February 19, 2026

Notice regarding Enhancement in Corporate Governance Structure and Changes in Representative Director, Members of the Board and Executive Officers

At the Board of Directors' Meeting held on February 19, 2026, Penta-Ocean Construction Co., Ltd. passed a resolution on the following changes regarding the enhancement of our corporate governance structure as well as changes in Representative Director, other Members of the Board and Executive Officers.

1. Enhancement of Corporate Governance Structure (effective as of June 24, 2026)

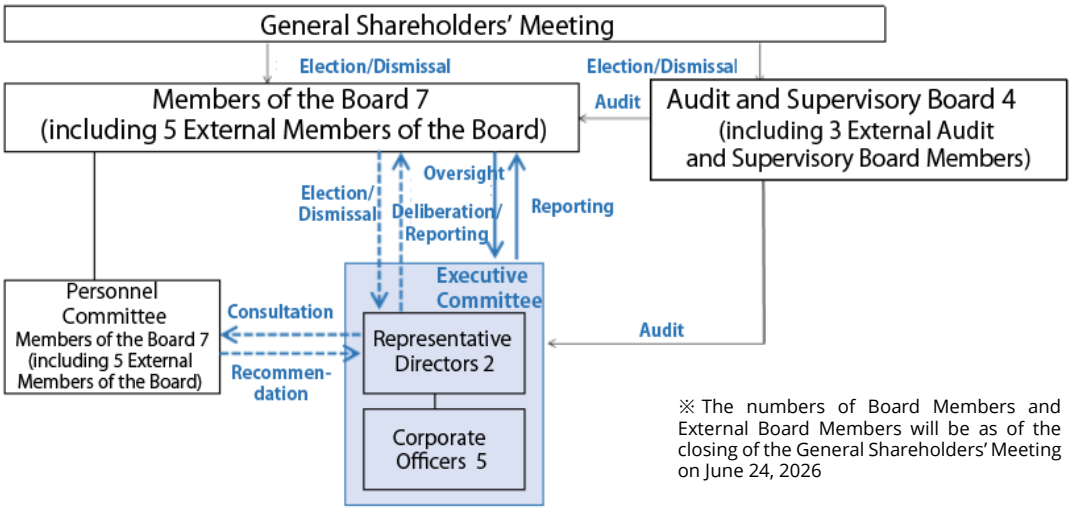
We will revise our corporate governance structure, as illustrated in the chart below, to enhance the governance and effectiveness of the Board of Directors.

1) Strengthening the Governance of the Board of Directors – Structuring the Board of Directors with a Majority of External Members of the Board

While maintaining our structure as a Company with an Audit and Supervisory Board serving, we will enhance the governance of the Board of Directors and strengthen the oversight of business execution by incorporating the mechanisms of both a Company with a Nominating Committee, etc., and a Company with an Audit and Supervisory Committee. The Nomination and Remuneration Committee, which deliberates on the nominations for candidates for executive positions and proposals for executive compensation, will maintain our current practice, being chaired by an External Member of the Board and comprising a majority of External Members of the Board. In addition, maintaining our current structure, the External Audit and Supervisory Committee Members will continue to constitute a majority of the Audit and Supervisory Board.

2) Enhancing Effectiveness of the Board of Directors – Transition of Business Execution to the Executive Committee (newly established)

・The Board of Directors will focus on deliberation and decision-making regarding corporate direction and management strategies, etc., from medium- to long-term perspectives, while strengthening its oversight of business execution by Representative Directors and Executive Officers.
・The newly established Executive Committee, comprised of Representative Directors and Corporate Officers (Executive Officers representing our core businesses), will deliberate on business execution. These Corporate Officers will also attend the Board of Directors' meetings.



【Corporate Governance Structure】

2. Change in Representative Director (effective as of June 24, 2026)

1) Reason for the Change: To adopt a new management structure

2) Representative Director to Retire

Name	New Title（June 24）	Current Title
Kazuya Ueda	Executive Vice President, Executive of Civil Engineering Business Unit (Sales and Marketing)	Representative Director, Executive Vice President, Executive of Civil Engineering Business Unit, Head of Civil Engineering Sales and Marketing Divisions Group, Civil Engineering Business Unit

3. Changes in Other Members of the Board and Nominations of Members of the Executive Committee (effective as of June 24, 2026)

1) Members of the Board to Retire and Candidates for Corporate Officers

Name	New Title（June 24）	Title（April 1）
Tetsushi Noguchi	Corporate Officer, Executive Vice President, Head of Civil Engineering Divisions Group, Civil Engineering Business Unit, Executive of Safety, Quality and Environment Management	Member of the Board, Executive Vice President, Head of Civil Engineering Divisions Group, Civil Engineering Business Unit, Executive of Safety, Quality and Environment
Hiroshi Watanabe	Corporate Officer, Senior Managing Executive Officer, Head of Building Construction Sales and Marketing Divisions Group, Building Construction Business Unit	Member of the Board, Senior Managing Executive Officer, Head of Building Construction Sales and Marketing Divisions Group, Building Construction Business Unit
Osamu Hidaka	Corporate Officer, Managing Executive Officer, Head of International Business Unit, Head of International Civil Engineering Divisions Group, International Business Unit	Member of the Board, Managing Executive Officer, Head of International Business Unit, Head of International Civil Engineering Divisions Group, International Business Unit

2) Candidates for Corporate Officers

Name	New Title（June 24）	Title（April 1）
Ryoji Tahara	Corporate Officer, Executive Vice President, Head of Building Construction Divisions Group, Building Construction Business Unit, Executive of Safety, Quality and Environment	Executive Vice President, Head of Building Construction Divisions Group, Building Construction Business Unit, Executive of Safety, Quality and Environment
Toshitomo Nakamura	Corporate Officer, Senior Managing Executive Officer, Head of Civil Engineering Sales and Marketing Divisions Group, Civil Engineering Business Unit, Executive of Civil Engineering Business Unit (Civil Engineering Planning)	Senior Managing Executive Officer, Head of Civil Engineering Sales and Marketing Divisions Group, Civil Engineering Business Unit, Executive of Civil Engineering Business Unit (Civil Engineering Planning, Sales and Marketing)

※We plan to expand the External Members of the Board from four to five members. The details regarding the new appointment will be disclosed on May 8, 2026.

4. Changes in Executive Officers, etc. (effective as of April 1, 2026)

Name	New Title	Current Title
Kazuya Ueda	Executive Vice President, Executive of Civil Engineering Business Unit (Sales and Marketing)	Executive Vice President, Executive of Civil Engineering Business Unit, Head of Civil Engineering Sales and Marketing Divisions Group, Civil Engineering Business Unit
Tomoyuki Yamashita	Executive Vice President, Head of Corporate Administration Divisions Group	Executive Vice President, Head of Corporate Administration Divisions Group, Executive of ICT Promotion Office
Tetsushi Noguchi	Executive Vice President, Head of Civil Engineering Divisions Group, Civil Engineering Business Unit, Executive of Safety, Quality and Environment	Senior Managing Executive Officer, Head of Civil Engineering Divisions Group, Civil Engineering Business Unit, Executive of Safety, Quality and Environment
Kazushi Yamashita	Senior Managing Executive Officer, Executive of Building Construction Business Unit (Sales and Marketing)	Senior Managing Executive Officer, Executive of International Business Unit, UG M&E CEO
Toshitomo Nakamura	Senior Managing Executive Officer, Head of Civil Engineering Sales and Marketing Divisions Group, Civil Engineering Business Unit, Executive of Civil Engineering Business Unit (Civil Engineering Planning)	Managing Executive Officer, Executive of Civil Engineering Business Unit (Civil Engineering Planning, Sales and Marketing)
Osamu Hidaka	Managing Executive Officer, Head of International Business Unit, Head of International Civil Engineering Divisions Group, International Business Unit	Managing Executive Officer, Head of International Civil Engineering Divisions Group, International Business Unit
Nariaki Ihara	Managing Executive Officer, Executive of International Business Unit (Building Construction), UG M&E CEO	Managing Executive Officer, Head of International Building Construction Divisions Group, International Business Unit

Name	New Title	Current Title
Junichi Tanigawa	Managing Executive Officer, Head of Chugoku Branch	Managing Executive Officer, Executive of Civil Engineering Business Unit (Sales and Marketing)
Satoshi Taguchi	Managing Executive Officer, Executive of Civil Engineering Business Unit (Sales and Marketing)	Managing Executive Officer, Head of Chugoku Branch
Shinichiro Fukushima	Managing Executive Officer, Executive of Civil Engineering Business Unit	Executive Officer, Executive of Civil Engineering Business Unit
Hideaki Shimizu	Managing Executive Officer, Head of Safety, Quality and Environment Divisions Group	Executive Officer, Head of Safety, Quality and Environment Divisions Group
Junichi Endo	Managing Executive Officer, Executive of IR, Executive of Corporate Administration Divisions Group(Corporate Planning, Corporate Communication), General Manager, Head of Finance Division	Executive Officer, Executive of IR, Executive of Corporate Administration Divisions Group (Corporate Planning, Corporate Communication), General Manager, Head of Finance Division
Masahiro Mino	Executive Officer, Executive of Building Construction Business Unit (Urban Development)	Executive Officer, Executive of Building Construction Business Unit (Sales and Marketing), Deputy Head of Tokyo Building Construction Branch
Takeshi Yamamoto	Executive Officer, Head of International Administration Divisions Group, International Business Unit（Assigned to Hong Kong Branch Office）	Executive Officer, Head of International Administration Divisions Group, International Business Unit
Akira Oono	Executive Officer, Executive of Building Construction Business Unit (Building Construction), General Manager, Head of Building Construction Division, Building Construction Divisions Group, Building Construction Business Unit	Executive Officer, Executive of Building Construction Business Unit (Building Construction), General Manager, Head of Building Construction Planning Division, Building Construction Business Unit, General Manager, Head of Building Construction Division, Building Construction Divisions Group, Building Construction Business Unit
Yoichi Moriya	Executive Officer, Head of Global DX Centre, Executive of Civil Engineering Business Unit (Offshore Wind Construction)	Executive Officer, Head of ICT Promotion Office, Executive of Civil Engineering Business Unit (Offshore Wind Construction)
Yoshiki Kanbayashi	Executive Officer, Executive of Civil Engineering Business Unit (Land Civil Engineering)	Deputy Head of Nagoya Branch
Koichi Imamura	Executive Officer, Executive of Building Construction Business Unit (Sales and Marketing)	Executive General Manager, Deputy Head of Building Construction Sales and Marketing Divisions Group, Building Construction Business Unit

Name	New Title	Current Title
Koh Tat Meng, John	Executive Officer, Head of International Building Construction Divisions Group, International Business Unit	Executive General Manager, Deputy Head of International Construction Divisions Group, International Business Unit
Noriaki Moriya	Executive Officer, Head of Civil Engineering M&E Divisions Group, Civil Engineering Business Unit, Executive of Civil Engineering Business Unit (Offshore Wind Construction)	Executive General Manager, Deputy Head of Civil Engineering M&E Divisions Group, Civil Engineering Business Unit, General Manager, Head of Vessel O&M Division, Civil Engineering M&E Divisions Group, Civil Engineering Business Unit
Satoshi Nakajima	Head of Hokuriku Branch	Deputy Head of Hokuriku Branch
Toyomitsu Fujiwara	Adviser	Senior Managing Executive Officer, Executive of Building Construction Business Unit (Sales and Marketing)
Kiyokazu Kawakami	Senior Expert (Adviser Status), Executive General Manager, Deputy Head of Civil Engineering Sales and Marketing Divisions Group, Civil Engineering Business Unit	Managing Executive Officer, Executive of Civil Engineering Business Unit (Sales and Marketing)
Masahiro Ozaki	Senior Expert (Adviser Status), Member of the Board, Executive Vice President, Penta-Ocean Dredging Co., Ltd.	Executive Officer, Head of Civil Engineering M&E Divisions Group, Civil Engineering Business Unit, Executive of Civil Engineering Business Unit (Offshore Wind Construction)

5. Major Change in Organization (effective as of April 1, 2026)

-New establishment of the Global DX Centre

By integrating our domestic and overseas resources, we will upgrade the ICT Promotion Office into the “Global DX Centre”. This new, advanced division is designed to accelerate DX across our construction production system by leveraging AI, ICT, BIM/CIM, and robotics to automate construction sites and maximize design and construction expertise, as well as driving DX in corporate management.

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