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(Stock Exchange Code 1821)
June 6, 2019

To Shareholders with Voting Rights:

Hideo Arai
Representative Director,
President
Sumitomo Mitsui Construction Co., Ltd.
2-1-6, Tsukuda, Chuo-ku, Tokyo, Japan

**NOTICE OF
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 16th Annual General Meeting of Shareholders of Sumitomo Mitsui Construction Co., Ltd. (the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing by submitting the Voting Rights Exercise Form, or via the Internet, etc. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:45 p.m. on Wednesday, June 26, 2019, Japan time.

- 1. Date and Time:** Thursday, June 27, 2019 at 10:00 a.m. Japan time
- 2. Place:** Corporate Headquarters (Conference room on the 2nd floor) located at 2-1-6, Tsukuda, Chuo-ku, Tokyo, Japan
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business, the Consolidated Financial Statements for the Company's 16th Fiscal Year (April 1, 2018 - March 31, 2019) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. The Non-consolidated Financial Statements for the Company's 16th Fiscal Year (April 1, 2018 - March 31, 2019)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of 9 Directors
- Proposal 3:** Election of 1 Audit & Supervisory Board Member
- Proposal 4:** Revision of Remuneration for Directors
- Proposal 5:** Revision of Remuneration for Audit & Supervisory Board Members

- As the following documents are posted on the Company's website pursuant to provisions of laws and regulations as well as Article 13-2 of the Articles of Incorporation, they are not presented in the Appendix of this Notice of the Annual General Meeting of Shareholders.
Necessary systems to ensure appropriate operations and operation status of the systems in the Business Report
The Consolidated Statement of Changes in Net Assets and the Notes to the Consolidated Financial Statements
The Statement of Changes in Net Assets and the Notes to the Non-consolidated Financial Statements
Therefore, the Appendix of this Notice of the Annual General Meeting of Shareholders were part of the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements audited by the Audit & Supervisory Board Members and Accounting Auditor when they prepared the audit report.
- Should the Reference Documents for the General Meeting of Shareholders and the Appendix (the Business Report, the Consolidated Financial Statements, the Non-consolidated Financial Statements) require revisions, the revised versions will be posted on the Company's website.
- The Company's website: <https://www.smcon.co.jp>.

Instructions on Exercising Voting Rights

For Those Attending the General Meeting of Shareholders

Date and time of the Meeting: Thursday, June 27, 2019, at 10:00 a.m.

Please hand in the enclosed Voting Rights Exercise Form at the reception desk on arrival at the Meeting. In addition, please bring this booklet for reference at the meeting.

- If exercising voting rights via proxy, one (1) other shareholder with voting rights may attend the General Meeting of Shareholders as your proxy. In this case, please submit documentation to the Company proving the right to represent, such as the power of attorney. (Non-shareholding proxies, accompanying persons or anyone else who is not a shareholder may not attend the General Meeting of Shareholders.)

For Those Not Attending the General Meeting of Shareholders

Deadline for exercising voting rights: Wednesday, June 26, 2019, 5:45 p.m.

By Mail

Please indicate whether you approve or disapprove of each proposal on the enclosed Voting Rights Exercise Form and return by mail.

By the Internet

Please indicate whether you approve or disapprove of each proposal on the voting rights exercise website designated by the Company:

<https://www.web54.net/>

Please see page 4 for details.

If exercising voting rights by mobile phone or smartphone, etc., it is also possible to use a barcode reader to scan the "QR Code[®]" shown to the right to access the voting rights exercise website.

(QR Code is a registered trademark of DENSO WAVE CORPORATION)



- If there is no indication of approval or disapproval for each proposal on the Voting Rights Exercise Form, it shall be deemed as an indication of approval.
- If you exercise your voting rights twice, such as by writing and Internet, etc., only the later vote arriving at the Company will be considered a valid exercise of voting rights, and if they arrive on the same day, the vote cast through the Internet, etc., will be deemed valid.
- If you exercise your voting rights multiple times via the Internet, etc., only the latest vote shall be deemed valid.

Instructions for Exercise of Voting Rights via the Internet, etc.

If exercising voting rights via the Internet, it is possible only by accessing the following voting rights exercise website designated by the Company. If using a smartphone, by scanning the “QR Code” indicated on the enclosed Voting Rights Exercise Form, it is not necessary to enter the “Voting rights exercise code” and “Password” for logging-in to the voting rights exercise website for smartphones.

1. Access the Voting Rights Exercise Website

The voting rights exercise website: <https://www.web54.net/>

If using a mobile phone or smartphone, etc., it is also possible to scan the “QR Code[®]” indicated on the right of the Voting Rights Exercise Form to access the voting rights exercise website.

(QR Code is a registered trademark of DENSO WAVE CORPORATION)



2. Login

Enter the “**Voting rights exercise code**” indicated on the bottom left of your Voting Rights Exercise Form.

3. Enter Password

Enter the “**Password**” indicated on the bottom left of your Voting Rights Exercise Form.

Then follow the instructions on screen.

For inquiries regarding the use of the voting rights exercise website:
Sumitomo Mitsui Trust Bank, Limited
Stock Transfer Agency Web Support Dedicated Hotline
[Telephone] 0120-652-031 (9 a.m. to 9 p.m. Japan time)

About the Password

- The password is a means of verifying whether or not the person exercising voting rights is a legitimate shareholder.
Please store this password carefully until the end of this General Meeting of Shareholders.
- The Company shall not respond to inquiries regarding passwords by telephone.
- Incorrectly inputting the password more than a certain number of times will lock it and disable it. To request reissuance of your password, please follow the on screen instructions.

About the Voting Rights Exercise Platform

Institutional investors may utilize the Voting Rights Exercise Platform operated by ICJ, Inc.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

Concerning the appropriation of surplus, the Company proposes the following.

- Matters concerning year-end dividends

The Company, seeks to strengthen its financial standing and increase its internal reserves in preparation for future business expansion while maintaining a stable dividend policy, and determines dividend distribution by taking comprehensive account of trends in business results as well as the future management environment.

Based on the above policy, upon consideration of the financial contents, business results, and future management initiatives, etc., for the 16th fiscal year, for year-end dividends for the 16th fiscal year, the Company proposes the following.

(1) Dividend asset type

Cash

(2) Matters concerning distribution of dividends to shareholders and the total amount

Based on comprehensively taking into consideration the achievement of performance exceeding the budget for fiscal 2018, and the future business prospects and business plan, the Company proposes a year-end dividend of 24 yen per share, an increase of 6 yen compared with the dividend of the previous fiscal year (equivalent amount of 18 yen).

In this case, the total amount of dividend will be 3,853,896,408 yen.

(3) Date on which the dividend of surplus becomes effective

June 28, 2019

Proposal 2: Election of 9 Directors

The terms of office of all Directors (9 persons) will expire at the end of this Annual General Meeting of Shareholders. Accordingly, the election of 9 Directors is proposed.

The candidates are as follows. From the viewpoint that the Company is a comprehensive construction company mainly in the civil engineering business and building construction business in Japan and overseas, the Company sets a basic policy to form a well-balanced Board of Directors comprising persons with adequate knowledge regarding both businesses, as well as persons with expertise in governance, fund procurement, and corporate management in consideration of diversity such as gender equality and internationality. The candidates are determined at the Board of Directors upon consideration of the results of deliberations at the Nomination and Compensation Advisory Committee, which serves as advisory bodies to the Board of Directors.

Furthermore, if this Proposal and Proposal 3 are approved as proposed and the candidates assume the positions of Directors or Audit & Supervisory Board Members, respectively, six (6) of the total number of fourteen (14) Directors and Audit & Supervisory Board Members shall be Independent Directors or Independent Auditors as stipulated in Article 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange.

No.		Name	Position	Responsibilities	Attendance at Board of Directors Meetings
1	Reappointment	Hideo Arai	Representative Director, President		100% (15 out of 15 times)
2	Reappointment	Yoshitaka Mimori	Representative Director, Executive Vice President	Division Director, Building Construction Division	100% (15 out of 15 times)
3	Reappointment	Kunio Hanato	Representative Director, Executive Vice President	In charge of Safety, Environment & Production Management Division Division Director, Safety, Environment & Production Management Division	100% (12 out of 12 times)
4	Reappointment	Shoji Kimijima	Representative Director, Executive Vice President	In charge of Corporate Planning, Affiliated Business, Administration Division, Business Innovation & Incubation Division, and Global Division Division Director, Audit Department, Secretariat, and Public Relations Office	100% (15 out of 15 times)
5	Reappointment	Hiroshi Mashiko	Director, Senior Managing Executive Officer	Division Director, Civil Engineering Division	100% (12 out of 12 times)
6	New Candidate	Shigetoshi Kondo	Senior Managing Executive Officer	Division Director, Corporate Planning Department, Affiliated Business Department, and Sustainability Promotion Department Deputy Division Director, Construction IT Design Department	
7	Reappointment	Sakio Sasamoto	External Independent Director	Director	100% (15 out of 15 times)
8	New Candidate	Jun Sugie	External Independent Director		
9	New Candidate	Tamao Hosokawa	External Independent Director		

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
1	Hideo Arai (January 11, 1955) [Reappointment] Attendance at Board of Directors Meetings during fiscal 2018: 15 out of 15 times (100%)	April 1977	Joined Sumitomo Construction Co., Ltd.	22,433
		July 2001	General Manager, Technical Consulting Department, Civil Engineering Administration Department, Civil Engineering Division	
2	Yoshitaka Mimori (March 12, 1956) [Reappointment] Attendance at Board of Directors Meetings during fiscal 2018: 15 out of 15 times (100%)	April 2003	General Manager, Civil Engineering Technical Consulting Department, Civil Engineering Administration Department, Civil Engineering Business Division	15,234
		April 2010	General Manager, Renewal Project Office, Project Office, Civil Engineering Business Division of the Company	
3	Kunio Hanato (May 6, 1955) [Reappointment] Attendance at Board of Directors Meetings during fiscal 2018: 12 out of 12 times (100%)	April 2011	Executive Officer	13,137
		April 2013	Managing Executive Officer	
3	Kunio Hanato (May 6, 1955) [Reappointment] Attendance at Board of Directors Meetings during fiscal 2018: 12 out of 12 times (100%)	April 2015	Senior Managing Executive Officer	13,137
		June 2015	Director	
3	Kunio Hanato (May 6, 1955) [Reappointment] Attendance at Board of Directors Meetings during fiscal 2018: 12 out of 12 times (100%)	April 2016	Division Director, Building Construction Division (to present)	13,137
		April 2018	Representative Director (to present), Executive Vice President (to present)	
3	Kunio Hanato (May 6, 1955) [Reappointment] Attendance at Board of Directors Meetings during fiscal 2018: 12 out of 12 times (100%)	April 2017	General Manager, Building Construction Department, Yokohama Branch	13,137
		April 2019	General Manager, Building Engineering Department	
3	Kunio Hanato (May 6, 1955) [Reappointment] Attendance at Board of Directors Meetings during fiscal 2018: 12 out of 12 times (100%)	April 2003	General Manager, Building Construction Department, Yokohama Branch	13,137
		October 2012	General Manager, Construction Department II, Building Construction Administration Department, Tokyo Metropolitan District Housing Construction Business Department of the Company	
3	Kunio Hanato (May 6, 1955) [Reappointment] Attendance at Board of Directors Meetings during fiscal 2018: 12 out of 12 times (100%)	April 2015	Executive Officer	13,137
		April 2017	Managing Executive Officer	
3	Kunio Hanato (May 6, 1955) [Reappointment] Attendance at Board of Directors Meetings during fiscal 2018: 12 out of 12 times (100%)	April 2018	General Manager, Tokyo Building Construction Branch	13,137
		June 2018	Senior Managing Executive Officer	
3	Kunio Hanato (May 6, 1955) [Reappointment] Attendance at Board of Directors Meetings during fiscal 2018: 12 out of 12 times (100%)	April 2019	Executive Vice President (to present)	13,137
		April 2019	Representative Director (to present)	
3	Kunio Hanato (May 6, 1955) [Reappointment] Attendance at Board of Directors Meetings during fiscal 2018: 12 out of 12 times (100%)	April 2019	In charge of Safety, Environment & Production Management Division (to present)	13,137
		April 2019	Division Director, Safety, Environment & Production Management Division (to present)	
Reasons for selection as a candidate for Director				
Since joining the Company, Mr. Hideo Arai has accumulated a wealth of experience from serving important posts in the civil engineering section, and is currently working to strengthen corporate governance and further enrich the management structure. Based on the fact that he has been adequately fulfilling his responsibilities as top manager, the Company has judged it appropriate to renominate him as a candidate for Director.				
Reasons for selection as a candidate for Director				
Since joining the Company, Mr. Yoshitaka Mimori has accumulated a wealth of experience from serving important posts in the building construction section, and currently, he is adequately fulfilling his responsibilities as Division Director of Building Construction Division. Therefore, the Company has judged it appropriate to renominate him as a candidate for Director.				
Reasons for selection as a candidate for Director				
Since joining the Company, Mr. Kunio Hanato has accumulated a wealth of experience from serving important posts in the building construction section, and currently, he is adequately fulfilling his responsibilities as the director in charge of Safety, Environment & Production Management Division. Therefore, the Company has judged it appropriate to renominate him as a candidate for Director.				

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
4	Shoji Kimijima (July 29, 1955) [Reappointment] Attendance at Board of Directors Meetings during fiscal 2018: 15 out of 15 times (100%)	April 1979	Joined Sumitomo Construction Co., Ltd.	14,316
		June 1999	General Manager, General Affairs Department, Administration Division	
Reasons for selection as a candidate for Director Since joining the Company, Mr. Shoji Kimijima has accumulated a wealth of experience from serving important posts in the corporate administration section, and currently, he is adequately fulfilling his responsibilities as the director in charge of corporate administration section, global section, and business innovation & incubation section. Therefore, the Company has judged it appropriate to renominate him as a candidate for Director.				
5	Hiroshi Mashiko (March 12, 1956) [Reappointment] Attendance at Board of Directors Meetings during fiscal 2018: 12 out of 12 times (100%)	April 1979	Joined Sumitomo Construction Co., Ltd.	13,147
		April 2003	Civil Engineering Works Site, Kyusyu Branch of the Company	
Reasons for selection as a candidate for Director Since joining the Company, Mr. Hiroshi Mashiko has accumulated a wealth of experience from serving important posts in the civil engineering section, and currently, he is adequately fulfilling his responsibilities as Division Director of Civil Engineering Division. Therefore, the Company has judged it appropriate to renominate him as a candidate for Director.				
6	Shigetoshi Kondo (December 24, 1965) [New Candidate]	April 1988	Joined The Sumitomo Bank, Limited	3,253
		April 2010	Senior Credit Officer, Credit Dept. 1, Middle Market Banking Unit, Sumitomo Mitsui Banking Corporation	
Reasons for selection as a candidate for Director Mr. Shigetoshi Kondo has accumulated a wealth of experience regarding business analysis and management decision through his career at banks, and currently, he is adequately fulfilling his responsibilities as Division Director of Corporate Planning Department, Affiliated Business Department, and Sustainability Promotion Department of the Company. Therefore, the Company has judged it appropriate to nominate him as a candidate for Director.				

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
	Sakio Sasamoto (December 24, 1950) [Reappointment] [Candidate for External Director] [Candidate for Independent Director] Attendance at Board of Directors Meetings during fiscal 2018: 15 out of 15 times (100%)	April 1974 December 1999 April 2001 April 2003 April 2005 August 2005 April 2008 June 2009 June 2012 June 2016	Joined Nippon Kokan Corporation General Manager, Real Estate Dept. General Manager, Legal & General Administration Dept. Executive Assistant, General Administration and Legal Division, JFE Holdings, Inc. Vice President, General Manager, General Administration and Legal Division Vice President, General Manager, General Administration Dept. Senior Vice President Representative Director, President and CEO, JFE LIFE CORPORATION Audit & Supervisory Board Member, JFE Holdings, Inc. (retired in June 2016) External Director of the Company (to present)	0
7	<ol style="list-style-type: none"> 1. Reasons for selection as candidate for External Director <ol style="list-style-type: none"> 1) Mr. Sakio Sasamoto is a candidate for External Director as stipulated by Item 7 for Clause 3 of Article 2, of the Ordinance for Enforcement of the Companies Act. 2) Mr. Sakio Sasamoto has been selected as a candidate for External Director as the Company wishes to have him continue to exercise his wide range of experience regarding management of the Company. Furthermore, during his tenure as External Director, he has been adequately fulfilling his responsibilities as Director of the Company, and as stated in (4. Matters regarding Corporate Officers (4) Matters regarding External Officers 2) Main Activities for the Fiscal Year Under Review) of the Business Report for the 16th fiscal year (available in Japanese only), he is appropriately fulfilling his responsibilities during the fiscal year under review as well. Therefore, the Company has judged that he will continue to appropriately fulfill the responsibilities of External Director. 2. Independence qualification of candidate for External Director Mr. Sakio Sasamoto has served for many years at JFE Holdings Group, which has transactional relationships with the Company, and the amount of business between the Group and the said group is less than 1% of annual consolidated net sales of the Group and the said group, on average over the most recent three years. The Company has judged that he does not have any conflicts of interest with general shareholders and possesses adequate independence, and has thereby registered him as an Independent Director with the Tokyo Stock Exchange, as stipulated in Article 436-2 of the Securities Listing Regulations. If he is reelected as Director and appointed External Director, the Company plans to maintain his registration as an Independent Director. 3. Liability limitation agreements An agreement to limit liability of Clause 1 of Article 423 of the Companies Act has been concluded between Mr. Sakio Sasamoto and the Company, and the ceiling of the indemnity based on fore mentioned agreement shall be the minimum amount stipulated by laws and regulations. If he is reelected as Director and appointed External Director, the Company plans to keep the above liability limitation agreement. 4. Number of years since the candidate for External Director assumed office as External Director of the Company The term of retention of Mr. Sakio Sasamoto as External Director will be three (3) years at the close of this General Meeting. 			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
	<p>Jun Sugie (June 23, 1956)</p> <p>[New Candidate] [Candidate for External Director] [Candidate for Independent Director]</p>	<p>April 1979 July 2007 July 2008 July 2009 July 2011 December 2012 June 2014 July 2015 May 2017 April 2018</p> <p>Joined former Ministry of Finance Deputy Commissioner, Large Enterprise Examination and Criminal Investigation Department, National Tax Agency Regional Commissioner, Kantoshinetsu Regional Taxation Bureau Deputy Commissioner (International Affairs), Commissioner's Secretariat, National Tax Agency Regional Commissioner, Tokyo Reginal Taxation Bureau Deputy Director-General, Japan Securities Depository Center, Incorporated Managing Director, Japan Securities Depository Center, Incorporated Managing Director, JASDEC DVP Clearing Corporation Senior Executive Officer, Japan Securities Depository Center, Incorporated Outside Director, IDOM Inc. (to present) Vice Chairman and Executive Director, The Investment Trusts Association, Japan (to present)</p> <p>[Significant concurrent positions] • Outside Director, IDOM Inc. • Vice Chairman and Executive Director, The Investment Trusts Association, Japan</p>	0
8		<p>1. Reasons and backgrounds for selection as candidate for External Director</p> <p>1) Mr. Jun Sugie is a candidate for External Director as stipulated by Item 7 for Clause 3 of Article 2, of the Ordinance for Enforcement of the Companies Act.</p> <p>2) Mr. Jun Sugie has served in various positions including important posts in the National Tax Agency, Director of Japan Securities Depository Center, Incorporated and Outside Director of IDOM Inc. The Company wishes to have him exercise his sophisticated expertise in taxation and wide range of management experience and insights to reflect in a further enhancement of supervisory functions and overall management of the Company. Therefore, he has been selected as a candidate for External Director as the Company.</p> <p>3) IDOM Inc., where Mr. Jun Sugie serves as Outside Director, received an order for action from the Consumer Affairs Agency in December 2017 for allegedly conducting misleading representations which fall under Item 2 for Article 5 of the Act against Unjustifiable Premiums and Misleading Representations and are prohibited by the provisions of the same Article. Although he had not known the fact until it was revealed, he constantly made recommendations regarding compliance to IDOM Inc. After the fact was revealed, he received detailed information about the conduct in question from Directors and employees, identified points for improvement, and examined measures such as strengthening in-house investigative systems for advertisements and preventive measures including legal training within IDOM Inc.</p> <p>2. Independence qualification of candidate for External Director</p> <p>In view of the fact that no transactions exist between the Company and IDOM Inc. and The Investment Trusts Association, where Mr. Jun Sugie concurrently serves, the Company has judged that he does not have any potential conflicts of interest with general shareholders and possesses adequate independence qualification. Therefore, he will be an Independent Director as stipulated in Article 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange, if he is elected as Director and assumes the office of External Director.</p> <p>3. Liability limitation agreements</p> <p>To promote recruitment of superior personnel to serve as External Director, the Company defines in its Articles of Incorporation that it can conclude agreements which limit liability of directors (except for Executive Director, etc.) toward the Company with the directors. Based on the above, if Mr. Jun Sugie is elected as Director and assumes the office of External Director, the Company plans to conclude the agreement to limit liability for damages under Clause 1 of Article 423 of the Companies Act with him, and the ceiling of the indemnity based on the said agreement shall be the minimum amount stipulated by laws and regulations.</p>	

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
	Tamao Hosokawa (July 12, 1968) [New Candidate] [Candidate for External Director] [Candidate for Independent Director]	May 1993 Became a freelance journalist September 1995 Radio personality, Radio Nippon Co. LTD. (to present) October 2003 Member of the Shinagawa Ward Board of Education April 2004 Part-time lecturer (modern politics), Seisa University (to present) January 2016 Director, Chiba Institute of Technology (to present) June 2017 Director, Japan Institute for National Fundamentals (to present) [Significant concurrent positions] • Radio personality, Radio Nippon Co. LTD. • Part-time lecturer (modern politics), Seisa University • Director, Chiba Institute of Technology • Director, Japan Institute for National Fundamentals	0
9	<ol style="list-style-type: none"> 1. Reasons and backgrounds for selection as candidate for External Director <ol style="list-style-type: none"> 1) Ms. Tamao Hosokawa is a candidate for External Director as stipulated by Item 7 for Clause 3 of Article 2, of the Ordinance for Enforcement of the Companies Act. 2) Ms. Tamao Hosokawa has accumulated a wealth of experience as journalist. The Company wishes her selection as External Director, expecting her objective point of view and broad knowledge to be reflected in the Company's management. For the above reason, the Company has judged that she will appropriately fulfill the responsibilities of External Director. 2. Independence qualification of candidate for External Director Ms. Tamao Hosokawa has assumed the office of a Director of Chiba Institute of Technology, which has transactional relationships with the Company, and the amount of business between the Group and the said institute is less than 1% of annual consolidated net sales of the Group, on average over the most recent three years. The Company has judged that she does not have any potential conflicts of interest with general shareholders and possesses adequate independence, and she will be an Independent Director as stipulated in Article 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange, if she is elected as Director and assumes the office of External Director. 3. Liability limitation agreements To promote recruitment of superior personnel to serve as External Director, the Company defines in its Articles of Incorporation that it can conclude agreements which limit liability of directors (except for Executive Director, etc.) toward the Company with the directors. Based on the above, if Ms. Tamao Hosokawa is elected as Director and assumes the office of External Director, the Company plans to conclude the agreement to limit liability for damages under Clause 1 of Article 423 of the Companies Act with her, and the ceiling of the indemnity based on the said agreement shall be the minimum amount stipulated by laws and regulations 4. Ms. Tamao Hosokawa's legal name in the family register is Tamao Katahira. 		

(Note) There are no special interests between each candidate and the Company.

Proposal 3: Election of 1 Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member, Mr. Masashi Nozaki, will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of 1 Audit & Supervisory Board Member is proposed.

In addition, this proposal has been determined at the Board of Directors upon consideration of the results of deliberations at the Nomination and Compensation Advisory Committee.

The Audit & Supervisory Board has previously given its approval to this proposal.

The candidate is as follows:

Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held	
Hisato Tokunaga (October 13, 1956) [New Candidate]	April 1980 June 2001	Joined Mitsui Construction Co., Ltd. General Manager, Treasury Office, Treasury Management Department	549
	April 2003	Deputy General Manager, Treasury Department, Treasury Management Department of the Company	
	April 2004	General Manager, Intensive Business Support Center, Administration Division	
	April 2006	General Manager, Treasury Department, Corporate Planning & Administration Division	
	April 2015	General Manager, Affiliated Business Department	
	June 2016	Representative Director and President, Cosmoplaning Co., Ltd. (to present; scheduled to retire in June 2019)	
	April 2019	Affiliated Business Department of the Company (to present; scheduled to retire in June 2019)	
<p>1. Reasons for selection as a candidate for Audit & Supervisory Board Member Since joining the Company, Mr. Hisato Tokunaga has accumulated a wealth of experience in the accounting and treasury section, and made a major contribution to strengthening internal control and governance in the Company's affiliates as General Manager of Affiliated Business Department. Therefore, the Company has judged it appropriate to nominate him as a candidate for Audit & Supervisory Board Member.</p> <p>2. Liability limitation agreements To promote recruitment of superior personnel to serve as Audit & Supervisory Board Member of the Company, the Company defines in its Articles of Incorporation that it can conclude agreements to limit liability of Audit & Supervisory Board Members toward the Company. Based on the above, if Mr. Hisato Tokunaga is elected and assumes the office of Audit & Supervisory Board Member, the Company plans to conclude the agreement to limit liability for damages under Clause 1 of Article 423 of the Companies Act with him, and the ceiling of the indemnity based on the said agreement shall be the minimum amount stipulated by laws and regulations.</p>			

(Note) There are no special interests between the candidate and the Company.

Proposal 4: Revision of Remuneration for Directors

The amount of monetary compensation and other benefits for Directors of the Company was approved at the 85th Annual General Meeting of Shareholders of the Company (formerly Mitsui Construction Co., Ltd.) held on June 28, 2001 as within the limit of 25 million yen per month (not including employee portions payable to Directors who serve concurrently as employees).

However, taking into account matters such as subsequent changes in economic conditions, the necessity of securing human resources for future enhancement of corporate governance and revisions to the executive compensation system, and other relevant circumstances, the Company proposes the revision of remuneration for Directors to within 450 million yen per year (within 80 million yen for External Directors).

Remuneration for Directors includes employee portions payable to Directors who serve concurrently as employees.

While there are currently nine (9) Directors (of which two (2) are External Directors), there will be nine (9) Directors (of which three (3) are External Directors) if Proposal 2 is approved as originally proposed.

Proposal 5: Revision of Remuneration for Audit & Supervisory Board Members

The amount of compensation for Audit & Supervisory Board Members of the Company was approved at the Extraordinary General Meeting of Shareholders of the Company (formerly Mitsui Construction Co., Ltd.) held on February 14, 2003 as within the limit of 6 million yen per month. However, taking into account matters such as subsequent changes in economic conditions, the necessity of securing human resources to enhance future corporate governance, and other relevant circumstances, the Company proposes the revision of remuneration for Audit & Supervisory Board Members to within 108 million yen per year.

While there are currently five (5) Audit & Supervisory Board Members (of which three (3) are External Audit & Supervisory Board Members), there will be five (5) Audit & Supervisory Board Members (of which three (3) are External Audit & Supervisory Board Members) if Proposal 3 is approved as originally proposed.

End