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(Securities Code 1786)
June 5, 2024

To Shareholders with Voting Rights:

Tatsuya Ohno
Representative Director and President
Oriental Shiraishi Corporation
6-52 5chome, Toyosu, Kotouku, Tokyo

**NOTICE OF
THE 73RD ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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

We are pleased to inform you of the 73rd Annual General Meeting of Shareholders (the “Meeting”) of Oriental Shiraishi Corporation (the “Company,” together with its subsidiaries, the “Group”). The Meeting will be held for the purposes as described below.

In convening this Meeting, the Company has taken electronic provision measures to provide information contained in Reference Documents for the General Meeting of Shareholders (the “Matters to be Provided Electronically”). The Matters to be Provided Electronically are posted on the following website on the Internet under the “Notice of the 73rd Annual General Meeting of Shareholders.”

The Company’s website <https://ir.orsc.co.jp/ja/ir/stock/meeting.html> (only in Japanese)

In addition to the above, the Matters to be Provided Electronically are also available on the following website on the Internet.

TSE website (TSE Listed Company Search)

<http://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Please access the Tokyo Stock Exchange website above, enter and search for the Company’s name or securities code, and select “Basic information” followed by “Documents for public inspection/PR information” to review.

If you do not attend this meeting, you can exercise your voting rights by either of the methods below, so please review the attached Reference Documents for the General Meeting of Shareholders posted in the Matters to be Provided Electronically and exercise your voting rights by 5:30 p.m. Japan time on Tuesday, June 25, 2024.

Exercise of voting rights via postal mail

Please indicate your approval or disapproval of the proposals on the enclosed voting rights exercise form and return it so that it is received by the deadline above.

Exercise of voting rights via the Internet

Please review the guidance on the procedure for exercising voting rights via electromagnetic method (the Internet) below (translation omitted), access the website for exercising voting rights designated by the Company (<https://evote.tr.mufg.jp/>), use the login ID and temporary password printed on the enclosed voting rights exercise form, and follow the onscreen instructions to enter your approval or disapproval of the proposals by the deadline above.

- 1. Date and Time:** Wednesday, June 26, 2024 at 10:00 a.m. Japan time (Reception will start at 9:15 a.m.)
- 2. Place:** Hall, Koto City Culture and Community Foundation, 4-11-3 Toyo, Koto-ku, Tokyo, Japan
* Please refer to the "Map to the Venue of the General Meeting of Shareholders" at the end of this document, as the venue has changed from the previous year.

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 73rd Fiscal Year (April 1, 2023 – March 31, 2024) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
 2. Non-consolidated Financial Statements for the Company's 73rd Fiscal Year (April 1, 2023 – March 31, 2024)

Proposals to be resolved:

Proposal 1: Appropriation of Surplus

Proposal 2: Election of Eight (8) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

4. Matters Determined upon Convocation

(1) Of the Matters to be Provided Electronically, the following matters are not included in the documents to be delivered for the shareholder having made a written request in accordance with laws and regulations and the Company's Articles of Incorporation. Note that the Audit and Supervisory Committee members and the Accounting Auditor have audited the documents to be audited, including the following matters.

- 1) Notes to Consolidated Financial Statements
- 2) Notes to Non-consolidated Financial Statements

(2) Treatment of votes with no indication of approval or disapproval for any of the proposals on the voting rights exercise form

If your voting rights exercise form does not indicate approval or disapproval for each proposal, your vote will be deemed to be approval.

(3) Treatment of duplicated votes via post mail or the Internet

If you cast your votes via post mail and the Internet, the Company will consider the vote cast via the Internet to be valid.

(4) Treatment of duplicated votes cast via the Internet

If you cast your votes more than once via the Internet, the Company will consider the last vote to be valid.

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- When attending the Meeting, please hand in the enclosed voting rights exercise form at the reception and bring this Notice with you to save resources
 - Any revisions to the Matters to be Provided Electronically, revised versions will be posted on each website above.
 - No souvenirs will be provided to shareholders attending the Meeting. Your understanding would be much appreciated.

* To control infection and preventive measures against the spread of COVID-19, the Company's staff may attend the Meeting wearing a face mask. We ask shareholders who are considering attending the Meeting to assess their health condition and the situation of COVID-19 as of the day of the Meeting.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

Year-end dividends

The Company considers stable returns of profits to shareholders one of its most important management priorities, and makes it its basic policy to continue a stable distribution of dividends from profits.

Considering performance for the fiscal year under review, future business development, etc., the Company hereby proposes the year-end dividend as follows:

- (1) Type of dividend property
Cash
- (2) Allotment of dividend property to shareholders and its amount
8 yen per share of the Company's common stock
Total dividend amount of 1,073,315,736 yen
- (3) Effective date of the dividend of surplus
June 27, 2024

Proposal 2: Election of Eight (8) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

As the terms of office of all eight (8) Directors will expire at the conclusion of this Meeting, the election of eight (8) Directors (excluding Directors serving as Audit and Supervisory Committee Members) is proposed.

The candidates for Director (excluding Directors serving as Audit and Supervisory Committee Members) are as follows.

Please refer to page 13 for the opinion of the Audit and Supervisory Committee on this proposal.

Reference: List of candidates for Director not serving as Audit and Supervisory Committee Members

No.	Name	Gender (Age)		Positions and responsibilities at the Company	Attendance at the Board of Directors meetings (Year in office)
1	Tatsuya Ohno	Male (65)	Re-appointed	Representative Director and President	100% (16/16) Years in office: 14 years
2	Akio Shoji	Male (61)	Re-appointed	Director General Manager, Engineering Division in charge of Information Systems General Manager, East Japan Business Innovation Promotion Department, Engineering Division	100% (16/16) Years in office: 7 years
3	Yukihiko Hashimoto	Male (62)	Re-appointed	Director General Manager, Administration Division in charge of: Corporate Planning, Safety/Quality/Environment and Legal Compliance	100% (16/16) Years in office: 10 years
4	Toshiaki Mizuno	Male (63)	Re-appointed	Director General Manager, Sales Division In charge of Building	100% (16/16) Years in office: 2 years
5	Hideaki Kato	Male (71)	Re-appointed Outside Director Independent Director	Director	100% (16/16) Years in office: 7 years
6	Yuko Sudani (Registered name: Yuko Tamura)	Female (42)	Re-appointed Outside Director Independent Director	Director	100% (16/16) Years in office: 5 years
7	Hiroyuki Morinaga	Male (71)	Re-appointed Outside Director Independent Director	Director	100% (16/16) Years in office: 4 years
8	Harumi Isowa (Registered name: Harumi Ichiishi)	Female (61)	Re-appointed Outside Director Independent Director	Director	9/10 (90%) Years in office: 1 year

(Note) The number of years in office includes the tenure at OSJB Holdings Corporation, which was merged with the Company on April 1, 2021.

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company	Number of shares of the Company held
1	<p>Tatsuya Ohno Male (November 28, 1958)</p> <p><u>Re-appointed</u></p> <p>Years in office as Director: 14 years</p> <p>Attendance at the Board of Directors meetings: 16/16 (100%)</p>	<p>April 1983 Joined Oriental Concrete Corporation (currently, the Company)</p> <p>October 2007 Manager, Construction and Engineering Department, Osaka Branch</p> <p>February 2010 Director and Managing Executive Officer; General Manager, Construction and Engineering Division and General Manager, Construction Department, Construction and Engineering Division</p> <p>July 2011 Director and Managing Executive Officer; General Manager, Construction and Engineering Division and Prestressed Concrete Building Department; in charge of Safety/Quality/Environment</p> <p>April 2012 Director and Managing Executive Officer; General Manager, Construction and Engineering Division; in charge of Safety/Quality/Environment</p> <p>June 2012 Director, OSJB Holdings Corporation</p> <p>June 2015 Director and Senior Managing Executive Officer; General Manager, Construction and Engineering Division; in charge of Safety/Quality/Environment, the Company</p> <p>April 2016 Director and Senior Managing Executive Officer; General Manager, Civil Engineering Division; in charge of Safety/Quality/Environment</p> <p>April 2017 President and CEO (to present)</p> <p>June 2017 Representative Director and President, OSJB Holdings Corporation</p> <p>[Reason for nomination as candidate for Director not serving as an Audit and Supervisory Committee Member]</p> <p>Tatsuya Ohno took office as President and CEO of the Company in 2017 after serving as Director and Senior Managing Executive Officer; General Manager, Civil Engineering. He has expertise in concrete structures gained through long business experience as well as abundant experience and insight into management in general. The Company proposes to reelect him as a Director in hope that his appropriate judgment based on his experience will enable the Company to make prompt decisions and help the Company to further grow and increase its corporate value.</p>	69,990

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company	Number of shares of the Company held
2	<p data-bbox="197 613 443 707">Akio Shoji Male (November 2, 1962)</p> <p data-bbox="236 730 405 766"><u>Re-appointed</u></p> <p data-bbox="213 792 427 860">Years in office as Director: 7 years</p> <p data-bbox="207 887 434 1012">Attendance at the Board of Directors meetings: 16/16 (100%)</p>	<p data-bbox="469 246 1257 304">April 1985 Joined Oriental Concrete Corporation (currently, the Company)</p> <p data-bbox="469 309 1155 367">January 2010 General Manager, Engineering Department, Construction and Engineering Division</p> <p data-bbox="469 371 1251 430">March 2010 Executive Officer; General Manager, Engineering Department, Construction and Engineering Division</p> <p data-bbox="469 434 1203 519">June 2015 Managing Executive Officer; General Manager, Engineering Department, Construction and Engineering Division</p> <p data-bbox="469 524 1257 582">April 2016 Managing Executive Officer; General Manager, Engineering Department, Civil Engineering Division</p> <p data-bbox="469 586 1203 645">April 2017 Managing Executive Officer; General Manager, Engineering Division</p> <p data-bbox="469 649 1235 707">June 2017 Director and Managing Executive Officer; General Manager, Engineering Division</p> <p data-bbox="469 712 1235 797">April 2019 Director and Managing Executive Officer; General Manager, Engineering Division; in charge of Information Systems</p> <p data-bbox="469 801 1241 860">June 2019 Director; in charge of Engineering Divisions, OSJB Holdings Corporation</p> <p data-bbox="469 864 1235 1039">January 2021 Director and Managing Executive Officer; General Manager, Engineering Division in charge of Information Systems General Manager, East Japan Business Innovation Promotion Department, Engineering Division (to present)</p> <p data-bbox="469 1043 1283 1373">[Reason for nomination as candidate for Director not serving as an Audit and Supervisory Committee Member] Akio Shoji took office as Director of the Company in 2017 after accumulating experience as its General Manager, Engineering Department, Construction and Engineering Division and General Manager, Engineering Division. He has expertise in the design and engineering segment obtained through his long business experience as well as abundant experience and insight into management. The Company proposes to reelect him as Director in the belief that he will make appropriate judgments based on the above experience and will expedite the Company's decision-making process.</p>	37,886

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company	Number of shares of the Company held
3	<p data-bbox="197 678 443 768">Yukihiko Hashimoto Male (March 4, 1962)</p> <p data-bbox="236 797 405 831"><u>Re-appointed</u></p> <p data-bbox="212 860 429 920">Years in office as Director: 10 years</p> <p data-bbox="212 949 435 1077">Attendance at the Board of Directors meetings: 16/16 (100%)</p>	<p data-bbox="467 248 1257 309">April 1985 Joined The Sanwa Bank, Limited (currently, MUFG Bank, Ltd.)</p> <p data-bbox="467 309 1257 369">April 2007 General Manager, Global Markets Business Division for China</p> <p data-bbox="467 369 1257 430">October 2009 General Manager, Securities Sales Office, Global Markets Sales and Trading Division</p> <p data-bbox="467 430 1257 490">June 2011 General Manager, Global Markets Sales and Trading Division</p> <p data-bbox="467 490 1257 551">June 2014 Director and Executive Officer; in charge of Corporate Planning, the Company</p> <p data-bbox="467 551 1257 611">June 2015 Director; in charge of Corporate Planning, OSJB Holdings Corporation</p> <p data-bbox="467 611 1257 672">June 2016 Director; in charge of Internal Control and Corporate Planning</p> <p data-bbox="467 672 1257 768">April 2017 Director and Executive Officer; in charge of Corporate Planning and Safety/Quality/Environment, the Company</p> <p data-bbox="467 768 1257 864">April 2018 Director and Executive Officer; General Manager, Administration Division; in charge of Corporate Planning and Safety/Quality/Environment</p> <p data-bbox="467 864 1257 960">April 2018 Director; in charge of Internal Control, Corporate Planning, and General Affairs, OSJB Holdings Corporation</p> <p data-bbox="467 960 1257 1057">June 2019 Director; in charge of Internal Control, Corporate Planning, Administration Divisions, and Compliance</p> <p data-bbox="467 1057 1257 1153">February 2020 Director; in charge of Internal Control, Corporate Planning, Administration Divisions, and Legal Compliance</p> <p data-bbox="467 1153 1257 1249">April 2021 Director and Executive Officer; General Manager, Administration Division; in charge of Corporate Planning and Safety/Quality/Environment, and Legal Compliance, the Company (to present)</p> <p data-bbox="467 1249 1257 1503">[Reason for nomination as candidate for Director not serving as an Audit and Supervisory Committee Member] Yukihiko Hashimoto has taken office as Director of the Company since 2014, after accumulating business experience at MUFG Bank, Ltd. He has financial expertise obtained through his long service at a bank as well as abundant experience and insight into management. The Company proposes to reelect him as Director in the belief that he will make appropriate judgments based on the above experience and will expedite the Company's decision-making process.</p>	36,509

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company	Number of shares of the Company held
4	<p>Toshiaki Mizuno Male (April 5, 1961)</p> <p><u>Re-appointed</u></p> <p>Years in office as Director: 2 years</p> <p>Attendance at the Board of Directors meetings: 16/16 (100%)</p>	<p>April 1985 Joined Shiraishi Co., Ltd. (currently, Oriental Shiraishi Corporation)</p> <p>April 2005 Manager, Sales Branch Office, Sapporo Branch, the Company</p> <p>October 2007 Manager, Hokkaido Office, Tokyo Branch</p> <p>June 2011 In charge of Sales Team, Sales Department, Tokyo Branch</p> <p>February 2015 General Manager, Sales Department, Tokyo Branch</p> <p>April 2016 Senior Vice Manager, Tokyo Branch; General Manager, Sales Department</p> <p>June 2017 Executive Officer; Senior Vice Manager, Tokyo Branch; General Manager, Sales Department</p> <p>April 2021 Executive Officer; Senior Manager, Tokyo Branch</p> <p>June 2022 Director and Executive Officer; Senior Manager, Tokyo Branch</p> <p>April 2023 Director and Executive Officer; General Manager, Sales Division</p> <p>June 2023 Director and Executive Officer; General Manager, Sales Division in charge of Building (to present)</p> <p>[Reason for nomination as candidate for Director not serving as an Audit and Supervisory Committee Member] Toshiaki Mizuno has taken office as Director since 2022 after serving as Manager of the Hokkaido Branch and Executive Officer and Senior Manager of the Tokyo Branch. The Company expects that he will be able to appropriately execute his duties as Director of the Company, given his expertise in sales departments gained through years of experience as well as the wealth of experience and insight cultivated in branch management, and hence proposes to reelect him as Director.</p>	12,089

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company	Number of shares of the Company held
5	<p>Hideaki Kato Male (April 27, 1953)</p> <p>Re-appointed</p> <p>Outside Director</p> <p>Independent Director</p> <p>Years in office as Director: 7 years</p> <p>Attendance at the Board of Directors meetings: 16/16 (100%)</p>	<p>April 1976 Joined Nissho Iwai Corporation (currently, Sojitz Corporation)</p> <p>April 2005 President, Sojitz (Thailand) Co., Ltd.; General Manager, Bangkok Branch</p> <p>April 2007 Senior General Manager, Plastics Unit, Sojitz Corporation</p> <p>April 2007 President, Sojitz Pla-Net Corporation</p> <p>April 2009 Executive Officer; Senior General Manager, Functional Materials Unit, Sojitz Corporation</p> <p>April 2012 Managing Executive Officer; President, Consumer Lifestyle Business Division, Sojitz Corporation</p> <p>October 2013 Managing Executive Officer; Senior General Manager, Consumer Service & Development Unit, Sojitz Corporation</p> <p>April 2014 Managing Executive Officer; President & CEO for Asia & Oceania</p> <p>April 2017 Director and Chairman, Sojitz Pla-Net Corporation</p> <p>June 2017 Director, OSJB Holdings Corporation</p> <p>April 2019 Advisor, Sojitz Pla-Net Corporation</p> <p>April 2021 Director, the Company (to present)</p> <p>[Reason for nomination as candidate for Outside Director not serving as an Audit and Supervisory Committee Member and expected roles] Hideaki Kato served many positions including Managing Executive Officer of Sojitz Corporation and Director and Chairman of Sojitz Pla-Net Corporation. As an Outside Director, he has played a beneficial role by supervising the Company's management, appropriately giving pertinent opinions drawing on his abundant experience and deep insight, and other contributions. Expecting that he will continue to appropriately supervise the execution of business and provide useful advice for general management from a broad perspective, the Company proposes his re-election as Outside Director.</p>	0

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company	Number of shares of the Company held
6	<p>Yuko Sudani (Registered name: Yuko Tamura) Female (April 16, 1982)</p> <p>Re-appointed</p> <p>Outside Director</p> <p>Independent Director</p> <p>Years in office as Director: 5 years</p> <p>Attendance at the Board of Directors meetings: 16/16 (100%)</p>	<p>September 2007 Registered as attorney-at-law Joined Toranomom Law and Economic Office</p> <p>January 2013 Attorney-at-law, Ginza PLUS Law Office (to present)</p> <p>June 2019 Director, OSJB Holdings Corporation</p> <p>April 2021 Director, the Company (to present)</p> <p>(Significant concurrent position) Attorney-at-law, Ginza PLUS Law Office</p> <p>[Reason for nomination as candidate for Outside Director not serving as an Audit and Supervisory Committee Member and expected roles] Yuko Sudani has been giving appropriate opinions regarding management in areas including the strengthening of the Company's compliance structure drawing on her abundant experience and expertise as a legal specialist, as well as valuable advice from the perspective of supervision and checks of the Company. Based on such experience and expertise, the Company has concluded that she will perform her duties as Outside Director by giving appropriate supervision of and useful advice to legal affairs in general in relation to the execution of business, and proposes her reelection as Outside Director.</p>	0

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company	Number of shares of the Company held
7	<p>Hiroyuki Morinaga Male (October 25, 1952)</p> <p>Re-appointed</p> <p>Outside Director</p> <p>Independent Director</p> <p>Years in office as Director: 4 years</p> <p>Attendance at the Board of Directors meetings: 16/16 (100%)</p>	<p>March 1977 Joined Aica Kogyo Co., Ltd.</p> <p>April 2002 Supervisor, Metropolitan Area Sales I</p> <p>June 2004 Director; Senior Executive Officer; General Manager, Chemical Products Company</p> <p>October 2006 Director; Senior Executive Officer; Supervisor, Metropolitan Area Sales I; General Manager, Tokyo Branch</p> <p>July 2008 Managing Director; General Manager, Building & Housing Materials Company</p> <p>July 2009 Managing Director; in charge of Market Development Department</p> <p>October 2010 Managing Director; in charge of Overseas Business Department</p> <p>April 2013 Managing Director; General Manager, Corporate Planning Department</p> <p>April 2014 Managing Director; Assistant to President; in charge of Special Assignments</p> <p>June 2014 Corporate Auditor</p> <p>June 2018 Advisor</p> <p>June 2020 Director, OSJB Holdings Corporation</p> <p>April 2021 Director, the Company (to present)</p> <p>[Reason for nomination as candidate for Outside Director not serving as an Audit and Supervisory Committee Member and expected roles] Hiroyuki Morinaga served as a Director of Aica Kogyo Co., Ltd. for many years. He has been fully performing his role in areas including supervision of the Company's management by giving valuable and accurate opinions drawing on his abundant experience and deep insight in sales, market development, and other related areas. Therefore, the Company has concluded that he will perform his duties as Outside Director by giving appropriate supervision of and useful advice to the execution of business, and proposes his reelection as Outside Director.</p>	0

No.	Name (Date of birth)	Career summary, positions and responsibilities at the Company	Number of shares of the Company held
8	<p>Harumi Isowa (Registered name: Harumi Ichiishi) Female (April 12, 1963)</p> <p><u>Re-appointed</u></p> <p><u>Outside Director</u></p> <p><u>Independent Director</u></p> <p>Years in office as Director: 1 year</p> <p>Attendance at the Board of Directors meetings: 9/10 (90%)</p>	<p>April 1988 Joined The Mainichi Newspapers Co., Ltd.</p> <p>April 2006 Kofu Bureau Chief</p> <p>April 2017 Director, Digital Media Bureau</p> <p>June 2018 General Manager, Sales Headquarters II; Director, Mainichi Advertising Inc.</p> <p>June 2020 Representative Manager, Tokyo Head Office</p> <p>June 2021 Outside Director, Kobelco Eco-Solutions Co., Ltd.</p> <p>June 2022 Advisor (to present)</p> <p>June 2022 Outside Director, DAISUE CONSTRUCTION CO., LTD. (to present)</p> <p>June 2023 Director, the Company (to present)</p> <p>(Significant concurrent positions) Advisor, Kobelco Eco-Solutions Co., Ltd. Outside Director, DAISUE CONSTRUCTION CO., LTD.</p> <p>[Reason for nomination as candidate for Outside Director not serving as an Audit and Supervisory Committee Member and expected roles] Harumi Isowa has served as a director and outside director at other companies. Based on her extensive experience and expertise as a manager, she has provided reasonable opinions on the Company's management. Based on her many years of work experience at a newspaper company, the Company expects her to continuously contribute to improving the Company's corporate value by providing useful advice and appropriate supervision. Therefore, the Company proposes her reelection as Outside Director.</p>	0

- Notes: 1. There are no special interests between each candidate for Director and the Company.
2. Hideaki Kato, Yuko Sudani, Hiroyuki Morinaga, and Harumi Isowa are candidates for Outside Director. They are also candidates for Independent Director in accordance with the regulations of the Tokyo Stock Exchange.
3. The Company has entered into a directors and officers liability insurance (D&O insurance) agreement provided in Article 430-3, Paragraph 1 of the Companies Act with an insurance company, with all Directors, Audit and Supervisory Committee Members, and Executive Officers of the Company and its subsidiaries as the insured persons, and pays all premiums. The policy covers damages and legal expenses incurred by the insured in the event that an investor, employee, or other third party files a claim for damages arising from the insured's conduct on the job. As a measure to ensure that the insured's execution of duties is appropriate, damages caused by the insured's intentional or criminal acts are exempt from the insurance coverage. Each candidate will be included as an insured party in the policy.
4. The Company has entered into agreements with the candidates for Outside Director, Hideaki Kato, Yuko Sudani, Hiroyuki Morinaga, and Harumi Isowa to limit their liability under Article 423, Paragraph 1 of the Companies Act to the amount stipulated by laws and regulations, in accordance with Article 29, Paragraph 2 of the Articles of Incorporation. Subject to the approval of their reelection at this Meeting, the Company intends to continue the said agreements with them.
5. Hideaki Kato, Yuko Sudani, Hiroyuki Morinaga, and Harumi Isowa currently serve as Outside Directors of the Company and their terms of office will be seven (7), five (5), four (4), and one (1) respectively, year(s) at the conclusion of this Meeting. (* Including the term of office at OSJB Holdings Corporation, which was merged with the Company on April 1, 2021.)
6. The numbers of attendance at the Board of Directors meetings for Harumi Isowa are the number of meetings held and the number of attendance at the Board of Directors meetings after she assumed office at the 72nd Annual General Meeting of Shareholders.

Opinion of the Audit and Supervisory Committee:

A “Nomination and Compensation Advisory Committee” consists of a majority of Independent Outside Directors voluntarily established as an advisory body to the Board of Directors regarding the appointment and compensation of Directors (excluding Directors who are the Audit and Supervisory Committee members; the same shall apply hereinafter). A full-time Audit and Supervisory Committee member attended the “Nomination and Compensation Advisory Committee” to confirm the content of deliberations, and the content was discussed at the Audit and Supervisory Committee.

The appointment of Directors is determined based on an evaluation of each candidate's business execution and performance during the fiscal year under review, statements made at Board of Directors meetings, and career to date. In addition, for the compensation of Directors during the fiscal year under review, the procedures for reporting to the Board of Directors regarding compensation of Directors by the “Nomination and Compensation Advisory Committee” are appropriate, and the level and structure of compensation as well as the specific method of calculating the amount of compensation, were discussed and decided upon.

We believe that the procedures for appointing Directors and determining their compensations are appropriate and that their contents are appropriate.

Reference: Management structure after Proposal 2 is approved (planned)

			Areas of expertise and experience									
Title	Name	Attribute	Priority items related to growth strategies						Fundamental management items			
			Corporate Management/ Management Strategy	Finance/ Accounting	Research & Development	ICT	Internationality	Sustainability	Legal Affairs	Quality Control	Personnel/Labor Human Resource Development	Expertise (Civil Engineering)
Director	Tatsuya Ohno		●					●		●		●
	Akio Shoji		●		●	●	●			●		●
	Yukihiko Hashimoto		●	●			●	●			●	
	Toshiaki Mizuno		●							●		●
	Hideaki Kato	Outside Director Independent	●	●				●				
	Yuko Sudani	Outside Director Independent Female						●	●			
	Hiroyuki Morinaga	Outside Director Independent	●	●				●				
	Harumi Isowa	Outside Director Independent Female	●			●		●			●	
Director (Audit and Supervisory Committee Member)	Masaaki Takeda			●					●		●	
	Kimihiko Kojima	Outside Director Independent		●								
	Naoto Chiba	Outside Director Independent							●			

(Note) The above table does not show the complete set of expertise, etc. the candidates possess.

Definition of areas of expertise / expectations

Areas of expertise and experience	Priority items related to growth strategies	Corporate Management/ Management Strategy	Achieve long-term and sustainable growth of the Company through top management experience and insight in corporate management.
		Finance/Accounting	Realize the Company's financial and capital strategies and mergers and acquisitions based on expertise and insight in corporate accounting.
		Research & Development	Develop technology with competitive advantage by using R&D experience and insight. Promote technology development contributing to productivity improvement.
		ICT	Increase production efficiency through the use of information technology based on experience and insight in IT technology.
		Internationality	Build a foothold for expanding overseas business through experiences in overseas business.
		Sustainability	Establish sustainable management by strengthening ESG (Environment, Social, and Governance).
	Fundamental management items	Legal Affairs	Establish compliance management of the Company through experience and insight in corporate legal affairs.
		Quality Control	Improve quality in all aspects of our business, including safety, and transfer of technology to ensure quality.
		Personnel/Labor Human Resources Development	Improve employee levels and strengthen human resource management by ensuring work style reforms, strengthening diversity initiatives, and enhancing education, through human resource related experience and insights.
		Expertise (Civil Engineering)	Apply knowledge and insight of bridge civil engineering to develop strategies for winning orders and qualified construction management for our core businesses: new bridges, pneumatic caissons, and repair/reinforcement projects. Appropriate business judgment for problem solving.

[Reference]

Independence Criteria for Independent Outside Directors

The Company's independence criteria for Independent Outside Directors are based on the Guidelines concerning Listed Company Compliance, etc. provided by the Tokyo Stock Exchange with the addition of the following items. The Company selects Outside Directors who do not fall under any of the following items as Independent Outside directors.

- 1) Persons formerly affiliated with the Group or their family members
- 2) Executives of a lender from which the Company borrowed an amount accounting for 2% or more the Company's consolidated total assets in any of the past three fiscal years
- 3) A major shareholder who holds 10% or more of the Company's voting rights or its executives
- 4) Consultants, accounting or legal specialists who receive cash or other assets of 10 million yen or more from the Group other than executive compensation in any of the past three fiscal years.