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 4, 2021

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, 2021

Please be kindly informed that the Annual General Meeting of Shareholders of HAZAMA ANDO CORPORATION (the "Company") for the FYE March 31, 2021 will be held as indicated below.
In light of the situation of the novel coronavirus infection (COVID-19), we have decided to hold this General Meeting of Shareholders upon implementing an appropriate selection of infection control measures.
In order to minimize the risk of infection as much as possible, **we request that all shareholders exercise their voting rights in advance in writing or via the Internet, etc., and recommend that shareholders refrain from visiting the venue on the day of the General Meeting of Shareholders.**
With regards to exercising your voting rights in advance, 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 Monday, June 28, 2021 (JST).
This year, even if you do not attend the General Meeting of Shareholders, you can watch the General Meeting of Shareholders live on your computer or smartphone, etc.

1. **Date and Time:** Tuesday, June 29, 2021, 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, 2021 (from April 1, 2020 to March 31, 2021), 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, 2021 (from April 1, 2020 to March 31, 2021)

Matters to be resolved:

Proposal No. 1	Appropriation of Surplus
Proposal No. 2	Election of Nine (9) Board Directors
Proposal No. 3	Election of One (1) Substitute Audit & Supervisory Board Member
Proposal No. 4	Partial Amendment to Amount and Contents of Performance-linked Stock Compensation for Board Directors, etc.

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 Monday, June 28, 2021 (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 Monday, June 28, 2021 (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 (https://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 (https://www.ad-hzm.co.jp/ir/announce.html).

Reference Documents for General Meeting of Shareholders

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, 2021, 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 FYE March 31, 2021 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: ¥2,803,229,505
3. Effective date of dividends of surplus
   June 30, 2021

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

At the conclusion of this meeting, the terms of office of all 9 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 6 through 17 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	4 years	100%	Reelection
2	Toru Ikegami	Board Director and Vice President In charge of Construction Division In charge of New Business	5 years	100%	Reelection
3	Muneo Gomi	Board Director and Vice President In charge of Business Development Division	2 years	100%	Reelection
4	Shinya Miyamori	Board Director and Managing Executive Officer Director of Administration Division, in charge of Disaster Management	4 years	100%	Reelection
5	Ichiro Kato	Managing Executive Officer Director of Construction Division	-	-	New candidate
6	Takeshi Komatsu	Managing Executive Officer Director of Business Development Division	-	-	New candidate
7	Masami Fujita	Board Director (Part-time)	4 years	100%	Reelection External Board Director Independent officer
8	Mariko Kitagawa	Board Director (Part-time)	4 years	100%	Reelection External Board Director Independent officer
9	Mieko Kuwayama	Board Director (Part-time)	3 years	100%	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. The election of senior management executives and nomination of candidates for Board Director is conducted by convening the Governance Advisory Committee, a body chaired by an independent External Board Director where a majority of the members are independent External Board Directors, at which a selection of potential candidates are prepared and presented from among those who are recognized as meeting certain criteria by the President, based on such factors as ability to make proper and prompt decisions with well-balanced capabilities, knowledge and experience, high awareness of compliance, and personality to be a respectable person, and potential candidates are deliberated and determined for proposal to the Board of Directors, at which they are further deliberated and determined.

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.

Outline of contents of a directors and officers liability insurance contract

The Company has concluded a directors and officers liability insurance contract with Board Directors, Audit & Supervisory Board Members, and Executive Officers, etc. as the insured (last renewal date: October 1, 2020). All candidates for reelection as Board Directors and all new candidates for Board Directors are included in the insured of the said insurance contract. They will continue to be included in the insured of said insurance contract if their elections are approved in this proposal.

The premiums are fully borne by the Company, and said contract covers legal damages and litigation expenses in the event that a claim for damages is made against the insured officers, etc. due to performance of his or her duties. In addition, as a measure to ensure the appropriateness of the execution of duties by the insured officers, etc., damages, etc. caused by criminal acts, etc. of the insured officers, etc. are not covered.

The Company plans to renew the insurance contract with the same contents during the term of office of the Board Directors under this proposal.

<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 (64 years old)

Reelection

Tenure as Board Director
4 years

Attendance at Board meetings during the FYE March 31, 2021
16 of 16 meetings
(Attendance rate: 100%)</td><td colspan="2">Apr. 1979 Joined HAZAMA CORPORATION
Oct. 2003 Manager of Business Development Department, Nagoya Branch
June 2006 General Manager of Business Development Department, Nagoya Branch
Apr. 2009 Deputy Director of Kyushu Branch and General Manager of Business Development Department, Kyushu Branch
Apr. 2011 Executive Officer, Director of Kyushu Branch
Apr. 2013 Executive Officer, Director of Kanto Civil Branch of the Company
Apr. 2014 Managing Executive Officer, Director of Kanto Civil Branch
Apr. 2017 Vice President, in charge of Civil Engineering Division
June 2017 Board Director and Vice President, in charge of Civil Engineering Division
Apr. 2018 Representative Director and President (current position)
(up to the present)
Significant concurrent positions outside the Company
None</td><td>10,800 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 believes that he will continue to provide leadership in the promotion of the Medium-Term Management Plan toward the realization of “HAZAMA ANDO VISION2030” and work toward the enhancement of corporate value for all stakeholders, and has therefore continuously nominated him as a candidate for Board Director.</td></tr>
</table>

<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">2</td><td>Toru Ikegami
February 3, 1960 (61 years old)

Reelection

Tenure as Board Director
5 years

Attendance at Board meetings during the FYE March 31, 2021
16 of 16 meetings
(Attendance rate: 100%)</td><td>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
Apr. 2021 Board Director and Vice President, in charge of Construction Division, and in charge of New Business (current position) (up to the present)
Significant concurrent positions outside the Company
None</td><td>14,700 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 promoted overall business strategy on civil engineering construction and building construction, and has been in charge of decision making on important managerial matters and supervision of business execution.
The Company believes that he will continue to contribute to the management of the Company by utilizing extensive experience and a high level of insight, especially in the fields of “Corporate Management / Management Strategy,” “Safety / Quality Control / Environment,” and “Technology / ICT,” and has therefore continuously nominated him as a candidate for Board Director.</td></tr>
</table>

<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 (61 years old)

Reelection

Tenure as Board Director
2 years

Attendance at Board meetings during the FYE March 31, 2021
16 of 16 meetings
(Attendance rate: 100%)</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 of the Company
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
June 2019 Board Director and Vice President, Director of Business Development Division
Apr. 2021 Board Director and Vice President, in charge of Business Development Division (current position) (up to the present)
Significant concurrent positions outside the Company
None</td><td>3,800 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 overseen the business development for civil engineering and building construction, and has been in charge of decision making on important managerial matters and supervision of business execution.
The Company believes that he will continue to contribute to the management of the Company by utilizing extensive experience and a high level of insight, especially in the fields of "Corporate Management / Management Strategy," "Sales Strategy / Marketing," and "Safety / Quality Control / Environment," and has therefore continuously nominated him as a candidate for Board Director.</td></tr>
</table>

<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">4</td><td>Shinya Miyamori
March 26, 1959 (62 years old)

Reelection

Tenure as Board Director
4 years

Attendance at Board meetings during the FYE March 31, 2021
16 of 16 meetings
(Attendance rate: 100%)</td><td>Apr. 1983 Joined HAZAMA CORPORATION
Oct. 2003 Accounting Manager of Administration Department of AOYAMA KANZAI CORPORATION
Aug. 2006 General Manager of Administration Department, Shikoku Branch of HAZAMA CORPORATION
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</td><td>1,600 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 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 believes that he will continue to contribute to the management of the Company by utilizing extensive experience and a high level of insight, especially in the fields of “Finance / Accounting / Tax Affairs,” “Legal Affairs / Compliance,” and “Human Resources Management / Human Resources Development / Diversity,” and has therefore continuously nominated him as a candidate for Board Director.</td></tr>
</table>

<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">5</td><td>Ichiro Kato
June 19, 1960 (60 years old)

New candidate</td><td>Apr. 1983 Joined HAZAMA CORPORATION
Oct. 1996 General Manager of Saruhashi Tunnel Construction Sites, Civil Engineering Project Department, Yokohama Branch
Apr. 2004 General Manager of Kurokawa Ichizui Construction Sites, Construction Group No. 3, Civil Engineering Department, Tokyo Branch
May 2006 General Manager of Yokosui Shield Construction Sites, Civil Engineering Department, Kanto Civil Engineering Branch
Nov. 2010 General Manager of Civil Engineering Department, Kanto Civil Engineering Branch
Apr. 2013 General Manager of Civil Engineering Department, Kanto Civil Branch of the Company
Apr. 2014 Deputy Director of Kanto Civil Branch
Apr. 2018 Executive Officer, Director of Kanto Civil Branch
Apr. 2019 Executive Officer, Director of Kanto Branch
Apr. 2020 Managing Executive Officer, Director of Kanto Branch
Apr. 2021 Managing Executive Officer, Director of Construction Division (current position) (up to the present)
Significant concurrent positions outside the Company
None</td><td>1,300 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. As a Director of a Branch, he has been in charge of sales and construction of civil engineering and building construction businesses at major locations.
The Company believes that he will contribute to the management of the Company by utilizing extensive experience and a high level of insight, especially in the fields of “Sales Strategy / Marketing,” “Safety / Quality Control / Environment,” and “Technology / ICT,” and has therefore newly nominated him as a candidate for Board Director.</td></tr>
</table>

<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">6</td><td>Takeshi Komatsu
November 13, 1957 (63 years old)

New candidate</td><td>Apr. 1982 Joined ANDO Corporation
Apr. 2009 General Manager of Construction Department, Kyushu Branch
Apr. 2010 Deputy Director of Kyushu Branch
Apr. 2012 Director of Hiroshima Branch
Apr. 2013 Executive Officer, Deputy Director, Kyushu Branch of the Company
Apr. 2015 Executive Officer, Director of Kyushu Branch
Apr. 2018 Executive Officer, Director of Nagoya Branch
Apr. 2019 Executive Officer, Director of Tokyo Branch
Apr. 2020 Managing Executive Officer, Director of Tokyo Branch
Apr. 2021 Managing Executive Officer, Director of Business Development Division (current position)
(up to the present)
Significant concurrent positions outside the Company
None</td><td>5,900 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 building construction over many years and possesses extensive experience, knowledge, and a high level of expertise of the business. As a Director of a Branch, he has been in charge of sales and construction of civil engineering and building construction businesses at major locations.
The Company believes that he will contribute to the management of the Company by utilizing extensive experience and a high level of insight, especially in the fields of “Sales Strategy / Marketing,” “Safety / Quality Control / Environment,” and “Technology / ICT,” and has therefore newly nominated him as a candidate for Board Director.</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
7	Masami Fujita September 22, 1956 (64 years old) Reelection Candidate for External Board Director Independent officer Tenure as External Board Director 4 years Attendance at Board meetings during the FYE March 31, 2021 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 (currently Fujitsu Japan 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. June 2019 President and Representative Director (current position) (Scheduled to be appointed as Chairman and Representative Director of SHINKO ELECTRIC INDUSTRIES CO., LTD. in June 2021) (up to the present) Significant concurrent positions outside the Company President and Representative Director of SHINKO ELECTRIC INDUSTRIES CO., LTD. (Securities Code: 6967)	3,700 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 and outline of expected roles 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 continuously nominated him as a candidate for External Board Director because it judges that he will continue to appropriately execute his duties such as supervision of the Company's management. After his appointment, the Company expects him to exercise supervision and check functions over the Company's overall management as an External Board Director of the Company by utilizing extensive experience and a high level of insight especially in the fields of "Corporate Management / Management Strategy," "Technology / ICT," "Legal Affairs / Compliance," and "Human Resources Management / Human Resources Development / Diversity." Moreover, after his appointment, the Company will continue to appoint him as the chairman of the Governance Advisory Committee and the Compliance Promotion Committee.		

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
   The Company has business relationship with SHINKO ELECTRIC INDUSTRIES CO., LTD., including contract construction. Sales from SHINKO ELECTRIC INDUSTRIES CO., LTD. for the last three years showed no transactions during FYE March 31, 2019, and accounted for less than 0.1% of the consolidated net sales of the Company for both FYE March 31, 2020 and FYE March 31, 2021; the impact of SHINKO ELECTRIC INDUSTRIES CO., LTD. on the Company is minimal. There is no other business relationship for the last three years between SHINKO ELECTRIC INDUSTRIES CO., LTD. and the Company, and the Company judges that there is no special interest between them.
   Fujitsu Marketing Limited (currently Fujitsu Japan 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 (56 years old) Reelection Candidate for External Board Director Independent officer Tenure as External Board Director 4 years Attendance at Board meetings during the FYE March 31, 2021 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 and outline of expected roles 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 continuously nominated her as a candidate for External Board Director because it judges that she will continue to appropriately execute her duties such as supervision of the Company's management. After her appointment, the Company expects her to supervise the management from an objective standpoint independent of the business executives as an External Board Director of the Company, by utilizing extensive experience and a high level of insight, especially in the fields of "Corporate Management / Management Strategy," "Sales Strategy / Marketing," "Technology / ICT," and "Human Resources Management / Human Resources Development / Diversity." Moreover, after her appointment, the Company will continue to appoint her as a member of the Governance Advisory Committee.		

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., such as contract construction. Sales from Tsukishima Soko Co., Ltd. for the last three years accounted for less than 0.5% of the consolidated net sales of the Company for both FYE March 31, 2019 and FYE March 31, 2020, and showed no transactions during FYE March 31, 2021; the impact of Tsukishima Soko Co., Ltd. on the Company is minimal. In addition, Tsukishima Soko Co., Ltd. has business relationship with the Company such as conclusion of a lease agreement. 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. Since there is no other business relationship during the last three years, 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 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">9</td><td>Mieko Kuwayama
March 30, 1948 (73 years old)

Reelection

Candidate for External Board Director
Independent officer

Tenure as External Board Director
3 years

Attendance at Board meetings during the FYE March 31, 2021
16 of 16 meetings
(Attendance rate: 100%)</td><td colspan="2">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
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>2,000 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 Board Director and outline of expected roles
Although the candidate has not been directly involved in corporate management in the past, she 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 of its corporate governance, and she 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.
The Company has continuously nominated her as a candidate for External Board Director because it judges that she will continue to appropriately execute her duties such as supervision of the Company's management.
After her appointment, the Company expects her to supervise the management from an objective standpoint independent of the business executives as an External Board Director of the Company, by utilizing extensive experience and a high level of insight, especially in the fields of "Sales Strategy / Marketing," "Safety / Quality Control / Environment," "Legal Affairs / Compliance," and "Human Resources Management / Human Resources Development / Diversity." Moreover, after her appointment, the Company will continue to appoint her as a member of the Governance Advisory Committee.</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 reelection of Ms. Kuwayama 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
   FUJITSU GENERAL LIMITED holds less than 0.02% of the total number of shares issued by the Company as of March 2021. The Company has less than 0.2% of the total number of shares issued by FUJITSU GENERAL LIMITED as of March 2021. The Company has business relationship with FUJITSU GENERAL LIMITED including contract construction. Sales from FUJITSU GENERAL LIMITED for the last three years are less than 1.5% of the consolidated net sales of the Company for FYE March 31, 2019, less than 0.5% of the consolidated net sales of the Company for FYE March 31, 2020, and less than 0.1% of the consolidated net sales of the Company for FYE March 31, 2021; the impact of FUJITSU GENERAL LIMITED on the Company is minimal. In addition, FUJITSU GENERAL LIMITED has business relationship with the Company such as equipment rental. Sales from the Company for the last three years showed no transactions during FYE March 31, 2019 and FYE March 31, 2020, and accounted for less than 0.1% of the net sales of FUJITSU GENERAL LIMITED for FYE March 31, 2021; The impact of the Company on FUJITSU GENERAL LIMITED 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.

(Reference)

Knowledge, Experience, and Abilities Possessed by Board Directors and Audit & Supervisory Board Members after the Approval of Proposal No.2 (Skill Matrix)

Name	Corporate Management / Management Strategy	Sales Strategy / Marketing	Safety / Quality Control / Environment	Technology / ICT	Finance / Accounting / Tax Affairs	Legal Affairs / Compliance	Human Resources Management / Human Resources Development / Diversity
Masato Fukutomi	●	●	●	●			
Toru Ikegami	●		●	●			
Muneo Gomi	●	●	●				
Shinya Miyamori					●	●	●
Ichiro Kato		●	●	●			
Takeshi Komatsu		●	●	●			
Masami Fujita	●			●		●	●
Mariko Kitagawa	●	●		●			●
Mieko Kuwayama		●	●			●	●
Norio Chonan						●	●
Tomoki Kitagawa					●	●	
Shigeo Kamimura					●		
Masamitsu Takahara						●	

(Note) The above table does not represent all the knowledge, experience, and abilities possessed by Board Directors and Audit & Supervisory Board Members.

[Definition of each skill]

Corporate Management / Management Strategy	Skills to contribute to the formulation of management strategy based on experience, etc. in corporate management and important corporate decision making
Sales Strategy / Marketing	Skills to contribute to management in identifying trends in the market and in determining sales strategies
Safety / Quality Control / Environment	Skills to contribute to management policy decisions from the standpoint of experience and knowledge in safety, quality control, and the environment
Technology / ICT	Skills to contribute to management based on experience and knowledge in introduction of ICT and construction technologies essential for innovation and in information security support
Finance / Accounting / Tax Affairs	Skills to contribute to management based on experience and knowledge in finance, accounting, and tax affairs
Legal Affairs / Compliance	Skills to contribute to management based on experience and knowledge in legal affairs and compliance
Human Resources Management / Human Resources Development / Diversity	Skills to contribute to management based on experience and knowledge in appropriate allocation of employees as management resources, human resources development, diversity, and workstyles

Proposal No. 3 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 (58 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	
	Sep. 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 has continuously nominated him as a candidate for substitute Audit & Supervisory Board Member 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
   Nishimura & Asahi has a business relationship with the Company such as conclusion of a subcontracting agreement. Sales from the Company for the last three years showed no transactions during FYE March 31, 2019 and FYE March 31, 2020, and accounted for less than 2.0% of the sales of Nishimura & Asahi; the impact of the Company on Nishimura & Asahi is minimal. There is no other business relationship for the last three years between Nishimura & Asahi and the Company, and the Company judges that there is no special interest between them.
   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. Sanrio Company, Ltd. which Mr. Hiramatsu serves as an External Audit & Supervisory Board Member, and its European subsidiary were subject to the European Commission's investigation under European competition laws over licensing agreements in Europe, and after having provided complete cooperation from the beginning, the investigation was concluded through settlement procedures. As a result, the said company was ordered by the European Commission in July 2019 to pay a surcharge of €6,222,000 (approximately ¥790 million).
He was not involved in the facts and was not aware of the facts until the situation surrounding the investigation and decision detailed above came to light, and 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, he has submitted proposals of efforts for the entire group of the said company to further enhance and strengthen the said company's compliance system through the company's Audit & Supervisory Board to prevent a recurrence of such situations.
7. Mr. Hiramatsu has never served as an officer or a business executive of the Company or a specified affiliated business operator for the Company.
8. 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.
9. 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.
10. Each Audit & Supervisory Board Member has no special opinion about nominating Mr. Hiramatsu.
11. Mr. Hiramatsu has no special opinion about the above description of his career summary, etc.

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

A selection of potential candidates for Audit & Supervisory Board Members are prepared and presented from among those who are recognized by the President as meeting certain criteria by taking into account knowledge on the Company's areas of business, insight into financial matters and diverse viewpoints on corporate management, and the ability to provide valuable advice and suggestions to the Board of Directors. Opinions are also received from the "Governance Advisory Committee" with the proper involvement of external independent Board Directors by seeking their opinions after hearing the views of the Audit & Supervisory Board and receiving its approval, a proposal is then made to the Board of Directors, and deliberated and determined.

Outline of contents of a directors and officers liability insurance contract

The Company has concluded a directors and officers liability insurance contract with Board Directors, Audit & Supervisory Board Members, and Executive Officers, etc. as the insured (last renewal date: October 1, 2020). If Mr. Takemi Hiramatsu, who is a candidate for a substitute Audit & Supervisory Board Member in this proposal, is appointed as External Audit & Supervisory Board Member, he will be included in the insured of said insurance contract.

The premiums are fully borne by the Company, and said contract covers legal damages and litigation expenses in the event that a claim for damages is made against the insured officers, etc. due to performance of his or her duties. In addition, as a measure to ensure the appropriateness of the execution of duties by the insured officers, etc., damages, etc. caused by criminal acts, etc. of the insured officers, etc. are not covered.

The Company plans to renew the insurance contract with the same contents while the appointment of the substitute Audit & Supervisory Board Member under this proposal is in effect.

Proposal No. 4 Partial Amendment to Amount and Contents of Performance-Linked Stock Compensation for Board Directors, etc.

1. Reasons for the Proposal and Reasons for Considering the Partial Amendment as Appropriate

The Company obtained approval from the shareholders at the Annual General Meeting of Shareholders for the FYE March 31, 2016 held on June 29, 2016 regarding the introduction of a performance-linked stock compensation plan (hereinafter the "Plan") for the Company's Board Directors and Executive Officers (excluding External Board Directors and non-residents in Japan, hereinafter collectively referred to as "Board Directors, etc.").

Amid rapid changes in the business environment surrounding the Company, the Company requests approval of the partial amendment to the contents of the Plan, in order to clarify the linkage with the "HAZAMA ANDO VISION2030" announced on February 12, 2020 and the "Medium-Term Management Plan (FY3/21-FY3/23)" (hereinafter collectively referred to as the "Medium-Term Management Plan, etc.") by making the compensation for Board Directors, etc. at a level that has competitive power in the market and by further increasing the ratio of stock compensation as a medium- to long-term incentive, as well as to promote further value sharing with shareholders by encouraging Board Directors, etc. to hold the Company's stock.

Specifically, the Company proposes that, in addition to the maximum amount of compensation for Board Directors (¥25 million or less per month) approved at the Annual Meeting of Shareholders for the FYE March 31, 2014 held on June 27, 2014, stock compensation be paid to Board Directors, etc. after the partial amendment to the contents of the Plan as described in "2. Details of Major Amendments to the Plan."

The purpose of the amendment of the Plan is to further clarify the motivation for Board Directors, etc. to achieve the Medium-Term Management Plan, etc., to create more linkage between their compensation and the Company's business performance, and to further enhance their awareness of contribution to the improvement of the Company's business performance and increase in corporate value over the medium to long term. Since the stock compensation based on this proposal is necessary and appropriate to achieve such goals, the Company believes that the amendment to the Plan is appropriate. At the Board of Directors meeting held on May 12, 2021, an amendment to the "Policy for Determining Individual Compensation, etc. for Board Directors" based on the details of the amendment to the Plan was resolved, and an outline of the resolution is provided at the end of this proposal.

If Proposal No.2 "Election of Nine (9) Board Directors" is approved as originally proposed, the number of Board Directors subject to the Plan will be six. The Plan also covers Executive Officers who do not concurrently serve as Board Director (24 persons), and together with Board Directors, a total of 30 persons will be subject to the Plan. Although compensation under the Plan includes compensation for Executive Officers, this proposal proposes to revise the amount and contents of the overall compensation under the Plan, taking into account the possibility that these Executive Officers (or those who subsequently become Executive Officers) may be newly appointed as Board Director during the eligible period of the Plan.

The additional acquisition of the Company's shares as a result of the amendment to the Plan will not cause any dilution of shares, as the shares will be acquired from the stock market.

The specific details of the amendment to the Plan are as described in "2. Details of Major Amendments to the Plan."

2. Details of Major Amendments to the Plan

(1) Eligible period of the Plan

Before Amendment	After Amendment
Three consecutive fiscal years (initially from the FYE March 31, 2017 to the FYE March 31, 2019, and each of the subsequent three fiscal years if the trust period is extended). The current eligible period is from the FYE March 31, 2020 to the FYE March 31, 2022.	Three consecutive fiscal years set by the Company as the period for evaluating the achievement of medium- to long-term performance goals (however, the initial eligible period after amendment shall be two fiscal years from the FYE March 31, 2022 to the FYE March 31, 2023, and each of the subsequent three fiscal years if the trust period is extended). The eligible period beginning from the FYE March 31, 2020 under the Plan before the amendment (hereinafter the "Eligible Period before Amendment") will end with the FYE March 31, 2021.
(Reasons for the amendment of this item) The Plan was approved by the shareholders at the Annual General Meeting of Shareholders for the FYE March 31, 2016 held on June 29, 2016 and originally covered the period from the FYE March 31, 2017 to the FYE March 31, 2019 (three fiscal years). In accordance with the resolution of the Board of Directors in August 2019, the eligible period was extended for three years, and the Plan now covers the new eligible period of three fiscal years from the FYE March 31, 2020 to the FYE March 31, 2022. The amendment of the Plan ends the existing plan started from the FYE March 31, 2020 with the FYE March 31, 2021, and revises the stock compensation plan to cover two fiscal years from the FYE March 31, 2022 to the FYE March 31, 2023 (hereinafter the "Initial Eligible Period after Amendment"), which is the final fiscal year of the current Medium-Term Management Plan, in order to clarify the linkage with the Medium-Term Management Plan, etc. The Company may extend the Plan by a resolution of the Board of Directors after the end of the Initial Eligible Period after Amendment. In this case, the Company will continue to provide stock compensation to Board Directors, etc. by making additional contributions within the total amount of ¥645 million (however, if there are residual Company's shares (excluding those Company's shares corresponding to the points awarded to Board Directors, etc. that are not yet delivered, etc.) and residual money (hereinafter the said shares and money will be collectively referred to as the "Residual Shares, etc.") in the trust assets at the time of extension of the Plan, the total amount of the Residual Shares, etc. and the trust money to be additionally contributed) for each extended eligible period, which is three fiscal years set by the Company as the new eligible period for evaluating the achievement of medium- to long-term performance goals.	

(2) Maximum amount of money to be contributed by the Company

Before Amendment	After Amendment
A total of ¥250 million during three fiscal years	A total of ¥645 million during three fiscal years However, for the Initial Eligible Period after Amendment, a total of ¥430 million including the amount of the Residual Shares, etc. before Amendment (defined in 3 (2) below) during two fiscal years.
(Reasons for the amendment of this item) The Company proposes to amend the maximum amount of money to be contributed by the Company under the Plan in order to make the compensation for Board Directors, etc. at a level that has competitive power in the market and to establish a compensation system for officers that is more closely linked to medium- to long-term performance improvement and corporate and shareholder values.	

(3) Maximum number of the Company's shares to be acquired by Board Directors, etc.

Before Amendment	After Amendment
A total of 0.54 million shares during three fiscal years (0.18 million shares per fiscal year)	A total of 1.05 million shares during three fiscal years (0.35 million shares per fiscal year) However, for the Initial Eligible Period after Amendment, a total of 0.70 million shares during two fiscal years (0.35 million shares per fiscal year)
(Reasons for the amendment of this item) In line with the amendment of the maximum amount of money to be contributed by the Company under the Plan, the Company will also amend the maximum number of shares to be provided to Board Directors, etc. The ratio of the number of shares corresponding to the maximum number of the Company's shares, etc. to be provided to Board Directors, etc. during three fiscal years to the total number of the Company's issued shares (as of March 31, 2021, after deduction of treasury stock) will be 0.6% (0.2% per fiscal year).	

(4) Details of conditions regarding performance results achievement

Before Amendment	After Amendment
The conditions vary according to the degree of achievement of the target values of the Company's business performance (net sales, operating profit, etc.) for each fiscal year.	The conditions vary according to the degree of achievement of the target values of the following indicators for each fiscal year: ・ Financial indicators: Indicators determined with reference to the performance indicators set forth in the Company's Medium-Term Management Plan (consolidated net sales, consolidated ordinary profit, consolidated return on equity, etc.) ・ Shareholder value indicators: Indicators that promote sharing of interests with the shareholders, such as total shareholder return ・ Non-financial indicators: Indicators for fulfilling our social responsibilities and creating value for customers and employees set forth in the Company's Medium-Term Management Plan, such as reduction in the frequency rate (the number of fatalities and injuries due to occupational accidents resulting in four or more days of lost work per million total actual working hours)
(Reasons for the amendment of this item) This item has been partially amended in order to clarify the motivation of Board Directors, etc. to achieve the Medium-Term Management Plan, as well as to reflect contributions to stakeholders such as the shareholders, customers, and employees of the Company.	

3. Contents of the Plan after Amendment

(1) Outline of the Plan

The Plan is a stock compensation plan under which the Company's shares are acquired through a trust funded by the compensation for Board Directors, etc. contributed by the Company and the Company's shares, etc. are delivered, etc. to Board Directors, etc. through the said trust (details in (2) below onward). However, in principle, the Board Directors, etc. will receive the Company's shares upon their retirement.

(2) Maximum amount of money to be contributed by the Company

The Plan after amendment covers three fiscal years set by the Company as the period for evaluating the achievement of medium- to long-term performance goals (initially two fiscal years from the FYE March 31, 2022 to the FYE March 31, 2023, and each of the subsequent three fiscal years if the trust period is extended). The period beginning from the FYE March 31, 2020 under the Plan before the amendment will end with the FYE March 31, 2021.

As a result of the amendment of the Plan, the Company will amend the maximum amount of trust money to be contributed as compensation for Board Directors, etc. for each eligible period to a total of ¥645 million (a total of ¥430 million for the Initial Eligible Period after Amendment), and will contribute such trust money as compensation for Board Directors, etc., and establish a trust (hereinafter the "Trust") with a trust period of three years with Board Directors, etc. who satisfy the requirements for beneficiaries as beneficiaries (including the extension of the trust period as described below; the same shall apply hereinafter).

The Trust for the Initial Eligible Period after Amendment will be established for the two fiscal years from the FYE March 31, 2022 to the FYE March 31, 2023 by amending the trust currently established under the Plan before the amendment (hereinafter the "Existing Trust") and by contributing additional trust within the upper limit amount of ¥430 million in total. As for the Existing Trust, the Company has already contributed money and acquired the Company's shares within the upper limit amount of the trust money under the Plan before the amendment, but since the Eligible Period before Amendment will be shortened to two fiscal years, the Company will utilize the residual Company's shares (excluding those Company's shares corresponding to the points awarded to Board Directors, etc. as such points by the FYE March 31, 2021 that are not yet delivered, etc.) and residual money in the Existing Trust (hereinafter the "Residual Shares, etc. before Amendment") for the Initial Eligible Period after Amendment, and the total amount of the trust money contributed by the additional trust mentioned above and the Residual Shares, etc. before Amendment shall be within the limit of ¥430 million.

At the expiration of the trust period of the Trust, by modifying the trust agreement and making additional contributions in the Trust in lieu of setting a new Trust, the Trust may be continued. In such a case, the trust period of the Trust will be extended for three years, and the eligible period will be the three fiscal years after the extension of the trust period. The Company will, for each extended trust period, make additional contributions within the limit of ¥645 million in total and continue to grant points to Board Directors, etc. and delivery, etc., of the Company's shares, etc. during the extended trust period. However, in the case that there are Residual Shares, etc. within the trust assets as of the final day of the trust period prior to the extension when making such additional contributions, a total amount of the Residual Shares, etc. and the additionally contributed trust money shall be within the limit of ¥645 million.

Further, if there are Board Directors, etc. in office at the expiration of the trust period who have the possibility of satisfying the requirements for beneficiaries, no points will be granted to such Board Directors, etc. thereafter, but the trust period of the Trust may be extended for a certain period of time until the Company shares, etc. are delivered to the said Board Directors, etc.

(3) Calculation method and maximum amount of the Company's shares, etc. to be acquired by Board Directors, etc.

At a certain time each year during the trust period, points are granted to Board Directors, etc. in accordance with their position and the degree of achievements of the financial indicators (indicators determined with reference to the performance indicators set forth in the Company's Medium-Term Management Plan such as consolidated net sales, consolidated ordinary profit, and consolidated return on equity), shareholder value indicators (indicators that promote sharing of interests with the shareholders such as total shareholder return during the eligible period), and non-financial indicators (indicators for fulfilling our social responsibilities and creating value for employees and increasing customer satisfaction set forth in the Company's Medium-Term Management Plan such as reduction in the frequency rate) for the fiscal year ending March 31 of the same year.

At a retirement of each Board Director, etc. (or at the time of death if the said Board Director, etc. passes away), cumulative points (hereinafter the "Number of Cumulative Points") will be calculated, and one share of the Company's shares, etc. will be delivered, etc. for each point in the Number of Cumulative Points. However, in the event that the Company's shares undergo a share split or share consolidation, etc. during the trust period, the number of the Company's shares for each point will be adjusted according to the split ratio or consolidation ratio, etc., of the Company's shares.

The total number of the Company's shares to be acquired by the Trust and the Company's shares to be delivered to Board Directors, etc. by the Trust shall be within the limit of 1.05 million shares in total during three fiscal years (0.35 million shares per fiscal year) (0.54 million shares (0.18 million shares per fiscal year) under the current plan). This maximum number of delivered shares is determined based on the most recent stock price, etc., in consideration of the maximum amount of trust money stated in (2) above. As for the Initial Eligible Period after Amendment, the total number shall be within the limit of 0.70 million shares in total during two fiscal years (0.35 million shares per fiscal year). Since the Eligible Period before Amendment will be shortened to two fiscal years, the maximum number will be 0.36 million shares in total during two fiscal years (0.18 million shares per fiscal year).

(4) Method and timing of delivery, etc. of the Company's shares, etc. to Board Directors, etc.
When a Board Director, etc. who satisfies the requirements for beneficiaries retires, the number of the Company's shares, etc. equivalent to the Number of Cumulative Points granted by the time of retirement will be delivered, etc. by following the prescribed procedures for determining beneficiaries.
At this time, the said Board Director, etc. will receive a delivery of the Company's shares for 50% of the Number of Cumulative Points (shares of less than one trading unit will be rounded down), and concerning the remainder, upon conversion within the Trust, the said Board Director, etc. will receive cash equivalent to the amount after being converted from shares to cash.
In case of the passing of a Board Director, etc. in the middle of the trust period, in principle, the heir to the said Board Director, etc. receives the cash equivalent to the Company's shares that corresponds to the Number of Cumulative Points after conversion within the Trust.
In the event of serious inappropriate behavior, such as a dismissal of a Board Director, etc. during their tenure of office due to conduct that constitutes grounds for dismissal, the payment of stock compensation shall be restricted by a resolution of the Board of Directors after deliberation by the Governance Advisory Committee.

(5) Voting rights for the Company's shares within the Trust
Concerning the Company's shares within the Trust, in order to ensure objectivity in management, voting rights will not be exercised during the trust period.

(6) Other contents of the Plan
Other contents regarding the Plan shall be determined by the Board of Directors each time the Trust is established, the trust agreement is modified, or additional contribution to the Trust is made.

Outline of the "Policy for Determining Individual Compensation, etc. for Board Directors" (resolution at the Board of Directors meeting held on May 12, 2021)

[Basic policy]
The compensation for Board Directors and Executive Officers, excluding External Board Directors, shall consist of cash compensation as the basic compensation and stock compensation as the performance-linked compensation. With respect to the compensation for individual Board Directors and Executive Officers excluding External Board Directors, the basic compensation shall be a fixed monthly amount and shall be determined based on the compensation table for each position at an appropriate level that comprehensively takes into account the Company's business performance, responsibilities, etc. As for the performance-linked compensation, in order for it to sufficiently function as an incentive for Board Directors and Executive Officers to improve their awareness of their contribution to the improvement of medium- to long-term business performance and enhancement of corporate value, etc., points determined in accordance with the degree of achievements of KPIs will be granted to the eligible persons at a certain time each year, and the Company's shares will be delivered at the time of retirement of Board Directors and Executive Officers in proportion to the accumulated points. The ratio of the basic compensation and the performance-linked compensation is designated to be approximately 80:20, and 50% of the performance-linked compensation to be delivered in shares at the time of retirement will be delivered in cash after being converted into cash.
The compensation for External Board Directors, who are responsible for supervisory functions, shall consist only of cash compensation (fixed compensation), which is the basic compensation. With regard to each compensation, within the scope of the total amount of compensation resolved at the General Meeting of Shareholders, the Governance Advisory Committee, a body chaired by an independent External Board Director where a majority of the members are independent External Board Directors, deliberates and decides on the basic compensation table, the assessment range, and the assessment method to reflect the Company's business performance and the evaluation of individual responsible divisions in determining the amount of compensation for Board Directors and Executive Officers, and reports to the Board of Directors. When passing the said resolution, the Governance Advisory Committee shall conduct a multifaceted examination in advance, including an examination of consistency with the Policy for Determining Individual Compensation, etc. for Board Directors, and the Board of Directors shall respect the report of the Governance Advisory Committee and shall make resolutions and decisions after determining that it is in line with the said policy.

[Resolutions by the Board of Directors and the General Meeting of Shareholders regarding basic compensation and performance-linked compensation (performance-linked stock compensation plan)]
With respect to the basic compensation for Board Directors and Executive Officers, including External Board Directors, the compensation table for each position and the individual assessment method will be determined at the Board of Directors meeting held prior to the start of the relevant fiscal year. The maximum amount of the basic compensation for Board Directors was resolved at the Annual General Meeting of Shareholders for the FYE March 31, 2014 held on June 27, 2014 to be within ¥25,000 thousand per month (not including employee salaries).
The Board of Directors will decide at a meeting prior to the start of the relevant fiscal year about the benchmark amount, the benchmark point, KPIs, the performance-linked coefficient for each position, and whether to review individual points, etc. for each position in the performance-linked compensation for Board Directors and Executive Officers excluding External Board Directors.
The introduction of the performance-linked stock compensation plan was resolved at the Annual General Meeting of Shareholders for the FYE March 31, 2016 held on June 29, 2016.

[The contents of the performance-linked stock compensation plan]
For the performance-linked compensation, the Company will adopt the Board Incentive Plan Trust for officers' compensation (hereinafter the "BIP Trust"), and deliver and grant the Company's shares acquired by the BIP Trust and cash equivalent to the amount after being converted from shares to cash to Board Directors and Executive Officers (hereinafter "Board Directors, etc.") in accordance with their position and the degree of achievement of performance targets.
Individual points for each position are calculated based on the benchmark point table for each position, which is set by dividing the benchmark amount table for each position, which is set at approximately 20% of total compensation, by the average acquisition price of the Company's shares acquired by the BIP Trust, and the separately specified performance-linked coefficient table, which fluctuates according to the degree of achievement of KPIs.
The main purpose of KPIs is to function as an appropriate incentive for Board Directors, etc. to achieve the Medium-Term Management Plan and increase corporate value over the medium to long term by using indicators that are consistent with the Medium-Term Management Plan, and KPIs reflect the contribution to stakeholders such as the shareholders, customers, and employees of the Company in the compensation for Board Directors, etc. Specifically, the Company will adopt (1) financial indicators determined with reference to the performance indicators set forth in the Medium-Term Management Plan (consolidated net sales, consolidated ordinary profit, consolidated return on equity), (2) shareholder value indicators that promote sharing of interests with the shareholders (total shareholder return during the eligible period), and (3) non-financial indicators for fulfilling our social responsibilities and creating

value for customers and employees set forth in the Company's Medium-Term Management Plan (reduction in the frequency rate, etc.).
At a certain time each year during the trust period, points will be granted in accordance with the position and the degree of achievement of each KPI for the fiscal year ending March 31 of the same year, and at the time of retirement of a Board Director, etc., cumulative points (hereinafter the "Number of Cumulative Points") will be calculated, and one share of the Company's shares, etc. will be delivered for each point in the Number of Cumulative Points. However, in the event that the Company's shares undergo a share split or share consolidation, etc. during the trust period, the number of the Company's shares for each point will be adjusted according to the split ratio or consolidation ratio, etc., of the Company's shares.

- Benchmark points = Benchmark amount (about 20% of total compensation) / Trust's stock acquisition price (average)
- Individual points = Benchmark points × Performance-linked coefficient

Subject to the approval of the resolution at the Annual General Meeting of Shareholders for the FYE March 31, 2021, the maximum amount of trust money to be contributed by the Company to the BIP Trust shall be a total of ¥645 million for three consecutive fiscal years (however, ¥430 million for two fiscal years as for the Initial Eligible Period after Amendment of the Plan), and the maximum number of the Company's shares to be acquired by Board Directors, etc. shall be 1.05 million shares for three consecutive fiscal years (however, 0.70 million shares for two fiscal years for the Initial Eligible Period after Amendment of the Plan).
In order to ensure the soundness of management, in the event of serious inappropriate behavior, such as a dismissal of a Board Director, etc. during their tenure of office due to conduct that constitutes grounds for dismissal, the payment of stock compensation under the Plan shall be restricted.