

# Notice of the 81st Annual General Meeting of Shareholders

Date

Thursday, June 27, 2024  
10:00 a.m. (Reception starts at 9:00  
a.m.)

Place

KSP Hall, West Wing 3rd Floor,  
Kanagawa Science Park (KSP)  
3-2-1 Sakado, Takatsuku,  
Kawasaki City, Kanagawa Prefecture,  
Japan

## Proposals

- |                |  |
|----------------|--|
| Proposal No. 1 | <b>Appropriation of Surplus</b>  |
| Proposal No. 2 | <b>Election of Seven Directors</b>                                     |
| Proposal No. 3 | <b>Election of Three Audit &amp; Supervisory Board Members</b>         |
| Proposal No. 4 | <b>Election of One Substitute Audit &amp; Supervisory Board Member</b> |
| Proposal No. 5 | <b>Approval of the Share Transfer Plan</b>                             |



Convocation via the Internet

Notices of annual general meetings  
of shareholders can be viewed on  
PCs, smart phones, and tablets.

<https://s.srdb.jp/1805/>



Securities code: 1805

## To our shareholders

We would like to thank our shareholders for their continued support.

We hereby give our shareholders the notice of the 81st Annual General Meeting of Shareholders.

With our brand narrative “Bringing Innovation to Construction. A platform company shaping the future of construction,” we will continue to evolve into a “New Business Contractor,” a business partner that goes beyond the boundaries of the construction industry to create new businesses of its own, while supporting the creation of businesses for a wide variety of people and promising to make it happen.

We appreciate your ongoing support for the TOBISHIMA Group.

June 2024



Masahiro Norikyo 乗京正弘  
President and  
Representative director

## Management Vision

— To Become a Company that Supports Future Industrial Promotion and Development —

**Promoting corporate transformation from Tobishima Corporation to  
“TOBISHIMA” to evolve into “New Business Contractor”**



We will build a new platform, “New Business Contractor” to create “Society 5.0” together with various people by broadening the framework of the construction industry, analyzing various potential needs and unresolved issues in our society, and having the capacity to solve such issues based our smart solution services.

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To our shareholders:

Masahiro Norikyo  
President and Representative  
Director  
**TOBISHIMA CORPORATION**  
1-8-15 Konan, Minato-ku, Tokyo

## **Notice of the 81st Annual General Meeting of Shareholders**

We are pleased to announce the convocation of the 81st Annual General Meeting of Shareholders of TOBISHIMA CORPORATION (the “Company”), which will be held as indicated on the following page.

In convening this Annual General Meeting of Shareholders, the Company has taken measures to provide electronically the information contained in the Reference Documents for the Annual General Meeting of Shareholders (matters subject to measures for electronic provision), and has posted such information on the Company’s website. Please access the following website to review the information:

Company website: <https://www.tobishima.co.jp/english/shareholders.html>

In addition to the above website, the information has been also posted on the website of the Tokyo Stock Exchange (TSE). Please access the TSE website below, enter or search for the issue name (TOBISHIMA CORPORATION) or securities code (1805), and select “Basic information” and “Documents for Public Inspection/PR Information” for confirmation.

TSE website: <https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

In addition to the above, the information is also posted on the following website:

Convocation Notice via Internet: <https://s.srdb.jp/1805/> (Japanese only)

If you are unable to attend the General Meeting of Shareholders in person, in lieu of your attendance, please review the Reference Documents for the Annual General Meeting of Shareholders posted in the matters subject to measures for electronic provision and exercise your voting rights by returning the enclosed voting right exercise form to us or via the Internet in advance.

### **Voting by Mail (in Writing)**

Please indicate your approval or disapproval of the proposals in the enclosed voting right exercise form and then return the form to the Company in order that it arrives no later than Wednesday, June 26, 2024, at 5:30 p.m. (JST).

### **Voting via the Internet**

Please confirm “Voting via the Internet” on page [5], and enter your approval or disapproval of the proposals no later than Wednesday, June 26, 2024, at 5:30 p.m. (JST).

**1. Date and Time:** Thursday, June 27, 2024, at 10:00 a.m. (JST) (Reception starts at 9:00 a.m. (JST))

**2. Venue:** KSP Hall, West Wing 3rd Floor, Kanagawa Science Park (KSP)

3-2-1 Sakado, Takatsuku, Kawasaki City, Kanagawa

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

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

(1) The Business Report and the Consolidated Financial Statements for the 81st fiscal year (April 1, 2023 to March 31, 2024), and the results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board

(2) The Non-Consolidated Financial Statements for the 81st fiscal year (April 1, 2023 to March 31, 2024)

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

**Proposal No. 1** Appropriation of Surplus

**Proposal No. 2** Election of Seven Directors

**Proposal No. 3** Election of Three Audit & Supervisory Board Members

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

**Proposal No. 5**      Approval of the Share Transfer Plan

- This Convocation Notice is treated as a document to be delivered to shareholders who have requested the delivery of documents under the electronic provision system, and we are also providing the same information to shareholders who have not made such a request.

The following items are not included in the documents based on applicable laws and regulations as well as the stipulations in the Company's Articles of Incorporation.

- (1). "V. Systems to Ensure that the Execution of Duties by Directors Complies with Laws and Regulations and the Company's Articles of Incorporation, and Other Systems to Ensure the Appropriateness of Business Operations, and the Status of Operation of Such Systems" of the Business Report;
- (2). "Consolidated Statement of Changes in Shareholders' Equity" of the Consolidated Financial Statements and "Notes to Consolidated Financial Statements"; and
- (3). "Statement of Changes in Shareholders' Equity" of the Non-Consolidated Financial Statements and "Notes to Non-Consolidated Financial Statements."

Item (1) above is a part of the Business Report that was audited by the Audit & Supervisory Board Members in preparing the audit report. Item (2) and Item (3) above are part of the Consolidated and Non-Consolidated Financial Statements that were audited by the Accounting Auditor and Audit & Supervisory Board Members in preparing the audit report.

- If any revisions are made to the matters subject to measures for electronic provision, details of the revision will be posted on the respective websites where they are posted.

## **Instructions on Exercising Your Voting Rights**

Voting rights at the Annual General Meeting of Shareholders is an important right of every shareholder.

Please exercise your voting rights by either of the following methods after reviewing the Reference Documents for the Annual General Meeting of Shareholders posted in the matters subject to measures for electronic provision.

### **Attending the Annual General Meeting of Shareholders in Person**

Please submit the enclosed voting form at the venue reception. (A seal is not required.)

### **Voting in Writing (by Mail)**

Please indicate your approval or disapproval of the proposals in the enclosed voting form and then return the form without postage to the Company by postal mail.

Voting Deadline: Voting forms must arrive no later than Wednesday, June 26, 2024, at 5:30 p.m. (JST).

Instructions on filling out the voting form:

Please indicate your approval or disapproval of each proposal.

[Proposals No. 1, No. 4, and No. 5]

To approve the proposals, put a circle in the approval box.

To disapprove the proposals, put a circle in the disapproval box.

[Proposals No. 2 and No. 3]

To approve the election of all candidates, put a circle in the approval box.

To disapprove the election of all candidates, put a circle in the disapproval box.

To disapprove of the election of some candidates, put a circle in the approval box and then write the numbers of the candidates to disapprove for election.

## Handling of Shareholder Voting Rights:

- If your approval or disapproval of a proposal is not indicated on the enclosed voting form, the vote will be deemed as indication of approval.
- If voting rights are exercised both in writing (by postal mail) and via the Internet, the votes cast via the Internet will be treated as valid votes. If voting rights are exercised more than once via the Internet, the last votes cast will be treated as valid votes.

## Electronic Voting Platform

Institutional investors may use the electronic voting platform operated by ICJ, Inc. if the institutional investor has applied to use the said platform in advance.

## **Voting via the Internet**

Please follow the instructions included below to indicate your approval or disapproval of each proposal.

Voting Deadline: Votes must be cast no later than Wednesday, June 26, 2024, at 5:30 p.m. (JST).

### **Scanning the QR Code (“Smart Vote”)**

You can log into the website to exercise your voting rights without entering the voting code or password.

1. Please scan the QR code located on the bottom right of the voting form.  
\*“QR code” is the registered trademark of DENSO WAVE INCORPORATED.
  2. Please follow the instructions on the screen to indicate your approval or disapproval.
- 

### **Entering the Voting Code and Password**

Website to exercise voting rights:

<https://soukai.mizuho-tb.co.jp/>

1. Please access the website to exercise voting rights.
2. Please enter the voting code printed on the voting form.
3. Please enter the password printed on the voting form.
4. Please follow the instructions on the screen to indicate your approval or disapproval.



The exercise of voting rights by “Smart Vote” is available only once.

If you would like to change your vote after exercising your voting rights, please access the website for PC and login by entering the voting code and password printed on the voting form, and exercise your voting rights again.

\* You can access the website for PC by scanning the QR code again.

Please contact the Internet Help Dial on the right if you have any questions on how to exercise your voting rights via the Internet using a personal computer, smartphone, mobile phone.

Internet Help Dial, Stock Transfer Agency  
Department, Mizuho Trust & Banking Co., Ltd.  
0120-768-524 (toll free)  
(Open weekdays from 9:00 a.m. to 9:00 p.m. (JST),  
except during the year-end and New Year  
holidays)

#### Convocation Notice via Internet

You can easily access the main content of this notice on a PC or smartphone. Please access via the following website or QR code.

<https://s.srdb.jp/1805/> (in Japanese only)

## Reference Documents for Annual General Meeting of Shareholders

### Proposals and Reference Information

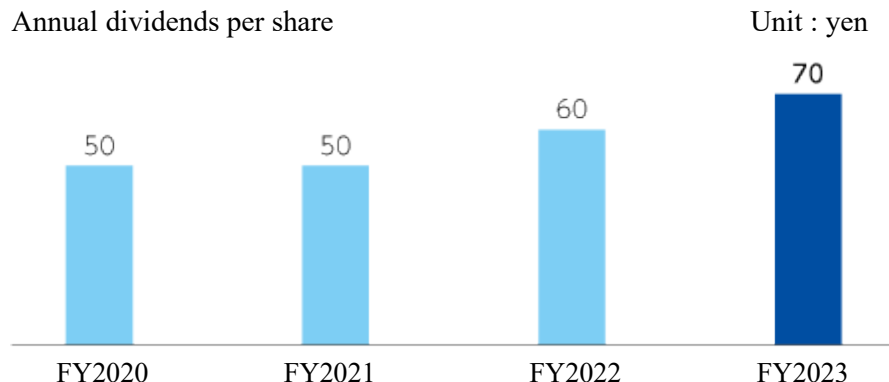
#### Proposal No. 1      Appropriation of Surplus

The Company regards the stable return of profits to its shareholders and the enhancement of internal reserves to increase corporate value as a basic policy to pay dividends while giving consideration to business performance and the business environment.

In line with this basic policy, the Company proposes to pay a year-end dividend for the fiscal year of ¥70 per share.

#### Year-end dividends

- (1) Type of dividend property  
Cash
- (2) Allotment of dividend property and their aggregate amount  
¥70 per common share of the Company  
Total dividends: ¥1,345,856,120
- (3) Effective date of dividends of surplus  
June 28, 2024



**Proposal No. 2**      Election of Seven Directors

At the conclusion of this meeting, the terms of office of all eight Directors (including three Outside Directors) will expire. Therefore, the Company proposes the election of seven Directors (including three Outside Directors) to decrease the number of Directors by one in order to improve the efficiency of the management structure and reinforce the monitoring function by raising the proportion of Outside Directors.

The candidates for Director are as follows:

	Name		Position and responsibility in the Company	Attendance status at Board of Directors Meetings	Tenure	Director's expertise/experience				
						Corporate management Business strategy	Technology Quality Environment	Financial Affairs Accounting Finance	Legal Compliance	International business Global knowledge
1	Masahiro Norikyo	Reappointment	President, Representative Director and Chief Executive Officer	100% (10/10)	12 years	●	●		●	
2	Seiichi Okuyama	Reappointment	Director and Executive Vice President, and in charge of Private Sector	90% (9/10)	4years	●		●		
3	Mitsuhiko Takahashi	Reappointment	Director and Senior Managing Executive Officer, Chief of Corporate Management Division	100% (10/10)	4 years	●		●	●	
4	Shiro Takeki	Reappointment	Director and Managing Executive Officer, Chief of Civil Engineering Division, and in charge of safety & environment	100 % (8/8)	1 year	●	●			
5	Takashi Aihara	Reappointment  Independent Officer  Outside Director	Outside Director	90% (9/10)	6 years	●	●		●	
6	Akitaka Saiki	Reappointment  Independent Officer  Outside Director	Outside Director	100% (10/10)	3 years	●			●	●
7	Takako Masai	Reappointment  Independent Officer  Outside Director	Outside Director	100% (10/10)	3 years	●		●		●

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares currently owned/Number of the Company's shares potentially owned
1	<p>Masahiro Norikyo (April 4, 1955)</p> <p>Tenure as Director 12 years *At the conclusion of this meeting</p> <p>Attendance status at Board of Directors Meetings in FY2023 100% (10/10)</p> <p>[Reappointment]</p>	<p>Apr. 1980</p> <p>May 2012</p> <p>June 2012</p> <p>Apr. 2014</p> <p>June 2014</p> <p>Apr. 2015</p> <p>Apr. 2016</p> <p>Apr. 2017</p> <p>June 2017</p>	<p>Joined the Company</p> <p>Executive Officer and Vice Chief of Construction Headquarters</p> <p>Director and Executive Officer, and Vice Chief of Construction Headquarters</p> <p>Director and Managing Executive Officer, Chief of Construction Headquarters, and in charge of earthquake-related restoration</p> <p>Director of E&amp;CS Corporation</p> <p>Director and Senior Managing Executive Officer, Chief of Civil Engineering Division, and in charge of earthquake-related restoration</p> <p>Director and Executive Vice President, and in charge of civil engineering, building construction and Research Institute of Technology</p> <p>Representative Director and Executive Vice President, and in charge of civil engineering and building construction</p> <p>President, Representative Director and Chief Executive Officer (current position)</p>	<p>6,980 shares /13,351 shares</p>
	<p>Reasons for nomination as candidate for Director:</p> <p>Mr. Norikyo has appropriately fulfilled his duties in the decision-making of important corporate matters and supervision of business execution of the Company as President and Representative Director. He has a wealth of experience and broad insight as a manager, and the Company believes that his excellent people skills and strong leadership are indispensable to the ever-evolving Tobishima Group. For these reasons, the Company has nominated him as a candidate to continue serving as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares currently owned/Number of the Company's shares potentially owned
2	<p>Seiichi Okuyama (February 12, 1965)</p> <p>Tenure as Director 4 years *At the conclusion of this meeting</p> <p>Attendance status at Board of Directors Meetings in FY2023 90% (9/10)</p> <p>[Reappointment]</p>	<p>Apr. 1987</p> <p>Apr. 2007</p> <p>Apr. 2009</p> <p>June 2011</p> <p>July 2011</p> <p>Apr. 2013</p> <p>Apr. 2015</p> <p>Apr. 2018</p> <p>May 2020</p> <p>June 2020</p> <p>May 2021</p>	<p>Joined The Fuji Bank, Limited (current Mizuho Bank, Ltd.)</p> <p>Branch Manager, Shimizu Branch of Mizuho Bank, Ltd.</p> <p>General Manager, Branch Department Unit No. 1 of Mizuho Bank, Ltd.</p> <p>General Manager, Gotanda Branch Department No. 2 of Mizuho Bank, Ltd.</p> <p>General Manager, Gotanda Branch and Gotanda Branch Department No. 1 of Mizuho Bank, Ltd.</p> <p>General Manager, Nagoya-Chuo Branch of Mizuho Bank, Ltd.</p> <p>General Manager, Yaesu-guchi Branch Department No. 2 of Mizuho Bank, Ltd.</p> <p>Executive Officer and General Manager, Tokyo-Chuo Branch Department No. 2 of Mizuho Bank, Ltd.</p> <p>Advisor of the Company</p> <p>Director and Executive Vice President</p> <p>Director and Executive Vice President, and in charge of Private Sector (current position)</p>	<p>2,100 shares /9,130 shares</p>
	<p>Reasons for nomination as candidate for Director:</p> <p>Mr. Okuyama has extensive experience, primarily in the business field at a major financial institution. Based on his broad insights gained from his involvement in management as Executive Officer, he has appropriately fulfilled his duties in the decision-making of important corporate matters and supervision of business execution of the Company. In addition, he has continued to deliver results by executing the Company's sales strategy based on his solid leadership particularly in Private Sector while supervising general management as Executive Vice President. For these reasons, the Company has nominated him as a candidate to continue serving as Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares currently owned/Number of the Company's shares potentially owned
3	Mitsuhiko Takahashi (June 1, 1961)  Tenure as Director 4 years *At the conclusion of this meeting  Attendance status at Board of Directors Meetings in FY2023 100% (10/10)  [Reappointment]	Apr. 1985 Oct. 2014  Apr. 2017  Apr. 2019  Apr. 2020  June 2020  Apr. 2024	Joined the Company Executive Officer and Chief of Corporate Planning Office Executive Officer and Chief of Corporate Planning Division Managing Executive Officer and Chief of Corporate Planning Division Senior Managing Executive Officer and Chief of Corporate Planning Division Director and Senior Managing Executive Officer, and Chief of Corporate Planning Division Director and Senior Managing Executive Officer, and Chief of Corporate Management Division (current position)	4,050 shares /10,448 shares
	Reasons for nomination as candidate for Director: Mr. Takahashi has appropriately fulfilled his duties in the decision-making of important corporate matters and supervision of business execution of the Company as Director. In addition, since April 2024, he has supervised the planning and administration divisions as Chief of Corporate Management Division, and with his strong driving force, he has formulated and implemented management strategies aimed at the sustainable growth of the Tobishima Group and the further enhancement of its corporate value. For these reasons, the Company has nominated him as a candidate to continue serving as Director.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company’s shares currently owned
4	Shiro Takeki (July 22, 1960)  Tenure as Director 1 year *At the conclusion of this meeting  Attendance status at Board of Directors Meetings in FY2023 100 % (8/8)  [Reappointment]	Apr. 1983 Apr. 2019  Apr. 2022 June 2023 Apr. 2024	Joined the Company Executive Officer and General Manager of the Tohoku Branch Managing Executive Officer and Chief of Civil Engineering Division (current position) Director and Managing Executive Officer, and Chief of Civil Engineering Division Director and Managing Executive Officer, Chief of Civil Engineering Division, and in charge of safety & environment (current position)	3,400 shares
	Reasons for nomination as candidate for Director: Mr. Takeki has appropriately fulfilled his duties in the decision-making of important corporate matters and supervision of business execution of the Company as Director. In addition, he has led the effort to management strategies that should be taken by the civil engineering department based on his extensive operational experience and broad insights as Managing Executive Officer, Chief of Civil Engineering Division, contributing to the Company’s sustainable growth and further enhancement of Company’s corporate value. For these reasons, the Company has nominated him as a candidate to continue serving as Director.			



Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares currently owned
5	Takashi Aihara (July 24, 1955)  Independent Officer Outside Director  Tenure as Outside Director 6 years *At the conclusion of this meeting  Attendance status at Board of Directors Meetings in FY2022 90% (9/10)  [Reappointment]	Apr. 1979 June 2010 Apr. 2014  Apr. 2016  June 2016  June 2018	Joined Osaka Gas Co., Ltd. Director of Osaka Gas Co., Ltd. President and Representative Director, Kinpai Co., Ltd. Advisor of Osaka Gas Housing & Equipment Co., Ltd. Audit & Supervisory Board Member of Osaka Gas Housing & Equipment Co., Ltd. Outside Director of the Company (current position)	2,900 shares
	Reasons for nomination as candidate for Outside Director and the expected role: Mr. Aihara is a candidate for Outside Director. He has appropriately fulfilled his duties in providing advice and supervising business execution from an objective and professional perspective based on his broad knowledge and broad insights gained through his experience as an executive and Audit & Supervisory Board Member since his appointment as Outside Director in June 2018. The Company expects that he will fulfill the same role and therefore has nominated him as a candidate to continue serving as Outside Director based on the above.			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares currently owned
6	<p>Akitaka Saiki (October 10, 1952)</p> <p>Independent Officer Outside Director</p> <p>Tenure as Outside Director 3 years *At the conclusion of this meeting</p> <p>Attendance status at Board of Directors Meetings in FY2023 100% (10/10)</p> <p>[Reappointment]</p>	<p>Apr. 1976</p> <p>June 2016</p> <p>June 2017</p> <p>June 2021</p>	<p>Joined the Ministry of Foreign Affairs Held the positions of: Director-General, Asian and Oceanian Affairs Bureau Ambassador Extraordinary and Plenipotentiary of Japan to the Republic of India, concurrently to the Kingdom of Bhutan Deputy Minister for Foreign Affairs Vice-Minister for Foreign Affairs Retired from the Ministry of Foreign Affairs Outside Director, Member of the Board of Mitsubishi Corporation (retired in June 2023) Outside Director of the Company (current position)</p>	- shares
	<p>Reasons for nomination as candidate for Outside Director and the expected role:</p> <p>Mr. Saiki is a candidate for Outside Director.</p> <p>He has never been involved in the management of a company before except as an outside officer. However, since his appointment as Outside Director in June 2021, he has appropriately fulfilled his duties in providing advice to the Company's corporate management and supervising business execution from an objective and professional perspective based on his broad insights, particularly into global affairs, gained through his experience of holding numerous positions with significant responsibilities at the Ministry of Foreign Affairs and serving as outside director of a major trading company. The Company expects that he will fulfill the same role and therefore has nominated him as a candidate to continue serving as Outside Director based on the above.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company’s shares currently owned
7	<div>Takako Masai (March 8, 1965)</div> <div>Independent Officer Outside Director</div> <div>Tenure as Outside Director 3 years</div> <div>*At the conclusion of this meeting</div> <div>Attendance status at Board of Directors Meetings in FY2023 100% (10/10)</div> <div>[Reappointment]</div>	<div>Nov. 1988 Tokyo Branch of The Bank of Nova Scotia</div> <div>July 1989 Tokyo Branch of TD Bank, N.A.</div> <div>Mar. 1998 General Manager, Financial Products Sales Division of Tokyo Branch of Credit Agricole, Indo Suez Bank (current Crédit Agricole CIB)</div> <div>May 2007 General Manager, Capital Markets Division of Shinsei Bank, Limited (current SBI Shinsei Bank, Limited)</div> <div>Apr. 2013 Executive Officer, Department Head, Markets Research Department, Markets Sub-Group of Shinsei Bank, Limited (current SBI Shinsei Bank, Limited)</div> <div>July 2015 Executive Officer, General Manager, Markets Research Division of Shinsei Bank, Limited (current SBI Shinsei Bank, Limited)</div> <div>June 2016 Member of the Policy Board of the Bank of Japan</div> <div>June 2021 Director of SBI Financial and Economic Research Institute Co., Ltd. (current position)</div> <div>July 2021 Outside Director of the Company (current position)</div> <div>July 2021 Advisory Board member of Sim Kee Boon Institute for Financial Economics</div> <div>July 2021 Outside Director of Mitsubishi Chemical Holdings Corporation (current Mitsubishi Chemical Group Corporation)</div> <div>Aug. 2021 Outside Director of BlackRock Japan Co., Ltd.</div> <div>Apr. 2022 Visiting Professor of Jissen Women’s University (current position)</div> <div>Mar. 2024 Director of Japan Professional Football League (current position)</div> <div>Significant concurrent positions outside the Company: Director and Chairperson, SBI Financial and Economic Research Institute Co., Ltd. Director, Japan Professional Football League</div>	- shares	

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares currently owned
	<p>Reasons for nomination as candidate for Outside Director and the expected role:</p> <p>Ms. Masai is a candidate for Outside Director.</p> <p>Since her appointment as Outside Director in June 2021, she has appropriately fulfilled her duties in providing advice to the Company's corporate management and supervising business execution from an objective and professional perspective based on her broad insights, particularly into the financial landscape and diversity, gained through her experience of holding numerous positions with significant responsibilities at several foreign banks, domestic banks as well as the Bank of Japan. The Company expects that she will fulfill the same role and therefore has nominated her as a candidate to continue serving as Outside Director based on the above.</p>		

Notes:

1. There is no special interest between any of the candidates and the Company.
2. The number of potentially-owned shares of the Company is equivalent to the number of points already granted to each candidate under the share-based remuneration plan, and is presented as a reference for the number of shares to be issued in the future.
3. Pursuant to the Company's Articles of Incorporation and Article 427, paragraph 1 of the Companies Act, the Company has entered into agreements with Takashi Aihara, Akitaka Saiki, and Takako Masai to limit their liability for damages under Article 423, paragraph 1 of the Companies Act. Pursuant to these agreements, the defined maximum amount of liability for damages, if they have acted in good faith and without gross negligence in performing their duties, is the minimum liability amount provided for by laws and regulations. If their reelection is approved, the Company plans to renew the aforementioned agreements with them.
4. The Company has entered into a directors' and officers' liability insurance contract, naming all Directors as insured parties. The Company intends to renew the insurance contract on October 1, 2024. The purpose of the insurance contract is to cover legal damages and litigation expenses to be borne by Directors as a result of his/her own act; however, there are certain exemptions; for example, damage caused as a result of any conduct by a Director in violation of laws and regulations shall not be covered. If each candidate assumes the office of Director, he/she shall be named as the insured parties under the insurance contract.
5. Takashi Aihara, Akitaka Saiki, and Takako Masai satisfy the Independence Criteria for Outside Officers defined by the Company, and the Company has therefore submitted notification to Tokyo Stock Exchange, Inc. that they have been appointed as Independent Officers as provided for by the aforementioned exchange.
6. The registered name of Takako Masai is Takako Nishida.

**Proposal No. 3**      Election of Three Audit & Supervisory Board Members

At the conclusion of this meeting, the term of Audit & Supervisory Board Members Hiroshi Ito, Toshiya Natori and Aki Nakanishi will expire. Therefore, the Company proposes the election of three Audit & Supervisory Board Members.

In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidates for Audit & Supervisory Board Members are as follows:

Candidate No.	Name (Date of birth)	Career summary and position in the Company, and significant concurrent positions outside the Company		Number of the Company's shares currently owned
1	<p>Hiroshi Ito (April 20, 1960)</p> <p>Tenure as Audit &amp; Supervisory Board Member 4 years *At the conclusion of this meeting</p> <p>Attendance status at Board of Directors Meetings in FY2023 100 % (10/10)</p> <p>Attendance status at Audit &amp; Supervisory Board Meetings in FY2023 100 % (11/11)</p> <p>[Reappointment]</p>	<p>Apr. 1985      Joined the Company</p> <p>Apr. 2008      Manager, J-SOX Promotion Office of Management &amp; Administration Division</p> <p>Apr. 2010      General Manager of Finance Department, Management &amp; Administration Division</p> <p>July 2011      General Manager of Accounting Department, Management &amp; Administration Division</p> <p>May 2020      Vice Chief of Corporate Administration Division</p> <p>June 2020      Standing Audit &amp; Supervisory Board Member (current position)</p>		4,700 shares

Candidate No.	Name (Date of birth)	Career summary and position in the Company, and significant concurrent positions outside the Company		Number of the Company’s shares currently owned
	Reasons for nomination as candidate for Audit & Supervisory Board Member: Mr. Ito has many years of experience in a wide range of areas, including the Company’s administration, accounting, and finance departments, as well as considerable knowledge of finance and accounting. In addition, since his appointment as Standing Audit & Supervisory Board Member in June 2020, he has appropriately fulfilled his duties in auditing the status of management based on his knowledge. For these reasons, the Company has nominated him as a candidate to continue serving as Audit & Supervisory Board Member.			
2	Toshiya Natori (December 17, 1963)  Independent Officer Outside Audit & Supervisory Board Member  Tenure as Audit & Supervisory Board Member 4 years *At the conclusion of this meeting  Attendance status at Board of Directors Meetings in FY2023 100 % (10/10)  Attendance status at Audit & Supervisory Board Meetings in FY2023 100 % (11/11)  [Reappointment]	July 2006  July 2010  Apr. 2011  Jan, 2012  Dec. 2012  Jan. 2015  July 2015  Aug. 2016  Mar. 2020  June 2020  June 2021  June 2021	Tokyo District Public Prosecutor (Criminal Affairs Division) Deputy Manager, Criminal Affairs Division of Tokyo District Prosecutors Office Director, Public Security Division, Criminal Affairs Bureau of Ministry of Justice Director, Criminal Affairs Division, Criminal Affairs Bureau of Ministry of Justice Director, Secretarial Division, Minister’s Secretariat of Ministry of Justice Prosecutor of Supreme Public Prosecutors Office Chief public prosecutor of the Morioka District Public Prosecutors Office Registered as an attorney at law (Daiichi Tokyo Bar Association), joined Oh-Ebashi LPC & Partners Joined ITN Partners (current position) Outside Audit & Supervisory Board Member of the Company (current position) Outside Director, Asante Incorporated (current position) Outside Director, J Trust Co., Ltd. (current position) Significant concurrent positions outside the Company: Attorney, ITN Partners Outside Director, Asante Incorporated Outside Director, J Trust Co.,Ltd.	2,000 shares

Candidate No.	Name (Date of birth)	Career summary and position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares currently owned
		<p>Reasons for nomination as candidate for Audit &amp; Supervisory Board Member:</p> <p>Mr. Natori has never been involved in the management of a company before except as an outside officer. However, he has extensive experience and broad knowledge as a prosecutor who represent the public interest as well as considerable knowledge of corporate legal affairs as a lawyer. Since his appointment as Outside Audit &amp; Supervisory Board Member in June 2020, he has appropriately fulfilled his duties in strengthening the Company's audit system based on his high level of professional expertise. For these reasons, the Company has nominated him as a candidate to continue serving as Audit &amp; Supervisory Board Member.</p>	

3	<p>Aki Nakanishi (October 28, 1960)</p> <p>Independent Officer Outside Audit &amp; Supervisory Board Member</p> <p>Tenure as Audit &amp; Supervisory Board Member 4 years *At the conclusion of this meeting</p> <p>Attendance status at Board of Directors Meetings in FY2023 100 % (10/10)</p> <p>Attendance status at Audit &amp; Supervisory Board Meetings in FY2023 100 % (11/11)</p> <p>[Reappointment]</p>	<p>Apr. 2007</p> <p>Apr. 2015</p> <p>Apr. 2015</p> <p>Feb. 2020</p> <p>June 2020</p> <p>Apr. 2022</p> <p>Apr. 2024</p> <p>Significant concurrent positions outside the Company: Dean and Professor of School of Business Administration, Meiji University Trustee, Meiji University</p>	<p>Professor, School of Business Administration of Meiji University (current position)</p> <p>Principal Researcher, Research Center for Science Systems of the Japan Society for the Promotion of Science</p> <p>Visiting Professor, The Graduate School for the Creation of New Photonics Industries</p> <p>Trustee of Meiji University (current position)</p> <p>Outside Audit &amp; Supervisory Board Member of the Company (current position)</p> <p>Visiting Professor of Institute of Information Security</p> <p>Dean, School of Business Administration of Meiji University (current position)</p>	2,000 shares
	<p>Reasons for nomination as candidate for Audit &amp; Supervisory Board Member:</p> <p>Ms. Nakanishi has never been involved in the management of a company before; however, she has broad wide-ranging insight as a professional of business administration studies as well as considerable knowledge of finance and accounting. She also has a high level of professional expertise in the information security field. Since her appointment as Outside Audit &amp; Supervisory Board Member in June 2020, she has appropriately fulfilled her duties in strengthening the Company’s audit system based on her high level of professional expertise. For these reasons, the Company has nominated her as a candidate to continue serving as Audit &amp; Supervisory Board Member.</p>			

Notes:

1. There is no special interest between the candidates and the Company.
2. Pursuant to the Company's Articles of Incorporation and Article 427, paragraph 1 of the Companies Act, the Company has entered into agreements with Toshiya Natori, and Aki Nakanishi to limit their liability for damages under Article 423, paragraph 1 of the Companies Act. Pursuant to these agreements, the defined maximum amount of liability for damages, if they have acted in good faith and without gross negligence in performing their duties, is the minimum liability amount



provided for by laws and regulations. If their reelection is approved, the Company plans to renew the aforementioned agreements with them.

3. The Company has entered into a directors' and officers' liability insurance contract, naming all Audit & Supervisory Board Members as insured parties. The Company intends to renew the insurance contract on October 1, 2024. The purpose of the insurance contract is to cover legal damages and litigation expenses to be borne by Audit & Supervisory Board Members as a result of his/her own act; however, there are certain exemptions; for example, damage caused as a result of any conduct by an Audit & Supervisory Board Member in violation of laws and regulations shall not be covered. If each candidate assumes the office of Audit & Supervisory Board Member, he/she shall be named as the insured parties under the insurance contract.
4. Toshiya Natori and Aki Nakanishi satisfy the Independence Standards for Outside Officers defined by the Company, and the Company therefore has therefore submitted notification to Tokyo Stock Exchange, Inc. that they have been appointed as independent officers as provided for by the aforementioned exchange.
5. The registered name of Aki Nakanishi is Aki Mizukoshi.

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

The Company proposes the election of one substitute Audit & Supervisory Board Member to be ready to fill a vacant position should the number of Audit & Supervisory Board Members (including Outside Audit & Supervisory Board Member) fall below the number required by laws and regulations.

In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

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

Name (Date of birth)	Career summary and position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares currently owned
Hiroataka Kobayashi (September 6, 1957)	Apr. 1988 Appointed prosecutor Apr. 1994 Registered as attorney at law (Tokyo Bar Association) Apr. 1995 Joined Hikari Sogoh Law Offices (current position) Significant concurrent positions outside the Company: Attorney at Law of Hikari Sogoh Law Offices	- shares
Reasons for nomination as candidate for substitute Outside Audit & Supervisory Board Member: Mr. Kobayashi is a candidate for substitute Outside Audit & Supervisory Board Member. He has never been involved in the management of a company in the past. However, the Company proposes his election as substitute Outside Audit & Supervisory Board Member so that his considerable and highly specialized knowledge related to corporate law as an attorney at law may be utilized in the audit system of the Company.		

Notes:

1. There is no special interest between the candidate and the Company.
2. If Hirotaka Kobayashi assumes the office of Audit & Supervisory Board Member, pursuant to the Company's Articles of Incorporation and Article 427, paragraph 1 of the Companies Act, the Company plans to enter into an agreement with him to limit his liability for damages under Article 423, paragraph 1 of the Companies Act. Pursuant to this agreement, the defined maximum amount of liability for damages, if he has acted in good faith and without gross negligence in performing his duties, is the minimum liability amount provided for by laws and regulations.
3. The Company has entered into a directors' and officers' liability insurance contract, naming all Audit & Supervisory Board Members as insured parties. The Company intends to renew the insurance contract on October 1, 2024. The purpose of the insurance contract is to cover legal damages and litigation expenses to be borne by Audit & Supervisory Board Members as a result of his/her own act. However, there are certain exemptions; for example, damage caused as a result of any conduct by an Audit & Supervisory Board Member in violation of laws and regulations shall not be covered. If Hirotaka Kobayashi assumes the office of Audit & Supervisory Board Member, he shall be named as the insured party under the insurance contract.
4. Hirotaka Kobayashi satisfies the Independence Criteria for Outside Officers defined by the Company, and the Company therefore plans to submit notification to Tokyo Stock Exchange, Inc. concerning his appointment as an Independent Officer as provided for by the aforementioned exchange.

**[Reference]**

[Independence Criteria for Outside Officers]

The Company has defined the following independence criteria for Outside Directors and Outside Audit & Supervisory Board Members (hereinafter collectively referred to as "Outside Officers") or Outside Officer candidates. If the Company determines none of these items apply to an Independent Officer or Outside Officer candidate as a result of an investigation within its means, the Company judges the candidate has independence.

- (1) A party who executes business for the Company or its affiliates (hereinafter collectively referred to as the "Company Group") (Note 1)
- (2) A party for whom the Company Group is a primary client or a person who executes business of said party (Note 2)
- (3) A party who is the primary client of the Company Group or a person who executes business of said party (Note 3)
- (4) A major shareholder holding 10% or more of the Company's voting rights directly or indirectly or a person who executes business of said shareholder
- (5) A party the Company holds 10% or more of the voting rights directly or indirectly or a person who executes business of said party

- (6) A consultant, certified public accountant, attorney at law, or other expert professional who earns money or assets in excess of ¥10 million annually other than the officer remuneration from the Company Group (if the party earning said assets is a corporation, union or other such organization, a person belonging to said organization who the assets earned from the Company exceeds 2% of annual income)
- (7) A party who has received donations or grants of money or other assets from the Company Group in excess of ¥10 million annually. Moreover, if said party is a corporation, union or other organization, a person who belongs to said organization
- (8) If an Executive Director or a Standing Audit & Supervisory Board Member of the Company Group is appointed an outside officer of another company, a party who is an executive director, an executive officer, an operating officer, a manager or an employee of said other company
- (9) A person who has fallen under any of the above items (2) through (8) in the past three years, or their spouse or relative within the second degree
- (10) Spouse or relative within the second degree of a Director, Audit & Supervisory Board Member, Executive Officer or General Manager or above of the Company Group
- (11) A party who cannot fulfill their duties as an independent Outside Officer due to special circumstances other than items (1) through (10)

Notes:

- 1. A “party who executes business” refers to a person who is a director, executive officer, operating officer, employee who executes business, an associate director or a person or employee who works for a corporation or other organization as well as a person who has belonged to the Company Group even once in the past.
- 2. A “party for whom the Company Group is a primary client” refers to a party who received payment from the Company in excess of 2% of its consolidated net sales in the previous fiscal year.
- 3. A “party who is the primary client of the Company Group” refers to a party who provided payment to the Company in excess of 2% of the Company’s consolidated net sales in the previous fiscal year.

## **Proposal No. 5 Approval of the Share Transfer Plan**

At a meeting of the Board of Directors of the Company held on May 15, 2024, the Company resolved to establish a holding company (sole parent company), “TOBISHIMA HOLDINGS Inc.” (the “Holding Company”) by means of a sole share transfer (the “Share Transfer”), whereby the Company will become a wholly owned subsidiary through the Share Transfer with effect from October 1, 2024 (scheduled), upon the preparation of the share transfer plan regarding the Share Transfer (the “Share Transfer Plan”).

The purpose of this proposal is to seek the approval of the Shareholders for the Share Transfer Plan. The reason for the Share Transfer, the details of the Share Transfer Plan, etc. are as follows.

## 1. Reason and purpose, etc. of the Share Transfer

### (1) Background of the holding company structure

The Company has been aiming to be an “indispensable company” to society by engaging in the construction business with the collective wisdom of all of its employees, while taking responsibility and pride in its role in social capital development.

In line with recent changes in social conditions, social needs and issues are becoming increasingly diverse and complex. Under these conditions, in the “Notice Concerning Formulation of Medium- to Long-Term Management Vision and Commencement of Consideration of the Transition to a Holding Company Structure Through Sole Share Transfer” announced by the Company on November 13, 2023, the Company stated it would further advance the technologies and expertise it has accumulated in the construction business to establish new businesses that address social issues and to transform itself into a “New Business Contractor” that supports the creation of new businesses.

In order to realize the medium- to long-term management vision described above, the Company has determined that it is optimal to shift to a holding company structure in order to accelerate its transformation into a “conglomerate” that operates in a wide range of business domains that can flexibly respond to the recent diversification and complexity of social needs and issues, and to pursue the enhancement of corporate value by further strengthening group governance.

### (2) Reason and purpose for adopting the holding company structure

#### A. Strengthen group management and governance

The Company will strengthen group management and governance by separating management and business execution through the transition to a holding company structure. The Holding Company will specialize in group management functions to optimize management resources and strengthen management functions while the operating companies will aim to realize further growth of the group by developing businesses that provide solutions to social issues suited to the functions of each company.

In addition, by making the Holding Company a company with an audit and supervisory committee, the Company will further strengthen and enhance group governance, including strengthening the audit function of the audit and supervisory committee, a majority of whose members will be outside directors.

## B. Enhance earnings base and realized sustainable growth

The Company will pursue the creation of new businesses through growth investment and the expansion of corporate partnerships through mergers and acquisitions to expand its earnings base. In addition, through the measures described in the above “A. Strengthen group management and governance,” the Company will accelerate cooperation between the Holding Company and each operating company, and further improve capital efficiency by constantly reviewing its business portfolio to realize sustainable growth.

## C. Stable shareholder returns

The Company has a policy of determining dividends from retained earnings and share buybacks based on the stable return of profits to shareholders and the enhancement of retained earnings to increase corporate value, taking into consideration the business performance and environment.

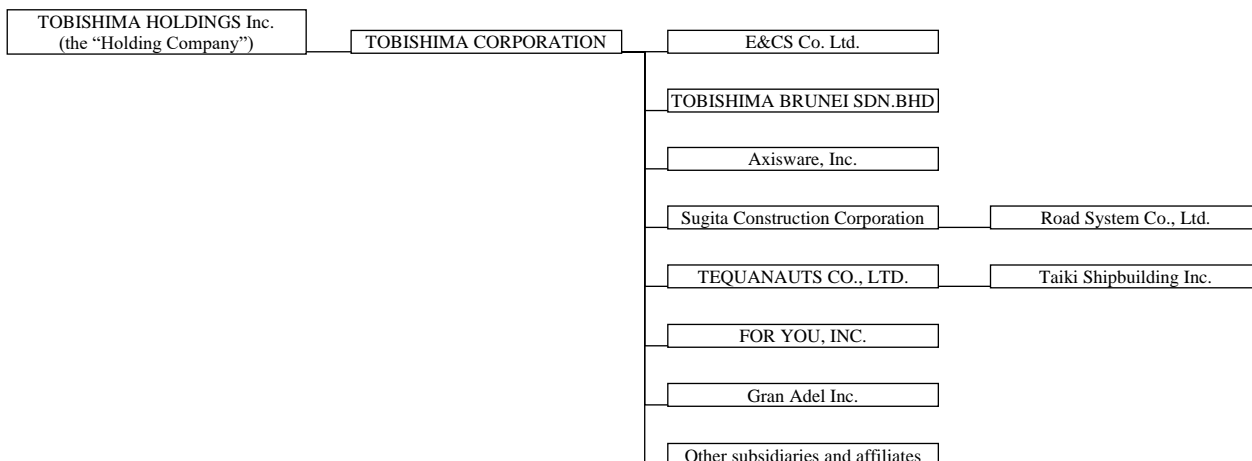
After the transition to the holding company structure, the Company will continue to pursue the basic policy of the stable return of profits to shareholders and the enhancement of retained earnings to increase corporate value. Under this basic policy, the Company will aim to improve the total return ratio by strengthening profitability through the measures described in the above “B. Enhance earnings base and realize sustainable growth,” and by continuing share buybacks and strictly maintaining the dividend payout ratio.

## (3) Procedure for transition to the holding company structure

The Company plans to transition to a holding company structure by the following method.

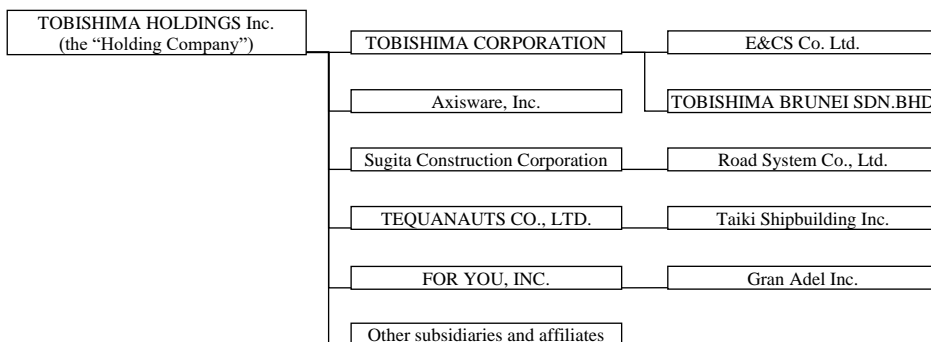
### A. Step 1: Establish the Holding Company through a sole share transfer

The Company will become a wholly owned subsidiary of the Holding Company by establishing the Holding Company through the Share Transfer with an effective date of October 1, 2024.



## B. Step 2: Reorganization of group companies after the establishment of the Holding Company

After the Share Transfer becomes effective, in order to complete the transition to the holding company structure, some of the Company's current subsidiaries will be reorganized as direct subsidiaries of the Holding Company. Furthermore, the specific details and timing of this reorganization will be announced as soon as they are determined.



#### (4) Other

As a result of the Share Transfer, the Company will become a wholly owned subsidiary of the Holding Company to be newly established and will be delisted from the Prime Market of the Tokyo Stock Exchange, Inc. (the “Tokyo Stock Exchange”) on September 27, 2024. The delisting date of the Company is subject to change as it is determined in accordance with the rules of the Tokyo Stock Exchange.

Although the Company will be delisted, the Company plans to apply for a new listing (technical listing) on the Prime Market of the Tokyo Stock Exchange for the Holding Company Shares to be newly issued to the shareholders of the Company. The listing date is subject to review by the Tokyo Stock Exchange, but is expected to be October 1, 2024, the effective date of the Share Transfer.

## 2. Details of the Share Transfer Plan

The details of the Share Transfer are as described in the “Share Transfer Plan (Copy)” below.

### Share Transfer Plan (Copy)

TOBISHIMA CORPORATION (“Party A”) hereby sets forth a share transfer plan (this “Plan”) as follows, concerning the carrying out of a share transfer for the purpose of establishing a sole parent company (“Party B”) incorporated in the share transfer with Party A as the wholly owned subsidiary after the share transfer, by the method of sole share transfer.

#### (Share transfer)

Article 1. In accordance with the provisions of this Plan, Party A shall carry out a share transfer (the “Share Transfer”), in which Party B shall be made to acquire all outstanding shares of Party A on the day of the formation of Party B (as defined in Article 7), by the method of sole share transfer.

(Purpose, trade name, location of head office, total number of authorized shares, and other matters set forth in the Articles of Incorporation)

Article 2. The purpose, trade name, location of the head office, and total number of authorized shares of Party B shall be as follows.

#### (1) Purpose

The purpose of Party B shall be as set forth in Article 2 of the appended "Articles of Incorporation."

#### (2) Trade name

The trade name of Party B shall be “*Tobishima Holdings Kabushiki Kaisha,*” and in English it shall be “**TOBISHIMA HOLDINGS Inc.**”

- (3) Location of head office  
The location of the head office of Party B shall be Minato-ku, Tokyo.
  - (4) Total number of authorized shares  
The total number of authorized shares of Party B shall be 40 million shares.
- 2 In addition to the provisions of the preceding paragraph, the matters provided for in the Articles of Incorporation of Party B shall be as set forth in the appended "Articles of Incorporation."

(Directors at establishment)

Article 3. The names of the Directors of Party B at the time of establishment (excluding Directors at the time of establishment who are Audit and Supervisory Committee Members at the time of establishment) shall be as follows.

- (1) President and Representative Director Mitsuhiko Takahashi
- (2) Director Seiichi Okuyama
- (3) Outside Director Akitaka Saiki
- (4) Outside Director Takako Masai

2 The names of the Directors of Party B at the time of establishment who are Audit and Supervisory Committee Members at the time of establishment shall be as follows.

- (1) Director Takuji Arao
- (2) Outside Director Takashi Aihara
- (3) Outside Director Toshiya Natori
- (4) Outside Director Aki Nakanishi

(Accounting auditor at establishment)

Article 4. The name of the accounting auditor at the time of establishment of Party B shall be as follows.  
Deloitte Touche Tohmatsu LLC

(Shares to be delivered upon the Share Transfer and the allotment thereof)

Article 5. Upon the Share Transfer, Party B shall deliver a number of shares of common stock of Party B equivalent to the sum of the number obtained by multiplying the total number of shares of common stock issued by Party A at the time immediately prior to the time of acquisition of all outstanding shares of Party A (the "record time") by one (1), to replace shares of common stock of Party A held, to the shareholders listed or recorded in the shareholder register of Party A at the record time.

2 Party B shall allot shares of common stock of Party B to be delivered pursuant to the provisions of the preceding paragraph to the shareholders of Party A at the record time, at the rate of one (1) share of common stock in Party B for each share of common stock in Party A held.

(Amount of capital and reserves)

Article 6. The amount of capital and reserves as of the day of formation of Party B shall be as follows.



(1) Amount of capital	5,500 million yen
(2) Amount of legal capital surplus	3,000 million yen
(3) Amount of legal retained earnings	0 yen

(Date of formation of Party B)

Article 7. The date on which the establishment of Party B is to be registered (the “date of formation of Party B”) shall be October 1, 2024. Provided, however, that the date of formation of Party B may be changed by a resolution of the Board of Directors of Party A, if necessary owing to progress on procedures for the Share Transfer or other reasons.

(Annual General Meeting of Shareholders Approval of this Plan)

Article 8. Party A shall convene an Annual General Meeting of Shareholders on June 27, 2024, and seek a resolution related to approval of this Plan and matters necessary for the Share Transfer. Provided, however, that the date of this Annual General Meeting of Shareholders may be changed by a resolution of the Board of Directors of Party A, if necessary owing to progress on procedures for the Share Transfer or other reasons.

(Stock exchange of listing)

Article 9. On the date of formation of Party B, Party B plans to list the shares of common stock that it issues on the Prime Market of the Tokyo Stock Exchange, Inc.

(Shareholder register administrator)

Article 10. The shareholder register administrator of Party B shall be Mizuho Trust & Banking Co., Ltd.

(Cancellation of treasury shares)

Article 11. Party A shall, by a resolution at a meeting of the Board of Directors held by the day preceding the date of formation of Party B, cancel as many shares of treasury shares held by Party A (including treasury shares acquired through the purchase of shares pertaining to the exercise of the right to request the purchase of shares, as provided for in Article 806, Paragraph (1) of the Companies Act exercised upon the Share Transfer) by the record time as possible.

(Validity of this Plan)

Article 12. This Plan shall cease to be valid if a resolution related to approval of this Plan and the matters necessary for the Share Transfer is not obtained at the Annual General Meeting of Shareholders of Party A, as provided for in Article 8, if the approvals, permissions, etc., of the relevant government agencies provided for in domestic and foreign laws and regulations (including the effectuation, etc., of notifications to relevant government agencies, etc.) for the Share Transfer are not obtained by the date of formation of Party B, or if the Share Transfer is cancelled pursuant to the following article.

(Changes to this Plan, etc.)

Article 13. During the period from the creation of this Plan to the date of formation of Party B, in the event of a material change in the property or business condition of Party A due to a natural disaster or any other cause, in the event of a material hindrance to the execution of the Share Transfer, or in the event of any other difficulty in achieving the purpose of this Plan, the terms of the Share Transfer and other content of this Plan may be changed or the Share Transfer may be cancelled by a resolution of the Board of Directors of Party A.

(Matters outside the provisions)

Article 14. In addition to the matters specified in this Plan, necessary matters concerning the Share Transfer shall be determined by Party A in accordance with the intent of the Share Transfer.

May 15, 2024

Party A:	1-8-15 Konan, Minato-ku, Tokyo
	TOBISHIMA CORPORATION
	Masahiro Norikyo, President and Representative
	Director

TOBISHIMA HOLDINGS Inc. Articles of Incorporation

Chapter I          General Provisions

(Trade Name)

Article 1. The name of the Company shall be “Tobishima Holdings Kabushiki Kaisha,” and in English it shall be “TOBISHIMA HOLDINGS Inc.”

(Objectives)

Article 2. The objectives of the Company shall be to engage in the following business activities and to manage the business activities of companies (including foreign companies) or any other corporations, etc. that engage in the following business activities by owning shares or equity interests in those companies or corporations:

- (1) Contracting for civil engineering and building construction work
- (2) Research, survey, planning, designing and supervision related to the above
- (3) Research, survey, planning, designing, supervision and management for regional development, urban development, ocean development and environmental considerations, etc.
- (4) Housing business, and real estate dealings and leasing
- (5) Planning, designing, development, possession, maintenance, operation and management of a variety of public facilities and infrastructure such as roads, ports, water supply and sewage works, government office buildings, educational and cultural facilities, solid waste disposal facilities, medical facilities, sports facilities, hotels and restaurants
- (6) Environmental improvement business such as soil improvement, river and lake bottom sediment purification, lake and seawater improvement, and collecting, transporting, treatment and recycling of general waste and industrial waste
- (7) Supply electricity and energies, such as thermal
- (8) Fabrication, procurement, selling and leasing of construction machinery, equipment, temporary materials for construction and other manufactured items
- (9) Maintenance work and security service work for buildings and incidental facilities
- (10) Acquiring, licensing, and selling of industrial property rights, copyrights and other intellectual proprietary rights
- (11) Information processing service and development of computer software and hardware
- (12) Non-life insurance agency business, car insurance agency business under the Act on Securing Compensation for Automobile Accidents and life insurance selling business
- (13) Planning, designing, manufacturing, and sales related to plant factories
- (14) Producing, processing and sales of agricultural, forestry and fishery products, and research,

- study and development related to the production of agricultural, forestry and fishery products
- (15) Mediation and intermediation of corporate acquisitions, mergers, company splits, share exchanges and transfers, business transfers, capital alliances, business alliances, etc.
- (16) Mediation related to corporate management strategy formulation, organizational and business restructuring, corporate rehabilitation, etc.
- (17) Business related to worker dispatching and paid work referrals
- (18) Consulting business related to the above
- (19) Any and all other activities ancillary to the above

(Location of the Head Office)

Article 3. The Company shall have a head office in Minato-ku, Tokyo, Japan.

(Organs)

Article 4. The Company shall have, in addition to the general meeting of shareholders and Directors, the following organs:

- (1) Board of Directors
- (2) Audit and Supervisory Committee
- (3) Accounting Auditor

(Method of Public Notice)

Article 5. The Company issues its public notices by electronic means. However, if the Company is unable to give an electronic public notice because of an accident or any other unavoidable reason, public notices of the Company may be given in “The Nikkei” newspaper.

## Chapter II      Shares

(Total Number of Authorized Shares)

Article 6. The total number of authorized shares by the Company shall be 40,000,000 shares.

(Number of Shares per Share Unit)

Article 7. The number of shares per share unit of the Company shall be 100.

(Rights Regarding Shares Less Than One Unit)

Article 8. A shareholder of the Company may not exercise any rights other than the rights listed below with regard to shares less than one unit held by the shareholder:

- (1) Rights set forth in items of Article 189, paragraph 2 of the Companies Act;
- (2) Right to make a demand which is pursuant to the provisions of Article 166, paragraph 1 of

- the Companies Act;
- (3) Right to receive an allotment of offered shares and offered share acquisition rights in proportion to the number of shares held by the shareholder; and
- (4) The right to make a demand as provided for in the following Article.

(Purchase of Shares of Less Than One Unit)

Article 9. A shareholder of the Company who holds shares less than one unit may, as provided for in the Share Handling Regulations, request the Company to sell to the shareholder a number of shares which will, when combined with the number of shares already held by the shareholder, constitute one share unit.

(Shareholder Register Administrator)

Article 10. The Company shall have a shareholder register administrator.

- 2. The shareholder register administrator of the Company and the place of business thereof shall be designated by the Board of Directors or any Director who has been delegated by a resolution of the Board of Directors and public notice thereof shall be given.
- 3. The preparation and keeping of the shareholder register and the share acquisition right register of the Company and other administrations relating thereto shall be outsourced to the shareholder register administrator, and shall not be handled by the Company itself.

(Share Handling Regulations)

Article 11. In addition to laws and regulations and these Articles of Incorporation, procedures and fees concerning the Company's shares are governed by the Share Handling Regulations established by the Board of Directors or any Director who has been delegated by a resolution of the Board of Directors.

(Acquisition of Treasury Shares by a Resolution of Board of Directors)

Article 12. As permitted by Article 165, paragraph 2 of the Companies Act, the Company may, by a resolution of the Board of Directors, acquire its treasury shares through a market transaction, etc.

### Chapter III      General Meeting of Shareholders

(Convocation)

Article 13. An annual general meeting of shareholders of the Company shall be convened in June every year. An extraordinary general meeting of shareholders shall be convened whenever necessary.

(Record Date of Annual General Meeting)

Article 14. The record date for voting rights at the Company's annual general meeting of shareholders shall

be March 31 every year.

(Convener and Chairman of General Meeting of Shareholders)

Article 15. Unless otherwise provided for by laws and regulations, a general meeting of shareholders shall be convened by the President and Director by a resolution of the Board of Directors. In cases where the President and Director is prevented from so acting, another Director who is designated in accordance with an order of priority determined in advance by the Board of Directors shall convene a general meeting of shareholders.

2. The President and Director shall chair a general meeting of shareholders of the Company. In cases where the President and Director is prevented from so acting, another Director who is designated in accordance with an order of priority determined in advance by the Board of Directors shall chair the meeting.

(Measures for Electronic Provision, Etc.)

Article 16. Pursuant to the provisions of Article 325-2 of the Companies Act, the Company shall, when convening a general meeting of shareholders, provide information contained in the reference documents for the general meeting of shareholders and other documents electronically.

2. Pursuant to the provisions of Article 325-5, paragraph 3 of the Companies Act, among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.

(Method for Making Resolutions)

Article 17. Unless otherwise provided for by laws or these Articles of Incorporation, resolutions of a general meeting of shareholders of the Company shall be made by a majority of the votes of the shareholders who are present at the meeting and entitled to exercise their votes at such meeting.

2. Notwithstanding the provisions of the preceding paragraph, resolutions of a general meeting of shareholders of the Company as prescribed in Article 309, paragraph 2 of the Companies Act shall be made by at least two-thirds of the votes of the shareholders present at the meeting where the shareholders holding at least one-third of the voting rights of the shareholders entitled to exercise their votes at such meeting are present.

(Proxy Voting)

Article 18. A shareholder of the Company may exercise his/her votes by having one other shareholder with voting rights act as a proxy on his/her behalf.

2. In the case referred to in the preceding paragraph, the shareholder of the Company or his/her proxy must submit to the Company a document evidencing the proxy's authority to represent for each general meeting of shareholders.

(Minutes of General Meeting of Shareholders)

Article 19. A record of proceedings and the outcome of a general meeting of shareholders of the Company and other matters stipulated by laws and regulations shall be entered or recorded in the minutes, and then kept at the head office of the Company in accordance with laws and regulations.

## Chapter IV Directors and Board of Directors

(Number of Directors)

Article 20. The Company shall have no more than seven (7) Directors (excluding Directors who are Audit and Supervisory Committee Members).

2. The Company shall have no more than six (6) Directors who are Audit and Supervisory Committee Members (the "Audit and Supervisory Committee Members").

(Method of Election)

Article 21. Directors of the Company shall be elected by a resolution of a general meeting of shareholders, with a distinction made between Audit and Supervisory Committee Members and other Directors.

2. Resolutions for the election of Directors of the Company shall be made by a majority of the votes of the shareholders present at the meeting where the shareholders holding at least one-third of the voting rights of the shareholders entitled to exercise their votes at such meeting are present.

3. Resolutions for the election of Directors shall not be made by cumulative voting.

(Term of Office)

Article 22. The term of office of a Director of the Company (excluding Audit and Supervisory Committee Members) shall expire at the conclusion of the annual general meeting of shareholders for the business year terminating within one year after the election of the Director.

2. The term of office of an Audit and Supervisory Committee Member of the Company shall expire at the conclusion of the annual general meeting of shareholders for the business year terminating within two years after the election of the Audit and Supervisory Committee Member.

3. The term of office of an Audit and Supervisory Committee Member who is elected as the substitute for an Audit and Supervisory Committee Member who retired from office before the expiration of the term of office shall continue until the time the term of office of the Audit and Supervisory Committee Member who retired from office is to expire.

4. The effective term of a resolution for the election of a substitute Audit and Supervisory Committee Member of the Company who has been elected under Article 329, paragraph 3 of the Companies Act shall expire at the beginning of the annual general meeting of shareholders for

the business year terminating within two years after the election of the substitute Audit and Supervisory Committee Member unless shortened by such resolution.

(Representative Directors and Directors with Special Titles)

- Article 23. The Board of Directors of the Company shall, by its resolution, elect one or more Representative Directors from among Directors (excluding Audit and Supervisory Committee Members).
2. The Board of Directors of the Company may, by its resolution, elect one President and Director, and, as necessary, one Chairman and Director, and a few Vice Presidents and Directors, Senior Managing Directors, and Managing Directors, from among Directors (excluding Audit and Supervisory Committee Members).

(Convener and Chairman of Meeting of the Board of Directors)

- Article 24. Unless otherwise provided for by laws and regulations, a meeting of the Board of Directors shall be convened by the President and Director. In cases where the President and Director is prevented from so acting, another Director who is designated in accordance with an order of priority determined in advance by the Board of Directors shall convene a general meeting of shareholders.
2. The President and Director shall chair a meeting of the Board of Directors of the Company. In cases where the President and Director is prevented from so acting, another Director who is designated in accordance with an order of priority determined in advance by the Board of Directors shall chair the meeting.

(Notice of Meeting of the Board of Directors)

- Article 25. Notice of convocation of a meeting of the Board of Directors of the Company shall be dispatched to each Director three days prior to the day of the meeting. However, this period may be reduced in case of emergency.
2. With the consent of all Directors, the Company may hold a meeting of the Board of Directors without following the convening procedures.

(Resolutions of the Board of Directors and Omission of the Resolution)

- Article 26. Resolutions of the Board of Directors of the Company shall be made by a majority of the votes of the Directors present at the meeting where a majority of the directors who are entitled to vote are present.
2. Pursuant to the provisions of Article 370 of the Companies Act, if all Directors agree, in writing or by means of an electronic or magnetic record, to a proposal to be resolved at a meeting of the Board of Directors, the Company shall deem that the resolution to approve such proposal has been passed at the meeting of the Board of Directors.



(Delegation to Directors)

Article 27. As permitted by Article 399-13, paragraph 6 of the Companies Act, the Company may, by a resolution of the Board of Directors, delegate all or part of decisions concerning the execution of important business operations (excluding the matters listed in each item of paragraph 5 of the same Article) to Directors.

(Board of Directors Minutes)

Article 28. A record of proceedings and the outcome of the Board of Directors meetings of the Company and other matters stipulated by laws and regulations shall be entered or recorded in the minutes, affixed with the names and seals of or electronically signed by the attending Directors, and then kept at the head office of the Company in accordance with laws and regulations.

(Regulations of the Board of Directors)

Article 29. In addition to laws and regulations and these Articles of Incorporation, matters related to the Board of Directors of the Company are governed by the Regulations of the Board of Directors established by the Board of Directors or any Director who has been delegated by a resolution of the Board of Directors.

(Remuneration, etc.)

Article 30. Remuneration, bonuses and other benefits given by the Company in consideration of the execution of duties to Directors of the Company (the “Remuneration, etc.”) shall be determined at a general meeting of shareholders, with a distinction made between Audit and Supervisory Committee Members and other Directors.

(Limited Liability Agreement)

Article 31. As permitted by Article 427, paragraph 1 of the Companies Act, the Company may enter into agreements with Directors (excluding Directors who are Executive Directors, etc.) limiting their liability for damages resulting from negligence in the execution of duties. However, the maximum amount of liability under such agreement is prescribed by laws and regulations.

Chapter V          Audit and Supervisory Committee

(Standing Audit and Supervisory Committee Members)

Article 32. The Audit and Supervisory Committee of the Company shall, by its resolution, elect one or more Standing Audit and Supervisory Committee Members from among the Audit and Supervisory Committee Members.

(Notice of Meeting of the Audit and Supervisory Committee)

Article 33. Notice of convocation of a meeting of the Audit and Supervisory Committee of the Company shall be dispatched to each Audit and Supervisory Committee Member three days prior to the day of the meeting. However, this period may be reduced in case of emergency.

2. With the consent of all Audit and Supervisory Committee Members of the Company, a meeting of the Audit and Supervisory Committee may be held without following the convening procedures.

(Regulations of the Audit and Supervisory Committee)

Article 34. In addition to laws and regulations and these Articles of Incorporation, matters related to the Audit and Supervisory Committee of the Company are governed by the Regulations of the Audit and Supervisory Committee established by the Audit and Supervisory Committee.

(Resolutions of the Audit and Supervisory Committee)

Article 35. Resolutions of the Audit and Supervisory Committee of the Company shall be made by a majority of the votes of the Audit and Supervisory Committee members present at the meeting where a majority of the Audit and Supervisory Committee members who are entitled to vote are present.

(Audit and Supervisory Committee Minutes)

Article 36. A record of proceedings and the outcome of the Audit and Supervisory Committee meetings of the Company and other matters stipulated by laws and regulations shall be entered or recorded in the minutes, affixed with the names and seals of or electronically signed by the attending Audit and Supervisory Committee members, and then kept at the head office of the Company in accordance with laws and regulations.

## Chapter VI      Accounting Auditor

(Method of Election)

Article 37. An Accounting Auditor of the Company shall be elected by a resolution of a general meeting of shareholders.

(Term of Office)

Article 38. The term of office of the Accounting Auditor shall expire at the conclusion of the annual general meeting of shareholders for the business year terminating within one year after the election of the Accounting Auditor.

2. Unless otherwise resolved at the annual general meeting of shareholders in the preceding paragraph, the Accounting Auditor of the Company shall be deemed to have been reelected at such annual general meeting of shareholders.

(Remuneration, etc.)

Article 39. The Remuneration, etc. of the Accounting Auditor of the Company shall be determined by the Representative Director upon obtaining agreement from the Audit and Supervisory Committee.

## Chapter VII      Accounts

(Business Year)

Article 40. The Company's business year is from April 1 to March 31 of the following year.

(Record Date for Dividends of Surplus)

Article 41. The record date for year-end dividends of the Company shall be March 31 every year.

2. The record date for interim dividends of the Company shall be September 30 every year.

3. In addition to the provisions of the preceding two paragraphs, the Company may otherwise determine a record date and pay dividends of surplus.

(Prescription Period for Payment of Dividends)

Article 42. In cases where the dividend property is monetary and the dividends have not been received after the lapse of three full years from the date of commencement of payment thereof, the Company shall be exempted from the obligation to pay such dividends.

2. No interest shall accrue on unpaid dividends of the Company's shares.

## Supplementary Provisions

(First Business Year)

Article 1. Notwithstanding the provisions of Article 40, the first business year of the Company shall be from the date of establishment of the Company to March 31, 2025.

(First Remuneration, etc., for Directors)

Article 2. Notwithstanding the provisions of Article 30, the amount of the Remuneration, etc., for Directors of the Company (excluding Audit and Supervisory Committee Members) for the period from the date of establishment of the Company to the time of the first annual general meeting of shareholders of the Company shall not exceed 205 million yen per year.

2. Notwithstanding the provisions of Article 30, the specific calculation method and specific details of the amount of the Remuneration, etc., for the share-based remuneration plan (the "Plan") among the Remuneration, etc., of Directors (excluding Outside Directors and Audit and Supervisory Committee Members; hereinafter, the same applies in this paragraph) during the period from the date of establishment of the Company to the conclusion of the first annual

general meeting of shareholders shall be as follows. Furthermore, the maximum amount of the Remuneration, etc., based on the Plan shall be separate from that set forth in the preceding paragraph.

(1) Overview of the Plan

The Plan is a performance-linked share-based remuneration plan similar to the performance-linked share-based remuneration plan that was approved and passed at the 76th and 78th Annual General Meetings of Shareholders of TOBISHIMA CORPORATION (“TOBISHIMA”). The Company shall succeed to the contractual status and rights and obligations of TOBISHIMA with respect to the board benefit trust agreement dated August 28, 2019 concluded between TOBISHIMA and Mizuho Trust & Banking Co., Ltd., etc., effective October 1, 2024.

In other words, the Plan is a share-based remuneration plan in which the Company's shares are acquired through a trust (hereinafter, the trust established under the Plan is referred to as the “Trust”) using money contributed by TOBISHIMA up to September 30, 2024, and money contributed by the Company from October 1, 2024, as necessary, and Directors are granted the Company's shares and money equivalent to the monetary amount of the Company's shares converted at market value (the “Company's Shares, etc.”) through the Trust, in accordance with the Rules for Delivery of Shares to Directors established by the Company. The time for Directors to receive the Company's Shares, etc. shall be as a general rule at the time of retirement.

(2) Persons eligible for the Plan  
Directors

(3) Amount of trust fund (amount of the Remuneration, etc.)

TOBISHIMA has established the Trust by contributing the funds necessary for the Trust to acquire a number of shares reasonably expected to be necessary to provide benefits under the Plan in advance for a certain period of time, as follows.

As described in (4) below, the Trust shall acquire shares of the Company using money contributed by TOBISHIMA up to September 30, 2024, or, by the Company from October 1, 2024, as necessary.

TOBISHIMA has contributed money as necessary funds for the three fiscal years from the fiscal year ended March 31, 2020, to the fiscal year ended March 31, 2022. From October 1, 2024, the Company will, as necessary, contribute funds necessary for the Trust to acquire, in advance for a certain period of time, a number of shares reasonably expected to be necessary to provide benefits under the Plan during the period up to the conclusion of the first annual general meeting of shareholders, and will provide benefits under the Plan as consideration for the performance of duties by Directors during the prescribed period up to the conclusion of the first annual general meeting of shareholders of the Company in accordance with the provisions of the Rules for Delivery of Shares to Directors.

- (4) Method of acquisition of the Company's shares  
The Trust shall acquire the Company's shares through the market on which the Company's shares are listed or by subscribing for treasury shares disposed of by the Company with the funds contributed in (3) above as the source of funds.
- (5) Calculation method and upper limit for the number of the Company's Shares, etc. provided to Directors  
For each fiscal year, Directors shall be granted a prescribed number of points decided in accordance with the Rules for Delivery of Shares to Directors, taking into consideration the Director's position, the attainment level of performance, etc. The total number of these points granted to Directors in each fiscal year shall be up to 40,000.  
The points granted to Directors shall be calculated as one common share of the Company for each point when the Company's Shares, etc. are transferred under (6) below. The number of points of a Director to serve as the standard when transferring the Company's Shares, etc., under (6) below shall be the number of points granted to the Director up until his/her resignation (hereinafter, such points calculated in this way are referred to as the "Defined Number of Points").
- (6) Transfer of the Company's Shares, etc., and specific calculation method of the amount of the Remuneration, etc.  
A Director of the Company who retires and satisfies the beneficiary requirements stipulated in the Rules for Delivery of Shares to Directors may receive the number of the Company's shares from the Trust in accordance with the Defined Number of Points as explained in (5) above after their resignation by undergoing the designated procedure to establish a beneficiary.  
However, if the requirements stipulated in the Rules for Delivery of Shares to Directors are satisfied, the Director may receive, in respect of a certain portion of the points, a monetary amount equivalent to the market price of the Company's shares in lieu of the provision of Company's shares. Furthermore, in order to make the monetary provisions, the Trust may sell the Company's shares.  
If a Director, who has been granted points, commits certain illegal acts or inappropriate behavior, etc., that is likely to inflict losses on the Company during his or her term of office, the Director may not acquire part or all of his or her right to receive the shares, according to the decision of the Board of Directors following the report of the Remuneration and Nomination Committee.  
The amount of the Remuneration, etc., to be received by Directors shall be based on the amount obtained by multiplying the total number of points granted to Directors by the book value per share of the Company's shares held by the Trust at the time of granting points (however, in the event of a share split, gratis allotment of shares, or consolidation of shares, etc., with respect to the Company's shares, reasonable adjustments shall be made in

accordance with the ratio thereof, etc.). In addition, in cases where money is granted as an exception in accordance with the provisions of the Rules for Delivery of Shares to Directors, if it is found to be appropriate, the relevant amount shall be the amount obtained by adding this amount.

(Remuneration, etc., of Initial Directors who are Audit and Supervisory Committee Members)

Article 3. Notwithstanding the provisions of Article 30, the amount of the Remuneration, etc., for Audit and Supervisory Committee Members for the period from the date of establishment of the Company to the conclusion of the first annual general meeting of shareholders shall not exceed 110 million yen per year.

(Deletion of Supplementary Provisions)

Article 4. These Supplementary Provisions shall be deleted at the conclusion of the first annual general meeting of shareholders of the Company.

3. Summary of matters listed in each provision of Item 206 of the Ordinance for Enforcement of the Companies Act

(1) Adequacy of the provisions regarding the consideration for the transfer of shares

A. Number of shares issued and allotted

a. Share transfer ratio

Shareholders listed or recorded in the shareholder register of the Company as of the time immediately preceding the time when the Holding Company acquires all of the issued and outstanding shares of the Company through the Share Transfer will be allocated one (1) share of common stock in the Holding Company to be established per share of common stock held in the Company.

b. Number of shares per share unit

The Holding Company will adopt the trading unit system, and the number of shares per trading unit will be 100 shares.

c. Basis for calculating the share transfer ratio

In the Share Transfer, one (1) sole parent company will be established through a sole share transfer by the Company, and there will be no change between the composition of the shareholders of the Company at the time of the Share Transfer and the composition of the shareholders of the Holding Company. Accordingly, with the highest priority given on avoiding any disadvantage or confusion to shareholders, the Company has decided that that one (1) share of common stock in the Holding Company will be allocated per share of common stock in the Company held by shareholders.

d. Calculation results, calculation methods, and basis for calculation by third-party calculation institutions

For the reason stated in c. above, the share transfer ratio has not been calculated by a third party calculation agent.

e. Number of new shares to be delivered through the Share Transfer (scheduled)

Common stock: 19,226,516 shares (scheduled)

However, if the total number of issued and outstanding shares of common stock in the Company changes prior to the effective date of the Share Transfer, the number of new shares of common stock in the Holding Company to be allocated described above will change. Furthermore, since the Company plans to cancel as many shares of treasury stock that it currently holds or newly acquires by the effective date of the Share Transfer as practicable, 83,920 shares of common stock held by the Company as treasury stock as of March 31, 2024 have been excluded from the above calculation for the number of new shares to be delivered.

B. Adequacy of the amount of capital and reserves

The amount of the Holding Company’s capital and reserves is determined within the scope of laws and regulations, and is deemed reasonable in light of the Holding Company’s purpose, size, and capital policy, etc.

- (2) Details of events occurring after the end of the Company’s last fiscal year that have a significant effect on the Company’s assets

Not applicable.

- 4. Candidates for Directors of the Holding Company (excluding members of the Audit and Supervisory Committee)

Candidates for Directors of the Holding Company (excluding members of the Audit and Supervisory Committee) are as follows.

Name (Date of birth)	Career summary, position and responsibility in the Company (significant concurrent positions outside the Company)		(1) Number of the Company’s shares held (2) Number of Holding Company’s shares to be allotted
Mitsuhiko Takahashi (June 1, 1961) Note 1 Note 4	Apr. 1985 Apr. 2014 Oct. 2014	Joined the Company Chief of Corporate Planning Office Executive Officer and Chief of Corporate Planning Office	(1) 4,050 shares (2) 4,050 shares



Name (Date of birth)	Career summary, position and responsibility in the Company (significant concurrent positions outside the Company)		(1) Number of the Company's shares held (2) Number of Holding Company's shares to be allotted
Note 6	Apr. 2019  Apr. 2020  June 2020  Apr. 2024	Managing Executive Officer and Chief of Corporate Planning Division Senior Managing Executive Officer and Chief of Corporate Planning Division Director and Senior Managing Executive Officer, and Chief of Corporate Planning Division Director and Senior Managing Executive Officer, and Chief of Corporate Management Division (current position)	
<p>Reasons for nomination as candidate for Director:</p> <p>Since his appointment as Director in June 2020, Mr. Takahashi has appropriately fulfilled his duties in the decision-making of important corporate matters and supervision of business execution of the Company. He has also played a leading role in formulating the medium- to long-term management vision announced in November 2023, and is leading its implementation. The Company believes that his excellent leadership and strong driving force, which he has developed through many years of experience as a manager, are essential for the Tobishima Group's sustainable growth and further increase in corporate value. For these reasons, the Company has nominated him as a candidate for Director.</p>			
Seiichi Okuyama (February 12, 1965) Note 1 Note 4 Note 6	Apr. 1987  May 2015 Apr. 2018  May 2020 June 2020	Joined The Fuji Bank, Limited (current Mizuho Bank, Ltd.) General Manager, Yaesuguchi Branch Department No. 2 of Mizuho Bank, Ltd. Executive Officer and General Manager, Tokyo-Chuo Branch Department No. 2 of Mizuho Bank, Ltd. Advisor of the Company Director and Executive Vice President (current position)	(1) 2,100 shares (2) 2,100 shares

Name (Date of birth)	Career summary, position and responsibility in the Company (significant concurrent positions outside the Company)		(1) Number of the Company's shares held (2) Number of Holding Company's shares to be allotted
Reasons for nomination as candidate for Director: Since his appointment as Director in June 2020, Mr. Okumura has appropriately fulfilled his duties in the decision-making of important corporate matters and supervision of business execution of the Company. The Company also believes that the management skills he has developed through his extensive experience at major financial institutions are indispensable for the Tobishima Group's sustainable growth and further increase in corporate value. For these reasons, the Company has nominated him as a candidate for Director.			
Akitaka Saiki (October 10, 1952) Note 1 Note 2 Note 3 Note 4 Note 5 Note 6	Apr. 1976	Joined the Ministry of Foreign Affairs  Held the positions of:  Director-General, Asian and Oceanian Affairs Bureau  Ambassador Extraordinary and Plenipotentiary of Japan to the Republic of India, concurrently to the Kingdom of Bhutan  Deputy Minister for Foreign Affairs  Vice-Minister for Foreign Affairs	(1) 0 shares (2) 0 shares
	June 2016	Retired from the Ministry of Foreign Affairs	
	June 2017	Outside Director, Member of the Board of Mitsubishi Corporation (retired in June 2023)	
	June 2021	Outside Director of the Company (current position)	
Reasons for nomination as candidate for Outside Director and the expected role: Mr. Saiki has never been involved in the management of a company before except as an outside officer. However, since his appointment as Outside Director in June 2021, he has appropriately fulfilled his duties in providing advice to the Company's corporate management and supervising business execution from an objective and professional perspective based on his broad insights, particularly into global affairs, gained through his experience of holding numerous positions with significant responsibilities at the Ministry of			

Name (Date of birth)	Career summary, position and responsibility in the Company (significant concurrent positions outside the Company)	(1) Number of the Company's shares held (2) Number of Holding Company's shares to be allotted
Foreign Affairs and serving as outside director of a major trading company. The Company expects that he will fulfill the same role and therefore has nominated him as a candidate for Outside Director based on the above.		
Takako Masai (March 8, 1965) Note 1 Note 2 Note 3 Note 4 Note 5	<p>Oct. 2011 Head of Market Sales Division, Shinsei Bank, Ltd. (now SBI Shinsei Bank, Ltd.)</p> <p>Apr. 2013 Executive Officer, Department Head, Markets Research Department, Markets Sub-Group of Shinsei Bank, Limited (current SBI Shinsei Bank, Limited)</p> <p>July 2015 Executive Officer, General Manager, Markets Research Division of Shinsei Bank, Limited (current SBI Shinsei Bank, Limited)</p> <p>June 2016 Member of the Policy Board of the Bank of Japan</p> <p>June 2021 Director of SBI Financial and Economic Research Institute Co., Ltd. (current position)</p> <p>July 2021 Outside Director of the Company (current position)</p> <p>July 2021 Advisory Board member of Sim Kee Boon Institute for Financial Economics (current position)</p> <p>July 2021 Outside Director of Mitsubishi Chemical Holdings Corporation (current Mitsubishi Chemical Group Corporation)</p> <p>Aug. 2021 Outside Director of BlackRock Japan Co., Ltd.</p> <p>Apr. 2022 Visiting Professor of Jissen Women's University (current position)</p>	<p>(1) 0 shares (2) 0 shares</p>

Name (Date of birth)	Career summary, position and responsibility in the Company (significant concurrent positions outside the Company)		(1) Number of the Company's shares held (2) Number of Holding Company's shares to be allotted
	Mar. 2024	Director of Japan Professional Football League (current position)	
<p>Reasons for nomination as candidate for Outside Director and the expected role:</p> <p>Since her appointment as Outside Director in June 2021, Ms. Masai has appropriately fulfilled her duties in providing advice to the Company's corporate management and supervising business execution from an objective and professional perspective based on her broad insights, particularly into the financial landscape and diversity, gained through her experience of holding numerous positions with significant responsibilities at several foreign banks, domestic banks as well as the Bank of Japan. The Company expects that she will fulfill the same role and therefore has nominated her as a candidate for Outside Director based on the above.</p>			

Notes:

1. There is no special interest between the candidates and the Company, and no special interest is expected to arise between the candidates and the Holding Company.
2. Akitaka Saiki and Takako Masai are candidates for Outside Director.
3. Akitaka Saiki and Takako Masai are currently Outside Directors of the Company, and the Company has submitted notification to Tokyo Stock Exchange that they have been appointed as Independent Officers as provided for by the aforementioned exchange. If a Holding Company is established and they are appointed as Directors, the Holding Company intends to submit notification to Tokyo Stock Exchange that they have been appointed as Independent Officers as provided for by the aforementioned exchange.
4. The number of shares of the Company held by each director candidate is the number of shares as of the end of April, 2024, and the number of Holding Company shares to be allotted is based on the said shareholding status, taking into account the share transfer ratio for the Share Transfer. Therefore, the actual number of Holding Company shares to be allotted may vary depending on the shareholding status immediately prior to the date of the establishment of the Holding Company.
5. If a Holding Company is established and Akitaka Saiki and Takako Masai are appointed as Directors, the Holding Company intends to enter into agreements with them, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act if they have acted in good faith and without gross negligence in performing their duties. Pursuant to these agreements, the defined maximum amount of liability for damages, if they have acted in good faith and without gross negligence in performing their duties, is the minimum liability amount provided for by laws and regulations.

6. Upon the establishment of the Holding Company, the Holding Company intends to enter into a directors' and officers' liability insurance contract with an insurance company that will insure all of its Directors. The insurance contract will cover the legal damages and expenses that would be incurred by the insured, and the Holding Company will be responsible for all premiums for the insured.
7. The registered name of Takako Masai is Takako Nishida.

5. Candidates for Directors of the Holding Company who are members of the Audit and Supervisory Committee

The candidates for Directors of the Holding Company who are members of the Audit and Supervisory Committee are as follows.

Name (Date of birth)	Career summary, position and responsibility in the Company (significant concurrent positions outside the Company)		(1) Number of the Company's shares held (2) Number of Holding Company's shares to be allotted
Takuji Arai (August 8, 1959) Note 1 Note 4 Note 5 Note 6	Apr. 1983	Joined the Company	(1) 6,710 shares
	Aug. 2013	Head of the Metropolitan Building Branch Office of the Company	(2) 6,710 shares
	Apr. 2014	Executive Officer and General Manager of Tokyo Metropolitan Area Building Construction Branch	
	Apr. 2016	Managing Executive Officer and General Manager of Tokyo Metropolitan Area Building Construction Branch	
	June 2019	Director and Managing Executive Officer, Chief of Building Construction Division	
	Apr. 2020	Director and Senior Managing Executive Officer, Chief of Building Construction Division	
	June. 2023	Representative Director and Senior Managing Executive	

Name (Date of birth)	Career summary, position and responsibility in the Company (significant concurrent positions outside the Company)		(1) Number of the Company's shares held (2) Number of Holding Company's shares to be allotted
	Apr. 2024	Officer, Chief of Building Construction Division Representative Director and Senior Managing Executive Officer (current position)	
Reasons for nomination as a Director candidate who is a member of the Audit and Supervisory Committee: Since his appointment as a Director in June 2019 and as a Representative Director in June 2023, Mr. Arao has appropriately fulfilled his duties in the decision-making of important corporate matters and supervision of business execution of the Company. As the leader of the Audit and Supervisory Committee, including the outside Audit and Supervisory Committee members, the Company believes that the broad insight developed through his extensive management experience is sufficient to conduct the audit and supervision from an objective point of view independent of business operations. For these reasons, the Company has nominated him as a candidate for Director who is a member of the Audit and Supervisory Committee.			
Takashi Aihara (July 24, 1955) Note 1 Note 2 Note 3 Note 4 Note 5 Note 6	Apr. 1979  Apr. 2014  June 2016  June 2018	Joined Osaka Gas Co., Ltd.  President and Representative Director, Kinpai Co., Ltd.  Audit & Supervisory Board Member of Osaka Gas Housing & Equipment Co., Ltd.  Outside Director of the Company (current position)	(1) 2,900 shares (2) 2,900 shares
Reasons for nomination as a candidate for Outside Director who is a member of the Audit and Supervisory Committee and the expected role: Mr. Aihara has appropriately fulfilled his duties in providing advice and supervising business execution from an objective and professional perspective based on his broad knowledge and broad insights gained through his experience as an executive and Audit & Supervisory Board Member since his appointment as Outside Director in June 2018. The Company has nominated him as a candidate for Outside Director who is a member of the Audit and Supervisory Committee with the expectation that, as a member of the Audit and Supervisory Committee member, he will, in particular, utilize his experience as a Corporate Auditor to conduct audits and supervision from an objective standpoint independent of the conduct of business operations.			
Toshiya Natori (December 17, 1963)	July 2006	Tokyo District Public Prosecutor (Criminal Affairs Division)	(1) 2,000 shares (2) 2,000 shares

Name (Date of birth)	Career summary, position and responsibility in the Company (significant concurrent positions outside the Company)		(1) Number of the Company's shares held (2) Number of Holding Company's shares to be allotted
Note 1 Note 2 Note 3 Note 4 Note 5 Note 6	Dec. 2012    Jan. 2015  Aug. 2016  Mar. 2020  June 2020  June 2021  June 2021	Director, Secretarial Division, Minister's Secretariat of Ministry of Justice  Prosecutor of Supreme Public Prosecutors Office  Registered as an attorney at law (Daiichi Tokyo Bar Association), joined Oh-Ebashi LPC & Partners  Joined ITN Partners (current position)  Outside Audit & Supervisory Board Member of the Company (current position)  Outside Director, Asante Incorporated (current position)  Outside Director, J Trust Co., Ltd. (current position)	
<p>Reasons for nomination as a candidate for Outside Director who is a member of the Audit and Supervisory Committee and the expected role:</p> <p>Mr. Natori has extensive experience and broad knowledge as a prosecutor who represent the public interest as well as considerable knowledge of corporate legal affairs as a lawyer. Since his appointment as Outside Audit &amp; Supervisory Board Member in June 2020, he has appropriately fulfilled his duties in strengthening the Company's audit system based on his high level of professional expertise. The Company has nominated him as a candidate for Outside Director who is a member of the Audit and Supervisory Committee with the expectation that, as a member of the Audit and Supervisory Committee member, he will utilize his high level of expertise to conduct audits and supervision from an objective standpoint independent of the conduct of business operations.</p>			
Aki Nakanishi (October 28, 1960) Note 1 Note 2 Note 3 Note 4 Note 5	Apr. 2007    Apr. 2015	Professor, School of Business Administration of Meiji University (current position)  Principal Researcher, Research Center for Science Systems of the Japan Society for the Promotion of Science	(1) 2,000 shares (2) 2,000 shares

Name (Date of birth)	Career summary, position and responsibility in the Company (significant concurrent positions outside the Company)		(1) Number of the Company's shares held (2) Number of Holding Company's shares to be allotted
Note 6 Note 7	Apr. 2015	Visiting Professor, The Graduate School for the Creation of New Photonics Industries	
	Feb. 2020	Trustee of Meiji University (current position)	
	June 2020	Outside Audit & Supervisory Board Member of the Company (current position)	
	Apr. 2022	Visiting Professor of Institute of Information Security	
	Apr. 2024	Dean, School of Business Administration of Meiji University (current position)	

Reasons for nomination as a candidate for Outside Director who is a member of the Audit and Supervisory Committee and the expected role:

Ms. Nakanishi has broad wide-ranging insight as a professional of business administration studies as well as considerable knowledge of finance and accounting. She also has a high level of professional expertise in the information security field. Since her appointment as Outside Audit & Supervisory Board Member in June 2020, she has appropriately fulfilled her duties in strengthening the Company's audit system based on her high level of professional expertise. The Company has nominated her as a candidate for Outside Director who is a member of the Audit and Supervisory Committee with the expectation that, as a member of the Audit and Supervisory Committee member, she will utilize her high level of expertise to conduct audits and supervision from an objective standpoint independent of the conduct of business operations.

Notes:

1. There is no special interest between the candidates and the Company, and no special interest is expected to arise between the candidates and the Holding Company.
2. Takashi Aihara, Toshiya Natori and Aki Nakanishi are candidates for Outside Directors.
3. Takashi Aihara is currently Outside Director and Toshiya Natori and Aki Nakanishi are currently Outside Audit & Supervisory Board Members of the Company. The Company has submitted notification to Tokyo Stock Exchange that they have been appointed as Independent Officers as provided for by the aforementioned exchange. If a Holding Company is established and they are appointed as Directors, the Holding Company intends to submit notification to



Tokyo Stock Exchange that they have been appointed as Independent Officers as provided for by the aforementioned exchange.

4. The number of shares of the Company held by each candidate for Director who is a member of the Audit and Supervisory Committee is the number of shares as of the end of April, 2024, and the number of Holding Company shares to be allotted is based on the said shareholding status, taking into account the share transfer ratio for the Share Transfer. Therefore, the actual number of Holding Company shares to be allotted may vary depending on the shareholding status immediately prior to the date of the establishment of the Holding Company.
5. If a Holding Company is established and Director candidates who are members of the Audit and Supervisory Committee assume the positions of Directors, the Holding Company intends to enter into agreements with each candidate, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act if they have acted in good faith and without gross negligence in the performance of their duties. Pursuant to these agreements, the defined maximum amount of liability for damages, if they have acted in good faith and without gross negligence in performing their duties, is the minimum liability amount provided for by laws and regulations.
6. Upon the establishment of the Holding Company, the Holding Company intends to enter into a directors and officers liability insurance contract with an insurance company that will insure all of its Directors. The insurance contract will cover the legal damages and expenses that would be incurred by the insured, and the Holding Company will be responsible for all premiums for the insured.
7. The registered name of Aki Nakanishi is Aki Mizukoshi.

#### 6. Matters concerning a legal entity to assume the Holding Company's Accounting Auditor

A legal entity to assume the Holding Company's Accounting Auditor is as follows.

Name	Note 1	Deloitte Touche Tohmatsu LLC
Address of the principal office	3-2-3 Marunouchi, Chiyoda-ku, Tokyo	Marunouchi Nijubashi Building
Company History	May 1968	Established Tohmatsu and Aoki Audit Corporation
	May 1975	Joined Touche Ross International (TRI) (now Deloitte Touche Tohmatsu Limited (DTTL))
	Feb. 1990	Name changed to Deloitte Touche Tohmatsu LLC
	July 2009	The name was changed to Deloitte Touche Tohmatsu LLC as part of the conversion to a limited liability company.

Audited companies Note 2	3,162	
Capital Note 3	1,173 million yen	
Members Note 4	Partners (Certified Public Accountants)	480
	Specified Partners	61
	Associates	2,514
	Certified Public Accountants Persons who have passed the Certified Public Accountant examination, etc. (including accounting assistants)	1,236
	Other professionals	3,610
	Clerical staff	89
	Total	7,990

Notes:

1. The reason for selecting Tohmatsu LLC as a candidate for Accounting Auditor is that the Company found it to be a suitable candidate after fully considering Tohmatsu LLC's size, experience and other capabilities, as well as its independence and internal management system.
2. The information provided is as of the end of May 2023.
3. Information provided is as of the end of February 2024.
4. Information provided is as of the end of February 2024.

## Business Report (From April 1, 2023 through March 31, 2024)

### I. Matters Concerning Current Status of the Group

#### 1. Business trends and results

##### (1) Consolidated financial results for the fiscal year under review

During the fiscal year under review, the Japanese economy showed positive signs such as the prolonged impact of COVID-19 subsiding, socioeconomic activities continuing to be further normalized, and the Nikkei Stock Average exceeding its pre-bubble high. However, the economic recovery stalled due to factors such as the protracted situation in Ukraine and the Middle East, concerns about the future of the Chinese economy, and the ongoing depreciation of the yen. In the domestic construction market, construction investment remained relatively strong and increased compared to the previous fiscal year, despite continued price hikes for labor and materials and equipment.

Under these circumstances, for the fiscal year under review, net sales were ¥132.0 billion (up 4.8% year on year), operating profit was ¥5.2 billion (up 26.7% year on year), ordinary profit was ¥4.7 billion (up 29.9% year on year), and current net income attributable to shareholders of parent company was ¥3.4 billion (up 12.0% year on year).

#### Net sales

¥**132.0** billion

Up **4.8%** year on year

#### Operating profit

¥**5.2** billion

Up **26.7%** year on year

#### Ordinary profit

¥**4.7** billion

Up **29.9%** year on year

#### Current net income attributable to shareholders of parent company

¥**3.4** billion

Up **12.0%** year on year

The status of operating results by operating segment is as follows.

## Civil Engineering and Construction Business

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Mainly due to successful progress of construction works, net sales were ¥68.0 billion (up 3.7% year on year) and segment profit was ¥5.4 billion (up 10.5% year on year). Orders received were ¥59.2 billion (down 0.6% year on year).

Major project orders received and completed projects were as follows.

### Examples of major project orders received

Client	Project name
Tokyo Urban Planning and Development Corporation	The maintenance work of Kitano Pumping Station in the fiscal year 2023
East Nippon Expressway Company Limited	The replacement work of Isawa River Bridge decks on Tohoku Expressway
Japan Railway Construction, Transport and Technology Agency	Hokkaido Shinkansen, Shin-Yakumo (provisional name) Station elevated bridge

### Examples of major completed projects

Client	Project name
Yachiyo City	The improvement (civil engineering and construction) work of Murakami Water Facilities
Hyogo Prefecture	Prefectural Shootingrange (provisional name) maintenance project and site preparation/maintenance work

## Building Construction Business

Mainly due to successful progress of construction works, net sales were ¥53.1 billion (up 2.6% year on year) and segment profit was ¥2.6 billion (up 87.6% year on year). Orders received were ¥59.7 billion (up 22.2% year on year).

Major project orders received and completed projects were as follows.

### Examples of major project orders received

Client	Project name
Chuo-Nittochi Co., Ltd.	The reconstruction work of Kojimachi Kyodo Building (provisional name)
Tokushima City	The new construction work of Tokushima City Crisis Management Center (provisional name)
Health Department, Government of Sindh, Pakistan	The Project for the Extension of Maternal and Child Health Care Facilities in Sindh

### Examples of major completed projects

Client	Project name
Aki City	The construction work of Aki City new government office
TOBISHIMA BRUNEI SDN.BHD.	The new construction of building for the Brunei Darussalam Central Bank

## Development Business, Etc.

Net sales of the Development Business, Etc. were ¥10.8 billion (up 27.3% year on year) and segment profit was ¥0.6 billion (up 31.7% year on year).

(2) Non-consolidated orders received, net sales and balance brought forward

Non-consolidated orders received, net sales and balance brought forward were as follows.

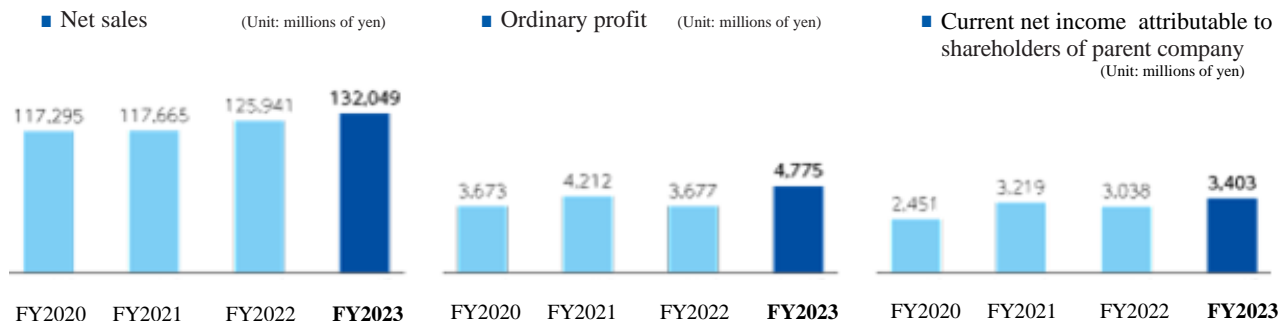
(Unit: Millions of yen)

	Category	Balance brought forward	Orders received for FY2023	Net sales for FY2023	Balance carried forward
Construction Business	Civil Engineering	136,564	54,727	64,180	127,111
	Building Construction	65,612	55,405	50,376	70,641
	Total	202,177	110,132	114,557	197,752
Development Business, Etc.		—	1,223	1,223	
Total		202,177	111,355	115,780	197,752

2. Changes in the state of financial position and income and loss

(Unit: Millions of yen unless otherwise specified)

Category	FY2020 (78 <sup>th</sup> business year)	FY2021 (79 <sup>th</sup> business year)	FY2022 (80 <sup>th</sup> business year)	FY2023 (81 <sup>st</sup> business year) (Fiscal year under review)
Net sales	117,295	117,665	125,941	132,049
Ordinary profit	3,673	4,212	3,677	4,775
Current net income attributable to shareholders of parent company	2,451	3,219	3,038	3,403
Basic earnings per share	128.15yen	168.30yen	158.81yen	177.86yen
Total assets	121,598	114,632	128,055	150,869
Net assets	41,586	43,872	45,730	48,803



### **3. Issues to be addressed**

In the construction industry, the contraction of construction investment and the decline and aging of the workforce are inevitable against the backdrop of declining birthrates and an aging society. These are ongoing challenges for the industry to be addressed.

In addition, society requires corporations to strengthen corporate governance and contribute to the realization of a sustainable society, including decarbonization.

In order for the Group to continue to grow, it needs to make continuous changes to become an “indispensable company” required by society, and it also needs to expand its business domain to respond quickly and flexibly to diversifying social issues.

Under these circumstances, the Company has formulated a medium- to long-term management vision consisting of “Brand Narrative,” “Values,” and “Goals” in order to achieve sustainable growth and enhance the corporate value of the Group.

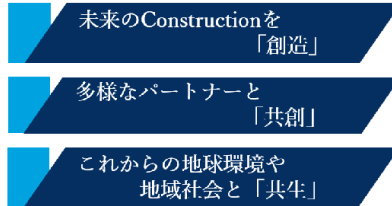
By sharing with all stakeholders the future goals of the Group and its action guidelines as its “Brand Narrative” and “Values,” and by clarifying the direction of the Group’s strategies to achieve those goals as our “Goals,” the Company aims to evolve from “a construction company that builds and protects infrastructure through its construction technology” to “a construction company that creates and nurtures the construction industry through innovation.”



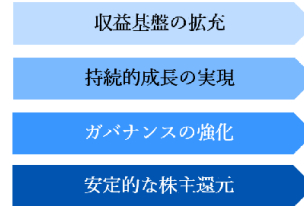
## ブランド・ストーリー



### 3つの「バリュー」



### 目指すべき姿



ブランド・ストーリー	Brand Narrative	目指すべき姿	Goals
Constructionに、Innovationを。 未来のConstructionをつくるプラットフォーム・カンパニー	Bringing Innovation to Construction A platform company shaping the future of construction	収益基盤の拡充	Strengthening earnings foundations
3つの「バリュー」	Our Three Core Values	持続的成長の実現	Achieving sustainable growth
未来のConstructionを「創造」	Shaping the future of construction	ガバナンスの強化	Enhancing governance
多様なパートナーと「共創」	Cocreation with diverse partners	安定的な株主還元	Stable returns to shareholders
これからの地球環境や地域社会と「共生」	Coexistence with our planet and communities into the future		

#### 4. Status of principal subsidiaries (as of March 31, 2024)

Company name	Capital	Percentage ownership interest	Main business
E&CS Co. Ltd.	90 million yen	100.0%	Seismic reinforcement design and manufacturing/selling materials for seismic reinforcement
Sugita Construction Corporation	40 million yen	100.0%	General construction business
TEQUANAUTS CO., LTD.	50 million yen	100.0%	Underwater operation business, water quality conservation business
FOR YOU, INC.	50 million yen	100.0%	Real estate sale, renting, intermediation, mediation, and management
Axisware, Inc.	30 million yen	100.0%	IT system development and maintenance

(Notes)1. The number of our consolidated subsidiaries is nine, including the five principal subsidiaries listed above.

2. TEQUANAUTS CO., LTD., a consolidated subsidiary of the Company merged Japan Lake and Canal Co., Ltd., a consolidated subsidiary of the Company on March 8, 2024.

#### 5. Main business (as of March 31, 2024)

The Company has been licensed by the Minister of Land, Infrastructure, Transport and Tourism as a special construction business operator ((Toku-4) No. 1400) pursuant to the Construction Business Act and engaged in civil engineering and building businesses and other businesses related thereto. In addition, the Company has also been licensed by the Minister of Land, Infrastructure, Transport and Tourism as a real estate broker ((14) No. 1462) pursuant to the Real Estate Brokerage Act and engaged in real estate related business.

#### 6. Main offices, etc. (as of March 31, 2024)

Headquarters	1-8-15, Konan, Minato-ku, Tokyo
Branch office	Tohoku Branch (Miyagi), Tokyo Metropolitan Area Branch Office, International Branch (Tokyo), Nagoya Branch Office, Osaka Branch, Kyushu Branch (Fukuoka)
Overseas business office	Brunei, Pakistan, Myanmar
Other	Research Institute of Technology (Chiba)

(Note) Tokyo Metropolitan Area Branch Office and International Branch (Tokyo) were abolished on April 1, 2024, and their functions were transferred to and absorbed by the Sales Department.

## 7. Status of employees (as of March 31, 2024)

### (1) Status of employees of the Group

Number of employees	Increase or decrease from the end of the previous fiscal year	Average age	Average years of service
1,425	No increase or decrease	44.1 years old	16.4 years

### (2) Status of employees of the Company

Number of employees	Increase or decrease from the end of the previous fiscal year	Average age	Average years of service
1,122	-25	44.8 years old	18.6 years

## 8. Status of capital expenditures and financing

### (1) Status of capital expenditures

No particular material capital expenditures were made during the fiscal year under review.

### (2) Status of financing

The Company has entered into a term loan agreement (¥10 billion) and a revolving line of credit agreement (¥15 billion) with financial institutions for the purpose of stable and flexible procurement of operating funds.

## 9. Principal lenders (as of March 31, 2024)

Lender	Amount of loan
Mizuho Bank, Ltd.	10,000 million yen
Aozora Bank, Ltd.	3,861 million yen
Resona Bank, Limited	3,270 million yen
The Hokuriku Bank, Ltd.	2,717 million yen

[Reference]

#### [Policy on cross-shareholdings]

The Company has a policy to hold shares of other companies only when it determines that holding such shares will contribute to the increase of corporate value over a medium- to long-term through maintenance and strengthening of business relationships.

The Company also has a policy to comprehensively examine economic rationality and future prospects, etc. of holding each cross-shareholding, including whether the benefit and risk of holding it are appropriate for capital cost and to confirm them at a meeting of the Board of Directors once a year. The Company has a policy to sell or reduce the number of shares that are determined to have no meaning of holding as a result of the examination.

For the fiscal year under review, the Board of Directors determined to continue to hold 11 cross-shareholdings.

## II. Matters Concerning Shares

### 1. Total number of authorized shares, total number of outstanding shares, and number of shareholders (as of March 31, 2024)

	Total number of authorized shares	Total number of outstanding shares	Number of shareholders
Common shares	40,000,000 shares	19,310,436 shares	28,836 shareholders

(Note) The total number of outstanding shares includes 83,920 shares of treasury shares.

### 2. Major shareholders (as of March 31, 2024)

Shareholder	Number of shareholding (1,000 shares)	Ratio of shareholding (%)
The Master Trust Bank of Japan, Ltd. (Trust Account)	2,474	12.9
Custody Bank of Japan, Ltd. (Trust Account)	1,290	6.7
Tobishima Kyoei-kai (Employees' Shareholding Association))	1,206	6.3
TOBISHIMA CORPORATION Jishakabu-Toshi-kai (Treasury Share Investment Association)	463	2.4
RE FUND 107-CLIENT AC	313	1.6
DFA INTL SMALL CAP VALUE PORTFOLIO	296	1.5
BNP PARIBAS NEW YORK BRANCH – PRIME BROKERAGE SEGREGATION ACCOUNT	263	1.4
Ueda Yagi Tanshi Co., Ltd.	226	1.2
BBH LUX／BROWN BROTHERS HARRIMAN (LUXEMBOURG) SCA CUSTODIAN FOR SMD – AM FUNDS – DSBI JAPAN EQUITY	199	1.0
BNYM SA/NV FOR BNYM FOR BNYM GCM CLIENT ACCTS M ILM FE	164	0.9

(Note) Shareholding ratio was calculated after deducting the number of treasury shares (83 thousand shares). The number of treasury shares does not include the number of shares held by the trust account of the Board Benefit Trust (BBT), the performance-linked share-based remuneration plan (87 thousand shares).

**3. Stock provided to Officers as remuneration for duties performed during the fiscal year under review**

Category	Number of shares	Number of recipients
Directors (excluding outside directors)	9,100 shares	1

(Notes) 1. The details of the Company's equity compensation are as specified in "III. Matters Concerning Officers, 2. Amounts of remuneration, etc., paid to directors and Audit & Supervisory Board members."

2. The above figures represent shares provided to retired officers of the Company.

### III. Matters Concerning Officers

#### 1. Names of directors and Audit & Supervisory Board members (as of March 31, 2024)

Position	Name	Responsibility and important concurrent duties
President, Representative Director and Chief Executive Officer	Masahiro Norikyo	
Representative Director and Senior Managing Executive Officer	Takuji Arao	Chief of Building Construction Division, and in charge of quality
Director and Executive Vice President	Seiichi Okuyama	In charge of private sector
Director and Senior Managing Executive Officer	Mitsuhiko Takahashi	Chief of Corporate Planning Division
Director and Managing Executive Officer	Shiro Takeki	Chief of Civil Engineering Division
Director	Takashi Aihara	
Director	Akitaka Saiki	
Director	Takako Masai	Director, SBI Financial and Economic Research Institute Director, Japan Professional Football League
Standing Audit & Supervisory Board Member	Hiroshi Ito	
Standing Audit & Supervisory Board Member	Kiyoshi Usui	
Audit & Supervisory Board Member	Toshiya Natori	Attorney, ITN Partners Outside Director, Asante Incorporated Outside Director, J Trust Co.,Ltd.
Audit & Supervisory Board Member	Aki Nakanishi	Professor, Faculty of Business Administration, Meiji University Trustee, Meiji University (incorporated educational institution)

- (Notes)1. Directors Takashi Aihara, Akitaka Saiki, and Takako Masai are outside directors.
2. Audit & Supervisory Board Members Toshiya Natori and Aki Nakanishi are outside Audit & Supervisory Board members.
3. Standing Audit & Supervisory Board Members Hiroshi Ito and Kiyoshi Usui have many years of experience in the Company's management and administration, accounting business, and considerable knowledge of finance and accounting.
4. The Company has submitted notification to Tokyo Stock Exchange, Inc. that Directors Takashi Aihara, Akitaka Saiki and Takako Masai and Audit & Supervisory Board Members Toshiya Natori and Aki Nakanishi have been appointed as Independent Officers as provided for by the aforementioned exchange.
5. No directors and Audit & Supervisory Board members resigned during the fiscal year under review.

## 2. Amounts of remuneration, etc., paid to directors and Audit & Supervisory Board members

- (1) Total amount of remuneration, etc., paid to directors and Audit & Supervisory Board members

The amount of remuneration, etc., paid to directors and Audit & Supervisory Board members is as follows.

Director categories	Total of remuneration, etc.	Total of remuneration, etc., in different categories		Number of directors concerned
		Basic remuneration	Performance-linked share-based remuneration	
Directors	¥169 million	¥146 million	¥22 million	9
(Outside directors)	(¥14 million)	(¥14 million)	—	(3)
Audit & Supervisory Board members	¥40 million	¥40 million	—	5
(Outside Audit & Supervisory Board members)	(¥9 million)	(¥9 million)	—	(2)

- (Notes) 1. The above figures include pay for a director and an Audit & Supervisory Board member who resigned at the end of the 80th Annual General Meeting of Shareholders held June 29, 2023.
2. The total amount of performance-linked share-based remuneration is the amount of provision for the fiscal year based on the performance-linked share-based remuneration plan (BBT: Board Benefit Trust) introduced at a resolution of the 76th Annual General Meeting of Shareholders.



- (2) Matters concerning performance-linked share-based remuneration, etc. and the content of non-monetary remuneration, etc.

The Company has introduced a performance-linked share-based remuneration plan, or BBT (“Board Benefit Trust”), for directors (excluding outside directors) (the “Plan”). The Plan further clarifies the link between remuneration of directors, the Company's performance and prices of the Company's shares for the purpose of heightening awareness about the improvement in medium- to long-term business performance and contribution to increased corporate value from such performance by sharing not only the benefits of rising stock prices between directors and the shareholders but also the risk of falling stock prices.

The Plan is a performance-linked share-based remuneration plan in which a trust created under the Plan (the trust established pursuant to the Plan is hereinafter referred to as the “Trust”) will acquire the Company’s shares using money contributed by the Company as the source of funds and directors are provided with the Company’s shares and cash equivalent to the market value of the Company’s shares (the “the Company’s Shares, Etc.”) through the Trust in accordance with the rules for performance-linked share-based remuneration established by the Company. As a general rule, directors shall be entitled to receive the Company’s Shares, Etc. at the time of retirement.

As the amount of the Company’s Shares, Etc. provided under the plan specifically reflects the Company’s business performance for the relevant fiscal year, it is determined based on the achievement of certain level of consolidated net sales, consolidated operating profit, and profit attributable to shareholders of parent company, which serve as indicators, taking into consideration the status of business execution by each director, the status of dividend payment, the level of bonuses for employees, etc. The achievement of those indicators for the fiscal year under review is as specified in “I. Matters Concerning Current Status of the Group, 1. Business trends and results and 2. Changes in the state of financial position and income and loss” of the Business Report.

- (3) Matters concerning resolution of the Board of Directors on remuneration, etc., for directors and Audit & Supervisory Board members

The amount of basic remuneration for directors of the Company was determined to be within ¥260 million per year (of which ¥20 million per year was for outside directors) at the resolution of the 76th Annual General Meeting of Shareholders held on June 27, 2019. The number of directors at the conclusion of such annual general meeting of shareholders was eight (of which two were outside directors). In addition to the basic remuneration, for remuneration, etc., under the Plan, the maximum amount to be contributed to the Trust was determined to be ¥120 million for every three fiscal years in total at the resolution of the 76th Annual General Meeting of Shareholders held on June 27, 2019, and the maximum number of shares of the Company to be acquired by the Trust was determined to be 120,000 shares every three fiscal years in total and the maximum number of points granted to directors to be 40,000 points per fiscal year, respectively, at the resolution of the 78th Annual General Meeting of Shareholders held on June 29, 2021. The number of directors (excluding outside directors) at the conclusion of both of the annual general meetings of shareholders was six.

The amount of basic remuneration for Audit & Supervisory Board members was determined to be within ¥84 million per year at the resolution of the 46th Annual General Meeting of Shareholders held on June 29,

1989. The number of Audit & Supervisory Board members at the conclusion of such annual general meeting of shareholders was four.

(4) Policy on determination of the content of remuneration, etc., for individual directors

The Company has adopted a remuneration system for directors of the Company that fully functions as incentive for continuous enhancement of corporate value, and a basic policy to keep an appropriate level of remuneration based on duties of each director in determining remuneration for individual directors. Specifically, remuneration for inside directors consists of (i) basic remuneration that is monthly fixed remuneration determined based on points granted to them based on their position and responsibility and by comprehensively taking into consideration the level of salary of employees and other factors and (ii) performance-linked share-based remuneration. Remuneration for outside directors consists only of basic remuneration because the Company considers that performance-based remuneration is not appropriate for them.

The total amount of remuneration for directors is determined at a meeting of the Board of Directors through consultation at the Remuneration and Nomination Committee in which outside directors also participate, within the total amount determined by the general meeting of shareholders. The amount of remuneration for individual directors is determined by the president and representative director who is delegated by the Board of Directors based on a resolution of the Board of Directors.

The determination policy specified above was adopted by resolution of the Board of Directors (written resolution) on February 24, 2021 through consultation at the Remuneration and Nomination Committee.

In determining the content of remuneration, etc., for individual directors, the Board of Directors generally respects a report from the Remuneration and Nomination Committee and believes it is in line with the determination policy because the committee examines the consistency of the original proposal and the determination policy from various perspectives.

(5) Remuneration for Audit & Supervisory Board members

Remuneration for Audit & Supervisory Board members consists only of basic remuneration because the Company considers that performance-based remuneration is not appropriate for them. The amount of remuneration for them is determined through consultation of Audit & Supervisory Board members within the total amount determined by the general meeting of shareholders.

(6) Matters concerning delegation of determination of remuneration, etc., for individual directors

Determination of the amount of remuneration for individual directors is delegated to President and Representative Director Masahiro Norikyo. The Board of Directors adopted a resolution (written resolution) on February 24, 2021 that President and Representative Director Masahiro Norikyo determine the amount of remuneration for individual directors within the total amount determined by the Board of Directors through consultation of the Remuneration and Nomination Committee in accordance with the content of a report (including the ratio by type of remuneration) of the committee.

The reason for delegation of this authority is that the president and representative director is the most

appropriate person to evaluate execution of duties by each director while overseeing business performance of the Company as a whole.

### 3. Matters concerning outside officers

#### (1) Important concurrent duties and relationship with the Company

Category	Name	Important concurrent duties	Relationship with the Company
Director	Takako Masai	Director and Chairperson, SBI Financial and Economic Research Institute Director, Japan Professional Football League	There is no special relationship with the Company.
Audit & Supervisory Board Member	Toshiya Natori	Attorney, ITN Partners Outside Director, Asante Incorporated Outside Director, J Trust Co.,Ltd.	There is no special relationship with the Company.
Audit & Supervisory Board Member	Aki Nakanishi	Professor, Faculty of Business Administration, Meiji University Trustee, Meiji University (incorporated educational institution)	There is no special relationship with the Company.

(2) Status of main activities for the fiscal year under review

Category	Name	Attendance at meetings of the Board of Directors/Audit & Supervisory Board, verbal input and other contributions at the meetings
Director	Takashi Aihara	He attended nine out of the 10 meetings of the Board of Directors held during the fiscal year under review. He actively provided advice and opinions specifically regarding the status of internal dissemination of management policies and the progress of the structural reform from an objective perspective based on his extensive experience and broad insights as an executive and Audit & Supervisory Board member. He also appropriately fulfilled his duties as expected by actively providing opinions at the three meetings of the Remuneration and Nomination Committee held during the fiscal year under review. In addition, he attended the meetings of outside officers to exchange opinions and site tours held in June and November 2023, at which he provided advice to improve the effectiveness of the Board of Directors as well as learning more about the Company's business.
Director	Akitaka Saiki	He attended all the 10 meetings of the Board of Directors held during the fiscal year under review. He actively provided advice and opinions specifically regarding the importance of collection, analysis and evaluation of information on overseas situations from an objective and professional perspective based on his extensive knowledge and broad insights gained through his experience of serving in significant positions at the Ministry of Foreign Affairs and as outside director of a major trading company. He also provided advice on issues related to the Company's overseas business, as necessary. He also appropriately fulfilled his duties as expected by actively providing opinions at the three meetings of the Remuneration and Nomination Committee held during the fiscal year under review. In addition, he attended the meetings of outside officers to exchange opinions and site tours held in June and November 2023, at which he provided advice to improve the effectiveness of the Board of Directors as well as learning more about the Company's business.

Category	Name	Attendance at meetings of the Board of Directors/Audit & Supervisory Board, verbal input and other contributions at the meetings
Director	Takako Masai	She attended all the 10 meetings of the Board of Directors held during the fiscal year under review. She actively provided advice and opinions specifically regarding IR activities and the financial field from an objective and professional perspective based on her broad knowledge and insights gained through her experience of serving in significant positions at several foreign banks, Japanese banks, and the Bank of Japan. She also provided advice, as necessary, on the Company's efforts toward matters such as promotion of women to management positions and diversity. She also appropriately fulfilled his duties as expected by actively providing opinions at the three meetings of the Remuneration and Nomination Committee held during the fiscal year under review. In addition, she attended the meetings of outside officers to exchange opinions and site tours held in June and November 2023, at which she provided advice to improve the effectiveness of the Board of Directors as well as learning more about the Company's business.
Audit & Supervisory Board Member	Toshiya Natori	He attended all the 10 meetings of the Board of Directors held during the fiscal year under review. He actively provided advice and opinions specifically regarding the importance of fraud prevention measures and information security measures from a professional perspective as a lawyer and former prosecutor. He also provided advice based on past legal precedents. He also attended all the 11 meetings of the Audit & Supervisory Board held during the fiscal year under review and appropriately fulfilled his duties as expected by exchanging opinions on the audit results and discussing matters related to audit. In addition, he attended the meeting of outside officers to exchange opinions and site tour held in November 2023, at which he provided advice to improve the effectiveness of the Board of Directors as well as learning more about the Company's business.
Audit & Supervisory Board Member	Aki Nakanishi	She attended all the 10 meetings of the Board of Directors held during the fiscal year under review. She actively provided advice and opinions specifically regarding the status of progress of DX and the importance of information security measures, etc. from a professional perspective of theory of business administration and in the telecommunication and information fields. She also provided advice on a policy on development of young employees. She also attended all the 11 meetings of the Audit & Supervisory Board held during the fiscal year under review and appropriately fulfilled her duties as expected by exchanging opinions on the audit results and discussing matters related to audit. In addition, she attended the meetings of outside officers to exchange opinions and site tours held in June and

Category	Name	Attendance at meetings of the Board of Directors/Audit & Supervisory Board, verbal input and other contributions at the meetings
		November 2023, at which she provided advice to improve the effectiveness of the Board of Directors as well as learning more about the Company's business.

(3) Outline of limited liability agreement

The Company and each outside director and each outside Audit & Supervisory Board member have entered into an agreement to limit his/her liability for damages under Article 423, Paragraph 1 of the Companies Act in accordance with the Articles of Incorporation of the Company and Article 427, Paragraph 1 of the Companies Act.

The amount of liability for damages under such agreement is up to the minimum amount of liability as prescribed in laws and regulations as long as the outside director or the outside Audit & Supervisory Board member has performed his/her duties in good faith and without gross negligence.

**4. Outline of directors' and officers' liability insurance contract**

The Company has entered into a directors' and officers' liability insurance contract set forth in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The insured parties of the insurance policy are all directors, executive officers and Audit & Supervisory Board members of the Company and its subsidiaries, and the Company bears all insurance premiums for all the insured parties. The insurance contract is intended to cover legal damages and court costs to be borne by the insured due to their acts. However, there are certain exclusions, such as no coverage for liability arising from illegal actions taken by the insured in order to ensure the appropriateness of execution of duties by the insured.



## IV. Status of Accounting Auditor

### 1. Name of accounting auditor

Deloitte Touche Tohmatsu LLC

### 2. Amount of remuneration, etc., to accounting auditor for the fiscal year under review

	Details	Amount of compensation
(1)	Amount of remuneration, etc., paid by the Company to the accounting auditor for the services of the accounting auditor	¥75 million
(2)	Total amount of money and other financial benefits paid by the Company and its subsidiaries to the accounting auditor	¥75 million

- (Notes) 1. In the audit contract between the Company and its accounting auditor, as no distinction is made, or can substantially be made, between the amounts paid for audit as accounting auditors' remuneration pursuant to the Companies Act and those pursuant to the Financial Instruments and Exchange Act, the amount specified in (1) above presents the total of such amounts.
2. As a result of conducting the necessary verification on the contents of the audit plan of the accounting auditor, the status of the performance of its duties, and the appropriateness of the calculation basis of its estimated remuneration, the Audit & Supervisory Board agreed to the amount of remuneration to the Accounting Auditors

### 3. Policy regarding decisions on the dismissal or non-reappointment of accounting auditor

If the accounting auditor falls under any of the following items, the Audit & Supervisory Board shall discuss whether to dismiss the accounting auditor:

- Having breached any of its duties or failed to perform its duties
- Having taken inappropriate acts as the accounting auditor
- Other events equivalent to the above

In addition to the above, the Audit & Supervisory Board shall examine whether not to reappoint the accounting auditor, as necessary, taking into consideration the actual status of the accounting audit and the accounting auditor.

(Note) Fractions of the amounts and number of shares included in the Business Report are rounded off. The amounts do not include the amounts equivalent to consumption tax, etc.

# Consolidated Financial Statements

## Consolidated Balance Sheets

(As of March 31,2024)

Assets	
<b>Current assets</b>	[121,237]
Cash and deposits	24,074
Notes receivable, accounts receivable from completed construction contracts and other	76,324
Real estate for sale	615
Costs on construction contracts in progress	1,589
Costs on development business and other in progress	8,805
Other	9,827
<b>Non-current assets</b>	[29,631]
<b>Property, plant and equipment</b>	(18,294)
Buildings and structures	9,423
Machinery, vehicles, tools, furniture and fixtures	1,006
Land	7,621
Leased assets	60
Construction in progress	181
<b>Intangible assets</b>	(1,465)
<b>Investments and other assets</b>	(9,871)
Investment securities	4,762
Retirement benefit asset	3,382
Other	1,927
Allowance for doubtful accounts	△200
<b>Total assets</b>	<b>150,869</b>

(Amounts of less than one million yen are rounded down.)

Liabilities	
<b>Current liabilities</b>	[83,838]
Notes payable, accounts payable for construction contracts and other	28,592
Short-term borrowings	18,359
Advances received on construction contracts in progress	8,476
Deposits received	25,097
Provision for warranties for completed construction	208
Provision for loss on construction contracts	191
Other	2,911
<b>Non-current liabilities</b>	[18,228]
Long-term borrowings	16,487
Provision for share awards for directors (and other officers)	67
Provision for retirement benefits for directors (and other officers)	194
Retirement benefit liability	57
Other	1,420
<b>Total liabilities</b>	<b>102,066</b>
Net assets	
<b>Shareholders' equity</b>	[47,135]
Share capital	(5,519)
Capital surplus	(6,235)
Retained earnings	(35,948)
Treasury shares	(△567)
<b>Total accumulated other comprehensive income</b>	[1,651]
Valuation difference on available-for-sale securities	(976)
Foreign currency translation adjustment	(28)
Remeasurements of defined benefit plans	(646)
<b>Non-controlling interests</b>	[15]
<b>Total net assets</b>	<b>48,803</b>
<b>Total liabilities and net assets</b>	<b>150,869</b>

## Consolidated Statements of Income

(From April 1, 2023 to March 31,2024)

(Amounts of less than one million yen are rounded down.)

<b>Net sales</b>		
Net sales of completed construction contracts	121,218	
Net sales in development business and other	10,830	<b>132,049</b>
<b>Cost of sales</b>		
Cost of sales of completed construction contracts	108,003	
Cost of sales in development business and other	9,006	117,010
<b>Gross profit</b>		
Gross profit on completed construction contracts	13,214	
Gross profit on development business and other	1,824	15,039
<b>Selling, general and administrative expenses</b>		9,786
<b>Operating profit</b>		<b>5,252</b>
<b>Non-operating income</b>		
Interest income and dividend income	41	
Foreign exchange gains	122	
Other	41	204
<b>Non-operating expenses</b>		
Interest expenses	288	
Share of loss of entities accounted for using equity method	120	
Commission for syndicated loans	156	
Other	116	681
<b>Ordinary profit</b>		<b>4,775</b>
<b>Extraordinary income</b>		
Gain on sale of non-current assets	215	
Other	10	226
<b>Extraordinary losses</b>		
Loss on sale of non-current assets	20	
Loss on valuation of investment securities	16	
Other	0	37
<b>Profit before income taxes</b>		<b>4,964</b>
Income taxes, municipal taxes, and business taxes	1,128	
Income taxes adjustments	430	1,559
<b>Profit</b>		<b>3,404</b>
Current net income (loss) attributable to non-		0
<b>Current net income attributable to shareholders of parent</b>		<b>3,403</b>

# Financial Statements

## Non-consolidated Balance Sheets

(As of March 31,2024)

(Amounts of less than one million yen are rounded down.)

Assets	
<b>Current assets</b>	[104,987]
Cash and deposits	19,666
Electronically recorded monetary claims	258
Accounts receivable from completed	73,407
Securities	6
Costs on construction contracts in progress	1,347
Other	10,300
<b>Non-current assets</b>	[28,174]
<b>Property, plant and equipment</b>	(14,432)
Buildings and structures	7,720
Machinery and vehicles	513
Tools, furniture and fixtures	138
Land	6,039
Leased assets	20
<b>Intangible assets</b>	(960)
<b>Investments and other assets</b>	(12,781)
Investment securities	4,440
Shares of subsidiaries and associates	4,423
Long-term loans receivable	166
Bankruptcy reorganization claims	0
Long-term prepaid expenses	129
Other	3,822
Allowance for doubtful accounts	△200
<b>Total assets</b>	<b>133,161</b>

Liabilities	
<b>Current liabilities</b>	[76,113]
Notes payable	243
Electronically recorded obligations	6,418
Accounts payable for construction contracts	18,722
Short-term borrowings	15,203
Income taxes payable	563
Advances received on construction contracts in progress	7,949
Deposits received	25,061
Provision for warranties for completed construction	209
Provision for loss on construction contracts	191
Other	1,551
<b>Non-current liabilities</b>	[11,510]
Long-term borrowings	10,352
Deferred tax liabilities	755
Provision for share awards for directors (and other officers)	67
Other	334
<b>Total liabilities</b>	<b>87,623</b>
Net assets	
<b>Shareholders' equity</b>	[44,580]
<b>Share capital</b>	(5,519)
<b>Capital surplus</b>	(6,235)
Legal capital surplus	2,980
Other capital surplus	3,254
<b>Retained earnings</b>	(33,392)
Other retained earnings	33,392
Retained earnings brought forward	33,392
<b>Treasury shares</b>	(△567)
<b>Valuation and translation adjustments</b>	[957]
<b>Valuation difference on available-for-sale</b>	(957)
<b>Total net assets</b>	<b>45,538</b>
<b>Total liabilities and net assets</b>	<b>133,161</b>

## Non-consolidated Statements of Income

(From April 1, 2023 to March 31,2024)

(Amounts of less than one million yen are rounded down.)

<b>Net sales</b>		
Net sales of completed construction contracts	114,557	
Net sales in development business and other	1,223	<b>115,780</b>
<b>Cost of sales</b>		
Cost of sales of completed construction contracts	102,710	
Cost of sales in development business and other	1,066	103,777
<b>Gross profit</b>		
Gross profit on completed construction contracts	11,846	
Gross profit on development business and other	156	12,003
<b>Selling, general and administrative expenses</b>		7,765
<b>Operating profit</b>		<b>4,237</b>
<b>Non-operating income</b>		
Interest income and dividend income	48	
Foreign exchange gains	122	
Other	23	194
<b>Non-operating expenses</b>		
Interest expenses	182	
Commission for syndicated loans	156	
Damages	64	
Other	38	442
<b>Ordinary profit</b>		<b>3,989</b>
<b>Extraordinary income</b>		
Gain on sale of non-current assets	203	
Other	10	214
<b>Extraordinary losses</b>		
Loss on sale of non-current assets	20	
Loss on retirement of non-current assets	16	
Other	0	36
<b>Profit before income taxes</b>		<b>4,167</b>
Income taxes, municipal taxes, and business taxes	747	
Income taxes adjustments	436	1,184
<b>Profit</b>		<b>2,982</b>

# Auditor's Report

## Accounting Auditor's Audit Report on Consolidated Financial Statements

### INDEPENDENT AUDITOR'S REPORT

May 14, 2024

To the Board of Directors of  
TOBISHIMA CORPORATION

#### Deloitte Touche Tohmatsu LLC, Tokyo office

Designated Engagement Partner,

Certified Public Accountant: Katsumi Takizawa

Designated Engagement Partner,

Certified Public Accountant: Takusei Kashiwamura

#### **Opinion**

Pursuant to Article 444, Paragraph 4 of the Companies Act, we have audited the consolidated financial statements of TOBISHIMA CORPORATION and its consolidated subsidiaries (the "Group"), namely, the consolidated balance sheet as of March 31, 2024, the consolidated statement of income and consolidated statement of changes in equity for the fiscal year from April 1, 2023 to March 31, 2024, and the related notes.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of March 31, 2024, and its consolidated financial performance for the year then ended in accordance with the generally accepted accounting principles in Japan.

#### **Basis for Opinion**

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the provisions of the Code of Professional Ethics in Japan, and we have fulfilled our other ethical responsibilities as auditors. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Other Information**

The other information comprises the information included in the Business Report and the accompanying supplemental schedules. Management is responsible for the preparation and disclosure of other information. Audit & Supervisory Board members and the Audit & Supervisory Board are responsible for overseeing the directors' execution of duties relating to the design and operating effectiveness of the controls over the other information.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### **Responsibilities of Management and Audit & Supervisory Board Members and the Audit & Supervisory Board for the Consolidated Financial Statements**

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the generally accepted accounting principles in Japan, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern in accordance with the generally accepted accounting principles in Japan.

Audit & Supervisory Board members and the Audit & Supervisory Board are

responsible for overseeing the directors' execution of duties relating to the design and operating effectiveness of the controls over the Group's financial reporting process.

#### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks. The procedures selected depend on the auditor's judgment. In addition, we obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion;
- obtain, when performing risk assessment procedures, an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control;
- evaluate the appropriateness of accounting policies used by management and the method of application thereof as well as the reasonableness of accounting estimates and related disclosures made by management;
- conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern;
- evaluate whether the overall presentation and disclosures of the consolidated financial statements are in accordance with the generally accepted accounting principles in Japan, as well as the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation; and
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with Audit & Supervisory Board members and the Audit & Supervisory Board regarding, among other matters, the planned scope and timing of the audit, significant audit findings, including any significant deficiencies in internal control that we identify during our audit, and other matters required by the auditing standards.

We also provide Audit & Supervisory Board members and the Audit & Supervisory Board with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

#### **Interest Required to Be Disclosed by the Certified Public Accountants Act of Japan**

Our firm and its designated engagement partners do not have any interest in the Group which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

# Accounting Auditor's Audit Report

## INDEPENDENT AUDITOR'S REPORT

May 14, 2024

To the Board of Directors of

TOBISHIMA CORPORATION

**Deloitte Touche Tohmatsu LLC, Tokyo office**

Designated Engagement Partner,

Certified Public Accountant: Katsumi Takizawa

Designated Engagement Partner,

Certified Public Accountant: Takusei Kashiwamura

### Opinion

Pursuant to Article 436, Paragraph 2, Item 1 of the Companies Act, we have audited the non-consolidated financial statements of TOBISHIMA CORPORATION (the "Company"), namely, the non-consolidated balance sheet as of March 31, 2024, and the non-consolidated statement of income and non-consolidated statement of changes in equity for the 81st fiscal year from April 1, 2023 to March 31, 2024, and the related notes and the accompanying supplemental schedules.

In our opinion, the accompanying non-consolidated financial statements present fairly, in all material respects, the financial position of the Company as of March 31, 2023, and its financial performance for the year then ended in accordance with accounting principles generally accepted in Japan.

### Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Non-consolidated Financial Statements section of our report. We are independent of the Company in accordance with the provisions of the Code of Professional Ethics in Japan, and we have fulfilled our other ethical responsibilities as auditors. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Other Information

The other information comprises the information included in the Business Report and the accompanying supplemental schedules. Management is responsible for the preparation and disclosure of other information. Audit & Supervisory Board members and the Audit & Supervisory Board are responsible for overseeing the Directors' execution of duties relating to the design and operating effectiveness of the controls over the other information.

Our opinion on the non-consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the non-consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the nonconsolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of Management and Audit & Supervisory Board Members and the Audit & Supervisory Board for the Non-consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the non-consolidated financial statements in accordance with the generally accepted accounting principles in Japan, and for such internal control as management determines is necessary to enable the preparation of non-consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the non-consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern in accordance with the generally accepted accounting

principles in Japan.

Audit & Supervisory Board members and the Audit & Supervisory Board are responsible for overseeing the Directors' execution of duties relating to the design and operating effectiveness of the controls over the Company's financial reporting process.

### Auditor's Responsibilities for the Audit of the Non-consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the non-consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these non-consolidated financial statements.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the non-consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks. The procedures selected depend on the auditor's judgment. In addition, we obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion;
- obtain, when performing risk assessment procedures, an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control;
- evaluate the appropriateness of accounting policies used by management and the method of application thereof as well as and the reasonableness of accounting estimates and related disclosures made by management;
- conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the non-consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern; and
- evaluate whether the overall presentation and disclosures of the non-consolidated financial statements are in accordance with accounting principles generally accepted in Japan, as well as the overall presentation, structure and content of the non-consolidated financial statements, including the disclosures, and whether the non-consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with Audit & Supervisory Board members and the Audit & Supervisory Board regarding, among other matters, the planned scope and timing of the audit, significant audit findings, including any significant deficiencies in internal control that we identify during our audit, and other matters required by the auditing standards.

We also provide Audit & Supervisory Board members and the Audit & Supervisory Board with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

### Interest Required to Be Disclosed by the Certified Public Accountants Act of Japan

Our firm and its designated engagement partners do not have any interest in the Company which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

# Audit & Supervisory Board’s Audit Report

## AUDIT REPORT

With respect to the directors’ performance of their duties during the 81st fiscal year from April 1, 2023 to March 31, 2024, the Audit & Supervisory Board has prepared this audit report after deliberations based on the audit reports prepared by each Audit & Supervisory Board member, and hereby report as follows:

### 1 Method and Contents of Audit by Audit & Supervisory Board members and the Audit & Supervisory Board

The Audit & Supervisory Board has established the audit policies, assignment of duties, etc. and received a report from each Audit & Supervisory Board member regarding the status of implementation of their audits and results thereof. In addition, the Audit & Supervisory Board has received reports from the directors, etc., and the Accounting Auditor regarding the status of performance of their duties, and requested explanations as necessary.

In conformity with the Audit & Supervisory Board members and auditing standards established by the Audit & Supervisory Board, and in accordance with the audit policies and assignment of duties, etc., each Audit & Supervisory Board member endeavored to facilitate a mutual understanding with the directors, the internal audit department and other employees, etc., endeavored to collect information and maintain and improve the audit environment, and attended the meetings of the Board of Directors and other important meetings, received reports on the status of performance of duties from the directors and other employees, requested explanations as necessary, examined important approval/decision documents, and inspected the status of the corporate affairs and assets at the head office and other principal business locations. Each Audit & Supervisory Board member received reports periodically from the directors and other employees, etc., requested explanations as necessary and expressed opinions on the status of the system to ensure that the directors’ performance of their duties, described in the Business Report, complied with all laws, regulations and the articles of incorporation of TOBISHIMA CORPORATION, the resolutions of the Board of Directors meetings complied with Article 100, paragraphs 1 and 3 of the Ordinance for Enforcement of the Companies Act of Japan as being necessary for ensuring the appropriateness of the corporate affairs of the group comprising a joint-stock company and its subsidiaries, the internal control systems maintained by the resolutions, and the structure and operation of the systems.

As for the internal control system for financial reporting, each Audit & Supervisory Board member received reports on the evaluation of such internal control and the status of audit from the directors, etc. and Deloitte Touche Tohmatsu LLC and requested explanations as necessary.

With respect to the subsidiaries, each Audit & Supervisory Board member endeavored to facilitate a mutual understanding and exchanged information with the directors and Audit & Supervisory Board members, etc., of each subsidiary and received from subsidiaries reports on their respective business, as necessary. Based on the methods described above, the Audit & Supervisory Board members reviewed the Business Report and the accompanying supplemental schedules for the fiscal year under review.

Each Audit & Supervisory Board member monitored and verified whether the Accounting Auditor maintained its independence and properly conducted its audit, received a report from the Accounting Auditor on the status of its performance of duties, and requested explanations as necessary. Each Audit & Supervisory Board member was notified by the Accounting Auditor that it had established a “system to ensure that the performance of the duties of the Accounting Auditor was properly conducted” (the matters listed in the items of Article 131 of the Ordinance on Company Accounting) in accordance with the “Quality Control Standards for Audits” (Business Accounting Council on October 28, 2005), and requested explanations as necessary. Based on the methods described above, each Audit & Supervisory Board member examined the financial statements (non-consolidated balance sheet, non-consolidated statement of income and changes in equity, and schedule of individual notes) and the accompanying supplemental schedules thereto, as well as the consolidated accounting documents (consolidated balance sheets, consolidated statements of income and changes in equity, and schedule of consolidated notes), for the fiscal year under review.

### 2. Results of Audit:

- (1) Results of Audit of Business Report, etc.
  - (i) We acknowledge that the Business Report and the accompanying supplemental schedules thereto fairly present the status of TOBISHIMA CORPORATION in conformity with the applicable laws and regulations and the articles of incorporation of TOBISHIMA CORPORATION.
  - (ii) We acknowledge that no misconduct or material fact constituting a violation of any law or regulation or the articles of incorporation of TOBISHIMA CORPORATION was found with respect to the directors’ performance of their duties.
  - (iii) We acknowledge that the Board of Directors’ resolutions with respect to the internal control systems are appropriate. We did not find any matter to be mentioned with respect to the directors’ performance of their duties, described in the Business Report concerning the internal control systems, including the internal control for financial reporting.
- (2) Results of Audit of Accounting Documents and their Accompanying Supplemental Schedules
  - We acknowledge that the methods and results of audit performed by the Accounting Auditor, Deloitte Touche Tohmatsu LLC, are appropriate.
- (3) Results of Audit of Consolidated Accounting Documents
  - We acknowledge that the methods and results of audit performed by the Accounting Auditor, Deloitte Touche Tohmatsu LLC, are appropriate.

May 15, 2024

The Audit & Supervisory Board of  
TOBISHIMA CORPORATION

Hiroshi Ito (seal)  
Standing Audit & Supervisory Board Member  
Kiyoshi Usui (seal)  
Standing Audit & Supervisory Board Member  
Toshiya Natori (seal)  
Audit & Supervisory Board Member  
Aki Nakanishi (seal)  
Audit & Supervisory Board Member

(Note) Audit & Supervisory Board Members Toshiya Natori and Aki Nakanishi are outside Audit & Supervisory Board members as provided for in Article 2, Item 16 and Article 335, Paragraph 3 of the Companies Act.

# Corporate Outline

## Corporate Outline

Year of establishment	1883
Date of incorporation	March 1947
Paid-in capital	¥5,519,942,968

## Addresses of the Head Office and Branches, etc.

Head office	W Bldg., 1-8-15, Konan, Minato-ku, Tokyo 108-0075 Tel. 03-6455-8300
Research Institute of Technology	5472, Kimagase, Noda-shi, Chiba 270-0222 Tel. 04-7198-1101
Tohoku Branch	1-1-53, Kashiwagi, Aoba-ku, Sendai-shi, Miyagi 981-8540 Tel. 022-275-9951
Nagoya Branch	Nagoya Itochu Building, 1-5-11, Nishiki, Naka-ku, Nagoya-shi, Aichi 460-0003 Tel. 052-218-5760
Osaka Branch	Sompo Japan Doshomachi Building, 3-4-10, Doshomachi, Chuo-ku, Osaka-shi, Osaka 541-0045 Tel. 06-6227-6200
Kyushu Branch	Minamitenjin Building, 5-14-12, Watanabedori, Chuo-ku, Fukuoka-shi, Fukuoka Tel. 092-771-3563

## Memos for shareholders

Fiscal year	From April 1 each year to March 31 of the following year
Annual general meeting of shareholders	June each year
Record date	Voting rights at an annual general meeting of shareholders March 31 each year
Share unit number	100
Stock exchange	Tokyo Stock Exchange (securities code: 1805)
Shareholder register administrator/ Special account administrator	Mizuho Trust & Banking Co., Ltd. 1-3-3, Marunouchi, Chiyoda-ku, Tokyo

	Shareholders who have accounts at securities stock companies	Shareholders who have special accounts
Mailing address		Stock Transfer Agency Department, Mizuho Trust & Banking Co., Ltd. 2-8-4, Izumi, Suginami-ku, Tokyo, 168-8507
Telephone	Please contact your securities company.	Toll-free: 0120-288-324 (9:00-17:00, except Saturdays, Sundays and holidays)
Handling agent		Mizuho Trust & Banking Co., Ltd. Head office and branches in Japan

Buyback or additional purchase fee for shares less than one unit: No fee

Method of public notice      Electronic public notice  
[\(https://www.tobishima.co.jp/\)](https://www.tobishima.co.jp/).  
 In the case where public notice cannot be made via electronic media due to unavoidable reasons, it will be published in the Nihon Keizai Shimbun.

## Notice

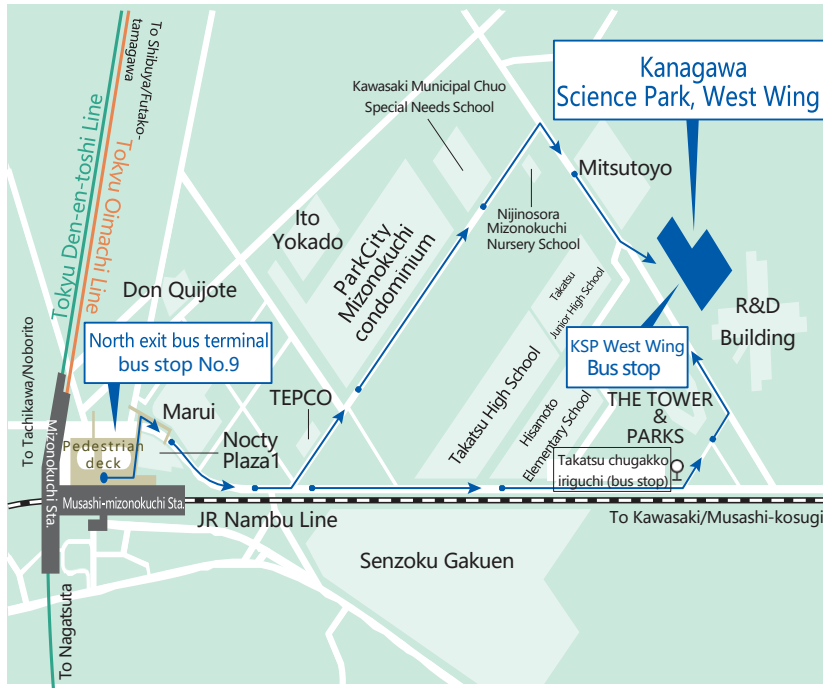
The results of resolution will be published on the Company's website and disclosed in an extraordinary report after the conclusion of this Annual General Meeting of Shareholders.

Please acknowledge that the notice of resolution will not be sent to shareholders.



## Map of the Venue

Venue	Kanagawa Science Park (KSP), West Wing 3rd Floor, KSP Hall 3-2-1, Sakado, Takatsu-ku, Kawasaki-shi, Kanagawa Tel. 044-819-2211 (representative)	
Date	Thursday, June 27, 2024	10:00 a.m. (Reception starts at 9:00 a.m.)



### Transportation

- Tokyu Den-en-toshi Line
- Tokyu Oimachi Line

**Mizonokuchi Station**  
(About a 15 minute walk)

- JR Nambu Line

**Musashi-mizonokuchi Station**  
(About a 15 minute walk)

Please take the shuttle bus from Mizonokuchi Station or Musashi-mizonokuchi Station.

Please get on a bus at the bus stop No.9 in the north exit bus terminal (aboveground). (It takes about 5 minutes.)

A special space is provided at the venue for shareholders in wheelchairs. Venue staff will direct you when you arrive at the venue.



A universal design front is used to ensure visibility and readability.