

Notice of the 56th Ordinary Shareholders Meeting

Date : Wednesday, 10:00 AM (Japan Standard Time), June 23, 2021 (Start of reception : 9:30AM)

Place: 3rd Floor, Takamatsu Construction Group Co., Ltd. 1-2-3 Shin-Kitano, Yodogawa-ku, Osaka

VOTING DEADLINES (by post or internet)

5:30PM, June 22, 2021 (Tuesday)

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Notice of No Gift Distribution

Considering the fairness between shareholders present at the Meeting and shareholders finding difficulty to attend the Meeting, gifts to attending shareholders at the Meeting will not be distributed from this Shareholders Meeting. We ask for your understanding towards this change

【Booklet P1】

--- Group Principles ---

1. Unified Goal

The directions of all Takamatsu Group Companies are One.

2. Respect Independence

All Takamatsu Group Companies mutually respect uniqueness of the Companies.

3. Cooperate and Compete

All Takamatsu Group Companies try to harmonize cooperation and competition within the Group.

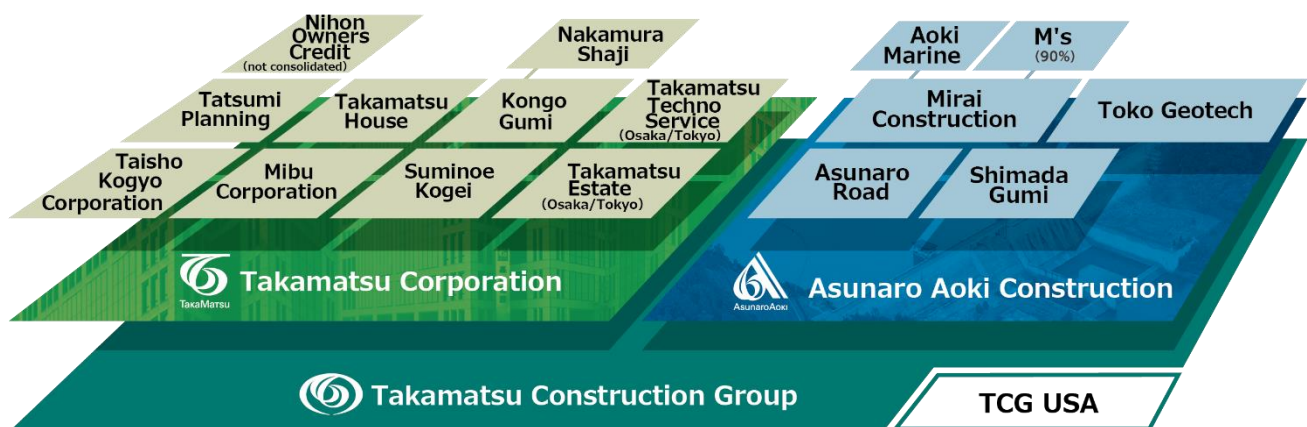
4. Value Standard

All Takamatsu Group Companies, Directors and Employees will think about corporate profit when making value decisions. However, this applies within the principle of good faith.

--- TCG Group Formation ---

Takamatsu Construction Group is one of the rare construction companies in Japan that has expanded through multiple mergers and acquisitions. Our Group is comprised of 21 companies, which are further grouped into 12 Takamatsu Group companies, 7 Asunaro Aoki Group companies, Takamatsu Construction Group Co.,Ltd., the holding company, as well as TCG USA Inc., an overseas Group company. (Nihon Owners Credit Co.,Ltd. Is an unconsolidated subsidiary, as well as 5 other small consolidated companies that are not shown in this chart. And we have one equity method affiliate.) We will continue to look for further opportunities to expand our Group.

<Chart : Shareholding ratio is 100% for all companies except M's. >



【Booklet P2】

--- Management Credo ---

We conduct the construction business as a mutually complimentary activity vital to society.

To Our Shareholders

Thank you for your continued support towards us and we are pleased to deliver our shareholders our invitation of 56th Regular General Shareholders Meeting.

In the fiscal year ended March 31, 2021, the economic situation was extremely severe due to the epidemic of the COVID-19 infection, which severely curtailed economic activities and the movement of people within and outside Japan. The economy gradually showed signs of recovery due to the gradual resumption of economic activities from the middle of the fiscal year ending March 31, 2021 and the effects of economic measures. However, with the re-expansion of COVID-19 infection, personal consumption such as accommodation and eating and drinking has been weakened. The financial results for the fiscal year ended March 2021 were also affected by such economic conditions. However, excluding orders, both sales and operating income exceeded the targets.

In February of this year, Takamatsu Corporation purchased Taisho Kogyo Corporation, which serves the Takatsuki and Hokusetsu areas of Osaka Prefecture, a subsidiary of Takamatsu Corporation. As a result of this acquisition, we expect that Taisho Kogyo Corporation will receive orders for smaller projects that Takamatsu Corporation had previously avoided receiving. In addition, Niigata Mirai Construction, which was spun off from Mirai Construction, has been performing well in the Uonuma region of Niigata Prefecture. However, for the future development of Niigata Mirai Construction, we thought it best to transfer the company to a company with a strong background in Niigata Prefecture. In March of this year, we transferred all of shares to HONMAROAD Corporation.

In the fiscal year ending March 2022, under the theme of "Rebuilding the significance of the existence of the group," we will provide new added value to our customers and stakeholders by adapting to the drastically changing society, such as population decline, SDGs, DX, and the COVID-19 disaster, and by improving the Group's capabilities. And for our consolidated performance, we are targeting orders receive of 327 billion yen, sales of 290 billion yen, and operating profit of 13 billion yen, and we will proceed with our business to achieve these targets.

We ask for the further understanding and support from our shareholders.

June 2, 2021

Representative Director and President

Hiroataka Takamatsu

【Booklet P3】

Securities Code 1762

June 2, 2021

To our Shareholders :

Hiroataka Takamatsu
Representative Director and President
Takamatsu Construction Group Co., Ltd.
1-2-3 Shin-Kitano, Yodogawa-ku, Osaka

Notice of the 56th Ordinary Shareholders Meeting

You are cordially invited to attend the 56th Ordinary Shareholders Meeting of the Company. The Meeting will be held as described below.

If you are unable to attend the Meeting, you can exercise your voting rights by paper ballot, or via the internet. Please review “Instructions for Exercising Your Voting Rights” on Page 4 to 5 of the booklet to exercise your voting rights in accordance with the guidance hereinafter no later than 5:30 PM (the end of our office hour), Tuesday, June 22, 2021.

Details :

1. Date and Time

10:00 AM, Wednesday, June 23, 2021

(Reception will start at 9:30 AM)

2. Place

1-2-3 Shin-Kitano, Yodogawa-ku, Osaka

Conference Room, 3rd Floor (Please refer to the map shown on the last page of the booklet, as well as the last page of this document.)

3. Agenda

Subjects to be Reported

1. Business Report, Consolidated Financial Statements and their auditing reports by Accounting Auditor and Auditors of the Board for the fiscal year that ended March 31, 2021 (the 56th Business Year commenced on April 1, 2020 and ended March 31, 2021).
2. Non-consolidated Financial Statements for the fiscal year that ended March 31, 2021 (the 56th Business Year commenced on April 1, 2020 and ended March 31, 2021).

Matters to be Voted Upon by Shareholders

1. Election of Eleven (11) Directors of the Board

(Footnote)

- ◎ Gifts to attending shareholders at the Meeting will not be distributed in the Shareholders Meeting. We ask for your understanding towards this change.

- ◎ Payment of Fiscal Year End Dividends, 56th Business Year

At the Board of Directors of the Company held on May 12, 2021, it was resolved that the Company will pay Forty (40) Japanese yen per share as the Fiscal Year End Dividends of the 56th Business Year, and that the start date of the dividend payment will be June 24, 2021.

【Booklet P4】

Instructions for Exercising Your Voting Right

If you can attend the Meeting:

Shareholders attending the Meeting are requested to submit the Voting Form to the reception desk at the place of the Meeting.

Please bring this Notice (Booklet) to the Meeting as this Notice will be used as the reference material of the Meeting.

If you attend the Meeting by Proxy, please have the proxy submit your Voting Form at the reception desk of the Meeting, together with the document that certifies your delegation. Due to our Articles of Incorporation, we need to limit the number of proxy to one person only.

Shareholders Meeting Date & Time : Wednesday, June 23, 2021 10:00 AM (JST, Reception starts at 9:30AM)

If you cannot attend the Meeting

Exercising your voting right by post

Please indicate your vote, either “for” or “against”, on each item of the matters to be voted upon in the enclosed Voting Form. In case no preference is indicated on any of the items, we treat it as an affirmative vote to such items.

Deadline: Please return the Form by post to be received by the Company no later than 5:30 PM, Tuesday, June 22, 2021.

Exercising your voting right via the internet

Please access our designated Voting website via the internet (PC), and enter your vote (i.e. for or against) on each item of the matters to be voted upon by following the instructions on the screen and by using the Voting Right Exercising Code and Password contained in the enclosed Voting Right Exercise Form.

Deadline: Please enter your vote no later than 5:30 PM, Tuesday, June 22, 2021.

For details, please refer to the next page.

Footnote

Items listed on the internet

- Items listed in this booklet is also listed in our Corporate Website as listed below.
- English translation of this Notice is available on the following website for courtesy purpose.

<https://www.takamatsu-cg.co.jp/eng/>

- In accordance with the relevant laws, regulations and Article 15 of the Articles of Incorporation of the Company, the following explanations are not included in this Notice, as they are available on the Company's Web Site.
 - (i) Business report: System and operational status to ensure business aptitude.
 - (ii) Consolidated Financial Statements: Consolidated Statements of Changes in Equity, Notes to Consolidated Financial Statements
 - (iii) Financial Statements: Statement of Changes in Equity, Notes to Financial Statements

Changes, if any, to the Reference Material for the Ordinary Shareholders Meeting, the Business Report or the Consolidated and Non-consolidated Financial Statements will be notified on the Company's web site below.

TCG Corporate Website :

Japanese - <https://www.takamatsu-cg.co.jp/>

English - <https://www.takamatsu-cg.co.jp/eng/>

【Booklet P5】

Details of exercising your voting right via the internet

When you exercise your voting right via the internet, please access to our Voting Right Exercise Website and vote by following the instructions as follows:

Voting Right Exercise Website

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

(Please google “議決権行使 みずほ” or you can access through QR code on Booklet page 5.)

Procedures

1. Access Voting Right Exercise Website

Please read “Voting right exercise via internet” and click “proceed to next step”

2. Log in

Enter “Voting Right Exercise Code” and click “Next”

*“Voting Right Exercise Code” and “Password” are listed on Voting Form enveloped together with this Notice.

3. Enter password

When password change screen shows up, please enter “Initial Password” and then enter “password” that you will use.

After 3, please follow the instruction on the screen and enter for / against proposals.

Caution!

- Password secures that the voter is the shareholder. Please conduct cautious handling until the Shareholders Meeting is over. We cannot tell passwords through phone inquiries.
- If you enter wrong password for certain times, the window will be locked and cannot be used further. In case the window is locked, please follow instructions on the screen.
- There may be cases where you cannot use the website due to the internet environment or other technical reasons.
- In the event that a Shareholder votes both by mailing the Voting Form and via the internet, only the voting via the internet shall be treated as valid.
- if you vote via the internet more than once, the most last voting shall be treated as valid.

If you have further questions regarding voting through the internet, please call “Internet Help Dial”, Stock Transfer Agency Department, Mizuho Trust & Banking Co., Ltd.

Phone: 0120-768-524 (Toll Free, available 9:00 AM through 9:00 PM except Saturdays, Sundays and Holidays.)

For our Institutional Shareholders

TCG participates Electronic Exercise Platform operated by ICJ Co., Ltd.

【Booklet P6】

Reference Material of the Shareholders Meeting

Item No.1 : Election of Eleven (11) Directors of the Board

The terms of offices of all our 13 Directors of the Board will expire at the closing of this General Shareholders Meeting. Therefore, thus an election of Eleven (11) Directors of the Board is proposed.

The candidates for the Directors of the Board are as follows:

No.	New/Reassign	Name	Current Position of the Company	Attendance to BOD Meetings
1	Reassign	Takayuki Takamatsu	Director and Honorary Chairperson	100.0% (11 attended / 11Meetings)
2	Reassign	Nobuhiko Yoshitake	Representative Director and Chairperson	100.0% (11 attended / 11Meetings)
3	Reassign	Takayoshi Takamatsu	Representative Director and Vice Chairperson	100.0% (11 attended / 11Meetings)
4	Reassign	Hiroataka Takamatsu	Representative Director and President	100.0% (11 attended / 11Meetings)
5	Reassign	Takatoshi Takamatsu	Representative Director and Vice President	100.0% (11 attended / 11Meetings)
6	Reassign	Toshitaka Hagiwara	Outside Director (Independent)	90.9% (10 attended / 11Meetings)
7	Reassign	Masahiro Nishide	Director	100.0% (11 attended / 11Meetings)
8	Reassign	Shigehiro Aoyama	Outside Director (Independent)	100.0% (11 attended / 11Meetings)
9	Reassign	Hideyuki Takamatsu	Director	90.9% (10 attended / 11Meetings)
10	Reassign	Hideto Nakahara	Outside Director (Independent)	100.0% (11 attended / 11Meetings)
11	Reassign	Yasushi Tsujii	Director	100.0% (10 attended / 10Meetings)

Toshitaka Hagiwara, Shigehiro Aoyama and Hideto Nakahara are candidates for Outside Directors of the Board. The Company has registered Toshitaka Hagiwara, Shigehiro Aoyama and Hideto Nakahara as independent officers in accordance with the regulations of Tokyo Stock Exchange.

【Booklet P7】

Candidate No.1

Name and Date of Birth: Takayuki Takamatsu, September 27, 1937 (83 years old, Reassign)

History and Post of the Candidate:

Jun. 1965	Representative Director and President
Apr. 1990	Representative Director and Chairperson
Jun. 2005	Director and Honorary Chairperson (Current)
Oct. 2008	Director and Honorary Chairperson of Takamatsu Corporation Co., Ltd. (Current)
Jun. 2013	Director of Asunaro Aoki Construction Co., Ltd. (Current)

Number of Company shares held by the Candidate: 8,243,700

Attendance to BOD Meetings : 100.0% (11 attended / 11Meetings)

Reason for listing as the candidate for Director of the Board

Mr. Takayuki Takamatsu has experienced Representative Director and President as well as Representative Director and Chairperson, and is currently working as Director and Honorary Chairperson of the Company. He has provided advice on overall management issues from a broad perspective with the goal to build an ever-lasting Group in accordance with its management Credo. With his abundant management experience and deep insight, we believe Mr. Takayuki Takamatsu will be able to make further contributions to the continuous increase of corporate value, thus he is continuously listed as the candidate as the Director of the Board.

【Booklet P8】

Candidate No.2

Name and Date of Birth: Nobuhiko Yoshitake, November 19, 1952 (68 years old, Reassign)

History and Post of the Candidate:

Jun. 2012	Representative Director and Vice President Officer of Asunaro Aoki Construction Co., Ltd
Apr. 2015	Representative Director and Vice President Officer, Chief of integrating Headquarter and Sales & Marketing Planning Headquarter of Asunaro Aoki Construction Co., Ltd.
Jun. 2015	Director of the Company
Apr. 2017	Representative Director and President Officer of the Company
Apr. 2017	Director of the Board of Asunaro Aoki Construction Co., Ltd.(Current)
Jun. 2017	Director of the Board of Takamatsu Corporation Co., Ltd.(Current)
Apr. 2021	Representative Director and Chairperson of the Company (Current)

Number of Company shares held by the Candidate : 6,465

Attendance to BOD Meetings : 100.0% (11 attended / 11Meetings)

Reason for listing as the candidate for Director of the Board

Mr. Nobuhiko Yoshitake has experienced important positions such as Managing Officer of Resona Bank, Limited, Director and Chairperson of Showa Lease Co.,Ltd., as well as Representative Director and Vice President Officer, Asunaro Aoki Construction Co., Ltd., which is our core company of the Group, and Representative Director and President Officer of the Company, and is currently Representative Director and Chairperson of the Company. Mr. Nobuhiko Yoshitake, as Chairperson of the Board of Directors, manages the management of the Group companies through appropriate operation of the Board of Directors. With his abundant management experience and deep insight, we believe Mr. Nobuhiko Yoshitake will be able to make further contributions to the continuous increase of corporate value, thus he is continuously listed as the candidate as the Director of the Board.

【Booklet P9】

Candidate No.3

Name and Date of Birth: Takayoshi Takamatsu, February 6, 1967 (54 years old, Reassign)

History and Post of the Candidate:

Apr. 1990	Joined the Company
Apr. 2005	General Manager, President's Office of the Company
Jun. 2005	Director, General Manager of President's Office of the Company
Mar. 2006	Director of the Company
Mar. 2006	Director, Managing Officer of Nihon Kensho Co., Ltd. (Osaka) (Currently Takamatsu Estate Co., Ltd. (Osaka))
Oct. 2008	Officer, General Manager of Management Planning Dept., Takamatsu Corporation Co., Ltd.
Aug. 2009	Director, Officer in charge of Headquarter, Takamatsu Corporation Co., Ltd.
Apr. 2011	Director, Managing Officer in charge of Headquarter, Takamatsu Corporation Co., Ltd.
Apr. 2013	Director, Managing Officer in charge of Administration Division of the Company
Jun. 2015	Director, Senior Managing Officer in charge of Group Integration Division of the Company
Jun. 2016	Representative Director, Senior Managing Officer in charge of Group Integration Division of the Company
Apr. 2017	Representative Director, Vice President officer in charge of Group Integration Division of the Company
Jun. 2017	Director, Takamatsu Corporation Co., Ltd. (Current)
Jun. 2019	Representative Director, Vice President Officer integrating all Divisions and General Manager of Group Auditing Division of the Company
Apr. 2021	Representative Director and Vice Chairperson (Current)

Number of Company shares held by the Candidate : 321,008

Attendance to BOD Meetings : 100.0% (11 attended / 11 Meetings)

Reason for listing as the candidate for Director of the Board

Mr. Takayoshi Takamatsu has served as Director, General Manager of the President's Office of the Company, Representative Director, Vice President Officer, and is currently Representative Director, Vice Chairperson. He has a wealth of management experience and insight in the construction sector, and I believe that he will be able to make further contributions to the sustainable enhancement of corporate value as he makes appropriate decisions regarding group management, thus he is continuously listed as the candidate as the Director of the Board.

【Booklet P10】

Candidate No.4

Name and Date of Birth: Hirotaka Takamatsu, February 28, 1971 (50 years old, Reassign)

History and Post of the Candidate:

Jun. 2007	Director of the Company
Apr. 2014	Representative Director and Vice President Yamato Construction Co., Ltd. (Osaka) (Currently Takamatsu Techno Service Co., Ltd. (Osaka))
Jun. 2015	Director, Managing Officer, Takamatsu Corporation Co., Ltd.
Apr. 2016	Director, Senior Managing Officer, Takamatsu Corporation Co., Ltd.
Apr. 2017	Director, Senior Managing Officer in charge of Group Strategy Division, as well as General Manager of Group Management Strategy Department of the Company
Apr. 2017	Director, Takamatsu Corporation Co., Ltd.
Apr. 2018	Director, Senior Managing Officer in charge of Group Strategy Division of the Company
Apr. 2018	Representative Director and Vice President officer, Takamatsu Corporation Co., Ltd. (Current)
Apr. 2019	Director of the Company
Jun. 2020	Director of Asunaro Aoki Construction Co., Ltd.
Apr. 2021	Representative Director and President Officer (Current)

Important Concurrent Position of the Candidate: Vice President and Representative Director of the Board, Takamatsu Corporation Co., Ltd.

Number of Company shares held by the Candidate : 292,472

Attendance to BOD Meetings : 100.0% (11 attended / 11Meetings)

Reason for listing as the candidate for Director of the Board

Mr. Hirotaka Takamatsu has experienced important positions such as Vice President and Representative Director of the Board, Takamatsu Techno Service Co., Ltd. and Director and Senior Managing Officer of Takamatsu Corporation, as well as he is currently Representative Director and President Officer of the company and Representative Director and Vice President Officer of Takamatsu Corporation, the core company of the group. He has contributed greatly to the improvement of our business performance by enhancing the decision-making function of the Board of Directors and directing the management by requesting the Board of Directors to make sufficient and appropriate management decisions on important management matters. His extensive management experience and high level of insight will enable him to further contribute to the sustainable enhancement of corporate value, thus he is continuously listed as the candidate as the Director of the Board.

【Booklet P11】

Candidate No.5

Name and Date of Birth: Takatoshi Takamatsu, September 6, 1970 (50 years old, Reassign)

History and Post of the Candidate:

Mar. 1998	Joined the Company
Jun. 2005	Director and General Manager of Tokyo Headquarter, JP Home Co., Ltd.
Apr. 2009	Representative Director and Vice President, JP Home Co., Ltd.
Jun. 2010	Director of the Company
Apr. 2012	Representative Director and President, JP Home Co., Ltd.
Jun. 2013	Director, Takamatsu Corporation Co., Ltd.
Apr. 2014	Representative Director and Vice President, Takamatsu Corporation Co., Ltd.
Jun. 2015	Representative Director and Vice President of Takamatsu Corporation Co., Ltd.
Apr. 2016	Director and Chairperson, JP Home Co., Ltd.
Apr. 2017	Director, JP Home Co., Ltd.
Apr. 2018	Representative Director and President Officer, Takamatsu Corporation Co., Ltd. (Current)
Jun. 2020	Director of Asunaro Aoki Construction Co., Ltd.
Apr. 2021	Representative Director and Vice President Officer of the Company (Current)

Important Concurrent Position of the Candidate: Representative Director and President, Takamatsu Corporation Co., Ltd.

Number of Company shares held by the Candidate : 297,872

Attendance to BOD Meetings : 100.0% (11 attended / 11 Meetings)

Reason for listing as the candidate for Director of the Board

Mr. Takatoshi Takamatsu has experienced important positions such as Director and General Manager of Tokyo Headquarter, JP Home Co., Ltd., Representative Director and Vice President, JP Home Co., Ltd., Representative Director and President, JP Home Co., Ltd., Representative Director and Vice President, Takamatsu Corporation Co., Ltd., and is currently working as Representative Director and President, Takamatsu Corporation Co., Ltd., which is the core company of the Group. Mr. Takatoshi Takamatsu owns abundant management experience as well as deep insight in construction industry, and by seeking his appropriate opinion concerning strategic business promotion of our Group, he will be able to make further contributions to the increase of corporate value, thus he is continuously listed as the candidate as the Director of the Board.

【Booklet P12】

Candidate No.6

Name and Date of Birth: Toshitaka Hagiwara, June 15, 1940 (80 years old, Reassign, Outside, Independent)

History and Post of the Candidate:

Dec. 1969	Joined Komatsu Co., Ltd.
Jun. 1990	Director of the Board, Komatsu Co., Ltd.
Jun. 1995	Director of the Board, Senior Director, Komatsu Co., Ltd.
Jun. 1997	Director of the Board, Executive Director, Komatsu Co., Ltd.
Jun. 1999	Vice President and Representative Director of the Board, Komatsu Co., Ltd.
Jun. 2003	Chairperson and Representative Director of the Board, Komatsu Co., Ltd.
Jun. 2007	Counsel and Special Advisor, Komatsu Co., Ltd.
Jun. 2011	Special Advisor, Komatsu Co., Ltd.
Jun. 2013	Advisor, Komatsu Co., Ltd. (Current)
Jun. 2014	Outside Director of the Board of the Company (Current)

Important Concurrent Position of the Candidate:

- Advisor, Komatsu Co., Ltd.
- Outside Director, Zensho Holdings Co., Ltd.
- Outside Director, Hino Automobile Co., Ltd.

Number of Company shares held by the Candidate : 6,446

Attendance to BOD Meetings : 90.9% (10 attended / 11 Meetings)

Reason for listing as the candidate for Outside Director of the Board and Overview of expected roles

Mr. Toshitaka Hagiwara has experienced important positions such as Representative Director and Vice President, Komatsu Co., Ltd., Representative Director and Chairperson, Komatsu Co., Ltd. and owns abundant management experience as well as deep insight as executive manager. Mr. Toshitaka Hagiwara has provided TCG precious opinions from the independent standpoint having no special interests with the Company. By seeking continued advice in overall management fields, we have judged we will be able to further strengthen our management structure, thus he is continuously listed as the candidate as the Outside Director of the Board.

【Booklet P13】

Candidate No.7

Name and Date of Birth: Masahiro Nishide, December 29, 1956 (64 years old, Reassign)

History and Post of the Candidate:

Apr. 1981	Joined the Company
Jun. 2005	Officer, General Manager of Sales Planning Department of the Company
Jun. 2007	Director and Managing Officer, General Manager of Osaka Headquarter of the Company
Oct. 2008	Director and Senior Managing Officer, General Manager of Osaka Headquarter, Takamatsu Corporation Co., Ltd.
Jun. 2010	Representative Director and Senior Managing Officer, General Manager of Osaka Headquarter, Takamatsu Corporation Co., Ltd.
Apr. 2014	Representative Director and President, Takamatsu Corporation Co., Ltd.
Jun. 2014	Director of the Company (Current)
Apr. 2018	Representative Director and Chairperson, Takamatsu Corporation Co., Ltd. (Current)
Jun. 2018	Director of Asunaro Aoki Construction Co., Ltd.

Important Concurrent Position of the Candidate: Chairperson and Representative Director of the Board, Takamatsu Corporation Co., Ltd.

Number of Company shares held by the Candidate : 31,396

Attendance to BOD Meetings : 100.0% (11 attended / 11 Meetings)

Reason for listing as the candidate for Director of the Board

Mr. Masahiro Nishide has experienced important positions such as Director and Managing Officer, General Manager of Osaka Headquarter of the Company, Director and Senior Managing Officer, General Manager of Osaka Headquarter, Takamatsu Corporation Co., Ltd., Representative Director and President, Takamatsu Corporation Co., Ltd. and is currently Representative Director and Chairperson, Takamatsu Corporation Co., Ltd., which is the core company of the Group. Mr. Masahiro Nishide owns abundant management experience as well as deep insight in construction industry, and by seeking his appropriate opinion concerning strategic business promotion of our Group, he will be able to make further contributions to the increase of corporate value, thus he is continuously listed as the candidate as the Director of the Board.

【Booklet P14】

Candidate No.8

Name and Date of Birth: Shigehiro Aoyama, April 1, 1947 (74 years old, Reassign, Outside, Independent)

History and Post of the Candidate:

Apr. 1969	Joined Suntory Co., Ltd.
Mar. 1994	Director and General Manager of Whiskey Division, Suntory Co., Ltd.
Mar. 1999	Managing Director and in charge of Marketing and Advertisement, General Manager of Sales Promotion Division of Suntory Co., Ltd.
Mar. 2003	Senior Managing Director of Management Planning, Suntory Co., Ltd.
Mar. 2006	Director and Vice President, Alcohol Beverage Company President, Suntory Co., Ltd.
Feb. 2009	Director and Vice President, Suntory Holdings Co., Ltd.
Mar. 2010	Representative Director and Vice President, Suntory Holdings Co., Ltd.
Oct. 2014	Representative Director and Vice Chairperson, Suntory Holdings Co., Ltd.
Apr. 2015	Supreme Advisor, Suntory Holdings Co., Ltd.
Jun. 2016	Outside Director of the Company (Current)
Apr. 2018	Special Advisor, Suntory Holdings Co., Ltd.

Important Concurrent Position of the Candidate:

Primary Trustee, The Distribution Economics Institute of Japan (Public Foundation)

Outside Director, H.U. Group Holdings, Inc.

Number of Company shares held by the Candidate : 4,434

Attendance to BOD Meetings : 100.0% (11 attended / 11 Meetings)

Reason for listing as the candidate for Outside Director of the Board and Overview of expected roles

Mr. Shigehiro Aoyama has experienced important positions such as Director and Vice President, Suntory Co., Ltd., Representative Director and Vice President, Suntory Holdings Co., Ltd., Representative Director and Vice Chairperson, Suntory Holdings Co., Ltd. and owns abundant management experience as well as deep insight as executive manager. Mr. Shigehiro Aoyama has provided TCG precious opinions from the independent standpoint having no special interests with the Company. By seeking continued advice in overall management fields, we have judged we will be able to further strengthen our management structure, thus he is continuously listed as the candidate as the Outside Director of the Board.

【Booklet P15】

Candidate No.9

Name and Date of Birth: Hideyuki Takamatsu, February 28, 1977 (44 years old, Reassign)

History and Post of the Candidate:

Nov. 2005	Founded Takamatsu-ya Co.,Ltd. (Currently TAKAMATSU FOOD・CREATE), Representative Director and President
Jun. 2016	Director of the Company (Current)
Feb. 2021	Director of TAKAMATSU FOOD・CREATE (Current)
Apr. 2021	Representative Director and Vice President, Takamatsu Estate Co., Ltd. (Osaka) (Current)

Important Concurrent Position of the Candidate:

Representative Director and Vice President, Takamatsu Estate Co., Ltd. (Osaka)

Number of Company shares held by the Candidate : 334,472

Attendance to BOD Meetings : 90.9% (10 attended / 11Meetings)

Reason for listing as the candidate for Director of the Board

Mr. Hideyuki Takamatsu has experienced as Representative Director and President of TAKAMATSU FOOD・CREATE and is involved in corporate management, and is currently Representative Director and Vice President of Takamatsu Estate Co., Ltd. (Osaka), and by utilizing his young power and talent, we judged he will be able to make further contributions to the increase of corporate value, thus he is continuously listed as the candidate of the Director of the Board.

【Booklet P16】

Candidate No.10

Name and Date of Birth: Hideto Nakahara, November 17, 1950 (70 years old, Reassign,
Outside, Independent)

History and Post of the Candidate:

Apr. 1973	Joined Mitsubishi Corporation
Apr. 2004	Officer and Executive Manager of Europe, Mitsubishi Corporation
Apr. 2006	Officer and Executive Manager of China, Mitsubishi Corporation
Apr. 2007	Managing Officer and Executive Manager of China, Mitsubishi Corporation
Jun. 2009	Director and Managing Officer in charge of Corporate, Mitsubishi Corporation (Regional Strategy and Regional Development)
Jun. 2011	Representative Director and Vice President, Mitsubishi Corporation
Apr. 2016	Director, Mitsubishi Corporation
Jun. 2016	Advisor, Mitsubishi Corporation
Jun. 2018	Outside Auditor of the Company
Jun. 2019	Outside Director of the Company (Current)

Important Concurrent Position of the Candidate:

External Director of Osaka University of Education, National University Corporation

Number of Company shares held by the Candidate : None

Attendance to BOD Meetings : 100.0% (11 attended / 11Meetings)

Reason for listing as the candidate for Outside Director of the Board and Overview of expected roles

Mr. Hideto Nakahara has experienced important positions such as Vice President and Representative Director of the Board, Mitsubishi Corporation and owns abundant management experience as well as deep insight as executive manager. In addition, Mr. Nakahara has abundant overseas experience and has provided appropriate advice concerning overseas business development. By seeking continued straightforward advice from the independent standpoint having no special interests with the Company utilizing his broad experience and professional knowledge, we have judged we will be able to further strengthen our management structure. Therefore, he is continuously listed as the candidate as the Outside Director of the Board.

【Booklet P17】

Candidate No.11

Name and Date of Birth: Yasushi Tsujii, March 8, 1959 (62years old, Reassign)

History and Post of the Candidate:

Apr. 1982	Joined Aoki Construction Co., Ltd.
Apr. 2011	Executive Officer General Manager of Osaka Civil Engineering, Asunaro Aoki Construction Co.,Ltd.
Apr. 2015	Managing Officer, General Manager of Osaka Civil Engineering, Asunaro Aoki Construction Co.,Ltd.
Apr. 2016	Managing Officer, General Manager of Tokyo Civil Engineering, Asunaro Aoki Construction Co.,Ltd.
Apr. 2017	Senior Managing Officer, Integrated General Manager of Civil Engineering as well as General Manager of Tokyo Civil Engineering, Asunaro Aoki Construction Co.,Ltd.
Jun. 2017	Director and Senior Managing Officer, Integrated General Manager of Civil Engineering as well as General Manager of Tokyo Civil Engineering, Asunaro Aoki Construction Co.,Ltd.
Apr. 2018	Representative Director and President, Asunaro Aoki Construction Co.,Ltd. (Current)
Jun. 2018	Director of the Company
Jun. 2019	Retired as a director of the Company.
Jun. 2020	Director of the Company (Current)
Jun. 2020	Director of Takamatsu Corporation Co., Ltd.

Number of Company shares held by the Candidate : 1,844

Attendance to BOD Meetings : 100.0% (10 attended / 10Meetings)

Important Concurrent Position of the Candidate: Representative Director and President, Asunaro Aoki Construction Co., Ltd.

Reason for listing as the candidate for Director of the Board

Mr. Yasushi Tsujii has experienced important positions such as Director of the Board, Executive Director, Integrated General Manager of Civil Engineering as well as General Manager of Tokyo Civil Engineering, Asunaro Aoki Construction Co.,Ltd., and is currently Representative Director and President, Asunaro Aoki Construction Co., Ltd., which is the core company of the Group. Mr. Yasushi Tsujii owns abundant management experience as well as deep insight in construction industry, and by seeking his appropriate opinion concerning strategic business promotion of our Group, he will be able to make contributions to the increase of corporate value, thus he is listed as the candidate as the Director of the Board.

【Booklet P18】

Note 1. Descriptions of the Limited Liability Contract

The Company has entered contracts with Takayuki Takamatsu, Toshitaka Hagiwara, Masahiro Nishide, Shigehiro Aoyama, Hideyuki Takamatsu, Hideto Nakahara and Yasushi Tujii, all Director of the Board candidates, to limit their maximum liability for damages to the Company as defined in Paragraph 1, Article 423 of the Companies Act. Under this contract, the abovementioned Director of the Board candidates shall only be held liable for damages up to the maximum responsibility limit amount as defined in Paragraph 1 of Article 425 of the Companies Act, provided that the abovementioned Director of the Board candidates have performed their duties in good faith and without gross negligence. In the case the abovementioned Director of the Board candidates are approved as the Directors of the Board, the Company shall continue the contract to limit their maximum liability for damages to the Company as defined in Paragraph 1, Article 425 of the Companies Act.

Note 2.

The Company concludes a liability insurance contract for officers, etc. as stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. This insurance contract covers damages borne by the insured, including legal costs that may be incurred due to the burden of liability for the execution of the insured's duties and the claim for liability pursuit. All candidates for directors will be insured under this insurance policy, and the insurance premiums will be fully borne by the Company. And the next time we renew this insurance policy, we plan to renew it with the same content.

Note 3.

There are no special relationships to be mentioned between the Company and the candidates.

Note 4.

Toshitaka Hagiwara, Shigehiro Aoyama and Hideto Nakahara are candidates for Outside Directors. The Company has registered Toshitaka Hagiwara, Shigehiro Aoyama and Hideto Nakahara as independent officers in accordance with the regulations of Tokyo Stock Exchange.

Note 5.

Candidate Takatoshi Hagiwara will have served as the Outside Director of the Company for seven years at the time of the closing of this Shareholders Meeting.

Note 6

Candidate Shigehiro Aoyama will have served as the Outside Director of the Company for five years at the time of the closing of this Shareholders Meeting.

Note 7

Candidate Hideto Nakahara will have served as the Outside Director of the Company for two years at the time of the closing of this Shareholders Meeting.

Note 8.

Candidate Toshitaka Hagiwara plans to retire as the outside Director, Hino Motors, Ltd. in June 2021.

【Booklet P19】

Note 9. Actions to inappropriate operation of other companies within the past five years

1. Mr. Hagiwara served as an Outside Director of the Board of Yamato Holdings Co.,Ltd. from June 2009 to June 2019. Due to recent rapid growth of e-commerce and other businesses, Yamato Holdings Group could not match its organizational structure with the growth. Thus, when labor hour study of the employees was conducted from February 2017, it was found that the Company was not able to recognize the situation that many employees were not able to obtain sufficient break time. Recognizing the seriousness of the situation, Yamato Holdings is now working to strategically improve various work procedures including delivery business, with its pillars on “Improvement and thorough implementation of labor management” and “Promotion of work-life balance”.

In addition, in January 2019, Yamato Home Convenience Co.,Ltd., which is one of consolidated subsidiaries of Yamato Holdings Co.,Ltd., received administrative disposition as well as improvement order from the Ministry of Land, Infrastructure and Transport due to inappropriate invoicing that are not in accordance with its policies and procedures concerning moving service directed towards corporate customer employees. Yamato Holdings Co.,Ltd. is working to develop preventive measures so that recurrence of such incident can be avoided in Yamato Home Convenience Co.,Ltd., as well as strengthening governance to enhance healthiness of Group management.

Mr. Hagiwara was unaware of the abovementioned fact until it was revealed. However, Mr. Hagiwara had always provided advice to Yamato Holdings from the viewpoint of legal compliance. After the fact was revealed, at meetings of Yamato Holding’s Board of the Directors, he fulfilled his duties by investigating the matter and urging Yamato Holdings to further study the reason of this issue, how labor environment can be improved, how to ensure compliance and strengthen corporate governance.

2. Mr. Shigehiro Aoyama had been an outside director of Subaru Corporation from June 2016 to June 2020. Concerning inappropriate treatment of completion inspection at Main Plant and Yajima Plant of Gunma Works, in October 2017, SUBARU Corporation received “Improvement of Operation Concerning Type Approval” from the Ministry of Land, Infrastructure and Transport, and was requested to report inappropriate operation status of completion inspection in the past and other details to the Ministry. Recognizing the seriousness of the situation, SUBARU conducted objective and neutral inspection and consigned external professional team such as external lawyers. During the procedure, new inappropriate inspection concerning completion inspection was revealed which resulted in registration of recall to the Ministry of Land, Infrastructure and Transport. By taking this series of inappropriate incidents very seriously, SUBARU Corporation has been working as a team to share strong sense of compliance and are working to develop preventive measures such as facility improvement and personnel / organizational changes to prevent recurrence and to recover the lost trust from customers. Although Mr. Aoyama was

unaware of the abovementioned fact until it was revealed, as an Outside Director of the Board, he has been duly fulfilling his duties by providing advice to SUBARU Corporation from the viewpoint of legal compliance, and after this matter was revealed, by urging SUBARU Corporation to conduct appropriate measures to prevent recurrence of similar incidents.

【Booklet P20】

(Reference Materials)

Business Report (From April 1, 2020 through March 31, 2021)

1. Current State of the Affiliated Companies

1. Progress and Results of Business Operations

During the consolidated fiscal year ended March 2021, the pandemic of the COVID-19 has severely curtailed economic activities and the flow of people correspondence to overseas. As the result the economy was extremely challenging. The economy showed some signs of gradual recovery due to the economic activities that resumed in stages from the middle of the second quarter and the economic measures taken by the government. However, with the renewed spread of the COVID-19 infection, there have been negative effects such as a weakening of consumer spending.

Group companies of Takamatsu Construction Group were particularly affected in terms of orders. Orders from private customers declined significantly from the first quarter to the second quarter as we refrained from face-to-face sales, especially to private customers. From the middle of the second quarter, web-based interviews with private customers started to take off, and face-to-face sales gradually returned, so we made up a lot of ground, but group companies were unable to make up for the delay in the first quarter. As for our corporate clients, the uncertainty of the economic outlook caused orders to be pushed back and put on hold, and in some cases, there were delays in placing orders due to the introduction of work remotely. As a result of these factors, the number of construction projects for which orders were received during the fiscal year ended March 2021 and which will contribute to net sales during fiscal year ended March 2021 decreased, but the progress of construction projects on hand exceeded expectations.

As a result, orders received for fiscal year ended March 2021 decreased significantly to 256,453 million yen (down 13.6% from the previous fiscal year), but net sales increased to 283,080 million yen (up 0.3% from the previous fiscal year), marking the ninth consecutive fiscal year of increased sales and the seventh consecutive fiscal year of record highs.

Operating income decreased by 17.1% to 12,198 million yen, ordinary income decreased by 15.6% to 12,112 million yen, and net income attributable to shareholders of the parent company decreased by 14.2% to 7,467 million yen and due to the occurrence of low profitable projects in the architectural projects.

In February of this year, Takamatsu Corporation made Taisho Kogyo Corporation and its consolidated subsidiary TSK Housing Corporation Co., Ltd, which are business area in the Takatsuki and Hokusetsu areas of Osaka Prefecture, its subsidiaries. Takamatsu Construction Group aims to increase the number of orders for its specialty architectural projects by utilizing the sales information owned by Takamatsu Corporation and Taisho Kogyo Corporation. In addition, the Group companies of Takamatsu Construction Group will aim to increase corporate value by achieving synergy effects.

And the Company had judged that the best move for the future development of Niigata Mirai Co., Ltd. would be to transfer the company to a company with a strong background in Niigata Prefecture, so we transferred all the shares to HONMA ROAD Corporation in March this year.

Highlights of Consolidated Results

Net Sales	: 283,080million yen	(+0.3% vs previous year)
Operating Profit	: 12,198million yen	(-17.1% vs previous year)
Ordinary Profit	: 12,112million yen	(-15.6% vs previous year)
Profit attributable to owners of parent.		
	: 7,467million yen	(-14.2% vs previous year)

【Booklet P21】

The following are our annual by-segment orders received and revenue status.

(Million Yen)

<u>Item</u>		<u>Orders carried from previous FY</u>	<u>Orders received</u>	<u>Net Sales</u>	<u>Orders carried to next FY</u>
Constr uction	Architecture	228,509	131,290	140,537	219,262
	Civil Engineering	117,101	94,445	111,826	99,721
	Total	345,610	225,736	252,363	318,983
Real Estate		—	30,717	30,717	—
Total		345,610	256,453	283,080	318,983

(2) Fund Procurement

The Company issued the first bond by public offering method. We raised a total of 15 billion yen, including straight corporate bonds (1st bond) of 5 billion yen and sustainability link green bonds (2nd bond) of 10 billion yen.

The Sustainability Link Green Bond is the first SDG bond in Japan that sets a target for Net Sales (Net Sales that contribute to the SDGs) corresponding to the 17 goals set by the SDGs, and allocates all of the funds raised to a green project to build a new TCG building (Tokyo Head Office of TCG Group) with excellent environmental performance. This is the first SDGs bond in Japan.

(3) Capital Investments

The capital investments conducted during this consolidated fiscal year totaled 3,910 million yen, and its main portion is to build “TCG Building”, our new Tokyo office building and Acquisition of real estate for lease.

(4) Business Transfers and absorption-type or incorporation-type Demerger

None

(5) Businesses transferred or assigned from other companies

None

(6) Succession of rights and obligations associated with other entities' businesses due to absorption and merger or demerger transactions with such entities

None

【Booklet P22】

- (7) Acquisition or disposal of stock, ownership interest or share acquisition rights, etc. in other companies.

The Company's subsidiary Takamatsu Corporation acquired all shares of TAISHO KOGYO CORPORATION and its subsidiary TSK Housing Corporation on February 26, 2021 to make it a consolidated subsidiary.

In addition, Asunaro Aoki Construction, a subsidiary of the Company, transferred all shares of its consolidated subsidiary Niigata Mirai on March 31, 2021.

- (8) Issues to be addressed.

The government's two declarations of emergency in epidemic of COVID-19, along with the term "new normal," has changed the way people live and work. As the state of emergency restricts freedom and the epidemic of COVID-19 expands, cabin fever is also occurring.

In the fiscal year ending March 2022, the number of infected people is expected to decrease due to the government's full-scale vaccination program against the new coronavirus. However, the situation is expected to remain uncertain due to concerns about the prolonged spread of the new coronavirus variant. In the domestic construction market, government construction investment, mainly in public works, is expected to remain at the same level as the previous year, but private-sector construction investment is expected to decrease significantly due to a decline in investment sentiment. Another issue is how to respond to work style reforms and the rise in labor costs due to the shortage of workers in the construction industry.

In order to respond to this change in environment, Takamatsu construction group will consider entering into new developer business in addition to strengthening competitiveness in non-condominium business in Takamatsu Corporation group. In addition, Takamatsu House, which was established in April 2019 for the purpose of entering the wooden detached house business, will begin full-scale activities in the fiscal year ending March 2022 with the aim of becoming a new core company, as preparations have been completed with the securing of sufficient product inventory.

Asunaro Aoki Construction Co., Ltd. group will improve its technical proposal capabilities, such as earthquake-resistant technology, in order to respond to infrastructure repair work such as national land toughening. In addition, we will promote productivity improvement through the use of information and communication technology, such as Building Information Modeling and Construction Information Modeling. We will also seek orders in new fields such as chemical and medical plants and develop carbon-neutral businesses.

We ask for shareholders' further support and advice in the future.

【Booklet P23】

(9) Group financial highlights for the last four fiscal years

Item	53rd Fiscal Year (From: April 1, 2017 To: March 31, 2018)	54th Fiscal Year (From: April 1, 2018 To: March 31, 2019)	55th Fiscal Year (From: April 1, 2019 To: March 31, 2020)	56th Fiscal Year (From: April 1, 2020 To: March 31, 2021)
Orders Received (Million Yen)	254,857	305,257	296,746	256,453
Net Sales (Million Yen)	245,107	249,720	282,366	283,080
Ordinary Profit (Million Yen)	13,702	12,425	14,355	12,112
Profit attributable to owners of parent. (Million Yen)	7,957	7,022	8,698	7,467
Net earnings per share (Yen)	223.39	201.70	249.83	214.48
Total Assets (Million Yen)	184,895	190,590	211,431	220,831
Net Assets (Million Yen)	113,992	118,126	110,139	115,756

Notes:

1. Net earnings per share is calculated based on average numbers of shares outstanding during the fiscal year (excluding treasury stock).
2. "Partial Amendment to 'Accounting Standard for Tax Effect Accounting' (ASBJ Statement No.28, February 16, 2018), etc." was applied from 54th fiscal year. Retroactive application of this amendment was conducted for 52nd and 53rd fiscal year for calculating total assets.

【Booklet P24】

(10) Major subsidiaries (as of March 31, 2021)

<u>Name</u>	<u>Capital Stock</u>	<u>TCG share</u>	<u>Main business</u>
Takamatsu Corporation Co.,Ltd.	5,000 Million Yen	100.0 %	Architecture
Asunaro Aoki Construction Co.,Ltd.	5,000 Million Yen	100.0	Civil engineering / architecture
Takamatsu Construction Group USA, Inc.	40,100 000 \$	100.0	Real estate
Mirai Construction Co.,Ltd.	2,500 Million Yen	— (100.0)	Harbor, Marine, civil engineering / architecture
Takamatsu Techno Service Co.,Ltd. (Osaka)	300 Million Yen	— (100.0)	Renovation & maintenance
Takamatsu Techno Service Co.,Ltd. (Tokyo)	300 Million Yen	— (100.0)	Renovation & maintenance
Kongo Gumi Co.,Ltd.	300 Million Yen	— (100.0)	Architecture of temples & shrines
Takamatsu House Co.,Ltd.	300 Million Yen	— (100.0)	Planning & sales of wooden independent residence
Nakamura Shaji Co.,Ltd.	100 Million Yen	— (100.0)	Architecture of temples & shrines
Mibu Corporation Co.,Ltd	100 Million Yen	— (100.0)	Sales, purchase & intermediary of real estate
Suminoe Kogei Co.,Ltd.	98 Million Yen	— (100.0)	Interiors & reforms
Aoki Marine Co.,Ltd.	90 Million Yen	— (100.0)	Marine civil engineering
Shimada Gumi Co.,Ltd.	85 Million Yen	— (100.0)	Excavation of buried cultural properties, general civil engineering works
Asunaro Road Co.,Ltd.	80 Million Yen	— (100.0)	Pavement
Toko Geotech Co.,Ltd.	80 Million Yen	— (100.0)	Slope protection, ground improvement, fireproof
Takamatsu Estate Co.,Ltd. (Osaka)	50 Million Yen	— (100.0)	Building Management, Integrated real estate consulting
Takamatsu Estate Co.,Ltd. (Tokyo)	50 Million Yen	— (100.0)	Building Management, Integrated real estate consulting
Tatsumi Planning Co.,Ltd.	50 Million Yen	— (100.0)	Wooden independent residence, Wooden Apartment business
TAISHO KOGYO CORPORATION	48 Million Yen	— (100.0)	Architecture and civil engineering
M's Co.,Ltd.	40 Million Yen	— (90.0)	Renovation of office buildings
Access Co.,Ltd.	40 Million Yen	— (100.0)	Excavation & research of archaeological resources
Niigata Mirai Construction Co.,Ltd.	20 Million Yen	— (100.0)	Pavement and civil engineering
TSK Housing Corporation Co., Ltd.	20 Million Yen	— (100.0)	Wooden Building Business

Notes: 1. Listed in sequence of (1) the capital stock amount and (2) the date of foundation (or the date of joining the Group).

2. The figures in parentheses “()” show percentage of shares including indirect ownership.

【Booklet P25】

3. The status of specified wholly owned subsidiary(*) as of March 31, 2021 are as follows:

Name	Address	Total Book Amount	Asset Amount of TCG
Asunaro Aoki Construction Co.,Ltd.	1 Kanda-Mitoshirocho, Chiyoda-ku, Tokyo	17,394 million yen	63,601 million yen

4. The Company's subsidiary Takamatsu Corporation acquired all shares of TAISHO KOGYO CORPORATION and its subsidiary TSK Housing Corporation on February 26, 2021 to make it a consolidated subsidiary.

5. Asunaro Aoki Construction, a subsidiary of the Company, transferred all shares of its consolidated subsidiary Niigata Mirai on March 31, 2021.

(11) Main businesses (as of March 31, 2021)

Takamatsu Construction Group is made up of the Company and its twenty five (25) consolidated subsidiaries and one (1) equity-method affiliate, with architecture and civil engineering as the main pillars of business, as well as real estate and other related businesses.

【Booklet P26】

(12) Major offices (as of March 31, 2021)

- | | |
|--|--|
| <p>① TCG Offices</p> <p>Headquarter :
Tokyo Headquarter :</p> <p>② Offices of Affiliates</p> <p>Takamatsu Corporation Co.,Ltd.
Asunaro Aoki Construction Co.,Ltd.
Takamatsu Construction Group USA, Inc.
Mirai Construction Co.,Ltd.
Takamatsu Techno Service Co.,Ltd. (Osaka)
Takamatsu Techno Service Co.,Ltd. (Tokyo)
Kongo Gumi Co.,Ltd.
Takamatsu House Co.,Ltd.
Nakamura Shaji Co.,Ltd.
Mibu Corporation Co.,Ltd.
Suminoe Kogei Co.,Ltd.
Aoki Marine Co.,Ltd.
Shimada Gumi Co.,Ltd.
Asunaro Road Co.,Ltd.
Toko Geotech Co.,Ltd.
Takamatsu Estate Co.,Ltd. (Osaka)
Takamatsu Estate Co.,Ltd. (Tokyo)
Tatsumi Planning Co.,Ltd.
TAISHO KOGYO CORPORATION</p> | <p>1-2-3 Shin-Kitano, Yodogawa-ku, Osaka
1-1 Kanda-Mitoshirocho, Chiyoda-ku, Tokyo</p> <p>Yodogawa-ku, Osaka City
Chiyoda-ku, Tokyo
New York, USA
Minato-ku, Tokyo
Kita-ku, Osaka City
Chiyoda-ku, Tokyo
Tenno-ji-ku, Osaka City
Shibuya-ku, Tokyo
Ichinomiya-shi, Aichi
Shibuya-ku, Tokyo
Chuo-ku, Osaka City
Higashi-Nada-ku, Kobe-shi, Hyogo
Yao-shi, Osaka Pref.
Chuo-ku, Sapporo, Hokkaido
Chuo-ku, Tokyo
Yodogawa-ku, Osaka City
Chiyoda-ku, Tokyo
Nishi-ku, Yokohama
Takatsuki-shi, Osaka Pref.</p> |
|--|--|

M's Co.,Ltd.
Access Co.,Ltd.
Niigata Mirai Construction Co.,Ltd.
TSK Housing Corporation Co., Ltd.

Chuo-ku, Tokyo
Yao-shi, Osaka Pref.
Minami-Uonuma-gun, Niigata
Takatsuki-shi, Osaka Pref.

【Booklet P27】

13. Employees (As of March 31, 2021)

① Consolidated

<u>Number of employees</u>	<u>Increase / decrease vs last year</u>
4,581	+192

Note : Number of employees refers to the number of employees actually working for the Group companies.

② Non-consolidated

<u>Number of employees</u>	<u>+/- vs last year</u>	<u>Average age</u>	<u>Average service years</u>
27	-	44	12 years

Notes: 1. Number of employees refers to the number of employees actually working for the Company and does not include directors.

2. For the purpose of calculating annuity, average service years in the table is calculated based on the figures including transferred employees' total length of service within the Group.

14. Major lenders (As of March 31, 2021)

① Major lenders towards the Group

<u>Lender</u>	<u>Amount (million yen)</u>
Syndicate Loan (*)	15,000
Resona Bank, Limited	500
Mizuho Bank, Ltd.	500

Note : Commitment type syndicate loan contract amounting 15,000 million yen, with Resona Bank, Limited as the Arranger and Mizuho Bank, Ltd. as the Joint-Arranger, with 24 other financial institutions.

15. Other important matters concerning the Group

No special notes are necessary.

【Booklet P28】

2. Matters relating to the shares of the Company (as of March 31, 2021)

(1) Total number of shares authorized to be issued

Ordinary Shares : 52,800,000

(2) Total number of shares issued

Ordinary Shares : 38,880,000

(Out of the above, Treasury shares = 4,061,341)

(3) Total number of shareholders 18,988

(4) Major shareholders (Top 10)

<u>Name</u>	<u>Number of shares</u>		<u>Stockholding</u> <u>ratio%</u>
Takayuki Takamatsu	8,243	000 shares	23.7 %
Sanko-sha Co.,Ltd.	4,800		13.8
Takayasu Takamatsu	2,139		6.1
Taka Co.,Ltd.	1,226		3.5
Resona Bank, Limited	1,080		3.1
The Master Trust Bank of Japan ,Ltd. (Trust)	1,001		2.9
Mizuho Bank, Ltd.	824		2.4
Kokei-sha LLC	680		2.0
Custody Bank of Japan, Ltd. (Trust No 9)	618		1.8
Employee stock ownership	523		1.5

Notes 1. TCG owns 4,061 thousand shares of Treasury stock, which is not included in the above chart.

2. Percentage of shares excludes Treasury stock.

(5) Other issues relating to shares of the Company

No special notes are necessary.

3 Share acquisition rights

None

【Booklet P29】

4. Matters relating to Directors and Corporate Auditors

(1) Directors and Auditors of the Board (as of March 31, 2021)

<u>Position of the Company</u>	<u>Name</u>	<u>Responsibilities in the Company and significant concurrent positions at other organizations</u>
Director and Honorary Chairperson	Takayuki Takamatsu	
Representative Director and Chairperson	Kanji Ogawa	Chairperson and Representative Director of the Board of Kongo-Gumi Co.,Ltd.
Representative Director President	Nobuhiko Yoshitake	President Officer
Representative Director	Takayoshi Takamatsu	Vice President Officer (Integrating all Divisions and General Manager of Group Auditing Division)
Director	Hiroataka Takamatsu	Vice President and Representative Director of the Board, Takamatsu Corporation Co., Ltd.
Director	Takatoshi Takamatsu	President and Representative Director of the Board, Takamatsu Corporation Co.,Ltd.
Director	Yasunobu Ueno	Chairperson and Director of the Board, Asunaro Aoki Construction Co.,Ltd.
Director	Toshitaka Hagiwara	Advisor, Komatsu Ltd. Outside Director, Zensho Holdings Co.,Ltd. Outside Director, Hino Automobile Co.,Ltd.
Director	Masahiro Nishide	Chairperson and Representative Director of the Board, Takamatsu Corporation Co.,Ltd.
Director	Shigehiro Aoyama	Primary Trustee, The Distribution Economics Institute of Japan (Public Foundation) Outside Director, H.U. Group Holdings, Inc.
Director	Hideyuki Takamatsu	
Director	Hideto Nakahara	
Director	Yasushi Tujii	Representative Director and President, Asunaro Aoki Construction Co., Ltd.
Auditor (Full Time)	Michinari Fujiwara	
Auditor (Full Time)	Yoshinori Matsushita	
Auditor	Tomokuni Tsuno	Representative, Tsuno CPA Office Representative, Izanami Auditing Co. Representative, Izanami Tax Co. Representative Director of the Board, Izanami Research Institute Co.,Ltd.
Auditor	Nobuko Ishibashi	Representative employee lawyer, Kobe City Law Firm Outside Director, Kamigumi Co.,Ltd. Outside Director, Fukuoka Financial Group, Inc.

【Booklet P30】

- Notes
1. Our Directors, Toshitaka Hagiwara, Shigehiro Aoyama and Hideto Nakahara are our Outside Directors.
 2. Our Auditors, Michinari Fujiwara, Tomokuni Tsuno and Nobuko Ishibashi are our Outside Auditors.
 3. Our Directors, Toshitaka Hagiwara, Shigehiro Aoyama and Hideto Nakahara, as well as our Auditors, Michinari Fujiwara, Tomokuni Tsuno and Nobuko Ishibashi are assigned and registered as independent officers in accordance with the regulations of Tokyo Stock Exchange.
 4. Tomokuni Tsuno, our Auditor of the Board, possesses a considerable knowledge of finance and accounting as a certified public accountant.
 5. There is no special relationship between Takamatsu Construction Group Co.,Ltd. and other organizations, the positions of which our Outside Directors / Auditors of the Board concurrently hold.
 6. Mr. Yasushi Tsujii, a director of the Company, has elected and assumed office at the 55th Ordinary General Meeting of Shareholders of the Company held on June 24, 2020.
 7. On April 1, 2021, there were changes in the following positions and responsibilities at the Company and in the status of important Concurrent Position.
 Mr. Kanji Ogawa has changed from Representative Director and Chairperson to Director.
 Mr. Nobuhiko Yoshitake has changed from Representative Director and President Officer to Representative Director and Chairperson.
 Mr. Takayoshi Takamatsu has changed from Representative Director and Vice President Officer to Representative Director and Vice Chairperson.
 Mr. Yasunobu Ueno has changed from Director and Chairperson of Asunaro Aoki Construction Co., Ltd. to Director of Asunaro Aoki Construction Co., Ltd.
 Mr. Hideyuki Takamatsu has become Representative Director and Vice President of Takamatsu Estate Co., Ltd. (Osaka).
 Mr. Hideto Nakahara has become External Director of Osaka University of Education, National University Corporation.

<REFERENCE> The following are our Officers as of April 1, 2021

(* indicates concurrent position with Director and Officer)

<u>Position of the Company</u>	<u>Name</u>	<u>Division</u>
President Officer	※ Hirotaka Takamatsu	In charge of Audit Headquarters
Vice President Officer	※ Takayoshi Takamatsu	
Managing Officer	Shingo Ueda	General Manager of Administration Division as well as General Manager of Legal Department
Managing Officer	Masahiro Shimabayashi	General Manager of Group Integration Division, Group Strategy Division and M&A Promotion Department

【Booklet P31】

(2) Outline of Limited Liability Contract

The Company has agreed to enter into contract to limit the liabilities for damages to the Company as defined in Paragraph 1, Article 423 of the Companies Act, with Directors and Auditors of the Board (excluding Directors in executive positions). Under this contract, the abovementioned members shall only be held liable for damages up to the maximum responsibility limit amount as defined in Paragraph 1 of Article 425 of the Companies Act, provided that the abovementioned members have performed their duties in good faith and without gross negligence.

(3) Total remuneration of Directors and Auditors

<u>Position</u>	<u>Number of Members</u>	<u>Total Remuneration</u>	<u>Notes</u>
Directors	13	202 Million yen	The maximum amount of remuneration for Directors does not exceed 250million yen per year. There are seven directors at the time of the resolution. (Resolution of Shareholders Meeting on June 29, 2004)
Auditors	4	42	The maximum amount of remuneration for Auditors does not exceed 45million yen per year. There are four auditors at the time of the resolution. (Resolution of Shareholders Meeting on June 25, 1997)
Total	17	245	

Note: Total amount of remuneration in the table above is the amount paid by Takamatsu Construction Group Co.,Ltd.

【Booklet P32】

(4) Matters relating to Outside Directors and Auditors

<u>Position</u>	<u>Name</u>	<u>Major Activities</u>
Director	Toshitaka Hagiwara	Attended 10 Directors of the Board Meetings out of 11 held during fiscal year ended Mar 2021. Has provided appropriate and necessary opinions and advice based on abundant managerial experience and broad knowledge. As well as he chairs the Nomination and Compensation Committee, a voluntary body in the process of determining the nomination and compensation of directors and senior management and oversees the directors and senior management through appropriate current events evaluation and staffing.
Director	Shigehiro Aoyama	Attended 11 Directors of the Board Meetings out of 11 held during fiscal year ended Mar 2021. Has provided appropriate and necessary opinions and advice based on abundant managerial experience and broad knowledge. As well as he serves as a member of the Nomination and Compensation Committee, a voluntary body in the process of determining the nomination and compensation of directors and senior management and oversees the directors and senior management through appropriate current events evaluation and staffing.
Director	Hideto Nakahara	Attended 11 Directors of the Board Meetings out of 11 held during fiscal year ended Mar 2021. Has provided appropriate and necessary opinions and advice based on abundant managerial experience and broad knowledge. As well as he serves as a member of the Nomination and Compensation Committee, a voluntary body in the process of determining the nomination and compensation of directors and senior management and oversees the directors and senior management through appropriate current events evaluation and staffing.

【Booklet P33】

<u>Position</u>	<u>Name</u>	<u>Major Activities</u>
Auditor (Fulltime)	Michinari Fujiwara	<p>Attended 11 Directors of the Board Meetings out of 11 held during fiscal year ended Mar 2021. Has provided appropriate questions and opinions based on experience and knowledge obtained from his background field of financial institutions.</p> <p>Also attended 12 the Board of Auditors Meetings out of 12 Meetings held and exchanged opinions concerning audit as well as engaged in discussions concerning important matters.</p>
Auditor	Tomokuni Tsuno	<p>Attended 11 Directors of the Board Meetings out of 11 held during fiscal year ended Mar 2021. Has provided appropriate questions and opinions based on his experience and knowledge as a CPA.</p> <p>Also attended 12 the Board of Auditors Meetings out of 12 Meetings held and exchanged opinions concerning audit as well as engaged in discussions concerning important topics.</p>
Auditor	Nobuko Ishibashi	<p>Attended 11 Directors of the Board Meetings out of 11 held during fiscal year ended Mar 2021. Has provided appropriate questions and opinions from the professional perspective as a lawyer.</p> <p>Also attended 12 the Board of Auditors Meetings out of 12 Meetings held after June and exchanged opinions concerning audit as well as engaged in discussions concerning important topics.</p>

(5) Compensation of Outside Directors and Auditors

<u>Position</u>	<u># of personnel</u>	<u>Total Remuneration</u>	<u>Compensation from other Group Companies</u>
Outside Directors and Auditors	6	88 million yen	—

【Booklet P34】

(6) Policy regarding decisions regarding the content of individual remuneration for directors

At the Board of Directors meeting held on February 10, 2021, the Board of Directors of the Company resolved a policy regarding the determination of the content of individual remuneration for directors.

1. Remuneration for directors who execute business.

The Board of Directors entrusts Nobuhiko Yoshitake, Representative Director and President, to determine the amount of remuneration for each individual director after considering whether the amount of remuneration for each executive director is appropriate. The reason for the delegation to the Representative Director and President is as follows. The reason for delegating this task to the Representative Director and President is that the Representative Director and President is the most suitable person to evaluate the areas of responsibility and duties of each Director while having a bird's eye view of the Company's overall performance. The authority delegated to the Representative Director and President is for the Nomination and Compensation Committee to deliberate and determine the amount of remuneration based on the fairness among directors, the degree of their contribution, the Company's performance, and other factors. Of this pre-determined remuneration, the basic remuneration portion is paid monthly, and the bonus portion is paid in July. The Representative Director and President proposes the amount of remuneration consistent with the above remuneration system established by the Board of Directors, and the Nomination and Compensation Committee, which includes independent outside directors, deliberates, and determines the amount of remuneration.

2. Remuneration for directors who do not execute business.

The Representative Director and President, who has been entrusted by the Board of Directors with the decision on the amount of remuneration for each individual, determines the amount of remuneration to be the same as the regular amount determined in advance through deliberations by the Nomination and Compensation Committee on the social status and contribution of each officer. The Representative Director and President proposes the amount of remuneration consistent with the above remuneration system established by the Board of Directors, and the Nomination and Compensation Committee, which includes independent outside directors, deliberates, and determines the amount of remuneration.

3. Maximum amount of remuneration for directors.

The total amount of remuneration for directors is within the range approved at the general meeting of shareholders.

The maximum amount of total remuneration for directors approved at the General Meeting of Shareholders is as follows.

Remuneration limit for directors: 250 million yen or less per year (Resolved at the Ordinary General Meeting of Shareholders on June 29, 2004)

【Booklet P35】

4. Matters relating to Accounting Auditor

(1) Name KPMG Azusa LLP

(2) Amount of remuneration for the fiscal year under review

<u>Item</u>	<u>Amount</u>
Amount of remuneration paid to accounting auditor	28 million yen
Total amount of money and/or other financial benefits payable to accounting auditor by TCG and/or its Affiliates	103 million yen

Notes:

1. Concerning remuneration to accounting auditors, Auditors of the Board scrutinized the appropriateness of an accounting audit plan for this fiscal year, which was provided by the accounting auditor, by taking into account the analysis and evaluation for the audit results of the year earlier. In addition, appropriateness of the calculation basis of the quoted amount of remuneration to the accounting auditor was also scrutinized. The Board concluded both of the plan and the calculation basis to be appropriate and agreed to the remuneration amount.
2. The audit contract between the Company and the accounting auditor provides no distinction in the remuneration amount payable between the auditing under the Corporate Act and the auditing under the Financial Instruments and Exchange Act. Thus, the above amount in the table is the total of these two audits.
3. The above amount does not include consumption tax.

(3) Contents of non-audit services

The Company entrusts the accounting auditor with "comfort letter preparation services," which are services other than those stipulated in Article 2, Paragraph 1 of the Certified Public Accountants Act (non-audit services), and its subsidiaries entrust the accounting auditor with "financial due diligence services," for which the Company pays compensation.

(4) Policy for decisions to terminate or not extend contracts with the Accounting Auditor.

If there is need to do so due to, for instance, obstacles in conducting accounting audit, the Company may propose to terminate or not extend contracts with the Accounting Auditor at the Shareholders Meeting upon the decision of Auditors of the Board. In addition, upon unanimous agreement of the Auditors of the Board, the Board may terminate contracts with the Accounting Auditor in case the Accounting Auditor falls under any of the events listed in Paragraph 1, Article 340 of the Corporate Act.

【Booklet P36】

6. Policies Concerning Dividend Payment

Distributing earnings to shareholders is one of our highest priorities. We will pursue disciplined capital policy by seeking the optimized balance between strengthening management basis towards eternal growth of the Group and the steady distribution of profits to our shareholders. Our basic policy is to maintain stable dividend payments to improve shareholder distribution while retained earnings will be used effectively from a medium to long term perspective with the primary objective to strengthen our management structure and to build a sound base for future operations.

For the fiscal year ended March 2021, we declare an annual dividend of 63 yen per share, which is the same amount as our announcement at the beginning of the year, with the dividend payout ratio of 29.4%.

For the fiscal year ending March 2022, we plan to pay a dividend of 63 yen per share.

Notes: The amounts appearing on the business reports are rounded down to the nearest million yen.

【Booklet P37】

Consolidated Financial Statements

Consolidated balance sheet

(As of March 31, 2021)

(Million yen, figures in parentheses indicate negative amounts)

ACCOUNT TITLE	AMOUNT	ACCOUNT TITLE	AMOUNT
[ASSETS]		[LIABILITIES]	
Current assets	165,982	Current liabilities	75,455
Cash and deposits	73,372	Accounts payable for construction contracts	26,930
Notes receivable, accounts receivable from completed construction contracts and other	70,948	Short-term borrowings	16,000
Real estate for sale	11,699	Income taxes payable	2,739
Costs on construction contracts in progress	1,443	Advances received on construction contracts in progress	17,455
Costs on real estate business	3,397	Provision for warranties for completed construction	1,243
Accounts receivable – other	3,339	Provision for bonuses	3,582
Other	1,894	Other	7,505
Allowance for doubtful accounts	(112)	Non-current liabilities	29,619
Non-current assets	54,849	Bonds payable	15,000
Property, plant and equipment	38,472	Deferred tax liabilities for land revaluation	256
Buildings and structures, net	6,138	Deferred tax liabilities	650
Machinery, vehicles, tools, furniture and fixtures, net	1,551	Provision for special repairs of vessels	62
Vessels, net	757	Retirement benefit liability	11,283
Land	28,642	Other	2,367
Leased assets, net	168	Total liabilities	105,075
Construction in progress	1,213	[NET ASSETS]	
Intangible assets	2,803	Shareholders' equity	117,155
Goodwill	1,822	Share capital	5,000
Other	980	Capital surplus	797
Investments and other assets	13,573	Retained earnings	118,842
Investment securities	6,573	Treasury shares	(7,483)
Deferred tax assets	4,356	Accumulated other comprehensive income	(1,440)
Other	2,858	Valuation difference on available-for-sale securities	550
Allowance for doubtful accounts	(214)	Revaluation reserve for land	(1,266)
		Foreign currency translation adjustment	(216)
		Remeasurements of defined benefit plans	(508)
		Non-controlling interests	40
		Total net assets	115,756
Total assets	220,831	Total liabilities and net assets	220,831

【Booklet P38】

Consolidated statements of income

(April 1, 2020 — March 31, 2021)

(Million yen, figures in parentheses indicate negative amounts)

ACCOUNT TITLE	AMOUNT	
Net sales		
Net sales of completed construction contracts	252,363	
Sales in real estate business	30,717	283,080
Cost of sales		
Cost of sales of completed construction contracts	217,886	
Cost of sales in real estate business	26,888	244,775
Gross profit		
Gross profit on completed construction contracts	34,476	
Gross profit-real estate business	3,828	38,305
Selling, general and administrative expenses		26,106
Operating profit		12,198
Non-operating income		
Interest income	4	
Dividend income	94	
Rental income	95	
Subsidy income	77	
Other	102	374
Non-operating expenses		
Interest expenses	201	
Bond issuance costs	91	
Other	166	460
Ordinary profit		12,112
Extraordinary income		
Gain on sale of non-current assets	25	
Gain on sale of shares of subsidiaries and associates	54	
Gain on bargain purchase	52	
Other	0	132
Extraordinary losses		
Loss on valuation of investment securities	100	
Loss on retirement of non-current assets	92	
Other	23	215
Profit before income taxes		12,028
Income taxes-current	4,690	
Income taxes-deferred	(138)	4,552
Profit		7,476
Profit attributable to non-controlling interests		9
Profit attributable to owners of parent		7,467

【Booklet P39】

(As of March 31, 2021)

Balance sheet (Non-consolidated)

(Million yen, figures in parentheses indicate negative amounts)

ACCOUNT TITLE	AMOUNT	ACCOUNT TITLE	AMOUNT
[ASSETS]		[LIABILITIES]	
Current assets	11,910	Current liabilities	16,345
Cash and deposits	9,849	Accounts payable - real estate business	36
Real estate for sale	1,058	Short-term borrowings	16,000
Accounts receivable - other	880	Income taxes payable	11
Other	122	Deposit received - real estate business	25
Allowance for doubtful accounts	(0)	Provision for bonuses	23
Non-current assets	51,690	Other	249
Property, plant and equipment	23,887	Non-current liabilities	16,240
Buildings and structures, net	2,115	Bonds payable	15,000
Machinery, equipment and vehicles, net	134	Deferred tax liabilities	20
Tools, furniture and fixtures, net	17	Deferred tax liabilities for land revaluation	40
Land	20,134	Provision for retirement benefits	42
Construction in progress	1,486	Long-term retirement benefits payable to directors	502
Intangible assets	0	Long-term guarantee deposits	633
Investments and other assets	27,802	Total liabilities	32,586
Investment securities	455	[NET ASSETS]	
Shares of subsidiaries and associates	26,887	Shareholders' equity	32,256
Other	459	Share capital	5,000
		Capital surplus	272
		Legal capital surplus	272
		Retained earnings	34,468
		Legal retained earnings	978
		Other retained earnings	33,490
		General reserve	28,270
		Retained earnings brought forward	5,220
		Treasury shares	(7,483)
		Valuation and translation adjustments	(1,241)
		Valuation differences on available-for-sale securities	61
		Revaluation reserve for land	(1,303)
		Total net assets	31,015
Total assets	63,601	Total liabilities and net assets	63,601

【Booklet P40】

(April 1, 2020—March 31, 2021)

Income statement (Non-consolidated)

(Million yen, figures in parentheses indicate negative amounts)

ACCOUNT TITLE	AMOUNT	
Net sales		
Sales in real estate business	1,270	
Dividends from subsidiaries and associates	4,450	5,720
Cost of sales		
Cost of sales in real estate business	1,157	1,157
Gross profit		4,563
Selling, general and administrative expenses		1,021
Operating profit		3,541
Non-operating income		
Dividend income	20	
Other	2	22
Non-operating expenses		
Interest expenses	71	
Interest on bonds	2	
Bond issuance costs	91	
Taxes and dues	33	
Commission expenses	22	
Other	1	222
Ordinary profit		3,342
Extraordinary losses		
Loss on valuation of investment securities	100	100
Profit before income taxes		3,242
Income taxes		3
Profit		3,239

【Booklet P41-46】

Audit Report by Accounting Auditor (KPMG AZSA LLP)

Unqualified opinion for both consolidated and unconsolidated financial statements. Translation omitted.

Audit Report by Auditors of the Board (Translation omitted, summary as described below)

2.(1) 1. Operations report and its attached documents are in accordance with laws and regulations,
and appropriately shows the status of the Company.

2. No serious violation of laws and/or regulations of the Company are observed.

3. No special report is necessary concerning internal control of the Company.

(2) KPMG AZSA's accounting audit is appropriate for unconsolidated financial statements.

(3) KPMG AZSA's accounting audit is appropriate for consolidated financial statements.

