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# Notice of the 82<sup>nd</sup> Annual General Meeting of Shareholders

■ Date and Time:

Thursday, June 29, 2023,  
at 10:00 a.m. (JST)

■ Venue:

2-5-3, Kandamisaki-cho, Chiyoda-ku, Tokyo  
Head Office of the Company

■ Matters to be resolved:

Proposal No. 1 Appropriation of Surplus  
Proposal No. 2 Election of 12 Directors  
Proposal No. 3 Election of One Substitute  
Corporate Auditor

No gifts will be provided to shareholders  
attending the General Meeting of Shareholders.  
We greatly appreciate your understanding.

Securities Code: 1815

To Our Shareholders

We would like to take this opportunity to extend our sincere gratitude for your continuous support.

You are hereby invited to attend the 82nd Annual General Meeting of Shareholders of TEKKEN CORPORATION (the “Company”), which will be held on Thursday, June 29, 2023.

The status of the Company group (the “Group”) for the fiscal year under review (from April 1, 2022 to March 31, 2023) and other matters will be presented for your review.

Representative Director and President

Yasushi Ito

Securities Code: 1815

June 8, 2023

To Our Shareholders

Yasushi Ito

Representative Director and President

TEKKEN CORPORATION

2-5-3, Kandamisaki-cho, Chiyoda-ku, Tokyo

## Notice of the 82nd Annual General Meeting of Shareholders

You are cordially invited to attend the 82nd Annual General Meeting of Shareholders of TEKKEN CORPORATION (the “Company”), which will be held as indicated below.

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items subject to measures for electronic provision) in electronic format, and posts this information on the following Company’s website. Please access the Company’s website by using the internet address shown below to review the information.

The Company’s website:

<https://www.tekken.co.jp/> (in Japanese)

(Please access the above website and select “IR Information” and then “General Meeting of Shareholders”).

The items subject to measures for electronic provision are posted on the Company’s website as well as on the website of the Tokyo Stock Exchange (TSE). You can access it through the following address:

Tokyo Stock Exchange Website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(Please access the TSE website through the above internet address, enter “TEKKEN CORPORATION” or the Company’s securities code “1815” in “Listed Company Search” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting.”)

As an alternative to attending the meeting, you may exercise your voting rights in writing or via the internet. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights in accordance with the “Instructions for Exercising Your Voting Rights” on pages 5 to 6 by the end of the business day (5:15 p.m.) on Wednesday, June 28, 2023 (JST).

1. Date and Time: Thursday, June 29, 2023, at 10:00 a.m. (JST)
2. Venue: Head Office of the Company, 2-5-3, Kandamisaki-cho, Chiyoda-ku, Tokyo
3. Objectives:

Matters to be reported:

1. Business Report, Consolidated Financial Statements for the 82nd Fiscal Year (from April 1, 2022 to March 31, 2023) and results of audits of the Consolidated Financial Statements by the Financial Auditor and the Board of Auditors
2. Non-consolidated Financial Statements for the 82nd Fiscal Year (from April 1, 2022 to March 31, 2023)

Matters to be resolved:

- Proposal No. 1: Appropriation of Surplus
- Proposal No. 2: Election of 12 Directors
- Proposal No. 3: Election of One Substitute Corporate Auditor

\* Among the items to be described in the items subject to measures for electronic provision, the following items in the Business Report, Consolidated Financial Statements and Financial Statements are not described in the documents to be delivered to shareholders who have requested delivery of such documents in accordance with the provisions of laws and ordinances and Article 14 of the Articles of Incorporation of the Company. Note that, for this general meeting of shareholders, paper-based documents stating items subject to measures for electronic provision, excluding the below items, will be delivered to all shareholders regardless of whether they have made a request for delivery of such documents.

- 1) System for ensuring the propriety of business activities, and the implementation status of said system
- 2) Consolidated Statement of Changes in Equity
- 3) Notes to Consolidated Financial Statements
- 4) Statement of Changes in Equity
- 5) Notes to Non-consolidated Financial Statements

Accordingly, the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements included in this document are a part of the documents subject to audit by Corporate Auditor for the preparation of the Audit Report and by the Financial Auditor for the preparation of the Financial Audit Reports.

\* If any change has been made to the items subject to measures for electronic provision, such change will be posted on the website of the Company and on the website of the Tokyo Stock Exchange.

## Instructions for Exercising Your Voting Rights

Exercise of voting rights at the General Meeting of Shareholders is shareholders' important right. Please exercise your voting rights by any of the following methods after reviewing the Reference Documents for the General Meeting of Shareholders listed on pages 7 to 26.

### **Exercise of voting rights by attending the Annual General Meeting of Shareholders**

You are kindly requested to exercise your voting rights by submitting the voting form to the reception desk at the meeting.  
(No seal is necessary.)

Date and Time: Thursday, June 29, 2023, at 10:00 a.m. (JST)

Venue: Head Office of the Company  
2-5-3, Kandamisaki-cho, Chiyoda-ku, Tokyo

### **Exercise of voting rights by mail**

You are kindly requested to indicate your approval or disapproval of each proposal on the voting form, and to return the completed voting form to the Company. You do not need to affix a stamp.

Deadline for exercising voting rights by post: The Company must receive the completed voting form by 5:15 p.m. (JST), June 28, 2023 (Wed.).

#### Guide to filling in the voting form

Please indicate your approval or disapproval of each proposal.

Proposals No. 1 and No. 3

To approve the proposed item: Mark "○" in the approval box.

To disapprove the proposed item: Mark "○" in the disapproval box.

Proposal No. 2

To approve all of the proposed candidates: Mark "○" in the approval box.

To disapprove all of the proposed candidates: Mark "○" in the disapproval box.

To disapprove a specific candidate: Mark "○" in the approval box. Also write in the candidate number for the disapproved candidate.

#### Handling of votes

- If you indicate neither your approval nor disapproval to each proposal on the voting form, your answer will be deemed to be "approval."
- Please note that your online vote will prevail should you exercise your voting rights both in writing (by post) and via the internet. If you exercise your voting rights more than once via the internet, only the last vote shall be deemed effective.

## Voting via the Internet

Please enter your approval or disapproval of each proposal in accordance with the instructions below.

Deadline for exercise of voting rights via the internet: The Company must receive your vote by 5:15 p.m. (JST), June 28, 2023 (Wed.).

### **By “Smart Vote” that scans QR code**

You can simply log in to the website for exercising voting rights without entering your voting code and password.

1. Please scan the QR Code printed on the bottom right of the voting form.

\* “QR Code” is a registered trademark of  
DENSO WAVE INCORPORATED.

2. Enter your approval or disapproval by following the instructions on the screen.

Note that your voting rights can be exercised only once by using the “Smart Vote” method.

If you need to make a correction to the content of your vote after you have exercised your voting rights, please access the website for personal computers, log in by entering your voting code and password printed on the voting form, and exercise your voting rights again.

\* You can access the website for personal computers by scanning the QR Code again.

### **By entering your voting code and password**

Voting website

<https://soukai.mizuho-tb.co.jp/> (in Japanese)

1. Access the voting website.

2. Enter the voting code printed on the voting form.

3. Enter the password printed on the voting form.

4. Enter your approval or disapproval by following the instructions on the screen.

In case you need instructions for how to operate your personal computer, smartphone or mobile phone in order to exercise your voting rights via the internet, please contact:

Stock Transfer Agency Department, Mizuho Trust & Banking Co., Ltd.

Internet Help Dial

0120-768-524 (toll free only from Japan)

(9:00 a.m. to 9:00 p.m. on weekdays) (JST)

### To Institutional Investors

Institutional investors may use the electronic voting platform for institutional investors operated by ICJ, Inc.

## **Proposal No. 1: Appropriation of Surplus**

The Company aims to strengthen its management base by investing in areas such as human resources and research and development on technologies to continue technological innovation and maintain competitive edge as a general construction contractor. In terms of returning profits to shareholders, profit distribution emphasizing on consistent, stable, and substantial dividends is upheld as its basic policy.

The Company proposes the year-end dividend for the current fiscal year as follows, after comprehensive consideration of operating results for the current fiscal year, the future business environment and other factors.

(1) Type of dividend property

Cash

(2) Allotment of dividend property and their aggregate amount

¥80 per common share of the Company                      Total payment: ¥1,246,947,760

(3) Effective date of dividends of surplus

June 30, 2023

## Proposal No. 2: Election of 12 Directors

The terms of office of all 12 Directors will expire at the conclusion of this meeting. Therefore, the Company proposes the election of 12 Directors.

The candidates for Director are as follows:

Candidate No.	Name	Current position and responsibility in the Company	Position and responsibility in the Company after the conclusion of the Meeting (planned)
1	Yasuo Hayashi Reelection	Director and Chairman	Director and Chairman
2	Yasushi Ito Reelection	Representative Director and President	Representative Director and President
3	Akihiro Takahashi Reelection	Representative Director and Vice President General Manager, DX Promotion Office	Representative Director and Vice President General Manager, DX Promotion Office
4	Koji Seshita Reelection	Director Managing Officer, Executive General Manager, Architectural Division	Director Managing Officer, Executive General Manager, Architectural Division
5	Naoto Shoji Reelection	Director Managing Officer, Executive General Manager, Corporate Planning Division, and General Manager, Human Resource Development Office	Director Managing Officer, Executive General Manager, Corporate Planning Division, and General Manager, Human Resource Development Office
6	Akihiro Kusakari Reelection	Director Managing Officer, Executive General Manager, Business Administration Division	Director Managing Officer, Executive General Manager, Business Administration Division
7	Hidehiko Oba New election	Managing Officer, Executive General Manager, Civil Engineering Division	Director Managing Officer, Executive General Manager, Civil Engineering Division
8	Katsuhiko Ikeda Reelection Outside Independent	Outside Director	Outside Director
9	Masahiro Ouchi Reelection Outside Independent	Outside Director	Outside Director
10	Mieko Tomita Reelection Outside Independent	Outside Director	Outside Director



Candidate No.	Name	Current position and responsibility in the Company	Position and responsibility in the Company after the conclusion of the Meeting (planned)
11	Makoto Saito <input type="checkbox"/> Reelection <input type="checkbox"/> Outside	Outside Director	Outside Director
12	Emi Sekiya <input type="checkbox"/> Reelection <input type="checkbox"/> Outside <input type="checkbox"/> Independent	Outside Director	Outside Director

Reelection

Candidate for Director to be reelected

New election

Candidate for Director to be newly elected

Outside

Candidate for Outside Director

Independent

Independent officer as stipulated by the Tokyo Stock Exchange

Candidate No. 1

Yasuo Hayashi July 10, 1952

Reelection

<p>Number of the Company's shares owned: 14,800 shares</p> <p>Attendance at Board of Directors meetings: 13/14</p>	<p>Career summary and position and responsibility in the Company (Significant concurrent positions outside the Company)</p> <p>Apr. 1975    Joined Japanese National Railways</p> <p>Nov. 2000    General Manager, Investment Planning Department, Corporate Planning Headquarters of East Japan Railway Company</p> <p>June 2003    Administrative Officer, General Manager, Hachioji Branch Office</p> <p>June 2006    Administrative Officer, General Manager, Construction Department</p> <p>June 2007    Director, General Manager, Construction Department</p> <p>Apr. 2009    Executive Director, Deputy Director General, Railway Operations Headquarters and General Manager, Construction Department</p> <p>June 2009    Executive Director, Deputy Director General, Railway Operations Headquarters</p> <p>June 2012    Executive Director, Deputy Director General, Railway Operations Headquarters, in charge of Reconstruction Planning Department of Corporate Planning Headquarters, Shinanogawa Power Station Improvement Department of Railway Operations Headquarters, and Construction Department (retired in June 2013)</p> <p>June 2008    Outside Director of the Company (retired in March 2009)</p> <p>June 2013    Representative Director and Vice President</p> <p>June 2014    Representative Director and President</p> <p>June 2018    Representative Director and Chairman</p> <p>June 2021    Director and Chairman (current position)</p>
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Candidate No. 2

Yasushi Ito February 20, 1956

Reelection

<p>Number of the Company's shares owned: 5,400 shares</p> <p>Attendance at Board of Directors meetings: 14/14</p>	<p>Career summary and position and responsibility in the Company (Significant concurrent positions outside the Company)</p> <p>Apr. 1978 Joined Japanese National Railways</p> <p>June 2003 General Manager, Joshinetsu Construction Office of Tokyo Construction Office of East Japan Railway Company</p> <p>June 2004 General Manager, Tokyo Construction Office</p> <p>June 2006 Administrative Officer, General Manager, Nagano Branch Office</p> <p>June 2008 Executive Officer, General Manager, Nagano Branch Office</p> <p>June 2009 Executive Officer, General Manager, Construction Department (retired in June 2012)</p> <p>June 2009 Outside Director of the Company</p> <p>June 2012 Director and Managing Officer, General Manager, Railway Project Office, and in charge of Civil Engineering Division and Architectural Division</p> <p>Apr. 2013 Director and Senior Managing Officer, General Manager, Railway Project Office, and in charge of Civil Engineering Division and Architectural Division</p> <p>Apr. 2015 Director and Vice President, General Manager, Railway Project Office, and in charge of Civil Engineering Division and Architectural Division</p> <p>June 2015 Director and Vice President</p> <p>June 2016 Representative Director and Vice President</p> <p>June 2018 Representative Director and President (current position)</p>
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Candidate No. 3

**Akihiro Takahashi** January 15, 1956

Reelection

<p>Number of the Company's shares owned: 8,200 shares</p> <p>Attendance at Board of Directors meetings: 14/14</p>	<p>Career summary and position and responsibility in the Company (Significant concurrent positions outside the Company)</p> <p>Apr. 1979    Joined the Company</p> <p>Apr. 2009    General Manager, Corporate Planning Department of Corporate Strategy Office</p> <p>Apr. 2012    Executive Officer, Deputy Executive General Manager, Civil Engineering Division (overall) and General Manager, Civil Engineering Department</p> <p>Apr. 2013    Executive Officer, General Manager, Tohoku Branch</p> <p>Apr. 2016    Executive Officer, Deputy General Manager, Tokyo Railway Project Branch (overall)</p> <p>Apr. 2017    Managing Officer, Deputy General Manager, Tokyo Railway Project Branch (overall)</p> <p>Apr. 2018    Managing Officer, Executive General Manager, Civil Engineering Division</p> <p>June 2018    Director and Managing Officer, Executive General Manager, Civil Engineering Division</p> <p>June 2019    Representative Director and Vice President</p> <p>Apr. 2021    Representative Director and Vice President, General Manager, DX Promotion Office (current position)</p>
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Candidate No. 4

**Koji Seshita** May 22, 1959

Reelection

<p>Number of the Company's shares owned: 4,200 shares</p> <p>Attendance at Board of Directors meetings: 14/14</p>	<p>Career summary and position and responsibility in the Company (Significant concurrent positions outside the Company)</p> <p>Apr. 1983    Joined the Company</p> <p>Apr. 2010    General Manager, Architectural Department of Kan-Etsu Branch</p> <p>Apr. 2013    General Manager, Architectural Department of Tokyo Railway Project Branch</p> <p>Apr. 2016    General Manager, Architectural Department of Architectural Division</p> <p>Apr. 2017    Executive Officer, Deputy Executive General Manager, Architectural Division (in charge of construction) and General Manager, Architectural Department</p> <p>Apr. 2019    Managing Officer, Executive General Manager, Architectural Division</p> <p>June 2019    Director and Managing Officer, Executive General Manager, Architectural Division (current position)</p>
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Candidate No. 5

Naoto Shoji April 5, 1961

Reelection

<p>Number of the Company's shares owned: 5,900 shares</p> <p>Attendance at Board of Directors meetings: 14/14</p>	<p>Career summary and position and responsibility in the Company (Significant concurrent positions outside the Company)</p> <p>Apr. 1985    Joined the Company</p> <p>Apr. 2009    General Manager, Civil Engineering Department of Tohoku Branch</p> <p>Apr. 2010    General Manager, Civil Engineering Department, and General Manager, Safety, Quality &amp; Environment Department of Tohoku Branch</p> <p>Oct. 2014    General Manager, Corporate Planning Department of Corporate Strategy Office</p> <p>Apr. 2017    General Manager, Civil Engineering Planning Department of Civil Engineering Division</p> <p>Nov. 2017    General Manager, Civil Engineering Department of Civil Engineering Division</p> <p>Apr. 2019    Executive Officer, General Manager, Osaka Branch</p> <p>Apr. 2021    Managing Officer, Executive General Manager, Corporate Planning Division</p> <p>June 2021    Director and Managing Officer, Executive General Manager, Corporate Planning Division</p> <p>Sept. 2021    Director and Managing Officer, Executive General Manager, Corporate Planning Division, and Deputy General Manager, Sustainability Promotion Office</p> <p>Apr. 2022    Director and Managing Officer, Executive General Manager, Corporate Planning Division</p> <p>Apr. 2023    Director and Managing Officer, Executive General Manager, Corporate Planning Division, General Manager, Human Resource Development Office (current position)</p>
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Candidate No. 6

**Akihiro Kusakari** March 9, 1960

Reelection

<p>Number of the Company's shares owned: 2,300 shares</p> <p>Attendance at Board of Directors meetings: 11/11 (since assuming office in June 2022)</p>	<p>Career summary and position and responsibility in the Company (Significant concurrent positions outside the Company)</p>
	<p>Apr. 1982    Joined the Company</p>
	<p>Apr. 2013    General Manager, Financial Department of Business Administration Division</p>
	<p>Apr. 2018    General Manager, Financial Department of Business Administration Division, and General Manager, Real Estate Development Office, Architectural Division/Business Administration Division</p>
	<p>Apr. 2019    Executive Officer, Deputy Executive General Manager, Business Administration Division, General Manager, Financial Department, and General Manager of Development Department, Real Estate Development Office, Architectural Division/Business Administration Division</p>
	<p>Apr. 2020    Executive Officer, Deputy Executive General Manager, Business Administration Division, and General Manager, Finance Department, and General Manager, Real Estate Development Office, Architectural Division/Business Administration Division</p>
	<p>Apr. 2021    Executive Officer, Deputy Executive General Manager, Business Administration Division (overall), and General Manager, Real Estate Development Office, Architectural Division/Business Administration Division</p>
	<p>Apr. 2022    Managing Officer, Executive General Manager, Business Administration Division, and General Manager, Real Estate Development Office, Architectural Division/Business Administration Division</p>
	<p>Jun. 2022    Director and Managing Officer, Executive General Manager, Business Administration Division, and General Manager, Real Estate Development Office, Architectural Division/Business Administration Division</p>
	<p>Apr. 2023    Director and Managing Officer, Executive General Manager, Business Administration Division (current position)</p>

Candidate No. 7

Hidehiko Oba June 29, 1961

New election

<p>Number of the Company's shares owned:  1,700 shares</p>	<p>Career summary and position and responsibility in the Company (Significant concurrent positions outside the Company)</p> <p>Apr. 1984    Joined the Company</p> <p>Apr. 2018    General Manager, Civil Engineering Construction Management, Civil Engineering Department, Civil Engineering Division</p> <p>Apr. 2019    Assistant General Manager, Nagoya Branch and General Manager, Civil Engineering Construction Management, Civil Engineering Department, Civil Engineering Division</p> <p>July 2019    Assistant General Manager, Nagoya Branch and General Manager, Civil Engineering Department</p> <p>Apr. 2020    Executive Officer, General Manager, Nagoya Branch</p> <p>Apr. 2023    Managing Officer, Executive General Manager, Civil Engineering Division (current position)</p>
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Candidate No. 8

**Katsuhiko Ikeda** February 12, 1953

Reelection

Outside

Independent

<p>Number of the Company's shares owned: - shares</p> <p>Attendance at Board of Directors meetings: 13/14</p>	<p>Career summary and position and responsibility in the Company (Significant concurrent positions outside the Company)</p> <p>Apr. 1976    Joined the National Police Agency</p> <p>Aug. 2007    Director, Security Bureau</p> <p>Jan. 2010    Superintendent General of Tokyo Metropolitan Police Department</p> <p>Oct. 2011    Advisor of Sompo Japan Insurance Inc.</p> <p>Sept. 2012    Commissioner of The Secretariat of the Nuclear Regulation Authority</p> <p>Nov. 2015    Special Advisor of NIPPON LIFE INSURANCE COMPANY</p> <p>June 2017    Outside Member of the Board (Member of the Audit and Supervisory Committee) of TV Asahi Holdings Corporation (current position)</p> <p>June 2017    Outside Audit &amp; Supervisory Board Member of TV Asahi Corporation (current position)</p> <p>June 2017    Representative Director of Japan Road Traffic Information Center (current position)</p> <p>June 2016    Outside Director of the Company (current position)</p>
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Candidate No. 9

**Masahiro Ouchi** January 17, 1968

Reelection

Outside

Independent

<p>Number of the Company's shares owned: - shares</p> <p>Attendance at Board of Directors meetings: 14/14</p>	<p>Career summary and position and responsibility in the Company (Significant concurrent positions outside the Company)</p> <p>Apr. 1993    Joined Tokyo Electric Power Company Holdings, Inc.</p> <p>Oct. 1997    Assistant of The University of Tokyo</p> <p>Apr. 1998    Lecturer of Kochi University of Technology</p> <p>Oct. 2001    Assistant Professor</p> <p>Apr. 2007    Associate Professor</p> <p>Aug. 2013    Professor of Kochi University of Technology</p> <p>Apr. 2023    Professor, Vice Dean, School of Systems Engineering, Kochi University of Technology (current position)</p> <p>June 2016    Outside Director of the Company (current position)</p>
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Candidate No. 10

**Mieko Tomita** August 15, 1954

Reelection

Outside

Independent

<p>Number of the Company's shares owned: - shares</p> <p>Attendance at Board of Directors meetings: 11/14</p>	<p>Career summary and position and responsibility in the Company (Significant concurrent positions outside the Company)</p> <p>Apr. 1980 Registered as an attorney at law</p> <p>Apr. 1980 Joined Nishi and Iseki Law Office (currently Nishi &amp; Partners Attorneys and Counselors at Law)</p> <p>Apr. 1995 Appointed Auditor of Kanagawa Learning Disability Research Association</p> <p>Apr. 2001 Civil conciliation commissioner of the Tokyo District Court (current position)</p> <p>Apr. 2004 Lecturer of Showa Women's University</p> <p>Oct. 2007 Appointed a member of the National Bar Examination Commission, Code of Civil Procedure</p> <p>June 2012 External Audit &amp; Supervisory Board Member of Morinaga Milk Industry Co., Ltd.</p> <p>Apr. 2017 Senior Partner, Nishi &amp; Partners Attorneys and Counselors at Law (current position)</p> <p>June 2019 Outside Director (Member of the Audit &amp; Supervisory Committee) of Nisshin Seifun Group Inc. (current position)</p> <p>June 2020 Outside Director (Audit &amp; Supervisory Board Member) of FANUC CORPORATION (current position)</p> <p>June 2021 External Auditor of TEPCO Power Grid, Incorporated (current position)</p> <p>June 2021 Outside Director of the Company (current position)</p>
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Candidate No. 11

**Makoto Saito** October 27, 1968

Reelection  
Outside

<p>Number of the Company's shares owned: - shares Attendance at Board of Directors meetings: 11/11 (since assuming office in June 2022)</p>	<p>Career summary and position and responsibility in the Company (Significant concurrent positions outside the Company)</p> <p>Apr. 1991    Joined East Japan Railway Company</p> <p>June 2012    General Manager, Administration Department of Mito Branch Office</p> <p>Oct. 2015    Deputy General Manager, Tokyo Construction Office</p> <p>June 2016    Deputy General Manager, Construction Department</p> <p>June 2017    General Manager, Construction Department</p> <p>June 2020    General Manager, Investment Planning Department, Corporate Planning Headquarters</p> <p>Jun. 2022    Executive Officer, Department Director of Construction Department (current position)</p> <p>Apr. 2022    Outside Director of the Company (current position)</p>
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Candidate No. 12

Emi Sekiya August 17, 1960

Reelection  
Outside  
Independent

<p>Number of the Company's shares owned: - shares</p> <p>Attendance at Board of Directors meetings: 10/11 (since assuming office in June 2022)</p>	<p>Career summary and position and responsibility in the Company (Significant concurrent positions outside the Company)</p> <p>Apr. 1985 Director of OA Mate Co., Ltd.</p> <p>Jan. 1997 Director of ICES inc.</p> <p>Jan. 1999 Executive Director</p> <p>Jan. 2001 Managing Director</p> <p>Sep. 2003 Representative Director and President of islenet</p> <p>Apr. 2005 Director of PCI Holdings, INC.</p> <p>Oct. 2016 Representative Director and Chairperson of islenet</p> <p>Oct. 2017 Chairperson of the Board of Directors of Green Power Development Corporation of Japan (GPD) (current position)</p> <p>Jun. 2022 Outside Director of the Company (current position)</p>
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[Reference]

Knowledge, experience, and abilities (skills matrix) specifically expected of directors after the Proposal No. 2 is approved

Name	Skills expected of Directors							
	Corporate management	Finance & accounting	Technology / ICT	Sales / Marketing	Legal & Compliance	Overseas Business	Sustainability	Human resource development & diversity
Yasuo Hayashi	•	•	•	•	•		•	•
Yasushi Ito	•	•	•	•	•		•	•
Akihiro Takahashi	•	•	•	•		•		•
Koji Seshita	•		•	•		•	•	•
Naoto Shoji	•	•					•	•
Akihiro Kusakari	•	•			•			•
Hidehiko Oba	•		•	•		•	•	•
Katsuhiko Ikeda	•				•		•	
Masahiro Ouchi			•				•	•
Mieko Tomita		•			•			•
Makoto Saito	•		•					•
Emi Sekiya	•		•				•	

- Notes:
1. Mr. Katsuhiko Ikeda, Mr. Masahiro Ouchi, Ms. Mieko Tomita, Mr. Makoto Saito, and Ms. Emi Sekiya are candidates for Outside Director.
  2. Reasons for nomination as candidates for Outside Director and outline of expected roles
    - (i) The Company proposes the election of Mr. Katsuhiko Ikeda as an Outside Director so that his extensive experience and broad discernment cultivated through successive service in important positions in the police force may be utilized in the management of the Company. The Company expects that Mr. Ikeda will make recommendations from an objective standpoint as well as provide advice, particularly in relation to improving risk management and the compliance structure, based on such extensive experience and broad discernment. Mr. Ikeda has never been directly involved in the management of a company. However, the Company judges he will appropriately fulfill his duties as an Outside Director based on the above reasons.
    - (ii) The Company proposes the election of Mr. Masahiro Ouchi as an Outside Director so that his high level of discernment cultivated through experience in academic sectors may be utilized in the management of the Company. The Company expects that Mr. Ouchi will make recommendations from an objective standpoint as well as provide advice, particularly in relation to the Company's on-site construction and technology development sectors, based on such high level of discernment. Mr. Ouchi has never been directly involved in the management of a company. However, the Company judges he will appropriately fulfill his duties as an Outside Director based on the above reasons.
    - (iii) The Company proposes the election of Ms. Mieko Tomita as an Outside Director so that her extensive experience and knowledge cultivated as an attorney at law may be utilized in the management of the Company. The Company expects that Ms. Tomita will make recommendations from an objective standpoint as well as provide advice, particularly for enhancing corporate governance, based on such extensive experience and knowledge. Ms. Tomita has never been directly involved in the management of a company. However, the Company judges she will appropriately fulfill her duties as an Outside Director based on the above reasons.
    - (iv) The Company proposes the election of Mr. Makoto Saito as an Outside Director so that his extensive experience and knowledge cultivated at construction and other departments may be utilized in the management of the Company. The Company expects that Mr. Saito will make recommendations from an objective standpoint as well as provide advice, particularly from a railway operator perspective, based on such extensive experience and knowledge.
    - (v) The Company proposes the election of Ms. Emi Sekiya as an Outside Director so that her extensive experience and knowledge, cultivated as a manager in other industries outside of construction, such as the IT industry, including her experience in director and president positions, may be utilized in the management of the Company. The Company expects that

Ms. Sekiya will provide advice, from the perspective of a management executive, particularly outside of the construction industry, based on such extensive experience and knowledge.

3. Mr. Katsuhiko Ikeda, Mr. Masahiro Ouchi, Ms. Mieko Tomita, Mr. Makoto Saito, and Ms. Emi Sekiya are currently Outside Directors of the Company. At the conclusion of this meeting, their tenures since assuming office as Outside Directors will have been seven years for Mr. Katsuhiko Ikeda and Mr. Masahiro Ouchi, two years for Ms. Mieko Tomita, and one year for Mr. Makoto Saito and Ms. Emi Sekiya.
4. Mr. Makoto Saito, a candidate for Director, is an Executive Officer and Department Director of Construction Department of East Japan Railway Company. The aforementioned company is a major shareholder of the Company and a specified affiliated business operator for the Company. There is no special interest between other candidates for Director and the Company.
5. The Company has entered into limited liability agreements with Mr. Katsuhiko Ikeda, Mr. Masahiro Ouchi, Ms. Mieko Tomita, Mr. Makoto Saito, and Ms. Emi Sekiya, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act and the Articles of Incorporation of the Company, limiting their liability for damages to the amount stipulated by laws and regulations. If the reelection of Mr. Ikeda, Mr. Ouchi, Ms. Tomita, Mr. Saito, and Ms. Sekiya is approved, the Company plans to renew the aforementioned agreements with them.
6. The Company has entered into a directors and officers liability insurance contract with an insurance company with the Company's Directors as insured officers. Such insurance covers damages that may arise from the insured officers assuming responsibility for the execution of their duties or receiving claims related to the pursuit of such responsibility. If the election of all candidates for Director is approved, the Company plans to include such persons as insured officers in such directors and officers liability insurance contract. Note that the Company plans to renew said contract in July 2023.
7. Mr. Katsuhiko Ikeda, Mr. Masahiro Ouchi, Ms. Mieko Tomita, and Ms. Emi Sekiya, the candidates for Director, satisfy the requirements for an independent officer as stipulated by the Tokyo Stock Exchange, and the Company has notified the aforementioned exchange of their appointment as independent officers. If the reelection of Mr. Ikeda, Mr. Ouchi, Ms. Tomita, and Ms. Sekiya is approved, the Company plans to continue their appointments as independent officers.



### Proposal No. 3: Election of One Substitute Corporate Auditor

The Company requests approval for the election of one substitute Corporate Auditor in advance to be ready to fill a vacant position should the number of Corporate Auditors fall below the number required by laws and regulations.

The consent of the Board of Auditors has been obtained for this proposal.

The candidate for substitute Corporate Auditor is as follows:

Candidate for substitute Corporate Auditor (One)

<h2 style="margin: 0;">Toshihisa Tanaka</h2>		June 6, 1958	<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>
Number of the Company's shares owned:  <div style="text-align: right; margin-right: 20px;">800 shares</div>	Career summary (Significant concurrent positions outside the Company) <ul style="list-style-type: none"> <li>Apr. 1982    Joined Tokyo Regional Taxation Bureau</li> <li>July 2016    District Director of Tateyama Tax Office</li> <li>July 2017    Director of Fourth Information and Examination Division, First Taxation Department, Tokyo Regional Taxation Bureau</li> <li>July 2018    District Director of Kashiwa Tax Office</li> <li>July 2019    Started practicing as a certified tax accountant (current position)</li> <li>Apr. 2020    Professor of Tokyo Fuji University (current position)</li> </ul>		

- Notes:
1. There is no special interest between Mr. Toshihisa Tanaka and the Company.
  2. Mr. Toshihisa Tanaka is a candidate for substitute Outside Corporate Auditor.
  3. The Company nominates Mr. Toshihisa Tanaka as a candidate for substitute Outside Corporate Auditor so that his expertise and extensive experience cultivated over the many years in the tax accounting field and as a certified tax accountant may be utilized in the audit of the Company. Mr. Tanaka has never been directly involved in the management of a company. However, the Company judges he will appropriately fulfill his duties as an Outside Corporate Auditor based on the above reasons.
  4. Should Mr. Toshihisa Tanaka assume the position as Corporate Auditor, the Company plans to enter into a limited liability agreement with him, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act and the Articles of Incorporation of the Company, limiting his liability for damages to the amount stipulated by laws and regulations.
  5. The Company has entered into a directors and officers liability insurance contract with an insurance company with the Company's Corporate Auditors as insured officers. Such insurance covers damages that may arise from the insured officers assuming responsibility for the execution of their duties or receiving claims related to the pursuit of such responsibility. Should Mr. Toshihisa Tanaka assume the position as Corporate Auditor, the Company plans to include him as an insured officer in such directors and officers liability insurance contract. Note that the Company plans to renew said contract in July 2023.

6. Mr. Toshihisa Tanaka satisfies the requirements for an independent officer as stipulated by the Tokyo Stock Exchange. Should Mr. Tanaka assume the position as Outside Corporate Auditor, the Company plans to submit notification to the aforementioned exchange concerning his appointment as an independent officer.