

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

May 12, 2016

Listed company name : Penta Ocean Construction Co.,Ltd.  
Representative : Takuzo Shimizu, President, CEO and Representative Director  
Code number : 1893  
Stock Exchange : Tokyo, Nagoya  
Contact : Kazuo Sumita, General Manager, Head of Corporate Planning Division  
(TEL 81-3-3817-7545)

## **Notice of Changes in Representative Director as well as Nomination of Candidates for Directors and Audit & Supervisory Board Members**

At the Board of Directors Meeting held on May 12, 2016, Penta-Ocean Construction Co., Ltd. passed a resolution on the following changes of its Representative Director as well as the nomination of Directors and Audit & Supervisory Board Members.

This matter is subject for approval at the 66<sup>th</sup> General Shareholders Meeting scheduled on June 24, 2016.

### **1. Changes in Representative Director**

End of term as the Representative Director (Effective June 24, 2016)

Yoshio Murashige (Present position: Chairman & Representative Director)

Yoshio Murashige resigns from the post of Representative Director due to the expiration of his term of office at the closing of the 66<sup>th</sup> General Shareholders Meeting.

### **2. Nomination of Candidates for Board of Directors**

The term of office of ten current Directors terminates at the closing of the 66<sup>th</sup> General Shareholders Meeting. The ten candidates for Directors are as follows:

Director	Takuzo Shimizu (Reappointment)*1
Director	Kunihiko Sasaki (Reappointment)*1
Director	Akihiko Togo (Reappointment)
Director	Kazuya Ueda (Reappointment)
Director	Yuji Nakamitsu (Reappointment)
Director	Tetsushi Noguchi (Reappointment)
Director	Shinichi Igarashi (Reappointment)
Director	Michio Inatomi (Reappointment)
Director	Hisanori Ohara (Reappointment)*2
Director	Yasuhiro Kawashima (New Appointment)*2

\* 1 Representative Directors

\* 2 Candidates for Outside Directors pursuant to the Companies Act of Japan.

### **3. New Nomination of Candidates for Audit & Supervisory Board Members**

At the closing of the 66<sup>th</sup> General Shareholders Meeting, the term of office of two of the Company's current Audit & Supervisory Board Members expires. The two candidates for Audit & Supervisory Board Members are as follows.

Audit & Supervisory Board Member    Hironaga Fukuda (Reappointment)\*3

Audit & Supervisory Board Member    Yoshiaki Ohashi (New Appointment)\*3

Tatsushi Higuchi will resign from the post of the Audit & Supervisory Board Member due to the expiration of his term of office at the closing of the 66<sup>th</sup> General Shareholders Meeting.

\* 3 Candidates for Outside Audit & Supervisory Board Members pursuant to the Companies Act of Japan.

(Reference)

**【 Personal history of the newly appointed candidate for Director 】**

Name:	Yasuhiro Kawashima	
Date of Birth:	August 18, 1944	
Personal History:	April 1969	Joined the Ministry of Land, Infrastructure, Transport and Tourism (formerly known as Ministry of Transportation)
	June 1998	Director-General, Ports and Harbors Bureau
	June 2000	Deputy Minister of Technical Affairs, Minister's Secretariat
	January 2001	Deputy Minister of Technical Affairs, Ministry of Land, Infrastructure, Transport and Tourism
	July 2001	President, Public Corporation of Service Center of Port Engineering Foundation (formerly known as Incorporated Foundation of Ports and Airports Construction Technology Service Center)
	March 2004	Advisor, Nippon Steel & Sumitomo Metal Corporation (formerly known as Nippon Steel Corporation)
	May 2005 to Present	Chairman, Federation of Japan Ports and Airports Construction Association
	May 2006 to Present	Chairman, General Incorporated Foundation of Japan Marine Surveys Association (formerly known as Japan Marine Surveys Association)
	July 2006	Advisor, Nippon Steel & Sumikin Engineering Co, Ltd.(formerly known as Nippon Steel Engineering)

**【 Personal history of the newly appointed candidate for Audit & Supervisory Board Member 】**

Name:	Yoshiaki Ohashi	
Date of Birth:	August 18, 1954	
Personal History:	April 1977	Joined Mizuho Bank, Ltd (formerly known as Industrial Bank of Japan, Ltd.)
	April 2002	General Manager, Americas Cooperate Banking Department No.3, Mizuho Bank, Ltd.(formerly known as Mizuho Cooperate Bank, Ltd.)
	April 2005	Executive Officer / General Manger of Public Relations Department, Mizuho Financial Group, Inc.
	April 2007	Managing Executive Officer / General Manager of Risk Management Group / Financial Control Group, Mizuho Securities Co., Ltd.
	June 2009	Director/Executive Officer, Iino Kaiun Kaisha, Ltd.
	June 2010 to Present	Director/Managing Executive Officer, Iino Kaiun Kaisha, Ltd.