

This English translation is made for reference purposes only, and in the event of any discrepancies between the English version and the Japanese version, the Japanese version prevails.

Securities Code: 1720

June 6, 2019

To Our Shareholders:

1-16-14 Shibuya, Shibuya-ku, Tokyo

Tokyu Construction Co., Ltd.

Mitsuhiro Terada, Representative Director, President

Notice of the 16th Annual General Meeting of Shareholders

The Company would hereby like to request shareholders to attend the Company's 16th Annual Meeting of Shareholders as described below.

If you are unable to attend the meeting on the date, you may also exercise your voting rights in writing or through the Internet or other means. We kindly request you to read the following Reference Document for the Annual General Meeting of Shareholders and exercise your voting rights no later than 6:00 p.m. on June 24, 2019 (Monday).

Sincerely yours,

1. Date: 10:00 a.m., June 25 (Tuesday), 2019
(Reception will begin at 9:00 a.m.)
2. Venue: Hikarie Hall, 9F, Shibuya Hikarie
2-21-1 Shibuya, Shibuya-ku, Tokyo
(As the venue is different from last year's, please refer to the Guide Map for the venue of the Annual General Meeting of Shareholders on the last page to make sure of the location.)
3. Purposes:
Items to be reported:
 1. The business report, the consolidated financial statements and the results of consolidated financial statement audits by the Accounting Auditor and the Board of Auditors for the 16th business period (April 1, 2018 to March 31, 2019)
 2. The non-consolidated financial statements for the 16th business period (April 1, 2018 to March 31, 2019)

Items to be resolved:

- Agenda No. 1: Appropriation of Retained Earnings
Agenda No. 2: Partial Amendment to the Articles of Incorporation
Agenda No. 3: Election of Eleven (11) Directors

-
- ⊙ Of the documents included in the Appendix to this Notice of Convocation of the General Meeting of Shareholders, the Business Report is among the documents audited by the Board of Auditors, and the Consolidated Financial Statements and Non-consolidated Financial Statements are among the documents audited by the Accounting Auditor and the Board of Auditors. The circumstances of the accounting auditor and the system to secure the appropriateness of business operations and the outline of the operating circumstances of the said system of the Business Report, the Consolidated Statements of changes in net assets and the Notes to the Consolidated Financial Statements of the Consolidated Financial Statements, and the Non-consolidated Statements of Changes in Net Assets and the Notes to the Non-consolidated Financial Statements of the Non-consolidated Financial Statements are posted on the Company's website in accordance with laws and ordinances and provisions of Article 16 of the Company's Articles of Incorporation.
 - ⊙ Results of resolutions at this Annual General Meeting of Shareholders will be listed on the Company's website via the Internet after this Annual General Meeting of Shareholders, in lieu of notifying you in writing.
 - ⊙ If there are any revisions to the Reference Document for the Annual Meeting of Shareholders, and/or the business report, the consolidated and the non-consolidated financial statements, such revisions will be listed on the Company's website.

Company's website <https://www.tokyu-cnst.co.jp/>

Reference Document for the Annual Meeting of Shareholders

Meeting Agenda and Referential Matters

Agenda No. 1: Appropriation of Retained Earnings

The Company regards stable and sustained profit returns to shareholders as a key policy, while recognizing the importance of securing ample internal reserves for investments and other initiatives to increase corporate value, and further improving financial strength to deal with medium- and long-term risks. In line with this policy, the Company aims to pay dividends while targeting 20% or higher in the consolidated payout ratio and implement profit returns including share buybacks, in a flexible manner based on operating results.

Under this policy, the Company will request appropriation of retained earnings as follows:

Year-end Dividend

- (1) Matters concerning allocation of dividend property to shareholders and total amount thereof
20 yen per common share of the Company Total amount: ¥ 2,134,071,520
This will bring the annual dividend to 30 yen per share, including the interim dividend of 10 yen per share.
- (2) Effective date on which dividends are disbursed from retained earnings
June 26, 2019

Agenda No. 2: Partial Amendment to the Articles of Incorporation

1. Reasons for proposal

The Company proposes adding a new provision which will enable the appointment of Director and Vice Chairman as Director with special titles. This is intended to establish a management structure to promptly act in response to changes in the business environment, and further strengthen and enhance the management base.

2. The details of revision

The details of revision of the Articles of Incorporation are as follows.

(Those to be amended are underlined.)

| Current Articles of Incorporation | Proposed amendments |
|--|---|
| Chapter 4 Director and Board of Directors (Representative Director and Director with special titles) | Chapter 4 Director and Board of Directors (Representative Director and Director with special titles) |
| Article 23 The Board of Directors shall elect Representative Director by resolution. The Director and President must be the Representative Director. | Article 23 The Board of Directors shall elect Representative Director by resolution. The Director and President must be the Representative Director. |
| 2. The Board of Directors may, by resolution, appoint one (1) person for each position of Director and Chairman and Director and President, and one (1) or more persons for each position of Director and Vice President, Senior Managing Director, and Managing Director. | 2. The Board of Directors may, by resolution, appoint one (1) person for each position of Director and Chairman, <u>Director and Vice Chairman</u> , and Director and President, and one (1) or more persons for each position of Director and Vice President, Senior Managing Director, and Managing Director. |

Agenda No. 3: Election of Eleven (11) Directors

The terms of office of all of the current Directors will expire at the close of this General Meeting of Shareholders. Accordingly, we propose the election of eleven (11) Directors with an increase of one (1) Outside Director to strengthen the Company's corporate governance.

The candidates for Directors are as follows.

[Reference: List of Candidates]

| Candidate No. | | Name | Current positions | Attendance at Board of Directors meetings | | |
|---------------|-----------------|-------------------|--|---|----------|-----------------------|
| 1 | Reappointed | Tsuneo Iizuka | Representative Director, Chairman | 14/15 meetings (93.3%) | | |
| 2 | Reappointed | Toshio Imamura | Representative Director | 12/12 meetings (100%) | | |
| 3 | Reappointed | Mitsuhiro Terada | Representative Director, President | 15/15 meetings (100%) | | |
| 4 | Reappointed | Kazushige Asano | Representative Director, Senior Executive Vice President | 15/15 meetings (100%) | | |
| 5 | Reappointed | Motoyuki Takagi | Director, Senior Managing Executive Officer | 15/15 meetings (100%) | | |
| 6 | Reappointed | Masatoshi Shimizu | Director, Senior Executive Officer | 15/15 meetings (100%) | | |
| 7 | Reappointed | Yushi Tsukui | Director, Senior Executive Officer | 11/12 meetings (91.7%) | | |
| 8 | Reappointed | Outside Director | Independent Officer | Hiroshi Otsuka | Director | 15/15 meetings (100%) |
| 9 | Reappointed | Outside Director | Independent Officer | Yutaka Kubota | Director | 15/15 meetings (100%) |
| 10 | Reappointed | Outside Director | | Masao Tomoe | Director | 12/12 meetings (100%) |
| 11 | Newly Appointed | Outside Director | Independent Officer | Kahori Yoshida | * | * |

Note: No description marked with * means not being applicable due to a newly appointed candidate.



1 Tsuneo Iizuka (August 5, 1948)

Reappointed

Brief profile, position, responsibility and significant concurrent positions

- April 1971 Joined Tokyu Construction Co., Ltd. (“the Company”)
- October 2003 Executive Officer of the Company
- June 2004 Senior Executive Officer of the Company
- June 2006 Director, Senior Executive Officer of the Company
- April 2008 General Manager, Civil Engineering Division of the Company
- June 2009 Representative Director, Senior Managing Executive Officer of the Company
- April 2010 Representative Director, President of the Company
- June 2018 Representative Director, Chairman of the Company (to present)

(significant concurrent positions)

Outside Director of Seikitokyu Kogyo Co., Ltd.

Chairman of The Associated General Contractors of Tokyo

- Number of the Company’s shares owned
75,540 shares
- Term of Office for Director
13 years
- Attendance at Board of Directors meetings:
14/15meetings (93.3%)

■ Reasons for the election of candidate for Director

Mr. Iizuka has been serving as Representative Director of the Company since 2009. He has abundant experience and extensive expertise as a business manager and has properly performed his duties for administration and oversight of the overall businesses of the Group. Accordingly, he has been elected as a candidate for Director.



2 Toshio Imamura (April 14, 1951)

Reappointed

Brief profile, position, responsibility and significant concurrent positions

- April 1974 Joined Tokyu Corporation (“Tokyu”)
- June 2007 Director of Tokyu
- June 2008 Managing Executive Director of Tokyu
- April 2011 Senior Managing Executive Director of Tokyu
- April 2014 Representative Director & Vice President of Tokyu
- June 2015 Representative Director & Vice President of Tokyu
- April 2018 Counselor of the Company
- June 2018 Representative Director, President of the Company
- June 2019 Representative Director of the Company (to present)

- Number of the Company’s shares owned
1,900 shares
- Term of Office for Director
1 year
- Attendance at Board of Directors meetings:
12/12meetings (100%)

■ Reasons for the election of candidate for Director

Mr. Imamura has served as Representative Director of the Company. He had also served as Representative Director and other key positions of Tokyu Corporation, a core company of the Tokyu Group. He has abundant experience and extensive expertise as a business manager and has been driving the business strategy aggressively toward a sustained improvement in the corporate value of the Group. Accordingly, he has been elected as a candidate for Director.



3 Mitsuhiro Terada (March 1, 1957)

Reappointed

Brief profile, position, responsibility and significant concurrent positions

- April 1979 Joined Tokyu Construction Co., Ltd.
- June 2010 Executive Officer of the Company
- April 2012 Senior Executive Officer of the Company
- June 2012 Director, Senior Executive Officer of the Company
- April 2013 General Manager, Civil Engineering Division of the Company
- April 2016 Director, Senior Managing Executive Officer of the Company
- April 2018 Representative Director, Senior Executive Vice President of the Company
- June 2019 Representative Director, President of the Company (to present)

- Number of the Company's shares owned
14,220 shares
- Term of Office for Director
7 years
- Attendance at Board of Directors meetings:
15/15 meetings (100%)

■ Reasons for the election of candidate for Director

Mr. Terada has served as Representative Director of the Company. He has advanced expertise in the overall construction business, as well as abundant experience and extensive knowledge as a business manager. Accordingly, he has been elected as a candidate for Director.



4 Kazushige Asano (September 2, 1951)

Reappointed

Brief profile, position, responsibility and significant concurrent positions

- April 1974 Joined Tokyu Construction Co., Ltd.
- June 2005 Director, Executive Officer of the Company
- June 2008 Executive Officer of the Company
- April 2011 Senior Executive Officer of the Company
- June 2012 Representative Director, Senior Executive Officer of the Company
- April 2013 General Manager, Sales & Marketing Division of the Company
- April 2014 Representative Director, Senior Managing Executive Officer of the Company
- April 2018 In charge of Sales & Real Estate Division of the Company (to present)
- June 2018 Representative Director, Senior Executive Vice President of the Company (to present)

- Number of the Company's shares owned
24,700 shares
- Term of Office for Director
7 years
- Attendance at Board of Directors meetings:
15/15 meetings (100%)

■ Reasons for the election of candidate for Director

Mr. Asano has been serving as Representative Director of the Company since 2012. He has advanced expertise in the overall sales business, as well as abundant experience and extensive knowledge as a business manager. Accordingly, he has been elected as a candidate for Director.



5 Motoyuki Takagi (November 25, 1955)

Reappointed

Brief profile, position, responsibility and significant concurrent positions

| | |
|------------|---|
| April 1979 | Joined Tokyu Construction Co., Ltd. |
| April 2011 | Executive Officer of the Company |
| April 2016 | Senior Executive Officer of the Company General Manager, Building Construction Division of the Company |
| June 2016 | Director, Senior Executive Officer of the Company (to present) |
| April 2018 | General Manager, Building Construction Division, in charge of Institute of Technology and Wooden Building Construction Division of the Company (to present) |
| June 2018 | Director, Senior Managing Executive Officer of the Company (to present) |
| June 2019 | In charge of International Division of the Company (to present) |

- Number of the Company's shares owned
3,833 shares
- Term of Office for Director
3 years
- Attendance at Board of Directors meetings:
15/15 meetings (100%)

■ Reasons for the election of candidate for Director

Mr. Takagi has been elected as candidate for Director due to his rich management experience at the Company and strong insights pertaining to the construction business.



6 Masatoshi Shimizu (January 20, 1959)

Reappointed

Brief profile, position, responsibility and significant concurrent positions

| | |
|------------|--|
| April 1982 | Joined Tokyu Construction Co., Ltd. |
| April 2012 | Executive Officer of the Company |
| April 2017 | Senior Executive Officer of the Company General Manager, Business Administration Division of the Company (to present) |
| June 2017 | Director, Senior Executive Officer of the Company (to present) |

- Number of the Company's shares owned
2,601 shares
- Term of Office for Director
2 years
- Attendance at Board of Directors meetings:
15/15 meetings (100%)

■ Reasons for the election of candidate for Director

Mr. Shimizu has been elected as candidate for Director due to his rich management experience at the Company and strong insights pertaining to overall business administration.



7

Yushi Tsukui

(November 20, 1957)

Reappointed

Brief profile, position, responsibility and significant concurrent positions

- April 1981 Joined Tokyu Construction Co., Ltd.
- April 2015 Executive Officer of the Company
- April 2018 Senior Executive Officer of the Company
General Manager, Civil Engineering Division of the Company (to present)
- June 2018 Director, Senior Executive Officer of the Company (to present)

- Number of the Company's shares owned
1,776 shares
- Term of Office for Director
1 year
- Attendance at Board of Directors meetings:
11/12 meetings (91.7%)

Reasons for the election of candidate for Director

Mr. Tsukui has been elected as candidate for Director for his rich management experience at the Company and strong insights pertaining to civil engineering.



8

Hiroshi Otsuka

(February 9, 1935)

Reappointed

Outside Director

Independent Officer

Brief profile, position, responsibility and significant concurrent positions

- April 1958 Joined Keisei Electric Railway Co., Ltd. ("Keisei")
 - June 1992 Managing Director of Keisei
 - June 1995 Senior Managing Director of Keisei
 - June 1996 Representative Director, Senior Managing Director of Keisei
 - June 1997 Representative Director, Vice President of Keisei
 - June 1998 Representative Director, President of Keisei
 - June 2004 Representative Director, Chairman of Keisei
 - June 2008 Advisor of Keisei
 - June 2010 Director of the Company (to present)
 - June 2018 Honorary Advisor of Keisei (to present)
- (significant concurrent positions)
- Honorary Advisor of Keisei Electric Railway Co., Ltd.
 - Corporate Auditor (External) of Oriental Land Co., Ltd.

- Number of the Company's shares owned
0 shares
- Term of Office for Director
9 years
- Attendance at Board of Directors meetings:
15/15 meetings (100%)

Reasons for the election of candidate for Outside Director

Mr. Otsuka has been elected as candidate for Outside Director due to his rich management experience and broad insights as corporate manager as well as the Company's expectations that he will contribute to the Company's management using his opinions from the viewpoint of one familiar with the railway business



9 Yutaka Kubota (November 24, 1947)

Reappointed
Outside Director
Independent Officer

Brief profile, position, responsibility and significant concurrent positions

| | |
|---------------|---|
| April 1970 | Joined Sagami Railway Co., Ltd. (“Sagami”) |
| June 1998 | Director of Sagami |
| May 2000 | Representative Director, President of Sotetsu Real Estate Co., Ltd. |
| November 2000 | Representative Director, President of Sotetsu Home Co., Ltd. |
| March 2001 | Representative Director, President of Sotetsu Real Estate Sales Co., Ltd. |
| June 2002 | Managing Director of Sagami |
| June 2011 | Representative Director, President of Sotetsu Construction Co., Ltd. |
| June 2015 | Director of the Company (to present) |

- Number of the Company’s shares owned
0 shares
- Term of Office for Director
4 years
- Attendance at Board of Directors meetings:
15/15 meetings (100%)

■ Reasons for the election of candidate for Outside Director

Mr. Kubota has been elected as candidate for Outside Director due to his rich management experience and broad insights as corporate manager as well as the Company’s expectations that he will contribute to the Company’s management using his opinions from the viewpoint of one familiar with the railway and construction businesses.



10 Masao Tomoe (November 23, 1953)

Reappointed
Outside Director

Brief profile, position, responsibility and significant concurrent positions

| | |
|---|--|
| April 1976 | Joined Tokyu Corporation (“Tokyu”) |
| June 2007 | Director of Tokyu |
| April 2011 | Managing Executive Director of Tokyu |
| April 2014 | Senior Managing Executive Director of Tokyu |
| July 2014 | Executive General Manager of Human Resources Headquarters of Tokyu |
| June 2015 | Director & Senior Managing Executive Officer of Tokyu |
| April 2017 | Representative Director & Vice President of Tokyu (to present) |
| June 2018 | Director of the Company (to present) |
| (significant concurrent positions) | |
| Representative Director & Vice President of Tokyu Corporation | |

- Number of the Company’s shares owned
0 shares
- Term of Office for Director
1 year
- Attendance at Board of Directors meetings:
12/12 meetings (100%)

■ Reasons for the election of candidate for Outside Director

Mr. Tomoe is the Representative Director of Tokyu Corporation, a core company of the Tokyu Group. He has been elected as candidate for Outside Director due to his rich management experience and broad insights as corporate manager as well as the Company’s expectations that he will contribute to the Company’s management using his opinions from the viewpoint of one familiar with the overall knowledge of business administration.



11 Kahori Yoshida (December 19, 1972)

Newly Appointed
Outside Director
Independent Officer

Brief profile, position, responsibility and significant concurrent positions

| | |
|----------------|--|
| April 1996 | Joined Recruit Cosmos Co., Ltd. |
| September 2010 | Passed the bar examination |
| December 2011 | Joined Yoshiko Takagi Law Firm (current T&T Partners Law Office) (to present) Registered as Lawyer |
| April 2012 | Member of the Operation Committee for Housing Dispute Examination Meeting, Daini Tokyo Bar Association (to present) |
| November 2018 | Special member of the Chuo Construction Project Dispute Examination Committee, the Ministry of Land, Infrastructure, Transport, and Tourism (to present) |

(significant concurrent positions)
Lawyer

- Number of the Company's shares owned
0 shares
- Term of Office for Director
—
- Attendance at Board of Directors meetings:
—

■ Reasons for the election of candidate for Outside Director

Ms. Yoshida has professional expertise as a lawyer and work experience in the real estate industry, and the Company expects her to bring her advice and opinions to the management of the Company. Accordingly, she has been elected as a candidate for Outside Director.

Although she has no experience of direct engagement in business management, the Company believes she has an ability to perform duties as External Director properly, due to the above reason.

Notes:

1. Special conflict of interests between the candidate and the Company
 - (1) Mr. Masao Tomoe is Representative Director of Tokyu Corporation and the company holds 15,362 thousand shares of the Company (holding ratio of 14.40%). In addition, the company and the Company perform businesses under the same category, and the company is a major counterpart for the Company's deals. The Company has transactions such as orders for construction projects with the company.
 - (2) There are no special conflict of interests between other candidates and the Company.
2. Hiroshi Otsuka, Yutaka Kubota, Masao Tomoe and Kahori Yoshida are candidates for Outside Directors. Hiroshi Otsuka, Yutaka Kubota and Kahori Yoshida satisfy the Company's criteria for the independence of Outside Directors set forth in pages 12 and are candidates for independent officers pursuant to the regulations of the Tokyo Stock Exchange, Inc.
3. Matters concerning candidates for Outside Directors are as follows:
 - (1) Hiroshi Otsuka
He will have served as Outside Director for nine years at the close of this General Meeting of Shareholders.
 - (2) Yutaka Kubota
He will have served as Outside Director for four years at the close of this General Meeting of Shareholders.
 - (3) Masao Tomoe
He will have served as Outside Director for one year at the close of this General Meeting of Shareholders.
4. Limited liability agreement
The Company has concluded agreements with Hiroshi Otsuka, Yutaka Kubota and Masao Tomoe to limit their respective liabilities for damages referred to in Article 423 (1) of the Companies Act pursuant to the provision of Article 427 (1) of said Act. The maximum amount of liability for damages prescribed in such agreement is the minimum liability amount stipulated in the items of Article 425 (1) of said Act. The Company plans to extend the aforementioned limited liability agreements if their election is approved. The Company also plans to conclude an agreement with the same terms and conditions with Kahori Yoshida if her election is approved.

[Reference: Standard for Independence of Outside Directors and Outside Auditor]+

The Company determines Outside Officers (Outside Directors and Outside Auditors) who satisfy with the following requirements as independent officers (Independent Outside Directors and Independent Outside Auditors) without any risk of conflict of interest with general shareholders.

1. Outside Officers do not fall into the following category:

- 1) Executive persons¹ of the Company and its subsidiaries (hereinafter, referred to as the “Group”);
- 2) A counterparty which has transactions principally with the Group², or its executive persons;
- 3) Major counterparty³ of the Group or its executives;
- 4) A consultant, accounting professional or legal professional who has been paid a large amount of money or other assets⁴ in addition to the Outside Director’s remunerations (in the event that such person is a corporation or other association such as union, a person who belongs to such association);
- 5) An accounting auditor of the Group or a certified public accountant who belongs to an audit corporation that is an accounting auditor of the Group;
- 6) A person who receives donations or subsidies exceeding certain amount⁵ from the Group (in the event that a person who receives such donation or subsidy is a corporation or other association such as union, executive persons of such association);
- 7) A major financial institution⁶ from which the Group has borrowed or executive persons of its parent company or subsidiary;
- 8) A major shareholder⁷ of the Group or in the event that such shareholder is a corporation, executive persons of such corporation;
- 9) Executive persons in a company which the Group is a major shareholder;
- 10) A company which Director (regardless of full-time or part-time) is sent from the Group or executive persons of its parent company or subsidiary; or
- 11) Persons who have recently fallen into the category of either (1) to (10) above.

2. Outside officers are not close relative, etc.⁹ of persons who fall into the category of (1) to (11) in 1 above (limited to those who have important positions⁸).

3. Even though an Outside Officer satisfies the requirements of 1 and 2 above, if he/she is not considered to be independent due to other reasons, the Company shall not deem him/her as an independent officer.

Notes:

1. Executive persons mean executives stipulated by Item 6 in Paragraph 3 of Article 2 of the Ordinance for Enforcement of the Companies Act and include executive Directors and employees, but not Auditors.
2. A counterparty which has transactions principally with the Group means a counterparty which received payments from the Company, which accounted for more than 2% of its annual consolidated sales in any year of the most recent three fiscal years.
3. A major counterparty of the Group is a counterparty whose payments to the Company accounted for more than 2% of the Company’s annual consolidated sales in any year of the most recent three fiscal years.
4. A large amount of money or other assets means money or other assets other than Director’s remuneration exceeding ¥10 million per year in either year in the most recent three fiscal years.
5. Donation or subsidy exceeding certain amount means donation or subsidy exceeding ¥10 million per year in any year of the most recent three fiscal years.
6. A major financial institution is a financial institution in which the Company has year-end loan balance of more than 2% of its consolidated total assets in any year of the most recent three fiscal years.
7. A major shareholder means a shareholder who has 10% or more of total voting rights (including both direct and indirect holding).
8. Those who have important positions include Directors (excluding Outside Directors), executive officers, corporate officers and employees who are at the senior management level of manager or higher, certified public accountants who belong to an audit corporation or accounting office, attorneys who belong to a law office, councilors who belong to an incorporated foundation, incorporated association, educational corporation, or other corporation, administrators such as Directors, or other persons who are objectively and reasonably deemed to have similar importance.
9. Close relative, etc. means spouse or relative within the second degree.