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September 29, 2022

**To Shareholders:**

Hiroaki Shinya  
Representative Director and President  
NIPPON KOEI CO., LTD.  
4, Kojimachi 5-chome, Chiyoda-ku, Tokyo, Japan

**RESOLUTIONS OF  
THE 78TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

The following matters were reported and resolved at the 78th Annual General Meeting of Shareholders of NIPPON KOEI CO., LTD. (the “Company”).

**Matters reported:**

1. The Business Report, Consolidated Financial Statements and Nonconsolidated Financial Statements for the Company’s 78th Fiscal Year (July 1, 2021 - June 30, 2022)
2. Results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements

The above contents were reported.

**Proposals resolved:**

**Proposal 1:** Approval of a Share Transfer Plan

The proposal was approved and resolved as originally proposed, and it was resolved to implement a share transfer with Integrated Design & Engineering Holdings Co., Ltd. becoming a wholly owning parent company, of which the Company will become a wholly owned subsidiary via a sole share transfer effective July 3, 2023 (planned).

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

The proposal was approved and resolved as originally proposed.

The reasons for and a summary of details of the amendments are as follows.

- (1) Subject to the share transfer taking effect, the holding company will become the Company’s sole shareholder, and the provisions concerning the record date for voting rights at the Ordinary General Meeting of Shareholders will become redundant. Therefore, it was resolved to delete Article 11 (Record Date) of the Articles of Incorporation.
- (2) Pursuant to the enforcement of the amended provisions in the “Act Partially Amending the Companies Act” on September 1, 2022, provisions concerning the system for electronic provision of materials for general meetings of shareholders were newly established, among others.

**Proposal 3:** Revisions to the Restricted Stock Compensation Plan for Directors

The proposal was approved and resolved as originally proposed, and provisions regarding the treatment of restricted stock in the event that restricted stock is issued after a proposal for organizational restructuring, etc., such as a share transfer plan, is approved by the Company’s General Meeting of Shareholders, were newly established within the current plan which was approved at the 73rd Annual General Meeting of Shareholders held on September 28, 2017.

**Proposal 4:** Election of 11 Directors

The proposal was approved and resolved as originally proposed, and 10 Directors, Messrs. Ryuichi Arimoto, Hiroaki Shinya, Takayasu Tsuyusaki, Haruhiko Kanai, Noriaki Yoshida,

Yasushi Hirusaki, Tomohisa Fukuoka, Hiizu Ichikawa, Kazumasa Kusaka and Ms. Yoko Ishida were reelected and assumed their respective offices, and 1 Director, Mr. Hiroshi Yokota was newly elected and assumed his office.

**Proposal 5:** Election of 2 Audit & Supervisory Board Members

The proposal was approved and resolved as originally proposed, and Audit & Supervisory Board Members Messrs. Yoshizo Goto and Naoki Honjo were reelected and assumed their respective offices.

**Proposal 6:** Election of 1 Substitute Audit & Supervisory Board Member

The proposal was approved and resolved as originally proposed, and Mr. Kazuhiko Yamagishi was elected as substitute Audit & Supervisory Board Member in preparation of a shortage in the number of Audit & Supervisory Board Members stipulated in the laws and regulations.

In addition, the following Representative Directors and Directors with title were elected at the Board of Directors held after the conclusion of the Annual General Meeting of Shareholders and assumed their respective offices. The new structure of officers including Executive Officers is as follows.

Director and Chairman	Ryuichi Arimoto	Director (Outside Director)	Hiizu Ichikawa
Representative Director and President	Hiroaki Shinya	Director (Outside Director)	Kazumasa Kusaka
Director and Vice President	Takayasu Tsuyusaki	Director (Outside Director)	Yoko Ishida
Representative Director and Senior Managing Executive Officer	Haruhiko Kanai	Full-time Audit & Supervisory Board Member	Yoshizo Goto
Representative Director and Senior Managing Executive Officer	Noriaki Yoshida	Full-time Audit & Supervisory Board Member (Outside Audit & Supervisory Board Member)	Kunio Okamura
Director and Managing Executive Officer	Yasushi Hirusaki	Audit & Supervisory Board Member	Naoki Honjo
Director and Managing Executive Officer	Tomohisa Fukuoka	Audit & Supervisory Board Member (Outside Audit & Supervisory Board Member)	Yoshiko Koizumi
Director and Managing Executive Officer	Hiroshi Yokota (newly elected)		
Executive Vice President	Yuichi Ishikawa	Executive Officer	Osamu Katsuyama
Managing Executive Officer	Ken Nishino	Executive Officer	Yoshikazu Takahashi
Managing Executive Officer	Hiroshi Matsuda	Executive Officer	Tadahisa Matsunaga
Managing Executive Officer	Yasusuke Kurosaki	Executive Officer	Shinichi Mizokuchi
Managing Executive Officer	Hideo Tamura	Executive Officer	Shinji Ishikawa

Executive Officer	Kevin Tynes	Executive Officer	Kazuhiro Ibayashi
Executive Officer	Hiroyuki Yamate	Executive Officer	Naoki Kudo
Executive Officer	Noriyuki Nakashima	Executive Officer	Minoru Uemoto
Executive Officer	Toru Nakagawa	Executive Officer	Tomoo Tomoda
Executive Officer	Michio Hasegawa	Executive Officer	Nobuyuki Shibasaki
Executive Officer	Takuro Hamanaka	Executive Officer	Shinichi Suetake
Executive Officer	Katsuya Fukasaku	Executive Officer	Keita Lee
Executive Officer	Masaru Onodera		