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(Securities Code: 1883)
March 30, 2020

To Shareholders with Voting Rights:

Ryozo Imaeda
President and Representative Director
MAEDA ROAD CONSTRUCTION CO., LTD.
1-11-3, Ohsaki, Shinagawa-ku, Tokyo

**NOTICE OF
THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

You are cordially invited to attend the Extraordinary General Shareholders' Meeting of MAEDA ROAD CONSTRUCTION CO., LTD. (the "Company"). The meeting will be held for the purposes as described below.

As announced in the Company's "Notice of Dividends from Surplus (Special Dividend), and Establishment of Record Dates for Convocation of Extraordinary General Meeting of Shareholders and Dividends from Surplus (Special Dividends)" as of February 20, 2020, the Board of Directors of the Company determined and informed our shareholders, in this February, that the Company will hold the Extraordinary General Meeting of Shareholders where we will propose the special dividends. With this notice, we would like to inform you on the details of the meeting.

Since the novel coronavirus disease is prevalent, shareholders are advised to check their physical condition before attending the General Meeting of Shareholders in order to prevent infection. If you feel unwell, please refrain from attending the meeting, and exercise your voting rights by mail, the internet, or other means in advance. In addition, we ask for your cooperation if measures for preventing infection are taken at the venue of the General Meeting of Shareholders. We appreciate your understanding in this matter.

If you are unable to attend the meeting, you can exercise your voting rights in writing by submitting the Voting Rights Exercise Form, or via the Internet, etc.

Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by following the instructions as hereafter provided by 5:00 p.m. on Monday, April 13, 2020, Japan time.

- 1. Date and Time:** Tuesday, April 14, 2020 at 10:00 a.m. Japan time (Doors open at 9:00 a.m.)
- 2. Place:** PRINCE HALL on the 5th floor of the Annex Tower of Shinagawa Prince Hotel located at 4-10-30, Takanawa, Minato-ku, Tokyo, Japan
The venue is different from that of the last General Meeting of Shareholders. Please refer to the Guide map to the Venue of General Meeting of Shareholders at the end of the document (Japanese version only) for confirmation.
- 3. Meeting Agenda:**
Proposals to be resolved:
Proposal: Appropriation of Surplus
- 4. Guidance for Exercise of Voting Rights, etc.**
- (1) When exercising voting rights
Please refer to the “Guidance for exercise of voting rights.”
 - (2) For duplicated exercise of voting rights
In case your votes are duplicated in writing and via the Internet, etc., the votes on the Internet, etc. shall be deemed valid. In case you exercise your voting rights multiple times via the Internet, etc., the last vote cast shall be deemed valid.
 - (3) In case of no indication for or against the proposals
In case there is no indication for or against the proposals on the Voting Rights Exercise Form, the vote will be deemed as “for.”
- 5. Use of the Electronic Voting System Platform (for institutional investors)**
Institutional investors may electronically exercise voting rights through the Electronic Voting System Platform operated by ICJ, Inc. for this General Meeting of Shareholders.
- 6. Inquiries**
- (1) Please contact the party below if you have any difficulties exercising voting rights using a personal computer, etc.
Dedicated line for Stock Transfer Agency Web Support, Sumitomo Mitsui Trust Bank, Limited
Tel: 0120-652-031 (Operating hours: 9:00 a.m. to 9:00 p.m., Japan time)
 - (2) For other inquiries, please contact the party below.
 - a. For shareholders with accounts at securities companies
If you are a shareholder with an account at a securities company, please contact your securities company.
 - b. For shareholders who do not have accounts with securities companies (registered with exclusive accounts)
Stock Transfer Agency Administrative Center, Sumitomo Mitsui Trust Bank, Limited
Tel: 0120-782-031 (9:00 a.m. to 5:00 p.m., Japan time, except for Saturdays, Sundays and public holidays)
1. When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
 2. Should the Reference Documents for the General Meeting of Shareholders require revisions, the revised versions will be posted on the Company’s website (<http://www.maedaroad.co.jp>).

* Please note that no souvenirs will be provided to attending shareholders.

Reference Documents for the General Meeting of Shareholders

Proposal: Appropriation of Surplus

The Company proposes the appropriation of surplus as described below.

Matters concerning the Special Dividends:

At the Board meeting held on February 20, 2020, the Board of Directors of the Company determined to submit the agenda item of special dividends to the Extraordinary General Meeting of Shareholders, and made an announcement to that effect. For details, please refer to the Company's "Notice of Dividends from Surplus (Special Dividend), and Establishment of Record Dates for Convocation of Extraordinary General Meeting of Shareholders and Dividends from Surplus (Special Dividends)" as of February 20, 2020.

The special dividends is the Company's measure to return profits to shareholders of the Company in lieu of the plan to repurchase 20,460,000 shares of the Company's shares (equivalent to more than 50 billion yen based on the stock price at the time of the announcement) as announced in the "Notice of the proposal regarding the acquisition of the Company's shares owned by MAEDA CORPORATION and dissolution of capital alliance" as of January 20, 2020.

The Board of Directors of the Company resolved to set March 6, 2020 as the record date (the "Record Date") and to make the shareholders and registered share pledgees described or recorded in the final shareholder registry on the same date be entitled to receive the special dividends. Therefore, even if the shareholders or registered share pledgees described or recorded in the final shareholder registry on the Record Date have already sold the Company's shares by means such as applying to the tender offer that MAEDA CORPORATION made for the Company's shares through its wholly-owned subsidiary, they are entitled to receive the special dividends for every share they owned described or recorded in the final shareholder registry on the Record Date.

- (1) Type of dividend property
Cash
- (2) Matters concerning the allotment of dividend property to shareholders and the total amount thereof
¥650 per share of common stock of the Company
Total amount: ¥53,573,088,400
- (3) Effective date of distribution of surplus
May 12, 2020