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Securities Code: 1719  
June 1, 2018

To our shareholders:

Masato Fukutomi  
Representative Director and President  
**HAZAMA ANDO CORPORATION**  
6-1-20, Akasaka, Minato-ku, Tokyo

## **Notice of the Annual General Meeting of Shareholders for the FYE March 31, 2018**

You are cordially invited to attend the Annual General Meeting of Shareholders of HAZAMA ANDO CORPORATION (the “Company”) for the FYE March 31, 2018, which will be held as indicated below.

If you are unable to attend the Meeting in person, you may exercise your voting rights in writing or via the Internet. Please review the attached Reference Documents for General Meeting of Shareholders, and then return the voting form to the Company by postal mail or enter your approval or disapproval of the proposals via the Internet as instructed below so that your vote is received by 5:15 p.m. on Wednesday, June 27, 2018 (JST).

- 1. Date and Time:** Thursday, June 28, 2018, at 10:00 a.m. (JST)
- 2. Venue:** Head Office of the Company (Conference room on 2F)  
6-1-20, Akasaka, Minato-ku, Tokyo

### **3. Purpose of the Meeting**

#### **Matters to be reported:**

1. The Business Report and the Consolidated Financial Statements for the FYE March 31, 2018 (from April 1, 2017 to March 31, 2018), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
2. The Non-consolidated Financial Statements for the FYE March 31, 2018 (from April 1, 2017 to March 31, 2018)

#### **Matters to be resolved:**

- |                       |   |
|-----------------------|---|
| <b>Proposal No. 1</b> | Appropriation of Surplus                                    |
| <b>Proposal No. 2</b> | Election of 11 Board Directors                              |
| <b>Proposal No. 3</b> | Election of One Audit & Supervisory Board Member            |
| <b>Proposal No. 4</b> | Election of One Substitute Audit & Supervisory Board Member |

### **4. Instructions for Exercising Voting Rights**

- (1) Voting in writing  
Please indicate your approval or disapproval of each proposal in the enclosed voting form, and then return the form by postal mail so that your vote is received by 5:15 p.m. on Wednesday, June 27, 2018 (JST).
- (2) Voting via the Internet  
Please access the Company’s designated website for voting (<https://evote.tr.mufig.jp/>) from your computer, smartphone or mobile phone, use the “login ID” and “temporary password” which are provided on the enclosed voting rights exercise form, and enter your approval or disapproval of each proposal following the instruction on the screen by 5:15 p.m. on Wednesday, June 27, 2018 (JST).  
For details on how to exercise voting rights, please see “Instructions for Exercise of Voting Rights via the Internet” (Japanese only).
- (3) Duplication of votes  
If you have exercised your voting rights both by mailing and via the Internet, only the exercise of voting rights via the Internet shall be deemed valid.  
In addition, if you have exercised your voting rights more than once via the Internet, only the final exercise of the voting rights shall be deemed effective.

- If you plan to attend the meeting in person, please present the enclosed voting form at the reception desk upon your arrival.
- The reception desk is scheduled to open at 9:00 a.m. on the day of the meeting.
- This Notice of the Annual General Meeting of Shareholders is posted on the website of the Company and the Tokyo Stock Exchange (Japanese and English).
- Pursuant to the relevant laws and regulations and the provision of Article 15 of the Articles of Incorporation of the Company, the following among documents to be attached to the notice of this Annual General Meeting of Shareholders, are posted on the Company's website (<http://www.ad-hzm.co.jp/ir/convocation.html>) and are not attached to this notice.  
(1) Notes to Consolidated Financial Statements, (2) Notes to Non-consolidated Financial Statements  
These items are included in the Consolidated Financial Statements and the Non-consolidated Financial Statements that were audited by the Financial Auditor and Audit & Supervisory Board Members in preparing their respective audit reports.
- If any changes have been made to the items on the Reference Documents for General Meeting of Shareholders as well as the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements, such changes will be posted on the Company's website (<http://www.ad-hzm.co.jp/ir/announce.html>).

## Reference Documents for General Meeting of Shareholders

### Proposal No. 1 Appropriation of Surplus

The Company enhances sustained improvement of corporate value and both investment and internal reserves for future growth from the medium- and long-term perspective, and also maintains a basic policy to pay dividends to its shareholders on a stable and continual basis taking into consideration the Company's business performance, consolidated financial results, and the future profit forecast, etc.

As for FYE March 31, 2018, the Company proposes to pay a year-end dividend of ¥15 per share with ordinary dividend of ¥10 and special dividend of ¥5, as the return of profit to its shareholders, for achieving the profit levels set forth in the medium-term management plan (from the FYE March 31, 2016 to the FYE March 31, 2018) for three consecutive years from the first year of the plan and being able to stabilize and strengthen the Company's management and financial base. Accordingly, including the interim dividend of ¥10 per share, the annual dividend for the fiscal year for the FYE March 31, 2018 will total ¥25 per share.

#### Year-end dividends

1. Type of dividend property  
Cash
2. Allotment of dividend property to shareholders and their aggregate amount  
¥15 per common share of the Company  
Total payment: ¥2,803,777,350
3. Effective date of dividends of surplus  
June 29, 2018

**Proposal No. 2** Election of 11 Board Directors

At the conclusion of this meeting, the terms of office of all 11 currently serving Board Directors will expire. Therefore, the Company proposes the election of 11 Board Directors, including three external Board Directors. The candidates for Board Director are as follows. Please refer to pages 5 through 18 for their career summaries, etc.

Candidate No.	Name	Current position in the Company	Tenure (At the end of this meeting)	Attendance rate at board meetings	Remarks
1	Masato Fukutomi	Representative Director and President	1 year	100%	Reelection
2	Hidekazu Kojima	Representative Director and Vice President	8 years	100%	Reelection
3	Haruyuki Kaneko	Representative Director and Vice President	7 years	100%	Reelection
4	Toshio Ono	Board Director and Chairman	11 years	100%	Reelection
5	Toshiaki Nomura	Board Director and Vice Chairman	5 years 3 months	100%	Reelection
6	Toru Ikegami	Board Director and Senior Managing Executive Officer Director of Civil Engineering Division	2 years	100%	Reelection
7	Hideo Matsumoto	Managing Executive Officer Director of Building Construction Division	-	-	New candidate
8	Shinya Miyamori	Board Director and Managing Executive Officer Director of Administration Division, in charge of Disaster Management	1 year	100%	Reelection
9	Masami Fujita	Board Director (Part-time)	1 year	100%	Reelection External Board Director Independent officer
10	Mariko Kitagawa	Board Director (Part-time)	1 year	100%	Reelection External Board Director Independent officer
11	Mieko Kuwayama	-	-	-	New candidate External Board Director Independent officer

## Policies and procedures for nomination as candidates for Board Director

The Board of Directors of the Company consists of internal Directors who are familiar with the key business areas of the Company, specifically, civil engineering, building and administrative matters, and have adequate knowledge, experience and capabilities as required and external independent Directors who have been engaged in management in other organizations over many years with extensive experience and discernment. The Articles of Incorporation stipulate that the number of Board Directors shall not exceed 12.

A balance of knowledge, experience, and capabilities as well as diversity and scope are taken into account so that the Board of Directors as a whole can contribute to the sustainable growth and the increase of corporate value. Considering such composition of the Board of Directors, the election of senior management executives and nomination of candidates for Board Director are proposed to the Board of Directors, and deliberated and determined, based on such factors as ability to make proper and prompt decisions with well-balanced knowledge, experience and capabilities, high awareness of compliance, and personality to be a respectable person by President, Representative Director, and Directors in charge of human resources with the proper involvement of external independent Directors by seeking their opinions.

Policy on independence of external Board Directors

The Company's policy is to elect external Board Directors who can fulfill their duties independently and objectively and have no conflict of interest with shareholders. Independence of the external Board Directors is judged in accordance with the Companies Act and the independence criteria provided by the Tokyo Stock Exchange.

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
1	<p>Masato Fukutomi February 4, 1957 (61 years old) Reelection</p> <p>Tenure as Board Director 1 year</p> <p>Attendance at Board meetings during the FYE March 31, 2018 13 of 13 meetings (Attendance rate: 100%)</p>	<p>Apr. 1979      Joined HAZAMA CORPORATION</p> <p>Oct. 2003     Manager of Business Development Department, Nagoya Branch</p> <p>June 2006    General Manager of Business Development Department, Nagoya Branch</p> <p>Apr. 2009    Deputy Director of Kyushu Branch and General Manager of Business Development Department, Kyushu Branch</p> <p>Apr. 2011    Executive Officer, Director of Kyushu Branch</p> <p>Apr. 2013    Executive Officer, Director of Kanto Civil Branch of the Company</p> <p>Apr. 2014    Managing Executive Officer, Director of Kanto Civil Branch</p> <p>Apr. 2017    Vice President, in charge of Civil Engineering Division</p> <p>June 2017    Board Director and Vice President, in charge of Civil Engineering Division</p> <p>Apr. 2018    Representative Director and President (current position) (up to the present)</p> <p>Significant concurrent positions outside the Company None</p>	6,200 shares
<p>Relationship of special interest between the candidate and the Company There is no special interest between the candidate and the Company (or any other officers or candidates of the Company).</p> <p>Reasons for nomination as candidate for Board Director The candidate has been engaged in civil engineering construction over many years and possesses extensive experience, knowledge, and a high level of expertise of the business, and has also been involved in general management. The Company has nominated him as a candidate because it judges that he will drive growth of the Company through innovation and work toward the creation of corporate value as changes in the management environment increase speed.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
2	<p style="text-align: center;">Hidekazu Kojima March 16, 1953 (65 years old) Reelection</p> <p style="text-align: center;">Tenure as Board Director 8 years</p> <p style="text-align: center;">Attendance at Board meetings during the FYE March 31, 2018 16 of 16 meetings (Attendance rate: 100%)</p>	<p>Apr. 1976    Joined HAZAMA CORPORATION</p> <p>Oct. 2003    General Manager of Business Administration Planning Department, Business Administration Planning Division</p> <p>June 2005    General Manager of Secretary Department</p> <p>May 2007    Deputy Director of Kanto Civil Branch</p> <p>June 2007    Executive Officer, Deputy Director of Kanto Civil Branch</p> <p>Oct. 2009    Executive Officer, Deputy Director of Business Administration Planning Division</p> <p>Apr. 2010    Executive Officer, Director of Administration Division and in charge of Business Administration Planning Department</p> <p>June 2010    Board Director and Executive Officer, Director of Administration Division and in charge of Business Administration Planning Department</p> <p>Apr. 2011    Board Director and Managing Executive Officer, Director of Administration Division and in charge of CSR and Business Administration Planning Department</p> <p>Apr. 2013    Board Director and Senior Managing Executive Officer, Director of President Office of the Company</p> <p>Apr. 2014    Board Director and Senior Managing Executive Officer, Director of President Office, Director of Administration Division, and in charge of Disaster Management</p> <p>Apr. 2016    Board Director and Vice President, Director of President Office and in charge of Administration Division</p> <p>Apr. 2018    Representative Director and Vice President (current position) (up to the present)</p> <p>Significant concurrent positions outside the Company None</p>	37,500 shares
<p>Relationship of special interest between the candidate and the Company There is no special interest between the candidate and the Company (or any other officers or candidates of the Company).</p> <p>Reasons for nomination as candidate for Board Director The candidate has been engaged in a wide variety of duties in administration area over many years and possesses extensive experience and knowledge. He has promoted and supervised planning of the company-wide management and has been in charge of decision making on important managerial matters and supervision of business execution. The Company has nominated him as a candidate because it judges that he will continue to contribute to the management of the Company.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
3	<p>Haruyuki Kaneko May 28, 1956 (62 years old) Reelection</p> <p>Tenure as Board Director 7 years</p> <p>Attendance at Board meetings during the FYE March 31, 2018 16 of 16 meetings (Attendance rate: 100%)</p>	<p>Oct. 2000 General Manager of Mitaka Branch of The Dai-ichi Kangyo Bank, Limited</p> <p>June 2004 General Manager of Sales Department X of Mizuho Corporate Bank, Ltd.</p> <p>Mar. 2006 General Manager of TSUKIJI Branch of Mizuho Bank, Ltd.</p> <p>Apr. 2008 Executive Officer of Mizuho Trust &amp; Banking Co., Ltd.</p> <p>Apr. 2009 Managing Executive Officer</p> <p>June 2010 Managing Director and Managing Executive Officer</p> <p>Apr. 2011 Joined HAZAMA CORPORATION as Corporate Advisor</p> <p>June 2011 Representative Director and Senior Managing Executive Officer, in charge of corporate planning, finance, legal and inspections</p> <p>Apr. 2012 Representative Director and Vice President, in charge of corporate planning, finance, legal and inspections</p> <p>Apr. 2013 Representative Director and Vice President, in charge of Administration Division of the Company</p> <p>Apr. 2016 Representative Director and Vice President (current position) (up to the present)</p> <p>Significant concurrent positions outside the Company None</p>	13,800 shares
<p>Relationship of special interest between the candidate and the Company There is no special interest between the candidate and the Company (or any other officers or candidates of the Company).</p> <p>Reasons for nomination as candidate for Board Director The candidate possesses extensive experience, knowledge, and a high level of expertise obtained through working in financial institutions, and has been engaged in decision-making on important managerial matters, and supervision of business execution.</p> <p>The Company has nominated him as a candidate because it judges that he will continue to contribute to the management of the Company.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
4	<p>Toshio Ono May 18, 1947 (71 years old) Reelection</p> <p>Tenure as Board Director 11 years</p> <p>Attendance at Board meetings during the FYE March 31, 2018 16 of 16 meetings (Attendance rate: 100%)</p>	<p>Apr. 1972      Joined HAZAMA CORPORATION</p> <p>Oct. 2003      Executive Officer, Director of Kyushu Branch</p> <p>May 2005      Executive Officer, Director of Kanto Civil Branch</p> <p>June 2005      Managing Executive Officer, Director of Kanto Civil Branch</p> <p>June 2007      Representative Director and Vice President, in charge of Civil Engineering Division and International Division</p> <p>Dec. 2007      Representative Director and President</p> <p>Apr. 2013      Representative Director and Chairman of the Board of Directors of the Company</p> <p>Apr. 2018      Board Director and Chairman (current position) (up to the present)</p> <p>Significant concurrent positions outside the Company None</p>	102,500 shares
<p>Relationship of special interest between the candidate and the Company There is no special interest between the candidate and the Company (or any other officers or candidates of the Company).</p> <p>Reasons for nomination as candidate for Board Director The candidate has been engaged in corporate management over many years and possesses a broad knowledge of the field, and extensive experience and a track record of management. He led management as Representative Director during the period around the merger in April 2013, and is currently engaged in the business externally and specific business on the order of the President, and assists him.</p> <p>The Company has nominated him as a candidate because it judges that he will assist the President and provide valuable advice to the Board of Directors based on his extensive experience, etc.</p>			



Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
5	<p style="text-align: center;">Toshiaki Nomura March 4, 1950 (68 years old) Reelection</p> <p style="text-align: center;">Tenure as Board Director 5 years 3 months (Tenure since joining ANDO Corporation: 12 years)</p> <p style="text-align: center;">Attendance at Board meetings during the FYE March 31, 2018 16 of 16 meetings (Attendance rate: 100%)</p>	<p>Apr. 1972      Joined ANDO Corporation</p> <p>Nov. 2003     Director of Osaka Branch</p> <p>Apr. 2004     Executive Officer, Director of Osaka Branch</p> <p>Apr. 2006     Managing Executive Officer, Director of Business Management No. 2 Division</p> <p>June 2006     Director and Managing Executive Officer, Director of Business Management No. 2 Division</p> <p>Apr. 2008     Director and Senior Executive Officer, Director of Business Management No. 2 Division and Director of Urban Redevelopment Division</p> <p>Apr. 2009     Director and Senior Executive Officer, Supervision of Business Management Division and Director of Business Management No. 2 Division, and Director of Urban Redevelopment Division</p> <p>Apr. 2010     Representative Director and Vice President, Supervision of Business Management Division</p> <p>Apr. 2011     Representative Director and President, and President</p> <p>Apr. 2013     Representative Director and President of the Company</p> <p>Apr. 2018     Board Director and Vice Chairman (current position) (up to the present)</p> <p>Significant concurrent positions outside the Company None</p>	26,540 shares
<p>Relationship of special interest between the candidate and the Company There is no special interest between the candidate and the Company (or any other officers or candidates of the Company).</p> <p>Reasons for nomination as candidate for Board Director The candidate has been engaged in corporate management over many years and possesses a broad knowledge of the field, and extensive experience and a track record of management. He led management as Representative Director during the period around the merger in April 2013, and is currently engaged in the business externally and specific business on the order of the President, and assists him.</p> <p>The Company has nominated him as a candidate because it judges that he will assist the President and provide valuable advice to the Board of Directors based on his extensive experience, etc.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
6	<p style="text-align: center;">Toru Ikegami February 3, 1960 (58 years old) Reelection</p> <p style="text-align: center;">Tenure as Board Director 2 years</p> <p style="text-align: center;">Attendance at Board meetings during the FYE March 31, 2018 16 of 16 meetings (Attendance rate: 100%)</p>	<p>Apr. 1984      Joined HAZAMA CORPORATION</p> <p>June 2004     General Manager of Hatsudai Construction Sites, Tokyo Branch</p> <p>June 2007     General Manager of Ohashi Construction Sites, Kanto Civil Branch</p> <p>Apr. 2012     Deputy Director of Kanto Civil Branch</p> <p>Apr. 2013     Deputy Director of Nagoya Branch of the Company</p> <p>Apr. 2014     Executive Officer, Director of Nagoya Branch</p> <p>Apr. 2016     Managing Executive Officer, Director of Civil Engineering Division and Deputy Director of President Office</p> <p>June 2016     Board Director and Managing Executive Officer, Director of Civil Engineering Division and Deputy Director of President Office</p> <p>Apr. 2017     Board Director and Managing Executive Officer, Director of Civil Engineering Division and Director of Kanto Civil Branch</p> <p>Apr. 2018     Board Director and Senior Managing Executive Officer, Director of Civil Engineering Division (current position) (up to the present)</p> <p>Significant concurrent positions outside the Company None</p>	9,300 shares
<p>Relationship of special interest between the candidate and the Company There is no special interest between the candidate and the Company (or any other officers or candidates of the Company).</p> <p>Reasons for nomination as candidate for Board Director The candidate has been engaged in civil engineering construction over many years and possesses extensive experience, knowledge, and a high level of expertise of the business. He has promoted overall business strategy on civil engineering construction and has been in charge of decision making on important managerial matters and supervision of business execution.</p> <p>The Company has nominated him as a candidate because it judges that he will continue to contribute to the management of the Company, especially in the area of civil engineering construction.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
7	<p style="text-align: center;">Hideo Matsumoto September 27, 1955 (62 years old) New candidate</p>	<p>Apr. 1980      Joined HAZAMA CORPORATION</p> <p>Oct. 2003      General Manager of Vietnam Office, International Division</p> <p>Apr. 2009      General Manager of Northern Asia Regional Office, International Division</p> <p>Apr. 2010      General Manager of Asia Office, International Division</p> <p>Apr. 2011      Deputy Director of International Division</p> <p>Apr. 2012      Executive Officer, Deputy Director of International Division</p> <p>Apr. 2013      Executive Officer, Deputy Director of International Division of the Company</p> <p>Apr. 2015      Executive Officer, Director of International Division</p> <p>Apr. 2017      Managing Executive Officer, Deputy Director of Building Construction Division, in charge of overseas and business strategy, and Deputy Director of President Office</p> <p>Apr. 2018      Managing Executive Officer, Director of Building Construction Division (current position) (up to the present)</p> <p>Significant concurrent positions outside the Company None</p>	9,900 shares
<p>Relationship of special interest between the candidate and the Company There is no special interest between the candidate and the Company (or any other officers or candidates of the Company).</p> <p>Reasons for nomination as candidate for Board Director The candidate possesses extensive experience and knowledge in business development, etc. obtained through his involvement in the area of administration and overseas business over many years, and has played a role in implementing general business strategy in building construction based on his knowledge. The Company has nominated him as a candidate because it judges that he will continue to contribute to the management of the Company, especially in the area of building construction.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
8	<p style="text-align: center;">Shinya Miyamori March 26, 1959 (59 years old) Reelection</p> <p style="text-align: center;">Tenure as Board Director 1 year</p> <p style="text-align: center;">Attendance at Board meetings during the FYE March 31, 2018 13 of 13 meetings (Attendance rate: 100%)</p>	<p>Apr. 1983      Joined HAZAMA CORPORATION</p> <p>Oct. 2003      Accounting Manager of Administration Department, AOYAMA KANZAI CORPORATION</p> <p>Aug. 2006      General Manager of Administration Department, Shikoku Branch</p> <p>Oct. 2007      General Manager of Administration Department, Tohoku Branch</p> <p>July 2009      Deputy General Manager of Finance Department, Business Administration Planning Division</p> <p>Oct. 2009      General Manager of Finance Department, Business Administration Planning Division</p> <p>Apr. 2013      General Manager of Finance Department, Administration Division of the Company</p> <p>Jan. 2016      Deputy Director of Administration Division and General Manager of Finance Department, Administration Division</p> <p>Apr. 2016      Executive Officer, Director of Administration Division in charge of Disaster Management</p> <p>June 2017      Board Director and Executive Officer, Director of Administration Division and in charge of Disaster Management</p> <p>Apr. 2018      Board Director and Managing Executive Officer, Director of Administration Division and in charge of Disaster Management (current position) (up to the present)</p> <p>Significant concurrent positions outside the Company None</p>	1,100 shares
<p>Relationship of special interest between the candidate and the Company There is no special interest between the candidate and the Company (or any other officers or candidates of the Company).</p> <p>Reasons for nomination as candidate for Board Director The candidate possesses extensive experience and knowledge obtained through engagement in the financial divisions over many years, and has been in supervision of business execution such as the decision of important matters in management and overseeing the area of administration. The Company has nominated him as a candidate because it judges that he will continue to contribute to the management of the Company, especially in the area of administration.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
9	Masami Fujita September 22, 1956 (61 years old) Reelection Candidate for external Board Director Independent officer  Tenure as external Board Director 1 year  Attendance at Board meetings during the FYE March 31, 2018 13 of 13 meetings (Attendance rate: 100%)	Apr. 1980      Joined Fujitsu Limited Dec. 2001      General Manager of Secretary Department June 2006      Executive Officer June 2009      Managing Executive Officer Apr. 2010      Vice President June 2010      Board Director and Vice President June 2012      Representative Director and Vice President Apr. 2016      Representative Director and President of Fujitsu Marketing Limited (current position) June 2017      External Board Director of the Company (current position) (up to the present)  Significant concurrent positions outside the Company Representative Director and President of Fujitsu Marketing Limited	1,400 shares
<p>Relationship of special interest between the candidate and the Company There is no special interest between the candidate and the Company (or any other officers or candidates of the Company).</p> <p>Reasons for nomination as candidate for external Board Director The candidate has been engaged in management of enterprises involved in the businesses other than construction, which is the Company's key business area, and within the Company, has brought more transparency in the Company's operations and contributed towards bolstering corporate governance, such as providing a variety of suggestions as an external Board Director based on his experience. The Company has nominated him as a candidate because it judges that he will continue to appropriately execute his duties such as supervision of the Company's management.</p>			

- Notes:
- Mr. Fujita is a candidate for external Board Director.
  - Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Fujita to limit his liabilities for damage under Article 423, paragraph 1 of the Companies Act. Pursuant to Article 29, paragraph 2 of the Articles of Incorporation of the Company, the Company limits his liability for damages to the minimum liability amount provided in Article 425, paragraph 1 of the Companies Act. If the reelection of Mr. Fujita is approved, the Company plans to renew the agreement with him.
  - As Mr. Fujita does not contravene any of the independence criteria provided for by "Guidelines for Listing III 5. (3)-2" of the Tokyo Stock Exchange (TSE), the Company judges that his independence is maintained and there is no possibility that conflict of interest may occur between Mr. Fujita and general shareholders. If the reelection of Mr. Fujita is approved, the Company plans to reappoint him as an independent officer and notify TSE of such reappointment.
  - Significant concurrent positions held at other organizations and the relationships between these organizations and the Company  
Fujitsu Marketing Limited has business relationship with the Company, including delivery of computers. Sales from the Company has been less than 0.5% of Fujitsu Marketing Limited's sales for the last three years and the impact of the Company on Fujitsu Marketing Limited is minimal. There is no other business relationship for the last three years between Fujitsu Marketing Limited and the Company, and the Company judges that there is no special interest between them.
  - Fujitsu Limited, for which Mr. Fujita served as Director, received a cease and desist order and a payment order from the Japan Fair Trade Commission for violating the Anti-Monopoly Act in relation to the delivery of network facilities for secure electricity supply after an on-site inspection by the members of the commission in May 2015. Although Mr. Fujita was unaware of the facts until those situations came into light, he had consistently provided suggestions based on his responsibility as global corporate and from a perspective of compliance obligation and attempted to draw attention to the company. After the incident, he immediately has made recommendations at Board of Directors' meetings and other meetings, including demanding investigation and appropriate preventive measures such as thorough awareness of compliance and the systems and operations for its implementation.
  - Mr. Fujita has never served as an officer or a business executive of the Company or a specified affiliated business operator for the Company.
  - Mr. Fujita does not plan to receive a large amount of cash or other property from the Company or a specified affiliated business operator for the Company, and has never received such payment for the last two years.

8. Mr. Fujita is not a spouse, relative within the third degree of consanguinity or of similar status of a business executive of the Company or a business operator that has specific relations with the Company.
9. Mr. Fujita has no special opinion about the above description of his career summary, etc.

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
10	<p>Mariko Kitagawa April 3, 1965 (53 years old) Reelection Candidate for external Board Director Independent officer</p> <p>Tenure as external Board Director 1 year</p> <p>Attendance at Board meetings during the FYE March 31, 2018 13 of 13 meetings (Attendance rate: 100%)</p>	<p>May 1999      Joined Tsukishima Soko Co., Ltd. July 2000      General Manager of IT Department June 2001      Board Director of Simax Co., Ltd. (current position) June 2002      Board Director of Tsukishima Soko Co., Ltd. Apr. 2003      Board Director, Deputy Director of Sales Division June 2004      Representative Director and President (current position) June 2007      Board Director of Tsukishima Butsuryu Service K.K. (current position) June 2017      External Board Director of the Company (current position) (up to the present)</p> <p>Significant concurrent positions outside the Company Representative Director and President of Tsukishima Soko Co., Ltd. Board Director of Tsukishima Butsuryu Service K.K. Board Director of Simax Co., Ltd.</p>	0 shares
<p>Relationship of special interest between the candidate and the Company There is no special interest between the candidate and the Company (or any other officers or candidates of the Company).</p> <p>Reasons for nomination as candidate for external Board Director The candidate has been engaged in management of enterprises involved in the businesses other than construction, which is the Company's key business area, and within the Company, has brought more transparency in the Company's operations and contributed towards bolstering corporate governance, such as providing a variety of suggestions as an external Board Director based on her experience. The Company has nominated her as a candidate because it judges that she will continue to appropriately execute her duties such as supervision of the Company's management.</p>			

- Notes:
- Ms. Kitagawa is a candidate for external Board Director.
  - Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Ms. Kitagawa to limit her liabilities for damage under Article 423, paragraph 1 of the Companies Act. Pursuant to Article 29, paragraph 2 of the Articles of Incorporation of the Company, the Company limits her liability for damages to the minimum liability amount provided in Article 425, paragraph 1 of the Companies Act. If the reelection of Ms. Kitagawa is approved, the Company plans to renew the agreement with her.
  - As Ms. Kitagawa does not contravene any of the independence criteria provided for by "Guidelines for Listing III 5. (3)-2" of the Tokyo Stock Exchange (TSE), the Company judges that her independence is maintained and there is no possibility that conflict of interest may occur between Ms. Kitagawa and general shareholders. If the reelection of Ms. Kitagawa is approved, the Company plans to reappoint her as an independent officer and notify TSE of such reappointment.
  - Significant concurrent positions held at other organizations and the relationships between these organizations and the Company  
The Company has business relationship with Tsukishima Soko Co., Ltd., including contract construction. Sales from Tsukishima Soko Co., Ltd. has been less than 0.5% of the consolidated net sales of the Company for the last three years (from the FYE March 31, 2016 to the FYE March 31, 2018); the impact of Tsukishima Soko Co., Ltd. on the Company is minimal. Tsukishima Soko Co., Ltd. has entered into a lease agreement with the Company. Lease income from the Company has been less than 0.5% of the net sales of Tsukishima Soko Co., Ltd. for the last three years. The impact of the Company on Tsukishima Soko Co., Ltd. is minimal. The Company judges that there is no special interest between Tsukishima Soko Co., Ltd. and the Company.  
The Company has had no business relationship for the last three years with any other organizations where the candidate holds significant concurrent positions and there is no special interest between them and the Company.
  - Ms. Kitagawa has never served as an officer or a business executive of the Company or a specified affiliated business operator for the Company.
  - Ms. Kitagawa does not plan to receive a large amount of cash or other property from the Company or a specified affiliated business operator for the Company, and has never received such payment for the last two years.
  - Ms. Kitagawa is not a spouse, relative within the third degree of consanguinity or of similar status of a business executive of the Company or a business operator that has specific relations with the Company.

8. Ms. Kitagawa has no special opinion about the above description of her career summary, etc.



Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
11	Mieko Kuwayama March 30, 1948 (70 years old) New candidate Candidate for external Board Director Independent officer	<p>Apr. 1970      Joined Shiseido Company, Limited</p> <p>Apr. 2004      General Manager of CSR Department</p> <p>June 2007      Left Shiseido Company, Limited</p> <p>Apr. 2008      Part-time Lecturer of Faculty of Economics at Komazawa University</p> <p>Apr. 2009      Chief Researcher of Business Ethics Research Center</p> <p>June 2012      Specially Appointed Professor of Graduate School of Law at Hitotsubashi University</p> <p>Apr. 2015      Visiting Researcher of Hitotsubashi CFO Research Center (current position)</p> <p>Apr. 2015      Visiting Researcher of Mission Management Research Institute at Meiji University (current position)</p> <p>June 2017      External Board Director of FUJITSU GENERAL LIMITED (current position)</p> <p>Apr. 2018      Senior Researcher of Business Ethics Research Center (current position) (up to the present)</p> <p>Significant concurrent positions outside the Company</p> <p>Senior Researcher of Business Ethics Research Center</p> <p>Visiting Researcher of Hitotsubashi CFO Research Center</p> <p>External Board Director of FUJITSU GENERAL LIMITED (Securities Code: 6755)</p>	0 shares
<p>Relationship of special interest between the candidate and the Company</p> <p>There is no special interest between the candidate and the Company (or any other officers or candidates of the Company).</p> <p>Reasons for nomination as candidate for external Board Director</p> <p>The candidate has gained extensive experience in the private sector and engaged in research on corporate management with high level of expertise. The Company judges that she will be valuable for the management which plans further strengthening its corporate governance. The Company, therefore, has nominated her as a candidate.</p> <p>Ms. Kuwayama has never been directly involved in the management of a company. However, the Company judges that she can be expected to supervise management as an external Board Director based on her knowledge and experience, etc.</p>			

- Notes:
- Ms. Kuwayama is a candidate for external Board Director.
  - If the election of Ms. Kuwayama is approved, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company plans to enter into an agreement with her to limit her liabilities for damage under Article 423, paragraph 1 of the Companies Act and pursuant to Article 29, paragraph 2 of the Articles of Incorporation of the Company, the Company limits her liability for damages to the minimum liability amount provided in Article 425, paragraph 1 of the Companies Act.
  - As Ms. Kuwayama does not contravene any of the independence criteria provided for by "Guidelines for Listing III 5. (3)-2" of the Tokyo Stock Exchange (TSE), the Company judges that her independence is maintained and there is no possibility that conflict of interest may occur between Ms. Kuwayama and general shareholders. If the election of Ms. Kuwayama is approved, the Company plans to appoint her as an independent officer and notify TSE of such appointment.
  - Significant concurrent positions held at other organizations and the relationships between these organizations and the Company  
FUJITSU GENERAL LIMITED holds less than 0.02% of the total number of shares issued by the Company as of March 2018. The Company has less than 0.2% of the total number of shares issued by FUJITSU GENERAL LIMITED as of March 2018, and has business relationship with FUJITSU GENERAL LIMITED including contract construction. Sales from FUJITSU GENERAL LIMITED have been less than 0.5% of the consolidated net sales of the Company for the last three years (from the FYE March 31, 2016 to the FYE March 31, 2018); the impact of FUJITSU GENERAL LIMITED on the Company is minimal. There is no other business relationship for the last three years between FUJITSU GENERAL LIMITED and the Company, and the Company judges that there is no special interest between them.

The Company has had no business relationship for the last three years with any other organizations where the candidate holds significant concurrent positions and there is no special interest between them and the Company.

5. Ms. Kuwayama has never served as an officer or a business executive of the Company or a specified affiliated business operator for the Company.
6. Ms. Kuwayama does not plan to receive a large amount of cash or other property from the Company or a specified affiliated business operator for the Company, and has never received such payment for the last two years.
7. Ms. Kuwayama is not a spouse, relative within the third degree of consanguinity or of similar status of a business executive of the Company or a business operator that has specific relations with the Company.
8. Ms. Kuwayama has no special opinion about the above description of her career summary, etc.

**Proposal No. 3** Election of One Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member Yoshihiko Baba will expire at the conclusion of this meeting. Therefore, the Company requests approval for the election of one Audit & Supervisory Board Member. In addition, the consent of the Audit & Supervisory Board has been obtained for the submission of this proposal. The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary and position in the Company	Number of the Company's shares owned
<p>Norio Chonan May 25, 1958 (60 years old) New candidate</p>	<p>Apr. 1982      Joined HAZAMA CORPORATION Oct. 2003      Manager of General Affairs Section, General Affairs Department, Business Administration Planning Division July 2008      General Manager of Administration Department, Sapporo Branch Aug. 2010      Deputy General Manager of Safety Division Apr. 2012      Director of Civil Engineering Planning Department, Civil Engineering Division Apr. 2013      General Manager of Audit Department Apr. 2015      General Manager of Legal and Inspections Department, Administration Division of the Company (up to the present) Significant concurrent positions outside the Company None</p>	<p>100 shares</p>
<p>Relationship of special interest between the candidate and the Company There is no special interest between the candidate and the Company (or any other officers or candidates of the Company). Reasons for nomination as candidate for Audit &amp; Supervisory Board Member The candidate has engaged in duties in auditing and inspections based on extensive experience and knowledge obtained through engagement in a wide range of duties in administration, civil engineering and safety. The Company has nominated him as a candidate because it judges that he will contribute to the auditing, etc. of the Company's business execution based on his extensive working experience.</p>		

**Policies and procedures for nomination as candidate for Audit & Supervisory Board Member**

Personnel able to provide valuable advice and suggestions to the Board of Directors are considered for nomination as candidates for Audit & Supervisory Board Members by the President, Representative Director, and Directors in charge of human resources by taking into account knowledge on the Company's areas of business, insight into financial matters and diverse viewpoints on corporate management, and are proposed to the Board of Directors, and deliberated and determined with the proper involvement of external independent Directors by seeking their opinions after hearing the views of the Audit & Supervisory Board and receiving its approval.

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

The Company also requests approval for the election of one substitute Audit & Supervisory Board Member to be ready to fill a vacant position in case the incumbent number of Audit & Supervisory Board Members should fall below the number required by laws and regulations.

External Audit & Supervisory Board Members' replacement by substitute Audit & Supervisory Board Member is conditional on the number of external Audit & Supervisory Board Members falling below the number required by laws and regulations, and its term of office will expire when that of the predecessor expires.

The validity of the election of substitute Audit & Supervisory Board Member can be nullified by resolution of the Board of Directors if the consent of the Audit & Supervisory Board has been obtained; provided, however, that it is only in a time before assuming office. In addition, the consent of the Audit & Supervisory Board has been obtained for the submission of this proposal.

The candidate for substitute Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary and position in the Company	Number of the Company's shares owned
<p style="text-align: center;">Takemi Hiramatsu February 10, 1963 (55 years old)</p>	Apr. 1989 Registered as an attorney at law and became a member of Daini Tokyo Bar Association	0 shares
	Apr. 1989 Masuda & Ejiri (currently Nishimura & Asahi)	
	Feb. 1994 Registered as an attorney at law in New York state, United States	
	Sept. 1994 Served in Davis Polk & Wardwell LLP	
	July 2007 Counselor, Nishimura & Asahi (current position)	
	Oct. 2012 Regional Vice Chair Asia Pacific of Labor and Employment Practice Group of Lex Mundi	
	June 2016 Substitute Audit & Supervisory Board Member of the Company (current position)	
	June 2016 External Audit & Supervisory Board Member of Sanrio Company, Ltd. (Current position)	
	Feb. 2017 Observer of the Committee for NHK Receiving Fee System (current position) (up to the present)	
	<p>Significant concurrent positions outside the Company Counselor of Nishimura &amp; Asahi External Audit &amp; Supervisory Board Member of Sanrio Company, Ltd. (Securities Code: 8136)</p>	

Relationship of special interest between the candidate and the Company

There is no special interest between the candidate and the Company (or any other officers or candidates of the Company).

Reasons for nomination as candidate for substitute external Audit & Supervisory Board Member

The candidate has specialist knowledge and experience obtained through working over many years as attorney at law, and the Company proposes his nomination as a candidate because it judges that he will impartially and justly execute his duties as external Audit & Supervisory Board Member. Mr. Hiramatsu has never been directly involved in the management of a company. However, the Company judges that he will be able to fulfill his duties as external Audit & Supervisory Board Member based on his knowledge and experience, etc.

- Notes:
1. Mr. Hiramatsu is a candidate for substitute external Audit & Supervisory Board Member.
  2. If Mr. Hiramatsu assumes office of external Audit & Supervisory Board Member, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company plans to enter into an agreement with him to limit his liabilities for damage under Article 423, paragraph 1 of the Companies Act and pursuant to Article 38, paragraph 2 of the Articles of Incorporation of the Company, the Company limits his liability for damages to the minimum liability amount provided in Article 425, paragraph 1 of the Companies Act.
  3. As Mr. Hiramatsu does not contravene any of the independence criteria provided for by "Guidelines for Listing III 5. (3)-2" of the Tokyo Stock Exchange (TSE), the Company judges that his independence is maintained and there is no possibility that conflict of interest may occur between Mr. Hiramatsu and general shareholders. If he assumes office of external Audit & Supervisory Board Member, the Company plans to appoint him as an independent officer and notify TSE of such appointment.
  4. Significant concurrent positions held at other organizations and the relationships between these organizations and the Company

Nishimura & Asahi and the Company have never entered into a consulting agreement. Regarding the relationship between Nishimura & Asahi and the Company for the last three years, the Company has received legal consultation from a different attorney who belonged to Nishimura & Asahi during the FYE March 31, 2016; however, the transaction amount was ¥10,000,000 or less. There was no business transaction during the FYE March 31, 2017 and the FYE March 31, 2018, and the Company judges that there is no special interest between Nishimura & Asahi and the Company.

There has been no business relationship between Sanrio Company, Ltd. and the Company for the last three years and there is no special interest between Sanrio Company, Ltd. and the Company.

5. Mr. Hiramatsu has never served as an officer or a business executive of the Company or a specified affiliated business operator for the Company.
6. Mr. Hiramatsu does not plan to receive a large amount of cash or other property from the Company or a specified affiliated business operator for the Company, and has never received such payment for the last two years.
7. Mr. Hiramatsu is not a spouse, relative within the third degree of consanguinity or of similar status of a business executive of the Company or a business operator that has specific relations with the Company.
8. Each Audit & Supervisory Board Member has no special opinion about nominating Mr. Hiramatsu
9. Mr. Hiramatsu has no special opinion about the above description of his career summary, etc.