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Securities code: 1777  
June 8, 2022

**To Shareholders with Voting Rights:**

Katsushi Hiroe  
President and Representative Director  
Kawasaki Setsubi Kogyo Co., Ltd.  
1-6-47 Osu, Naka-ku, Nagoya-shi

## Notice of the 95th Annual General Meeting of Shareholders

Dear Shareholders:

We cordially announce that the 95th Annual General Meeting of Shareholders of Kawasaki Setsubi Kogyo Co., Ltd. (the “Company”) will be held as below.

From the perspective of preventing the spread of COVID-19, we gave careful consideration and decided to hold the meeting with preventative measures in place, in respect of the safety of shareholders. We ask our shareholders to exercise their voting rights in writing or via the Internet prior to the Meeting and refrain from attending the Meeting in person as much as possible. In exercising your voting rights, please review the attached Reference Documents for the General Meeting of Shareholders and cast your vote by 5:30 p.m. on Tuesday, June 28, 2022, Japan time.

- 1. Date and Time:** Wednesday, June 29, 2022, at 10 a.m. Japan time  
(The reception desk opens at 9:00 a.m.)
- 2. Venue:** Fifth floor seminar room of the Company’s head office at:  
1-6-47 Osu, Naka-ku, Nagoya-shi
- 3. Meeting Agenda:**  
**Matters to be reported:** The Business Report and Non-consolidated Financial Statements for the Company’s 95th Fiscal Year (from April 1, 2021 to March 31, 2022)

**Proposals to be resolved:**

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Partial Amendments to the Articles of Incorporation
- Proposal 3:** Election of Eight (8) Directors
- Proposal 4:** Election of One (1) Corporate Auditor
- Proposal 5:** Election of One (1) Substitute Corporate Auditor

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- When attending the meeting in person, please submit the enclosed Voting Rights Exercise Form at the reception desk.
  - Pursuant to the provisions of laws and regulations and the Company’s Articles of Incorporation, Notes to the Non-consolidated Financial Statements are posted on the Company’s website (<http://www.kawasaki-sk.co.jp/investor/library/>) on the Internet. Non-consolidated Financial Statements attached to this notice are part of statements audited by Corporate Auditors and the accounting auditor in preparing audit reports.
  - Any updates to the attached documents and the Reference Documents for the General Meeting of Shareholders will be posted on the Company’s website (<http://www.kawasaki-sk.co.jp/investor/library/>) on the Internet.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Appropriation of Surplus

The Company proposes to pay a year-end dividend of ¥8 per share, consisting of an ordinary dividend of ¥5 per share and a special dividend of ¥3 per share as redistribution of profits, in light of the business results for the fiscal year under review, future business developments, internal reserves, and other factors.

- (1) Type of property for dividends  
Cash
- (2) Allotment of property for dividends and total amount thereof  
¥8 per share of the Company's common stock  
Total amount: ¥95,713,384
- (3) Effective date of distribution of surplus  
June 30, 2022

**Proposal 2: Partial Amendments to the Articles of Incorporation**

1. Reason for the proposal

The amended provisions stipulated in the proviso to Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will come into force on September 1, 2022. Accordingly, in preparation for the introduction of the system for electronic provision of materials for general meetings of shareholders, the Articles of Incorporation of the Company shall be amended as follows.

- (1) The proposed Article 17, Paragraph 1 shall be established in line with the amendment that the Articles of Incorporation can stipulate to the effect that information contained in the reference documents for the general meeting of shareholders, etc. shall be provided electronically.
- (2) The proposed Article 17, Paragraph 2 shall be established so that the Company can limit the scope of matters that are to be included in the paper copy to be sent to shareholders who have requested it, among the matters included in the reference materials for the general meeting of shareholders, etc. to be provided electronically, to the scope of the matters stipulated in the Ordinance of the Ministry of Justice.
- (3) The Article 17 of the current Articles of Incorporation will become unnecessary once the system for electronic provision of materials for general meetings of shareholders is introduced and will therefore be deleted.
- (4) In line with the above establishment and deletion of provisions, supplementary provisions shall be established. Note that these supplementary provisions shall be deleted on a predetermined date.

2. Details of amendments

The details of the amendments are as follows.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p><u>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u></p> <p><u>Article 17 The Company may, when convening a general meeting of shareholders, deem that it has provided information to shareholders pertaining to matters to be described or indicated in the reference documents for the general meeting of shareholders, business report, non-consolidated financial statements, and consolidated financial statements, by disclosing such information through the internet in accordance with the provisions provided in the Ordinance of the Ministry of Justice.</u></p>	<p>(Deleted)</p>

Current Articles of Incorporation	Proposed Amendments
(Newly established)	<p><u>(Measures for Electronic Provision, Etc. of Materials for General Meetings of Shareholders)</u></p> <p><u>Article 17 The Company shall, when convening a general meeting of shareholders, provide information contained in the reference documents for the general meeting of shareholders, etc. electronically.</u></p> <p><u>2. Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the 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>
(Newly established)	<p><u>(Supplementary provisions)</u></p> <p><u>1. The deletion of Article 17 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the Articles of Incorporation before amendment and the establishment of amended Article 17 (Measures for Electronic Provision, Etc. of Materials for General Meetings of Shareholders) shall come into effect on the date of enforcement of the amended provisions stipulated in the proviso to Article 1 of the supplementary provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (the “Effective Date”).</u></p> <p><u>2. Notwithstanding the provision of the preceding paragraph, Article 17 of the Articles of Incorporation before amendment shall remain in force with respect to a general meeting of shareholders to be held on a date within six months from the Effective Date.</u></p> <p><u>3. These supplementary provisions 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 paragraph, whichever is later.</u></p>

**Proposal 3:** Election of Eight (8) Directors

The terms of office of all six (6) Directors will expire at the conclusion of this General Meeting of Shareholders. In order to strengthen both the management structure and corporate governance, the Company proposes to increase the number of Directors by two (2) and elect eight (8) Directors. The candidates for Directors are as follows.

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of the Company's shares held
1	Katsushi Hiroe (August 6, 1960)  <div style="border: 1px solid black; padding: 2px; display: inline-block;">Reappointed</div>	Dec. 2007 Branch Manager, Osaka Branch, the Company	64,700
		Apr. 2010 Executive Officer and Branch Manager, Osaka Branch, the Company	
Jun. 2012 Managing Director and Division Manager, Sales Division, the Company			
Jun. 2014 Senior Managing Director and Division Manager, Sales Division, the Company			
Jun. 2016 President and Representative Director, the Company (to present)			
<p>(Reasons for nomination as a candidate for Director)</p> <p>Since he assumed office as President and Representative Director of the Company, Mr. Katsushi Hiroe has fulfilled the responsibilities of a director by demonstrating strong leadership aiming at increasing corporate value. We judge that his abundant experience and insight will further contribute to the Company's management.</p>			
2	Kiyohiko Ban (May 11, 1959)  <div style="border: 1px solid black; padding: 2px; display: inline-block;">Reappointed</div>	Apr. 2011 Executive Officer and Branch Manager, Toyota Branch, the Company	41,200
		Jul. 2012 Executive Officer and Branch Manager, Osaka Branch, the Company	
Jul. 2016 Senior Executive Officer and General Manager, West Japan Branch, the Company			
Jun. 2017 Director and General Manager, East Japan Branch, the Company			
Apr. 2021 Managing Director and General Manager, Central Japan Branch, the Company (to present)			
<p>(Reasons for nomination as a candidate for Director)</p> <p>We judge that Mr. Kiyohiko Ban's experience and insight acquired as Director and General Manager of East Japan Branch and Managing Director and General Manager of Central Japan Branch, among others, will contribute to the Company's management.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of the Company's shares held
3	Hiroyuki Seki (March 28, 1957)  <input type="checkbox"/> Reappointed	Jul. 2013 Managing Executive Officer and Branch Manager, Chuo Branch, Kandenko Co., Ltd. Jan. 2015 Senior Executive Officer and Deputy Division Manager, Tokyo Sales Division, Kandenko Co., Ltd. Jul. 2015 Director and President, Kanko Facilities Co., Ltd. Jul. 2017 Director and Chairperson, Kanko Facilities Co., Ltd. Jun. 2019 Managing Director in charge of overall business, the Company (to present)	0
		(Reasons for nomination as a candidate for Director) We judge that Mr. Hiroyuki Seki's experience and insight acquired as Managing Executive Officer and Branch Manager of Chuo Branch of Kandenko Co., Ltd. and Director and President of Kanko Facilities Co., Ltd., among others, will contribute to the Company's management.	
4	Hiroshi Yamazaki (February 11, 1966)  <input type="checkbox"/> Reappointed	Apr. 2017 Deputy Division Manager, Construction Management Division, the Company Jun. 2017 Division Manager, Construction Management Division, the Company Jul. 2018 Executive Officer and Division Manager, Construction Management Division, the Company Apr. 2021 Executive Officer and General Manager, East Japan Branch, the Company Jun. 2021 Director and General Manager, East Japan Branch, the Company (to present)	6,600
		(Reasons for nomination as a candidate for Director) We judge that Mr. Hiroshi Yamazaki's experience and insight acquired as Executive Officer and Division Manager of Construction Management Division of the Company and Director and General Manager of East Japan Branch of the Company, among others, will contribute to the Company's management.	
5	Takeshi Nakamura (March 7, 1963)  <input type="checkbox"/> Newly appointed	Jul. 2010 Manager, Engineering Division, Aerospace Company, Kawasaki Heavy Industries, Ltd. Jul. 2017 Deputy Manager, Commercial Aircraft Business Department, Manufacturing Division, Aerospace Company, Kawasaki Heavy Industries, Ltd. Apr. 2021 Executive Officer, the Company Aug. 2021 Executive Officer and Division Manager, Corporate Planning Division, the Company Apr. 2022 Executive Officer and Division Manager, Sales Division, the Company (to present)	500
		(Reasons for nomination as a candidate for Director) We judge that Mr. Takeshi Nakamura's experience and insight acquired since he joined Kawasaki Heavy Industries, Ltd. and as an Executive Officer of the Company will contribute to the Company's management.	

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of the Company's shares held
6	Takashi Furukawa (March 1, 1957)  <div style="border: 1px solid black; padding: 2px; display: inline-block;">Outside</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Independent</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Reappointed</div>	Apr. 2013 Division Manager, QM Promoting Division, Aerospace Company, Kawasaki Heavy Industries, Ltd. Jun. 2015 President and Representative Director, Kawaju Gifu Service Co., Ltd. (retired in June 2017) Jun. 2017 President and Representative Director, Kawaju Gifu Engineering Co., Ltd. Jun. 2018 Director, the Company (to present)	0
	(Reasons for nomination as a candidate for Outside Director and expected roles) Mr. Takashi Furukawa has served as President and Representative Director of Kawaju Gifu Service Co., Ltd. and Kawaju Gifu Engineering Co., Ltd. Since he assumed office as Director of the Company, he has offered accurate advice and supervision for the Company's management, demonstrating his abundant experience and deep insight as corporate manager. We judge that he will continue to contribute in enhancing the corporate value of the Company by offering advice on corporate management from an objective perspective and providing appropriate supervision. In addition, we will continue to appoint him as a member of the Nominating and Compensation Committee after his election.		
7	Hiroyasu Koyama (May 9, 1956)  <div style="border: 1px solid black; padding: 2px; display: inline-block;">Outside</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Independent</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Newly appointed</div>	Jun. 2004 Manager, Plant Engineering Division, Toyota Motor Corporation May 2013 Senior Managing Director, Toyota T&S Construction Co., Ltd. Jun. 2014 Vice President and Representative Director, Toyota T&S Construction Co., Ltd. Jun. 2015 President and Representative Director, Toyota T&S Construction Co., Ltd. Jun. 2021 Technical Supervisor, Kondo Kogyo Co., Ltd. (to present)	0
	(Reasons for nomination as a candidate for Outside Director and expected roles) Mr. Hiroyasu Koyama has served as a manager at Toyota Motor Corporation and President and Representative Director of Toyota T&S Construction Co., Ltd. We judge that he will contribute to enhancing the corporate value of the Company by offering advice on corporate management from an objective perspective and providing appropriate supervision. In addition, we will appoint him as a member of the Nominating and Compensation Committee after his election.		

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of the Company's shares held
	Ryoko Kuroyanagi (July 5, 1987)  <div style="border: 1px solid black; padding: 2px; display: inline-block; margin-bottom: 2px;">Outside</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; margin-bottom: 2px;">Independent</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Reappointed</div>	Dec. 2015 Registered as a lawyer (Aichi Bar Association); joined Chukyo Law Firm (to present) Jun. 2019 Corporate Auditor, the Company Jun. 2020 Director, the Company (to present)	0
8	<p>(Reasons for nomination as a candidate for Outside Director and expected roles)</p> <p>Ms. Ryoko Kuroyanagi has offered accurate advice and supervision for the Company's management, demonstrating high expert knowledge on legal and compliance matter as a lawyer. We expect that she will continue to contribute to enhancing the corporate value of the Company by offering advice on corporate management from an objective perspective and providing appropriate supervision. From these reasons, although she has never engaged in corporate management in the past, we judge that she can execute her duties appropriately as Outside Director of the Company. In addition, we will continue to appoint her as a member of the Nominating and Compensation Committee after her election.</p>		

- Notes:
1. There are no special interests between each candidate and the Company.
  2. Mr. Takashi Furukawa, Mr. Hiroyasu Koyama, and Ms. Ryoko Kuroyanagi are candidates for Outside Director. Mr. Takashi Furukawa's tenure in office as Outside Director will have been four years at the conclusion of this General Meeting of Shareholders. Ms. Ryoko Kuroyanagi's tenure in office as Outside Director will have been two years at the conclusion of this General Meeting of Shareholders.
  3. If this proposal is approved, the Company will designate Mr. Hiroyasu Koyama as an independent director stipulated by the Nagoya Stock Exchange and register with the said organization accordingly. Mr. Takashi Furukawa and Ms. Ryoko Kuroyanagi have been designated as the independent director stipulated by the Nagoya Stock Exchange and registered with the same accordingly. If this proposal is approved, they will continue to serve as independent directors.
  4. Mr. Takashi Furukawa has served as a business executor of Kawasaki Heavy Industries, Ltd. until June 2015. The said company is our major business partner, categorized as specified associated service provider defined in Article 2, Paragraph 3, Item 19 of Regulations for Enforcement of the Companies Act.
  5. Mr. Hiroyasu Koyama has served as a business executor of Toyota Motor Corporation until June 2014. The said company is our major business partner, categorized as specified associated service provider defined in Article 2, Paragraph 3, Item 19 of Regulations for Enforcement of the Companies Act.
  6. If this proposal is approved, the Company will enter into an agreement with Mr. Hiroyasu Koyama to limit the liability for damages set forth in Article 423, Paragraph 1 of the Company's Act. We have already entered into a similar limitation of liability agreement with Mr. Takashi Furukawa and Ms. Ryoko Kuroyanagi, which limits the amount of liability for damages to the amount stipulated under the laws and regulations. We will continue the limitation of liability agreement mentioned above if this proposal is approved.
  7. Directors and officers liability insurance agreement that insures candidates for Directors  
The Company has entered into a directors and officers liability insurance agreement with an insurance company, which covers legal damages and litigation expenses in the event that a claim for damages is made against the insured during the insurance period due to an act committed by



the insured in his/her capacity as such. However, the above insurance policy does not cover damages arising from the insured's unlawful gain or benefit, criminal acts, fraudulent acts, or acts committed with the knowledge that they violate laws or regulations. The Company bears the entire premium for all the insured parties. If the candidates assume office as Directors, we will renew the insurance policy on July 1, 2022 to include them as insured persons.

**Proposal 4: Election of One (1) Corporate Auditor**

Mr. Toshiro Awazu, Corporate Auditor, will resign at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of one (1) Corporate Auditor is proposed.

The Board of Corporate Auditors has previously given its approval to this proposal.

The candidate for Corporate Auditor is as follows:

Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of the Company's shares held
Hiroyuki Fukumura (September 21, 1962)  <div style="border: 1px solid black; padding: 2px; display: inline-block;">Newly appointed</div>	Jul. 2010 Deputy Department Manager, Accounting Department, Kandenko Co., Ltd. Jul. 2011 Department Manager, Business Planning Department, Sales Division, Kandenko Co., Ltd. Jun. 2015 Executive Officer, Deputy General Manager of Kitakanto & Hokushinetsu Sales Division, and General Manager of Tochigi Branch, Kandenko Co., Ltd. Jun. 2018 President, Kanko Shoji Co., Ltd. Jul. 2020 Social Infrastructure Division and International Business Division, Executive Planning and Research, Kandenko Co., Ltd. (to present)	0
<p>(Reason for nomination as a candidate for Corporate Auditor)</p> <p>Mr. Hiroyuki Fukumura served as the Department Manager of Business Planning Department and the General Manager of a branch office after engaging in duties at the Accounting Department of Kandenko Co., Ltd. He was also involved in the management of Kanko Shoji Co., Ltd., where he served as the President. We believe that his extensive knowledge and experiences gained through these careers will play a significant role in the Company's auditing activities.</p>		

- Notes:
1. Mr. Hiroyuki Fukumura is a new candidate for Corporate Auditor.
  2. There are no special interests between the candidate and the Company.
  3. Mr. Hiroyuki Fukumura has amassed considerable expertise in finance and accounting through his wealth of experiences of serving the Accounting Department and as a branch manager of the Kandenko Co., Ltd.
  4. Directors and officers liability insurance agreement that insures candidates for Auditors  
 The Company has entered into a directors and officers liability insurance agreement with an insurance company, which covers legal damages and litigation expenses in the event that a claim for damages is made against the insured during the insurance period due to an act committed by the insured in his/her capacity as such. However, the above insurance policy does not cover damages arising from the insured's unlawful gain or benefit, criminal acts, fraudulent acts, or acts committed with the knowledge that they violate laws or regulations. The Company bears the entire premium for all the insured parties. If the candidate assumes office as Corporate Auditor, we will renew the insurance policy on July 1, 2022 to include him as an insured person.

**Reference:** Composition of Directors and Auditors upon approval of Proposals 3 and 4

For the Company's Board of Directors to appropriately exercise the decision-making and managerial supervisory functions for sustainable and profitable management, necessary skills and competences, including knowledge, experiences, and abilities, have been identified considering the direction of the Company's management and business strategies.

The table below summarizes the composition of the Board of Directors as well as skills and competencies that the Directors and Auditors are expected to possess in the case where Proposals 3 and 4 are approved as proposed at this Annual General Meeting of Shareholders.

Name		Tenure	Attendance at Board of Directors' meetings	Business management/strategy	Technology & Safety	Industry knowledge/Sales strategy	ESG & Sustainability	Finance & Accounting	DX & IT	Legal affairs & Governance	Internationalism/Diversity
Directors	Katsushi Hiroe	10 yrs	8/8 (100%)	●	●	●	●	●		●	
	Kiyohiko Ban	5 yrs	8/8 (100%)	●	●	●			●	●	
	Hiroyuki Seki	3 yrs	8/8 (100%)	●	●	●		●			
	Hiroshi Yamazaki	1 yr	6/6 (100%)	●	●	●			●		
	Takeshi Nakamura	–	–	●		●	●				●
	Takashi Furukawa	4 yrs	8/8 (100%)	●		●				●	
	Hiroyasu Koyama	–	–	●	●	●		●			●
	Ryoko Kuroyanagi	2 yrs	8/8 (100%)				●			●	●
Auditors	Hiroyuki Fukumura	–	–	●		●		●		●	
	Yoshio Arai	2 yrs	8/8 (100%)	●		●				●	
	Tomonori Shiino	2 yrs	8/8 (100%)				●	●	●	●	

**Proposal 5:** Election of One (1) Substitute Corporate Auditor

To maintain the continuity of auditing activities in case where the number of Auditors falls below the number legally stipulated, the election of one (1) Substitute Corporate Auditor is proposed as a substitute for Mr. Hiroyuki Fukumura, Corporate Auditor.

The Board of Corporate Auditors has previously given its approval to this proposal.

The candidate for Substitute Corporate Auditor is as follows:

Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of the Company's shares held
Sachio Sasaki (April 7, 1965)	Oct. 2014 Manager and Team Leader of General Affairs of Gunma Office, Kitakanto & Hokushinetsu Sales Division, Kandenko Co., Ltd. Jul. 2016 Leader of Management Planning Department Related Business Group, Kandenko Co., Ltd. Jul. 2017 Department Manager of Group Operation Administration Department, Kandenko Co., Ltd. Oct. 2018 Department Manager of Management Planning Department, Management Planning Unit, Corporate Control Division, Kandenko Co., Ltd. Oct. 2021 Department Manager of Group Planning Department, Management Planning Unit, Corporate Control Division, Kandenko Co., Ltd. (to present)	0
(Reason for nomination as a candidate for Substitute Corporate Auditor) Mr. Sachio Sasaki has extensive knowledge gained through his experiences of long years of serving at business and planning departments of Kandenko Co., Ltd. We believe that his career will play a significant role in the Company's auditing activities.		

- Notes: 1. The candidate is nominated for Substitute Corporate Auditor.  
2. There are no special interests between the candidate and the Company.