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(Code Number: 1887)

August 6, 2025

(Commencement of Electronic Provision of Documents: August 1, 2025)

To Shareholders with Voting Rights

Isao Hayashi
Representative Director and President
JDC CORPORATION
4-3-13 Toranomon, Minato-ku,
Tokyo, Japan

Notice of Convocation of the 96th Ordinary General Meeting of Shareholders

Dear Shareholders,

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

Please be notified that the 96th Ordinary General Meeting of Shareholders of JDC CORPORATION (the “Company”) will be held as described below.

When convening this Ordinary General Meeting of Shareholders, the Company has taken the electronic provision measures to provide information that constitutes the Reference Documents for the Ordinary General Meeting of Shareholders, etc. (matters subject to the electronic provision measures) and has posted these matters as the “Notice of Convocation of the 96th Ordinary General Meeting of Shareholders” on the following website on the Internet.

The Company website
<http://www.jdc-corporation.com/ir/>

In addition to the above, the Company also has posted this information on the following website on the Internet.

Tokyo Stock Exchange (TSE) website (Listed Company Search)
<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do>

Please access the TSE website above, enter “JDC CORPORATION” in the “Issue name (company name)” field or our code number “1887” in the “Code” field and click on “Search” to find search results. Then, click on “Basic information” and “Documents for public inspection/PR information” in this order to view the relevant information.

If you are unable to attend the meeting in person, please refer to the Reference Documents for the Ordinary General Meeting of Shareholders in the electronic provision measures and exercise your voting rights by 5:30 p.m. JST on Monday, August 25, 2025.

- 1. Date and Time:** Tuesday, August 26, 2025 at 10:00 a.m. JST
(Reception is scheduled to start at 9:00 a.m.)
- 2. Venue:** 5F Meeting Room, Head Office of the Company located at Hulin Kamiyacho Building, 4-3-13 Toranomon, Minato-ku, Tokyo, Japan
(If you need assistance when attending the General Meeting of Shareholders in person, please contact us in advance at +81-3-6777-7881 (the main number))

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report and the Consolidated Financial Statements for the Company's 96th fiscal year (June 1, 2024–May 31, 2025), and the results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
 2. The Non-consolidated Financial Statements for the Company's 96th fiscal year (June 1, 2024–May 31, 2025)

Proposals to be resolved:

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| Proposal 1 | Appropriation of Surplus |
| Proposal 2 | Election of 6 (six) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members) |
| Proposal 3 | Election of 3 (three) Directors Who Are Audit and Supervisory Committee Members |
| Proposal 4 | Election of 1 (one) Substitute Director Who Is an Audit and Supervisory Committee Member |

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- The documents mailed to shareholders who have not made a request for delivery of documents include the Notice of Convocation, the Reference Documents for the Ordinary General Meeting of Shareholders, and a summary of the Business Report.
 - In the documents mailed to shareholders who have made a request for delivery of documents, Consolidated Statements of Changes in Equity and Notes to Consolidated Financial Statements, and Non-consolidated Statements of Changes in Equity and Notes to Non-consolidated Financial Statements are not presented pursuant to the provisions of laws and regulations, and Article 14 of the Company's Articles of Incorporation. Accordingly, the documents mailed to shareholders constitute only part of the documents audited by the Audit and Supervisory Committee and the Accounting Auditor in the preparation of the Audit Report.
 - If any amendments are made to matters subject to the electronic provision measures, such amendments will be posted on the respective websites where the matters are posted.
 - If there are any significant changes in the operation of the Ordinary General Meeting of Shareholders, they will be posted on the Company's website.
The Company's website: <http://www.jdc-corporation.com/ir/>

Reference Documents for the Ordinary General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

Returning profits to shareholders is one of the priority issues of the Company's management. As a basic policy, the Company secures internal reserves needed to strengthen the financial standing and prepare for future business development, while maintaining stable dividends, after due consideration of the business results and the business environment.

In view of the above policy and the business results for the fiscal year under review, the Company proposes to pay 12 yen per share as a year-end dividend for the fiscal year under review. Accordingly, the annual dividend including an interim dividend of 10 yen will amount to 22 yen per share.

Based on the above, the surplus will be appropriated as follows.

Matters related to the year-end dividends

- (1) Type of dividend property
Cash
- (2) Allotment of dividend property and the total amount thereof
12 yen per common share of the Company
totaling 964,636,248 yen
- (3) Effective date for the dividends from surplus
August 27, 2025


Proposal 2: Election of 6 (six) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)


The terms of office of all 6 (six) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company proposes the election of 6 (six) Directors (excluding Directors who are Audit and Supervisory Committee Members).

The Audit and Supervisory Committee has expressed that there are no matters in particular that should be raised at the meeting about this proposal.


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


No.	Name	Current positions and responsibilities at the Company
1	Isao Hayashi Reappointment	Representative Director, President and CEO; COO
2	Yutaka Kikuchi Reappointment	Director; Executive Officer; General Manager, New Business & Regional Co-Creation Initiative Office; responsible for Safety & Health Management Office
3	Kenji Moriya New appointment	—
4	Hiroaki Takatsu Reappointment Outside	Director
5	Hidetaka Matsuishi Reappointment Outside	Director
6	Yukie Toge Reappointment Outside	Director


No.	Name (Date of birth) (Years as Director at meeting conclusion) (Male/Female)	Career summaries, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
1	 <p>Isao Hayashi (June 19, 1957) (Two years) (Male)</p> <p><u>Reappointment</u></p>	<p>April 1982 Joined the Company</p> <p>August 2011 General Manager of Civil Engineering Department, Tokyo Branch</p> <p>August 2013 Head of Civil Engineering Division</p> <p>June 2014 Executive Officer; Head of Civil Engineering Division</p> <p>September 2016 Executive Officer; Deputy Head of Civil Engineering Division</p> <p>June 2017 Managing Officer; Head of Safety, Quality, and Environment Division</p> <p>June 2018 Managing Officer</p> <p>June 2018 Senior Managing Officer; Head of Civil Engineering Division of Kokudo Kaihatsu Industry Co., Ltd.</p> <p>August 2018 Representative Director and President of Kokudo Kaihatsu Industry Co., Ltd.</p> <p>August 2023 Representative Director, President and CEO; and COO of the Company (incumbent)</p>	60,852	
<p>[Reason for nomination as a candidate for Director] Mr. Isao Hayashi has accumulated experience at the forefront of the civil engineering business since joining the Company, and has held prominent posts, including Head of Civil Engineering Division and Head of Safety, Quality, and Environment Division successively. Since August 2018, as Representative Director and President of Kokudo Kaihatsu Industry Co., Ltd., a group company, he had contributed to expanding its business. Since he assumed the position of Representative Director and President of the Company in August 2023, he has strived to turn around the civil engineering and building businesses in challenging business environments. The Company believes that he is able to contribute to enhancing the Group's corporate value by using his abundant experience and strong leadership, with the aim of achieving a "return to a growth trajectory" through the restructuring of the management foundation to generate sustainable profit, as outlined in the Medium-Term Management Plan 2027. Therefore, the Company renominated him as a candidate for Director.</p> <p>[Attendance at the Board of Directors meetings] 100% (attended 15 out of 15 meetings)</p>				

No.	Name (Date of birth) (Years as Director at meeting conclusion) (Male/Female)	Career summaries, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
2	 <p>Yutaka Kikuchi (November 15, 1965) (Two years) (Male)</p> <p>Reappointment</p>	<p>April 1989 Joined the Company</p> <p>August 2002 Site Manager of Morioka Site, Tohoku Branch</p> <p>June 2018 General Manager of Sales Department (Tohoku), Building Division</p> <p>August 2019 General Manager of Civil Engineering Sales Department (Tohoku), Civil Engineering Division; General Manager of Tohoku Branch</p> <p>June 2023 Executive Officer; Deputy Head of Civil Engineering Division; General Manager of General Marketing Management Department</p> <p>August 2023 Director; Executive Officer in charge of General Marketing Management</p> <p>June 2024 Director; Executive Officer; General Manager of Strategic Business Promotion Office; responsible for Safety & Health Management Office</p> <p>June 2025 Director; Executive Officer; General Manager of New Business & Community Co-Creation Promotion Office; responsible for Safety & Health Management Office (incumbent)</p>		30,272
<p>[Reason for nomination as a candidate for Director] Mr. Yutaka Kikuchi has been involved in the commercial sales division, especially in the Tohoku region, for many years, and has held prominent posts, including General Manager of Tohoku Branch. Since June 2024, leveraging his abundant experience in the commercial sales division, he has served as General Manager of the Strategic Business Promotion Office (currently the New Business & Regional Co-Creation Initiative Office), which was set up for the purpose of developing new businesses segments. In this role, he has been engaged in new business development activities such as community development and decarbonization. The Company believes that he is able to contribute to enhancing the Group's corporate value by using his strong management skills and extensive network of contacts in promoting the "Create New Businesses & Regional Co-creation," as outlined in the Medium-Term Management Plan 2027. Therefore, the Company renominated him as a candidate for Director.</p> <p>[Attendance at the Board of Directors meetings] 100% (attended 15 out of 15 meetings)</p>				

No.	Name (Date of birth) (Years as Director at meeting conclusion) (Male/Female)	Career summaries, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	 <p>Kenji Moriya (March 19, 1963) (–) (Male)</p> <p>New appointment</p>	<p>April 1986 Joined the Company</p> <p>June 2014 General Manager of Building Department 3, Building Business Division, East Japan Regional Office</p> <p>April 2017 General Manager of Cost Management Department, Building Business Division, West Japan Regional Office</p> <p>December 2018 General Manager of Building Department, West Japan Building Business Unit (Osaka), Building Division</p> <p>June 2020 Deputy Head of Building Division; General Manager of Tokyo Branch</p> <p>October 2020 Deputy Head of Building Division; General Manager of Facilities Department; General Manager of Project Management Department</p> <p>June 2021 Executive Officer; Deputy Head of Building Division; General Manager of Facilities Department; General Manager of Remodeling Department</p> <p>June 2022 Executive Officer; Building Division (in charge of remodeling); seconded to Kokudo BuilACE Corporation</p> <p>August 2022 Executive Officer; Building Division (in charge of remodeling) of the Company; Executive Director of Kokudo BuilACE Corporation</p> <p>August 2023 Representative Director and President of Kokudo BuilACE Corporation (incumbent)</p>	55,730
<p>[Reason for nomination as a candidate for Director] Mr. Kenji Moriya has accumulated abundant experience, particularly in the building business, since joining the Company, and has held prominent posts in the building division successively. Since he assumed the position of Representative Director and President of Kokudo BuilACE Corporation, a group company, in August 2023, he has led the company to significantly improved performance, through its specialization in renewal projects. Under the Medium-Term Management Plan 2027, the building business aims to “From Stable to Growth Business,” with a particular emphasis on developing services that support the entire building lifecycle, including renewal projects. The Company newly nominated him as a candidate for Director to align with his continued role as Representative Director and President of Kokudo BuilACE Corporation and to leverage his abundant experience and management skills to enhance corporate value of the entire Group.</p> <p>[Attendance at the Board of Directors meetings] –</p>			

No.	Name (Date of birth) (Years as Outside Director at meeting conclusion) (Male/Female)	Career summaries, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
4	 <p>Hiroaki Takatsu (October 2, 1952) (Six years) (Male)</p> <p>Reappointment Outside</p>	<p>April 1977 Joined Tokyo Electric Power Company</p> <p>June 2010 Managing Director, General Manager of R&D Division of Tokyo Electric Power Company</p> <p>June 2011 Managing Director; General Manager of Customer Service Division</p> <p>June 2012 Joined TOKO ELECTRICAL CONSTRUCTION CO., LTD. as Representative Director and President</p> <p>June 2014 Representative Director and President of TAKAOKA TOKO CO., LTD.</p> <p>June 2018 Representative Director and Chairman</p> <p>June 2019 Advisor</p> <p>August 2019 Joined the Company; Director (incumbent)</p>	6,438
<p>[Reason for nomination as a candidate for Outside Director and overview of expected role, etc.] Mr. Hiroaki Takatsu served on the management of a company as a Representative Director and possesses abundant experience and a wide range of insight. Since assuming the position of Director of the Company in August 2019, he has appropriately supervised the Group's business execution and given advice on the overall management, primarily in the fields of "corporate management," "human resources development," and "ICT & DX," fulfilling his role expected of Outside Director appropriately. Following his appointment, we expect him to continue to provide management supervision and advice as an Outside Director.</p> <p>[Attendance at the Board of Directors meetings] 100% (attended 15 out of 15 meetings)</p>			

No.	Name (Date of birth) (Years as Outside Director at meeting conclusion) (Male/Female)	Career summaries, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
5	 <p>Hidetaka Matsuishi (February 22, 1957) (Three years) (Male)</p> <p>Reappointment Outside</p>	<p>April 1981 Joined Ricoh Company, Ltd.</p> <p>October 2000 General Manager of SCM Innovation Center, Marketing Group of Ricoh Company, Ltd.</p> <p>January 2003 President of Nishi Tokyo Ricoh Co., Ltd.</p> <p>April 2005 President of Ricoh Tohoku Co., Ltd.</p> <p>April 2008 General Manager of Business Strategy Center, Marketing Group of Ricoh Company, Ltd.</p> <p>April 2009 General Manager of Major Accounts Marketing Division, Marketing Group</p> <p>July 2009 Representative Director and President of Ricoh IT Solutions Co., Ltd.</p> <p>April 2014 Group Executive Officer (Corporate Senior Vice President) of Ricoh Company, Ltd. Representative Director, President and CEO of RICOH LEASING COMPANY, LTD.</p> <p>June 2016 Corporate Senior Vice President General Manager of Japan Marketing Group of Ricoh Company, Ltd. Representative Director, President and CEO of Ricoh Japan Corporation</p> <p>April 2018 Corporate Executive Vice President CFO of Ricoh Company, Ltd. General Manager of Business Planning Division</p> <p>June 2018 Director of Ricoh Company, Ltd.</p> <p>April 2021 Executive Corporate Officer General Manager of Corporate Planning Division</p> <p>August 2022 Joined the Company; Director (incumbent)</p> <p>June 2023 Outside Director (Audit and Supervisory Committee Member) of SCSK Corporation (incumbent)</p>	1,145
<p>[Reason for nomination as a candidate for Outside Director and overview of expected role, etc.] Mr. Hidetaka Matsuishi has held prominent posts in a company that is engaged in a business different from the construction business, which is the Company's main business, and possesses extensive knowledge of corporate management. Since assuming the position of Director of the Company in August 2022, he has provided supervision and advice primarily in the fields of "corporate management," "accounting," "ICT & DX," and "sales," fulfilling his role expected of Outside Director appropriately. Following his appointment, we expect him to continue to provide supervision and advice on the overall management of the Company as an Outside Director, utilizing the knowledge and insight he has gained thus far.</p> <p>[Attendance at the Board of Directors meetings] 100% (attended 15 out of 15 meetings)</p>			

No.	Name (Date of birth) (Years as Outside Director at meeting conclusion) (Male/Female)	Career summaries, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
6	 Yukie Toge (December 22, 1966) (Three years) (Female) <div>Reappointment</div> <div>Outside</div>	May 1999 Registered as a Certified Public Accountant February 2003 Head of Toge Yukie CPA Office (incumbent) June 2007 Representative Director of Felice Consulting Ltd. (incumbent) March 2019 Outside Director (Audit & Supervisory Committee Member) of Mabuchi Motor Co., Ltd. June 2019 Outside Audit & Supervisory Board Member of Seven Bank, Ltd. August 2022 Joined the Company; Director (incumbent)	3,099
<p>[Reason for nomination as a candidate for Outside Director and overview of expected role, etc.]</p> <p>Ms. Yukie Toge has expertise as a certified public accountant, along with extensive insight into and abundant practical experience in IT and internal controls, having worked for many years in consulting in the fields of accounting and IT. Furthermore, she has achievements through multifaceted involvement in corporate management, having serving as an outside director for several publicly traded companies engaged in domains different from the Company's main business. Since assuming the position of Director of the Company in August 2022, she has provided supervision and advice primarily in the fields of "accounting," "human resources development," and "ICT & DX," fulfilling her role expected of Outside Director appropriately. Following her appointment, we expect her to continue to provide supervision and advice on the overall management of the Company as an Outside Director, utilizing the experience and knowledge she has gained thus far.</p> <p>[Attendance at the Board of Directors meetings]</p> <p>100% (attended 15 out of 15 meetings)</p>			

(Notes)

1. The "number of shares of the Company held" by each of the candidates for Director (excluding Directors who are Audit and Supervisory Committee Members) presents the number of shares including those held through JDC Officers Shareholding Association.
2. There are no special interests between any of the candidates and the Company.
3. Mr. Hidetaka Matsuishi is Director (Audit and Supervisory Committee Member) of SCSK Corporation. In the most recent fiscal year, the amount of annual transactions between the Company and SCSK Corporation was less than 2% of consolidated net sales of each company.
4. Ms. Yukie Toge is Head of Toge Yukie CPA Office and Representative Director of Felice Consulting Ltd. However, there are no transactions between those two companies and the Company.
5. Mr. Hiroaki Takatsu, Mr. Hidetaka Matsuishi, and Ms. Yukie Toge are candidates for Outside Director. The Company has filed a notification indicating their status as independent directors prescribed by the Tokyo Stock Exchange. If they are reappointed as Directors, the Company will file a notification confirming the continuation of their status as independent directors.
6. If the election of Mr. Hiroaki Takatsu, Mr. Hidetaka Matsuishi, and Ms. Yukie Toge are approved, the Company will continue to sign an agreement with them to limit their liabilities to the amount stipulated by laws and regulations, in accordance with Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation of the Company.
7. The Company has entered into a liability insurance agreement for officers, etc. with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The outline of the agreement is described on page 32 of the Business Report (4. (3) Outline of the Content of Liability Insurance Agreement for Officers, etc.) (in Japanese). If the elections of the candidates for Director are approved, they will be included as insured parties in said insurance agreement.
8. Ms. Yukie Toge's name in her family register is Yukie Iijima.


Proposal 3: Election of 3 (three) Directors Who Are Audit and Supervisory Committee Members


The terms of office of all 3 (three) Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company proposes the election of 3 (three) Directors who are Audit and Supervisory Committee Members.


The Audit and Supervisory Committee has given its prior consent to this proposal.

The candidates for Directors who are Audit and Supervisory Committee Members are as follows:

No.	Name	Current positions and responsibilities at the Company
1	Ichiro Sone New appointment	Director
2	Fumihiko Kamoshida Reappointment Outside	Director, Audit and Supervisory Committee Member
3	Kensaku Watanabe Reappointment Outside	Director, Audit and Supervisory Committee Member

No.	Name (Date of birth) (Years as Director at meeting conclusion) (Years as Director who is an Audit and Supervisory Committee Member) (Male/Female)	Career summaries, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	 <p>Ichiro Sone (March 25, 1960) (Seven years) (-) (Male)</p> <p>New appointment</p>	<p>April 1982 Joined the Company</p> <p>June 2005 General Manager of Administration Department, Kyushu Branch</p> <p>June 2010 General Manager of Sales Department, Kyushu Branch</p> <p>June 2014 General Manager of Kyushu Branch</p> <p>June 2015 General Manager of Development Business Division</p> <p>August 2016 Executive Officer; General Manager of Development Business Division</p> <p>April 2017 Executive Officer; Deputy General Manager of Planning Office</p> <p>August 2018 Director; Managing Officer; General Manager of Planning Office</p> <p>September 2018 Director; Managing Officer; General Manager of Planning Office; responsible for Research & Development Center</p> <p>August 2019 Director; Senior Managing Officer; Head of Real Estate Development & Energy Division; responsible for Research & Development Center</p> <p>April 2020 Director; Senior Managing Officer; Head of Real Estate Development & Energy Division</p> <p>June 2021 Director; Executive Vice President; Head of Administration Division</p> <p>June 2022 Director; Executive Vice President and COO; Head of Administration Division and CFO</p> <p>July 2023 Representative Director; Executive Vice President and COO; Head of Administration Division and CFO</p> <p>August 2023 Director (incumbent)</p>	64,115
<p>[Reason for nomination as a candidate for Director who is an Audit and Supervisory Committee Member]</p> <p>Mr. Ichiro Sone has been involved in overall management as a Director since August 2018. Subsequently, he has consecutively held prominent posts as Head of the Real Estate Development & Energy Division and Head of the Administration Division. Starting in July 2023, he acted on behalf of President, as Representative Director and Executive Vice President. Accordingly, he possesses abundant experience in and deep insight into business operations and corporate management. In addition, his experience as CFO has provided him with a high level of expertise in finance and accounting. The Company believes that such experience and expertise will be highly beneficial in auditing and supervising the legitimacy and appropriateness of the Group's business execution, and newly nominated him as a candidate for Director who is an Audit and Supervisory Committee Member.</p> <p>[Attendance at the Board of Directors meetings] [Attendance at the Audit and Supervisory Committee meetings]</p> <p>100% (attended 15 out of 15 meetings) —</p>			

No.	Name (Date of birth) (Years as Outside Director at meeting conclusion) (Years as Director who is an Audit and Supervisory Committee Member at meeting conclusion) (Male/Female)	Career summaries, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
2	 <p>Fumihiko Kamoshida (December 21, 1951) (Six years) (Six years) (Male)</p> <p>Reappointment Outside</p>	<p>April 1974 Joined The Long-Term Credit Bank of Japan, Ltd. October 1997 General Manager of International Sales Office November 1998 Joined Chugai Pharmaceutical Co., Ltd. March 2010 Senior Vice President; Head of Legal Dept. May 2014 Chief of Secretariat, Nagashima Ohno & Tsunematsu October 2015 Auditor of The Japan Foundation November 2016 Civil conciliation commissioner at the Tokyo Summary Court August 2019 Director, Audit and Supervisory Committee Member of the Company (incumbent)</p>	0
<p>[Reason for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee Member and overview of expected role, etc.]</p> <p>Mr. Fumihiko Kamoshida possesses extensive practical experience at a financial institution and a general company as well as abundant overseas business experience. Since assuming the position of Director who is an Audit and Supervisory Committee Member in August 2019, he has audited and supervised the execution of duties by Directors from an objective perspective without prejudice, primarily in the fields of “finance,” and “compliance,” fulfilling his role expected of Outside Director appropriately. To drive the Group’s sustainable growth and enhance its medium- to long-term corporate value, we consider it essential to continuously strengthen and advance management’s supervisory functions, ensuring compliance and risk management. Following his appointment, we expect him to continue to make significant contributions to strengthening the functions of the Audit and Supervisory Committee as an Outside Director, utilizing the knowledge and insight he has gained thus far.</p> <p>[Attendance at the Board of Directors meetings] [Attendance at the Audit and Supervisory Committee meetings] 100% (attended 15 out of 15 meetings) 100% (attended 12 out of 12 meetings)</p>			

No.	Name (Date of birth) (Years as Outside Director at meeting conclusion) (Years as Director who is an Audit and Supervisory Committee Member at meeting conclusion) (Male/Female)	Career summaries, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	 <p>Kensaku Watanabe (February 17, 1971) (Two years) (Two years) (Male)</p> <p>Reappointment Outside</p>	<p>April 1997 Admitted to the bar (Dai-Ichi Tokyo Bar Association)</p> <p>April 1997 Joined Okazaki, Ohashi & Maeda (currently Tokei Partners)</p> <p>January 1999 Adjunct Trustee of the Company</p> <p>January 2006 Partner, Tokei Partners (incumbent)</p> <p>June 2016 Outside Audit and Supervisory Board Member of T&D Financial Life Insurance Company</p> <p>June 2020 Outside Director, T&D Holdings, Inc. (incumbent)</p> <p>August 2023 Director, Audit and Supervisory Committee Member of the Company (incumbent)</p>	0
<p>[Reason for nomination as a candidate for Outside Director who is an Audit and Supervisory Committee Member and overview of expected role, etc.]</p> <p>Mr. Kensaku Watanabe has sophisticated expertise and a wide range of insight as an attorney-at-law with expertise in corporate legal affairs. He is also well-versed in governance systems, having served as Outside Director at a financial holding company and as Outside Audit and Supervisory Board Member at a life insurance firm. Since assuming the position of Director who is an Audit and Supervisory Committee Member in August 2023, he has audited and supervised the execution of duties by Directors from an objective perspective without prejudice, primarily in the field of “legal affairs and compliance,” fulfilling his role expected of Outside Director appropriately. To drive the Group’s sustainable growth and enhance its medium- to long-term corporate value, we consider it essential to continuously strengthen and advance management’s supervisory functions, ensuring compliance and risk management. Following his appointment, we expect him to continue to make significant contributions to strengthening the functions of the Audit and Supervisory Committee as an Outside Director, utilizing the knowledge and insight he has gained thus far.</p> <p>[Attendance at the Board of Directors meetings] [Attendance at the Audit and Supervisory Committee meetings] 100% (attended 15 out of 15 meetings) 100% (attended 12 out of 12 meetings)</p>			

(Notes)

1. The “number of shares of the Company held” by Mr. Ichiro Sone presents the number of shares including those held through JDC Officers Shareholding Association.
2. There are no special interests between any of the candidates and the Company.
3. Mr. Kensaku Watanabe is an attorney-at-law and the Company pays attorney’s fees, etc. to the law firm he is affiliated to.
4. Mr. Fumihiko Kamoshida and Mr. Kensaku Watanabe are candidates for Outside Directors who are Audit and Supervisory Committee Members. The Company has filed a notification indicating the status of Mr. Fumihiko Kamoshida and Mr. Kensaku Watanabe as independent directors prescribed by the Tokyo Stock Exchange. If they are reappointed as Directors, the Company will file a notification confirming the continuation of their status as independent directors.
5. The Company has concluded agreements with Mr. Fumihiko Kamoshida and Mr. Kensaku Watanabe to limit their liability for damages to the amount stipulated by laws and regulations, in accordance with Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation of the Company. If their reappointment is approved, the Company will extend the aforementioned agreements with both of them.
6. If the election of Mr. Ichiro Sone is approved, the Company will sign an agreement with him to limit his liability for damages to the amount stipulated by laws and regulations, in accordance with Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation of the Company.
7. The Company has entered into a liability insurance agreement for officers, etc. with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The outline of the agreement is described on page 32 of the Business Report (4. (3) Outline of the Content of Liability Insurance Agreement for Officers, etc.) (in Japanese). If the elections of the candidates for Director who is Audit and Supervisory Committee Member are approved, they will be included as insured parties in said insurance agreement.


Proposal 4: Election of 1 (one) Substitute Director Who Is an Audit and Supervisory Committee Member

To prepare for contingencies where the number of Directors who are Audit and Supervisory Committee Members falls below the statutory requirement, the Company proposes the prior election of 1 (one) substitute Director who is an Audit and Supervisory Committee Member.

The effect of the election will cease if cancelled by a resolution of the Company's Board of Directors, provided the cancellation occurs before the candidate takes office.

The Audit and Supervisory Committee has given its prior consent to this proposal.

The candidate for substitute Director who is an Audit and Supervisory Committee Member is as follows:

Name (Date of birth) (Male/Female)	Career summaries, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
 Seiko Noda (February 17, 1964) (Female) <div>Outside</div>	April 1986 Joined The Awa Bank, Ltd. April 1999 Admitted to the bar (Dai-Ichi Tokyo Bar Association) Joined Nagasawa & Partners (incumbent) June 2007 Outside Audit & Supervisory Board Member of TSUMURA & CO. June 2018 Outside Director who is an Audit & Supervisory Committee Member of The Awa Bank, Ltd. (incumbent) April 2019 Vice President of the Dai-Ichi Tokyo Bar Association April 2023 Specially Appointed Professor, Hitotsubashi University School of Law (incumbent)	0
[Reason for nomination as a candidate for substitute Outside Director who is an Audit and Supervisory Committee Member and overview of expected role, etc.] Ms. Seiko Noda has abundant experience and expertise in fields such as corporate legal affairs, gained for many years of practice as an attorney-at-law. While she has not had direct involvement in corporate management, she is well-versed in governance systems, having served as Outside Director who is an Audit & Supervisory Committee Member in the financial sector. To drive the Group's sustainable growth and enhance its medium- to long-term corporate value, we consider it essential to strengthen management's supervisory functions, ensuring legal risk management. The Company believes that her expertise and experience will make significant contributions to strengthening the functions of the Audit and Supervisory Committee of the Company, and nominated her as a candidate for substitute Director who is an Audit and Supervisory Committee Member.		

(Notes)

1. There are no special interests between the candidate and the Company.
2. Ms. Seiko Noda is a candidate for substitute Outside Director who is an Audit and Supervisory Committee Member.
3. If Ms. Seiko Noda takes office as a Director who is an Audit and Supervisory Committee Member, the Company intends to conclude an agreement with her to limit her liability for damages to the amount stipulated by laws and regulations, in accordance with Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation of the Company.
4. If Ms. Seiko Noda takes office as a Director who is an Audit and Supervisory Committee Member, the Company will file a notification indicating her status as an independent director, as prescribed by the Tokyo Stock Exchange.
5. The Company has entered into a liability insurance agreement for officers, etc. with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The outline of the agreement is described on page 32 of the Business Report (4. (3) Outline of the Content of Liability Insurance Agreement for Officers, etc.) (in Japanese). If Ms. Seiko Noda takes office as a Director who is an Audit and Supervisory Committee Member, she will be included as an insured party upon taking office.

Reference

If all candidates stated in this Notice are appointed as proposed, the Board of Directors will have members with diverse expertise as follows.

Name	Position	Main areas of expertise					
		Corporate management	Finance and Accounting	Legal affairs Compliance	Human resource development	ICT & DX Technological development Construction technology	Sales Marketing
Isao Hayashi	Representative Director, President and CEO; COO	○				○	○
Yutaka Kikuchi	Director; Executive Officer; General Manager, New Business & Regional Co-Creation Initiative Office; responsible for Safety & Health Management Office	○					○
Kenji Moriya	Director; Representative Director and President, Kokudo BuilACE Corporation	○				○	○
Hiroaki Takatsu	Director (Outside)	○			○	○	
Hidetaka Matsuishi	Director (Outside)	○	○			○	○
Yukie Toge	Director (Outside)		○		○	○	
Ichiro Sone	Director, Full-time Audit and Supervisory Committee Member	○	○				
Fumihiko Kamoshida	Director, Audit and Supervisory Committee Member (Outside)	○	○	○			
Kensaku Watanabe	Director, Audit and Supervisory Committee Member (Outside)			○			

Definition of Each Skill

Corporate management	Having experience in corporate management (including sustainability and ESG) gained as Director or through other posts in a publicly traded company or the Group, or equivalent knowledge/experience
Finance and Accounting	Having professional knowledge on/experience in finance and accounting gained as a certified public accountant or through other posts, or management experience at a financial institution
Legal affairs Compliance	Having knowledge/experience relating to legal affairs or compliance gained as an attorney-at-law or through other posts
Human resource development	Having knowledge/experience relating to strengthening human capital, diversity & inclusion, and human resource management
ICT & DX Technological development Construction technology	Having knowledge/experience relating to telecommunications, digital transformation (DX), technological development, or construction technologies
Sales Marketing	Having knowledge on/experience in sales and marketing relating to business in a publicly traded company or the Group