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(Stock Exchange Code 1961)

June 5, 2025

(Start date of measures for electronic provision: June 2, 2025)

**To Shareholders with Voting Rights:**

Hirokazu Ishida  
Representative Director and President  
SANKI ENGINEERING CO., LTD.  
8-1, Akashicho, Chuo-ku, Tokyo

**NOTICE OF CONVOCAION OF  
THE 101st ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

Please be informed that the 101st Annual General Meeting of Shareholders of SANKI ENGINEERING CO., LTD. (the “Company”) will be held for the purposes as described below.

When convening this General Meeting of Shareholders, the Company will take measures for electronic provision, and will post the matters subject to measures for electronic provision on the following websites on the Internet.

[The Company’s website]

<https://www.sanki.co.jp/ir/stock/meeting.html>

In addition to the above, the matters subject to measures for electronic provision are also posted on the website presented below.

[Tokyo Stock Exchange website (Listed Company Search service)]

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

(Please access the Tokyo Stock Exchange website above, enter “Sanki Engineering” in the Issue name (company name) or enter “1961” in the Code, click “Search,” and then click “Basic information” and select “Documents for public inspection/PR information.” On the “Filed information available for public inspection” section, please review the documents from “Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting.”)

Instead of attending the meeting, you may exercise your voting rights by either of the methods below. Please review the Reference Documents for the General Meeting of Shareholders posted on the matters subject to measures for electronic provision, and exercise your voting rights by no later than 5:00 p.m. Japan time on Wednesday, June 25, 2025.

[Exercising Voting Rights in Writing]

Please indicate your proposals on the enclosed Voting Rights Exercise Form, and return it such that it arrives by the above deadline for exercise.

[Exercising Voting Rights via the Internet]

Please review the “Guide to Exercising Voting Rights via the Internet” on page 5 (Japanese version only), access the voting rights exercise website designated by the Company (<https://www.web54.net>), and enter your proposals by the above deadline for exercise, in accordance with the on-screen instructions.

- 1. Date and Time:** Thursday, June 26, 2025 at 10:00 a.m. Japan time  
(Reception opens: 9:00 a.m.)
- 2. Place:** Sakura Room, 4th Floor, Main Building, Imperial Hotel Tokyo  
1-1, Uchisaiwai-cho 1-chome, Chiyoda-ku, Tokyo
- 3. Meeting Agenda:**
- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 101st Fiscal Year (April 1, 2024 - March 31, 2025) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the Company's 101st Fiscal Year (April 1, 2024 - March 31, 2025)
- Proposals to be resolved:**
- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Partial Amendments to the Articles of Incorporation
- Proposal 3:** Election of 12 Directors
- Proposal 4:** Election of 1 Substitute Audit & Supervisory Board Member
- Proposal 5:** Revision of the Amount of Compensation for Directors

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1. English versions of this Notice of Annual General Meeting of Shareholders and the Reference Documents for the General Meeting of Shareholders posted on the matters subject to measures for electronic provision will be posted on the Company's website (<https://www.sanki.co.jp/>).
  2. If revisions to the matters subject to measures for electronic provision arise, the details of the revisions will be posted on the respective posted websites.
  3. When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
  4. Reference Documents for the General Meeting of Shareholders have been sent to all shareholders.
  5. In accordance with the provisions of laws and regulations and the Company's Articles of Incorporation, the following matters are not provided in the paper-based documents delivered to shareholders who have made a request for delivery of such documents. The Audit & Supervisory Board Members and the Accounting Auditor has audited documents subject to audit, including the following matters.
    - (i) Matters relating to the Company's Stock Acquisition Rights
    - (ii) Matters relating to Accounting Auditor
    - (iii) Company's Structure and Policy (excluding policy on determination on dividends of surplus, etc.)
    - (iv) Consolidated Statement of Changes in Equity and Notes to the Consolidated Financial Statements of the Consolidated Financial Statements
    - (v) Statement of Changes in Equity and Notes to the Non-consolidated Financial Statements of the Non-consolidated Financial Statements

## Information on Operation of the General Meeting of Shareholders

1. Announcement regarding video streaming before and after the meeting  
Streaming video of the Business Report for the fiscal year ended March 31, 2025 and the Issues to be Addressed will be posted on the Company's website (<https://www.sanki.co.jp/>) around Thursday, June 19, 2025 before the day of the meeting.  
In addition, the on-demand video of this General Meeting of Shareholders will be delivered through the Company's website (<https://www.sanki.co.jp/>).
2. Guidance on the call for questions before the meeting  
We will accept questions about the Matters to be Reported and Proposals to be Resolved in this General Meeting of Shareholders on the Company's website (<https://www.sanki.co.jp/>).  
<Deadline> Monday, June 23, 2025 at 5:00 p.m.
3. Announcement regarding online live streaming of the meeting  
This General Meeting of Shareholders will be broadcast live on the day on the Internet so that you can watch the proceedings from your own home or other places. For further details, please see pages 6 and 7 (Japanese version only). After the live streaming, we will accept questions or comments you may have about the live streaming on the Company's website (<https://www.sanki.co.jp/>).  
<Deadline> Friday, June 27, 2025 at 5:00 p.m.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Appropriation of Surplus

In Phase 3 of the Medium-term Management Plan “Century 2025,” the Company’s basic policy is to pay a stable and continuous dividend of a payout ratio of 50% or higher and an annual dividend per share of 70 yen or more, and acquire the Company’s treasury stock of approximately 5 million shares during the period of Phase 3.

After considering the consolidated financial results and the profit level for the fiscal year under review, the Company proposes a year-end dividend for the fiscal year under review as follows.

#### Items Related to the Year-end Dividend

- (1) Items related to the allocation of dividend property to shareholders and its total amount  
110 yen per common share of the Company  
Total of 5,694,810,880 yen

- (2) Effective date of the appropriation of surplus  
June 27, 2025

Furthermore, the Company paid an interim dividend of 55 yen per share, and therefore the total dividend for the fiscal year under review will be 165 yen per share.

**Proposal 2:** Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal

In our Facility Systems Business, we provide design, project management, and technical consulting for the construction and relocation of offices and other workplaces.

With corporate ESG management becoming increasingly important in recent years, the Company is seeing among its customers an emerging need for the procurement of secondhand office fixtures from the perspective of reducing environmental impacts. This also helps to realize the circular economy that is one of the goals of the Company, and is also expected to lead to the expansion of the Facility Systems Business. For this reason, the Company is making additions to its business purposes in order to enable the buying or selling, buying or selling on consignment, and repair or processing of secondhand goods under the Secondhand Goods Business Act.

2. Details of the amendments

The details of the amendments are as follows.

(Amended portions are underlined.)

Current Articles of Incorporation	Proposed amendments to the Articles of Incorporation
Chapter 1 General Provisions	Chapter 1 General Provisions
Article 2 The purposes of the Company shall be to engage in the following businesses:	Article 2 The purposes of the Company shall be to engage in the following businesses:
1.–14. (Omitted)	1.–14. (Unchanged)
(New)	15. <u>The buying or selling, buying or selling on consignment, and repair or processing of secondhand goods;</u>
<u>15.–16.</u> (Omitted)	<u>16.–17.</u> (Renumbering of items)

**Proposal 3:** Election of 12 Directors

The terms of office of all 12 Directors will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of 12 Directors is proposed.

The candidates for Director are as follows:

No.	Name	Current positions and responsibilities	Attendance at the Board of Directors' meetings
1	<span>Reappointed</span> Tsutomu Hasegawa	Representative Director and Chairman (of the Board)	100% (13/13)
2	<span>Reappointed</span> Hirokazu Ishida	Representative Director and President	100% (13/13)
3	<span>Reappointed</span> Masayuki Kudo	Director; Senior Executive Officer	100% (13/13)
4	<span>Reappointed</span> Kazuaki Iijima	Director; Senior Executive Officer; General Manager, Plants & Machinery Systems Headquarters	100% (13/13)
5	<span>Reappointed</span> Junichi Shinbo	Director; Senior Executive Officer; General Manager, Mechanical & Electrical Contracting Headquarters	100% (11/11)
6	<span>Reappointed</span> Yoshio Kawabe	Director; Senior Executive Officer; General Manager, Accounting Division; Chief Financial Officer	100% (13/13)
7	<span>Newly appointed</span> Kazuhiro Nagoya	Managing Executive Officer; General Manager, Corporate Division	-
8	<span>Reappointed</span> Yukiteru Yamamoto <span>External Independent</span>	External Director; Chair of the Board of Directors	100% (13/13)
9	<span>Reappointed</span> Kazuhiko Kashikura <span>External Independent</span>	External Director	100% (13/13)
10	<span>Reappointed</span> Keiji Kono <span>External Independent</span>	External Director	100% (13/13)
11	<span>Reappointed</span> Akihiko Matsuda <span>External Independent</span>	External Director	100% (13/13)
12	<span>Reappointed</span> Tamami Umeda <span>External Independent</span>	External Director	100% (13/13)

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held	
1	Tsutomu Hasegawa (March 4, 1953)  <div>Reappointed</div>	April 1975	Joined the Company	61,200	
		June 2008	Executive Officer; Deputy General Manager, Tokyo Branch, Mechanical & Electrical Contracting Headquarters		
		April 2009	Executive Officer; General Manager, Business Strategy Division, Mechanical & Electrical Contracting Headquarters		
		April 2010	Superior Executive Officer; General Manager, Tokyo Branch, Mechanical & Electrical Contracting Headquarters		
		April 2011	Managing Executive Officer; General Manager, Tokyo Branch		
		April 2012	Senior Executive Officer; General Manager, Sales Administration Division		
		June 2012	Director; Senior Executive Officer; General Manager, Sales Administration Division		
		April 2013	Representative Director; Senior Executive Officer; General Manager, Mechanical & Electrical Contracting Headquarters		
		April 2015	Representative Director and President		
		April 2020	Representative Director and Chairman (of the Board)		
		To present			
Reason for nomination Since April 2015, as Representative Director and President, Mr. Tsutomu Hasegawa has continually demonstrated his leadership in a myriad of situations and engaged in business operations. Since April 2020, he has displayed his managerial abilities, insight and capabilities cultivated over the years in the position of Representative Director and Chairman. The Company has judged that he is essential for the Group to enhance its corporate value, and has therefore nominated him as a candidate for Director.					
2	Hirokazu Ishida (January 22, 1959)  <div>Reappointed</div>	April 1983	Joined the Company	60,200	
		April 2012	Executive Officer; Deputy General Manager, Sales Administration Division		
		April 2013	Executive Officer; General Manager, Hokkaido Branch Office		
		April 2016	Managing Executive Officer; General Manager, Sales Administration Division, Mechanical & Electrical Contracting Headquarters		
		June 2017	Director; Managing Executive Officer; General Manager, Sales Administration Division, Mechanical & Electrical Contracting Headquarters		
		April 2018	Director; Senior Executive Officer; General Manager, Management Planning Office		
		April 2020	Representative Director and President		
					To present
		<Responsibilities> Internal Audit Office			
		Reason for nomination Since joining the Company, Mr. Hirokazu Ishida engaged in the facilities construction business for many years, and possesses abundant experience, knowledge and achievements related to the Company’s business. After experiencing division management, he worked to strengthen the management foundation and did his utmost to achieve the long-term vision “Century 2025” Phase 3 since April 2020, as Representative Director and President. The Company has judged that his managerial abilities are essential for promoting a new management vision “MIRAI 2030” and for the Group to enhance its corporate value, and has therefore nominated him as a candidate for Director.			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
3	Masayuki Kudo (June 27, 1959)  <div>Reappointed</div>	April 1985	Joined the Company	42,500
		June 2014	Executive Officer; General Manager, Facility Systems Division	
April 2017	Managing Executive Officer; Deputy General Manager, Mechanical & Electrical Contracting Headquarters			
April 2018	Managing Executive Officer			
June 2018	Director; Managing Executive Officer			
April 2021	Director; Senior Executive Officer; General Manager, CSR Promotion Division			
April 2022	Director; Senior Executive Officer; General Manager, Sustainability Promotion Division			
April 2023	Director; Senior Executive Officer			
April 2024	Director; Senior Executive Officer; General Manager, Corporate Division			
April 2025	Director; Senior Executive Officer			
	To present	<Responsibilities> Corporate Division, General Affairs and Human Resources Division		
Reason for nomination After joining the Company, Mr. Masayuki Kudo gained abundant operational experience, including experience overseas, as an engineer in the facilities construction business. He then experienced division management. Currently, as Director and Senior Executive Officer, he is putting effort into enhancement of governance and the promotion of human capital management. The Company has judged that his above experience and achievements are essential for the Group to enhance its corporate value, and has therefore nominated him as a candidate for Director.				
4	Kazuaki Iijima (August 12, 1958)  <div>Reappointed</div>	April 1984	Joined the Company	26,300
		April 2016	Executive Officer; General Manager, Technology Research Institute	
October 2018	Executive Officer; General Manager, Technical Research & Development Center			
April 2021	Managing Executive Officer; General Manager, Plants & Machinery Systems Headquarters			
June 2021	Director; Managing Executive Officer; General Manager, Plants & Machinery Systems Headquarters			
April 2024	Director; Senior Executive Officer; General Manager, Plants & Machinery Systems Headquarters			
	To present	<Responsibilities> Technical Research & Development Center, Plants & Machinery Systems Headquarters		
Reason for nomination After joining the Company, Mr. Kazuaki Iijima gained abundant operational experience as an engineer in the research and development and the energy saving business. After subsequently experiencing division management, he currently contributes to the development of the machinery systems business and the environmental systems business as General Manager of the Plants & Machinery Systems Headquarters. The Company has judged that his above experience and achievements are essential for the Group to enhance its corporate value, and has therefore nominated him as a candidate for Director.				



No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
5	Junichi Shinbo (August 24, 1965)  <div>Reappointed</div>	April 1988	Joined the Company	21,300
		April 2019	Executive Officer; General Manager, Mechanical and Electrical Administration Office, Mechanical & Electrical Contracting Headquarters	
		April 2020	Executive Officer; General Manager, Sales Administration Division, Mechanical & Electrical Contracting Headquarters	
		April 2021	Executive Officer; Deputy General Manager, Tokyo Branch	
		April 2022	Managing Executive Officer; General Manager, Tokyo Branch	
		April 2024	Senior Executive Officer; General Manager, Mechanical & Electrical Contracting Headquarters	
		June 2024	Director; Senior Executive Officer; General Manager, Mechanical & Electrical Contracting Headquarters	
			To present	
		<Responsibilities> Labor Safety and Health Promotion Office, Mechanical & Electrical Contracting Headquarters, Facility Systems Division		
	Reason for nomination After joining the Company, Mr. Junichi Shinbo gained abundant operational experience, including experience overseas, as an engineer in the facilities construction business. He then experienced division management. Currently, as General Manager of Mechanical & Electrical Contracting Headquarters, he is putting effort into development of the facilities construction business and promotion of workstyle reforms at construction sites. The Company has judged that his above experience and achievements are essential for the Group to enhance its corporate value, and has therefore nominated him as a candidate for Director.			
6	Yoshio Kawabe (October 31, 1960)  <div>Reappointed</div>	April 1984	Joined the Company	22,800
		April 2015	Executive Officer; General Manager, Administration Division	
		June 2015	Director; Executive Officer; General Manager, Administration Division	
		April 2017	Director; Executive Officer; General Manager, Accounting Division	
		June 2017	Executive Officer; General Manager, Accounting Division	
		June 2020	Director; Executive Officer; General Manager, Accounting Division; Chief Financial Officer	
		April 2022	Director; Managing Executive Officer; General Manager, Accounting Division; Chief Financial Officer	
		April 2025	Director; Senior Executive Officer; General Manager, Accounting Division; Chief Financial Officer	
			To present	
		<Responsibilities> Accounting Division		
	Reason for nomination Since joining the Company, Mr. Yoshio Kawabe has engaged mainly in accounting and finance-related operations and the promotion of internal control. After taking charge of administrative divisions, including general affairs and human resources, he currently focuses on capital and finance policies as General Manager of the Accounting Division and Chief Financial Officer. The Company has judged that his above experience and insights are essential for the Group to enhance its corporate value, and has therefore nominated him as a candidate for Director.			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions		Number of shares of the Company held
7	Kazuhiro Nagoya (April 21, 1968)  <div>Newly appointed</div>	April 1991 January 2013	Joined MITSUI & CO., LTD. General Manager, Industrial Machinery Business Office, Construction & Industrial Machinery Division	1,400
		June 2016  April 2018 February 2021 April 2023  March 2024 April 2024  April 2025  To present	General Manager, Aero Engine Business Office, Aviation and Transportation Business Division Executive Director, Mitsui Rail Capital, LLC Advisor, Mobility Business Unit II, MITSUI & CO., LTD. Senior General Manager; Deputy General Manager, DX Promotion Division Retired from MITSUI & CO., LTD. Executive Officer; Deputy General Manager, Corporate Division, the Company Managing Executive Officer; General Manager, Corporate Division	
Reason for nomination Mr. Kazuhiro Nagoya has practical experience in overseas business that he cultivated at MITSUI & CO., LTD., as well as experience and knowledge as a corporate manager of a U.S. subsidiary of MITSUI & CO., LTD. After joining the Company, he was mainly in charge of formulating the new management vision “MIRAI 2030” and promoting DX, and currently he is demonstrating his skills as General Manager of Corporate Division. The Company has judged that his above experience and achievements are essential for the Group to enhance its corporate value, and has therefore nominated him as a candidate for Director.				
8	Yukiteru Yamamoto (June 3, 1953)  <div>External</div> <div>Independent</div> <div>Reappointed</div>	April 1977 June 2008	Joined MITSUI LIFE INSURANCE MUTUAL COMPANY Director; Managing Executive Officer, MITSUI LIFE INSURANCE COMPANY LIMITED	21,000
		April 2009  April 2012 June 2013 June 2014 April 2015 March 2017  June 2020  <Significant concurrent position> Outside Director, Suruga Bank, Ltd.	Representative Director and President; Chief Operating Officer; General Manager, Operational Improvement Promotion Division Representative Director and President; Chief Operating Officer Special Advisor External Director, the Company Advisor, MITSUI LIFE INSURANCE COMPANY LIMITED Retired from MITSUI LIFE INSURANCE COMPANY LIMITED External Director; Chair of the Board of Directors, the Company To present	
Reason for nomination Mr. Yukiteru Yamamoto has served in positions including Representative Director and President of MITSUI LIFE INSURANCE COMPANY LIMITED (currently TAIJU LIFE INSURANCE COMPANY LIMITED) and Executive Member of the Policy Board of the Japan Business Federation, and he thus possesses abundant operational experience and wide-ranging knowledge regarding corporate management. He currently contributes to the enhancement of corporate governance as Chair of the Board of Directors of the Company. His advice and supervision based on the experience and insights developed through this background will lead to sustainable enhancement of the Group’s corporate value, and the Company has therefore nominated him again as a candidate for External Director.				

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
9	Kazuhiko Kashikura (April 13, 1954)  <div> <div>External</div> <div>Independent</div> <div>Reappointed</div> </div>	April 1977      Joined Mitsui Bank Co., Ltd. June 2005      Executive Officer; General Manager, Operations Audit Division, Sumitomo Mitsui Banking Corporation April 2008      Executive Officer April 2008      Retired from Sumitomo Mitsui Banking Corporation May 2008      Representative Director and President, SMBC Staff Service Co., Ltd. May 2013      Retired from SMBC Staff Service Co., Ltd. June 2013      Representative Director and President, SMBC Finance Service Co., Ltd. June 2017      Representative Director and Chairman June 2018      External Director, the Company To present Retired from the position of Representative Director and Chairman, SMBC Finance Service Co., Ltd.	11,300
Reason for nomination Mr. Kazuhiko Kashikura has served as Executive Officer of Sumitomo Mitsui Banking Corporation and a top executive at the same group companies and he thus has abundant experience and broad knowledge in corporate management. His advice and supervision based on the experience and insights developed through this background will lead to sustainable enhancement of the Group's corporate value, and the Company has therefore nominated him again as a candidate for External Director.			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
10	<p>Keiji Kono (September 18, 1957)</p> <p>External Independent Reappointed</p>	<p>April 1980      Joined The Bank of Japan</p> <p>May 1999      Manager, Price Statistics Section, Research and Statistics Department</p> <p>February 2001      Manager, Economic Statistics Section, Research and Statistics Department</p> <p>November 2002      Deputy General Manager, Nagoya Branch</p> <p>March 2004      General Manager, Matsue Branch</p> <p>July 2006      Associate Director-General, Financial Markets Department</p> <p>November 2007      General Manager, Fukuoka Branch</p> <p>May 2009      Director-General, Information System Services Department</p> <p>April 2010      Retired from The Bank of Japan</p> <p>May 2010      Full-time Advisor, Chugai Pharmaceutical Co., Ltd.</p> <p>October 2010      Executive Officer; Deputy Head, Lifecycle Management Marketing Unit</p> <p>November 2010      Executive Officer; Head, Lifecycle Management Unit 2, Lifecycle Management Marketing Unit</p> <p>April 2012      Executive Officer; Deputy Head, Marketing &amp; Sales Division</p> <p>January 2013      Executive Officer; Head, IT Supervisory Division</p> <p>October 2015      Executive Officer in charge of Global Health Policy; Head, IT Supervisory Division</p> <p>January 2017      Executive Officer in charge of External Affairs Department and Global Health Policy</p> <p>April 2017      Senior Vice President in charge of External Affairs Department and Global Health Policy</p> <p>April 2021      Part-time Advisor</p> <p>June 2021      External Director, the Company</p> <p>To present</p> <p>March 2023      Retired from the position of Part-time Advisor, Chugai Pharmaceutical Co., Ltd.</p> <p>&lt;Significant concurrent position&gt; Outside Director, THE BANK OF SAGA LTD.</p>	5,000
<p>Reason for nomination</p> <p>Mr. Keiji Kono has served in managerial positions in key departments of The Bank of Japan as a financial specialist. In Chugai Pharmaceutical Co., Ltd., he has held the office of Executive Officer serving as Head of the IT Supervisory Division and fulfilled roles including promoting overseas activities that contribute to society, and he thus has abundant experience and broad knowledge in corporate management. His advice and supervision based on the experience and insights developed through this background will lead to sustainable enhancement of the Group's corporate value, and the Company has therefore nominated him again as a candidate for External Director.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
11	Akihiko Matsuda (January 7, 1960)  <div>External</div> <div>Independent</div> <div>Reappointed</div>	April 1985      Joined Tokyo Gas Co., Ltd. April 2013      Technical Solution Department Managing Director, Energy Advance Co., Ltd. March 2015      Retired from Energy Advance Co., Ltd. April 2015      General Manager, Energy Proposal Promotion Department, Tokyo Gas Co., Ltd. April 2017      Executive Officer President and Representative Director, Tokyo Gas Living Engineering Co., Ltd. March 2020      Retired from Tokyo Gas Living Engineering Co., Ltd. April 2020      Advisor, Tokyo Gas Co., Ltd. June 2020      Senior Director, Japan Gas Appliances Inspection Association June 2021      External Director, the Company To present March 2022      Retired as Advisor of Tokyo Gas Co., Ltd. April 2022      Representative Director, Senior Director, Japan Gas Appliances Inspection Association To present <Significant concurrent position> Representative Director, Senior Director, Japan Gas Appliances Inspection Association	5,500
Reason for nomination Mr. Akihiko Matsuda has served as Executive Officer in Tokyo Gas Co., Ltd. and a top executive at the same group companies and he thus has abundant experience and broad knowledge in the overall energy business. His advice and supervision based on the experience and insights developed through this background will lead to sustainable enhancement of the Group's corporate value, and the Company has therefore nominated him again as a candidate for External Director.			

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
12	Tamami Umeda (April 26, 1960)  <div>External</div> <div>Independent</div> <div>Reappointed</div>	April 1985      Joined the Ministry of Health and Welfare September 2006      Director, Disease Control Division, Health Service Bureau, Ministry of Health, Labour and Welfare July 2008      Director, Tuberculosis and Infectious Diseases Control Division, Health Service Bureau July 2009      Director, Medical Care Division, National Hospital Organization April 2012      Planning Officer October 2013      Director in charge of Medical Affairs October 2015      Director-General Counsellor for medical policy and mental health care, Ministry of Health, Labour and Welfare June 2016      Director-General, Environmental Health Department, Ministry of the Environment July 2019      Director General, Bureau of International Health Cooperation, National Center for Global Health and Medicine March 2021      Retired from Ministry of Health, Labour and Welfare April 2021      Visiting Researcher, National Center for Global Health and Medicine June 2022      External Director, the Company To present March 2025      Retired as Visiting Researcher, National Center for Global Health and Medicine April 2025      Specially Appointed Researcher, Japan Institute for Health Security To present <Significant concurrent position> Specially Appointed Researcher, Japan Institute for Health Security	4,700
Reason for nomination Although Ms. Tamami Umeda does not have experience of being directly involved in corporate management, she has held positions such as the Director-General Counsellor, the Ministry of Health, Labour and Welfare and the Director-General, Environmental Health Department, the Ministry of the Environment, and she thus has abundant experience and broad knowledge regarding the health and hygiene administration in Japan and overseas and organizational management. Her advice and supervision based on the experience and insights will lead to sustainable enhancement of the Group's corporate value, and the Company has therefore nominated her again as a candidate for External Director.			

(Notes) 1. Special interests between the candidates and the Company

Ms. Tamami Umeda was concurrently serving as Visiting Researcher at the National Center for Global Health and Medicine, but retired from the said Center on March 31, 2025. The Company has transactions including a facilities construction subcontracting agreement with the said Center. In addition, she is concurrently serving as Specially Appointed Researcher at Japan Institute for Health Security, a successor organization of the said Center, as of April 1, 2025, after the end of the fiscal year under review. There are no special interests between the said Center and the Company. There are no special interests between the other candidates and the Company.

2. (1) Mr. Yukiteru Yamamoto, Mr. Kazuhiko Kashikura, Mr. Keiji Kono, Mr. Akihiko Matsuda, and Ms. Tamami Umeda are candidates for External Director.
- (2) The Company has registered Mr. Yukiteru Yamamoto, Mr. Kazuhiko Kashikura, Mr. Keiji Kono, Mr. Akihiko Matsuda, and Ms. Tamami Umeda with the Tokyo Stock Exchange as Independent Officers with no possibility of a conflict of interest occurring with general shareholders, whose designation is required by the Exchange. If they are reappointed and assume office as Directors, they will continue to be Independent Officers.
- (3) Ms. Tamami Umeda fulfills the criteria in the Independence Standards for External Officers established by the Company, as in the most recent three fiscal years, transactions with the National Center for Global Health and Medicine described in the above (Note) 1. accounted for a maximum of 0.01% of consolidated net sales.
3. Number of years since candidates for External Director were appointed External Director
- (1) Mr. Yukiteru Yamamoto's term in office as External Director will be 11 years at the conclusion of this General Meeting of Shareholders.
- (2) Mr. Kazuhiko Kashikura's term in office as External Director will be seven years at the conclusion of this General Meeting of Shareholders.
- (3) Mr. Keiji Kono's term in office as External Director will be four years at the conclusion of this General Meeting of

Shareholders.

- (4) Mr. Akihiko Matsuda's term in office as External Director will be four years at the conclusion of this General Meeting of Shareholders.
- (5) Ms. Tamami Umeda's term in office as External Director will be three years at the conclusion of this General Meeting of Shareholders.
- 4. Liability limitation agreements with candidates for Director  
The Company has entered into agreements with Mr. Yukiteru Yamamoto, Mr. Kazuhiko Kashikura, Mr. Keiji Kono, Mr. Akihiko Matsuda, and Ms. Tamami Umeda to limit their liability for damages as provided for in Article 423, Paragraph 1, of the Companies Act, and the maximum amount of liability under this agreement shall be the greater of 10 million yen or the minimum amount stipulated in laws and regulations.
- 5. Outline of the directors' and officers' liability insurance insuring candidates for Director  
The Company has entered into a directors' and officers' liability insurance agreement with an insurance company. The policy covers damage to be borne by the insured, which may arise from those insured persons' assuming liability in connection with the execution of their duties or receiving claims pertaining to the pursuit of such liability. All candidates for Director will be insured under said agreement. The Company will renew said agreement under the same terms and conditions at the time of the next renewal.

**Proposal 4:** Election of 1 Substitute Audit & Supervisory Board Member

In order to prepare for cases where the number of Audit & Supervisory Board Members falls below prescribed by laws and regulations, the Company proposes the election of one substitute Audit & Supervisory Board Member.

Furthermore, the Audit & Supervisory Board has given its approval to this proposal.

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

Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
Toshio Suzuki (April 18, 1957)  <div>External Independent Reappointed</div>	September 1985    Joined Asahi Shinwa Audit Corporation August 1988       Registered as certified public accountant May 2000          Partner, Asahi Audit Corporation May 2005          Senior Partner, KPMG AZSA LLC June 2019         Retired from KPMG AZSA LLC July 2019          Established Suzuki Toshio Certified Public Accountant Office To present <Significant concurrent position> Certified public accountant (Suzuki Toshio Certified Public Accountant Office)	None
Reason for nomination Although Mr. Toshio Suzuki does not have experience of being directly involved in corporate management, in order to utilize his expertise and experience, etc. developed as a certified public accountant to strengthen the audit systems of the Company, the Company has nominated him as a candidate for substitute External Audit & Supervisory Board Member.		

- (Notes)
- There are no special interests between the candidate and the Company.
  - The candidate is a candidate for substitute External Audit & Supervisory Board Member.
    - If Mr. Toshio Suzuki assumes office as Audit & Supervisory Board Member, the Company intends to register him with the Tokyo Stock Exchange as Independent Officer with no possibility of a conflict of interest occurring with general shareholders, whose designation is required by the Exchange.
  - Liability limitation agreement with the candidate for substitute External Audit & Supervisory Board Member  
If Mr. Toshio Suzuki is appointed as Audit & Supervisory Board Member, the Company intends to enter into an agreement with him to limit his liability for damages as provided for in Article 423, Paragraph 1 of the Companies Act, and the maximum amount of liability under this agreement shall be the greater of 10 million yen or the minimum amount stipulated in laws and regulations.
  - Outline of the directors' and officers' liability insurance insuring the candidate for substitute Audit & Supervisory Board Member  
The Company has entered into a directors' and officers' liability insurance agreement with an insurance company. The policy covers damage to be borne by the insured, which may arise from those insured persons' assuming liability in connection with the execution of their duties or receiving claims pertaining to the pursuit of such liability. The candidate for substitute Audit & Supervisory Board Member will be insured under said agreement, if he assumes office as Audit & Supervisory Board Member. The Company will renew said agreement under the same terms and conditions at the time of the next renewal after his assumption of office.



## **Proposal 5:**      Revision of the Amount of Compensation for Directors

### 1. Reasons for the revision

With regard to the amount of compensation to the Company's Directors, the resolution adopted at the 94th Annual General Meeting of Shareholders held on June 27, 2018 instituted an amount to be paid of up to a maximum of 650 million yen per year (including a portion of up to 100 million yen for the External Directors as approved at the 96th Annual General Meeting of Shareholders held on June 25, 2020). With regard to restricted stock compensation to Directors, the resolution adopted at the 98th Annual General Meeting of Shareholders held on June 23, 2022 instituted a total amount of monetary claims to be provided for granting restricted stock of up to a maximum of 170 million yen per year (including a portion of up to 20 million yen per year for External Directors), and a total number of common shares of the Company to be issued or disposed of being up to 85,000 shares per year (including a portion of up to 10,000 shares per year for External Directors).

In line with the formulation of the new management vision "MIRAI 2030," the Company proposes to revise the above amounts of compensation as follows, taking into consideration factors such as increasing Directors' incentives to achieve the targets of the vision, and the fact that the responsibilities of Directors are expected to further increase in the future due to changes in the business environment and economic conditions.

If Proposal 3 is approved, the number of Directors subject to the revision of the amount of compensation will be 12 (including 5 External Directors).

The above revision was determined by the Board of Directors, after consultation with the Advisory Committee on Nomination and Remuneration, based on the policy for determining the content of compensation, etc. for individual Directors, and thus is considered to be appropriate.

### 2. Details of the revision

The details of the revision are as follows.

With regard to the restricted stock compensation for Directors, there are no changes to the content approved at the 98th Annual General Meeting of Shareholders held on June 23, 2022, other than the following revisions.

	Amount of compensation	Total amount of monetary claims to be paid for the purpose of granting restricted stock
Current	Up to 650 million yen per year (including a portion of up to 100 million yen per year for External Directors)	Up to 170 million yen per year (including a portion of up to 20 million yen per year for External Directors)
Proposed revision	Up to 800 million yen per year (including a portion of up to 150 million yen per year for External Directors)	Up to 340 million yen per year (including a portion of up to 40 million yen per year for External Directors)

<Reference>

[Policy on nomination of a candidate for Director and Audit & Supervisory Board Member]

The Company established the “Sanki Engineering Corporate Governance Guidelines” and stipulated a policy about nomination of a candidate for Director and Audit & Supervisory Board Member as follows.

1. Candidates for Director

(Policy on nomination of candidates for Director)

- (1) The Board of Directors shall nominate as a candidate for Director a person who is expected to fulfill the role of a Director and the Board of Directors based on the skills that he/she should possess.
- (2) The Board of Directors shall nominate as a candidate for External Director a person who is expected to provide advice from an independent and objective standpoint, and appoint at least one independent Outside Director who has management experience as a top executive at another company.
- (3) If any Director becomes unable to fulfill his/her duties as the Director of the Company for health or medical reasons or causes any damage to the corporate value of the Company due to nonfulfillment of his/her duties, an agenda regarding the dismissal of the Director shall be deliberated by the Board of Directors through examination by the Advisory Committee on Nomination and Remuneration.

(Roles of Directors and the Board of Directors)

- (1) Directors and the Board of Directors shall make effort to realize sustainable growth and enhance corporate value over the medium to long term as entrusted by the shareholders by realizing efficient and effective corporate governance, conducting important decision-making of the Company, and supervising execution of duties.
- (2) Directors and the Board of Directors shall make effort to properly build and establish internal control systems, risk management systems and compliance structures throughout all Group companies, monitor the operational status utilizing the Internal Audit Department, and make information disclosure in a timely and appropriate manner.
- (3) The Board of Directors shall supervise the state of progress regarding election of a successor to the chief executive officer whenever necessary.
- (4) The Board of Directors shall establish procedures on transactions with conflicts of interest and deliberate and approve transactions.

2. Candidates for Audit & Supervisory Board Member

(Policy on nomination of candidates for Audit & Supervisory Board Member)

- (1) The Board of Directors shall nominate as a candidate for Audit & Supervisory Board Member a person who has excellent insight and high ethics and is expected to fulfill the role of an Audit & Supervisory Board Member as listed below, subject to prior consent from the Audit & Supervisory Board.
- (2) The Board of Directors shall nominate as a candidate for External Audit & Supervisory Board Member a person who is expected to provide advice from an independent and objective standpoint in addition to qualifications listed in the preceding paragraph.
- (3) The Board of Directors shall make effort to nominate as a candidate for Audit & Supervisory Board Member at least one person who has appropriate knowledge regarding finance and accounting.

(Roles of Audit & Supervisory Board Members)

Audit & Supervisory Board Members who shall play a part of supervision functions in cooperation with the Board of Directors shall make efforts to realize sound and sustainable growth and enhancement of corporate value over the medium to long term, and establish a superior corporate governance structure that can respond to social trust, while maintaining appropriate cooperation with stakeholders by auditing the execution of duties of Directors as an independent organization entrusted by the shareholders.

[Independence Standards for External Officers]

The Company established the “Independence Standards for External Officers” and designates those not applicable to all of categories listed below as an Independent Officer.

1. A person whose major business partner (Note 1) is the Company or an executive person (Note 2) of the same if such person is a juridical person, etc. (Note 3).
2. A major business partner (Note 1) of the Company or a major lender (Note 4) of the Company or an executive person (Note 2) of the same if such person is a juridical person, etc. (Note 3).
3. A consultant, accounting professional, or legal professional who receives a significant amount of money or other assets (Note 5) from the Company other than Officer remuneration.
4. A person who has fallen under any of items 1 to 3 above in a recent period (Note 6)
5. A relative within the second degree of relationship of a person who falls under any of items (a) to (d) below (excluding a person with whom relationship was dissolved due to a divorce, dissolution, etc.).
  - (a) A person who falls under any of items 1 to 4.
  - (b) An executive person (Note 3) of the Company’s subsidiary
  - (c) A Non-executive Director of the Company’s subsidiary (in the case that an External Audit & Supervisory Board Member is nominated as an Independent Officer)
  - (d) A person who has fallen under the preceding (b) or (c) or an executive person (Note 3) of the Company in a recent period (Note 6)
6. A major shareholder of the Company holding 10% or more of the Company’s total shares for three or more consecutive years in a recent period (Note 6) or an executive person (Note 2) of the same if such person is a juridical person, etc. (Note 3).

(Note 1) A “major business partner” refers to a business partner with which the Company has transactions corresponding to, in principle, 3% or more of annual consolidated sales of the Company for three or more consecutive years (3% of annual consolidated sales is approximately 7,594 million yen in fiscal 2024)

(Note 2) A “juridical person, etc.” refers to a juridical person or any organization other than a juridical person (including agricultural cooperatives and management associations)

(Note 3) An “executive person” refers to an Executive Director or employee in the General Manager position or equivalent managerial position and other equally important position

(Note 4) A “major lender” refers to a lender from which the balance of loans as of the end of each fiscal year is, in principle, 2% or more of the consolidated total assets of the Company on the same day for three or more consecutive years (2% of the consolidated total asset is approximately 4,016 million yen in fiscal 2024)

(Note 5) A “significant amount of money or other assets” refers to that with a value equivalent to a cash amount of 10 million yen or more per annum

(Note 6) A “recent period” refers to a five-year period before the time point in which the election proposal to be submitted to the shareholder’s meeting is determined

[Skills, career, and expertise held by the members of the Board of Directors and the Audit & Supervisory Board]  
The Company identifies skills which the Company expects the members of the Board of Directors to demonstrate in light of the management strategies, and the Board of Directors consists of diverse human resources that can cover these skills. If Proposal 3 “Election of 12 Directors” is approved as originally proposed, the status shall be as follows.

Name	Current positions and responsibilities	Corporate management Management strategy	Engineering	Design R&D	Sales Marketing	Global	Accounting Finance	Risk management Governance Legal	Sustainability	IT DX	Labor affairs Human resources development
Tsutomu Hasegawa	Representative Director and Chairman (of the Board)	●	●	●	●	●		●			
Hirokazu Ishida	Representative Director and President	●	●	●	●				●		●
Masayuki Kudo	Director; Senior Executive Officer	●	●			●		●	●	●	
Kazuaki Iijima	Director; Senior Executive Officer; General Manager, Plants & Machinery Systems Headquarters	●	●	●					●	●	
Junichi Shinbo	Director; Senior Executive Officer; General Manager, Mechanical & Electrical Contracting Headquarters	●	●	●	●	●					
Yoshio Kawabe	Director; Senior Executive Officer; General Manager, Accounting Division; Chief Financial Officer	●					●	●	●		●
Kazuhiro Nagoya	Managing Executive Officer; General Manager, Corporate Division (Director candidate)	●				●		●	●	●	
Yukiteru Yamamoto	External Director; Chair of the Board of Directors	●					●				●
Kazuhiko Kashikura	External Director	●			●		●				
Keiji Kono	External Director	●				●	●			●	
Akihiko Matsuda	External Director	●	●		●						
Tamami Umeda	External Director					●		●	●		
Kunihiko Tachi	Full-time Audit & Supervisory Board Member						●	●			
Tsunemitsu Yamanaka	Full-time Audit & Supervisory Board Member		●					●			
Shozo Fujita	External Audit & Supervisory Board Member	●						●	●		
Yutaka Atomi	External Audit & Supervisory Board Member	●						●	●		
Toshiaki Egashira	External Audit & Supervisory Board Member	●					●	●			