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Securities Code: 1893

June 26th, 2018

To Our Shareholders:

Takuzo Shimizu  
President, Chief Executive Officer and  
Representative Director  
Penta Ocean Construction Co., Ltd.  
2-8 Koraku 2-chome, Bunkyo-ku, Tokyo,  
Japan

### **Notice of Resolutions of the 68th Ordinary General Meeting of Shareholders**

We hereby inform you of the items reported and resolutions approved at the 68th Ordinary General Meeting of Shareholders of Penta-Ocean Construction Co., Ltd. (hereinafter “the Company”) held on June 26, 2018.

Details

#### **Items reported:**

1. The Business Report, the Consolidated Financial Statements for the 68th Fiscal Term (from April 1, 2017 to March 31, 2018), as well as the Audit Reports on the Consolidated Financial Statements by the Accounting Auditors and Audit & Supervisory Board Members
2. The Non-Consolidated Financial Statements for the 68th Fiscal Term (from April 1, 2017 to March 31, 2018)

#### **Proposals to be resolved:**

##### **Proposal No.1 Appropriation of Retained Earnings**

Proposal No.1 was approved and passed in its original form. Thus, it was resolved that the term-end dividend for the 68th Fiscal Term was JPY 14 per common stock of the Company.

##### **Proposal No.2 Election of Eleven (11) Members of the Board**

Proposal No.2 was approved and passed in its original form. Thus, it was resolved that the following nine (9) persons were reelected; the last two (2) persons were newly elected, and have assumed their positions as Members of the Board of Directors:

Takuzo Shimizu, Kazuya Ueda, Akihiko Togo, Tetsushi Noguchi, Michio Inatomi, Hiroshi Watanabe, Yasuhiro Kawashima, Hidenori Takahashi, Naoki Furuya, Ryoji Tahara, and Tomoyuki Yamashita

Among them, the following three (3) persons have assumed their positions as the Outside Board Members:

Yasuhiro Kawashima, Hidenori Takahashi, and Naoki Furuya

##### **Proposal No.3 Election of Two (2) Audit & Supervisory Board Members**

Proposal No.3 was approved and passed in its original form. Thus, it was resolved that Takeshi Miyazono was reelected and has assumed his position as the Audit & Supervisory Board Member. Ryota Shigemoto was newly elected and has assumed his position as the Outside Audit & Supervisory Board Member.

END

## **POSTSCRIPT**

### **Election of Representative Directors:**

The following three (3) persons were elected at the Board Meeting, held right after the 68th Ordinary General Meeting of Shareholders, and have assumed their positions as the Representative Directors:

Takuzo Shimizu, President, Chief Executive Officer and Representative Director (Reappointed)

Kazuya Ueda, Representative Director (Reappointed)

Akihiko Togo, Representative Director (Newly appointed)

### **Dividend Payout for the 68th Fiscal Term:**

#### **1. In case you have designated the method of wire transfer for receiving the dividend,**

Please find the Dividend Calculation Statement and Beneficiary Account for Dividend Transfer enclosed.

#### **2. In case you have designated the method of allocation in proportion to the number of shares held for receiving the dividend,**

Please find the Dividend Calculation Statement and Instructions on how to receive the dividend enclosed.

#### **3. In case you have not designated any methods for receiving the dividend,**

Please find the Dividend receipt enclosed. Please complete the form, place your seal, and visit Japan Post Bank Co., Ltd. or a post office, in order to receive the dividends during the payout period (from June 27 to July 31, 2018).

Please note that the Dividend Calculation Statement is enclosed for the persons receiving the dividends with the Dividend receipt. This is for confirming the dividend payout after receiving it, or used as a reference material for tax return.