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(Stock Exchange Code 1820) June 6, 2019

To Shareholders with Voting Rights:

Nobutoshi Takase Representative Director and President Nishimatsu Construction Co., Ltd. 23-1, Toranomon 1-chome, Minato-ku, Tokyo

## NOTICE OF

# THE 82<sup>ND</sup> ANNUAL GENERAL MEETING OF SHAREHOLDERS

#### Dear Shareholders:

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

You are cordially invited to attend the 82<sup>nd</sup> Annual General Meeting of Shareholders of Nishimatsu Construction Co., Ltd. (the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend on this day, you can exercise your voting rights in writing or via the Internet. Look over the "Reference Documents for the General Meeting of Shareholders" below and cast your vote by 5:30 p.m. on Wednesday, June 26, 2019, Japan time.

1. Date and Time: Thursday, June 27, 2019 at 10:00 a.m. Japan time

**2. Place:** The Company's Head Office located at

10th Floor Toranomon Hills Mori Tower, 23-1, Toranomon 1-chome, Minato-ku, Tokyo

3. Meeting Agenda:

Matters to be reported: 1. The Business Report, Consolidated Financial Statements for the Company's

82<sup>nd</sup> Fiscal Year (April 1, 2018 - March 31, 2019) and results of audits by the Accounting Auditor and the Board of the Audit and Supervisory Committee

of the Consolidated Financial Statements

2. Non-consolidated Financial Statements for the Company's 82<sup>nd</sup> Fiscal Year

(April 1, 2018 - March 31, 2019)

Proposals to be resolved:

**Proposal 1:** Appropriation of Surplus

**Proposal 2:** Election of Seven (7) Directors (Excluding those who are Members of the Audit

and Supervisory Committee)

(Reference) Information on exercising the voting rights

Please take advantage of this opportunity to your exercise voting rights, which is an important right of all shareholders.

[If you are attending the General Meeting of Shareholders]

Date and Time of the General Meeting of Shareholders: 10 a.m. on Thursday, June 27, 2019

On the day of the General Meeting of Shareholders, please submit the enclosed Voting Rights Exercise Form at the reception desk. The reception desk is scheduled to open at 9:00 a.m. Japan time.

If a proxy is attending in your place, choose one other shareholder with voting rights to submit an Authorization Letter, as well as your Voting Rights Exercise Form and that of your proxy to the reception desk.

[If you are exercising voting rights in writing (by post)]

Deadline to be Received by the Company: 5:30 p.m. on Wednesday, June 26, 2019

On the enclosed Voting Rights Exercise Form, indicate your vote for or against the proposal, and return it such that it is received by 5:30 p.m. on Wednesday, June 26, 2019, Japan time.

[If exercising your voting rights online]

Deadline to Exercise: 5:30 p.m. on Wednesday, June 26, 2019

Access the company-specified Voting Rights Exercise website (https://soukai.mizuho-tb.co.jp/), then use the "Voting Rights Exercise Code" and "Password" displayed on the enclosed Voting Rights Exercise Form. Follow the on-screen instructions and enter your vote for or against the proposal by 5:30 p.m. on Wednesday, June 26, 2019, Japan time.

<< A Note for Institutional Investors>>

Aside from the above exercising of voting rights online, if you applied in advance, you can use the Voting Rights Electronic Exercise Platform run by ICJ Inc.

- ⊚Among the documents appended to the convocation notice for the General Meeting of Shareholders, 
  "System for ensuring that tasks are optimized, and its operational state" from the business report, 
  "Consolidated Statements of Changes in Shareholder's Equity" and "Notes to consolidated financial statements" from consolidated financial statements, and "Statements of Changes in Shareholder's Equity" 
  and "Notes to non-consolidated financial statements" from financial statements are, based on stipulations of 
  the law and our articles of incorporations, published on our online website (https://www.nishimatsu.co.jp/), 
  so they are not recorded in these appended documents. Furthermore, the above documents are part of the 
  consolidated financial statements and financial statements audited in the course of the accounting auditor 
  creating the accounting audit report as well as part of the business report, consolidated financial statements, 
  and financial statements in the course of the Audit and Supervisory Committee creating the audit report.
- ©If revisions are made to the General Meeting of Shareholders reference document, the business report, the notes to consolidated financial statements, or financial statements, these will be published on our online website (https://www.nishimatsu.co.jp/).

# Reference Documents for the General Meeting of Shareholders

### **Proposals and References**

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

To strengthen our management base which is oriented towards lasting development, we are attempting to strengthen our internal reserves. Considering the overall management environment and performance, we are setting the payout ratio to 30% or greater of the year's net earnings, acting on the basic principle of returning profits regularly and sustainably.

As for dividends for the year, we would like to distribute the year-end dividends and the appropriation of other surplus, based on this basic principle, as follows.

- 1. Matters regarding year-end dividends
  - (1) Type of dividend property: Cash
  - (2) Matter regarding the allocation of dividend property, and the total amount 105 yen per share of our common stock Total amount: 5,743,808,700 yen
  - (3) Date on which dividend from surplus becomes effective June 28, 2019
- 2. Other matters regarding the appropriation of surplus
  - (1) Surplus item to be increased and the amount thereof General reserve: 15,000,000,000 yen
  - (2) Surplus item to be reduced and the amount thereof Retained earnings brought forward: 15,000,000,000 yen

**Proposal 2:** Election of Seven (7) Directors (Excluding those who are Members of the Audit and Supervisory Committee)

All seven Directors (excluding those who are Members of the Audit and Supervisory Committee; the same applies hereafter in this proposal) will be completing their terms as of the conclusion of this General Meeting of Shareholders, so we request that you choose seven directors.

The candidates are as follows:

No.		Name	Positions and responsibilities in the Company	Attendance at board meetings
1	Reelected	Harusada Kondo	Director and Chairman Executive Chairman	17 out of 17 (100%)
2	Reelected	Nobutoshi Takase	Representative Director and President Chief Executive Officer and President	17 out of 17 (100%)
3	Reelected	Akira Maeda	Representative Director Executive Vice President General Manager of Building Division and Safety, Environment & Quality Division	17 out of 17 (100%)
4	Reelected	Makoto Isshiki	Representative Director Executive Vice President General Manager of Civil Engineering Division; In charge of New Businesses	17 out of 17 (100%)
5	Reelected	Yuichi Kono	Director Senior Managing Officer General Manager of Management Division; In charge of Investor Relations	17 out of 17 (100%)
6	Reelected	Yoshiyuki Sawai	Director Senior Managing Officer General Manager of Urban Development & Real Estate Business Division	17 out of 17 (100%)
7	Reelected	Kensuke Hayashi	Director  Managing Officer  General Manager of International Division	12 out of 12 (100%)

No.	Name (Date of birth)	Pas	Past experience, positions and responsibilities	
		April 1978	Joined the Company	
		April 2005	Deputy General Manager of Kanto Branch	
		June 2005	Director; Deputy General Manager of Kanto Branch	
	1961	June 2006	Executive Officer; Deputy General Manager of	
			Kanto Branch	
		June 2008	Director; Managing Officer; General Manager of	
			Kanto Branch	
		June 2009	Representative Director and President	
			Chief Executive Officer and President	
	Reelected	May 2014	Chairman of National General Contractors	
	Harusada Kondo		Association of Japan (to present)	
		April 2018	Director and Chairman (to present)	
	(October 26, 1952)		Executive Chairman (to present)	
1 -	No. of Company shares holds	16,000,1		

•No. of Company shares held: 16,800 shares

• Term of office as Director: 11 years (As of the conclusion of this General Meeting of Shareholders)

Attendance at board meetings: 17 out of 17 (100%)

•Important concurrent positions: Chairman, National General Contractors Association of Japan

### Reason for nominating as a candidate for Director:

Mr. Harusada Kondo has a wealth of experience and achievements as well as deep knowledge of the construction business, as the above past experience shows. He has been working as Representative Director and President since June 2009, demonstrating superior management skills in the promotion of management reform, such as the improvement of profitability by introducing the business headquarters system and the advancement of corporate governance by transitioning to a company with audit and supervisory committee. The Company has determined, based on his experience and achievements, that his participation in the decision-making of the Company's management as a Director playing the central role in the supervision of the management will contribute to the sustainable growth and the enhancement of the medium- to long-term corporate value of the Company. Therefore, the Company nominated him as a candidate for a director.

No.	Name (Date of birth)	Past experience, positions and responsibilities	
		April 1980	Joined the Company
		September 2005	General Manager of Building Department, Chubu Branch
	(2)	April 2008	Deputy General Manager of Chubu Branch
		July 2008 April 2010	General Manager of Building Department Executive Officer; General Manager of Building
		April 2011	Division and Building Department Managing Officer; General Manager of Building Division
	Reelected	June 2011	Director; Managing Officer; General Manager of Building Division
	Nobutoshi Takase	April 2012	Director; Managing Officer; General Manager of
	(September 14, 1957)	April 2017	Kanto Architectural Regional Headquarters Director; Senior Managing Officer; General Manager of Kanto Architectural Regional
2		April 2018	Headquarters Representative Director and President (to present) Chief Executive Officer and President (to present)

No. of Company shares held: 4,900 shares

• Term of office as Director: 8 years (As of the conclusion of this General Meeting of Shareholders)

\*Attendance at board meetings: 17 out of 17 (100%)

• Important concurrent positions: There are no important concurrent positions.

## Reason for nominating as a candidate for Director

Mr. Nobutoshi Takase has a wealth of experience and achievements as well as deep knowledge of the construction business, as the above past experience shows. He has participated in the management of the Company as Director since June 2011, and as Representative Director and President since April 2018. He has been strongly promoting initiatives for the evolution of the construction business, such as launching the "'President Project' Site Administration Innovation Center." The Company has determined, based on his experience and achievements, that his participation in the decision-making of the Company's management as a person who assumes a key role in management oversight will contribute to the sustainable growth and the enhancement of the medium- to long-term corporate value of the Company. Therefore, the Company nominated him as a candidate for a director.

No.	Name (Date of birth)	Past experience, positions and responsibilities	
		April 1975	Joined the Company
		June 2005	Director; General Manager of Higashi Kanto Branch
	4-0-6	June 2006	Executive Officer; General Manager of Higashi Kanto Branch
		June 2007	Director; Managing Officer; General Manager of Yokohama Branch
		June 2008	Director; Senior Managing Officer; General
		1 2000	Manager of Yokohama Branch
		June 2009	Retired the position of Director Senior Managing Officer; General Manager of
	Reelected		Kansai Branch
	Akira Maeda	July 2010	Senior Managing Officer; General Manager of West
	(September 27, 1952)		Japan Regional Headquarters
	, ,	April 2012	Senior Managing Officer; General Manager of
			Building Division
		June 2012	Representative Director
			Executive Vice President
			General Manager of Building Division
		April 2016	Representative Director
3			Executive Vice President
3			General Manager of Building Division
			In charge of Safety Environment & Quality
		April 2017	Representative Director
			Executive Vice President
			General Manager of Building Division and Safety,
			Environment & Quality Division (to present)

• No. of Company shares held: 10,300 shares

• Term of office as Director: 7 years (As of the conclusion of this General Meeting of Shareholders)

• Attendance at board meetings: 17 out of 17 (100%)

• Important concurrent positions: There are no important concurrent positions.

### Reason for nominating as a candidate for Director:

Mr. Akira Maeda has a wealth of experience and achievements as well as deep knowledge of the construction business, as the above past experience shows. He has been working as General Manager of Building Division since April 2012, substantially contributing mainly to the enhancement of profitability by integrating the sales division and building division as well as to the improvement of the profit margin by selective order-acceptance. The Company has determined, based on his experience and achievements, that his participation in the decision-making of the Company's management as a person who is versed in the building construction business will contribute to the sustainable growth and the enhancement of the medium- to long-term corporate value of the Company. Therefore, the Company nominated him as a candidate for a director.

No.	Name (Date of birth)	Pas	et experience, positions and responsibilities
	440	April 1984	Joined the Company
		April 2005	General Manager of Civil Engineering Department,
			Higashi Kanto Branch
	8 -51	April 2007	General Manager of Building Marketing
			Department I
		April 2010	General Manager of Building Marketing
			Department III
		July 2011	General Manager of Chubu Branch, West Japan
			Regional Headquarters
	Reelected	April 2014	Executive Officer; Deputy General Manager of
			Civil Engineering Division; General Manager of
	Makoto Isshiki		Civil Engineering Business Planning Department
	(April 10, 1959)	April 2016	Senior Managing Officer; General Manager of Civil
			Engineering Division
		June 2016	Director, Senior Managing Officer; General
			Manager of Civil Engineering Division
		April 2018	Representative Director
4			Executive Vice President
'			General Manager of Civil Engineering Division
		April 2019	Representative Director
			Executive Vice President
			General Manager of Civil Engineering Division
			In charge of New Businesses (to present)

• No. of Company shares held: 3,100 shares

- Term of office as Director: 3 years (As of the conclusion of this General Meeting of Shareholders)
- Attendance at board meetings: 17 out of 17 (100%)
- Important concurrent positions: There are no important concurrent positions.

## Reason for nominating as a candidate for Director:

Mr. Makoto Isshiki has a wealth of experience and achievements as well as deep knowledge of the construction business, as the above past experience shows. He has been working as General Manager of Civil Engineering Division since April 2016, substantially contributing mainly to the improvement of technical skills, strengthening of the proposal capabilities in comprehensive evaluation projects, and the enhancement of profitability by improving external negotiation skills. The Company has determined, based on his experience and achievements, that his participation in the decision-making of the Company's management as a person who is versed in the civil engineering business will contribute to the sustainable growth and the enhancement of the medium- to long-term corporate value of the Company. Therefore, the Company nominated him as a candidate for a director.

No.	Name (Date of birth)	Pas	Past experience, positions and responsibilities	
		April 1980	Joined the Company	
		April 2005	Deputy General Manager of Finance & Accounting Department	
	35	April 2008	Deputy General Manager of Audit Unit; Deputy General Manager of Finance & Accounting Department	
		March 2009	General Manager of Audit Unit	
	Reelected	May 2009 April 2012	General Manager of General Affairs Department Executive Officer; Chief of the President Office	
		April 2015	Managing Officer; General Manager of Management Division; In charge of Investor Relations	
	Yuichi Kono (January 27, 1958)	June 2015	Director; Managing Officer; General Manager of	
		April 2018	Management Division; In charge of Investor Relations Director, Senior Managing Officer	
5	,		General Manager of Management Division; In charge of Investor Relations (to present)	

•No. of Company shares held: 19,480 shares

• Term of office as Director: 4 years (As of the conclusion of this General Meeting of Shareholders)

•Attendance at board meetings: 17 out of 17 (100%)

•Important concurrent positions: There are no important concurrent positions.

### Reason for nominating as a candidate for Director:

Mr. Yuichi Kono has a wealth of experience and achievements as well as deep knowledge of finance, accounting and corporate governance, as the above past experience shows. He has been working as General Manager of Management Division since April 2015, substantially contributing mainly to the maintaining of the sound financial structure as well as building a long-lasting stable and favorable relationship with stakeholders. The Company has determined, based on his experience and achievements, that his participation in the decision-making of the Company's management as a person who is versed in finance, accounting and corporate governance will contribute to the sustainable growth and the enhancement of the medium- to long-term corporate value of the Company. Therefore, the Company nominated him as a candidate for a director.

No.	Name (Date of birth)	Pas	Past experience, positions and responsibilities	
		April 1980	Joined Fuji Bank, Ltd.	
		March 2006	Executive Officer; General Manager of Corporate	
			Planning, Mizuho Bank, Ltd.	
		April 2007	Executive Officer; General Manager of Corporate	
			Business, Mizuho Bank, Ltd.	
		April 2008	Executive Officer; General Manager of Shibuya	
			Branch, Mizuho Bank, Ltd.	
		June 2010	Director of the Company	
		April 2011	Director; Managing Officer; General Manager of	
	Reelected		Urban Development & Real Estate Business	
			Division	
	Yoshiyuki Sawai	April 2012	Director; Managing Officer; General Manager of	
	(February 17, 1958)		Urban Development & Real Estate Business	
	•		Division	
		April 2019	Director; Senior Managing Officer; General Manager	
6			of Urban Development & Real Estate Business	
			Division (to present)	

• No. of Company shares held: 3,200 shares

\*Term of office as Director: 9 years (As of the conclusion of this General Meeting of Shareholders)

•Attendance at board meetings: 17 out of 17 (100%)

• Important concurrent positions: There are no important concurrent positions.

## Reason for nominating as a candidate for Director:

Mr. Yoshiyuki Sawai has a wealth of experience and achievements as well as extensive knowledge cultivated in financial institutions, as the above past experience shows. He has been working as General Manager of Urban Development & Real Estate Business Division since April 2011, substantially contributing mainly to the aggressive deployment of redevelopment projects and real estate business as well as the enhancement of profitability by promoting CRE business. The Company has determined, based on his experience and achievements, that his participation in the decision-making of the Company's management as a person who is versed in finance and real estate will contribute to the sustainable growth and the enhancement of the medium- to long-term corporate value of the Company. Therefore, the Company nominated him as a candidate for a director.

No.	Name (Date of birth)	Past	experience, positions and responsibilities
		April 1978	Joined the Company
		April 2004	General Manager of Overseas Civil Engineering
			Department
	( Company	July 2008	General Manager of Hong Kong Office
		January 2012	Deputy General Manager of International Division;
			General Manager of Hong Kong Office
	A A A A A A A A A A A A A A A A A A A	April 2013	Deputy General Manager of International Division;
			General Manager of Hong Kong Branch
		April 2014	Executive Officer, Deputy General Manager of
	Reelected		International Division
	Kensuke Hayashi (August 7, 1955)	April 2018	Managing Officer; General Manager of
			International Division
		June 2018	Director; Managing Officer; General Manager of
_			International Division (to present)
7	No. of Company shape hald 2 100 shape		

- •No. of Company shares held: 3,100 shares
- Term of office as Director: 1 year (As of the conclusion of this General Meeting of Shareholders)
- Attendance at board meetings: 12 out of 12 (100%)
- Important concurrent positions: There are no important concurrent positions.

### Reason for nominating as a candidate for Director:

Mr. Kensuke Hayashi has a wealth of experience and achievements as well as deep knowledge of the overseas construction business, as the above past experience shows. He has been working as Deputy General Manager of International Division since April 2014, substantially contributing mainly to the improvement of the profit margin of overseas large-scale projects as well as to building the business structure of Hong Kong Branch. The Company has determined, based on his experience and achievements that his participation in the decision-making of the Company's management as a person who is versed in overseas construction business will contribute to the sustainable growth and the enhancement of the medium- to long-term corporate value of the Company. Therefore, the Company nominated him as a candidate for a director.

#### (Notes)

- 1. There is no particular interest between each candidate for Director and the Company.
- 2. Mr. Kensuke Hayashi was newly elected and assumed the position of Director at the 81st Annual General Meeting of Shareholders held on June 28, 2018. Therefore, the attendance at board meetings for the current fiscal year shows the number of the board meetings after he assumed the position of Director.
- 3. The Audit and Supervisory Committee has evaluated each candidate for Directors from the perspective of the qualification of candidates, the effectiveness of the Board of Directors as a whole and other factors. As a result, there was no particular matter to be stated by the Audit and Supervisory Committee at the General Meeting of Shareholders regarding the election of Directors.