The English translation is made for reference purposes only, and in the event of any discrepancies between the English version and the Japanese version, the Japanese version shall prevail.

Securities Code: 1720
June 5, 2026
(Date of commencement of electronic provision measures: May 29, 2026)

To Our Shareholders:

1-16-14 Shibuya, Shibuya-ku, Tokyo
Tokyu Construction Co., Ltd.
Mitsuhiro Terada, Representative Director, President

Notice of the 23rd Annual General Meeting of Shareholders

The Company would hereby like to announce to shareholders the Company's 23rd Annual General Meeting of Shareholders as described below.
The Company has decided to provide the information that constitutes the reference document for the Annual General Meeting of Shareholders electronically (information provided electronically) for the convocation of this Annual General Meeting of Shareholders and has published it on the following websites on the internet. Please access either of these websites and confirm the information.

[The Company's website]
https://www.tokyu-cnst.co.jp/en/ir/stock/meeting/

[Tokyo Stock Exchange website (Japan Exchange Group Company Announcements Service)]
https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show
(Please access the above Tokyo Stock Exchange website, enter "Tokyu Construction Co., Ltd." or "1720" in the "Search condition" and search. Then, click "Basic information" and select "Documents for public inspection/PR information." Under "Documents for public inspection," please access and confirm the "Notice of the 23rd Annual General Meeting of Shareholders/the Reference Document for the Annual Meeting of Shareholders.")

If you will not attend the meeting on the day, you may exercise your voting rights either via the internet or by a document, so please exercise your voting rights by 6.00 p.m. on June 23 (Tuesday), 2026.

Sincerely yours,

1. Date: 10:00 a.m., June 24 (Wednesday), 2026
(Reception will begin at 9:30 a.m.)

2. Venue: Ballroom, B2F, Cerulean Tower Tokyu Hotel
26-1 Sakuragaoka-cho, Shibuya-ku, Tokyo

3. Purposes:

Items to be reported:

1. The business report, the consolidated financial statements and the results of consolidated financial statement audits by the Accounting Auditor and the Audit & Supervisory Board for the 23rd business period (April 1, 2025 to March 31, 2026)
2. The non-consolidated financial statements for the 23rd business period (April 1, 2025 to March 31, 2026)

Items to be resolved:

Agenda No. 1:	Appropriation of Retained Earnings
Agenda No. 2:	Partial Amendments to the Articles of Incorporation
Agenda No. 3:	Election of Eight (8) Directors (Excluding Directors who are Audit and Supervisory Committee Members)
Agenda No. 4:	Election of Four (4) Directors who are Audit and Supervisory Committee Members
Agenda No. 5:	Determination of Amount of Remuneration, etc. for Directors (Excluding Directors who are Audit and Supervisory Committee Members)
Agenda No. 6:	Determination of Amount of Remuneration, etc. for Directors who are Audit and Supervisory Committee Members
Agenda No. 7:	Determination of the Amount and Details of Remuneration for Granting Restricted Stock to Directors (Excluding Directors who are Audit and Supervisory Committee Members and Non-Executive Directors, Including External Directors)

4. Matters determined for the convocation of this Annual General Meeting of Shareholders

- If voting rights are exercised both via the internet and in writing, the rights exercised via the internet will be valid. In addition, if voting rights are exercised multiple times via the internet, the final exercise of voting rights will be valid.
- If there is no indication of whether or not the shareholder agrees to an agenda item on a returned document for the exercise of voting rights, the Company will assume that the shareholder has declared their intention to agree.

Please kindly note that no gifts will be given to attendees at this Annual General Meeting of Shareholders.

⊙ In accordance with laws and ordinances and the provisions of the Company's Articles of Incorporation, the documents delivered to shareholders who have requested the delivery of paper-based documents do not include the following items found in the information provided electronically. Furthermore, the members of the Audit & Supervisory Board and the accounting auditor have audited the documents subject to audit, which include the following items.
(i) Following items of the Business Report
The circumstances of the accounting auditor and the system to secure the appropriateness of business operations and the outline of the operating circumstances of the said system
(ii) Following items of the Consolidated Financial Statements
The Consolidated Statements of Changes in Net Assets and the Notes to the Consolidated Financial Statements
(iii) Following items of the Non-consolidated Financial Statements
The Non-consolidated Statements of Changes in Net Assets and the Notes to the Non-consolidated Financial Statements

⊙ Results of resolutions at this Annual General Meeting of Shareholders will be listed on the Company's website via the Internet after this Annual General Meeting of Shareholders, in lieu of notifying you in writing.

⊙ If the information provided electronically is revised, the Company will publish the items before and after the revision on the Company's website and the Tokyo Stock Exchange website on the internet.

Reference Document for the Annual Meeting of Shareholders

Meeting Agenda and Referential Matters

Agenda No. 1: Appropriation of Retained Earnings

The Company recognizes the importance of capital efficiency while emphasizing stable and sustained profit returns to shareholders, which are less susceptible to short-term profit volatility. In line with this policy, the Company aims to pay dividends of 4% or higher in the dividend on equity ratio (DOE) satisfying both ROE of 10% or higher, which is a medium- to long-term performance target, and a consolidated payout ratio of 40% or higher.

Based on this policy, the Company will request appropriation of retained earnings as follows:

Year-end Dividend

(1) Matters concerning allocation of dividend property to shareholders and total amount thereof

21 yen per common share of the Company Total amount: ¥ 2,233,145,355

As a result, the annual dividend for the fiscal year ended March 31, 2026, will be 40 yen per share, combined with the interim dividend of 19 yen.

(2) Effective date on which dividends are disbursed from retained earnings

June 25, 2026

Agenda No. 2: Partial Amendments to the Articles of Incorporation

1. Reason for the proposal

(1) The Company has positioned the strengthening of corporate governance as one of our key management priorities in the long-term management plan "To zero, from zero." To enhance corporate value over the medium to long term, we have been working to improve the effectiveness of the Board of Directors and strengthen its oversight function. To further strengthen the oversight function of the Board of Directors and enhance corporate governance, we propose to transition from a company with an Audit & Supervisory Board to a company with an Audit and Supervisory Committee. Accordingly, we will make the amendments necessary for the transition to a company with an Audit and Supervisory Committee, including the establishment of new provisions concerning Directors who are Audit and Supervisory Committee Members and the Audit and Supervisory Committee, the deletion of provisions concerning Audit & Supervisory Board Members and the Audit & Supervisory Board, and the establishment of new provisions concerning the delegation of decisions on important business execution.

(2) For the flexible operation of the General Meeting of Shareholders, Article 15 of the current Articles of Incorporation will be amended to change the convenor and chairperson of the General Meeting of Shareholders from the Director, President to a Director determined in advance by the Board of Directors.

(3) For the flexible realization of the optimal management structure, Article 23, Paragraph 2 of the proposed amendments will be newly established so that the President may be selected from among Executive Officers in addition to Representative Directors.

(4) For the clarification of the method of appointment of Executive Officers and their roles, Article 30 of the proposed amendment will be newly established.

(5) Other necessary amendments, such as correction of wording, will also be made.

2. Details of the amendments to the Articles of Incorporation

The details of the amendments are as follows.

The amendment of the Articles of Incorporation in this Agenda shall become effective at the conclusion of this Annual General Meeting of Shareholders.

Current Articles of Incorporation	Proposed Amendments
CHAPTER I. GENERAL PROVISIONS	CHAPTER I. GENERAL PROVISIONS
Articles 1 to 3 (Omitted)	Articles 1 to 3 (Unchanged)
Article 4 (Organs) The Company shall have the following organs in addition to the General Meeting of Shareholders and the Directors: 1. Board of Directors 2. <u>Audit & Supervisory Board Members</u> <u>3. Audit & Supervisory Board</u> <u>4</u>. Accounting Auditor	Article 4 (Organs) The Company shall have the following organs in addition to the General Meeting of Shareholders and the Directors: 1. Board of Directors 2. <u>Audit and Supervisory Committee</u> (Deleted) <u>3</u>. Accounting Auditor
Article 5 (Omitted)	Article 5 (Unchanged)
CHAPTER II. SHARES	CHAPTER II. SHARES
Articles 6 to 12 (Omitted)	Articles 6 to 12 (Unchanged)
CHAPTER III. GENERAL MEETING OF SHAREHOLDERS	CHAPTER III. GENERAL MEETING OF SHAREHOLDERS
Articles 13 to 14 (Omitted)	Articles 13 to 14 (Unchanged)

Article 15 (Convenor and Chairperson) 1. The Director, President shall convene and chair the General Meeting of Shareholders. 2. If the Director, President is unable to act, then one of the other Directors, in the order determined in advance by the Board of Directors, shall convene and chair the General Meeting of Shareholders.	Article 15 (Convenor and Chairperson) 1. A Director determined in advance by the Board of Directors shall convene and chair the General Meeting of Shareholders. 2. If the Director described in the preceding paragraph is unable to act, then one of the other Directors, in the order determined in advance by the Board of Directors, shall convene and chair the General Meeting of Shareholders.
Articles 16 to 19 (Omitted)	Articles 16 to 19 (Unchanged)
CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS	CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS
Article 20 (Number of Directors) The number of Directors of the Company shall not exceed twelve (12).	Article 20 (Number of Directors) 1. The number of Directors (excluding Directors who are Audit and Supervisory Committee Members) of the Company shall not exceed ten (10).
(Newly established)	2. The number of Directors who are Audit and Supervisory Committee Members of the Company shall not exceed five (5).
Article 21 (Method of Election) 1. Directors shall be elected at the General Meeting of Shareholders.	Article 21 (Method of Election) 1. Directors shall be elected at the General Meeting of Shareholders, with a distinction made between Directors who are Audit and Supervisory Committee Members and other Directors.
2 to 3 (Omitted)	2 to 3 (Unchanged)
Article 22 (Term of Office) The term of office of Directors shall expire at the conclusion of the Annual General Meeting of Shareholders for the last business year ending within one (1) year after their election.	Article 22 (Term of Office) 1. The term of office of Directors (excluding Directors who are Audit and Supervisory Committee Members) shall expire at the conclusion of the Annual General Meeting of Shareholders for the last business year ending within one (1) year after their election.
(Newly established)	2. The term of office of Directors who are Audit and Supervisory Committee Members shall expire at the conclusion of the Annual General Meeting of Shareholders for the last business year ending within two (2) years after their election.
(Newly established)	3. The term of office of a Director who is an Audit and Supervisory Committee Member elected as a substitute for a Director who has stepped down from office before the expiration of their term shall expire at the expiration of the term of office of the Director who has stepped down.
Article 23 (Representative Directors and Directors with Special Titles) 1. The Board of Directors shall, by its resolution, appoint the Representative Directors. However,	Article 23 (Representative Directors and Directors with Special Titles) 1. The Board of Directors shall, by its resolution, appoint the Representative Directors from among

the Director, President must be a Representative Director. (Newly established)	the Directors (excluding Directors who are Audit and Supervisory Committee Members). 2. The Board of Directors shall, by its resolution, appoint one (1) President from among the Representative Directors or Executive Officers.
2. The Board of Directors may, by its resolution, appoint one (1) Director, Chairman, one (1) Director, Vice Chairman, one (1) Director, President, and a few Directors, Vice Presidents, Senior Managing Directors and Managing Directors.	3. The Board of Directors may, by its resolution, appoint one (1) Director, Chairman and a few other Directors with special titles from among the Directors (excluding Directors who are Audit and Supervisory Committee Members).
Article 24 (Notice of Convocation of Board of Directors Meetings) 1. Notices of convocation of Board of Directors meetings shall be given to each Director and Audit & Supervisory Board Member no later than five (5) days prior to the day of such meeting; provided, however, that in cases of urgency, such period may be shortened. 2. Board of Directors meetings may be convened without the convocation procedure with the unanimous consent of the Directors and Audit & Supervisory Board Members.	Article 24 (Notice of Convocation of Board of Directors Meetings) 1. Notices of convocation of the Board of Directors meetings shall be given to each Director no later than five (5) days prior to the day of such meeting; provided, however, that in cases of urgency, such period may be shortened. 2. Board of Directors meetings may be convened without the convocation procedure with the unanimous consent of the Directors.
(Newly established)	Article 25 (Delegation of Decision-Making on Important Business Executions) Pursuant to the provisions of Article 399-13, Paragraph 6 of the Companies Act, the Company may, by resolution of the Board of Directors, delegate to Directors all or part of the authority for decisions on important business execution (excluding the matters listed in each item of Paragraph 5 of the same Article).
Articles 25 to 26 (Omitted)	Articles 26 to 27 (Unchanged)
Article 27 (Remuneration, etc.) Remuneration, bonuses, and other financial benefits received from the Company as consideration for the execution of duties by Directors (hereinafter referred to as "Remuneration, etc.") shall be determined by resolution of the General Meeting of Shareholders.	Article 28 (Remuneration, etc.) Remuneration, bonuses, and other financial benefits received from the Company as consideration for the execution of duties by Directors (hereinafter referred to as "Remuneration, etc.") shall be determined by resolution of the General Meeting of Shareholders, with a distinction made between Directors who are Audit and Supervisory Committee Members and other Directors.
Article 28 (Omitted)	Article 29 (Unchanged)
(Newly established)	Article 30 (Executive Officers) 1. The Board of Directors may, by its resolution, appoint Executive Officers and have them execute the business of the Company by allocating and delegating specific duties among them.

	2. The Board of Directors may, by its resolution, appoint the Executive President and other Executive Officers with special titles from among the Executive Officers.
CHAPTER V. AUDIT & SUPERVISORY BOARD MEMBERS AND AUDIT & SUPERVISORY BOARD	(Deleted)
Article 29 (Number of Audit & Supervisory Board Members) The number of Audit & Supervisory Board Members of the Company shall not exceed five (5).	(Deleted)
Article 30 (Method of Election) 1. Audit & Supervisory Board Members shall be elected at the General Meeting of Shareholders. 2. The resolution for the election of Audit & Supervisory Board Members shall be adopted by a majority of the voting rights of shareholders present at a meeting of shareholders attended by shareholders holding at least one-third (1/3) of the voting rights of shareholders entitled to vote.	(Deleted)
Article 31 (Term of Office) 1. The term of office of Audit & Supervisory Board Members shall expire at the conclusion of the Annual General Meeting of Shareholders for the last business year ending within four (4) years after their election. 2. The term of office of an Audit & Supervisory Board Member elected as a substitute for an Audit & Supervisory Board Member who has stepped down from office before the expiration of their term shall expire at the expiration of the term of office of the Audit & Supervisory Board Member who has stepped down.	(Deleted)
Article 32 (Full-time Audit & Supervisory Board Members) The Audit & Supervisory Board shall, by its resolution, select a full-time Audit & Supervisory Board Member or Members.	(Deleted)
Article 33 (Notice of Convocation of Audit & Supervisory Board Meetings) 1. Notices of convocation of Audit & Supervisory Board meetings shall be given to each Audit & Supervisory Board Member no later than five (5) days prior to the date for such meeting; provided, however, that in cases of urgency, such period may be shortened. 2. Audit & Supervisory Board meetings may be convened without the convocation procedure with	(Deleted)

the unanimous consent of the Audit & Supervisory Board Members.	
Article 34 (Audit & Supervisory Board Regulations) Matters concerning the Audit & Supervisory Board shall be governed by laws and regulations, these Articles of Incorporation, and the Audit & Supervisory Board Regulations established by the Audit & Supervisory Board.	(Deleted)
Article 35 (Remuneration, etc.) Remuneration, etc. for Audit & Supervisory Board Members shall be decided by resolution of the General Meeting of Shareholders.	(Deleted)
Article 36 (Exemption from Liabilities of Audit & Supervisory Board Members) 1. Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by a resolution of the Board of Directors, exempt Audit & Supervisory Board Members (including former Audit & Supervisory Board Members) from liability for damages caused by failure to perform their duties, to the extent permitted by laws and regulations. 2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into agreements with Audit & Supervisory Board Members to limit their liability for damages caused by failure to perform their duties as Audit & Supervisory Board Members; provided, however, that the maximum amount under such agreements shall be the amount prescribed by laws and regulations.	(Deleted)
(Newly established)	CHAPTER V. AUDIT AND SUPERVISORY COMMITTEE
(Newly established)	Article 31 (Full-time Audit and Supervisory Committee Members) The Audit and Supervisory Committee may, by its resolution, select a full-time Audit and Supervisory Committee Member or Members.
(Newly established)	Article 32 (Notice of Convocation of Audit and Supervisory Committee Meetings) 1. Notices of convocation of Audit and Supervisory Committee meetings shall be given to each Audit and Supervisory Committee Member no later than five (5) days prior to the date for such meeting; provided, however, that in cases of urgency, such period may be shortened.

	2. Audit and Supervisory Committee meetings may be convened without the convocation procedure with the unanimous consent of the Audit and Supervisory Committee Members.
(Newly established)	Article 33 (Audit and Supervisory Committee Regulations) Matters concerning the Audit and Supervisory Committee shall be governed by laws and regulations, these Articles of Incorporation, and the Audit and Supervisory Committee Regulations established by the Audit and Supervisory Committee.
CHAPTER VI. ACCOUNTING AUDITOR	CHAPTER VI. ACCOUNTING AUDITOR
Articles 37 to 38 (Omitted)	Articles 34 to 35 (Unchanged)
Article 39 (Remuneration, etc.) Remuneration, etc. for the Accounting Auditor shall be determined by the Representative Director with the consent of the Audit & Supervisory Board.	Article 36 (Remuneration, etc.) Remuneration, etc. for the Accounting Auditor shall be determined by the Representative Director with the consent of the Audit and Supervisory Committee.
CHAPTER VII. ACCOUNTS	CHAPTER VII. ACCOUNTS
Articles 40 to 43 (Omitted)	Articles 37 to 40 (Unchanged)
(Newly established) (Newly established)	(Supplementary Provision) (Transitional Measures for Exemption from Liabilities of Audit & Supervisory Board Members) The Company may, by a resolution of the Board of Directors, exempt Audit & Supervisory Board Members (including former Audit & Supervisory Board Members) from liability for damages prescribed in Article 423, Paragraph 1 of the Companies Act in relation to acts prior to the conclusion of the 23rd Annual General Meeting of Shareholders, to the extent permitted by laws and regulations.

Agenda No. 3: Election of Eight (8) Directors (Excluding Directors who are Audit and Supervisory Committee Members)

If Agenda No. 2: Partial Amendment to the Articles of Incorporation is approved as originally proposed, the Company will transition to a company with an Audit and Supervisory Committee. As a result, the terms of office of all nine (9) Directors will expire when the amendments to the Articles of Incorporation takes effect. Accordingly, we propose the election of eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members; hereinafter the same shall apply in this Agenda), including three (3) External Directors.

This Agenda will become effective on the condition that the amendment to the Articles of Incorporation in Agenda No. 2 "Partial Amendments to the Articles of Incorporation" becomes effective. The candidates for Directors are as follows.

[Reference: List of Candidates]

Candidate No.				Name		Current positions	Attendance at Board of Directors meetings
1	Reappointed			Mitsuhiro Terada	Male	Representative Director, President	16/16 meetings (100%)
2	Reappointed			Tomoya Masuda	Male	Representative Director, Executive Vice President	16/16 meetings (100%)
3	Reappointed			Yoshihiro Akada	Male	Director, Senior Managing Executive Officer	16/16 meetings (100%)
4	Reappointed			Kazuyoshi Kashiwazaki	Male	Director	16/16 meetings (100%)
5	Reappointed	External	Independent	Isao Onda	Male	Director	16/16 meetings (100%)
6	Reappointed	External	Independent	Kahori Yoshida	Female	Director	16/16 meetings (100%)
7	Reappointed	External	Independent	Tsutomu Tsunashima	Male	Director	16/16 meetings (100%)
8	Newly appointed			Koji Hisada	Male	—	—

- Number of the Company's shares owned
  87,281 shares
- Term of Office for Director
  14 years
- Attendance at Board of Directors meetings:
  16/16 meetings (100%)

1 Mitsuhiro Terada (March 1, 1957)

Reappointed

Brief profile, position, responsibility and significant concurrent positions

April 1979	Joined Tokyu Construction Co., Ltd.
June 2010	Executive Officer of the Company
April 2012	Managing Executive Officer of the Company
June 2012	Director, Managing Executive Officer of the Company
April 2013	General Manager, Civil Engineering Division of the Company
April 2016	Director, Senior Managing Executive Officer of the Company
April 2018	Representative Director, Senior Executive Vice President of the Company
June 2019	Representative Director, President of the Company (to present)

■ Reasons for the election of candidate for Director

Mr. Terada has abundant management experience at the Company and has led the Group strongly as Representative Director and President, so he has been re-elected as a candidate for Director because it can be expected that he will contribute to the sustainable growth of the Group and the improvement of its medium to long-term corporate value.

- Number of the Company's shares owned
  22,971 shares
- Term of Office for Director
  3 years
- Attendance at Board of Directors meetings:
  16/16 meetings (100%)

2 Tomoya Masuda (March 10, 1959)

Reappointed

Brief profile, position, responsibility and significant concurrent positions

April 1984	Joined Tokyu Construction Co., Ltd.
April 2017	Executive Officer of the Company
April 2020	Managing Executive Officer of the Company General Manager, Building Construction Division of the Company
April 2022	Senior Managing Executive Officer of the Company
June 2023	Director, Senior Managing Executive Officer of the Company
April 2025	Head of Operations of the Company
April 2026	Representative Director, Executive Vice President of the Company (to present) In charge of Value Creation Office, Safety & Environment Division, Institute of Technology, Building Construction Division, and Real Estate Division of the Company (to present)

■ Reasons for the election of candidate for Director

Mr. Masuda has rich management experience at the Company and strong insights pertaining to general construction industry and digital innovation, etc. so he has been re-elected as a candidate for Director because it can be expected that he will contribute to the sustainable growth of the Group and the improvement of its medium to long-term corporate value.

■ Number of the Company's shares owned
17,353 shares

■ Term of Office for Director
3 years

■ Attendance at Board of Directors meetings:
16/16 meetings (100%)

3 Yoshihiro Akada (December 26, 1961)

Reappointed

Brief profile, position, responsibility and significant concurrent positions

April 1984	Joined Tokyu Construction Co., Ltd.
April 2019	Executive Officer of the Company
April 2022	Managing Executive Officer of the Company General Manager, Civil Engineering Division of the Company
April 2023	In charge of International Division of the Company
June 2023	Director, Managing Executive Officer of the Company
April 2026	Director, Senior Managing Executive Officer of the Company (to present) In charge of Civil Engineering Division and International Division of the Company (to present)

■ Reasons for the election of candidate for Director

Mr. Akada has rich management experience at the Company and strong insights pertaining to civil engineering and international business, etc. so he has been re-elected as a candidate for Director because it can be expected that he will contribute to the sustainable growth of the Group and the improvement of its medium to long-term corporate value.

■ Number of the Company's shares owned
0 shares

■ Term of Office for Director
2 years

■ Attendance at Board of Directors meetings:
16/16 meetings (100%)

4 Kazuyoshi Kashiwazaki (August 18, 1962)

Reappointed

Brief profile, position, responsibility and significant concurrent positions

April 1985	Joined Tokyu Corporation ("Tokyu")
April 2008	General Manager, Group Strategy Promotion Department, Financial Strategy Division of Tokyu
June 2009	Director and Executive Officer of Tokyu Agency Inc.
May 2015	Representative Director & President, Chief Executive Officer of Tokyu Real Estate Investment Management Inc.
June 2023	Corporate Auditor of Tokyu Hotels Co., Ltd. Audit & Supervisory Board Member of TOKYU RAILWAYS Co., Ltd.
April 2024	Executive Officer of Tokyu
June 2024	Director of the Company (to present)
July 2024	Managing Executive Officer of Tokyu (to present)

(Significant concurrent positions)
Managing Executive Officer of Tokyu Corporation

■ Reasons for the election of candidate for Director

Mr. Kashiwazaki is a Managing Executive Officer of Tokyu Corporation, a core company of the Tokyu Group. He has been re-elected as a candidate for Director due to his rich experience and broad insights in finance, real estate, etc. as well as the Company's expectations that he will contribute to the Company's management using his opinions from the viewpoint of one familiar with the overall knowledge of business administration.

5 Isao Onda (April 4, 1949)

Reappointed External Independent

- Number of the Company's shares owned
  0 shares
- Term of Office for Director
  6 years
- Attendance at Board of Directors meetings:
  16/16 meetings (100%)

Brief profile, position, responsibility and significant concurrent positions

October 1973	Joined EIKO Accounting Corporation (current Ernst & Young ShinNihon LLC)
June 1993	Director and Partner of Century Audit Corporation, Manager of business development department, and Manager of Chiba office
June 2002	Executive Director and Partner of Ernst & Young ShinNihon Audit Corporation, General Manager in charge of public stock offering business and public accounting business, Deputy General Manager in charge of general consulting business, and Manager of Chiba office
September 2008	Executive Director of Ernst & Young ShinNihon LLC ("EY ShinNihon"), Department Head in charge of oversight of advisory services Ernst & Young Global Japan Area Advisory Service Leader
September 2010	Advisor of EY ShinNihon
April 2011	Representative Director, President of GTM Research Institute Inc. (to present)
June 2012	Audit & Supervisory Board Member of the Company
January 2019	Partner of GTM Tax Co. (to present)
April 2019	Visiting professor of Institute for Technology, Enterprise and Competitiveness, Doshisha University
June 2020	Director of the Company (to present)
April 2026	Visiting professor of Fujita Health University Graduate School of Medicine (to present)

(Significant concurrent positions)
Representative Director, President of GTM Research Institute Inc.
Partner of GTM Tax Co.
Visiting Professor of Fujita Health University Graduate School of Medicine

- Reasons for proposing the candidate for External Director and outline of expected roles

Mr. Onda has abundant experience and broad insights as a business manager, as well as his professional expertise as a certified public accountant and certified tax accountant. He has been re-elected as a candidate for External Director with the expectation that he will contribute to oversight of overall businesses with his beneficial advice and opinions through his expertise and experience, and because he leads advisory committees such as the Appointments and Remunerations Committee, and the External Officers Committee, as the leading Independent External Director, while also contributing to mutual coordination and the consolidation of opinions among External Directors and the enhancement of dialogue between External Directors and the senior management team.

- Number of the Company's shares owned
  0 shares
- Term of Office for Director
  7 years
- Attendance at Board of Directors meetings:
  16/16 meetings (100%)

6 Kahori Yoshida (December 19, 1972)

Reappointed External Independent

Brief profile, position, responsibility and significant concurrent positions

April 1996	Joined Recruit Cosmos Co., Ltd.
September 2010	Passed the bar examination
December 2011	Joined Yoshiko Takagi Law Firm (current T&T Partners Law Office) (to present) Registered as Lawyer
April 2012	Member of the Operation Committee for Housing Dispute Examination Meeting, Daini Tokyo Bar Association (to present)
November 2018	Special member of the Chuo Construction Project Dispute Examination Committee, the Ministry of Land, Infrastructure, Transport, and Tourism (to present)
June 2019	Director of the Company (to present)
August 2020	Member of the Central Review Council for Kenchikushi, the Ministry of Land, Infrastructure, Transport and Tourism (to present)
October 2020	Temporary Member of the Japanese Industrial Standards Committee, the Ministry of Land, Infrastructure, Transport and Tourism (to present)
October 2021	Commissioner of Tokyo housing Policy Making Advisory Board (to present)
April 2022	Special researcher of Tokyo Metropolitan Building Examination Committee (to present)
January 2024	Temporary Member of Public Land Subcommittee, Panel on Infrastructure Development, the Ministry of Land, Infrastructure, Transport and Tourism (to present)
March 2024	Member of Transport Council, the Ministry of Land, Infrastructure, Transport and Tourism (to present) Temporary Member of Architecture Subcommittee, the Social Infrastructure Improvement Council, the Ministry of Land, Infrastructure, Transport and Tourism (Team for building standards and regulations and Team for preventive measures for accidents and disasters of buildings) (to present)

(Significant concurrent positions)
Lawyer (T&T Partners Law Office)

- Reasons for proposing the candidate for External Director and outline of expected roles

Ms. Yoshida has professional expertise as a lawyer and work experience in the real estate industry, and has been re-elected as a candidate for External Director with the expectation that she will contribute to oversight of overall corporate businesses with her beneficial advice and opinions through her expertise and experience. Although she has no experience of having been directly engaged in corporate management, the Company believes, based on the reason above, she will be able to accomplish her duties as External Director.

- Number of the Company's shares owned

  0 shares
- Term of Office for Director

  5 years
- Attendance at Board of Directors meetings:

  16/16 meetings (100%)

7 Tsutomu Tsunashima (September 8, 1956)

Reappointed External Independent

Brief profile, position, responsibility and significant concurrent positions

April 1979	Joined Yasuda Trust and Banking Company, Limited (current Mizuho Trust & Banking Co., Ltd.)
April 2007	Executive Officer, Manager of Osaka Branch, Mizuho Trust & Banking Co., Ltd.
April 2008	Managing Executive Officer, Supervision of Sales Branches and Securities Transfer Agency Operations, Mizuho Trust & Banking Co., Ltd.
April 2010	President & CEO of Urban Research Institute Corp.
June 2011	Outside Audit & Supervisory Board Member of DYNIC CORPORATION
June 2015	Outside Audit & Supervisory Board Member of NIPPON SIGNAL CO., LTD.
June 2016	Outside Director of Chuo Warehouse Co., Ltd.
June 2021	Director of the Company (to present)
September 2024	Auditor of Tokyo University of Agriculture and Technology (to present)

(Significant concurrent positions)
Auditor of Tokyo University of Agriculture and Technology

- Reasons for proposing the candidate for External Director and outline of expected roles

Mr. Tsunashima has gained broad insights through his career with a wealth of experience as a business manager at a think tank specialized in the real estate business, as well as years of experience as an officer in business execution at the trust bank. He has been re-elected as a candidate for External Director with the expectation that he will contribute to oversight of the overall businesses with his beneficial advice and opinions through his expertise and experience.

- Number of the Company's shares owned

  7,310 shares
- Term of Office for Director

  —
- Attendance at Board of Directors meetings:

  —

8 Koji Hisada (December 30, 1962)

Newly appointed

Brief profile, position, responsibility and significant concurrent positions

April 1987	Joined Tokyu Construction Co., Ltd.
October 2013	General Manager, Sales Department, Kyushu Branch of the Company
April 2017	Executive Officer of the Company General Manager, Kyushu Branch of the Company
April 2021	General Manager, Corporate Sales Management Department, Building Construction Division of the Company
April 2023	General Manager, Business Administration Division of the Company
April 2024	Managing Executive Officer of the Company (to present) General Manager of Corporate Strategy Division of the Company
April 2026	Head of Operations of the Company (to present)

- Reasons for the election of candidate for Director

Mr. Hisada has rich management experience at the Company and strong insights pertaining to overall business administration and overall sales, so he has been elected as a candidate for Director because it can be expected that he will contribute to the sustainable growth of the Group and the improvement of its medium to long- term corporate value.

Notes:

1. Special conflict of interests between the candidates and the Company
   (1) Mr. Kazuyoshi Kashiwazaki is Managing Executive Officer of Tokyu Corporation and the company holds 15,362 thousand shares of the Company (holding ratio of 14.45%). In addition, the company and the Company perform businesses under the same category, and the company is a major counterpart for the Company's deals. The Company has transactions such as orders for construction projects with the company.
   (2) There is no special conflict of interests between the other candidates and the Company.
2. Isao Onda, Kahori Yoshida, and Tsutomu Tsunashima satisfy the Company's criteria for the independence of External Directors set forth on page 23 and are candidates for independent officers pursuant to the regulations of the Tokyo Stock Exchange, Inc.
3. Limited liability agreement
   The Company has concluded agreements with Kazuyoshi Kashiwazaki, Isao Onda, Kahori Yoshida, and Tsutomu Tsunashima to limit their respective liabilities for damages referred to in Article 423 (1) of the Companies Act pursuant to the provision of Article 427 (1) of said Act. The maximum amount of liability for damages prescribed in such agreement is the minimum liability amount stipulated in the items of Article 425 (1) of said Act. The Company plans to extend the aforementioned limited liability agreements if their re-election is approved.
4. Directors' Liability Insurance Contracts
   The Company has a directors' liability insurance contract stipulated in Article 430-3, (1) of the Companies Act with the insurance company which covers liability for damages and litigation costs of an insured person that arises from compensation claims to the insured person for damages due to the insured person's acts in the use of his or her position during the insurance period. Each candidate will become an insured person of the said contract upon the appointment as Director, and the said contract will be renewed in the midst of his or her term of office.
5. Candidates for Directors
   Decisions have been made by the Board of Directors after receiving reports from the Appointments and Remunerations Committee, which is chaired by the leading Independent External Director and the majority of whose members are Independent External Directors.

Agenda No. 4: Election of Four (4) Directors who are Audit and Supervisory Committee Members

If Agenda No. 2: Partial Amendment to the Articles of Incorporation is approved as originally proposed, the Company will transition to a company with an Audit and Supervisory Committee. Accordingly, we propose the election of four (4) Directors who are Audit and Supervisory Committee Members (including three (3) External Directors).

This Agenda will become effective on the condition that the amendment to the Articles of Incorporation in Agenda No. 2 "Partial Amendments to the Articles of Incorporation" becomes effective.

The candidates for Directors who are Audit and Supervisory Committee Members are as follows.

[Reference: List of Candidates]

Candidate No.				Name		Current positions	Attendance at Board of Directors meetings	Attendance at Audit & Supervisory Board meetings
1	Newly appointed			Atsutomo Koike	Male	Full-time Audit & Supervisory Board Member	16/16 meetings (100%)	10/10 meetings (100%)
2	Newly appointed	External	Independent	Youichi Saito	Male	Audit & Supervisory Board Member	16/16 meetings (100%)	10/10 meetings (100%)
3	Newly appointed	External	Independent	Yukako Nakayama	Female	—	—	—
4	Newly appointed	External	Independent	Kumiko Igushi	Female	—	—	—

- Number of the Company's shares owned
  1,649 shares
- Term of Office for Audit & Supervisory Board Member
  2 years
- Attendance at Board of Directors meetings:
  16/16 meetings (100%)
- Attendance at Audit & Supervisory Board meetings:
  10/10 meetings (100%)

1 Atsutomo Koike (October 31, 1968)

Newly appointed

Brief profile, position, responsibilities, and significant concurrent positions

April 1991	Joined Tokyu Construction Co., Ltd.
April 2016	General Manager, General Affairs Department, East Japan Branch of the Company
April 2018	General Manager, General Affairs Department, Civil Project East Japan Branch of the Company
April 2020	General Manager, Finance & Accounting Department, Business Administration Division of the Company
June 2024	Full-time Audit & Supervisory Board Member of the Company (to present)

■ Reasons for the election of candidate for Director who is an Audit and Supervisory Committee Member

Mr. Koike has abundant operational experience in the Company and strong insights pertaining to finance, so he has been elected as a candidate for Director who is an Audit and Supervisory Committee Member with the expectation that he will contribute to the strengthening of oversight and auditing of the Company's overall corporate business with his beneficial advice and opinions through his expertise and experience.

- Number of the Company's shares owned
  20 shares
- Term of Office for Audit & Supervisory Board Member
  10 years
- Attendance at Board of Directors meetings:
  16/16 meetings (100%)
- Attendance at Audit & Supervisory Board meetings:
  10/10 meetings (100%)

2 Youichi Saito (December 12, 1973)

Newly appointed External Independent

Brief profile, position, responsibilities, and significant concurrent positions

October 2005	Passed the bar examination
September 2007	Registered as Lawyer
September 2008	Joined Saito General Law Office (to present)
April 2016	Member of Legal Apprenticeship Committee of Daini Tokyo Bar Association (to present)
June 2016	Audit & Supervisory Board Member of the Company (to present)
June 2018	Outside Audit & Supervisory Board Member of SEIKITOKYU KOGYO CO., LTD. (to present)

(Significant concurrent positions)
Lawyer (Saito General Law Office)

■ Reasons for the election of candidate for External Director who is an Audit and Supervisory Committee Member and summary of expected roles

Mr. Saito has professional expertise as a lawyer, and has been elected as a candidate for External Director who is an Audit and Supervisory Committee Member with the expectation that he will contribute to the strengthening of oversight and auditing of the Company's overall corporate business with his beneficial advice and opinions through his expertise and experience. Although he has no experience of having been directly engaged in corporate management, the Company believes, based on the reason above, he will be able to accomplish his duties as External Director who is an Audit and Supervisory Committee Member.

3 Yukako Nakayama (October 8, 1965)

Newly appointed | External | Independent

Brief profile, position, and significant concurrent positions

April 1991	Joined Nomura Research Institute, Ltd. (NRI)
October 2002	Senior Consultant, Information & Communication Industry Consulting Department, Consulting Division of NRI
April 2004	Vice President, Nomura Research Institute America, Inc.
April 2018	Senior Consultant, Strategic IT Planning Office, Systems Consulting Division of NRI
April 2019	Part-time Lecturer, Department of Management of Technology, Graduate School of Management, Tokyo University of Science
April 2021	Professor, Department of Management of Technology, Graduate School of Management, Tokyo University of Science (to present)

(Significant concurrent positions)

Professor, Department of Management of Technology, Graduate School of Management, Tokyo University of Science

- Number of the Company's shares owned
  0 shares
- Term of Office for Audit & Supervisory Board Member
  —
- Attendance at Board of Directors meetings:
  —
- Attendance at Audit & Supervisory Board meetings:
  —

■ Reasons for the election of candidate for Director who is an Audit and Supervisory Committee Member and summary of expected roles

Ms. Nakayama has an abundant career as an information and communications consultant and expertise as a graduate school professor, including in human resource development, and has been elected as a candidate for External Director who is an Audit and Supervisory Committee Member with the expectation that she will contribute to the strengthening of oversight and auditing of the Company's overall corporate business with her beneficial advice and opinions through her expertise and experience.

- Number of the Company's shares owned

  0 shares
- Term of Office for Audit & Supervisory Board Member

  —
- Attendance at Board of Directors meetings:

  —
- Attendance at Audit & Supervisory Board meetings:

  —

4 Kumiko Igushi (September 3, 1968)

Newly appointed | External | Independent

Brief profile, position, responsibilities, and significant concurrent positions

October 2000	Joined Deloitte Tohmatsu Consulting (Currently Deloitte Tohmatsu LLC)
January 2003	Joined Hewlett-Packard Japan, Ltd. (Currently HP Japan, G.K.)
June 2006	Joined Aon Holdings Japan Ltd.
June 2009	Master in Public Administration (M.P.A.), Harvard Kennedy School, Harvard University
September 2011	Joined IBM Japan. Ltd.
September 2014	President and Representative Director (CEO & COO) of Kasumigaseki Research Institute Inc.
November 2015	Outside Director of USEN Corporation
April 2016	Outside Director of Amagasa Co., Ltd. (Currently Jelly Beans Group Co., Ltd.)
July 2017	Outside Director of USEN-NEXT HOLDINGS Co., Ltd. (Currently U-NEXT HOLDINGS Co., Ltd.)
July 2018	Outside Director of VISIONARYHOLDINGS Co., Ltd.
March 2020	Outside Director of Broadleaf Co., Ltd.
May 2022	Outside Director of Samantha Thavasa Japan Limited
June 2024	Outside Director of YAMASHIN-FILTER CORP. (to present)

- Reasons for the election of candidate for Director who is an Audit and Supervisory Committee Member and summary of expected roles

Ms. Igushi has specialized knowledge of DX and an abundant career in formulating business strategies and developing new businesses and as a corporate manager. She has been elected as a candidate for External Director who is an Audit and Supervisory Committee Member with the expectation that she will contribute to the strengthening of oversight and auditing of the Company's overall corporate business with her beneficial advice and opinions through her expertise and experience.

Notes:

1. There is no special conflict of interests between the Company and the candidates for Directors who are Audit and Supervisory Committee Members.
2. Youichi Saito, Yukako Nakayama, and Kumiko Igushi satisfy the Company's criteria for the independence of External Directors set forth on page 23 and are candidates for independent officers pursuant to the regulations of the Tokyo Stock Exchange, Inc.
3. Limited liability agreement
   The Company has concluded agreements with Atsutomo Koike and Youichi Saito to limit their respective liabilities for damages referred to in Article 423 (1) of the Companies Act pursuant to the provision of Article 427 (1) of said Act. The maximum amount of liability for damages prescribed in such agreement is the minimum liability amount stipulated in the items of Article 425 (1) of said Act. If this Agenda is approved as originally proposed, the Company plans to conclude similar limited liability agreements with these two candidates and with Yukako Nakayama and Kumiko Igushi.
4. Directors' Liability Insurance Contracts
   The Company has a directors' liability insurance contract stipulated in Article 430-3, (1) of the Companies Act with the insurance company which covers liability for damages and litigation costs of an insured person that arises from compensation claims to the insured person for damages due to the insured person's acts in the use of his or her position during the insurance period. Each candidate will become an insured person of the said contract upon the appointment as Director who is an Audit and Supervisory Committee Member, and the said contract will be renewed in the midst of his or her term of office.
5. Candidates for Directors who are Audit and Supervisory Committee Members
   Decisions have been made by the Board of Directors after receiving reports from the Appointments and Remunerations Committee, which is chaired by the leading Independent External Director and the majority of whose members are Independent External Directors.

[Reference: Policy on the Appointment of Candidates for Director and Audit and Supervisory Board Members]

The Company determines candidates for Director and Audit and Supervisory Board members based on the results of past fiscal years, the state of execution of duties, etc., considering diversity in gender, age, skills and other compositions of the Board of Directors. In addition, the Company has established the following items as the skills required for the promotion of the long-term management plan aimed at the achievement of the Company's vision, "VISION2030," and determines candidates on the Board of Directors with the advice of the Appointments and Remunerations Committee in consideration of the balance of these skills.

Name		Corporate Management	Knowledge of the Industry	Laws and Compliance	Finance and Accounting	Development of Human Resources	International Mindset	Digital Innovation	Sustainability and ESG
Directors									
Mitsuhiro Terada		*	*				*		*
Tomoya Masuda		*	*					*	*
Yoshihiro Akada		*	*				*		*
Kazuyoshi Kashiwazaki		*			*			*	*
Isao Onda	External Independent	*			*		*		*
Kahori Yoshida	External Independent		*	*					*
Tsutomu Tsunashima	External Independent	*		*	*		*		*
Koji Hisada		*	*	*	*	*		*	*
Directors who are Audit and Supervisory Committee Members									
Atsutomo Koike			*		*				*
Youichi Saito	External Independent			*					*
Yukako Nakayama	External Independent	*				*	*	*	*
Kumiko Igushi	External Independent	*		*		*	*	*	*

Reason for selection of each skill

Item	Reason for selection
Corporate Management	The Company thinks that knowledge and expertise of corporate management as the director, etc., of an operating company is required for the promotion of long-term management plans and the sustainable improvement of corporate value.
Knowledge of the Industry	The construction industry is the Company's core industry and the Company thinks that having detailed knowledge of the construction industry and being experienced in the formulation and execution of business strategies, etc., is required for the sustainable improvement of corporate value.
Laws and Compliance	The Company thinks that knowledge and experience of the law and compliance is required for improvement of the effectiveness of management supervision on the Board of Directors.
Finance and Accounting	The Company thinks that knowledge and experience of finance and accounting is required for the building of strong financial foundations and the sustainable improvement of corporate value.
Development of Human Resources	The Company thinks that knowledge and experience of human resource development, diversity, human resource management, etc., is required because it positions human resources as one of the sources of competitive superiority in the basic policy for its long-term management plan.
International Mindset	The Company thinks that experience of international business, etc., and knowledge of international affairs are required because it positions and focuses on international business as strategic business in its long-term management plan.
Digital Innovation	The Company thinks that knowledge and experience of digital technology, the creation of new business, etc., is required because it positions digital technology as one of the sources of competitive superiority and focuses on the new business as strategic business in the basic policy for its long-term management plan.
Sustainability and ESG	The Company thinks that knowledge and experience of ESG (environment, society and governance) is required because it has raised the practice of sustainable management that creates resolutions to social issues and economic value in VISION2030.

[Reference: Standard for Independence of External Officers (current)]

The Company determines External Officers (External Directors and Audit & Supervisory Board Members) who satisfy the following requirements as independent officers (Independent External Directors and Independent Audit & Supervisory Board Members) without any risk of conflict of interest with general shareholders.

1. External Officers do not fall into the following category:
    1) Executive persons[1] of the Company and its subsidiaries (hereinafter, referred to as the "Group");
    2) A counterparty which has transactions principally with the Group[2], or its executive persons;
    3) Major counterparty[3] of the Group or its executives;
    4) A consultant, accounting professional or legal professional who has been paid a large amount of money or other assets[4] in addition to the External Director's remunerations (in the event that such person is a corporation or other association such as union, a person who belongs to such association);
    5) An accounting auditor of the Group or a certified public accountant who belongs to an audit corporation that is an accounting auditor of the Group;
    6) A person who receives donations or subsidies exceeding certain amount[5] from the Group (in the event that a person who receives such donation or subsidy is a corporation or other association such as union, executive persons of such association);
    7) A major financial institution[6] from which the Group has borrowed or executive persons of its parent company or subsidiary;
    8) A major shareholder[7] of the Group or in the event that such shareholder is a corporation, executive persons of such corporation;
    9) Executive persons in a company which the Group is a major shareholder;
    10) A company which Director (regardless of full-time or part-time) is sent from the Group or executive persons of its parent company or subsidiary; or
    11) Persons who have recently fallen into the category of any of (1) to (10) above.
2. External officers are not close relative, etc.[9] of persons who fall into the category of (1) to (11) in 1 above (limited to those who have important positions[8]).
3. Even though an External Officer satisfies the requirements of 1 and 2 above, if he/she is not considered to be independent due to other reasons, the Company shall not deem him/her as an independent officer.

Notes:

1. Executive persons mean executives stipulated by Item 6 in Paragraph 3 of Article 2 of the Ordinance for Enforcement of the Companies Act and include executive Directors and employees, but not Audit & Supervisory Board Members and Auditors.
2. A counterparty which has transactions principally with the Group means a counterparty which received payments from the Company, which accounted for more than 2% of its annual consolidated sales in any year of the most recent three fiscal years.
3. A major counterparty of the Group is a counterparty whose payments to the Company accounted for more than 2% of the Company's annual consolidated sales in any year of the most recent three fiscal years.
4. A large amount of money or other assets means money or other assets other than Director's remuneration exceeding ¥10 million per year in either year in the most recent three fiscal years.
5. Donation or subsidy exceeding certain amount means donation or subsidy exceeding ¥10 million per year in any year of the most recent three fiscal years.
6. A major financial institution is a financial institution in which the Company has year-end loan balance of more than 2% of its consolidated total assets in any year of the most recent three fiscal years.
7. A major shareholder means a shareholder who has 10% or more of total voting rights (including both direct and indirect holding).
8. Those who have important positions include Directors (excluding External Directors), executive officers, corporate officers and employees who are at the senior management level of manager or higher, certified public accountants who belong to an audit corporation or accounting office, attorneys who belong to a law office, councilors who belong to an incorporated foundation, incorporated association, educational corporation, or other corporation, administrators such as Directors, or other persons who are objectively and reasonably deemed to have similar importance.
9. Close relative, etc. means spouse or relative within the second degree.

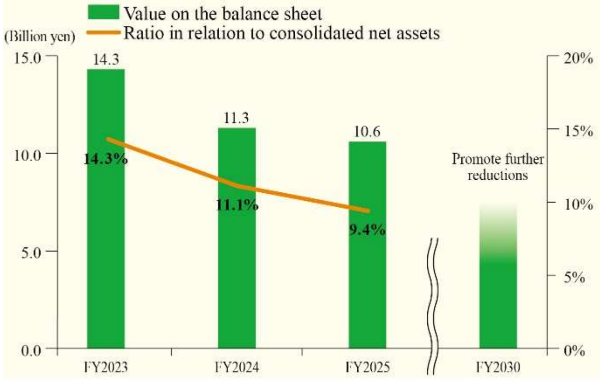
[Reference: Policy on the holding of cross-shareholdings]

The Company acquires and holds shares issued by its business partners aimed at contributing to the improvement of the corporate value of the Company by strengthening transaction relationships and maintaining good relationships.

On the other hand, the Company scrutinizes individual listed shares every year using the results indicators for the most recent fiscal year to see whether we have been able to obtain sufficient benefits in relation to capital costs, and whether there are any risks that would see the value of those shares decline. In addition, we use results indicators for the past few years and forecast indicators for the next few years to scrutinize whether we are able to gain sufficient benefits in relation to capital costs to carry out quantitative verification. Moreover, we also carry out qualitative verification of the Company's future relationships with the issuing companies. Based on the results of these verifications, we consider matters such as economic rationality and future prospects comprehensively, and confirm every year on the Board of Directors whether or not the significance of holding shares was recognized.

In principle, the Company promotes the sale of shares that have stopped fulfilling the purpose for their holding and shares whose significance of holding is no longer recognized taking into consideration the situation of the issuing companies, market trends, etc., and strives to reduce them.

Value of cross-shareholdings recorded on the balance sheet and their ratio to consolidated net assets



Agenda No. 5: Determination of Amount of Remuneration, etc. for Directors (excluding Directors who are Audit and Supervisory Committee Members)

The amount of remuneration, etc. for Directors of the Company was resolved at the 18th Annual General Meeting of Shareholders held on June 24, 2021, and the total amount of remuneration for all Directors shall be no more than ¥360 million per year (including a total amount not exceeding ¥60 million per year for External Directors; salaries for services as employees for these Directors who serve as such are excluded). If Agenda No. 2 "Partial Amendments to the Articles of Incorporation" is approved as originally proposed, the Company will transition to a company with an Audit and Supervisory Committee. Accordingly, in light of recent economic conditions and other circumstances, the Company proposes that the amount of remuneration, etc. for Directors (excluding Directors who are Audit and Supervisory Committee Members; hereinafter the same shall apply in this Agenda) after the transition to a company with an Audit and Supervisory Committee shall be no more than ¥360 million per year (including a total amount not exceeding ¥60 million per year for External Directors), which is the same amount as previously, and that the specific amount and timing of payment to each Director shall be determined by resolution of the Board of Directors.

The outline of the Company's policy on determining the content of individual remuneration for Directors is described on page 50 of the Business Report (available only in Japanese). However, there will be no substantial change to the policy, as it is planned that a change will be made at the meeting of the Board of Directors after the conclusion of this General Meeting of Shareholders to the effect that the reference to "Directors" as the persons eligible for remuneration will be changed to "Directors (excluding Directors who are Audit and Supervisory Committee Members)." The amount of remuneration, etc. in this Agenda shall be paid based on the determination policy after this change and has been decided in the Board of Directors upon receipt of a report from the Appointments and Remunerations Committee. As such, the Company deems the amount to be reasonable. This remuneration, etc. shall not include the salaries for services as employees for these Directors who serve as such.

There are currently nine (9) Directors. If Agenda No. 2 "Partial Amendments to the Articles of Incorporation" and Agenda No. 3 "Election of Eight (8) Directors (Excluding Directors who are Audit and Supervisory Committee Members)" are approved as originally proposed, the number of Directors will be eight (8) (including three (3) External Directors).

This Agenda will become effective on the condition that the amendment to the Articles of Incorporation in Agenda No. 2 "Partial Amendments to the Articles of Incorporation" becomes effective.

Agenda No. 6: Determination of Amount of Remuneration, etc. for Directors who are Audit and Supervisory Committee Members

If Agenda No. 2 “Partial Amendments to the Articles of Incorporation” is approved as originally proposed, the Company will transition to a company with an Audit and Supervisory Committee. Accordingly, in light of recent economic conditions and other circumstances, the Company requests approval that the amount of remuneration, etc. for Directors who are Audit and Supervisory Committee Members after the transition to a company with an Audit and Supervisory Committee shall be no more than ¥96 million per year, and that the specific amount and timing of payment to each Director who is an Audit and Supervisory Committee Member shall be determined through discussion among the Directors who are Audit and Supervisory Committee Members. The amount of remuneration, etc. in this Agenda has been determined by the Board of Directors in light of the responsibilities of Directors who are Audit and Supervisory Committee Members. As such, the Company deems the amount to be reasonable.

If Agenda No. 2 “Partial Amendments to the Articles of Incorporation” and Agenda No. 4 “Election of Four (4) Directors who are Audit and Supervisory Committee Members” are approved as originally proposed, the number of Directors who are Audit and Supervisory Committee Members will be four (4) (including three (3) External Directors).

This Agenda will become effective on the condition that the amendment to the Articles of Incorporation in Agenda No. 2 "Partial Amendments to the Articles of Incorporation" becomes effective.

Agenda No. 7: Determination of the Amount and Details of Remuneration for Granting Restricted Stock to Directors (excluding Directors who are Audit and Supervisory Committee Members and Non-Executive Directors, Including External Directors)

The amount of remuneration to grant restricted stock to Directors (excluding External Directors and Non-executive Directors) was resolved at the 18th Annual General Meeting of Shareholders, held on June 24, 2021 at no more than ¥60 million per year (salaries for services as employees for these Directors who serve as such are excluded). If Agenda No. 2 "Partial Amendments to the Articles of Incorporation" is approved as originally proposed, the Company will transition to a company with an Audit and Supervisory Committee. Accordingly, the Company wishes to determine the amount of remuneration for granting restricted stock for the purpose of once again incentivizing Directors (excluding Directors who are Audit and Supervisory Committee Members and Non-Executive Directors, including External Directors; hereinafter "Eligible Directors") to continuously improve the corporate value of the Company, as well as to promote further shared value between Eligible Directors and shareholders.

The remuneration to be paid to Eligible Directors for granting restricted stock shall be separate from the remuneration amount of ¥360 million per year if Agenda No. 5 "Determination of Amount of Remuneration, etc. for Directors (excluding Directors who are Audit and Supervisory Committee Members)" is approved as originally proposed, and it shall not include salaries for services as employees for those Directors who serve as such.

The remuneration to be paid under this Agenda shall be either (1) the Company's common stock or (2) monetary compensation claims as property contributed in-kind for the purpose of acquiring the Company's common stock, and the Eligible Directors shall receive the Company's common stock that shall be issued or disposed of pursuant to a resolution of the Company's Board of Directors.

The total amount of the Company's common stock or monetary compensation claims paid as remuneration under this Agenda shall be no more than ¥60 million per year (salaries for services as employees for these Directors who serve as such are excluded).

If, as the remuneration paid under this Agenda, the Company's common stock, not monetary compensation claims, is paid to Eligible Directors, as such stock will be issued or disposed of as Eligible Directors' remuneration, there shall be no requirement to deliver monetary compensation claims as property contributed in-kind in exchange for the stock. The value per share of the Company's common stock to be paid to the Eligible Directors shall be calculated as the amount per share of the Company's common stock to be issued or disposed of, based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day preceding the date of each resolution of the Board of Directors on the issuance or disposal of the Company's common stock (if the Company's stock is not traded on the said date, the closing price of the most recent trading day preceding the said date).

On the other hand, if, as the remuneration paid under this Agenda, monetary compensation claims are paid to Eligible Directors as property contributed in-kind for the acquisition of restricted stock, the Eligible Directors shall deliver all monetary compensation claims that they have received, based on a resolution of the Board of Directors, and receive the Company's common stock that shall be issued or disposed of. The amount to be delivered per share shall be decided by the Board of Directors, based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day preceding the date of each resolution of the Board of Directors on the issuance or disposal of the Company's common stock (if the Company's stock is not traded on the said date, the closing price of the most recent trading day preceding the said date), to the extent that it will not be excessively advantageous for Eligible Directors.

The total number of shares of the Company's common stock to be issued or disposed of for Eligible Directors shall not exceed 120,000 shares per year (however, if, on or after the date of the approval of this Agenda, the Company's common stock is subject to a stock split (including allotment of the Company's common stock without contribution) or a share consolidation, or there are other circumstances requiring an adjustment of the total number of shares of the Company's common stock to be issued or disposed of as restricted stocks, the Company will adjust such total number of shares to a reasonable extent).

The specific timing and allocation of payment to Eligible Directors shall be determined by the Board of Directors.

There are currently nine (9) Directors (four (4) of whom are Non-executive Directors, including External Directors). If Agenda No. 2 “Amendments to the Articles of Incorporation” and Agenda No. 3 “Election of Eight (8) Directors (Excluding Directors who are Audit and Supervisory Committee Members)” are approved as originally proposed, the number of Directors (excluding Directors who are Audit and Supervisory Committee Members) will be eight (8) (four (4) of whom are Non-executive Directors, including External Directors).
In addition, pursuant to this Agenda, the Company shall issue or dispose of its common stock to Eligible Directors and provide monetary compensation claims as property contributed in-kind on the condition that the Company and Eligible Directors conclude a restricted stock allocation agreement (hereinafter the “Allocation Agreement”), which includes the following items. The policy for determining the amount and other details of remuneration for individual Directors of the Company is summarized on Page 50 of the Business Report (available only in Japanese). At the Board of Directors meeting to be held after the conclusion of this General Meeting of Shareholders, the Company intends to amend the references to “Directors (excluding External Directors and Non-executive Directors)” to “Directors (excluding Directors who are Audit and Supervisory Committee Members and Non-Executive Directors, including External Directors)” and there are no substantive changes to the policy. In addition, the maximum remuneration amounts, total number of shares of the Company’s common stock to be issued or disposed of, and other conditions for granting restricted stock to Eligible Directors under this Agenda have been decided by the Board of Directors, upon recommendations by the Appointments and Remunerations Committee, based on the aforementioned purposes, the Company’s operating performance, the amended determination policy, and other various factors. As such, the Company deems the decision to be reasonable.
This Agenda will become effective on the condition that the amendment to the Articles of Incorporation in Agenda No. 2 "Partial Amendments to the Articles of Incorporation" becomes effective.

[Outline of Details of the Allocation Agreement]
(1) Transfer Restriction Period
Eligible Directors may not transfer, create security interest on, or otherwise dispose of the Company's common stock allotted under the Allocation Agreement (the “Allotted Stock”) (hereinafter, the “Transfer Restriction”) during the period of thirty (30) years from the date of the allocation under the Allocation Agreement (the “Transfer Restriction Period”).

(2) Resignation or Retirement of Eligible Directors
In the event an Eligible Director resigns or retires from a post that is an officer's position of the Company or its subsidiaries and is predetermined by the Board of Directors of the Company prior to the expiration of the Transfer Restriction Period, the company will acquire the Allotted Stock without any compensation unless such resignation or retirement is due to the expiration of terms of office, death, or other legitimate reasons.

(3) Cancellation of the Transfer Restriction Period
Notwithstanding the provision (1) above, the Transfer Restriction shall be cancelled at the time of the expiration of the Transfer Restriction Period for all shares of the Allotted Stock, provided that the Eligible Directors have continuously served at a post that is an officer's position of the Company or its subsidiaries and is predetermined by the Board of Directors of the Company during the Transfer Restriction Period. However, in the event an Eligible Director resigns or retires from a post that is an officer's position of the Company or its subsidiaries and is predetermined by the Board of Directors of the Company prior to the expiration of the Transfer Restriction Period, due to the reasons of the expiration of the term of office, death, or other legitimate reasons based on the provision (2) above, the number of shares of the Allotted Stock subject to the cancellation of the Transfer Restriction and the timing at which to cancel the Transfer Restriction shall be adjusted to a reasonable extent as needed. The Company will acquire, as a matter of course, the Allotted Stock without any compensation for which the Transfer Restriction has not been cancelled, at the time immediately after the cancellation of the Transfer Restriction based on the above provision.

(4) Reorganization and Other Matters

Notwithstanding the provision (1) above, in the event a merger agreement in which the Company will become the absorbed company, a stock exchange agreement or a stock transfer plan in which the Company will become a wholly-owned subsidiary, or any other matter related to organizational restructuring, etc., is approved at the General Meeting of Shareholders (or if approval at the General Meeting of Shareholders is not required in relation to such organizational restructuring, then the Board of Directors meeting) during the Transfer Restriction Period, the Company will cancel the Transfer Restriction for the number of shares of the Allotted Stock that is determined reasonably based on the period between the date beginning Transfer Restriction Period and the date of approval of the said organizational restructuring, etc., through the resolution of the Board of Directors, prior to the effective date of the said organizational restructuring, etc. In the provision above, the Company will acquire, as a matter of course, the Allotted Stock without any compensation for which the Transfer Restriction has not been cancelled, at the time immediately after the cancellation of the Transfer Restriction.

(5) Other Matters

Other matters concerning the Allocation Agreement shall be determined at the Board of Directors.