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(Securities Code 5912)  
June 9, 2020

**To Shareholders with Voting Rights:**

Tatsuya Ohno  
Representative Director and President  
OSJB Holdings Corporation  
6-52 5chome, Toyosu, Kotouku, Tokyo

**NOTICE OF  
THE 6TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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

We are pleased to inform you of the 6th Annual General Meeting of Shareholders (the “Meeting”) of OSJB Holdings Corporation (the “Company,” together with its subsidiaries, the “Group”). The Meeting will be held for the purposes as described below.

In recent months, various requests for voluntary self-restraint to prevent the spread of coronavirus disease (COVID-19) have been issued by the national and prefectural governments, including the state of emergency declared by the Government of Japan and emergency response measures by the Tokyo Metropolitan Government, and citizens are requested to stay alert even after these declaration and response measures are lifted. In response to these conditions and after careful consideration, the Company has decided to hold the Meeting upon taking appropriate preventive measures against infections.

In light of the ongoing risks of COVID-19, we ask our shareholders to refrain from attending this year’s Meeting in person in any case possible regardless of their health condition, and exercise voting rights in advance via postal mail or the Internet, etc., to prevent the spread of the virus.

Voting rights can be exercised by either of the methods below, so please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. Japan time on Tuesday, June 23, 2020.

**Exercise of voting rights via postal mail**

Please indicate your approval or disapproval of the proposals on the enclosed voting rights exercise form and return it so that it is received by the deadline above.

**Exercise of voting rights via the Internet**

Please review the guidance on the procedure for exercising voting rights via electromagnetic method (the Internet) below (translation omitted), access the website for exercising voting rights designated by the Company (<https://evote.tr.mufg.jp/>), use the login ID and temporary password printed on the enclosed voting rights exercise form, and follow the onscreen instructions to enter your approval or disapproval of the proposals by the deadline above.

- 1. Date and Time:** Wednesday, June 24, 2020 at 10:00 a.m. Japan time  
(Reception will start at 9:15 a.m.)
- 2. Place:** The Hall at Koto-ku Bunka Center  
11-3 4chome, Toyo, Kotouku, Tokyo, Japan  
The time and the venue above may have to be changed, depending on the pandemic status of COVID-19. Any changes will be posted on our website (<https://www.osjb.co.jp/>), so please be sure to check our website prior to coming to the venue, even if you have decided to attend the Meeting.
- 3. Meeting Agenda:**  
**Matters to be reported:**
  1. The Business Report, Consolidated Financial Statements for the Company’s 6th Fiscal Year (April 1, 2019 – March 31, 2020) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors

2. Non-consolidated Financial Statements for the Company's 6th Fiscal Year (April 1, 2019 – March 31, 2020)

**Proposals to be resolved:**

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Partial Amendments to the Articles of Incorporation
- Proposal 3:** Election of Eight (8) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)
- Proposal 4:** Election of Three (3) Directors Serving as Audit and Supervisory Committee Members
- Proposal 5:** Decision on Amount of Compensation for Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)
- Proposal 6:** Decision on Amount of Compensation for Directors Serving as Audit and Supervisory Committee Members
- Proposal 7:** Decision on Amount of Stock Compensation for Directors (Excluding Directors Serving as Audit and Supervisory Committee Members and Outside Directors)

**4. Matters Determined upon Convocation**

Of the documents to be attached to this Notice, the following are posted on the Company's website (<https://www.osjb.co.jp/>) pursuant to laws and regulations and Article 14 of the Company's Articles of Incorporation, and therefore are not included in the attachments.

- 1) Notes to Consolidated Financial Statements
- 2) Notes to Non-consolidated Financial Statements

Accordingly, the attachments to this Notice comprise part of the consolidated and non-consolidated financial statements audited by the Accounting Auditors and the Corporate Auditors in preparing their respective audit reports.

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- When attending the Meeting, please hand in the enclosed voting rights exercise form at the reception and bring this Notice with you to save resources.
  - Any revisions to the Business Report, Consolidated and Non-consolidated Financial Statements, or the Reference Documents for the General Meeting of Shareholders will be posted on the Company's website (<https://www.osjb.co.jp/>).
  - No souvenirs will be provided to shareholders attending the Meeting. Your understanding would be much appreciated.
- \* For the purpose of infection control and preventive measure against the spread of COVID-19, the Company's staff may attend to the Meeting wearing a face mask. Shareholders who consider attending the Meeting in person are requested to take preventive measures as well, such as wearing a face mask, while staying alert to the pandemic status as well as your own health conditions as of the day of the Meeting.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

**Proposal 1:** Appropriation of Surplus

### **Year-end dividends**

The Company considers stable returns of profits to shareholders one of its most important management priorities, and makes it its basic policy to continue a stable distribution of dividends from profits.

Taking into account matters such as financial performance for this fiscal year and future business development, the Company proposes to pay year-end dividends as follows:

- (1) Type of dividend property  
Cash
- (2) Allotment of dividend property to shareholders and its amount  
8 yen per share of the Company's common stock  
Total dividend amount of 953,230,296 yen
- (3) Effective date of the dividend of surplus  
June 25, 2020

**Proposal 2: Partial Amendments to the Articles of Incorporation**

1. Reasons for the proposal

The Company has decided to transition to a Company with an Audit and Supervisory Committee, which was established under the Act Partially Amending the Companies Act (Act No. 90 of 2014), with the aim of further strengthening the supervisory functions of the Board of Directors and corporate governance, to further improve transparency in management and speed up decision making.

Accordingly, the Company proposes to amend part of its Articles of Incorporation by making necessary changes including addition of newly established articles and deletion of current articles, in regard to the Audit and Supervisory Committee and Audit and Supervisory Committee Members, and the Board of Corporate Auditors and Corporate Auditors, respectively. In line with the amendments above, necessary adjustments shall also be made, such as rearrangement of the number of articles.

2. Details of the amendment

The details of amendments are as follows.

This Proposal shall come into effect as of the conclusion of this Meeting.

(Underlines denote changes)

Current Articles of Incorporation	Proposed amendments
Article 1. to 3. <Omitted>	Article 1. to 3. <Unchanged>
<p>Article 4. (Governing Bodies)                      The Company shall have the following governing bodies in addition to the General Meeting of Shareholders and Directors:                      (1) Board of Directors  <u>(2) Corporate Auditors</u>  <u>(3) Board of Corporate Auditors</u>  <u>(4) Accounting Auditor</u></p>	<p>Article 4. (Governing Bodies)                      The Company shall have the following governing bodies in addition to the General Meeting of Shareholders and Directors:                      (1) Board of Directors                      &lt;Deleted&gt;  <u>(2) Audit and Supervisory Committee</u>  <u>(3) Accounting Auditor</u></p>
Article 5. to 16. <Omitted>	Article 5. to 16. <Unchanged>
<p>Article 17. (Number of Directors)                      The Company shall have not more than twenty (20) Directors.</p> <p style="text-align: center;">&lt;Newly established&gt;</p>	<p>Article 17. (Number of Directors)                      The Company shall have not more than twenty (20) Directors <u>(excluding Directors serving as Audit and Supervisory Committee Members).</u></p> <p><u>2. The Company shall have not more than four (4) Directors serving as Audit and Supervisory Committee Members.</u></p>
<p>Article 18. (Election)                      Directors shall be elected at the General Meeting of Shareholders.</p>	<p>Article 18. (Election)                      Directors shall be elected at the General Meeting of Shareholders, <u>distinguishing Directors serving as Audit and Supervisory Committee Members and other Directors.</u></p>
2. <Omitted>	2. <Unchanged>
3. <Omitted>	3. <Unchanged>

Current Articles of Incorporation	Proposed amendments
<p>Article 19. (Term of Office) The term of office of a Director shall expire at the conclusion of the Annual General Meeting of Shareholders for the last fiscal year ending within one (1) year after his or her appointment.</p> <p style="text-align: center;">&lt;Newly established&gt;</p> <p>2. The term of office of a Director elected as <u>an addition</u> or a substitute shall be up to the term of office of <u>incumbent Directors</u>.</p> <p style="text-align: center;">&lt;Newly established&gt;</p>	<p>Article 19. (Term of Office) The term of office of a Director (<u>excluding a Director serving as an Audit and Supervisory Committee Member</u>) shall expire at the conclusion of the Annual General Meeting of Shareholders for the last fiscal year ending within one (1) year after his or her appointment.</p> <p>2. <u>The term of office of a Director serving as an Audit and Supervisory Committee Member shall expire at the conclusion of the Annual General Meeting of Shareholders for the last fiscal year ending within two (2) years after his or her appointment.</u></p> <p>3. <u>The term of office of a Director serving as an Audit and Supervisory Committee Member elected as a substitute for a Director serving as an Audit and Supervisory Committee Member retiring before the expiration of his or her term of office shall be up to the term of office of the Director serving as an Audit and Supervisory Committee Member that retired.</u></p> <p>4. <u>The effective term of the resolution for election of a substitute Director serving as an Audit and Supervisory Committee Member elected pursuant to the provisions of Article 329, Paragraph 3 of the Companies Act shall expire at the opening of the Annual General Meeting of Shareholders for the last fiscal year ending within two (2) years after his or her appointment, unless the term of office is shortened by the said resolution.</u></p>
<p>Article 20. to 21. &lt;Omitted&gt;</p>	<p>Article 20. to 21. &lt;Unchanged&gt;</p>
<p>Article 22. (Convocation Notice of Meetings of the Board of Directors) Convocation notice of a meeting of the Board of Directors shall be given to each Director <u>and Corporate Auditor</u> at least three (3) days prior to the day of the meeting. However, in case of emergency such notice period may be shortened.</p> <p>2. <u>With the unanimous consent of all Directors and Corporate Auditors</u>, the meeting of the Board of Directors may be held without following the convocation procedures.</p>	<p>Article 22. (Convocation Notice of Meetings of the Board of Directors) Convocation notice of a meeting of the Board of Directors shall be given to each Director at least three (3) days prior to the day of the meeting. However, in case of emergency such notice period may be shortened.</p> <p>2. With the unanimous consent of all Directors, the meeting of the Board of Directors may be held without following the convocation procedures.</p>
<p>Article 23. &lt;Omitted&gt;</p>	<p>Article 23. &lt;Unchanged&gt;</p>

Current Articles of Incorporation	Proposed amendments
<p style="text-align: center;">&lt;Newly established&gt;</p>	<p><u>Article 24. (Delegation to Directors)</u>  <u>Pursuant to the provisions of Article 399-13, Paragraph 6 of the Companies Act, the Company may delegate decisions of execution of important operations (excluding matters stipulated in each item of Paragraph 5 of the same article) to Directors by a resolution of the Board of Directors.</u></p>
<p style="text-align: center;">&lt;Newly established&gt;</p> <p style="text-align: center;">&lt;Newly established&gt;</p> <p>Article <u>24</u>.           &lt;Omitted&gt;</p> <p><u>CHAPTER V – COPROATE AUDITORS AND BOARD OF CORPORATE AUDITORS</u></p> <p><u>Article 25. (Number of Corporate Auditors)</u>  <u>The Company shall have not more than four (4) Corporate Auditors.</u></p> <p><u>Article 26. (Election)</u>  <u>Corporate Auditors shall be elected at the General Meeting of Shareholders.</u>  2. <u>The resolution for the election of Corporate Auditors shall be adopted by a majority vote of the shareholders present at the meeting attended by shareholders holding one-third or more of the voting rights of shareholders who are entitled to exercise their voting rights.</u></p> <p><u>Article 27. (Term of Office)</u>  <u>The term of office of a Corporate Auditor shall expire at the conclusion of the Annual General Meeting of Shareholders for the last fiscal year ending within four (4) years after his or her appointment.</u>  2. <u>The term of office of a Corporate Auditor elected as a substitute shall be up to the term of office of the Corporate Auditor that retired.</u></p>	<p><u>Article 25. (Regulations of the Board of Directors)</u>  <u>The Board of Directors shall be administered in accordance with laws, regulations, these Articles of Incorporation, and the Regulations of the Board of Directors provided by the Board of Directors.</u></p> <p><u>Article 26. (Compensation, etc.)</u>  <u>Compensation, bonuses and other financial benefits of Directors received from the Company in consideration for the execution of their duties shall be determined by a resolution of the General Meeting of Shareholders, distinguishing Directors serving as Audit and Supervisory Committee Members and other Directors.</u></p> <p>Article <u>27</u>.           &lt;Unchanged&gt;</p> <p><u>CHAPTER V – AUDIT AND SUPERVISORY COMMITTEE</u></p> <p style="text-align: center;">&lt;Deleted&gt;</p> <p style="text-align: center;">&lt;Deleted&gt;</p> <p style="text-align: center;">&lt;Deleted&gt;</p>

Current Articles of Incorporation	Proposed amendments
<p><u>Article 28. (Effectiveness of Prior Election of Substitute Corporate Auditor)</u>  <u>The effective term of the prior election of a substitute Corporate Auditor shall expire at the conclusion of the Annual General Meeting of Shareholders held four (4) years after the General Meeting of Shareholders in which the said election was resolved.</u></p> <p><u>Article 29. (Full-time Corporate Auditors)</u>  <u>Full-time Corporate Auditors shall be selected by a resolution of the Board of Corporate Auditors.</u></p> <p><u>Article 30. (Convocation Notice of Meetings of the Board of Corporate Auditors)</u>  Convocation notice of a meeting of the <u>Board of Corporate Auditors</u> shall be given to each <u>Corporate Auditor</u> at least three (3) days prior to the day of the meeting. However, in case of emergency such notice period may be shortened.</p> <p>2. With the unanimous consent of all <u>Corporate Auditors</u>, the meeting of the <u>Board of Corporate Auditors</u> may be held without following the convocation procedures.</p> <p style="text-align: center;">&lt;Newly established&gt;</p> <p><u>Article 31. (Exemption of Corporate Auditors from Liability)</u>  Pursuant to the provisions of Article 426, Paragraph 1 of the Companies Act, the <u>Company may exempt a Corporate Auditor (including a former Corporate Auditor) from liability for damages caused by the negligence of duties, within statutory limitations, by a resolution of the Board of Directors.</u></p> <p>2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the <u>Company may enter into an agreement with a Corporate Auditor to limit his or her liability for damages caused by the negligence of duties. However, the imitation on liability under such agreement shall be an amount stipulated by laws and regulations.</u></p>	<p style="text-align: center;">&lt;Deleted&gt;</p> <p style="text-align: center;">&lt;Deleted&gt;</p> <p><u>Article 28. (Convocation Notice of Meetings of the Audit and Supervisory Committee)</u>  Convocation notice of a meeting of the <u>Audit and Supervisory Committee</u> shall be given to each <u>Audit and Supervisory Committee Member</u> at least three (3) days prior to the day of the meeting. However, in case of emergency such notice period may be shortened.</p> <p>2. With the unanimous consent of all <u>Audit and Supervisory Committee Members</u>, the meeting of the <u>Audit and Supervisory Committee</u> may be held without following the convocation procedures.</p> <p><u>Article 29. (Regulations of the Audit and Supervisory Committee)</u>  <u>The Audit and Supervisory Committee shall be administered in accordance with laws, regulations, these Articles of Incorporation, and the Regulations of the Audit and Supervisory Committee provided by the Audit and Supervisory Committee.</u></p> <p style="text-align: center;">&lt;Deleted&gt;</p>

Current Articles of Incorporation	Proposed amendments
<p data-bbox="247 197 821 291"><u>Article 32. (Appointment of Accounting Auditor)</u> <u>The Company shall appoint an Accounting Auditor.</u></p> <p data-bbox="247 324 598 358">Article <u>33.</u> to <u>34.</u> &lt;Omitted&gt;</p> <p data-bbox="247 392 821 582">Article <u>35.</u> (Compensation, etc. for Accounting Auditor) Compensation, etc. for an Accounting Auditor shall be determined by Representative Directors with the consent of the <u>Board of Corporate Auditors.</u></p> <p data-bbox="247 616 598 649">Article <u>36.</u> to <u>39.</u> &lt;Omitted&gt;</p> <p data-bbox="406 683 662 716">&lt;Newly established&gt;</p> <p data-bbox="406 716 662 750">&lt;Newly established&gt;</p> <p data-bbox="406 772 662 806">&lt;Newly established&gt;</p> <p data-bbox="406 1064 662 1097">&lt;Newly established&gt;</p>	<p data-bbox="1069 197 1197 230">&lt;Deleted&gt;</p> <p data-bbox="845 324 1244 358">Article <u>30.</u> to <u>31.</u> &lt;Unchanged&gt;</p> <p data-bbox="845 392 1428 582">Article <u>32.</u> (Compensation, etc. for Accounting Auditor) Compensation, etc. for an Accounting Auditor shall be determined by Representative Directors with the consent of the <u>Audit and Supervisory Committee.</u></p> <p data-bbox="845 616 1244 649">Article <u>33.</u> to <u>36.</u> &lt;Unchanged&gt;</p> <p data-bbox="845 683 1428 772" style="text-align: center;"><u>SUPPLYMENTARY PROVISION</u> (<u>Transitional Measures Relating to Exemption of Corporate Auditors from Liability</u>)</p> <p data-bbox="845 772 1428 1064">1. <u>The Company may exempt a Corporate Auditor (including a former Corporate Auditor) from liability stipulated by Article 423, Paragraph 1 of the Companies Act, within statutory limitations, by a resolution of the Board of Directors, for damages related to his or her conduct preceding the conclusion of the 6th Annual General Meeting of Shareholders.</u></p> <p data-bbox="845 1064 1428 1406">2. <u>In regard to the agreement limiting liability stipulated by Article 423, Paragraph 1 of the Companies Act for damages related to a conduct of a Corporate Auditor (including a former Corporate Auditor) preceding the conclusion of the 6th Annual General Meeting of Shareholders, Article 31, Paragraph 2 of the Articles of Incorporation, prior to the amendment by the resolution of the said Annual General Meeting of Shareholders, shall remain in force.</u></p>

**Proposal 3:** Election of Eight (8) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

The Company will transition to a Company with an Audit and Supervisory Committee, provided that Proposal 2 “Partial Amendments to the Articles of Incorporation” is approved as proposed.

Accordingly, as the terms of office of all eight (8) Directors will expire at the conclusion of this Meeting, the election of eight (8) Directors (excluding Directors serving as Audit and Supervisory Committee Members) is proposed.

This Proposal shall come into effect at the time when Proposal 2 “Partial Amendments to the Articles of Incorporation” takes effect.

The candidates for Director (excluding Directors serving as Audit and Supervisory Committee Members) are as follows.

Reference: List of candidates for Director not serving as Audit and Supervisory Committee Members

No.	Name (Age)	Positions and responsibilities at the Company	Attendance at the Board of Directors meetings (Years in office)
1	Tatsuya Ohno (61) <span style="border: 1px solid black; padding: 2px;">Re-appointed</span>	Representative Director and President	100% (15/15) Years in office: 3 years
2	Yukihiko Hashimoto (58) <span style="border: 1px solid black; padding: 2px;">Re-appointed</span>	In charge of: Director Internal Control, Corporate Planning, Administration Divisions and Legal Compliance	100% (15/15) Years in office: 5 years
3	Kiyonobu Sakashita (61) <span style="border: 1px solid black; padding: 2px;">Re-appointed</span>	Director	93% (14/15) Years in office: 14 years
4	Akio Shoji (57) <span style="border: 1px solid black; padding: 2px;">Re-appointed</span>	Director In charge of Engineering Divisions	100% (11/11) Years in office: 1 year
5	Kazuya Asozu (62) <span style="border: 1px solid black; padding: 2px;">Re-appointed</span>	Director In charge of Construction Divisions	100% (11/11) Years in office: 1 year
6	Hideaki Kato (67) <span style="border: 1px solid black; padding: 2px;">Re-appointed</span> <span style="border: 1px solid black; padding: 2px;">Outside Director</span> <span style="border: 1px solid black; padding: 2px;">Independent Director</span>	Director	93% (14/15) Years in office: 3 years
7	Yuko Sudani (38) (Registered name: Yuko Tamura) <span style="border: 1px solid black; padding: 2px;">Re-appointed</span> <span style="border: 1px solid black; padding: 2px;">Outside Director</span> <span style="border: 1px solid black; padding: 2px;">Independent Director</span>	Director	100% (11/11) Years in office: 1 year
8	Hiroyuki Morinaga (67) <span style="border: 1px solid black; padding: 2px;">Newly appointed</span> <span style="border: 1px solid black; padding: 2px;">Outside Director</span> <span style="border: 1px solid black; padding: 2px;">Independent Director</span>		

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company	Number of shares of the Company held
1	<p>Tatsuya Ohno (November 28, 1958)</p> <p><u>Re-appointed</u></p> <p>Years in office as Director: 3 years</p> <p>Attendance at the Board of Directors meetings: 15/15 (100%)</p>	<p>April 1983      Joined Oriental Concrete Corporation (currently, Oriental Shiraishi Corporation)</p> <p>February 2010      Director and Managing Executive Officer; General Manager, Construction and Engineering Division</p> <p>June 2012      Director, the Company</p> <p>June 2015      Director and Senior Managing Executive Officer; General Manager, Construction and Engineering Division, Oriental Shiraishi Corporation</p> <p>April 2016      Director and Senior Managing Executive Officer; General Manager, Civil Engineering Division</p> <p>April 2017      President and CEO (to present)</p> <p>June 2017      Representative Director and President, the Company (to present)</p> <p>(Significant concurrent positions) President and CEO, Oriental Shiraishi Corporation Chairman, Japan Prestressed Concrete Contractors Association</p> <p>[Reason for nomination as candidate for Director not serving as an Audit and Supervisory Committee Member] Tatsuya Ohno took office as Representative Director of Oriental Shiraishi Corporation and the Company in 2017 after serving as Director and Senior Managing Executive Officer; General Manager, Civil Engineering of Oriental Shiraishi Corporation. He has expertise in concrete structures gained through long business experience as well as abundant experience and insight into management in general. Therefore, the Company proposes his re-election as Director.</p>	28,737

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company	Number of shares of the Company held
2	<p data-bbox="188 674 430 730">Yukihiko Hashimoto (March 4, 1962)</p> <p data-bbox="233 763 389 792"><u>Re-appointed</u></p> <p data-bbox="212 826 410 882">Years in office as Director: 5 years</p> <p data-bbox="197 920 424 1037">Attendance at the Board of Directors meetings: 15/15 (100%)</p>	<p data-bbox="451 244 1286 300">April 1985      Joined The Sanwa Bank, Limited (currently, MUFG Bank, Ltd.)</p> <p data-bbox="451 306 1286 362">April 2007      General Manager, Global Markets Business Division for China</p> <p data-bbox="451 369 1286 425">October 2009    General Manager, Securities Sales Office, Global Markets Sales and Trading Division</p> <p data-bbox="451 432 1286 488">June 2011      General Manager, Global Markets Sales and Trading Division</p> <p data-bbox="451 495 1286 551">June 2014      Director and Executive Officer; in charge of Corporate Planning, Oriental Shiraishi Corporation</p> <p data-bbox="451 557 1286 613">June 2015      Director; in charge of Corporate Planning, the Company</p> <p data-bbox="451 620 1286 676">June 2016      Director; in charge of Internal Control and Corporate Planning</p> <p data-bbox="451 683 1286 761">April 2017      Director and Executive Officer; in charge of Corporate Planning and Safety/Quality/Environment, Oriental Shiraishi Corporation</p> <p data-bbox="451 768 1286 884">April 2018      Director and Executive Officer; General Manager, Administration Division; in charge of Corporate Planning and Safety/Quality/Environment (to present)</p> <p data-bbox="451 891 1286 947">April 2018      Director; in charge of Internal Control, Corporate Planning, and General Affairs, the Company</p> <p data-bbox="451 954 1286 1010">June 2019      Director; in charge of Internal Control, Corporate Planning, Administration Divisions, and Compliance</p> <p data-bbox="451 1016 1286 1095">February 2020    Director; in charge of Internal Control, Corporate Planning, Administration Divisions, and Legal Compliance (to present)</p> <p data-bbox="451 1102 1286 1218">(Significant concurrent positions) Director and Executive Officer; General Manager, Administration Division; in charge of Corporate Planning and Safety/Quality/Environment, Oriental Shiraishi Corporation</p> <p data-bbox="451 1225 1286 1462">[Reason for nomination as candidate for Director not serving as an Audit and Supervisory Committee Member] Yukihiko Hashimoto took office as Director of Oriental Shiraishi Corporation and the Company in 2014 and 2015, respectively, after accumulating business experience at MUFG Bank, Ltd. He has financial expertise obtained through his long service at a bank as well as abundant experience and insight into management. Therefore, the Company proposes his re-election as Director.</p>	18,910

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company	Number of shares of the Company held
3	<p>Kiyonobu Sakashita (September 11, 1958)</p> <p><u>Re-appointed</u></p> <p>Years in office as Director: 14 years</p> <p>Attendance at the Board of Directors meetings: 14/15 (93%)</p>	<p>April 1982      Joined Japan Bridge Corporation (currently, OSJB Holdings Corporation)</p> <p>January 2003    General Manager, President's Office, Administration Division, the Company</p> <p>June 2006       Director; General Manager, Administration Division; in charge of Audit Office; General Manager, Audit Office; General Manager, Administration Department, Administration Division</p> <p>July 2009       Director and Managing Executive Officer; General Manager, Planning Management Division; in charge of Tokyo Head Office</p> <p>June 2011       Representative Director and President; General Manager, Audit Office</p> <p>March 2012      Director, Oriental Shiraishi Corporation</p> <p>June 2012       Representative Director and Vice President, Audit Office, the Company</p> <p>April 2014       Representative Director and President, Japan Bridge Corporation (to present)</p> <p>June 2014       Director; in charge of Internal Control, the Company</p> <p>March 2015      Director, Toabo Corporation (to present)</p> <p>June 2016       Director, the Company (to present)</p> <hr/> <p>(Significant concurrent positions)</p> <p>Representative Director and President, Japan Bridge Corporation Director, Toabo Corporation</p> <hr/> <p>[Reason for nomination as candidate for Director not serving as an Audit and Supervisory Committee Member]</p> <p>Kiyonobu Sakashita has served as the Representative Director of Japan Bridge Corporation and Director of Oriental Shiraishi Corporation upon taking office as the Company's Director in 2006. He has expertise in the steel structures segment obtained through his long business experience as well as abundant experience and insight into management in general. Therefore, the Company proposes his re-election as Director.</p>	22,554

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company	Number of shares of the Company held
4	<p data-bbox="197 568 427 629">Akio Shoji (November 2, 1962)</p> <p data-bbox="233 658 389 689"><u>Re-appointed</u></p> <p data-bbox="209 719 413 779">Years in office as Director: 1 year</p> <p data-bbox="197 808 424 936">Attendance at the Board of Directors meetings: 11/11 (100%)</p>	<p data-bbox="453 241 1286 860"> April 1985      Joined Oriental Concrete Corporation (currently, Oriental Shiraishi Corporation)  January 2010    General Manager, Engineering Department, Construction and Engineering Division  March 2010      Executive Officer; General Manager, Engineering Department, Construction and Engineering Division  June 2015       Managing Executive Officer; General Manager, Engineering Department, Construction and Engineering Division  April 2016       Managing Executive Officer; General Manager, Engineering Department, Civil Engineering Division  April 2017       Managing Executive Officer; General Manager, Engineering Division  June 2017       Director and Managing Executive Officer; General Manager, Engineering Division  April 2019       Director and Managing Executive Officer; General Manager, Engineering Division; in charge of Information Systems (to present)  June 2019       Director; in charge of Engineering Divisions, the Company (to present) </p> <p data-bbox="453 864 1286 981"> (Significant concurrent positions)  Director and Managing Executive Officer; General Manager, Engineering Division; in charge of Information Systems, Oriental Shiraishi Corporation </p> <p data-bbox="453 985 1286 1254"> [Reason for nomination as candidate for Director not serving as an Audit and Supervisory Committee Member]  Akio Shoji took office as Director of Oriental Shiraishi Corporation in 2017 after accumulating experience as its General Manager, Engineering Department, Construction and Engineering Division and General Manager, Engineering Division. He has expertise in the design and engineering segment obtained through his long business experience as well as abundant experience and insight into management. Therefore, the Company proposes his re-election as Director. </p>	11,941

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company	Number of shares of the Company held
5	<p data-bbox="209 524 416 584">Kazuya Asozu (March 21, 1958)</p> <p data-bbox="233 613 392 645"><u>Re-appointed</u></p> <p data-bbox="209 674 416 734">Years in office as Director: 1 year</p> <p data-bbox="197 763 427 891">Attendance at the Board of Directors meetings: 11/11 (100%)</p>	<p data-bbox="451 241 1286 302">April 1978      Joined Shiraishi Kiso Industrial Company (currently, Oriental Shiraishi Corporation)</p> <p data-bbox="451 309 1190 369">July 2011      General Manager, Construction Department, Construction and Engineering Division</p> <p data-bbox="451 376 1278 436">June 2014      Executive Officer; General Manager, Engineering Department, Construction and Engineering Division</p> <p data-bbox="451 443 1214 504">April 2015      Executive Officer; General Manager, Fukuoka Branch</p> <p data-bbox="451 510 1169 571">April 2017      Executive Officer; General Manager, Civil Engineering Business Division</p> <p data-bbox="451 577 1254 638">June 2017      Director and Executive Officer; General Manager, Civil Engineering Business Division</p> <p data-bbox="451 645 1254 705">February 2018      Director and Executive Officer; General Manager, Civil Engineering Business Division; in charge of Architecture (to present)</p> <p data-bbox="451 712 1246 772">June 2019      Director; in charge of Construction Divisions, the Company (to present)</p> <hr/> <p data-bbox="451 779 1286 891">(Significant concurrent positions) Director and Executive Officer; General Manager, Civil Engineering Business Division; in charge of Architecture, Oriental Shiraishi Corporation</p> <hr/> <p data-bbox="451 898 1286 1167">[Reason for nomination as candidate for Director not serving as an Audit and Supervisory Committee Member] Kazuya Asozu took office as Director of Oriental Shiraishi Corporation in 2017 after accumulating experience as its General Manager, Fukuoka Branch and General Manager, Civil Engineering Business Division. He has expertise in the engineering and construction segment obtained through his long career as well as abundant experience and insight into management. Therefore, the Company proposes his re-election as Director.</p>	20,330

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company	Number of shares of the Company held
6	<p>Hideaki Kato (April 27, 1953)</p> <p><span style="border: 1px solid black; padding: 2px;">Re-appointed</span></p> <p><span style="border: 1px solid black; padding: 2px;">Outside Director</span></p> <p><span style="border: 1px solid black; padding: 2px;">Independent Director</span></p> <p>Years in office as Director: 3 years</p> <p>Attendance at the Board of Directors meetings: 14/15 (93%)</p>	<p>April 1976      Joined Nissho Iwai Corporation (currently, Sojitz Corporation)</p> <p>July 2000      General Manager, Plastic Resin Department</p> <p>May 2001      Director, Nissho Iwai Plastic Corporation (currently, Sojitz Pla-Net Corporation)</p> <p>April 2005      President, Sojitz (Thailand) Co., Ltd.; General Manager, Bangkok Branch</p> <p>April 2007      Senior General Manager, Plastics Unit, Sojitz Corporation</p> <p>April 2007      President, Sojitz Pla-Net Corporation</p> <p>April 2009      Executive Officer; Senior General Manager, Functional Materials Unit, Sojitz Corporation</p> <p>April 2009      Director, Sojitz Pla-Net Corporation</p> <p>April 2012      Managing Executive Officer; President, Consumer Lifestyle Business Division, Sojitz Corporation</p> <p>April 2012      Director, YAMAZAKI-NABISCO Co., Ltd. (currently, Yamazaki Biscuits Co., Ltd.)</p> <p>July 2012      Director, JALUX Inc.</p> <p>October 2013    Managing Executive Officer; Senior General Manager, Consumer Service &amp; Development Unit, Sojitz Corporation</p> <p>April 2014      Managing Executive Officer; President &amp; CEO for Asia &amp; Oceania</p> <p>April 2014      Managing Director, Sojitz Asia Pte. Ltd.; General Manager, Phnom Penh Office; General Manager, Singapore Branch</p> <p>April 2017      Director and Chairman, Sojitz Pla-Net Corporation</p> <p>June 2017      Director, the Company (to present)</p> <p>April 2019      Advisor, Sojitz Pla-Net Corporation</p> <p>[Reason for nomination as candidate for Outside Director not serving as an Audit and Supervisory Committee Member] Hideaki Kato has served many positions including Managing Executive Officer of Sojitz Corporation and Director and Chairman of Sojitz Pla-Net Corporation. He has been supervising the Company's management as well as appropriately given pertinent opinions drawing on his abundant experience and deep insight. Therefore, the Company proposes his re-election as Outside Director.</p>	0
7	<p>Yuko Sudani (Registered name: Yuko Tamura) (April 16, 1982)</p> <p><span style="border: 1px solid black; padding: 2px;">Re-appointed</span></p> <p><span style="border: 1px solid black; padding: 2px;">Outside Director</span></p> <p><span style="border: 1px solid black; padding: 2px;">Independent Director</span></p> <p>Years in office as Director: 1 year</p> <p>Attendance at the Board of Directors meetings: 11/11 (100%)</p>	<p>September 2007    Registered as attorney-at-law</p> <p>January 2013      Joined Toranomon Law and Economic Office</p> <p>June 2019      Partner, attorney-at-law, Ginza PLUS Law Office (to present)</p> <p>June 2019      Director, the Company (to present)</p> <p>(Significant concurrent positions) Partner, attorney-at-law, Ginza PLUS Law Office</p> <p>[Reason for nomination as candidate for Outside Director not serving as an Audit and Supervisory Committee Member] Yuko Sudani has been giving appropriate opinions regarding management in areas including the strengthening of the Company's compliance structure drawing on her abundant experience and expertise as a legal specialist, as well as valuable advice from the perspective of supervision and checks of the Company. Although she has not been involved in corporate management other than as an outside director or an outside corporate auditor in the past, the Company believes she can appropriately perform her role as an Outside Director based on the reasons above, and proposes her re-election as Outside Director.</p>	0

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company	Number of shares of the Company held
8	<p>Hiroyuki Morinaga (October 25, 1952)</p> <p><span style="border: 1px solid black; padding: 2px;">Newly appointed</span></p> <p><span style="border: 1px solid black; padding: 2px;">Outside Director</span></p> <p><span style="border: 1px solid black; padding: 2px;">Independent Director</span></p> <p>Years in office as Director: Not applicable as he is a new candidate</p> <p>Attendance at the Board of Directors meetings: Not applicable as he is a new candidate</p>	<p>March 1977      Joined Aica Kogyo Co., Ltd.</p> <p>April 2002      Supervisor, Metropolitan Area Sales I</p> <p>April 2003      Executive Officer; Deputy General Manager, Chemical Products Company</p> <p>June 2003      Senior Executive Officer; General Manager, Chemical Products Company</p> <p>June 2004      Director; Senior Executive Officer; General Manager, Chemical Products Company</p> <p>October 2005    Director; Senior Executive Officer; Supervisor, Metropolitan Area Sales II</p> <p>October 2006    Director; Senior Executive Officer; Supervisor, Metropolitan Area Sales I; General Manager, Tokyo Branch</p> <p>January 2008    Director; Senior Executive Officer; Supervisor, Metropolitan Area Sales II</p> <p>June 2008      Managing Director; Supervisor, Metropolitan Area Sales II</p> <p>July 2008      Managing Director; General Manager, Building &amp; Housing Materials Company</p> <p>July 2009      Managing Director; in charge of Market Development Department</p> <p>October 2010    Managing Director; in charge of Overseas Business Department</p> <p>April 2011      Managing Director; Assistant to President; General Manager, Overseas Business Department</p> <p>April 2013      Managing Director; General Manager, Corporate Planning Department</p> <p>April 2014      Managing Director; Assistant to President; in charge of Special Assignments</p> <p>June 2014      Corporate Auditor</p> <p>June 2018      Advisor (to present)</p> <p>[Reason for nomination as candidate for Outside Director not serving as an Audit and Supervisory Committee Member] Hiroyuki Morinaga has long served as a Director of Aica Kogyo Co., Ltd. He is expected to fully perform his role in areas including supervision of the Company's management by giving valuable and accurate opinions drawing on his abundant experience and deep insight in sales, market development, and other related areas. Therefore, the Company proposes his election as Outside Director.</p>	0

- Notes: 1. There are no special interests between each candidate for Director and the Company.
2. Hideaki Kato, Yuko Sudani, and Hiroyuki Morinaga are candidates for Outside Director. They are also candidates for Independent Director in accordance with the regulations of the Tokyo Stock Exchange.
3. The Company has entered into agreements with the candidates for Outside Director, Hideaki Kato and Yuko Sudani to limit their liability under Article 423, Paragraph 1 of the Companies Act to the amount stipulated by laws and regulations, in accordance with Article 24, Paragraph 2 of the Articles of Incorporation. Subject to approval of their reelection at this Meeting, the Company intends to continue the said agreements with them. The Company also intends to enter into the same agreement with Hiroyuki Morinaga, if his election as Outside Director is approved as proposed.
4. Hideaki Kato currently serves as an Outside Director of the Company and his term of office will be three (3) years at the conclusion of this Meeting. Yuko Sudani also currently serves as an Outside Director of the Company and her term of office will be one (1) year at the conclusion of this Meeting.

**Proposal 4:** Election of Three (3) Directors Serving as Audit and Supervisory Committee Members

The Company will transition to a Company with an Audit and Supervisory Committee, provided that Proposal 2 “Partial Amendments to the Articles of Incorporation” is approved as originally proposed. Accordingly the election of three (3) Directors serving as Audit and Supervisory Committee Members is proposed.

The Company has obtained the prior consent of the Board of Corporate Auditors regarding this submission of this Proposal.

This Proposal shall come into effect at the time when Proposal 2 “Partial Amendments to the Articles of Incorporation” takes effect.

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

Reference: List of candidates for Director serving as Audit and Supervisory Committee Member

No.	Name (Age)	Positions and responsibilities at the Company	Attendance at the Board of Directors meetings (Years in office)
1	Kiyotada Kume (63) <u>Newly appointed</u>	Full-time Corporate Auditor	100% (15/15) Years in office: 0 years
2	Kimihiko Kojima (48) <u>Newly appointed</u> <u>Outside Director</u> <u>Independent Director</u>		
3	Naoto Chiba (42) <u>Newly appointed</u> <u>Outside Director</u> <u>Independent Director</u>		

Note: Kiyotada Kume currently serves as Corporate Auditor of the Company and his term of office will be four (4) years at the conclusion of this Meeting.

The attendance at the Board of Directors meeting indicates the number of his attendance as Corporate Auditor during the fiscal year under review.

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company	Number of shares of the Company held
1	<p>Kiyotada Kume (February 11, 1957)</p> <p><u>Newly appointed</u></p> <p>Years in office as Director: Not applicable as he is a new candidate</p> <p>Attendance at the Board of Directors meetings: 15/15 (100%)</p> <p>Attendance at the Board of Corporate Auditors meetings: 15/15 (100%)</p>	<p>April 1979      Joined Oriental Concrete Corporation (currently, Oriental Shiraishi Corporation)</p> <p>October 2007    General Manager, Sales Management Department, Sales Division</p> <p>May 2011        General Manager, Audit Department</p> <p>October 2011    General Manager, Audit Office</p> <p>April 2014       General Manager, Audit Office, the Company</p> <p>June 2014       General Manager, Administration Department, Tokyo Branch, Oriental Shiraishi Corporation</p> <p>June 2016       Corporate Auditor (to present)</p> <p>June 2016       Corporate Auditor, the Company (to present)</p> <p>(Significant concurrent positions) Corporate Auditor, Oriental Shiraishi Corporation</p> <p>[Reason for nomination as candidate for Director serving as an Audit and Supervisory Committee Member] Kiyotada Kume took office as Corporate Auditor of Oriental Shiraishi Corporation and the Company in 2016 after accumulating experience as General Manager, Audit Office and General Manager, Administration Department, Tokyo Branch of Oriental Shiraishi Corporation. He has been giving appropriate opinions as a Corporate Auditor drawing on his abundant experience and deep insight gained through his long business experience. The Company believes he can continue to fully perform his role in areas including supervision of the Company's management. Therefore, the Company proposes his election as Director serving as an Audit and Supervisory Committee Member.</p>	7,559
2	<p>Kimihiko Kojima (April 19, 1972)</p> <p><u>Newly appointed</u></p> <p><u>Outside Director</u></p> <p><u>Independent Director</u></p> <p>Years in office as Director: Not applicable as he is a new candidate</p> <p>Attendance at the Board of Directors meetings: Not applicable as he is a new candidate</p>	<p>April 1995      Joined The Musashino Bank, Ltd.</p> <p>December 2007    Joined Deloitte Touche Tohmatsu LLC</p> <p>July 2009        Registered as a certified public accountant</p> <p>October 2009     Joined Deloitte Tohmatsu Financial Advisory LLC</p> <p>September 2016   Registered as a certified public tax accountant</p> <p>October 2016     Representative Partner, Value Advisory LLC</p> <p>(Significant concurrent positions) Representative Partner, Value Advisory LLC</p> <p>[Reason for nomination as candidate for Outside Director serving as an Audit and Supervisory Committee Member] Kimihiko Kojima has been serving as Representative Partner of Value Advisory LLC with abundant experience and expertise as a certified public accountant and tax accountant. He is expected to contribute to the strengthening of functions of the Board of Directors by providing accurate advice mainly relating to finance and accounting as well as audit and supervision over the execution of duties of Directors from an independent standpoint. Therefore, the Company proposes his election as Outside Director serving as an Audit and Supervisory Committee Member.</p>	0

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company	Number of shares of the Company held
3	<p>Naoto Chiba (May 16, 1978)</p> <p>Newly appointed</p> <p>Outside Director</p> <p>Independent Director</p> <p>Years in office as Director: Not applicable as he is a new candidate</p> <p>Attendance at the Board of Directors meetings: Not applicable as he is a new candidate</p>	<p>November 2005 Judge, Sendai District Court</p> <p>April 2009 Judge, Tokyo District Court, Tachikawa Branch</p> <p>August 2010 Registered as attorney-at-law</p> <p>August 2010 Joined Blakemore &amp; Mitsuki</p> <p>June 2014 Joined EY Law Co.</p> <p>October 2017 Joined DT Legal Japan (to present)</p> <p>(Significant concurrent positions) Attorney-at-law, DT Legal Japan</p> <p>[Reason for nomination as candidate for Outside Director serving as an Audit and Supervisory Committee Member] Although Naoto Chiba has not been involved in corporate management other than as an outside director or an outside corporate auditor in the past, he has expertise and abundant experience in legal affairs as an attorney-at-law. He is expected to give valuable and accurate advice as a legal specialist, reflecting his experience in the Company's management from a neutral and objective standpoint. Therefore, the Company proposes his election as Outside Director serving as an Audit and Supervisory Committee Member.</p>	0

- Notes: 1. There are no special interests between each candidate for Director serving as an Audit and Supervisory Committee Member and the Company.
2. Kimihiko Kojima and Naoto Chiba are candidates for Outside Director. The Company plans to register Kimihiko Kojima and Naoto Chiba as Independent Directors in accordance with the regulations of the Tokyo Stock Exchange.
3. The Company has entered into an agreement with the candidate for Director serving as an Audit and Supervisory Committee Member, Kiyotada Kume to limit his liability under Article 423, Paragraph 1 of the Companies Act to the amount stipulated by laws and regulations, in accordance with Article 31, Paragraph 2 of the Articles of Incorporation. Subject to approval of his election at this Meeting, the Company intends to continue the said agreement with him. Additionally, if the election of Kimihiko Kojima and Naoto Chiba as Directors serving as Audit and Supervisory Committee Members is approved as proposed at this Meeting, the Company intends to enter into the same agreements with them.
4. Kiyotada Kume currently serves as Corporate Auditor of the Company and his term of office will be four (4) years at the conclusion of this Meeting.

[Reference]

### Independence Criteria for Independent Outside Directors

The Company's independence criteria for Independent Outside Directors are based on the Guidelines concerning Listed Company Compliance, etc. provided by the Tokyo Exchange with the addition of the following items. The Company selects Outside Directors who do not fall under any of the following items as Independent Outside directors.

- 1) Persons formerly affiliated with the Group or their family members
- 2) Executives of a lender from which the Company borrowed an amount accounting for 2% or more the Company's consolidated total assets in any of the past three fiscal years
- 3) A major shareholder who holds 10% or more of the Company's voting rights or its executives
- 4) Consultants, accounting or legal specialists who receive cash or other assets of 10 million yen or more from the Group other than executive compensation in any of the past three fiscal years.

**Proposal 5:** Decision on Amount of Compensation for Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

At the 1st Annual General Meeting of Shareholders held on June 26, 2015, it was resolved that the amount of compensation for Directors of the Company shall be within 200 million yen per year (of which, that for Outside Directors be within 60 million yen per year, excluding the portion of salaries for Directors who concurrently serve as employees), which remains effective to this day. On the other hand, the Company will transition to a Company with an Audit and Supervisory Committee, provided that Proposal 2 “Partial Amendments to the Articles of Incorporation” is approved as proposed.

Accordingly, the Company proposes to abolish the current provisions concerning the amount of compensation for Directors, and establish the amount of compensation for Directors (excluding Directors serving as Audit and Supervisory Committee Members) to be within 200 million yen per year (of which, that for Outside Directors to be within 60 million yen per year, excluding the portion of salaries for Directors who concurrently serve as employees), taking into account various factors including the economic environment.

The number of Directors (excluding Directors serving as Audit and Supervisory Committee Members) will be eight (8) (of which, three (3) are Outside Directors), if Proposal 2 “Partial Amendments to the Articles of Incorporation” and Proposal 3 “Election of Eight (8) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)” are approved as proposed.

This Proposal shall come into effect effective when Proposal 2 “Partial Amendments to the Articles of Incorporation” takes effect.

**Proposal 6:** Decision on Amount of Compensation for Directors Serving as Audit and Supervisory Committee Members

The Company will transition to a Company with an Audit and Supervisory Committee, provided that Proposal 2 “Partial Amendments to the Articles of Incorporation” is approved as proposed. Accordingly, the Company proposes that the amount of compensation for Directors serving Audit and Supervisory Committee Members be within 40 million yen per year, taking into account their duties and responsibilities.

The number of Directors serving as Audit and Supervisory Committee Members will be three (3), if Proposal 2 “Partial Amendments to the Articles of Incorporation” and Proposal 4 “Election of Three (3) Directors Serving as Audit and Supervisory Committee Members” are approved as proposed.

This Proposal shall come into effect effective when Proposal 2 “Partial Amendments to the Articles of Incorporation” takes effect.

**Proposal 7:** Decision on Amount of Stock Compensation for Directors (Excluding Directors Serving as Audit and Supervisory Committee Members and Outside Directors)

1. Reasons for proposal

At the 5th Annual General Meeting of Shareholders held on June 21, 2019, the introduction of a stock compensation system (the “System”) for the Company’s Directors (excluding Outside Directors) was approved, which remains effective to this day. In line with a transition to a Company with an Audit and Supervisory Committee, provided that Proposal 2 “Partial Amendments to the Articles of Incorporation” is approved as proposed, the Company requests approval to abolish the current amount of compensation for Directors under the System, and reestablish the amount of compensation for Directors (excluding Directors serving as Audit and Supervisory Committee Members and Outside Directors).

This Proposal is made for procedural purposes in line with the transition to a Company with an Audit and Supervisory Committee, and the effective amount of compensation remains the same as that approved at the 5th Annual General Meeting of Shareholders. Therefore, the Company believes this Proposal to be reasonable.

Specifically, the Company requests approval for the amount of compensation under the System for Directors (excluding Directors serving as Audit and Supervisory Committee Members and Outside Directors), separately from the compensation framework for Directors (excluding Directors serving as Audit and Supervisory Committee Members) under Proposal 5.

The Company requests that details of the System be left to the discretion of the Board of Directors within the framework stated in 2. below.

Currently, there are five (5) Directors (excluding Outside Directors) eligible for the System. Upon the approval of Proposal 2 “Partial Amendments to the Articles of Incorporation” and Proposal 3 “Election of Eight (8) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)” as proposed, there will be five (5) Directors (excluding Directors serving as Audit and Supervisory Committee Members and Outside Directors) eligible for the System.

This proposal shall come into effect effective when Proposal 2 “Partial Amendments to the Articles of Incorporation” takes effect.

2. Amount and reference information of the compensation, etc. under the System

(1) Overview of the System

The System is a stock compensation system in which a trust (the “Trust”) established by the Company by contributing cash will acquire the Company’s shares, and Company shares shall be delivered to each Director (excluding Directors serving as Audit and Supervisory Committee Members and Outside Directors; hereinafter referred to as “Directors” under this Proposal) through the Trust in a number corresponding to the number of points granted to each Director by the Company.

The timing the Directors will receive delivery of Company shares will be at their retirement, in principle.

1) Persons eligible under the System	The Company’s Directors (excluding Directors serving as Audit and Supervisory Committee Members and Outside Directors)
2) Eligible Period	From the fiscal year ended March 31, 2020 through the fiscal year ending March 31, 2024
3) Upper limit of cash to be contributed by the Company as funds for acquiring Company shares required for delivery to those eligible in 1) during the period in 2)	A total of 50 million yen
4) Method of acquiring Company shares	By disposal of treasury stock or repurchase of Company shares from the stock market (including via off-floor trading)
5) Upper limit of the number of points to be granted to those eligible in 1)	46,000 points per fiscal year
6) Criteria for granting points	Points granted corresponding to position, etc.
7) Timing of delivering Company shares to those eligible in 1)	At retirement, in principle

(2) Upper limit of cash to be contributed by the Company

The initial trust period of the Trust shall be five (5) years, and the Company shall establish the Trust by contributing cash of up to 50 million yen in total as compensation for Directors incumbent during the Eligible Period to fund the purchase of Company shares required for delivery to Directors under the System during the Eligible Period, with Directors satisfying certain requirements as beneficiaries. The Trust is funded by cash entrusted by the Company, and shall acquire Company shares through the disposal of treasury stock or repurchase of Company shares from the stock market (including via off-floor trading).

Note: The actual cash to be entrusted to the Trust by the Company shall include estimated amounts of trust fees, trust administrator fees, etc. and other necessary expenses in addition to funds to acquire Company shares stated above.

Each time an Eligible Period expires, the System may be continued by extending the Eligible Period for a period within five (5) fiscal years determined each time, and by extending the Trust's trust period accordingly (including cases where the trust period is effectively extended by transferring the Trust's trust assets to another trust with the same purpose as the Trust established by the Company; hereinafter the same applies) upon decisions by the Company's Board of Directors. In this case, the Company shall additionally contribute cash to the Trust in an amount of up to 10 million yen multiplied by the number of fiscal years in the portion of the Eligible Period that was extended, and continue granting points and delivery of Company shares as stated in (3) below.

In addition, even in cases where the Eligible Period is not extended and the System does not continue, if there are any Directors not yet retired while having already been granted points at the expiry of the trust period, the Trust's trust period may be extended until the Director retires and the delivery of Company shares is completed.

(3) Calculation method and upper limit of Company shares for delivery to Directors

1) Method, etc. of granting points to Directors

Based on the share delivery regulations provided by the Company's Board of Directors, the Company grants points corresponding to position, etc. to each Director on the date for granting points specified in the said regulations during the trust period.

However, the total number of points the Company shall grant to Directors is limited to 46,000 points per fiscal year.

2) Delivery of Company shares corresponding to the number of points granted

Directors shall receive delivery of Company shares in accordance with the procedure in 3) below corresponding to the number of points granted in 1) above.

One (1) point shall be equivalent to one (1) share. However, if circumstances arise, such as stock splits, reverse stock splits, or other events that justify adjustment of the number of Company shares to be delivered, the rate shall be reasonably adjusted in accordance with the ratio of the stock split or reverse stock split, etc.

3) Delivery of Company shares to Directors

The Trust shall deliver Company shares to each Director stated in 2) above in principle at the retirement of each Director upon carrying out the prescribed beneficiary determination procedures.

However, a certain portion of Company shares may be sold by the Trust and converted to cash for the purpose the Company making deductions at source for tax payments, such as withholding income tax, etc. and this will constitute delivery in cash instead of Company shares. In addition, if Company shares held in the Trust are settled upon subscribing for a tender offer, and if Company shares are converted to cash, delivery may be made in cash instead of Company shares.

4) Exercise of voting rights

Based on the instructions of the trust administrator which is independent of the Company and its officers, the voting rights associated with the Company shares held in the Trust shall not be exercised uniformly. This is intended to secure the neutrality of the Company's management regarding the exercise of voting rights of the Company shares held in the Trust.

5) Treatment of dividends

Dividends from the Company shares held in the Trust shall be received by the Trust and applied to payments for acquisition of Company shares, trust fees for the Trust's trustee, etc.