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(Stock Exchange Code 1961)

June 3, 2024

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

To Shareholders with Voting Rights:

Hirokazu Ishida
Representative Director and President
SANKI ENGINEERING CO., LTD.
8-1, Akashicho, Chuo-ku, Tokyo

**NOTICE OF CONVOCATION OF
THE 100th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

Please be informed that the 100th Annual General Meeting of Shareholders of SANKI ENGINEERING CO., LTD. (the “Company”) will be held for the purposes as described below.

When convening this General Meeting of Shareholders, the Company will take measures for electronic provision, and will post the matters subject to measures for electronic provision on the following websites on the Internet.

[The Company’s website]

<https://www.sanki.co.jp/ir/stock/meeting.html>

In addition to the above, the matters subject to measures for electronic provision are also posted on the website presented below.

[Tokyo Stock Exchange website (Listed Company Search service)]

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

(Please access the Tokyo Stock Exchange website above, enter “Sanki Engineering” in the Issue name (company name) or enter “1961” in the Code, click “Search,” and then click “Basic information” and select “Documents for public inspection/PR information.” On the “Filed information available for public inspection” section, please review the documents from “Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting.”)

Instead of attending the meeting, you may exercise your voting rights by either of the methods below. Please review the Reference Documents for the General Meeting of Shareholders posted on the matters subject to measures for electronic provision, and exercise your voting rights by no later than 5:00 p.m. Japan time on Thursday, June 20, 2024.

[Exercising Voting Rights in Writing]

Please indicate your proposals on the enclosed Voting Rights Exercise Form, and return it such that it arrives by the above deadline for exercise.

[Exercising Voting Rights via the Internet]

Please review the “Guide to Exercising Voting Rights via the Internet” on page 5 (Japanese version only), access the voting rights exercise website designated by the Company (<https://www.web54.net>), and enter your proposals by the above deadline for exercise, in accordance with the on-screen instructions.

- 1. Date and Time:** Friday, June 21, 2024 at 10:00 a.m. Japan time
(Reception opens: 9:00 a.m.)
- 2. Place:** Sakura Room, 4th Floor, Main Building, Imperial Hotel Tokyo
1-1, Uchisaiwai-cho 1-chome, Chiyoda-ku, Tokyo
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 100th Fiscal Year (April 1, 2023 - March 31, 2024) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 100th Fiscal Year (April 1, 2023 - March 31, 2024)
- Proposals to be resolved:**
- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of 12 Directors
- Proposal 3:** Election of 1 Audit & Supervisory Board Member
- Proposal 4:** Election of 1 Substitute Audit & Supervisory Board Member

1. English versions of this Notice of Annual General Meeting of Shareholders and the Reference Documents for the General Meeting of Shareholders posted on the matters subject to measures for electronic provision will be posted on the Company's website (<https://www.sanki.co.jp/>).
2. If revisions to the matters subject to measures for electronic provision arise, the details of the revisions will be posted on the respective posted websites.
3. When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
4. Reference Documents for the General Meeting of Shareholders have been sent to all shareholders.
5. In accordance with the provisions of laws and regulations and the Company's Articles of Incorporation, the following matters are not provided in the paper-based documents delivered to shareholders who have made a request for delivery of such documents. The Audit & Supervisory Board Members and the Accounting Auditor has audited documents subject to audit, including the following matters.
 - (i) Matters relating to the Company's Stock Acquisition Rights
 - (ii) Matters relating to Accounting Auditor
 - (iii) Company's Structure and Policy (excluding policy on determination on dividends of surplus, etc.)
 - (iv) Consolidated Statement of Changes in Equity and Notes to the Consolidated Financial Statements of the Consolidated Financial Statements
 - (v) Statement of Changes in Equity and Notes to the Non-consolidated Financial Statements of the Non-consolidated Financial Statements

Information on Operation of the General Meeting of Shareholders

1. Announcement regarding video streaming before and after the meeting
Streaming video of the Business Report for the fiscal year ended March 31, 2024 and the Issues to be Addressed will be posted on the Company's website (<https://www.sanki.co.jp/>) around Friday, June 14, 2024 before the day of the meeting.
In addition, the on-demand video of this General Meeting of Shareholders will be delivered through the Company's website (<https://www.sanki.co.jp/>).
2. Guidance on the call for questions before the meeting
We will accept questions about the Matters to be Reported and Proposals to be Resolved in this General Meeting of Shareholders on the Company's website (<https://www.sanki.co.jp/>).
<Deadline> Tuesday, June 18, 2024 at 5:00 p.m.
3. Announcement regarding online live streaming of the meeting
This General Meeting of Shareholders will be broadcast live on the day on the Internet so that you can watch the proceedings from your own home or other places. For further details, please see pages 6 and 7 (Japanese version only). After the live streaming, we will accept questions or comments you may have about the live streaming on the Company's website (<https://www.sanki.co.jp/>).
<Deadline> Monday, June 24, 2024 at 5:00 p.m.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

In Phase 3 of the Medium-term Management Plan “Century 2025,” the Company’s basic policy is to pay a stable and continuous dividend of a payout ratio of 50% or higher and an annual dividend per share of 70 yen or more, and acquire the Company’s treasury stock of approximately 5 million shares during the period of Phase 3.

After considering the consolidated financial results and the profit level for the fiscal year under review, the Company proposes a year-end dividend for the fiscal year under review as follows, in addition to a special dividend.

Items Related to the Year-end Dividend

- (1) Items related to the allocation of dividend property to shareholders and its total amount
50 yen per common share of the Company
(Including an ordinary dividend of 35 yen and a special dividend of 15 yen)
Total of 2,654,538,050 yen
- (2) Effective date of the appropriation of surplus
June 24, 2024

Furthermore, the Company paid an interim dividend of 35 yen per share, and therefore the total dividend for the fiscal year under review will be 85 yen per share.

Proposal 2: Election of 12 Directors

The terms of office of all Directors (11 Directors) will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of 12 Directors is proposed, with their number increased by one to further strengthen our management structure.

The candidates for Director are as follows:

No.	Name	Current positions and responsibilities	Attendance at the Board of Directors' meetings
1	<input type="checkbox"/> Reappointed Tsutomu Hasegawa	Representative Director and Chairman (of the Board)	100% (13/13)
2	<input type="checkbox"/> Reappointed Hirokazu Ishida	Representative Director and President	100% (13/13)
3	<input type="checkbox"/> Reappointed Eiji Mitsuishi	Director; Executive Vice President	100% (13/13)
4	<input type="checkbox"/> Reappointed Masayuki Kudo	Director; Senior Executive Officer; General Manager, Corporate Division	100% (13/13)
5	<input type="checkbox"/> Reappointed Kazuaki Iijima	Director; Senior Executive Officer; General Manager, Plants & Machinery Systems Headquarters	100% (13/13)
6	<input type="checkbox"/> Newly appointed Junichi Shinbo	Senior Executive Officer; General Manager, Mechanical & Electrical Contracting Headquarters	-
7	<input type="checkbox"/> Reappointed Yoshio Kawabe	Director; Managing Executive Officer; General Manager, Accounting Division; Chief Financial Officer	100% (13/13)
8	<input type="checkbox"/> Reappointed Yukiteru Yamamoto <input type="checkbox"/> External <input type="checkbox"/> Independent	External Director; Chair of the Board of Directors	100% (13/13)
9	<input type="checkbox"/> Reappointed Kazuhiko Kashikura <input type="checkbox"/> External <input type="checkbox"/> Independent	External Director	100% (13/13)
10	<input type="checkbox"/> Reappointed Keiji Kono <input type="checkbox"/> External <input type="checkbox"/> Independent	External Director	100% (13/13)
11	<input type="checkbox"/> Reappointed Akihiko Matsuda <input type="checkbox"/> External <input type="checkbox"/> Independent	External Director	100% (13/13)
12	<input type="checkbox"/> Reappointed Tamami Umeda <input type="checkbox"/> External <input type="checkbox"/> Independent	External Director	100% (13/13)

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Tsutomu Hasegawa (March 4, 1953) <u>Reappointed</u>	<p>April 1975 Joined the Company</p> <p>June 2008 Executive Officer; Deputy General Manager, Tokyo Branch, Mechanical & Electrical Contracting Headquarters</p> <p>April 2009 Executive Officer; General Manager, Business Strategy Division, Mechanical & Electrical Contracting Headquarters</p> <p>April 2010 Superior Executive Officer; General Manager, Tokyo Branch, Mechanical & Electrical Contracting Headquarters</p> <p>April 2011 Managing Executive Officer; General Manager, Tokyo Branch</p> <p>April 2012 Senior Executive Officer; General Manager, Sales Administration Division</p> <p>June 2012 Director; Senior Executive Officer; General Manager, Sales Administration Division</p> <p>April 2013 Representative Director; Senior Executive Officer; General Manager, Mechanical & Electrical Contracting Headquarters</p> <p>April 2015 Representative Director and President</p> <p>April 2020 Representative Director and Chairman (of the Board)</p> <p>To present</p>	53,700
<p>Reason for nomination</p> <p>Since April 2015, as Representative Director and President, Mr. Tsutomu Hasegawa has continually demonstrated his leadership in a myriad of situations and engaged in business operations. Since April 2020, he has displayed his managerial abilities, insight and capabilities cultivated over the years in the position of Representative Director and Chairman. The Company has judged that he is essential for the Group to enhance its corporate value, and has therefore nominated him as a candidate for Director.</p>			
2	Hirokazu Ishida (January 22, 1959) <u>Reappointed</u>	<p>April 1983 Joined the Company</p> <p>April 2012 Executive Officer; Deputy General Manager, Sales Administration Division</p> <p>April 2013 Executive Officer; General Manager, Hokkaido Branch Office</p> <p>April 2016 Managing Executive Officer; General Manager, Sales Administration Division, Mechanical & Electrical Contracting Headquarters</p> <p>June 2017 Director; Managing Executive Officer; General Manager, Sales Administration Division, Mechanical & Electrical Contracting Headquarters</p> <p>April 2018 Director; Senior Executive Officer; General Manager, Management Planning Office</p> <p>April 2020 Representative Director and President</p> <p>To present</p> <p><Responsibilities> Internal Audit Office</p>	51,800
<p>Reason for nomination</p> <p>Since joining the Company, Mr. Hirokazu Ishida engaged in the facilities construction business for many years, and possesses abundant experience, knowledge and achievements related to the Company's business. After experiencing division management, he has been doing his utmost to promote strengthening of the management foundation and the long-term vision "Century 2025" since April 2020, as Representative Director and President. The Company has judged that he is essential for the Group to enhance its corporate value, and has therefore nominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Eiji Mitsuishi (February 24, 1952) <u>Reappointed</u>	<p>April 1972 Joined the Company</p> <p>April 2011 Executive Officer; Deputy General Manager, Chubu Branch</p> <p>April 2013 Managing Executive Officer; General Manager, Chubu Branch</p> <p>April 2017 Senior Executive Officer; General Manager, Mechanical & Electrical Contracting Headquarters</p> <p>June 2017 Director; Senior Executive Officer; General Manager, Mechanical & Electrical Contracting Headquarters</p> <p>April 2024 Director; Executive Vice President</p> <p>To present</p> <p><Responsibilities></p> <p>Labor Safety and Health Promotion Office, Mechanical & Electrical Contracting Headquarters, Facility Systems Division</p>	41,000
		<p>Reason for nomination</p> <p>Mr. Eiji Mitsuishi experienced operation and division management of the facilities construction business for many years after joining the Company. After that, he served as General Manager of the Mechanical & Electrical Contracting Headquarters. Currently, he is working to strengthen the management foundation of the Group and also making efforts in the promotion of safety and hygiene activities as Director and Executive Vice President. The Company has judged that his above experience and achievements are essential for the Group to further enhance its corporate value, and has therefore nominated him as a candidate for Director.</p>	
4	Masayuki Kudo (June 27, 1959) <u>Reappointed</u>	<p>April 1985 Joined the Company</p> <p>June 2014 Executive Officer; General Manager, Facility Systems Division</p> <p>April 2017 Managing Executive Officer; Deputy General Manager, Mechanical & Electrical Contracting Headquarters</p> <p>April 2018 Managing Executive Officer</p> <p>June 2018 Director; Managing Executive Officer</p> <p>April 2021 Director; Senior Executive Officer; General Manager, CSR Promotion Division</p> <p>April 2022 Director; Senior Executive Officer; General Manager, Sustainability Promotion Division</p> <p>April 2023 Director; Senior Executive Officer</p> <p>April 2024 Director; Senior Executive Officer; General Manager, Corporate Division</p> <p>To present</p> <p><Responsibilities></p> <p>General Affairs and Human Resources Division, Corporate Division</p>	36,300
		<p>Reason for nomination</p> <p>After joining the Company, Mr. Masayuki Kudo gained abundant operational experience, including experience overseas, as an engineer in the facilities construction business. He then experienced division management. Currently, as General Manager of Corporate Division, he is contributing to improvement in effectiveness of corporate governance. The Company has judged that his above experience and achievements are essential for the Group to enhance its corporate value, and has therefore nominated him as a candidate for Director.</p>	

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
5	Kazuaki Iijima (August 12, 1958) <u>Reappointed</u>	April 1984 April 2016 October 2018 April 2021 June 2021 April 2024 <Responsibilities> Technical Research & Development Center, Plants & Machinery Systems Headquarters	20,700
		<p>Joined the Company</p> <p>Executive Officer; General Manager, Technology Research Institute</p> <p>Executive Officer; General Manager, Technical Research & Development Center</p> <p>Managing Executive Officer; General Manager, Plants & Machinery Systems Headquarters</p> <p>Director; Managing Executive Officer; General Manager, Plants & Machinery Systems Headquarters</p> <p>Director; Senior Executive Officer; General Manager, Plants & Machinery Systems Headquarters</p> <p>To present</p>	
Reason for nomination After joining the Company, Mr. Kazuaki Iijima gained abundant operational experience as an engineer in the research and development and the energy saving business. After subsequently experiencing division management, he currently contributes to the development of the machinery systems business and the environmental systems business as General Manager of the Plants & Machinery Systems Headquarters. The Company has judged that his above experience and achievements are essential for the Group to further enhance corporate value, and has therefore nominated him as a candidate for Director.			
6	Junichi Shinbo (August 24, 1965) <u>Newly appointed</u>	April 1988 April 2019 April 2020 April 2021 April 2022 April 2024 To present	15,600
		<p>Joined the Company</p> <p>Executive Officer; General Manager, Mechanical and Electrical Administration Office, Mechanical & Electrical Contracting Headquarters</p> <p>Executive Officer; General Manager, Sales Administration Division, Mechanical & Electrical Contracting Headquarters</p> <p>Executive Officer; Deputy General Manager, Tokyo Branch</p> <p>Managing Executive Officer; General Manager, Tokyo Branch</p> <p>Senior Executive Officer; General Manager, Mechanical & Electrical Contracting Headquarters</p> <p>To present</p>	
Reason for nomination After joining the Company, Mr. Junichi Shinbo gained abundant operational experience, including experience overseas, as an engineer in the facilities construction business. He then experienced division management. Currently, as General Manager of Mechanical & Electrical Contracting Headquarters, he is putting effort into development of the facilities construction business and promotion of workstyle reforms at construction sites. The Company has judged that his above experience and achievements are essential for the Group to enhance its corporate value, and has therefore nominated him as a candidate for Director.			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
7	Yoshio Kawabe (October 31, 1960) [Reappointed]	<p>April 1984 Joined the Company</p> <p>April 2015 Executive Officer; General Manager, Administration Division</p> <p>June 2015 Director; Executive Officer; General Manager, Administration Division</p> <p>April 2017 Director; Executive Officer; General Manager, Accounting Division</p> <p>June 2017 Executive Officer; General Manager, Accounting Division</p> <p>June 2020 Director; Executive Officer; General Manager, Accounting Division; Chief Financial Officer</p> <p>April 2022 Director; Managing Executive Officer; General Manager, Accounting Division; Chief Financial Officer</p> <p>To present</p> <p><Responsibilities> Accounting Division</p>	19,100
<p>Reason for nomination</p> <p>Since joining the Company, Mr. Yoshio Kawabe has engaged mainly in accounting and finance-related operations and the promotion of internal control. After taking charge of administrative divisions, including general affairs and human resources, he currently focuses on capital and finance policies as General Manager of the Accounting Division and Chief Financial Officer. The Company has judged that his above experience and insights are essential for the Group to enhance its corporate value, and has therefore nominated him as a candidate for Director.</p>			
8	Yukiteru Yamamoto (June 3, 1953) [External] [Independent Officer] [Reappointed]	<p>April 1977 Joined MITSUI LIFE INSURANCE MUTUAL COMPANY</p> <p>June 2008 Director; Managing Executive Officer, MITSUI LIFE INSURANCE COMPANY LIMITED</p> <p>April 2009 Representative Director and President; Chief Operating Officer; General Manager, Operational Improvement Promotion Division</p> <p>April 2012 Representative Director and President; Chief Operating Officer</p> <p>June 2013 Special Advisor</p> <p>June 2014 External Director, the Company</p> <p>April 2015 Advisor, MITSUI LIFE INSURANCE COMPANY LIMITED</p> <p>March 2017 Retired from MITSUI LIFE INSURANCE COMPANY LIMITED</p> <p>June 2020 External Director; Chair of the Board of Directors, the Company</p> <p>To present</p> <p><Significant concurrent position> Outside Director, Suruga Bank, Ltd.</p>	18,600
<p>Reason for nomination</p> <p>Mr. Yukiteru Yamamoto has served in positions including Representative Director and President of MITSUI LIFE INSURANCE COMPANY LIMITED (currently TAIJU LIFE INSURANCE COMPANY LIMITED) and Executive Member of the Policy Board of the Japan Business Federation, and he thus possesses abundant operational experience and wide-ranging knowledge regarding corporate management. He currently contributes to the enhancement of corporate governance as Chair of the Board of Directors of the Company. His advice and supervision based on the experience and insights developed through this background will lead to sustainable enhancement of the Group's corporate value, and the Company has therefore nominated him again as a candidate for External Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
9	Kazuhiko Kashikura (April 13, 1954) <div style="text-align: center;"> External Independent Officer Reappointed </div>	April 1977 Joined Mitsui Bank Co., Ltd. June 2005 Executive Officer; General Manager, Operations Audit Division, Sumitomo Mitsui Banking Corporation April 2008 Executive Officer April 2008 Retired from Sumitomo Mitsui Banking Corporation May 2008 Representative Director and President, SMBC Staff Service Co., Ltd. May 2013 Retired from SMBC Staff Service Co., LTD. June 2013 Representative Director and President, SMBC Finance Service Co., Ltd. June 2017 Representative Director and Chairman June 2018 External Director, the Company To present Retired from the position of Representative Director and Chairman, SMBC Finance Service Co., Ltd.	9,300
<p>Reason for nomination</p> <p>Mr. Kazuhiko Kashikura has served as Executive Officer of Sumitomo Mitsui Banking Corporation and a top executive at the same group companies and he thus has abundant experience and broad insight in corporate management. His advice and supervision based on the experience and insights developed through this background will lead to sustainable enhancement of the Group's corporate value, and the Company has therefore nominated him again as a candidate for External Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
10	Keiji Kono (September 18, 1957) <div style="border: 1px solid black; padding: 2px; display: inline-block; text-align: center;">External</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; text-align: center;">Independent Officer</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; text-align: center;">Reappointed</div>	April 1980 Joined The Bank of Japan May 1999 Manager, Price Statistics Section, Research and Statistics Department February 2001 Manager, Economic Statistics Section, Research and Statistics Department November 2002 Deputy General Manager, Nagoya Branch March 2004 General Manager, Matsue Branch July 2006 Associate Director-General, Financial Markets Department November 2007 General Manager, Fukuoka Branch May 2009 Director-General, Information System Services Department April 2010 Retired from The Bank of Japan May 2010 Full-time Advisor, Chugai Pharmaceutical Co., Ltd. October 2010 Executive Officer; Deputy Head, Lifecycle Management Marketing Unit November 2010 Executive Officer; Head, Lifecycle Management Unit 2, Lifecycle Management Marketing Unit April 2012 Executive Officer; Deputy Head, Marketing & Sales Division January 2013 Executive Officer; Head, IT Supervisory Division October 2015 Executive Officer in charge of Global Health Policy; Head, IT Supervisory Division January 2017 Executive Officer in charge of External Affairs Department and Global Health Policy April 2017 Senior Vice President in charge of External Affairs Department and Global Health Policy April 2021 Part-time Advisor June 2021 External Director, the Company To present March 2023 Retired from the position of Part-time Advisor, Chugai Pharmaceutical Co., Ltd. <Significant concurrent position> Outside Director, THE BANK OF SAGA LTD.	3,800
Reason for nomination Mr. Keiji Kono has served in managerial positions in key departments of The Bank of Japan as a financial specialist. In Chugai Pharmaceutical Co., Ltd., he has held the office of Executive Officer serving as Head of the IT Supervisory Division and fulfilled roles including promoting overseas activities that contribute to society, and he thus has abundant experience and broad insight in corporate management. His advice and supervision based on the experience and insights developed through this background will lead to sustainable enhancement of the Group's corporate value, and the Company has therefore nominated him again as a candidate for External Director.			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
11	Akihiko Matsuda (January 7, 1960) External Independent Officer Reappointed	<p>April 1985 Joined Tokyo Gas Co., Ltd.</p> <p>April 2013 Technical Solution Department Managing Director, Energy Advance Co., Ltd.</p> <p>March 2015 Retired from Energy Advance Co., Ltd.</p> <p>April 2015 General Manager, Energy Proposal Promotion Department, Tokyo Gas Co., Ltd.</p> <p>April 2017 Executive Officer President and Representative Director, Tokyo Gas Living Engineering Co., Ltd.</p> <p>March 2020 Retired from Tokyo Gas Living Engineering Co., Ltd.</p> <p>April 2020 Advisor, Tokyo Gas Co., Ltd.</p> <p>June 2021 External Director, the Company To present</p> <p>March 2022 Retired as Advisor of Tokyo Gas Co., Ltd.</p> <p>April 2022 Representative Director, Senior Director, Japan Gas Appliances Inspection Association To present</p> <p><Significant concurrent position> Representative Director, Senior Director, Japan Gas Appliances Inspection Association</p>	4,000
<p>Reason for nomination</p> <p>Mr. Akihiko Matsuda has served as Executive Officer in Tokyo Gas Co., Ltd. and a top executive at the same group companies and he thus has abundant experience and broad insight in the overall energy business. His advice and supervision based on the experience and insights developed through this background will lead to sustainable enhancement of the Group's corporate value, and the Company has therefore nominated him again as a candidate for External Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
12	Tamami Umeda (April 26, 1960) External Independent Officer Reappointed	<p>April 1985 Joined the Ministry of Health and Welfare</p> <p>September 2006 Director, Disease Control Division, Health Service Bureau, Ministry of Health, Labour and Welfare</p> <p>July 2008 Director, Tuberculosis and Infectious Diseases Control Division, Health Service Bureau</p> <p>July 2009 Director, Medical Care Division, National Hospital Organization</p> <p>April 2012 Planning Officer</p> <p>October 2013 Director in charge of Medical Affairs</p> <p>October 2015 Director-General Counsellor for medical policy and mental health care, Ministry of Health, Labour and Welfare</p> <p>June 2016 Director-General, Environmental Health Department, Ministry of the Environment</p> <p>July 2019 Director General, Bureau of International Health Cooperation, National Center for Global Health and Medicine</p> <p>March 2021 Retired from Ministry of Health, Labour and Welfare</p> <p>April 2021 Visiting Researcher, National Center for Global Health and Medicine To present</p> <p>June 2022 External Director, the Company To present</p> <p><Significant concurrent position> Visiting Researcher, National Center for Global Health and Medicine</p>	3,200
<p>Reason for nomination</p> <p>Although Ms. Tamami Umeda does not have experience of being directly involved in corporate management, she has held positions such as the Director-General Counsellor, the Ministry of Health, Labour and Welfare and the Director-General, Environmental Health Department, the Ministry of the Environment, and she thus has abundant experience and broad insight regarding the health and hygiene administration in Japan and overseas and organizational management. Her advice and supervision based on the experience and insights will lead to sustainable enhancement of the Group's corporate value, and the Company has therefore nominated her again as a candidate for External Director.</p>			

- (Notes) 1. Special interests between the candidates and the Company
- Ms. Tamami Umeda is concurrently serving as Visiting Researcher at the National Center for Global Health and Medicine, with which the Company has transactions including a facilities construction subcontracting agreement. There are no special interests between the other candidates and the Company.
2. (1) Mr. Yukiteru Yamamoto, Mr. Kazuhiko Kashikura, Mr. Keiji Kono, Mr. Akihiko Matsuda, and Ms. Tamami Umeda are candidates for External Director.
- (2) The Company has registered Mr. Yukiteru Yamamoto, Mr. Kazuhiko Kashikura, Mr. Keiji Kono, Mr. Akihiko Matsuda, and Ms. Tamami Umeda with the Tokyo Stock Exchange as Independent Officers with no possibility of a conflict of interest occurring with general shareholders, whose designation is required by the Exchange. If they are reappointed and assume office as Directors, they will continue to be Independent Officers.
- (3) Ms. Tamami Umeda fulfills the criteria in the Independence Standards for External Officers established by the Company, as in the most recent three fiscal years, transactions with the National Center for Global Health and Medicine described in the above (Note) 1. accounted for a maximum of 0.01% of consolidated net sales.
3. Number of years since candidates for External Director were appointed External Director
- (1) Mr. Yukiteru Yamamoto's term in office as External Director will be 10 years at the conclusion of this General Meeting of Shareholders.
- (2) Mr. Kazuhiko Kashikura's term in office as External Director will be six years at the conclusion of this General Meeting of Shareholders.
- (3) Mr. Keiji Kono's term in office as External Director will be three years at the conclusion of this General Meeting of Shareholders.
- (4) Mr. Akihiko Matsuda's term in office as External Director will be three years at the conclusion of this General Meeting of Shareholders.
- (5) Ms. Tamami Umeda's term in office as External Director will be two years at the conclusion of this General Meeting of Shareholders.
4. Liability limitation agreements with candidates for Director
- The Company has entered into agreements with Mr. Yukiteru Yamamoto, Mr. Kazuhiko Kashikura, Mr. Keiji Kono, Mr. Akihiko Matsuda, and Ms. Tamami Umeda to limit their liability for damages as provided for in Article 423, Paragraph 1,

of the Companies Act, and the maximum amount of liability under this agreement shall be the greater of 10 million yen or the minimum amount stipulated in laws and regulations.

5. Outline of the directors' and officers' liability insurance insuring candidates for Director

The Company has entered into a directors' and officers' liability insurance agreement with an insurance company. The policy covers damage to be borne by the insured, which may arise from those insured persons' assuming liability in connection with the execution of their duties or receiving claims pertaining to the pursuit of such liability. All candidates for Director will be insured under said agreement. The Company will renew said agreement under the same terms and conditions at the time of the next renewal.

Proposal 3: Election of 1 Audit & Supervisory Board Member

The terms of office of Audit & Supervisory Board Member Kazuo Saito will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of 1 Audit & Supervisory Board Member is proposed.

Furthermore, the Audit & Supervisory Board has given its approval to this proposal.

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

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions		Number of shares of the Company held
1	Tsunemitsu Yamanaka (November 24, 1959) Newly appointed	April 1982 April 2017 April 2022 April 2023	Joined the Company Executive Officer; General Manager, Chugoku Branch Office Managing Executive Officer; Deputy General Manager, Mechanical & Electrical Contracting Headquarters; and General Manager, Technical Administration Division Managing Executive Officer; Deputy General Manager, Mechanical & Electrical Contracting Headquarters To present	20,000
Reason for nomination Mr. Tsunemitsu Yamanaka has worked in technology- and sales-related areas in the Company's facilities construction business. He has been engaged in many construction management projects experienced division management and served in supervisory roles in the technical administration divisions, gaining abundant operational experience in the process. In order to utilize his abundant operational experience and insight developed through this background to audit the Company, the Company has nominated him as a candidate for Audit & Supervisory Board Member.				

- (Notes)
1. There are no special interests between the candidate and the Company.
 2. Liability limitation agreement with candidates for Audit & Supervisory Board Member
If Mr. Tsunemitsu Yamanaka is elected and appointed as Audit & Supervisory Board Member, the Company intends to enter into an agreement with him to limit his liability for damages as provided for in Article 423, Paragraph 1 of the Companies Act, and the maximum amount of liability under this agreement shall be the greater of 10 million yen or the minimum amount stipulated in laws and regulations.
 3. Outline of the directors' and officers' liability insurance insuring candidate for Audit & Supervisory Board Member
The Company has entered into a directors' and officers' liability insurance agreement with an insurance company. The policy covers damage to be borne by the insured, which may arise from those insured persons' assuming liability in connection with the execution of their duties or receiving claims pertaining to the pursuit of such liability. The candidate for Audit & Supervisory Board Member will be insured under said agreement. The Company will renew said agreement under the same terms and conditions at the time of the next renewal.

Proposal 4: Election of 1 Substitute Audit & Supervisory Board Member

In order to prepare for cases where the number of Audit & Supervisory Board Members falls below prescribed by laws and regulations, the Company proposes the election of one substitute Audit & Supervisory Board Member.

Furthermore, the Audit & Supervisory Board has given its approval to this proposal.

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

Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
<p>Toshio Suzuki (April 18, 1957)</p> <p style="text-align: center;"> External Independent Officer Reappointed </p>	<p>September 1985 Joined Asahi Shinwa Audit Corporation August 1988 Registered as certified public accountant May 2000 Partner, Asahi Audit Corporation May 2005 Senior Partner, KPMG AZSA LLC June 2019 Retired from KPMG AZSA LLC July 2019 Established Suzuki Toshio Certified Public Accountant Office To present</p> <p><Significant concurrent position> Certified public accountant (Suzuki Toshio Certified Public Accountant Office)</p>	<p>None</p>
<p>Reason for nomination Although Mr. Toshio Suzuki does not have experience of being directly involved in corporate management, in order to utilize his expertise and experience, etc. developed as a certified public accountant to strengthen the audit systems of the Company, the Company has nominated him as a candidate for substitute External Audit & Supervisory Board Member.</p>		

- (Notes)
1. There are no special interests between the candidate and the Company.
 2. (1) The candidate is a candidate for substitute External Audit & Supervisory Board Member.
 (2) If Mr. Toshio Suzuki assumes office as Audit & Supervisory Board Member, the Company intends to register him with the Tokyo Stock Exchange as Independent Officer with no possibility of a conflict of interest occurring with general shareholders, whose designation is required by the Exchange.
 3. Liability limitation agreement with the candidate for substitute External Audit & Supervisory Board Member
 If Mr. Toshio Suzuki is appointed as Audit & Supervisory Board Member, the Company intends to enter into an agreement with him to limit his liability for damages as provided for in Article 423, Paragraph 1 of the Companies Act, and the maximum amount of liability under this agreement shall be the greater of 10 million yen or the minimum amount stipulated in laws and regulations.
 4. Outline of the directors' and officers' liability insurance insuring the candidate for substitute Audit & Supervisory Board Member
 The Company has entered into a directors' and officers' liability insurance agreement with an insurance company. The policy covers damage to be borne by the insured, which may arise from those insured persons' assuming liability in connection with the execution of their duties or receiving claims pertaining to the pursuit of such liability. The candidate for substitute Audit & Supervisory Board Member will be insured under said agreement. The Company will renew said agreement under the same terms and conditions at the time of the next renewal.

<Reference>

[Policy on nomination of a candidate for Director and Audit & Supervisory Board Member]

The Company established the “Sanki Engineering Corporate Governance Guidelines” and stipulated a policy about nomination of a candidate for Director and Audit & Supervisory Board Member as follows.

1. Candidates for Director

(Policy on nomination of candidates for Director)

- (1) The Board of Directors shall nominate as a candidate for Director a person who is expected to fulfill the role of a Director and the Board of Directors based on the skills that he/she should possess.
- (2) The Board of Directors shall nominate as a candidate for External Director a person who is expected to provide advice from an independent and objective standpoint, and appoint at least one independent Outside Director who has management experience as a top executive at another company.
- (3) If any Director becomes unable to fulfill his/her duties as the Director of the Company for health or medical reasons or causes any damage to the corporate value of the Company due to nonfulfillment of his/her duties, an agenda regarding the dismissal of the Director shall be deliberated by the Board of Directors through examination by the Advisory Committee on Nomination and Remuneration.

(Roles of Directors and the Board of Directors)

- (1) Directors and the Board of Directors shall make effort to realize sustainable growth and enhance corporate value over the medium to long term as entrusted by the shareholders by realizing efficient and effective corporate governance, conducting important decision-making of the Company, and supervising execution of duties.
- (2) Directors and the Board of Directors shall make effort to properly build and establish internal control systems, risk management systems and compliance structures throughout all Group companies, monitor the operational status utilizing the Internal Audit Department, and make information disclosure in a timely and appropriate manner.
- (3) The Board of Directors shall supervise the state of progress regarding election of a successor to the chief executive officer whenever necessary.
- (4) The Board of Directors shall establish procedures on transactions with conflicts of interest and deliberate and approve transactions.

2. Candidates for Audit & Supervisory Board Member

(Policy on nomination of candidates for Audit & Supervisory Board Member)

- (1) The Board of Directors shall nominate as a candidate for Audit & Supervisory Board Member a person who has excellent insight and high ethics and is expected to fulfill the role of an Audit & Supervisory Board Member as listed below, subject to prior consent from the Audit & Supervisory Board.
- (2) The Board of Directors shall nominate as a candidate for External Audit & Supervisory Board Member a person who is expected to provide advice from an independent and objective standpoint in addition to qualifications listed in the preceding paragraph.
- (3) The Board of Directors shall make effort to nominate as a candidate for Audit & Supervisory Board Member at least one person who has appropriate knowledge regarding finance and accounting.

(Roles of Audit & Supervisory Board Members)

Audit & Supervisory Board Members who shall play a part of supervision functions in cooperation with the Board of Directors shall make efforts to realize sound and sustainable growth and enhancement of corporate value over the medium to long term, and establish a superior corporate governance structure that can respond to social trust, while maintaining appropriate cooperation with stakeholders by auditing the execution of duties of Directors as an independent organization entrusted by the shareholders.

[Independence Standards for External Officers]

The Company established the “Independence Standards for External Officers” and designates those not applicable to all of categories listed below as an Independent Officer.

1. A person whose major business partner (Note 1) is the Company or an executive person (Note 2) of the same if such person is a juridical person, etc. (Note 3).
2. A major business partner (Note 1) of the Company or a major lender (Note 4) of the Company or an executive person (Note 2) of the same if such person is a juridical person, etc. (Note 3).
3. A consultant, accounting professional, or legal professional who receives a significant amount of money or other assets (Note 5) from the Company other than Officer remuneration.
4. A person who has fallen under any of items 1 to 3 above in a recent period (Note 6)
5. A relative within the second degree of relationship of a person who falls under any of items (a) to (d) below (excluding a person with whom relationship was dissolved due to a divorce, dissolution, etc.).
 - (a) A person who falls under any of items 1 to 4.
 - (b) An executive person (Note 3) of the Company’s subsidiary
 - (c) A Non-executive Director of the Company’s subsidiary (in the case that an External Audit & Supervisory Board Member is nominated as an Independent Officer)
 - (d) A person who has fallen under the preceding (b) or (c) or an executive person (Note 3) of the Company in a recent period (Note 6)
6. A major shareholder of the Company holding 10% or more of the Company’s total shares for three or more consecutive years in a recent period (Note 6) or an executive person (Note 2) of the same if such person is a juridical person, etc. (Note 3).

(Note 1) A “major business partner” refers to a business partner with which the Company has transactions corresponding to, in principle, 3% or more of annual consolidated sales of the Company for three or more consecutive years (3% of annual consolidated sales is approximately 6,657 million yen in fiscal 2023)

(Note 2) An “executive person” refers to an Executive Director or employee in the General Manager position or equivalent managerial position and other equally important position

(Note 3) A “juridical person, etc.” refers to a juridical person or any organization other than a juridical person (including agricultural cooperatives and management associations)

(Note 4) A “major lender” refers to a lender from which the balance of loans as of the end of each fiscal year is, in principle, 2% or more of the consolidated total assets of the Company on the same day for three or more consecutive years (2% of the consolidated total asset is approximately 4,043 million yen in fiscal 2023)

(Note 5) A “significant amount of money or other assets” refers to that with a value equivalent to a cash amount of 10 million yen or more per annum

(Note 6) A “recent period” refers to a five-year period before the time point in which the election proposal to be submitted to the shareholder’s meeting is determined

[Skills, career, and expertise held by the members of the Board of Directors and the Audit & Supervisory Board]
The Company identifies skills which the Company expects the members of the Board of Directors to demonstrate in light of the management strategies, and the Board of Directors consists of diverse human resources that can cover these skills. If Proposal 2 “Election of 12 Directors” and Proposal 3 “Election of 1 Audit & Supervisory Board Member” are approved as originally proposed, the status shall be as follows.

Name	Current positions and responsibilities	Corporate management Management strategy	Engineering	Design R&D	Sales Marketing	Global	Accounting Finance	Risk management Governance Legal	Sustain-ability	IT DX	Labor affairs Human resources development
Tsutomu Hasegawa	Representative Director and Chairman (of the Board)	●	●	●	●	●		●			
Hirokazu Ishida	Representative Director and President	●	●	●	●				●		●
Eiji Mitsuishi	Director; Executive Vice President	●	●		●			●	●		
Masayuki Kudo	Director; Senior Executive Officer; General Manager, Corporate Division	●	●			●		●	●	●	
Kazuaki Iijima	Director; Senior Executive Officer; General Manager, Plants & Machinery Systems Headquarters	●	●	●					●	●	
Junichi Shinbo	Senior Executive Officer; General Manager, Mechanical & Electrical Contracting Headquarters (candidate for Director)		●	●	●	●					
Yoshio Kawabe	Director; Managing Executive Officer; General Manager, Accounting Division; Chief Financial Officer	●					●	●	●		●
Yukiteru Yamamoto	External Director; Chair of the Board of Directors	●					●				●
Kazuhiko Kashikura	External Director	●			●		●				
Keiji Kono	External Director	●				●	●			●	
Akihiko Matsuda	External Director	●	●		●						
Tamami Umeda	External Director					●		●	●		
Kunihiko Tachi	Full-time Audit & Supervisory Board Member						●	●			
Tsunemitsu Yamanaka	Managing Executive Officer; Deputy General Manager, Mechanical & Electrical Contracting Headquarters (candidate for Audit & Supervisory Board Member)		●					●			
Shozo Fujita	External Audit & Supervisory Board Member	●						●	●		
Yutaka Atomi	External Audit & Supervisory Board Member	●						●	●		
Toshiaki Egashira	External Audit & Supervisory Board Member	●					●	●			