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Securities Code: 1719  
June 2, 2017

To our shareholders:

Toshio Ono  
Representative Director and Chairman of the Board of  
Directors  
**HAZAMA ANDO CORPORATION**  
6-1-20, Akasaka, Minato-ku, Tokyo

### **Notice of the Annual General Meeting of Shareholders for the FYE March 31, 2017**

You are cordially invited to attend the Annual General Meeting of Shareholders of HAZAMA ANDO CORPORATION (the “Company”) for the FYE March 31, 2017, which will be held as indicated below.

If you are unable to attend the Meeting in person, you may exercise your voting rights in writing or via the Internet. Please review the attached Reference Documents for General Meeting of Shareholders, and then return the voting form to the Company by postal mail or enter your approval or disapproval of the proposals via the Internet as instructed below so that your vote is received by 5:15 p.m. on Wednesday, June 28, 2017 (JST).

- 1. Date and Time:** Thursday, June 29, 2017, at 10:00 a.m. (JST)
- 2. Venue:** Head Office of the Company (Conference room on 2F)  
6-1-20, Akasaka, Minato-ku, Tokyo

#### **3. Purpose of the Meeting**

##### **Matters to be reported:**

1. The Business Report and the Consolidated Financial Statements for the FYE March 31, 2017 (from April 1, 2016 to March 31, 2017), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
2. The Non-consolidated Financial Statements for the FYE March 31, 2017 (from April 1, 2016 to March 31, 2017)

##### **Matters to be resolved:**

- |                       |   |
|-----------------------|---|
| <b>Proposal No. 1</b> | Appropriation of Surplus                                    |
| <b>Proposal No. 2</b> | Election of 11 Board Directors                              |
| <b>Proposal No. 3</b> | Election of One Substitute Audit & Supervisory Board Member |

#### **4. Instructions for Exercising Voting Rights**

(1) Voting in writing

Please indicate your approval or disapproval of each proposal in the enclosed voting form, and then return the form by postal mail so that your vote is received by 5:15 p.m. on Wednesday, June 28, 2017 (JST).

(2) Voting via the Internet

Please access the Company’s designated website for voting (<http://www.evotep.jp/>) from your computer, smartphone or mobile phone, use the “login ID” and “temporary password” which are provided on the enclosed voting rights exercise form, and enter your approval or disapproval of each proposal following the instruction on the screen by 5:15 p.m. on Wednesday, June 28, 2017 (JST).

For details on how to exercise voting rights, please see “Instructions for Exercise of Voting Rights via the Internet” (Japanese only).

(3) Duplication of votes

If you have exercised your voting rights both by mailing and via the Internet, only the exercise of voting rights via the Internet shall be deemed valid.

In addition, if you have exercised your voting rights more than once via the Internet, only the final exercise of the voting rights shall be deemed effective.

- If you plan to attend the meeting in person, please present the enclosed voting form at the reception desk upon your arrival.
- The reception desk is scheduled to open at 9:00 a.m. on the day of the meeting.
- Pursuant to the relevant laws and regulations and the provision of Article 15 of the Articles of Incorporation of the Company, the following among documents to be attached to the notice of this Annual General Meeting of Shareholders, are posted on the Company's website (<http://www.ad-hzm.co.jp/ir/convocation.html>) and are not attached to this notice.  
(1) Notes to Consolidated Financial Statements, (2) Notes to Non-consolidated Financial Statements  
These items are included in the Consolidated Financial Statements and the Non-consolidated Financial Statements that were audited by the Financial Auditor and Audit & Supervisory Board Members in preparing their respective audit reports.
- If any changes have been made to the items on the Reference Documents for General Meeting of Shareholders as well as the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements, such changes will be posted on the Company's website (<http://www.ad-hzm.co.jp/ir/announce.html>).

## Reference Documents for General Meeting of Shareholders

### Proposal No. 1 Appropriation of Surplus

The Company maintains a basic policy to pay dividends to its shareholders on a stable and continual basis taking into consideration the Company's business performance, consolidated financial results, and the future profit forecast, etc.

The Company has given comprehensive consideration to matters including the business performance and financial results, etc. for the FYE March 31, 2017, and proposes to pay a year-end dividend of ¥11 per share. Accordingly, including the interim dividend of ¥9 per share, the annual dividend for the fiscal year for the FYE March 31, 2017 will total ¥20 per share.

#### Year-end dividends

- (1) Type of dividend property  
Cash
- (2) Allotment of dividend property to shareholders and their aggregate amount  
¥11 per common share of the Company  
Total payment: ¥2,034,505,374
- (3) Effective date of dividends of surplus  
June 30, 2017

**Proposal No. 2** Election of 11 Board Directors

At the conclusion of this meeting, the terms of office of all 12 currently serving Board Directors will expire. Therefore, the Company proposes the election of 11 Board Directors, including three external Board Directors. The candidates for Board Director are as follows. Please refer to pages 5 through 17 for their career summaries, etc.

Candidate No.	Name	Current position in the Company	Tenure (At the end of this meeting)	Attendance rate at board meetings	Remarks
1	Toshio Ono	Representative Director and Chairman of the Board of Directors	10 years	100%	Reelection
2	Toshiaki Nomura	Representative Director and President	4 years 3 months	100%	Reelection
3	Haruyuki Kaneko	Representative Director and Vice President	6 years	100%	Reelection
4	Hidekazu Kojima	Board Director and Vice President Director of President Office and in charge of Administration Division	7 years	100%	Reelection
5	Masato Fukutomi	Vice President In charge of Civil Engineering Division	-	-	New candidate
6	Toru Ikegami	Board Director and Managing Executive Officer Director of Civil Engineering Division and Director of Kanto Civil Branch	1 year	100%	Reelection
7	Hideo Hosobuchi	Board Director and Managing Executive Officer Director of Building Construction Division	1 year	100%	Reelection
8	Shinya Miyamori	Executive Officer Director of Administration Division, in charge of Disaster Management	-	-	New candidate
9	Yuzuru Fujita	Board Director (Part-time)	2 years	93.8%	Reelection External Board Director Independence officer
10	Masami Fujita	-	-	-	New candidate External Board Director Independence officer
11	Mariko Kitagawa	-	-	-	New candidate External Board Director Independence officer

**Policies and procedures for nomination as candidates for Board Director**

The Board of Directors of the Company consists of internal Directors who are familiar with the key business areas of the Company, specifically, civil engineering, building and administrative matters, and have adequate knowledge, experience and capabilities as required and external independent Directors who have been engaged in management in other organizations over many years with extensive experience and discernment. The Articles of Incorporation stipulates that the number of Board Directors shall not exceed 12.

A balance of knowledge, experience, and capabilities as well as diversity and scope are taken into account so that the Board of Directors as a whole can contribute to the sustainable growth and the increase of corporate value. Considering such composition of the Board of Directors, the election of senior management executives and nomination for the candidates are proposed to the Board of Directors, and deliberated and determined, based on

such factors as ability to make proper and prompt decisions with well-balanced knowledge, experience and capabilities, high awareness of compliance, and personality to be a respectable person by Chairman, President, and Directors in charge of human resources with the proper involvement of external independent Directors by seeking their opinions.

Policy on independence of external Board Directors

The Company's policy is to elect external Board Directors who can fulfill their duties independently and objectively and have no conflict of interest with shareholders. Independence of the external Board Directors is judged in accordance with the Companies Act and the independence criteria provided by the Tokyo Stock Exchange.

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
1	<p>Toshio Ono May 18, 1947 (70 years old) Reelection</p> <p>Tenure as Board Director 10 years</p> <p>Attendance at Board meetings during the FYE March 31, 2017 16 of 16 meetings (Attendance rate: 100%)</p>	<p>Apr. 1972      Joined HAZAMA CORPORATION</p> <p>Oct. 2003      Executive Officer, Director of Kyushu Branch</p> <p>May 2005      Executive Officer, Director of Kanto Civil Branch</p> <p>June 2005      Managing Executive Officer, Director of Kanto Civil Branch</p> <p>June 2007      Representative Director and Vice President, in charge of Civil Engineering Division and International Division</p> <p>Dec. 2007      Representative Director and President</p> <p>Apr. 2013      Representative Director and Chairman of the Board of Directors of the Company (current position) (up to the present)</p> <p>Significant concurrent positions outside the Company None</p>	101,000 shares
<p>Relationship of special interest between the candidate and the Company There is no special interest between the candidate and the Company (or any other officers or candidates of the Company).</p> <p>Reasons for nomination as candidate for Board Director The candidate has been engaged in civil engineering construction over many years and possesses broad knowledge of the field, and extensive experience and a track record of management. He has led to making decisions on important managerial matters and supervising business execution as Chair of the Board of Directors and a member of the senior management.</p> <p>The Company has nominated him as a candidate because it judges that his accumulated knowledge will contribute to the overall management of the Company.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
2	<p>Toshiaki Nomura March 4, 1950 (67 years old) Reelection</p> <p>Tenure as Board Director 4 years 3 months (Tenure since joining ANDO Corporation: 11 years)</p> <p>Attendance at Board meetings during the FYE March 31, 2017 16 of 16 meetings (Attendance rate: 100%)</p>	<p>Apr. 1972    Joined ANDO Corporation</p> <p>Nov. 2003    Director of Osaka Branch</p> <p>Apr. 2004    Executive Officer, Director of Osaka Branch</p> <p>Apr. 2006    Managing Executive Officer, Director of Business Management No. 2 Division</p> <p>June 2006    Director and Managing Executive Officer, Director of Business Management No. 2 Division</p> <p>Apr. 2008    Director and Senior Executive Officer, Director of Business Management No. 2 Division and Director of Urban Redevelopment Division</p> <p>Apr. 2009    Director and Senior Executive Officer, Supervision of Business Management Division and Director of Business Management No. 2 Division, and Director of Urban Redevelopment Division</p> <p>Apr. 2010    Representative Director and Vice President, Supervision of Business Management Division</p> <p>Apr. 2011    Representative Director and President, and President</p> <p>Apr. 2013    Representative Director and President of the Company (current position) (up to the present)</p> <p>Significant concurrent positions outside the Company None</p>	25,840 shares
<p>Relationship of special interest between the candidate and the Company There is no special interest between the candidate and the Company (or any other officers or candidates of the Company).</p> <p>Reasons for nomination as candidate for Board Director The candidate has been engaged in building construction over many years and possesses broad knowledge of the field, and extensive experience and a track record of management. He has led to making decisions on important managerial matters and supervising business execution as Chair of the management meetings and a member of the senior management.</p> <p>The Company has nominated him as a candidate because it judges that his accumulated knowledge will contribute to the overall management of the Company.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
3	<p>Haruyuki Kaneko May 28, 1956 (61 years old) Reelection</p> <p>Tenure as Board Director 6 years</p> <p>Attendance at Board meetings during the FYE March 31, 2017 16 of 16 meetings (Attendance rate: 100%)</p>	<p>Oct. 2000 General Manager of Mitaka Branch of The Dai-ichi Kangyo Bank, Limited</p> <p>June 2004 General Manager of Sales Department X of Mizuho Corporate Bank, Ltd.</p> <p>Mar. 2006 General Manager of TSUKIJI Branch of Mizuho Bank, Ltd.</p> <p>Apr. 2008 Executive Officer of Mizuho Trust &amp; Banking Co., Ltd.</p> <p>Apr. 2009 Managing Executive Officer</p> <p>June 2010 Managing Director and Managing Executive Officer</p> <p>Apr. 2011 Joined HAZAMA CORPORATION as Corporate Advisor</p> <p>June 2011 Representative Director and Senior Managing Executive Officer, in charge of corporate planning, finance, legal and inspections</p> <p>Apr. 2012 Representative Director and Vice President, in charge of corporate planning, finance, legal and inspections</p> <p>Apr. 2013 Representative Director and Vice President, in charge of Administration Division of the Company</p> <p>Apr. 2016 Representative Director and Vice President (current position) (up to the present)</p> <p>Significant concurrent positions outside the Company None</p>	12,800 shares
<p>Relationship of special interest between the candidate and the Company There is no special interest between the candidate and the Company (or any other officers or candidates of the Company).</p> <p>Reasons for nomination as candidate for Board Director The candidate possesses extensive experience, knowledge, and a high level of expertise obtained through working in financial institutions, and has been engaged in decision-making on important managerial matters, and supervision of business execution.</p> <p>The Company has nominated him as a candidate because it judges that he will continue to contribute to the management of the Company.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
4	<p style="text-align: center;">Hidekazu Kojima March 16, 1953 (64 years old) Reelection</p> <p style="text-align: center;">Tenure as Board Director 7 years</p> <p style="text-align: center;">Attendance at Board meetings during the FYE March 31, 2017 16 of 16 meetings (Attendance rate: 100%)</p>	<p>Apr. 1976    Joined HAZAMA CORPORATION</p> <p>Oct. 2003    General Manager of Business Administration Planning Department, Business Administration Planning Division</p> <p>June 2005    General Manager of Secretary Department</p> <p>May 2007    Deputy Director of Kanto Civil Branch</p> <p>June 2007    Executive Officer, Deputy Director of Kanto Civil Branch</p> <p>Oct. 2009    Executive Officer, Deputy Director of Business Administration Planning Division</p> <p>Apr. 2010    Executive Officer, Director of Administration Division and in charge of Business Administration Planning Department</p> <p>June 2010    Director and Executive Officer, Director of Administration Division and in charge of Business Administration Planning Department</p> <p>Apr. 2011    Director and Managing Executive Officer, Director of Administration Division and in charge of CSR and Business Administration Planning Department</p> <p>Apr. 2013    Board Director and Senior Managing Executive Officer, Director of President Office of the Company</p> <p>Apr. 2014    Board Director and Senior Managing Executive Officer, Director of President Office, Director of Administration Division, and in charge of Disaster Management</p> <p>Apr. 2016    Board Director and Vice President, Director of President Office and in charge of Administration Division (current position) (up to the present)</p> <p>Significant concurrent positions outside the Company None</p>	36,600 shares
<p>Relationship of special interest between the candidate and the Company There is no special interest between the candidate and the Company (or any other officers or candidates of the Company).</p> <p>Reasons for nomination as candidate for Board Director The candidate has been engaged in a wide variety of duties in administration area over many years and possesses extensive experience and knowledge. He has promoted and supervised planning of the company-wide management and has been in charge of decision making on important managerial matters and supervision of business execution. The Company proposes his nomination as a candidate because it judges that he will contribute to the management of the Company.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
5	Masato Fukutomi February 4, 1957 (60 years old) New candidate	Apr. 1979    Joined HAZAMA CORPORATION Oct. 2003    Manager of Business Development Department, Nagoya Branch June 2006    General Manager of Business Development Department, Nagoya Branch Apr. 2009    Deputy Director of Kyushu Branch and General Manager of Business Development Department, Kyushu Branch Apr. 2011    Executive Officer, Director of Kyushu Branch Apr. 2013    Executive Officer, Director of Kanto Civil Branch of the Company Apr. 2014    Managing Executive Officer, Director of Kanto Civil Branch Apr. 2017    Vice President, in charge of Civil Engineering Division (current position) (up to the present) Significant concurrent positions outside the Company None	2,000 shares
Relationship of special interest between the candidate and the Company There is no special interest between the candidate and the Company (or any other officers or candidates of the Company). Reasons for nomination as candidate for Board Director The candidate has been engaged in civil engineering construction over many years and possesses extensive experience, knowledge, and a high level of expertise of the business. The Company has nominated him as a candidate because it judges that he will continue to contribute to the management of the Company, especially in the area of civil engineering construction.			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
6	<p style="text-align: center;">Toru Ikegami February 3, 1960 (57 years old) Reelection</p> <p style="text-align: center;">Tenure as Board Director 1 year</p> <p style="text-align: center;">Attendance at Board meetings during the FYE March 31, 2017 13 of 13 meetings (Attendance rate: 100%)</p>	<p>Apr. 1984    Joined HAZAMA CORPORATION</p> <p>June 2004    General Manager of Hatsudai Construction Sites, Tokyo Branch</p> <p>June 2007    General Manager of Ohashi Construction Sites, Kanto Civil Branch</p> <p>Apr. 2012    Deputy Director of Kanto Civil Branch</p> <p>Apr. 2013    Deputy Director of Nagoya Branch of the Company</p> <p>Apr. 2014    Executive Officer, Director of Nagoya Branch</p> <p>Apr. 2016    Managing Executive Officer, Director of Civil Engineering Division and Deputy Director of President Office</p> <p>June 2016    Board Director and Managing Executive Officer, Director of Civil Engineering Division and Deputy Director of President Office</p> <p>Apr. 2017    Board Director and Managing Executive Officer, Director of Civil Engineering Division and Director of Kanto Civil Branch (current position) (up to the present)</p> <p>Significant concurrent positions outside the Company None</p>	8,500 shares
<p>Relationship of special interest between the candidate and the Company There is no special interest between the candidate and the Company (or any other officers or candidates of the Company).</p> <p>Reasons for nomination as candidate for Board Director The candidate has been engaged in civil engineering construction over many years and possesses extensive experience, knowledge, and a high level of expertise of the business such as construction work. He has promoted overall business strategy on civil engineering construction and has been in charge of decision making on important managerial matters and supervision of business execution.</p> <p>The Company has nominated him as a candidate because it judges that he will continue to contribute to the management of the Company, especially in the area of civil engineering construction.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
7	<p style="text-align: center;">Hideo Hosobuchi February 22, 1956 (61 years old) Reelection</p> <p style="text-align: center;">Tenure as Board Director 1 year</p> <p style="text-align: center;">Attendance at Board meetings during the FYE March 31, 2017 13 of 13 meetings (Attendance rate: 100%)</p>	<p>Apr. 1981    Joined HAZAMA CORPORATION</p> <p>Oct. 2003    General Manager of Building Construction Department No. 3, Tokyo Branch</p> <p>May 2005    General Manager of Building Construction Department, Tokyo-Kenchiku-2 Branch</p> <p>Apr. 2008    General Manager of Construction Projects Planning Department, Building Construction Division</p> <p>Apr. 2010    Executive Officer, General Manager of Building Construction Department No. 2, Tokyo-Kenchiku Branch</p> <p>July 2010    Executive Officer, Deputy Director of Tokyo-Kenchiku Branch</p> <p>Apr. 2013    Executive Officer, Deputy Director of Metropolitan Area Building No. 1 Branch of the Company</p> <p>Apr. 2014    Executive Officer, Deputy Director of Building Construction Division and General Manager of Construction Projects Planning Department, Building Construction Division</p> <p>Apr. 2016    Managing Executive Officer, Director of Building Construction Division</p> <p>June 2016    Board Director and Managing Executive Officer, Director of Building Construction Division (current position) (up to the present)</p> <p>Significant concurrent positions outside the Company None</p>	14,400 shares
<p>Relationship of special interest between the candidate and the Company There is no special interest between the candidate and the Company (or any other officers or candidates of the Company).</p> <p>Reasons for nomination as candidate for Board Director The candidate has been engaged in building construction over many years and possesses extensive experience, knowledge, and a high level of expertise of the business such as construction work. He has promoted overall business strategy on building construction and has been in charge of decision making on important managerial matters and supervision of business execution.</p> <p>The Company has nominated him as a candidate because it judges that he will continue to contribute to the management of the Company, especially in the area of building construction.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
8	Shinya Miyamori March 26, 1959 (58 years old) New candidate	<p>Apr. 1983    Joined HAZAMA CORPORATION</p> <p>Oct. 2003    Accounting Manager of Administration Department, AOYAMA KANZAI CORPORATION</p> <p>Aug. 2006    General Manager of Administration Department, Shikoku Branch</p> <p>Oct. 2007    General Manager of Administration Department, Tohoku Branch</p> <p>July 2009    Deputy General Manager of Finance Department, Business Administration Planning Division</p> <p>Oct. 2009    General Manager of Finance Department, Business Administration Planning Division</p> <p>Apr. 2013    General Manager of Finance Department, Administration Division of the Company</p> <p>Jan. 2016    Deputy Director of Administration Division and General Manager of Finance Department, Administration Division</p> <p>Apr. 2016    Executive Officer, Director of Administration Division in charge of Disaster Management (current position) (up to the present)</p> <p>Significant concurrent positions outside the Company None</p>	1,000 shares
<p>Relationship of special interest between the candidate and the Company There is no special interest between the candidate and the Company (or any other officers or candidates of the Company).</p> <p>Reasons for nomination as candidate for Board Director The candidate possesses extensive experience and knowledge obtained through engagement in the financial divisions over many years, and has been in supervision of business execution. The Company has nominated him as a candidate because it judges that he will continue to contribute to the management of the Company, especially in the area of administration.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
9	Yuzuru Fujita November 24, 1941 (75 years old) Reelection Candidate for external Board Director Independence officer  Tenure as external Board Director 2 years  Attendance at Board meetings during the FYE March 31, 2017 15 of 16 meetings (Attendance rate: 93.8%)	<p>Apr. 1994 Executive Managing Director of Asahi Mutual Life Insurance Company</p> <p>Apr. 1996 Representative Director and President</p> <p>June 2001 External Audit &amp; Supervisory Board Member of Zeon Corporation (current position)</p> <p>June 2004 External Audit &amp; Supervisory Board Member of Furukawa Electric Co., Ltd. (current position)</p> <p>July 2008 Representative Director and Chairman of Asahi Mutual Life Insurance Company</p> <p>July 2009 Senior Advisor (current position)</p> <p>Oct. 2012 External Audit &amp; Supervisory Board Member of Nippon Light Metal Holdings Company, Ltd. (current position)</p> <p>June 2015 External Board Director of the Company (current position) (up to the present)</p> <p>Significant concurrent positions outside the Company</p> <p>Senior Advisor of Asahi Mutual Life Insurance Company</p> <p>External Audit &amp; Supervisory Board Member of Zeon Corporation (Securities Code: 4205)</p> <p>External Audit &amp; Supervisory Board Member of Furukawa Electric Co., Ltd. (Securities Code: 5801)</p> <p>External Audit &amp; Supervisory Board Member of Nippon Light Metal Holdings Co., Ltd. (Securities Code: 5703)</p> <p>Chairman of UWC Japan National Committee</p>	4,300 shares
<p>Relationship of special interest between the candidate and the Company</p> <p>There is no special interest between the candidate and the Company (or any other officers or candidates of the Company).</p> <p>Reasons for nomination as candidate for external Board Director</p> <p>For many years, the candidate has been engaged in management of enterprises involved in the businesses other than construction, which is the Company's key business area. However, the Company judges that he will contribute to further strengthening its corporate governance by enhancing transparency in the Company, and appropriately fulfill his duties. The Company, therefore, has nominated him as a candidate.</p>			

- Notes:
- Mr. Fujita is a candidate for external Board Director.
  - Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Fujita to limit his liabilities for damage under Article 423, paragraph 1 of the Companies Act. Pursuant to Article 29, paragraph 2 of the Articles of Incorporation of the Company, the Company limits his liability for damages to the minimum liability amount provided in Article 425, paragraph 1 of the Companies Act. If the reelection of Mr. Fujita is approved, the Company plans to renew the agreement with him.
  - As Mr. Fujita does contravene any of the independence criteria provided for by "Guidelines for Listing III 5. (3)-2" of the Tokyo Stock Exchange (TSE), the Company judges that his independence is maintained and there is no possibility that conflict of interest may occur between Mr. Fujita and general shareholders. If the reelection of Mr. Fujita is approved, the Company plans to reappoint him as an independent officer and notify TSE of such reappointment.
  - Significant concurrent positions held at other organizations and the relationships between these organizations and the Company  
Asahi Mutual Life Insurance Company currently has approximately 1.4% of total number of shares issued by the Company, and the Company has business relationship with Asahi Mutual Life Insurance Company, including contract construction. Sales from Asahi Mutual Life Insurance Company has been less than 0.5% of the consolidated net sales of the Company for the last three years (from the FYE March 31, 2015 to the FYE March 31, 2017); the impact of Asahi Mutual Life Insurance Company on the Company is minimal. Asahi Mutual Life Insurance Company has entered into a group insurance agreement with the Company. Insurance premiums from the Company has been less than 0.5% of insurance premiums revenue of Asahi Mutual Life Insurance Company for the last three years and the impact of the Company on Asahi Mutual Life Insurance Company is minimal. The Company, accordingly, judges that there is no special interest between Asahi Mutual Life Insurance Company and the Company.  
Furukawa Electric Co., Ltd. has business relationship concerning contract construction with the Company. Regarding sales from Furukawa Electric Co., Ltd. for the last three years, it has been less than 0.5% of the consolidated net sales of the Company for the FYE March 31, 2015 and the FYE March 31, 2016, and there was no business transaction

during the FYE March 31, 2017. The impact of Furukawa Electric Co., Ltd. on the Company is minimal. There is no other business relationship for the last three years between Furukawa Electric Co., Ltd. and the Company, and the Company judges that there is no special interest between them.

The Company is a supporting member of the UWC Japan National Committee and pays an annual fee of ¥500,000 to the Committee. However, the Company judges that there is no special interest between this Committee and the Company.

The Company has had no business relationship for the last three years with any other organizations where the candidate holds significant concurrent positions and there is no special interest between them and the Company.

5. Furukawa Electric Co., Ltd., for which Mr. Fujita serves as an external Audit & Supervisory Board Member, received a cease and desist order and a payment order from the Japan Fair Trade Commission for violating the Anti-Monopoly Act in relation to overhead power transmission lines after an on-site inspection by the members of the commission in November 2012. Further, Furukawa Electric Co., Ltd. entered into a plea agreement with the United States Department of Justice in September 2011 regarding a cartel for transactions of automobile wire harness products. Also, the company received decisions that the company was fined by the Canadian authority and the European Commission in April and July 2013 against the same cartel, and a decision that the company was fined in China in August 2014 for a cartel regarding transactions of automobile parts. Nippon Light Metal Co., Ltd., for which Mr. Fujita has served as an external Audit & Supervisory Board Member since June 2006, received a cease and desist order and a payment order in February 2016 from the Japan Fair Trade Commission for violating the Anti-Monopoly Act in relation to supply of specific poly aluminum chloride.

Although he was unaware of the facts until those situations came into light, he had consistently provided suggestions based on his perspective of compliance obligation and attempted to draw attention to the respective companies. After the incidents, he has made recommendations at Board of Directors' meetings and other meetings, including demanding investigation and appropriate preventive measures such as thorough awareness of compliance and the systems and operations for its implementation.

6. Mr. Fujita has never served as an officer or a business executive of the Company or a specified affiliated business operator for the Company.
7. Mr. Fujita does not plan to receive a large amount of cash or other property from the Company or a specified affiliated business operator for the Company, and has never received such payment for the last two years.
8. Mr. Fujita is not a spouse, relative within the third degree of consanguinity or of similar status of a business executive of the Company or a business operator that has specific relations with the Company.
9. Mr. Fujita has no special opinion about the above description of his career summary, etc.

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
10	Masami Fujita September 22, 1956 (60 years old) New candidate Candidate for external Board Director Independence officer	<p>Apr. 1980      Joined Fujitsu Limited</p> <p>Dec. 2001      General Manager of Secretary Department</p> <p>June 2006      Executive Officer</p> <p>June 2009      Managing Executive Officer</p> <p>Apr. 2010      Vice President</p> <p>June 2010      Board Director and Vice President</p> <p>June 2012      Representative Director and Vice President</p> <p>Apr. 2016      Representative Director and President of Fujitsu Marketing Limited (current position) (up to the present)</p> <p>Significant concurrent positions outside the Company Representative Director and President of Fujitsu Marketing Limited</p>	0 shares
<p>Relationship of special interest between the candidate and the Company There is no special interest between the candidate and the Company (or any other officers or candidates of the Company).</p> <p>Reasons for nomination as candidate for external Board Director For many years, the candidate has been engaged in management of enterprises involved in the businesses other than construction, which is the Company's key business area. However, the Company judges that he will contribute to further strengthening its corporate governance by enhancing transparency in the Company, and appropriately fulfill his duties. The Company, therefore, has nominated him as a candidate.</p>			

- Notes:
- Mr. Fujita is a candidate for external Board Director.
  - If the election of Mr. Fujita is approved, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company plans to enter into an agreement with him to limit his liabilities for damage under Article 423, paragraph 1 of the Companies Act and pursuant to Article 29, paragraph 2 of the Articles of Incorporation of the Company, the Company limits his liability for damages to the minimum liability amount provided in Article 425, paragraph 1 of the Companies Act.
  - As Mr. Fujita does not contravene any of the independence criteria provided for by "Guidelines for Listing III 5. (3)-2" of the Tokyo Stock Exchange (TSE), the Company judges that his independence is maintained and there is no possibility that conflict of interest may occur between Mr. Fujita and general shareholders. If the election of Mr. Fujita is approved, the Company plans to appoint him as an independent officer and notify TSE of such appointment.
  - Significant concurrent positions held at other organizations and the relationships for the last three years between these organizations and the Company  
Fujitsu Marketing Limited has business relationship with the Company, including delivery of computers. Sales from the Company has been less than 0.5% of Fujitsu Marketing Limited's sales for the last three years and the impact of the Company on Fujitsu Marketing Limited is minimal. There is no other business relationship between Fujitsu Marketing Limited and the Company, and the Company judges that there is no special interest between them.  
Fujitsu Limited, for which Mr. Fujita served as Representative Director and Vice President until March 2016, has business relationship with the Company, concerning contract construction. Regarding sales from Fujitsu Limited for the last three years, it has been less than 0.5% of the consolidated net sales of the Company for the FYE March 31, 2015 and the FYE March 31, 2016, and there was no business transaction during the FYE March 31, 2017. Also, sales from the Company has been less than 0.5% of the consolidated net sales of Fujitsu Limited for the last three years. The mutual impact of the Company and Fujitsu Limited is minimal, and the Company judges that there is no special interest between Fujitsu Limited and the Company.
  - Fujitsu Limited, for which Mr. Fujita served as Director, received a cease and desist order and a payment order from the Japan Fair Trade Commission for violating the Anti-Monopoly Act in relation to the delivery of network facilities for secure electricity supply after an on-site inspection by the members of the commission in May 2015.  
Although Mr. Fujita was unaware of the facts until those situations came into light, he had consistently provided suggestions based on his responsibility as global corporate and from a perspective of compliance obligation and attempted to draw attention to the company. After the incident, he immediately has made recommendations at Board of Directors' meetings and other meetings, including demanding investigation and appropriate preventive measures such as thorough awareness of compliance and the systems and operations for its implementation.
  - Mr. Fujita has never served as an officer or a business executive of the Company or a specified affiliated business operator for the Company.
  - Mr. Fujita does not plan to receive a large amount of cash or other property from the Company or a specified affiliated business operator for the Company, and has never received such payment for the last two years.
  - Mr. Fujita is not a spouse, relative within the third degree of consanguinity or of similar status of a business executive of the Company or a business operator that has specific relations with the Company.

9. Mr. Fujita has no special opinion about the above description of his career summary, etc.

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
11	Mariko Kitagawa April 3, 1965 (52 years old) New candidate Candidate for external Board Director Independence officer	<p>May 1999      Joined Tsukishima Soko Co., Ltd.</p> <p>July 2000      General Manager of IT Department</p> <p>June 2001      Board Director of Simax Co., Ltd. (current position)</p> <p>June 2002      Board Director of Tsukishima Soko Co., Ltd.</p> <p>Apr. 2003      Board Director, Deputy Director of Sales Division</p> <p>June 2004      Representative Director and President (current position)</p> <p>June 2007      Board Director of Tsukishima Butsuryu Service K.K. (current position) (up to the present)</p> <p>Significant concurrent positions outside the Company</p> <p>Representative Director and President of Tsukishima Soko Co., Ltd.</p> <p>Board Director of Tsukishima Butsuryu Service K.K.</p> <p>Board Director of Simax Co., Ltd.</p>	0 shares
<p>Relationship of special interest between the candidate and the Company</p> <p>There is no special interest between the candidate and the Company (or any other officers or candidates of the Company).</p> <p>Reasons for nomination as candidate for external Board Director</p> <p>For many years, the candidate has been engaged in management of enterprises involved in the businesses other than construction, which is the Company's key business area. However, the Company judges that she will contribute to further strengthening its corporate governance by enhancing transparency in the Company, and appropriately fulfill her duties. The Company, therefore, has nominated her as a candidate.</p>			

- Notes:
- Ms. Kitagawa is a candidate for external Board Director.
  - If the election of Ms. Kitagawa is approved, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company plans to enter into an agreement with her to limit her liabilities for damage under Article 423, paragraph 1 of the Companies Act and pursuant to Article 29, paragraph 2 of the Articles of Incorporation of the Company, the Company limits her liability for damages to the minimum liability amount provided in Article 425, paragraph 1 of the Companies Act.
  - As Ms. Kitagawa does not contravene any of the independence criteria provided for by "Guidelines for Listing III 5. (3) -2" of the Tokyo Stock Exchange (TSE), the Company judges that his independence is maintained and there is no possibility that conflict of interest may occur between Ms. Kitagawa and general shareholders. If the election of Ms. Kitagawa is approved, the Company plans to appoint her as an independent officer and notify TSE of such appointment.
  - Significant concurrent positions held at other organizations and the relationships between these organizations and the Company  
The Company has business relationship with Tsukishima Soko Co., Ltd., including contract construction. Sales from Tsukishima Soko Co., Ltd. has been less than 0.5% of the consolidated net sales of the Company for the last three years (from the FYE March 31, 2015 to the FYE March 31, 2017); the impact of Tsukishima Soko Co., Ltd. on the Company is minimal. Tsukishima Soko Co., Ltd. has entered into a lease agreement with the Company. Lease income from the Company has been less than 0.5% of the net sales of Tsukishima Soko Co., Ltd. for the last three years. The impact of the Company on Tsukishima Soko Co., Ltd. is minimal. The Company judges that there is no special interest between Tsukishima Soko Co., Ltd. and the Company.  
The Company has had no business relationship for the last three years with any other organizations where the candidate holds significant concurrent positions and there is no special interest between them and the Company
  - Ms. Kitagawa has never served as an officer or a business executive of the Company or a specified affiliated business operator for the Company.
  - Ms. Kitagawa does not plan to receive a large amount of cash or other property from the Company or a specified affiliated business operator for the Company, and has never received such payment for the last two years.
  - Ms. Kitagawa is not a spouse, relative within the third degree of consanguinity or of similar status of a business executive of the Company or the Company or a specified affiliated business operator for the Company.
  - Ms. Kitagawa has no special opinion about the above description of her career summary, etc.

**Proposal No. 3** Election of One Substitute Audit & Supervisory Board Member

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

External Audit & Supervisory Board Members' replacement by substitute Audit & Supervisory Board Member is conditional on the number of external Audit & Supervisory Board Members falling below the number required by laws and regulations, and its term of office will expire when that of the predecessor expires.

The validity of the election of substitute Audit & Supervisory Board Member can be nullified by resolution of the Board of Directors if the consent of the Audit & Supervisory Board has been obtained; provided, however, that it is only in a time before assuming office. In addition, the consent of the Audit & Supervisory Board has been obtained for the submission of this proposal.

The candidate for substitute 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 style="text-align: center;">Takemi Hiramatsu February 10, 1963 (54 years old)</p>	<p>Apr. 1989 Registered as an attorney at law and became a member of Daini Tokyo Bar Association</p> <p>Apr. 1989 Masuda &amp; Ejiri (currently Nishimura &amp; Asahi)</p> <p>Feb. 1994 Registered as an attorney at law in New York state, United States</p> <p>Sept. 1994 Served in Davis Polk &amp; Wardwell LLP</p> <p>July 2007 Counselor, Nishimura &amp; Asahi (current position)</p> <p>Oct. 2012 Regional Vice Chair Asia Pacific Of Labor and Employment Practice Group of Lex Mundi</p> <p>June 2016 Substitute Audit &amp; Supervisory Board Member of the Company (current position)</p> <p>June 2016 External Audit &amp; Supervisory Board Member of Sanrio Company, Ltd. (Current position)</p> <p>Feb. 2017 Observer of the Committee for NHK Receiving Fee System (current position) (up to the present)</p> <p>Significant concurrent positions outside the Company Counselor of Nishimura &amp; Asahi External Audit &amp; Supervisory Board Member of Sanrio Company, Ltd. (Securities Code: 8136)</p>	<p>0 shares</p>

Relationship of special interest between the candidate and the Company  
 There is no special interest between the candidate and the Company (or any other officers or candidates of the Company).  
 Reasons for nomination as candidate for substitute Audit & Supervisory Board Member  
 The candidate has specialist knowledge and experience obtained through working over many years as attorney at law, and the Company proposes his nomination as a candidate because it judges that he will impartially and justly execute his duties as external Audit & Supervisory Board Member. Mr. Hiramatsu has never been directly involved in the management of a company. However, the Company judges that he will be able to fulfill his duties as external Audit & Supervisory Board Member based on the above reasons.

- Notes:
1. Mr. Hiramatsu is a candidate for substitute external Audit & Supervisory Board Member.
  2. If Mr. Hiramatsu assumes office of external Audit & Supervisory Board Member, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company plans to enter into an agreement with him to limit his liabilities for damage under Article 423, paragraph 1 of the Companies Act and pursuant to Article 38, paragraph 2 of the Articles of Incorporation of the Company, the Company limits his liability for damages to the minimum liability amount provided in Article 425, paragraph 1 of the Companies Act.
  3. As Mr. Hiramatsu does not contravene any of the independence criteria provided for by "Guidelines for Listing III 5. (3) -2" of the Tokyo Stock Exchange (TSE), the Company judges that his independence is maintained and there is no possibility that conflict of interest may occur between Mr. Hiramatsu and general shareholders. If he assumes office of external Audit & Supervisory Board Member, the Company plans to appoint him as an independent officer and notify TSE of such appointment.
  4. Significant concurrent positions held at other organizations and the relationships between these organizations and the Company  
 Nishimura & Asahi and the Company have never entered into a consulting agreement. Regarding the relationship between Nishimura & Asahi and the Company for the last three years, the Company has received legal consultation

from a different attorney who belonged to Nishimura & Asahi during the FYE March 31, 2016; however, the transaction amount was ¥10,000,000 or less. There was no business transaction during the FYE March 31, 2015 and the FYE March 31, 2017, and the Company judges that there is no special interest between Nishimura & Asahi and the Company.

There has been no business relationship between Sanrio Company, Ltd. and the Company for the last three years and there is no special interest between Sanrio Company, Ltd. and the Company.

5. Mr. Hiramatsu has never served as an officer or a business executive of the Company or a specified affiliated business operator for the Company.
6. Mr. Hiramatsu does not plan to receive a large amount of cash or other property from the Company or a specified affiliated business operator for the Company, and has never received such payment for the last two years.
7. Mr. Hiramatsu is not a spouse, relative within the third degree of consanguinity or of similar status of a business executive of the Company or a business operator that has specific relations with the Company.
8. Each Audit & Supervisory Board Member has no special opinion about nominating him.
9. Mr. Hiramatsu has no special opinion about the above description of his career summary, etc.