

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Notice of the 83rd Annual General Meeting of Shareholders



■ Date and Time:

Thursday, June 27, 2024
at 10:00 a.m. (JST) (Reception commences at
9:00 a.m.)

■ Venue:

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

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

■ Matters to Be Resolved:

Proposal No. 1 Appropriation of Surplus
Proposal No. 2 Election of 12 Directors
Proposal No. 3 Election of One Corporate
Auditor
Proposal No. 4 Election of One Substitute
Corporate Auditor

Securities Code: 1815

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

You are hereby invited to attend the 83rd Annual General Meeting of Shareholders of TEKKEN CORPORATION (the “Company”), which will be held on Thursday, June 27, 2024.

The status of the Company group (the “Group”) for the fiscal year under review (from April 1, 2023 to March 31, 2024) and other matters will be presented for your review.

Yasushi Ito
Representative Director and President

Securities Code: 1815

June 6, 2024

To Our Shareholders

Yasushi Ito

Representative Director and President

TEKKEN CORPORATION

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

Notice of the 83rd Annual General Meeting of Shareholders

You are cordially invited to attend the 83rd Annual General Meeting of Shareholders of TEKKEN CORPORATION (the “Company”), which will be held as indicated below.

When convening this meeting, the Company posts information pertinent to the meeting (including content from Reference Documents for the General Meeting of Shareholders, and items provided electronically) on the Company’s website in electronic format. Please access via the link below:

The Company’s website:

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

(Please access the webpage above for “IR News” and then select “Notice of the 83rd Annual General Meeting of Shareholders.”)

The items provided electronically are posted on the Company’s website as well as on the website of the Tokyo Stock Exchange (TSE). You can access it through the following address:

Tokyo Stock Exchange website (Listed Company Search):

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

(Please access the TSE website by using the internet address shown above, enter “TEKKEN CORPORATION” in “Issue name (company name)” or the Company’s securities code “1815” in “Code,” and click “Search.” Then, click “Basic information” and “Documents for public inspection/PR information” in that order. Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

As an alternative to attending the meeting, you may exercise your voting rights in writing or via the internet. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights in accordance with the “Instructions for Exercising Your Voting Rights” on pages 5 to 6 by the end of the business day (5:15 p.m.) on Wednesday, June 26, 2024 (JST).

1. Date and Time: Thursday, June 27, 2024, at 10:00 a.m. (JST) (Reception commences at 9:00 a.m.)
2. Venue: Head Office of the Company, 2-5-3, Kandamisaki-cho, Chiyoda-ku, Tokyo
3. Objectives:

Matters to be reported:

1. Business Report, Consolidated Financial Statements for the 83rd Fiscal Year (from April 1, 2023 to March 31, 2024) and results of audits of the Consolidated Financial Statements by the Financial Auditor and the Board of Auditors
2. Non-consolidated Financial Statements for the 83rd Fiscal Year (from April 1, 2023 to March 31, 2024)

Matters to be resolved:

- Proposal No. 1: Appropriation of Surplus
- Proposal No. 2: Election of 12 Directors
- Proposal No. 3: Election of One Corporate Auditor
- Proposal No. 4: Election of One Substitute Corporate Auditor

* Only shareholders who require assistance or Japanese interpretation may enter with one caregiver or interpreter. However, these accompanying persons are restricted to speaking and acting only as caregivers or interpreters at the venue, unless they are shareholders with voting rights.

*For the shareholders who requested paper-based documents: Among the items provided electronically, the following items will not be listed in those documents:

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

The exclusion of the above items in the paper-based documents is in accordance with the Provision of Laws and Ordinances and the Articles of Incorporation of the Company. Note that the Corporate Auditors and the Financial Auditor have audited all the documents which require auditing, including the above items.

* If any changes are made to the items provided electronically, such changes, along with the items before and after the changes, will be posted on the Company's website and the Tokyo Stock Exchange website.

Instructions for Exercising Your Voting Rights

Voting at the General Meeting of Shareholders is an important right of all shareholders. Please exercise your right to vote by any of the following methods (after careful consideration of the contents found on pages 7 to 28 of the Reference Documents for the General Meeting of Shareholders).

Exercise of voting rights by attending the General Meeting of Shareholders

You are kindly requested to exercise your voting rights by submitting the voting form to the reception desk at the meeting.

Date and Time: Thursday, June 27, 2024, at 10:00 a.m. (JST) (Reception commences at 9:00 a.m.)

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

* For shareholders with a physical disability: If you are accompanied by a caregiver, please inform that to a member of staff.

Exercise of voting rights in writing (by post)

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

Deadline for submission by post: The Company must receive the completed voting form by 5:15 p.m. (JST), June 26, 2024 (Wed.).

Guide to filling in the voting form

Please indicate your approval or disapproval of each proposal.

Proposals No. 1, No. 3 and No. 4

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

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

Proposal No. 2

To approve all of the proposed candidates in the item: Mark “○” in the approval box.

To disapprove all of the proposed candidates in the item: Mark “○” in the disapproval box.

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

Handling of votes

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

Voting via the Internet

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

Deadline for submission via the internet: The Company must receive your vote by 5:15 p.m. (JST),
June 26, 2024 (Wed.).

By “Smart Vote” that scans QR code

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

1. Please scan the QR Code printed on the bottom right of the voting form.
* “QR Code” is a registered trademark of DENSO WAVE INCORPORATED.
2. Enter your approval or disapproval by following the instructions on the screen.

Note that your voting rights can be exercised only once by using the “Smart Vote” method.
If you need to make a correction to the content of your vote after you have voted, please access the website from personal computers, log in by entering your voting code and password printed on the voting form, and vote again.
* You can access the website from personal computers by scanning the QR Code again.

By entering your voting code and password

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

1. Access the voting website.
2. Enter the voting code printed on the voting form.
3. Enter the password printed on the voting form.
4. Enter your approval or disapproval by following the instructions on the screen.

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

Internet Help Dial

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

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

(9:00 a.m. to 9:00 p.m. on weekdays, excluding year-end and New Year holidays) (JST)

To Institutional Investors

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

Proposal No. 1: Appropriation of Surplus

The Company's basic policy is to flexibly and strategically allocate cash for a stable dividend policy, and to manage the Company with an awareness of capital efficiency while enhancing corporate value.

Based on this basic policy, we will bolster our earning power through investments in growth areas such as digital transformation (DX) that enhances human capital and improves productivity, environmental strategies, strategic investments in infrastructure to strengthen effective governance, and real estate investments, while enhancing shareholder returns by increasing the total payout ratio through the flexible acquisition of treasury shares and introducing progressive dividends to ensure stable dividends.

Based on the above shareholder return policy, the Company proposes to pay a year-end dividend of ¥100 per share for the fiscal year under review, an increase of ¥20 over the year-end dividend from the previous fiscal year.

(1) Type of dividend property

Cash

(2) Allotment of dividend property and aggregate amount thereof

¥100 per common share of the Company Total payment: ¥1,484,853,000

(3) Effective date of dividends of surplus

June 28, 2024

Proposal No. 2: Election of 12 Directors

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

The candidates for Director are as follows:

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

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

Reelection

Candidate for Director to be reelected

New election

Candidate for Director to be newly elected

Outside

Candidate for Outside Director

Independent

Independent officer as stipulated by the Tokyo Stock Exchange

Candidate No. 1

Yasuo Hayashi July 10, 1952

Reelection

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

Yasushi Ito February 20, 1956

Reelection

<p>Number of the Company's shares owned: 6,900 shares</p> <p>Attendance at Board of Directors meetings: 13/13</p>	<p>Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company</p> <p>Apr. 1978 Joined Japanese National Railways</p> <p>June 2003 General Manager, Joshinetsu Construction Office of Tokyo Construction Office of East Japan Railway Company</p> <p>June 2004 General Manager, Tokyo Construction Office</p> <p>June 2006 Administrative Officer, General Manager, Nagano Branch Office</p> <p>June 2008 Executive Officer, General Manager, Nagano Branch Office</p> <p>June 2009 Executive Officer, Department Director of Construction Department (retired in June 2012)</p> <p>June 2009 Outside Director of the Company</p> <p>June 2012 Director and Managing Officer, General Manager, Railway Project Office, and in charge of Civil Engineering Division and Architectural Division</p> <p>Apr. 2013 Director and Senior Managing Officer, General Manager, Railway Project Office, and in charge of Civil Engineering Division and Architectural Division</p> <p>Apr. 2015 Director and Vice President, General Manager, Railway Project Office, and in charge of Civil Engineering Division and Architectural Division</p> <p>June 2015 Director and Vice President</p> <p>June 2016 Representative Director and Vice President</p> <p>June 2018 Representative Director and President (current position)</p>
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Candidate No. 3

Naoto Shoji April 5, 1961

Reelection

<p>Number of the Company's shares owned: 7,700 shares</p> <p>Attendance at Board of Directors meetings: 13/13</p>	<p>Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company</p> <p>Apr. 1985 Joined the Company</p> <p>Apr. 2009 General Manager, Civil Engineering Department of Tohoku Branch</p> <p>Apr. 2010 General Manager, Civil Engineering Department, and General Manager, Safety, Quality & Environment Department of Tohoku Branch</p> <p>Oct. 2014 General Manager, Corporate Planning Department of Corporate Strategy Office</p> <p>Apr. 2017 General Manager, Civil Engineering Planning Department of Civil Engineering Division</p> <p>Nov. 2017 General Manager, Civil Engineering Department of Civil Engineering Division</p> <p>Apr. 2019 Executive Officer, General Manager, Osaka Branch</p> <p>Apr. 2021 Managing Officer, Executive General Manager, Corporate Planning Division</p> <p>June 2021 Director and Managing Officer, Executive General Manager, Corporate Planning Division</p> <p>Sept. 2021 Director and Managing Officer, Executive General Manager, Corporate Planning Division, and Deputy General Manager, Sustainability Promotion Office</p> <p>Apr. 2022 Director and Managing Officer, Executive General Manager, Corporate Planning Division</p> <p>Apr. 2023 Director and Managing Officer, Executive General Manager, Corporate Planning Division, and General Manager, Human Resource Development Office</p> <p>Apr. 2024 Director and Managing Officer, Executive General Manager, Corporate Planning Division, General Manager, Human Resource Development Office, General Manager, Sustainability Promotion Office, and General Manager, Construction Technology General Center (current position)</p>
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Candidate No. 4

Koji Seshita May 22, 1959

Reelection

<p>Number of the Company's shares owned: 5,100 shares</p> <p>Attendance at Board of Directors meetings: 13/13</p>	<p>Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company</p> <p>Apr. 1983 Joined the Company</p> <p>Apr. 2010 General Manager, Architectural Department of Kan-Etsu Branch</p> <p>Apr. 2013 General Manager, Architectural Department of Tokyo Railway Project Branch</p> <p>Apr. 2016 General Manager, Architectural Department of Architectural Division</p> <p>Apr. 2017 Executive Officer, Deputy Executive General Manager, Architectural Division (in charge of construction) and General Manager, Architectural Department</p> <p>Apr. 2019 Managing Officer, Executive General Manager, Architectural Division</p> <p>June 2019 Director and Managing Officer, Executive General Manager, Architectural Division (current position)</p>
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Candidate No. 5

Akihiro Kusakari March 9, 1960

Reelection

<p>Number of the Company's shares owned: 3,400 shares</p> <p>Attendance at Board of Directors meetings: 13/13</p>	<p>Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company</p>
	<p>Apr. 1982 Joined the Company</p>
	<p>Apr. 2013 General Manager, Financial Department of Business Administration Division</p>
	<p>Apr. 2018 General Manager, Financial Department of Business Administration Division, and General Manager, Development Department of Real Estate Development Office of Architectural Division/Business Administration Division</p>
	<p>Apr. 2019 Executive Officer, Deputy Executive General Manager, Business Administration Division, General Manager, Financial Department, and General Manager, Development Department of Real Estate Development Office of Architectural Division/Business Administration Division</p>
	<p>Apr. 2020 Executive Officer, Deputy Executive General Manager, Business Administration Division, General Manager, Financial Department, and General Manager, Real Estate Development Office of Architectural Division/Business Administration Division</p>
	<p>Apr. 2021 Executive Officer, Deputy Executive General Manager, Business Administration Division (overall), and General Manager, Real Estate Development Office of Architectural Division/Business Administration Division</p>
	<p>Apr. 2022 Managing Officer, Executive General Manager, Business Administration Division, and General Manager, Real Estate Development Office of Architectural Division/Business Administration Division</p>
	<p>June 2022 Director and Managing Officer, Executive General Manager, Business Administration Division, and General Manager, Real Estate Development Office of Architectural Division/Business Administration Division</p>
<p>Apr. 2023 Director and Managing Officer, Executive General Manager, Business Administration Division (current position)</p>	

Candidate No. 6

Hidehiko Oba June 29, 1961

Reelection

<p>Number of the Company's shares owned: 2,700 shares</p> <p>Attendance at Board of Directors meetings: 10/10 (since assuming current position in June 2023)</p>	<p>Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company</p> <p>Apr. 1984 Joined the Company</p> <p>Apr. 2018 General Manager, Civil Engineering Construction Management Department in Civil Engineering Department of Civil Engineering Division</p> <p>Apr. 2019 Assistant General Manager, Nagoya Branch and General Manager, Civil Engineering Construction Management Department in Civil Engineering Department of Civil Engineering Division</p> <p>July 2019 Assistant General Manager, Nagoya Branch and General Manager, Civil Engineering Department</p> <p>Apr. 2020 Executive Officer, General Manager, Nagoya Branch</p> <p>Apr. 2023 Managing Officer, Executive General Manager, Civil Engineering Division</p> <p>June 2023 Director and Managing Officer, Executive General Manager, Civil Engineering Division (current position)</p>
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Candidate No. 7

Takeshi Izuka October 22, 1964

New election

<p>Number of the Company's shares owned: 100 shares</p>	<p>Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company</p> <p>Apr. 1987 Joined the Company</p> <p>Apr. 2013 General Manager, Civil Engineering Department of Tokyo Branch</p> <p>Apr. 2017 General Manager, Corporate Planning Department of Corporate Strategy Office</p> <p>July 2018 General Manager, Corporate Planning Department and General Manager, New Business Promotion Department of Corporate Strategy Office</p> <p>Apr. 2019 General Manager, Civil Engineering Department of Civil Engineering Division</p> <p>Apr. 2021 Executive Officer, General Manager, Tohoku Branch (current position)</p>
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Candidate No. 8

Katsuhiko Ikeda February 12, 1953

Reelection

Outside

Independent

<p>Number of the Company's shares owned: - shares</p> <p>Attendance at Board of Directors meetings: 12/13</p>	<p>Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company</p> <p>Apr. 1976 Joined the National Police Agency</p> <p>Aug. 2007 Director, Security Bureau</p> <p>Jan. 2010 Superintendent General of Tokyo Metropolitan Police Department</p> <p>Oct. 2011 Advisor of Sompo Japan Insurance Inc.</p> <p>Sept. 2012 Commissioner, Secretariat of the Nuclear Regulation Authority</p> <p>Nov. 2015 Special Advisor of NIPPON LIFE INSURANCE COMPANY</p> <p>June 2017 Outside Member of the Board (Member of the Audit and Supervisory Committee) of TV Asahi Holdings Corporation (current position)</p> <p>June 2017 Audit & Supervisory Board Member of TV Asahi Corporation (current position)</p> <p>June 2017 Representative Director of Japan Road Traffic Information Center (current position)</p> <p>July 2023 Director of Japan Etiquette Culture Investigation Association (current position)</p> <p>June 2016 Outside Director of the Company (current position)</p>
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Candidate No. 9

Masahiro Ouchi January 17, 1968

Reelection

Outside

Independent

Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
Number of the Company's shares owned:	Apr. 1993 Joined Tokyo Electric Power Company, Incorporated
	Oct. 1997 Assistant at the University of Tokyo
- shares	Apr. 1998 Lecturer at Kochi University of Technology
Attendance at Board of Directors meetings:	Oct. 2001 Assistant Professor
	Apr. 2007 Associate Professor
13/13	Aug. 2013 Professor
	Apr. 2023 Professor, Vice Dean, School of Systems Engineering (current position)
	June 2016 Outside Director of the Company (current position)

Candidate No. **10**

Mieko Tomita August 15, 1954

Reelection

Outside

Independent

<p>Number of the Company's shares owned: - shares</p> <p>Attendance at Board of Directors meetings: 11/13</p>	<p>Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company</p> <p>Apr. 1980 Registered as an attorney at law</p> <p>Apr. 1980 Joined Nishi and Iseki Law Office (currently Nishi & Partners Attorneys and Counselors at Law)</p> <p>Apr. 1995 Auditor of Kanagawa Learning Disability Research Association</p> <p>Apr. 2001 Civil Conciliation Commissioner of the Tokyo District Court (current position)</p> <p>Apr. 2004 Lecturer at Showa Women's University</p> <p>Oct. 2007 Appointed a Member of the National Bar Examination Commission, Code of Civil Procedure</p> <p>June 2012 External Audit & Supervisory Board Member of Morinaga Milk Industry Co., Ltd.</p> <p>Apr. 2017 Senior Partner of Nishi & Partners Attorneys and Counselors at Law (current position)</p> <p>June 2019 Outside Director (Member of the Audit & Supervisory Committee) of Nisshin Seifun Group Inc. (current position)</p> <p>June 2020 Outside Director (Audit and Supervisory Committee Member) of FANUC CORPORATION (current position)</p> <p>June 2021 External Auditor of TEPCO Power Grid, Incorporated (current position)</p> <p>June 2021 Outside Director of the Company (current position)</p>
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Candidate No. 11

Makoto Saito October 27, 1968

Reelection
Outside

<p>Number of the Company's shares owned: - shares</p> <p>Attendance at Board of Directors meetings: 13/13</p>	<p>Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company</p> <p>Apr. 1991 Joined East Japan Railway Company</p> <p>June 2012 General Manager, Administration Department of Mito Branch Office</p> <p>Oct. 2015 Deputy General Manager, Tokyo Construction Office</p> <p>June 2016 Deputy General Manager, Construction Department</p> <p>June 2017 General Manager, Construction Department</p> <p>June 2020 General Manager, Investment Planning Department, Corporate Planning Headquarters</p> <p>June 2022 Executive Officer, Department Director of Construction Department (current position)</p> <p>June 2022 Outside Director of the Company (current position)</p>
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Candidate No. 12

Emi Sekiya August 17, 1960

Reelection
Outside
Independent

<p>Number of the Company's shares owned: - shares</p> <p>Attendance at Board of Directors meetings: 12/13</p>	<p>Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company</p> <p>Apr. 1985 Director of OA Mate Co., Ltd.</p> <p>Jan. 1997 Director of ICES inc.</p> <p>Jan. 1999 Executive Director</p> <p>Jan. 2001 Managing Director</p> <p>Sept. 2003 Representative Director and President of islenet</p> <p>Apr. 2005 Director of PCI Holdings, INC.</p> <p>Oct. 2016 Representative Director and Chairperson of islenet</p> <p>Oct. 2017 Chairperson of the Board of Directors of Green Power Development Corporation of Japan (GPD) (current position)</p> <p>June 2022 Outside Director of the Company (current position)</p>
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[Reference]

Skills matrix showing knowledge, experience, and abilities specifically expected of Directors after Proposal No. 2 is approved

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

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

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

3. Mr. Katsuhiko Ikeda, Mr. Masahiro Ouchi, Ms. Mieko Tomita, Mr. Makoto Saito, and Ms. Emi Sekiya are currently Outside Directors of the Company. At the conclusion of this meeting, their tenures since assuming office as Outside Directors will have been eight years for Mr. Ikeda and Mr. Ouchi, three years for Ms. Tomita, and two years for Mr. Saito and Ms. Sekiya.
4. Mr. Makoto Saito, a candidate for Director, is an Executive Officer, Department Director of the Construction Department of East Japan Railway Company. The aforementioned company is a major shareholder of the Company and a specified affiliated business operator for the Company. There is no special interest between other candidates for Director and the Company.
5. The Company has entered into limited liability agreements with Mr. Katsuhiko Ikeda, Mr. Masahiro Ouchi, Ms. Mieko Tomita, Mr. Makoto Saito, and Ms. Emi Sekiya pursuant to the provisions of Article 427, paragraph (1) of the Companies Act and the Articles of Incorporation of the Company, limiting their liability for damages to the amount stipulated by laws and regulations. If the reelection of Mr. Ikeda, Mr. Ouchi, Ms. Tomita, Mr. Saito, and Ms. Sekiya is approved, the Company plans to renew the aforementioned agreements with them.
6. The Company has entered into a directors and officers liability insurance contract with an insurance company with the Company's Directors as insured officers. Such insurance covers damages that may arise from the insured officers assuming responsibility for the execution of their duties or receiving claims related to the pursuit of such responsibility. If the election of all candidates for Director is approved, the Company plans to include such persons as insured officers in such directors and officers liability insurance contract. Note that the Company plans to renew said contract in July 2024.
7. Mr. Katsuhiko Ikeda, Mr. Masahiro Ouchi, Ms. Mieko Tomita, and Ms. Emi Sekiya, the candidates for Director, satisfy the requirements for an independent officer as stipulated by the Tokyo Stock Exchange, and the Company has notified the aforementioned exchange of their appointment as independent officers. If the reelection of Mr. Ikeda, Mr. Ouchi, Ms. Tomita, and Ms. Sekiya is approved, the Company plans to continue their appointments as independent officers.

Proposal No. 3: Election of One Corporate Auditor

The term of office of Corporate Auditor Jiro Aoki will expire at the conclusion of this meeting. Therefore, the Company proposes the election of one Corporate Auditor.

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

The candidate for Corporate Auditor is as follows:

Candidate for Corporate Auditor (One)

<p>Ayako Kino September 6, 1971</p>		<div style="border: 1px solid black; padding: 2px; display: inline-block;">New election</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Outside</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Independent</div>
<p>Number of the Company's shares owned:</p> <p style="text-align: right;">- shares</p>	<p>Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company</p> <p>Apr. 1997 Appointed Assistant Judge of the Tokyo District Court</p> <p>Apr. 2007 Judge, Toyohashi Branch of the Nagoya District and Family Court</p> <p>Apr. 2010 Registered as an attorney at law</p> <p>Apr. 2010 Joined Iino Yashiro Horiguchi Law Office (then)</p> <p>Apr. 2016 Representative of Kinorr Tokyo Law Firm (current position)</p> <p>Apr. 2024 Vice President of Dai-Ichi Tokyo Bar Association (current position) Executive Governor of Japan Federation of Bar Associations (current position) Member of the Reemployment Surveillance Commission, Cabinet Office, Government of Japan (current position)</p>	

- Notes:
1. There is no special interest between Ms. Ayako Kino and the Company.
 2. Ms. Ayako Kino is a candidate for Outside Corporate Auditor.
 3. The Company nominates Ms. Ayako Kino as a candidate for Outside Corporate Auditor so that her legal knowledge and experience cultivated as an attorney at law may be utilized in the audit of the Company. Ms. Kino has never been directly involved in the management of a company. However, the Company judges that she will appropriately fulfill her duties as an Outside Corporate Auditor based on the above reasons.
 4. If the election of Ms. Ayako Kino is approved, the Company plans to enter into a limited liability agreement with her, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act and the Articles of Incorporation of the Company, limiting her liability for damages to the amount stipulated by laws and regulations.
 5. The Company has entered into a directors and officers liability insurance contract with an insurance company with the Company's Corporate Auditors as insured officers. Such insurance covers damages that may arise from the insured officers assuming responsibility for the execution of their duties or receiving claims related to the pursuit of such responsibility. If the election of Ms. Ayako Kino is approved, the Company plans to include her as an insured officer in such directors and officers liability insurance contract. Note that the Company plans to renew said contract in July 2024.

6. Ms. Ayako Kino satisfies the requirements for an independent officer as stipulated by the Tokyo Stock Exchange. If her election is approved, the Company plans to notify the aforementioned exchange of her appointment as an independent officer.

Proposal No. 4: Election of One Substitute Corporate Auditor

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

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

The candidate for substitute Corporate Auditor is as follows:

Candidate for substitute Corporate Auditor (One)

<p>Toshihisa Tanaka June 6, 1958</p>		<table border="1" style="margin-left: auto;"> <tr> <td style="padding: 2px;">Outside</td> </tr> <tr> <td style="padding: 2px;">Independent</td> </tr> </table>	Outside	Independent
Outside				
Independent				
<p>Number of the Company's shares owned: 1,000 shares</p>	<p>Career summary, position and significant concurrent positions outside the Company</p> <p>Apr. 1982 Joined Tokyo Regional Taxation Bureau</p> <p>July 2016 District Director, Tateyama Tax Office</p> <p>July 2017 Director, Fourth Information and Examination Division of First Taxation Department of Tokyo Regional Taxation Bureau</p> <p>July 2018 District Director, Kashiwa Tax Office</p> <p>July 2019 Started practicing as a certified tax accountant (current position)</p> <p>Apr. 2020 Professor at Tokyo Fuji University (current position)</p>			

- Notes:
1. There is no special interest between Mr. Toshihisa Tanaka and the Company.
 2. Mr. Toshihisa Tanaka is a candidate for substitute Outside Corporate Auditor.
 3. The Company nominates Mr. Toshihisa Tanaka as a candidate for substitute Outside Corporate Auditor so that his expertise and extensive experience cultivated over the many years in the tax accounting field and as a certified tax accountant may be utilized in the audit of the Company. Mr. Tanaka has never been directly involved in the management of a company. However, the Company judges that he will appropriately fulfill his duties as an Outside Corporate Auditor based on the above reasons.
 4. Should Mr. Toshihisa Tanaka assume the position as Corporate Auditor, the Company plans to enter into a limited liability agreement with him, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act and the Articles of Incorporation of the Company, limiting his liability for damages to the amount stipulated by laws and regulations.
 5. The Company has entered into a directors and officers liability insurance contract with an insurance company with the Company's Corporate Auditors as insured officers. Such insurance covers damages that may arise from the insured officers assuming responsibility for the execution of their duties or receiving claims related to the pursuit of such responsibility. Should Mr. Toshihisa Tanaka assume the position as Corporate Auditor, the Company plans to include him as an insured officer in such directors and officers liability insurance contract. Note that the Company plans to renew said contract in July 2024.

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