



## OBAYASHI CORPORATION

### Notice Regarding an Additional Contribution to the Board Incentive Plan Trust

OBAYASHI CORPORATION (hereinafter referred to as the “Corporation”) obtained an approval at the 117th Ordinary General Meeting of Shareholders to held on June 24, 2021 (hereinafter referred to as the “General Meeting of Shareholders”), regarding a revision to expand the stock remuneration framework, etc. under the stock remuneration plan (hereinafter referred to as the “Plan”) of the Board Incentive Plan Trust, introduced in 2015 as an incentive plan for Directors of the Corporation and Executive Officers who have entered into a service agreement with the Corporation (excluding Independent Directors and individuals who reside overseas; Directors and Executive Officers hereinafter referred to as the “Directors, etc.”).

Regarding the Plan, the Corporation announces that it has resolved at the meeting of the Board of Directors on August 5, 2021 to make an additional contribution within the maximum amount approved by the General Meeting of Shareholders, as described below.

For the details of the Plan, please refer to the “Notice Regarding Extension and Partial Revision to the Board Incentive Plan Trust” announced on May 12, 2021.

#### 1 Reason of the additional contribution

The Corporation has introduced the Plan since FY2015, and obtained an approval at the General Meeting of Shareholders for expanding the stock remuneration framework under the Plan and amendment to the design of the Plan with regard to the details of provision in order to allow flexible response depending on short-term and medium- to long-term performance as well as the responsibilities of each position.

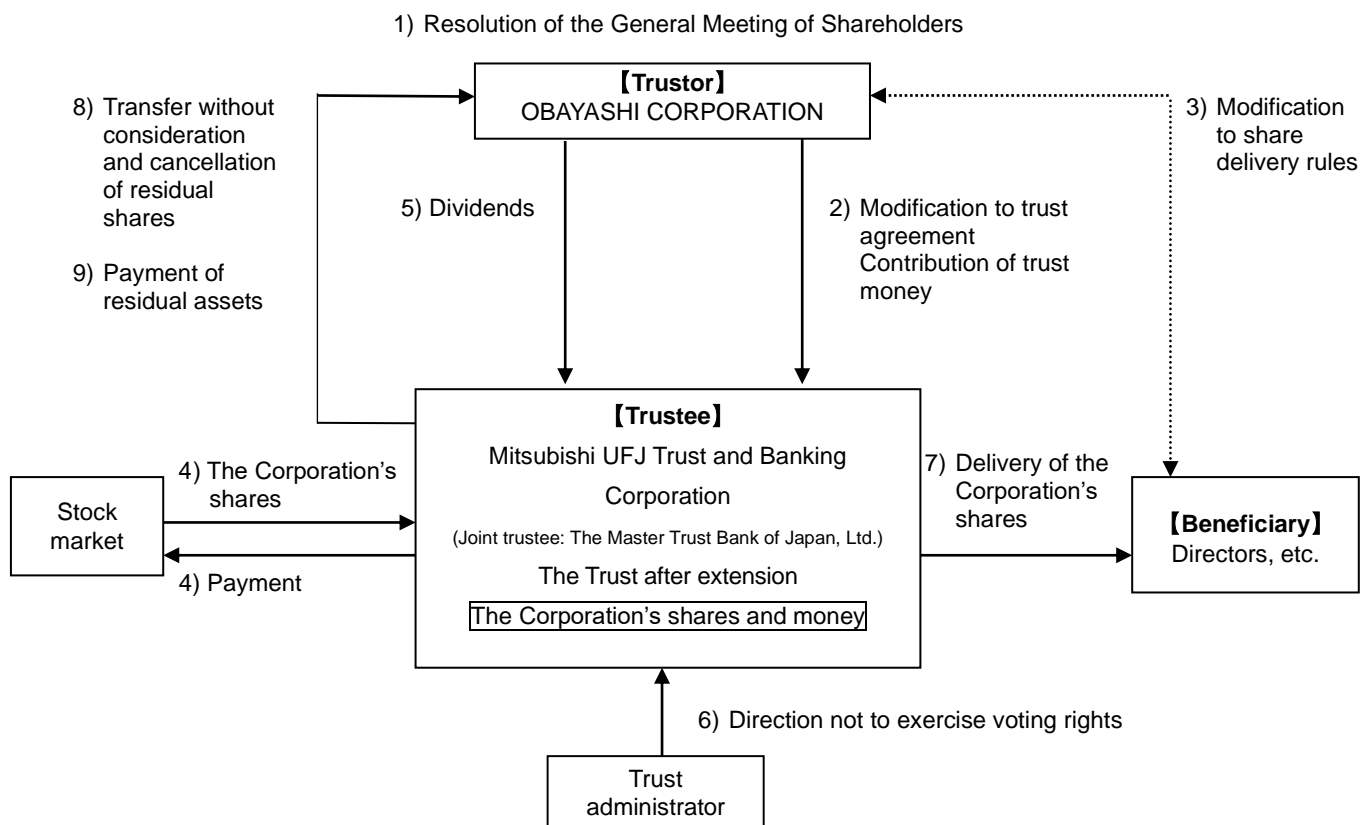
Therefore, the Corporation decided to make an additional contribution to mainly secure funds in the Trust for acquisition of the Corporation’s shares.

#### 2 Outline of the Trust

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|---------------------|--|
| 1) Type of trust    | Monetary trust other than an individually managed monetary trust (Third Party Beneficiary Trust)   |
| 2) Purpose of trust | To raise management’s awareness of contributing to continued improvement of Corporation’s medium- and long-term performance and increasing its corporate value and shareholder value by granting a certain amount of the Corporation’s shares and monetary benefits to the Corporation’s Directors, etc. who meet beneficiary requirements |
| 3) Trustor          | OBAYASHI CORPORATION   |
| 4) Trustee          | Mitsubishi UFJ Trust and Banking Corporation<br>(Joint trustee: The Master Trust Bank of Japan, Ltd.)  |
| 5) Beneficiary      | Directors, etc. who meet beneficiary requirements  |

- 6) Date of modification to the trust agreement August 6, 2021
  - 7) Trust period From August 6, 2021 to August 31, 2024
  - 8) Total amount of additional contribution 787 million yen (planned)
  - 9) Stock acquisition period From August 10, 2021 to September 10, 2021 (planned)
  - 10) Stock acquisition method Acquire from stock market
- (Note) An additional contribution and acquisition of shares will be made within the maximum amount to be contributed to the Trust (1,000 million yen during the trust period) and the maximum number of the Corporation's shares to be acquired (990,000 shares during the trust period) approved by the General Meeting of Shareholders.

<Reference/ Structure of the Trust>



- 1) The Corporation obtained approval for partial revision of the Plan at the General Meeting of Shareholders.
- 2) Upon agreement on modification to the trust agreement, the Corporation extends the trust period of the Trust with Directors, etc. who meet beneficiary requirements as the beneficiaries, and contributes funds within a range of amount approved by the General Meeting of Shareholders in the 1).
- 3) Upon extension of the Plan, the Corporation made a partial revision to the share delivery rules.
- 4) The Trust will acquire the Corporation's shares from the stock market using remaining cash in the Trust at the time of modification to the trust agreement and the money trusted in the 2), in accordance with the directions of the Trust Administrator. After extension of the trust period, the number of shares the Trust acquires shall be within a range of approved resolution by the General Meeting of Shareholders in the 1).
- 5) Dividends on the Corporation's shares held by the Trust are treated in the same way as other shares.
- 6) Voting rights for the Corporation's shares held by the Trust are not exercised throughout the trust period.
- 7) During the trust period, points are granted to the Directors, etc., according to their positions and the degree of achievement of performance targets. The Corporation's shares corresponding to the points will be delivered from the Trust to the Directors, etc. who meet beneficiary requirements, on the date the said Directors, etc. retire (at the time of death in case a Director dies) (Fractional shares less than one unit will be converted into cash by the Trust in accordance with the provisions of the trust agreement, and the cash will be paid to the beneficiary)

- 8) In the case that shares remain upon termination of the trust, due to the failure to achieve performance targets or other reasons during the trust period, the Corporation will continue to use the Trust for a new stock remuneration plan by changing the trust agreement and contributing additional money, or transfer the said remaining shares from the Trust to the Corporation without consideration and cancel them by passing a resolution at a meeting of the Board of Directors.
- 9) Upon conclusion of the Trust, the remaining assets after allocation to the beneficiaries are to belong to the Corporation within the scope of the reserve for trust expenses after deducting funds used for acquiring shares from the trust money. Furthermore, remaining assets in excess of the reserve for trust expenses are to be donated to organizations that have no special conflict of interest with the Corporation and Directors, etc.

**Disclaimer**

This document announced in the Japanese language at the Tokyo Stock Exchange on August 5, 2021 was translated into English and presented solely for the convenience of non-Japanese speaking users. If there is any discrepancy between the Japanese announcement and this English translation, the former will prevail.

If you have any questions, please contact Obayashi investor relations at [irk@ml.obayashi.co.jp](mailto:irk@ml.obayashi.co.jp).