

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 identification code: 1835

Date of issuance: June 3, 2026

Start date of measures for electronic provision: June 2, 2026

To our shareholders:

Katsumi Ise  
President, Representative Director  
**TOTETSU KOGYO CO., LTD.**  
4th Floor, JR Shinanomachi Building,  
34 Shinanomachi, Shinjuku-ku, Tokyo

## **NOTICE OF CONVOCATION OF THE 83rd ORDINARY GENERAL MEETING OF SHAREHOLDERS**

We are pleased to announce that the 83rd Ordinary General Meeting of Shareholders of Totetsu Kogyo Co., Ltd. (the “Company”) will be held as follows.

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. (items for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on each of the following websites.

### **The Company’s website:**

<https://www.totetsu.co.jp/ir/meeting/> (in Japanese)

### **Website for posted informational materials for the general meeting of shareholders:**

<https://d.sokai.jp/1835/teiji/> (in Japanese)

### **TSE website (Listed Company Search):**

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

Access the TSE website by using the internet address shown above, enter “TOTETSU KOGYO” in “Issue name (company name)” or the Company’s securities code “1835” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting].”

If you are unable to attend the meeting in person, you may exercise your voting rights in writing or via the internet, etc. Please review the attached Reference Documents for the General Meeting of Shareholders, refer to “Exercise of Voting Rights, etc.,” and exercise your voting rights by 5:30 p.m. on Wednesday, June 24, 2026.

### **Meeting Details**

- 1. Date and Time:** 10:00 a.m., Thursday, June 25, 2026 (Japan Standard Time) (Reception will begin at 9:00 a.m.)
- 2. Venue:** Meeting Room, Head Office of the Company  
4th Floor, JR Shinanomachi Building, 34 Shinanomachi, Shinjuku-ku, Tokyo

### 3. Purposes:

#### Items to be reported:

1. Business Report and Consolidated Financial Statements for the 83rd Term (from April 1, 2025 to March 31, 2026), as well as the results of the audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board
2. Non-Consolidated Financial Statements for the 83rd Term (from April 1, 2025 to March 31, 2026)

#### Items to be resolved:

- Proposal 1:** Appropriation of surplus
- Proposal 2:** Amendment to the Articles of Incorporation
- Proposal 3:** Election of nine (9) Directors
- Proposal 4:** Election of one (1) Audit & Supervisory Board Member
- Proposal 5:** Election of one (1) substitute Audit & Supervisory Board Member

### 4. Exercise of Voting Rights, etc.:

Please refer to “Exercise of Voting Rights, etc.” (Japanese only) on pages 4 and 5.

- For those attending the meeting, please present the Voting Rights Exercise Form at the reception desk on arrival.
- Among the items subject to measures for electronic provision, in accordance with the provisions of laws and regulations and the Articles of Incorporation of the Company, the following items are not provided in the paper-based documents delivered to shareholders who requested the delivery of paper-based documents. Note that the Audit & Supervisory Board Members and the Accounting Auditor audit the documents subject to audit, which include the following items.
  - “System to Ensure the Properness of Operations” and “Overview of Operational Status of System to Ensure the Properness of Operations” in the Business Report
  - “Consolidated Statement of Changes in Equity” and “Notes to the Consolidated Financial Statements” in the Consolidated Financial Statements
  - “Non-Consolidated Statement of Changes in Equity” and “Notes to the Non-Consolidated Financial Statements” in the Non-Consolidated Financial Statements
- If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on each of the websites mentioned on the previous page.

## Reference Documents for the General Meeting of Shareholders

### Proposal 1: Appropriation of surplus

With regard to distribution of profits, the Company's basic policy is to continue to offer stable dividends, to maintain internal reserves for enhancing shareholders' equity and capital investment, and to grant dividends proportional to revenue.

Based on this policy and in consideration of the Group's results for the fiscal year, as well as future business development, the Company proposes the year-end dividends for this term and other appropriation of surplus as follows:

#### 1. Matters related to year-end dividends

##### (1) Type of dividend property

Cash

##### (2) Allocation of dividend property and total amount thereof

80 yen per common share of the Company

Total amount of dividends: 2,762,132,880 yen

Accordingly, including the interim dividend (70 yen per share), the annual dividend for the fiscal year is 150 yen per share, which is a 15 yen increase from the previous fiscal year.

##### (3) Effective date of distribution of dividends of surplus

June 26, 2026

#### 2. Matters related to other appropriation of surplus

##### (1) Item of surplus to be increased and amount of increase thereof

General reserve: 6,000,000,000 yen

##### (2) Item of surplus to be decreased and amount of decrease thereof

Retained earnings brought forward: 6,000,000,000 yen

**Proposal 2:** Amendment to the Articles of Incorporation

1. Reasons for the Amendment

In order to accommodate the increase in staff resulting from the Company’s business expansion and to enhance our head office functions, the Company have decided to relocate our head office. Accordingly, the Company is changing the location of the head office specified in Article 3 of the current Articles of Incorporation from “Shinjuku-ku, Tokyo” to “Shinagawa-ku, Tokyo.”

Furthermore, this amendment to the Articles of Incorporation shall take effect on the date of the head office relocation, which will be determined at a meeting of the Board of Directors to be held by March 31, 2027, and this shall be set forth in the Supplementary Provisions.

Please note that these Supplementary Provisions will be deleted after the effective date of the head office relocation.

2. Details of the Amendments

The following are the details of the amendments.

(Underline indicates amended portions.)

Current Articles of Incorporation	Proposed Amendments
<p style="text-align: center;">Chapter I General Provisions</p> <p>(Location of Head Office)</p> <p>Article 3. The head office of the Company shall be located at <u>Shinjuku-ku</u>, Tokyo.</p> <p style="text-align: right;">(New) (New)</p>	<p style="text-align: center;">Chapter I General Provisions</p> <p>(Location of Head Office)</p> <p>Article 3. The head office of the Company shall be located at <u>Shinagawa-ku</u>, Tokyo.</p> <p><u>Supplementary Provisions</u></p> <p><u>Article 1.</u></p> <p><u>1 Amendments to Article 3 of the Articles of Incorporation (Location of Head Office) shall take effect on the date of the relocation of the head office, as determined by a meeting of the Board of Directors to be held no later than March 31, 2027.</u></p> <p><u>2 These Supplementary Provisions shall be deleted after the effective date of the head office relocation.</u></p>

**Proposal 3:** Election of nine (9) Directors

The terms of office of nine (9) Directors, Tadao Maekawa, Katsumi Ise, Hikaru Shimomura, Hiroyuki Iizuka, Eiichi Ogawa, Kiyotaka Takahashi, Hiroshi Nakayama, Miya Miyama and Takehiro Tamagawa, will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company requests that nine (9) Directors be elected.

As a policy for the nomination of Director candidates, the Company nominates candidates for internal director who are not only well informed about each business but also possess a wealth of experience and expertise in a variety of specialized fields thought important to management of the Company, an excellent personality and insight, and extensive knowledge and experience as well as highly astute discernment as an internal director with a high-level of management skill or in each field. For candidates for outside directors, the Company nominates candidates who can advise the Company on the enhancement of medium to long-term corporate value, oversee management, and fulfill all other roles and duties from a professional and objective standpoint. As an advisory body to the Board of Directors on particularly important corporate governance matters, the Nomination and Remuneration Committee, which is chaired by an independent Outside Director and made up of a majority of independent Outside Directors including the chairperson, shares opinions before the deliberation and approval of a proposal by the Board of Directors in accordance with the above policy.

The candidates for Directors are as follows:

No.	Name	Current position and responsibilities, etc.	Attribute
1	Tadao Maekawa (male)	Chairman	[Reelection]
2	Katsumi Ise (male)	President, Representative Director	[Reelection]
3	Hiroyuki Iizuka (male)	Managing Director & Executive Officer, Head, Business Administration Group	[Reelection]
4	Eiichi Ogawa (male)	Managing Director & Executive Officer, Head, Architectural Business Group Deputy Head, DX Promotion Office	[Reelection]
5	Kenshi Nakamura (male)	Managing Executive Officer, Head, Business Improvement Promotion Group Deputy Head, Finance & Corporate Planning Group Head, DX Promotion Office	[New election]
6	Kiyotaka Takahashi (male)	Outside Director	[Reelection] [Outside Director] [Independent Officer]
7	Hiroshi Nakayama (male)	Outside Director	[Reelection] [Outside Director] [Independent Officer]
8	Miya Miyama (female)	Outside Director	[Reelection] [Outside Director] [Independent Officer]
9	Takehiro Tamagawa (male)	Outside Director	[Reelection] [Outside Director]

Reelection: Candidate for reelection as Director

New election: New candidate for election as Director

Outside Director: Candidate for Outside Director

Independent Officer: Independent officer as provided for by a stock exchange, etc.

<Skill Matrix of Director Candidates>

The basic policy of the Company is to have a Board of Directors made up of members with extensive knowledge and experience in each field, excellent personalities and insight, a high-level of management skill, and other such traits.

No.	Name	Corporate management	Business strategy	Finance Accounting	Sustainability ESG	Legal affairs and compliance Risk management	Human resources Human resource development	Safety Quality management	Construction technology	Experience and knowledge relevant to railway operations
1	Tadao Maekawa	●	●		●	●	●	●	●	●
2	Katsumi Ise	●	●		●	●		●	●	●
3	Hiroyuki Iizuka		●	●	●	●	●			
4	Eiichi Ogawa		●					●	●	●
5	Kenshi Nakamura		●	●	●	●				
6	Kiyotaka Takahashi		●		●	●	●	●		
7	Hiroshi Nakayama	●	●					●		●
8	Miya Miyama				●	●	●			
9	Takehiro Tamagawa						●	●	●	●

Note: The table above is not a comprehensive list of the expertise and experience possessed by each Director candidate.

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company	Number of the Company's shares owned
1	<p style="text-align: center;">Tadao Maekawa (December 6, 1955)</p> <p style="text-align: center;">[Reelection]</p> <p style="text-align: center;">Attendance at Board of Directors meetings: 15/15</p>	<p>Apr. 1981    Joined Japanese National Railways</p> <p>Apr. 1987    Joined East Japan Railway Company</p> <p>July 2005    General Manager of Facilities Department, Tokyo Branch Office, East Japan Railway Company</p> <p>June 2007    Deputy General Manager of Facilities Department, Railway Business Headquarters, East Japan Railway Company</p> <p>June 2008    General Manager of Facilities Department, Railway Business Headquarters, East Japan Railway Company</p> <p>June 2009    General Manager of Public Relations Department, East Japan Railway Company</p> <p>June 2012    Executive Officer, General Manager of Administration Department, East Japan Railway Company</p> <p>June 2015    Senior Executive Officer, Deputy Director General of Railway Business Headquarters, East Japan Railway Company</p> <p>June 2016    Executive Director, General Manager of Tokyo Branch Office, East Japan Railway Company</p> <p>June 2019    Executive Vice President and Representative Director, Director General of Railway Business Headquarters, East Japan Railway Company (retired in June 2021)</p> <p>June 2021    Joined the Company President, Representative Director</p> <p>June 2025    Chairman (present position)</p> <p>[Significant concurrent positions outside the Company] No significant concurrent positions outside the Company.</p>	14,800
<p><b>Reasons for nomination as candidate for Director</b></p> <p>Tadao Maekawa has extensive experience and insight in the railway construction business in general, due to his tenure as Executive Vice President and Representative Director, Director General of Railway Business Headquarters of East Japan Railway Company, and as President, Representative Director of the Company. He is currently serving in the position of Chairman and is appropriately fulfilling his role of encouraging constructive discussion as the Chairperson of the Board of Directors of the Company. As the Company believes he is indispensable and well qualified for the further improvement of the corporate value of the Company, he has been nominated as a candidate to continue serving as a Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company	Number of the Company's shares owned
2	<p style="text-align: center;">Katsumi Ise (February 12, 1965)</p> <p style="text-align: center;">[Reelection]</p> <p style="text-align: center;">Attendance at Board of Directors meetings: 12/12 (since assuming the office on June 26, 2025)</p>	<p>Apr. 1988    Joined East Japan Railway Company</p> <p>May 2015    General Manager, Facilities Department, Railway Business Headquarters, East Japan Railway Company</p> <p>June 2015    General Manager, Investment Planning Department, Corporate Planning Headquarters, East Japan Railway Company</p> <p>June 2015    Executive Officer, General Manager, Investment Planning Department, Corporate Planning Headquarters, East Japan Railway Company</p> <p>June 2016    Executive Officer, General Manager, Facilities Department, Railway Business Headquarters, East Japan Railway Company</p> <p>June 2016    Outside Director of the Company (retired in June 2018)</p> <p>June 2018    Senior Executive Officer, in charge of Reconstruction Planning Department, Corporate Planning Headquarters, and Facilities Department, Railway Business Headquarters, East Japan Railway Company</p> <p>June 2021    Executive Vice President and Representative Director, Director General, Technology Innovation Headquarters, East Japan Railway Company</p> <p>June 2022    Executive Vice President and Representative Director, Director General, Innovation Strategy Headquarters, East Japan Railway Company (retired in June 2025)</p> <p>June 2025    Joined the Company President, Representative Director (present position)</p> <p>[Significant concurrent positions outside the Company] No significant concurrent positions outside the Company.</p>	2,600
<p><b>Reasons for nomination as candidate for Director</b></p> <p>Katsumi Ise has insight into railway and construction businesses in general, in addition to safety, which is the highest priority in the Company's management, and extensive experience as a corporate manager due to his tenure at East Japan Railway Company as Executive Officer and General Manager of Investment Planning Department, Corporate Planning Headquarters, Executive Officer and General Manager of Facilities Department, Railway Business Headquarters, and Executive Vice President and Representative Director. He currently serves as President and Representative Director of the Company, and has demonstrated leadership across all operations in pursuit of the Group's vision to become a "leading company in transportation infrastructure maintenance." As the Company believes he is indispensable and well qualified for the further improvement of the corporate value of the Company, he has been nominated as a candidate to continue serving as a Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company	Number of the Company's shares owned
3	<p style="text-align: center;">Hiroyuki Iizuka (March 11, 1964)</p> <p style="text-align: center;">[Reelection]</p> <p style="text-align: center;">Attendance at Board of Directors meetings: 15/15</p>	<p>Apr. 1982      Joined the Company</p> <p>Dec. 2005      Deputy General Manager, Personnel Department, Business Administration Group</p> <p>Oct. 2007      General Manager, General Affairs Department, Takasaki Branch</p> <p>Aug. 2010      Project General Manager, Personnel Department, Business Administration Group</p> <p>June 2012      General Manager, Personnel Department, Business Administration Group</p> <p>June 2017      General Manager, Corporate Planning Department, Finance &amp; Corporate Planning Group</p> <p>June 2019      Executive Officer, General Manager, Corporate Planning Department, Finance &amp; Corporate Planning Group</p> <p>June 2021      Executive Officer, General Manager, Takasaki Branch</p> <p>June 2023      Executive Officer, Deputy Head, Business Administration Group</p> <p>June 2024      Director &amp; Executive Officer, Head, Business Administration Group</p> <p>June 2025      Managing Director &amp; Executive Officer, Head, Business Administration Group (present position)</p> <p>[Significant concurrent positions outside the Company] No significant concurrent positions outside the Company.</p>	6,000
<p><b>Reasons for nomination as candidate for Director</b></p> <p>Hiroyuki Iizuka has extensive experience and insight in the construction business in general, due to his tenure as General Manager of Personnel Department under Business Administration Group, Executive Officer and General Manager of Corporate Planning Department, Finance &amp; Corporate Planning Group, and Executive Officer and General Manager of Takasaki Branch. He is currently serving in the position of Managing Director &amp; Executive Officer, Head of Business Administration Group, and is fulfilling his duties by taking all efforts to promote human capital management aimed at further improving employee engagement and to improve compliance. As the Company believes he is indispensable and well qualified for the further improvement of the corporate value of the Company, he has been nominated as a candidate to continue serving as a Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company	Number of the Company's shares owned
4	<p style="text-align: center;">Eiichi Ogawa (September 22, 1962)</p> <p style="text-align: center;">[Reelection]</p> <p style="text-align: center;">Attendance at Board of Directors meetings: 12/12 (since assuming the office on June 26, 2025)</p>	<p>Apr. 1981      Joined the Company</p> <p>June 2007      Presidential Project Manager, Construction Department, Tokyo Branch (Architectural Business), and Project General Manager, Construction Department</p> <p>June 2008      Project General Manager, Purchasing Department, Business Administration Group</p> <p>Sept. 2010      General Manager, Estimation Department, Architectural Business Group</p> <p>Jan. 2014      General Manager, Architecture Department, Hachioji Branch, and Project General Manager, Sales Department</p> <p>June 2017      General Manager, Architectural Planning Department, Architectural Business Group</p> <p>June 2019      Executive Officer, Deputy General Manager, Tokyo Branch (Architectural Business), and General Manager, Construction Department</p> <p>Jan. 2020      Executive Officer, Deputy General Manager, Tokyo Branch (Architectural Business), and General Manager, Sales Department</p> <p>June 2020      Executive Officer, General Manager, Tokyo Branch (Architectural Business)</p> <p>June 2023      Executive Officer, General Manager, Saitama Branch</p> <p>June 2025      Managing Director &amp; Executive Officer, Head, Architectural Business Group, Deputy Head, DX Promotion Office (present position)</p> <p>[Significant concurrent positions outside the Company] No significant concurrent positions outside the Company.</p>	3,500
<p><b>Reasons for nomination as candidate for Director</b></p> <p>Eiichi Ogawa has extensive experience and insight in the construction business in general, due to his tenure as General Manager, Architecture Department, Hachioji Branch, General Manager, Architectural Planning Department, Architectural Business Group, and Executive Officer, General Manager, Saitama Branch. He is currently serving in the position of Managing Director &amp; Executive Officer, Head of Architecture Business Group, and Deputy Head of DX Promotion Office, and is fulfilling his duties by taking all efforts to improve construction technology and productivity and construct a more solid relationship of trust with clients. As the Company believes he is indispensable and well qualified for the further improvement of the corporate value of the Company, he has been nominated as a candidate to continue serving as a Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company	Number of the Company's shares owned
5	<p style="text-align: center;">Kenshi Nakamura (September 23, 1962)</p> <p style="text-align: center;">[New election]</p> <p>Attendance at Board of Directors meetings: -</p>	<p>Apr. 1986      Joined The Fuji Bank, Limited</p> <p>Apr. 2008      General Manager, Kitazawa Branch, Mizuho Bank, Ltd.</p> <p>Apr. 2010      General Manager, Business Solutions Department, Mizuho Bank, Ltd.</p> <p>July 2013      General Manager, Planning Group Management Department, Mizuho Financial Group, Inc.</p> <p>July 2013      General Manager, Administration Department, Mizuho Bank, Ltd.</p> <p>July 2017      Joined the Company Executive Officer, General Manager, Architectural Marketing Department, Architectural Business Group</p> <p>June 2019      Executive Officer, Deputy Head, Business Administration Group and General Manager, General Affairs Department</p> <p>June 2022      Managing Executive Officer, Head, Business Improvement Promotion Group, Deputy Head, Finance &amp; Corporate Planning Group, and Deputy Head, Business Administration Group</p> <p>June 2025      Managing Executive Officer, Head, Business Improvement Promotion Group, Deputy Head, Finance &amp; Corporate Planning Group and Head, DX Promotion Office (present position)</p> <p>[Significant concurrent positions outside the Company] No significant concurrent positions outside the Company.</p>	3,700
<p><b>Reasons for nomination as candidate for Director</b></p> <p>Kenshi Nakamura has extensive experience and insight in overall finance and business strategy, due to his tenure as General Manager, Business Solutions Department, Mizuho Bank, Ltd., General Manager, Planning Group Management Department, Mizuho Financial Group, Inc., and Executive Officer, Deputy Head, Business Administration Group of the Company. He is currently serving in the position of Managing Executive Officer, Head of Business Improvement Promotion Group, Deputy Head of Finance &amp; Corporate Planning Group, and Head of DX Promotion Office, and is fulfilling his duties by taking all efforts to improve overall operational efficiency and heighten our information security. As the Company believes he is indispensable and well qualified for the further improvement of the corporate value of the Company, he has been nominated as a new candidate to serve as a Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company	Number of the Company's shares owned
6	<p>Kiyotaka Takahashi (March 10, 1957)</p> <p>[Reelection]</p> <p>[Outside Director]</p> <p>[Independent Officer]</p> <p>Attendance at Board of Directors meetings: 12/12 (since assuming the office on June 26, 2025)</p>	<p>Apr. 1980      Joined National Police Agency</p> <p>Aug. 2002      Chief, the Okinawa Prefectural Police Headquarters</p> <p>Aug. 2004      Director, Security Division, Security Bureau, National Police Agency</p> <p>Aug. 2007      Chief, the Hokkaido Prefectural Police Headquarters</p> <p>Aug. 2008      Director-General, Security Department, Tokyo Metropolitan Police Department</p> <p>Sept. 2009      Councilor, Cabinet Secretariat, Director-General for Crisis Management, Cabinet Secretariat and Deputy Director-General, Cabinet Information Security Center</p> <p>Aug. 2011      Deputy Superintendent General, Tokyo Metropolitan Police Department</p> <p>Jan. 2013      Director General, Security Bureau, National Police Agency</p> <p>Aug. 2015      Superintendent General, Tokyo Metropolitan Police Department</p> <p>Sept. 2016      Deputy Chief Cabinet Secretary for Crisis Management (retired in April 2019)</p> <p>Dec. 2020      Advisor, Nippon Steel Corporation (present position)</p> <p>June 2025      Outside Director of the Company (present position)</p> <p>[Significant concurrent positions outside the Company] No significant concurrent positions outside the Company.</p>	-
<p><b>Reasons for nomination as candidate for Outside Director and summary of expected roles</b></p> <p>Kiyotaka Takahashi has extensive experience and insight in the government sector, such as serving as Superintendent General of Tokyo Metropolitan Police Department and Deputy Chief Cabinet Secretary for Crisis Management. Currently, the Board of Directors is receiving beneficial proposals and advice on the management of the Company, and therefore he has been nominated as a candidate to continue serving as an Outside Director. In addition, if he is appointed, it is expected that he will continue to use his experience and insight to give beneficial and active proposals and advice on risk management, corporate governance, and organizational operation, etc., in particular, from a specialist perspective. The Company plans to have Kiyotaka Takahashi use his independent and objective standpoint in core management, appointment and dismissal of Directors, decisions on remuneration, and other matters as chair of the Nomination and Remuneration Committee. It should be noted that despite not having practical managerial experience at a private enterprise, the Company has determined that he will be able to appropriately perform his duties as Outside Director due to the reasons described above.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company	Number of the Company's shares owned
7	<p>Hiroshi Nakayama (December 15, 1953)</p> <p>[Reelection]</p> <p>[Outside Director]</p> <p>[Independent Officer]</p> <p>Attendance at Board of Directors meetings: 15/15</p>	<p>Apr. 1977      Joined Hitachi Ltd.</p> <p>Sept. 2003    Deputy General Manager of Hitachi Works Power &amp; Industrial Systems Group, Hitachi Ltd.</p> <p>Apr. 2008      General Manager at Kasado Works at Industrial Systems Group, Hitachi Ltd.</p> <p>Apr. 2011      Chief Executive Officer and President of Transport Systems Company, Hitachi Ltd.</p> <p>Apr. 2012      Chief Executive Officer and President of Transport Systems Company, Infrastructure Systems Group, Hitachi Ltd.</p> <p>Apr. 2014      Vice President and Executive Officer, Head of MONOZUKURI &amp; Quality Assurance, Hitachi Ltd.</p> <p>Apr. 2016      Vice President and Executive Officer, Head of MONOZUKURI &amp; Quality Assurance and Head of MONOZUKURI Strategy Division, Hitachi Ltd.</p> <p>Apr. 2017      Advisor, Hitachi Power Solutions Co., Ltd.</p> <p>Apr. 2019      Special Advisor, Hitachi Power Solutions Co., Ltd.</p> <p>June 2019     Outside Director of the Company (present position)</p> <p>Apr. 2020      Senior Advisor, Hitachi Power Solutions Co., Ltd.</p> <p>Apr. 2021      Advisor, Corporate Quality Assurance Group, Corporate Quality Assurance Division, Hitachi, Ltd. (retired in March 2025)</p> <p>[Significant concurrent positions outside the Company] No significant concurrent positions outside the Company.</p>	
<p><b>Reasons for nomination as candidate for Outside Director and summary of expected roles</b></p> <p>Hiroshi Nakayama has extensive experience and insight as a company manager, due to his tenure as Chief Executive Officer and President of Transport Systems Company, Infrastructure Systems Group, Hitachi Ltd. and as Vice President and Executive Officer, Head of MONOZUKURI &amp; Quality Assurance and as Head of MONOZUKURI Strategy Division, Hitachi Ltd. Currently, the Board of Directors is receiving beneficial proposals and advice on the management of the Company, and therefore he has been nominated as a candidate to continue serving as an Outside Director. In addition, if he is appointed, it is expected that he will continue to use his experience and insight to give beneficial and active proposals and advice on corporate management, technical development and productivity improvement, quality improvement, and business strategy, etc., in particular, from a specialist perspective. The Company plans to have Hiroshi Nakayama use his independent and objective standpoint in core management, appointment and dismissal of Directors, decisions on remuneration, and other matters as a member of the Nomination and Remuneration Committee.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company	Number of the Company's shares owned
8	<p>Miya Miyama (June 13, 1972)</p> <p>[Reelection]</p> <p>[Outside Director]</p> <p>[Independent Officer]</p> <p>Attendance at Board of Directors meetings: 15/15</p>	<p>Oct. 2002 Appointed Public Prosecutor (Public Prosecutor, Tokyo District Public Prosecutors Office)</p> <p>July 2013 Head, Compliance department, The Innovation Network Corporation of Japan</p> <p>July 2016 Retired from Public Prosecutor</p> <p>July 2016 Registered as an attorney at law of Japan Federation of Bar Associations (a member of Dai-Ichi Tokyo Bar Association)</p> <p>CITY-YUWA PARTNERS (present position)</p> <p>Apr. 2018 Permanent Member, Dai-Ichi Tokyo Bar Association</p> <p>Apr. 2020 Vice Chair, Gender Equality Committee of Kanto Federation of Bar Associations</p> <p>June 2020 Auditor, Japan International Cooperation System (present position)</p> <p>June 2021 Outside Director of the Company (present position)</p> <p>[Significant concurrent positions outside the Company] Attorney, CITY-YUWA PARTNERS Outside Audit &amp; Supervisory Board Member, JCR Pharmaceuticals Co., Ltd. Outside Audit &amp; Supervisory Board Member, GS Yuasa Corporation</p>	-
<p><b>Reasons for nomination as candidate for Outside Director and summary of expected roles</b></p> <p>Miya Miyama, having worked as a public prosecutor at Tokyo District Public Prosecutors Office, etc. is currently active as an attorney, and has a wealth of experience and insight in the legal field. Currently, the Board of Directors is receiving beneficial proposals and advice on the management of the Company, and therefore she has been nominated as a candidate to continue serving as an Outside Director. If she is appointed, it is expected that she will continue to use her experience and insight to give beneficial and active proposals and advice on corporate governance, risk management, compliance and diversity management, etc., in particular, from a specialist perspective. The Company plans to have Miya Miyama use her independent and objective standpoint in core management, appointment and dismissal of Directors, decisions on remuneration, and other matters as a member of the Nomination and Remuneration Committee. It should be noted that despite not having practical managerial experience at a private enterprise, the Company has determined that she will be able to appropriately perform her duties as Outside Director due to the reasons described above.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company	Number of the Company's shares owned
9	Takehiro Tamagawa (July 30, 1968)  [Reelection]  [Outside Director]  Attendance at Board of Directors meetings: 15/15	<p>Apr. 1992      Joined East Japan Railway Company</p> <p>June 2007      Manager of Track Maintenance Division, Facilities Department, Yokohama Branch Office, East Japan Railway Company</p> <p>May 2008      Manager of Facilities Department, Railway Business Headquarters, East Japan Railway Company</p> <p>July 2011      Manager of General Affairs Department, Chiba Branch Office, East Japan Railway Company</p> <p>June 2014      General Manager of Facilities Division, Omiya Branch Office, East Japan Railway Company</p> <p>June 2016      Deputy General Manager of Facilities Department, Railway Business Headquarters, East Japan Railway Company</p> <p>June 2017      General Manager of Facilities Department, Railway Business Headquarters, East Japan Railway Company</p> <p>June 2021      Executive Officer and General Manager of Facilities Department, Railway Business Headquarters, East Japan Railway Company</p> <p>June 2021      Outside Director of the Company (present position)</p> <p>June 2022      Executive Officer and General Manager of Facilities Division, Railway Business Headquarters, East Japan Railway Company</p> <p>June 2023      Senior Executive Officer, Deputy Director General of Railway Business Headquarters, General Manager of Facilities Division, Railway Business Headquarters, East Japan Railway Company</p> <p>June 2024      Senior Executive Officer, Deputy Director General of Railway Business Headquarters, East Japan Railway Company (present position)</p> <p>[Significant concurrent positions outside the Company] Senior Executive Officer, Deputy Director General of Railway Business Headquarters, East Japan Railway Company Director (part-time), JR EAST MECHATRONICS CO., LTD. Director (part-time), JR East Facility Management Co., Ltd.</p>	
<p><b>Reasons for nomination as candidate for Outside Director and summary of expected roles</b></p> <p>Takehiro Tamagawa has extensive experience and insight at East Japan Railway Company. Currently, the Board of Directors is receiving beneficial proposals and advice on the management of the Company, and therefore he has been nominated as a candidate to continue serving as an Outside Director. In addition, if he is appointed, it is expected that he will continue to use his experience and insight to give beneficial and active proposals and advice on the railway and construction business in general, as well as on safety, which is a priority management matter, and quality improvement, etc., in particular, from a specialist perspective.</p>			

- Notes:
1. Candidates for Director Kiyotaka Takahashi, Hiroshi Nakayama, Miya Miyama and Takehiro Tamagawa are candidates for Outside Director.
  2. Candidates for Director Kiyotaka Takahashi, Hiroshi Nakayama, Miya Miyama and Takehiro Tamagawa are currently Outside Directors of the Company, and their respective tenures as Outside Directors will have been one (1) year for Kiyotaka Takahashi, seven (7) years for Hiroshi Nakayama, five (5) years for Miya Miyama and five (5) years for Takehiro Tamagawa upon the conclusion of this Ordinary General Meeting of Shareholders.
  3. Based on the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into liability limitation agreements with candidates for Director Kiyotaka Takahashi, Hiroshi Nakayama, Miya Miyama and Takehiro Tamagawa that limit the maximum amount of liability provided in Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability in accordance with the agreements shall be the minimum liability amount stipulated by laws and regulations. If the reelection of Kiyotaka Takahashi, Hiroshi Nakayama, Miya Miyama and Takehiro Tamagawa is approved, the Company plans to continue such agreements with them.
  4. The Company has executed an officer, etc., liability insurance agreement with an insurance company as prescribed in Article 430-3 Paragraph 1 of the Companies Act, and the legal damages and dispute expenses borne by covered directors will be covered by this insurance agreement. If the election of each candidate is approved and they assume the role of Director, they will be included in the parties covered by said insurance agreement. In addition, at the time of the next renewal, it is planned to renew the insurance agreement with the same terms.
  5. Candidates for Director Kiyotaka Takahashi, Hiroshi Nakayama, and Miya Miyama satisfy the requirements for an Independent Officer as provided for by the Tokyo Stock Exchange, and the Company has provided notice to the

aforementioned exchange concerning their appointments as Independent Officers. If the reelection of Kiyotaka Takahashi, Hiroshi Nakayama, and Miya Miyama is approved, the Company plans for their appointments as Independent Officers to continue.

6. Candidate for Director Takehiro Tamagawa is scheduled to assume the position of Senior Executive Officer, in charge of Railway and Mobility (Facilities) from Senior Executive Officer and Deputy Director General of the Railway Business Headquarters of East Japan Railway Company on July 1, 2026. East Japan Railway Company is a major shareholder and specified related business operator of the Company. He also concurrently serves as a Director (part time) of JR East Mechatronics Co., Ltd. The Company does have a trading relationship with JR East Mechatronics Co., Ltd. including contracts for construction work, etc., but the ratio of these annual transaction amounts against consolidated sales in each of the five past fiscal years has been on average less than 0.1%. He also serves as a Director (part time) of JR East Facility Management Co., Ltd. The Company does have a trading relationship with JR East Facility Management Co., Ltd. including contracts for building repair work, etc., but the ratio of these annual transaction amounts against consolidated sales in each of the five past fiscal years has been on average less than 1%. (There is no special interest between any of the other candidates for Directors and the Company.)
7. Candidate for Director Takehiro Tamagawa received salary and other compensation for the last two years and is expected to continue to receive salary and other compensation from East Japan Railway Company, which is a major shareholder and specified related business operator of the Company.

**Proposal 4:** Election of one (1) Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member Gan Matsui will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company requests that one (1) Audit & Supervisory Board Member be elected.

The Audit & Supervisory Board has given its consent to this proposal.

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

Name (Date of birth)	Career summary and position in the Company	Number of the Company's shares owned
<p>Gan Matsui (December 13, 1953)</p> <p>[Reelection]</p> <p>[Outside Director]</p> <p>[Independent Officer]</p> <p>Attendance at Board of Directors meetings: 14/15</p> <p>Attendance at Audit &amp; Supervisory Board meetings: 13/13</p>	<p>Apr. 1980 Appointed Public Prosecutor (Public Prosecutor, Tokyo District Public Prosecutors Office)</p> <p>Apr. 1990 Public Prosecutor, Tokyo District Public Prosecutors Office (Special Investigation Department)</p> <p>Jan. 2005 Director-General, Special Trial, Tokyo District Public Prosecutors Office</p> <p>Oct. 2010 Deputy Chief Prosecutor, Osaka High District Public Prosecutors Office</p> <p>June 2012 Director, Criminal Affairs Department, Supreme Public Prosecutors Office</p> <p>Jan. 2014 Chief Prosecutor, Yokohama District Public Prosecutors Office</p> <p>Jan. 2015 Superintending Prosecutor, Fukuoka High District Public Prosecutors Office</p> <p>Sept. 2016 Resigned Public Prosecutor</p> <p>Nov. 2016 Registered as an attorney at law of Japan Federation of Bar Associations (a member of Tokyo Bar Association)</p> <p>Nov. 2016 Yaesu Sogo Law Office (current Shin Marunouchi Sogo Law Office) (present position)</p> <p>June 2018 Outside Audit &amp; Supervisory Board Member of the Company (present position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>Attorney at Law, Shin Marunouchi Sogo Law Office</p> <p>Outside Director, Dentsu Group Inc.</p> <p>Outside Director (Audit and Supervisory Committee Member), GLOBERIDE, Inc.</p> <p>Outside Director, Orient Corporation</p> <p>External Audit &amp; Supervisory Board Member, NAGASE &amp; CO., LTD.</p>	<p>3,200</p>
<p><b>Reasons for nomination as candidate for Outside Audit &amp; Supervisory Board Member</b></p> <p>Gan Matsui, having worked as Director of the Criminal Affairs Department at the Supreme Public Prosecutors Office, Superintending Prosecutor at the Fukuoka High District Public Prosecutors Office, etc. is currently active as an attorney, and has a wealth of experience and insight in the legal field. It should be noted that despite not having practical managerial experience at a private enterprise, the Company has determined that he will be able to appropriately perform his duties as Outside Audit &amp; Supervisory Board Member due to the reasons described above, and has decided to nominate him as a candidate to continue as Outside Audit &amp; Supervisory Board Member.</p>		

- Notes:
1. There is no special interest between the candidate for Audit & Supervisory Board Member Gan Matsui and the Company.
  2. Candidate for Audit & Supervisory Board Member Gan Matsui is a candidate for Outside Audit & Supervisory Board Member.
  3. Candidate for Audit & Supervisory Board Member Gan Matsui is currently an Outside Audit & Supervisory Board Member of the Company, and his tenure as an Outside Audit & Supervisory Board Member will have been eight (8) years upon the conclusion of this Ordinary General Meeting of Shareholders.
  4. Based on the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered a liability limitation agreement with candidate for Audit & Supervisory Board Member Gan Matsui that limits the maximum amount of liability provided in Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability in accordance with the agreement shall be the minimum liability amount stipulated by laws and regulations. If the reelection of Gan Matsui is approved, the Company plans to continue said agreement with him.
  5. The Company has executed an officer, etc., liability insurance agreement with an insurance company as prescribed in Article 430-3 Paragraph 1 of the Companies Act, and the legal damages and dispute expenses borne by covered Audit & Supervisory Board Members will be covered by this insurance agreement. If the reelection of candidate for Audit & Supervisory Board Member Gan Matsui is approved, he will continue to be included in the parties covered by said insurance agreement. In addition, at the time of the next renewal, it is planned to renew the insurance agreement with the same terms.
  6. Candidate for Audit & Supervisory Board Member Gan Matsui satisfies the requirements for an Independent Officer as provided for by the Tokyo Stock Exchange, and the Company has provided notice to the aforementioned exchange

concerning his appointment as Independent Officer. If the reelection of Gan Matsui is approved, the Company plans for his appointment as an Independent Officer to continue.

**Proposal 5:** Election of one (1) substitute Audit & Supervisory Board Member

The Company requests approval for one (1) substitute Audit & Supervisory Board Member to be ready to fill a vacant position should the number of Audit & Supervisory Board Members fall below the number required by laws and regulations.

The Audit & Supervisory Board has given its consent to this proposal.

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

Name (Date of birth)	Career summary	Number of the Company's shares owned
<p>Wataru Mizukami (February 12, 1960)</p> <p>[Outside Director]</p> <p>[Independent Officer]</p>	<p>Apr. 1983      Joined NIPPON DENSETSU KOGYO CO.,LTD.</p> <p>Apr. 2007      General Manager of General Affairs Department, Information and Communication Headquarters, NIPPON DENSETSU KOGYO CO.,LTD.</p> <p>June 2010      General Manager of General Affairs Department, NIPPON DENSETSU KOGYO CO.,LTD.</p> <p>June 2012      General Manager of Personnel Department, NIPPON DENSETSU KOGYO CO.,LTD.</p> <p>June 2015      General Manager of Corporate Planning Department, Tohoku Branch, NIPPON DENSETSU KOGYO CO.,LTD.</p> <p>June 2017      General Manager of Corporate Planning Department, Corporate Planning Headquarters, NIPPON DENSETSU KOGYO CO.,LTD.</p> <p>June 2019      Director, Full-time Audit and Supervisory Committee Member, NIPPON DENSETSU KOGYO CO.,LTD. (present position)</p> <p>[Significant concurrent positions outside the Company] Director, Full-time Audit and Supervisory Committee Member, NIPPON DENSETSU KOGYO CO.,LTD. External Audit &amp; Supervisory Board Member, Daido Signal Co., Ltd.</p>	<p>-</p>
<p><b>Reasons for nomination as substitute candidate for Outside Audit &amp; Supervisory Board Member</b></p> <p>Wataru Mizukami has extensive experience and insight in corporate management, due to his tenure as General Manager of General Affairs Department, General Manager of Personnel Department, and General Manager of Corporate Planning Department, Corporate Planning Headquarters of NIPPON DENSETSU KOGYO CO.,LTD. He has had a career serving in positions such as Director, Full-time Audit and Supervisory Committee Member of NIPPON DENSETSU KOGYO CO.,LTD., as well as External Audit &amp; Supervisory Board Member of Daido Signal Co., Ltd. As he also has considerable knowledge in finance and accounting, it has been determined that he is able to perform the duties of Audit &amp; Supervisory Board Member, and has therefore been nominated to serve as a substitute Outside Audit &amp; Supervisory Board Member.</p>		

- Notes:
1. There is no special interest between the candidate for substitute Audit & Supervisory Board Member Wataru Mizukami and the Company.
  2. Candidate for substitute Audit & Supervisory Board Member Wataru Mizukami is a candidate for substitute Outside Audit & Supervisory Board Member.
  3. If candidate for substitute Audit & Supervisory Board Member Wataru Mizukami is appointed an Audit & Supervisory Board Member, the Company plans to enter a liability limitation agreement with him that limits the maximum amount of liability provided in Article 423, Paragraph 1 of the Companies Act, based on the provisions of Article 427, Paragraph 1 of the Companies Act. The maximum amount of liability in accordance with the agreements shall be the minimum liability amount stipulated by laws and regulations.
  4. The Company has executed an officer, etc., liability insurance agreement with an insurance company as prescribed in Article 430-3 Paragraph 1 of the Companies Act, and the legal damages and dispute expenses borne by covered Audit & Supervisory Board Members will be covered by this insurance agreement. If candidate for substitute Audit & Supervisory Board Member Wataru Mizukami is appointed an Audit & Supervisory Board Member, he will be included in the parties covered by this insurance agreement. In addition, at the time of the next renewal, it is planned to renew the insurance agreement with the same terms.
  5. Candidate for substitute Audit & Supervisory Board Member Wataru Mizukami satisfies the requirements for an Independent Officer as provided for by the Tokyo Stock Exchange, and if he is appointed an Independent Officer if he is appointed an Audit & Supervisory Board Member, the Company plans to notify to the aforementioned exchange concerning his appointment as an Independent Officer. It should be noted that the Company has a trading relationship with NIPPON DENSETSU KOGYO CO.,LTD., which is a company where Wataru Mizukami serves as Director, Full-time Audit and Supervisory Committee Member; said trading relationship includes the electrical equipment installation work, etc. However, the ratio of these annual transaction amounts against consolidated sales in each of the five past fiscal years has been on average less than 1%, and the Company has determined that this will cause no impact on the independence of Wataru Mizukami.