

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities Code: 6305

June 3, 2019

To Our Shareholders:

Kotaro Hirano
Representative Executive Officer, President and
Executive Officer, Director
Hitachi Construction Machinery Co., Ltd.
16-1, Higashiueno 2-chome, Taito-ku, Tokyo

Notice for the convocation for the 55th Annual Shareholder's Meeting

You are cordially convened to attend the 55th Annual Shareholder's Meeting of Hitachi Construction Machinery Co., Ltd. (the "Company"), which will be held as indicated below.

If you are unable to attend the Shareholder's Meeting in person, you may exercise your voting rights in writing or via electromagnetic means (the Internet, etc.). Please review the attached Reference Documents for the Shareholder's Meeting, and exercise your voting rights in accordance with the guidance on the following pages.

- 1. Date and Time:** Monday, June 24, 2019, at 10:00 a.m. (Reception starts at 9:00 a.m.)
- 2. Venue:** Tenku Ballroom, B1 floor, Tokyo Dome Hotel
3-61 Koraku 1-chome, Bunkyo-ku, Tokyo

3. Purpose of the Shareholder's Meeting

Matters to be reported:

The Business Report, the Consolidated Financial Statements, the results of audits of the Consolidated Financial Statements by the Financial Auditor, the results of audits of the Consolidated Financial Statements by the Audit Committee and Non-Consolidated Financial Statements, for the 55th fiscal year (from April 1, 2018 to March 31, 2019)

Matters to be resolved:

- Proposal:** Election of Ten (10) Directors Due to Expiration of Terms of Office of All Directors

4. Guide to the Exercise of Voting Rights

- (1) If there is no indication of approval or disapproval for the proposal after exercising your voting rights in writing (voting card), the Company shall assume you have indicated approval.
- (2) If you exercise your voting rights via electromagnetic means (the Internet, etc.), even if the voting card is returned to us by postal mail, the Company shall treat the vote placed via electromagnetic means (the Internet, etc.) as valid.
- (3) If you exercise your voting rights more than once via electromagnetic means (the Internet, etc.), the latest exercise shall be deemed to be valid.
- (4) Please return the voting card so that it will be received by us **no later than 5:00 p.m. on Friday, June 21, 2019.**
- (5) Please exercise your voting rights via electromagnetic means (the Internet, etc.) **no later than 5:00 p.m. on Friday, June 21, 2019.**

- (6) As provided for in the Company's Articles of Incorporation, you may appoint another shareholder with voting rights in the Company to attend as your proxy. Please note, however, that it is necessary to submit a document evidencing the authority of proxy.
- (7) If you intend to diversely exercise your voting rights, you are requested to notify the Company in writing of your intention to do so and state the reason for this no later than three (3) days prior to the Shareholder's Meeting (Thursday, June 20, 2019).

Disclosure via the Internet

- In the event of revisions to the Reference Documents for the Shareholder's Meeting, the Business Report, the Consolidated Financial Statements, and the Financial Statements, the Company will disclose the revised contents on its website immediately.

Guidance for Exercising Voting Rights

You are able to exercise your voting rights for the Shareholder's Meeting by either of the following methods.

If you are able to attend the Shareholder's Meeting in person

Please submit the enclosed voting card at the reception desk. We also ask that you bring this notice for reference during the Shareholder's Meeting.

Date and Time: Monday, June 24, 2019, at 10:00 a.m. (Reception starts at 9:00 a.m.)

If you are not able to attend the Shareholder's Meeting in person

In the event of posting the Voting Card

Please indicate your vote for or against the proposal and post it so that it will be received by us no later than **5:00 p.m., Friday, June 21, 2019.**

In the event of access via electromagnetic means (the Internet)

Please access the "Website for Exercising Voting Rights" (<https://www.tosyodai54.net>) using a PC or a smartphone, etc.

Please review the "Request for Shareholders" stated in the enclosed voting card and input the Voting Right Exercise Code and the Password. Please follow the instructions on the screen and register whether you approve or disapprove of the proposal no later than **5:00 p.m., Friday, June 21, 2019.**

- * Please note that communication expenses such as telephone charges and connectivity fees to the internet providers incurred when accessing the Website for Exercising Voting Rights should be borne by yourself.
- * Please note that there may be a case not to be able to exercise your voting rights using a PC or a smartphone, etc. due to the Internet connection environment. Also, please note that there may be a case not to be able to exercise your voting rights using a mobile phone depending on the model of mobile phone.

For inquiries regarding exercising voting rights via the Internet

Tokyo Securities Transfer Agent Co., Ltd. Phone: 0120-88-0768 (toll free) Business hours: 9:00 a.m. – 9:00 p.m.

Electronic Voting Platform for Institutional Investors

If nominal shareholders such as management trust banks (including standing proxies) have applied in advance for the use of the electronic voting platform for institutional investors operated by Investor Communications Japan (ICJ), a joint venture, which was established by Tokyo Stock Exchange, Inc. and others, this platform may be used for the exercise of voting rights other than those via the aforementioned methods as a means of exercising voting rights electromagnetically for the Company's Shareholder's Meeting.

Reference Documents for the Shareholder's Meeting

Proposal: Election of Ten (10) Directors Due to Expiration of Terms of Office of All Directors

In accordance with Article 332 of the Companies Act, the terms of office of all ten (10) Directors will expire at the conclusion of the Shareholder's Meeting. Accordingly, the Company proposes the election of ten (10) Directors based on the decision to propose their election by the Nominating Committee. It should be noted that under the provisions of the Company's Articles of Incorporation the election of Directors is not conducted by cumulative voting.

The backgrounds and etc. of the candidates for Director are as follows. All of the candidates for Director have accepted in advance to be a Director, if they are elected at the Shareholder's Meeting.

No.	Name	Position and responsibilities at the Company, Career summary and other principal positions held
1	<p style="text-align: center;">Kazushige Okuhara (January 27, 1948)</p> <p style="text-align: center;">[Candidate for Outside Director]</p> <p style="text-align: center;">[Candidate for Independent Director]</p> <p style="text-align: center;">[Reappointment]</p> <p style="text-align: center;">Share Ownership 3,283</p>	<p>Position and responsibilities at the Company Outside Director, Nominating Committee Member, Audit Committee Member</p> <p>Attendance at Board of Directors Meetings on FY2018: 12/12 (100%)</p> <p>Career summary and other principal positions held</p> <p>4/1970 Joined Fuji Heavy Industries Ltd. (Currently called Subaru Corporation)</p> <p>6/1993 Regional Manager of Regional Management Department, Domestic Sales Division (Chugoku, Shikoku and Kyusyu)</p> <p>10/1999 Senior Managing Director, TOKYO SUBARU Inc.</p> <p>6/2001 Corporate Vice President, Senior General Manager of Japan Region, Subaru Sales & Marketing Division, Chief General Manager of Subaru Parts & Accessories Division and General Manager of Customer Service Center, Fuji Heavy Industries Ltd.</p> <p>6/2003 Corporate Senior Vice President, Chief General Manager of Subaru Japan Sales & Marketing Division and Chief General Manager of Subaru Marketing Division</p> <p>4/2005 Corporate Senior Vice President, General Manager of Human Resources Department</p> <p>6/2006 Director, Corporate Executive Vice President, General Manager of Human Resources Department</p> <p>6/2006 President, Chairman of the Business Reforms Promotion Committee, Subaru System Service Co., Ltd. (Currently called Subaru IT Creations Corporation)</p> <p>6/2010 Representative Director of the Board and Deputy President, Fuji Heavy Industries Ltd.</p> <p>6/2011 Representative Director of the Board and President, Subaru Kosan Co., Ltd.</p> <p>6/2013 Retired from Subaru Kosan Co., Ltd.</p> <p>6/2016 Outside Director, the Company (to present)</p> <p>Reason for the selection of candidate for Outside Director, etc.</p> <p>The Company again nominates him as a candidate so that he can provide advice on the Company's overall management and supervise the execution of duties by Executive Officers from an independent position, utilizing his extensive experience as the top executive of a global company, knowledge and deep insight on personnel and labor policy.</p> <p>It should be noted that he has served as an Outside Director of the Company since June 2016, and his term of office will be three (3) years at the close of the 55th Annual Shareholder's Meeting.</p>

No.	Name	Position and responsibilities at the Company, Career summary and other principal positions held
2	<p>Haruyuki Toyama (March 23, 1959)</p> <p>[Candidate for Outside Director]</p> <p>[Candidate for Independent Director]</p> <p>[Reappointment]</p> <p>Share Ownership 2,706</p>	<p>Position and responsibilities at the Company Outside Director, Nominating Committee Member, Audit Committee Member, Compensation Committee Member</p> <p>Attendance at Board of Directors Meetings on FY2018: 12/12 (100%)</p> <p>Career summary and other principal positions held</p> <p>4/1982 Joined the Bank of Japan</p> <p>1/2000 Alternate Executive Director for Japan, International Monetary Fund</p> <p>8/2004 General Manager, Okayama Branch</p> <p>7/2006 Deputy Director General, Payment and Settlement Systems Department</p> <p>3/2009 Director General, Financial Markets Department</p> <p>5/2011 General Manager for the Americas</p> <p>11/2012 Director General, International Department</p> <p>8/2014 Retired from the Bank of Japan</p> <p>3/2015 Registered as an attorney-at-law admitted in Japan</p> <p>6/2015 Outside Director, the Company (to present)</p> <p>1/2019 Special Counsel, IWATA GODO (to present)</p> <p>Reason for the selection of candidate for Outside Director, etc. The Company again nominates him as a candidate so that he can provide advice on the Company's overall management and supervise the execution of duties by Executive Officers from an independent position, utilizing the extensive experience and knowledge in the fields of monetary affairs and finance that he has cultivated to date. It should be noted that he has served as an Outside Director of the Company since June 2015, and his term of office will be four (4) years at the close of the 55th Annual Shareholder's Meeting.</p>
3	<p>Junko Hirakawa (October 9, 1947)</p> <p>[Candidate for Outside Director]</p> <p>[Candidate for Independent Director]</p> <p>[Reappointment]</p> <p>Share Ownership 0</p>	<p>Position and responsibilities at the Company Outside Director, Nominating Committee Member, Audit Committee Member, Compensation Committee Member</p> <p>Attendance at Board of Directors Meetings on FY2018: 12/12 (100%)</p> <p>Career summary and other principal positions held</p> <p>4/1973 Registered as an attorney-at-law admitted in Japan</p> <p>2/1979 Registered as an attorney-at-law admitted in New York, United States of America</p> <p>7/1997 Established Hirakawa, Sato & Kobayashi (Currently called City-Yuwa Partners) Partner of Hirakawa, Sato & Kobayashi (to present)</p> <p>6/2006 Auditor, The Japan Association of Charitable Organizations (to present)</p> <p>6/2011 Outside Director, Tokyo Financial Exchange Inc. (to present)</p> <p>6/2012 Outside Auditor, Sumitomo Forestry Co., Ltd.</p> <p>6/2014 Outside Director, Sumitomo Forestry Co., Ltd. (to present)</p> <p>6/2015 Outside Director, the Company (to present)</p> <p>Reason for the selection of candidate for Outside Director, etc. The Company again nominates her as a candidate although she does not have the experience of being involved in the management of a company other than in a position of an Outside Director or Outside Auditor, because she will be able to provide advice on the Company's overall management and supervise the execution of duties by Executive Officers from an independent position, utilizing her extensive experience and knowledge that she has cultivated to date as legal expert. It should be noted that she has served as an Outside Director of the Company since June 2015, and her term of office will be four (4) years at the close of the 55th Annual Shareholder's Meeting.</p>

No.	Name	Position and responsibilities at the Company, Career summary and other principal positions held
4	<p>Tetsuo Katsurayama (April 10, 1956)</p> <p>[Reappointment]</p> <p>Share Ownership 3,299</p>	<p>Position and responsibilities at the Company Senior Vice President and Executive Officer, Director, CFO, General Manager of Finance Division</p> <p>Attendance at Board of Directors Meetings on FY2018: 12/12 (100%)</p> <p>Career summary and other principal positions held</p> <p>4/1981 Joined the Company</p> <p>4/2012 Deputy General Manager of Finance Division, General Manager of Finance Department, and General Manager of Foreign Exchange Center</p> <p>4/2013 Executive Officer</p> <p>4/2015 Vice President and Executive Officer</p> <p>6/2015 Vice President and Executive Officer, Director</p> <p>4/2017 General Manager, Finance Division (to present)</p> <p>4/2018 Senior Vice President and Executive Officer, Director (to present)</p> <hr/> <p>Reason for the selection of candidate for Director</p> <p>He has extensive experience, excellent performance and deep insight by being engaged in the operations of business such as accounting and finance and the management of the Company and Hitachi Construction Machinery Group Companies. The Company again nominates him as a candidate for Director to share information, as a member of the Board of Directors, with other members.</p>
5	<p>Toshikazu Sakurai (August 5, 1957)</p> <p>[Reappointment]</p> <p>Share Ownership 3,094</p>	<p>Position and responsibilities at the Company Director, Audit Committee (Chair)</p> <p>Attendance at Board of Directors Meetings on FY2018: 10/10 (100%)</p> <p>Career summary and other principal positions held</p> <p>4/1980 Joined the Company</p> <p>4/2012 Director and General Manager of Rental Division, Hitachi Construction Machinery Japan Co., Ltd.</p> <p>4/2015 General Manager of Japan Business Division President and Director, Hitachi Construction Machinery Japan Co., Ltd.</p> <p>4/2016 Executive Officer</p> <p>6/2018 Director (to present)</p> <hr/> <p>Reason for the selection of candidate for Director</p> <p>He has extensive experience in management and business in such areas as sales, services and rentals at the Company and Hitachi Construction Machinery Group Companies. The Company again nominates him as a candidate for Director to perform appropriate roles as a member of the Board of Directors, such as supervising the execution of duties by Executive Officers.</p>

No.	Name	Position and responsibilities at the Company, Career summary and other principal positions held
6	<p style="text-align: center;">Koji Sumioka (April 14, 1955)</p> <p>[Reappointment]</p> <p>Share Ownership 8,020</p>	<p>Position and responsibilities at the Company Representative Executive Officer, Executive Vice President and Executive Officer, Director, CIO, Officer responsible for Quality Assurance, General Manager of Corporate Management Group, General Manager of Operations Management Division, General Manager of Corporate Export Regulation Division, General Manager of Business Process Innovation Division, in charge of Corporate Brand & Communications Division, and IT Promotion Division</p> <p>Attendance at Board of Directors Meetings on FY2018: 11/12 (92%)</p> <p>Career summary and other principal positions held</p> <p>4/1979 Joined the Company</p> <p>4/2009 President, Hitachi Construction Machinery (Shanghai) Co., Ltd.</p> <p>4/2011 Deputy General Manager of Marketing Group</p> <p>4/2012 Executive Officer, President and Director, Hitachi Construction Machinery Japan Co., Ltd.</p> <p>4/2014 Vice President and Executive Officer</p> <p>4/2015 Representative Executive Officer, Senior Vice President and Executive Officer</p> <p>6/2015 Representative Executive Officer, Senior Vice President and Executive Officer, Director</p> <p>4/2016 Representative Executive Officer, Executive Vice President and Executive Officer, Director (to present)</p> <p>4/2019 Officer responsible for Quality Assurance, General Manager of Corporate Management Group, General Manager of Operations Management Division, General Manager of Corporate Export Regulation Division, and General Manager of Business Process Innovation Division (to present)</p> <p>Reason for the selection of candidate for Director He has extensive experience, excellent performance and deep insight by being engaged in domestic and foreign sales, services, rentals operations and management of the Company and Hitachi Construction Machinery Group Companies. The Company again nominates him as a candidate for Director to share information, as a member of the Board of Directors, with other members.</p>

No.	Name	Position and responsibilities at the Company, Career summary and other principal positions held
7	<p>Hideaki Takahashi (August 20, 1952)</p> <p>[New Appointment]</p> <p>Share Ownership 0</p>	<p>Position and responsibilities at the Company</p> <p>-</p> <p>Career summary and other principal positions held</p> <p>4/1978 Joined Hitachi, Ltd.</p> <p>4/2005 President and Representative Director, Hitachi Building Systems Co., Ltd.</p> <p>4/2007 Vice President and Executive Officer, Hitachi, Ltd.</p> <p>4/2011 Representative Executive Officer, President and Chief Executive Officer, Hitachi Cable, Ltd. (currently Hitachi Metals, Ltd.)</p> <p>6/2011 Representative Executive Officer, President and Chief Executive Officer, Director</p> <p>6/2013 Director, Hitachi Metals, Ltd.</p> <p>7/2013 Representative Executive Officer, Executive Vice President, Director</p> <p>4/2014 Representative Executive Officer, President and Chief Executive Officer, Director</p> <p>4/2017 Chairman of the Board</p> <p>4/2018 Representative Executive Officer, Executive Vice President and Executive Officer, Hitachi, Ltd. (to present)</p> <p>Reason for the selection of candidate for Director</p> <p>The Company nominates him as a candidate for Director, as he will be able to further strengthen the Company's management structures by providing advice on the Company's overall management utilizing his extensive experience and deep insight in the field of "MONOZUKURI" (manufacturing) in the Hitachi Group and as the top executive of a global company.</p>

No.	Name	Position and responsibilities at the Company, Career summary and other principal positions held
8	<p>Seishi Toyoshima (August 30, 1960)</p> <p>[New Appointment]</p> <p>Share Ownership 0</p>	<p>Position and responsibilities at the Company Vice President and Executive Officer, CHRO, General Manager of Human Capital Division and General Manager of Compliance & Risk Management Division, and in charge of Legal Department</p> <p>Career summary and other principal positions held</p> <p>4/1984 Joined Hitachi, Ltd.</p> <p>10/2011 General Manager of Corporate Administration Division, Corporate Sales & Marketing Division</p> <p>4/2012 General Manager of Human Resources and Corporate Administration Division, Information & Telecommunication Systems Company</p> <p>4/2016 CHRO, General Manager of Human Resources and Corporate Administration Division, ICT Business Group</p> <p>4/2017 Director, General Manager of General Affairs Division, Hitachi Appliances, Inc. Director, Hitachi Consumer Marketing, Inc.</p> <p>4/2018 Executive Managing Director, General Manager of General Affairs Division, CHRO and CRO, Hitachi Appliances, Inc. Director, CHRO and CRO, Hitachi Consumer Marketing, Inc.</p> <p>4/2019 Vice President and Executive Officer (to present) General Manager of Human Capital Division and General Manager of Compliance & Risk Management Division, the Company (to present)</p> <p>*Hitachi Appliances, Inc. and Hitachi Consumer Marketing, Inc. merged on April 1, 2019, and the company name is currently Hitachi Global Life Solutions, Inc.</p> <p>Reason for the selection of candidate for Director He has been engaged in general affairs, human resources and labor affairs as well as business management in the Hitachi Group for many years, and has extensive experience in business and outstanding expertise. The Company nominates him as a candidate for Director, as he will be able to further strengthen the Company's management structures by sharing information, as a member of the Board of Directors, with other members.</p>

No.	Name	Position and responsibilities at the Company, Career summary and other principal positions held
9	Toshitake Hasunuma (May 10, 1953) [New Appointment] Share Ownership 0	<p>Position and responsibilities at the Company</p> <p>-</p> <p>Career summary and other principal positions held</p> <p>4/1977 Joined Hitachi, Ltd.</p> <p>4/2004 General Manager, Finance Division of Information & Telecommunication Group</p> <p>7/2006 Executive Audit Manager of Internal Auditing Office</p> <p>4/2010 General Manager, Internal Auditing Office</p> <p>6/2016 Director, Hitachi Metals, Ltd. (to present)</p> <p>Reason for the selection of candidate for Director</p> <p>He has been engaged in accounting, finance, audit and business management in the Hitachi Group, and has extensive experience in business and outstanding expertise. The Company nominates him as a candidate for Director, as he will be able to further strengthen the Company's management structures by sharing information, as a member of the Board of Directors, with other members.</p>
10	Kotaro Hirano (June 4, 1958) [Reappointment] Share Ownership 9,661	<p>Position and responsibilities at the Company</p> <p>Representative Executive Officer, President and Executive Officer, Director, CEO, in charge of Internal Auditing Office, Nominating Committee Member, Compensation Committee (Chair)</p> <p>Attendance at Board of Directors Meetings on FY2018: 12/12 (100%)</p> <p>Career summary and other principal positions held</p> <p>4/1981 Joined the Company</p> <p>4/2013 Deputy General Manager of Production & Procurement Division.</p> <p>4/2014 Executive Officer</p> <p>4/2016 Vice President and Executive Officer</p> <p>4/2017 Representative Executive Officer, President and Executive Officer (to present)</p> <p>6/2017 Director (to present)</p> <p>Reason for the selection of candidate for Director</p> <p>He has been engaged in the management of the Company and Hitachi Construction Machinery Group Companies, and has extensive knowledge and outstanding capability in management through the experience of business in various fields including production and procurement. The Company again nominates him as a candidate for Director to take on suitable important responsibilities of the Group management and share information, as a member of the Board of Directors, with other members.</p>

Notes on the candidates

- Mr. Hideaki Takahashi serves concurrently as Representative Executive Officer, Executive Vice President and Executive Officer of Hitachi, Ltd. The Company and Hitachi, Ltd. have a business relationship that includes lending and borrowing of funds. Moreover, the Company collaborates with Hitachi, Ltd. in areas such as research and development. There are no relationships of special interest between the other candidates and the Company.
- Positions and responsibilities when candidates for Director serve currently or served in the past five (5) years as an executive officer at the Company's parent company or one of its subsidiaries (excluding the Company)
 - Mr. Toshikazu Sakurai served as an executive officer at Hitachi Construction Machinery Japan Co., Ltd., which is a subsidiary of the Company's parent company, as stated in "Career summary and other principal positions held" above.
 - Mr. Koji Sumioka served as an executive officer at Hitachi Construction Machinery Japan Co., Ltd., which is a subsidiary of the Company's parent company, as stated in "Career summary and other principal positions held" above.
 - Mr. Hideaki Takahashi serves and has served as an executive officer at Hitachi, Ltd., which is the Company's parent company, as stated in "Career summary and other principal positions held" above. And he served as an executive officer at Hitachi Metals, Ltd., which is a subsidiary of the Company's parent company.
 - Mr. Seishi Toyoshima served as an executive officer at Hitachi, Ltd., which is the Company's parent company, as well as at Hitachi Appliances, Inc. and Hitachi Consumer Marketing, Inc., both of which are subsidiaries of Hitachi, Ltd., as stated in "Career summary and other principal positions held" above. Hitachi Appliances, Inc. and Hitachi

Consumer Marketing, Inc. merged on April 1, 2019, and the company name is currently Hitachi Global Life Solutions, Inc.

- (5) Mr. Toshitake Hasunuma served as an executive officer at Hitachi, Ltd., which is a subsidiary of the Company's parent company, as stated in "Career summary and other principal positions held" above.

3. Matters pertaining to candidates for Outside Director

- (1) The three (3) candidates Mr. Kazushige Okuhara, Mr. Haruyuki Toyama and Ms. Junko Hirakawa meet the requirements as candidates for Outside Director stipulated in the Ordinance for Enforcement of the Companies Act. The three (3) candidates are also candidates for Independent Director based on the provisions of Tokyo Stock Exchange, Inc.
- (2) When candidates served as Director, Executive Officer, or Audit & Supervisory Board Member at other company during the past five (5) years and there was a violation of laws and regulations or the Articles of Incorporation or any other wrongful execution of operations at the other company concerned during the term of office of the candidates
No applicable matters
- (3) Relationships between candidates for Outside Director and entities that have a special relationship with the Company
No applicable matters

4. "Share ownership" is as of March 31, 2019. It also shows the real share ownership, which includes holdings in the Hitachi Construction Machinery Officers' Shareholding Association.

Summary of details of agreements to limit liability

The Company has concluded agreements with Directors (excludes executive Directors etc.) under the provisions of paragraph 1, Article 427 of the Companies Act and Article 22 of the Company's Articles of Incorporation to limit liability for damages under paragraph 1, Article 423 of the Act. In the event that the reappointment of Mr. Kazushige Okuhara, Mr. Haruyuki Toyama, Ms. Junko Hirakawa and Mr. Toshikazu Sakurai is approved, the Company intends to continue these agreements with them. Moreover, in the event that the appointment of Mr. Hideaki Takahashi and Mr. Toshitake Hasunuma is approved, the Company intends to conclude agreements with them.

A summary of the agreements is as below.

1. In the event of liability for damages to the Company caused by failure to perform duties as a Director (excludes executive Directors etc.), the total shall be limited to the amount in each item of paragraph 1, Article 425 of the Companies Act.
2. The aforementioned limitation of liability shall be effective only when the execution of the duties of Director (excludes executive Directors etc.) that gave rise to the liability was in good faith and without gross negligence.