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Securities code: 9991

June 5, 2023

Start of electronic provision: June 1, 2023

To Shareholders with Voting Rights:

Yoshiyuki Nobusa
Representative Director, President
and CEO
GECOSS CORPORATION
2-31-1, Nihonbashi-Hama-cho Chuo-
ku, Tokyo, Japan

Notice of the 56th Ordinary General Meeting of Shareholders

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

We hereby inform you that the 56th Ordinary General Meeting of Shareholders of GECOSS CORPORATION (the “Company”) will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken electronic provision measures, which provide information contained in the Reference Materials, etc. for the General Meeting of Shareholders (the “matters subject to electronic provision measures”) in electronic format, and has posted this information on the following websites.

Our website

<https://www.gecoss.co.jp/investors/stock/> (available in Japanese only)

In addition to the website shown above, the Company has also posted this information on the following website on the internet.

Tokyo Stock Exchange (TSE) website

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Please access the TSE website above, enter our company name “GECOSS CORPORATION” or our securities code “9991,” click on “Search” to find search results, and then, click on “Basic information” and “Documents for public inspection/PR information” in this order.

If not attending the Meeting, you may exercise your voting rights by either of the methods described below. Please review the Reference Materials for the General Meeting of Shareholders published in the matters subject to electronic provision measures and exercise your voting rights.

[When exercising voting rights in writing]

Please indicate your approval or disapproval of each Proposal on the enclosed Voting Rights Exercise Form and return it so that it can reach us no later than the deadline shown below.

[When exercising voting rights via electronic or magnetic means (the internet, etc.)]

In accordance with “Guide to Exercising Your Voting Rights Via the Internet, etc.” (Japanese version only), please exercise your voting rights no later than the deadline shown below.

Deadline for exercising your voting rights: 5:30 p.m. (JST) on June 21, 2023 (Wednesday)

- 1. Date and Time:** Thursday, June 22, 2023, 10:00 a.m. (JST)
(doors scheduled to open at 9:00 a.m.)
- 2. Venue:** Harumi Banquet Room, Royal Park Hotel 2F, 2-1-1 Nihonbashi-Kakigara-cho, Chuo-ku, Tokyo
- 3. Objectives of Meeting:**
- Items to be reported**
1. Business Report, Consolidated Financial Statements and Accounting Auditor's and Audit & Supervisory Board's Reports on Consolidated Financial Statements for the 56th term (from April 1, 2022 to March 31, 2023)
 2. Non-consolidated Financial Statements for the 56th term (from April 1, 2022 to March 31, 2023)
- Item to be resolved**
- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Partial Amendments to the Articles of Incorporation
- Proposal 3:** Election of Six (6) Directors
- Proposal 4:** Election of One (1) Audit & Supervisory Board Member
- Proposal 5:** Payment of Retirement Benefits to a Retiring Director and a Retiring Audit & Supervisory Board Member
- Proposal 6:** Payment of Bonuses to Directors
- 4. Other Resolutions Determined upon Convocation**
- (1) If a proxy exercises your voting rights on your behalf, please have your proxy submit your Voting Rights Exercise Form and a form stating that you give power of attorney to your proxy.
 - (2) Please note that any voting right exercised without indicating approval or disapproval for a particular proposal will be counted as a vote for approval of the proposal.
 - (3) When you exercise your voting rights both in writing and via electromagnetic means (the internet, etc.), the voting rights exercised via the electromagnetic means shall be deemed and treated as a valid vote.
 - (4) When you exercise your voting rights twice or more via electromagnetic means (the internet, etc.), the voting rights exercised last shall be deemed and treated as a valid vote.
1. When attending the Meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
 2. You may exercise your voting rights by proxy by delegating your voting rights to one shareholder who holds voting rights, as provided for in the Articles of Incorporation.
 3. Shareholders who have not requested the delivery of written documents will receive only this notice of convocation.
 4. The documents submitted to shareholders who have requested delivery of the documents does not include the following items, pursuant to the provisions of laws and regulations and the Articles of Incorporation of the Company. Therefore, the said documents are part of the documents audited by the Audit & Supervisory Board Members and the Accounting Auditor when preparing their Audit Reports.
 - "Consolidated Statement of Changes in Equity" and "Notes to Consolidated Financial Statements" in Consolidated Financial Statements
 - "Non-consolidated Statement of Changes in Equity" and "Notes to Non-consolidated Financial Statements" in Non-consolidated Financial Statements
 5. In the event that any changes or modifications arise to the matters subject to electronic provision measures, please note that the modifications will be posted on the respective websites where the information is published.

Reference Materials for the General Meeting of Shareholders

Proposal and Reference Matters:

Proposal 1: Appropriation of Surplus

Regarding the appropriation of surplus, the Company proposes as follows:

Matters concerning the year-end dividend

The Company regards returning profits to shareholders as its priority management issue, and aims at a dividend payout ratio around 30% in the Medium-Term Business Plan for FY2021 to FY2024.

In light of this target in the Medium-Term Business Plan, the Company proposes the year-end dividend for the 56th fiscal year as stated below.

- (1) Type of dividend property
Cash
- (2) Allotment of dividend property to the shareholders and total amount of dividends
20 yen per share of common stock of the Company Total amount: 675,910,820 yen
As an interim dividend of 15 yen per share was paid in December 2022, the dividend of surplus through the fiscal year under review is 35 yen per share (dividend payout ratio:36.8%).
- (3) Effective date of dividend of surplus
June 23, 2023

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal

- (1) The location in Article 3 (Location of Head Office) of the current Articles of Incorporation shall be amended from Chuo-ku, Tokyo to Bunkyo-ku, Tokyo due to the relocation of the head office to prepare for an increase in personnel caused by business expansion as well as to improve the office environment. This amendment shall come into effect on the date of the change in the location of the head office to be determined at a meeting of the Board of Directors to be held by March 31, 2024, and supplementary provisions shall be established accordingly.
- (2) Article 13 (Location of convocation) of the current Articles of Incorporation shall be deleted to ensure a more flexible operation of the General Meeting of Shareholders to prepare for any contingency including natural disasters and infectious diseases.
- (3) Following the deletion of Article 13 of the current Articles of Incorporation, the numbers of articles under Article 14 of the current Articles of Incorporation shall be revised.

2. Details of the amendments

The details of the amendments are as follows:

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p>Articles 1 to 2 (Omitted) (Location of Head Office) Article 3 The Company shall have its head office in <u>Chuo-ku, Tokyo</u>. Articles 4 to 12 (Omitted) <u>(Location of Convocation)</u> <u>Article 13 General meetings of shareholders of the Company shall be convened at the location of the head office of the Company or a location in its vicinity.</u> Articles <u>14</u> to <u>39</u> (Omitted) (Newly established)</p>	<p>Articles 1 to 2 (Unchanged) (Location of Head Office) Article 3 The Company shall have its head office in <u>Bunkyo-ku, Tokyo</u>. Articles 4 to 12 (Unchanged) (Deleted) Articles <u>13</u> to <u>38</u> (Unchanged) <u>Supplementary Provisions</u> <u>The amendment to Article 3 (Location of Head Office) of the Articles of Incorporation shall come into effect on the date of the change in the location of the head office to be determined at a meeting of the Board of Directors to be held by March 31, 2024. This paragraph of supplementary provisions shall be deleted after the effective date of the amendment.</u></p>

Proposal 3: Election of Six (6) Directors

The terms of six (6) Directors will expire at the conclusion of this Meeting. Accordingly, the Company proposes to elect six (6) Directors including two (2) Outside Directors. Candidates have been selected in consideration of a balance of skills necessary for the Board of Directors of the Company.

The candidates for Director are as follows:

No.	Name	Current positions and responsibilities in the Company	Number of meetings of the Board of Directors attended	Knowledge, Experience and Abilities of Each Candidate for Director							
				Corporate management	Industrial knowledge	Global	Technology/ICT	Administrative agency	Risk management	Financial accounting	Sales
1	Yoshiyuki Nobusa <u>Reappointment</u>	Representative Director, President and CEO	14/15 (93%)	•	•	•			•	•	•
2	Yoshinari Iwamoto <u>New appointment</u>	Senior Vice President Assistant to the President, responsible for Back-office Management Dept., Sales Coordination Dept., Operation Dept., Safety, Plant Safety, and Environmental Control Dept., Construction Division, Plant Operation Planning Dept., Plant Sector, and Steel Fabrication and Bridge Business Division	–	•	•						•
3	Takeshi Ishizawa <u>Reappointment</u>	Director and Vice President In charge of Technology Planning Dept., Technical Dept. I, and Technical Dept. II	12/12 (100%)	•	•		•				
4	Ryoji Hikosaka <u>Reappointment</u>	Director and Executive Officer In charge of Corporate Planning Dept., Finance Dept., and Auditing Dept.	12/12 (100%)	•		•			•	•	
5	Osamu Kiyomiya <u>Reappointment</u> <u>Outside</u> <u>Independent</u>	Outside Director	15/15 (100%)		•		•	•			
6	Mikio Asano <u>Reappointment</u> <u>Outside</u> <u>Independent</u>	Outside Director	15/15 (100%)	•					•		•

Notes: 1. Since Mr. Takeshi Ishizawa and Mr. Ryoji Hikosaka were newly elected as Director at the Ordinary General Meeting of Shareholders held on June 23, 2022, the number of meetings of the Board of Directors attended is different.

2. The above list does not represent all knowledge, experience and abilities of each candidate.

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent posts	Number of the Company's shares held
1	Yoshiyuki Nobusa (March 22, 1963) (Male) <u>Reappointment</u>	<p>April 1985 Joined Kawasaki Steel Corporation</p> <p>April 2009 Manager, Export Planning & Coordination Sec., Sales Coordination & Operation Planning Dept. of JFE Steel Corporation</p> <p>April 2011 General Manager, Overseas Business Planning Sec., Corporate Planning Dept. of JFE Steel Corporation</p> <p>April 2016 Vice President of JFE Steel Corporation</p> <p>April 2019 Senior Vice President of JFE Steel Corporation</p> <p>April 2021 Advisor of the Company</p> <p>June 2021 Representative Director, President and CEO of the Company (current post)</p> <p>[Responsibilities as Executive Officer] CEO</p>	5,300 shares
<p>[Reasons for nomination as a candidate for Director] Mr. Yoshiyuki Nobusa held key positions at JFE Steel Corporation before assuming office as a Director of the Company. The Company renominates him because he has a strong track record as a Director and is qualified for the position.</p>			
2	Yoshinari Iwamoto (January 31, 1959) (Male) <u>New appointment</u>	<p>April 1982 Joined the Company</p> <p>April 2002 General Manager, Tokyo Sales Dept. I, Sales Division IV of the Company</p> <p>April 2010 General Manager, Tokyo Sales Division and General Manager, North East Japan Sales Division of the Company</p> <p>June 2010 Director of the Company</p> <p>March 2012 Retired as Director of the Company</p> <p>April 2012 Executive Officer of the Company</p> <p>April 2014 Vice President of the Company</p> <p>June 2015 Director and Vice President of the Company</p> <p>April 2018 Director and Senior Vice President of the Company</p> <p>June 2022 Senior Vice President of the Company (current post)</p> <p>[Responsibilities as Executive Officer] Assistant to the President, responsible for Back-office Management Dept., Sales Coordination Dept., Operation Dept., Safety, Plant Safety and Environmental Control Dept., Construction Division, Plant Operation Planning Dept., Plant Sector, and Steel Fabrication and Bridge Business Division</p>	14,425 shares
<p>[Reasons for nomination as a candidate for Director] Mr. Yoshinari Iwamoto held the Company's key positions before assuming office as a Senior Vice President, and has extensive business experience and broad insight. Accordingly, the Company nominates him because he is qualified for the position of Director, which bears responsibilities for the Company's management.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent posts	Number of the Company's shares held
3	Takeshi Ishizawa (January 18, 1965) (Male) <u>Reappointment</u>	<p>April 1989 Joined Kawasaki Steel Corporation</p> <p>April 2008 Manager, Civil & Construction Sec., Plant Engineering Dept., East Japan Works (Chiba) of JFE Steel Corporation</p> <p>July 2011 Manager, Welded Pipe Design for Building & Construction Sec., Products Design & Quality Control Dept., East Japan Works (Chiba) of JFE Steel Corporation</p> <p>April 2014 Manager, Civil Engineering Sec., Construction Material Development Dept., Construction Materials & Services Business Division of JFE Steel Corporation</p> <p>April 2016 General Manager, Construction Material Development Dept., Construction Materials & Services Business Division of JFE Steel Corporation</p> <p>April 2019 General Manager, Construction Materials Engineering Dept., Construction Materials & Services Business Division of JFE Steel Corporation</p> <p>April 2020 Executive Officer of the Company</p> <p>April 2022 Vice President of the Company</p> <p>June 2022 Director and Vice President of the Company (current post)</p> <p>[Responsibilities as Executive Officer] In charge of Technology Planning Dept., Technical Dept. I, and Technical Dept. II</p>	500 shares
<p>[Reasons for nomination as a candidate for Director] Mr. Takeshi Ishizawa held key positions at JFE Steel Corporation before assuming office as a Director of the Company. The Company renominates him because he has a strong track record as a Director and is qualified for the position.</p>			
4	Ryoji Hikosaka (November 3, 1967) (Male) <u>Reappointment</u>	<p>April 1990 Joined Kawasaki Steel Corporation</p> <p>May 2008 Staff Manager, Affiliated Business Dept. II of JFE Steel Corporation</p> <p>April 2013 Manager, Finance Sec., Controller Dept. of JFE Steel Corporation</p> <p>April 2016 Manager, Finance Sec., Finance Dept. of JFE Holdings, Inc.</p> <p>April 2019 General Manager, Finance Dept. of JFE Holdings, Inc.</p> <p>April 2022 Executive Officer of the Company</p> <p>June 2022 Director and Executive Officer (current post)</p> <p>[Responsibilities as Executive Officer] In charge of Corporate Planning Dept., Finance Dept., and Auditing Dept.</p>	500 shares
<p>[Reasons for nomination as a candidate for Director] Mr. Ryoji Hikosaka held key positions at JFE Steel Corporation and JFE Holdings, Inc. before assuming office as a Director of the Company. The Company renominates him because he has a strong track record as a Director and is qualified for the position.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent posts	Number of the Company's shares held
5	<p>Osamu Kiyomiya (February 14, 1948) (Male)</p> <p>Reappointment Outside Independent</p>	<p>April 1973 Joined the Ministry of Transport July 1980 Studied at California State University April 1982 Manager, Immersed Construction Group in Structural Engineering Department, Port and Airport Research Institute of the Ministry of Transport April 1988 Manager, Structural Mechanics Group in Structural Engineering Department, Port and Airport Research Institute of the Ministry of Transport April 1997 Professor, Department of Civil Engineering, School of Science and Engineering (currently Department of Civil and Environmental Engineering, School of Creative Science and Engineering) of Waseda University June 2016 Outside Director of the Company (current post) April 2018 Emeritus Professor of Civil Engineering of Waseda University (current post) Councilor of Coastal Development Institute of Technology (current post)</p> <p>[Significant concurrent positions] Emeritus Professor of Civil Engineering of Waseda University Councilor of Coastal Development Institute of Technology</p>	0 shares
<p>[Reasons for nomination as a candidate for Outside Director and outline of expected roles] Mr. Osamu Kiyomiya engaged in research on structural members and other types of structures, and has deep academic knowledge of structural mechanics as well as an understanding and considerable insight about the construction industry. He has offered appropriate opinions from a fair and objective standpoint as Outside Director of the Company. The Company renominates him as Outside Director, expecting his contribution to supervision of the Company's management and enhancement of its corporate governance.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent posts	Number of the Company's shares held
6	Mikio Asano (July 29, 1952) (Male) Reappointment Outside Independent	April 1975 Joined Toyota Tsusho Corporation April 1998 General Manager, Non-Ferrous Metals Department of Toyota Tsusho Corporation October 2001 General Manager, Risk Management Department of Toyota Tsusho Corporation June 2003 Member of the Board of Toyota Tsusho Corporation June 2007 Managing Director of Toyota Tsusho Corporation June 2009 Senior Managing Director of Toyota Tsusho Corporation June 2011 Representative Director and Executive Vice President of Toyota Tsusho Corporation June 2017 Advisor of Toyota Tsusho Corporation June 2019 Outside Director of the Company (current post) June 2020 Outside Director (Audit & Supervisory Committee Member) of NITTO KOGYO CORPORATION (current post) [Significant concurrent positions] Outside Director (concurrently serving as Audit & Supervisory Committee Member) of NITTO KOGYO CORPORATION	0 shares
[Reasons for nomination as a candidate for Outside Director and outline of expected roles] Mr. Mikio Asano held key positions at Toyota Tsusho Corporation and then served as Representative Director and Executive Vice President of the said trading company. With his knowledge and considerable insight about corporate management, he has offered appropriate opinions from a fair and objective standpoint as Outside Director of the Company. The Company renominates him as Outside Director, expecting his contribution to supervision of the Company's management and enhancement of its corporate governance.			

- Notes:
1. There are no special interests between any of the candidates and the Company.
 2. Director candidates Mr. Osamu Kiyomiya and Mr. Mikio Asano are candidates for Outside Director and also candidates for Independent Director as stipulated under the regulations of the Tokyo Stock Exchange.
 3. To ensure that Outside Director candidates Mr. Osamu Kiyomiya and Mr. Mikio Asano can fully demonstrate their capabilities as expected in their roles as Outside Directors, the Company has concluded agreements with them to limit their liability for damages prescribed in Article 423, Paragraph 1 of the Companies Act, in accordance with the provisions of Article 427, Paragraph 1 of the same act. The agreements limit the amount of their liability for damages to the amount stipulated by laws and regulations, and will be renewed if the reelection of the candidates is approved at this Meeting.
 4. The Company has concluded with an insurance company a directors and officers liability insurance contract stipulated in Article 430-3, Paragraph 1 of the Companies Act that insures the Company's Directors, Audit & Supervisory Board Members, Executive Officers and other key employees. The contract covers compensation for damages and litigation costs to be borne by the insured that arise from the acts related to their execution of duties. If the election of the candidates is approved at this Meeting, they will become the insured under the contract, which will be renewed with the same terms and conditions at the end of the current coverage period.
 5. Director candidates Mr. Osamu Kiyomiya and Mr. Mikio Asano will have served as Outside Directors of the Company for seven years and four years, respectively, at the conclusion of this Meeting.

Proposal 4: Election of One (1) Audit & Supervisory Board Member

As the term of Audit & Supervisory Board Member Sei Uda will expire at the conclusion of this Meeting, the Company proposes to elect one (1) Audit & Supervisory Board Member.

The Audit & Supervisory Board has given its consent to the submission of this proposal to the Meeting. The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary, positions, and significant concurrent posts	Number of the Company's shares held
<p>Mitsuhiro Nogami (December 19, 1962) (Male) New appointment Outside</p>	<p>July 1985 Joined NKK Corporation April 2010 Manager, Plate & Rail Sec., Plate & Shape Steel Export Dept. of JFE Steel Corporation October 2011 Staff Manager, Planning Dept. of JFE Holdings, Inc. April 2014 Staff Manager, Overseas Business Planning Sec., Corporate Planning Dept. of JFE Steel Corporation April 2018 General Manager, Audit & Supervisory Board Members' Office of JFE Steel Corporation June 2018 Outside Auditor, NIPPON CHUZO K.K. June 2021 General Manager, Audit & Supervisory Board Members' Office of JFE Holdings, Inc. (current post; scheduled to retire by the date of the Company's 56th Ordinary General Meeting of Shareholders) June 2021 Outside Auditor, NIPPON CHUTETSUKAN K.K. (current post; scheduled to retire at the 119th Ordinary General Meeting of Shareholders of NIPPON CHUTETSUKAN K.K. (to be held on June 20, 2023))</p>	<p>0 shares</p>
<p>[Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member] Mr. Mitsuhiro Nogami has extensive experience at JFE Steel Corporation, and has served as General Manager, Audit & Supervisory Board Members' Office of JFE Steel Corporation as well as Outside Auditor at NIPPON CHUZO K.K. and NIPPON CHUTETSUKAN K.K. He is well versed in duties of Audit & Supervisory Board Member and has sufficient insight and qualities as an Audit & Supervisory Board Member. The Company nominates him as Outside Audit & Supervisory Board Member, expecting his contribution to supervision of the Company's management and enhancement of its corporate governance, as he is expected to provide appropriate opinions based on his fair and objective perspective.</p>		

- Notes:
1. There are no special interests between the candidate for Outside Audit & Supervisory Board Member and the Company.
 2. The candidate for Audit & Supervisory Board Member Mr. Mitsuhiro Nogami is a candidate for Outside Audit & Supervisory Board Member.
 3. The candidate for Audit & Supervisory Board Member Mr. Mitsuhiro Nogami is currently serving as an Executive of JFE Steel Corporation and JFE Holdings, Inc., both the Company's parent companies, and has been so for the last ten years. His positions and responsibilities as an Executive of said companies are as described in "Career summary, positions, and significant concurrent posts."
 4. If the candidate for Audit & Supervisory Board Member Mr. Mitsuhiro Nogami is elected, the Company intends to conclude agreements with him to limit his liability for damages prescribed in Article 423, Paragraph 1 of the Companies Act, in accordance with the provisions of Article 427, Paragraph 1 of the same act, in order to ensure that he can fully demonstrate his capabilities as expected in his roles as Audit & Supervisory Board Members. The agreement limits the amount of his liability for damages to the amount stipulated by laws and regulations.

5. The Company has concluded with an insurance company a directors and officers liability insurance contract stipulated in Article 430-3, Paragraph 1 of the Companies Act that insures the Company's Directors, Audit & Supervisory Board Members, Executive Officers and other key employees. The contract covers compensation for damages and litigation costs to be borne by the insured that arise from the acts related to their execution of duties. If the election of the candidate for Audit & Supervisory Board Member Mr. Mitsuhiro Nogami is approved at this Meeting, he will become the insured under the contract, which will be renewed with the same terms and conditions at the end of the current coverage period.

Proposal 5: Payment of Retirement Benefits to a Retiring Director and a Retiring Audit & Supervisory Board Member

As Director Akio Suzuki and Audit & Supervisory Board Member Sei Uda will retire from office due to expiration of their terms of office at the conclusion of this General Meeting of Shareholders, the Company proposes to pay retirement benefits to them in accordance with the standards predetermined by the Company and in amounts within a reasonable range. The reason for the payment is to appreciate their hard work toward improving business results and enhancing corporate value of the Company.

The Company requests that specific amounts, timing and methods of payment and other related matters concerning Mr. Akio Suzuki are left entirely to the discretion of the Board of Directors, and the same concerning Mr. Sei Uda to the discretion of the Audit & Supervisory Board Members' discussion.

Career summaries of the retiring Director and the retiring Audit & Supervisory Board Member are as follows:

Name	Career summary	
Akio Suzuki	June 2014	Director and Vice President of the Company
	April 2016	Director and Senior Vice President of the Company
	April 2019	Representative Director and Senior Executive Vice President of the Company
	April 2023	Representative Director of the Company (to present)
Sei Uda	June 2019	Outside Audit & Supervisory Board Member (Full-time) of the Company (to present)

Proposal 6: Payment of Bonuses to Directors

The Company proposes to pay a total of 17,923,000 yen of directors' bonuses to four Directors out of the incumbent Directors excluding Outside Directors as of the end of the fiscal year under review, in consideration of the business results for the fiscal year under review.

The Company believes that the payment of bonuses to Directors is in line with the Decision Policy resolved by the Board of Directors (the summary is in the Business Report at 4. Compensation, etc. for Directors and Audit & Supervisory Board Members, III Matters Concerning Company Officers) (Japanese version only) and therefore deemed appropriate.