result of a meeting between the activist investor and Maeda Construction, and it decided to make the tender offer in order to eliminate the activist risk of the Company. However, the fact was

not intentionally stated. In addition, as the Director and President of Maeda Construction has also provided false explanations on his own since the commencement of the tender offer. There are serious concerns regarding the background, credibility and truth of the purpose of the Tender Offer stated in the Tender Offer Notice. The true background and purpose behind the Tender Offer is extremely unclear, and we have a serious suspicion that the descriptions in the Tender Offer Registration Statement do not reflect Maeda Construction's intention in good faith (see ② F below).

As we believe that the Tender Offer may impair our corporate value, hinder our stable growth, and thereby lead to impair the interests of the minority shareholders of the Company, in order to prevent the suffering of disadvantages by the minority shareholders of the Company due to preferential treatment of the interests of the Maeda Construction Group after the Company has become a consolidated subsidiary of Maeda Construction, we have determined that it is reasonable to return our internal reserves widely to our shareholders before the completion of the Tender Offer; and as stated below, we made the Decision of Submission of the Agenda Item of Special Dividends at the Board meeting held on February 20, 2020 (see ② G below).

The details are described below in “② Reasons for Opinion on Tender Offer.”

② Reasons for position regarding the Tender Offer

For the following reasons A. through G., the Company considers that the Tender Offer could damage the corporate value of the Company, hinder the sustainable growth of the Company and thereby lead to impair the interests of the minority shareholders of the Company. Therefore, as stated in Item G. below, in order to protect the interests of the minority shareholders of the Company, we made the Decision of Submission of the Agenda Item of Special Dividends at the Board meeting held on February 20, 2020, and furthermore, at the Board meeting held on February 27, 2020, also resolved to commence discussions on the Alliance with NIPPO as a measure that will contribute to the realization of the common interests of the shareholders.

A. No business synergies with Maeda Construction Group are expected and the Alliance would contribute to the realization of the common interests of the shareholders of the Company

[Omitted]

In fact, **the Tender Offer Registration Statement only lists abstract business strategies for the business synergy effects of Maeda Construction and the Tender Offeror acquiring control of the Company.** Not only are there no specific figures, but there is no specific mention of the contribution to our business results. Normally, when the Tender Offer is conducted on the premise of maintaining the listing, the economic rationality of the target company would be clearly shown in consideration of the fact that the target company would be operated as an independent listed company even after the completion of the Tender Offer. However, the fact that the said contents have not been disclosed at all means that even if Maeda Construction and the Tender Offeror have acquired control of the Company, **there will be no future business between Maeda and the Maeda Construction Group.** Maeda

Construction and the Tender Offeror have virtually recognized that **the Tender Offer does not contribute to the enhancement of the corporate value of the Company, with no prospect of providing any synergies.**

Additionally, as we announced in the Special Dividends Release, the Company has the specific corporate value improvement measures which will provide more benefits to the minority shareholders of the Company, compared to a situation where the Company becomes a consolidated subsidiary of Maeda Construction through the Tender Offer. As a result of carefully considering several corporate value improvement measures, including the Alliance, taking into account the fact that NIPPO has been engaged in a similar business to that of the Company and substantial synergies could be expected to be created therefrom, we have reached the conclusion that such Alliance is the most appropriate measure from the perspectives of the improvement of the corporate value and achievement of sustainable growth of the Company, and is highly likely to contribute the most to the realization of the common interests of the shareholders; therefore, the Company resolved, at the Board meeting held on February 27, 2020, to commence discussions on the Alliance with NIPPO.

Since the contemplated Alliance is a business alliance to be formed with NIPPO, which operate its business in common fields to that of the Company in many respects, the two companies can mutually share their own know-how, thereby substantial synergies such as the enhancement of competitiveness, securing human resources, cost reductions, and enhancement of disaster prevention/mitigation measures, which include contribution to the public infrastructure capital development projects in the society, can be expected to create. We believe that such synergies would contribute to the improvement of the corporate value and achievement of sustainable growth of the Company, thereby contribute to the common interests of shareholders of the Company.

Specifically, the two companies have maintained their respective business for a long while and have sorts of networks and know-how, including technical capabilities, selling capacities, purchasing power, sales capabilities and other skills. In particular, regarding their manufacturing and sales businesses, the two companies, including the affiliated companies of the two companies, have more than 200 plants (manufacturing sites) in aggregate in Japan. Therefore, we can expect substantial synergies, including the enhancement of productivity through achieving collaborative business operations, improvement of asset efficiency by way of combination and reorganization of production facilities and improvement of working environments by strengthening human resources. Also, in the pavement engineering and other civil engineering, the personnel exchange between the two companies, taking advantage of each business characteristic, would enable the Company to achieve the assignment of the right persons to the right positions in their workplaces, which may thereby resolve the labor shortage issue. Furthermore, by effectively utilizing any cooperating companies and special construction equipment, facility operating rates will be improved. In the technology research and development, the exchange of technology and personnel within the same field and collaborative technical research are expected to enable the Company to maintain and increase its market share. Through the above-mentioned measures in each field, the Alliance is expected to have various positive effects. The two companies will proceed with the discussions on the specific terms of the alliance while complying with the antimonopoly law and other relevant laws and regulations.

Although the Alliance is expected to create substantial synergies, it is significantly different from the measure to increase the corporate value of the Company as stated in the Tender Offer Registration Statement by Maeda Construction and the Tender Offeror. In the other words, while, in the Tender Offer Registration Statement, Maeda Construction proposes, as a measure to increase the corporate value of the Company, the entry into new businesses through “Comprehensive management of public infrastructure and cooperation in the field of PPP and concession” (P. 7) with Maeda Construction and the Tender Offeror, such approach is the opposite of the Company’s aim through the Alliance to increase the corporate value of the Company by expansion and optimization of its construction, primarily the pavement engineering, and manufacturing and sales businesses which is the existing core business of the Company.

The Company believes that it is obvious, that, if the Alliance is realized, it will contribute more to the common interests of shareholders, and that the Alliance will be beneficial also to Maeda Construction, which is a major shareholder of the Company. Accordingly, the Company believes that Maeda Construction will understand the merit and effect of the Alliance.

[Omitted]

D. The governance structure for protecting the interests of the minority shareholders is inadequate, and the interests of the minority shareholders would be impaired

If the number of tendered share certificates, etc. reaches the ceiling of the Tender Offer, the Company will become a listed subsidiary of Maeda Construction. In recent years, there has been a growing concern regarding the risk of conflict of interest between the parent company and general shareholders with respect to listed subsidiaries, as indicated in the “Practical Guidelines for Group Governance Systems (Group Guidelines)” issued by the Ministry of Economy, Trade and Industry as of June 28, 2019 (“Group Guidelines”). We believe that Maeda Construction, which intends to make the Company its listed subsidiary which will have 49% of the minority shareholders of the Company, should have specifically proposed, upon implementing the Tender Offer, its measures for “measures reflecting due consideration to the interests of general shareholders through establishment of an effective governance system for the listed subsidiaries,” as advocated in the Group Guidelines. Maeda Construction, however, did not provide sufficient explanations about this point in the Tender Offer Registration Statement. Considering such attitude of Maeda Construction, we are strongly concerned that the interests of the minority shareholders of the Company would be impaired when the Company becomes a consolidated subsidiary of Maeda Construction.

E. The Tender Offer imposes management risks by Maeda Construction Group on the minority shareholders

[Omitted]

Instead, although there are two contacts that have been made between the Company and Maeda Construction as described at “C. **It is unlikely that the corporate governance system will be**

strengthened under the leadership of the Maeda Construction Group“ above, no specific explanation is given regarding the “method[s] of achieving the transformation into a comprehensive infrastructure services group” as described in the Tender Offer Registration Statement. Instead, **several remarks were made to the effect that Maeda Construction would like to use the internal reserves of the Company, which are invaluable management resource of the Company, for the benefit of the Maeda Construction Group.**

For example, prior to the Tender Offer, the Company received a proposal from Maeda Construction that the Company’s internal reserves should be used for the benefit of the Maeda Construction Group. Specifically, the “Proposal for Governance Reform”, which we received from Maeda Construction, stated about the dividend for the fiscal year ending in March 2020 saying that “the scheduled stock dividend of 100.00 yen per share (ordinary dividend of 70.00 yen and commemorative dividend of 30.00 yen) for the fiscal year ending in March 2020 will cause significant outflow of internal reserves from the Maeda Construction Group, ” and also stated that “we propose to formulate and actively make public announcement about our growth strategy that will utilize retained earnings and other internal reserves and cash and deposits of the Company for investment for the growth of the entire Maeda Construction Group as opposed to simply allowing outflows through dividends. ”

Although Maeda Construction’s holding ratio of voting rights of the Company is less than 25%, Maeda Construction perceives the Company’s policies to return profits to shareholders of the Company as an outflow and proposes and requests to use our internal reserves for the Maeda Construction Group, whose interests do not always align with those of the Company. Such attitude may be perceived as self-serving, and we are strongly concerned that if the Company becomes a consolidated subsidiary of Maeda Construction as the latter contemplates, such proposition or requirement will be strengthened further, and due to the difficulty to oppose, our corporate value and the interests of the minority shareholders of the Company would be impaired.

In other words, if Maeda Construction and the Tender Offeror acquire control of the Company, it is highly likely that the Company's internal reserves will be used in favor of the Maeda Construction Group's interests rather than the common interests of shareholders. We believe **this will result in a very serious situation for our minority shareholders.**

F. The background of the Tender Offer is extremely unclear

[Omitted]

In the Tender Offer Registration Statement, the background and purpose of the Tender Offer generally emphasized “sublimation into a comprehensive infrastructure service company group.” According to the materials prepared by Maeda Construction at the December 4 Information, **as a result of a meeting between an activist investor who said he owns the Company's shares and Maeda Construction, Maeda Construction sensed a possibility of such activist investor’s tender offer, and that it would like to conduct a tender offer in order to do prevent such risk by an activist.** Despite the fact that in the December 4 Information, they explained that they had almost no time to respond to the activist risk, which was the major premise of the proposal to implement the Tender Offer, **the Tender Offer Registration Statement does not contain any such content.** In addition,

since the start of the Tender Offer, Maeda Construction's President has **made a clear misrepresentation** to the media, stating that there is no connection between the Tender Offer and the activist.

In addition, as we described in E. above, in the Tender Offer Registration Statement no reference is made to the policy for the utilization of the internal reserves and cash and deposits of the Company, which Maeda Construction repeatedly mentioned during the discussions prior to the Tender Offer.

Under such circumstances, the Company has serious concerns about the background and the credibility and truthfulness of the Tender Offer described in the Tender Offer Registration Statement. The true background that led to the Tender Offer is considered very obscure, and we have a serious suspicion that the descriptions in the Tender Offer Registration Statement do not reflect Maeda Construction's intention in good faith.

[Omitted]

G. Basis and Reasoning for the Decision of Submission of the Agenda Item of Special Dividends

Please see the Company's Special Dividends Release with respect to the basis and reasoning for the Decision of Submission of the Agenda Item of Special Dividends.

(5) Measures to secure fairness

(Before amendment)

In considering the Tender Offer, in order to ensure the fairness and adequacy of the decision-making process, TMI Associates, a third party independent of the Company, the Tender Offeror and Maeda Construction, will be the Company's legal advisor. The Tender Offer has been carefully considered based on TMI Associates' legal advice.

At the Board meeting held on January 24, 2020, for the reasons described in (2) above, the directors who participated in the deliberations and resolutions (among all 10 directors of the Company, with the consensus of all nine members excluding Mr. Hirota Nishikawa, who is from Maeda Corporation) resolved to oppose the Tender Offer.

[Omitted]

At the Board meeting mentioned above, none of the attending company auditor stated any objection to resolving against the Tender Offer.

(After amendment)

In considering the Tender Offer, in order to ensure the fairness and adequacy of the decision-making process, TMI Associates and Nagashima, Ohno & Tsunematsu, both a third party independent of the Company, the Tender Offeror, and Maeda Construction, will be the Company's legal advisors. The Tender Offer has been carefully considered based on TMI Associates' and Nagashima, Ohno & Tsunematsu's legal advice.

At the Board meeting held on January 24, 2020, for the reasons described in (2) above, the directors

who participated in the deliberations and resolutions (among all 10 directors of the Company, with the consensus of all nine members excluding Mr. Hirotaka Nishikawa, who is from Maeda Corporation) resolved to oppose the Tender Offer.

At the Board meeting mentioned above, none of the attending company auditor stated any objection to resolving against the Tender Offer.

With respect to the composition of the officers of the Company, we have four outside directors who are independent outside directors out of 10 directors and three outside statutory auditors who are independent outside officers out of five statutory auditors; thus, the seven independent outside officers in total independently reviews our decision making from an independent standpoint. Six out of such seven independent outside officers have expressed their opinions in support of the Decision of Submission of the Agenda Item of Special Dividends. Also, all of seven independent outside officers have expressed their opinion in support of the decision to commence discussions on the Alliance with NIPPO at the Board meeting held on February 27, 2020.

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