



MIYAJI ENGINEERING GROUP, INC.

Securities code: 3431

## NOTICE OF THE 22nd ANNUAL GENERAL MEETING OF SHAREHOLDERS



**Date and Time:** Friday, June 27, 2025 at 10:00 a.m. (Japan time)

**Place:** Event Hall, 2nd Floor, Bellesalle Kanda,  
Sumitomo Fudosan Kanda Building  
7, Kanda-Mitoshiro-cho, Chiyoda-ku, Tokyo,  
Japan

**Proposals:** Proposal 1: Appropriation of Surplus  
Proposal 2: Election of Four (4) Directors  
(excluding Directors Who Are  
Audit and Supervisory Committee  
Members)  
Proposal 3: Election of Three (3) Directors  
Who Are Audit and Supervisory  
Committee Members

If you are unable to attend the General Meeting of Shareholders

Please exercise your voting rights in writing (by mail) or via the Internet.

**Exercise due date:**

No later than 5:50 p.m. on Thursday, June 26, 2025

MIYAJI ENGINEERING GROUP, INC.



# Management Philosophy

**“Contributing to the enrichment of our nation and the creation of a brighter society through the construction, maintenance, and repair of societal infrastructure such as bridges, buildings, and coastal structures”**

MIYAJI ENGINEERING GROUP is one of the most comprehensive engineering corporate groups in the bridge industry. Its combined capabilities span four areas: advanced design for new construction as well as large-scale renewal and maintenance-related projects of steel bridges such as long-span bridges and railroad bridges; manufacturing technology; construction planning; and on-site safety construction. We are also a steel structure specialist that possesses the capabilities to construct buildings with large interior spaces and special buildings such as towers and domes, which require advanced capabilities, and to design and manufacture coastal structures such as immersed tube tunnels and caissons.

## To Our Shareholders

Please allow me to express my sincere gratitude for your continued support and patronage.

I would like to hereby take the opportunity of this convocation notice to the 22nd Annual General Meeting of Shareholders of MIYAJI ENGINEERING GROUP, INC. (the “Company”) to share a few words.

I am Masahiro Ikeura, and I have assumed the role of President and Representative Director of MIYAJI ENGINEERING GROUP, INC. I am honored to take on the significant responsibility of succeeding former President Aota, who has led the Group for many years.

MIYAJI ENGINEERING GROUP (MEG), with a history spanning 117 years, is a leading company in the bridge industry. We have contributed to the development of Japan’s infrastructure and supported societal progress. As the representative of this esteemed corporate group, I am committed to preserving our traditions while embracing new challenges.

The bridge industry is facing a range of challenges, including a shift from new construction to maintenance, technological innovations such as digital transformation, environmental issues, and labor shortages. To overcome these challenges and achieve sustainable growth, we must combine the strengths of the entire Group and create new value. Guided by our mission to ensure public safety and security while contributing to society, and as a comprehensive engineering company centered on steel structure technology, as well as a leading company that supports societal infrastructure with cutting-edge technologies, we aim to thrive at the heart of the construction industry.

The Group is committed to working with you all to create the future of societal infrastructure, and we would like to ask for your continued support and guidance.

**Masahiro Ikeura**

President and Representative Director



Note : This document has been translated from a part of the Japanese original for reference purposes only.  
In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities code: 3431

June 12, 2025

(Commencement date of measures for electronic provision:

June 5, 2025)

**To Shareholders with Voting Rights:**

Masahiro Ikeura,  
President and Representative Director  
MIYAJI ENGINEERING GROUP, INC.  
9-19 Nihonbashi-Tomizawa-cho,  
Chuo-ku, Tokyo, Japan

**NOTICE OF THE 22nd ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We hereby inform you that the 22nd Annual General Meeting of Shareholders of MIYAJI ENGINEERING GROUP, INC. (the “Company”) will be held as described below.

When convening this General Meeting of Shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts such information on each of the following websites. Please access any of these websites using the internet addresses to review the information.

The Company’s website:

<https://www.miyaji-eng.com/en/zaimu/meeting.html>

(Please access the above website to check the information under “The 22nd Annual General Meeting of Shareholders.”)

Website for informational materials for the  
general meeting of shareholders:

<https://d.sokai.jp/3431/teiji/>



The Tokyo Stock Exchange (TSE) website  
(Listed Company Search):

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



(Please access the above TSE website and input “Miyaji Engineering Group” in “Issue name (company name)” field or the Company’s security code “3431” in “Code” field, and click “Search,” and then click “Basic information” and “Documents for public inspection/PR information” in succession. The information is available in “Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting” section under “Filed information available for public inspection.”)

If you are not attending the meeting in person, you can exercise your voting rights via the Internet or in writing. Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:50 p.m. on Thursday, June 26, 2025.

Notice

1. Date and Time:	Friday, June 27, 2025 at 10:00 a.m. (Japan time) (reception opens at 9:00 a.m.)
2. Place:	Event Hall, 2nd Floor, Bellesalle Kanda, Sumitomo Fudosan Kanda Building 7, Kanda-Mitoshiro-cho, Chiyoda-ku, Tokyo, Japan
3. Meeting Agenda:	<div><div><b>Matters to be reported:</b></div><div><div>1. The Business Report and Consolidated Financial Statements for the Company’s 22nd Fiscal Year (April 1, 2024 - March 31, 2025) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements</div><div>2. The Non-consolidated Financial Statements for the Company’s 22nd Fiscal Year (April 1, 2024 - March 31, 2025)</div></div></div> <div><div><b>Proposals to be resolved:</b></div><div><div><b>Proposal 1:</b> Appropriation of Surplus</div><div><b>Proposal 2:</b> Election of Four (4) Directors (excluding Directors Who Are Audit and Supervisory Committee Members)</div><div><b>Proposal 3:</b> Election of Three (3) Directors Who Are Audit and Supervisory Committee Members</div></div></div>
4. Notes on Exercising Voting Rights:	A vote for a proposal with no indication of approval or disapproval on the Voting Rights Exercise Form shall be deemed as an indication of approval.

When attending the meeting in person, please submit the Voting Rights Exercise Form at the reception desk.

If revisions to the matters for which measures for providing information in electronic format are to be taken arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on each of the aforementioned websites.

To the shareholders who have requested the delivery of paper-based documents, we will also send the documents that describe the matters for which measures for providing information in electronic format are to be taken. However, such documents do not include the following matters pursuant to the provisions of laws and regulations as well as Article 15 of the Articles of Incorporation of the Company.

- (i) “Consolidated Statements of Changes in Equity” and “Notes to Consolidated Financial Statements” of the Consolidated Financial Statements
- (ii) “Non-consolidated Statements of Changes in Equity” and “Notes to Non-consolidated Financial Statements” of the Non-consolidated Financial Statements

Accordingly, the Consolidated Financial Statements and Non-consolidated Financial Statements contained in such documents are part of the documents included in the scope of audits by the Accounting Auditor and by the Audit and Supervisory Committee in preparing the accounting audit report and the audit report, respectively.



## Guidance on Exercising Voting Rights

The right to vote at the General Meeting of Shareholders is an important right for all shareholders. Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights. There are the following three ways to exercise your voting rights:



### If you attend the General Meeting of Shareholders

Please submit the Voting Rights Exercise Form at the reception desk.

Date and time:

Friday, June 27, 2025 at  
10:00 a.m.  
(reception opens at 9:00 a.m.)



### If you exercise your voting rights in writing (by mail)

Please indicate your approval or disapproval of the proposals on the Voting Rights Exercise Form and post it without affixing a stamp.

Exercise due date:

To be received no later than  
5:50 p.m. on Thursday, June  
26, 2025



### If you exercise your voting rights via the Internet

Please follow the instructions on the next page to register your approval or disapproval of the proposals.

Exercise due date:

To be registered no later than  
5:50 p.m. on Thursday, June  
26, 2025

## Guidance on Filling Out the Voting Rights Exercise Form

\* This Voting Rights Exercise Form is an image only.

Please indicate your approval or disapproval of the proposals here.

#### Proposal 1

- If you approve >> Mark “○” in the “Approve” column
- If you disapprove >> Mark “○” in the “Disapprove” column

#### Proposal 2

- If you approve for all >> Mark “○” in the “Approve” column
- If you disapprove for all >> Mark “○” in the “Disapprove” column
- If you disapprove of some of the candidates >> Mark “○” in the “Approve” column fill in the number of the candidates you disapprove of

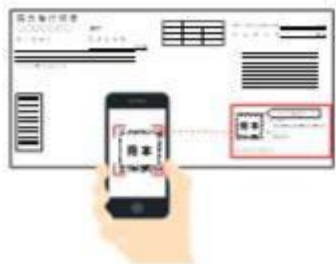
If you exercise your voting rights both in writing (by mail) and via the Internet, only the vote exercised via the Internet will be deemed valid. If you exercise your voting rights via the Internet more than once, your final vote will be deemed valid.

# Guidance on Exercising Voting Rights via the Internet

## How to read the QR Code

Using the QR Code will enable you to log in to the website for exercising voting rights without entering your login ID and temporary password stated on the Voting Rights Exercise Form.

- 1 Please scan the QR Code printed on the Voting Rights Exercise Form.



\* “QR Code” is a registered trademark of DENSO WAVE INCORPORATED.

- 2 Please indicate your approval or disapproval by following the instructions on the screen.



Please contact the number on the right if you have any questions regarding how to use your PC or smartphone to exercise your voting rights via the Internet.

Institutional investors may use the Electronic Voting Rights Exercise Platform for institutional investors operated by ICJ, Inc.

## How to enter your login ID and temporary password

Website for exercising voting rights: <https://evote.tr.mufg.jp/>

- 1 Please access the website for exercising voting rights.
- 2 Please enter your “Login ID and temporary password” stated on the Voting Rights Exercise Form and click to log in.



Enter your “Login ID and temporary password”  
Click “Login”

- 3 Please indicate your approval or disapproval by following the instructions on the screen.

\* The operation screen is an image only.

Securities Agency Division (Help Desk), Mitsubishi UFJ Trust and Banking Corporation  
TEL: 0120-173-027  
(Toll free and available from 9:00 a.m. to 9:00 p.m., only in Japan)

## Reference Documents for the General Meeting of Shareholders

### **Proposal 1:** Appropriation of Surplus

The Company positions the return of profits to shareholders as an important management policy and strives to maintain and increase shareholder returns.

With the aim of maintaining and further increasing the dividend per share, we will appropriately control the level of equity capital, paying careful attention to maintaining capital efficiency toward achieving a target of 10% ROE under the Medium-Term Business Plan (FY2022 to FY2026), while flexibly implementing shareholder returns when performance is strong. At the same time, we have a basic policy of implementing a well-balanced capital policy, including investments for sustainable growth, which is a concept shared by our shareholders and stakeholders, and a certain level of capital reinforcement.

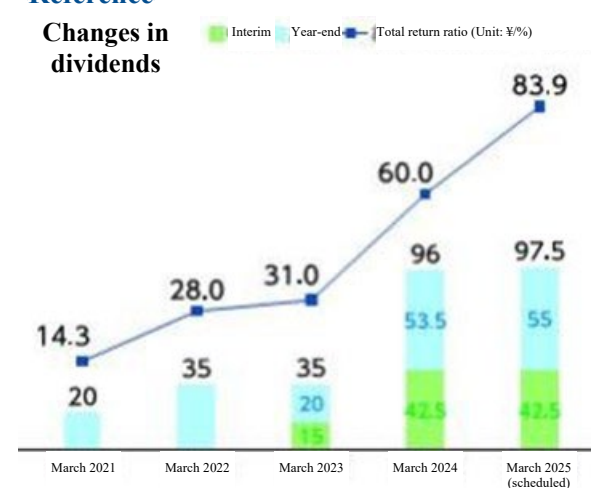
In accordance with the aforementioned policy, we aim to maintain an annual dividend of ¥97.50 per share (taking into account the share split in October 2024) or increase it further, with a target total return ratio of 60% for shareholder returns until FY2026, the final year of the Medium-Term Business Plan.

Taking into account the acquisition of treasury shares worth ¥1,494 million through the off-auction own share repurchase trading system (ToSTNeT-3) on August 8, 2024, the Company proposes to pay the year-end dividend for the fiscal year under review as follows. The annual payout ratio is 53.6%, while the total return ratio, which is the sum of the total annual dividend amount and the amount of treasury shares acquired, is 83.9%.



(1) Type of dividend assets	Cash
(2) Allotment of dividend assets and the total amount thereof	<p>¥55 per share of common shares of the Company  Total: ¥ <b>1,458,545,880</b></p> <p>Since the interim dividend of ¥42.50 per share was already paid, the Company's annual dividend for the fiscal year under review will amount to ¥97.50 per share.</p> <p>* The Company conducted a two-for-one stock split of its common shares effective October 1, 2024. The interim dividend stated above is based on the assumption that the stock split was conducted at the beginning of the fiscal year under review.</p>
(3) Effective date of dividend of surplus	June 30, 2025

### <Reference>



The Company conducted a two-for-one stock split of its common shares effective October 1, 2023 and October 1, 2024. Dividends per share are calculated based on the assumption that the stock split was conducted at the beginning of the fiscal year ended March 31, 2021.

### Dividend policy

The Company positions the return of profits to shareholders as an important management policy and intends to maintain and expand shareholder returns.

The Company will achieve the profit targets in its Medium-Term Business Plan (FY2022 to FY2026), which were announced at the financial results briefing for the six months ended September 30, 2024, with the goal of maintaining and further increasing dividends per share. We will also flexibly implement shareholder returns when performance is favorable and appropriately control the level of equity capital, paying careful attention to maintaining capital efficiency in order to achieve an ROE of 10%, the target of the Medium-Term Business Plan. At the same time, we have a basic policy of implementing a well-balanced capital policy, including investments for sustainable growth, a concept shared by all shareholders and stakeholders, and certain capital expansion.

Based on this policy, for shareholder returns by FY2026, the final year of the Medium-Term Business Plan, the Company aims to achieve a target total return ratio of 60% while maintaining an annual dividend of ¥97.50 per share (taking into account the share split in October 1, 2023 and October 1, 2024) or increasing it further.

Proposal 2:





Election of Four (4) Directors (excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all four (4) Directors (excluding Directors who are Audit and Supervisory Committee Members; hereinafter the same shall apply in this proposal) will expire at the conclusion of this General Meeting of Shareholders.

Accordingly, the Company proposes to elect four (4) Directors.

With regard to this proposal, the Audit and Supervisory Committee of the Company believes that all candidates for Director proposed herein are suitable for the position after reviewing this proposal based on a summary of discussions, etc. at the Nomination and Compensation Committee.

The candidates for Director are as follows:

No.	Name			Positions at the Company	Attendance at the Board of Directors meetings
1		Masahiro Ikeura	Reappoint-ment	President and Representative Director	100% (12/12)
2		Kyoji Okumura	New appoint-ment	Director	—% (—/—)
3		Takashi Hirashima	New appoint-ment	Director	—% (—/—)
4		Mayumi Hirase	Reappoint-ment	Outside Independent	100% (12/12)

New appoint-ment

Candidate for Director to be newly appointed

Reappoint-ment

Candidate for Director to be reappointed

Outside

Candidate for Outside Director

Indepen-dent

Independent officer as prescribed by the regulations of the Tokyo Stock Exchange

No.

Reappointment

1

Masahiro Ikeura (February 7, 1959)

Male

Number of Company shares owned..... 2,063

Attendance at the Board of Directors meetings

..... 10/10 (100%)



[Career summary, positions and responsibilities at the Company (Status of significant concurrent positions)]

Apr. 1982	Joined Mitsubishi Heavy Industries, Ltd.	Apr. 2015	Operating Officer and Chief Researcher, Presidential Administration Office of MM BRIDGE CO., LTD.
Apr. 2008	General Manager, Sales Department I, Sales Management Department, Bridge Business Division of Mitsubishi Heavy Industries Bridge & Steel Structures Engineering Co., Ltd. (currently MM BRIDGE CO., LTD.)	June 2017	Managing Operating Officer and General Manager, Presidential Administration Office
June 2008	General Manager, Sales Management Department, Bridge Business Division	June 2019	Director and Managing Operating Officer and General Manager, Presidential Administration Office
Oct. 2009	General Manager, Corporate Planning Division	Apr. 2020	Director and Managing Operating Officer
May 2012	Chief Researcher, New Business Development Office	June 2020	President and Representative Director (current position)
Apr. 2014	Chief Researcher, Presidential Administration Office	Apr. 2025	Director of the Company
			President and Representative Director of the Company (to present)

[Reason for nomination as candidate for Director]

Mr. Ikeura has a wealth of experience and broad knowledge as a Director of the Company and as President of MMB. He has demonstrated leadership in steadily improving the business performance of MMB and in turn the Group, and he is also well-versed in industry knowledge and contacts based on his extensive experience in sales and corporate planning. As such, he possesses experience and abilities appropriate for the Company's Director, who will draw up the next Medium-Term Business Plan and aim for sustainable growth and enhanced corporate value. In particular, he played a major role alongside the former President in the conversion of MMB into a group company, which was the trigger for the Company's rapid growth, with his astute ideas, and he has since contributed greatly to the expansion of the Group's sales and profits as well as the enhancement of corporate value. As such, the Company has determined that he is qualified to continue serving as the Company's Director and has therefore nominated him as a candidate for the position.



No.

New appointment

2

Kyoji Okumura

(January 26, 1964)  
Male

Number of Company shares owned..... 7,853  
Attendance at the Board of Directors meetings  
..... —/— (—%)



[Career summary, positions and responsibilities at the Company (Status of significant concurrent positions)]

Apr. 1986	Joined MIYAJI IRON WORKS CO., LTD. (currently MIYAJI ENGINEERING CO., LTD.)	Oct. 2019	Operating Officer and Deputy General Manager, Sales Division (in charge of Bridge Sales); Vice President of Kansai Branch;
March 2009	Manager, Engineering Proposal Office, Sales Division		Preparation General Officer, Kansai Design Department
Dec. 2010	General Manager, Engineering Proposal Office, Sales Division	Apr. 2020	Operating Officer and Deputy General Manager (In charge of Bridge Sale), Sales Division
Apr. 2011	General Manager, Engineering Proposal Office, Bridge Sales Division, Bridge Business Division of MIYAJI ENGINEERING CO., LTD.	Apr. 2021	Operating Officer and General Manager, Engineering Division
Apr. 2015	Operating Officer and Deputy General Manager, Sales Division	Apr. 2023	Operating Office, responsible for Engineering Department and Production Management Department of MM BRIDGE CO., LTD.
Oct. 2016	Operating Officer and Deputy General Manager, Sales Division; General Manager, Engineering Management Department	June 2023	Representative Director, responsible for Engineering Department and Production Management Department
July 2017	Operating Officer, Deputy General Manager, Sales Division, and General Manager, Engineering Management Department; General Manager, Bridge Sales Department	Apr. 2025	President and Representative Director of MIYAJI ENGINEERING CO., LTD. (current position)
Apr. 2018	Operating Officer and Deputy General Manager (In charge of Bridge Sales), Sales Division; General Manager, Engineering Management Department	Apr. 2025	Director of MM BRIDGE CO., LTD. (current position)

[Reason for nomination as candidate for Director]

Mr. Okumura has played a central role in design at MEC, and he possesses an extensive track record. In recognition of his knowledge and coordinating capabilities, he became General Manager of the Engineering Proposal Office and General Manager of the Sales Division, then Representative Director of MMB, and in this way he has played an important role in the rapid growth of the Group. To ensure the sustainable growth of the Group going forward, it is essential to further strengthen cooperation and create synergies between MEC and MMB. Mr. Okumura, who has a network of contacts as well as insight into both companies, possesses the necessary experience, knowledge, and abilities to maintain and expand orders, sales and profits for the entire Group. As such, the Company has determined that he is qualified to serve as the Company's Director and has therefore nominated him as a new candidate for the position.

No.

New appointment

3

Takashi Hirashima (November 4, 1961)  
Male

Number of Company shares owned..... 5,818  
Attendance at the Board of Directors meetings  
..... — / — (—%)



[Career summary, positions and responsibilities at the Company (Status of significant concurrent positions)]

Apr. 1985	Joined MIYAJI CONSTRUCTION & ENGINEERING CO., LTD. (currently MIYAJI ENGINEERING CO., LTD.)	June 2022 Apr. 2023	Retired as Director of the Company Director of MM BRIDGE CO., LTD. Director and Senior Managing Operating Officer; General Manager, Sales Division (in charge of railroad-related and private-sector); responsible for Construction Division and Planning Division of MIYAJI ENGINEERING CO., LTD.
Jan. 2009	General Manager, Planning Department, Construction Division		
Feb. 2011	Director of MIYAJI CONSTRUCTION CO., LTD.		
March 2011	Operating Officer and Deputy General Manager, Construction Work Division, Construction Business Division; General Manager, Planning Department of MIYAJI ENGINEERING CO., LTD.	June 2023 Jan. 2024	Retired as Director of MM BRIDGE CO., LTD. Director and Senior Managing Operating Officer; General Manager, Steel Structure Sales Division; responsible for Construction Division and Planning Division of MIYAJI ENGINEERING CO., LTD.
Apr. 2013	Operating Officer and General Manager, Construction and Planning Division, Construction Business Division; General Manager, Planning Department	June 2024	Director and Senior Managing Operating Officer; General Manager, Steel Structures Sales Division; responsible for Construction Division, Planning Division and Private Production Construction.
Apr. 2015	Director and General Manager, Construction and Planning Division; Deputy General Manager, Sales Division		
June 2017	Director of the Company	Apr. 2025	Senior Operating Officer of the Company (current position)
Apr. 2019	Director and General Manager, Construction Division of MIYAJI ENGINEERING CO., LTD.	Apr. 2025	Director and Managing Operating Officer; General Manager, Compliance Promotion Division; responsible for Construction Division and Planning Division of MIYAJI ENGINEERING CO., LTD. (current position)
Apr. 2021	Director and Managing Operating Officer; General Manager, Construction Division		
Apr. 2022	Director and Senior Managing Operating Officer; General Manager, Construction Division, responsible for Construction Planning		

[Reason for nomination as candidate for Director]

Mr. Hirashima has played a central role for many years in maintaining and improving the Group's advanced technological capabilities and construction planning capabilities at its construction sites, as well as in ensuring thorough safety and quality control. He has earned the deep trust of not only clients but also many internal and external parties, including partner companies. In response to that trust, he has played an important role in enhancing the corporate value of the Group by bringing together many stakeholders and working toward sustainable growth. In addition, he is well-liked by employees due to his caring nature, and is well-suited to being a spiritual pillar who can lead further compliance efforts within the Group. He also possesses the experience, knowledge, and abilities to aim for sustainable growth and enhance corporate value in preparation for the formulation of the next Medium-Term Business Plan. As such, the Company has determined that he is qualified to serve as the Company's Director and has therefore nominated him as a new candidate for the position.

No.

4

Reappointment

Outside

Independent

Mayumi Hirase

(October 30, 1969)  
Female

Number of Company shares owned..... 0  
Attendance at the Board of Directors meetings  
..... 12/12 (100%)



[Career summary, positions and responsibilities at the Company (Status of significant concurrent positions)]

Apr. 1988	Trainee of Ohmi Hills Golf Training Course	Oct. 2013	Started activities as TV commentator
June 1988	Passed professional test of Japan Ladies Professional Golfers' Association	July 2016	Instructor as "Dream Teacher," "JFA Kokoro Project" social contribution of Japan Football Association (current position)
June 1988	Participated in Japan Golf Tour		
Jan. 1996	Participated in US Golf Tour	June 2023	Outside Director of the Company (to present)
March 2000	Participated in Japan Golf Tour		
Aug. 2010	Coached junior golf trainees at Himekko Golf School		

[Reason for nomination as candidate for Outside Director and overview of expected roles]

Ms. Hirase has been active as a "Dream Teacher" of the "JFA Kokoro Project" of the Japan Football Association, and she actively addresses "promotion of measures to support raising the next generation" and "promotion of women's advancement," which are our key issues for diversity promotion, by utilizing her experience as an athlete who excelled in the tough world of sport as a top professional not only in Japan but also overseas. She has the strength to drive reforms and improvements from a universal perspective. At the Company, she has had a positive impact on mid-career and young employees through dialogue with them. As such, the Company has determined that she is qualified to continue serving as the Company's Outside Director as a leader and supervisor of sustainable management that considers the Company's corporate activities from a universal perspective and works to resolve various social issues. The Company has therefore nominated her as a candidate for the position.

- Notes:
1. None of the candidates has a special interest in the Company.
  2. Ms. Mayumi Hirase's name in the family register is Mayumi Kato.
  3. Ms. Mayumi Hirase is a candidate for Outside Director.
  4. Ms. Mayumi Hirase is currently an Outside Director of the Company, whose term of office at the conclusion of this General Meeting of Shareholders will be two year.
  5. The Company has entered into an agreement with Ms. Mayumi Hirase pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act to limit her liability for damages under Article 423, Paragraph 1 of the same act. Upon approval of her reappointment, the Company plans to continue such agreement with her.  
The outline of the agreement is as follows:  
The Company may enter into agreements with Directors (excluding Directors who are Executive Directors, etc.) that limit liability with regard to liability provided for in Article 423, Paragraph 1 of the Companies Act, if the requirements stipulated in laws and regulations are met; provided, however that the amount of liability under such agreement shall be limited to the minimum amount of liability provided for in laws and regulations.
  6. The Company has registered Ms. Mayumi Hirase as an independent officer as prescribed by the regulations of the Tokyo Stock Exchange. Upon approval for her election, the Company plans to continue to appoint her as an independent officer.
  7. The Company has concluded a directors and officers liability insurance agreement provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The insurance agreement shall cover any damages including compensation for damages and legal expenses to be borne by the insureds. Upon approval for the election of each candidate, all candidates will be included as the insureds under this insurance agreement, which is scheduled to be renewed in the middle of their terms of office. The outline of the insurance agreement is stated on page 34 of the Business Report.






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

The terms of office of all four (3) Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this General Meeting of Shareholders.

Accordingly, the Company proposes to elect three (3) Directors who are Audit and Supervisory Committee Members.

With regard to this proposal, consent of the Audit and Supervisory Committee has been obtained.

The candidates for Director who is an Audit and Supervisory Committee Member are as follows:

No.	Name					Positions at the Company	Attendance at the Board of Directors meetings
1		Hidemi Ota	<div>Reappointment</div>	<div>Outside</div>	<div>Independent</div>	Outside Director Audit and Supervisory Committee Member	100% (12/12)
2		Masato Higuchi	<div>Reappointment</div>	<div>Outside</div>	<div>Independent</div>	Outside Director Audit and Supervisory Committee Member	100% (12/12)
3		Junko Uemura	<div>New appointment</div>	<div>Outside</div>	<div>Independent</div>	Outside Director Audit and Supervisory Committee Member	— % (— / —)

New appointment

Candidate for Director to be newly appointed

Reappointment

Candidate for Director to be reappointed

Outside

Candidate for Outside Director

Independent

Independent officer as prescribed by the regulations of the Tokyo Stock Exchange

No.		Reappointment	Outside	Independent	
1	Hidemi Ota	(December 19, 1947)			Number of Company shares owned..... 0
		Male			Attendance at the Board of Directors meetings ..... 12/12 (100%)



[Career summary, positions and responsibilities at the Company (Status of significant concurrent positions)]					
Apr. 1970	Joined Nippon Steel Corporation ( <i>Shin Nippon Seitetsu Kabushikikaisha</i> ) (currently NIPPON STEEL CORPORATION)	July 2006	Executive Vice President and Representative Director of Nippon Steel Engineering Co., Ltd. ( <i>Shin Nippon Seitetsu Engineering Kabushikikaisha</i> ) (currently NIPPON STEEL ENGINEERING CO., LTD.)		
July 1993	Manager, Marine and Offshore Steel Structures and Engineering Department, Marine and Offshore Steel Structure Business Division	July 2010	Standing Auditor		
July 1999	Manager, Marine and Offshore Steel Structure Business Division	Apr. 2015	Director, HINODE, Ltd. (current position)		
June 2001	Director and Manager, Marine and Offshore Steel Structure Business Division	June 2018	Outside Director of the Company		
Apr. 2005	Managing Director and Deputy Manager, Engineering Unit	June 2021	Outside Director (Audit and Supervisory Committee Member) of the Company (to present)		

[Reason for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and overview of expected roles]	
<p>Mr. Ota is one of the few persons who have played an important role in all the processes from planning to construction of the Tokyo Wan Aqua-Line Expressway, a national project. Furthermore, he is also an authority on the area of steel structures who pushed forward the national project of constructing Runway D at Tokyo International Airport, a steel offshore airport, and is familiar with the Company’s business with a high level of insight in this industry. At the same time, he also has a wealth of experience as a private company manager, and he is expected to have a wide network of contacts and perform company analysis from a broad perspective. In addition, as chairperson of the Audit and Supervisory Committee and Nomination and Compensation Committee, he plays a leading role in improving the Company’s governance. As such, the Company has determined that he is qualified to continue serving as the Company’s Outside Director who is an Audit and Supervisory Committee Member, who also is a supervisor of management, and has therefore nominated him as a candidate for the position.</p>	

No.

Reappointment

Outside

Independent

2

Masato Higuchi (June 5, 1957)  
Male

Number of Company shares owned..... 0  
Attendance at the Board of Directors meetings  
..... 12/12 (100%)



[Career summary, positions and responsibilities at the Company (Status of significant concurrent positions)]

Apr. 1982	Joined National Police Agency	June 2019	Outside Director, HIGASHI TWENTY ONE CO., LTD. (currently HIGASHI HOLDINGS CO.,LTD.) (current position)
Jan. 2007	Chief, Second Investigation Division		
Oct.2009	Chief, Information and Communications Planning Division	June 2020	Outside Corporate Auditor of the Company
Sept. 2011	Director, Tokyo Metropolitan Government Office for Youth Affairs and Public Safety	June 2021	Outside Director (Audit and Supervisory Committee Member) of the Company (to present)
June 2013	Chief of Police, Fukuoka Prefectural Police		
Jan. 2015	Chief of Police, Osaka Prefectural Police	Aug. 2021	Outside Director, Taiyo Cabletec Corporation (current position)
Oct. 2016	Registered with Dai-ichi Tokyo Bar Association Attorney, Higuchi Compliance Law Firm (current position)	Nov. 2022	Outside Director, Nippon BS Broadcasting Corporation (current position)

[Reason for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and overview of expected roles]

Mr. Higuchi has a wealth of experience mainly in responding to various social events and issues as Chief of Police of the Kumamoto Prefectural Police, the Fukuoka Prefectural Police, and the Osaka Prefectural Police, and giving direction and guidance for investigations and inspections into these events and issues as well as recurrence prevention measures as the head of governance. Even after retiring from the police, he has been consulted by companies and organizations as a lawyer on compliance matters and has been offering advice. Furthermore, based on his experience serving as Outside Director of other companies, he actively speaks up at Board of Directors meetings, etc. based on external perspectives and values, leading the way in improving the Company's governance and compliance awareness. As such, the Company has determined that he is qualified to continue serving as the Company's Outside Director who is an Audit and Supervisory Committee Member, who also is a supervisor of management, and has therefore nominated him as a candidate for the position.

No.

3

New appointment

Outside

Independent

Junko Uemura

(September 3, 1982)  
Female

Number of Company shares owned..... 0  
Attendance at the Board of Directors meetings  
..... — / — (—%)



[Career summary, positions and responsibilities at the Company (Status of significant concurrent positions)]

Oct. 2007	Passed bar examination	Aug. 2019	Member of the Otsu City Gas Specific Operation Business Verification Committee (current position)
Dec. 2008	Registered with Tokyo Bar Association Joined CITY-YUWA PARTNERS		
Oct. 2011	Joined Kansai Law & Patent Office (Osaka Bar Association)	March 2022	Outside Audit & Supervisory Board Member, TOYO TANSO CO., LTD. (current position)
Jan. 2018	Partner (current position)	Apr. 2022	Member of the Osaka City Industrial Water Facilities Management Experts Conference (current position)
		Apr. 2025	Member of the Osaka City Affiliated Organization Evaluation Committee (current position)

[Reason for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and overview of expected roles]

As a lawyer, Ms. Uemura is well-versed in overall corporate law and general meetings of shareholders, and she possesses a wealth of experience. She has experience in areas such as verification committees for local governments, and currently serves as an Outside Audit & Supervisory Board Member at a company listed on the Prime Market, therefore she possesses multifaceted insight based on her wide range of experience. In addition, through her experience in M&A due diligence and advisory work, as well as in business restructuring and as a trustee in bankruptcy, she has extensive knowledge of finance and accounting, which is important to the Company as it aims for sustainable growth and enhancement in corporate value. As such, the Company has determined that she is qualified to serve as the Company’s Outside Director who is an Audit and Supervisory Committee Member, who also is a supervisor of management, and has therefore nominated her as a new candidate for the position.



- Notes:
1. None of the candidates has a special interest in the Company.
  2. Ms. Junko Uemura's name in the family register is Junko Okano.
  3. Mr. Hidemi Ota, Mr. Masato Higuchi, and Ms. Junko Uemura are candidates for Outside Directors.
  4. Mr. Hidemi Ota and Mr. Masato Higuchi are currently Outside Directors of the Company, whose terms of office at the conclusion of this General Meeting of Shareholders will be seven years and four years, respectively.
  5. The Company has entered into an agreement with Mr. Hidemi Ota and Mr. Masato Higuchi pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act to limit their liability for damages under Article 423, Paragraph 1 of the same act. Upon approval for the election of the three candidates including Ms. Junko Uemura, the Company plans to continue such agreement with them.  
The outline of the agreement is as follows:  
The Company may enter into agreements with Directors (excluding Directors who are Executive Directors, etc.) that limit liability with regard to liability provided for in Article 423, Paragraph 1 of the Companies Act, if the requirements stipulated in laws and regulations are met; provided, however that the amount of liability under such agreement shall be limited to the minimum amount of liability provided for in laws and regulations.
  6. The Company has registered Mr. Hidemi Ota and Mr. Masato Higuchi as independent officers as prescribed by the regulations of the Tokyo Stock Exchange. Upon approval for the election of the two candidates, the Company plans to continue to appoint them as independent officers.
  7. Upon approval for the election of Ms. Junko Uemura, the Company plans to register her as an independent officer with the Tokyo Stock Exchange, as she meets the requirements for independent officers as prescribed by the regulations of the exchange.
  8. The Company has concluded a directors and officers liability insurance agreement provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The insurance agreement shall cover any damages including compensation for damages and legal expenses to be borne by the insureds. Upon approval for the election of each candidate, all candidates will be included as the insureds under this insurance agreement, which is scheduled to be renewed in the middle of their terms of office. The outline of the insurance agreement is stated on page 34 of the Business Report.

**[Reference]**

1. Skills Matrix of Directors (Skills Particularly Expected)

If Proposal 2 and 3 are approved as originally proposed, the composition of the Board of Directors and the skills particularly expected of each Director will be as follows:

Name	Position	Corporate Management	Sustainability	Governance	Universal	Finance / Accounting	Legal Affairs	Compliance / Risk Management	Human Resources / Labor	Sales / Marketing	Engineering / Safety
Masahiro Ikeura	President and Representative Director	○		○		○			○		
Kyoji Okumura	Director		○						○	○	
Takashi Hirashima	Director		○					○			○
Mayumi Hirase	Director (Outside)		○		○						
Hidemi Ota	Director (Outside) Audit and Supervisory Committee Member	○		○				○			
Masato Higuchi	Director (Outside) Audit and Supervisory Committee Member			○			○	○			
Junko Uemura	Director (Outside) Audit and Supervisory Committee Member			○		○	○				

Note: The ○ marks in this matrix represent the skills particularly expected of each Director and do not represent all the skills possessed by each Director.

## 2. Skills of Directors required by the Company

Our Group's management philosophy is to contribute to the enrichment of our nation and the creation of a brighter society through the construction, maintenance, and repair of societal infrastructure such as bridges, buildings, and coastal structures. In our age of rapidly advancing globalization, Directors who take on the difficult task of steering the Company are required to have a variety of skills in order to embody its management philosophy and ensure its sustainable growth.

The Company defines the skills particularly expected of Directors, which are important for enhancing corporate value and promoting sustainable management and diversity, as follows:

Skills	Definitions
Corporate Management	Capabilities to guide and supervise the Company as a company that “works together” and “grows together” with its stakeholders, with experience in overcoming management crises and ideas that can create the future amid such hardships.
Sustainability	Capabilities to guide and supervise the Company’s social contribution activities in cooperation with external expert organizations, with knowledge related to environmental and social initiatives necessary for continuing sustainable growth and development over the medium- to long-term as well as deep insight into “coexistence and co-prosperity with society.”
Governance	Capabilities to guide and supervise the Company as a company that adheres to basic policies regarding the establishment of internal control systems, promotes corporate governance based on the Corporate Governance Code, and makes social contributions while striving for sustainable growth and enhancement in corporate value, with a high degree of awareness about the important factors in governing a company such as corporate governance, internal controls, compliance, and risk management.
Universal	The Company is a group of professionals that engages in social contribution activities through the development of social infrastructure. As a company responsible for protecting the safety and security of people’s lives, we believe it is important to keep a universal perspective in mind at all times. Capabilities to grasp the Company’s corporate activities from a universal perspective and to appropriately guide and supervise these activities by leveraging experience in a different environment through substantial social contribution activities.
Finance / Accounting	Capabilities to supervise financial positions and operating results in cooperation with external audit firms, to prevent accounting irregularities, such as window dressing, and to ensure compliance in corporate accounting, with a career background as a leader supervising finance/accounting and tax affairs.
Legal Affairs	Capabilities to identify laws and regulations that may have an enormous impact on corporate management and to guide and supervise appropriate measures from a legal perspective, with broad insight into legal affairs in the Company’s management, which requires the prompt development of systems and processes to adapt to changes in the market environment.
Compliance promotion / Risk Management	Capabilities to raise employees’ awareness of compliance, identify various risks that may have an enormous impact on corporate management, and guide and supervise appropriate measures, with broad insight into compliance promotion and risk management in the Company’s current management, in which the market environment is drastically changing.
Human Resources / Labor	Capabilities to appropriately guide and supervise the Company’s activities in cooperation with external expert organizations, with a drive for systemic reforms to draw out the abilities of employees and motivate them to contribute to the development of the Company, as well as knowledge related to human resources development and labor, along with a high degree of awareness about compliance with labor regulations.
Sales / Marketing	Capabilities to understand the nature of the order-based industry with public works at the core of management, to accurately grasp current challenges and their impact on changes in the market, and to guide and supervise the Company’s business policies and sales policies for developed products.
Engineering / Safety	Capabilities to guide and supervise the technological development policies or safety management systems in the Company’s business, with technologies important in the design, manufacturing, and engineering on site of steel structures as well as knowledge related to safety control.



## Business Report (April 1, 2024–March 31, 2025)

### 1 Current Status of the Corporate Group

#### (1) Business for the Fiscal Year under Review

##### 1) Business progress and results

During the fiscal year under review, although the Japanese economy gradually recovered thanks to signs of improvement in the employment and income environment, as well as in corporate earnings and employment conditions, uncertainty remained due to trade policies in the U.S. and other factors.

In this environment, although public investment (budget base) remained firm for the current fiscal year, a trend to downsize the scale of new construction contracts accelerated due to the need for major additional budgets in existing construction contracts. As such, in the Group's mainstay bridge business segment, orders for largescale renovation and maintenance-related projects for highway and railway bridges totaled ¥171.0 billion, a significant decline from the ¥233.8 billion in the previous fiscal year (both based on our aggregate calculation). Orders for new construction-related projects totaled ¥249.0 billion, a decrease compared to ¥275.5 billion in the previous fiscal year (both based on our aggregate calculation). Amid this harsh operating environment, orders received amounted to ¥71,441 million (down 15.4% year on year), which was second only to the record-high amount in the previous fiscal year, due to orders received for large, technically challenging new construction-related projects, large-scale renovation and maintenance-related projects, and railroad-related projects.

The specific details are as follows.

New construction-related: Orders received totaled ¥45,376 million, including orders for the technically challenging City Expressway No. 1 Shin-Suzaki Reconstruction Project (construction) (Nagoya Expressway Public Corporation) and for construction work of the Yodogawa Left Bank Line Extension Kadoma Junction East (superstructure of steel bridge) (West Nippon Expressway Company Limited).

Railroad-related: Orders received totaled ¥16,428 million, including orders for the new construction of crossing section of Kanjo 4 Expressway within Shinagawa Station building (KAJIMA CORPORATION).

Net sales also amounted to a record high of ¥74,725 million (up 7.7% year on year), as a result of largely steady progress in existing projects.

The specific details are as follows.

New construction-related: Net sales were ¥36,190 million, mainly due to progress on the construction work of the superstructure of the main bridge on Kawasaki Harbor Road Higashi Ogishima Mizue-cho Line (Kanto Regional Development Bureau, Ministry of Land, Infrastructure, Transport and Tourism) and

the Daini Keihan Expressway Kadoma East viaduct (superstructure of steel bridge) (West Nippon Expressway Company Limited).

Large-scale renovation and maintenance-related: Net sales were ¥19,746 million, mainly due to progress on the Kire-Uriwari Bridge large-scale renovation project (Hanshin Expressway Company Limited) and the Sasebo Viaduct (widening) construction on the Sasebo Road from FY2020 (West Nippon Expressway Company Limited).

Railroad-related: Net sales were ¥14,461 million, mainly due to progress on the construction work of the crossing section of Kanjo 4 Expressway within Shinagawa Station building (KAJIMA CORPORATION) and the elevation-related project at Hiroshima Electric Railway's Hiroshima Station (OBAYASHI CORPORATION and other JVs).

As a result of efforts to improve production efficiency and construction profitability, operational efficiency improvements through work style reforms, operating profit was ¥9,168 million (up 16.0% year on year), ordinary profit was ¥9,496 million (up 20.1% year on year), and profit attributable to owners of parent was ¥4,863 million (up 11.7% year on year), achieving record highs.

Orders received, net sales of completed construction contracts, and order backlogs for the fiscal year under review  
(Millions of yen)

Category	Orders backlog at the end of the previous fiscal year	Orders received in the fiscal year under review	Total	Net sales of completed construction contracts in the fiscal year under review	Orders backlog at the end of the fiscal year under review
Bridges	113,158	69,168	182,327	71,769	110,557
Buildings, etc.	2,621	2,272	4,894	2,955	1,938
Total	115,780	71,441	187,221	74,725	112,496

## 2) Status of capital investment

Capital investments made during the fiscal year under review were as follows.

MIYAJI ENGINEERING CO., LTD.

Chiba Works	Overhead crane	Installed in July 2024
Chiba Works	Bridge crane	Installed in August 2024
Chiba Works	Painting plant renovation	Completed in September 2024
Kurihashi Equipment Center	Equipment center renovation	Completed in October 2024
Kurihashi Equipment Center	New launching equipment	Acquired in March 2025
Kurihashi Equipment Center	Traveler crane	Acquired in March 2025
Kurihashi Equipment Center	Solar power generation equipment	Completed in March 2025

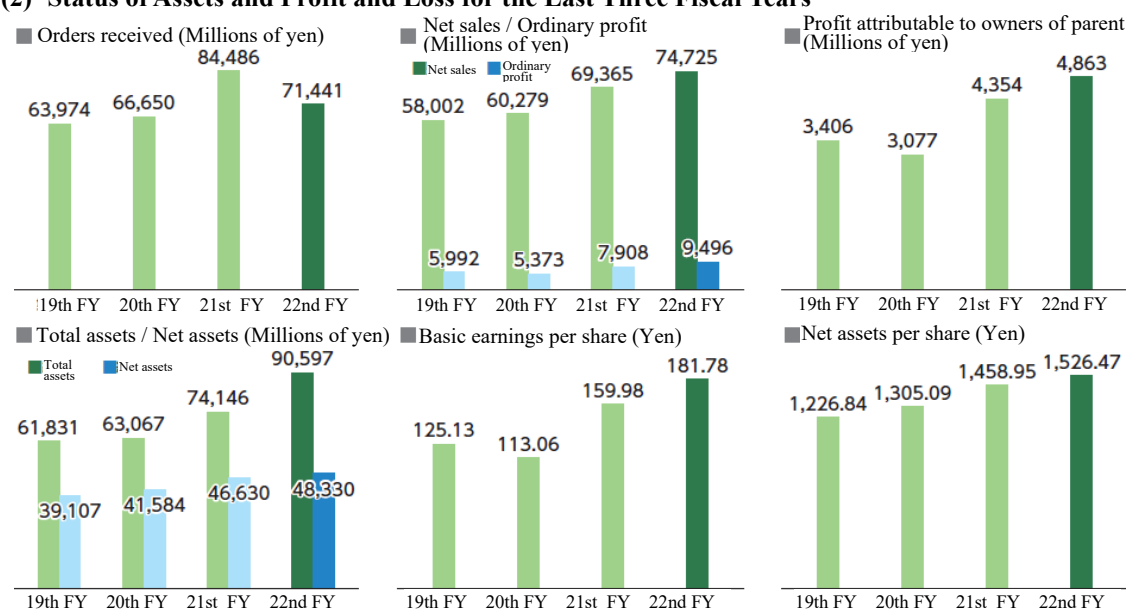
MM BRIDGE CO., LTD.

Hiroshima Equipment Center	Hydraulic winch	Acquired in March 2025
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## 3) Financing

Not applicable.

## (2) Status of Assets and Profit and Loss for the Last Three Fiscal Years



Category		19th fiscal year (year ended March 31, 2022)	20th fiscal year (year ended March 31, 2023)	21st fiscal year (year ended March 31, 2024)	22nd fiscal year (fiscal year under review) (year ended March 31, 2025)
Orders received	(Millions of yen)	63,974	66,650	84,486	71,441
Net sales	(Millions of yen)	58,002	60,279	69,365	74,725
Ordinary profit	(Millions of yen)	5,992	5,373	7,908	9,496
Profit attributable to owners of parent	(Millions of yen)	3,406	3,077	4,354	4,863
Basic earnings per share	(Yen)	125.13	113.06	159.98	181.78
Total assets	(Millions of yen)	61,831	63,067	74,146	90,597
Net assets	(Millions of yen)	39,107	41,584	46,630	48,330
Net assets per share	(Yen)	1,226.84	1,305.09	1,458.95	1,526.47

- Notes: 1. The Company conducted a two-for-one stock split of its common shares, effective October 1, 2023 and October 1, 2024. The amounts of basic earnings per share and net assets per share have been calculated assuming that the stock split had been conducted at the beginning of the 19th fiscal year (year ended March 31, 2022).
2. The Company has applied the "Accounting Standard for Current Income Taxes" (ASBJ Statement No. 27, October 28, 2022), etc. from the beginning of the fiscal year under review. The figures shown are the total assets, net assets, and net assets per share when this accounting standard is applied retroactively to the beginning of the 19th fiscal year (year ended March 31, 2022).

**(3) Material Parent Company and Subsidiaries**

**1) Status of a parent company**

Not applicable.

**2) Status of material subsidiaries**

Company name	Capital	The Company's shareholding ratio	Main business activities
	Millions of yen	%	
MIYAJI ENGINEERING CO., LTD.	1,500	100.00	Design, manufacture, erection, installation, maintenance and repair of bridges, steel frameworks, and other steel structures Design and manufacture of pre-stressed concrete; construction and project management of civil engineering works; and assembly of steel frameworks, steel towers, and structures with large interior spaces
MM BRIDGE CO., LTD.	450	51.00	Design, manufacture, installation, sale, and repair of bridges and coastal structures, etc.

Note: The status of specified wholly owned subsidiaries as of the end of the fiscal year under review is as follows.

Name of the specified wholly owned subsidiary	MIYAJI ENGINEERING CO., LTD.
Address of the specified wholly owned subsidiary	9-19 Nihonbashi-Tomizawa-cho, Chuo-ku, Tokyo, Japan
Book value of the shares of the specified wholly owned subsidiary at the Company and its wholly owned subsidiaries	¥8,826 million
Total assets of the Company	¥12,413 million

**(4) Issues to Be Addressed**

With regard to the outlook for the Japanese economy in FY2025, the Japanese government is expected to quickly and steadily implement its “Comprehensive Economic Measures to Foster the Safety and Security of Citizens and Sustained Growth - Increasing Current and Future Wages and Incomes for All Generations” policy and the supporting FY2024 supplementary budget and the FY2025 budget. Moreover, to overcome

deflation, the government is expected to achieve “a growth-oriented economy driven by wage increases and investment,” understanding that “a sound economy is the foundation of fiscal health.” However, in addition to impacts from trade policies in the U.S., ongoing price rises are causing a decline in consumer sentiment and negatively impacting consumer spending, and there is a risk that these factors could put downward pressure on the Japanese economy. Further attention must also be paid to impacts from volatility in financial and capital markets.

Despite these circumstances, in the Group’s mainstay bridge business segment, the expected orders for FY2025 are ¥220.0 billion (based on our estimate) for new construction-related projects and ¥190.0 billion (based on our estimate) for large-scale renovation and maintenance-related projects, about the same volume of orders as in the previous fiscal year. While competition for orders for ordinary new bridges still continues to be severe, orders for large-scale expressway renovation projects (project size of approximately ¥7 trillion), the number of which fell significantly in the previous year due to budget conditions, are expected to gradually recover thanks to the increasing number of locations requiring renovation and maintenance work. Moreover, thanks to steady progress on highly difficult and large-scale projects such as the continuous cable-stayed bridge on the western extension of the Wangan (Osaka Bay) Route, we believe the business environment is one in which the Group can make major advances in the medium term. In railroad-related projects, many projects are planned in the Tokyo area, including terminal station redevelopment projects, continuous grade separation projects, and large-scale bridge over railway projects. These projects will enable the Group to continue demonstrating its safe, secure, and advanced technical capabilities.

In this business environment, we have sought to further strengthen our management control system as a group to build a stronger revenue base. At the same time, our core operating companies MIYAJI ENGINEERING CO., LTD. and MM BRIDGE, CO., LTD. have worked as one so that we can “thrive and grow together” with our stakeholders as a company that is one step ahead of its competitors. Through the promotion of the Medium-Term Business Plan (FY2022 to FY2026), in the fiscal year under review, which is the interim year of the plan, corporate performance was at a record high. Moving forward under our new management structure, we will continue to optimize our management by appropriately allocating management resources to new construction-related, large-scale renovation and maintenance-related, and private-sector projects (including railroad-related, buildings with large interior spaces and special buildings, and coastal structures projects), aligning with shifts and trends in the domestic steel bridge market. In addition, by improving productivity through technology development and digital transformation (DX), securing and training human resources, promoting the career advancement of women, and carrying out work style reforms, we will strive to exceed the goals of our Medium-Term Business Plan, which were revised in the financial results briefing for the six months ended September 30, 2024.

We ask all shareholders for their continued support and encouragement.

**(5) Main Business Activities** (As of March 31, 2025)

The Group's management philosophy is "Contributing to the enrichment of our nation and the creation of a brighter society through the construction, maintenance, and renovation of societal infrastructure such as bridges, buildings, and coastal structures."

(The Company's business activities)

The Company is a holding company whose purpose is to control and manage the business activities of subsidiaries such as MIYAJI ENGINEERING CO., LTD. and MM BRIDGE CO., LTD.

**(6) Main Sales Offices and Works** (As of March 31, 2025)

MIYAJI ENGINEERING GROUP, INC.	Head Office	9-19 Nihonbashi-Tomizawa-cho, Chuo-ku, Tokyo, Japan
MIYAJI ENGINEERING CO., LTD.	Head Office	9-19 Nihonbashi-Tomizawa-cho, Chuo-ku, Tokyo, Japan
	Branch	Kansai (Nishi-ku, Osaka-shi)
	Sales Office	Sapporo (Chuo-ku, Sapporo-shi), Sendai (Aoba-ku, Sendai-shi), Nagoya (Naka-ku, Nagoya-shi), Hiroshima (Naka-ku, Hiroshima-shi), Fukuoka (Chuo-ku, Fukuoka-shi), Okinawa (Naha-shi, Okinawa)
	Works	Chiba (Ichihara-shi, Chiba)
MM BRIDGE CO., LTD.	Head Office	1-20-24, Kannonshin-machi, Nishi-ku, Hiroshima-shi, Hiroshima
	Branch	East Japan (Chuo-ku, Tokyo), West Japan (Nishi-ku, Osaka-shi)
	Sales Office	Tohoku (Aoba-ku, Sendai-shi), Yokohama (Naka-ku, Yokohama-shi), Chubu (Naka-ku, Nagoya-shi), Kyushu (Hakata-ku, Fukuoka-shi)
	Works	Ichihara (Ichihara-shi, Chiba)
	Office	Toyama (Imizu-shi, Toyama), Nagasaki (Nagasaki-shi, Nagasaki)



**(7) Employees (As of March 31, 2025)**

**1) Status of employees of the corporate group**

Number of employees	Change from the end of the previous fiscal year
813	Increased by 33

Note: The number of employees indicates the number of persons at work.

**2) Status of employees of the Company**

Number of employees	Change from the end of the previous fiscal year	Average age	Average length of service
21	–	49.2 years old	21.2 years

- Notes: 1. The number of employees indicates the number of persons at work.
2. The Company's employees are seconded from MIYAJI ENGINEERING CO., LTD. and MM BRIDGE CO., LTD., and the average length of service is calculated by including the length of service at those companies.

**(8) Major Lenders** (As of March 31, 2025)

Lenders	Amount of borrowings
MUFG Bank, Ltd.	5,010 million yen
The Hachijuni Bank, Ltd.	1,500
The Chiba Bank, Ltd.	450
Sumitomo Mitsui Banking Corporation	450
Meiji Yasuda Life Insurance Company	300
Sumitomo Mitsui Trust Bank, Limited	90

- Notes: 1. MIYAJI ENGINEERING CO., LTD., a subsidiary of the Company, concluded syndicated commitment line agreements for ¥7.5 billion with MUFG Bank, Ltd. and four other banks, in order to stably raise short-term operating capital.
2. The outstanding borrowings balance based on these agreements at the end of the fiscal year under review was ¥7.5 billion.

**(9) Other Significant Matters regarding the Current Status of the Corporate Group**

Not applicable.

## 2 Current Status of the Company

### (1) Status of Shares (As of March 31, 2025)

#### 1) Total number of authorized shares 110,711,200 shares

Note: The Company conducted a two-for-one stock split of its common shares, effective October 1, 2024. As a result of the amendments to the Articles of Incorporation that came along with this stock split, the total number of authorized shares has been changed from 55,355,600 shares to 110,711,200 shares.

#### 2) Total number of issued shares 27,677,816 shares

Note: As a result of the Company's two-for-one stock split of its common shares effective October 1, 2024, the total number of issued shares has increased by 13,838,908 shares.

#### 3) Number of shareholders 31,222

#### 4) Major shareholders (top 10)

Name of Shareholders	Number of shareholding	Ratio of shareholding
	Thousand shares	%
The Master Trust Bank of Japan, Ltd. (trust account)	3,022	11.40
MUFG Bank, Ltd.	1,138	4.29
Meiji Yasuda Life Insurance Company	1,066	4.02
NIPPON STEEL CORPORATION	631	2.38
Custody Bank of Japan, Ltd. (trust account)	597	2.25
MIYAJI Client Stock Ownership Association	585	2.21
JFE Steel Corporation	360	1.36
Mitsubishi Heavy Industries, Ltd.	321	1.21
Sumitomo Mitsui Banking Corporation	236	0.89
Kawakin Core-Tech Co., Ltd.	234	0.88

Notes: 1. The Company holds 1,158,800 treasury shares, but it is excluded from the list of major shareholders above.

2. The ratio of shareholding is calculated excluding treasury shares.

## (2) Company Officers

### 1) Directors (As of March 31, 2025)

Positions at the company	Name	Responsibilities and status of significant concurrent positions
President and Representative Director	Shigetoshi Aota	General Manager, Group Planning and Administration Division President and Representative Director of MIYAJI ENGINEERING CO., LTD. President and Representative Director of MM BRIDGE CO., LTD.
Representative Director	Tadashi Uehara	
Director	Masahiro Ikeura	
Director	Mayumi Hirase	
Director Audit and Supervisory Committee Member	Hidemi Ota	
Director Audit and Supervisory Committee Member	Masato Tsujikawa	
Director Audit and Supervisory Committee Member	Masato Higuchi	

- Notes: 1. Ms. Mayumi Hirase's name in the family register is Mayumi Kato.
2. Director Ms. Mayumi Hirase and Directors who are Audit and Supervisory Committee Members Mr. Hidemi Ota, Mr. Masato Tsujikawa, and Mr. Masato Higuchi are Outside Directors.
3. On April 1, 2025, Mr. Shigetoshi Aota changed from President and Representative Director to Director and Consultant, Mr. Tadashi Uehara changed from Representative Director to Director, and Mr. Masahiro Ikeura changed from Director to President and Representative Director.
4. In the format of a Company with an Audit and Supervisory Committee, the Audit and Supervisory Committee takes the lead in conducting systematic audits through internal control systems, therefore it is not always necessary to appoint full-time members. Accordingly, the Company has not appointed any full-time Audit and Supervisory Committee Members.
5. The Company has designated all its Outside Directors as independent officers as prescribed by the regulations of the Tokyo Stock Exchange and has registered them as such with the exchange.

## **2) Outline of the limited liability agreement**

The Company has entered into agreements with Outside Director Ms. Mayumi Hirase and each Director who is an Audit and Supervisory Committee Member pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation to limit their liability for damages under Article 423, Paragraph 1 of the same act.

The amount of liability for damages under such agreement shall be limited to the amount provided for in laws and regulations.

## **3) Outline of the directors and officers liability insurance agreement, etc.**

The Company has concluded a directors and officers liability insurance agreement provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The scope of the insureds under the insurance agreement is all the Directors of the Company, and the insurance premiums are not borne by the insureds. The insurance agreement covers any damages including compensation for damages and legal expenses to be borne by the insureds due to a claim for damages arising from an act (including torts) performed by the insureds in the course of executing their duties as officers.

However, in order to ensure that the appropriate performance of the insureds' duties is not impaired, compensation will not be provided in cases where illegal acts have been committed.

## **4) Remuneration, etc. for Directors**

### **i. Policy for determining the content of remuneration, etc. for Directors**

At the Board of Directors meeting held on February 5, 2021, the Company resolved the policy for determining the content of remuneration, etc. for individual Directors. The outline of this policy is as follows.

As the Company is a holding company responsible for supervising Group companies, the remuneration for the Company's Directors consists solely of basic compensation.

The basic compensation is a fixed monthly monetary compensation.

The amount of remuneration for individual Directors of the Company and the method of calculation thereof are deliberated at the Board of Directors meeting held after the Annual General Meeting of Shareholders, based on reports from the Nomination and Compensation Committee and within the scope of the total amount of remuneration resolved at the General Meeting of Shareholders, taking into

consideration comprehensively general examples of companies at the same level, the balance with the level of employees' salaries, the general state of management, and other factors. The person with the authority to make this decision is President and Representative Director Shigetoshi Aota, who has been delegated this authority by the Board of Directors, and the decision shall be made taking into consideration the Company's business performance, management details, economic conditions, and the responsibilities and contributions of each Director. The reason for delegating the authority to the President and Representative Director is because it was judged that he would be able to evaluate the areas of responsibility and duties of each Director while overseeing the Company's overall operations, and would be able to comprehensively determine the amount of executive remuneration based on his thorough understanding of the business situation and environment surrounding the Group. For these reasons, the Board of Directors has determined that the content is in line with the determination policy and is appropriate.

Remuneration, etc. for individual Directors who are Audit and Supervisory Committee Members is scheduled to be determined by the Audit and Supervisory Committee within the scope of the total remuneration amount resolved at the General Meeting of Shareholders.

ii. Total remuneration, etc. for the fiscal year under review

Officer type	Total remuneration, etc. (Millions of yen)	Total remuneration, etc. by type (Millions of yen)			Number of applicable officers
		Basic compensation	Performance-linked compensation, etc.	Non-monetary compensation, etc.	
Directors	36	36	–	–	3
[of which, Outside Directors]	[6]	[6]	[–]	[–]	[1]
Directors (Audit and Supervisory Committee Members)	20	20	–	–	3
[of which, Outside Directors]	[20]	[20]	[–]	[–]	[3]
Total	56	56	–	–	6
[of which, outside officers]	[26]	[26]	[–]	[–]	[4]

- Notes: 1. The number of Directors paid above does not include one Director who received no remuneration.
2. Total remuneration, etc. for Directors (excluding Audit and Supervisory Committee Members) does not include the employee portion of salary for Directors who concurrently serve as employees, as it is not applicable.
3. The total amount of remuneration, etc. received by Directors as officers of subsidiaries during the fiscal year under review was ¥158 million.

iii. Matters concerning resolutions at the General Meeting of Shareholders regarding remuneration, etc. for Directors

At the 18th Annual General Meeting of Shareholders held on June 25, 2021, it was resolved that the upper limit of remuneration for Directors (excluding Audit and Supervisory Committee Members) shall be ¥120 million per year (however, this amount does not include the employee portion of salary for Directors who concurrently serve as employees. The Outside Director portion of the annual amount shall be ¥12 million). At the conclusion of this General Meeting of Shareholders, the number of Directors (excluding Audit and Supervisory Committee Members) was seven (including one Outside Director). At the 18th Annual General Meeting of Shareholders held on June 25, 2021, it was resolved that the upper limit of remuneration for Directors (Audit and Supervisory Committee Members) shall be ¥48 million per year. At the conclusion of this General Meeting of Shareholders, the number of Directors (Audit and Supervisory Committee Members) was three.

## 5) Outside officers

- i. Director Mayumi Hirase
- Significant concurrent positions at other corporations, etc. and the relationship between the Company and such corporations, etc.  
Not applicable.
  - Main activities during the fiscal year under review  
She attended all 12 of the Board of Directors meetings held in the fiscal year under review. She expressed opinions at each Board of Directors meeting as needed, from a universal perspective by utilizing her experience as an athlete who excelled in the tough world of sport as a top professional both in Japan and overseas. In particular, as a supervisor of sustainable management, she played an appropriate role in ensuring the validity and adequacy of decision-making by asking questions and



providing advice mainly on the promotion of diversity. In addition, three written Board of Directors resolutions were passed.

ii. Director (Audit and Supervisory Committee Member) Hidemi Ota

- Significant concurrent positions at other corporations, etc. and the relationship between the Company and such corporations, etc.

He is a Director of HINODE, Ltd. There are no special interests between the Company and HINODE, Ltd.

- Main activities during the fiscal year under review

He attended all 12 of the Board of Directors meetings as well as all 12 of the Audit and Supervisory Committee meetings held in the fiscal year under review. He is an authority on steel structures, and from his professional perspective, including his knowledge and experience, he proactively expressed opinions at each Board of Directors meeting as needed, based on his extensive experience as a manager in the private sector. He played an appropriate role in ensuring the validity and adequacy of decision-making by asking questions and providing advice especially from his professional perspective on steel structures. In addition, three written Board of Directors resolutions were passed. At each Audit and Supervisory Committee meeting, he made remarks as needed and expressed appropriate opinions.

iii. Director (Audit and Supervisory Committee Member) Masato Tsujikawa

- Significant concurrent positions at other corporations, etc. and the relationship between the Company and such corporations, etc.

He is an Outside Director of TACHIBANA ELETECH CO., LTD. There are no special interests between the Company and TACHIBANA ELETECH CO., LTD.

- Main activities during the fiscal year under review

He attended all 12 of the Board of Directors meetings as well as all 12 of the Audit and Supervisory Committee meetings held in the fiscal year under review. He proactively expressed opinions at each Board of Directors meeting as needed, utilizing his multifaceted insight that draws on his specialist knowledge and experience as a lawyer as well as his extensive experience including an outside director of other companies in different industries. He is particularly knowledgeable in the field of corporate law and labor issues, and he played an appropriate role in ensuring the validity and

adequacy of decision-making by asking questions and providing advice based on his experience and insight. In addition, three written Board of Directors resolutions were passed. At each Audit and Supervisory Committee meeting, he made remarks as needed and expressed appropriate opinions.

iv. Director (Audit and Supervisory Committee Member) Masato Higuchi

- Significant concurrent positions at other corporations, etc. and the relationship between the Company and such corporations, etc.

He is an Outside Director of HIGASHI TWENTY ONE CO., LTD. (changed its trade name to HIGASHI HOLDINGS CO., LTD. as of April 1, 2025), Independent Director of Taiyo Cabletec Corporation, and Outside Director of Nippon BS Broadcasting Corporation. There are no special interests between the Company and these three companies.

- Main activities during the fiscal year under review

He attended all 12 of the Board of Directors meetings as well as all 12 of the Audit and Supervisory Committee meetings held in the fiscal year under review. He proactively expressed opinions at each Board of Directors meeting as needed, based on his experience in responding to various social phenomena and issues, as well as his extensive experience in directing and guiding investigations and measures to prevent recurrence as a leader in governance. He played an appropriate role in ensuring the validity and adequacy of decision-making by asking questions and providing advice from the perspective of governance and compliance. In addition, three written Board of Directors resolutions were passed. At each Audit and Supervisory Committee meeting, he made remarks as needed and expressed appropriate opinions.

**(3) Accounting Auditor**

**1) Accounting Auditor's name** Crowe Toyo & Co.

**2) Accounting Auditor's compensation, etc.**

	Amount of compensation, etc.
	Millions of yen
i. Amount of the compensation, etc. for the Accounting Auditor for the fiscal year under review	24
ii. Total amount of monetary and other financial benefits payable to the Accounting Auditor by the Company and its subsidiaries	52

Notes: 1. According to the audit agreement between the Company and the Accounting Auditor, the amount of the compensation, etc. for the audits carried out under the Companies Act and the audits conducted under the Financial Instruments and Exchange Act is not separately categorized, nor can it be practically distinguished. As a result, the amount of the compensation, etc. for the Accounting Auditor for the fiscal year under review represents the combined total of both compensation.

2. The Audit and Supervisory Committee has approved the amount of the compensation, etc. for the Accounting Auditor after conducting a necessary evaluation of various factors, including the Accounting Auditor's audit plans, the status of their auditing activities, and the adequacy of the rationale for determining their compensation.

**3) Policy on determination of dismissal or non-reappointment of Accounting Auditor**

The Audit and Supervisory Committee decides on the proposals for the dismissal or non-reappointment of the Accounting Auditor to be presented at the General Meeting of Shareholders if it finds that there are issues hindering the Accounting Auditor from performing their responsibilities or if it deems it necessary to dismiss or not reappoint them.

If the Accounting Auditor is found to meet the criteria specified in items of Article 340, Paragraph 1 of the Companies Act, the Audit and Supervisory Committee, with the unanimous consent of all its members, will proceed to dismiss the Accounting Auditor. In these instances, the Audit and Supervisory Committee Members designated by the Committee will present the dismissal of the Accounting Auditor and the rationales for the dismissal at the subsequent General Meeting of Shareholders convened after the dismissal.

**(4) System to Ensure Appropriate Operations and Its Implementation Status**

**System to Ensure Appropriate Operations**

The Company has been developing an internal control system designed to ensure that the execution of duties by Directors complies with laws, regulations, and the Articles of Incorporation. This system also aims to guarantee the appropriateness of the Company's operations. To achieve this, the Company has established the following basic policy, in accordance with a resolution passed by the Board of Directors.

**1) System to ensure that the execution of duties of Directors and employees complies with laws, regulations, and the Articles of Incorporation**

- i. The Company has established a Charter of Corporate Behavior and a Code of Conduct as a Group, which set forth that the Directors and employees of the entire Group shall comply with laws, regulations, and the Articles of Incorporation and indicate standards for acting in accordance with social norms, and the Company will ensure that the Charter and Code are well known and thoroughly enforced. We have also established Whistleblowing Regulations for the Company and each operating subsidiary, and have set up an internal and an external (lawyers) hotline for compliance reporting and consultations.
- ii. The Company and each operating subsidiary shall appoint an officer in charge of compliance and risk management and shall have the officer manage and oversee the establishment and maintenance of compliance and risk management systems.
- iii. The Company shall establish a Compliance and Risk Management Committee, to be chaired by the President and attended by Directors and lawyers, as an organization that laterally oversees the Group-wide compliance system and risk management, to deliberate important issues relating to compliance and risk management and to establish and maintain systems.

The Compliance and Risk Management Committee shall regularly report on or submit matters it has deliberated and decided to the Board of Directors.

- iv. The Company shall establish an Audit Office. The Audit Office shall, in close cooperation with the Audit and Supervisory Committee and the internal audit divisions at operating subsidiaries, conduct regular audits of the business execution and the status of compliance and risk management for the entire Group, and shall report the results to the Compliance and Risk Management Committee.
- v. The Company shall stipulate that it will have no relationships with anti-social forces or groups that

threaten the order and safety of civil society in its Charter of Corporate Behavior and Code of Conduct, and shall work to prevent damage by striving to gather information by regularly exchanging information with external professional organizations and others. In the event that an incident occurs such as being subject to an unreasonable demand, the Company shall establish a system to respond in cooperation with external professional organizations and legal advisors.

**2) System for retaining and managing information pertaining to the execution of duties by Directors**

Directors shall properly store and manage the minutes of the Board of Directors' and other important meetings, request for decisions (ringi), and other records and documents pertaining to the execution of duties and decision-making, in accordance with the Document Management Regulations and other internal regulations.

Such information shall be available for inspection at any time upon request of the Audit and Supervisory Committee.

**3) Regulations and other systems for managing the risk of loss**

- i. The Compliance and Risk Management Committee shall deliberate and formulate basic policies, promotion systems, and other important matters concerning risk management for the entire Group, and strive to establish and maintain systems that can appropriately respond to potential risks in the Group's corporate activities.
- ii. Each operating subsidiary shall establish and maintain regulations, guidelines, and response manuals regarding risks associated with the operations of each operating subsidiary, including quality controls, safety controls, compliance, and information security, and shall ensure such regulations, guidelines, and response manuals are well-known and thoroughly enforced.
- iii. In the event of a disaster or other unforeseen circumstance, a task force shall be established under the direction of the President to prevent the spread of damage and ensure the continuation of business activities.
- iv. The Company's Audit Office and the internal audit divisions of operating subsidiaries shall conduct regular audits of the status of risk management and report to the Compliance and Risk Management Committee.

**4) System to ensure that the execution of the duties of Directors is performed efficiently**

- i. In principle, the Company shall hold meetings of the Board of Directors regularly once a month, as

well as on an ad-hoc as-needed basis, to make decisions on important matters involving the management of the Company and operating subsidiaries as set forth in the Board of Directors Rules, and to supervise the execution of duties by Directors.

- ii. With respect to the execution of business based on decisions by the Board of Directors, the Regulations on Division and Authority of Duties shall clarify each Director's authority and responsibilities, and execution procedures for the efficient execution of duties.
- iii. The Company shall formulate medium-term and annual plans for the entire Group, and based on such plans, each operating subsidiary shall formulate individual medium-term and annual plans and specific annual targets, action plans, and budgets, and implement monthly and quarterly performance management based on such plans.
- iv. Key operating subsidiaries shall delegate authority for business execution to Operating Officers based on the operating officer system, clarify respective authority for management and supervision, and business execution, and promote efficient and prompt decision-making and business execution.
- v. Each operating subsidiary shall hold meetings of the Board of Directors regularly once a month, as well as on an ad-hoc as-needed basis, to make decisions on important matters and to supervise the execution of business by Directors.
- vi. Key operating subsidiaries shall engage in deliberations at the Management Committee, which is composed of Directors and Operating Officers, to assist the President and Representative Director to make decisions on the Company's business execution, and shall set up a meeting body to engage in deliberations as necessary.

#### **5) System to ensure appropriate operations at the Group**

- i. As a holding company, the Company's Directors, through the Board of Directors, shall make decisions on important matters for the entire Group, and manage operations and supervise the execution of business by operating subsidiaries.
- ii. A Board of Directors, corporate auditors, and an accounting auditor shall be established at major operating subsidiaries to ensure appropriate reciprocal monitoring of business decisions and business execution.
- iii. The Company shall formulate and review the Group's shared management philosophy, Charter of Corporate Behavior, Code of Conduct, and Legal Compliance Manual, and ensure they are well-known

and thoroughly enforced by all Group members.

- iv. The Company shall establish rules for approving and reporting by operating subsidiaries to the Company in accordance with the Affiliated Company Management Regulations, etc., and shall establish and maintain the operation management and management guidance systems for each operating subsidiary based on such rules.
- v. The Audit Office and the internal audit divisions at operating subsidiaries shall regularly audit operating subsidiaries to promote appropriate business activities.
- vi. Each operating subsidiary shall autonomously establish and maintain internal control systems, based on their size, nature, organizational design, and other corporate characteristics, while cooperating and sharing information with the Company.
- vii. Each operating subsidiary, as a Group company of the Company, shall comply with laws, regulations, and their Articles of Incorporation, and conduct corporate management that maintains their corporate independence and uniqueness while respecting the Company's management policies and the management system of the corporate group.

**6) Matters concerning Directors and employees assisting the duties of the Audit and Supervisory Committee**

- i. In addition to assigning staff to assist the duties of the Audit and Supervisory Committee, related divisions, centered on the Audit Office, shall support the duties of the Audit and Supervisory Committee.
- ii. The opinion of the Audit and Supervisory Committee regarding the appointment, dismissal, transfer, and performance evaluation of employees who assist the duties of the Audit and Supervisory Committee, shall be heard and respected. Furthermore, employees who receive orders from the Audit and Supervisory Committee necessary to perform audits shall not accept instructions or orders from anyone other than the Audit and Supervisory Committee with respect to such orders.

**7) System for reporting to the Audit and Supervisory Committee**

- i. The Company's Directors (excluding Directors who are Audit and Supervisory Committee Members) and employees, as well as Directors and employees of each operating subsidiary, shall report on the state of the business execution of each company upon request by the Company's Audit and Supervisory Committee. In addition to legally required matters, matters that have a significant impact on the entire



company, the status of implementation of internal audits, and serious violations of laws, regulations, or the Articles of Incorporation shall also be reported without delay.

- ii. The Company shall establish and maintain an appropriate reporting system to the Audit and Supervisory Committee with regard to matters that have a significant impact on the entire Company and serious violations of laws, regulations, and the Articles of Incorporation through the operation of a whistleblowing system.
- iii. The Company shall stipulate that a person who makes such a report shall not be treated disadvantageously on the grounds of having made such report in its Whistleblowing Regulations, and shall ensure that such regulations are well-known and thoroughly enforced.

**8) Matters concerning policies pertaining to the treatment of expenses or liabilities incurred with respect to the execution of duties of Audit and Supervisory Committee Members (limited to duties related to those of the Audit and Supervisory Committee)**

The Company shall respond promptly when any of the Audit and Supervisory Board Members request expenses in connection with the execution of their duties (limited to duties related to those of the Audit and Supervisory Committee).

**9) Other systems to ensure that audits by the Audit and Supervisory Committee are conducted effectively**

- i. Audit and Supervisory Committee Members' right of access to important corporate information, including attendance at meetings of the Board of Directors and other important meetings, shall be guaranteed.
- ii. The Audit and Supervisory Committee shall regularly exchange information and opinions with the President of the Company and the presidents of each operating subsidiary.
- iii. The Audit and Supervisory Committee shall maintain close cooperation with the Audit Office and shall request investigations by the Audit Office as necessary.
- iv. The Audit and Supervisory Committee shall hold regular meetings with the accounting auditor to exchange opinions and information, and shall request reports from the accounting auditor as necessary.

### **Implementation Status of System to Ensure Appropriate Operations**

The following is an overview of the implementation status of the system designed to ensure the appropriateness of the Company's operations.

#### **1) Compliance-related initiatives**

We make the Charter of Corporate Behavior and the Code of Conduct accessible on our website and intranet, detailing the Group's common values, ethical principles, and specific behavioral standards. Additionally, we offer compliance training sessions as needed to ensure that all employees are well-informed about these documents.

We enhance our awareness of compliance and integrate that mindset into our daily operations by consistently offering biannual compliance training through an e-learning platform at our key operating subsidiaries.

As an essential component of our whistleblowing system, we have established hotlines, both internal and external (lawyers), to facilitate early detection of issues and prevent fraudulent activities. Furthermore, we have implemented Whistleblowing Regulations that safeguard whistleblowers from unfair treatment.

Our Audit Office works together with the internal audit divisions of our operating subsidiaries to perform audits on the business execution, the establishment and implementation of the internal control system, and the status of compliance and risk management for the entire Group based on the audit plans. The results of these audits are reported to the Compliance and Risk Management Committee.

#### **2) Initiatives related to risk management**

Each operating subsidiary establishes internal regulations and manuals to address the various potential risks associated with business activities, such as safety management, quality control, compliance, and data security. Furthermore, we have implemented proactive measures to mitigate risks that could significantly impact the Group's management. These measures include conducting pre-construction meetings, educational and training sessions, safety patrols, and internal audits.

#### **3) Initiatives related to ensuring the efficiency of the execution of duties by Directors**

During FY2024, we held 12 meetings of the Board of Directors, with all members present, to deliberate and decide essential management policies and other critical matters. Additionally, the Board members oversaw the execution of duties by reviewing the annual business plan (targets, action plans, and budgets), which was developed based on the Medium-Term Business Plan (FY2022 to FY2026), and assessed the

progress of the business plan.

**4) Initiatives related to ensuring the appropriateness of the Group's operations**

We receive proposals and reports concerning critical management matters for each of our operating subsidiaries in accordance with the Affiliated Company Management Regulations, etc., and we deliberate and approve them as needed. Additionally, these subsidiaries establish and implement their own internal control systems tailored to their respective size and characteristics, and they evaluate the effectiveness of these systems through internal audits.

**5) Initiatives related to ensuring the effectiveness of audits by the Audit and Supervisory Committee**

The Audit and Supervisory Committee ensures the effectiveness of its audits by attending key meetings, including Board of Directors meetings, gathering reports on the execution of duties from Directors and employees, inspecting important approval-granting documents, and exchanging information and opinions with the Accounting Auditor.

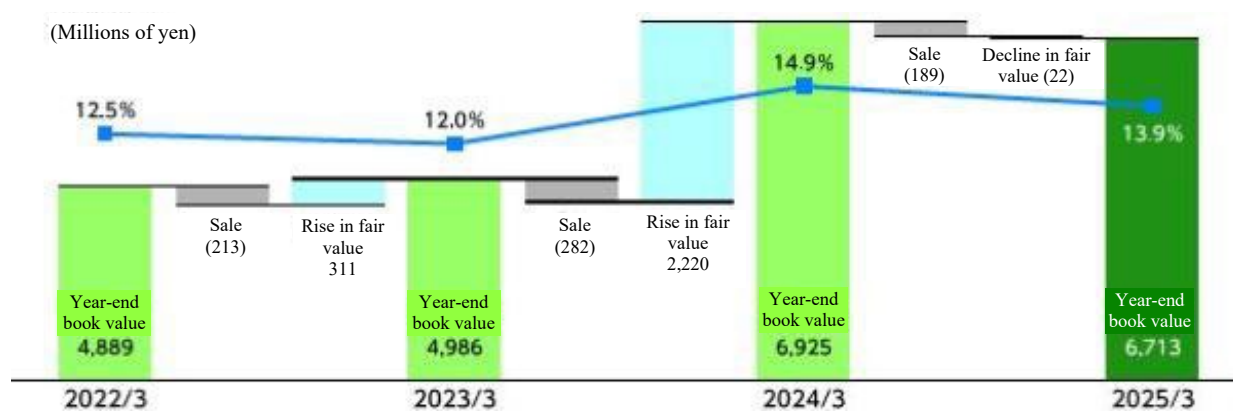
**(5) Reduction of Cross-shareholdings**

The Group holds listed shares as a cross-shareholding for the purpose of maintaining business relationships, including the establishment of long-term, stable relationships between the Company and the companies issuing such shares. Our shareholdings are examined each fiscal year from various perspectives, such as the business performance, stock price, dividends, and growth potential of each company in which we hold shares, and the results are discussed and approved by the Board of Directors. As a result, we have decided to reduce our cross-holding shares that are deemed insufficiently significant to retain or not commensurate with the cost of capital, upon discussions with the companies in which we hold shares.

We will strategically move forward with the sale of these shares to decrease the ratio of the cross-shareholdings to the consolidated net assets to 10% or less, at the earliest possible stage of the Medium-Term Business Plan (FY2022 to FY2026) period.

The record of the reduction in cross-shareholdings for the three most recent fiscal years is as follows.

	As of March 31, 2023	As of March 31, 2024	As of March 31, 2025
Number of stocks reduced	1	4	2 (by a part)
Number of holding stocks at the year-end	17	13	13
Amount reduced (from book value at the previous year-end)	213 million yen	282 million yen	189 million yen
Change in fair value of holding stocks at the year-end	311 million yen	2,220 million yen	(22) million yen
Year-end book value	4,986 million yen	6,925 million yen	6,713 million yen
Consolidated net assets	41,584 million yen	46,630 million yen	48,330 million yen
Ratio	12.0%	14.9%	13.9%



Note: In this business report, any monetary amount that is less than the chosen unit figures is rounded down. Proportions, basic earnings per share, and net assets per share that are below the selected unit are rounded to the closest relevant figures for that unit.

# Consolidated Financial Statements

(April 1, 2024 - March 31, 2025)

## Consolidated Balance Sheet

(As of March 31, 2025)

(Millions of yen)

Description	Amount	Description	Amount
(Assets)		(Liabilities)	
<b>Current assets</b>	<b>66,744</b>	<b>Current liabilities</b>	<b>37,429</b>
Cash and deposits	16,502	Notes payable, accounts payable for construction contracts and other	10,368
Notes receivable, accounts receivable from completed construction contracts and other	49,025	Short-term borrowings	7,500
Costs on construction contracts in progress	593	Accounts payable - other	2,723
Raw materials and supplies	45	Income taxes payable	1,412
Other	578	Advances received on construction contracts in progress	11,036
		Provision for warranties for completed construction	573
		Provision for loss on construction contracts	2,022
		Provision for bonuses	937
		Other	854
<b>Non-current assets</b>	<b>23,853</b>	<b>Non-current liabilities</b>	<b>4,838</b>
<b>Property, plant and equipment</b>	<b>15,484</b>	Long-term borrowings	300
Buildings and structures	2,821	Lease liabilities	239
Machinery and vehicles	4,020	Deferred tax liabilities	840
Tools, furniture and fixtures	260	Deferred tax liabilities for land revaluation	1,687
Land	7,848	Provision for retirement benefits for directors (and other officers)	160
Leased assets	250	Retirement benefit liability	1,608
Construction in progress	283	Other	1
<b>Intangible assets</b>	<b>439</b>	<b>Total liabilities</b>	<b>42,267</b>
<b>Investments and other assets</b>	<b>7,928</b>	(Net assets)	
Investment securities	6,887	<b>Shareholders' equity</b>	<b>33,265</b>
Shares of subsidiaries and associates	52	Share capital	3,000
Deferred tax assets	736	Capital surplus	3,746
Other	270	Retained earnings	28,248
Allowance for doubtful accounts	(18)	Treasury shares	(1,728)
		<b>Accumulated other comprehensive income</b>	<b>7,214</b>
		Valuation difference on available-for-sale securities	3,682
		Revaluation reserve for land	3,192
		Remeasurements of defined benefit plans	339
		<b>Non-controlling interests</b>	<b>7,849</b>
		<b>Total net assets</b>	<b>48,330</b>
<b>Total assets</b>	<b>90,597</b>	<b>Total liabilities and net assets</b>	<b>90,597</b>

Note: Figures presented in the financial statements are rounded down to the nearest million yen.

**Consolidated Statements of Income** (For the fiscal year ended March 31, 2025) (Millions of yen)

Description	Amount	
<b>Net sales of completed construction contracts</b>		<b>74,725</b>
Cost of sales of completed construction contracts		60,523
<b>Gross profit on completed construction contracts</b>		<b>14,201</b>
Selling, general and administrative expenses		5,032
<b>Operating profit</b>		<b>9,168</b>
Non-operating income		
Interest and dividend income	239	
Rental income	25	
Insurance claim income	101	
Gain on sale of scraps	8	
Other	21	397
Non-operating expenses		
Interest expenses	31	
Guarantee commission for advances received	18	
Commission expenses	7	
Other	12	69
<b>Ordinary profit</b>		<b>9,496</b>
Extraordinary income		
Gain on sale of investment securities	144	
Other	2	147
Extraordinary losses		
Loss on sale of non-current assets	1	
Loss on retirement of non-current assets	67	69
<b>Profit before income taxes</b>		<b>9,574</b>
Income taxes - current	2,584	
Income taxes - deferred	365	2,949
<b>Profit</b>		<b>6,625</b>
Profit attributable to non-controlling interests		1,762
<b>Profit attributable to owners of parent</b>		<b>4,863</b>

Note: Yen amounts are rounded down to millions.

## Non-consolidated Balance Sheet (As of March 31, 2025)

(Millions of yen)

Description	Amount	Description	Amount
(Assets)		(Liabilities)	
<b>Current assets</b>	<b>3,154</b>	<b>Current liabilities</b>	<b>73</b>
Cash and deposits	633	Accounts payable-other	61
Accounts receivable - trade	117	Income taxes payable	8
Prepaid expenses	2	Other	3
Deposits paid to subsidiaries and associates	2,400		
		<b>Total liabilities</b>	<b>73</b>
<b>Non-current assets</b>	<b>9,259</b>	(Net assets)	
<b>Property, plant and equipment</b>	<b>0</b>	<b>Shareholders' equity</b>	<b>12,340</b>
Buildings	0	<b>Share capital</b>	<b>3,000</b>
Tools, furniture and fixtures	0	<b>Capital surplus</b>	<b>6,096</b>
<b>Intangible assets</b>	<b>2</b>	Legal capital surplus	2,597
Software	2	Other capital surplus	3,498
<b>Investments and other assets</b>	<b>9,256</b>	<b>Retained earnings</b>	<b>5,078</b>
Shares of subsidiaries and associates	9,252	Other retained earnings	5,078
Deferred tax assets	0	Retained earnings brought forward	5,078
Other	2	<b>Treasury shares</b>	<b>(1,834)</b>
		<b>Total net assets</b>	<b>12,340</b>
<b>Total assets</b>	<b>12,413</b>	<b>Total liabilities and net assets</b>	<b>12,413</b>

Note: Yen amounts are rounded down to millions.



## Non-consolidated Statements of Income

(For the fiscal year ended March 31, 2025)

(Millions of yen)

Description	Amount	
<b>Net sales</b>		
Dividend income	4,544	
Group management fee income	377	4,922
<b>Gross profit</b>		<b>4,922</b>
Selling, general and administrative expenses		365
<b>Operating profit</b>		<b>4,556</b>
Non-operating income		
Interest income	3	
Gain on forfeiture of unclaimed dividends	2	
Other	0	6
Non-operating expenses		
Commission expenses	7	
Other	0	8
<b>Ordinary profit</b>		<b>4,555</b>
<b>Profit before income taxes</b>		<b>4,555</b>
Income taxes - current	8	
Income taxes - deferred	0	9
<b>Profit</b>		<b>4,545</b>

Note: Yen amounts are rounded down to millions.

## Guide Map to the Venue for the Annual General Meeting of Shareholders

Venue	<p>Event Hall, 2nd Floor, Bellesalle Kanda, Sumitomo Fudosan Kanda Building</p> <p>7, Kanda-Mitoshiro-cho, Chiyoda-ku, Tokyo, Japan</p> <p>TEL: 03-5281-3053</p>
Transportation	<p>Approx. 2 minutes on foot from Exit B6 of Ogawamachi Station on the Toei Subway Shinjuku Line</p> <p>Approx. 2 minutes on foot from Exit B6 of Shin-ochanomizu Station on the Tokyo Metro Chiyoda Line</p> <p>Approx. 3 minutes on foot from Exit A6 of Awajicho Station on the Tokyo Metro Marunouchi Line</p> <p>Approx. 7 minutes on foot from the North Exit of Kanda Station on the JR Line</p>



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