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Notice of Convocation of
the 120th Ordinary General Meeting of Shareholders

Securities Code: 1802

May 31, 2024

(Start date of electronic provision measures: May 29, 2024)

Dear Shareholders,

You are hereby notified that the 120th Ordinary General Meeting of Shareholders of OBAYASHI CORPORATION (hereinafter referred to as the “Corporation”) will be held as described below.

Out of consideration for the convenience of shareholders, this General Meeting of Shareholders will be live streamed on the Internet. If you are unable to attend the meeting or would prefer to watch the live stream, you may exercise your voting rights in advance in writing (by mail) or via the Internet. In this case, we kindly request that you review the Reference Documents for the General Meeting of Shareholders from page 6 and exercise your voting rights by 5:15 p.m. on Wednesday, June 26, 2024 in Japan Standard Time.

Sincerely yours,

Kenji Hasuwa
Representative Director
President and CEO
OBAYASHI CORPORATION
2-15-2, Konan, Minato-ku, Tokyo

Details of the General Meeting of Shareholders

1. Date and Time:

Thursday, June 27, 2024, at 10:00 a.m. (Japan Standard Time)
(Reception starts at 9:00 a.m.)

2. Place:

Head Office of the Corporation (3F Auditorium), Shinagawa Intercity Tower B,
2-15-2, Konan, Minato-ku, Tokyo, Japan

3. Agenda

Matters to be reported:

Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements for the 120th Fiscal Year (from April 1, 2023 to March 31, 2024; hereinafter referred to as the “FY2023”), as well as the audit reports of the Accounting Auditors and the Audit & Supervisory Board for Consolidated Financial Statements

Matters to be resolved:

Proposal 1: Appropriation of Surplus

Proposal 2: Election of Nine (9) Directors

Proposal 3: Election of One (1) Audit & Supervisory Board Member

We would appreciate your understanding that gifts will not be distributed to attending shareholders.

Notice of providing informational materials for the General Meeting of Shareholders in electronic format

- When the Corporation convenes this General Meeting of Shareholders, in addition to sending this notice, the Corporation takes measures for providing informational materials for the general meeting of shareholders in electronic format as provided for by the provisions of laws and regulations and Article 16 of the Articles of Incorporation of the Corporation.
- Items subject to measures for electronic provision are posted on the following website.

The Corporation's website: URL: https://www.obayashi.co.jp/ir/shareholder_meeting.html (in Japanese)

Tokyo Stock Exchange website (Listed Company Search)

Access the URL below, and enter "Obayashi Corporation" in the "Issue name (company name)" or "1802" in the "Code," 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]."

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

Website for the General Meeting of Shareholders materials

URL: <https://d.sokai.jp/1802/teiji/> (in Japanese)

- If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the above websites.

Information Concerning the General Meeting of Shareholders

- You are kindly requested to present the "Form for Exercising Voting Rights" sent out with this notice to the receptionist when you attend the meeting.
- If you intend to exercise your voting rights by proxy, one other shareholder who possesses voting rights may attend the General Meeting of Shareholders as a proxy. If this is the case, please note that such shareholder is requested to submit the letter of proxy.
- If you need a sign-language interpreter or disability assistance, you may attend the General Meeting of Shareholders accompanied by one interpreter or assistant. However, please be aware that the interpreter or assistant is not able to exercise voting rights or ask questions.
- A dedicated area for wheelchair users is available at the venue. On arrival, please speak to the staff in front of the escalator on the 2nd floor of Shinagawa Intercity Tower B, who will direct you.
- The voting results on the resolutions of the General Meeting of Shareholders will be posted on our website.
- The General Meeting of Shareholders will be live streamed on the Internet. In addition, selected video footage of the live stream will be made available after the meeting on our website.
Planned video footage release date: Monday, July 1, 2024 10:00 a.m. (The live stream and the video footage will be provided in Japanese only)
- In the event of a major change in the administration of the General Meeting of Shareholders due to unavoidable reasons, such as a drastic decrease in the number of people allowed to enter, we will notify you on our website above.

Guidance for Exercising Voting Rights

You may exercise your voting rights by one of the following three methods.

1. To exercise your voting rights by attending the General Meeting of Shareholders

Please present the “Form for Exercising Voting Rights” to the receptionist.

Date and time of the meeting: **Thursday, June 27, 2024, at 10:00 a.m. in Japan Standard Time**
(Reception starts at 9:00 a.m.)

2. To exercise your voting rights in writing (by mail)

Please indicate on the “Form for Exercising Voting Rights” whether you approve or disapprove of each proposal, and return it by the voting deadline below.

Deadline: **to be received by 5:15 p.m., Wednesday, June 26, 2024 in Japan Standard Time.**

How to fill out the “Form for Exercising Voting Rights”

Please indicate whether you approve or disapprove of each proposal.

*If no indication of approval or disapproval is made for a proposal, it will be treated as an indication of approval.

3. To exercise your voting rights via the Internet

Follow the instructions (available in the Japanese original only) and input your vote for or against each proposal.

Deadline: **to be exercised by 5:15 p.m., Wednesday, June 26, 2024 in Japan Standard Time.**

Please note that your voting via the Internet shall prevail, if you exercise your voting rights both in writing (by mail) and via the Internet. If you exercise your voting rights more than once via the Internet, only the last vote shall be deemed effective.

If you intend to attend the Ordinary General Meeting of Shareholders, neither voting in writing (by mail) nor via the Internet is necessary.

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

Guidance on Live Streaming of the General Meeting of Shareholders

The General Meeting of Shareholders of the Corporation will be live streamed on the Internet as follows for viewing at home or elsewhere.

1. Date and time of the live stream

From 10:00 a.m. to the end of the meeting on Thursday, June 27, 2024 (Japan Standard Time)

- * There may be circumstances such as natural disasters that make live streaming impossible. Should we be unable to provide a live stream on the day, we will notify you on our website (https://www.obayashi.co.jp/en/ir/shareholder_materials.html).

2. How to view the live stream

URL: <https://engagement-portal.tr.mufg.jp/>



- (i) Please access the above URL (hereinafter referred to as the “General Meeting of Shareholders online “Engagement Portal”).
- (ii) On the shareholder authentication screen (login screen), enter your “Login ID” and “Password,” then after confirming the terms of use, check the “Accept terms of use” box and click the “Login” button. The “Login ID” and “Password” are the same as the “Login ID” and “Temporary password” for the website for exercising voting rights, which is printed on the lower right side of the “Form for Exercising Voting Rights” (duplicate form) enclosed with the notice.

* You may change the temporary password to a different password, but the changed password will not be carried over to the General Meeting of Shareholders online “Engagement Portal.” Therefore, since we ask you to continue to use the “Temporary password” on the lower right of the Form for Exercising Voting Rights, please keep the right side of the Form for Exercising Voting Rights (duplicate form) on hand.
- (iii) After logging in, click on the “View today’s live stream” button, and after confirming terms of use for viewing the live stream on the day, check the “Accept terms of use” box and click on “View.”

* The view today’s live stream page will be accessible about 30 minutes prior to the start time of the meeting.

Points to note regarding live streaming

- Viewing a live stream is not recognized as attending the General Meeting of Shareholders under the Companies Act. Therefore, **shareholders viewing live stream are not allowed to ask questions, exercise voting rights, nor submit proposals at the General Meeting of Shareholders.**
- **With regard to exercising voting rights, we ask that you exercise your vote beforehand either in writing (by mail) or via the Internet, following the guidance on page 4 of this notice by the deadline.**
- Only the shareholder may view the live stream. We ask that proxies, etc. refrain from viewing it.
- Taking photographs or making video or audio recordings of the live stream, and storing or publishing them on social media and so forth are strictly prohibited.
- Please note that faults in video and audio performance may occur due to your device (model, performance, etc.) and the Internet connection environment (condition of lines, connection speed, etc.).
- The shareholder is responsible for telecommunication fees incurred while watching the live stream.
- If you lose the Form for Exercising Voting Rights, you can ask for a reissue at the contact point (available in the Japanese original only). However, please be aware that after about one week prior to the date of the General Meeting of Shareholders, you may be unable to receive a reissue, depending on the timing of your request.
- **Out of consideration for the privacy of shareholders in attendances, video recording of the venue will be restricted to the area near the seating of the chairman and the officers. However, some attending shareholders may be recorded despite our efforts to avoid it.** We thank you for your understanding.

Reference Documents for General Meeting of Shareholders

Proposals and Reference Issues

Proposal 1: Appropriation of Surplus

Aiming to enhance its corporate value, the Corporation will strengthen investment in human resources, digital transformation (DX), technology, and enhancement of productivity and create sustainable profits to continue to fulfill the social mission of the construction industry where a decline in the number of engineers and workers is expected while giving top priority to the safety and quality. In addition, the Corporation will primarily carry out timely and proactive growth investments in fields where it can establish a competitive advantage and increase profits. From the point of improving capital efficiency, the Corporation will implement strategic shareholder returns by setting investment capital for each business according to the growth of the construction business and related businesses of the Obayashi Group (hereinafter referred to as the “Group”) and set the necessary equity amount after examining the capital structure of each business.

For annual dividends, the Corporation established a policy that sets a dividend on equity ratio (DOE) of around 5%, with a priority on maintaining long-term stable dividends.

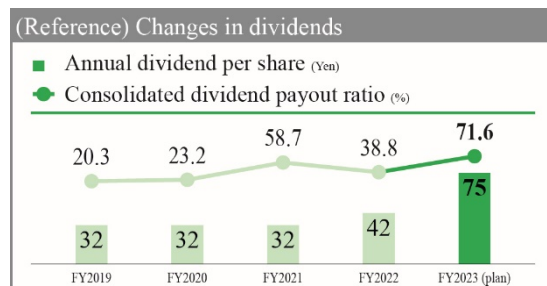
< Reference: Annual dividends based on DOE of around 5% >

$DOE\ 5\% = [(Equity\ as\ of\ the\ end\ of\ the\ previous\ fiscal\ year + Equity\ as\ of\ the\ end\ of\ the\ current\ fiscal\ year)/2] \times 5\%$
→Target for total annual dividends (interim + year-end)

Under this policy, the Corporation proposes a year-end dividend for the fiscal year under review of 54 yen per share. In addition to the interim dividend of 21 yen, the annual dividend would amount to 75 yen per share, an increase of 33 yen year-on-year (DOE 5.0% and a consolidated dividend payout ratio of 71.6%).

Year-end dividends

1. Type of dividend property: Cash
2. Appropriation of dividends to shareholders and total amount of dividends
Dividend per share: 54 yen
Total amount of dividends: 38,768,790,132 yen
3. Date of effectiveness: June 28, 2024



(Reference: Changes in Dividend Policy in line with Revision of Capital Policy)

To further enhance corporate value and sustainable growth, the Corporation decided to strive for profit growth in order to achieve its existing target of a minimum return on invested capital (ROIC) of 5% or more over the medium term, and at the same time, target a return on equity (ROE) of 10% by fiscal year ending March 31, 2027 by setting the necessary amount of equity and carrying out strategic shareholder returns after examining a capital structure that further emphasizes capital efficiency.

Consequently, the Corporation has changed the dividend policy from the fiscal year under review and, for annual dividends, raised the dividend level from DOE of around 3% to DOE of around 5%, maintaining stable dividends over long term as the priority.

Proposal 2: Election of Nine (9) Directors

The terms of office of all eleven (11) Directors (including five (5) Independent Directors) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, we propose to elect nine (9) Directors (including five (5) Independent Directors).

The candidates for Directors are as follows:

No.	Name		Position and areas of responsibility in the Corporation	Number of Board of Directors meeting attended (FY2023)	Number of years in office as a Director (at the conclusion of this General Meeting of Shareholders)
1	Takeo Obayashi	Reappointment	Chairman of the Board	15/15	41 years
2	Kenji Hasuwa	Reappointment	Representative Director President and CEO	15/15	9 years
3	Atsushi Sasagawa	Reappointment	Representative Director Executive Vice President Responsible for overall building construction Head of Marketing Division	15/15	3 years
4	Toshimi Sato	Reappointment	Representative Director Executive Vice President Responsible for overall administration	15/15	6 years
5	Masako Orii	Reappointment Outside Independent	Independent Director	15/15	4 years
6	Hiroyuki Kato	Reappointment Outside Independent	Independent Director	15/15	3 years
7	Yukiko Kuroda	Reappointment Outside Independent	Independent Director	15/15	2 years
8	Hiroyuki Shime	New appointment Outside Independent	–	–	–
9	Yoshihiro Ikegawa	New appointment Outside Independent	–	–	–

Note: No special conflicts of interest exist between the Corporation and the proposed candidates.

< Skill Matrix >

Candidate name	Construction Business	Medium- to Long-Term Corporate Strategy Business Portfolio Strategy	ESG/Sustainability	Human Resource Management	Global Business	Marketing	Corporate Finance	Compliance/Risk Management	Corporate Philosophy Corporate Culture
Takeo Obayashi		○			○				○
Kenji Hasuwa	○	○	○			○			○
Atsushi Sasagawa	○			○	○	○			
Toshimi Sato		○	○	○	○	○	○	○	
Masako Orii Outside		○	○			○		○	○
Hiroyuki Kato Outside		○			○	○		○	○
Yukiko Kuroda Outside		○	○	○	○				○
Hiroyuki Shime Outside		○		○	○	○			○
Yoshihiro Ikegawa Outside		○	○		○	○			○


<Approach to the Skill Matrix>


In order to realize sustainable growth and enhance the corporate value of the Group, the following skills (expertise and experience) necessary to carry out the decision-making and supervisory functions of the Board of Directors and the executive functions of the Directors have been selected as categories for the Skill Matrix.


- Skills required for decision-making, supervisory, and executive functions related to core businesses: “Construction Business,” “Global Business,” “Marketing”
- Skills required for decision-making and supervisory functions for non-construction business: “Business Portfolio Strategy,” “Global Business,” “Marketing”
- Skills required for decision-making and supervisory functions to realize social and corporate sustainability: “Medium- to Long-Term Corporate Strategy,” “ESG/Sustainability,” “Human Resource Management,” “Corporate Philosophy/Corporate Culture (Necessary expertise and experience as the leader of an organization to instill and invigorate corporate philosophy and culture internally, and make it a core part of the Corporation’s growth)”
- Skills required for management functions and are considered to be particularly important for the Corporation’s Board of Directors: “Corporate Finance,” “Compliance/Risk Management”


For outside directors, “Medium- to Long-Term Corporate Strategy/Business Portfolio Strategy” is a particularly important skill for decision-making and supervisory functions pertaining to business expansion and withdrawal.


	1	<div style="text-align: right; border: 1px solid black; padding: 2px; display: inline-block;">Reappointment</div> <h2 style="margin: 0;">Takeo Obayashi</h2> <p style="text-align: right; margin: 0;">(Date of birth: Jun. 9, 1954)</p>
<p>Number of the Corporation's shares held: 16,944,095</p> <p>Number of years in office as a Director: 41 years</p> <p>Status of attendance to Board of Directors meeting: 15/15 (100%)</p>	<p>[Career summary, position and areas of responsibility in the Corporation, and significant concurrent positions outside the Corporation]</p> <p>Apr. 1977 Joined the Corporation</p> <p>Jun. 1983 Director</p> <p>Jun. 1985 Managing Director</p> <p>Jun. 1987 Senior Managing Director</p> <p>Jun. 1989 Executive Vice President</p> <p>Jun. 1997 Vice Chairman</p> <p>Jun. 2003 Chairman</p> <p>Jun. 2007 Director</p> <p>Jun. 2009 Chairman Representative Director</p> <p>Apr. 2023 Chairman of the Board (incumbent)</p>	
 <p>Number of the Corporation's shares held: 40,000</p> <p>Number of years in office as a Director: 9 years</p> <p>Status of attendance to Board of Directors meeting: 15/15 (100%)</p>	2	<div style="text-align: right; border: 1px solid black; padding: 2px; display: inline-block;">Reappointment</div> <h2 style="margin: 0;">Kenji Hasuwa</h2> <p style="text-align: right; margin: 0;">(Date of birth: Nov. 15, 1953)</p>
<p>[Career summary, position and areas of responsibility in the Corporation, and significant concurrent positions outside the Corporation]</p> <p>Apr. 1977 Joined the Corporation</p> <p>Apr. 2010 Executive Officer</p> <p>Oct. 2012 Managing Executive Officer</p> <p>Oct. 2014 Head of Technology Business Development Division</p> <p>Jun. 2015 Director</p> <p>Apr. 2016 Senior Managing Executive Officer</p> <p>Mar. 2018 Representative Director President</p> <p>Apr. 2023 Representative Director (incumbent) President and CEO (incumbent)</p>		
<p>[Reasons for nomination of the candidate as Director]</p> <p>Ever since assuming the Executive Officer position in 2010, Mr. Kenji Hasuwa has held the positions of Senior General Manager-in-Charge of Civil Engineering Construction Division at Tokyo Main Office, Senior General Manager of Technology Division, and Head of Technology Business Development Division (responsible for overseeing new businesses including renewable energy business), and has been responsible for the Group's Construction Division, Technology Division, and New Businesses Division. He has demonstrated strong leadership as Representative Director and President since March 2018, contributing to improving the Group's corporate value. The Corporation nominated him as a candidate for Director based on the judgment that he has excellent capabilities and knowledge gained from this background and is necessary for improving the Corporation's corporate value further.</p>		


 <p>Number of the Corporation's shares held: 6,737</p> <p>Number of years in office as a Director: 3 years</p> <p>Status of attendance to Board of Directors meeting: 15/15 (100%)</p>	<h3>3</h3>	<h2>Atsushi Sasagawa</h2> <p>(Date of birth: Apr. 1, 1958)</p> <div style="text-align: right; border: 1px solid black; padding: 2px;">Reappointment</div>
	<p>[Career summary, position and areas of responsibility in the Corporation, and significant concurrent positions outside the Corporation]</p> <p>Apr. 1980 Joined the Corporation</p> <p>Apr. 2015 Executive Officer Head of Yokohama Branch Office</p> <p>Mar. 2018 Managing Executive Officer Head of Building Construction Division at Osaka Main Office</p> <p>Apr. 2019 Senior Managing Executive Officer</p> <p>Jan. 2021 Head of Marketing Division (incumbent)</p> <p>Apr. 2021 Executive Vice President (incumbent) Head of Tokyo Main Office</p> <p>Jun. 2021 Director</p> <p>Apr. 2023 Representative Director (incumbent)</p> <p>Responsible for overall building construction Head of Marketing Division</p>	
		<p>[Reasons for nomination of the candidate as Director]</p> <p>Since joining the Corporation, Mr. Atsushi Sasagawa has engaged in building construction business. Ever since assuming the Executive Officer position in 2015, he has held the positions of Head of Yokohama Branch Office, Head of Building Construction Division at Osaka Main Office, and Head of Tokyo Main Office. He is currently responsible for overall building construction as Executive Vice President, and is supervising the Corporation's marketing strategy as Head of Marketing Division. He also assumed the Director position in 2021 and has participated in the Corporation's management as Representative Director since 2023. The Corporation nominated him as a candidate for Director based on the judgment that he has excellent capabilities and knowledge gained from this background and is capable of continuing to fully perform his functions as Director by drawing on his considerable experience.</p>

	4	Toshimi Sato	<div style="border: 1px solid black; padding: 2px; display: inline-block;">Reappointment</div>
	(Date of birth: Apr. 6, 1960)		
<p>[Career summary, position and areas of responsibility in the Corporation, and significant concurrent positions outside the Corporation]</p> <p>Apr. 1985 Joined the Corporation</p> <p>Jan. 2011 Senior General Manager of North American Regional Headquarters at Overseas Business Division</p> <p>Apr. 2013 General Manager of Finance Department at Head Office</p> <p>May 2015 General Manager of Corporate Management Planning Department at Head Office</p> <p>Apr. 2017 Executive Officer</p> <p>Jun. 2018 Director</p> <p>Apr. 2019 Managing Executive Officer</p> <p>Apr. 2022 Senior Managing Executive Officer</p> <p>Apr. 2023 Executive Vice President (incumbent)</p> <p>Apr. 2024 Representative Director (incumbent)</p> <p>Responsible for overall administration</p>			
Number of the Corporation's shares held: 10,400	<p>[Reasons for nomination of the candidate as Director]</p> <p>Since the joining of the Corporation, Mr. Toshimi Sato has engaged in overseas administrative work. Ever since assuming the Executive Officer position in 2017, he has been responsible for corporate management planning, human resources, finance and accounting, compliance, etc. He is currently serving as Executive Vice President, responsible for overall administration. He also assumed the Director position in 2018 and has participated in the Corporation's management as Representative Director since April 2024. The Corporation nominated him as a candidate for Director based on the judgment that he has excellent capabilities and knowledge gained from this background and is capable of continuing fully performing his functions as Director by drawing on his considerable experience.</p>		
Number of years in office as a Director: 6 years	<p>Status of attendance to Board of Directors meeting: 15/15 (100%)</p>		

	5	Masako Orii	<table border="1" style="margin-left: auto; margin-right: auto;"> <tr> <td style="padding: 2px;">Reappointment</td> <td style="padding: 2px;">Outside</td> </tr> <tr> <td style="padding: 2px;">Independent</td> <td></td> </tr> </table>	Reappointment	Outside	Independent	
	Reappointment	Outside					
Independent							
(Date of birth: Oct. 10, 1960)							
Number of the Corporation's shares held: 0	[Career summary, position and areas of responsibility in the Corporation, and significant concurrent positions outside the Corporation] <p>Apr. 1983 Joined Suntory Limited</p> <p>Apr. 2012 Executive Officer of Suntory Holdings Limited</p> <p>Apr. 2016 Senior Managing Director, Member of the Board of Suntory Wellness Limited</p> <p>Apr. 2019 Advisor of Suntory Holdings Limited (incumbent) Executive Director of Suntory Hall, Suntory Foundation for the Arts (incumbent)</p> <p>Jun. 2020 Independent Director of the Corporation (incumbent)</p> <p>May 2021 Outside Director, Audit and Supervisory Committee Member of TOHO CO., LTD. (incumbent)</p> <p>Significant concurrent position: Executive Director of Suntory Hall, Suntory Foundation for the Arts Outside Director, Audit and Supervisory Committee Member of TOHO CO., LTD.</p>						
Number of years in office as a Director: 4 years	[Reasons for nomination of the candidate as Independent Director and outline of expected roles] <p>Ms. Masako Orii has considerable experience, excellent capabilities, knowledge, and character gained through involvement in the management of the Suntory Group. The Corporation nominated her as a candidate for Independent Director in the expectation that she can provide advice and suggestions important for the decision-making regarding the Corporation's management policy and business strategy, from the viewpoint of a person with corporate management experience in a business area different from the Corporation, and based on the abundant knowledge about ESG management, compliance, etc. The Corporation also expects that she can contribute to the operation and supervision of the Corporation's corporate governance from a third-party standpoint as a member of the Board of Directors, Chairperson of the Recommendation Committee, and a member of the Remuneration Committee.</p>						
Status of attendance to Board of Directors meeting: 15/15 (100%)							

	6	Hiroyuki Kato	<table border="1"> <tr> <td style="text-align: center;">Reappointment</td> <td style="text-align: center;">Outside</td> </tr> <tr> <td style="text-align: center;">Independent</td> <td></td> </tr> </table>	Reappointment	Outside	Independent	
	Reappointment	Outside					
Independent							
(Date of birth: Apr. 28, 1956)							
[Career summary, position and areas of responsibility in the Corporation, and significant concurrent positions outside the Corporation]							
Apr. 1979 Joined Mitsui & Co., Ltd. Apr. 2010 Managing Officer of Mitsui & Co., Ltd. Apr. 2012 Executive Managing Officer of Mitsui & Co., Ltd. Jun. 2014 Representative Director, Senior Executive Managing Officer of Mitsui & Co., Ltd. Apr. 2016 Representative Director, Executive Vice President of Mitsui & Co., Ltd. Apr. 2018 Director of Mitsui & Co., Ltd. Jun. 2018 Counselor of Mitsui & Co., Ltd. Jul. 2020 Advisor of Mitsui & Co., Ltd. Jun. 2021 Independent Director of the Corporation (incumbent)							
Number of the Corporation's shares held: 0	Significant concurrent position: Non-Executive Director of Sims Limited (Australia)						
Number of years in office as a Director: 3 years	[Reasons for nomination of the candidate as Independent Director and outline of expected roles]						
Status of attendance to Board of Directors meeting: 15/15 (100%)	Mr. Hiroyuki Kato has considerable experience, excellent capabilities, knowledge, and character gained through involvement in the management of Mitsui & Co., Ltd. The Corporation nominated him as a candidate for Independent Director in the expectation that he can provide advice and suggestions important for the decision-making regarding the Corporation's management policy and business strategy, from the viewpoint of a person with corporate management experience in a business area different from the Corporation, and based on the abundant knowledge from his experience in establishing global business strategies, etc. The Corporation also expects that he can contribute to the operation and supervision of the Corporation's corporate governance from a third-party standpoint as a member of the Board of Directors, Chairperson of the Remuneration Committee, and a member of the Recommendation Committee.						

	7	Yukiko Kuroda	<table border="1" style="margin-left: auto; margin-right: auto;"> <tr> <td style="padding: 2px;">Reappointment</td> <td style="padding: 2px;">Outside</td> </tr> <tr> <td style="padding: 2px;">Independent</td> <td></td> </tr> </table>	Reappointment	Outside	Independent	
	Reappointment	Outside					
Independent							
(Date of birth: Sep. 24, 1963)							
Number of the Corporation's shares held: 0 Number of years in office as a Director: 2 years Status of attendance to Board of Directors meeting: 15/15 (100%)	<p>[Career summary, position and areas of responsibility in the Corporation, and significant concurrent positions outside the Corporation]</p> <p>Apr. 1986 Joined Sony Corporation</p> <p>Jan. 1991 Representative Director of People Focus Consulting Co., Ltd.</p> <p>Jun. 2010 Outside Audit & Supervisory Board Member of Astellas Pharma Inc.</p> <p>Mar. 2011 Outside Director of CAC Holdings Corporation</p> <p>Apr. 2012 Managing Director/Founder of People Focus Consulting Co., Ltd.</p> <p>Jun. 2013 Outside Director of Marubeni Corporation</p> <p>Jun. 2015 Outside Member of the Board of Mitsui Chemicals, Inc.</p> <p>Jun. 2018 Outside Director of Seven Bank, Ltd. (incumbent) Independent Director of Terumo Corporation (incumbent) (scheduled to retire the position on June 26, 2024)</p> <p>Jun. 2022 Independent Director of the Corporation (incumbent)</p> <p>Aug. 2022 Outside Director of Oracle Corporation Japan (incumbent)</p> <p>Mar. 2024 Advisor/Founder of People Focus Consulting Co., Ltd. (incumbent)</p> <p>Significant concurrent position: Outside Director of Seven Bank, Ltd. Outside Director of Oracle Corporation Japan</p>						
	<p>[Reasons for nomination of the candidate as Independent Director and outline of expected roles]</p> <p>Ms. Yukiko Kuroda has considerable experience, excellent capabilities, knowledge, and character gained through involvement in the management of People Focus Consulting Co., Ltd., which she founded. The Corporation nominated her as a candidate for Independent Director in the expectation that she can provide advice and suggestions important for the decision-making regarding the Corporation's management policy and business strategy, from the viewpoint of a person with corporate management experience in a business area different from the Corporation, and based on the abundant knowledge in sustainability and organizational development, etc. The Corporation also expects that she can contribute to the operation and supervision of the Corporation's corporate governance from a third-party standpoint as a member of the Board of Directors, Remuneration Committee, and Sustainability Committee.</p>						


	9	Yoshihiro Ikegawa	New appointment	Outside
			Independent	
(Date of birth: Jul. 2, 1960)				
[Career summary, position and areas of responsibility in the Corporation, and significant concurrent positions outside the Corporation]				
Apr. 1983 Joined Mitsubishi Chemical Industries Limited (current Mitsubishi Chemical Corporation)				
Apr. 2005 Managing Director of MCC PTA India Corp. Private Limited				
Apr. 2014 Executive Officer of Mitsubishi Chemical Corporation				
Dec. 2015 Executive Officer of Mitsubishi Chemical Holdings Corporation (current Mitsubishi Chemical Group Corporation)				
Apr. 2018 Managing Corporate Executive Officer of Mitsubishi Chemical Holdings Corporation				
Apr. 2019 Managing Corporate Executive Officer of Mitsubishi Chemical Holdings Corporation and Director of the Board of Mitsubishi Chemical Corporation				
Apr. 2021 Representative Corporate Executive Officer and Managing Corporate Executive Officer of Mitsubishi Chemical Holdings Corporation				
Apr. 2022 Executive Vice President of Mitsubishi Chemical Holdings Corporation and Representative Director, Director of the Board of Mitsubishi Chemical Corporation				
Jun. 2023 Executive Consultant of Mitsubishi Chemical Corporation (incumbent)				
Significant concurrent position: Outside Director of Toyo Seikan Group Holdings, Ltd. (scheduled to assume the position on June 21, 2024)				
Number of the Corporation's shares held:	0			
Number of years in office as a Director:	—			
Status of attendance to Board of Directors meeting:	—	[Reasons for nomination of the candidate as Independent Director and outline of expected roles]		
Mr. Yoshihiro Ikegawa has considerable experience, excellent capabilities, knowledge, and character gained through involvement in the management of Mitsubishi Chemical Group. The Corporation nominated him as a candidate for Independent Director in the expectation that he can provide advice and suggestions important for the decision-making regarding the Corporation's management policy and business strategy, from the viewpoint of a person with corporate management experience in a business area different from the Corporation, and based on the abundant knowledge in long-term management planning and sustainability, etc. The Corporation also expects that he can contribute to the operation and supervision of the Corporation's corporate governance from a third-party standpoint as a member of the Board of Directors, Remuneration Committee, and Sustainability Committee.				

- Notes: 1. Messrs. Hiroyuki Kato, Hiroyuki Shime, and Yoshihiro Ikegawa and Mses. Masako Orii and Yukiko Kuroda are candidates for Independent Directors. In addition, they meet the "Requirements for Selection as an Independent Director/Outside Audit & Supervisory Board Member Candidate" stipulated by the Corporation, and are candidates for independent directors/auditors pursuant to the provisions of the financial instruments exchange on which the Corporation is listed.
2. The Corporation has entered into a liability limitation agreement regarding the liabilities described in Clause 1, Article 423 of the Companies Act with Mr. Hiroyuki Kato, and Mses. Masako Orii and Yukiko Kuroda. Under the agreement, each of them shall be liable to compensate for damages up to 5 million yen or the minimum liability limit set forth in Clause 1, Article 425 of the Companies Act, whichever is higher, if they were acting in good faith and did not commit gross negligence in performing their duties. If the candidates are re-elected at this General Meeting of Shareholders, the Corporation plans to renew the agreement with them.
In addition, the Corporation plans to enter into the said liability limitation agreement with Messrs. Hiroyuki Shime and Yoshihiro Ikegawa if they are elected at this General Meeting of Shareholders.
3. In accordance with Clause 1, Article 430-3 of the Companies Act, the Corporation has entered into a directors and officers liability insurance policy (D&O insurance policy) with an insurance company in order to secure talented personnel and prevent excessive irresolution in the execution of duties. An overview of the policy is presented in "4 (4) Overview of the directors and officers liability insurance policy (D&O insurance policy), etc." of the Japanese original of the Business Report among the items subject to measures for electronic provision. Among the candidates for Director, those candidates for reelection are already insureds under the policy, and will continue to be such after their reappointment. Moreover, those candidates for new election will become insureds after their election.
4. The name of candidate Yukiko Kuroda on the family register is Yukiko Matsumoto.

Proposal 3: Election of One (1) Audit & Supervisory Board Member

Of five (5) incumbent Audit & Supervisory Board Members, the term of office of Audit & Supervisory Board Member, Mr. Masahiro Saito, will expire at the conclusion of this General Meeting of Shareholders. Accordingly, we propose to elect one (1) Audit & Supervisory Board Member. We obtained the prior consent of the Audit & Supervisory Board with respect to the submission of this proposal.

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

	<p>Eiichiro Okano New appointment</p> <p>(Date of birth: Dec. 3, 1957)</p>
	<p>[Career summary, position and significant concurrent positions outside the Corporation]</p> <p>Apr. 1982 Joined the Corporation</p> <p>Apr. 2019 General Manager of iPD Center at Building Construction Division</p> <p>Apr. 2020 Executive Officer General Manager of Digital Integration Division</p> <p>Feb. 2022 Head of Digital Transformation Division</p> <p>Apr. 2022 Managing Executive Officer</p> <p>Apr. 2024 Advisor (incumbent)</p>
<p>Number of the Corporation's shares held: 3,100</p>	
<p>Status of attendance to Board of Directors meeting: -</p>	<p>[Reasons for nomination of the candidate as Audit & Supervisory Board Member]</p> <p>Since joining the Corporation, Mr. Eiichiro Okano has engaged in the overseas building construction sites etc. Ever since assuming the Executive Officer position in 2020, he has held the positions of General Manager of Digital Integration Division and Head of Digital Transformation Division. The Corporation nominated him as a candidate for Audit & Supervisory Board Member based on the judgment that he has excellent capabilities and knowledge gained from this background and his considerable experience in overseas building construction business and digital transformation, etc. will allow him to effectively carry out audits of the Corporation.</p>
<p>Status of attendance to the Audit & Supervisory Board meeting: -</p>	

- Notes:
1. No special conflicts of interest exist between the Corporation and Mr. Eiichiro Okano.
 2. If Mr. Eiichiro Okano is elected at this General Meeting of Shareholders, the Corporation plans to enter into a liability limitation agreement regarding the liabilities described in Clause 1, Article 423 of the Companies Act with him. Under the agreement, he shall be liable to compensate for damages up to 5 million yen or the minimum liability limit set forth in Clause 1, Article 425 of the Companies Act, whichever is higher, if he was acting in good faith and did not commit gross negligence in performing his duties.
 3. In accordance with Clause 1, Article 430-3 of the Companies Act, the Corporation has entered into a directors and officers liability insurance policy (D&O insurance policy) with an insurance company in order to secure talented personnel and prevent excessive irresolution in the execution of duties. An overview of the policy is presented in "4 (4) Overview of the directors and officers liability insurance policy (D&O insurance policy), etc." of the Japanese original of the Business Report among the items subject to measures for electronic provision. The current Audit & Supervisory Board Members are insureds under the policy, and Mr. Eiichiro Okano will become an insured after his election.

(Reference)

Process for selecting candidates for Director and Audit & Supervisory Board Member

The Corporation has established the Recommendation Committee and the Remuneration Committee as advisory bodies of the Board of Directors. The former deliberates on appointments of officers, and the latter deliberates on the remuneration of officers, and both submit the results to the Board of Directors.

Each committee is chaired by an Independent Director with the aim of enhancing corporate governance, and Independent Directors comprise a majority of the memberships. This will help ensure that the Corporation's process for deciding on officer appointments makes transparent and objective.

Requirements for Selection as an Independent Director/Outside Audit & Supervisory Board Member Candidate

1. The Independent Director/Outside Audit & Supervisory Board member candidate (hereinafter referred to as the "Candidate") must have capabilities, knowledge, experience, and character suitable for such position at the Corporation. The Candidate must be able to provide directions and opinions to the Corporation's management from an independent and impartial standpoint.
2. The Candidate must not be a former director, Audit & Supervisory Board member, or employee of the Corporation or any of its associated companies.
3. The Candidate must not currently belong, and must not have belonged in the past, to an Accounting Auditor, law office, or main bank with which the Corporation currently has a contract.
4. The Candidate must not currently be, and must not have been in the past, a major shareholder with an ownership stake of 10% or more. The Candidate must not currently belong, and must not have belonged in the past, to an entity that is a major shareholder.
5. The Candidate must not currently belong, and must not have belonged in the past, to an entity that has a business relationship with the Corporation in which the annual amount of transactions has exceeded 2% of the net sales of both the Corporation and such entity during the last three fiscal years.
6. The Candidate must not currently work, and must not have worked in the past, as an executive at a non-profit organization to which the Corporation has made an annual donation exceeding 20 million yen during the last three fiscal years.
7. If the Candidate does not meet the requirements in 3. through 6., at least ten years must have passed since the Candidate left the relevant entity.
8. The Candidate must meet the requirements for an independent director/auditor pursuant to the provisions of the Tokyo Stock Exchange's Securities Listing Regulations.

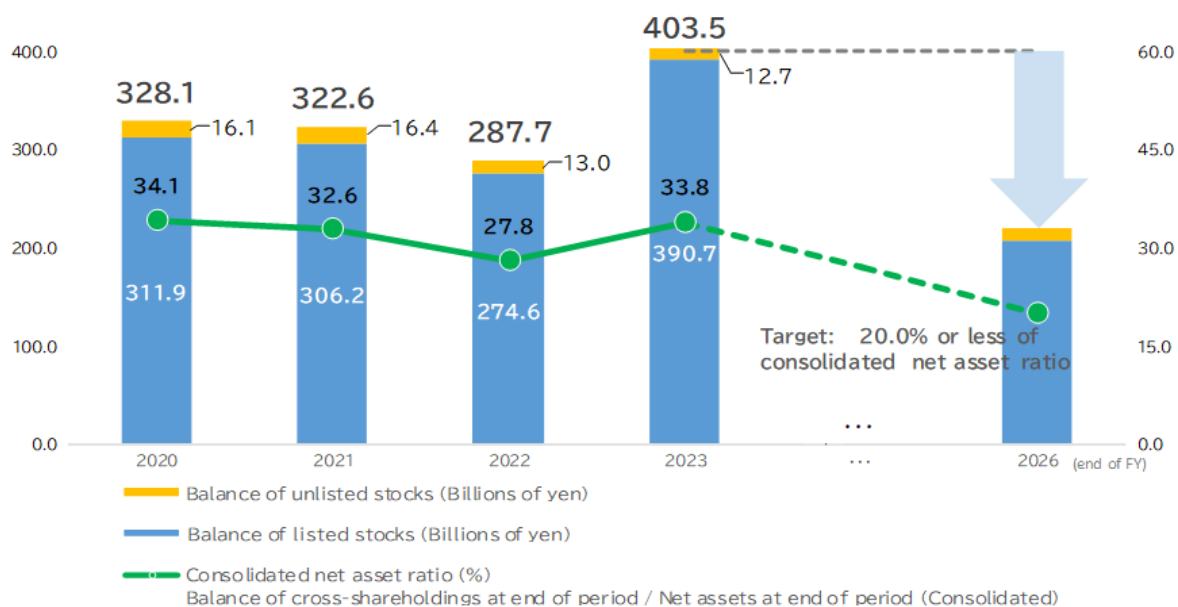
Policy regarding cross-shareholdings

The Corporation owns shares in our customers' businesses (hereinafter referred to as "cross-shareholdings") to maintain and strengthen business relationships with the customers. The Corporation reviews the significance of owning shares in each company by regularly reporting to the Board of Directors on valuation gains/losses, and collective consideration of indicators of profitability such as capital cost and return on business from maintaining and strengthening the business relationship with a company. The Corporation verifies the economic rationale for owning shares over the medium and long term, and sells shares as needed when the business significance of owning the shares has weakened.

The Medium-Term Business Plan 2022 states that the Corporation will proceed further on reassessment of the significance of owning shares and overall investment efficiency for the Corporation. The Corporation has reduced cross-shareholdings, aiming to bring the ratio of cross-shareholdings to 20% or less of consolidated net assets as soon as possible before the end of March 2027. However, the amount of cross-shareholdings has increased as of the end of the fiscal year ended March 31, 2024, compared with the balance at the end of the fiscal year ended March 31, 2021, given the recent rise in the stock market. Going forward, the Corporation will proceed with further sales of cross-shareholdings and will strive to reduce such shares to 20% or less of consolidated net assets by the end of March 2027.

To enhance its corporate value, the Corporation will strengthen investments in human resources, DX, technology, investments to expand production capacity, and growth investments in fields where it can establish a competitive advantage. From the point of improving capital efficiency, the Corporation will implement strategic shareholder returns by setting the necessary equity amount according to the growth of the Group's businesses. Proceeds from the sale of cross-shareholdings will be used for these investments or shareholder returns.

[Changes in Balance of Cross-Shareholdings and Consolidated Net Asset Ratio]



[Changes in Sale of Cross-Shareholdings (Consolidated)]

(Billions of yen)

	FY2021	FY2022	FY2023
Amount sold	16.9	24.6	33.1
Cumulative amount sold from FY2021	16.9	41.5	74.6
Cumulative amount sold + Agreed sale amount	–	56.3	146.3

[Factors Behind Changes in the Balance of Cross-Shareholdings (Consolidated)]

(Billions of yen)

	Balance
Mar. 31, 2023	287.7
Amount sold from Apr. to Mar. 2024	(33.1)
An increase due to rises in share prices	149.1
Other (Impairment loss on unlisted stocks, etc.)	(0.2)
Mar. 31, 2024	403.5
[Agreed sale amount included above]	[71.6]

[To achieve cross-shareholdings 20% or less of consolidated net assets at the end of March 2027]

146.3 billion yen (including agreed sale amount) in selling cross-shareholdings during three years of FY2021 to FY2023 was fixed



The amount of cross-shareholdings held has increased by 149.1 billion yen year-on-year, due to the rise in the stock market in FY2023



Made a commitment to achieve cross-shareholdings 20% or less of consolidated net assets at the end of March 2027 by increasing the rate of cross-shareholdings sold from the initial target at a meeting of senior management including the Chairman and the President



Accelerate the sale of cross-shareholdings from FY2024 to FY2026 and achieve 20% or less of consolidated net assets at the end of March 2027