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(Code Number: 1887)

August 6, 2024

(Commencement of Electronic Provision of Documents: August 1, 2024)

To Shareholders with Voting Rights

Isao Hayashi
Representative Director and President
JDC CORPORATION
4-3-13 Toranomom, Minato-ku,
Tokyo, Japan

Notice of Convocation of the 95th Ordinary General Meeting of Shareholders

Dear Shareholders,

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

Please be notified that the 95th Ordinary General Meeting of Shareholders of JDC CORPORATION (the “Company”) will be held as described below.

When convening this Ordinary General Meeting of Shareholders, the Company has taken the electronic provision measures and has posted matters subject to the electronic provision measures as the “Notice of Convocation of the 95th Ordinary General Meeting of Shareholders” on the following website on the Internet.

The Company website

<http://www.jdc-corporation.com/ir/>

In addition to the above, the Company also has posted this information on the following website on the Internet.

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

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

Please access the TSE website above, enter “JDC CORPORATION” in the “Issue name (company name)” field or our code number “1887” in the “Code” field and click on “Search” to find search results. Then, click on “Basic information” and “Documents for public inspection/PR information” in this order to view the relevant information.

If you are unable to attend the meeting in person, please refer to the Reference Documents for the Ordinary General Meeting of Shareholders in the electronic provision measures and exercise your voting rights by 5:30 p.m. JST on Monday, August 26, 2024.

- 1. Date and Time:** Tuesday, August 27, 2024 at 10:00 a.m. JST
(Reception is scheduled to start at 9:00 a.m.)
- 2. Venue:** 5F Meeting Room, Head Office of the Company located at Hulic Kamiyacho Building, 4-3-13 Toranomom, Minato-ku, Tokyo, Japan
(If you need assistance when attending the General Meeting of Shareholders in person, please contact us in advance at +81-3-6777-7881 (the main number))
- 3. Meeting Agenda:**
Matters to be reported: 1. The Business Report and the Consolidated Financial Statements for the Company’s 95th fiscal year (June 1, 2023–May 31, 2024), and the results of

- audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
2. The Non-consolidated Financial Statements for the Company's 95th fiscal year (June 1, 2023–May 31, 2024)

Proposals to be resolved:

- | | |
|-------------------|---|
| Proposal 1 | Appropriation of Surplus |
| Proposal 2 | Partial Amendments to the Articles of Incorporation |
| Proposal 3 | Election of 6 (six) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members) |

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- For this Ordinary General Meeting of Shareholders, the Company sends a paper copy of the matters subject to electronic provision measures to all shareholders regardless of whether or not they made a request for delivery of documents. In the documents mailed to shareholders, Consolidated Statements of Changes in Equity and Notes to Consolidated Financial Statements, and Non-consolidated Statements of Changes in Equity and Notes to Non-consolidated Financial Statements are not presented pursuant to the provisions of laws and regulations, and Article 14 of the Company's Articles of Incorporation. Accordingly, the documents mailed to shareholders constitute only part of the documents audited by the Audit and Supervisory Committee and the Accounting Auditor in the preparation of the Audit Report.
 - If any amendments are made to matters subject to the electronic provision measures, such amendments will be posted on the respective websites where the matters are posted.
 - If there are any significant changes in the operation of the Ordinary General Meeting of Shareholders, they will be posted on the Company's website.
The Company's website: <http://www.jdc-corporation.com/ir/>

Reference Documents for the Ordinary General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

Returning profits to shareholders is one of the priority issues of the Company's management. As a basic policy, the Company secures internal reserves needed to strengthen the financial standing and prepare for future business development, while maintaining stable dividends, after due consideration of the business results and the business environment.

In view of the above policy and the business results for the fiscal year under review, the Company proposes to pay 12 yen per share as a year-end dividend for the fiscal year under review. Accordingly, the annual dividend including an interim dividend of 10 yen will amount to 22 yen per share.

Based on the above, the surplus will be appropriated as follows.

Matters related to the year-end dividends

- (1) Type of dividend property
Cash
- (2) Allotment of dividend property and the total amount thereof
12 yen per common share of the Company
totaling 1,012,101,048 yen
- (3) Effective date for the dividends from surplus
August 28, 2024

Proposal 2: Partial Amendments to the Articles of Incorporation

- 1. Reasons for amendments
 The Company’s purposes of business, stipulated in Article 2 of the current Articles of Incorporation shall be amended to prepare for business development in the future. The resolution at this proposal shall take effect at the conclusion of this Ordinary General Meeting of Shareholders.
- 2. Details of the amendments
 The details of the amendments are as follows.

(The amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p style="text-align: center;">Chapter I General Provisions (PURPOSES)</p> <p>Article 2. The purpose of the Company shall be to engage in the following businesses:</p> <p>(1) to (11) (Provisions omitted) <u>(Newly established)</u> (12) to (18) (Provisions omitted)</p>	<p style="text-align: center;">Chapter I General Provisions (PURPOSES)</p> <p>Article 2. The purpose of the Company shall be to engage in the following businesses:</p> <p>(1) to (11) (Unchanged) <u>(12) Travel and travel agency businesses</u> (13) to (19) (Unchanged)</p>


Proposal 3: Election of 6 (six) Directors (excluding Directors Who Are Audit and Supervisory Committee Members)


The terms of office of all 6 (six) Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company proposes the election of 6 (six) Directors (excluding Directors who are Audit and Supervisory Committee Members).

The Audit and Supervisory Committee has expressed that there are no matters in particular that should be raised at the meeting about this proposal.


The candidates for Director (excluding Directors who are Audit and Supervisory Committee Members) are as follows:


No.	Name		Current positions and responsibilities at the Company
1	Isao Hayashi	<u>Reappointment</u>	Representative Director, President and CEO; COO
2	Yutaka Kikuchi	<u>Reappointment</u>	Director, Executive Officer in charge of General Marketing Management
3	Ichiro Sone	<u>Reappointment</u>	Director
4	Hiroaki Takatsu	<u>Reappointment</u> <u>Outside</u>	Outside Director
5	Hidetaka Matsuishi	<u>Reappointment</u> <u>Outside</u>	Outside Director
6	Yukie Toge	<u>Reappointment</u> <u>Outside</u>	Outside Director


No.	Name (Date of birth) (Years of service at the Company) (Male/Female)	Career summaries, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	 <p>Isao Hayashi (June 19, 1957) (One year) (Male)</p> <p><u>Reappointment</u></p>	<p>April 1982 Joined the Company</p> <p>August 2011 General Manager of Civil Engineering Department, Tokyo Branch</p> <p>August 2013 Head of Civil Engineering Division</p> <p>June 2014 Executive Officer; Head of Civil Engineering Division</p> <p>September 2016 Executive Officer; Deputy Head of Civil Engineering Division</p> <p>June 2017 Managing Officer; Head of Safety, Quality, and Environment Division</p> <p>June 2018 Managing Officer</p> <p>June 2018 Senior Managing Officer; Head of Civil Engineering Division of Kokudo Kaihatsu Industry Co., Ltd.</p> <p>August 2018 Representative Director and President of Kokudo Kaihatsu Industry Co., Ltd.</p> <p>August 2023 Representative Director, President and CEO; and COO of the Company (incumbent)</p>	45,919
<p>[Reason for nomination as a candidate for Director] Mr. Isao Hayashi has placed himself at the forefront of the civil engineering business since joining the Company, and has served as Head of Civil Engineering Division and Head of Safety, Quality, and Environment Division successively. Since August 2018, as Representative Director and President of Kokudo Kaihatsu Industry Co., Ltd., a group company, he had contributed to expanding its business. In addition, since he assumed the position of Representative Director and President of the Company in August 2023, he has strived to turn around the construction business which is faced with especially challenging business environments. Aiming to create value for the entire Group, the Company renominated him as a candidate for Director in expectation that he will lead its growth and development by using his managerial experiences.</p> <p>[Attendance at the Board of Directors meetings] 100% (attended 14 out of 14 meetings)</p>			

No.	Name (Date of birth) (Years of service at the Company) (Male/Female)	Career summaries, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
2	 <p>Yutaka Kikuchi (November 15, 1965) (One year) (Male)</p> <p><u>Reappointment</u></p>	<p>April 1989 Joined the Company</p> <p>August 2002 Site Manager of Morioka Site, Tohoku Branch</p> <p>June 2018 General Manager of Sales Department (Tohoku), Building Division</p> <p>August 2019 General Manager of Civil Engineering Sales Department (Tohoku), Civil Engineering Division; General Manager of Tohoku Branch</p> <p>June 2023 Executive Officer; Deputy Head of Civil Engineering Division; General Manager of General Marketing Management Department</p> <p>August 2023 Director, Executive Officer in charge of General Marketing Management (incumbent)</p>	28,191
<p>[Reason for nomination as a candidate for Director] Mr. Yutaka Kikuchi has been involved in the commercial sales division, especially in the Tohoku region, for many years. He has held prominent posts, including General Manager of Tohoku Branch, and has been committed to improving order-taking environments leveraging his experience in the commercial sales division. The Company believes that he is able to promote more proactive business operations to enhance the Group's corporate value because of his strong management skills. Therefore, the Company renominated him as a candidate for Director. In the meantime, the Company set up Strategic Business Promotion Office in June 2024 for the purpose of developing new businesses segments; Mr. Yutaka Kikuchi, as General Manager of the Strategic Business Promotion Office, has been engaged in business activities such as community development and decarbonization, aiming for regional co-creation.</p> <p>[Attendance at the Board of Directors meetings] 100% (attended 14 out 14 meetings)</p>			

No.	Name (Date of birth) (Years of service at the Company) (Male/Female)	Career summaries, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	 <p>Ichiro Sone (March 25, 1960) (Six years) (Male)</p> <p><u>Reappointment</u></p>	<p>April 1982 Joined the Company</p> <p>June 2005 General Manager of Administration Department, Kyushu Branch</p> <p>June 2010 General Manager of Sales Department, Kyushu Branch</p> <p>June 2014 General Manager of Kyushu Branch</p> <p>June 2015 General Manager of Development Business Division</p> <p>June 2016 Executive Officer; General Manager of Development Business Division</p> <p>April 2017 Executive Officer; Deputy General Manager of Planning Office</p> <p>August 2018 Director; Managing Officer; General Manager of Planning Office</p> <p>September 2018 Director; Managing Officer; General Manager of Planning Office; responsible for Research & Development Center</p> <p>August 2019 Director; Senior Managing Officer; Head of Real Estate Development & Energy Division; responsible for Research & Development Center</p> <p>April 2020 Director; Senior Managing Officer; Head of Real Estate Development & Energy Division</p> <p>June 2021 Director; Executive Vice President; Head of Administration Division</p> <p>June 2022 Director; Executive Vice President and COO; Head of Administration Division and CFO</p> <p>July 2023 Representative Director; Executive Vice President and COO; Head of Administration Division and CFO</p> <p>August 2023 Director (incumbent)</p>	63,374
<p>[Reason for nomination as a candidate for Director] Mr. Ichiro Sone has been involved in overall management as a Director since August 2018. Subsequently, he has consecutively held prominent posts in the Real Estate Development & Energy Business, which is the third pillar of the Company, and the Administration Division. Since July 2023, he had acted on behalf of President, as Representative Director and Executive Vice President, fulfilling his role appropriately. The Company believes that his abundant business experience and excellent initiative will contribute to the improvement of the Group's corporate value, and renominated him as a candidate for Director.</p> <p>[Attendance at the Board of Directors meetings] 94% (attended 16 out of 17 meetings)</p>			

No.	Name (Date of birth) (Years of service at the Company) (Male/Female)	Career summaries, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
4	 <p>Hiroaki Takatsu (October 2, 1952) (Five years) (Male)</p> <p>Reappointment Outside</p>	<p>April 1977 Joined Tokyo Electric Power Company June 2010 Managing Director, General Manager of R&D Division of Tokyo Electric Power Company June 2011 Managing Director; General Manager of Customer Service Division June 2012 Joined TOKO ELECTRICAL CONSTRUCTION CO., LTD. as Representative Director and President June 2014 Representative Director and President of TAKAOKA TOKO CO., LTD. June 2018 Representative Director and Chairman June 2019 Advisor August 2019 Joined the Company; Director (incumbent)</p>	5,054
<p>[Reason for nomination as a candidate for Outside Director and overview of expected role, etc.] Mr. Hiroaki Takatsu served on the management of a company as a Representative Director and possesses abundant experience and a wide range of insight. Since assuming the position of Director of the Company in August 2019, he has appropriately supervised the Group's business execution and given advice on the overall management in the fields of "corporate management," "human resources development," and "ICT & DX," fulfilling his role expected of Outside Director appropriately. Following his appointment, we expect him to continue to provide management supervision and advice as an Outside Director. [Attendance at the Board of Directors meetings] 100% (attended 17 out of 17 meetings)</p>			

No.	Name (Date of birth) (Years of service at the Company) (Male/Female)	Career summaries, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
5	 <p>Hidetaka Matsuishi (February 22, 1957) (Two years) (Male)</p> <p>Reappointment Outside</p>	<p>April 1981 Joined Ricoh Company, Ltd. October 2000 General Manager of SCM Innovation Center, Marketing Group of Ricoh Company, Ltd. January 2003 President of Nishi Tokyo Ricoh Co., Ltd. April 2005 President of Ricoh Tohoku Co., Ltd. April 2008 General Manager of Business Strategy Center, Marketing Group of Ricoh Company, Ltd. April 2009 General Manager of Major Accounts Marketing Division, Marketing Group July 2009 Representative Director and President of Ricoh IT Solutions Co., Ltd. April 2014 Group Executive Officer (Corporate Senior Vice President) of Ricoh Company, Ltd. Representative Director, President and CEO of RICOH LEASING COMPANY, LTD. June 2016 Corporate Senior Vice President General Manager of Japan Marketing Group of Ricoh Company, Ltd. Representative Director, President and CEO of Ricoh Japan Corporation April 2018 Corporate Executive Vice President CFO of Ricoh Company, Ltd. General Manager of Business Planning Division June 2018 Director of Ricoh Company, Ltd. April 2021 Executive Corporate Officer General Manager of Corporate Planning Division August 2022 Joined the Company; Director (incumbent) June 2023 Outside Director (Audit and Supervisory Committee Member) of SCSK Corporation (incumbent)</p>	1,108
<p>[Reason for nomination as a candidate for Outside Director and overview of expected role, etc.] Mr. Hidetaka Matsuishi has held prominent posts in a company that is engaged in a business different from the construction business, which is the Company's main business, and possesses extensive knowledge of corporate management. Since assuming the position of Director of the Company in August 2022, he has provided supervision and advice in the fields of "corporate management," "accounting," "ICT & DX," and "sales," fulfilling his role expected of Outside Director appropriately. Following his appointment, we expect him to continue to provide supervision and advice on the overall management of the Company as an Outside Director. [Attendance at the Board of Directors meetings] 100% (attended 17 out of 17 meetings)</p>			

No.	Name (Date of birth) (Years of service at the Company) (Male/Female)	Career summaries, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
6	 Yukie Toge (December 22, 1966) (Two years) (Female) Reappointment Outside	May 1999 Registered as a Certified Public Accountant February 2003 Head of Toge Yukie CPA Office (incumbent) June 2007 Representative Director of Felice Consulting Ltd. (incumbent) March 2019 Outside Director (Audit & Supervisory Committee Member) of Mabuchi Motor Co., Ltd. June 2019 Outside Audit & Supervisory Board Member of Seven Bank, Ltd. August 2022 Joined the Company; Director (incumbent)	1,829
<p>[Reason for nomination as a candidate for Outside Director and overview of expected role, etc.] Ms. Yukie Toge has specialized knowledge as a certified public accountant, extensive insight as an accounting and systems consultant, and achievements in management supervision of companies engaged in businesses different from the Company's main business, fulfilling her role expected of Outside Director appropriately. Following her appointment, we expect her to continue to provide supervision and advice on the overall management of the Company as an Outside Director, utilizing the experience and knowledge she has gained thus far in the fields of "accounting," "human resource development," and "ICT & DX." [Attendance at the Board of Directors meetings] 100% (attended 17 out of 17 meetings)</p>			

(Notes)

1. The "number of shares of the Company held" by each of the candidates for Director (excluding Directors who are Audit and Supervisory Committee Members) presents the number of shares including those held through JDC Officers Shareholding Association.
2. There are no special interests between any of the candidates and the Company.
3. Mr. Hidetaka Matsuishi is Director (Audit and Supervisory Committee Member) of SCSK Corporation. In the most recent fiscal year, the amount of annual transactions between the Company and SCSK Corporation was less than 2% of consolidated net sales of each company.
4. Ms. Yukie Toge is Head of Toge Yukie CPA Office and Representative Director of Felice Consulting Ltd. However, there are no transactions between those two companies and the Company.
5. Mr. Hiroaki Takatsu, Mr. Hidetaka Matsuishi, and Ms. Yukie Toge are candidates for Outside Director. The Company has appointed them as independent directors prescribed by the Tokyo Stock Exchange. If they are reappointed as Director, they will continue to be appointed as independent directors.
6. If the election of Mr. Hiroaki Takatsu, Mr. Hidetaka Matsuishi, and Ms. Yukie Toge are approved, the Company will continue to sign an agreement with them to limit their liabilities to the amount stipulated by laws and regulations, in accordance with Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation of the Company.
7. The Company has entered into a liability insurance agreement for officers, etc. with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The outline of the agreement is described on page 26 of the Business Report (4. (3) Outline of the Content of Liability Insurance Agreement for Officers, etc.) (in Japanese). If the elections of the candidates for Director are approved, they will be included as insured parties in said insurance agreement.
8. Ms. Yukie Toge's name in her family register is Yukie Iijima.

Reference

If all candidates stated in this Notice are appointed as proposed, the Board of Directors will have members with diverse expertise as follows.

Name	Main areas of expertise					
	Corporate management	Finance and Accounting	Legal affairs Compliance	Human resource development	ICT & DX Technological development Construction technology	Sales Marketing
Isao Hayashi Representative Director, President and CEO; COO	○				○	○
Yutaka Kikuchi Director; Executive Officer; General Manager, Strategic Business Promotion Office; responsible for Safety & Health Management Office	○					○
Ichiro Sone Director	○	○				
Hiroaki Takatsu Director (Outside)	○			○	○	
Hidetaka Matsuishi Director (Outside)	○	○			○	○
Yukie Toge Director (Outside)		○		○	○	
Kimio Masunari Director, Full-time Audit and Supervisory Committee Member	○	○	○			
Fumihiko Kamoshida Director, Audit and Supervisory Committee Member (Outside)	○	○	○			
Kensaku Watanabe Director, Audit and Supervisory Committee Member (Outside)			○			

Definition of Each Skill

Corporate management	Having experience in corporate management (including sustainability and ESG) gained as Director or through other posts in a publicly traded company or the Group, or equivalent knowledge/experience
Finance and Accounting	Having professional knowledge on/experience in finance and accounting gained as a certified public accountant or through other posts, or management experience at a financial institution
Legal affairs Compliance	Having knowledge/experience relating to legal affairs or compliance gained as an attorney-at-law or through other posts
Human resource development	Having knowledge/experience relating to strengthening human capital, diversity & inclusion, and human resource management
ICT & DX Technological development Construction technology	Having knowledge/experience relating to telecommunications, digital transformation (DX), technological development, or construction technologies
Sales Marketing	Having knowledge on/experience in sales and marketing relating to business in a publicly traded company or the Group