Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.
The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from this translation.

Securities Code: 1719
June 3, 2019

To our shareholders:

Masato Fukutomi
Representative Director and President
HAZAMA ANDO CORPORATION
6-1-20, Akasaka, Minato-ku, Tokyo

Notice of the Annual General Meeting of Shareholders for the FYE March 31, 2019

You are cordially invited to attend the Annual General Meeting of Shareholders of HAZAMA ANDO CORPORATION (the "Company") for the FYE March 31, 2019, which will be held as indicated below.
If you are unable to attend the Meeting in person, you may exercise your voting rights in writing or via the Internet. Please review the attached Reference Documents for General Meeting of Shareholders, and then return the voting form to the Company by postal mail or enter your approval or disapproval of the proposals via the Internet as instructed below so that your vote is received by 5:15 p.m. on Wednesday, June 26, 2019 (JST).

1. **Date and Time:** Thursday, June 27, 2019, at 10:00 a.m. (JST)
2. **Venue:** Head Office of the Company (Conference room on 2F)
   6-1-20, Akasaka, Minato-ku, Tokyo
3. **Purpose of the Meeting**

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the FYE March 31, 2019 (from April 1, 2018 to March 31, 2019), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
2. The Non-consolidated Financial Statements for the FYE March 31, 2019 (from April 1, 2018 to March 31, 2019)

Matters to be resolved:

Company Proposals (Proposal No. 1 through Proposal No. 4)

Proposal No. 1 Appropriation of Surplus
Proposal No. 2 Election of Nine (9) Board Directors
Proposal No. 3 Election of Two (2) Audit & Supervisory Board Members
Proposal No. 4 Election of One (1) Substitute Audit & Supervisory Board Member

Shareholder Proposal (Proposal No. 5)

Proposal No. 5 Revisions to a Portion of the Articles of Incorporation (Thorough Health and Safety Management)

The outline of the shareholder proposal is shown in "Reference Documents for General Meeting of Shareholders" (pages 22 through 23).

4. **Instructions for Exercising Voting Rights**

(1) Voting in writing
Please indicate your approval or disapproval of each proposal in the enclosed voting form, and then return the form by postal mail so that your vote is received by 5:15 p.m. on Wednesday, June 26, 2019 (JST).

(2) Voting via the Internet
Please access the Company's designated website for voting (https://evote.tr.mufg.jp/) from your computer, smartphone or mobile phone, use the "login ID" and "temporary password" which are provided on the enclosed voting form, and enter your approval or disapproval of each proposal following the instruction on the screen by 5:15 p.m. on Wednesday, June 26, 2019 (JST).
For details on how to exercise voting rights, please see "Instructions for Exercise of Voting Rights via the Internet" (Japanese only).

(3) Duplication of votes

If you have exercised your voting rights both by mailing and via the Internet, only the exercise of voting rights via the Internet shall be deemed valid.

In addition, if you have exercised your voting rights more than once via the Internet, only the final exercise of the voting rights shall be deemed effective.

(4) Exercising Voting Rights by Proxy

Pursuant to the provision of Article 17 of the Articles of Incorporation of the Company, you may exercise your voting rights by designating another shareholder with voting rights in the Company to exercise your voting rights as your proxy. In this case, the shareholder or proxy must submit to the Company a written statement attesting to the right of proxy.

- If you plan to attend the meeting in person, please present the enclosed voting form at the reception desk upon your arrival.
- The reception desk is scheduled to open at 9:00 a.m. on the day of the meeting.
- This Notice of the Annual General Meeting of Shareholders is posted on the website of the Company and the Tokyo Stock Exchange (Japanese and English).
- Pursuant to the relevant laws and regulations and the provision of Article 15 of the Articles of Incorporation of the Company, the following among documents to be attached to the notice of this Annual General Meeting of Shareholders, are posted on the Company's website (http://www.ad-hzm.co.jp/ir/convocation.html) and are not attached to this notice.

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

  These items are included in the Consolidated Financial Statements and the Non-consolidated Financial Statements that were audited by the Financial Auditor and Audit & Supervisory Board Members in preparing their respective audit reports.
- If any changes have been made to the items on the Reference Documents for General Meeting of Shareholders as well as the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements, such changes will be posted on the Company's website (http://www.ad-hzm.co.jp/ir/announce.html).

Reference Documents for General Meeting of Shareholders

(Company Proposal)
Proposal No. 1 Appropriation of Surplus

The Company enhances sustained improvement of corporate value and both investment and internal reserves for future growth from the medium- and long-term perspective, and also maintains a basic policy to pay dividends to its shareholders on a stable and continual basis taking into consideration the Company's business performance, consolidated financial results, and the future profit forecast, etc.
The Company has given comprehensive consideration to matters including the business performance and financial results, etc. for the FYE March 31, 2019, and proposes to pay a year-end dividend of ¥15 per share. Accordingly, including the interim dividend of ¥15 per share, the annual dividend for the fiscal year for the FYE March 31, 2019 will total ¥30 per share.

Year-end dividends
1. Type of dividend property
   Cash
2. Allotment of dividend property to shareholders and their aggregate amount
   ¥15 per common share of the Company
   Total payment: ¥3,002,119,770
3. Effective date of dividends of surplus
   June 28, 2019

(Company Proposal)

Proposal No. 2 Election of Nine (9) Board Directors

At the conclusion of this meeting, the terms of office of all 11 currently serving Board Directors will expire. Therefore, the Company proposes the election of nine Board Directors, including three external Board Directors.
The candidates for Board Director are as follows. Please refer to pages 5 through 15 for their career summaries, etc.

Candidate No.	Name	Current position in the Company	Tenure (At the end of this meeting)	Attendance rate at board meetings	Remarks
1	Masato Fukutomi	Representative Director and President	2 years	100%	Reelection
2	Toru Ikegami	Board Director and Vice President Director of Construction Division	3 years	100%	Reelection
3	Muneo Gomi	Vice President Director of Business Development Division	-	-	New candidate
4	Haruyuki Kaneko	Board Director and Vice President	8 years	100%	Reelection
5	Shinya Miyamori	Board Director and Managing Executive Officer Director of Administration Division, in charge of Disaster Management	2 years	100%	Reelection
6	Katsuhiko Tabuchi	Managing Executive Officer Deputy Director of Construction Division	-	-	New candidate
7	Masami Fujita	Board Director (Part-time)	2 years	100%	Reelection External Board Director Independent officer
8	Mariko Kitagawa	Board Director (Part-time)	2 years	100%	Reelection External Board Director Independent officer
9	Mieko Kuwayama	Board Director (Part-time)	1 year	92.3%	Reelection External Board Director Independent officer

Policies and procedures for nomination as candidates for Board Director

The Board of Directors of the Company consists of internal Directors who are familiar with the key business areas of the Company, specifically, civil engineering, building and administrative matters, and have adequate knowledge, experience and capabilities as required and external independent Directors who have been engaged in management in other organizations over many years with extensive experience and discernment. The Articles of Incorporation stipulate that the number of Board Directors shall not exceed 12.

A balance of knowledge, experience, and capabilities as well as diversity and scope are taken into account so that the Board of Directors as a whole can contribute to the sustainable growth and the increase of corporate value. Considering such composition of the Board of Directors, the election of senior management executives and nomination of candidates for Board Director are proposed to the Board of Directors, and deliberated and determined, based on such factors as ability to make proper and prompt decisions with well-balanced knowledge, experience and capabilities, high awareness of compliance, and personality to be a respectable person by President, Representative Director, and Directors in charge of human resources with the proper involvement of external independent Directors by seeking their opinions.

Policy on independence of external Board Directors

The Company's policy is to elect external Board Directors who can fulfill their duties independently and objectively and have no conflict of interest with shareholders. Independence of the external Board Directors is judged in accordance with the Companies Act and the independence criteria provided by the Tokyo Stock Exchange.

<table>
<tr><th>Candidate No.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary, and position and responsibility in the Company</th><th>Number of the Company's shares owned</th></tr>
<tr><td rowspan="2">1</td><td>Masato Fukutomi
February 4, 1957 (62 years old)
Reelection

Tenure as Board Director
2 years

Attendance at Board meetings during the FYE March 31, 2019
16 of 16 meetings
(Attendance rate: 100%)</td><td>Apr. 1979
Oct. 2003

June 2006

Apr. 2009

Apr. 2011
Apr. 2013

Apr. 2014

Apr. 2017

June 2017

Apr. 2018

Significant concurrent positions outside the Company
None</td><td>Joined HAZAMA CORPORATION
Manager of Business Development Department, Nagoya Branch
General Manager of Business Development Department, Nagoya Branch
Deputy Director of Kyushu Branch and General Manager of Business Development Department, Kyushu Branch
Executive Officer, Director of Kyushu Branch
Executive Officer, Director of Kanto Civil Branch of the Company
Managing Executive Officer, Director of Kanto Civil Branch
Vice President, in charge of Civil Engineering Division
Board Director and Vice President, in charge of Civil Engineering Division
Representative Director and President (current position)
(up to the present)</td><td>7,600 shares</td></tr>
<tr><td colspan="4">Relationship of special interest between the candidate and the Company
There is no special interest between the candidate and the Company (or any other officers or candidates of the Company).
Reasons for nomination as candidate for Board Director
The candidate has been engaged in civil engineering construction over many years and possesses extensive experience, knowledge, and a high level of expertise of the business. He has led decision making on important managerial matters and supervision of business execution as Chair of the Board of Directors.
The Company has nominated him as a candidate because it judges that he will continue to drive growth of the Company through innovation and work toward the creation of corporate value as changes in the management environment increase speed.</td></tr>
</table>

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
2	Toru Ikegami February 3, 1960 (59 years old) Reelection Tenure as Board Director 3 years Attendance at Board meetings during the FYE March 31, 2019 16 of 16 meetings (Attendance rate: 100%)	Apr. 1984 Joined HAZAMA CORPORATION June 2004 General Manager of Hatsudai Construction Sites, Tokyo Branch June 2007 General Manager of Ohashi Construction Sites, Kanto Civil Branch Apr. 2012 Deputy Director of Kanto Civil Branch Apr. 2013 Deputy Director of Nagoya Branch of the Company Apr. 2014 Executive Officer, Director of Nagoya Branch Apr. 2016 Managing Executive Officer, Director of Civil Engineering Division and Deputy Director of President Office June 2016 Board Director and Managing Executive Officer, Director of Civil Engineering Division and Deputy Director of President Office Apr. 2017 Board Director and Managing Executive Officer, Director of Civil Engineering Division and Director of Kanto Civil Branch Apr. 2018 Board Director and Senior Managing Executive Officer, Director of Civil Engineering Division Apr. 2019 Board Director and Vice President, Director of Construction Division (current position) (up to the present) Significant concurrent positions outside the Company None	11,500 shares
	Relationship of special interest between the candidate and the Company There is no special interest between the candidate and the Company (or any other officers or candidates of the Company). Reasons for nomination as candidate for Board Director The candidate has been engaged in civil engineering construction over many years and possesses extensive experience, knowledge, and a high level of expertise of the business. He has promoted overall business strategy on civil engineering construction and has been in charge of decision making on important managerial matters and supervision of business execution. The Company has nominated him as a candidate because it judges that he will continue to contribute to the management of the Company, especially in the area of quality and safety of overall construction work.		

<table>
<tr><th>Candidate No.</th><th>Name
(Date of birth)</th><th>Career summary, and position and responsibility in the Company</th><th>Number of the Company's shares owned</th></tr>
<tr><td rowspan="2">3</td><td>Muneo Gomi
February 22, 1960 (59 years old)
New candidate</td><td>Apr. 1983 Joined HAZAMA CORPORATION
Oct. 2003 Manager of Business Development Department, Civil Engineering Division
July 2009 General Manager of Project Strategy Department, Civil Engineering Division
Apr. 2012 Deputy General Manager of Kanto Civil Engineering Branch and General Manager of Business Development Department No.1
Apr. 2013 Deputy General Manager of Kanto Civil Engineering Branch
Apr. 2014 Executive Officer, Deputy General Manager of Kanto Civil Engineering Branch
Apr. 2015 Executive Officer, General Business Development Manager of Civil Engineering Division
Apr. 2016 Managing Executive Officer, General Business Development Manager of Civil Engineering Division
Apr. 2018 Senior Managing Executive Officer, in charge of Civil Engineering Division
Apr. 2019 Vice President, Director of Business Development Division (current position) (up to the present)
Significant concurrent positions outside the Company
None</td><td>2,800 shares</td></tr>
<tr><td colspan="3">Relationship of special interest between the candidate and the Company
There is no special interest between the candidate and the Company (or any other officers or candidates of the Company).
Reasons for nomination as candidate for Board Director
The candidate has been engaged in civil engineering construction over many years and possesses extensive experience, knowledge, and a high level of expertise of the business. He has played a role in supervision of business execution such as presiding over business development.
The Company has nominated him as a candidate because it judges that he will continue to contribute to the management of the Company, especially in the area of general Business Development strategy.</td></tr>
</table>

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
4	Haruyuki Kaneko May 28, 1956 (63 years old) Reelection Tenure as Board Director 8 years Attendance at Board meetings during the FYE March 31, 2019 16 of 16 meetings (Attendance rate: 100%)	Oct. 2000 General Manager of Mitaka Branch of The Dai-Ichi Kangyo Bank, Limited June 2004 General Manager of Sales Department X of Mizuho Corporate Bank, Ltd. Mar. 2006 General Manager of TSUKIJI Branch of Mizuho Bank, Ltd. Apr. 2008 Executive Officer of Mizuho Trust & Banking Co., Ltd. Apr. 2009 Managing Executive Officer June 2010 Managing Director and Managing Executive Officer Apr. 2011 Joined HAZAMA CORPORATION as Corporate Advisor June 2011 Representative Director and Senior Managing Executive Officer, in charge of corporate planning, finance, legal and inspections Apr. 2012 Representative Director and Vice President, in charge of corporate planning, finance, legal and inspections Apr. 2013 Representative Director and Vice President, in charge of Administration Division of the Company Apr. 2016 Representative Director and Vice President Apr. 2019 Board Director and Vice President (current position) (up to the present) Significant concurrent positions outside the Company None	14,800 shares
	Relationship of special interest between the candidate and the Company There is no special interest between the candidate and the Company (or any other officers or candidates of the Company). Reasons for nomination as candidate for Board Director The candidate possesses extensive experience, knowledge, and a high level of expertise obtained through working in financial institutions, and has been engaged in decision-making on important managerial matters, and supervision of business execution. The Company has nominated him as a candidate because it judges that he will continue to contribute to the management of the Company.		

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
5	Shinya Miyamori March 26, 1959 (60 years old) Reelection Tenure as Board Director 2 years Attendance at Board meetings during the FYE March 31, 2019 16 of 16 meetings (Attendance rate: 100%)	Apr. 1983 Joined HAZAMA CORPORATION Oct. 2003 Accounting Manager of Administration Department, AOYAMA KANZAI CORPORATION Aug. 2006 General Manager of Administration Department, Shikoku Branch Oct. 2007 General Manager of Administration Department, Tohoku Branch July 2009 Deputy General Manager of Finance Department, Business Administration Planning Division Oct. 2009 General Manager of Finance Department, Business Administration Planning Division Apr. 2013 General Manager of Finance Department, Administration Division of the Company Jan. 2016 Deputy Director of Administration Division and General Manager of Finance Department, Administration Division Apr. 2016 Executive Officer, Director of Administration Division in charge of Disaster Management June 2017 Board Director and Executive Officer, Director of Administration Division and in charge of Disaster Management Apr. 2018 Board Director and Managing Executive Officer, Director of Administration Division and in charge of Disaster Management (current position) (up to the present) Significant concurrent positions outside the Company None	1,300 shares
	Relationship of special interest between the candidate and the Company There is no special interest between the candidate and the Company (or any other officers or candidates of the Company). Reasons for nomination as candidate for Board Director The candidate possesses extensive experience and knowledge obtained through engagement in the financial divisions over many years, and has been in supervision of business execution such as the decision of important matters in management and overseeing the area of administration. The Company has nominated him as a candidate because it judges that he will continue to contribute to the management of the Company, especially in the area of administration.		

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
6	Katsuhiko Tabuchi June 2, 1959 (60 years old) New candidate	Apr. 1982 Joined ANDO Corporation Mar. 1993 General Manager of Construction Sites Aug. 2004 Supervising General Manager of Construction Sites Apr. 2006 Construction Manager of Building Construction Department No. 2 Apr. 2007 General Manager of Construction Department, Building Construction Department No. 2 Apr. 2009 Deputy General Manager of Building Construction Department No. 2 Apr. 2010 Executive Officer, Director of Nagoya Branch Apr. 2013 Executive Officer, Deputy Director of Osaka Branch of the Company Apr. 2015 Executive Officer, Director of Osaka Branch Apr. 2016 Managing Executive Officer, Director of Osaka Branch Apr. 2018 Managing Executive Officer, Deputy Director of Building Construction Division Apr. 2019 Managing Executive Officer, Deputy Director of Construction Division (current position) (up to the present) Significant concurrent positions outside the Company None	14,850 shares
	Relationship of special interest between the candidate and the Company There is no special interest between the candidate and the Company (or any other officers or candidates of the Company). Reasons for nomination as candidate for Board Director The candidate has been engaged in construction over many years and possesses extensive experience, knowledge, and a high level of expertise of the business, and has played a role in promoting the construction business in general. The Company has nominated him as a candidate because it judges that he will continue to contribute to the management of the Company, especially in the area of quality and safety of overall construction work.		

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
7	Masami Fujita September 22, 1956 (62 years old) Reelection Candidate for external Board Director Independent officer Tenure as external Board Director 2 years Attendance at Board meetings during the FYE March 31, 2019 16 of 16 meetings (Attendance rate: 100%)	Apr. 1980 Joined Fujitsu Limited Dec. 2001 General Manager of Secretary Department June 2006 Executive Officer June 2009 Managing Executive Officer Apr. 2010 Vice President June 2010 Board Director and Vice President June 2012 Representative Director and Vice President Apr. 2016 Representative Director and President of Fujitsu Marketing Limited June 2017 External Board Director of the Company (current position) Apr. 2019 Executive Vice President and Corporate Officer of SHINKO ELECTRIC INDUSTRIES CO., LTD. (current position) (Scheduled to assume office as President and Representative Director of SHINKO ELECTRIC INDUSTRIES CO., LTD. in June 2019) (up to the present) Significant concurrent positions outside the Company Executive Vice President and Corporate Officer of SHINKO ELECTRIC INDUSTRIES CO., LTD. (Securities Code: 6967)	2,100 shares
	Relationship of special interest between the candidate and the Company There is no special interest between the candidate and the Company (or any other officers or candidates of the Company). Reasons for nomination as candidate for external Board Director The candidate has been engaged in management of enterprises involved in the businesses other than construction, which is the Company's key business area, and within the Company, has brought more transparency in the Company's operations and contributed towards bolstering corporate governance, such as providing a variety of suggestions as an external Board Director based on his experience. The Company has nominated him as a candidate because it judges that he will continue to appropriately execute his duties such as supervision of the Company's management.		

Notes:
1. Mr. Fujita is a candidate for external Board Director.
2. Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Fujita to limit his liabilities for damage under Article 423, paragraph 1 of the Companies Act. Pursuant to Article 29, paragraph 2 of the Articles of Incorporation of the Company, the Company limits his liability for damages to the minimum liability amount provided in Article 425, paragraph 1 of the Companies Act. If the reelection of Mr. Fujita is approved, the Company plans to renew the agreement with him.
3. The Company judges that Mr. Fujita's independence is maintained based on the independence criteria provided for by "Guidelines for Listing III 5. (3)-2" of the Tokyo Stock Exchange (TSE), and there is no possibility that conflict of interest may occur between Mr. Fujita and general shareholders. If the reelection of Mr. Fujita is approved, the Company plans to reappoint him as an independent officer and notify TSE of such reappointment.
4. Significant concurrent positions held at other organizations and the relationships between these organizations and the Company
   There is no business relationship for the last three years between SHINKO ELECTRIC INDUSTRIES CO., LTD. and there is no special interest between them.
   Fujitsu Marketing Limited, where the candidate was appointed as Representative Director and President until December 2018, has a business relationship with the Company, including delivery of computers. Sales from the Company has been less than 0.5% of Fujitsu Marketing Limited's sales for the last three years and the impact of the Company on Fujitsu Marketing Limited is minimal. There is no other business relationship for the last three years between Fujitsu Marketing Limited and the Company, and the Company judges that there is no special interest between them.
5. Fujitsu Limited, for which Mr. Fujita served as Director, received a cease and desist order and a payment order from the Japan Fair Trade Commission for violating the Anti-Monopoly Act in relation to the delivery of network facilities for secure electricity supply after an on-site inspection by the members of the commission in May 2015.
   Although Mr. Fujita was not involved in the facts and was not aware of the facts until those situations came into light, he had consistently provided suggestions based on his responsibility as global corporate and from a perspective of

compliance obligation and attempted to draw attention to the company. After the incident, he immediately has made recommendations at Board of Directors' meetings and other meetings, including demanding investigation and appropriate preventive measures such as thorough awareness of compliance and the systems and operations for its implementation.

6. Mr. Fujita has never served as an officer or a business executive of the Company or a specified affiliated business operator for the Company.
7. Mr. Fujita does not plan to receive a large amount of cash or other property from the Company or a specified affiliated business operator for the Company, and has never received such payment for the last two years.
8. Mr. Fujita is not a spouse, relative within the third degree of consanguinity or of similar status of a business executive of the Company or a business operator that has specific relations with the Company.
9. Mr. Fujita has no special opinion about the above description of his career summary, etc.

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
8	Mariko Kitagawa April 3, 1965 (54 years old) Reelection Candidate for external Board Director Independent officer Tenure as external Board Director 2 years Attendance at Board meetings during the FYE March 31, 2019 16 of 16 meetings (Attendance rate: 100%)	May 1999 Joined Tsukishima Soko Co., Ltd. July 2000 General Manager of IT Department June 2001 Board Director of Simax Co., Ltd. (current position) June 2002 Board Director of Tsukishima Soko Co., Ltd. Apr. 2003 Board Director, Deputy Director of Sales Division June 2004 Representative Director and President (current position) June 2007 Board Director of Tsukishima Butsuryu Service K.K. (current position) June 2017 External Board Director of the Company (current position) (up to the present) Significant concurrent positions outside the Company Representative Director and President of Tsukishima Soko Co., Ltd. Board Director of Tsukishima Butsuryu Service K.K. Board Director of Simax Co., Ltd.	0 shares
	Relationship of special interest between the candidate and the Company There is no special interest between the candidate and the Company (or any other officers or candidates of the Company). Reasons for nomination as candidate for external Board Director The candidate has been engaged in management of enterprises involved in the businesses other than construction, which is the Company's key business area, and within the Company, has brought more transparency in the Company's operations and contributed towards bolstering corporate governance, such as providing a variety of suggestions as an external Board Director based on her experience. The Company has nominated her as a candidate because it judges that she will continue to appropriately execute her duties such as supervision of the Company's management.		

Notes:
1. Ms. Kitagawa is a candidate for external Board Director.
2. Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Ms. Kitagawa to limit her liabilities for damage under Article 423, paragraph 1 of the Companies Act. Pursuant to Article 29, paragraph 2 of the Articles of Incorporation of the Company, the Company limits her liability for damages to the minimum liability amount provided in Article 425, paragraph 1 of the Companies Act. If the reelection of Ms. Kitagawa is approved, the Company plans to renew the agreement with her.
3. The Company judges that Ms. Kitagawa's independence is maintained based on the independence criteria provided for by "Guidelines for Listing III 5. (3)-2" of the Tokyo Stock Exchange (TSE), and there is no possibility that conflict of interest may occur between Ms. Kitagawa and general shareholders. If the reelection of Ms. Kitagawa is approved, the Company plans to reappoint her as an independent officer and notify TSE of such reappointment.
4. Significant concurrent positions held at other organizations and the relationships between these organizations and the Company
   The Company has business relationship with Tsukishima Soko Co., Ltd., including contract construction. Sales from Tsukishima Soko Co., Ltd. has been less than 0.5% of the consolidated net sales of the Company for the last three years (from the FYE March 31, 2017 to the FYE March 31, 2019); the impact of Tsukishima Soko Co., Ltd. on the Company is minimal. Tsukishima Soko Co., Ltd. has entered into a lease agreement with the Company. Lease income from the Company has been less than 0.5% of the net sales of Tsukishima Soko Co., Ltd. for the last three years. The impact of the Company on Tsukishima Soko Co., Ltd. is minimal. The Company judges that there is no special interest between Tsukishima Soko Co., Ltd. and the Company.
   The Company has had no business relationship for the last three years with any other organizations where the candidate holds significant concurrent positions and there is no special interest between them and the Company.
5. Ms. Kitagawa has never served as an officer or a business executive of the Company or a specified affiliated business operator for the Company.
6. Ms. Kitagawa does not plan to receive a large amount of cash or other property from the Company or a specified affiliated business operator for the Company, and has never received such payment for the last two years.
7. Ms. Kitagawa is not a spouse, relative within the third degree of consanguinity or of similar status of a business executive of the Company or a business operator that has specific relations with the Company.
8. Ms. Kitagawa has no special opinion about the above description of her career summary, etc.

<table>
<tr><th>Candidate No.</th><th>Name
(Date of birth)</th><th>Career summary, and position and responsibility in the Company</th><th>Number of the Company's shares owned</th></tr>
<tr><td rowspan="2">9</td><td>Mieko Kuwayama
March 30, 1948 (71 years old)
Reelection
Candidate for external Board Director
Independent officer

Tenure as external Board Director
1 year

Attendance at Board meetings during the FYE March 31, 2019
12 of 13 meetings
(Attendance rate: 92.3%)</td><td>Apr. 1970 Joined Shiseido Company, Limited
Apr. 2004 General Manager of CSR Department (Retired from Shiseido Company, Limited in June 2007)
Apr. 2008 Part-time Lecturer of Faculty of Economics at Komazawa University
Apr. 2009 Chief Researcher of Business Ethics Research Center
June 2012 Specially Appointed Professor of Graduate School of Law at Hitotsubashi University
Apr. 2015 Visiting Researcher of Hitotsubashi CFO Research Center (current position)
Apr. 2015 Visiting Researcher of Mission Management Research Institute at Meiji University (current position)
June 2017 External Board Director of FUJITSU GENERAL LIMITED (current position)
Apr. 2018 Senior Researcher of Business Ethics Research Center (current position)
June 2018 External Board Director of the Company (current position)
(up to the present)
Significant concurrent positions outside the Company
Senior Researcher of Business Ethics Research Center
Visiting Researcher of Hitotsubashi CFO Research Center
External Board Director of FUJITSU GENERAL LIMITED
(Securities Code: 6755)</td><td>0 shares</td></tr>
<tr><td colspan="3">Relationship of special interest between the candidate and the Company
There is no special interest between the candidate and the Company (or any other officers or candidates of the Company).
Reasons for nomination as candidate for external Board Director
The candidate has gained extensive experience in the private sector and engaged in research on corporate management with high level of expertise. The Company judges that she will be valuable for the management which plans further strengthening its corporate governance. The Company, therefore, has nominated her as a candidate.
Ms. Kuwayama has never been directly involved in the management of a company. However, the Company judges that she can be expected to supervise management as an external Board Director based on her knowledge and experience, etc.</td></tr>
</table>

Notes: 1. Ms. Kuwayama is a candidate for external Board Director.

2. Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Ms. Kuwayama to limit her liabilities for damage under Article 423, paragraph 1 of the Companies Act. Pursuant to Article 29, paragraph 2 of the Articles of Incorporation of the Company, the Company limits her liability for damages to the minimum liability amount provided in Article 425, paragraph 1 of the Companies Act. If the reelection of Ms. Kuwayama is approved, the Company plans to renew the agreement with her.
3. The Company judges that Ms. Kuwayama's independence is maintained based on the independence criteria provided for by "Guidelines for Listing III 5. (3)-2" of the Tokyo Stock Exchange (TSE), and there is no possibility that conflict of interest may occur between Ms. Kuwayama and general shareholders. If the election of Ms. Kuwayama is approved, the Company plans to appoint her as an independent officer and notify TSE of such reappointment.
4. Significant concurrent positions held at other organizations and the relationships between these organizations and the Company
   FUJITSU GENERAL LIMITED holds less than 0.02% of the total number of shares issued by the Company as of March 2019. The Company has less than 0.2% of the total number of shares issued by FUJITSU GENERAL LIMITED as of March 2019, and has business relationship with FUJITSU GENERAL LIMITED including contract construction. Sales from FUJITSU GENERAL LIMITED were less than 0.5% of the consolidated net sales of the Company in FYE March 31, 2017 and FYE March 31, 2018, and less than 1.5% in FYE March 31, 2019; the impact of FUJITSU GENERAL LIMITED on the Company is minimal. There is no other business relationship for the last three years between FUJITSU GENERAL LIMITED and the Company, and the Company judges that there is no special interest between them.

The Company has had no business relationship for the last three years with any other organizations where the candidate holds significant concurrent positions and there is no special interest between them and the Company.

5. Ms. Kuwayama has never served as an officer or a business executive of the Company or a specified affiliated business operator for the Company.
6. Ms. Kuwayama does not plan to receive a large amount of cash or other property from the Company or a specified affiliated business operator for the Company, and has never received such payment for the last two years.
7. Ms. Kuwayama is not a spouse, relative within the third degree of consanguinity or of similar status of a business executive of the Company or a business operator that has specific relations with the Company.
8. Ms. Kuwayama has no special opinion about the above description of her career summary, etc.

(Company Proposal)

Proposal No. 3 Election of Two (2) Audit & Supervisory Board Members

The terms of office of Audit & Supervisory Board Member Kimihiro Hirata and Audit & Supervisory Board Member Shigeo Kamimura will expire at the conclusion of this meeting. Therefore, the Company requests approval for the election of two Audit & Supervisory Board Members.

In addition, the consent of the Audit & Supervisory Board has been obtained for the submission of this proposal.

The candidates for Audit & Supervisory Board Member are as follows. Please refer to pages 17 through 19 for their career summaries, etc.

Candidate No.	Name	Current position in the Company	Tenure as Audit & Supervisory Board Member (At the end of this meeting)	Attendance rate at Audit & Supervisory Board meetings	Attendance rate at board meetings	Remarks
1	Tomoki Kitagawa	-	-	-	-	New candidate
2	Shigeo Kamimura	Audit & Supervisory Board Member (Part-time)	4 years	100%	93.8%	Reelection External Audit & Supervisory Board Member Independent officer

Policies and procedures for nomination as candidate for Audit & Supervisory Board Member

Personnel able to provide valuable advice and suggestions to the Board of Directors are considered for nomination as candidates for Audit & Supervisory Board Members by the President, Representative Director, and Directors in charge of human resources by taking into account knowledge on the Company's areas of business, insight into financial matters and diverse viewpoints on corporate management, and are proposed to the Board of Directors, and deliberated and determined with the proper involvement of external independent Directors by seeking their opinions after hearing the views of the Audit & Supervisory Board and receiving its approval.

Candidate No.	Name (Date of birth)	Career summary and position in the Company	Number of the Company's shares owned
1	Tomoki Kitagawa September 7, 1959 (59 years old) New candidate	Apr. 1982 Joined HAZAMA CORPORATION Oct. 2003 General Manager of Finance Department, Business Administration Planning Division Oct. 2009 General Manager of Administration Department, Kanto Civil Branch Apr. 2012 General Manager of Metropolitan Area Administration Department Apr. 2013 General Manager of Administration Division of Metropolitan Area Building No. 1 Branch and No. 2 Branch of the Company Apr. 2014 Deputy Director of Metropolitan Area Building Branch and General Manager of Administration Division June 2015 General Manager of CSR Promotion Department, President Office Apr. 2017 Executive Officer, Deputy Director of President Office and General Manager of CSR Promotion Department Apr. 2018 Executive Officer, Director of President Office Apr. 2019 Executive Officer, Audit Department (current position) (up to the present) Significant concurrent positions outside the Company None	7,200 shares
	Relationship of special interest between the candidate and the Company There is no special interest between the candidate and the Company (or any other officers or candidates of the Company). Reasons for nomination as candidate for Audit & Supervisory Board Member The candidate possesses extensive experience and knowledge obtained through engagement in the financial divisions over many years, and has recently been serving in the Business Administration Planning Department. The Company has nominated him as a candidate because it judges that he will contribute to the auditing, etc. of the Company's business execution based on his working experience.		

<table>
<tr><th>Candidate No.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary and position in the Company</th><th>Number of the Company's shares owned</th></tr>
<tr><td rowspan="2">2</td><td>Shigeo Kamimura
January 6, 1949 (70 years old)
Reelection
Candidate for external Audit & Supervisory Board Member
Independent officer

Tenure as external Audit & Supervisory Board Member
4 years

Attendance at Audit & Supervisory Board meetings during the FYE March 31, 2019
22 of 22 meetings
(Attendance rate: 100%)

Attendance at Board meetings during the FYE March 31, 2019
15 of 16 meetings
(Attendance rate: 93.8%)</td><td>July 2001
July 2003
July 2004
July 2005
July 2007
Aug. 2008
June 2012
June 2015
Nov. 2015
June 2016

Significant concurrent positions outside the Company
Shigeo Kamimura Tax Accounting Office
External Audit & Supervisory Board Member of FUJITOMI CO., Ltd. (Securities Code: 8740)
External Audit & Supervisory Board Member of Yazaki Corporation
Audit & Supervisory Board Member of TSP TAIYO GROUP INC.
Audit & Supervisory Board Member of TSP TAIYO INC.</td><td>Manager, Office of Director (Public Relations), Management and Co-ordination Department, Tokyo Regional Taxation Bureau
Chief Internal Inspector to Hiroshima, Commissioner's Secretariat, National Tax Agency
Deputy Assistant Regional Commissioner, Third Examination Department, Tokyo Regional Taxation Bureau
Chief Internal Inspector, Commissioner's Secretariat, National Tax Agency
Regional Commissioner, Takamatsu Regional Taxation Bureau
Opened tax accounting office
External Audit & Supervisory Board Member of FUJITOMI CO., Ltd. (current position)
External Audit & Supervisory Board Member of the Company (current position)
External Audit & Supervisory Board Member of Yazaki Corporation (current position)
Audit & Supervisory Board Member of TSP TAIYO GROUP INC. (current position)
Audit & Supervisory Board Member of TSP TAIYO INC. (current position)
(up to the present)</td><td>2,500 shares</td></tr>
<tr><td colspan="4">Relationship of special interest between the candidate and the Company
There is no special interest between the candidate and the Company (or any other officers or candidates of the Company).
Reasons for nomination as candidate for external Audit & Supervisory Board Member
The candidate has specialist knowledge and experience obtained through working over many years as a certified tax accountant, and the Company proposes his nomination as a candidate because it judges that he will impartially and justly execute his duties as external Audit & Supervisory Board Member. Mr. Kamimura has never been directly involved in the management of a company. However, the Company judges that he will be able to fulfill his duties as external Audit & Supervisory Board Member based on his knowledge and experience, etc.</td></tr>
</table>

Notes: 1. Mr. Kamimura is a candidate for external Audit & Supervisory Board Member.

2. Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Kamimura to limit his liabilities for damage under Article 423, paragraph 1 of the Companies Act. Pursuant to Article 38, paragraph 2 of the Articles of Incorporation of the Company, the Company limits his liability for damages to the minimum liability amount provided in Article 425, paragraph 1 of the Companies Act. If the reelection of Mr. Kamimura is approved, the Company plans to renew the agreement with him.

3. The Company judges that Mr. Kamimura's independence is maintained based on the independence criteria provided for by "Guidelines for Listing III 5. (3)-2" of the Tokyo Stock Exchange (TSE), and there is no possibility that conflict of interest may occur between Mr. Kamimura and general shareholders. If the election of Mr. Kamimura is approved, the Company plans to reappoint him as an independent officer and notify TSE of such reappointment.

4. Significant concurrent positions held at other organizations and the relationships between these organizations and the Company
The Company has business relationship with TSP TAIYO INC., including contract construction. Sales from the Company have been less than 1.0% of the net sales of TSP TAIYO INC. from the FYE March 30, 2017 to the FYE

March 31, 2018, and there were no transactions in the FYE March 31, 2019; the impact of the Company on TSP TAIYO INC. is minimal. There is no other business relationship for the last three years between TSP TAIYO INC. and the Company, and the Company judges that there is no special interest between them.
The Company has had no business relationship for the last three years with any other organizations where the candidate holds significant concurrent positions and there is no special interest between them and the Company.

5. Two of the Company's former employees were charged by the Tokyo District Public Prosecutors Office for fraud in relation to a decontamination project commissioned by Tamura-shi, Fukushima in August 2013, and were subject to criminal punishment.
   This case was caused by an act by former employees while the candidate was serving as an external Audit & Supervisory Board Member of the Company, and he was not involved in the facts and was not aware of the facts until the situation came to light, he had consistently provided voiced opinions based on his perspective of compliance obligation and attempted to draw attention to these in the Audit & Supervisory Board meetings, etc. After the situation came to light, as external Audit & Supervisory Board Member, he made suggestions such as ensuring awareness of compliance through the company's Audit & Supervisory Board to prevent a recurrence of such situations.
6. Mr. Kamimura has never served as an officer or a business executive of the Company or a specified affiliated business operator for the Company.
7. Mr. Kamimura does not plan to receive a large amount of cash or other property from the Company or a specified affiliated business operator for the Company, and has never received such payment for the last two years.
8. Mr. Kamimura is not a spouse, relative within the third degree of consanguinity or of similar status of a business executive of the Company or a business operator that has specific relations with the Company.
9. Each Audit & Supervisory Board Member has no special opinion about nominating Mr. Kamimura
10. Mr. Kamimura has no special opinion about the above description of his career summary, etc.

(Company Proposal)

Proposal No. 4 Election of One (1) Substitute Audit & Supervisory Board Member

The Company also requests approval for the election of one substitute Audit & Supervisory Board Member to be ready to fill a vacant position in case the incumbent number of Audit & Supervisory Board Members should fall below the number required by laws and regulations.

External Audit & Supervisory Board Members' replacement by substitute Audit & Supervisory Board Member is conditional on the number of external Audit & Supervisory Board Members falling below the number required by laws and regulations, and its term of office will expire when that of the predecessor expires.

The validity of the election of substitute Audit & Supervisory Board Member can be nullified by resolution of the Board of Directors if the consent of the Audit & Supervisory Board has been obtained; provided, however, that it is only in a time before assuming office.

In addition, the consent of the Audit & Supervisory Board has been obtained for the submission of this proposal.

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

Name (Date of birth)	Career summary and position in the Company		Number of the Company's shares owned
Takemi Hiramatsu February 10, 1963 (56 years old) Candidate for substitute external Audit & Supervisory Board Member Independent officer	Apr. 1989	Registered as an attorney at law and became a member of Daini Tokyo Bar Association	0 shares
	Apr. 1989	Masuda & Ejiri (currently Nishimura & Asahi)	
	Feb. 1994	Registered as an attorney at law in New York state, United States	
	Sept. 1994	Served in Davis Polk & Wardwell LLP	
	July 2007	Counselor, Nishimura & Asahi (current position)	
	Oct. 2012	Regional Vice Chair Asia Pacific of Labor and Employment Practice Group of Lex Mundi	
	June 2016	Substitute Audit & Supervisory Board Member of the Company (current position)	
	June 2016	External Audit & Supervisory Board Member of Sanrio Company, Ltd. (current position)	
	Feb. 2017	Observer of the Committee for NHK Receiving Fee System (current position) (up to the present)	
	Significant concurrent positions outside the Company Counselor of Nishimura & Asahi External Audit & Supervisory Board Member of Sanrio Company, Ltd. (Securities Code: 8136)		
Relationship of special interest between the candidate and the Company There is no special interest between the candidate and the Company (or any other officers or candidates of the Company). Reasons for nomination as candidate for substitute external Audit & Supervisory Board Member The candidate has specialist knowledge and experience obtained through working over many years as attorney at law, and the Company proposes his nomination as a candidate because it judges that he will impartially and justly execute his duties as external Audit & Supervisory Board Member. Mr. Hiramatsu has never been directly involved in the management of a company. However, the Company judges that he will be able to fulfill his duties as external Audit & Supervisory Board Member based on his knowledge and experience, etc.			

Notes:
1. Mr. Hiramatsu is a candidate for substitute external Audit & Supervisory Board Member.
2. If Mr. Hiramatsu assumes office of external Audit & Supervisory Board Member, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company plans to enter into an agreement with him to limit his liabilities for damage under Article 423, paragraph 1 of the Companies Act and pursuant to Article 38, paragraph 2 of the Articles of Incorporation of the Company, the Company limits his liability for damages to the minimum liability amount provided in Article 425, paragraph 1 of the Companies Act.
3. The Company judges that Mr. Hiramatsu's independence is maintained based on the independence criteria provided for by "Guidelines for Listing III 5. (3)-2" of the Tokyo Stock Exchange (TSE), and there is no possibility that conflict of interest may occur between Mr. Hiramatsu and general shareholders. If he assumes office of external Audit & Supervisory Board Member, the Company plans to appoint him as an independent officer and notify TSE of such appointment.
4. Significant concurrent positions held at other organizations and the relationships between these organizations and the Company

The Company has had no other business relationship for the last three years with any other organizations where the candidate holds significant concurrent positions and there is no special interest between them and the Company.

5. In December 2018, Sanrio Company, Ltd. which Mr. Hiramatsu serves as an external Audit & Supervisory Board Member, received a recommendation from the Japan Fair Trade Commission for violating the provisions of the Subcontracting Act such as forcing subcontractors to retrieve products after six months had elapsed since they were received.
   Although he was not involved in the facts and was not aware of the facts until the situation came to light, he had consistently provided voiced opinions based on his perspective of compliance obligation and attempted to draw attention to these in the Audit & Supervisory Board meetings, etc. After the situation came to light, in meetings of the company's Board of Directors, etc. where the facts and response policies were reported and discussed, he confirmed that appropriate implementation of the policies should be ensured, and made suggestions such as ensuring awareness of compliance through the company's Audit & Supervisory Board to prevent a recurrence of such situations.
6. Mr. Hiramatsu has never served as an officer or a business executive of the Company or a specified affiliated business operator for the Company.
7. Mr. Hiramatsu does not plan to receive a large amount of cash or other property from the Company or a specified affiliated business operator for the Company, and has never received such payment for the last two years.
8. Mr. Hiramatsu is not a spouse, relative within the third degree of consanguinity or of similar status of a business executive of the Company or a business operator that has specific relations with the Company.
9. Each Audit & Supervisory Board Member has no special opinion about nominating Mr. Hiramatsu
10. Mr. Hiramatsu has no special opinion about the above description of his career summary, etc.

(Shareholder Proposal)

Proposal No. 5 Revisions to a Portion of the Articles of Incorporation (Thorough Health and Safety Management)

Proposal No. 5 is proposed by one shareholder. The title, summary and reasons of the proposal are shown as originally submitted by the shareholders.

(1) Summary of the Agenda Item

The following provision shall be added as a new Article in the existing Articles of Incorporation, and current Articles 3 et seq. shall be renumbered correspondingly.

(Thorough Health and Safety Management)
Article 3. Health and safety management shall be conducted thoroughly by each and every officer or director of the Company, so as to prevent the occurrence under any circumstances of an accident regarding health and safety, or of natural disasters or accidents, etc., with "Safety has Priority over All Things" as the basic policy of the Company for health and safety.

The clauses related to this agenda item shall be modified to reflect the formalistic changes required to account for the other agenda items in the shareholders' meeting (including agenda items related to Company proposals) that are approved.

(2) Reasons for the Proposal

The Company has experienced repeated, major accidents regarding health and safety at its construction locations where the Company is acting as builder in recent years. As a result of these accidents, persons who were working on construction have lost their lives.
According to the Company's CSR Report and Sustainability Report, the Company has stated that "Reduction of repeated accidents" is one of its measures to promote health and safety management every year. However, considering the serious accidents that have occurred in recent years, the Company has clearly failed to ensure thorough management of health and safety by its officers and employees.
Following the incidents of recent years, the Company publicly announced measures to prevent the recurrence of disasters like these on November 8, 2018. We believe that the fact that the Company's previous measures on the safety have not led to a fundamental change in the Company's posture means that we can and should make our officers' and directors' health and safety management even more thorough and improve awareness of safety and implementation of preventative measures, as stated in the public announcement, by incorporating this provision into the articles of incorporation of the Company.

Opinion of the Board of Directors of the Company

The Board of Directors **opposes** this proposal.
The Company has stated that "SAFETY FIRST" in its Basic Policy for Safety and Health, and has built and operated labor safety and health management systems in an effort to ensure safety and health management for all personnel engaged on construction work including cooperating companies.
In addition, in response to the fire that occurred last July, the Company has formulated and implemented measures to prevent recurrence such as revising the rules on the use of fire based on suggestions from outside experts, and has also made further efforts to ensure safety management by officers and employees through the actions listed below.

- A strong statement of resolve by top management not to repeat any serious accidents, and instructions to all employees to be certain to implement measures to prevent recurrence, increase safety awareness and ensure safety management

- Clarification of roles and responsibilities after strengthening involvement of head office and branch officers to ensuring appropriate implementation of measure to prevent recurrence and ensuring safety rules take hold

- Creation of a new manual summarizing all rules on safety management in one book to spread safety culture, and utilization of this in safety education

The Articles of Incorporation stipulate basic matters concerning the Company's organization, etc., and it is our belief that stipulating a code of conduct, policies, etc. on the execution of business is not compatible with the nature of the Articles of Incorporation.
Furthermore, this proposal is for the Articles of Incorporation to stipulate only part of the code of conduct, policies, etc. on the execution of business that exist elsewhere, and we believe it is also inappropriate from this perspective.
However, we are already ensuring safety and health management in ways other than amendment of the Articles of Incorporation as stated above.
Therefore, it is the Company's view that it is not necessary to establish provisions such as those shown in this proposal in the Articles of Incorporation.