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Securities Code: 1888

June 7, 2022

To our shareholders:

Katsuhiko Karasuda President & Representative Director **WAKACHIKU CONSTRUCTION CO., LTD.** 1-4-7, Hamamachi, Wakamatsu-ku, Kitakyushu-shi, Fukuoka

Notice of the 206th Annual General Meeting of Shareholders

Notice is hereby given that the 206th Annual General Meeting of Shareholders of WAKACHIKU CONSTRUCTION CO., LTD. (the "Company") will be held as described below.

From the viewpoint of preventing the spread of the novel coronavirus disease (COVID-19), with priority on your and your family's safety, you are asked to exercise your voting rights by electromagnetic means (internet, etc.) or in writing in advance of this general meeting of shareholders as much as possible and to refrain from attending in person regardless of your health condition.

Please refer to the subsequent Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 6:00 p.m. on Tuesday, June 28, 2022 (JST).

1. Date and Time: Wednesday, June 29, 2022, at 10:00 a.m. (JST)

2. Venue: 2nd floor conference room, the Company's Hamamachi Head Office

1-4-7, Hamamachi, Wakamatsu-ku, Kitakyushu-shi, Fukuoka

3. Purpose of the Meeting

Matters to be reported:

- 1. Business Report and Non-consolidated Financial Statements for the 206th fiscal year (from April 1, 2021 to March 31, 2022)
- 2. Consolidated Financial Statements and Audit Results of Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board for the 206th fiscal year (from April 1, 2021 to March 31, 2022)

Matters to be resolved:

Proposal No. 1 Amendment to the Articles of Incorporation

Proposal No. 2 Election of Nine Directors

Proposal No. 3 Election of One Audit & Supervisory Board Member

4. Items Disclosed on the Internet

The following items (in Japanese only) are posted on the Company's website on the internet in accordance with laws and regulations and the provisions of Article 16 of the Company's Articles of Incorporation and are therefore not included in the attached documents of this notice.

- (i) Notes to Non-consolidated Financial Statements
- (ii) Notes to Consolidated Financial Statements

Accordingly, the attached documents of this notice are part of the Non-consolidated Financial Statements and Consolidated Financial Statements that were audited when Audit & Supervisory Board Members prepared the Audit Report and the Financial Auditor the Financial Audit Report.

• If you are attending the meeting, please submit the enclosed Voting Form to the reception desk at the venue.

<Request to shareholders>

- The above measures are subject to change depending on the COVID-19 situation by the day of the general meeting of shareholders, the content of the announcements made by the government, and other circumstances. Please check the Company's website below for the latest information
- · Shareholders attending the meeting are asked to cooperate in disinfecting their hands and wearing masks.
- · Your temperature will be measured near the reception desk at the venue. If it is found that you have a fever or you are thought to be in poor health, you may be refused admission and asked to leave.
- Layout changes will be made with priority given to preventing infection, such as increasing the distance between seats and
 opening doors for ventilation. Please beware that admission may be refused in the case that sufficient seats cannot be secured and
 all the seats are occupied.
- · Staff of the general meeting of shareholders will be checked for their health, including temperature checks, and will be wearing masks.
- · From the viewpoint of shortening the meeting time in order to prevent the spread of COVID-19, the matters to be reported on the floor (including the Audit Report) and detailed explanations of the proposals will be omitted at this meeting. You are requested to read this notice in advance.
- If any amendments are made to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements, and/or the Consolidated Financial Statements, they will be posted on the Company's website below.

The Company's website (https://www.wakachiku.co.jp)

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Amendment to the Articles of Incorporation

1. Reasons for the proposal

Since the revised provisions provided for in the proviso to Article 1 of the Supplementary Provision of the Act Partially Amending the Companies Act (Act No. 70 of 2019) will come into effect on September 1, 2022, which will introduce a system for providing general shareholder meeting materials in electronic format, the Company proposes to amend its Articles of Incorporation as follows.

- (1) The Company proposes to newly establish Article 16 (Measures, etc. for Providing Information in Electronic Format), paragraph 1 under proposed amendment, as the Company will be required to stipulate in its Articles of Incorporation that measures are taken for providing information contained in reference documents for the general meeting of shareholders, etc. in electronic format.
- (2) The Company proposes to newly establish Article 16 (Measures, etc. for Providing Information in Electronic Format), paragraph 2 under proposed amendment, in order to limit the scope of items provided in the paper-based documents to be delivered to shareholders who requested their delivery to the scope prescribed by the Ministry of Justice Order, where information contained in reference documents for the general meeting of shareholders, etc. is provided in electronic format.
- (3) The Company proposes to delete the provision of Article 16 (Internet Disclosure of Reference Documents, Etc.) of the current Articles of Incorporation, as it will become unnecessary by the introduction of a system for providing general shareholder meeting materials in electronic format.
- (4) The Company proposes to establish supplementary provisions regarding the effective date of the aforementioned establishment and deletion of provisions. The supplementary provisions shall be deleted after their expiration date.

2. Details of the amendment

The details of the amendment are as follows:

(Underlining indicates amendment.)

Current Articles of Incorporation	Proposed amendment
Article 16 (Internet Disclosure of Reference Documents, Etc.)	
The Company may disclose information that is to be stated or indicated in the reference documents for the general meeting of shareholders, non-consolidated financial statements, consolidated financial statements and/or business report through the internet in accordance with the provisions prescribed by the Ministry of Justice Order.	(Deleted)
(Newly established)	Article 16 (Measures, etc. for Providing Information in Electronic Format) 1. When the Company convenes a general meeting of shareholders, it shall take measures for providing
	information contained in reference documents for the general meeting of shareholders, etc. in electronic format. 2. Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items prescribed by the Ministry of Justice Order from the paper-based documents to be delivered to shareholders who requested their delivery by the record date of voting rights.
(Newly established)	Supplementary Provisions Article 1 (Transitional Measures for Providing Materials for the General Meeting of Shareholders in Electronic Format) 1. The deletion of Article 16 (Internet Disclosure of Reference Documents, Etc.) of the pre-amended Articles of Incorporation and the establishment of Article 16 (Measures, etc. for Providing Information in Electronic Format) of the amended Articles of Incorporation shall be effective from September 1, 2022.

Current Articles of Incorporation	Proposed amendment
	2. Notwithstanding the provision of the preceding paragraph, Article 16 of the pre-amended Articles of Incorporation shall remain effective regarding any general meeting of shareholders held on a date within six months from September 1, 2022.
	3. These Supplementary Provisions shall be deleted on the date when six months have elapsed from September 1, 2022 or three months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.

Proposal No. 2 **Election of Nine Directors**

The terms of office of all eight Directors will expire at the conclusion of this meeting. In that regard, the Company proposes the election of nine Directors, increasing the number of Directors by one to enhance the management system.

The candidates for Director are as follows:

Candidate No.	Name	Current position and responsibility	Attributes
1	Katsuhiko Karasuda	President & Representative Director, Executive President, and General Manager of Safety and Environment Division	Reelection Male
2	Kazumi Ishii	Representative Director, Senior Managing Executive Officer, General Manager of Construction Business Division, and Deputy General Manager of Safety and Environment Division	Reelection Male
3	Hiroyuki Eshita	Director, Senior Managing Executive Officer, Officer in charge of Construction Business Division, in charge of Offshore Wind Power Development Office, and in charge of Integrated System Department	Reelection Male
4	Makoto Nakamura	Director, Managing Executive Officer, and General Manager of Business Management Division	Reelection Male
5	Hisatoshi Makihara	Director, Managing Executive Officer, Officer in charge of Construction Business Division, and General Manager of Civil Engineering Department	Reelection Male
6	Yasusuke Hirata	Director, Managing Executive Officer, in charge of Finance Department, Business Management Division, and General Manager of Finance Department	Reelection Male
7	Yasuo Asakura	Director	Reelection Outside Independent Male
8	Miho Harada	Director	Reelection Outside Independent Female
9	Hayato Morita		New election Outside Independent Male

Reelection Candidate for Director to be reelected New election Candidate for Director to be newly elected

Candidate for outside Director Outside

Independent officer as defined by the securities exchange Male candidate Independent

Male Female candidate Female

Candidate No.	Name (Date of birth)		Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company			
l Reelection Male	Katsuhiko Karasuda (August 25, 1958)	Apr. 1983 Mar. 2009 Apr. 2013 June 2015 June 2016 Apr. 2017 June 2019 Apr. 2020 June 2020	Joined the Company General Manager of Fukuoka Branch General Manager of Kyushu Branch Executive Officer and General Manager of Kyushu Branch Managing Executive Officer, General Manager of Hamamachi Head Office, and General Manager of Kyushu Branch Director, Managing Executive Officer, General Manager of Hamamachi Head Office, and General Manager of Kyushu Branch Director, Managing Executive Officer, and Officer in charge of Construction Business Division Director, Senior Managing Executive Officer, and Officer in charge of Construction Business Division Director, Senior Managing Executive Officer, General Manager of Construction Business Division Director, Senior Managing Executive Officer, General Manager of Construction Business Division, and Deputy General Manager of Safety and Environment Division Representative Director, Senior Managing Executive Officer, General Manager of Construction Business Division, and Deputy General Manager of Safety and Environment Division President & Representative Director, Executive President, and General Manager of Safety and Environment Division (current position)	owned 8,200		
	[Reasons for nomination as candidate for Director] Mr. Karasuda has been engaged with the Company's civil engineering and construction department and sales department for many years in the Kyushu area and has extensive experience and achievements. He has been involved in management as Director of the Company since 2016, and was appointed as President & Representative Director in April 2021. Since he has a high level of discernment and ability to appropriately supervise and make decisions regarding the overall management of the Company group (the "Group"), he is renominated as a candidate for Director.					

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned			
2 Reelection Male	Kazumi Ishii (November 8, 1959)	Apr. 1982 Apr. 2013 June 2013 Apr. 2016 June 2016 June 2019 Apr. 2021	Joined the Company General Manager of Nagoya Branch Executive Officer and General Manager of Nagoya Branch Executive Officer and General Manager of Tokyo Branch Director, Managing Executive Officer, and General Manager of Tokyo Branch Director, Senior Managing Executive Officer, and General Manager of Tokyo Branch Representative Director, Senior Managing Executive Officer, General Manager of Construction Business Division, and Deputy General Manager of Safety and Environment Division (current position)	7,900			
	Mr. Ishii has extensive experient and sales department. In addition	[Reasons for nomination as candidate for Director] Mr. Ishii has extensive experience and achievements in the Company's civil engineering and construction department and sales department. In addition, he has served as General Manager of the Company's Nagoya Branch from 2013 and General Manager of the Company's Tokyo Branch from 2016, and has been involved in management as Director					
	of the Company since June 2016. Since he has a high level of discernment and ability, he is renominated as candidate for Director.						

Candidate No.	Name (Date of birth)		mary, position and responsibility in the Company, icant concurrent positions outside the Company	Number of the Company's shares owned
		Apr. 1982 Apr. 2012 Oct. 2013	Joined the Company Deputy General Manager of Kyushu Branch and General Manager of Sales Department General Manager of Sales Department and General Manager of Development and Real	
		Apr. 2014	Estate Department, Construction Business Division General Manager of Development and Real Estate Department, Construction Business Division	
		June 2016	Executive Officer, Officer in charge of Construction Business Division, and General Manager of Sales Planning Department	
		June 2018	Director, Managing Executive Officer, Officer in charge of Construction Business Division, and General Manager of Sales Planning Department	
3	Hiroyuki Eshita (April 5, 1958)	Apr. 2019	Director, Managing Executive Officer, and Officer in charge of Construction Business Division	5,400
Male	Reelection Male	June 2019	Director, Managing Executive Officer, Officer in charge of Construction Business Division, and in charge of Integrated System Department	
		Dec. 2020	Director, Managing Executive Officer, Officer in charge of Construction Business Division, in charge of Offshore Wind Power Development Office, and in charge of	
	Apr. 2021	Integrated System Department Director, Senior Managing Executive Officer, Officer in charge of Construction Business Division, in charge of Offshore Wind Power Development Office, and in charge of Integrated System Department (current		
	extensive experience and achie Construction Business Division	ith the Company vements. He want in 2016, and he	position) ctor] y's sales department for many years in the Kyushu as appointed Executive Officer and officer in charge as been involved in management as Director of the and ability, he is renominated as a candidate for Di	of the Company since

Candidate No.	Name (Date of birth)	Career summand signif	Number of the Company's shares owned	
NO.		Apr. 1983 Apr. 2012 July 2012 Apr. 2014 June 2015 June 2016	Joined the Company General Manager of General Affairs and Human Resources Department, Management Division General Manager of General Affairs and Human Resources Department and General Manager of Corporate Planning Department, Management Division General Manager of Corporate Planning Department Director, Executive Officer, in charge of Corporate Planning Department Manager of Corporate Planning Department Director, Executive Officer, in charge of Corporate Planning Department Director, Executive Officer, General Manager of Management Division, in charge of	owned
	Makoto Nakamura (November 10, 1960)	June 2017 June 2018	Corporate Planning Department, and General Manager of Corporate Planning Department Director of AuBEX CORPORATION (current position) Director, Managing Executive Officer, General	6,400
4 Reelection Male		Apr. 2020	Manager of Management Division, in charge of Corporate Planning Department, and General Manager of Corporate Planning Department of the Company Director, Managing Executive Officer, General	
		1.41.2020	Manager of Business Management Division, and in charge of Corporate Planning Department	
	Apr. 2021	Director, Managing Executive Officer, General Manager of Business Management Division, in charge of General Affairs Department, in charge of Human Resources Department, and in charge of Corporate Planning Department		
		Apr. 2022	Director, Managing Executive Officer, and General Manager of Business Management Division (current position)	
			concurrent positions outside the Company)	
	ID C : :		AUBEX CORPORATION	
	[Reasons for nomination as car		ctor] neral affairs department and corporate planning der	partment for many
			ements in management decisions and business strat	
			le. In addition, he has been involved in managemen	
		of discernment and ability, he is renominated as a		
	Director.			

Candidate No.	Name (Date of birth)		mary, position and responsibility in the Company, icant concurrent positions outside the Company	Number of the Company's shares owned	
		Apr. 1986 Apr. 2014			
		Apr. 2016 Apr. 2017	Deputy General Manager of Nagoya Branch General Manager of Civil Engineering Department, Construction Business Division		
	Hisatoshi Makihara	June 2018	Executive Officer, Officer in charge of Construction Business Division, and General	4,000	
5 Reelection Male	(March 20, 1962)	Apr. 2020	Manager of Civil Engineering Department Managing Executive Officer, Officer in charge of Construction Business Division, and General Manager of Civil Engineering	,,,,,	
		June 2020	Department Director, Managing Executive Officer, Officer in charge of Construction Business Division, and General Manager of Civil Engineering Department (current position)		
	He has extensive experience and level of expertise. He was appoint	with the Complaction of the Complete of the Co	pany's civil engineering department for many years, coupled with close familiarity with on-site work, a Officer and officer in charge of the Construction B Director of the Company since 2020. Since he has	as well as a high susiness Division in	
	discernment and ability, he is re	Apr. 1983 Apr. 2007	Joined the Company Assistant General Manager of Accounting		
		Oct. 2009	Department and Manager of Finance Section Assistant General Manager of Kyushu Branch and General Manager of Management Department		
		Apr. 2013	General Manager of Finance Department, Management Division		
	Yasusuke Hirata	Apr. 2014	General Manager of Finance Department, Management Division		
6	(September 21, 1959)	June 2016	Executive Officer, in charge of Finance Department, Management Division, and General Manager of Finance Department	3,500	
Reelection Male		Apr. 2021	Managing Executive Officer, in charge of Finance Department, Business Management Division, and General Manager of Finance Department		
		June 2021	Director, Managing Executive Officer, in charge of Finance Department, Business Management Division, and General Manager of Finance Department (current position)		
	[Reasons for nomination as candidate for Director] Mr. Hirata has been engaged with the Company's finance department and management department for many years. He has extensive experience and achievements in those fields as well as a high level of expertise in finance and accounting. He was appointed Executive Officer and officer in charge of the Finance Department, Management Division in 2016, and has been involved in management as Director of the Company since 2021. Since he has a high level of discernment and ability, he is renominated as a candidate for Director.				

Candidate No.	Name (Date of birth)		mary, position and responsibility in the Company, icant concurrent positions outside the Company	Number of the Company's shares owned	
Yasuo Asakura (November 18, 1956) 7 Reelection Outside Independent Male		Apr. 1981 Apr. 1988 Mar. 1991 Apr. 1991 Apr. 1998 Apr. 2002 Jan. 2011 Apr. 2016 June 2016 Apr. 2022	Teaching Associate of Faculty of Engineering, Kyoto University Lecturer of Faculty of Engineering, Ehime University Visiting Scholar of University of London, the UK Assistant Professor of Faculty of Engineering, Ehime University Professor Professor of Kobe University Graduate School Professor of Tokyo Institute of Technology Graduate School Professor of Tokyo Institute of Technology Outside Director of the Company (current position) Professor Emeritus of Tokyo Institute of Technology (current position)	2,200	
	Mr. Asakura has deep academic land planning, which are relevan Director with the expectation that management from an objective s management. If he is elected, he		de Director and summary of expected role] I broad discernment in the fields of traffic engineeriement of the Company. He is renominated as a cande advice and recommendations on the Company's refer to improve the supervisory function and transpect from an objective and neutral position in the appron officer remuneration and other matters as a men	lidate for outside overall arency of ointment of	
8 Reelection Outside Independent Female	Ms. Harada has broad knowledg (solicitor). She is renominated as appropriate advice and recomme supervisory function and transpa	Advisory Committee. Mar. 1987 Registered as a shiho-shoshi (solicitor) Apr. 1988 Joined Harada Shiho-shoshi Joint Office (current position) Apr. 2003 Civil conciliation commissioner, Kokura Summary Court (current position) Oct. 2014 Domestic relations conciliation commissioner, Kokura Branch, Fukuoka Family Court (current position) June 2020 Outside Director of the Company (current position) (Significant concurrent positions outside the Company) Harada Shiho-shoshi Joint Office Civil conciliation commissioner, Kokura Summary Court Domestic relations conciliation commissioner, Kokura Branch, Fukuoka Family Court didate for outside Director and summary of expected role] ge and sufficient discernment in all aspects of legal affairs as a shiho-shoshi as a candidate for outside Director with the expectation that she will provide endations from the perspective of legal compliance in order to improve the parency of management. If she is elected, she will be involved from an objective tent of candidates for Company officers and decisions on officer remuneration			

Candidate No.	Name (Date of birth)	Career summ	Number of the Company's shares owned			
9 New election Outside Independent	Hayato Morita (August 13, 1976)	Apr. 2000 Apr. 2001 Jan. 2002 Mar. 2007 June 2021 (Significant corresident and Co., Ltd. Outside Direct	_			
Male	Mr. Morita has extensive experie advice and recommendations on improve the supervisory function environmentally friendly busines he is necessary for strengthening and neutral position in the appoin	Supervisory Committee Member) Indidate for outside Director and summary of expected role] Perience and broad knowledge as a manager of a company. He is expected to provide on the Company's overall management from an objective standpoint in order to ion and transparency of management. The company he heads carries out messes. He is nominated as a candidate for outside Director based on our judgment that ing the Company's SDGs efforts. If he is elected, he will be involved from an objective cointment of candidates for Company officers and decisions on officer remuneration or of the Nomination and Remuneration Advisory Committee.				

Notes:

- 1. There is no special interest between any of the candidates and the Company.
- 2. Yasuo Asakura, Miho Harada and Hayato Morita are candidates for outside Director.
- 3. The Company has entered into limited liability agreements with Mr. Asakura and Ms. Harada that limit their liability for damages under Article 423, paragraph (1) of the Companies Act to the amount provided for in laws and regulations, pursuant to the provisions of the Articles of Incorporation of the Company and Article 427, paragraph (1) of the same Act. If the election of the two is approved, the Company plans to renew the same limited liability agreements with them. If the election of Mr. Morita is approved, the Company plans to enter into the same limited liability agreement with him.
- 4. The Company has submitted notification to the Tokyo Stock Exchange that Mr. Asakura and Ms. Harada have been designated as independent officers as provided for by the aforementioned exchange. If the election of the two is approved, the Company plans for their designation as independent officers to continue. Mr. Morita satisfies the requirements for an independent officer as provided for by the Tokyo Stock Exchange, and the Company plans to submit notification concerning his designation as an independent officer.
- 5. Mr. Asakura and Ms. Harada are currently outside Directors of the Company. At the conclusion of this meeting, their tenures as outside Directors will have been six years for Mr. Asakura and two years for Ms. Harada.
- 6. The Company has entered into a directors and officers liability insurance agreement stipulated in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The details of the insurance agreement are as summarized on page 22 of the Business Report (in Japanese only). If the election of the candidates for Director is approved, they will be insured under the insurance agreement. The Company plans to renew the insurance agreement in July 2022.

Reference: If Proposal No. 2 is approved and adopted, the skills held by the Directors will be as follows.

Name	Corporate strategy / Management strategy	Construction technology	Real estate development	Sales strategy (Marketing)	Financial accounting / Legal affairs	Global diversity
Katsuhiko Karasuda	0	0		0		0
Kazumi Ishii	0	0		0		0
Hiroyuki Eshita	0		0	0		0
Makoto Nakamura	0		0		0	0
Hisatoshi Makihara	0	0		0		
Yasusuke Hirata	0				0	
Yasuo Asakura		0				0
Miho Harada					0	0
Hayato Morita	0			0		0

^{*}The above table is not a comprehensive list of the knowledge, experience and abilities of the Directors.

Proposal No. 3 Election of One Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member Masao Morimoto will expire at the conclusion of this meeting. Therefore, the Company proposes the election of one Audit & Supervisory Board Member. In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summa	Number of the Company's shares owned	
	Apr. 1984	Joined The Chiba Bank, Ltd.	
	June 2011	General Manager of Abiko Branch	
	June 2012	General Manager of Business Planning Division	
	June 2013	Executive Officer and General Manager of Business	
		Planning Division	
	June 2014	Director and Managing Executive Officer	
Kenichi Sawai	June 2016	Director and Senior Executive Officer	
(July 25, 1961)	June 2018	Director and President of Toho Jisho Co., Ltd.	
New election	June 2020	Advisor of the Company	=
Outside	June 2020	Representative Director of Narita International	
Male		Medical City Organization	
	July 2020	Counselor of International University of Health and	
		Welfare	
	June 2021	Director and Chairman of Sobu Co., Ltd. (current	
		position)	
	(Significant cor		
	Director and Cl		

[Reasons for nomination as candidate for outside Audit & Supervisory Board Member]

Mr. Sawai has many years of experience at financial institutions and broad discernment cultivated as Director. He is nominated as a candidate for outside Audit & Supervisory Board Member for the purpose of conducting audits from an objective and neutral position based on his experience and discernment.

Notes:

- 1. There is no special interest between the candidate and the Company.
- 2. Kenichi Sawai is a candidate for outside Audit & Supervisory Board Member.
- 3. If the election of Mr. Sawai is approved, the Company plans to enter into a limited liability agreement with him that limits his liability for damages under Article 423, paragraph (1) of the Companies Act to the amount provided for in laws and regulations, pursuant to the provisions of the Articles of Incorporation of the Company and Article 427, paragraph (1) of the same Act.
- 4. The Company has entered into a directors and officers liability insurance agreement stipulated in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The details of the insurance agreement are as summarized on page 22 of the Business Report (in Japanese only). If the election of the candidate for Audit & Supervisory Board Member is approved, he will be insured under the insurance agreement. The Company plans to renew the insurance agreement in July 2022.