

Disclaimer: Please note that the following is a translation of the original Japanese documents prepared for the convenience of our non-Japanese shareholders with voting rights. Although this translation is intended to be complete and accurate, the Japanese original shall take precedence in the case of any discrepancies between this translation and the original. Certain information regarding voting procedures that is not applicable for shareholders resident outside Japan has been omitted or modified as applicable. In addition, these materials will not facilitate your status as a registered shareholder authorized to attend the Annual General Meeting of Shareholders. Every shareholder attending the Annual General Meeting of Shareholders is required to present the voting card, which is sent to the registered shareholder together with the original Notice of Convocation in Japanese, to the receptionist at the meeting.

Securities Code: 9765

August 2, 2024

To Our Shareholders:

Shigeru Tsujimoto
Representative Director, President
OHBA CO., LTD.
3-7-1 Kanda Nishikicho, Chiyoda-ku, Tokyo

Notice of the 90th Annual General Meeting of Shareholders

We are pleased to announce the 90th Annual General Meeting of Shareholders of OHBA CO., LTD. (the “Company”), which will be held as indicated below.

In convening this General Meeting of Shareholders, the Company has taken measures for electronic provision of information, which is the contents of the Reference Documents for the General Meeting of Shareholders, etc. (items for which measures for providing information in electronic format are to be taken), which can be found in the “4. Websites where items subject to measures for electronic provision are posted.” Please access the website to view the information.

If you are unable to attend the meeting in person, you may exercise your voting rights via the Internet or in writing, and we ask that you exercise your voting rights by either of these methods. The contents of each proposal are set forth in the Reference Documents for the General Meeting of Shareholders, which can be found in “4. Websites where items subject to measures for electronic provision are posted.” Please review the said document and exercise your voting rights by 5:30 p.m. on Thursday, August 22, 2024 (JST) in accordance with the instructions.

1. Date and time: Friday, August 23, 2024, at 10 a.m. (JST) (Doors open at 9 a.m.)

2. Venue: Kokusai Kaigijo, 2F, Keidanren Kaikan
1-3-2 Otemachi, Chiyoda-ku, Tokyo

3. Purpose of the Meeting

Matters to be reported

1. The contents of the Business Report and the Consolidated Financial Statements for the 90th fiscal year (from June 1, 2023 to May 31, 2024), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
2. The contents of the Non-consolidated Financial Statements for the 90th fiscal year (from June 1, 2023 to May 31, 2024)

Matters to be resolved

- Proposal No. 1:** Appropriation of Surplus
Proposal No. 2: Election of Nine (9) Directors
Proposal No. 3: Election of Two (2) Substitute Audit & Supervisory Board Members

4. Websites where items subject to measures for electronic provision are posted

Item No.	Website name and URL	How to access
1	The Company's website: http://www.k-ohba.co.jp/ (in Japanese)	Please refer to "Materials Related to the General Meeting of Shareholders" in Investor Relations.
2	Listed Company Search (Tokyo Stock Exchange): https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show (in Japanese)	Enter and search for the issue name (company name) or securities code, and then select "Basic Information" and "Documents for Public Inspection/PR Information."
3	General Shareholders Meeting Portal Site® (Sumitomo Mitsui Trust Bank, Limited) https://www.soukai-portal.net (in Japanese)	Please read the QR code on the voting card or enter your ID and password.

* Each website may be temporarily inaccessible due to scheduled maintenance or other reasons.

If you are unable to view the site, please check from another website or access it again after some time.

5. Matters to be decided for convocation

(1) In accordance with laws and regulations and Article 17 of the Articles of Incorporation of the Company, the Company has posted the following matters, which should be stated in the document stating the items subject to measures for electronic provision, on the "4. Websites where items subject to measures for electronic provision are posted." Therefore, they are not included in the document to be delivered to shareholders who have requested delivery of the paper-based document. Accordingly, the documents that are delivered to shareholders who have made a request for delivery of paper-based documents are part of the documents included in the scope of audits by the Audit & Supervisory Board Members and the Financial Auditor when they create the audit report and independent auditor's report.

- (i) The following items from the Business Report
(Status of Share acquisition rights, etc. and Overview of Systems to ensure the appropriateness of operations and the operation of such systems)
- (ii) The following items from the Consolidated Financial Statements
(Consolidated Statements of Changes in Net Assets, Notes to Consolidated Financial Statements)
- (iii) The following items from the financial statements
(Statements of Changes in Net Assets, Notes to Non-Consolidated Financial Statements)

(2) If you exercise your voting rights more than once, the last exercise that arrives at the Company will be treated as a valid exercise of your voting rights. If the voting rights exercised via the Internet and the voting card arrive on the same day, the vote exercised via the Internet will be treated as a valid exercise of voting rights.

(3) If no indication of approval or disapproval is made for each proposal by the method of the voting card, it will be treated as an indication of approval.

- When you attend the Meeting, you are kindly requested to present the voting card to the receptionist at the meeting.
- If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on the aforementioned websites "4. Websites where items subject to measures for electronic provision are posted."

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1 Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

The Company deems the optimal balance between enhancing corporate value over the medium and long term and returns to shareholders to be one of the most important issues facing management. In addition to using the dividend payout ratio as a guideline in order to strengthen the link between dividends and performance, the Company determines the details of returns to shareholders for each fiscal year by taking into account a comprehensive range of factors, such as the economic situation and financial position at the time, as well as the outlook for earnings.

Based on this approach, the Company has given consideration to matters including the business performance of the fiscal year and future business development, and it proposes to pay year-end ordinary dividends of ¥20 per share for the 90th fiscal year. Accordingly, including the interim dividend of ¥17 per share, the annual dividend will be ¥37 per share.

Year-end dividends

- (1) Type of dividend property
To be paid in cash.
- (2) Allotment of dividend property and their aggregate amount
The Company proposes to pay a dividend of ¥20 per common share of the Company.
In this event, the total dividends will be ¥319,867,660.
- (3) Effective date of dividends of surplus
The effective date of dividends will be Monday, August 26, 2024.

Proposal No. 2 Election of Nine (9) Directors

At the conclusion of this meeting, the terms of office of all nine (9) Directors will expire.

Therefore, the Company proposes the election of nine (9) Directors.

The candidates for Director are as follows:

Candidate No.		Name	Current position and responsibility in the Company
1	Re-election	Shigeru Tsujimoto	Representative Director, President
2	Re-election	Toshinori Ohba	Director, Senior Managing Executive Officer Assistant to the President, Head of Sales
3	Re-election	Naohiko Hanabusa	Director, Senior Managing Executive Officer Head of Engineering, in charge of Internal Control and Compliance
4	Re-election Outside Independent	Motoyasu Kato	Director
5	Re-election Outside Independent	Mikito Nagai	Director
6	Re-election Outside Independent	Yuji Shimanaka	Director
7	New election	Shinsuke Minaki	Managing Executive Officer Branch Manager of Tokyo branch
8	New election Outside Independent	Masaki Suzuki	–
9	New election Outside Independent	Akiko Uno	–

Candidate No.	Name (Date of birth)	Career summary, position, responsibility in the Company, significant concurrent positions outside the Company, and reasons for nomination	Number of the Company's shares owned
1	<p style="text-align: center;">Shigeru Tsujimoto December 10, 1955</p> <p style="text-align: center;">Re-election</p>	<p>Apr. 1979 Joined Overseas Oil Development Co., Ltd.</p> <p>Nov. 1987 Joined The Mitsui Trust and Banking Company, Limited (currently, Sumitomo Mitsui Trust Bank, Limited)</p> <p>Feb. 1990 Los Angeles branch</p> <p>Oct. 1994 New York branch</p> <p>Oct. 2000 Deputy General Manager of Sales Dept. I of Osaka branch</p> <p>Mar. 2003 Senior Advisor of the Company</p> <p>July 2005 Executive Officer, General Manager of Financial Dept., and General Manager of Project Development Dept.</p> <p>June 2006 Director, Executive Officer, General Manager of Financial Dept., and General Manager of Project Development Dept.</p> <p>June 2010 Managing Director, Managing Executive Officer, in charge of Finance, Planning and Business Solution, and General Manager of Sales Division</p> <p>Aug. 2013 Representative Director</p> <p>June 2016 Representative Director, President, and CEO</p> <p>Aug. 2020 Representative Director, President (current position)</p>	279,539
<p>Reasons for nomination</p> <p>Shigeru Tsujimoto, currently serves as Representative Director, President, leads the Company's Group management, and has played an appropriate role in enhancing corporate values, such as in determining important matters. Since it is expected that he can further contribute to the Company in the future, he has been nominated again as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position, responsibility in the Company, significant concurrent positions outside the Company, and reasons for nomination	Number of the Company's shares owned
2	<p style="text-align: center;">Toshinori Ohba February 28, 1973</p> <p style="text-align: center;">Re-election</p>	<p>Apr. 1996 Joined the Company, Sales Department of Nagoya branch</p> <p>June 2008 Seconded to Mitsui Fudosan Co., Ltd.</p> <p>Apr. 2013 General Manager in charge of Sales Division and General Manager in charge of Business Department of Business Solution Division of the Company</p> <p>June 2015 General Manager of Planning Department of Planning Division</p> <p>June 2017 Executive Officer, Deputy General Manager of Sales Division</p> <p>Dec. 2017 Executive Officer, Deputy General Manager of Sales Division, and General Manager of Strategic Sales Department</p> <p>June 2018 Senior Executive Officer, Deputy General Manager of Sales Division, and General Manager of Strategic Sales Department</p> <p>June 2019 Senior Executive Officer, Deputy General Manager of Sales Division, and General Manager of New Business Promotion Office</p> <p>Dec. 2019 Senior Executive Officer, General Manager of Planning Division</p> <p>Aug. 2020 Director, Executive Officer, General Manager of Planning Division, in charge of Personnel, General Affairs and IT</p> <p>June 2021 Managing Director, Executive Officer, General Manager of Planning Division, in charge of Personnel, General Affairs and IT</p> <p>June 2022 Director, Senior Managing Executive Officer, General Manager of Planning Division, in charge of Personnel, General Affairs and IT</p> <p>June 2023 Director, Senior Managing Executive Officer, Assistant to the President, Head of Sales (current position)</p>	21,200
<p>Reasons for nomination</p> <p>Toshinori Ohba, currently serves as Director, Senior Managing Executive Officer, is in charge of business planning, profit and loss management, etc., and has played an appropriate role to contribute to the enhancement of the Company's corporate value by determining important management matters, supervising business execution, etc. Since it is expected that he can further contribute to the Company in the future, he has been nominated again as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position, responsibility in the Company, significant concurrent positions outside the Company, and reasons for nomination	Number of the Company's shares owned
3	<p style="text-align: center;">Naohiko Hanabusa April 9, 1961</p> <p style="text-align: center;">Re-election</p>	<p>Apr. 1984 Joined Ministry of Construction (currently, Ministry of Land, Infrastructure, Transport and Tourism)</p> <p>Sept. 1998 Assistant Director, City Planning Division, City Bureau</p> <p>July 2000 Manager, Tokyo Planning and Development Department, Corporate Planning Division of Central Japan Railway Company</p> <p>July 2004 Senior Deputy Director, Street Division, City and Regional Development Bureau of Ministry of Land, Infrastructure, Transport and Tourism</p> <p>Apr. 2007 Deputy Mayor of Gifu City</p> <p>Apr. 2010 Director for Street Project Coordination, Urban Transport Facilities Division, City and Regional Development Bureau of Ministry of Land, Infrastructure, Transport and Tourism</p> <p>Apr. 2011 Director of Urban Renovation Promotion Office, Community Development Promotion Division, City and Regional Development Bureau</p> <p>Apr. 2013 Deputy Mayor of Nakano City</p> <p>July 2015 Director, Urban Development and Improvement Division, City Bureau of Ministry of Land, Infrastructure, Transport and Tourism</p> <p>July 2017 General Manager of Urban Renaissance Agency</p> <p>July 2019 Director-General, Miyagi Reconstruction Bureau of Reconstruction Agency</p> <p>Oct. 2021 Special Advisor of the Company</p> <p>Aug. 2022 Director, Senior Managing Executive Officer, Head of Engineering, in charge of Internal Control and Compliance (current position)</p>	2,400
<p>Reasons for nomination</p> <p>Since joining the Ministry of Construction in April 1984, Naohiko Hanabusa has worked for the national government, and national agencies, including the Ministry of Land, Infrastructure, Transport and Tourism; Reconstruction Agency; and Urban Renaissance Agency; as well as many local public organizations. He has held key positions in the areas of urban planning, urban development, urban transportation, and public-private partnerships, which are important elements of urban development.</p> <p>He also has front-line urban development experience in both regional and metropolitan areas in local governments, including serving as Deputy Mayor of Gifu City and Deputy Mayor of Nakano City.</p> <p>Based on his diverse experience and high-level insight as an expert in urban development, he has contributed to the Company's management and is expected to make further contributions in the future, and therefore, he has been nominated again as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position, responsibility in the Company, significant concurrent positions outside the Company, and reasons for nomination	Number of the Company's shares owned
4	<p>Motoyasu Kato November 8, 1964</p> <p>Re-election Outside Independent</p>	<p>Apr. 1988 Joined Mitsui Fudosan Co., Ltd.</p> <p>Apr. 2014 General Manager of Kashiwanoha Urban Planning and Development Department</p> <p>Apr. 2018 Managing Officer, General Manager of Kashiwanoha Urban Planning and Development Department</p> <p>Apr. 2019 Managing Officer, General Manager of Development Planning Department and General Manager of Toyosu-Project Development Planning Department</p> <p>Aug. 2019 Outside Director of the Company (current position)</p> <p>Apr. 2022 Executive Managing Officer, General Manager of Development Planning Department and General Manager of Toyosu-Project Development Planning Department of Mitsui Fudosan Co., Ltd.</p> <p>Oct. 2023 Executive Managing Officer, General Manager of Development Planning Department (I) and General Manager of Toyosu-Project Development Planning Department (current position)</p>	0
<p>Reasons for nomination and outline of expected role</p> <p>As an outside Director of the Company, Motoyasu Kato is currently leveraging his extensive experience in and wide-ranging knowledge of private-sector companies to appropriately fulfill his role by providing various kinds of advice to the Company's management. Because it is expected that he can further contribute to the Company in future, he has been nominated again as a candidate for outside Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position, responsibility in the Company, significant concurrent positions outside the Company, and reasons for nomination	Number of the Company's shares owned
5	<p style="text-align: center;">Mikito Nagai October 28, 1955</p> <p style="text-align: center;">Re-election Outside Independent</p>	<p>Apr. 1978 Joined The Industrial Bank of Japan, Limited</p> <p>Apr. 2003 General Manager of Sales Department No. 2, Head Office of Mizuho Corporate Bank, Ltd.</p> <p>June 2004 General Manager of Sales Department No. 9</p> <p>Apr. 2005 Executive Officer, General Manager of Sales Department No. 9</p> <p>Apr. 2007 Managing Director, Head of Corporate Banking Unit</p> <p>Apr. 2009 Managing Executive Officer, Head of Corporate Banking Unit</p> <p>Apr. 2011 Director, Deputy President</p> <p>May 2013 Executive Vice President of Nippon Steel Kowa Real Estate Co., Ltd.</p> <p>June 2013 Executive Vice President</p> <p>June 2014 President and CEO</p> <p>Apr. 2019 Director and Advisor of Nippon Steel Kowa Real Estate Co., Ltd.</p> <p>June 2019 Advisor Outside Director (Audit and Supervisory Committee Member) of OKASAN SECURITIES GROUP INC.</p> <p>June 2020 Outside Board Member of Nippon Suisan Kaisha Ltd. (currently, Nissui Corporation)</p> <p>June 2021 Outside Director of Tohoku Electric Power Co., Inc. (current position)</p> <p>Aug. 2021 Outside Director of the Company (current position)</p> <p>July 2024 Outside Director (Audit and Supervisory Committee Member) of Okasan Securities Co., Ltd. (current position)</p>	0
<p>Reasons for nomination and outline of expected role</p> <p>Mikito Nagai has extensive experience as a corporate manager at a financial institution, etc. and a deep insight into corporate management. Currently, as an outside Director of the Company, he is appropriately fulfilling his role of strengthening the oversight function of the Board of Directors and ensuring greater transparency, and because it is expected that he can further contribute to the Company in future, he has been nominated again as a candidate for outside Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position, responsibility in the Company, significant concurrent positions outside the Company, and reasons for nomination	Number of the Company's shares owned
6	<p style="text-align: center;">Yuji Shimanaka November 29, 1955</p> <p style="text-align: center;">Re-election Outside Independent</p>	<p>Apr. 1978 Joined The Sanwa Bank, Limited</p> <p>Oct. 1984 Joined Japan Center for Economic Research, Researcher</p> <p>Apr. 1989 Joined Sanwa Research Institute Corp., Senior Researcher</p> <p>July 1997 Principal Researcher</p> <p>Apr. 2000 General Manager of Investment Research Department and Principal Researcher</p> <p>Apr. 2002 General Manager of Investment Research Department and Principal Researcher of UFJ Institute, Ltd.</p> <p>Jan. 2006 General Manager of Investment Research Department and Principal Researcher of Mitsubishi UFJ Research and Consulting Co., Ltd.</p> <p>Apr. 2007 Councilor, Chief Economist of Business Cycle Research of Mitsubishi UFJ Securities Co., Ltd. (currently, Mitsubishi UFJ Securities Holdings Co., Ltd.)</p> <p>May 2010 Councilor, Chief Economist of Business Cycle Research of Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. Member, Committee for Business Cycle Indicators, Economic and Social Research Institute of the Cabinet Office (current position) Vice President of The Japan Association of Business Cycle studies (current position) Trustee, Kashiwama Scholarship Foundation (current position)</p> <p>Aug. 2022 Outside Director of the Company (current position)</p> <p>Sept. 2022 Professor, Faculty of Business Administration of Hakuoh University (current position)</p> <p>Mar. 2023 Special Advisor, Executive Economist of Global Research Center of Okasan Securities Co., Ltd. (current position)</p>	0
<p>Reasons for nomination and outline of expected role</p> <p>Yuji Shimanaka has extensive experience and knowledge based on the outcomes of his research activities at a bank-related think tank and in the research department of a securities company. In addition, based on his scholarship, in which he also serves as a university professor, and his insights as a member of the Cabinet Office's Committee for Business Cycle Indicators, which sets the official peaks and troughs of the business cycle, currently, as an outside Director of the Company, he is appropriately fulfilling his role of making various proposals to the Company's management, and because it is expected that he can further contribute to the Company in future, he has been nominated again as a candidate for outside Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position, responsibility in the Company, significant concurrent positions outside the Company, and reasons for nomination	Number of the Company's shares owned
7	Shinsuke Minaki July 21, 1963 New election	<p>June 1989 Joined the Company, Research and Design Department of Osaka branch</p> <p>June 2010 General Manager of Sales Department of Osaka branch</p> <p>June 2012 General Manager of Metropolitan Area Sales Department of Tokyo branch</p> <p>June 2013 General Manager in Sales Division</p> <p>June 2014 Deputy General Manager of Sales Division</p> <p>June 2016 Executive Officer, Deputy General Manager of Sales Division</p> <p>June 2018 Executive Officer, Deputy Branch Manager of Tokyo branch</p> <p>June 2021 Senior Executive Officer, Branch Manager of Tokyo branch</p> <p>May 2023 Director and President of Ohba Research and Land Surveys Co., Ltd. (current position)</p> <p>June 2023 Managing Executive Officer, Branch Manager of Tokyo branch (current position)</p>	10,900
<p>Reasons for nomination</p> <p>Shinsuke Minaki experienced Deputy General Manager of Sales Division and Deputy Branch Manager of Tokyo branch. Currently, as Branch Manager of Tokyo branch, which is the largest branch, he has made remarkable achievements and contributed significantly to the Company's business performance. He has high abilities in technology, sales and management. The Company expects him to further contribute to the Company's management, and therefore he is nominated as a candidate for Director.</p>			
8	Masaki Suzuki April 18, 1955 New election Outside Independent	<p>Apr. 1978 Joined Finance Ministry</p> <p>July 2002 Manager of Banking Business Division I of Supervision Bureau of Financial Services Agency</p> <p>July 2005 Deputy Director-General of Budget Bureau, Ministry of Finance</p> <p>July 2007 Deputy Vice-Minister for Policy Planning and Coordination, Minister's Secretariat</p> <p>July 2008 Deputy Director-General, Minister's Secretariat, Ministry of Environment</p> <p>Sept. 2012 Deputy Vice-Minister</p> <p>July 2014 Vice-Minister</p> <p>Oct. 2015 Representative Director and Chair of AEON Bank, Ltd.</p> <p>June 2016 Representative Director and Chair of AEON Financial Service Co., Ltd.</p> <p>Mar. 2017 Executive Officer in charge of Financial Services Business of AEON Co., Ltd.</p> <p>June 2023 Outside Director of FP Partner Inc. (current position)</p> <p>Mar. 2024 Outside Director of Canon Inc. (current position)</p>	0
<p>Reasons for nomination and outline of expected role</p> <p>Masaki Suzuki worked for many years at the Ministry of Finance. Then, he served the Ministry of the Environment and experienced important positions such as Vice-Minister. After retirement, he served as the representative director of private financial institutions. With his extensive experience and deep insight acquired through such career, the Company expects him to appropriately fulfill a role of strengthening the oversight function of the Board of Directors and ensuring greater transparency. Therefore, he is nominated as a candidate for outside Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position, responsibility in the Company, significant concurrent positions outside the Company, and reasons for nomination	Number of the Company's shares owned
9	Akiko Uno October 14, 1960 New election Outside Independent	<p>Apr. 1983 Joined Shiseido Company, Limited</p> <p>Apr. 2008 Deputy Center Director of Beauty Solution Development Center (Director of Life Quality Beauty Center)</p> <p>Apr. 2009 Deputy Department Director of Consumer and Social Relations Department</p> <p>Apr. 2010 Deputy Center Director of Consumer Information Center of Shiseido Business Solutions Co., Ltd.</p> <p>Jan. 2016 Center Director of Consumer Information Center of Shiseido Japan Co., Ltd.</p> <p>Jan. 2019 Department Director, Responsible for Executive and External Relations of Shiseido Company, Limited</p> <p>Mar. 2019 Audit & Supervisory Board Member</p> <p>June 2019 Outside Director of Ginza Parking Center Co., Ltd.</p> <p>Nov. 2019 Director of Japan Audit & Supervisory Board Members Association</p> <p>Apr. 2020 Auditor of Shiseido Social Welfare Foundation</p> <p>July 2021 Auditor of FineToday Co., Ltd.</p> <p>June 2022 Outside Director of Hokuriku Electric Power Company (current position)</p> <p>Jan. 2024 Councilor of Shiseido Child Foundation (current position)</p> <p>Apr. 2024 Director of Jissen Women's University (current position)</p> <p>June 2024 Outside Director of Tokyu Fudosan Holdings Corporation (current position)</p>	0
<p>Reasons for nomination and outline of expected role</p> <p>Akiko Uno experienced the full-time Audit & Supervisory Board Member of Shiseido Company, Limited. With her professional knowledge and experience acquired through experiencing operations in the fields such as sales, marketing and risk management in private-sector companies, the Company expects her to appropriately fulfill a role of strengthening the oversight function of the Board of Directors and ensuring greater transparency. Therefore, she is nominated as a candidate for outside Director.</p>			

- Notes
1. There is no special interest between any of the candidates and the Company.
 2. Motoyasu Kato, Mikito Nagai, Yuji Shimanaka, Masaki Suzuki and Akiko Uno are candidates for outside Director.
 3. The Company reported to the Tokyo Stock Exchange that Motoyasu Kato, Mikito Nagai and Yuji Shimanaka are independent officers with no risk of any conflict of interest with the general shareholders. If their re-election is approved and adopted, the Company plans for their designation as independent officers to continue. In addition, if the election of Masaki Suzuki and Akiko Uno is approved and adopted, the Company plans to report to the Tokyo Stock Exchange that they are independent officers with no risk of any conflict of interest with the general shareholders.
 4. At the conclusion of this meeting, Motoyasu Kato's tenure as outside Director of the Company will have been five years.
 5. At the conclusion of this meeting, Mikito Nagai's tenure as outside Director of the Company will have been three years.
 6. At the conclusion of this meeting, Yuji Shimanaka's tenure as outside Director of the Company will have been two years.
 7. An outline of the contents of the liability limitation agreement with outside Directors is as follows.
Pursuant to Article 427, paragraph (1) of the Companies Act, the Company has entered into limited liability agreements with Motoyasu Kato, Mikito Nagai and Yuji Shimanaka to limit their liability for damages under Article 423, paragraph (1) of the Companies Act to an amount as provided for by Article 425, paragraph (1) of the same Act. If their re-election is approved and adopted, the Company will continue the above-mentioned limited liability agreement with them. If the election of Masaki Suzuki and Akiko Uno is approved and adopted, the Company plans to enter into a limited liability agreement of the same content with them.
 8. In order to enable officers to adequately fulfill their expected roles during the performance of their duties, as well as to ensure that the Company can secure valuable human resources, the Company has entered into a directors and officers liability insurance policy (D&O insurance) under which all Directors are insured in accordance with Article 430-3 of the Companies Act. If this proposal is approved and adopted in its original form, and each candidate assumes the office of

Director, each candidate will be covered by this insurance policy. The policy covers losses that may arise from the insured's assumption of liability incurred in the course of the performance of their duties as an officer or a person in a certain position, or receipt of claims pertaining to the pursuit of such liability. However, there are certain reasons for coverage exclusion, such as damages arising from the performance of an illegal act with full knowledge of its illegality not being covered. (The insurance premiums, including those for special clauses, are borne by the Company, and there are no insurance premiums actually borne by the insured.) The Company intends to renew the policy on October 1, 2024, at which point each candidate will still be serving in their respective roles.

9. Director, Senior Managing Executive Officer Toshinori Ohba is a close relative of Representative Director, President Shigeru Tsujimoto.

(Reference) Expertise and experience of Directors and Audit & Supervisory Board Members (skill matrix)

The following is the skill matrix of Directors and Audit & Supervisory Board Members if they are elected as proposed at this General Meeting of Shareholders.

	Name	Position in the Company	Corporate management	Administrative experience	Technology	Sales	Finance and accounting	Legal and risk management	Global
Director	Shigeru Tsujimoto	Representative Director, President	•				•		•
	Toshinori Ohba	Director, Senior Managing Executive Officer				•			
	Naohiko Hanabusa	Director, Senior Managing Executive Officer		•	•				
	Shinsuke Minaki	Director, Executive Officer			•	•			
	Motoyasu Kato	Outside Director				•			
	Mikito Nagai	Outside Director	•				•		
	Yuji Shimanaka	Outside Director							•
	Masaki Suzuki	Outside Director	•	•			•		
	Akiko Uno	Outside Director				•		•	
Audit & Supervisory Board Member	Yasutoshi Ihara	Full-time Audit & Supervisory Board Member			•				
	Ryunosuke Irei	Outside Audit & Supervisory Board Member						•	
	Kunitaro Kitamura	Outside Audit & Supervisory Board Member	•				•		

- Notes
1. The position in the Company indicates the expected position after the conclusion of this General Meeting of Shareholders.
 2. The above list does not represent all the expertise and experience of each person.

Proposal No. 3 Election of Two (2) Substitute Audit & Supervisory Board Members

The election of Atsushi Nishigaki and Tadashi Kawai as substitute Audit & Supervisory Board Members at the 89th Annual General Meeting of Shareholders held on August 25, 2023 will be effective until the beginning of this meeting. Accordingly, the Company proposes the election of Shigehisa Tsukamura as the substitute Audit & Supervisory Board Member for Audit & Supervisory Board Member Yasutoshi Ihara, and Tadashi Kawai as the substitute outside Audit & Supervisory Board Member for outside Audit & Supervisory Board Members Ryunosuke Irei and Kunitaro Kitamura, so that the substitutes will be ready to fill vacant positions should the number of Audit & Supervisory Board Members fall below the minimum required by laws and regulations.

The consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidates for substitute Audit & Supervisory Board Member are as follows:

Candidate No.	Name (Date of birth)	Career summary and position in the Company, significant concurrent positions outside the Company, and reasons for nomination	Number of the Company's shares owned
1	Shigehisa Tsukamura January 4, 1959	<p>Apr. 1981 Joined the Company, Design Department of Osaka branch</p> <p>June 2009 General Manager of Civil Engineering Design Department of Osaka branch</p> <p>June 2014 Deputy Branch Manager of Osaka branch</p> <p>June 2016 Executive Officer, Branch Manager of Osaka branch</p> <p>Oct. 2018 Executive Officer and Branch Manager of Osaka branch of the Company, and Representative Director and President of Kinki Toshi-Seibi Co., Ltd.</p> <p>June 2020 Executive Officer, Assistant to Planning Division</p> <p>Aug. 2020 Audit & Supervisory Board Member (full-time)</p> <p>Aug. 2023 Special Advisor to Osaka branch (current position)</p>	11,900
<p>Reasons for nomination</p> <p>Shigehisa Tsukamura is nominated as a candidate for substitute Audit & Supervisory Board Member based on his familiarity with the Company's business operations through branch management since joining the Company, as well as his contribution as an Audit & Supervisory Board Member of the Company for three years from 2020 to 2023, and his ability to conduct appropriate audits of the Company's execution of business.</p>			
2	Tadashi Kawai August 16, 1948	<p>July 1971 Joined The Mitsui Trust and Banking Company, Limited (currently, Sumitomo Mitsui Trust Bank, Limited)</p> <p>June 2001 Managing Director</p> <p>Oct. 2007 Director, President of Chuo Mitsui Asset Trust and Banking Company, Limited</p> <p>June 2010 Chairman</p> <p>Apr. 2012 Outside Audit & Supervisory Board Member of CROSS PLUS INC.</p> <p>Oct. 2013 Audit & Supervisory Board Member of Tokyu Fudosan Holdings Corporation</p> <p>June 2015 Outside Audit & Supervisory Board Member of Japan Credit Rating Agency, Ltd. (current position)</p> <p>June 2015 Part-time Audit & Supervisory Board Member of Mitsui Direct General Insurance Company, Limited</p> <p>Aug. 2015 Outside Audit & Supervisory Board Member of the Company</p>	0
<p>Reasons for nomination</p> <p>Tadashi Kawai is nominated as a candidate for substitute outside Audit & Supervisory Board Member based on his extensive experience and deep insight as a corporate manager at a financial institution, as well as his contribution as an outside Audit & Supervisory Board Member of the Company for eight years from 2015 to 2023, and his ability to conduct appropriate audits of the Company's execution of business.</p>			

- Notes
1. There is no special interest between any of the candidates and the Company.
 2. Tadashi Kawai is a candidate for substitute outside Audit & Supervisory Board Member.
 3. If the election of Tadashi Kawai is approved, and he assumes the office of outside Audit & Supervisory Board Member, the Company plans to report to the Tokyo Stock Exchange that he is an independent officer with no risk of any conflict of interest with general shareholders as provided for by the Tokyo Stock Exchange.
 4. Tadashi Kawai's tenure as outside Audit & Supervisory Board Member of the Company was eight years from 2015 to 2023.
 5. If the election of Tadashi Kawai is approved, and he assumes the office of outside Audit & Supervisory Board Member, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company intends to enter into a limited liability agreement with him to limit his liability for damages under Article 423, paragraph (1) of the same Act to the minimum liability amount provided for by Article 425, paragraph (1) of the same Act.

6. In order to enable officers to adequately fulfill their expected roles during the performance of their duties, as well as to ensure that the Company can secure valuable human resources, the Company has entered into a directors and officers liability insurance policy (D&O insurance) under which all Audit & Supervisory Board Members are insured in accordance with Article 430-3 of the Companies Act. If this proposal is approved and adopted in its original form, each candidate will assume the office of Audit & Supervisory Board Member, and each candidate will be covered by this insurance policy. The policy covers losses that may arise from the insured's assumption of liability incurred in the course of the performance of their duties as an officer or a person in a certain position, or receipt of claims pertaining to the pursuit of such liability. However, there are certain reasons for coverage exclusion, such as damages arising from the performance of an illegal act with full knowledge of its illegality not being covered. (The insurance premiums, including those for special clauses, are borne by the Company, and there are no insurance premiums actually borne by the insured.) The Company intends to renew the policy on October 1, 2024.