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Securities Code: 5911

June 4, 2021

To our shareholders:

Kazuhiko Takata
President and Representative Director
Yokogawa Bridge Holdings Corp.
4-4-44, Shibaura, Minato-ku, Tokyo

Notice of the 157th Annual General Meeting of Shareholders

Please be advised that the 157th Annual General Meeting of Shareholders of Yokogawa Bridge Holdings Corp. (the “Company”) will be held as described below.

A shareholder may exercise his/her votes in writing or via the Internet, etc. if he/she does not attend the meeting in person. In order to avoid the risk of infection with the novel coronavirus disease (COVID-19), we recommend our shareholders to exercise their voting rights in advance in writing or via the Internet, etc.

If you will exercise your voting rights in advance, please examine the attached Reference Documents for General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. on Thursday, June 24, 2021 (JST).

- 1. Date and Time:** 10:00 a.m. on Friday, June 25, 2021 (JST)
- 2. Venue:** 7F Conference Room, Yokogawa Building
4-4-44, Shibaura, Minato-ku, Tokyo

3. Purpose of the Meeting

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 157th fiscal year (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 157th fiscal year (from April 1, 2020 to March 31, 2021)

Matters to be resolved:

- | | |
|-----------------------|--|
| Proposal No. 1 | Dividends of Surplus |
| Proposal No. 2 | Partial Amendment to the Articles of Incorporation |
| Proposal No. 3 | Election of Nine Directors |
| Proposal No. 4 | Election of One Audit & Supervisory Board Member |

- Please hand in the voting form at the reception when you attend the meeting in person.
- Pursuant to applicable laws and Article 15 of the Company’s Articles of Incorporation, the following items otherwise to be included in the documents accompanying this notice are posted on the Company’s website (<https://www.en.ybhd.co.jp/>) and not included herein.

- (1) Consolidated Statement of Shareholders’ Equity and Notes to the Consolidated Financial Statements, each of which is in the Consolidated Financial Statements
- (2) Non-consolidated Statement of Shareholders’ Equity and Notes to the Non-consolidated Financial Statements, each of which is in the Non-consolidated Financial Statements

Accordingly, the Reference Documents attached to this Notice are part of the results of audits conducted by the Audit & Supervisory Board Members and the Financial Auditor.

- If any changes are made to this Notice and the attached Reference Documents for General Meeting of Shareholders, or the Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements, such changes will be posted on the Company’s website (<https://www.ybhd.co.jp/>) (in Japanese only).

Countermeasures against Covid-19

In order to prevent the spread of infection with the novel coronavirus disease, all the shareholders attending this general meeting of shareholders are kindly requested to check their health conditions including taking body temperature on the day it is held and to help contain the spread of the virus by such measures as wearing face masks when attending.

We appreciate the shareholders' understanding and cooperation regarding the fact that the management staff stationed at the venue of this general meeting of shareholders may take measures such as wearing face masks, calling upon the shareholders to spray their hands with alcohol disinfectant, and controlling entrance into the venue by taking the temperature of the shareholders.

If any significant changes are made to the operation of this Annual General Meeting including the venue and the starting time, we will post a notice as such on our website.

Reference Documents for General Meeting of Shareholders

Proposal No. 1 Dividends of Surplus

The Company regards the distribution of profit to shareholders as one of top priorities, and it maintains a basic policy to pay stable dividends on a continual basis while giving a comprehensive consideration to such factors as operating results and capital requirements for future business development.

In line with this basic policy, the Company proposes to pay a year-end dividend of ¥30 per share. Including the interim dividend of ¥22 per share, the annual dividend will total ¥52 per share, which is ¥15 higher than for the previous fiscal year.

- (1) Type of dividend property
To be paid in cash.
- (2) Allotment of dividend property and their aggregate amount
The Company proposes to pay a dividend of ¥30 per common share of the Company.
In this event, the total dividends will be ¥1,243,665,600.
- (3) Effective date of dividends of surplus
June 28, 2021

Proposal No. 2 Partial Amendment to the Articles of Incorporation

The Company proposes that the current Articles of Incorporation be amended partially as follows.

1. Reasons for amendments

In order to clearly state the management responsibilities of Directors and establish a management system that can respond quickly to changes in the business environment, the term of office of Directors provided for in Article 20 of the current Articles of Incorporation will be shortened from two years to one year, and paragraph (2) of the same article concerning the adjustment of the term of office will be deleted.

2. Details of the amendments

The details of amendments are as follows:

(Amendments are underlined.)

| Current Articles of Incorporation | Proposed Amendments |
|--|---|
| <p>(Term of Office) Article 20.</p> <p>1. The term of office of a Director shall expire at the conclusion of the annual general meeting of shareholders for the last business year out of the business years terminating within <u>two years</u> after the election of the Director.</p> <p>2. <u>The term of office of a Director who is elected due to an increase in number or as the substitute for a Director who retired from office before the expiration of the term of office shall continue until the terms of office of the other currently serving Directors expire.</u></p> | <p>(Term of Office) Article 20.</p> <p>The term of office of a Director shall expire at the conclusion of the annual general meeting of shareholders for the last business year out of the business years terminating within <u>one</u> year after the election of the Director.</p> <p>(Deleted)</p> |

Proposal No. 3 Election of Nine Directors

If Proposal No. 2 “Partial Amendment to the Articles of Incorporation” is approved as originally proposed, the terms of office of the Company’s Directors shall be amended from two years to one year. Accordingly, the terms of office of all nine Directors will expire at the conclusion of this meeting. In that regard, subject to the approval and adoption of Proposal No. 2 “Partial Amendment to the Articles of Incorporation,” the Company proposes the election of nine Directors.

The candidates for Director are as follows:

| Candidate No. | Name | Current position in the Company | Candidate attribute |
|---------------|-------------------|-------------------------------------|--|
| 1 | Hisashi Fujii | Chairman (Representative Director) | Reelection |
| 2 | Kazuhiko Takata | President (Representative Director) | Reelection |
| 3 | Kiyotsugu Takagi | Managing Director | Reelection |
| 4 | Hidenori Miyamoto | Managing Director | Reelection |
| 5 | Kazuya Kuwahara | Director (part-time) | Reelection |
| 6 | Akira Kobayashi | Director (part-time) | Reelection |
| 7 | Yasunori Kamei | Outside Director | Reelection Outside Independent |
| 8 | Kazunori Kuromoto | Outside Director | Reelection Outside Independent |
| 9 | Reiko Amano | - | New election Outside Independent |

Reelection: Candidate for reelection as Director

New election: Candidate for new Director

Outside: Candidate for Outside Director

Independent: Independent officer as provided for by the securities exchange

| Candidate No. | Name (Date of birth) | Career summary, position, and responsibilities in the Company | Number of the Company's shares owned |
|---|--|---|--------------------------------------|
| 1 | <p style="text-align: center;">Hisashi Fujii (September 22, 1948)</p> <p style="text-align: center;">Reelection</p> <p>Number of attendance at the Board of Directors meetings (13 out of 13 meetings)</p> | <p>Apr. 1971 Joined the Company</p> <p>June 1996 Director and Senior General Manager of Production Headquarters</p> <p>June 1998 Director and Senior General Manager of Construction Headquarters</p> <p>June 2002 Managing Director and Senior General Manager of Construction Environment Headquarters</p> <p>Oct. 2003 Managing Director</p> <p>Nov. 2003 Resigned as Director of the Company President and Representative Director of Narasaki Seisakusyo Co., Ltd.</p> <p>Apr. 2007 President and Representative Director of Yokogawa Bridge Works, Limited. (currently Yokogawa Bridge Corp.)</p> <p>June 2007 Resigned as Director of Narasaki Seisakusyo Co., Ltd.</p> <p>Aug. 2007 Director of the Company</p> <p>Oct. 2009 President and Representative Director of Yokogawa Sumikin Bridge Corp. (currently Yokogawa NS Engineering Corp.)</p> <p>June 2012 Resigned as Director of Yokogawa Sumikin Bridge Corp.</p> <p>June 2014 President and Representative Director of the Company Resigned as Director of Yokogawa Bridge Corp.</p> <p>June 2015 President and Representative Director of Yokogawa Bridge Corp.</p> <p>Sept. 2015 Resigned as Director of Yokogawa Bridge Corp.</p> <p>June 2020 Chairman and Representative Director of the Company (current position) (to the present)</p> <p>[Significant concurrent positions outside the Company] None</p> | 68,800 shares |
| <p>[Reasons for nomination as candidate for Director]</p> <p>Hisashi Fujii has been involved in the management of the entire Group for many years as Chairman and Representative Director of the Company, and has a wealth of experience, achievements and broad knowledge of overall management. The Company, therefore, has appointed him as a candidate for reelection as Director of the Company in expectation of his continued contribution to further enhancement of the corporate value of the Group.</p> | | | |

| Candidate No. | Name (Date of birth) | Career summary, position, and responsibilities in the Company | Number of the Company's shares owned |
|---|--|---|--------------------------------------|
| 2 | <p data-bbox="357 882 517 936">Kazuhiko Takata (June 11, 1959)</p> <p data-bbox="384 976 489 1003">Reelection</p> <p data-bbox="296 1043 576 1128">Number of attendance at the Board of Directors meetings (13 out of 13 meetings)</p> | <p data-bbox="612 264 711 291">Apr. 1985</p> <p data-bbox="612 300 711 327">June 2011</p> <p data-bbox="612 495 711 521">Oct. 2015</p> <p data-bbox="612 656 711 683">May 2016</p> <p data-bbox="612 882 711 909">June 2016</p> <p data-bbox="612 1077 711 1104">July 2017</p> <p data-bbox="612 1238 711 1265">Oct. 2017</p> <p data-bbox="612 1400 711 1426">June 2018</p> <p data-bbox="612 1467 711 1494">June 2020</p> <p data-bbox="612 1659 1150 1686">[Significant concurrent positions outside the Company]</p> <p data-bbox="612 1695 1233 1744">President and Representative Director, and Executive Officer of Yokogawa Bridge Corp.</p> <p data-bbox="772 264 1233 1646"> Joined the Company Director in charge of General Technology Research Laboratory of the Company Director, Head of Design Center, and Senior General Manager of Technology Headquarters in charge of Safety and Quality Control Office of Yokogawa Bridge Corp. Director, Senior General Manager of Technology Headquarters, Head of Safety and Quality Control Office and Senior General Manager of Design Headquarters of Yokogawa Bridge Corp. Director, Senior General Manager of Technology Headquarters, Head of Safety and Quality Control Office, Senior General Manager of Design Headquarters and General Manager of General Affairs Division I, Operations Headquarters of Yokogawa Bridge Corp. Managing Director, Senior General Manager of Operations Headquarters, General Manager of General Affairs Division I, Senior General Manager of Technology Headquarters and Head of Safety and Quality Control Office of Yokogawa Bridge Corp. Managing Director, Senior General Manager of Operations Headquarters, General Manager of General Affairs Division I, and Senior General Manager of Technology Headquarters of Yokogawa Bridge Corp. Managing Director, Senior General Manager of Operations Headquarters, General Manager of General Affairs Division I, and Senior General Manager of Technology Headquarters of Yokogawa Bridge Corp. President and Representative Director of Yokogawa Bridge Corp. President and Representative Director of the Company (current position) President and Representative Director, and Executive Officer of Yokogawa Bridge Corp. (current position) (to the present) </p> | 17,011 shares |
| <p data-bbox="276 1753 770 1780">[Reasons for nomination as candidate for Director]</p> <p data-bbox="276 1789 1441 1935">Kazuhiko Takata has been involved in the management of the bridge business for many years as President and Representative Director of the Company and Representative Director, President and Executive Officer of a Group company, and has a wealth of experience and achievements in technology and broad knowledge of overall management. The Company, therefore, has appointed him as a candidate for reelection as Director of the Company in expectation of his continued contribution to further enhancement of the corporate value of the Group.</p> | | | |

| Candidate No. | Name (Date of birth) | Career summary, position, and responsibilities in the Company | Number of the Company's shares owned |
|---|---|--|--------------------------------------|
| 3 | <p data-bbox="344 640 528 701">Kiyotsugu Takagi (February 2, 1959)</p> <p data-bbox="384 734 488 763">Reelection</p> <p data-bbox="296 797 576 891">Number of attendance at the Board of Directors meetings (13 out of 13 meetings)</p> | <p data-bbox="611 264 715 293">Apr. 1983</p> <p data-bbox="611 300 715 329">June 2014</p> <p data-bbox="611 461 715 490">Oct. 2015</p> <p data-bbox="611 591 715 620">June 2016</p> <p data-bbox="611 685 715 714">June 2017</p> <p data-bbox="611 757 715 786">Oct. 2017</p> <p data-bbox="611 851 715 880">June 2018</p> <p data-bbox="611 945 715 974">Oct. 2019</p> <p data-bbox="611 1075 715 1104">June 2020</p> <p data-bbox="611 1205 1150 1265">[Significant concurrent positions outside the Company] None</p> | 15,200 shares |
| <p data-bbox="272 1274 770 1303">[Reasons for nomination as candidate for Director]</p> <p data-bbox="272 1308 1441 1456">Kiyotsugu Takagi has been involved in the management of the Company in such divisions as Human Resources and General Affairs for many years as Director of the Company, and has a wealth of experience, achievements and broad knowledge of overall management. The Company, therefore, has appointed him as a candidate for reelection as Director of the Company in expectation of his continued contribution to further enhancement of the corporate value of the Group.</p> | | | |

| Candidate No. | Name (Date of birth) | Career summary, position, and responsibilities in the Company | Number of the Company's shares owned |
|---------------|---|---|--------------------------------------|
| 4 | <p>Hidenori Miyamoto (February 23, 1962)</p> <p>Reelection</p> <p>Number of attendance at the Board of Directors meetings (13 out of 13 meetings)</p> | <p>Apr. 1984 Joined the Company</p> <p>Oct. 2012 Administrative Officer and General Manager of Accounting Division</p> <p>June 2016 Director and General Manager of Accounting Division</p> <p>Oct. 2018 Director, Head of Finance and IR Office, and in charge of Accounting Division</p> <p>Apr. 2020 Director and in charge of Finance and IR Office and Accounting Division</p> <p>June 2020 Managing Director and in charge of Finance and IR Office and Accounting Division</p> <p>Apr. 2021 Managing Director, Head of DX Promotion Office, and in charge of Finance and IR Office and Accounting Division (current position) (to the present)</p> <p>[Significant concurrent positions outside the Company] None</p> | 7,094 shares |
| | | <p>[Reasons for nomination as candidate for Director]</p> <p>Hidenori Miyamoto has been involved in the management of the Company in such divisions as Accounting and Finance for many years as Director of the Company, and has a wealth of experience, achievements and broad knowledge of overall management. The Company, therefore, has appointed him as a candidate for reelection as Director of the Company in expectation of his continued contribution to further enhancement of the corporate value of the Group.</p> | |
| 5 | <p>Kazuya Kuwahara (January 24, 1960)</p> <p>Reelection</p> <p>Number of attendance at the Board of Directors meetings (10 out of 10 meetings)</p> | <p>Apr. 1982 Joined the Company</p> <p>Oct. 2014 Administrative Officer and Head of Maintenance Business Headquarters of Yokogawa Construction Co., Ltd.</p> <p>Oct. 2015 Planning Office for Administrative Officer of Yokogawa Bridge Corp.</p> <p>June 2017 Director, Head of Audit Office and General Manager of General Affairs Division of Yokogawa Techno-Information Service Inc.</p> <p>June 2019 Managing Director of Yokogawa System Buildings Corp.</p> <p>Apr. 2020 Managing Director and Head of ICT Promotion Office of Yokogawa System Buildings Corp.</p> <p>June 2020 Director of the Company (current position) Representative Director, President and Executive Officer of Yokogawa System Buildings Corp. (current position) (to the present)</p> <p>[Significant concurrent positions outside the Company] Representative Director, President and Executive Officer of Yokogawa System Buildings Corp.</p> | 8,282 shares |
| | | <p>[Reasons for nomination as candidate for Director]</p> <p>Kazuya Kuwahara has been involved in the management of the engineering-related business as Director of the Company and Representative Director, President and Executive Officer of a Group company, and has a wealth of experience and achievements and broad knowledge of overall management. The Company, therefore, has appointed him as a candidate for reelection as Director of the Company in expectation of his continued contribution to further enhancement of the corporate value of the Group.</p> | |

| Candidate No. | Name (Date of birth) | Career summary, position, and responsibilities in the Company | Number of the Company's shares owned |
|---------------|--|--|--------------------------------------|
| 6 | Akira Kobayashi (October 14, 1959) Reelection Number of attendance at the Board of Directors meetings (13 out of 13 meetings) | Apr. 1982 Oct. 2010 June 2014 June 2016 June 2017 June 2020 Apr. 2021 [Significant concurrent positions outside the Company] Representative Director, President and Executive Officer of Yokogawa Techno-Information Service Inc. | 8,004 shares |
| | | <p>[Reasons for nomination as candidate for Director]</p> <p>Akira Kobayashi has been involved in the management of the advanced technology business for many years as Director of the Company and Representative Director, President and Executive Officer of a Group company, and has a wealth of experience and achievements in information processing and broad knowledge of overall management. The Company, therefore, has appointed him as a candidate for reelection as Director of the Company in expectation of his continued contribution to further enhancement of the corporate value of the Group.</p> | |
| 7 | Yasunori Kamei (September 5, 1952) Reelection Outside Independent Number of attendance at the Board of Directors meetings (13 out of 13 meetings) | Apr. 1975 June 2005 Apr. 2008 June 2010 Apr. 2013 Apr. 2015 Mar. 2016 June 2016 Jan. 2021 [Significant concurrent positions outside the Company] President & CEO of Kenko Corporation | 1,700 shares |
| | | <p>[Reasons for nomination as candidate for outside Director and outline of expected roles]</p> <p>Yasunori Kamei has served in a number of positions, including Executive Officer of Mitsubishi Rayon Co., Ltd., during his career. The Company, therefore, has appointed him as a candidate for reelection as outside Director in expectation for his provision of supervision, advice, etc. on decision making by the Company's Board of Directors and the execution of Directors' duties by utilizing his considerable business experiences and extensive insight.</p> | |

| Candidate No. | Name (Date of birth) | Career summary, position, and responsibilities in the Company | Number of the Company's shares owned |
|--|--|---|--------------------------------------|
| 8 | <p data-bbox="336 611 536 674">Kazunori Kuromoto (May 23, 1955)</p> <p data-bbox="376 707 496 797">Reelection Outside Independent</p> <p data-bbox="296 835 576 925">Number of attendance at the Board of Directors meetings (10 out of 10 meetings)</p> | <p data-bbox="611 264 715 286">Apr. 1980</p> <p data-bbox="611 297 715 320">Apr. 2006</p> <p data-bbox="611 365 715 387">Apr. 2008</p> <p data-bbox="611 465 715 488">Apr. 2009</p> <p data-bbox="611 566 715 589">Apr. 2012</p> <p data-bbox="611 633 715 656">Apr. 2013</p> <p data-bbox="611 734 715 757">June 2013</p> <p data-bbox="611 835 715 857">Apr. 2016</p> <p data-bbox="611 902 715 925">June 2018</p> <p data-bbox="611 936 715 958">Apr. 2020</p> <p data-bbox="611 992 715 1014">June 2020</p> <p data-bbox="611 1093 1150 1115">[Significant concurrent positions outside the Company]</p> <p data-bbox="611 1126 855 1149">Advisor of Komatsu Ltd.</p> <p data-bbox="611 1160 1062 1182">Senior Managing Director of LANDLOG Ltd.</p> <p data-bbox="611 1193 1062 1216">Outside Director of LAND DATA BANK, Ltd.</p> <p data-bbox="611 1227 1062 1249">Advisor of STANLEY ELECTRIC CO., LTD.</p> <p data-bbox="611 1261 1230 1283">Trustee, Kanazawa University, a national university corporation</p> | 300 shares |
| <p data-bbox="280 1283 1129 1305">[Reasons for nomination as candidate for outside Director and outline of expected roles]</p> <p data-bbox="280 1317 1441 1429">Kazunori Kuromoto has served in a number of positions, including Executive Officer of Komatsu Ltd., during his career. The Company, therefore, has appointed him as a candidate for reelection as outside Director in expectation for his provision of supervision, advice, etc. on decision making by the Company's Board of Directors and the execution of Directors' duties by utilizing his considerable business experiences and extensive insight about technology.</p> | | | |

| Candidate No. | Name (Date of birth) | Career summary, position, and responsibilities in the Company | Number of the Company's shares owned |
|--|--|--|--------------------------------------|
| 9 | <p>Reiko Amano (January 21, 1954)</p> <p>New election Outside Independent</p> <p>Number of attendance at the Board of Directors meetings (- out of - meetings)</p> | <p>Apr. 1980 Joined Kajima Corporation</p> <p>Apr. 2005 Senior Manager of Technology Development Department Civil Engineering Management Division</p> <p>Apr. 2011 General Manager of the Intellectual Property and License Department of Kajima Corporation</p> <p>Feb. 2014 Advisor of the Intellectual Property and License Department of Kajima Corporation</p> <p>Sept. 2014 Retired from Kajima Corporation</p> <p>Oct. 2014 Executive Director of Research Center for Reinforcement of Resilience Function, National Research Institute for Earth Science and Disaster Resilience (Independent Administrative Agency) (currently administered as National Research and Development Agency)</p> <p>Apr. 2015 Auditor of the National Institute for Environmental Studies (National Research and Development Agency) (current position)</p> <p>Apr. 2016 Executive Director of the National Research Institute for Earth Science and Disaster Resilience (National Research and Development Agency)</p> <p>June 2016 Outside Director of East Japan Railway Company (current position)</p> <p>Sept. 2019 Auditor of Japan Atomic Energy Agency (National Research and Development Agency) (current position) (to the present)</p> <p>[Significant concurrent positions outside the Company] Auditor of the National Institute for Environmental Studies (National Research and Development Agency) Outside Director of East Japan Railway Company Auditor of Japan Atomic Energy Agency (National Research and Development Agency)</p> | 0 shares |
| <p>[Reasons for nomination as candidate for outside Director and outline of expected roles] Reiko Amano, although not having directly engaged in the management of companies other than serving as outside Director, has served in a number of important positions in Kajima Corporation, National Research Institute for Earth Science and Disaster Resilience, National Institute for Environmental Studies and Japan Atomic Energy Agency. The Company, therefore, has appointed her as a candidate for election as outside Director in expectation for her provision of supervision, advice, etc. on decision making by the Company's Board of Directors and the execution of Directors' duties by utilizing her considerable business experiences and extensive insight about technology.</p> | | | |

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. Yasunori Kamei, Kazunori Kuromoto and Reiko Amano are the candidates for outside Directors.
 3. Yasunori Kamei and Kazunori Kuromoto are currently outside Directors of the Company. Yasunori Kamei will have been in office for five years, and for Kazunori Kuromoto, one year, each at the conclusion of this Annual General Meeting of Shareholders.
 4. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Yasunori Kamei and Kazunori Kuromoto to limit their liability as provided for in Article 423, paragraph (1) of the same Act. The maximum amount of liability for damages under this agreement is that provided for under laws and regulations, and if they are reelected and assume office as Director, the Company plans to renew the agreements with them. If Reiko Amano is elected and assume office as Director, the Company will enter into a similar agreement to limit her liability.
 5. The Company has concluded a directors and officers liability insurance agreement provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. If a claim for damages was submitted against the insured during the policy period because of an action conducted by the insured as duties of the Company's officer, including the portions under special clauses, the said insurance agreement shall compensate for legal compensation for

damages, dispute expenses and other related costs to be borne by the insured. If the candidates are elected, and assume office as Director, they will be included as insureds in the said insurance agreement. In addition, the Company plans to renew the agreement with details of the same degree at the time of next renewal.

6. The Company has submitted notification to the Tokyo Stock Exchange that Yasunori Kamei and Kazunori Kuromoto have been designated as independent officers as provided for by the aforementioned exchange. If they are reelected and assume office as Directors, the Company plans to submit notification concerning the continuation of their appointment as independent officers. Until September 2014, Reiko Amano served as a person executing business in Kajima Corporation, a business associate of the Company. However, taking into consideration the significant amount of time that has passed since then, and in view of the nature of the transactions maintained with the company, the Company deems her capable of performing the role of outside Director from an independent standpoint, and therefore, if she is elected and assumes office as Director, intends to submit notification of her appointment as an independent officer.
7. The number of attendance of Kazuya Kuwahara and Kazunori Kuromoto at the Board of Directors meetings includes only the meetings held after their assumption on June 25, 2020.

Proposal No. 4 Election of One Audit & Supervisory Board Member

At the conclusion of this meeting, the term of office of Audit & Supervisory Board Member Teruhiko Ohshima will expire. In that regard, The Company proposes the election of one Audit & Supervisory Board Member.

The candidate for Audit & Supervisory Board Member is as follows. The consent of the Audit & Supervisory Board has been obtained for the submission of this proposal.

| Name (Date of birth) | Career summary and position | Number of the Company's shares owned |
|---|--|--------------------------------------|
| <p>Teruhiko Ohshima (September 18, 1958)</p> <p>Reelection</p> <p>Number of attendance at the Board of Directors meetings (10 out of 10 meetings)</p> <p>(Number of attendance at the Audit & Supervisory Board meetings) (10 out of 10 meetings)</p> | <p>Apr. 1981 Joined the Company</p> <p>June 2005 Director, General Manager of Sodegaura Plant, and Manager of Production Information Department of Yokogawa System Buildings Corp.</p> <p>June 2010 Managing Director and General Manager of Chiba Plant of Yokogawa System Buildings Corp.</p> <p>June 2016 Director of the Company President and Representative Director of Yokogawa System Buildings Corp.</p> <p>June 2020 Full-time Audit & Supervisory Board Member of the Company (current position) (to the present)</p> <p>[Significant concurrent positions outside the Company] None</p> | <p>42,500 shares</p> |
| <p>[Reasons for nomination as candidate for Audit & Supervisory Board Member]</p> <p>Teruhiko Ohshima has worked in important managerial positions of the Group for many years and has broad knowledge of overall management of the Company. The Company, therefore, has appointed him as a candidate for reelection as a candidate for Audit & Supervisory Board Member, in expectation of his fulfillment of the role of an Audit & Supervisory Board Member including strengthening the audit system of the Company.</p> | | |

- Notes:
1. There is no special interest between the candidate and the Company.
 2. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with Teruhiko Ohshima to limit his liability as provided for in Article 423, paragraph (1) of the same Act. The maximum amount of liability for damages under this agreement is that provided for under laws and regulations, and if he is reelected and assumes office as Audit & Supervisory Board Member, the Company plans to renew the agreements with him.
 3. The Company has concluded a directors and officers liability insurance agreement provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. If a claim for damages was submitted against the insured during the policy period because of an action conducted by the insured as duties of the Company's officer, including the portions under special clauses, the said insurance agreement shall compensate for legal compensation for damages and dispute expenses to be borne by the insured. If the candidate is reelected and assumes office as Audit & Supervisory Board Member, he will be included as an insured in the said insurance agreement. In addition, the Company plans to renew the agreement with details of the same degree at the time of next renewal.
 4. The number of attendance at the Board of Directors meetings and the Audit & Supervisory Board meetings includes only the meetings held after his assumption on June 25, 2020.