

The following statements are an English-language translation of the original Japanese-language documents.

February 20, 2017

Listed company name : Penta Ocean Construction Co.,Ltd.

Code number : 1893

Stock Exchange : Tokyo, Nagoya

**Notice of Changes in Representative Director, Directors and  
Executive Officers, etc.**

At the Board of Directors Meeting held on February 20, 2017, Penta-Ocean Construction Co., Ltd. passed a resolution on the following changes of its Representative Director, Directors and Executive Officers, etc.

This matter will be subject for approval at the 67<sup>th</sup> General Shareholders Meeting scheduled in late June, 2017.

**1. Changes in Representative Director**

1) Reason for the change

To further enhance company's management structure

2) Detail of the change

Executive Vice President, Representative Director	Kazuya Ueda	(Current position: Senior Managing Executive Officer, Member of the Board)
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3) Scheduled date of assumption of office

April 1, 2017

4) Personal history of the newly appointed representative director

Name: Kazuya Ueda

Date of Birth: August 2, 1958 (Age:58)

Education: March 1983 Master's degree from Graduate School of Engineering,  
Kyoto University

Career: April 1983 Joined Penta-Ocean Construction

April 2011 Executive Officer, Executive General Manager, Deputy  
Head of Civil Engineering Sales and Marketing Divisions  
Group, Civil Engineering Business Unit

April 2013 Managing Executive Officer, Executive General Manager,  
Deputy Head of Civil Engineering Sales and Marketing

Divisions Group, Civil Engineering Business Unit, Executive of 2020 Business Development Office

April 2014 Managing Executive Officer, Head of Civil Engineering Sales and Marketing Divisions Group, Civil Engineering Business Unit, Executive of 2020 Business Development Office

June 2014 Managing Executive Officer, Member of the Board, Head of Civil Engineering Sales and Marketing Divisions Group, Civil Engineering Business Unit, Executive of 2020 Business Development Office

April 2015 Senior Managing Executive Officer, Member of the Board, Head of Civil Engineering Sales and Marketing Division Group, Civil Engineering Business Unit  
(to present)

Number of shares held: 10,800 shares (as of February 20, 2017)

## 2. Changes in Executive Officers, etc. (Effective April 1, 2017)

Name	New Title	Current Title
Kazuya Ueda	Executive Vice President, Representative Director Executive of Civil Engineering Business Unit, Head of Civil Engineering Sales and Marketing Divisions Group, Civil Engineering Business Unit	Senior Managing Executive Officer, Member of the Board, Head of Civil Engineering Sales and Marketing Divisions Group, Civil Engineering Business Unit
Akihiko Togou	Executive Vice President, Member of the Board, Executive of International Business Unit	Senior Managing Executive Officer, Member of the Board, Head of International Business Unit
Yuji Nakamitsu	Senior Managing Executive Officer, Member of the Board, Head of Building Construction Divisions Group, Building Construction Business Unit, Executive of Environment Health, Safety and Quality Divisions Group	Senior Managing Executive Officer, Member of the Board, Head of Building Construction Sales and Marketing Divisions Group, Building Construction Business Unit, Executive of

		Environment Health, Safety and Quality Divisions Group
Tetsushi Noguchi	Managing Executive Officer, Member of the Board, Head of Civil Engineering Divisions Group, Civil Engineering Business Unit, Executive of Environment Health, Safety and Quality Divisions Group, Executive of R&D Strategy Planning Office	Managing Executive Officer, Member of the Board Head of Civil Engineering Divisions Group, Civil Engineering Business Unit, Executive of Environment Health, Safety and Quality Divisions Group, Executive of Institute of Technology, Executive of R&D Strategy Planning Office
Shinichi Igarashi	Managing Executive Officer, Member of the Board, Executive of Building Construction Business Unit (Construction)	Executive Officer, Member of the Board, Head of Building Construction Divisions Group, Building Construction Business Unit, Executive of Environment Health, Safety and Quality Divisions Group
Michio Inatomi	Managing Executive Officer, Member of the Board, Head of Corporate Administration Divisions Group, Head of CSR planning Office	Executive Officer, Member of the Board, Head of Corporate Administration Divisions Group, Head of CSR planning Office
Shou Matsuyama	Managing Executive Officer, Head of Osaka Branch	Executive Officer, Head of Osaka Branch
Takeshi Sasaki	Managing Executive Officer, Executive of Building Construction Business Unit	Executive Officer, Executive of Building Construction Business Unit
Tetsunori Ooshimo	Managing Executive Officer, Head of Chugoku Branch	Executive Officer, Head of Chugoku Branch
Jyunji Katsumura	Managing Executive Officer, Head of International Administration Divisions Group, International Business Unit	Executive Officer, Head of International Administration Divisions Group, International

		Business Unit
Hiroshi Watanabe	Managing Executive Officer, Head of Building Construction Sales and Marketing Divisions Group, Building Construction Business Unit	Executive Officer, Deputy Head of Building Construction Sales and Marketing Divisions Group, Building Construction Business Unit
Tsunehiro Sekimoto	Executive Officer, Executive of Institute of Technology	Head of Institute of Technology
Katsuyuki Sakurai	Executive Officer, Head of Sapporo Branch	Head of Sapporo Branch
Nario Yoshida	Executive Officer, Executive of Building Construction Business Unit (Construction Engineering)	Senior General Manager of Engineering Division, Building Construction Divisions Group, Building Construction Business Unit
Tomoyuki Yamashita	Executive Officer, Head of Human Resources Division, Head of General Affairs Division, Corporate Administration Divisions Group	Head of Human Resources Division, Head of General Affairs Division, Corporate Administration Divisions Group
Kentaro Hayashi	Head of Institute of Technology	Deputy Head of Institute of Technology
Kousuke Kondou	Advisor	Executive Vice President, Executive of Civil Engineering Business Unit, Executive of Environment Health, Safety and Quality Divisions Group
Takeshi Kitagawa	Advisor	Managing Executive Officer, Executive of Civil Engineering Business Unit

### 3. Member of the Board to be newly appointed and Member of the Board scheduled to retire

#### Member of the Board to be newly appointed

Name	New Title (Assumption of office scheduled in late June)	Title as of April 1, 2017
Hiroshi Watanabe	Managing Executive Officer, Member of the Board, Head of Building Construction Sales and Marketing Divisions Group, Building Construction Business Unit	Managing Executive Officer, Head of Building Construction Sales and Marketing Divisions Group, Building Construction Business Unit

The appointment of the above candidate will be referred for discussion at the 67<sup>th</sup> General Shareholders Meeting scheduled in late June, 2017.

#### Member of the Board scheduled to retire

Name	New Title (Assumption of office scheduled in late June)	Title as of April 1, 2017
Shinichi Igarashi	Managing Executive Officer, Executive of Building Construction Business Unit (Construction)	Managing Executive Officer, Member of the Board, Executive of Building Construction Business Unit (Construction)