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Securities Code 5391
June 3, 2020

To Those Stockholders with Voting Rights

Tohru Makino
President and Representative Director
A&A Material Corporation
2-5-5 Tsurumi-chuo, Tsurumi-ku,
Yokohama, Kanagawa

NOTICE OF THE 20th ORDINARY GENERAL MEETING OF STOCKHOLDERS

You are hereby notified of the 20th Ordinary General Meeting of Stockholders of A&A Material Corporation (the “Company”). The meeting will be held as stated below.

In order to prevent the spread of infection of the novel coronavirus disease (COVID-19), considering the safety and security of all our stockholders as our top priority, the Company requests that you exercise your voting rights prior to the meeting in writing or by using the Internet, and refrain from traveling to the venue on the date of the meeting.

Please review the attached Reference Documents for the General Meeting of Stockholders, and exercise your voting rights by 5:50 p.m. on Thursday, June 25, 2020.

1. **Date and Time:** Friday, June 26, 2020 at 10:00 a.m. (Reception begins at 9:00 a.m.)
2. **Place:** Conference Hall (8th floor), Head office of the Company
2-5-5 Tsurumi-chuo, Tsurumi-ku, Yokohama, Kanagawa
3. **Agenda of the Meeting:**
 - Matters to be reported:**
 1. Business Report, Consolidated Financial Statements for the 20th Fiscal Term (from April 1, 2019 to March 31, 2020) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the 20th Fiscal Term (from April 1, 2019 to March 31, 2020)
 - Proposals to be resolved:**
 - Proposal No. 1:** Appropriation of Surplus
 - Proposal No. 2:** Election of Seven Directors
 - Proposal No. 3:** Election of Three Corporate Auditors
 - Proposal No. 4:** Election of One Substitute Corporate Auditor
4. **Voting Guide** Please refer to the voting guide on pages 3 and 4.
5. **Matters regarding the disclosure on the Internet** Of the documents required to be included in this notice of convocation, Notes to the Consolidated Financial Statements and Notes to the Non-consolidated Financial Statements are, pursuant to the provisions of laws and regulations and the Articles of Incorporation of the Company, posted on the Company’s website shown below, and are therefore not contained in this notice of convocation. The Consolidated Financial Statements and the Non-consolidated Financial Statements audited by Corporate Auditors and the Accounting Auditor include Notes to the Consolidated Financial Statements and Notes to the Non-consolidated Financial Statements, which are posted on the Company’s website, in addition to documents included in the Appendix of this notice of convocation.

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- If you are attending the Meeting, please hand in the enclosed Voting Rights Exercise Form at the front desk when you arrive at the venue. Please also bring this notice with you in order to save resources.
 - Subsequent amendments to the Reference Documents for the General Meeting of Stockholders, the Business Report, the Consolidated and Non-consolidated Financial Statements (if any) will be listed on the Company's website shown below.

The Company's website (<https://www.aa-material.co.jp>)

Voting Guide

If you are attending the Meeting:



Please hand in the enclosed Voting Rights Exercise Form at the front desk when you arrive at the venue.

Date and
Time:

Friday, June 26, 2020 at 10:00 a.m.
(Reception begins at 9:00 a.m.)

Place:

Conference Hall (8th floor), Head office of the Company
2-5-5 Tsurumi-chuo, Tsurumi-ku, Yokohama, Kanagawa

*The guide map to the venue is on the back cover of this booklet.

If you are exercising your voting rights by paper ballot (postal mail):



Please indicate your vote for or against the Proposals on the Voting Rights Exercise Form and send it back without a stamp (please make sure that it will arrive by the following deadline).

Deadline:

By 5:50 p.m. on Thursday, June 25, 2020
(Japan Standard Time)

How to Fill Out Voting Right Exercise Form

Indicate whether you approve or disapprove of each proposal here.

Proposals 2 and 3

If you approve of all -> Circle “賛(Approve)”

If you disapprove of all -> Circle “否(Disapprove)”

If you disapprove of some candidates

-> Circle “賛 Approve” and write the candidates' number of whom you disapprove in the blank column next to it.

If you are exercising your voting rights via the Internet:



1 Exercise of voting rights via the Internet:

Instead of exercising voting rights by paper ballot, you may exercise your voting rights at the “Voting Rights Exercise Site” specified by the Company. If you wish to vote via the Internet, please log in with the voting right exercise code and password shown on the right side of the enclosed Voting Rights Exercise Form and indicate your vote for or against following the instructions on the screen. To ensure security, you need to change the password at the first-time login.

Voting Rights
Exercise Site:

<https://soukai.mizuho-tb.co.jp/>

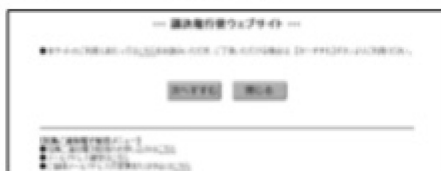
2 How to vote at the Voting Rights Exercise Site:

STEP1

<https://soukai.mizuho-tb.co.jp/>

Enter the URL above to access the Voting Rights Exercise Site.

STEP2



Click here, the word “こちら” (written in blue) read the page for “インターネットによる議決権行使について,” and click “次へすすむ”

STEP3



Enter your “議決権行使コード” and click “次へ” The password change screen will be displayed. Enter the password shown on your “議決権行使書用紙” and the new password you wish to configure and click “登録”

STEP4

Indicate your vote for or against following the instructions on the screen.

3 Notes:

- The password is a means through which to ascertain that a voting person is a qualified stockholder.
- The Company and the registrar of the shareholder list (Stock Transfer Agency Department of Mizuho Trust & Banking Co., Ltd.) never ask about the password.
- If you input a wrong password more than a certain number of times, your password will be locked and rendered unusable. If locked, please follow the instructions on the screen.
- Although the Voting Rights Exercise Site has been checked with a general Internet connection device whether the operation is normal, it may not be available depending on the device used.

4 Acknowledgement:

- If you vote both by paper ballot and via the Internet, the vote via the Internet shall prevail.
- If you vote via the Internet several times, the last vote shall prevail.
- Passwords (including those changed by stockholders) shall be valid only for the vote at this General Meeting of Stockholders.
- Any costs arising from access to the Internet shall be borne by stockholders.

Inquiry:

1. Inquiries regarding how to use the Voting Rights Exercise Site
Internet Help Dial, Stock Transfer Agency Department of
Mizuho Trust & Banking Co., Ltd.
TEL: 0120—768—524 (Toll free in Japan)
Operating hours: 9:00 a.m. - 9:00 p.m. (excluding
Saturdays, Sundays and holidays)

2. Inquiries other than 1. on the left:
Stock Transfer Agency Department of Mizuho Trust
& Banking Co., Ltd.
TEL: 0120—288—324 (Toll free in Japan)
Operating hours: 9:00 a.m. - 5:00 p.m.
(excluding Saturdays, Sundays and holidays)

Deadline:

By 5:50 p.m. on Thursday, June 25, 2020 (Japan Standard Time)

Exercise of voting rights via the “Electronic Voting Rights Exercise Platform” for institutional investors:

Institutional investors who have applied in advance to use the Electronic Voting Rights Exercise Platform operated by ICJ, Inc. can use the platform to vote via the electromagnetic method at the General Meeting of Stockholders of the Company.

Reference Documents for the General Meeting of Stockholders

Proposals and references

Proposal No. 1: Appropriation of Surplus

With respect to the appropriation of surplus, the Company would like to pay out as follows.

Matters regarding the year-end dividend

The Company determines the appropriation of surplus on the basis of the basic policy of aiming to secure and expand profits through sound corporate activities, and returning part of the surplus based on the stable revenues to its stockholders in the form of dividends and maintaining continuous and stable dividend payouts. Under this basic policy, the Company would like to pay out the year-end dividend for the term under review as follows, in consideration of our performance for the term under review and the future business development.

Type of dividend property

Cash

Matters concerning the distribution of dividends to stockholders and its total amount

30 yen per share of common stock of the Company, for a total amount of 232,785,930 yen.

Note: Since an interim dividend of 25 yen was paid, the annual dividend for the term under review amounts to 55 yen per share.

Effective date of dividends from surplus

Monday, June 29, 2020

Proposal No. 2: Election of Seven Directors

The term of office of all seven Directors will expire at the close of this General Meeting of Stockholders. Accordingly, we propose the election of seven Directors.

The candidates for Director are as follows.

No.	Name	Current position and responsibilities	Attribute
1	Tohru Makino	President & Representative Director	Reappointment
2	Hiroyuki Nakamura	Director and Senior Executive Officer Senior General Manager, Internal Control & Risk Management Headquarters	Reappointment
3	Atsushi Niikawa	Director and Senior Executive Officer In charge of General Affairs Department, Accounting Department, Corporate Planning Department and Information Systems Department Senior General Manager, Business Promotion Department	Reappointment
4	Rai Ko	Director and Managing Executive Officer In charge of Materials/Logistics Department and Technology Development Center Senior General Manager, Building Materials Division, General Manager, Production Department and General Manager, Building Materials Production Department of Building Materials Division	Reappointment
5	Shigeaki Deshimaru	Director and Managing Executive Officer President & Representative Director of A&A Construction Corporation	Reappointment
6	Shigemi Takura	Director Lawyer, Takura Law Office	Reappointment Outside Independent
7	Hideki Tokai	Director Certified Public Tax Accountant, Hideki Tokai Tax Accountant Office Outside Corporate Auditor of MINISTOP Co., Ltd. External Audit & Supervisory Board Member of SHIN NIPPON AIR TECHNOLOGIES CO., LTD.	Reappointment Outside Independent

Attributes of candidates:

Reappointment: Director to be reappointed

Outside: Outside Director

Independent: Independent Director as stipulated by stock exchanges, etc.

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions	Number of shares of the Company held
1	<p>Tohru Makino <u>Reappointment</u> (January 14, 1956)</p> <p>Attended 16 out of 16 meetings of the Board of Directors</p>	<p>April 1979 Joined Chichibu Cement Co., Ltd. October 1998 Affiliates Department of Taiheiyo Cement Corporation November 2001 General Manager, Corporate Planning Department of A&A Material Corporation April 2008 Executive Officer and General Manager, Sales Department, Cement Business Division of DC Co., Ltd. April 2011 General Manager, Affiliate Businesses Department of Taiheiyo Cement Corporation April 2012 Adviser of A&A Material Corporation June 2012 Director and Senior Executive Officer of A&A Material Corporation June 2015 President & Representative Director of A&A Material Corporation (to present)</p> <p>Reason for nominating Tohru Makino as Director Mr. Tohru Makino has a wealth of knowledge about corporate management as President & Representative Director and appropriately performs the supervisory function with respect to the Group's decision-making regarding important matters and its business execution, while steadily taking successive action to strengthen management infrastructure through his strong leadership. The Company requests his re-election as Director so that he can spearhead the Group's efforts toward achieving sustainable growth and increasing corporate value.</p>	19,000

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions	Number of shares of the Company held
2	<p>Hiroyuki Nakamura Reappointment (October 25, 1956)</p> <p>Attended 16 out of 16 meetings of the Board of Directors</p>	<p>April 1980 Joined Chichibu Cement Co., Ltd.</p> <p>October 2005 General Manager, Business Department and General Manager, Logistics Department of Hokuriku Branch of Taiheiyo Cement Corporation</p> <p>October 2008 General Manager, Business Department, Fujiwara Plant of Taiheiyo Cement Corporation</p> <p>July 2013 Director, General Manager, Real Estate Department and General Manager, General Affairs Department of Taiheiyo Real Estate Corporation</p> <p>April 2014 General Manager, Real Estate Business Department of Taiheiyo Cement Corporation</p> <p>April 2016 Adviser of A&A Material Corporation</p> <p>June 2016 Director and Managing Executive Officer of A&A Material Corporation</p> <p>June 2018 Director and Senior Executive Officer of A&A Material Corporation</p> <p>April 2020 Director and Senior Executive Officer and Senior General Manager, Internal Control & Risk Management Headquarters of A&A Material Corporation (to present)</p> <p>Reason for nominating Hiroyuki Nakamura as Director Having served as an officer in charge of a wide range of areas including corporate planning, general affairs, accounting, and research and development as a manager, Mr. Hiroyuki Nakamura has contributed to implementing the Group's business strategies and strengthening its corporate structure from a comprehensive perspective. The Company requests his re-election as Director so that going forward he can oversee internal control and risk management departments and further strengthen Group governance.</p>	6,100

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions	Number of shares of the Company held
3	<p>Atsushi Niikawa <u>Reappointment</u> (June 23, 1958)</p> <p>Attended 16 out of 16 meetings of the Board of Directors</p>	<p>April 1982 Joined Asahi Sekimen Kogyo Co., Ltd. April 2007 General Manager, Planning and Administration Department of A&A Material Corporation October 2008 Deputy General Manager, Corporate Planning Department of A&A Material Corporation April 2009 Deputy General Manager, General Affairs Department of A&A Material Corporation August 2010 General Manager, General Affairs Department of A&A Material Corporation April 2012 General Manager, Hokkaido Branch of A&A Material Corporation April 2014 Executive Officer of A&A Material Corporation June 2015 Director and Executive Officer of A&A Material Corporation June 2017 Director and Executive Officer, Deputy Senior General Manager, Building Materials Division and General Manager, Building Materials Sales Department of A&A Material Corporation April 2018 Director and Executive Officer, Senior General Manager, Building Materials Division of A&A Material Corporation June 2018 Director and Managing Executive Officer, Senior General Manager, Building Materials Division of A&A Material Corporation June 2019 Director and Senior Executive Officer, Senior General Manager, Building Materials Division and Senior General Manager, Business Promotion Department of A&A Material Corporation April 2020 Director and Senior Executive Officer and Senior General Manager, Business Promotion Department of A&A Material Corporation (to present)</p> <p>Reason for nominating Atsushi Niikawa as Director Utilizing a wealth of experience and knowledge, Mr. Atsushi Niikawa has overseen building materials departments and has contributed to boosting business performance, such as directing and supervising the Group companies as well as streamlining the Group assets as a manager. The Company requests his re-election as Director so that going forward he can promote the Group's management strategy and its work-style reforms, while also expanding the business of the Group as a whole.</p>	6,200

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions	Number of shares of the Company held
4	<p>Rai Ko <u>Reappointment</u> (November 5, 1957)</p> <p>Attended 16 out of 16 meetings of the Board of Directors</p>	<p>April 1993 Joined ASK Corp.</p> <p>April 2009 President & Representative Director of A&A Aichi Corporation</p> <p>April 2012 General Manager, Production Department of A&A Material Corporation</p> <p>April 2013 General Manager, Technology Development Center of A&A Material Corporation</p> <p>April 2014 Executive Officer, General Manager, Technology Development Center of A&A Material Corporation</p> <p>April 2016 Executive Officer, Senior General Manager, Internal Control & Risk Management Headquarters of A&A Material Corporation</p> <p>June 2016 Director and Executive Officer, Senior General Manager, Internal Control & Risk Management Headquarters of A&A Material Corporation</p> <p>April 2018 Director and Executive Officer, Deputy Senior General Manager, Building Materials Division and General Manager, Production Department</p> <p>June 2019 Director and Managing Executive Officer, Deputy Senior General Manager, Building Materials Division and General Manager, Production Department of A&A Material Corporation</p> <p>April 2020 Director and Managing Executive Officer, Senior General Manager, Building Materials Division and General Manager, Production Department of A&A Material Corporation (to present)</p> <p>Reason for nominating Rai Ko as Director Having overseen research and development, quality assurance, internal control, production, and the Materials/Logistics Department, and served as a manager of the Group companies, Mr. Rai Ko has contributed to improving the Group's profitability utilizing this wealth of experience and knowledge. The Company requests his re-election as Director so that going forward he can further ensure sound business strategies through oversight of building materials departments, while also helping to generate corporate value by improving production efficiency and facilitating research and development.</p>	4,700

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions	Number of shares of the Company held
5	<p>Shigeaki Deshimaru Reappointment (November 18, 1958)</p> <p>Attended 16 out of 16 meetings of the Board of Directors</p>	<p>April 1982 Joined Asano Slate Co., Ltd.</p> <p>October 2008 General Manager, Kyushu Branch of A&A Material Corporation</p> <p>April 2010 General Manager, Hokkaido Branch of A&A Material Corporation</p> <p>April 2012 General Manager, Kyushu Branch of A&A Material Corporation</p> <p>April 2013 General Manager, Kanto Branch of A&A Material Corporation</p> <p>April 2015 Executive Officer, Deputy Senior General Manager, Building Materials Division and General Manager, Building Materials Sales Department of A&A Material Corporation</p> <p>June 2015 Executive Officer, Deputy Senior General Manager, Building Materials Division and General Manager, Building Materials Sales Department of A&A Material Corporation, Director of A&A Construction Corporation</p> <p>April 2017 Executive Officer, Deputy Senior General Manager, Building Materials Division and General Manager, Building Materials Sales Department of A&A Material Corporation, President & Representative Director of A&A Construction Corporation</p> <p>June 2017 Director and Executive Officer of A&A Material Corporation President & Representative Director of A&A Construction Corporation (to present)</p> <p>June 2019 Director and Managing Executive Officer of A&A Material Corporation President & Representative Director of A&A Construction Corporation (to present)</p> <p>Reason for nominating Shigeaki Deshimaru as Director Mr. Shigeaki Deshimaru has been involved with sales departments for many years, and after serving as General Manager of branch offices, he has led building materials departments, and has facilitated the expansion and development of that field of business. He has also contributed to improving business performance by thoroughly undertaking administration of construction work as a manager of a construction company that is part of the Group. The Company requests his re-election as Director so that going forward he can further improve the Group's profitability and implement its growth strategy by utilizing his wealth of experience and knowledge.</p>	3,300

No.	Name (Date of birth)	Career summary, position, responsibilities and significant concurrent positions	Number of shares of the Company held
6	<p>Shigemi Takura</p> <p>Reappointment</p> <p>Outside</p> <p>Independent</p> <p>(February 15, 1954)</p> <p>Attended 16 out of 16 meetings of the Board of Directors</p>	<p>April 1981 Registered as a lawyer</p> <p>April 1984 Established Takura Law Office (to present)</p> <p>June 1997 Outside Corporate Auditor of ASK Corp.</p> <p>April 2013 Specially Appointed Professor, Graduate School of Law of Aoyama Gakuin University</p> <p>June 2015 Outside Director of A&A Material Corporation (to present)</p> <p>April 2018 Visiting Professor, Graduate School of Law of Aoyama Gakuin University</p> <p>Reason for nominating Shigemi Takura as Outside Director Although Mr. Shigemi Takura has not directly engaged in corporate management other than serving as an outside officer in the past, he has greatly facilitated efforts to strengthen the governance structure, having appropriately performed his role in part by providing supervision with respect to business execution as an Outside Director of the Company based on his wealth of experience and expertise as a long-serving lawyer. Accordingly, the Company requests his re-election as Independent Outside Director.</p>	1,300
7	<p>Hideki Tokai</p> <p>Reappointment</p> <p>Outside</p> <p>Independent</p> <p>(January 18, 1954)</p> <p>Attended 16 out of 16 meetings of the Board of Directors</p>	<p>April 1972 Joined Tokyo Regional Taxation Bureau</p> <p>July 2007 Director of Kesennuma Tax Office</p> <p>July 2008 Chief Inspection Officer, Commissioner's Secretariat of National Tax Agency</p> <p>July 2011 Director of Kashiwa Tax Office</p> <p>July 2012 Deputy Director, Third Investigation Department of Tokyo Regional Taxation Bureau</p> <p>July 2013 Director of Shiba Tax Office</p> <p>August 2014 Registered as certified tax accountant</p> <p>August 2014 Established Hideki Tokai Tax Accountant Office (to present)</p> <p>May 2015 Outside Corporate Auditor of MINISTOP Co., Ltd. (to present)</p> <p>June 2018 Outside Director of A&A Material Corporation (to present)</p> <p>June 2019 External Audit & Supervisory Board Member of SHIN NIPPON AIR TECHNOLOGIES CO., LTD. (to present)</p> <p>Reason for nominating Hideki Tokai as Outside Director Although Mr. Hideki Tokai has not directly engaged in corporate management other than serving as an outside officer in the past, he has greatly facilitated efforts to strengthen the governance structure, having appropriately performed his role in part by providing supervision with respect to business execution as an Outside Director of the Company based on his thorough knowledge of corporate taxes as a certified tax accountant with a wealth of experience working at Regional Taxation Bureaus, as well as high levels of expertise in accounting. Accordingly, the Company requests his re-election as Independent Outside Director.</p>	1,700

Notes: 1. No special relationship exists between the Company and any of the candidates.

2. Please refer to "Company Officers" of the Business Report for the current responsibilities at the Company of each of the candidates to be re-elected.

3. Mr. Shigemi Takura is a candidate for Outside Director.

Mr. Shigemi Takura served as Outside Corporate Auditor of ASK Corp. (currently A&A Material

Corporation) from June 1997 to June 2000. Since his retirement, more than ten years have passed, and he has not held a position as an executive or officer of the Company or any entity that has a special relationship with the Company. Mr. Shigemi Takura will have served as Outside Director for five years at the close of this Ordinary General Meeting of Stockholders. The Company has registered him at Tokyo Stock Exchange, Inc. as an independent director as stipulated by Tokyo Stock Exchange, Inc.

4. Mr. Hideki Tokai is a candidate for Outside Director.

Mr. Hideki Tokai and the Company had concluded a service contract under which Mr. Hideki Tokai served as a tax consultant of the Company from September 2014 to March 2018. He has not held a position as an executive or officer of the Company or any entity that has a special relationship with the Company since then. Mr. Hideki Tokai will have served as Outside Director for two years at the close of this Ordinary General Meeting of Stockholders. In addition, Mr. Hideki Tokai plans to assume the position of External Director (Audit & Supervisory Committee Member) of SHIN NIPPON AIR TECHNOLOGIES CO., LTD. on June 26, 2020. The Company has registered him at Tokyo Stock Exchange, Inc. as an independent director as stipulated by Tokyo Stock Exchange, Inc.

5. Independence of the candidates for Outside Director as Outside Director

(1) Neither Mr. Shigemi Takura nor Mr. Hideki Tokai is scheduled to receive or has in the past two years received a significant amount of money or other property from the Company or any entity that has a special relationship with the Company.

(2) Neither Mr. Shigemi Takura nor Mr. Hideki Tokai is a spouse or relative within the third degree of kinship or any other person equivalent thereto of an executive or officer of the Company or any entity that has a special relationship with the Company.

(3) Neither Mr. Shigemi Takura nor Mr. Hideki Tokai has in the past five years served as an executive or officer of the Company or any entity that has a special relationship with the Company.

6. Limited liability agreement with Outside Directors

The Company has concluded a limited liability agreement with Mr. Shigemi Takura and Mr. Hideki Tokai, and plans to continue the said agreement with them if their re-election is approved. Overview of the agreement is as follows:

(1) In the event that an Outside Director is deemed to be liable for damages to the Company due to the negligence of his/her duties, the maximum liability for damages of the Outside Director is set at the minimum limit of liability specified in Article 425, Paragraph 1 of the Companies Act.

(2) The aforementioned limited liability is only applied in cases where the Outside Director performed his/her duties that caused his/her liabilities in good faith and without gross negligence.

Proposal No. 3: Election of Three Corporate Auditors

The term of office of all three Corporate Auditors will expire at the close of this General Meeting of Stockholders. Accordingly, we propose the election of three Corporate Auditors.

In addition, the consent of the Board of Corporate Auditors has been obtained for this proposal.

The candidates for Corporate Auditor are as follows.

No.	Name	Current position	Attribute
1	Yutaka Mori	Standing Corporate Auditor	Reappointment Outside Independent
2	Akira Owada	Standing Corporate Auditor	Reappointment
3	Isao Matsui	Corporate Auditor	Reappointment Outside

Attributes of candidates:

Reappointment: Corporate Auditor to be reappointed

Outside: Outside Corporate Auditor

Independent: Independent Corporate Auditor as stipulated by stock exchanges, etc.

No.	Name (Date of birth)	Career summary, position and significant concurrent positions	Number of shares of the Company held
1	<p>Yutaka Mori</p> <p>Reappointment</p> <p>Outside</p> <p>Independent</p> <p>(March 9, 1956)</p> <p>Attended 16 out of 16 meetings of the Board of Directors and 14 of 14 meeting of the Board of Corporate Auditors</p>	<p>April 1979 Joined The Fuji Bank, Limited</p> <p>July 2001 General Manager, Shinkawa Branch of The Fuji Bank, Limited</p> <p>April 2003 General Manager, Kichijoji Branch of Mizuho Bank, Ltd.</p> <p>January 2006 General Manager, Osaka Municipal Division of Mizuho Bank, Ltd.</p> <p>January 2009 Director and Managing Executive Officer, General Manager of Sales Division of Figla Co., Ltd.</p> <p>June 2011 Standing Corporate Auditor of UC CARD Co., Ltd.</p> <p>June 2016 Standing Corporate Auditor (Outside Corporate Auditor) of A&A Material Corporation (to present)</p> <p>Reason for nominating Yutaka Mori as Outside Corporate Auditor</p> <p>Mr. Yutaka Mori has a wealth of experience and knowledge which includes his having served as a standing corporate auditor at other companies and having engaged in corporate management, in addition to his many years of career experience in the financial institutions. Since having assumed the position of Standing Corporate Auditor of the Company in 2016, he has been engaging in stringent audits with respect to management of the entire Group. Accordingly, the Company requests his re-election as Outside Corporate Auditor.</p>	3,800

No.	Name (Date of birth)	Career summary, position and significant concurrent positions	Number of shares of the Company held
2	<p>Akira Owada <u>Reappointment</u> (August 20, 1954)</p> <p>Attended 16 out of 16 meetings of the Board of Directors and 14 of 14 meeting of the Board of Corporate Auditors</p>	<p>November 1994 Joined Asano Slate Co., Ltd.</p> <p>April 2007 General Manager, Technology Development Center of A&A Material Corporation</p> <p>April 2012 Executive Officer, General Manager, Technology Development Center of A&A Material Corporation</p> <p>April 2013 Executive Officer, Deputy Senior General Manager, Building Materials Division and General Manager, Production Department of A&A Material Corporation</p> <p>June 2013 Director and Executive Officer, Deputy Senior General Manager, Building Materials Division and General Manager, Production Department of A&A Material Corporation</p> <p>June 2014 Director and Executive Officer, Deputy Senior General Manager, Building Materials Division and General Manager, Production Department of A&A Material Corporation</p> <p>President & Representative Director of Kanto Asano Pipe Co., Ltd.</p> <p>April 2015 Director of A&A Material Corporation President & Representative Director of Kanto Asano Pipe Co., Ltd.</p> <p>June 2015 President & Representative Director of Kanto Asano Pipe Co., Ltd. President & Representative Director of Komen Co., Ltd.</p> <p>April 2016 President & Representative Director of Kanto Asano Pipe Co., Ltd.</p> <p>June 2016 Standing Corporate Auditor of A&A Material Corporation (to present)</p> <p>Reason for nominating Akira Owada as Corporate Auditor Mr. Akira Owada has a wealth of experience and accomplishments as a manager of the Company and Group companies, and also possesses deep knowledge and understanding encompassing the Group's business activities on the whole. Since having assumed the position of Standing Corporate Auditor of the Company in 2016, he has been engaging in stringent audits with respect to management of the entire Group. Accordingly, the Company requests his re-election as Corporate Auditor.</p>	2,200

No.	Name (Date of birth)	Career summary, position and significant concurrent positions	Number of shares of the Company held
3	<p>Isao Matsui <u>Reappointment</u> <u>Outside</u> (May 24, 1961)</p> <p>Attended 15 out of 16 meetings of the Board of Directors and 13 of 14 meeting of the Board of Corporate Auditors</p>	<p>April 1985 Joined Nihon Cement Co., Ltd. May 2009 Leader, Planning Group, Group Business Development Department of Taiheiyo Cement Corporation</p> <p>April 2011 Leader, Planning Group, Affiliate Businesses Department of Taiheiyo Cement Corporation</p> <p>June 2011 Outside Corporate Auditor of A&A Material Corporation (to present)</p> <p>April 2015 General Manager, Construction Materials Business Department of Taiheiyo Cement Corporation</p> <p>June 2015 Corporate Auditor of Onoda Chemico Co., Ltd. (to present)</p> <p>June 2016 Director of Taiheiyo Precast Concrete Industry Co., Ltd. (to present)</p> <p>June 2019 Director of Taiheiyo Accounting & Financial Services Corporation (to present)</p> <p>April 2020 Executive Officer and General Manager, Construction Materials Business Department of Taiheiyo Cement Corporation (to present)</p> <p>Reason for nominating Isao Matsui as Outside Corporate Auditor Mr. Isao Matsui has a wealth of experience with respect to finance, accounting and planning in Taiheiyo Cement Corporation and also possesses in-depth knowledge in a wide range of fields. Since having assumed the position of Corporate Auditor of the Company in 2011, he has been engaging in stringent audits with respect to management of the entire Group. Accordingly, the Company requests his re-election as Outside Corporate Auditor.</p>	—

- Notes: 1. No special relationship exists between the Company and any of the candidates.
2. Mr. Yutaka Mori and Mr. Isao Matsui are candidates for Outside Corporate Auditor.
Mr. Yutaka Mori will have served as Outside Director for four years at the close of this Ordinary General Meeting of Stockholders.
Mr. Isao Matsui will have served as Outside Director for nine years at the close of this Ordinary General Meeting of Stockholders.
The Company has registered Mr. Yutaka Mori at Tokyo Stock Exchange, Inc. as an independent corporate auditor as stipulated by Tokyo Stock Exchange, Inc.
3. Independence of the candidates for Outside Corporate Auditor as Outside Corporate Auditor
(1) Neither Mr. Yutaka Mori nor Mr. Isao Matsui is scheduled to receive or has in the past two years received a significant amount of money or other property from the Company or any entity that has a special relationship with the Company.
(2) Neither Mr. Yutaka Mori nor Mr. Isao Matsui is a spouse or relative within the third degree of kinship or any other person equivalent thereto of an executive or officer of the Company or any entity that has a special relationship with the Company.
(3) Neither Mr. Yutaka Mori nor Mr. Isao Matsui has in the past five years served as an executive or officer of the Company or any entity that has a special relationship with the Company.
4. Limited liability agreement with Corporate Auditors
The Company has concluded a limited liability agreement with Mr. Yutaka Mori, Mr. Akira Owada and Mr. Isao Matsui, and plans to continue the said agreement with them if their re-election is approved.
Overview of the agreement is as follows:
(1) In the event that a Corporate Auditor is deemed to be liable for damages to the Company due to the negligence of his/her duties, the maximum liability for damages of the Corporate Auditor is set at the minimum limit of liability specified in Article 425, Paragraph 1 of the Companies Act.
(2) The aforementioned limited liability is only applied in cases where the Corporate Auditor performed his/her duties that caused his/her liabilities in good faith and without gross negligence.

Proposal No. 4: Election of One Substitute Corporate Auditor

In order to prepare for cases where a vacancy results in a shortfall in the number of Corporate Auditors prescribed by laws, we propose the election of one Substitute Corporate Auditor.

In addition, the consent of the Board of Corporate Auditors has been obtained for this proposal.

The candidate for Substitute Corporate Auditor is as follows.

Name (Date of birth)	Career summary, position and significant concurrent positions	Number of shares of the Company held
Katsutoshi Ichikawa <u>Reappointment</u> <u>Outside</u> (September 5, 1968)	<p>April 1994 Joined Onoda Cement Co., Ltd.</p> <p>October 1994 Central Research Laboratory of Chichibu Onoda Co., Ltd.</p> <p>June 2007 Ductal Sales Department, Construction Materials Company of Taiheiyo Cement Corporation</p> <p>June 2009 Sales Department, Cement Company of Taiheiyo Cement Corporation</p> <p>October 2009 Construction Materials Business Group, Group Business Development Department of Taiheiyo Cement Corporation</p> <p>April 2011 Construction Materials Business Group, Affiliate Businesses Department of Taiheiyo Cement Corporation</p> <p>April 2015 Business Planning Group, Construction Materials Business Department and Construction Material Team, Research Department II, Central Research Laboratory of Taiheiyo Cement Corporation</p> <p>April 2019 Leader, Business Planning Group, Construction Materials Business Department and Planning & Research Group, Business Planning Department, International Business Division of Taiheiyo Cement Corporation (to present)</p> <p>June 2019 Substitute Corporate Auditor of A&A Material Corporation (to present)</p> <p>June 2019 Corporate Auditor of CLION Co., Ltd. (to present)</p> <p>Reason for nominating Katsutoshi Ichikawa as Substitute Outside Corporate Auditor Although Mr. Katsutoshi Ichikawa has not directly engaged in corporate management in the past, he has a wealth of experience and knowledge about research and development, planning and building material business that he accumulated while working at Taiheiyo Cement Corporation. The Company has accordingly judged that he is qualified as Substitute Outside Corporate Auditor and requests his election.</p>	—

Notes: 1. No special relationship exists between the Company and the candidate.

2. Mr. Katsutoshi Ichikawa is a candidate for Substitute Outside Corporate Auditor.

3. Independence of the candidate for Substitute Corporate Auditor as Outside Corporate Auditor

(1) Mr. Katsutoshi Ichikawa is not scheduled to receive or has not in the past two years received a significant amount of money or other property from the Company or any entity that has a special relationship with the Company.

(2) Mr. Katsutoshi Ichikawa is not a spouse or relative within the third degree of kinship or any other person equivalent thereto of an executive or officer of the Company or any entity that has a special relationship with the Company.

(3) Mr. Katsutoshi Ichikawa has not in the past five years served as an executive or officer of the Company

or any entity that has a special relationship with the Company.

4. Limited liability agreement with Corporate Auditors

The Company plans to conclude a limited liability agreement with Mr. Katsutoshi Ichikawa, if his election as Substitute Corporate Auditor is approved, and if he takes office as Corporate Auditor during his term of office due to a shortfall in the number of Corporate Auditors prescribed by laws.

Overview of the agreement is as follows:

- (1) In the event that a Corporate Auditor is deemed to be liable for damages to the Company due to the negligence of his/her duties, the maximum liability for damages of the Corporate Auditor is set at the minimum limit of liability specified in Article 425, Paragraph 1 of the Companies Act.
- (2) The aforementioned limited liability is only applied in cases where the Corporate Auditor performed his/her duties that caused his/her liabilities in good faith and without gross negligence.