

IMPORTANT NOTICE

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Securities Code: 1812
June 8, 2022

To Stockholders with Voting Rights

Hiromasa Amano
President and Representative Director
Kajima Corporation
3-1, Motoakasaka 1-chome, Minato-ku,
Tokyo, Japan

NOTICE OF THE 125th ORDINARY STOCKHOLDERS' MEETING

Please be advised that the 125th Ordinary Stockholders' Meeting of the Company will be held as described below.

In order to prevent the spread of the novel coronavirus disease, stockholders are kindly requested to refrain from attending the meeting in person and instead exercise their voting rights in advance via the Internet or by mailing the Voting Rights Exercise Form.

Please review the attached Reference Documents for the Stockholders' Meeting and exercise your voting rights by entering your votes or returning the Voting Rights Exercise Form so that it reaches us no later than Monday, June 27, 2022 at 5:30 p.m., Japan Standard Time.

- 1. Date and Time:** Tuesday, June 28, 2022 at 10:00 a.m., Japan Standard Time
- 2. Place:** East 21 Hall
1st floor, Hotel East 21 Tokyo
3-3, Toyo 6-chome, Koto-ku, Tokyo, Japan
- 3. Agenda of the Meeting:**
 - Matters to be reported:**
 1. The Business Report, the Consolidated Financial Statements, and the audit results of the Consolidated Financial Statements by the Independent Auditor and the Audit & Supervisory Board for the 125th Fiscal Year (from April 1, 2021 to March 31, 2022)
 2. The Non-consolidated Financial Statements for the 125th Fiscal Year (from April 1, 2021 to March 31, 2022)
 - Proposals to be resolved:**
 - Proposal No. 1:** Appropriation of Retained Earnings
 - Proposal No. 2:** Partial Amendments to the Articles of Incorporation
 - Proposal No. 3:** Election of thirteen Directors
 - Proposal No. 4:** Election of one Audit & Supervisory Board Member

Remarks Related to the Convocation of the Ordinary Stockholders' Meeting

1. **We recommend that you exercise your voting rights in advance via the Internet or by mailing the enclosed Voting Rights Exercise Form.**
2. Since a detailed explanation of the matters to be reported and the proposals will be omitted at this Stockholders' Meeting, we request you to read this notice in advance.
3. Since the seats of stockholders at the venue of the Stockholders' Meeting will be placed at a safe distance from each other to reduce the risk of infection, **the number of seats available will be significantly fewer than usual years.** Please note that **you therefore may be declined entry even if you come to the venue on the day of the meeting.**
4. Souvenirs will not be provided at this Stockholders' Meeting.
5. We will aim to conduct smooth and efficient proceedings. Therefore, the number of questions each stockholder can ask in the Q&A session will be limited to one question.
6. If you plan to attend the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk when you arrive at the venue.
If you plan to exercise your voting rights by proxy at the meeting, it is required to submit a written power of attorney and your Voting Rights Exercise Form as well as the proxy's Voting Rights Exercise Form at the reception desk of the meeting. (Pursuant to the Articles of Incorporation of the Company, only one stockholder with voting right can be appointed as a proxy.)
7. As for the documents which should be provided related to this Notice of Stockholder's Meeting, the Notes for the Consolidated Financial Statements and the Notes for the Non-consolidated Financial Statements are posted on the Company's website (<https://www.kajima.co.jp/>), pursuant to the laws and regulations and the Articles of Incorporation of the Company, and are not included in the Attached Documents of this Notice.
The Consolidated and Non-consolidated Financial Statements included in the Attached Documents of this Notice are part of Consolidated and Non-consolidated Financial Statements audited by Audit & Supervisory Board Members and the Independent Auditor when preparing their respective audit reports.
8. Any changes to the date, time and place of the meeting as well as amendments to the Attached Documents and the Reference Documents for the Stockholders' Meeting will be listed on the Company's website (<https://www.kajima.co.jp/>).

Guide for exercise of voting rights:

The following four methods are available for exercise of voting rights.

(1) Exercise of voting rights via “Smart Voting”

Voting deadline: Monday, June 27, 2022 at 5:30 p.m., Japan Standard Time

Please scan “the Login QR Code to Voting Rights Exercise Website for Smartphones” in the bottom-right corner of the enclosed Voting Rights Exercise Form using a smartphone or tablet device, and enter your votes for or against each of the proposals no later than the voting deadline.

*There is no website for mobile phones.

▶▷ Please refer to the enclosed leaflet for the details of exercise of voting rights.

(2) Exercise of voting rights by entering the voting rights exercise code and password

Voting deadline: Monday, June 27, 2022 at 5:30 p.m., Japan Standard Time

Please access our voting website and enter your votes for or against each of the proposals no later than the voting deadline.

[URL of the website for exercise of voting rights] <https://www.web54.net>

▶▷ Please refer to the following page for the details of exercise of voting rights.

(3) Exercise of voting rights by post

Voting deadline: Monday, June 27, 2022 at 5:30 p.m., Japan Standard Time

Please indicate your votes for or against each of the proposals on the enclosed Voting Rights Exercise Form and return the form so that it reaches us no later than the voting deadline.

(4) For stockholders attending the Stockholders’ Meeting

Please refrain from attending the meeting in person this year.

Date and time of the meeting: Tuesday, June 28, 2022 at 10:00 a.m., Japan Standard Time

Please bring the enclosed Voting Rights Exercise Form and submit it at the reception desk. We kindly ask you to bring this booklet as reference documents for the meeting agenda.

Guidance for Exercise of Voting Rights by Entering the Voting Rights Exercise Code and Password

You can exercise your voting rights by entering the voting rights exercise code and password only through the Company's designated website (<https://www.web54.net>).

Please read through the following content and confirm the following matters prior to using the website.

To exercise your voting rights by entering the voting rights exercise code and password, you will need the "voting rights exercise code" and the "password" printed on the back side of the Voting Rights Exercise Form.

Website for Exercise of Voting Rights

<https://www.web54.net>

You can also exercise your voting rights via a smartphone or tablet device by scanning the QR code on the right using the barcode reader in your mobile device and accessing the website for exercise of voting rights.



Handling of exercise of voting rights

- (1) If you exercise your voting rights both by post and through the Internet, etc., the exercise through the Internet, etc. shall be deemed to be effective.
- (2) If you exercise your voting rights more than once through the Internet, etc., the last vote shall be deemed to be effective.

Handling of password

- (1) The password is important information used to verify whether the person exercising voting rights is a legitimate stockholder. Please handle it carefully.
- (2) The password will be disabled when inputted incorrectly for a certain number of times. If your password is locked, please follow the instructions on the screen.

Conditions for using the system

Fees for internet providers and carriers (connection charges, etc.) associated with using the website for exercise of voting rights shall be at your own expense.

Contact information regarding the operation of your personal computer, etc.

If you have any questions regarding the operation of your personal computer, etc. to exercise your voting rights on the website, please contact the following for assistance:

Hotline of Stock Transfer Agency Web Support, Sumitomo Mitsui Trust Bank, Limited
0120-652-031 (toll free in Japan, operating hours: 9:00 a.m. to 9:00 p.m., Japan Standard Time)

For institutional investors

The Company participates in the "Electronic Voting System Platform" operated by ICJ, Inc.

Reference Documents for the Stockholders' Meeting

Proposals and References

Proposal No. 1: Appropriation of Retained Earnings

The Company's basic policy is to strive for a dividend payout ratio of 30%, as well as to flexibly contribute to stockholder returns by acquiring own shares and other means with consideration of business performance, financial condition and business environment.

The Company proposes a year-end dividend for the fiscal year under review and appropriation of retained earnings in the following manner.

1. Year-end Dividend

(1) Type of Distribution

Cash

(2) Allocation of Distribution per-share and Total Amounts

¥31.00 per common share of the Company

¥15,294,937,542 in total

As such, the dividend for the fiscal year under review will be ¥58 per share, including a ¥27 interim dividend.

(3) Effective Date of Dividend Payment

June 29, 2022

2. Other Appropriation of Retained Earnings

(1) Item and the Amount of Retained Earnings to be Increased

General reserve: ¥43.0 billion

(2) Item and the Amount of Retained Earnings to be Decreased

Retained earnings carried forward: ¥43.0 billion

Proposal No. 2: Partial Amendments to the Articles of Incorporation

1. Reasons for amendments

The amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) will take effect on September 1, 2022.

Accordingly, the Company proposes to make the following amendments to the Articles of Incorporation to prepare for the introduction of the system for electronic provision of documents for general meetings of shareholders.

- (1) The proposed Article 16, “Measures for Electronic Provision, etc.,” provides that information contained in the reference documents, etc. for general meetings of shareholders shall be provided electronically, and establishes a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders upon request.
- (2) The Company proposes to delete the current Article 16 of the Articles of Incorporation, “Internet Disclosure and Deemed Delivery of Reference Documents, etc. for the General Meeting of Shareholders,” as the provision will become unnecessary after the introduction of the system for electronic provision of documents for general meetings of shareholders.
- (3) In line with the above establishment and deletion of the provisions, the Company proposes to establish supplementary provisions on the effective date and other relevant matters.

2. Contents of amendments

Proposed amendments are as follows:

(Underlined parts are amended.)

Current Articles of Incorporation	Proposed Amendments
<p style="text-align: center;">CHAPTER III GENERAL MEETING OF SHAREHOLDERS</p> <p style="text-align: center;">(Newly established)</p> <p><u>Article 16. Internet Disclosure and Deemed Delivery of Reference Documents, etc. for the General Meeting of Shareholders</u></p> <p><u>The Company may, in connection with the convocation of a general meeting of shareholders, deem that the information with respect to matters to be stated or indicated in the reference documents for general meeting of shareholders, business reports, financial statements and consolidated financial statements is provided to shareholders by disclosing such information using the Internet in accordance with the provisions of the Ministerial Ordinance of the Ministry of Justice.</u></p> <p style="text-align: center;">(Newly established) (Newly established)</p>	<p style="text-align: center;">CHAPTER III GENERAL MEETING OF SHAREHOLDERS</p> <p><u>Article 16. Measures for Electronic Provision, etc.</u> <u>The Company shall, when convening a general meeting of shareholders, provide information contained in the reference documents, etc. for the general meeting of shareholders, electronically. Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ministerial Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.</u></p> <p style="text-align: center;">(Deleted)</p> <p><u>SUPPLEMENTARY PROVISIONS</u></p> <p><u>Article 1.</u> <u>The amendments to Article 16 of the Articles of Incorporation shall take effect on September 1, 2022, the date of enforcement of the amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No.</u></p>

Current Articles of Incorporation	Proposed Amendments
<p>(Newly established)</p>	<p><u>70 of 2019) (the “Effective Date”); provided, however, that Article 16 of the Articles of Incorporation prior to the amendments, “Internet Disclosure and Deemed Delivery of Reference Documents, etc. for the General Meeting of Shareholders,” shall remain in force with respect to general meetings of shareholders to be held on a date within six months from the Effective Date.</u></p> <p><u>Article 2.</u></p> <p><u>The preceding Article and this Article shall be deleted after the lapse of six months from the Effective Date or the lapse of three months from the date of the general meeting of shareholders set forth in the preceding Article, whichever is later.</u></p>

Proposal No. 3: Election of thirteen Directors

The term of all twelve Directors will expire at the closing of this Stockholders' Meeting. Accordingly, the Company proposes electing thirteen Directors including five Outside Directors as it intends to increase the number of Outside Directors by one with an aim to enhance its corporate governance system.

The candidates are as shown in the table below.


This Proposal No. 3 has been determined by the Board of Directors after having undergone deliberation at the Nomination Advisory Committee consisting of Outside Directors and the President.


Candidate no.	Name	Positions and assignments at the Company	Number of Board of Directors Meetings Attended (Rate of Attendance)
1	Yoshikazu Oshimi [Renominated]	Chairman, Representative Director	14/14 (100%)
2	Hiromasa Amano [Renominated]	President, Representative Director Member of the Nomination Advisory Committee	11/11 (100%)
3	Masayasu Kayano [Renominated]	Executive Vice President, Representative Director Responsible for Civil Engineering	14/14 (100%)
4	Keisuke Koshijima [Renominated]	Executive Vice President, Representative Director General Manager, Overseas Operations Division	11/11 (100%)
5	Hiroshi Ishikawa [Renominated]	Director, Executive Vice President General Manager, Sales and Marketing Division	13/14 (93%)
6	Takeshi Katsumi [Renominated]	Director, Senior Executive Officer General Manager, Administration Division Overseeing Audit Department, Safety and Environmental Affairs Department and IT Solutions Department	11/11 (100%)
7	Ken Uchida [Renominated]	Director, Senior Executive Officer General Manager, Treasury Division	14/14 (100%)
8	Nobuyuki Hiraizumi [Renominated]	Director	14/14 (100%)
9	Koji Furukawa [Renominated] [Outside Director] [Independent Director]	Director Chairman of the Nomination Advisory Committee Chairman of the Governance and Remuneration Advisory Committee	14/14 (100%)
10	Masahiro Sakane [Renominated] [Outside Director] [Independent Director]	Director Member of the Nomination Advisory Committee Member of the Governance and Remuneration Advisory Committee	14/14 (100%)
11	Kiyomi Saito [Renominated] [Outside Director] [Independent Director] [Female]	Director Member of the Nomination Advisory Committee Member of the Governance and Remuneration Advisory Committee	14/14 (100%)
12	Yoichi Suzuki [Renominated] [Outside Director] [Independent Director]	Director Member of the Governance and Remuneration Advisory Committee	11/11 (100%)
13	Tamotsu Saito [New candidate] [Outside Director] [Independent Director]	—	—


[Reference] Major areas of expertise and experience of the candidates (skills matrix)


- ◆ As candidates for Directors, the Company has nominated the following individuals who have the ability to apply the knowledge they have cultivated in their respective fields, such as business, finance and technology, to support the sustainable growth and progress of the Group for years to come. The selection also takes into consideration the diversity and appropriate size of the Board of Directors while pursuing a balance of knowledge, experience, and abilities.

	Major expertise and experience							
	Corporate management/ Management strategy	Finance/ Accounting	Technology/IT	Sales/ Marketing	Legal/ Risk management	Government	Global business	Industry knowledge
Yoshikazu Oshimi	○		○	○				○
Hiromasa Amano	○		○	○				○
Masayasu Kayano	○		○	○			○	○
Keisuke Koshijima	○			○	○		○	○
Hiroshi Ishikawa	○			○				○
Takeshi Katsumi	○	○			○			○
Ken Uchida	○	○					○	○
Nobuyuki Hiraizumi	○			○		○		○
Koji Furukawa	○	○			○		○	
Masahiro Sakane	○		○				○	
Kiyomi Saito	○	○					○	
Yoichi Suzuki					○	○	○	
Tamotsu Saito	○		○				○	


Candidate No.	Name (Date of birth)	Career summary, positions, assignments and status of other important concurrent positions	Number of shares of the Company held
1	 Yoshikazu Oshimi (February 21, 1949) [Renominated]	April 1974 Joined the Company June 2005 Executive Officer General Manager, Yokohama Branch April 2008 Managing Executive Officer General Manager, Yokohama Branch April 2009 Managing Executive Officer General Manager, Building Construction Management Division April 2010 Senior Executive Officer General Manager, Building Construction Management Division April 2013 Senior Executive Officer General Manager, Kansai Branch April 2015 Executive Vice President June 2015 President, Representative Director June 2021 Chairman, Representative Director (to the present) (Important concurrent positions) Outside Director, The Building & Housing Center of Japan, Inc. Outside Director, EAST JAPAN CONSTRUCTION SURETY CO., LTD.	48,581 shares
[Reasons for nomination as a candidate for Director] Mr. Yoshikazu Oshimi has served as President, Representative Director since June 2015 and then as Chairman, Representative Director since June 2021, after having served as General Manager, Yokohama Branch and General Manager, Building Construction Management Division. As the Chairman of the Board of Directors, Mr. Oshimi has been striving to enhance the function of the Board of Directors, such as through important managerial decision making and by overseeing the Company's business execution. The Company renominates him as a candidate for Director, as he has hitherto fully performed his duties as Director based on his wealth of business experience and excellent track record in the Company, along with his insight into the Kajima Group's management in general.			


Candidate No.	Name (Date of birth)	Career summary, positions, assignments and status of other important concurrent positions	Number of shares of the Company held
2	 Hiromasa Amano (September 26, 1951) [Renominated]	April 1977 Joined the Company April 2009 Executive Officer Assistant General Manager, Building Construction Management Division April 2012 Executive Officer General Manager, Chubu Branch April 2013 Managing Executive Officer General Manager, Chubu Branch April 2014 Senior Executive Officer General Manager, Tokyo Architectural Construction Branch April 2017 Executive Vice President General Manager, Tokyo Architectural Construction Branch April 2021 Executive Vice President June 2021 President, Representative Director (to the present)	34,700 shares
[Reasons for nomination as a candidate for Director] Mr. Hiromasa Amano has been serving as President, Representative Director since June 2021, with supreme responsibility for the Company's business execution, after having served as General Manager, Chubu Branch and General Manager, Tokyo Architectural Construction Branch. The Company renominates him as a candidate for Director, as he has hitherto fully performed his duties as Director based on his wealth of business experience and excellent track record in the Company, along with his insight into the Kajima Group's management in general.			


Candidate No.	Name (Date of birth)	Career summary, positions, assignments and status of other important concurrent positions	Number of shares of the Company held
3	 Masayasu Kayano (February 12, 1951) [Renominated]	April 1974 Joined the Company April 2007 Executive Officer General Manager, Tokyo Civil Engineering Branch April 2009 Managing Executive Officer General Manager, Tokyo Civil Engineering Branch April 2011 Managing Executive Officer General Manager, Civil Engineering Management Division Overseeing Machinery and Electrical Engineering Department April 2012 Senior Executive Officer General Manager, Civil Engineering Management Division Overseeing Machinery and Electrical Engineering Department April 2014 Executive Vice President General Manager, Civil Engineering Management Division Overseeing Machinery and Electrical Engineering Department June 2014 Director, Executive Vice President General Manager, Civil Engineering Management Division Overseeing Machinery and Electrical Engineering Department September 2015 Director, Executive Vice President General Manager, Civil Engineering Management Division Responsible for Overseas Civil Engineering Overseeing Machinery and Electrical Engineering Department April 2017 Director, Executive Vice President General Manager, Civil Engineering Management Division Responsible for Overseas Civil Engineering June 2019 Executive Vice President, Representative Director General Manager, Civil Engineering Management Division Responsible for Overseas Civil Engineering April 2022 Executive Vice President, Representative Director Responsible for Civil Engineering (to the present)	29,810 shares
[Reasons for nomination as a candidate for Director] Mr. Masayasu Kayano is currently serving as Executive Vice President, Representative Director, Responsible for Civil Engineering, after having served as General Manager, Tokyo Civil Engineering Branch. The Company renominates him as a candidate for Director, as he has hitherto fully performed his duties as Director based on his wealth of business experience and excellent track record in the Company, along with his insight into the Kajima Group's management in general.			


Candidate No.	Name (Date of birth)	Career summary, positions, assignments and status of other important concurrent positions	Number of shares of the Company held
4	 Keisuke Koshijima (January 4, 1956) [Renominated]	April 1978 Joined the Company June 2005 President and CEO, Kajima U.S.A. Inc. April 2009 Executive Officer, President and CEO, Kajima U.S.A. Inc. July 2010 Executive Officer General Manager, Overseas Operations Division April 2012 Managing Executive Officer General Manager, Overseas Operations Division April 2015 Senior Executive Officer General Manager, Overseas Operations Division April 2018 Executive Vice President General Manager, Overseas Operations Division June 2021 Executive Vice President, Representative Director General Manager, Overseas Operations Division (to the present)	10,302 shares
[Reasons for nomination as a candidate for Director] Mr. Keisuke Koshijima is currently serving as Executive Vice President, Representative Director, and General Manager, Overseas Operations Division, after having served as President and CEO of a subsidiary in the United States. The Company renominates him as a candidate for Director, as he has hitherto fully performed his duties as Director based on his wealth of business experience and excellent track record in the Company, along with his insight into the Kajima Group's management in general.			


Candidate No.	Name (Date of birth)	Career summary, positions, assignments and status of other important concurrent positions	Number of shares of the Company held
5	 Hiroshi Ishikawa (March 9, 1959) [Renominated]	July 1989 Joined the Company June 2000 Director Deputy General Manager, Sales and Marketing Division, Construction Group; and Corporate Planning Division June 2002 Managing Director Responsible for Sales and Marketing June 2004 Senior Managing Director Responsible for Sales and Marketing June 2005 Director, Senior Executive Officer General Manager, Sales and Marketing Division April 2007 Director, Senior Executive Officer Responsible for Sales and Marketing April 2016 Director, Executive Vice President Responsible for Sales and Marketing April 2019 Director, Executive Vice President General Manager, Sales and Marketing Division (to the present)	2,575,053 shares
[Reasons for nomination as a candidate for Director] Mr. Hiroshi Ishikawa is currently serving as Director, Executive Vice President, General Manager of Sales and Marketing Division, after having been engaged in the sales and marketing division over the years and having served as General Manager, Sales and Marketing Division. The Company renominates him as a candidate for Director, as he has hitherto fully performed his duties as Director based on his wealth of business experience and excellent track record in the Company, along with his insight into the Kajima Group's management in general.			


Candidate No.	Name (Date of birth)	Career summary, positions, assignments and status of other important concurrent positions	Number of shares of the Company held
6	 Takeshi Katsumi (September 26, 1956) [Renominated]	April 1980 Joined the Company June 2007 General Manager, Affiliated Business Department April 2014 Executive Officer General Manager, Corporate Planning Department Overseeing Affiliated Business Department and IT Solutions Department April 2017 Managing Executive Officer General Manager, Corporate Planning Department Overseeing Affiliated Business Department and IT Solutions Department April 2020 Senior Executive Officer General Manager, Administration Division Overseeing Safety and Environmental Affairs Department, Affiliated Business Department and IT Solutions Department April 2021 Senior Executive Officer General Manager, Administration Division Overseeing Audit Department, Safety and Environmental Affairs Department and IT Solutions Department June 2021 Director, Senior Executive Officer General Manager, Administration Division Overseeing Audit Department, Safety and Environmental Affairs Department and IT Solutions Department (to the present)	27,036 shares
[Reasons for nomination as a candidate for Director] Mr. Takeshi Katsumi is currently serving as Director, Senior Executive Officer and General Manager, Administration Division, after having served as General Manager, Affiliated Business Department and General Manager, Corporate Planning Department. The Company renominates him as a candidate for Director, as he has hitherto fully performed his duties as Director based on his wealth of business experience and excellent track record in the Company, along with his insight into the Kajima Group's management in general.			


Candidate No.	Name (Date of birth)	Career summary, positions, assignments and status of other important concurrent positions	Number of shares of the Company held
7	 Ken Uchida (May 13, 1956) [Renominated]	April 1979 Joined the Company October 2009 General Manager, Administration and Finance Department, Overseas Subsidiaries Management Division July 2010 General Manager, Planning and Administration Department, Overseas Operations Division December 2012 Managing Director, Kajima Europe Ltd. April 2015 Executive Officer Deputy General Manager, Treasury Division General Manager, Accounting Department September 2016 Executive Officer Deputy General Manager, Treasury Division General Manager, Finance Department April 2017 Managing Executive Officer Deputy General Manager, Treasury Division General Manager, Finance Department June 2017 Director, Managing Executive Officer General Manager, Treasury Division April 2021 Director, Senior Executive Officer General Manager, Treasury Division (to the present)	21,200 shares
[Reasons for nomination as a candidate for Director] Mr. Ken Uchida is currently serving as Director, Senior Executive Officer and General Manager, Treasury Division, after having served as Managing Director of a subsidiary in Europe, and Deputy General Manager, Treasury Division and General Manager, Accounting Department. The Company renominates him as a candidate for Director, as he has hitherto fully performed his duties as Director based on his wealth of business experience and excellent track record in the Company, along with his insight into the Kajima Group's management in general.			

Candidate No.	Name (Date of birth)	Career summary, positions, assignments and status of other important concurrent positions	Number of shares of the Company held
8	 <p>Nobuyuki Hiraizumi (March 28, 1958)</p> <p>[Renominated]</p>	<p>April 1984 Joined the Company</p> <p>April 2004 Senior Manager, Planning Department, Sales and Marketing Division; Office of Life Cycle Management, Building Construction Management Division; Asset Management Service Department, Real Estate Development Division; and Engineering & Risk Services Corporation</p> <p>August 2005 Principal Economist, Policy Research Institute, Ministry of Finance</p> <p>August 2007 Senior Manager, Asset Management Service Department, Real Estate Development Division</p> <p>August 2009 Retired from the Company</p> <p>September 2009 Advisor, Avant Associates, Inc.</p> <p>June 2012 Director of the Company (to the present)</p> <p>(Important concurrent positions) President, Kajima Institute of International Peace</p>	1,000,443 shares
<p>[Reasons for nomination as a candidate for Director]</p> <p>Mr. Nobuyuki Hiraizumi has been serving as Director of the Company since June 2012, after having been engaged mainly in sales and development divisions and having served as Principal Economist, Policy Research Institute, Ministry of Finance, and since September 2009, as Advisor of Avant Associates, Inc. The Company renominates him as a candidate for Director, as he has hitherto fully performed his duties as Director based on his wealth of business experience and excellent track record in the Company, along with his insight into the Kajima Group's management in general.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions, assignments and status of other important concurrent positions	Number of shares of the Company held
9	 <p>Koji Furukawa (April 26, 1938)</p> <p>[Renominated] [Outside Director] [Independent Director]</p>	<p>April 1962 Joined Mitsubishi Corporation June 1992 Director, Mitsubishi Corporation June 1995 Managing Director, Mitsubishi Corporation April 1999 Director, Senior Executive Vice President, Mitsubishi Corporation (Retired in June 2004) June 2004 Vice Chairman of the Board, Mitsubishi Motors Corporation (Retired in January 2005) October 2007 Chairman and CEO, Representative Director, Japan Post Bank Co., Ltd. (Retired in November 2009) December 2009 Chairman and CEO, Representative Director, Japan Post Network Co., Ltd. (currently Japan Post Co., Ltd.) October 2012 Chairman and CEO, Representative Director, Japan Post Co., Ltd. (Retired in June 2013) June 2013 Advisor, Japan Post Co., Ltd. (Retired in March 2014) July 2013 Advisor, Japan Post Co., Ltd. and Advisor, Mitsubishi Corporation April 2014 Advisor, Mitsubishi Corporation June 2015 Director of the Company (to the present)</p> <p>(Important concurrent positions) Advisor, Mitsubishi Corporation</p>	12,100 shares
<p>[Reasons for nomination as a candidate for Outside Director, overview of expected roles and other matters]</p> <p>Mr. Koji Furukawa has a wealth of experience and high-level expertise as corporate executive in a variety of industries, after having served in various executive posts including Director, Senior Executive Vice President, Mitsubishi Corporation, Vice Chairman of the Board, Mitsubishi Motors Corporation, Chairman and CEO, Representative Director, Japan Post Bank Co., Ltd., and Chairman and CEO, Representative Director, Japan Post Co., Ltd. The Company renominates him as a candidate for Outside Director, as he has an excellent track record in providing effective advice to the management of the Company while adequately supervising its business execution since he assumed office as Director of the Company in June 2015 and he has played an important role in ensuring the objectivity and transparency of the Company's corporate governance including appointment and remuneration matters of the Company's directors and executive officers by providing opinions actively as Chairman of the Nomination Advisory Committee and the Governance and Remuneration Advisory Committee.</p> <p>While the Company has business transactions with Mitsubishi Corporation, in which Mr. Furukawa currently serves as Advisor, as well as Mitsubishi Motors Corporation, Japan Post Bank Co., Ltd., and Japan Post Co., Ltd., in which he served as Director, the amounts of respective transactions between the Company and each of the aforementioned companies were less than 1% of the consolidated revenues of each company (consolidated revenue for Mitsubishi Corporation, ordinary income for Japan Post Bank Co., Ltd. and operating income for Japan Post Co., Ltd.) in the fiscal year under review, and his independence as Outside Director is deemed to be ensured.</p> <p>Mr. Furukawa will have served as Outside Director of the Company for seven years at the closing of this Stockholders' Meeting.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions, assignments and status of other important concurrent positions	Number of shares of the Company held
10	 <p data-bbox="312 640 512 703">Masahiro Sakane (January 7, 1941)</p> <p data-bbox="284 748 541 842">[Renominated] [Outside Director] [Independent Director]</p>	<p data-bbox="560 253 1262 831"> April 1963 Joined Komatsu Ltd. June 1989 Director, Komatsu Ltd. June 1994 Managing Director, Komatsu Ltd. June 1997 Executive Managing Director, Komatsu Ltd. June 1999 Executive Vice President and Representative Director, Komatsu Ltd. June 2001 President and Representative Director, Komatsu Ltd. June 2003 President and CEO, Representative Director, Komatsu Ltd. June 2007 Chairman of the Board and Representative Director, Komatsu Ltd. June 2010 Chairman of the Board, Komatsu Ltd. April 2013 Director and Councilor, Komatsu Ltd. June 2013 Councilor, Komatsu Ltd. June 2015 Director of the Company July 2019 Advisor, Komatsu Ltd. (to the present) </p> <p data-bbox="560 864 1262 954"> (Important concurrent positions) Advisor, Komatsu Ltd. Outside Director, Takeda Pharmaceutical Company Limited </p>	9,700 shares
<p data-bbox="292 965 1406 1021">[Reasons for nomination as a candidate for Outside Director, overview of expected roles and other matters]</p> <p data-bbox="292 1032 1406 1346">Mr. Masahiro Sakane has a wealth of experience and high-level expertise as management of a manufacturer with global spread of business, after having served as President and Representative Director, as well as Chairman of the Board and Representative Director of Komatsu Ltd. The Company renominates him as a candidate for Outside Director, as he has an excellent track record in providing effective advice to the management of the Company while adequately supervising its business execution since he assumed office as Director of the Company in June 2015 and he has played an important role in ensuring the objectivity and transparency of the Company's corporate governance including appointment and remuneration matters of the Company's directors and executive officers by providing opinions actively as a member of the Nomination Advisory Committee and the Governance and Remuneration Advisory Committee.</p> <p data-bbox="292 1357 1406 1480">While the Company has business transaction with Komatsu, Ltd., in which Mr. Sakane currently serves as Advisor, the amount of such transaction was less than 1% of the consolidated revenue of each company in the fiscal year under review, and his independence as Outside Director is deemed to be ensured.</p> <p data-bbox="292 1491 1406 1547">Mr. Sakane will have served as Outside Director of the Company for seven years at the closing of this Stockholders' Meeting.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions, assignments and status of other important concurrent positions	Number of shares of the Company held
12	 Yoichi Suzuki (September 25, 1950) [Renominated] [Outside Director] [Independent Director]	April 1975 Joined the Ministry of Foreign Affairs, Japan (MOFA) April 2003 Deputy Director-General, Economic Affairs Bureau of MOFA September 2005 Consul-General of Boston December 2008 Director-General, Economic Affairs Bureau of MOFA August 2010 Ambassador to Singapore August 2013 Ambassador to France June 2016 Government Representative and Ambassador in charge of the Kansai region March 2017 Government Representative and Ambassador for International Economic Affairs April 2018 Retired from MOFA June 2021 Director of the Company (to the present) (Important concurrent positions) Outside Director, TEIJIN LIMITED	600 shares
<p>[Reasons for nomination as a candidate for Outside Director, overview of expected roles and other matters]</p> <p>Mr. Yoichi Suzuki is an expert in international economic negotiations and has a wealth of experience and high-level expertise as a diplomat, after having served as Ambassador to Singapore and Ambassador to France and as Government Representative and Ambassador for International Economic Affairs. The Company renominates him as a candidate for Outside Director, as he has an excellent track record in providing effective advice to the management of the Company while adequately supervising its business execution from a global standpoint since he assumed office as Director of the Company in June 2021 and he has played an important role in ensuring the objectivity and transparency of the Company's corporate governance including remuneration matters by actively providing opinions as a member of the Governance and Remuneration Advisory Committee. Although he has never been involved in corporate management, except as an outside director, the Company considers that he is capable of adequately carrying out duties as Outside Director, for the aforementioned reasons.</p> <p>Mr. Suzuki will have served as Outside Director of the Company for one year at the closing of this Stockholders' Meeting.</p>			

Candidate No.	Name (Date of birth)	Career summary, positions, assignments and status of other important concurrent positions	Number of shares of the Company held
13	 <p data-bbox="331 618 497 685">Tamotsu Saito (July 13, 1952)</p> <p data-bbox="287 730 542 833">[New candidate] [Outside Director] [Independent Director]</p>	<p data-bbox="564 250 1235 734"> April 1975 Joined Ishikawajima-Harima Heavy Industries Co., Ltd. (currently IHI Corporation) April 2008 Director, Executive Officer, President of Aero-Engine & Space Operations, IHI Corporation April 2011 Executive Vice President, IHI Corporation April 2012 President, Chief Executive Officer, IHI Corporation April 2016 Chairman of the Board, Chief Executive Officer, IHI Corporation April 2017 Chairman of the Board, IHI Corporation April 2020 Director, IHI Corporation June 2020 Senior Counselor, IHI Corporation (to the present) </p> <p data-bbox="564 766 1206 920"> (Important concurrent positions) Senior Counselor, IHI Corporation Outside Director, JAPAN POST INSURANCE Co., Ltd Outside Director, Oki Electric Industry Co., Ltd. Outside Director, Furukawa Electric Co., Ltd. </p>	0 shares
<p data-bbox="293 929 1407 987">[Reasons for nomination as a candidate for Outside Director, overview of expected roles and other matters]</p> <p data-bbox="293 996 1417 1279">Mr. Tamotsu Saito has a wealth of experience and high-level expertise as corporate executive of a manufacturer with global spread of business, after having served as President, Chief Executive Officer, as well as Chairman of the Board, Chief Executive Officer of IHI Corporation. The Company expects that if he assumes office as Director of the Company, he will provide effective advice to the management of the Company while adequately supervising its business execution as a management expert based on his managerial experience, and newly selected him as a candidate for Outside Director. The Company will appoint him as a member of the Nomination Advisory Committee and the Governance and the Remuneration Advisory Committee when he assumes office.</p> <p data-bbox="293 1288 1382 1417">While the Company has business transaction with IHI Corporation, in which Mr. Saito currently serves as Senior Counselor, the amount of such transaction was less than 1% of the consolidated revenue of each company in the fiscal year under review (consolidated revenue for IHI Corporation), and his independence as Outside Director is deemed to be ensured.</p> <p data-bbox="293 1426 1414 1646">At IHI Corporation, in which Mr. Saito served as Director for the period between April 2008 and June 2020, cases of inadequate inspections were revealed in its Civil Aero Engine Maintenance Business. On March 29, 2019, IHI received an order from the Ministry of Economy, Trade and Industry to carry out maintenance in accordance with the repair methods for aero engines that are approved under the Aircraft Manufacturing Industry Act. On April 9, 2019, IHI received a business improvement order from the Ministry of Land, Infrastructure, Transport and Tourism in accordance with the Civil Aeronautics Act.</p> <p data-bbox="293 1655 1423 1906">At JAPAN POST INSURANCE Co., Ltd., in which Mr. Saito has been serving as Outside Director since June 2017, cases of misconduct were discovered in connection with the rewriting of insurance policies that may have left customers disadvantaged out of line with their intention. JAPAN POST INSURANCE received an administrative disposition in accordance with the Insurance Business Act from the Financial Services Agency on December 27, 2019. Mr. Saito has been performing his duties mainly by making recommendations regularly from the standpoint of compliance with the laws and regulations, while also making recommendations aimed at customer protection and recurrence prevention since the incident was discovered.</p>			


- Notes:
1. No conflict of interest exists between the Company and the above candidates for Directors.
 2. Messrs. Koji Furukawa and Masahiro Sakane, Ms. Kiyomi Saito and Messrs. Yoichi Suzuki and Tamotsu Saito are candidates for Outside Directors. The Company has registered Messrs. Koji Furukawa and Masahiro Sakane, Ms. Kiyomi Saito and Mr. Yoichi Suzuki with Tokyo Stock Exchange and Nagoya Stock Exchange, as independent directors based on the regulations of the respective exchanges. If the election of Mr. Tamotsu Saito is approved, he will become an independent director.
 3. The Company has entered into an agreement with Messrs. Koji Furukawa and Masahiro Sakane, Ms. Kiyomi Saito and Mr. Yoichi Suzuki to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act, based on Article 427, Paragraph 1 of the Act as well as the provision of the Articles of Incorporation, to the extent of the amount specified in Article 425, Paragraph 1 of the Act when they act in good faith and are not grossly negligent in conducting their duties (limited liability agreement). The Company will continue this limited liability agreement with Messrs. Koji Furukawa and Masahiro Sakane, Ms. Kiyomi Saito and Mr. Yoichi Suzuki when their re-elections are approved. If the election of Mr. Tamotsu Saito is approved, the Company will enter into a same limited liability agreement with him.
 4. The Company has entered into an indemnification agreement with Messrs. Yoshikazu Oshimi, Hiromasa Amano, Masayasu Kayano, Keisuke Koshijima, Hiroshi Ishikawa, Takeshi Katsumi, Ken Uchida, Nobuyuki Hiraizumi, Koji Furukawa and Masahiro Sakane, Ms. Kiyomi Saito and Mr. Yoichi Suzuki, based on Article 430-2, Paragraph 1 of the Companies Act. The outline of the content of the agreement is described on page 47 in the Business Report. The Company will continue this indemnification agreement with each candidate when their re-elections are approved. If the election of Mr. Tamotsu Saito is approved, the Company will enter into a same indemnification agreement with him.
 5. The Company has entered into a contract of Directors and Officers liability insurance (D&O insurance) with an insurance company based on Article 430-3, Paragraph 1 of the Companies Act, which insures all Directors of the Company. The outline of the contract content is described on page 47 in the Business Report. If each candidate assumes office as Director, he/she will become the insured of this D&O insurance contract. The Company will renew this D&O insurance contract during the term of office of each Director.

Proposal No. 4: Election of one Audit & Supervisory Board Member

The term of Audit & Supervisory Board Member, Mr. Masahiro Nakagawa will expire at the closing of this Stockholders' Meeting. Accordingly, the Company proposes the election of one Audit & Supervisory Board Member.

The candidate is as follows.

The Audit & Supervisory Board has consented to this Proposal No. 4.

Name (Date of birth)	Career summary, positions, and status of other important concurrent positions		Number of shares of the Company held
 Masahiro Nakagawa (January 5, 1958) [Renominated] [Outside Audit & Supervisory Board Member] [Independent Auditor]	April 1981 April 2010 April 2012 October 2013 June 2015 June 2018	Joined The Sumitomo Bank, Limited (currently Sumitomo Mitsui Banking Corporation) Executive Officer, General Manager, Real Estate Corporate Business Office, Sumitomo Mitsui Banking Corporation Executive Officer, Deputy Head of Middle Market Banking Unit (Credit Dept. I), Sumitomo Mitsui Banking Corporation (Retired in September 2013) President & CEO, SMBC Trust Bank Ltd. Representative Director, Deputy Chief Executive and Deputy Chief Executive Officer, SMBC Trust Bank Ltd. (Retired in April 2018) Standing Audit & Supervisory Board Member of the Company (to the present)	4,100 shares
<p>[Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member]</p> <p>Mr. Masahiro Nakagawa has a wealth of experience at financial institutions and high-level expertise in finance and accounting, having served in various executive posts including President & CEO of SMBC Trust Bank Ltd. He has provided opinions primarily from perspectives of management, finance and treasury since he assumed office as Standing Audit & Supervisory Board Member of the Company in June 2018, and currently serves as Chairman of the Audit & Supervisory Board. The Company renominates him as a candidate for Outside Audit & Supervisory Board Member, as he has played an important role in ensuring the objectivity and transparency of the Company's corporate governance including remuneration matters of the Company's directors and executive officers as a member of the Governance and Remuneration Advisory Committee.</p> <p>As of the end of the fiscal year under review, the Company has no borrowings from SMBC Trust Bank Ltd., where Mr. Nakagawa had served as Representative Director, Deputy Chief Executive until April 2018. While the Company has transactions of contracting of construction work with SMBC Trust Bank Ltd., the value of transactions during the fiscal year under review was less than 1% of consolidated revenue. Although the Company has transactions of borrowings for working capital and contracting of construction work, etc. with Sumitomo Mitsui Banking Corporation (the "Bank"), where Mr. Nakagawa had served as Director until September 2013, the balance of borrowings of the Company and its consolidated subsidiaries from the Bank as of the end of the fiscal year under review was around 3% of the consolidated total assets and the value of construction work contracted, etc. from the Bank during the fiscal year under review was less than 1% of consolidated revenues, and thus such transactions do not affect his independence as Outside Audit & Supervisory Board Member.</p> <p>Mr. Masahiro Nakagawa will have served as Outside Audit & Supervisory Board Member of the Company for four years at the closing of this Stockholders' Meeting.</p>			

- Notes: 1. No conflict of interest exists between the Company and the above candidate for Audit & Supervisory Board Member.
2. Mr. Masahiro Nakagawa is a candidate for Outside Audit & Supervisory Board Member. The Company has registered Mr. Masahiro Nakagawa with Tokyo Stock Exchange and Nagoya Stock Exchange, as an independent director based on the regulations of the respective exchanges.
3. The Company has entered into an agreement with Mr. Masahiro Nakagawa to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act, based on Article 427, Paragraph 1 of the

Act as well as the provision of the Articles of Incorporation, to the extent of the amount specified in Article 425, Paragraph 1 of the Act when he acts in good faith and is not grossly negligent in conducting his duties (limited liability agreement). The Company will continue this limited liability agreement with him when his re-election is approved.

4. The Company has entered into an indemnification agreement with Mr. Masahiro Nakagawa, based on Article 430-2, Paragraph 1 of the Companies Act. The outline of the content of the agreement is described on page 47 in the Business Report. The Company will continue this indemnification agreement with him when his re-election is approved.
5. The Company has entered into a contract of Directors and Officers liability insurance (D&O insurance) with an insurance company, based on Article 430-3, Paragraph 1 of the Companies Act, which insures all Audit & Supervisory Board Members of the Company. The outline of the contract content is described on page 47 in the Business Report. If the candidate assumes office as Audit & Supervisory Board Member, he will become the insured of this D&O insurance contract. The Company will renew this D&O insurance contract during the term of office of each Audit & Supervisory Board Member.