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

Securities Code: 1720
June 5, 2020

To Our Shareholders:

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

Notice of the 17th Annual General Meeting of Shareholders

The Company would hereby like to announce shareholders the Company's 17th Annual Meeting of Shareholders as described below.
In consideration of preventing the spread of the novel coronavirus, we kindly request you to refrain from attending the meeting and exercise your voting rights in advance in writing or through the Internet or other means as much as possible. Please read the following Reference Document for the Annual General Meeting of Shareholders and exercise your voting rights by no later than 6:00 p.m. on June 23, 2020 (Tuesday).

Sincerely yours,

1. Date: 10:00 a.m., June 24 (Wednesday), 2020
(Reception will begin at 9:00 a.m.)

2. Venue: Ballroom, B2F, Cerulean Tower Tokyu Hotel
26-1 Sakuragaoka-cho, Shibuya-ku, Tokyo
(As the venue is different from last year's, please refer to the Guide Map for the venue of the Annual General Meeting of Shareholders on the last page to make sure of the location.)

3. Purposes:

Items to be reported:

1. The business report, the consolidated financial statements and the results of consolidated financial statement audits by the Accounting Auditor and the Audit & Supervisory Board for the 17th business period (April 1, 2019 to March 31, 2020)
2. The non-consolidated financial statements for the 17th business period (April 1, 2019 to March 31, 2020)

Items to be resolved:

Agenda No. 1: Appropriation of Retained Earnings

Agenda No. 2: Election of Ten (10) Directors

Agenda No. 3: Election of Four (4) Audit & Supervisory Board Members

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

- Of the documents included in the Appendix to this Notice of Convocation of the General Meeting of Shareholders, the Business Report is among the documents audited by the Audit & Supervisory Board, and the Consolidated Financial Statements and Non-consolidated Financial Statements are among the documents audited by the Accounting Auditor and the Audit & Supervisory Board. The circumstances of the accounting auditor and the system to secure the appropriateness of business operations and the outline of the operating circumstances of the said system of the Business Report, the Consolidated Statements of changes in net assets and the Notes to the Consolidated Financial Statements of the Consolidated Financial Statements, and the Non-consolidated Statements of Changes in Net Assets and the Notes to the Non-consolidated Financial Statements of the Non-consolidated Financial Statements are posted on the Company's website in accordance with laws and ordinances and provisions of Article 16 of the Company's Articles of Incorporation.
- Results of resolutions at this Annual General Meeting of Shareholders will be listed on the Company's website via the Internet after this Annual General Meeting of Shareholders, in lieu of notifying you in writing.
- If there are any revisions to the Reference Document for the Annual Meeting of Shareholders, and/or the business report, the consolidated and the non-consolidated financial statements, such revisions will be listed on the Company's website.

Company's website https://www.tokyu-cnst.co.jp/

Reference Document for the Annual Meeting of Shareholders

Meeting Agenda and Referential Matters

Agenda No. 1: Appropriation of Retained Earnings

The Company regards stable and sustained profit returns to shareholders as a key policy, while recognizing the importance of securing ample internal reserves for investments and other initiatives to increase corporate value, and further improving financial strength to deal with medium- and long-term risks. In line with this policy, the Company aims to pay dividends while targeting 20% or higher in the consolidated payout ratio and implement profit returns including share buybacks, in a flexible manner based on operating results.

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

Year-end Dividend

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

20 yen per common share of the Company　　Total amount: ¥ 2,134,022,800

This will bring the annual dividend to 30 yen per share, including the interim dividend of 10 yen per share.

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

June 25, 2020

Agenda No. 2: Election of Ten (10) Directors

The terms of office of all of the current Directors will expire at the close of this General Meeting of Shareholders. Accordingly, we propose the election of ten (10) Directors.

The candidates for Directors are as follows.

[Reference: List of Candidates]

Candidate No.		Name	Current positions	Attendance at Board of Directors meetings
1	Reappointed	Tsuneo Iizuka	Representative Director, Chairman	13/14 meetings (92.9%)
2	Reappointed	Mitsuhiro Terada	Representative Director, President	14/14 meetings (100%)
3	Reappointed	Motoyuki Takagi	Representative Director, Executive Vice President	14/14 meetings (100%)
4	Reappointed	Masatoshi Shimizu	Director, Senior Managing Executive Officer	14/14 meetings (100%)
5	Reappointed	Yushi Tsukui	Director, Managing Executive Officer	13/14 meetings (92.9%)
6	Reappointed	Toshio Imamura	Director	13/14 meetings (92.9%)
7	Reappointed External Independent Officer	Yutaka Kubota	Director	14/14 meetings (100%)
8	Reappointed External	Masao Tomoe	Director	14/14 meetings (100%)
9	Reappointed External Independent Officer	Kahori Yoshida	Director	11/11 meetings (100%)
10	Newly Appointed External Independent Officer	Isao Onda	Audit & Supervisory Board Member	14/14 meetings (100%)



- Number of the Company's shares owned
  79,340 shares
- Term of Office for Director
  14 years
- Attendance at Board of Directors meetings:
  13/14 meetings (92.9%)

1 Tsuneo Iizuka (August 5, 1948)

Reappointed

Brief profile, position, responsibility and significant concurrent positions

April 1971	Joined Tokyu Construction Co., Ltd. ("the Company")
October 2003	Executive Officer of the Company
June 2004	Senior Executive Officer of the Company
June 2006	Director, Managing Executive Officerof the Company
April 2008	General Manager, Civil Engineering Division of the Company
June 2009	Representative Director, Senior Managing Executive Officer of the Company
April 2010	Representative Director, President of the Company
June 2018	Representative Director, Chairman of the Company (to present)

(significant concurrent positions)
Outside Director of Seikitokyu Kogyo Co., Ltd.

- Reasons for the election of candidate for Director

Mr. Iizuka has been serving as Representative Director of the Company since 2009. He has abundant experience and extensive expertise as a business manager and has properly performed his duties for administration and oversight of the overall businesses of the Group. Accordingly, he has been elected as a candidate for Director.



- Number of the Company's shares owned
  17,820 shares
- Term of Office for Director
  8 years
- Attendance at Board of Directors meetings:
  14/14 meetings (100%)

2 Mitsuhiro Terada (March 1, 1957)

Reappointed

Brief profile, position, responsibility and significant concurrent positions

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

- Reasons for the election of candidate for Director

Mr. Terada has abundant management experience at the Company and strong leadership as the Representative Director and President in the Group. Accordingly, he has been elected as a candidate for Director.



- Number of the Company's shares owned
  5,333 shares
- Term of Office for Director
  4 years
- Attendance at Board of Directors meetings:
  14/14 meetings (100%)

3 Motoyuki Takagi (November 25, 1955)

Reappointed

Brief profile, position, responsibility and significant concurrent positions

April 1979	Joined Tokyu Construction Co., Ltd.
April 2011	Executive Officer of the Company
April 2016	Managing Executive Officerof the Company General Manager, Building Construction Division of the Company
June 2016	Director, Managing Executive Officerof the Company
June 2018	Director, Senior Managing Executive Officer of the Company
April 2020	Representative Director, Executive Vice President of the Company (to present) General Manager of Business Management, in charge of Safety & Environment and International Business of the Company (to present)

- Reasons for the election of candidate for Director

Mr. Takagi has served as Representative Director of the Company. He has advanced expertise in the overall construction business, as well as abundant experience and extensive knowledge as a business manager. Accordingly, he has been elected as a candidate for Director.



- Number of the Company's shares owned
  3,401 shares
- Term of Office for Director
  3 years
- Attendance at Board of Directors meetings:
  14/14 meetings (100%)

4 Masatoshi Shimizu (January 20, 1959)

Reappointed

Brief profile, position, responsibility and significant concurrent positions

April 1982	Joined Tokyu Construction Co., Ltd.
April 2012	Executive Officer of the Company
April 2017	Managing Executive Officerof the Company General Manager, Business Administration Division of the Company (to present)
June 2017	Director, Managing Executive Officerof the Company
April 2020	Director, Senior Managing Executive Officer of the Company (to present)

- Reasons for the election of candidate for Director

Mr. Shimizu has been elected as candidate for Director due to his rich management experience at the Company and strong insights pertaining to overall business administration.



- Number of the Company's shares owned
  2,576 shares
- Term of Office for Director
  2 years
- Attendance at Board of Directors meetings:
  13/14 meetings (92.9%)

5 Yushi Tsukui (November 20, 1957)

Reappointed

Brief profile, position, responsibility and significant concurrent positions

April 1981	Joined Tokyu Construction Co., Ltd.
April 2015	Executive Officer of the Company
April 2018	Managing Executive Officerof the Company
	General Manager, Civil Engineering Division of the Company (to present)
June 2018	Director, Managing Executive Officerof the Company (to present)

- Reasons for the election of candidate for Director

Mr. Tsukui has been elected as candidate for Director for his rich management experience at the Company and strong insights pertaining to civil engineering.



- Number of the Company's shares owned
  5,700 shares
- Term of Office for Director
  2 years
- Attendance at Board of Directors meetings:
  13/14 meetings (92.9%)

6 Toshio Imamura (April 14, 1951)

Reappointed

Brief profile, position, responsibility and significant concurrent positions

April 1974	Joined Tokyu Corporation ("Tokyu")
June 2007	Director of Tokyu
June 2008	Managing Executive Director of Tokyu
April 2011	Senior Managing Executive Director of Tokyu
April 2014	Representative Director & Vice President of Tokyu
June 2015	Representative Director & Vice President of Tokyu
April 2018	Counselor of the Company
June 2018	Representative Director, President of the Company
June 2019	Representative Director of the Company
June 2019	Representative Director, Vice Chairman of the Company
April 2020	Director & Chairman of TOKYU COMMUNITY CORP. (to present)
	Director of the Company (to present)

(significant concurrent positions)
Director & Chairman of TOKYU COMMUNITY CORP.

- Reasons for the election of candidate for Director

Mr. Imamura has served as Representative Director of the Company. He had also served as Representative Director and other key positions of Tokyu (current Tokyu Corporation), a core company of the Tokyu Group. He has abundant experience and extensive expertise as a business manager. Accordingly, he has been elected as a candidate for Director.



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

7 Yutaka Kubota (November 24, 1947)

Reappointed | External | Independent Officer

Brief profile, position, responsibility and significant concurrent positions

April 1970	Joined Sagami Railway Co., Ltd. ("Sagami")
June 1998	Director of Sagami
May 2000	Representative Director, President of Sotetsu Real Estate Co., Ltd.
November 2000	Representative Director, President of Sotetsu Home Co., Ltd.
March 2001	Representative Director, President of Sotetsu Real Estate Sales Co., Ltd.
June 2002	Managing Director of Sagami
June 2011	Representative Director, President of Sotetsu Construction Co., Ltd.
June 2015	Director of the Company (to present)

- Reasons for the election of candidate for External Director

Mr. Kubota has been elected as candidate for External Director due to his rich management experience and broad insights as corporate manager as well as the Company's expectations that he will contribute to the Company's management using his opinions from the viewpoint of one familiar with the railway and construction businesses.



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

8 Masao Tomoe (November 23, 1953)

Reappointed | External

Brief profile, position, responsibility and significant concurrent positions

April 1976	Joined Tokyu Corporation ("Tokyu")
June 2007	Director of Tokyu
April 2011	Managing Executive Director of Tokyu
April 2014	Senior Managing Executive Director of Tokyu
July 2014	Executive General Manager of Human Resources Headquarters of Tokyu
June 2015	Director & Senior Managing Executive Officer of Tokyu
April 2017	Representative Director & Vice President of Tokyu (to present)
June 2018	Director of the Company (to present)
September 2019	Representative Director & Vice President of Tokyu Corporation (to present)

(significant concurrent positions)
Representative Director & Vice President of Tokyu Corporation

- Reasons for the election of candidate for External Director

Mr. Tomoe is the Representative Director of Tokyu Corporation, a core company of the Tokyu Group. He has been elected as candidate for External Director due to his rich management experience and broad insights as corporate manager as well as the Company's expectations that he will contribute to the Company's management using his opinions from the viewpoint of one familiar with the overall knowledge of business administration.



■ Number of the Company's shares owned
0 shares

■ Term of Office for Director
1 year

■ Attendance at Board of Directors meetings:
11/11 meetings (100%)

9 Kahori Yoshida (December 19, 1972)

Reappointed | External | Independent Officer

Brief profile, position, responsibility and significant concurrent positions

April 1996	Joined Recruit Cosmos Co., Ltd.
September 2010	Passed the bar examination
December 2011	Joined Yoshiko Takagi Law Firm (current T&T Partners Law Office) (to present)
	Registered as Lawyer
April 2012	Member of the Operation Committee for Housing Dispute Examination Meeting, Daini Tokyo Bar Association (to present)
November 2018	Special member of the Chuo Construction Project Dispute Examination Committee, the Ministry of Land, Infrastructure, Transport, and Tourism (to present)
June 2019	Director of the Company (to present)

(significant concurrent positions)
Lawyer

■ Reasons for the election of candidate for External Director

Ms. Yoshida has professional expertise as a lawyer and work experience in the real estate industry, and the Company expects her to bring her advice and opinions to the management of the Company. Accordingly, she has been elected as a candidate for External Director.
Although she has no experience of direct engagement in business management, the Company believes she has an ability to perform duties as External Director properly, due to the above reason.



■ Number of the Company's shares owned
0 shares

■ Term of Office for Director
—

■ Attendance at Board of Directors meetings:
14/14 meetings (100%)
(Attendance as Audit & Supervisory Board Member)

10 Isao Onda (April 4, 1949)

Newly Appointed | External | Independent Officer

Brief profile, position, responsibility and significant concurrent positions

October 1973	Passed second stage examination of CPA examination
	Joined EIKO Accounting Corporation
September 1977	Registered as Certified Public Accountant
December 1977	Registered as Certified Tax Accountant
July 1990	Partner of Century Audit Corporation ("Century")
June 1993	Director of Century
June 2002	Executive Director of Ernst & Young ShinNihon Audit Corporation
September 2008	Executive Director of Ernst & Young ShinNihon LLC ("EY ShinNihon")
September 2010	Advisor of EY ShinNihon
April 2011	Representative Director, President & CEO of GTM Research Institute Inc.
June 2012	Auditor of the Company (to present)
December 2015	Representative Director, President of GTM Research Institute Inc. (to present)

(significant concurrent positions)
Representative Director, President of GTM Research Institute Inc.
Visiting professor of Institute for Technology, Enterprise and Competitiveness, Doshisha University

■ Reasons for the election of candidate for External Director

With his abundant experience and in-depth knowledge as a business manager, as well as his professional insights as a certified public accountant and certified tax accountant, Mr. Onda has properly performed his duties as Audit & Supervisory Board Member and provided appropriate and beneficial advice and opinions in decision-making processes. Accordingly, he has been elected as candidate for External Director.

Notes:

1. Special conflict of interests between the candidate and the Company
   (1) Mr. Masao Tomoe is Representative Director of Tokyu Corporation and the company holds 15,362 thousand shares of the Company (holding ratio of 14.40%). In addition, the company and the Company perform businesses under the same category, and the company is a major counterpart for the Company's deals. The Company has transactions such as orders for construction projects with the company.
   (2) There is no special conflict of interests between the other candidates and the Company.
2. Yutaka Kubota, Kahori Yoshida, and Isao Onda satisfy the Company's criteria for the independence of External Directors set forth in pages 14 to 15 and are candidates for independent officers pursuant to the regulations of the Tokyo Stock Exchange, Inc.
3. Mr. Isao Onda will resign as Audit & Supervisory Board Member due to the expiration of his term of office at the close of this General Meeting of Shareholders. He will have served for eight years at the close of this General Meeting of Shareholders.
4. Limited liability agreement
   The Company has concluded agreements with Yutaka Kubota, Masao Tomoe, Kahori Yoshida, and Isao Onda to limit their respective liabilities for damages referred to in Article 423 (1) of the Companies Act pursuant to the provision of Article 427 (1) of said Act. The maximum amount of liability for damages prescribed in such agreement is the minimum liability amount stipulated in the items of Article 425 (1) of said Act. The Company plans to extend the aforementioned limited liability agreements if their election is approved.

Agenda No. 3: Election of Four (4) Audit & Supervisory Board Members

The terms of office of current four Audit & Supervisory Board Members, Atsuyoshi Maeno, Satoshi Hashimoto, Isao Onda, and Youichi Saito will expire at the close of this General Meeting of Shareholders. Accordingly, we propose the election of four (4) Audit & Supervisory Board Members.

The Audit & Supervisory Board's consent has been obtained for this Proposal.

The candidates for Audit & Supervisory Board Member are as follows.

[Reference: List of Candidates]

Candidate No.		Name	Current positions	Attendance at Board of Directors meetings	Attendance at Audit & Supervisory Board
1	Reappointed	Satoshi Hashimoto	Full-time Auditor & Supervisory Board Member	14/14 meetings (100%)	6/6 meetings (100%)
2	Reappointed External Independent Officer	Youichi Saito	Auditor & Supervisory Board Member	14/14 meetings (100%)	6/6 meetings (100%)
3	Newly Appointed External Independent Officer	Kazuo Kitamura	*	*	*
4	Newly Appointed	Masashi Ochiai	*	*	*

Note: No description marked with * means not being applicable due to a newly appointed candidate.



1 Satoshi Hashimoto (February 17, 1958)

Reappointed

Brief profile, position, responsibility and significant concurrent positions

April 1981	Joined Tokyu Construction Co., Ltd. (“the Company”)
April 2010	General Manager, Internal Control
April 2012	Executive Officer of the Company
June 2016	Full-time Auditor of the Company (to present)

- Number of the Company’s shares owned
  2,536 shares
- Term of Office for Director
  4 years
- Attendance at Board of Directors meetings:
  14/14 meetings (100%)
- Attendance at Audit & Supervisory Board:
  6/6 meetings (100%)

■ Reasons for the election of candidate for Audit & Supervisory Board Member

Mr. Hashimoto has been elected as candidate for Audit & Supervisory Board Member due to his rich management experience at the Company and strong insights pertaining to internal control.



2 Youichi Saito (December 12, 1973)

Reappointed External Independent Officer

Brief profile, position, responsibility and significant concurrent positions

October 2005	Passed National Bar Examination
September 2007	Completed training of legal apprenticeship and registered as attorney Member of Crime Victim Support Center of Daini Tokyo Bar Association
September 2015	Member of Discipline Committee of Daini Tokyo Bar Association (to present)
April 2016	Member of Legal Apprenticeship Committee of Daini Tokyo Bar Association (to present)
June 2016	Auditor of the Company (to present)

(significant concurrent positions)
Attorney
Outside Auditor of Seikitokyu Kogyo Co., Ltd.

- Number of the Company’s shares owned
  0 shares
- Term of Office for Director
  4 years
- Attendance at Board of Directors meetings:
  14/14 meetings (100%)
- Attendance at Audit & Supervisory Board:
  6/6 meetings (100%)

■ Reasons for the election of candidate for Audit & Supervisory Board Member

Mr. Saito has been elected as candidate for Audit & Supervisory Board Member as the Company expects him to reflect in the Company’s audit his professional knowledge as attorney. Due to the above-mentioned reasons, we have decided that he can adequately carry out his assignment as one of the Company’s Audit & Supervisory Board Members, even though he has never been involved in corporate management.



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

3 Kazuo Kitamura (February 25, 1956)

Newly Appointed | External | Independent Officer

Brief profile, position, responsibility and significant concurrent positions

April 1980	Joined The Chiba Bank, Ltd.
June 2005	Branch Manager of Sakura Branch, The Chiba Bank, Ltd.
June 2009	General Manager of Operation Planning Division, The Chiba Bank, Ltd.
June 2010	Auditor of Toho Kogyo Co., Ltd.
June 2012	Director of Chibayaku Groceries, Inc.
June 2014	Managing Executive Director of Chibayaku Groceries, Inc.
June 2015	Auditor of Chibayaku Groceries, Inc. (to present)

(significant concurrent positions)
Auditor of Chibayaku Groceries, Inc.

- Reasons for the election of candidate for Audit & Supervisory Board Member

Mr. Kitamura has years of operational experience in The Chiba Bank, Ltd. and has also gained a wealth of experience through service as Director and Auditor of Chibayaku Groceries, Inc. The Company expects him to bring his broad insights gained through these careers to conduct the Company's audit operation, and accordingly, has elected him as candidate for Audit & Supervisory Board Member.



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

4 Masashi Ochiai (September 22, 1960)

Newly Appointed

Brief profile, position, responsibility and significant concurrent positions

April 1983	Joined Tokyu Construction Co., Ltd.
June 2007	General Manager, Corporate Planning Department of the Company
April 2008	General Manager, General Affairs Department of Tokyo Branch of the Company
April 2010	General Manager, General Affairs Department of Building Construction Division of the Company
April 2012	General Manager, Finance & Accounting Department of Business Administration Division of the Company
April 2020	Full-time General Manager, Finance & Accounting Department of Business Administration Division of the Company (to present)

- Reasons for the election of candidate for Audit & Supervisory Board Member

Mr. Ochiai has in-depth knowledge of finance and accounting with abundant operational experience in the Finance & Accounting Department of the Company. Accordingly, he has been elected as candidate for Audit & Supervisory Board Member.

Notes:

1. There is no special interests between the candidates for Audit & Supervisory Board Member and the Company.
2. Youichi Saito and Kazuo Kitamura satisfy the Company's criteria for the independence of Audit & Supervisory Board Members set forth in pages 14 to 15 and are candidates for independent officers pursuant to the regulations of the Tokyo Stock Exchange, Inc.
3. Limited liability agreement

   The Company has concluded agreements with Satoshi Hashimoto and Youichi Saito to limit their respective liabilities for damages referred to in Article 423 (1) of the Companies Act pursuant to the provision of Article 427 (1) of said Act. The maximum amount of liability for damages prescribed in such agreement is the minimum liability amount stipulated in the items of Article 425 (1) of said Act. The Company plans to extend the aforementioned limited liability agreements if their election is approved. The Company also plans to conclude an agreement with the same terms and conditions with Kazuo Kitamura and Masashi Ochiai if their election is approved.

[Reference: Standard for Independence of External Directors and Audit & Supervisory Board Members]

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

1. External Officers do not fall into the following category:

1) Executive persons[1] of the Company and its subsidiaries (hereinafter, referred to as the "Group");
2) A counterparty which has transactions principally with the Group[2], or its executive persons;
3) Major counterparty[3] of the Group or its executives;
4) A consultant, accounting professional or legal professional who has been paid a large amount of money or other assets[4] in addition to the External Director's remunerations (in the event that such person is a corporation or other association such as union, a person who belongs to such association);
5) An accounting auditor of the Group or a certified public accountant who belongs to an audit corporation that is an accounting auditor of the Group;
6) A person who receives donations or subsidies exceeding certain amount[5] from the Group (in the event that a person who receives such donation or subsidy is a corporation or other association such as union, executive persons of such association);
7) A major financial institution[6] from which the Group has borrowed or executive persons of its parent company or subsidiary;
8) A major shareholder[7] of the Group or in the event that such shareholder is a corporation, executive persons of such corporation;
9) Executive persons in a company which the Group is a major shareholder;
10) A company which Director (regardless of full-time or part-time) is sent from the Group or executive persons of its parent company or subsidiary; or
11) Persons who have recently fallen into the category of either (1) to (10) above.

2. External officers are not close relative, etc.[9] of persons who fall into the category of (1) to (11) in 1 above (limited to those who have important positions[8]).

3. Even though an External Officer satisfies the requirements of 1 and 2 above, if he/she is not considered to be independent due to other reasons, the Company shall not deem him/her as an independent officer.

Notes:

1. Executive persons mean executives stipulated by Item 6 in Paragraph 3 of Article 2 of the Ordinance for Enforcement of the Companies Act and include executive Directors and employees, but not Audit & Supervisory Board Members and Auditors.
2. A counterparty which has transactions principally with the Group means a counterparty which received payments from the Company, which accounted for more than 2% of its annual consolidated sales in any year of the most recent three fiscal years.
3. A major counterparty of the Group is a counterparty whose payments to the Company accounted for more than 2% of the Company's annual consolidated sales in any year of the most recent three fiscal years.
4. A large amount of money or other assets means money or other assets other than Director's remuneration exceeding ¥10 million per year in either year in the most recent three fiscal years.
5. Donation or subsidy exceeding certain amount means donation or subsidy exceeding ¥10 million per year in any year of the most recent three fiscal years.

6. A major financial institution is a financial institution in which the Company has year-end loan balance of more than 2% of its consolidated total assets in any year of the most recent three fiscal years.
7. A major shareholder means a shareholder who has 10% or more of total voting rights (including both direct and indirect holding).
8. Those who have important positions include Directors (excluding External Directors), executive officers, corporate officers and employees who are at the senior management level of manager or higher, certified public accountants who belong to an audit corporation or accounting office, attorneys who belong to a law office, councilors who belong to an incorporated foundation, incorporated association, educational corporation, or other corporation, administrators such as Directors, or other persons who are objectively and reasonably deemed to have similar importance.
9. Close relative, etc. means spouse or relative within the second degree.