

Translation: Please note that the following purports to be an accurately translated excerpt of the original Japanese version prepared for the convenience of investors outside Japan. However, in the case of any discrepancy between the translation and the Japanese original, the latter shall prevail.

Securities Code: 1885

June 4, 2026

(Commencement of electronic provision measures: May 28, 2026)

To Those Shareholders with Voting Rights

TOA CORPORATION

3-7-1, Nishi-shinjuku, Shinjuku-ku, Tokyo

Takeshi Hayakawa

President and Representative Director

**NOTICE OF
THE 136th ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

You are cordially invited to the 136th Ordinary General Meeting of Shareholders (the “Meeting”) of TOA CORPORATION (the “Company”).

In convening this General Meeting of Shareholders, the Company has taken measures for providing information electronically. The Company is posting electronic provision measures matters as the “NOTICE OF THE 136th ORDINARY GENERAL MEETING OF SHAREHOLDERS” and “OTHER ELECTRONIC PROVISION MEASURES MATTERS FOR THE 136th ORDINARY GENERAL MEETING OF SHAREHOLDERS (MATTERS OMITTED IN DOCUMENTS DELIVERED IN A PAPER FORM)” on the following website on the Internet.

Company website

[https://www.toa-const.co.jp/
eng/ir/](https://www.toa-const.co.jp/eng/ir/)

Tokyo Stock Exchange website

[https://www2.jpx.co.jp/
tseHpFront/JJK020010Action.do?
Show=Show](https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show)

Net de Shoshu (online
convocation) website

[https://s.srdb.jp/1885/
\(available in Japanese only\)](https://s.srdb.jp/1885/)

* If you use the Tokyo Stock Exchange website, please access the above website, and then search by entering our company name or securities code, and select “Basic information” and then “Documents for public inspection/PR information” to confirm the details.

If you are unable to attend the Meeting, you may exercise your voting rights via the internet or in writing (by mail). Please exercise your voting rights before 5:30 p.m., Japan Standard Time (JST) on Thursday, June 25, 2026.

1. **Date and Time:** Friday, June 26, 2026, at 10:00 a.m., JST
(The reception will begin at 9:00 a.m.)
2. **Venue:** PARK TOWER HALL, 3rd Floor, SHINJUKU PARK TOWER
at 3-7-1, Nishi-shinjuku, Shinjuku-ku, Tokyo, Japan
(Please refer to the map of the Meeting venue at the end of this document.)
3. **Meeting Agenda:**
Matters to be reported:
 1. The Business Report and Consolidated Financial Statements for the Company's 136th Fiscal Year (from April 1, 2025, to March 31, 2026) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 136th Fiscal Year (from April 1, 2025, to March 31, 2026)

Proposals to be resolved:

Proposal No. 1: Appropriation of Surplus

Proposal No. 2: Election of Five (5) Directors (Excluding Directors Who are Audit & Supervisory Committee Members)

4. Other Matters related to the Meeting

Shareholders who will be absent from the Meeting may exercise voting rights by nominating an agent who is also a shareholder with voting rights. In this situation, a document verifying the power of attorney shall be submitted to the Company.

- Shareholders who attend the Meeting in person are requested to submit the enclosed voting form at the reception.
- In case a revision becomes necessary for electronic provision measures matters, the contents of the revision will be posted on the websites shown above.

[Reference Materials for the General Meeting of Shareholders]

Proposals and References

Proposal No. 1 Appropriation of Surplus

As for appropriation of retained earnings, as announced in the “Medium-term Management Plan <2026-2028>,” released on March 16, 2026, the Company has set the target of maintaining a dividend payout ratio on a consolidated basis of 40% or higher, so as to ensure stable dividends and to provide enhanced shareholder returns as profits increase.

The Company proposes appropriation of surplus as follows in comprehensive consideration of business results for the fiscal year under review, the business conditions, and business environment surrounding the Company, etc.

Year-end Dividend

(1) Type of dividend property

Cash

(2) Allocation of dividend property to shareholders and total amount thereof

¥62 per share of the common stock of the Company

(including special dividend of ¥23 per share)


¥5,072,465,520 in total


(Reference) The annual dividend, including the interim dividend of ¥38 per share, amounts to a total of ¥100 per share.

(3) Effective date of dividend payment


June 29, 2026

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
2	<p data-bbox="193 685 443 763">Takeshi Nakao (September 27, 1967)</p> 	<p data-bbox="469 286 1257 1420"> April 1991 Joined the Company April 2015 Deputy General Manager of Personnel Department and Manager of Personnel Section, Administration General Headquarters April 2016 General Manager of General Affairs Department, Yokohama Branch Office April 2017 General Manager of Personnel Department, Administration General Headquarters April 2019 General Manager of Management Planning Department April 2022 Executive Officer (Head of Administration General Headquarters) June 2022 Director and Executive Officer (Head of Administration General Headquarters) April 2023 Director and Executive Officer (Head of Administration General Headquarters, Responsible for Secretarial Office) April 2024 Representative Director and Managing Executive Officer (Head of Administration General Headquarters, Responsible for Secretarial Office) November 2024 Representative Director and Managing Executive Officer (Head of Administration General Headquarters, Responsible for Internal Audit Department and Secretarial Office) April 2025 Representative Director and Senior Executive Officer (Head of Corporate Management General Headquarters, Responsible for Digital Transformation Strategy Department, Internal Audit Department, and Secretarial Office) April 2026 Representative Director and Senior Executive Officer (Head of Corporate Management General Headquarters, Responsible for Internal Audit Department and Secretarial Office) (to present) </p>	15,900 shares
<p data-bbox="188 1429 783 1458">Reason for Nomination as Candidate for Director</p> <p data-bbox="188 1464 1473 1574">Mr. Takeshi Nakao has strong leadership with ability to take initiatives based on his experiences having belonged to administration business unit for considerable period of time after joining the Company, including administration, personnel, and management planning business units.</p> <p data-bbox="188 1581 1473 1727">The Company thus believes that he is capable of continuing to appropriately perform the duties of Directors of the Company to instruct and supervise the whole Group as a leader of the administration business unit to promote the new Medium-term Management Plan and achieve medium- to long-term increase in the corporate value of the Group. Accordingly, the Company hereby proposes his appointment as a Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Katsuhisa Kimura (February 11, 1963) 	April 1990 Joined the Company April 2014 General Manager of Civil Engineering Department, International Business Unit April 2017 General Manager of Sales Department, International Business Unit April 2020 Executive Officer (Deputy Head of International General Headquarters) April 2022 Executive Officer (Head of International General Headquarters) April 2023 Managing Executive Officer (Head of International General Headquarters) June 2023 Director and Managing Executive Officer (Head of International General Headquarters) April 2025 Director and Senior Executive Officer (Head of International General Headquarters) (to present)	25,400 shares
<p>Reason for Nomination as Candidate for Director</p> <p>Mr. Katsuhisa Kimura has strong leadership with ability to take initiatives based on his overseas worksite and management experiences, having belonged to international business unit for considerable period of time after joining the Company.</p> <p>The Company thus believes that he is capable of continuing to appropriately perform the duties of Directors of the Company to instruct and supervise the whole Group as a leader of the international business to promote the new Medium-term Management Plan and achieve medium- to long-term increase in the corporate value of the Group. Accordingly, the Company hereby proposes his appointment as a Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
4	<div style="text-align: center;"> Outside Independent Shiro Kuniya (February 22, 1957)  </div>	<p>April 1982 Registered as attorney-at-law (Osaka Bar Association)</p> <p>April 1982 Joined Oh-Ebashi Law Offices (currently Oh-Ebashi LPC & Partners)</p> <p>May 1987 Registered as attorney-at-law at New York Bar Association</p> <p>June 1997 External Corporate Auditor of Sunstar Inc.</p> <p>April 2002 Managing Partner of Oh-Ebashi LPC & Partners</p> <p>June 2006 External Corporate Auditor of NIDEC CORPORATION</p> <p>March 2012 Outside Director of NEXON Co., Ltd.</p> <p>June 2012 Outside Director of EBARA CORPORATION</p> <p>June 2013 Outside Director of Sony Financial Group Inc.</p> <p>June 2013 External Corporate Auditor of Takeda Pharmaceutical Company Limited</p> <p>June 2016 Outside Director and Audit & Supervisory Committee Member of Takeda Pharmaceutical Company Limited</p> <p>March 2018 Outside Director (Audit & Supervisory Committee Member) of NEXON Co., Ltd. (to present)</p> <p>June 2019 Outside Director of Takeda Pharmaceutical Company Limited</p> <p>June 2021 Outside Director of the Company (to present)</p> <p>February 2023 Partner of Oh-Ebashi LPC & Partners (to present)</p> <p>June 2025 Outside Director of JERA Co., Inc. (to present)</p> <p>[Significant concurrent positions]</p> <p style="padding-left: 40px;">Partner of Oh-Ebashi LPC & Partners</p> <p style="padding-left: 40px;">Outside Director (Audit & Supervisory Committee Member) of NEXON Co., Ltd.</p> <p style="padding-left: 40px;">Outside Director of JERA Co., Inc.</p>	0 shares
<p>Reason for Nomination as Candidate for Outside Director and Overview of Expected Roles</p> <p>Mr. Shiro Kuniya has abundant experience and profound insight on corporate legal affairs and international legal affairs as a legal professional, having served as Partner of Oh-Ebashi LPC & Partners and a New York State licensed attorney-at-law. He has also served as External Corporate Auditor and Outside Director at other companies for many years and has therefore gained global and advanced knowledge on corporate management. The Company thus believes that he is more than capable of fulfilling the role of enhancing supervision over the execution of duties by Directors of the Company. Accordingly, the Company hereby proposes his appointment as an Outside Director. If his reappointment is approved, the Company expects him to make decisions on important managerial issues, such as the expansion of international territories through the potential enhancement of alliances with local</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
			<p>partners, and to appropriately perform his duties of supervising business execution for the Company. He will have served for five years as an Outside Director at the close of this General Meeting of Shareholders.</p>

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
5	<div style="text-align: center;"> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Outside</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Independent</div> Kanako Sekine (September 16, 1959)  </div>	<p>March 1984 Corporate Finance, Tokyo Branch Office, Smith Barney, Harris Upham & Co. Inc.</p> <p>September 1988 Investment Banking, New York Headquarters, Smith Barney, Harris Upham & Co. Inc.</p> <p>April 1993 London Headquarters, European Bank for Reconstruction and Development</p> <p>November 1998 Outside Director of Sevryba International Shipping Ltd.</p> <p>August 1999 Director of Financial Institutions, London Headquarters, European Bank for Reconstruction and Development</p> <p>May 2000 Outside Director of SKB Banka D.D.</p> <p>April 2002 Outside Director and Remuneration and Nomination Committee Member of Ceskoslovenska obchodni banka, a.s. (ČSOB)</p> <p>August 2008 COO, Managing Director of Troika Capital Partners</p> <p>February 2011 Managing Director of Banking, Portfolio, London Headquarters, European Bank for Reconstruction and Development</p> <p>May 2016 Outside Director of Sompo Sigorta A.S.</p> <p>May 2018 Retired from European Bank for Reconstruction and Development</p> <p>March 2019 Outside Director of Kyrgyz Investment and Credit Bank (to present)</p> <p>June 2021 Consultant to the Board of Directors (part-time) of European Fund for Southeast Europe, SA SICAV-SIF</p> <p>April 2024 Outside Director (Audit & Supervisory Committee Member) of the Company</p> <p>June 2024 Outside Director of the Company (to present)</p> <p>[Significant concurrent positions] Outside Director of Kyrgyz Investment and Credit Bank</p>	0 shares
<p>Reason for Nomination as Candidate for Outside Director and Overview of Expected Roles</p> <p>Ms. Kanako Sekine has held senior positions at financial institutions and international organizations in the U.S., Europe, and other countries that are at the forefront of multinational, multicultural, and diversity. She has profound insight, global sensibility and abundant experience in the areas of investment, corporate governance, and risk management based on the principles of sustainability. The Company thus believes that she has the ability to enhance the supervision of the execution of duties by Directors of the Company. Accordingly, the Company hereby proposes her appointment as an Outside Director. If her reappointment is approved, the Company expects her to appropriately make decisions on important managerial issues, and to perform her duties of supervising business execution for the Company. She will have served for two years and three months as an Outside Director at the close of this General Meeting of Shareholders.</p>			

(Notes)

1. There are no special interests between any of the candidates and the Company.
2. Directors and officers liability insurance contract
The Company has concluded with an insurance company a directors and officers liability insurance contract to cover legal damages or other expenses that might arise due to an act committed by the insured in the course of their respective duties. If the appointment of each candidate for Director is approved, he/she will be included as the insured under this insurance policy. The term of the said contract is one (1) year, and the Company plans to renew it with a resolution by the Board of Directors before it expires. Insurance premiums for the said contract are all borne by the Company.
3. Mr. Shiro Kuniya and Ms. Kanako Sekine are candidates for the positions of Outside Directors.
4. Independence of Outside Director
The Company does not have special relationships with Oh-Ebashi LPC & Partners, where Mr. Shiro Kuniya serves as Partner, NEXON Co., Ltd., where he serves as Outside Director (Audit & Supervisory Committee Member), or JERA Co., Inc., where he serves as Outside Director. The Company has notified the Tokyo Stock Exchange, Inc. (TSE) and Sapporo Securities Exchange (SSE) about her appointment as Independent Officer as prescribed in the TSE/SSE regulations.
The Company does not have special relationships with Kyrgyz Investment and Credit Bank, where Ms. Kanako Sekine serves as Outside Director. The Company has notified the Tokyo Stock Exchange, Inc. (TSE) and Sapporo Securities Exchange (SSE) about her appointment as Independent Officer as prescribed in the TSE/SSE regulations.
5. Liability limitation contract
The Company has, pursuant to Article 427, Paragraph (1) of the Companies Act, concluded contracts with Directors who do not execute business which sets a certain limit to their liability as provided in Article 423, Paragraph (1) of the said Act, if they have incurred any liability in the course of executing their duties in good faith and without gross negligence. The maximum amount of liability under the contracts will be the minimum liability amount stipulated by laws and regulations.
If the reappointment of Mr. Shiro Kuniya and Ms. Kanako Sekine is approved, the Company plans to continue the said contracts with them.

[Reference] Skills Matrix for Directors

		Corporate management	Safety/Environment/Quality	Finance/Accounting	Technology	Sales	Legal affairs	Global	HR development	Board of Directors	Audit & Supervisory Committee Member	Nomination & Remuneration Advisory Committee Member	Management Council	Sustainability Committee Member
	Takeshi Hayakawa	○	○		○	○		○		○		○	◎	◎
	Takeshi Nakao	○		○			○		○	○		○	○	○
	Katsuhisa Kimura		○		○	○		○	○	○			○	○
	Shiro Kuniya [Outside] [Independent]	○					○	○		◎				
	Kanako Sekine [Outside] [Independent]	○	○	○			○	○		○				○
	Masahiko Okamura [Outside] [Independent]	○				○		○		○	◎	◎		○
	Michi Handa (Michi Sasano) [Outside] [Independent]	○		○			○	○	○	○	○	○		
	Tetsuya Kimura			○			○			○	○		○	○
	Satoshi Tamai [Outside] [Independent]			○			○			○	○	○		

- (Notes) 1. The above matrix is not an exhaustive summary of the knowledge and experience of each Director.
2. ◎ indicates the Chairperson of the Committee/Council.

Skill	Definition
Corporate management	Based on socioeconomic trends, establish management policies and strategies from a medium- to long-term perspective, make timely and appropriate decisions, and operate and promote the overall business of the Company.
Safety/ Environment /Quality	Promote the elimination of accidents with specialized knowledge and sufficient experience to prevent occupational accidents and environmental accidents at construction sites. Understand societal demands for the global environment, such as decarbonization, and have the knowledge to lead them into business opportunities.
Finance/Accounting	Objectively analyze corporate management from a financial perspective, formulate financial policies, such as the review of required financing means based on the situation of capital investment, etc., and provide appropriate financial/accounting information to the outside of the Company.
Technology	Possess advanced specialized knowledge and sufficient experience in civil engineering and construction technologies, and utilize digital technology, etc. to promote each business and research and development.
Sales/Marketing	Formulate and promote sales strategy, utilizing extensive knowledge on the market trends of the civil engineering, construction, and overseas businesses.
Legal affairs/Risk management	Be well versed in corporate legal affairs, and be responsible for important decisions on risk control and the legal evaluation of management strategy. Prevent compliance violations with sound ethics.
Global	Possess a wealth of knowledge and experience in the global construction market, risk trends, and overseas business, and promote overseas business strategy.
HR development /Diversity	Possess the knowledge and experience to develop human resources that will enable business continuity of the Company toward the future. Possess the knowledge and experience to develop diverse human resources, such as women, foreigners, and people with disabilities.

Directors' Diversity

The Board of Directors makes decisions on important issues relating to corporate management policy and execution of relevant duties. Accordingly, the Company elects Directors from among persons of character who have specialized knowledge, experience, and skills in the fields such as technology, sales, legal affairs, finance, and human resource development, which are necessary to execute each business, taking into account diverse aspects including gender, internationality, career, and age. The Company believes that such diversity benefits companies by providing them with a wide range of perspectives and insights.

If the proposal No. 2 is approved at this General Meeting of Shareholders and comes into effect, the composition of the Board of Directors will be five Independent Outside Directors out of nine (of which two are female Directors, accounting for 22.2% of the total) Directors. The Company will continue to strive to strengthen the functions of the Board of Directors and ensure its diversity.

Our policy concerning strategic shareholdings and the state of their reduction

Under a policy of reducing strategic shareholdings, of which continued holding is not justified, the Company annually examines such shareholdings by conducting a quantitative assessment, looking at whether the benefits and risks of each shareholding is commensurate with the capital cost, and a qualitative assessment, looking at whether the shareholding will help increase our medium-to long-term corporate value. Based on those assessments, the Company determines whether it should continue to own or sell strategic shareholdings.

Under the Medium-term Management Plan (FY2023-2025), the Company had pursued the sales of strategic shareholdings based on a policy of reducing strategic shareholdings to not more than 10% of net assets during the period of the Management Plan. However, due to a rapid rise in stock prices, we were unable to achieve this goal. Therefore, under the new Medium-term Management Plan (FY2026-FY2028), we have adopted a policy of keeping the holding amount of strategic shareholdings (excluding deemed holdings) to less than 10% of consolidated net assets during the period of the current Medium-term Management Plan).

<State of holding (holding amount) as of the end of the past three fiscal years>

	134th term As of March 31, 2024		135th term As of March 31, 2025		136th term As of March 31, 2026	
	Number of stocks	Total amounts on the balance sheet (Millions of yen)	Number of stocks	Total amounts on the balance sheet (Millions of yen)	Number of stocks	Total amounts on the balance sheet (Millions of yen)
Unlisted shares	40	1,477	38	1,461	36	1,460
Shares other than unlisted shares	32	11,431	33	11,013	23	11,566
Total (1)	72	12,908	71	12,474	59	13,027
Deemed shareholdings	9	8,114	9	5,645	8	5,868
Total (2)	81	21,023	80	18,120	67	18,896
Consolidated net assets (3)	-	96,700	-	107,873	-	117,926
Ratio to consolidated net assets ((1)/(3))	-	13.3%	-	11.6%	-	11.0%
Ratio to consolidated net assets ((2)/(3)) Including deemed holdings	-	21.7%	-	16.8%	-	16.0%

<Results of reduction (sales amount) in strategic shareholdings in the past three years>

	134th term FY2023		135th term FY2024		136th term FY2025	
	Number of stocks	Sales amounts (Millions of yen)	Number of stocks	Sales amounts (Millions of yen)	Number of stocks	Sales amounts (Millions of yen)
Unlisted shares	-	-	2	50	1	0
Shares other than unlisted shares	5	354	7	1,801	13	2,398
Deemed shareholdings	-	-	-	-	1	1,655