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(Securities code: 1929)

June 5, 2024

(The measures for electronic provision started on: May 30, 2024)

To Shareholders with Voting Rights

Yasuo Wada
President & Representative Director
NITTOC CONSTRUCTION CO., LTD.
3-10-6, Higashi-Nihonbashi, Chuo-ku,
Tokyo, Japan

Notice of the 77th Annual Shareholders' Meeting

We hereby notify you that the 77th Annual Shareholders' Meeting (the "Meeting") of NITTOC CONSTRUCTION CO., LTD. (the "Company") will be held for the purposes as described below.

In convening the Meeting, the Company has taken the measures for electronic provision of the information included in the Reference Documents for the Shareholders' Meeting, etc. (the "matters to be provided electronically"). Please review this information by accessing the Company's website.

<Website of the Company>

<https://www.nittoc.co.jp/english/ir/shareholdersmeetings/>

In addition to the above, the matters to be provided electronically are also posted on the website presented below.

<Website of the Tokyo Stock Exchange>

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

Please access the website presented above, enter the name of the Company (NITTOC) or the securities code (1929), press "Search," select "Basic information," and then select "Documents for public inspection/PR information" to see them.

In lieu of attending the Meeting, you may exercise your voting rights in writing or via the Internet, etc. Please review the Reference Documents for the Shareholders' Meeting included in the matters to be provided electronically and exercise your voting rights by 5:30 p.m. Japan time on Thursday, June 20, 2024.

1. **Date and time:** Friday, June 21, 2024 at 10 a.m. Japan time
2. **Venue:** 6F, Daiwa Higashi-Nihonbashi Bldg.,
3-10-6, Higashi-Nihonbashi, Chuo-ku, Tokyo, Japan
3. **Purpose of the Meeting:**
Matters to be reported:
 1. Business Report and Consolidated Financial Statements for the 77th fiscal year (April 1, 2023 to March 31, 2024), 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 77th fiscal year (April 1, 2023 to March 31, 2024)

Matters to be resolved:

- Proposal 1:** Dividend of Surplus
Proposal 2: Election of 10 Directors
Proposal 3: Election of 1 Substitute Corporate Auditor

4. Other matters concerning the Meeting

Shareholders seeking to exercise voting rights via a proxy will be requested to designate another shareholder with voting rights as a proxy.

If you intend to exercise some of your voting rights for a proposal and the others against it, please submit a notice to the Company indicating your intention to split your voting rights and the reasons why you intend to do so at least three days prior to the Meeting.

- If you are attending the Meeting in person, please submit the enclosed Voting Rights Exercise Form at the reception.
- Any revisions to the matters to be provided electronically will be posted on the websites they are on.
- In accordance with the amended Companies Act, shareholders are in principle requested to access the above websites to review the matters to be provided electronically and the Company will mail the information in print form only to shareholders who made a request for delivery of documents. However, for this particular Meeting, we are sending documents that bear the matters to be provided electronically to all eligible shareholders. Please note that the following information, which forms part of the matters to be provided electronically, will not be contained in the documents to be sent to you in accordance with laws, regulations and provisions of the Company's Articles of Incorporation:
 - (i) Notes to the Consolidated Financial Statements, which are part of the Consolidated Financial Statements
 - (ii) Notes to the Non-consolidated Financial Statements, which are part of the Non-consolidated Financial Statements

Therefore, the Consolidated Financial Statements and Non-consolidated Financial Statements printed in these documents constitute part of the documents audited by the Accounting Auditor and the Corporate Auditors in preparing their respective audit reports.

Reference Documents for the Shareholders' Meeting

Proposals and References

Proposal 1: Dividend of Surplus

As a basic policy, the Company strives to ensure stable return of profits to shareholders, while working to strengthen its management foundation by reinforcing its corporate standing and enhancing internal reserves, and makes decisions on the allocation of profits by taking into account factors such as the performance for the fiscal year under review and the business environment.

Upon consideration based on this policy, the Company proposes to pay a year-end dividend for the fiscal year under review as follows:

Year-end dividend

- 1) Type of dividend property
Cash
- 2) Allotment of dividend property and its total amount
25 yen per common share of the Company for a total of 1,043,205,475 yen
- 3) Effective date of dividend of surplus
June 24, 2024

Proposal 2: Election of 10 Directors

As the terms of office of all the 9 incumbent Directors will expire at the close of this Meeting, the Company proposes the election of 10 Directors.

The candidates for Director are as described below.


The Company selects candidates for Director in consideration of factors such as their personality, insight and achievements, following deliberation by the Nomination and Compensation Committee, a voluntary body whose members include the Company's independent Outside Directors and independent Outside Corporate Auditors.

No.	Name	Positions and Responsibilities at the Company	Attendance at the Board of Directors' Meetings (Ratio)	Years Served as Director (at the Close of the Meeting)
1	Yasuo Wada <u>Reappointment</u>	President & Representative Director	16/16 (100%)	5 years
2	Hiroshi Yamada <u>Reappointment</u>	Vice President & Representative Director and responsible for overseas operations and engineering & development	16/16 (100%)	10 years
3	Toshikazu Kawaguchi <u>Reappointment</u>	Director, Managing Executive Officer, General Manager, Corporate Strategy Division	15/16 (94%)	5 years
4	Naoto Kami <u>Reappointment</u>	Director, Managing Executive Officer, General Manager, Business Operation Division	16/16 (100%)	3 years
5	Katsuhiro Yorozu <u>Reappointment</u>	Director, Managing Executive Officer, General Manager, Administration Division	16/16 (100%)	3 years
6	Iwao Aso <u>Reappointment</u>	Director	15/16 (94%)	10 years
7	Masayuki Watanabe <u>Reappointment</u> <u>Outside</u> <u>Independent</u>	Outside Director	16/16 (100%)	8 years
8	Katsuo Nakamura <u>Reappointment</u> <u>Outside</u> <u>Independent</u>	Outside Director	15/16 (94%)	7 years
9	Naoko Okada <u>Reappointment</u> <u>Outside</u> <u>Independent</u> <u>Female</u>	Outside Director	14/16 (88%)	2 years
10	Sayaka Mori <u>New appointment</u> <u>Outside</u> <u>Independent</u> <u>Female</u>	—	—	—

New appointment Candidate for newly appointed Director Reappointment Candidate for reappointed Director

Outside Candidate for Outside Director Independent Candidate for independent Director Female Candidate for female Director


No.	Name	Career summary, significant concurrent positions and positions and responsibilities at the Company
1	 <p data-bbox="268 528 418 560">Yasuo Wada</p> <p data-bbox="260 595 426 627">Reappointment</p> <p data-bbox="248 667 437 734">Date of birth: January 27, 1959</p> <p data-bbox="212 770 474 869">Number of shares of the Company held: 28,186 shares</p> <p data-bbox="212 909 474 1043">Years served as Director (at the close of the Meeting): 5 years</p> <p data-bbox="212 1084 474 1182">Attendance at the Board of Directors' meetings: 16/16 (100%)</p>	<p data-bbox="483 210 1426 241">April 1981 Joined the Company</p> <p data-bbox="483 241 1426 273">April 2005 General Manager, Construction Department, Tokyo Branch</p> <p data-bbox="483 273 1426 340">April 2006 Associate General Manager, Business Planning Department, Corporate Planning Office</p> <p data-bbox="483 340 1426 407">April 2007 General Manager, Business Planning Department, Corporate Planning Office</p> <p data-bbox="483 407 1426 474">October 2007 Operating Officer, General Manager, Corporate Planning Office</p> <p data-bbox="483 474 1426 506">April 2009 Operating Officer, Deputy General Manager, Tokyo Branch</p> <p data-bbox="483 506 1426 537">April 2013 Operating Officer, General Manager, Nagoya Branch</p> <p data-bbox="483 537 1426 604">April 2018 Operating Officer, Deputy General Manager, Business Operation Division</p> <p data-bbox="483 604 1426 672">April 2019 Operating Officer, General Manager, Business Operation Division</p> <p data-bbox="483 672 1426 739">June 2019 Director, Managing Executive Officer, General Manager, Business Operation Division</p> <p data-bbox="483 739 1426 770">April 2021 President & Representative Director</p> <p data-bbox="483 770 1426 837">April 2022 President & Representative Director, General Manager, Safety, Environment & Quality Control Division</p> <p data-bbox="483 837 1426 869">April 2023 President & Representative Director (to present)</p> <p data-bbox="483 909 1426 1182">[Reasons for candidacy as Director] After serving in such positions as General Manager of Nagoya Branch and General Manager of Business Operation Division, Yasuo Wada has been serving as President & Representative Director of the Company since April 2021. He has a wealth of experience and insight concerning the Group's overall management. Therefore, the Company has renominated him as a candidate for Director.</p>


No.	Name	Career summary, significant concurrent positions and positions and responsibilities at the Company	
2		April 1981	Joined the Company
		April 2004	General Manager, Slope Department, Engineering Division
		August 2004	Associate General Manager, Sapporo Branch and General Manager, Technology Department
		April 2006	General Manager, Technology Department, Business Department, Sapporo Branch
		April 2008	Deputy General Manager, Engineering Division
		July 2008	Operating Officer, Deputy General Manager, Engineering Division
		June 2009	Director, Midori Industries Co., Ltd.
		June 2012	Managing Executive Officer, Deputy General Manager, Engineering Division, the Company
	<p style="text-align: center;">Reappointment</p>	April 2014	Managing Executive Officer, General Manager, Engineering Division
	<p>Date of birth:</p>	June 2014	Director, Managing Executive Officer, General Manager, Engineering Division
	<p>September 25, 1957</p>	June 2019	Director, Senior Managing Officer, General Manager, Engineering Division
	<p>Number of shares of the Company held:</p>	June 2019	Director, Senior Managing Officer, General Manager, Engineering Division
	<p>16,092 shares</p>	April 2020	Director, Senior Managing Officer, General Manager, Engineering & Development Division
<p>Years served as Director (at the close of the Meeting):</p>	June 2021	Director, Senior Managing Officer, General Manager, Engineering & Development Division and responsible for overseas operations	
<p>10 years</p>	April 2022	Director, Operating Officer and Vice President, General Manager, Engineering & Development Division and responsible for overseas operations	
<p>Attendance at the Board of Directors' meetings:</p>	April 2023	Vice President & Representative Director and responsible for overseas operations and engineering & development (to present)	
<p>16/16 (100%)</p>	<p>[Reasons for candidacy as Director]</p>		
	<p>Hiroshi Yamada has been serving as Vice President & Representative Director and has been responsible for overseas operations and engineering & development since April 2023 and promoting development of technology and improvement and enhancement of existing technology. He also has a wealth of experience and insight overseas. Therefore, the Company has renominated him as a candidate for Director.</p>		


No.	Name	Career summary, significant concurrent positions and positions and responsibilities at the Company
3	 <p data-bbox="213 524 474 560">Toshikazu Kawaguchi</p> <p data-bbox="261 595 426 627">[Reappointment]</p> <p data-bbox="244 667 443 730">Date of birth: February 26, 1961</p> <p data-bbox="213 770 474 869">Number of shares of the Company held: 11,748 shares</p> <p data-bbox="213 909 474 1039">Years served as Director (at the close of the Meeting): 5 years</p> <p data-bbox="213 1079 474 1178">Attendance at the Board of Directors' meetings: 15/16 (94%)</p>	<p data-bbox="489 210 1420 1258"> April 1983 Joined the Company April 2006 General Manager, Accounting Department, Administration Division June 2007 Director, Midori Industries Co., Ltd. July 2008 Operating Officer, General Manager, Accounting Department, Administration Division, the Company April 2012 Operating Officer, Deputy General Manager, Administration Division and General Manager, Accounting Department April 2013 Operating Officer, General Manager, Corporate Planning Office and General Manager, Business Planning Department April 2014 Operating Officer, Deputy General Manager, Corporate Strategy Division and General Manager, Corporate Planning Department and General Manager, Related Business Department June 2014 Managing Executive Officer, Deputy General Manager, Corporate Strategy Division and General Manager, Corporate Planning Department and General Manager, Related Business Department August 2014 Director, Midori Industries Co., Ltd. July 2018 Commissaris, PT. NITTO CONSTRUCTION INDONESIA April 2019 Managing Executive Officer, General Manager, Corporate Strategy Division and General Manager, Corporate Planning Department and General Manager, Related Business Department, the Company June 2019 Director, Managing Executive Officer, General Manager, Corporate Strategy Division and General Manager, Corporate Planning Department and General Manager, Related Business Department April 2022 Director, Managing Executive Officer, General Manager, Corporate Strategy Division (to present) </p> <p data-bbox="489 1263 1420 1536"> [Reasons for candidacy as Director] Toshikazu Kawaguchi has been serving as Director, Managing Executive Officer and General Manager of Corporate Strategy Division since June 2019. He has a wealth of experience and insight concerning the Group's overall management. The Company considers that he will be able to contribute to further enhancement of the Company's corporate value through formulation and implementation of management strategies etc. Therefore, the Company has renominated him as a candidate for Director. </p>

No.	Name	Career summary, significant concurrent positions and positions and responsibilities at the Company
4	 <p data-bbox="268 528 416 560">Naoto Kami</p> <p data-bbox="260 595 424 627">Reappointment</p> <p data-bbox="268 667 416 698">Date of birth:</p> <p data-bbox="268 707 416 739">May 13, 1963</p>	<p data-bbox="488 210 619 241">April 1987</p> <p data-bbox="691 210 935 241">Joined the Company</p> <p data-bbox="488 246 619 277">April 2006</p> <p data-bbox="691 246 1345 309">Deputy General Manager, Chiba Sales Office, Business Department, Tokyo Branch</p> <p data-bbox="488 313 619 344">April 2007</p> <p data-bbox="691 313 1305 376">General Manager, Yokohama Sales Office, Business Department, Tokyo Branch</p> <p data-bbox="488 380 619 412">April 2011</p> <p data-bbox="691 380 1345 412">General Manager, Business Department, Tokyo Branch</p> <p data-bbox="488 416 619 448">April 2014</p> <p data-bbox="691 416 1171 448">Deputy General Manager, Tokyo Branch</p> <p data-bbox="488 452 619 483">April 2017</p> <p data-bbox="691 452 1094 483">General Manager, Kyushu Branch</p> <p data-bbox="488 488 619 519">April 2018</p> <p data-bbox="691 488 1318 519">Operating Officer, General Manager, Kyushu Branch</p> <p data-bbox="488 524 619 555">April 2019</p> <p data-bbox="691 524 1302 555">Operating Officer, General Manager, Tokyo Branch</p> <p data-bbox="488 560 619 591">June 2019</p> <p data-bbox="691 560 1334 622">Managing Executive Officer, General Manager, Tokyo Branch</p> <p data-bbox="488 627 619 658">April 2021</p> <p data-bbox="691 627 1366 689">Managing Executive Officer, General Manager, Business Operation Division</p> <p data-bbox="488 694 619 725">June 2021</p> <p data-bbox="691 694 1366 757">Director, Managing Executive Officer, General Manager, Business Operation Division (to present)</p>
	<p data-bbox="212 784 475 882">Number of shares of the Company held: 47,092 shares</p> <p data-bbox="212 918 475 1052">Years served as Director (at the close of the Meeting): 3 years</p> <p data-bbox="212 1088 475 1187">Attendance at the Board of Directors' meetings: 16/16 (100%)</p>	<p data-bbox="488 779 911 810">[Reasons for candidacy as Director]</p> <p data-bbox="488 815 1422 949">Naoto Kami has been serving as Director, Managing Executive Officer and General Manager of Business Operation Division since June 2021. He has a wealth of experience and insight concerning the Group's overall management. Therefore, the Company has renominated him as a candidate for Director.</p>


No.	Name	Career summary, significant concurrent positions and positions and responsibilities at the Company
5		<p>April 1983 Joined The Hokkaido Takushoku Bank, Ltd.</p> <p>April 2005 General Manager, Hachioji Branch, The Chuo Mitsui Trust and Banking Company, Limited (currently Sumitomo Mitsui Trust Bank, Limited)</p> <p>December 2006 General Manager, Kitakyushu Branch</p> <p>June 2008 General Manager, Machida Branch</p> <p>July 2012 Joined the Company</p>
	Katsuhiro Yorozu	Operating Officer, General Manager, Internal Control Promotion Office
	Reappointment	April 2013 Operating Officer, General Manager, General Affairs Department, Administration Division
	Date of birth: July 30, 1960	April 2015 Operating Officer, Deputy General Manager, Administration Division
	Number of shares of the Company held: 24,417 shares	June 2019 Director, Shimane Earth Engineering Co., Ltd. June 2019 Director, Yamaguchi Earth Engineering Co., Ltd.
	Years served as Director (at the close of the Meeting): 3 years	June 2019 Managing Executive Officer, Deputy General Manager, Administration Division, the Company
	Attendance at the Board of Directors' meetings: 16/16 (100%)	April 2021 Managing Executive Officer, General Manager, Administration Division
		June 2021 Director, Managing Executive Officer, General Manager, Administration Division (to present)
		<p>[Reasons for candidacy as Director]</p> <p>After having held many prominent positions at a major financial institution, Katsuhiro Yorozu has been serving as Director, Managing Executive Officer and General Manager of Administration Division of the Company since June 2021 and has a wealth of experience and insight. Therefore, the Company has renominated him as a candidate for Director.</p>

No.	Name	Career summary, significant concurrent positions and positions and responsibilities at the Company
6	 <p data-bbox="284 528 400 555">Iwao Aso</p> <p data-bbox="260 595 427 622">Reappointment</p> <p data-bbox="268 667 419 730">Date of birth: July 17, 1974</p> <p data-bbox="212 770 475 869">Number of shares of the Company held: 0 shares</p> <p data-bbox="212 909 475 1039">Years served as Director (at the close of the Meeting): 10 years</p> <p data-bbox="212 1079 475 1178">Attendance at the Board of Directors' meetings: 15/16 (94%)</p>	<p data-bbox="488 210 1331 273">April 1997 Joined The Long-Term Credit Bank of Japan, Limited (currently SBI Shinsei Bank, Limited)</p> <p data-bbox="488 282 1283 344">June 2000 Auditor, ASO CEMENT Co., Ltd. (currently ASO CORPORATION)</p> <p data-bbox="488 353 791 380">June 2001 Director</p> <p data-bbox="488 389 1098 416">August 2001 Director, ASO CEMENT Co., Ltd.</p> <p data-bbox="488 425 1145 452">December 2005 Outside Director, DWANGO Co., Ltd.</p> <p data-bbox="488 461 1327 488">June 2006 Executive Managing Director, ASO CORPORATION</p> <p data-bbox="488 497 986 524">October 2008 Executive Vice President</p> <p data-bbox="488 533 944 560">June 2010 President (to present)</p> <p data-bbox="488 568 1059 595">June 2014 Outside Director, the Company</p> <p data-bbox="488 604 1426 667">October 2014 Outside Director, KADOKAWA DWANGO CORPORATION (currently KADOKAWA CORPORATION)</p> <p data-bbox="488 676 1075 703">December 2015 Outside Director, IREP Co., Ltd.</p> <p data-bbox="488 712 1114 739">January 2016 President, ASO CEMENT Co., Ltd.</p> <p data-bbox="488 748 1267 775">October 2016 Outside Director, D.A.Consortium Holdings Inc.</p> <p data-bbox="488 784 1257 810">June 2017 Outside Director, TSUZUKI DENKI CO., LTD.</p> <p data-bbox="488 819 1104 846">October 2018 Director, the Company (to present)</p> <p data-bbox="488 855 1168 882">June 2021 Outside Director, Tohto Suisan Co., Ltd.</p> <p data-bbox="488 891 1257 918">June 2022 Director, DAIHO CORPORATION (to present)</p> <p data-bbox="488 927 912 1025">(Significant concurrent positions) President, ASO CORPORATION Director, DAIHO CORPORATION</p> <p data-bbox="488 1066 1391 1232">[Reasons for candidacy as Director] Iwao Aso has a wealth of experience as a corporate manager. The Company has renominated him as a candidate for Director as it considers that, by making use of his broad insight, he will be able to appropriately perform his duties as a Director at the Company as well.</p>

No.	Name	Career summary, significant concurrent positions and positions and responsibilities at the Company
7	 <p data-bbox="209 524 475 562">Masayuki Watanabe</p> <p data-bbox="261 595 427 629">Reappointment</p> <p data-bbox="300 629 389 663">Outside</p> <p data-bbox="276 663 413 696">Independent</p> <p data-bbox="272 734 416 768">Date of birth:</p> <p data-bbox="272 768 416 801">May 2, 1970</p> <p data-bbox="209 840 475 936">Number of shares of the Company held: 625 shares</p> <p data-bbox="209 974 475 1144">Years served as Outside Director (at the close of the Meeting): 8 years</p> <p data-bbox="209 1182 475 1279">Attendance at the Board of Directors' meetings: 16/16 (100%)</p>	<p data-bbox="488 208 1345 275">April 1998 Joined the Prime Minister's Office (Secretariat General Affairs Division)</p> <p data-bbox="488 275 1297 342">October 2001 Joined Anderson Mori (currently Anderson Mori & Tomotsune)</p> <p data-bbox="488 342 1289 409">October 2001 Registered as an attorney-at-law (Daini Tokyo Bar Association)</p> <p data-bbox="488 409 1002 443">August 2009 Joined Miyake & Partners</p> <p data-bbox="488 443 922 477">May 2011 Partner (to present)</p> <p data-bbox="488 477 1310 510">June 2014 Outside Director, OHSHO FOOD SERVICE CORP.</p> <p data-bbox="488 510 1203 544">June 2016 Outside Director, the Company (to present)</p> <p data-bbox="488 544 1345 611">June 2020 Outside Director, Kosaido Co., Ltd. (currently Kosaido Holdings Co., Ltd.) (to present)</p> <p data-bbox="488 611 1331 678">June 2021 Outside Director, Yoyogi Animation Academy Inc. (to present)</p> <p data-bbox="488 678 1313 745">October 2022 Outside Director (Audit and Supervisory Committee member), Mitsuboshi Co., Ltd. (to present)</p> <p data-bbox="488 745 1369 779">March 2023 Director, Mitsuboshi Philippines Corporation (to present)</p> <p data-bbox="488 779 1345 846">April 2023 Outside Director (Audit and Supervisory Committee Member), THE NIHON SEIMA CO., LTD. (to present)</p> <p data-bbox="488 846 1310 880">June 2023 Outside Director, Tohto Suisan Co., Ltd. (to present)</p> <p data-bbox="488 902 887 936">(Significant concurrent positions)</p> <p data-bbox="488 936 815 969">Partner, Miyake & Partners</p> <p data-bbox="488 969 1026 1003">Outside Director, Kosaido Holdings Co., Ltd.</p> <p data-bbox="488 1003 1086 1037">Outside Director, Yoyogi Animation Academy Inc.</p> <p data-bbox="488 1037 1369 1104">Outside Director (Audit and Supervisory Committee member), Mitsuboshi Co., Ltd.</p> <p data-bbox="488 1104 1026 1137">Director, Mitsuboshi Philippines Corporation</p> <p data-bbox="488 1137 1401 1205">Outside Director (Audit and Supervisory Committee Member), THE NIHON SEIMA CO., LTD.</p> <p data-bbox="488 1205 967 1238">Outside Director, Tohto Suisan Co., Ltd.</p> <p data-bbox="488 1283 1426 1641"> [Reasons for candidacy as Outside Director and overview of expected role] Masayuki Watanabe has expertise and experience in corporate legal affairs gained through working as an attorney-at-law. The Company has renominated him as a candidate for Outside Director as it believes that, by making use of his broad insight, he will be able to appropriately perform his duties as an Outside Director at the Company as well. If he is elected, he will be involved in nomination of candidates for officer of the Company and determination of compensation etc. for officers from an objective and neutral standpoint as a member of the Nomination and Compensation Committee, a voluntary committee. </p>

No.	Name	Career summary, significant concurrent positions and positions and responsibilities at the Company
8	 <p data-bbox="236 528 451 560">Katsuo Nakamura</p> <p data-bbox="261 595 426 627">Reappointment</p> <p data-bbox="300 631 387 663">Outside</p> <p data-bbox="276 667 411 698">Independent</p> <p data-bbox="268 734 419 801">Date of birth: April 16, 1950</p> <p data-bbox="213 837 474 940">Number of shares of the Company held: 1,878 shares</p> <p data-bbox="217 976 470 1146">Years served as Outside Director (at the close of the Meeting): 7 years</p> <p data-bbox="217 1182 470 1285">Attendance at the Board of Directors' meetings: 15/16 (94%)</p>	<p data-bbox="488 210 948 241">April 1974 Joined Yoko Co., Ltd.</p> <p data-bbox="488 246 1342 309">October 1975 Joined Central Corporation Co., Ltd. (currently Central Amenity Service Co., Ltd.)</p> <p data-bbox="488 313 1139 344">October 1991 President and Representative Director</p> <p data-bbox="488 349 1326 380">August 2004 President and Representative Director, Yoko Co., Ltd.</p> <p data-bbox="488 385 1315 448">May 2008 Chairman, Nihon University College of Law Alumni Association</p> <p data-bbox="488 452 1303 483">September 2008 Member of the Board of Trustees, Nihon University</p> <p data-bbox="488 488 1007 519">September 2011 Director, Nihon University</p> <p data-bbox="488 524 1374 586">August 2014 Chairman and Representative Director, Yoko Co., Ltd. (to present)</p> <p data-bbox="488 591 1358 654">August 2014 Chairman and Representative Director, Central Amenity Service Co., Ltd. (to present)</p> <p data-bbox="488 658 1134 689">September 2014 Executive Director, Nihon University</p> <p data-bbox="488 694 1203 725">June 2017 Outside Director, the Company (to present)</p> <p data-bbox="488 739 884 770">(Significant concurrent positions)</p> <p data-bbox="488 775 1129 806">Chairman and Representative Director, Yoko Co., Ltd.</p> <p data-bbox="488 810 1362 842">Chairman and Representative Director, Central Amenity Service Co., Ltd.</p> <p data-bbox="488 878 1422 1223">[Reasons for candidacy as Outside Director and overview of expected role] Katsuo Nakamura has abundant experience as a corporate manager and has served in many prominent positions at Nihon University. The Company has renominated him as a candidate for Outside Director as it believes that, by making use of his broad insight, he will be able to appropriately perform his duties as an Outside Director at the Company as well. If he is elected, he will be involved in nomination of candidates for officer of the Company and determination of compensation etc. for officers from an objective and neutral standpoint as a member of the Nomination and Compensation Committee, a voluntary committee.</p>

No.	Name	Career summary, significant concurrent positions and positions and responsibilities at the Company
9	 <p data-bbox="260 528 427 557">Naoko Okada</p> <p data-bbox="260 595 427 624">Reappointment</p> <p data-bbox="300 629 387 658">Outside</p> <p data-bbox="276 663 411 692">Independent</p> <p data-bbox="300 696 387 725">Female</p> <p data-bbox="268 770 419 835">Date of birth: June 7, 1978</p> <p data-bbox="212 875 475 972">Number of shares of the Company held: 625 shares</p> <p data-bbox="212 1012 475 1178">Years served as Outside Director (at the close of the Meeting): 2 years</p> <p data-bbox="212 1218 475 1314">Attendance at the Board of Directors' meetings: 14/16 (88%)</p>	<p data-bbox="485 210 1426 275">April 2007 General Manager of Management Division, EC Navi Company (currently CARTA HOLDINGS, INC.)</p> <p data-bbox="485 280 1426 344">July 2009 Founder and CEO, Network Communications Corp. (to present)</p> <p data-bbox="485 349 1426 378">March 2014 Producer, Executive Business Division, Every.LLC</p> <p data-bbox="485 383 1426 412">March 2020 Outside Director, Roland DG Corporation (to present)</p> <p data-bbox="485 416 1426 481">July 2020 Deputy Representative Director, General Incorporated Association Risk Communication Institute of Japan</p> <p data-bbox="485 486 1426 515">October 2021 Outside Director, Retrieva, Inc. (to present)</p> <p data-bbox="485 519 1426 548">June 2022 Outside Director, the Company (to present)</p> <p data-bbox="485 553 1426 663">December 2023 Outside Director (Audit and Supervisory Committee Member), People, Dreams & Technologies Group Co., Ltd. (to present)</p> <p data-bbox="485 674 1426 875">(Significant concurrent positions) Founder and CEO, Network Communications Corp. Outside Director, Roland DG Corporation Outside Director, Retrieva, Inc. Outside Director (Audit and Supervisory Committee Member), People, Dreams & Technologies Group Co., Ltd.</p> <p data-bbox="485 916 1426 1120">[Reasons for candidacy as Outside Director and overview of expected role] Naoko Okada has a wealth of experience as a corporate manager and an expert in corporate public relations. The Company has nominated her as a candidate for Outside Director as it believes that, by making use of her broad insight, she will be able to appropriately perform her duties as an Outside Director at the Company as well.</p>

No.	Name	Career summary, significant concurrent positions and positions and responsibilities at the Company
10	 <p data-bbox="268 488 421 519">Sayaka Mori</p> <p data-bbox="245 555 443 586">New appointment</p> <p data-bbox="300 591 389 622">Outside</p> <p data-bbox="277 627 411 658">Independent</p> <p data-bbox="300 663 389 694">Female</p> <p data-bbox="236 730 453 797">Date of birth: December 13, 1980</p> <p data-bbox="210 833 475 931">Number of shares of the Company held: — shares</p> <p data-bbox="210 967 475 1137">Years served as Outside Director (at the close of the Meeting): — years</p> <p data-bbox="210 1173 475 1281">Attendance at the Board of Directors' meetings: — (—%)</p>	<p data-bbox="485 206 1315 385">April 2004 Joined Japan Asia Investment Company, Limited April 2008 Manager, Domestic Investment Department September 2009 Manager, Business Administration Department March 2013 Representative, GM Office April 2020 Representative Director, Career Creation (to present)</p> <p data-bbox="485 600 970 667">(Significant concurrent positions) Representative Director, Career Creation</p> <p data-bbox="485 779 1426 981">[Reasons for candidacy as Outside Director and overview of expected role] Sayaka Mori has a wealth of experience as a corporate manager and a career consultant. The Company has nominated her as a candidate for Outside Director as it believes that, by making use of her broad insight regarding human resources development, etc., she will be able to appropriately perform her duties as an Outside Director at the Company as well.</p>

Notes:

1. There are no special interests between any of the candidates and the Company.
2. Candidates Masayuki Watanabe, Katsuo Nakamura, Naoko Okada and Sayaka Mori are candidates for Outside Director.
3. Masayuki Watanabe, Katsuo Nakamura and Naoko Okada are Independent Directors as prescribed in the regulations of the Tokyo Stock Exchange. If the election of Sayaka Mori is approved at this Meeting, the Company intends to designate her as an independent director and report her accordingly to the Tokyo Stock Exchange.
4. Iwao Aso is the President of ASO CORPORATION, which is the wholly-owning parent company of AN Holdings Corp., the Company's parent company.
5. Number of years since the Outside Director candidates assumed office as Outside Director:
Masayuki Watanabe will have served for 8 years at the close of this Meeting. Katsuo Nakamura will have served for 7 years at the close of this Meeting. Naoko Okada will have served for 2 years at the close of this Meeting.
6. Liability limitation agreements with candidates for non-executive Director:
The Company has concluded agreements with Iwao Aso, Masayuki Watanabe, Katsuo Nakamura and

Naoko Okada to limit their liability stipulated in Article 423, Paragraph 1 of the Companies Act to the minimum amount stipulated by laws and regulations, provided that they have performed their duties in good faith and without gross negligence. If the election of four candidates of Iwao Aso, Masayuki Watanabe, Katsuo Nakamura and Naoko Okada is approved at this Meeting, the Company intends to renew the said agreements. If the election of Sayaka Mori is approved at this Meeting, the Company intends to conclude the same agreement with her.

7. The Company has concluded a directors and officers liability insurance contract with an insurance company. The said insurance contract covers damages that may arise in the event that the insured assumes liability for the execution of his or her duties or is the subject of a claim related to such liability. All Director candidates will be covered as the insured by the said insurance contract. The Company intends to renew the said insurance contract with the same contents at the time of the next renewal.

(Reference) Management structure if Proposal 2 is approved (planned)

Name	Positions and responsibilities	Corporate management	Sales/construction	Legal affairs/compliance	Engineering	IT/DX	Finance/accounting	Overseas expertise	Safety and quality control	Personnel and labor management
Yasuo Wada	President & Representative Director	○	○		○				○	
Hiroshi Yamada	Vice President & Representative Director and responsible for overseas operations and engineering & development	○	○		○			○		
Toshikazu Kawaguchi	Director, Managing Executive Officer, General Manager, Corporate Strategy Division	○		○			○			
Naoto Kami	Director, Managing Executive Officer, General Manager, Business Operation Division	○	○		○				○	
Katsuhiro Yorozu	Director, Managing Executive Officer, General Manager, Administration Division	○		○			○			○
Iwao Aso	Director	○		○		○		○		○
Masayuki Watanabe	Outside Director			○				○		
Katsuo Nakamura	Outside Director	○								○
Naoko Okada	Outside Director	○		○		○		○		
Sayaka Mori	Outside Director	○		○				○		○

*In addition to the above, we expect all Directors to take advantage of their respective expertise to demonstrate multifaceted insights.

Corporate management	Contribution to decisions on corporate strategy, etc. from experience of involvement in important corporate decision-making
Sales/construction	Contribution to decisions on sales strategy from knowledge of sales and construction
Legal affairs/compliance	Contribution to management from experience and knowledge of legal affairs and compliance
Engineering	Contribution to management from experience and expertise of engineering
IT/DX	Contribution to management from experience and expertise of IT and DX
Finance/accounting	Contribution to management from knowledge and experience of finance, accounting and tax matters
Overseas expertise	Contribution to management from experience and expertise of overseas operations
Safety and quality control	Contribution to management from knowledge and experience of safety, quality control and environment
Personnel and labor management	Contribution to management from experience and expertise of human resource development, work-style reform and environmental improvement

Proposal 3: Election of 1 Substitute Corporate Auditor

To prepare for contingencies where the number of Corporate Auditors falls below the number stipulated in laws and regulations, the Company proposes the prior election of 1 substitute Corporate Auditor pursuant to Article 329, Paragraph 3 of the Companies Act. The substitute Corporate Auditor shall take office on condition that the number of Corporate Auditors falls below the number stipulated in laws and regulations, and the term of office of the said substitute Corporate Auditor shall be the remaining term of his/her predecessor. The resolution of this proposal shall be effective up to the opening of the next annual shareholders' meeting.

The Company has obtained the consent of the Board of Corporate Auditors regarding this proposal.

The candidate for substitute Corporate Auditor is as follows:

Name (Date of birth)	Career summary, significant concurrent positions and positions at the Company	Number of shares of the Company held
Tomohiko Manabe (October 3, 1963)	<p>October 1991 Joined Showa Ota & Co. (currently Ernst & Young ShinNihon LLC)</p> <p>April 1997 Registered as a certified public accountant</p> <p>May 2007 Partner, Ernst & Young ShinNihon LLC</p> <p>July 2010 Partner, Certified Public Tax Accountant's Co. Takano Sogo Accounting Firm</p> <p>July 2013 Senior Partner</p> <p>May 2015 Outside Director, Freund Corporation</p> <p>June 2015 Outside Corporate Auditor, NIPPON SHUPPAN HANBAI INC. (currently NIPPAN GROUP HOLDINGS, INC.)</p> <p>June 2017 Outside Corporate Auditor, Shuppan Kyodo Ryutsu Inc.</p> <p>March 2019 Outside Corporate Auditor, Human's Data Ltd. (to present)</p> <p>June 2019 Councilor, The Nakabe Scholarship Foundation (to present)</p> <p>September 2020 Representative Partner, Certified Public Tax Accountant's Co. Takano Sogo Accounting Firm (to present)</p>	0
	<p>(Significant concurrent positions)</p> <p>Representative Partner, Certified Public Tax Accountant's Co. Takano Sogo Accounting Firm</p> <p>Outside Corporate Auditor, Human's Data Ltd.</p> <p>Councilor, The Nakabe Scholarship Foundation</p> <p>[Reasons for candidacy as substitute Outside Corporate Auditor]</p> <p>Tomohiko Manabe has expertise and experience in corporate accounting gained through working as a certified public accountant. The Company has nominated him as a candidate for substitute Outside Corporate Auditor as it believes that, by making use of his broad insight, he will be able to appropriately perform his duties as an Outside Corporate Auditor at the Company as well.</p>	

Notes:

1. There are no special interests between the candidate Tomohiko Manabe and the Company.
2. Details about the candidate for substitute Corporate Auditor are as follows:
 - 1) Candidate Tomohiko Manabe is a candidate for substitute Outside Corporate Auditor.
 - 2) If the election of Tomohiko Manabe is approved at this Meeting and he takes office as Outside

Corporate Auditor, the Company intends to designate him as an independent auditor and report him accordingly to the Tokyo Stock Exchange.

3) Liability limitation agreements with Corporate Auditors

The Company stipulates in its Articles of Incorporation that it can conclude an agreement with its Corporate Auditors to limit their liability for damages to the Company within the limits of laws and regulations so that Corporate Auditors can fully perform their expected roles. Accordingly, if the election of Tomohiko Manabe is approved and he takes office as Outside Corporate Auditor, the Company intends to conclude a liability limitation agreement with him to limit his liability stipulated in Article 423, Paragraph 1 of the Companies Act to the minimum amount stipulated by laws and regulations, provided he performed his duties in good faith and without gross negligence.

4) The Company has concluded a directors and officers liability insurance contract with an insurance company. The said insurance contract covers damages that may arise in the event that the insured assumes liability for the execution of his or her duties or is the subject of a claim related to such liability. If the election of Tomohiko Manabe is approved and he takes office as Outside Corporate Auditor, he will be covered as the insured by the said insurance contract.