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(Securities code: 1860)

June 5, 2025

(Start of electronic provision of documents: May 29, 2025)

**To Shareholders with Voting Rights:**

Seisuke Otani  
President and Representative Director  
TODA CORPORATION  
7-1 Kyobashi 1-chome, Chuo-ku,  
Tokyo

**NOTICE OF CONVOCATION FOR  
THE 102ND ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued supports.

We are pleased to announce that the 102nd Annual General Meeting of Shareholders of TODA CORPORATION (the “Company”) will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for providing information in electronic format (the “electronic provision measures”). Matters subject to the electronic provision measures have been posted on the following website:

The Company’s website:

[https://www.toda.co.jp/english/investor\\_relations/general\\_meeting.php](https://www.toda.co.jp/english/investor_relations/general_meeting.php)

In addition to the above website, those matters have also been posted on the following website:

The Tokyo Stock Exchange’s website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do>

(Please access the above website, perform a search by entering “TODA CORPORATION” for “Issue name (company name)” or “1860” for “Code”, and then select “Basic information” and “Documents for public inspection/PR information” to review “[Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting]” in the “Filed information available for public inspection” section.)

You can exercise your voting rights in writing or by electromagnetic means (via the Internet, etc.). Please review the Reference Documents for the General Meeting of Shareholders included in the matters subject to measures for electronic provision, and exercise your voting rights by 5:30 p.m. on Wednesday, June 25, 2025 (Japan Time).

- 1. Date and Time:** 10 a.m., Thursday, June 26, 2025 (Japan Time)
- 2. Place:** TODA BUILDING 4F, Hall B  
7-1 Kyobashi 1-Chome, Chuo-ku, Tokyo

**3. Meeting Agenda:**

- Matters to be reported:**
1. Business Report, Consolidated Financial Statements and results of audit thereof for the Company's 102nd Fiscal Year (April 1, 2024–March 31, 2025)
  2. Non-consolidated Financial Statements for the Company's 102nd Fiscal Year (April 1, 2024 – March 31, 2025)

**Matters to be resolved:**

- Proposal No. 1** Appropriation of Surplus  
**Proposal No. 2** Election of Seven (7) Directors  
**Proposal No. 3** Election of One (1) Audit & Supervisory Board Member  
**Proposal No. 4** Revision of Performance-linked Stock Compensation Plan for Directors, etc.

- (1) When attending the meeting, please submit the enclosed voting rights exercise form to the reception desk. Please also bring with you this Convocation Notice as a meeting material.
- (2) Of the items to be provided electronically, the following items are not included in the documents to be delivered to shareholders who requested delivery of written documents in accordance with the provisions of laws and regulations and the Articles of Incorporation. The documents to be delivered to the shareholders who requested the delivery of the documents are part of the documents that were audited by Audit & Supervisory Board Members and the accounting auditor in preparing the audit report.
  - (i) "The Company's System and Policy" in the Business Report
  - (ii) "Notes to Consolidated Financial Statements" of the Consolidated Financial Statements
  - (iii) "Notes to Non-Consolidated Financial Statements" of the Non-Consolidated Financial Statements
- (3) Any revisions to the matters subject to the measures for electronic provision will be posted on the above-listed websites.

## Reference Documents for the General Meeting of Shareholders

### Proposals and References

#### Proposal No. 1 Appropriation of Surplus

The basic policy of the Company is to make profit returns in accordance with its performance and business environment, while assuring continuous, stable dividend payments to shareholders and in consideration of the amount of internal reserves essential for strengthening the competitiveness and financial strength of the Company, and to make direct profit distribution and to achieve shareholder return through medium- to long-term share price increase, the Company has set target for DOE at 2.5% or more, while total return ratio is set at 40% or more. Under this policy, the Company proposes the appropriation of surplus as follows.

#### Matters concerning year-end dividends

(1) Type of dividend property

Cash

(2) Matters concerning the allocation of dividend property to shareholders and the total amount thereof

15.5 yen per share of common stock of the Company

Total amount: 4,689,714,875 yen

As a result, annual dividends per share for the fiscal year ended March 31, 2025 will be 30 yen, including the interim dividend of 14.5 yen.

(3) Effective date of distribution of surplus

June 27, 2025

**Proposal No. 2 Election of Seven (7) Directors**

The terms of office of all six (6) Directors will expire at the conclusion of this Meeting. Accordingly, the Company proposes electing seven (7) Directors (including four (4) Outside Directors).

No.	Name		Positions and responsibilities at the Company	Attendance at the Board of Directors' meeting
1	Masanori Imai	Reelection Candidate	Chairperson and Representative Director	100% (17 out of 17 meetings)
2	Seisuke Otani	Reelection Candidate	President and Representative Director President and Corporate Officer	100% (17 out of 17 meetings)
3	Toshihiro Yamazaki	Reelection Candidate	Director Executive Vice President Group General Manager, Corporate Administration Group	100% (17 out of 17 meetings)
4	Toshihiko Itami	Reelection Candidate Outside Director Independent	Outside Director	100% (17 out of 17 meetings)
5	Kumi Arakane	Reelection Candidate Outside Director Independent	Outside Director	100% (17 out of 17 meetings)
6	Masahiro Muroi	Reelection Candidate Outside Director Independent	Outside Director	100% (17 out of 17 meetings)
7	Kiyoshi Mizuhara	Newly appointed Outside Director Independent	—	—

No.	Name	Career summary, positions, and responsibilities	Number of shares of the Company held
1	 Masanori Imai <u>Reelection Candidate</u> (July 21, 1952)	April 1978      Joined the Company April 1999      Manager, Architectural Construction Work Division, Tokyo Branch October 2001    General Manager, Keiji General Construction Sales Office, Osaka Branch April 2008      Corporate Officer and Vice Branch Manager, Osaka Branch August 2009    Executive Officer and Branch General Manager, Osaka Branch April 2013      Corporate Officer and Executive Vice President June 2013      President and Representative Director President and Corporate Officer April 2021      Chairperson and Representative Director (to present) [Significant concurrent positions] Chairman, Japan Construction Occupational Safety and Health Association Chairman, National General Contractors Association of Japan Executive Councilor, the Tokyo Chamber of Commerce and Industry Vice Chairperson, Ecofirst Council Co-Representative, Japan Climate Leaders' Partnership Outside Director, East Japan Construction Surety Co., Ltd. Chairperson, Toda Mirai Foundation	29,800 shares
[Reasons for nomination as candidate for Director] Mr. Masanori Imai, serving as President and Representative Director and Chairperson and Representative Director, has played a leading role in increasing the Group's corporate value. He also engages in activities outside the Company to contribute to solving social challenges including environmental issues. The Company renominates him as a candidate for Director so that he will leverage his wealth of experience and broad insight, contributing to the sustainable growth of the Group through managerial supervision that gives consideration to all stakeholders and the strengthening of the decision-making function of the Board of Directors.			
2	 Seisuke Otani <u>Reelection Candidate</u> (May 25, 1958)	April 1982      Joined the Company March 2009      General Manager, Architectural Construction Work Division, Tokyo Branch March 2013      Deputy General Manager, Tokyo Branch October 2016    Branch General Manager, Chiba Branch April 2017      Corporate Officer March 2018      Corporate Officer and Branch General Manager, Kanto Branch March 2020      Corporate Officer in charge of Administration Group April 2020      Executive Officer June 2020      Director April 2021      President and Representative Director (to present) President and Corporate Officer (to present)	30,100 shares
[Reasons for nomination as candidate for Director] Mr. Seisuke Otani has been responsible for the architectural construction work department over many years, accumulating a wealth of experience and achievements in the area of architectural construction. Furthermore, he has been making significant contributions to increasing the corporate value such as by overseeing large-scale construction projects. Since April 2021, he has been leading the Group management as President and Representative Director. The Company renominates him as a candidate for Director as he can be expected to contribute to forward-looking, medium- to long-term growth strategy and to improving the corporate value.			

No.	Name	Career summary, positions, and responsibilities	Number of shares of the Company held
3	 Toshihiro Yamazaki <u>Reelection Candidate</u> (July 10, 1958)	April 1982    Joined the Company March 2008    General Manager, Financial Division, Administration Group April 2015    Corporate Officer and General Manager, Financial Division, Administration Group March 2016    Corporate Officer in charge of Administration Group March 2021    Corporate Officer and Assistant General Manager, Management Administration Division March 2022    Corporate Officer and Group General Manager, Corporate Administration Group (to present) April 2022    Senior Executive Officer June 2022    Director (to present) April 2023    Corporate Officer and Executive Vice President (to present)	47,900 shares
<p>[Reasons for nomination as candidate for Director]            Mr. Toshihiro Yamazaki has been responsible for finance department over many years, accumulating a wealth of experience and achievements in all aspects of financial matters in relation to corporate management. He currently strengthens coordination between the three Business Groups (the Building Construction Business Group, the Civil Engineering Business Group, and Strategic Business Promotion Group) and the Innovation Group as Group General Manager of Corporate Administration Group, and supervises financial planning, personnel, administration, ICT, and internal control departments, etc. The Company nominates him as a candidate for Director as it believes that he is suitable for executing further growth investment and to strengthen financial strategy.</p>			

No.	Name	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
4	 <p>Toshihiko Itami</p> <p>Reelection Candidate</p> <p>Outside</p> <p>Independent</p> <p>(September 2, 1953)</p>	<p>April 1980 Appointed Public Prosecutor, Tokyo District Public Prosecutors Office</p> <p>April 2005 Director-General, Public Security Bureau, Tokyo District Public Prosecutors Office</p> <p>June 2010 Director, General Affairs Department, Supreme Public Prosecutors Office</p> <p>July 2012 Chief Prosecutor, Tokyo District Public Prosecutors Office</p> <p>July 2014 Deputy Prosecutor-General, Supreme Public Prosecutors Office</p> <p>December 2015 Superintending Prosecutor, Osaka High Public Prosecutors Office</p> <p>November 2016 Registered as an Attorney at Law Advisor, Nagashima Ohno &amp; Tsunematsu (to present)</p> <p>March 2018 Audit &amp; Supervisory Board Member, THE HOKKOKU SHIMBUN CO., LTD.</p> <p>June 2018 Outside Director, Seven Bank, Ltd.</p> <p>June 2018 Director, the Company (to present)</p> <p>June 2020 Outside Director (Audit &amp; Supervisory Committee Member), JP-HOLDINGS, INC. (to present)</p>	2,900 shares

[Reasons for nomination as candidate for Outside Director and expected roles]

Mr. Toshihiko Itami has served in prominent positions including Chief Prosecutor of Tokyo District Public Prosecutors Office, Deputy Prosecutor-General of Supreme Public Prosecutors Office and Superintending Prosecutor of Osaka High Public Prosecutors Office, before engaging in corporate governance, corporate crisis management and corporate compliance matters as an attorney at law, and possesses a wealth of experience and a high level of expertise. The Company renominates him as Outside Director as we expect that he will provide appropriate advice and proposals concerning the management of the Company from an objective standpoint independent of the management team involved in the execution of duties.

While he has never been involved in corporate management other than as an outside director/auditor, the Company believes that he can appropriately execute the duties of an Outside Director based on the above reasons.

No.	Name	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
5	 Kumi Arakane Reelection Candidate Outside Independent (July 4, 1956)	April 1981    Joined KOBAYASHI KOSÉ COMPANY LIMITED (currently KOSÉ Corporation) March 2002    Senior Chief Researcher, R&D Headquarters Advanced Cosmetic Research Laboratories March 2004    General Manager, Product Development Dept., Marketing Headquarters March 2006    Executive Officer, Deputy Director-General of Marketing Headquarters and General Manager of Product Development Dept. March 2010    General Manager, R&D Laboratories March 2011    General Manager, Quality Assurance Dept. (Marketing Supervisor-General) June 2011    Director (in charge of Quality Assurance Dept., Customer Service Center, Purchasing Dept., and Product Designing Dept.) June 2017    Audit & Supervisory Board Member March 2019    Outside Audit & Supervisory Board Member, Kubota Corporation March 2020    External Director, Kagome Co., Ltd. (to present) June 2020    Director, the Company (to present) March 2021    Outside Director, Kubota Corporation (to present)	5,800 shares
[Reasons for nomination as candidate for Outside Director and expected roles] Ms. Kumi Arakane has a wealth of experience and insight in corporate management, including being involved in the execution and supervision of management as a director and person in charge of corporate R&D, product development, and quality assurance as a Doctor of Pharmacology. The Company renominates her as Outside Director as we expect that she will provide to-the-point proposals and advice at the meetings of the Board of Directors from an objective standpoint independent of the management team involved in the execution of duties.			
6	 Masahiro Muroi Reelection Candidate Outside Independent (July 13, 1955)	April 1978    Joined the Nomura Computer Systems Co., Ltd. January 1988    The Nomura Research Institute, Ltd. and the Nomura Computer Systems Co., Ltd. Merge June 2000    Director and Group General Manager, Planning and Business Division, EC Knowledge Solution Division, Knowledge Solution Group April 2002    Director and Executive Officer, Senior Manager, e-Solution Division April 2008    Director and Senior Executive Officer, Senior Manager, Investigation & Creation Center, Headquarter Organization management April 2013    Representative Director and Executive Vice President, Senior Management, Corporate Division, in charge of Quality and Innovative Production and Risk Management April 2015    Director, Vice Chairman & Chair, Board of Directors June 2016    Outside Director, RYODEN CORPORATION June 2017    Outside Director, MARUI GROUP CO., LTD. June 2018    Auditor, The Norinchukin Bank (to present) June 2022    Director, the Company (to present)	3,500 shares
[Reasons for nomination as candidate for Outside Director and expected roles] Mr. Masahiro Muroi has served as Representative Director of a major private think tank, accumulating a wealth of experience in and insight into corporate management, including serving as an officer responsible for risk management. He also has high expertise in IT. The Company nominates him as Outside Director as we expect that he will provide effective advice that will help improve the efficiency of business operations while supervising the Company's overall management.			

No.	Name	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
7	 <p data-bbox="293 779 480 1003">           Kiyoshi Mizuhara  <u>Newly appointed</u>  <u>Outside</u>  <u>Independent</u>            (January 13, 1960)         </p>	<p data-bbox="512 353 1299 1061">           April 1983    Joined Komatsu Ltd.            January 1988    Assigned to work at Komatsu Dresser Company (currently Komatsu America Corp.) (until March 1993)            March 1997    Assigned to work at Komatsu Hanomag GmbH (currently Komatsu Germany GmbH) (until March 2003)            April 2005    General Manager, Sales Planning Department, Construction &amp; Mining Equipment Marketing Division, Komatsu Ltd.            April 2008    General Manager, Business Control Department, General Manager, Overseas Transportation Department, Construction &amp; Mining Equipment Marketing Division            April 2011    General Manager, Construction Equipment Corporate Planning Department, Construction &amp; Mining Equipment Marketing Division            April 2013    Executive Officer                             Representative of All India Operations                             President, Komatsu India Pvt. Ltd.            April 2017    Senior Executive Officer                             President of Construction Equipment Marketing Division            June 2019    Director and Senior Executive Officer            April 2021    Chief Marketing Officer (CMO)                             President of Construction Equipment Solution Division            April 2022    Representative Director                             Senior Executive Officer and CMO            July 2023    Advisor (to present)         </p>	0 shares
<p data-bbox="201 1084 1442 1281">           [Reasons for nomination as candidate for Outside Director and expected roles]            Mr. Kiyoshi Mizuhara has served as Representative Director of a major construction &amp; mining equipment company, accumulating a wealth of experience in and insight into corporate management. He also has high expertise in global business through his experience as CMO and extensive experience of working abroad. Additionally, he has participated in the activities of the environmental and energy committee of an economic organization to help address environmental issues. The Company nominates him as Outside Director as we expect that he will provide effective advice that will help improve the efficiency of business operations while supervising the Company's overall management.         </p>			

- Notes:
1. There is no special interest between any of the candidates and the Company.
  2. The numbers of shares of the Company held by the candidates are the numbers of shares substantially held, which include each candidate's shareholding in Toda Corporation Officers' Shareholding Association.
  3. Mr. Toshihiko Itami, Ms. Kumi Arakane, Mr. Masahiro Muroi, and Mr. Kiyoshi Mizuhara are candidates for Outside Director. They are designated as candidates for independent directors as stipulated by the rules of the Tokyo Stock Exchange and notified thereof to the Exchange.
  4. Mr. Toshihiko Itami, Ms. Kumi Arakane, and Mr. Masahiro Muroi currently serve as Outside Director of the Company. At the conclusion of this General Meeting of Shareholders, Mr. Toshihiko Itami will have served as Outside Director for seven years, Ms. Kumi Arakane will have served as Outside Director for five years, and Mr. Masahiro Muroi will have served as Outside Director for three years.
  5. Mr. Toshihiko Itami has served as Advisor of Nagashima Ohno & Tsunematsu. The amount of monetary compensation paid by the Company to the law firm in the fiscal year ended March 31, 2025 was less than 0.1% of the law firm's total income.
  6. Although Ms. Kumi Arakane served as Executive Officer, Director, and Audit & Supervisory Board Member of KOSÉ Corporation until June 2019, she is not currently involved in the execution of KOSÉ Corporation's business. In addition, the amount of KOSÉ Corporation's transactions with the Company in the fiscal year ended March 31, 2025 was less than 0.1% of the Company's net sales.
  7. Although Mr. Masahiro Muroi served as Member of the Board and Representative Director of The Nomura Research Institute, Ltd., he is not currently involved in the execution of The Nomura Research Institute, Ltd.'s business. The amount of The Nomura Research Institute, Ltd.'s transactions with the Company in the fiscal year ended March 31, 2025 was less than 0.1% of the Company's net sales.
  8. Although Mr. Kiyoshi Mizuhara served as Director and Representative Director of Komatsu Ltd., he is not currently involved in the execution of Komatsu Ltd.'s business. The amount of Komatsu Ltd.'s transactions with the Company in the fiscal year ended March 31, 2025 was less than 0.1% of the Company's net sales.
  9. To recruit talented people as Outside Directors of the Company, the Company stipulates in its Articles of Incorporation that it can enter into contracts with Outside Directors that limit the liability for damages to the Company to the minimum amount stipulated in laws and regulations. The Company has concluded this limited liability contract with Outside Director candidates, Mr. Toshihiko Itami, Ms. Kumi Arakane and Mr. Masahiro Muroi. The contracts will be retained if the reelection of the above three candidates is approved. In addition, the Company will conclude this limited liability contract with Outside Director candidate, Mr. Kiyoshi Mizuhara, if the election of Mr. Kiyoshi Mizuhara is approved.
  10. The Company has entered into a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The said insurance contract covers damages, litigation expense to be borne by the insured, in the event of a claim for damages caused by an act (including nonfeasance) in the course of their duties as directors and officers. However, the said insurance contract is not applicable to damages, etc. to directors and officers themselves who commit criminal acts or illegal acts deliberately, and measures are taken in order to prevent the impairment of the appropriateness of execution of duties by directors and officers. The insurance premiums are fully borne by the Company. The scope of the insured under the said insurance includes the directors, audit & supervisory board members, executive officers and managerial employees of the Company. If this proposal is approved as originally proposed, candidates will be insured under the said insurance contract. The Company plans to renew the said insurance contract with the same contents during their terms of office.
  11. Ms. Kumi Arakane's name in the family register is Ms. Kumi Kameyama.

### Proposal No. 3 Election of One (1) Audit & Supervisory Board Member

At the Annual General Meeting of Shareholders for the fiscal year ended March 31, 2024, Mr. Naoki Umikawa was elected as Substitute Audit & Supervisory Board Member in case of a shortage in the number of Outside Audit & Supervisory Board Members stipulated by laws and regulations as the number of Audit & Supervisory Board Members of the Company is prescribed to be three (3).

The term of office of the Substitute Audit & Supervisory Board Member will expire at the conclusion of this Meeting. Accordingly, the Company proposes to elect one (1) Outside Audit & Supervisory Board Member to strengthen its audit system.

The candidate for Audit & Supervisory Board Member is as below. This Proposal has been approved by the Audit & Supervisory Board in advance.

Name	Career summary and positions	Number of shares of the Company held
 <p>Satoshi Machida</p> <p>Newly appointed</p> <p>Outside</p> <p>Independent</p> <p>(April 4, 1981)</p>	<p>November 2004      Joined Nagoya Office, ChuoAoyama PricewaterhouseCoopers</p> <p>July 2007            Joined Nagoya Office, KPMG AZSA LLC</p> <p>January 2015        Joined Torikai Law Office (to present)</p> <p>January 2023        Outside Director, Murakoshni Holdings Co., Ltd. (to present)</p>	<p>0 shares</p>
<p>[Reasons for nomination as candidate for Outside Audit &amp; Supervisory Board Member]</p> <p>Mr. Satoshi Machida possesses extensive and appropriate skills, experience, and expertise in finance, accounting, and legal affairs. After graduating from university, he obtained his certified public accountant qualification and engaged in auditing services at major audit firms. He is currently involved in general corporate legal affairs as an attorney at a law office. Additionally, he is involved in management as Outside Director and is qualified to serve as Outside Audit &amp; Supervisory Board Member. Accordingly, the Company nominates him to help strengthen its audit system.</p>		

- Notes:
1. There is no special interest between candidate Mr. Satoshi Machida and the Company.
  2. Mr. Satoshi Machida is a candidate for Outside Audit & Supervisory Board Member. He is designated as a candidate for an independent Audit & Supervisory Board member as stipulated by the rules of the Tokyo Stock Exchange and notified thereof to the Exchange.
  3. The term of office of Mr. Satoshi Machida under this Proposal will expire at the conclusion of Annual General Meeting of Shareholders of the Company related to the last fiscal year ending within 4 years after the election of Mr. Satoshi Machida as stipulated in the Articles of Incorporation.
  4. Mr. Satoshi Machida is with Torikai Law Office. There was no monetary compensation paid by the Company to the law office in the fiscal year ended March 31, 2025.
  5. To recruit talented people as Audit & Supervisory Board Member of the Company, the Company stipulates in its

Articles of Incorporation that it can enter into contracts with Audit & Supervisory Board Members that limit the liability for damages to the Company to the minimum amount stipulated in laws and regulations. The Company will conclude this limited liability contract with Audit & Supervisory Board Member candidate, Mr. Satoshi Machida if the election of Mr. Satoshi Machida is approved.

6. The Company has entered into a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The said insurance contract covers damages, litigation expense to be borne by the insured, in the event of a claim for damages caused by an act (including nonfeasance) in the course of their duties as directors and officers. However, the said insurance contract is not applicable to damages, etc. to directors and officers themselves who commit criminal acts or illegal acts deliberately, and measures are taken in order to prevent the impairment of the appropriateness of execution of duties by directors and officers. The insurance premiums are fully borne by the Company. The scope of the insured under the said insurance includes the directors, corporate auditors, executive officers and managerial employees of the Company. If this proposal is approved as originally proposed, the candidate will be insured under the said insurance contract. The Company plans to renew the said insurance contract with the same contents during the term of office.

(Reference)

**Roles of the Board of Directors:**

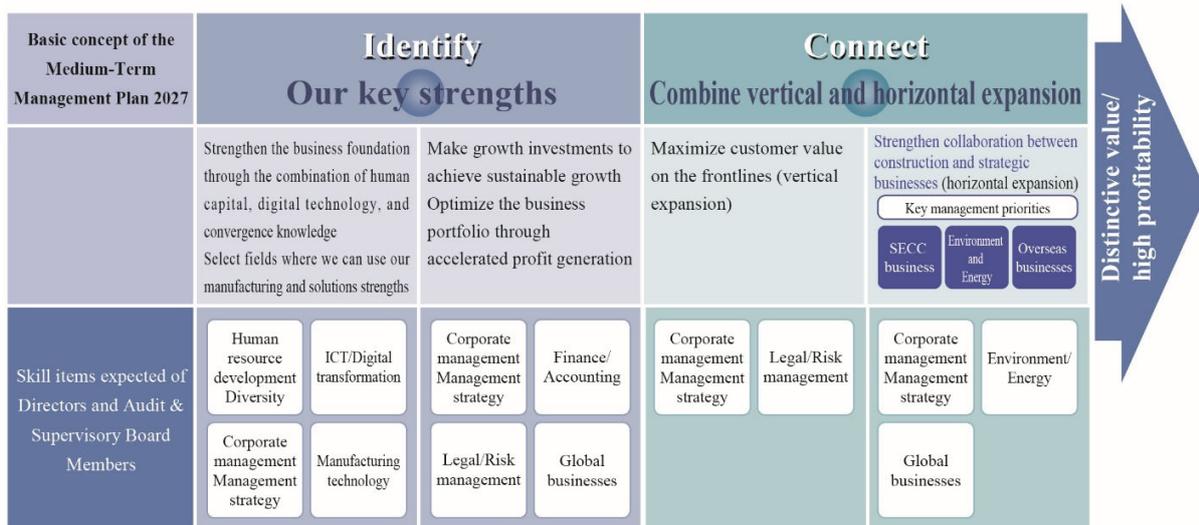
- The Board of Directors shall be entrusted by shareholders to make decisions on basic management strategies and management plans as well as the execution of important business operations and to ensure transparency and fairness in management by fulfilling its supervisory function over all aspects of management.
- The Board of Directors shall appoint executive officers and delegate them to make decisions on business operations other than important ones, and supervise their performance of duties.

**Basic approach to the composition of the Board of Directors:**

- The Board of Directors shall be composed of directors with an overall balance of expertise, experience, and skills (collectively the “Skills”), taking into consideration diversity, including in terms of gender, internationality, internal and external backgrounds, and age. The number of Directors shall not exceed 12, as stipulated in the Articles of Incorporation, and shall be appropriately determined based on the Company's management needs.
- In order to further strengthen the objective validity and accountability of the Board of Directors, at least one-third of the directors shall be highly independent outside directors.

**Skills Matrix**

- To fulfill the above roles of the Board of Directors and in light of our new Medium-Term Management Plan 2027, we have identified the following Skills that Directors and Audit & Supervisory Board Members should possess.



The table below shows the Skills matrix if Proposals 2 and 3 of this Annual General Meeting of Shareholders are approved as proposed, ensuring a balance of Skills for the Board of Directors as a whole (including Audit & Supervisory Board Members).

Name		Expected expertise, experience, and skills								Personnel and Compensation Advisory Committee
		Corporate management Management strategy	Finance/ Accounting	Human resource development Diversity	Legal/Risk management	Global businesses	Manufacturing technology	ICT/Digital transformation	Environment/ Energy	
Directors	Masanori Imai	○					○		○	○
	Seisuke Otani	○		○			○			
	Toshihiro Yamazaki		○		○					
	Toshihiko Itami Outside			○	○					◎
	Kumi Arakane Outside			○	○		○			○
	Masahiro Muroi Outside	○	○		○			○		○
	Kiyoshi Mizuhara Outside Newly appointed	○				○		○	○	○

◎: Chairperson

Audit & Supervisory Board Members	Shunji Momoi Outside		○		○	○				
	Hidemi Wakabayashi		○	○	○					
	Junko Nishiyama Outside				○		○		○	
	Satoshi Machida Outside Newly appointed		○		○					

Note: The above shows up to four specialties in which each candidate is particularly expected to possess expertise, experience and skills. It is not meant to show all skills of each candidate.

#### **Proposal No. 4 Revision of Performance-linked Stock Compensation Plan for Directors, etc.**

The Company introduced a performance-linked stock compensation plan (the “Plan”) at the 93rd Annual General Meeting of Shareholders of the Company held on June 29, 2016. Subsequently, partial revisions of the Plan were approved at the 96th Annual General Meeting of Shareholders held on June 27, 2019 and the 99th Annual General Meeting of Shareholders of the Company held on June 29, 2022. The Plan has been in place to date.

The term of the three (3) fiscal years (starting from the fiscal year ended March 31, 2023 to the fiscal year ended March 31, 2025) covered by the Plan was over. Accordingly, the Company asks the shareholders of the Company to approve a continuation and a partial revision of the Plan targeted at Directors and Executive Officers who have concluded an entrustment contract with the Company (excluding Outside Directors and non-residents of Japan) on and after the fiscal year ending March 31, 2026.

We request the shareholders of the Company approve this proposal, separately from the amount of compensation to Directors (within ¥600 million per year, of which ¥100 million or less to Outside Directors), which was approved at the 97th Annual General Meeting of Shareholders of the Company held on June 25, 2020.

In order to promote a sustainable growth over the medium- to long-term, the Company has decided to revise its compensation plan to increase the proportion of stock compensation, with the aim to raise awareness of “medium-term performance improvement” and “long-term corporate value enhancement.” Please refer to the pages 15 through 18 of this Notice of Convocation for the 102nd Annual General Meeting of Shareholders for the summary of the revision of the compensation plan. The Company believes the continuation and revision of the Plan is appropriate because it is in line with the Company’s basic concept of the compensation for Directors.

This revision of the Plan is proposed to the Meeting after a thorough deliberation at the Personnel and Compensation Committee, which is chaired by an Independent Outside Director and composed of a majority of Independent Outside Directors.

The number of the eligible Directors for the Plan shall be seven (7) (including four (4) Outside Directors), if the Proposal No. 2 is approved as originally proposed. As described above, Executive Officers are also eligible for the Plan (as of the issuance of this Notice, there are thirty-six (36) Executive Officers who have concluded an entrustment contract with the Company and who do not concurrently serve as Directors covered by this Plan), and the compensation under the Plan also includes the compensation to Executive Officers. However, given that there is a chance for such Executive Officers to assume the position of Director during the target period of the trust which is defined in 2 below, this proposal asks the shareholders to approve the whole compensation under the Plan as compensation to Directors, etc.

#### **1. Partial Revision of the Plan**

##### **(1) Details of the revision of the Plan**

Concerning the Plan, for which the trust period is set to expire on September 30, 2025, the Company will continue the Plan by revising the trust contract and making additional contributions to the trust to extend the trust period by three (3) years. Subject to approval of the General Meeting, the following changes will be made

to the conventional Plan for its continuation.

The Plan is a stock compensation plan in which shares of the Company are acquired through a trust using the amounts of compensation to Directors, etc. contributed by the Company. These shares, along with an amount equivalent to the cash converted from them, (the “Shares of the Company, etc.”) are delivered and paid to Directors, etc. (“delivered/paid,” “deliver/pay,” or “delivery/payment”) (details are presented in 2 below and thereafter.)

(2) Partially revised items to the Plan

Items	Before Revision	After Revision
Upper limit of funds contributed by the Company	For three (3) fiscal years, a total of ¥1,400 million (including ¥15 million allocated to Outside Directors).	For three (3) fiscal years, a total of ¥1,600 million (including ¥15 million allocated to Outside Directors).
Maximum number of the Shares of the Company, etc. that may be acquired by the Directors, etc.	The maximum total number of points per year is 800,000 points (800,000 shares), including 8,600 points (8,600 shares) allocated to Outside Directors.	The maximum total number of points per year is 900,000 points (900,000 shares), including 8,600 points (8,600 shares) allocated to Outside Directors.
Criteria for the achievement of business targets	The variation ranges from 0% to 165.0% based on the achievement level of company-wide performance evaluation (consolidated net sales, consolidated operating income, ROE) and ESG evaluation (CO2 emissions, total frequency rate) against target values.	The variation ranges from 0% to 165.0% based on the achievement level of company-wide performance evaluation (consolidated net sales, consolidated operating income, ROE) and ESG evaluation (CO2 emissions) against target values.

2. Amounts and Details of Compensation under the Plan

(1) Outline of the Plan

1) Those who are eligible for the delivery/payment of the Shares of the Company, etc. according to this proposal	<ul style="list-style-type: none"> <li>The Company’s Directors and Executive Officers (excluding non-residents of Japan) who have concluded an entrustment contract with the Company</li> </ul>
2) Impact of the Shares of the Company subject to this proposal on the total number of issued shares	
Upper limit of funds contributed by the Company	<ul style="list-style-type: none"> <li>For three (3) fiscal years, a total of ¥1,600 million (including ¥15 million allocated to Outside Directors)</li> </ul>
Maximum number of Shares of the Company, etc. that may be acquired by the Directors, etc. and the method of acquisition of the Shares of the Company	<ul style="list-style-type: none"> <li>The maximum total number of points that Directors, etc. can be granted per year is 900,000 points (900,000 shares), including 8,600 points (8,600 shares) allocated to Outside Directors.</li> <li>The number of Shares of the Company, etc. to be delivered/paid represents about 0.2% of the total number of issued shares of the Company (as of March 31, 2025).</li> <li>The Shares of the Company are to be acquired through the stock market or the Company (disposal of treasury stock).</li> </ul>
3) Criteria for the achievement of business targets	<ul style="list-style-type: none"> <li>The variation ranges based on the achievement level of company-wide performance evaluation (consolidated net sales, consolidated operating income, ROE) and ESG evaluation (CO2 emissions) against target values.</li> </ul>
4) Timing of the delivery/payment of the Shares of the Company, etc. to Directors, etc.	<ul style="list-style-type: none"> <li>For the performance-linked compensation, the Shares of the Company, etc. are delivered/paid after three (3) years of the grant of points.</li> <li>For the non-performance-linked compensation, in principle, the Shares of the Company, etc. are delivered/paid after the retirement.</li> </ul>

(2) Upper limit of funds contributed by the Company

The Company sets the Plan's target period to be successive three (3) fiscal years from the fiscal year ending March 31, 2026 to the fiscal year ending March 31, 2028 (the "Target period"). If the trust period below is extended, the Target period shall be each period of three (3) fiscal years thereafter. The Company contributes up to a total of ¥1,600 million (including ¥15 million for Outside Directors) per Target period as compensation to Directors, etc., and establishes a trust with a three (3) year trust period where Directors, etc. satisfying beneficiary requirements become the beneficiary of the trust (the "Trust") (including the extension of the trust period described in paragraph 2 of this section (2); the same applies hereinafter). The Trust will acquire the Shares of the Company through the stock market or the Company (disposal of treasury stock) by using funds contributed by the Company, in accordance with the instructions of a trust administrator. The Company will grant points to Directors, etc. (as described in (3) below) and deliver/pay the Shares of the Company, etc. during the trust period.

At the expiry of trust period of the Trust, the Company may continue the Trust by revising a trust contract and making additional contributions to the Trust, instead of establishing a new trust. In such cases, the trust period of the Trust shall be extended for the same period as the initial trust period, and the three (3) fiscal years following the extension of the trust period shall be a Target period. For each extended trust period, the Company will make additional contributions within the maximum amount of the trust funds approved by this 102nd Annual General Meeting of Shareholders. The Company will continue to grant points and deliver/pay the Shares of the Company, etc. to Directors, etc. during the extended trust period. However, in the case of making such additional contributions, if there are any remaining Shares of the Company (excluding the Shares of the Company, etc. corresponding to the points granted to Directors, etc. that have not yet been delivered/paid) and funds contributed in the trust assets (the "Remaining shares, etc."), the total amounts of the Remaining shares, etc. and the additional trust funds to be contributed shall be within the maximum amount of the trust funds that are to be approved and resolved at this 102nd Annual General Meeting of Shareholders.

At the end of the trust period, if there are any Directors who have a chance to satisfy the beneficiary requirements, we don't grant points to them any longer, but we may extend the trust period with a certain limited time until the Shares of the Company, etc. will be delivered/paid to the Directors, etc.

(3) Method of calculating the Shares of the Company, etc. to be acquired by the Directors, etc. and maximum number thereof

The number of Shares of the Company, etc. to be delivered/paid to Directors, etc. shall be composed of the following two types of compensation: performance-linked compensation aimed at offering incentives to enhance medium-term business performance, and non-performance-linked compensation aimed at raising awareness to increase long-term corporate value. At a certain time each year, the points for the performance-linked compensation are issued based on the position of the eligible Directors, etc. Then, three (3) years after the issuance of the points, the Shares of the Company, etc., will be delivered/paid in accordance with the number of points calculated based on the degree of attainment of the Company's business performance targets. At a certain time each year, the points for the non-performance-linked compensation are issued based on the position of the eligible Directors, etc. The vested points shall be accumulated each year, and at the time of retirement from the position as Director, etc., the Shares of the Company, etc. shall be delivered/paid in accordance with the accumulated points. The performance-linked factors used to calculate individual points include the company-wide performance evaluation (consolidated net sales, consolidated operating income and ROE) and the ESG evaluation (CO2 emissions), which vary between 0% and 165.0% depending on the degree of achievement. Outside Directors receive non-performance-linked compensation only, as they are responsible for supervising the company management to determine whether the business execution is appropriate from an objective standpoint, while they do not engage in the business execution. One (1) point shall be equivalent to one (1) share. If the number of Shares of the Company which belong to the Trust increases or decreases as a result of a stock split, an allotment of shares without contribution or a reverse split, the Company shall adjust the number of Shares of the Company, etc. to be delivered/paid per one (1) point, in proportion to the ratio of such increase or decrease.

The maximum total number of points that Directors, etc. can be granted per year is 900,000 points (900,000 shares) (including 8,600 points (8,600 shares) for Outside Directors).

(4) Timing and method of the Shares of the Company, etc. to be delivered/paid to Directors, etc.

The Directors, etc. who satisfy the beneficiary requirements shall receive delivery/payment of Shares of the Company, etc. in the number calculated in accordance with (3) above: for the performance-linked compensation,

three (3) years after the grant of points; for the non-performance-linked compensation, upon retirement of the Directors, etc., respectively. In such case, the Directors, etc. will receive the Shares of the Company equivalent to 50% of the points issued (shares less than one unit are disregarded), while the remaining shares are converted to cash by the Trust and the monetary amount equivalent to the converted value of the Shares of the Company shall be paid. In the event of the death of Directors, etc. during their term of office, the Shares of the Company corresponding to the accumulated number of points at the time of their death will, in principle, be converted to cash by the Trust, and the monetary amount equivalent to the converted value of the Shares of the Company is paid to the heir of the Directors, etc.; provided that the assessment of the business performance for the performance-linked compensation shall not be conducted.

(5) Clawback clause

In the event of serious misconduct, violation or other such incident by Directors, etc., the Company may forfeit or expropriate their rights to receive the Shares of the Company, etc., under the Plan (malus), or may seek return of monetary amount equivalent to the Shares of the Company, etc. that have been delivered/paid to them (clawback).

(6) Voting rights related to the Shares of the Company under the Trust

Voting rights related to the Shares of the Company under the Trust shall not be exercised during the trust period to ensure the neutrality of the Company management.

(7) Other details of the Plan

Other details of the Plan shall be determined by the Board of Directors each time the Trust is established, the trust contract is amended, and additional contributions are made to the Trust.

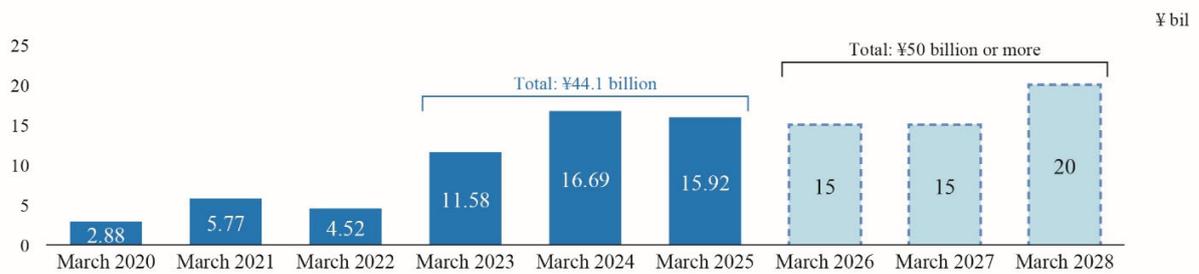
Note: For the details of the Plan, please refer to the Company's disclosures on the Tokyo Stock Exchange: the announcement dated May 15, 2025 concerning the Notice Concerning Revision of Performance-linked Stock Compensation Plan for Directors, etc., the announcement dated May 13, 2022 concerning the Notice of Continuation and Partial Revision of the Performance-linked Share-based Compensation System for the Company's Directors and Executive Officers, the Japanese announcement dated May 14, 2019 concerning the Notice of Continuation and Partial Revision of the Performance-linked Share-based Compensation System for the Company's Directors and Executive Officers, and the Japanese announcement dated May 13, 2016 concerning the Notice of Introduction of the Performance-linked Share Allocation System for the Company's Directors and Executive Officers.

## Cross-shareholding

The Group holds cross-shareholdings for the purpose of strengthening key alliances and business relationships in pursuit of business strategies and to enhance our corporate value over the medium- to long-term. The Group's basic policy is to reduce the balance of cross-shareholdings to mitigate risks and improve capital efficiency. The Board of Directors evaluates the significance and economic rationale of each holding, and shares deemed appropriate for continued ownership are retained. Meanwhile, for cross-shareholdings that are not deemed necessary to retain, we will proceed with their sale after thorough engagement with the issuing company. The proceeds from these sales are allocated as part of the funds to be invested in strengthening business foundation in the construction business, M&A, offshore wind power generation business, human capital, and other efforts aimed at improving corporate value. The timing of such sales is optimized accordingly, taking into account the Group's overall financial position.

Under the "Medium-Term Management Plan 2024 - Rolling Plan," the Company planned to sell cross-shareholdings of ¥30 billion or more (at market value) over the three fiscal years from FY2022 to FY2024. The Company has successfully exceeded this target by executing sales totaling approximately ¥44.1 billion. In line with this policy, under the new "Medium-Term Management Plan 2027," the Company plans to sell cross-shareholdings worth ¥50 billion or more (at market value) over the three fiscal years from FY2025 to FY2027. The Company aims to reduce the ratio of cross-shareholdings to consolidated net assets to below 20% by the end of FY2030.

### Cross-shareholdings Sold



### Cross-shareholdings and Ratio of Cross-shareholdings to Net Assets

