

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 the translation.

(Stock Exchange Code 1821)
June 5, 2020

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.

We would like to notify you of the 17th Annual General Meeting of Shareholders of Sumitomo Mitsui Construction Co., Ltd. (the “Company”). The meeting will be held for the purposes as described below.

Recently, the situation surrounding the novel coronavirus (COVID-19) has developed to the point at which the Japanese government and several prefectural governors have implemented certain measures and issued requests to prevent the spread of infection. As a result of careful consideration in light of these circumstances, we have decided to hold this General Meeting of Shareholders after implementing an appropriate selection of measures to prevent further infection.

However, from the viewpoint of preventing the spread of infection, we strongly request that you exercise your voting rights in advance, in writing or via the Internet, etc. and refrain from attending the meeting in person.

If you agree to exercise your voting rights in advance, please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:45 p.m. on Thursday, June 25, 2020, Japan time.

- 1. Date and Time:** Friday, June 26, 2020 at 11:00 a.m. Japan time
* Please note that the start time differs from previous years.
- 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 17th Fiscal Year (April 1, 2019 - March 31, 2020) 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 17th Fiscal Year (April 1, 2019 - March 31, 2020)
 - Proposals to be resolved:**
 - Proposal 1:** Appropriation of Surplus
 - Proposal 2:** Election of 9 Directors
 - Proposal 3:** Election of 2 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>.

- **Requests to Shareholders Regarding Measures to Prevent the Spread of COVID-19**
- ① From the viewpoint of preventing the spread of infection, we strongly request that you exercise your voting rights in advance, in writing or via the Internet, etc. and refrain from attending the meeting in person.
- ② If you plan to attend the meeting, please bring a face mask to wear.
- ③ The following infection prevention measures will be implemented at the reception desk upon entry, so we kindly ask for your understanding and cooperation. Please note that we will refuse entry to those who do not cooperate with the preventive measures.
 - 1) Provision of alcohol-based disinfectant
 - 2) Wearing face masks
 - 3) Checking temperatures
- ④ Please note that, in order to ensure the health and safety of the other shareholders, we will refuse entry (or request exit from the venue) to those who are confirmed to have a fever, exhibit irregular symptoms, and those who have been determined to be not fit to attend.
- ⑤ In order to prevent the spread of infection, the distance between seats will be increased, and thereby the seating capacity will be greatly reduced compared to previous years. Therefore, we ask that you please note that you may be refused entry even if you are present at the venue on the day of the meeting.
- ⑥ From the viewpoint of preventing the spread of infection, the meeting will be shortened and detailed explanations of matters to be reported (including the audit report) and proposals to be resolved will be omitted. We recommend you review the selection of documents related to the General Meeting of Shareholders provided in this notice and posted on the Company's website in advance.
- ⑦ If any developments in the situation surrounding the spread of infection or the content of announcements by the Japanese government, etc. result in changes in the venue and/or date and time of the meeting, or changes in the operation of the meeting, including the measures mentioned above, we will post a notification online on the Company's website to inform you. We ask that shareholders who plan to attend the meeting be sure to check for updated notifications in advance.
- The Company's website: <https://www.smcon.co.jp>.

Instructions on Exercising Voting Rights

If Attending the General Meeting of Shareholders

Date and time of the Meeting: Friday, June 26, 2020, at 11:00 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.)

If Not Attending the General Meeting of Shareholders

Deadline for exercising voting rights: Thursday, June 25, 2020, 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 17th fiscal year, for year-end dividends for the 17th 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 of the 17th fiscal year, and the future business environments and earnings outlooks, the Company proposes a year-end dividend of 24 yen per share, the amount equivalent to the dividend of the previous fiscal year.

In this case, the total amount of dividend will be 3,792,593,304 yen.

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

June 29, 2020

Proposal 2: Election of 9 Directors

The terms of office of all Directors (8 persons) will expire at the end of this Annual General Meeting of Shareholders. Mr. Hiroshi Mashiko passed away on April 23 of this year and thereby retired from the position. 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% (16 out of 16 times)
2	Reappointment	Yoshitaka Mimori	Representative Director, Executive Vice President	Division Director, Building Construction Division	100% (16 out of 16 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% (16 out of 16 times)
4	Reappointment	Shoji Kimijima	Representative Director, Executive Vice President	In charge of Business Innovation & Incubation Division and Global Division Division Director, Audit Department and Secretariat Division Director, Administration Division	100% (16 out of 16 times)
5	Reappointment	Shigetoshi Kondo	Director, Senior Managing Executive Officer	Division Director, Corporate Planning Division	100% (12 out of 12 times)
6	New Candidate	Toshio Shibata	Managing Executive Officer	Division Director, Civil Engineering Division	
7	Reappointment	Sakio Sasamoto	External Independent Director	Director	100% (16 out of 16 times)
8	Reappointment	Jun Sugie	External Independent Director	Director	100% (12 out of 12 times)
9	Reappointment	Tamao Hosokawa	External Independent Director	Director	100% (12 out of 12 times)

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 2019: 16 out of 16 times (100%)	April 1977	Joined Sumitomo Construction Co., Ltd.	41,486
		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 2019: 16 out of 16 times (100%)	April 2003	General Manager, Civil Engineering Technical Consulting Department, Civil Engineering Administration Department, Civil Engineering Business Division	28,389
		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 2019: 16 out of 16 times (100%)	April 2011	Executive Officer	26,622
		April 2013	General Manager, Tokyo Civil Engineering Branch	
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.				
3	Kunio Hanato (May 6, 1955) [Reappointment] Attendance at Board of Directors Meetings during fiscal 2019: 16 out of 16 times (100%)	April 1974	Joined Mitsui Construction Co., Ltd.	26,622
		January 2002	General Manager, Building Construction Department, Yokohama Branch	
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
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 2019: 16 out of 16 times (100%)	April 1979 June 1999 April 2003 April 2011 April 2012 April 2013 June 2013 April 2016 April 2019 October 2019	Joined Sumitomo Construction Co., Ltd. General Manager, General Affairs Department, Administration Division General Manager, General Affairs Department, Global Business Department of the Company Executive Officer Division Director, Secretariat (to present) Managing Executive Officer Division Director, Administration Division Director Senior Managing Executive Officer Representative Director (to present) Executive Vice President (to present) In charge of Business Innovation & Incubation Division, and Global Division (to present) Division Director, Audit Department (to present) Division Director, Administration Division (to present)	27,474
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 Business Innovation & Incubation Division and Global Division, and as Division Director of Administration Division. Therefore, the Company has judged it appropriate to renominate him as a candidate for Director.				
5	Shigetoshi Kondo (December 24, 1965) [Reappointment] Attendance at Board of Directors Meetings during fiscal 2019: 12 out of 12 times (100%)	April 1988 April 2010 April 2013 April 2015 April 2017 April 2018 April 2019 June 2019 April 2020	Joined The Sumitomo Bank, Limited Senior Credit Officer, Credit Dept.1, Middle Market Banking Unit, Sumitomo Mitsui Banking Corporation Deputy General Manager, Asakusabashi Corporate Business Office General Manager, Nagoya Corporate Solution Center General Manager, Strategic Corporate Business Dept. Senior General Manager Senior Manager, Corporate Planning Department and Affiliated Business Department of the Company Managing Executive Officer General Manager, Corporate Planning Department Senior Managing Executive Officer (to present) Director (to present) Division Director, Corporate Planning Division (to present)	14,806
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 Division. Therefore, the Company has judged it appropriate to renominate him as a candidate for Director.				
6	Toshio Shibata (December 8, 1962) [New Candidate]	April 1985 April 2003 April 2012 April 2018 April 2019 April 2020	Joined Mitsui Construction Co., Ltd. Civil Engineering Designing Department No.2, Civil Engineering Administration Department, Civil Engineering Business Division of the Company General Manager, Civil Engineering Technical Consulting Department, Civil Engineering Division Executive Officer General Manager, Tokyo Civil Engineering Branch Managing Executive Officer (to present) Division Director, Civil Engineering Division (to present)	7,240
Reasons for selection as a candidate for Director Since joining the Company, Mr. Toshio Shibata has accumulated a wealth of experience from serving important posts in the civil engineering section. As General Manager of Tokyo Civil Engineering Branch, which is the Company's main branch, he has demonstrated his excellent management skills, and currently, he is adequately fulfilling his responsibilities as Division Director of Civil Engineering Division. 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 2019: 16 out of 16 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. 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 17th 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 (retired in June 2016 from all the positions of the Group), which has transactional relationships with the Company, but 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 a possibility of 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 four (4) 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>[Reappointment] [Candidate for External Director] [Candidate for Independent Director]</p> <p>Attendance at Board of Directors Meetings during fiscal 2019: 12 out of 12 times (100%)</p>	<p>April 1979 Joined former Ministry of Finance July 2007 Deputy Commissioner, Large Enterprise Examination and Criminal Investigation Department, National Tax Agency July 2008 Regional Commissioner, Kantoshinetsu Regional Taxation Bureau July 2009 Deputy Commissioner (International Affairs), Commissioner's Secretariat, National Tax Agency July 2011 Regional Commissioner, Tokyo Reginal Taxation Bureau December 2012 Deputy Director-General, Japan Securities Depository Center, Incorporated June 2014 Managing Director, Japan Securities Depository Center, Incorporated Managing Director, JASDEC DVP Clearing Corporation July 2015 Senior Executive Officer, Japan Securities Depository Center, Incorporated May 2017 Outside Director, IDOM Inc. (to present) April 2018 Vice Chairman and Executive Director, The Investment Trusts Association, Japan (to present) June 2019 Director of the Company (to present)</p> <p>[Significant concurrent positions] • Outside Director, IDOM Inc. • Vice Chairman and Executive Director, The Investment Trusts Association, Japan</p>	<p>0</p>
8		<ol style="list-style-type: none"> 1. Reasons and backgrounds for selection as candidate for External Director <ol style="list-style-type: none"> 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. 2) Mr. Jun Sugie has been selected as a candidate for External Director as the Company wishes to have him continue to reflect his sophisticated expertise in taxation and wide range of management experience and insights in the Company's management. 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 17th 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. 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. 2. Independence qualification of candidate for External Director 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, 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. Jun Sugie and the Company, and the ceiling of the indemnity based on the aforementioned 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. Jun Sugie as External Director will be one (1) year 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
9	Tamao Hosokawa (July 12, 1968) [Reappointment] [Candidate for External Director] [Candidate for Independent Director] Attendance at Board of Directors Meetings during fiscal 2019: 12 out of 12 times (100%)	May 1993 Became a journalist (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 (retired in January 2020) June 2017 Director, Japan Institute for National Fundamentals (to present) June 2019 Director of the Company (to present) [Significant concurrent positions] • Journalist • Part-time lecturer (modern politics), Seisa University • Director, Japan Institute for National Fundamentals	0
		<p>1. Reasons and backgrounds for selection as candidate for External Director</p> <p>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.</p> <p>2) Ms. Tamao Hosokawa has been selected as a candidate for External Director as the Company wishes to have her continue to reflect her objective point of view and broad knowledge as journalist in the Company's management. Furthermore, during her tenure as External Director, she has been adequately fulfilling her 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 17th fiscal year (available in Japanese only), she is appropriately fulfilling her responsibilities during the fiscal year under review as well. Therefore, the Company has judged that she will continue to appropriately fulfill the responsibilities of External Director.</p> <p>2. Independence qualification of candidate for External Director</p> <p>Ms. Tamao Hosokawa has assumed the office of a Director of Chiba Institute of Technology (retired in January 2020), which has transactional relationships with the Company, but 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 has thereby registered her as an Independent Director with the Tokyo Stock Exchange, as stipulated in Article 436-2 of the Securities Listing Regulations. If she is reelected as Director and appointed External Director, the Company plans to maintain her registration as an Independent Director.</p> <p>3. Liability limitation agreements</p> <p>An agreement to limit liability of Clause 1 of Article 423 of the Companies Act has been concluded between Ms. Tamao Hosokawa 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 she is reelected as Director and appointed External Director, the Company plans to keep the above liability limitation agreement.</p> <p>4. Number of years since the candidate for External Director assumed office as External Director of the Company</p> <p>The term of retention of Ms. Tamao Hosokawa as External Director will be one (1) year at the close of this General Meeting.</p> <p>5. Ms. Tamao Hosokawa's legal name in the family register is Tamao Katahira.</p>	

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

Proposal 3: Election of 2 Audit & Supervisory Board Members

The term of office of Audit & Supervisory Board Members, Mr. Yoshiyuki Kato and Mr. Aizou Murakami, will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of 2 Audit & Supervisory Board Members 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 candidates are as follows:

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions		Number of shares of the Company held
	<p>Yoshiyuki Kato (August 4, 1959)</p> <p>[Reappointment] [Candidate for External Audit & Supervisory Board Member] [Candidate for Independent Auditor]</p> <p>Attendance at Board of Directors Meetings during fiscal 2019: 16 out of 16 times (100%)</p> <p>Attendance at Audit & Supervisory Board Meetings during fiscal 2019: 14 out of 14 times (100%)</p>	<p>April 1982</p> <p>June 2006</p> <p>February 2008</p> <p>April 2009</p> <p>May 2010</p> <p>November 2011</p> <p>April 2012</p> <p>June 2012</p>	<p>Joined The Sumitomo Trust and Banking Company, Limited General Manager, Kichijoji Branch</p> <p>General Manager, Retail Business Development Department</p> <p>General Manager, Business Development Department</p> <p>Head Office Executive, Internal Audit Department</p> <p>Senior Manager, Internal Audit Department, Sumitomo Mitsui Trust Holdings, Inc.</p> <p>Joint General Manager, Internal Audit Department, Sumitomo Mitsui Trust Bank, Limited</p> <p>Audit & Supervisory Board Member (full-time) of the Company (to present)</p>	<p>2,774</p>
1	<p>1. Reasons and backgrounds for selection as candidate for External Audit & Supervisory Board Member</p> <p>1) Mr. Yoshiyuki Kato is a candidate for External Audit & Supervisory Board Member as stipulated by Item 8 for Clause 3 of Article 2, of the Ordinance for Enforcement of the Companies Act.</p> <p>2) Mr. Yoshiyuki Kato has been selected as a candidate for External Audit & Supervisory Board Member as the Company wishes to have him continue to exercise his internal auditing experience, etc., from his past experiences at a trust bank in the Audit & Supervisory Board Member audits of the Company. Furthermore, during his tenure as External Audit & Supervisory Board Member, he has been adequately fulfilling his responsibilities as Audit & Supervisory Board Member 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 17th 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 Audit & Supervisory Board Member.</p> <p>2. Independence qualification of candidate for External Audit & Supervisory Board Member</p> <p>Mr. Yoshiyuki Kato had served for many years at Sumitomo Trust and Banking Co., Ltd. (retired in June 2012), which is a financial institution that has transactional relationships with the Company, and the amount of the Group's borrowings from said group is less than 2% of consolidated total assets of the 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 Auditor with the Tokyo Stock Exchange, as stipulated in Article 436-2 of the Securities Listing Regulations. If he is reelected as Audit & Supervisory Board Member and appointed External Audit & Supervisory Board Member, the Company plans to maintain his registration as an Independent Auditor.</p> <p>3. Liability limitation agreements</p> <p>An agreement to limit liability of Clause 1 of Article 423 of the Companies Act has been concluded between Mr. Yoshiyuki Kato 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 Audit & Supervisory Board Member and appointed External Audit & Supervisory Board Member, the Company plans to keep the above liability limitation agreement.</p> <p>4. Number of years since the candidate for External Audit & Supervisory Board Member assumed office as External Audit & Supervisory Board Member of the Company</p> <p>The term of retention of Mr. Yoshiyuki Kato as External Audit & Supervisory Board Member will be eight (8) years at the close of this General Meeting.</p>			

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
	<p>Aizou Murakami (October 16, 1948)</p> <p>[Reappointment] [Candidate for External Audit & Supervisory Board Member] [Candidate for Independent Auditor]</p> <p>Attendance at Board of Directors Meetings during fiscal 2019: 16 out of 16 times (100%)</p> <p>Attendance at Audit & Supervisory Board Meetings during fiscal 2019: 14 out of 14 times (100%)</p>	<p>April 1974 Registered as an attorney-at-law April 2001 Executive Governor, Japan Federation of Bar Associations July 2005 Established Kioicho General Law Office June 2012 Audit & Supervisory Board Member of the Company (to present)</p> <p>[Significant concurrent positions] • Attorney-at-law, Representative, Kioicho General Law Office</p>	0
2		<p>1. Reasons and backgrounds for selection as candidate for External Audit & Supervisory Board Member</p> <p>1) Mr. Aizou Murakami is a candidate for External Audit & Supervisory Board Member as stipulated by Item 8 for Clause 3 of Article 2, of the Ordinance for Enforcement of the Companies Act.</p> <p>2) Mr. Aizou Murakami has been selected as a candidate for External Audit & Supervisory Board Member as the Company wishes to have him continue to exercise his specialized knowledge and experience as an attorney-at-law in the Audit & Supervisory Board Member audits of the Company. Furthermore, during his tenure as External Audit & Supervisory Board Member, he has been adequately fulfilling his responsibilities as Audit & Supervisory Board Member 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 17th 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 Audit & Supervisory Board Member.</p> <p>2. Independence qualification of candidate for External Audit & Supervisory Board Member</p> <p>In view of the fact that no transactions exist between the law office that Mr. Aizou Murakami operates and the Company, 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 Auditor with the Tokyo Stock Exchange, as stipulated in Article 436-2 of the Securities Listing Regulations. If he is reelected as Audit & Supervisory Board Member and appointed External Audit & Supervisory Board Member, the Company plans to maintain his registration as an Independent Auditor.</p> <p>3. Liability limitation agreements</p> <p>An agreement to limit liability of Clause 1 of Article 423 of the Companies Act has been concluded between Mr. Aizou Murakami 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 Audit & Supervisory Board Member and appointed External Audit & Supervisory Board Member, the Company plans to continue with the above liability limitation agreement.</p> <p>4. Number of years since the candidate for External Audit & Supervisory Board Member assumed office as External Audit & Supervisory Board Member of the Company</p> <p>The term of retention of Mr. Aizou Murakami as External Audit & Supervisory Board Member will be eight (8) years at the close of this General Meeting.</p>	

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

End