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(Securities Code: 1870)

June 7, 2022

To Our Shareholders:

Mitsuhiro Takayanagi, President and Director **YAHAGI CONSTRUCTION CO., LTD.** 3-19-7, Aoi, Higashi-ku, Nagoya-shi

Notice of the 81st Annual General Meeting of Shareholders

We would like to inform you that the 81st Annual General Meeting of Shareholders of YAHAGI CONSTRUCTION CO., LTD. (the "Company") will be held as set forth below.

Given the status of the novel coronavirus (COVID-19) infection, in order to ensure the safety of shareholders and prevent the spread of infections, we request that you exercise your voting rights in advance in writing or via the Internet as much as possible (by 5:00 p.m. on Tuesday, June 28, 2022 (JST)). If you are attending the General Meeting of Shareholders in person, we ask that you take precautions to prevent infection, such as wearing a mask.

1. Date and Time: Wednesday, June 29, 2022 at 10:00 a.m. (JST)

2. Venue: Aoi Center Building, 8th Floor; Conference room of the Company

3-19-7, Aoi, Higashi-ku, Nagoya-shi

3. Purpose of the Meeting

Matters to be reported:

- 1. Report on the Business Report and the Consolidated Financial Statements and on the Audit Results of the Consolidated Financial Statements by the Financial Auditors and the Audit & Supervisory Board for the 81st Fiscal Year (from April 1, 2021 to March 31, 2022)
- 2. Report on the Non-consolidated Financial Statements for the 81st Fiscal Year (from April 1, 2021 to March 31, 2022)

Matters to be resolved:

Proposal No. 1 Amendment to the Articles of Incorporation

Proposal No. 2 Election of Nine (9) Directors

Proposal No. 3 Election of One (1) Audit & Supervisory Board Member

- When attending the meeting in person, please submit the enclosed voting form at the reception desk of the venue.
- The "Notes to Consolidated Financial Statements" and the "Notes to Non-consolidated Financial Statements" are posted on the Company's website on the Internet (https://www.yahagi.co.jp/) in accordance with laws and regulations and the provision of Article 15 of the Articles of Incorporation of the Company, and hence are not included in the attachments of this notice. Therefore, the Consolidated Financial Statements and the Non-consolidated Financial Statements indicated in the attachments of this notice (Japanese only) are part of the documents audited by the Audit & Supervisory Board Members and the Financial Auditors for the preparation of their audit reports.
- Any revisions to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements will be posted on the aforementioned website of the Company.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Amendment to the Articles of Incorporation

(1) Reasons for the Amendment

Since the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) are to be enforced on September 1, 2022, the Company proposes to make the following changes to its Articles of Incorporation in preparation for the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format.

- (i) Article 15, paragraph 1 in "Proposed amendments" below will stipulate that the Company shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.
- (ii) Article 15, paragraph 2 in "Proposed amendments" below will establish a provision to limit the scope of items to be stated in paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents.
- (iii) Since the provisions for Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc. (Article 15 of the current Articles of Incorporation) will no longer be required, they will be deleted.
- (iv) Accompanying the aforementioned establishment and deletion of provisions, supplementary provisions regarding the effective date, etc. will be established.

(2) Content of the Amendment

The content of amendment is as follows:

(Changes are underlined)

Current Articles of Incorporation	Proposed changes
(Internet Disclosure and Deemed Provision of Reference	(Deletion)
Documents for the General Meeting of Shareholders, Etc.)	
Article 15	
When the Company convenes a general meeting of	
shareholders, if it discloses information that is to be stated or	
presented in the reference documents for the general meeting of	
shareholders, business report, financial statements and	
consolidated financial statements through the Internet in	
accordance with the provisions prescribed by the Ministry of	
Justice Order, it may be deemed that the Company has provided	
this information to shareholders.	
(Establishment)	(Measures, etc. for Providing Information in Electronic Format)
	Article 15
	1. When the Company convenes a general meeting of
	shareholders, it shall take measures for providing
	information that constitutes the content of reference
	documents for the general meeting of shareholders, etc. in
	electronic format.
	2. Among items for which the measures for providing
	information in electronic format will be taken, the
	Company may exclude all or some of those items
	designated by the Ministry of Justice Order from
	statements in paper-based documents to be delivered to
	shareholders who requested the delivery of paper-based
	documents by the record date of voting rights.

Current Articles of Incorporation	Proposed changes
(Establishment)	(Supplementary Provisions)
	1. The amendment to the Articles of Incorporation pertaining
	to Article 15 shall be effective from September 1, 2022,
	which is the date of enforcement of the revised provisions
	provided for in the proviso to Article 1 of the
	Supplementary Provisions of the Act Partially Amending
	the Companies Act (Act No. 70 of 2019) (hereinafter
	referred to as the "Date of Enforcement").
	2. Notwithstanding the provision of the preceding paragraph,
	Article 15 of the Articles of Incorporation (Internet
	Disclosure and Deemed Provision of Reference Documents
	for the General Meeting of Shareholders, Etc.) shall remain
	effective regarding any general meeting of shareholders
	held on a date within six (6) months from the Date of
	Enforcement.
	3. These Supplementary Provisions shall be deleted on the
	date when six (6) months have elapsed from the Date of
	Enforcement or three (3) months have elapsed from the
	date of the general meeting of shareholders in the
	preceding paragraph, whichever is later.

Proposal No. 2 Election of Nine (9) Directors

The terms of office of all ten (10) Directors will expire at the conclusion of this meeting. In that regard, the Company proposes the election of nine (9) Directors, lowering the number of Directors by one (1) to enable quicker and more flexible decision-making and reinforce the supervision function in the Board of Directors.

The candidates for Director are as follows:

Candidate No.	es for Director are as fol Name	iows.	Current position and responsibility in the Company	Tenure	Attendance of Board of Directors' meetings
Re-election	Mitsuhiro Takayanagi		President and Representative Director	11 years	100% (12/12)
Re-election 2	Shuji Nawa		Vice President and Representative Director General Manager of Civil Engineering Enterprise Division, Officer in charge of Railway Enterprise Education Center, Chairman of Central Safety & Health Committee, and Officer in charge of Safety and Environment Control Department	15 years	100% (12/12)
Re-election 3	Yutaka Oda		Vice President and Representative Director General Manager of Architectural Construction Enterprise Division, Manager of Engineering Center, and Officer in charge of Quality Control Department	10 years	100% (12/12)
Re-election 4	Takashi Yamashita		Director and Senior Managing Officer General Manager of Corporate Division	11 years	100% (12/12)
Re-election 5	Osamu Goto		Director and Senior Managing Officer Manager of Sales, General Manager of Head Office, and General Manager of Sales Control	3 years	92% (11/12)
Re-election 6	Takashi Ando	Outside	Outside Director	1 year	80% (8/10)
Re-election 7	Outside Shinji Ishihara Independent officer		Outside Director	9 years	100% (12/12)
Re-election 8	Outside Yuka Nakagawa Independent officer		Outside Director	1 year	100% (10/10)
New election 9	Hideomi Ban	Outside Independent officer	_	_	_

Candidate No.	Name (Date of birth)		Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		
1	Mitsuhiro Takayanagi (February 19, 1962) Re-election	Apr. 1984 June 2006 June 2008 Feb. 2009 Apr. 2009 Oct. 2010 June 2011 Apr. 2012 June 2015	Joined the Company Executive Officer and General Manager of Sales Control 2 of the Company Executive Officer and General Manager of Sales Control 2, Sales Management Division of the Company Executive Officer and General Manager of Sales Control 2, Central Japan Company of the Company Executive Officer, Deputy General Manager of Management Division, and General Manager of General Administration Department of the Company Executive Officer, Deputy General Manager of Management Division, General Manager of Management Division, General Manager of General Administration Department, and General Manager of Personnel Department of the Company Director and Managing Officer of the Company Director and Senior Managing Officer of the Company President and Representative Director of the Company (incumbent)	39,700	
		Since joining operations of and has abun he continued 2015, he has (incumbent). management	nomination as candidate for Director] the Company, Mr. Mitsuhiro Takayanagi has been enough the Civil Engineering Division and the Corporate Pladant experience in these areas. After assuming the potto manage the Human Resources Division and the Subsen engaged in management as President and Represident his abundant experience in the Company's bualong with his extensive insights, the Company nom Director again.	anning Division osition of Director, ales Division. Since esentative Director siness and overall	

Candidate No.	Name (Date of birth)		Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	
2	Shuji Nawa (November 4, 1958) Re-election	Enterprise Di Education Ce	Joined the Company Executive Officer, Deputy General Manager of Sales Control 1, and General Manager of Sales Department 1 of the Company Managing Officer, Branch Manager of Osaka Branch, and Officer in charge of Western Japan of the Company Director and Managing Officer of the Company Director and Senior Managing Officer of the Company Vice President and Representative Director of the Company (incumbent) ties) General Manager of Civil Engineering vision, Officer in charge of Railway Enterprise enter, Chairman of Central Safety & Health and Officer in charge of Safety and Environment	34,800
		sales operations this field. After Representative and currently as General Mexperience in	pany's subsidiary, d railroad businesses Given his abundant	

Candidate No.	Name (Date of birth)		mary, position and responsibility in the Company, ficant concurrent positions outside the Company	Number of the Company's shares owned		
		Apr. 1981 June 2009	Joined the Company Executive Officer and General Manager of Sales Control 1, Central Japan Company of the Company			
		Apr. 2012	Managing Officer, General Manager of Construction Management Division, Vice Chairman of Central Safety & Health Committee, General Manager of Earthquake Engineering Technology Institute, and Officer in charge of WOODPITA CO., LTD of the Company	27,400		
		June 2012	Director and Managing Officer of the Company			
	Yutaka Oda	June 2015	Director and Senior Managing Officer of the			
2	(June 12, 1958)		Company			
3		June 2021	Vice President and Representative Director of			
	Re-election		the Company (incumbent)			
		` *	ties) General Manager of Architectural			
			Enterprise Division, Manager of Engineering			
			Center, and Officer in charge of Quality Control Department			
		-	nomination as candidate for Director]			
			the Company, Mr. Yutaka Oda has been engaged in			
			ons of the Construction Division and has abundant ex ssuming the position of Director, he has been leading	-		
			ection business as General Manager of the Architectu			
			vision and also serves as the Manager of the Engineer			
		_	experience in the Company's business and overall m			
			nsive insights, the Company nominates him as a cand			
		again.				
		Apr. 1984	Joined the Company			
		June 2006	Executive Officer, Deputy General Manager of Management Division, and General Manager of			
		June 2009	Accounting Department of the Company Executive Officer, Deputy Company Manager			
		Julie 2009	of Eastern Japan Company, Deputy Branch			
			Manager of Tokyo Branch, and General	35,700		
			Manager of Management Department of the Company			
		June 2011	Director and Managing Officer of the Company			
	Takashi Yamashita	June 2016	Director and Senior Managing Officer of the			
4	(April 17, 1961)		Company (incumbent)			
•	Re-election		ties) General Manager of Corporate Division			
			nomination as candidate for Director]			
			the Company, Mr. Takashi Yamashita has been enga	~		
			the Accounting Division, Corporate Planning Division and Sales Division, and has abundant experien			
			ng the position of Director, he served as General Mar			
			al Office, leading business execution of the Sales and			
			d after serving as the Officer in charge of the Human			
		Department a the Corporate	and Accounting Department, he currently serves as G Division. Given his abundant experience in the Con	eneral Manager of npany's business		
		and overall management along with his extensive insights, the Company nominates him as a candidate for Director again.				

Candidate No.	Name (Date of birth)		mary, position and responsibility in the Company, icant concurrent positions outside the Company	Number of the Company's shares owned			
		Nov. 2017	Joined the Company Senior General Manager (treated as corporate officer) and Assistant Manager of the Construction Business				
		Apr. 2018	Managing Officer, General Manager of Eastern Japan Regional Office, and Branch Manager of Tokyo Branch of the Company	12,500			
	Osamu Goto	June 2019 June 2021	Director and Managing Officer of the Company Director and Senior Managing Officer of the				
5	(August 12, 1962)	_	Company (incumbent) ties) Manager of Sales, General Manager of Head eneral Manager of Sales Control				
	Re-election	[Reasons for Since joining	nomination as candidate for Director] the Company, Mr. Osamu Goto has been engaged in				
			ruction business as Assistant Manager of the Constru- ing the position of Managing Officer, he has executed in and the Construction Division of the region as Gen	business of the			
		Eastern Japan Regional Office. He is currently undertaking management of the Sales Division of the Company as Director and Senior Managing Officer. Given his abundant experience in the Company's business and overall management along with his extensive insights, the Company nominates him as a candidate for Director again					
		Apr. 1978 June 2008	Joined Nagoya Railroad Co., Ltd. Director of Nagoya Railroad Co., Ltd.	for Director again.			
		June 2011	Managing Director of Nagoya Railroad Co., Ltd.				
		June 2013	Representative Director and Senior Managing Director of Nagoya Railroad Co., Ltd.				
		June 2015	President and Representative Director of Nagoya Railroad Co., Ltd.				
		June 2015	Audit & Supervisory Board Member, Outside of the Company	0			
	Takashi Ando (February 27, 1955)	June 2019 June 2021	President and Representative Director and Executive Officer of Nagoya Railroad Co., Ltd. Chairman and Representative Director of				
6	Re-election	June 2021	Nagoya Railroad Co., Ltd. (incumbent) Outside Director of the Company (incumbent)				
	Outside	[Significant c	oncurrent positions outside the Company] I Representative Director of Nagoya Railroad Co.,				
		Ltd. [Reasons for					
		Mr. Takashi A	anticipated roles] Mr. Takashi Ando has abundant experience and extensive insights concerning				
		and Executive	nagement, including serving as President and Represe Officer of Nagoya Railroad Co., Ltd. and currently	Chairman and			
		guidance and guidance and	e Director of the company. With a view to receiving advice from an objective viewpoint as a manager an advice in appropriate and speedy decision-making, to as a candidate for Outside Director again.	d to reflecting such			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
7	Shinji Ishihara (November 3, 1954)	Apr. 1985 Registered as an attorney at law Apr. 1985 Joined Ishihara Law Office Aug. 2011 Head of Ishihara Law Office (incumbent) June 2013 Outside Director of the Company (incumbent) [Significant concurrent positions outside the Company] Attorney at law, Head of Ishihara Law Office Outside Director (Audit and Supervisory Committee Member) of Otake Corporation Outside Director (Audit & Supervisory Board Member) of Juroku Financial Group, Inc.	6,715
,	Re-election Outside Independent officer	[Reasons for nomination as candidate for Outside Director and suranticipated roles] Mr. Shinji Ishihara has professional knowledge and experience nu attorney-at-law. With a view to receiving his precise guidance and objective viewpoint based on his knowledge and experience and a reflecting such guidance and advice in appropriate and speedy dec Company nominates him as a candidate for Outside Director again Ishihara has never in the past been involved in the management of as an outside officer. However, the Company judges he will approduties as an Outside Director based on the above reasons.	rtured as an advice from an nticipating vision-making, the n. Mr. Shinji
8	Yuka Nakagawa (December 8, 1972) Re-election Outside	Apr. 1999 Prosecutor Apr. 2014 Professor, The Graduate School of Law at Chukyo University Mar. 2015 Registered as an attorney at law Mar. 2015 Joined Chukyo Citizens Law Office Apr. 2017 Attorney at law, Nakagawa Law & Consulting Firm (incumbent) Apr. 2019 Professor, School of Law at Chukyo University (incumbent) June 2021 Outside Director of the Company (incumbent) [Significant concurrent positions outside the Company] Professor, School of Law at Chukyo University Attorney at law, Nakagawa Law & Consulting Firm Corporate Auditor (External) of Okaya & Co., Ltd.	0
	Independent officer	[Reasons for nomination as candidate for Outside Director and suranticipated roles] Ms. Yuka Nakagawa has professional knowledge and experience rof law. With a view to receiving her precise guidance and advice for viewpoint based on her knowledge and experience and anticipating guidance and advice in appropriate and speedy decision-making, to nominates her as a candidate for Outside Director again. Ms. Yukanever in the past been involved in the management of a company officer. However, the Company judges she will appropriately fulfit Outside Director based on the above reasons.	related to the field from an objective g reflecting such he Company a Nakagawa has except as an outside

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned			
9	Hideomi Ban (May 28, 1961) New election Outside Independent officer	Apr. 1986 Joined Bankaku Co., Ltd. Mar. 1993 Director of Bankaku Co., Ltd. Mar. 2006 President and Representative Director of Bankaku Co., Ltd. Mar. 2014 Chairman and Representative Director of Bankaku Co., Ltd. (incumbent) [Significant concurrent positions outside the Company] Chairman and Representative Director of Bankaku Co., Ltd. [Reasons for nomination as candidate for Outside Director and suranticipated roles] Mr. Hideomi Ban has abundant experience and extensive insights corporate management, including serving as President and Representative and Representative Director and Representative Director and Extensive Insights Corporate management, including serving as President and Representative Director and Representative Director and Extensive Insights Corporate management, including serving as President and Representative Director and Extensive Insights Corporate management, including serving as President and Representative Director of Bankaku Co., Ltd.	mmary of concerning entative Director of			
		Bankaku Co., Ltd. and currently Chairman and Representative Director of the company. With a view to receiving his precise guidance and advice from an objective viewpoint as a manager and to reflecting such guidance and advice in appropriate and speedy decision-making, the Company newly nominates him as a candidate for Outside Director.				

Notes:

- 1. Special interests between the candidates and the Company are as follows.
 - (i) Candidate Mr. Takashi Ando concurrently serves as Representative Director of Nagoya Railroad Co., Ltd., and the Company and the said company have a contractual relationship in construction work.
 - (ii) Candidate Mr. Shinji Ishihara concurrently serves as the Head of Ishihara Law Office, and the Company and the said law office have concluded an advisory contract on legal affairs.
 - (iii) There is no special interest between any other candidate and the Company.
- 2. Mr. Takashi Ando, Mr. Shinji Ishihara, Ms. Yuka Nakagawa and Mr. Hideomi Ban are candidates for Outside Director.
- 3. Mr. Takashi Ando, Mr. Shinji Ishihara, and Ms. Yuka Nakagawa are currently Outside Directors of the Company, and at the conclusion of this meeting, the tenure of Mr. Shinji Ishihara will have been nine (9) years, while that of Mr. Takashi Ando and Ms. Yuka Nakagawa will have been one (1) year.
- 4. The Company and Mr. Takashi Ando, Mr. Shinji Ishihara, and Ms. Yuka Nakagawa have entered into an agreement to limit the liability for damages under Article 423, paragraph (1) of the Companies Act. The maximum amount of liability for damages under this agreement is the amount provided for under Article 425, paragraph (1) of the Companies Act. If the re-election of Mr. Takashi Ando, Mr. Shinji Ishihara, and Ms. Yuka Nakagawa is approved, the Company plans to renew the aforementioned agreement with them. If the election of Mr. Hideomi Ban is approved, the Company plans to enter into the same limited liability agreement with him.
- 5. The Company will enter into a directors and officers liability insurance contract provided for under Article 430-3, paragraph (1) of the Companies Act with an insurance company to cover damages to be borne by the insured, including Directors of the Company, in compensation for damages caused by business execution by a corporate officer. If each candidate for Director is elected and assumes office, they will be the insured under the said insurance contract. Furthermore, the Company plans to renew the aforementioned contract with the same contents also at the time of next renewal.
- 6. The Company has submitted notification to the Tokyo Stock Exchange and the Nagoya Stock Exchange that Mr. Shinji Ishihara and Ms. Yuka Nakagawa have been designated as independent officers, as provided for by the aforementioned exchanges. If the re-election of Mr. Shinji Ishihara and Ms. Yuka Nakagawa is approved, the Company will continue to designate them as independent officers. Also, if the election of Mr. Hideomi Ban is approved, the Company plans to designate him as an independent officer and register him with both exchanges.

Proposal No. 3 Election of One (1) Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member, Junichi Kurimoto will expire at the conclusion of this meeting. Therefore, the Company proposes the election of one (1) Audit & Supervisory Board Member.

The consent of the Audit & Supervisory Board has been obtained with respect to this proposal.

The candidate for Audit & Supervisory Board Member is as follows:

	Name	Current position in the Company	Tenure	Attendance
Re-election	Junichi Kurimoto	Audit & Supervisory Board Member, Full-Time	4 years	Board of Directors' meetings 100% (12/12) Audit & Supervisory Board's meetings 100% (8/8)

Name (Date of birth)	Career su	Career summary, position in the Company, and significant concurrent positions outside the Company		
Junichi Kurimoto (February 3, 1959)	Apr. 1982 Jan. 2005 June 2008 Apr. 2009 June 2011 Apr. 2017	Joined the Company General Manager of Accounting Department and General Manager of Related Finance Office of the Company Senior General Manager and General Manager of Internal Audit Office of the Company Senior General Manager and Deputy Branch Manager of Osaka Branch of the Company Director of PITA COLUMN Co., Ltd. Senior General Manager and Manager of Compliance Control Division of the Company	owned 20,300	
Re-election	June 2018	Audit & Supervisory Board Member, Full-Time, of the Company (incumbent)		
	[Reasons for nomination as candidate for Audit & Supervisory Board Member] Since joining the Company, Mr. Junichi Kurimoto has been engaged in the operations of the Accounting Division and the Audit Division and has abundant experience in these areas and he has abundant experience and knowledge concerning accounting, finance and risk management. With a view to receiving his strict audits that leverage such experience and knowledge, the Company nominates him as a candidate for Audit & Supervisory Board Member again.			

Notes:

- 1. There is no special interest between the candidate and the Company.
- 2. The Company will enter into a directors and officers liability insurance contract provided for under Article 430-3, paragraph (1) of the Companies Act with an insurance company to cover damages to be borne by the insured, including Audit & Supervisory Board Members of the Company, in compensation for damages caused by business execution by a corporate officer. If the candidate for Audit & Supervisory Board Member is elected and assumes office, he will be the insured in the said insurance contract. Furthermore, the Company plans to renew the aforementioned contract with the same contents also at the time of next renewal.

(Reference) If Proposal Nos. 2 and 3 are approved and adopted, the composition of the Board of Directors and Audit &Supervisory Board will be as follows:

			Anticipated 1	roles and expe	ertise for Dir Men		udit & Superv	visory Board
	Name	Position	Corporate management	Sales and real estate development	Technology and IT	Personnel and labor relations	Compliance and risk management	Finance and accounting
Mitsuhiro Takayanagi		President and Representative Director	√	√	√		√	
Shuji Nawa		Vice President and Representative Director	√	√	\	√		
Yutaka Oda		Vice President and Representative Director	√	✓	√	√		
Takashi Yamashita		Representative Director and Senior Managing Officer		√		√	√	✓
Osamu Goto		Director and Senior Managing Officer		√		√	√	✓
Takashi Ando	Outside	Outside Director	√	√		√	√	
Shinji Ishihara	Outside Independent officer	Outside Director				√	√	✓
Yuka Nakagawa	Outside Independent officer	Outside Director				√	√	✓
Hideomi Ban	Outside Independent officer	Outside Director	√	√		√	√	
Junichi Kurimoto		Audit & Supervisory Board Member, Full-Time				√	√	✓
Masafumi Igaki		Audit & Supervisory Board Member, Full-Time				√	√	√
Hiroki Takasaki	Outside	Audit & Supervisory Board Member, Outside	√	√			√	
Yoshitaka Aichi	Outside Independent officer	Audit & Supervisory Board Member, Outside	√				√	✓
Yuzo Okamoto	Outside Independent officer	Audit & Supervisory Board Member, Outside	√				√	✓

Up to four (4) major skills, etc. possessed by each person are marked with a check mark " \checkmark ".