

# Ichigo Inc.

(Tokyo Stock Exchange Prime, 2337)

### **Materials for the Twenty-Second Annual Shareholder Meeting**





### Our Mission: Make The World More Sustainable

Ichigo is a Japanese sustainable infrastructure company dedicated to making the world more sustainable.

Our three key businesses are: Sustainable Real Estate, in which we preserve and improve real estate; Asset Management, including managing Tokyo Stock Exchange-listed Ichigo Office (8975), Ichigo Hotel (3463), and Ichigo Green (9282); and Clean Energy, in which we develop solar and wind power plants to supply clean energy and bring productive use to idle land.

We are committed to growing long-term value for our shareholders by contributing to a sustainable society.

The word "Ichigo" comes from the ancient Japanese proverb, *Ichigo Ichie*, literally meaning "One lifetime, one encounter." The phrase was first used by a 16th century master of the tea ceremony, Sen no Rikyu. He called upon his disciples to give total focus and sincerity to each act of the tea ceremony for every guest, because that particular moment will only exist once and must be fully lived and realized. Ichigo embraces the *Ichigo Ichie* philosophy of sincerity and service, and works to build strong long-term relationships to support the success of all of our clients, shareholders, and stakeholders.



# Ichigo ESG

Hiromi Mivake

(Weightlifting)

### Ichigo's Sustainability Commitment (ESG)

# Environmental

#### Sustainable Real Estate

Ichigo preserves and improves real estate, lengthening the useful life of buildings and other physical and social infrastructure. Ichigo is for reducing mankind's environmental footprint and against the squandering of resources and human talent in wasteful and unnecessary demolition and development.

#### Safe & Clean Energy Produced Locally

Ichigo gives new purpose to idle land across Japan and supports the revitalization of local communities by building renewable energy plants that generate clean power locally. Ichigo is currently operating 60 renewable energy plants in communities across Japan with a panel output of 169MW (as of February 28, 2022).

# Social

#### Sports Rooted in Communities: J.League Top Partner

Ichigo is a Top Partner of the J.League, Japan's professional soccer league, and is working to support the J.League's vision of promoting sports that benefit local communities. Ichigo is deploying its real estate expertise to help the J.League and local governments maintain aging stadiums and reduce steep operating costs.

#### **Smart Agriculture**

Ichigo has built a smart agriculture business to promote high-quality, locally-sourced agriculture, strengthen local communities, create jobs, and increase Japan's food self-sufficiency.

#### Athletes & Art

Ichigo supports world-class athletes and artists with disabilities via sponsorship of Paralym Art.

### Governance

Ichigo was an early adopter of global best-practice governance, adopting a Company with Committees (Nominating, Audit, Compensation) governance structure in 2006. The independence of Ichigo's Board of Directors underpins its strong governance and oversight capabilities. Of 10 members of Ichigo's Board, 6 are Independent Directors.

### Ichigo's ESG Initiatives

Ichigo believes that working on behalf of the environment and society is a fundamental social responsibility. As Ichigo grows and takes on new challenges as a sustainable infrastructure company, sustainability remains at the core of everything we do, and we reduce our environmental impact and pro-actively join conservation efforts.

# CDP 2021 Climate Change Assessment

Ichigo received an A- score and was recognized at the highest Leadership Level in the Climate Change Assessment by CDP, a nonprofit organization that promotes global environmental reporting. Ichigo was among the top 13% of the companies that reached Leadership Level in its Land & Property Ownership & Development Activity Group. Ichigo also received an A- score in the CDP Supplier Engagement Rating (SER).



#### About CDP

CDP is a global non-profit organization that runs the world's environmental disclosure system and assesses over 13,000 companies on their environmental transparency and actions. An assessment questionnaire spanning topics such as governance, risk management, business strategy, and targets and performance is used to score companies among eight levels: Leadership (A/A-), Management (B/B-), Awareness (C/C-), and Disclosure (D/D-).

# **RE100**

Ichigo joined RE100, a global initiative to accelerate the transition of electricity used by businesses to 100% renewable energy, and is targeting sourcing 100% renewable electricity across its operations, including Ichigo Office (8975) and Ichigo Hotel (3463), by 2025. Ichigo will continue accelerating its Net Zero Carbon initiatives.







# **UN Global Compact**

Ichigo believes companies exist to serve society. In line with this mission, Ichigo has signed the UN Global Compact to a global sustainability initiative that calls for companies and organizations to take leadership and take actions as members of society to implement universal

sustainability principles. Companies and organizations that sign the UN Global Compact are required to achieve the Ten Principles regarding human rights, labor, environment, and anti-corruption based on CEO commitments.



#### The Ten Principles of the UN Global Compact

Human Rights	Principle 1: Support and respect human rights	
	Principle 2: Human rights abuses	
Labor	Principle 3: Freedom of association and the effective recognition of the right to collective bargaining	
	Principle 4: Elimination of all forms of forced and compulsory labor	
	Principle 5: Effective abolition of child labor	
	Principle 6: Elimination of discrimination in respect of employment and occupation	
Environment	Principle 7: Support a precautionary approach to environmental challenges	
	Principle 8: Promote greater environmental responsibility	
	Principle 9: Encourage the development and diffusion of environmentally friendly technologies	
Anti-Corruption	Principle 10: Work against corruption in all its forms, including extortion and bribery	

# Principles for Financial Action for the 21st Century

Ichigo became Japan's first real estate asset management group to join the Principles for Financial Action for the 21<sup>st</sup> Century to express our commitment to minimize the environmental impact of our businesses. The Principles for Financial Action for the 21<sup>st</sup> Century were established based on the Ministry of the Environment Central Environment Council's guidelines for financial institutions seeking to contribute to a sustainable society.



[Provisional Translation Only]

This English translation of the original Japanese document is provided solely for information purposes. Should there be any discrepancies between this translation and the Japanese original, the latter shall prevail.

May 12, 2022

**Ichigo Inc.** (Tokyo Stock Exchange Prime, 2337) Representative: Scott Callon, Chairman

#### Materials for the Twenty-Second Annual Shareholder Meeting

#### Dear Shareholders:

We would like to express our deepest condolences to all those affected by the global Covid pandemic and by the war and humanitarian crisis in Ukraine, along with our heartfelt wish for the immediate cessation of hostilities in Ukraine and the earliest and fullest possible recovery for all.

We are pleased to invite you to attend the Twenty-Second Annual Shareholder Meeting of Ichigo Inc. ("Ichigo").

We will take all necessary Covid precautions at the Annual Shareholder Meeting, and you may also exercise your voting rights via postal mail or the Internet. We would appreciate it if you could please review these shareholder meeting materials and cast your vote by returning your voting form or by accessing our voting website (<a href="https://soukai.mizuho-tb.co.jp/">https://soukai.mizuho-tb.co.jp/</a>) no later than Friday, May 27, 2022, 6:15 p.m. JST.

**1. Date and Time** Sunday, May 29, 2022 at 10:00 a.m.

2. Place La Rose, Fifth Floor, Dai-ichi Hotel Tokyo

1-2-6 Shimbashi, Minato-ku, Tokyo

#### 3. Agenda

#### Matters to be Reported

- a. Ichigo's business report, consolidated financial statements, and the results of the audit of the consolidated financial statements by the Independent Auditor and Ichigo's Audit Committee for the Twenty-Second Period (March 1, 2021 February 28, 2022)
- b. Ichigo's parent financial statements for the Twenty-Second Period

#### Matters to be Resolved

Proposal 1 Amendments to Articles of Incorporation

Proposal 2 Election of 10 Directors

#### **Additional Accounting Notes**

Additional accounting notes to Ichigo's consolidated and parent financial statements are disclosed on our website at <a href="www.ichigo.gr.jp/en/ir/library">www.ichigo.gr.jp/en/ir/library</a>.

Please also note that any amendments to Ichigo's business report, consolidated and parent financial statements, or shareholder meeting materials will be posted on our website at www.ichigo.gr.jp/en.

#### **Voting via the Internet**

#### 1. Handling of Multiple Votes via both the Proxy Card and the Internet

If you cast multiple votes via both the proxy card and the Internet voting site, only the vote cast via the Internet will be deemed effective.

#### 2. Handling of Multiple Votes via the Internet

If you cast multiple votes via the Internet voting site, only the last vote will be deemed effective.

#### 3. Internet Voting Procedure

The internet voting procedure is per the below. If you choose to attend the meeting, voting via the proxy card or the Internet is unnecessary.

#### a. Voting Website

- (i) You can access the designated website <a href="https://soukai.mizuho-tb.co.jp/">https://soukai.mizuho-tb.co.jp/</a> from a PC, smartphone, or mobile phone.
- (ii) Please access our voting website (<a href="https://soukai.mizuho-tb.co.jp/">https://soukai.mizuho-tb.co.jp/</a>) and use the voting rights exercise code and password shown on the enclosed voting form. Follow the onscreen instructions to indicate your consent or dissent.
- (iii) We will accept votes submitted via the Internet until 6:15 p.m. JST on Friday, May 27, 2022. Please contact the help desk below if you have any questions.

#### b. Login via QR Code

You can access the voting form by reading the QR code on the enclosed voting form. This is a shareholder-unique QR code that allows you to vote without having to enter your ID or password. We will accept votes submitted until 6:15 p.m. JST on Friday, May 27, 2022.

#### Inquiries concerning the Internet Voting Process

Help Desk, Corporate Agency Division, Mizuho Trust & Banking Co., Ltd.

Toll-free telephone (within Japan): 0120-768-524 (9:00 a.m. to 9:00 p.m. JST)

#### **Institutional Investors**

Institutional investors may use the electronic proxy-voting platform of the Tokyo Stock Exchange for electronic voting.

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#### Proposal 1 Amendments to Articles of Incorporation

#### 1. Purpose of the Proposed Amendments

Pursuant to Article 1 of the Supplementary Provisions to the Act Partially Amending the Companies Act (Act No.70 of 2019) regarding the new system for the electronic provision of Shareholder Meeting materials, effective September 1, 2022, Ichigo is proposing the following amendments to its Articles of Incorporation.

- a. Stipulate electronic provision measures for the contents of Shareholder Meeting reference materials, etc. (Article 14, Clause 1);
- b. Limit the scope of items to be included in documents to be provided to shareholders that have requested paper copies (Article 14, Clause 2);
- c. Delete the current Article 14 regarding the internet disclosure and deemed provision of Shareholder Meeting reference materials, etc.; and
- d. Supplement the above additions and deletions with information regarding effective dates.

#### 2. Amendment Details

(Amended areas underlined)

Current	After Amendment
Current  Article 14 Internet Disclosure and Deemed Provision of Shareholder Meeting Reference Materials, etc.  Upon convening a shareholder meeting, the Company may be deemed to have provided shareholders with the necessary information regarding matters to be stated or indicated in Shareholder Meeting reference materials, business reports, financial statements, and consolidated financial statements by disclosing such information via the Internet in accordance with the Ordinance of the Ministry of Justice.  (NEW)	Article 14 Electronic Provision Measures  Upon convening a shareholder meeting, the Company shall use electronic provision measures to provide the contents of Shareholder Meeting reference materials, etc.
	2. Of the items provided electronically, the Company may omit all or part of the items set forth in the Ordinance of the Ministry of Justice from documents to be sent to shareholders that have requested paper copies on or before the record date for entitlement to voting rights.

(NEW)	Chapter 9 Supplement
	Transitional Measures Regarding the Electronic Provision of Shareholder Meeting Materials
	Article 44
	The deletion of the current Article 14 (Internet Disclosure and Deemed Provision of Shareholder Meeting Reference Materials, etc.) and the stipulation of the new Article 14 (Electronic Provision Measures) shall take effect as of September 1, 2022.
	2. Notwithstanding the provisions of the preceding paragraph, the current Article 14 (Internet Disclosure and Deemed Provision of Shareholder Meeting Reference Materials, etc.) shall remain in effect for Shareholder Meetings held within 6 months from September 1, 2022.
	3. The provisions of this Article shall be deleted on the later of the day on which 6 months have elapsed from September 1, 2022 or the day on which 3 months have elapsed from the date of the Shareholder Meeting set forth in the preceding paragraph.

### Proposal 2 Election of Ten Directors

The terms of office of all nine Directors will expire at the conclusion of this shareholder meeting. Accordingly, Ichigo proposes the election of the following ten Directors.

The candidates for Director are as follows:

No.	Name	Current Position and Responsibility	Board Meeting Attendance
1	Scott Callon Reappointment	Chairman of the Board of Directors Nominating Committee Member Compensation Committee Member Compliance Committee Member Chairman & Representative Statutory Executive Officer	100% (11 of 11 Total)
2	Takuma Hasegawa Reappointment	Chairman of Nominating Committee Chairman of Compensation Committee Chairman of Compliance Committee President & Representative Statutory Executive Officer	100% (11 of 11 Total)
3	Minoru Ishihara Reappointment	Executive Vice President & Statutory Executive Officer (Sustainable Infrastructure Business) & COO	100% (11 of 11 Total)
4	Eri Murai  Reappointment	Executive Managing Director & Statutory Executive Officer (HR)	100% (11 of 11 Total)
5	Tetsuya Fujita  Reappointment –  Independent Director	Lead Independent Director Chairman of Audit Committee Nominating Committee Member Compensation Committee Member Compliance Committee Member	100% (11 of 11 Total)
6	Noriko Kawate  Reappointment –  Independent Director	Independent Director Nominating Committee Member Audit Committee Member Compensation Committee Member	100% (11 of 11 Total)
7	Yukio Suzuki  Reappointment –  Independent Director	Independent Director Audit Committee Member Vice Chairman of Compliance Committee	100% (11 of 11 Total)
8	Masatoshi Matsuzaki  Reappointment –  Independent Director	Independent Director Nominating Committee Member Compensation Committee Member	100% (11 of 11 Total)

No.	Name	Current Position and Responsibility	Board Meeting Attendance
9	Nobuhide Nakaido  Reappointment –  Independent Director	Independent Director	100% (11 of 11 Total)
10	Amina Sugimoto  New –  Independent Director	<del>-</del>	

No.	Name (Date of Birth)		Career History	Ichigo Shares Held
		April 1988	MIPS Computer Systems, Inc.	
		September 1991	Asia-Pacific Research Center, Stanford	
			University	
		March 1994	Research Institute of Capital Formation, Japan Development Bank	
		August 1994	Bankers Trust Asia Securities Co., Ltd.	
		March 1997	Morgan Stanley Japan Limited	
		June 2000	Japan Representative, Prudential plc	
		May 2001	Representative Director, PCA Asset Management Limited	
		April 2002	Morgan Stanley Japan Limited	
		January 2003	Head of Equities, Morgan Stanley Japan Limited	
		May 2006	Partner and CEO, Ichigo Asset Management, Ltd. (current)	
		October 2008	Ichigo Chairman & Representative Statutory	
	-		Executive Officer (current)	
	1751	November 2008	Director (current), Chairman of Nominating	
			Committee, Chairman of Compensation	
			Committee, Vice Chairman of Compliance	
			Committee	
	-/-	November 2011	Member of Nominating Committee, Member of Compensation Committee	
	G G 11	May 2012	Associate Director, Japan Association of	
1	Scott Callon (December 6, 1964)	-	Corporate Directors	N/A
1			Audit & Supervisory Board Member, Chiyoda Co., Ltd.	1,1/1
		July 2012	Director, Member of Nominating Committee,	
			Member of Compensation Committee, Ichigo	
			Real Estate Investment Advisors Co., Ltd. (now	
			Ichigo Investment Advisors Co., Ltd.)	
		May 2015	Independent Director, Chiyoda Co., Ltd.	
		September 2015	Chairman of Compliance Committee	
		May 2016	Chairman of Nominating Committee, Chairman	
			of Compensation Committee	
		October 2016	Member of Nominating Committee (current),	
		x 1 2015	Member of Compensation Committee (current)	
		July 2017	Group Head of IT	
			Chairman & Statutory Executive Officer, Ichigo	
		Max. 2010	Investment Advisors Co., Ltd.	
		May 2019	Member of Compliance Committee (current)	
		March 2020	Chairman & Representative Director, Japan Display Inc.	
		June 2020	Independent Director, Fujitsu Limited (current)	
		1	Chairman, Representative Executive Officer, &	
		August 2020	<del>_</del>	
		January 2021	± • • • • • • • • • • • • • • • • • • •	
		5411441 y 2021	one, supun Display mo. (ourrent)	
		January 2021	Director, Japan Display Inc. (current) CEO, Japan Display Inc. (current)	

No.	Name (Date of Birth)	Career History	Ichigo Shares Held
1	(continued from previous page)	Other Positions) Partner & CEO, Ichigo Asset Management, Ltd. Chairman, CEO, and Representative Executive Officer, Japan Display, Inc. Independent Director, Fujitsu Limited  Message to Our Shareholders I offer my deepest condolences to all those affected by the global Covid pandemic and by the war and humanitarian crisis in Ukraine. This is your company. We have a responsibility to build a better company and a better society for the generation that comes after us. As a sustainable infrastructure company, all of us at Ichigo are committed to working to solve fundamental social problems, contributing to a sustainable society, and growing long-term value for our shareholders.	N/A

No.	Name (Date of Birth)		Career History	Ichigo Shares Held
2	Takuma Hasegawa (January 29, 1971)	Message to Our SI Ichigo continues to challenges in order directors and emplinfrastructure com		495,938 shares

No.	Name (Date of Birth)		Career History	Ichigo Shares Held
3	Minoru Ishihara (October 5, 1967)	April 1990 May 2007 March 2008 May 2009 November 2009 May 2010 April 2011 November 2011 July 2012 November 2012 March 2013 May 2015 March 2017 March 2018 March 2019 June 2019 April 2021 April 2022	Joined Hazama Corporation Joined Ichigo as Head of Human Resources and General Administration Division Executive Officer and Head of Human Resources and General Administration Division Director (current), Managing Director & Statutory Executive Officer (Administration), Member of Compliance Committee President & Representative Director, Asset Logistics Co., Ltd. (now Ichigo Marché Co., Ltd.) Director, Senior Managing Director & Statutory Executive Officer (Administration) President & Representative Director, Miyako City Co., Ltd. Executive Vice President & Statutory Executive Officer (Administration) Director (current), Executive Vice President & Statutory Executive Officer (Administration), Ichigo Real Estate Investment Advisors Co., Ltd. (now Ichigo Investment Advisors Co., Ltd.) Director, Ichigo ECO Energy Co., Ltd. Head of Real Estate Chairman, President, & Representative Director, Miyako City, Co., Ltd. (current) Chairman & Director, Takara Building Maintenance Co., Ltd. Executive Vice President & Statutory Executive Officer & COO (current) President & Representative Director, Ichigo Real Estate Services Fukuoka Co., Ltd. Group Head of Sustainable Real Estate Chairman & Representative Director, Ichigo Marché Co., Ltd. (current) Chairman & Representative Director, Hakata Hotels Inc. (current) President & Representative Director, Miyazaki Sunshine FM Co., Ltd. (current) Statutory Executive Officer (Sustainable Infrastructure) Statutory Executive Officer (Sustainable Infrastructure Business) (current)	109,308 shares

No.	Name (Date of Birth)	Career History	Ichigo Shares Held
3	(continued from previous page)	Chairman, President, & Representative Director, Miyako City Co., Ltd. Chairman & Representative Director, Ichigo Marché Co., Ltd. Director, Ichigo Investment Advisors Co., Ltd. Chairman & Representative Director, Hakata Hotels Inc. President & Representative Director, Miyazaki Sunshine FM Co., Ltd.  Message to Our Shareholders  Ichigo is working towards realizing a sustainable society by providing places where people can be people - enjoy eating, play sports, be deeply moved, love, and connect with others. We aim to achieve this through the synthesis of Ichigo's safe and secure platforms with technology and a variety of content, and will further extend this towards the revitalization of regional communities. I will continue to work towards realizing Ichigo's values and delivering on the expectations of our shareholders. Thank you for your continued support.	

No.	Name (Date of Birth)		Career History	
4	Eri Murai (May 16, 1970)	April 1993 April 2002 January 2007 July 2012 March 2013 March 2014 March 2015 March 2017 May 2019 March 2020	Joined Fujita Corporation Joined Ichigo Head of Finance, Ichigo Statutory Executive Officer (Business Management), Head of Business Planning, Ichigo Director (Administration), Ichigo Estate, Director, Ichigo Global Capital Director (Business Planning), Ichigo ECO Energy Senior Statutory Executive Officer (Administration & HR), Ichigo Executive Managing Director (current) & Statutory Executive Officer (Administration & HR) Group Head of Administration & HR, Ichigo President, Ichigo University Head of HR Development Director (current) Statutory Executive Officer (HR) (current)	9,100 shares
		I believe growing important composhareholder value employees that we businesses and mediate to collaborate to c	Shareholders I management is increasingly attracting attention, gethe skills and knowledge of employees is an onent for a company to drive long-term.  E. I will continue to expand opportunities for our will contribute towards the growth of Ichigo's naximizing shareholder value.  Entribute to society via Ichigo's people and make by that is consistently chosen by shareholders.  Four guidance and support.	

No.	Name (Date of Birth)		Career History			
5	Tetsuya Fujita (March 26, 1954)	_	Joined Taisho Marine and Fire Insurance Co., Ltd. (now Mitsui Sumitomo Insurance Co., Ltd.) Executive Director, Taisho Marine & Fire Insurance (Malaysia) Bhd. (now MSIG Insurance (Malaysia) Bhd) Board Director, Skandia Life Insurance (Japan) (now Tokyo Marine Nichido Financial Life Insurance Co., Ltd.) Executive Director, AXA Life Insurance Co., Ltd. Representative President & CEO, AXA Financial Life Insurance Co., Ltd. (now AXA Life Insurance Co., Ltd.) Senior Advisor, AXA Life Insurance Co., Ltd. Ichigo Independent Director (current), Member of Audit Committee, Member of Compliance Committee Auditor, St. Thomas University President, ReMark Japan Co., Ltd. Chairman of Compliance Committee (current), Member of Nominating Committee (current) Director, Member of Audit Committee, Member of Nominating Committee, Ichigo Real Estate Investment Advisors Co., Ltd. (now Ichigo Investment Advisors Co., Ltd.) Chairman of Audit Committee (current), Chairman of Audit Committee (current), Chairman of Audit Committee (current), Chairman of Audit Committee (current) Secretary Entre National Lead Independent Director (current) Special Advisor to CEO, ReMark Group Advisor, Creative Solutions Co., Ltd. CEO & Representative Director, Creative Solutions Co., Ltd (current) Secretary General, Postal Club Inc. Executive Director, Creative Solutions Co., Ltd. or, Postal Club Inc.	68,000 shares		

No.	Name (Date of Birth)	Career History	Ichigo Shares Held
5	(continued from previous page)	Message to Our Shareholders  While the Covid pandemic continues with no end in sight, Ichigo continues to grow and evolve following its move to the Tokyo Stock Exchange Prime Market this past April.  As an Independent Director, I will further strengthen corporate governance and risk management with the aim of growing shareholder value. Towards this end, I will continue to focus on communicating with shareholders.	

No.	Name (Date of Birth)	Career History			
6	Noriko Kawate (February 22, 1976)	Partner, Cast Gro Independent Aud Independent Aud Civil Conciliation  Message to Our S The business env Covid pandemic. responded to soci sustainable growt As an Independent execution so that long-term vision	itor, Sumitomo Bakelite Co., Ltd. itor, Nichireki Co., Ltd. Commissioner, Tokyo District Court  Shareholders ironment remains uncertain due to the prolonged Despite these circumstances, Ichigo has promptly al changes and has steadily worked towards	50,300 shares	

No.	Name (Date of Birth)		Career History			
7	Yukio Suzuki (June 3, 1950)	Independent Dire	Joined Nomura Research Institute, Ltd. Director, Nomura Research Institute Ltd. Director & Head of Financial Research Center, Nomura Securities Co., Ltd. Executive Director in charge of Research Division, Nomura Asset Management Co., Ltd. Executive Managing Director in charge of Research Division, Nomura Asset Management Co., Ltd. Executive Managing Director, Nomura Asset Management Co., Ltd. Director and Audit Mission Director, Nomura Holdings, Inc. Advisor, Nomura Securities Co., Ltd. CEO, Belle Investment Research of Japan Inc. (current) Advisor, Deloitte Touche Tohmatsu, LLC Independent Director, Systena Corporation (current) Ichigo Independent Director (current), Director of Ichigo Real Estate Investment Advisors Co., Ltd. (now Ichigo Investment Advisors Co., Ltd.) Member of Compliance Committee Member of Audit Committee (current) Independent Auditor, WILLs Inc. (current) Independent Director, Member of Audit Committee, XNET Corporation (current) Independent Director, Member of Audit Committee, XNET Corporation (current)	14,700 shares		

No.	Name (Date of Birth)	Career History	Ichigo Shares Held
7	(continued from previous page)	Message to Our Shareholders  Sustainable shareholder value creation requires a corporate purpose, a long-term vision, strategies for new business models, development of revolutionary products and services, and solid risk management attuned to changes in the business environment. It is especially important that the process of shareholder value creation be shared with all stakeholders and shareholders. I will fulfill my responsibility as an Independent Director by supervising management, especially from the perspective of ESG which is a foundation for sustainable infrastructure.	

No.	Name (Date of Birth)		Career History				
No.	(Date of Birth)	April 1976 June 1999 October 2003 April 2005 April 2006 June 2006 April 2009 April 2013 April 2014 June 2014 May 2016	Career History  Joined Konishiroku Photo Industry Co., Ltd. (now Konica Minolta, Inc.) General Manager, System Technology Development Division, Office Document Company, Konica Corporation Director, Konica Minolta Business Technologies, Inc. Executive Officer, Konica Minolta Holdings Inc. Representative Director & President, Konica Minolta Technology Center, Inc. Senior Executive Officer, Konica Minolta Holdings Inc. Director & Senior Executive Officer, Konica Minolta Holdings Inc. Representative Director & CEO Konica Minolta Holdings, Inc. Representative Director & CEO Konica Minolta, Inc. Director & Chairman of the Board of Directors, Konica Minolta, Inc. (Non- Executive Director, current) Chairman of the Board of Directors, Japan Business Machine and Information System Industries Association Deputy Chairman, Japan Association of Corporate Directors	Ichigo Shares Held 49,500 shares			
	Masatoshi Matsuzaki (July 21, 1950)	June 2016	Ichigo Independent Director, Member of Nominating Committee (current), Member of Compensation Committee (current) Independent Director, Nomura Research Institute, Ltd. Independent Director, Nippon Sheet Glass Co.				
		August 2016	Ltd. Member of Public Interest Supervisory Committee, PwC Aarata LLC (current)				
		May 2018 June 2019	Executive Director & Deputy Chairman, Japan Association of Corporate Directors Independent Director, LIXIL Corporation				
		August 2021	(current) Independent Director, SmartHR, Inc. (current)				
		(Until June 2022) Member of Public Independent Direc	oard of Directors, Konica Minolta Inc. Interest Supervisory Committee, PwC Aarata LLC tor, LIXIL Corporation tor, SmartHR, Inc.				

No.	Name (Date of Birth)	Career History	Ichigo Shares Held
8	(continued from previous page)	Message to Our Shareholders  Amid on ongoing challenging business environment, the Board of Directors will continue to monitor Ichigo's initiatives towards becoming a sustainable infrastructure company as envisioned in its Ichigo 2030 long-term vision and the ongoing growth of shareholder value. Thank you for your continued guidance and support.	

No.	Name (Date of Birth)	Career History			
9	Nobuhide Nakaido (November 1, 1946)	(Other Positions) Chairman, Japan officers Independent Direct Independent Direct Message to Our St Ichigo faces a voldrastic changes in global energy situ pandemic. As an Independent	Joined Sumitomo Corporation Director, Sumitomo Corporation Managing Director, Sumitomo Corporation Managing Executive Officer, Sumitomo Corporation Senior Managing Executive Officer, Sumitomo Corporation Executive Vice President, Sumitomo Corporation Executive Director, Assistant to President, Sumitomo Corporation Chairman, President, & CEO, Sumisho Computer Systems Corporation (now SCSK Corporation) President & CEO, SCSK Corporation Chairman, SCSK Director & Senior Advisor, SCSK Corporation Senior Advisor, SCSK Corporation Ichigo Independent Director (current) Chairman, Japan Association for Chief Human Resources Officers (current) Independent Director, eSOL Co., Ltd. (current) Independent Director, Sourcenext Corp. (current) Association for Chief Human Resources ctor, eSOL Co., Ltd. ctor, Sourcenext Corp.  Chareholders Latile and difficult business environment due to a global politics, accompanying changes in the lation, and ongoing uncertainty from the Covid	10,000 shares	

No.	Name (Date of Birth)	Career History				
10	Amina Sugimoto (September 18, 1988)	Message to Our S As a new indepen career and global	Master of Science, University of Tokyo Doctor of Public Health, London School of Hygiene & Tropical Medicine Healthcare Innovation Producer, Mistletoe Inc. Global Business Director, Holoeyes Inc. Global Business Manager, All Turtles Corporation Representative Director, CEO, & Co- Founder, fermata Inc. (current)  rector, CEO, & Co-Founder, fermata Inc.  hareholders dent director candidate, I will leverage my experience to contribute new ideas and values ditional ways of thinking.	-		

- (Note 1) None of the candidates for Director or Independent Director are a related party of Ichigo.
- (Note 2) Ichigo's Nominating Committee and Board of Directors' reasons for nominating Scott Callon, Takuma Hasegawa, Minoru Ishihara, and Eri Murai for Director are as follows:
  - (i) Scott Callon has extensive experience as Chairman of Ichigo since October 2008, and has knowledge and expertise derived from serving on a number of Japanese government bodies, including the Financial Services Agency (FSA) Council of Experts that drafted Japan's Corporate Governance Code and the Ministry of Economy, Trade and Industry (METI) Competitiveness and Incentives Structures for Sustainable Growth Project (the "Ito Review"). He assumed the position of Director in November 2008, and his term of office will have been thirteen and a half years at the close of this shareholder meeting.
  - (ii) Takuma Hasegawa has extensive knowledge and experience at Ichigo, having led a number of Ichigo's real estate businesses. He has been Ichigo's President since May 2015. He assumed the position of Director in May 2009 for two years, and his term of office will have been nine years at the close of this shareholder meeting.
  - (iii) Minoru Ishihara has extensive knowledge and experience as Executive Vice President and COO of Ichigo. He assumed the position of Director in 2009, and his term of office will have been thirteen years at the close of this shareholder meeting.
  - (iv) Eri Murai has extensive knowledge and experience, having led a number of key initiatives in finance, internal management, and HR since joining Ichigo in 2002. She is currently the Executive Managing Director (HR), and her term of office will have been three years at the close of this shareholder meeting.
- (Note 3) All six candidates for Independent Director Tetsuya Fujita, Noriko Kawate, Yukio Suzuki, Masatoshi Matsuzaki, Nobuhide Nakaido, and Amina Sugimoto meet the Tokyo Stock Exchange's (TSE) requirements for Independent Directors and will be registered with the TSE as such.
- (Note 4) Ichigo's Nominating Committee and Board of Directors' reasons for nominating Tetsuya Fujita, Noriko Kawate, Yukio Suzuki, Masatoshi Matsuzaki, and Nobuhide Nakaido as candidates for Independent Director are as follows:
  - (i) Tetsuya Fujita has extensive knowledge and experience working for a leading property insurance company and a leading life insurance company. He assumed the position of Independent Director in May 2010, and his term of office will have been twelve years at the close of this shareholder meeting.
  - (ii) Noriko Kawate has extensive experience in statutory auditing at a major auditing firm and in accounting and tax advisory as a certified public accountant and tax accountant. She assumed the position of Independent Director in May 2011, and her term of office will have been eleven years at the close of this shareholder meeting.
  - (iii) Yukio Suzuki has extensive experience and knowledge of corporate and securities research from serving important roles at a securities company, think tank, and asset management company at a major financial group, and has experience and knowledge in operational monitoring and risk control, which he can draw upon to fully monitor Ichigo's activities on behalf of shareholders. He assumed the position of Independent Director in May 2015, and his term of office will have been seven years at the close of this shareholder meeting.
  - (iv) Masatoshi Matsuzaki has extensive experience as the CEO and Chairman leading a major global office equipment manufacturer, driving positive structural

- transformation and business innovation, and played a leading role in developing a best-practice board committee system to support strong corporate governance, which he can draw upon to fully monitor Ichigo's activities on behalf of shareholders. He assumed the position of Independent Director in May 2016, and his term of office will have been six years at the close of this shareholder meeting.
- (v) Nobuhide Nakaido has extensive experience and knowledge as the Executive Vice President of one of Japan's largest trading companies and President & Chairman of a leading Japanese IT systems integrator, driving innovation in the IT service industry and increasing corporate value through workstyle & workplace transformation. He has extensive knowledge and experience leading major global companies which he can draw upon to fully monitor Ichigo's activities on behalf of shareholders. He assumed the position of Independent Director in May 2017, and his term of office will have been five years at the close of this shareholder meeting.
- (vi) Amina Sugimoto has a master's degree from Tokyo University and a doctorate in public health from the London School of Hygiene and Tropical Medicine, and also has extensive experience and knowledge as a strategy and marketing advisor for global medical and healthcare startups, and currently serves as the Representative Director at a healthcare startup. She has been selected as an Independent Director candidate to help monitor Ichigo's possible challenges into new business areas, leveraging her global and next-generational perspective.
- (Note 5) No candidate for Independent Director has been involved in inappropriate conduct while serving as a Director in other companies over the past five years.
- (Note 6) Additional information pertaining to the independence of the candidates for Independent Director is as follows:
  - (i) Tetsuya Fujita and Noriko Kawate served as Independent Directors of Ichigo subsidiary, Ichigo Investment Advisors, from July 2012 to May 2016.
  - (ii) Yukio Suzuki served as an Independent Director of Ichigo subsidiary, Ichigo Investment Advisors, from May 2015 to May 2016.
  - (iii) No candidate for Independent Director has received in the last two years, nor will they receive, material monetary or other financial compensation (excluding any compensation as Director or Advisor before assuming the position of Independent Director) from Ichigo or related entities.
  - (iv) No candidate for Independent Director is the spouse of the management of Ichigo or related entities, nor are they related within three degrees of consanguinity.
- (Note 7) In order to retain Independent Directors of high quality, Ichigo has signed limited liability agreements with Tetsuya Fujita, Noriko Kawate, Yukio Suzuki, Masatoshi Matsuzaki, and Nobuhide Nakaido. The extent of liabilities for compensation under the agreements is the minimum limited liability amount as defined in Article 425, Paragraph 1 of the Company Law; provided that the liability is limited only when the Independent Directors have performed their duties which cause liability in good faith and without gross negligence. Upon the reappointment of Tetsuya Fujita, Noriko Kawate, Yukio Suzuki, Masatoshi Matsuzaki, and Nobuhide Nakaido as Independent Directors, Ichigo will enter into new limited liability agreements with equivalent terms with each of them. Upon the appointment of Amina Sugimoto as an Independent Director, Ichigo will enter into the same limited liability agreement with her.
- (Note 8) Ichigo and the independent directors have entered into a director liability insurance contract, with the directors named as insured, which provides coverage for any damages that may by caused by directors taking on responsibilities for performing their duties or receiving claims in pursuit of responsibilities.

- Candidates will be named insured after the re-election, and the contract will be renewed during their tenure.
- (Note 9) Scott Callon has not received and will not receive any compensation from Ichigo.
- (Note 10) Shares owned by Yukio Suzuki, a candidate for Independent Director, include shares owned by Belle Investment Research of Japan Inc., all of whose shares are owned by Yukio Suzuki.
- (Note 11) The number of Ichigo shares owned by each of the candidates for Director is as of February 28, 2022.

Skill Matrix of Ichigo's Board of Directors (as of May 2022)

Ichigo has made sustainability a key management priority. Along with the expansion of Ichigo's businesses, our Board of Directors has been structured with a focus on diversity and a balance in skills, regardless of gender, nationality, or age.

	Name		Skill Matrix					Diversity	
No.		Corporate Management	Finance/ Investment	Risk Management	ESG	Human Resource Development	Gender	Nationality	
1	Scott Callon	0	0	0			Male	United States	
2	Takuma Hasegawa	0	$\circ$		$\circ$		Male	Japan	
3	Minoru Ishihara	0		0	$\circ$		Male	Japan	
4	Eri Murai				$\bigcirc$	0	Female	Japan	
5	Tetsuya Fujita	0		0	$\circ$		Male	Japan	
6	Noriko Kawate		0	0			Female	Japan	
7	Yukio Suzuki	0	0	0			Male	Japan	
8	Masatoshi Matsuzaki	0			0	0	Male	Japan	
9	Nobuhide Nakaido	0	0			0	Male	Japan	
10	Amina Sugimoto	0	0		0		Female	Japan	

#### **Business Report**

(March 1, 2021 – February 28, 2022)

#### I. Current Operations and Financials

#### A. Business Conditions in the Current Fiscal Year (FY22/2)

#### 1. Business Results

Although the Japanese economy recovered gradually during the current fiscal period, it continued to be impacted by the global Covid pandemic. While the ongoing rollout of the 3<sup>rd</sup> Covid vaccination is expected to help prevent the further spread of the pandemic, parts and raw material shortages, increases in prices of energy, food, and daily goods, interest rate hikes in the US, depreciation of the Japanese yen, and geopolitical risks negatively impact the economy and must be monitored.

In the Japanese real estate market, large-size office buildings in central Tokyo saw an increase in vacancies and a decrease in rent for new leases. Meanwhile, Ichigo's mid-size office buildings continued to see stable demand and successfully captured tenant needs for smaller spaces. Although the hotel industry, which has been especially hard hit by Covid, is expected to see a recovery in revenue as domestic travel picks up, inbound demand remains limited, and a full recovery is expected to take time. Residential assets and logistics assets continue to experience stable demand as well as steady investment appetite.

Japan has been accelerating the establishment of policies aimed towards a net zero carbon society in line with global climate initiatives, and as a result the importance of clean energy businesses is on the rise. Ichigo will continue to focus on generating renewable energy that is safe for the planet.

To respond to the rapid changes in business environment, Ichigo has taken measures to maintain its strong financial base and robust cash flows. In line with our <u>Ichigo 2030</u> long-term vision, Ichigo is also expanding its business activities as a sustainable infrastructure company to fulfill its mission to <u>Make The World More Sustainable</u>.

#### Core Business Growth

#### Sustainable Real Estate (SRE)

The impact of the Covid pandemic on the leasing market differed greatly by asset type. Hotels were most severely impacted, and although revenue has been gradually increasing, a full recovery is expected to take some time. On the other hand, Ichigo owned and operated hotels are seeing a high level of occupancy due to the deployment of PROPERA, an Ichigo-developed AI hotel revenue management system. Ichigo has started third-party sales and promotional activities for PROPERA, initially targeting 20,000 hotels that are users of site controllers, a channel management system that integrates and coordinates information across multiple online distribution channels. Although the retail market has been generally recovering, the speed of recovery varies between business types with the ongoing Covid pandemic especially impacting restaurants. Ichigo is communicating and cooperating with tenants to respond to the situation.

Covid impacts have not been significant in residential assets and logistics assets. Notably, investor appetite remains strong for high-end residential assets having stable earnings and Ichigo has been actively transacting these assets.

Ichigo continued to conduct strategic asset sales throughout FY22/2, with sales concentrated in Q4. Ichigo sold JPY 45.8 billion in residential, office, and hotel assets, while acquiring JPY 31.0 billion of assets.

#### - Asset Management

Ichigo continued to support its TSE-listed REITs, its listed solar power YieldCo, and private funds. In Q4, Ichigo created a bridge fund to support Ichigo Office's (8975) growth and sold to this fund four office assets located in Chiyoda-ku, Tokyo and Hakata-ku, Fukuoka (total sale price: JPY 12.3B). Ichigo Office received a preferential negotiation right from the bridge fund to acquire the four office assets, thus obtaining the opportunity to acquire high-quality assets. Ichigo is supporting both Ichigo Office's growth and the further growth of its asset management business via the bridge fund.

Ichigo Office and Ichigo Hotel (3463) are the only J-REITs with a no fixed fee, performance-fee only asset management structure directly linked to shareholder value creation. As a result, base AM fees may decrease if hotel variable rents are impacted by the Covid pandemic. Ichigo has been supporting the operations of Ichigo Hotel's hotels via its subsidiary, Hakata Hotels, which is the operator of five Ichigo Hotel hotels as of FY22/2-end. To support Ichigo Hotel's financial base amid challenged hotel revenue, Ichigo subscribed to a JPY 370 million subordinated bond issued by Ichigo Hotel.

#### Clean Energy

Ichigo's power plants in operation now total 60 (total output 169.1MW) having brought nine new power plants (19MW, +13% year-on-year) online during the current fiscal period, including Ichigo's first wind power plant, the Ichigo Yonezawa Itaya ECO Power Plant. Two power plants started operations in FY23/2 and a further five power plants (26MW) are in the pipeline. Ichigo is also planning entry into green biomass as a third renewable energy business to make productive use of aging forest wood supply, help conserve forests, and contribute to the revitalization of local economies. Ichigo will continue to grow its clean energy business, which has proven to be stable and resilient to market fluctuations amidst the Covid pandemic.







#### Robust Financial Base

Since the global financial crisis, Ichigo has been strengthening both its earnings and financial base via measures such as lengthening borrowing terms, reducing borrowing costs, hedging against increases in interest-rates, and borrowing via unsecured loans. Ichigo has also increased funding via ESG-linked loans. Ichigo will continue these measures to underpin its growth as a sustainable infrastructure company.





#### Initiatives Contributing to a Circular Economy

As a sustainable infrastructure company dedicated to making the world more sustainable, Ichigo has been accelerating its initiatives towards a net-zero carbon society. In line with this mission, Ichigo has been driving renewable energy production via its clean energy business and working to reduce greenhouse gas emissions in order to become climate positive.

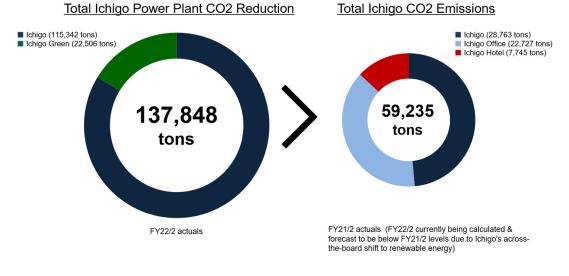
Ichigo has been transitioning to renewable electricity across its operations, including Ichigo Office and Ichigo Hotel, and has completed transitioning 53.2% of its operations as of FY22/2-end.

Ichigo is working to further accelerate its RE100 target of sourcing 100% renewable electricity by 2025 with the aim protect the earth's resources and energy and contribute to a circular economy that can be handed to future generations.

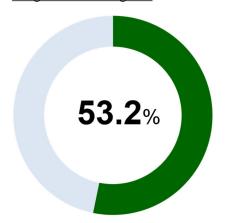
#### About RE100

RE100 is a global initiative bringing together the world's most influential businesses committed to 100% renewable power. Led by the Climate Group in partnership with CDP, the group have a total revenue of over US\$6.6 trillion and operate in a diverse range of sectors. Together, they send a powerful signal to policymakers and investors to accelerate the transition to a clean economy.

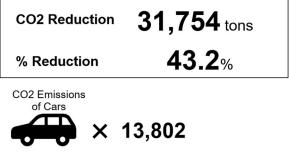
#### Climate Positive: CO2 Reduction > Emissions



#### Ichigo RE100 Progress



#### **RE100 Transition Impact**



**RE100** 

CLIMATE Group



Target: Source 100% renewable energy across all Ichigo, Ichigo Office (8975), and Ichigo Hotel (3463) assets by 2025

A global initiative bringing together businesses committed to 100% renewable electricity, including solar, wind, hydro, and biomass energy, and accelerating the change towards a net zero carbon society.

Note: % Reduction = Amount of CO2 reduction / 2019 CO2 emissions (Scope 1 + Scope 2) Scope 1: Direct greenhouse gas emissions Scope 2: Indirect gas emissions via use of electricity, heat, and steam supplied by other companies Annual CO2 emission per car c. 2,300kg (Ministry of Environment)

#### Cash Flow Management

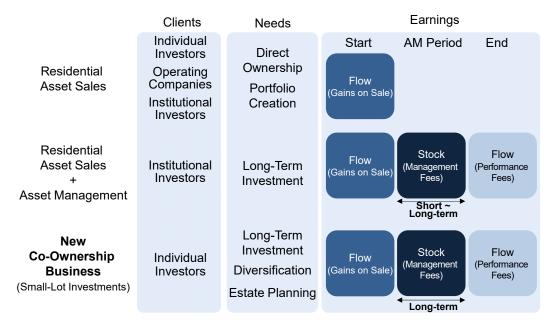
To further strengthen its cash flows, Ichigo reclassified some of its Real Estate for Sale as Fixed Assets in order to make use of the tax effect on depreciation. The FY22/2-end Fixed Asset Ratio is 84.7%.

#### New Business Entry: Sustainable Infrastructure for a Sustainable Society

As a sustainable infrastructure company, Ichigo views real estate as critical infrastructure underpinning the livelihood of people. As a means to realize this vision and to further increase the ratio of stock earnings and also drive its sustainable growth, Ichigo works to create new businesses leveraging its real estate expertise.

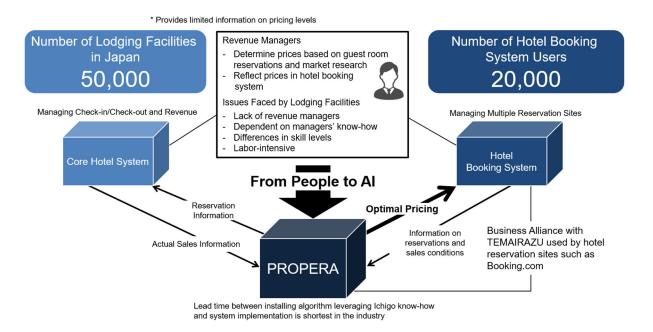
As one example, Ichigo Owners, established in March 2017 to service investor needs for residential assets, launched a new Co-Ownership business. This new business allows individual investors to make diversified, small-scale investments in a broad array of Ichigo Owners' assets that are held and managed for 12 to 15 years, thus also contributing to Ichigo's long-term stock earnings.

#### Ichigo Owners: Building Out Business & Earnings Model



Another example is Ichigo's entry into the hotel operator market in March 2019 via the establishment of Hakata Hotels, leveraging Ichigo's extensive experience and know-how as a hotel owner-operator to help drive higher earnings and value creation.

To further drive earnings in Ichigo's hotel business, Ichigo developed PROPERA, an AI (artificial intelligence)-based hotel revenue management system that uses multivariate analysis of historical data and machine learning to flexibly respond to changes in market conditions and calculates optimal pricing for hotel rooms in order to maximize hotel revenue. Ichigo has been able to increase its annual hotel revenue between 10% ~ 40% through deployment of PROPERA, and has begun marketing PROPERA for third-party sales. In Q4, Ichigo successfully licensed PROPERA to an operator for deployment at the 44 hotels it currently operates and at any hotel it commences operations for prior to December 31, 2024. Ichigo will continue to work to increase the market share of PROPERA.



Ichigo's anime business financed the production of a new anime series directed by renowned Japanese directors Mamoru Oshii and Junji Nishimura, and has been creating synergies with AKIBA CULTURES ZONE (ACZ), Ichigo's retail asset located in Akihabara, the Tokyo district that is the epicenter of Japan's anime sub-culture.

For the sixth year in a row, Ichigo has been selected for inclusion in the JPX-Nikkei 400 index of Japan's top 400 listed companies as measured by operating performance and capital efficiency.

In 2019, Ichigo became a J.League top partner to work with the J.League to promote local community development, and launched a Shareholder Program that offers free tickets to J.League games to Ichigo, Ichigo Office, Ichigo Hotel, and Ichigo Green shareholders as a means to express its gratitude.

During the current fiscal period, Ichigo offered game tickets via lottery because of limited and volatile stadium capacity on the back of the ongoing Covid pandemic. Although these conditions remain for the 2022 season, as a J.League top partner Ichigo will continue to work to distribute as many J.League game tickets as possible to shareholders.



Ichigo also uses social media, including Facebook and Instagram, to provide Ichigorelated news and updates, and continues to execute on new branding initiatives to drive shareholder value.

# FY22/2 Earnings Details

Ichigo generated consolidated FY22/2 revenue of JPY 56.9 billion (-7.2% year-on-year), operating profit of JPY 10.0 billion (+3.6% year-on-year), recurring profit of JPY 7.5 billion (+4.1% year-on-year), and net income of JPY 6.5 billion (+28.8% year-on-year).

### Segment Earnings Details

The breakdown of revenue and operating profit by segment is as follows:

# Asset Management

Due to increased performance fees and gains on sale performance fee from the asset sale at Ichigo Office (8975), revenue increased to JPY 2.9 billion (+16.9% year-on-year). Also, reduced SG&A resulted in a 31.0% year-on-year increase in segment operating profit to JPY 1.8 billion.

### Sustainable Real Estate

Since many of the asset sales in FY22/2 were fixed assets, for which gains on sales are accounted for as extraordinary profits, revenue decreased to JPY 49.2 billion (-10.2% year-on-year) and segment operating profit decreased JPY 6.1 billion (-7% YOY). Gains on sales of fixed assets recorded as extraordinary profits were JPY 3.2 billion. The sum of segment operating profit and gains on fixed asset sales should be viewed as the segment's actual profit contribution.

# Clean Energy

Due to full-year contributions from power plants that came online in FY21/2 and bringing online nine new plants, revenue increased to JPY 5.4 billion (+15.2% year-on-year), with segment operating profit up 16.3% year-on-year to JPY 2.1 billion.

### Consolidated Income Statement Details

### Revenue

Despite gains on sales from residential asset and logistics asset sales, new solar plants increasing power generation revenue, and an increase in base AM fees, fixed asset gains on sales are accounted for as extraordinary gains and not reflected to revenue, thus resulting in a 7.2% year-on-year decrease in revenue to JPY 56.9 billion.

The revenue breakdown was: real estate sales JPY 33.0 billion, real estate rental income JPY 15.7 billion, real estate management fee income JPY 2.4 billion, and power production revenue JPY 5.4 billion.

### **Operating Profit**

Increase in recurring profit in the asset management business and clean energy business contributed to operating profit of JPY10.0 billion (+3.6% year-on-year).

### Non-Operating Profit & Expenses

Non-operating profit totaled JPY 361 million (-13.4% year-on-year), with derivative valuation gains of JPY 98 million (Ichigo hedges against increases in interest rates using interest rate swaps) and dividend income of JPY 78 million.

Non-operating expenses totaled JPY 2.9 billion (+0.1% year-on-year), due to a decrease in mark-to-market loss on long-term interest rate hedges and debt financing-related fees.

By category, interest expenses were JPY 2.3 billion and debt financing-related fees were JPY 157 million.

# **Extraordinary Gains**

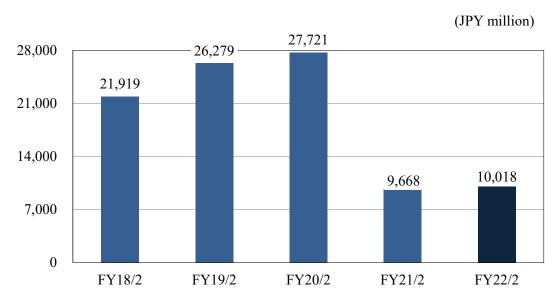
Extraordinary gains totaled JPY 3.4 billion (+370.0% year-on-year) on gains on sale on fixed assets of JPY 3.2 billion.

Extraordinary losses totaled JPY 1.3 billion (+336.2% year-on-year) on impairment loss on an intangible asset of JPY 716 million, and allowance for doubtful accounts of JPY 493 million.

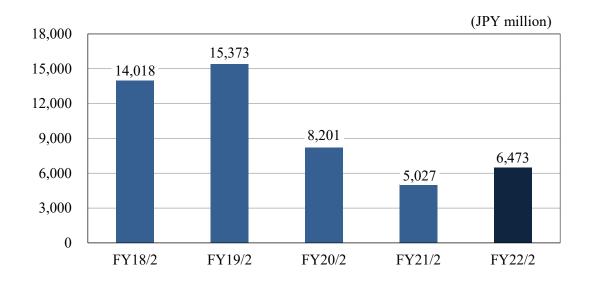
### Net Income

Net income increased 28.8% year-on-year to JPY 6.5 billion. Incomes taxes totaled JPY 3.3 billion (which included a tax adjustment of -JPY 403 million).

# **Operating Profit**



# Net Income



# 2. Capital Expenditures

During FY22/2, property, plant, and equipment (PP&E), including operating and indevelopment power plants, increased by JPY 2.4 billion.

## 3. Financing

In order to maintain its strong financial base, Ichigo is improving its borrowing terms and diversifying its borrowings, including by lowering borrowing costs, staggering loan maturities, extending loan durations, and reducing loan amortizations. Also, Ichigo received an issuer rating from Rating and Investment Information, Inc. to diversify the methods of fund procurement.

As a sustainable infrastructure company, Ichigo is proactively executing a broad array of ESG initiatives, including in its financing activities. Ichigo initiated new commitment lines via a sustainability linked loan program arranged by Mizuho Bank Ltd. ("Mizuho") with a maximum loan amount of JPY 13 billon in December 2021. Based on the Sustainability Linked Loan Principles ("SLLP"), sustainability linked loans aim to facilitate and support environmentally and socially sustainable economic activity and growth, and incentivize the borrower's achievement and disclosure of ambitious, predetermined sustainability performance objectives.

The commitment line is an ongoing, revolving credit line that enables Ichigo to flexibly and repeatedly borrow within the commitment line amount. Ichigo will make use of the funds for asset acquisitions.

# Sustainability Linked Loan A

Maximum Loan Amount JPY 9B Lender Mizuho

Drawdown Period December 17, 2021 to December 17, 2025 (4 years)

Final Loan Repayment Date December 17, 2031 (10 years)

Collateralized No

Contract Date December 17, 2021

# Sustainability Linked Loan B

Maximum Loan Amount JPY 4B

Lenders Mizuho, Asahi Shinkin Bank, Shiga Bank, Shizuoka Bank,

Hiroshima Bank, Fukuho Bank

Drawdown Period December 17, 2021 to December 17, 2024 (3 years)

Final Loan Repayment Date December 17, 2028 (7 years)

Collateralized No

Contract Date December 17, 2021

Ichigo also initiated a new commitment line via Sumitomo Mitsui Banking Corporation's ("SMBC") ESG/SDGs syndicated loan program ("ESG/SDGs Finance") with a maximum loan amount of JPY 6.901 billion. ESG/SDGs Finance is a syndicated loan program that finances sustainable business management based on a comprehensive analysis and evaluation of the environmental, social, and economic impacts of a company's business activities. SMBC evaluates the borrowing company's ESG initiatives and disclosures and its contributions to achieving the UN's Sustainable Development Goals ("SDGs") based on proprietary criteria developed with The Japan Research

Institute ("JRI"). Ichigo was recognized for its outstanding ESG initiatives and disclosures and its contribution towards achieving the SDGs.

# ESG/SDGs Commitment Line Details

Maximum Loan Amount JPY 6.901B

Lenders Syndicated group with SMBC as arranger and agent

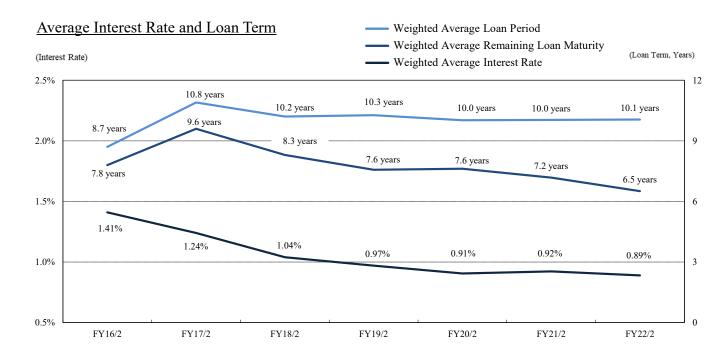
Drawdown Period December 20, 2021 to September 30, 2022

Final Loan Repayment Date December 29, 2028 (7 years)

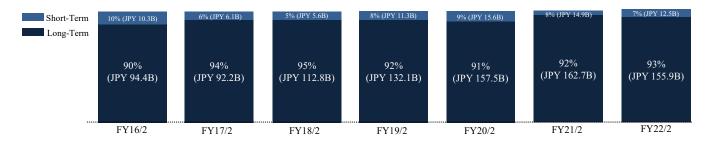
Contract Date December 15, 2021

As a result, Ichigo's corporate loan balance as of FY22/2-end was JPY 168.5 billion (-5.1% year-on-year), and non-recourse loan balance was JPY 40.9 billion (-3.5% year-on-year). The average interest rate during FY22/2 for corporate loans and non-recourse loans were 0.89% (-0.03% year-on-year) and 1.02% (-0.04% year-on-year), respectively.

Ichigo continues to have an extraordinarily stable and durable balance sheet, with 92.6% of corporate loans (+0.9% year-on-year) as of FY22/2-end being long-term. JPY 87.5 billion of corporate loans have remaining loan terms of more than five years, with Ichigo's corporate loans having an average loan term of 10.1 years and an average remaining loan maturity of 6.5 years. The proportion of total uncollateralized borrowings was 24.2% (+2.4%) as of FY22/2-end, driven by the aforementioned FY22/2 commitment lines.



## Term Structure of Loans



4. Business Transfers, Absorption-Type Splits or Incorporation-Type Splits

N/A

5. Transferred Businesses from Other Companies

N/A

6. Succession of Rights and Obligations relating to the Business of Other Companies by Absorption-Type Merger or Absorption-Type Split

N/A

7. Acquisition and Disposition of Shares and Other Interests in Other Companies and Stock Options, etc.

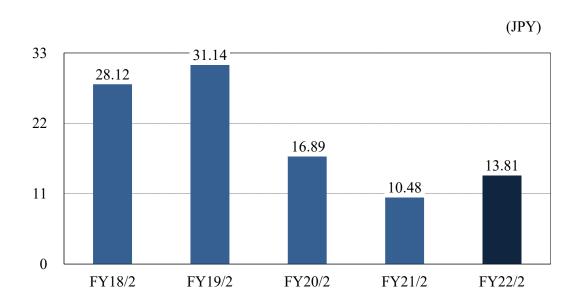
N/A

B. Earnings and Assets in the Current and Past Three Fiscal Years

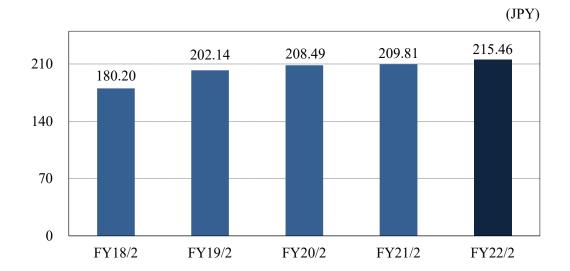
	19 <sup>th</sup> Period (FY19/2)	20 <sup>th</sup> Period (FY20/2)	21 <sup>st</sup> Period (FY21/2)	22 <sup>ndst</sup> Period (FY22/2)
Revenue (JPY million)	83,540	87,360	61,368	56,934
Operating Profit (JPY million)	26,279	27,721	9,668	10,018
Recurring Profit (JPY million)	23,076	24,395	7,179	7,471
Net Income (JPY million)	15,373	8,201	5,027	6,473
Net Income per Share (JPY)	31.14	16.89	10.48	13.81
Total Assets (JPY million)	319,343	333,726	347,076	337,887
Net Assets (JPY million)	102,859	101,607	110,255	112,191
Net Assets per Share (JPY)	202.14	208.49	209.81	215.46
Dividend per Share (JPY)	7.0	7.0	7.0	7.0
Return on Equity	16.3%	8.2%	5.0%	6.5%

(Note) Net Income per Share is calculated based on the average number of outstanding shares, excluding treasury shares, during the period. Net Assets per Share is calculated based on the number of outstanding shares, excluding treasury shares, as of the end of the fiscal year.

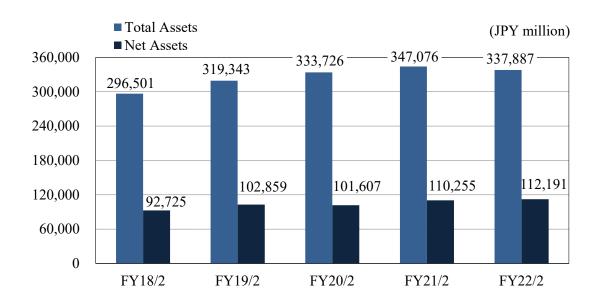
# Net Income per Share (EPS)



# Net Assets per Share



# Total Assets & Net Assets



# C. Company and Subsidiary Information

(1) Parent Company Ichigo Inc.

# (2) Important Subsidiaries

Name	Capital	Percentage Ownership of Voting Rights	Main Business
Ichigo Investment Advisors Co., Ltd.	JPY 400 million	100%	Asset manager of Ichigo Office (8975), Ichigo Hotel (3463), and Ichigo Green (9282)
Ichigo Estate Co., Ltd.	JPY 500 million	100%	Sustainable real estate
Ichigo ECO Energy Co., Ltd.	JPY 150 million	100%	Clean energy business focusing on utility-scale solar and wind power production, making purposeful use of idle land nationwide
Ichigo Owners Co., Ltd.	JPY 110 million	100%	Real estate investment services
Ichigo Land Shinchiku Co., Ltd.	JPY 50 million	100%	Sustainable real estate
Ichigo Real Estate Services Fukuoka Co., Ltd.	JPY 101 million	100%	Real estate business centered on Fukuoka
Ichigo Marché Co., Ltd.	JPY 95 million	100%	Operates Matsudo Nanbu market in Chiba Prefecture
Miyako City Co., Ltd.	JPY 50 million	100%	Operates Miyako City shopping mall in Miyazaki Prefecture
Centro Co., Ltd.	JPY 30 million	100%	New real estate-related businesses
Storage Plus Corp.	JPY 80 million	100%	High-grade self-storage
Ichigo Animation KK	JPY 590 million	100%	Japanese anime studio & real estate-related content developer
Hakata Hotels Inc.	JPY 100 million	100%	Hotel operator
Ichigo Si Co., Ltd.	JPY 20 million	100%	R&D, production, and application of silicon dioxide (SiO2)

### D. Key Matters to be Addressed

The prolonged Covid pandemic continues to impact global economic activity and restrict people's lives.. Within the real estate market, hotels have suffered the largest impact from Covid with significant decreases in hotel revenue, and the outlook for office demand remains uncertain on the back of Covid-related work style changes. On the other hand, real estate transaction prices have seen little volatility and remain at high levels thus resulting in decreasing cap rates.

As a sustainable infrastructure company, Ichigo continues to work to grow its existing businesses as well as develop new businesses that will support its sustainable growth. Recognizing the importance of information technology, Ichigo has been partnering with IT ventures and also established the DX Acceleration Group on April 1, 2022 that reports directly to the CEO and is responsible for promoting technology integration across the Ichigo group. Ichigo remains focused on fusing its businesses with digital technology in order to enhance its operations.

Ichigo believes companies exist to serve society, and is working to contribute to a sustainable society while growing long-term value for its shareholders.

In line with this mission, Ichigo has been proactively addressing environmental issues via its business activities. Its core Sustainable Real Estate business contributes towards a sustainable society via preserving and improving existing real estate. Ichigo will continue to grow its Sustainable Real Estate business with the aim of extending the useful life of real estate beyond 100 years.

Ichigo has also joined RE100, a global initiative to accelerate the transition of electricity used by businesses to 100% renewable energy. Ichigo is committed to sourcing 100% renewable electricity across its operations, including Ichigo Office (8975) and Ichigo Hotel (3463), by 2025, which is 15 years earlier than its initial target of 2040. Towards this end, Ichigo established the ReGeneration Group that reports directly to the CEO, and will continue to generate renewable electricity via its businesses while also working to reduce its energy consumption with the aim of becoming climate positive.

In order to transform its business model to drive significantly higher long-term growth for its shareholders, Ichigo released <u>Ichigo 2030</u>, an 11-year vision, in 2019. The key elements of <u>Ichigo 2030</u> are described below.

### Ichigo 2030: Ichigo as a Sustainable Infrastructure Company

As a sustainable infrastructure company, Ichigo is growing and expanding its core real estate and clean energy capabilities into new areas. In doing so, Ichigo will generate new earnings streams and opportunities to serve clients while working to create a more sustainable society.

# a. Sustainable

We have entered an era when humanity must tread more lightly on our planet and learn to do more with less. Ichigo already has an extensive track record in sustainable real estate through its business model of preserving and improving existing real estate, which challenges the wasteful cycle of demolition and redevelopment in Japanese real estate. With Ichigo 2030, Ichigo will continue its long-standing commitment to sustainability while developing new technologies to extend the lives of key social infrastructure beyond 100 years. Sustainability is integral to the healthy development of people, society, and the environment.

### b. Infrastructure

Ichigo has moved beyond the traditional view of real estate as simply physical buildings and land to one in which Ichigo more broadly provides key infrastructure that is fundamental to people's lives. Ichigo first expanded beyond real estate in 2012, when it began developing solar power, offering sustainable energy to support a cleaner and safer Japan and world.

<u>Ichigo 2030</u> takes this strategy forward by expanding the scope of Ichigo's real estate and clean energy businesses into other types of infrastructure that contribute to creating richer, more fulfilling lives for the people of Japan.

Ichigo is now working to merge the physical infrastructure of daily life – offices, homes, hotels – with the networks and data-driven possibilities of the digital world in order to offer more enriching experiences to its clients, tenants, and other stakeholders. While continuing to grow Ichigo's existing businesses, Ichigo is increasing investments in new technologies and talent and developing new partnerships with other companies who share our sustainability vision.

### Time Period

FY20/2 to FY30/2 (11 years)

### **KPIs**

- 1. High Capital Productivity
- (a) FY20/2~FY30/2 Average ROE >15%

Although Ichigo's growth investments in IT and new businesses will initially lower ROE, Ichigo believes these investments will increase long-term ROE by driving higher capital productivity and earnings stability. Ichigo is focused on growing long-term EPS as a key driver of shareholder value.

### (b) FY20/2~FY30/2 Continuous JPX-Nikkei 400 Index Inclusion

Ichigo is targeting continuous inclusion in the JPX-Nikkei 400 Index for the entire <u>Ichigo 2030</u> period (11 years). The JPX-Nikkei 400 selects companies based on ROE, operating profit, and market capitalization, resulting in an index that is comprised of companies with high capital productivity and profitability.

- 2. High Cash Flow Generation
- (a) FY20/2~FY30/2 Continuous Economic Operating Cash Flow\* > Net Income

Ichigo's robust cash flows fund both growth investments and shareholder returns, so growing these cash flows is an important business priority. Ichigo is therefore setting a target of its annual Economic Operating Cash Flow exceeding its annual Net Income for the entire Ichigo 2030 period (11 years).

- \* Economic Operating Cash Flow = Cash Flows from Operations +/- any changes in Real Estate and Power Plants for Sale
- 3. High Earnings Stability

FY30/2 Stock Earnings Ratio >60%

Ichigo is targeting increasing its Stock Earnings ratio from FY19/2's 53% to 60% in FY30/2. It is also working to increase and diversify its Flow Earnings in order to reduce the weighting of profits from Value-Add real estate sales, which can be sensitive to changes in the real estate market. As a result, Ichigo expects to significantly increase both its earnings and its earnings stability over the Ichigo 2030 period.

# Shareholder Return Policy

Ichigo will work to drive long-term shareholder value with a shareholder return policy that focuses on 1) dividend stability, transparency, and growth, and 2) flexible share buybacks.

# 1. Progressive Dividend Policy

Ichigo will continue its progressive dividend policy, originally adopted in FY17/2, in <u>Ichigo 2030</u>. Ichigo's progressive dividend policy underscores its commitment to driving continued organic earnings and dividend growth for shareholders. Under this policy, the previous year's dividend becomes the floor for the current year's dividend. The dividend will be raised (or kept flat) but not cut, providing shareholders downside protection.

### 2. DOE > 3%

In addition to its progressive dividend policy, Ichigo will continue its policy of a DOE (Dividend on Equity) payout ratio of greater than 3%. In contrast to a "dividend payout ratio policy," which calculates dividends based upon annual earnings which can be highly volatile, a DOE policy pays dividends based upon far more stable shareholder equity. A DOE policy thus results in more stable dividends for shareholders. Ichigo believes that the combination of a progressive dividend and a DOE-based payout policy will significantly increase the security, certainty, and visibility of its dividend to the benefit of Ichigo's shareholders.

## 3. Flexible Deployment of Share Buybacks

In addition to the above dividend policies, Ichigo is newly adopting a policy to flexibly conduct share buybacks to optimize its capital structure and drive shareholder value.

# E. Key Business Segments (as of February 28, 2022)

Ichigo's biggest segment is Sustainable Real Estate, in which Ichigo preserves and improves real estate. Ichigo receives rental income during the period it is carrying out its value-add, along with profits on sale that reflect the real estate's higher value after the value-add is complete.

In addition to its value-add activity with respect to mid-size offices, hotels, and retail and other assets, Ichigo develops and operates solar and wind power plants to supply clean energy and bring productive use to idle land.

# F. Employees (as of February 28, 2022)

# 1. Employees (Consolidated)

Segment	Number of employees	Increase/decrease from previous fiscal year-end
Asset Management Sustainable Real Estate	313 (84)	-3 (+9)
Clean Energy	16 (1)	+2 (-)
Company-wide	55 (4)	-4 (+1)
Total	384 (89)	-5 (+10)

- (Note 1) The number of employees is the number of full-time employees (excluding workers dispatched from Ichigo to other companies and including workers dispatched from other companies to Ichigo), including Directors who are also employees.
- (Note 2) The average number of non-full-time employees (including part-time and temporary staff) is presented in parentheses.
- (Note 3) On a year-on-year basis, the number of the number of non-full-time employees increased by 10, primarily reflecting the addition of employees from business expansions.

# 2. Employees (Parent company only)

Number of employees	Increase/decrease from previous fiscal year-end	Average age	Average years of employment
99 (5)	-7 (+2)	42.8 years old	7.0 years

- (Note 1) The number of employees is the number of full-time employees (excluding workers dispatched from Ichigo to other companies and including workers dispatched from other companies to Ichigo) including Directors who are also employees.
- (Note 2) The average number of non-full-time employees (including part-time and temporary staff) is presented in parentheses.

### G. Principal Lenders (as of February 28, 2022)

Lenders	Amount
Mizuho Bank, Ltd.	JPY 38.5 billion
Sumitomo Mitsui Banking Corporation	JPY 36.6 billion
Kansai Mirai Banking Corporation	JPY 7.9 billion
Shinsei Bank, Ltd.	JPY 6.8 billion
The Tokyo Star Bank, Limited.	JPY 6.7 billion

(Note) These amounts are for corporate loans and do not include non-recourse loans with respect to assets that Ichigo manages (e.g., tokumei kumiai partnerships, etc.)

### H. Policy on Dividends and Shareholder Distributions

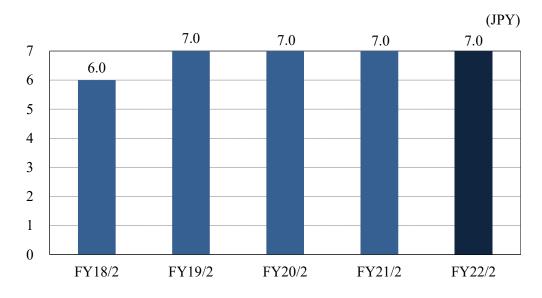
Ichigo views distributions to its shareholders as an important priority.

Ichigo's Board of Directors adopted on April 19, 2016 a progressive dividend policy. This policy underscores Ichigo's commitment to driving continued organic earnings and dividend growth for its shareholders. Under a progressive dividend policy, the previous year's dividend becomes the floor for the current year's dividend. The dividend will be raised (or kept flat) but not cut, providing shareholders downside protection.

In addition to this progressive dividend policy, Ichigo has adopted a minimum DOE (dividend on equity) payout ratio of 3%. In contrast to an "earnings payout ratio policy," which pays dividends based upon more volatile annual earnings, a DOE policy that pays dividends based upon more stable shareholder equity is by its very nature more stable. Ichigo believes that the combination of a progressive dividend and a DOE-based payout policy will significantly increase the security, certainty, and visibility of its dividend to the benefit of Ichigo's shareholders.

The FY22/2 dividend per share is JPY 7.

## Dividend per Share



### **I. Other Material Matters**

Ichigo's Board of Directors decided to conduct a share buyback, pursuant to the provisions of Articles 156 and 165 of the Company Law, at the Board of Directors meeting held on April 19, 2021. The details of the buyback are as follows:

1. Share Buyback Rationale

To grow value for Ichigo shareholders

2. Share Buyback Summary

# April 2021 Share Buyback

Number of Shares 4,363,500

Amount JPY 1,499,985,900

Average Share Price JPY 344

Buyback Period April 20, 2021 – June 4, 2021

Buyback Method In-market purchases via securities firm

### **II. Other Matters**

# A. Shares and Shareholder Information (as of February 28, 2022)

1. Number of Authorized Shares: 1,500,000,000 shares

2. Total Number of Shares Issued: 505,381,018 shares (including 37,466,500 treasury shares)

3. Number of Shareholders: 29,796

Top 10 Shareholders

Name	Shares Held	Shareholding Ratio
ICHIGO TRUST PTE. LTD. (Standing Proxy: The Hong Kong and Shanghai Banking Corporation Limited, Tokyo Branch)	225,108,200	48.11%
The Master Trust Bank of Japan, Ltd. (Trust Account)	27,693,100	5.92 %
MACQUARIE BANK LIMITED DBU AC (Standing Proxy: Citibank, N.A., Tokyo Branch)	22,653,000	4.84%
Morgan Stanley MUFG Securities Co., Ltd.	20,019,452	4.28%
BNYM SA/NV FOR BNYM FOR BNY GCM CLIENT ACCOUNTS M LSCB RD (Standing Proxy: The Bank of Tokyo-Mitsubishi UFJ, Ltd.)	16,471,822	3.52 %
SMBC Nikko Securities Inc.	9,130,700	1.95 %
Ueda Yagi Tanshi Co., Ltd.	8,298,300	1.77 %
MORGAN STANLEY SMITH BARNEY LLC CLIENTS FULLY PAID SEG ACCOUNT (Standing Proxy: Citibank, N.A., Tokyo Branch)	8,124,800	1.74 %
NORTHERN TRUST CO. (AVFC) RE HSD00 (Standing Proxy: The Hong Kong and Shanghai Banking Corporation Limited, Tokyo Branch)	7,785,900	1.66%
Citigroup Global Markets Japan Inc.	7,004,813	1.50%
TOTAL	352,290,087	75.29%

(Note 1) Shareholding Ratio is calculated excluding 37,466,500 treasury shares.

(Note 2) The Shareholding Ratio of Ichigo Trust Pte. Ltd., Ichigo's largest shareholder, increased during the period from 47.68% to 48.11% as a result of share sales.

# **B.** Employee Stock Options

Detailed disclosure of Employee Stock Options issued as a compensation for execution of duties by officers and Directors are stated in the Additional Accounting Notes for the Twenty-Second Annual Shareholder Meeting available on Ichigo's corporate website:

www.ichigo.gr.jp/en/ir/stocks/shareholders info.html

# C. Directors and Officers

1. Directors (as of February 28, 2022)

Position	Name	Responsibility and Other Business Affiliations
Director	Scott Callon	Chairman & Representative Statutory Executive Officer Chairman of the Board of Directors, Nominating Committee Member, Compensation Committee Member, Compliance Committee Member Partner and CEO, Ichigo Asset Management, Ltd. Chairman, CEO, & Representative Director, Japan Display Inc. Independent Director, Fujitsu Ltd.
Director	Takuma Hasegawa	President & Representative Statutory Executive Officer Chairman of Nominating Committee, Compensation Committee, and Compliance Committee Chairman & Director, Ichigo ECO Energy Co., Ltd. Director, Cost Science Inc.
Director	Minoru Ishihara	Executive Vice President & Statutory Executive Officer (Sustainable Real Estate) & COO Director, Ichigo Investment Advisors Co., Ltd. Chairman, President, & Representative Director, Miyako City Co., Ltd. Chairman & Representative Director, Ichigo Marché Co., Ltd. President & Representative Director, Ichigo Real Estate Services Fukuoka Co., Ltd. Chairman & Representative Director, Hakata Hotels Inc. President & Representative Director, Miyazaki Sunshine FM Co., Ltd.
Director	Eri Murai	Executive Managing Director & Statutory Executive Officer (HR)
Independent Director	Tetsuya Fujita <sup>1</sup>	Chairman of Audit Committee, Nominating Committee Member, Compensation Committee Member, Compliance Committee Member CEO & Representative Director, Creative Solutions Co., Ltd. Executive Director, Postal Club Inc.
Independent Director	Noriko Kawate <sup>2</sup>	Nominating Committee Member, Audit Committee Member, Compensation Committee Member President, CLEA Consulting Co., Ltd. Partner, Cast Group Independent Auditor, Sumitomo Bakelite Co., Ltd. Independent Auditor, Nichireki Co., Ltd.
Independent Director	Yukio Suzuki <sup>3</sup>	Vice Chairman of Compliance Committee, Audit Committee Member CEO, Belle Investment Research of Japan Inc. Independent Director, Systena Corporation Independent Auditor, Wills Inc. Independent Director, XNET Corporation
Independent Director	Masatoshi Matsuzaki	Nominating Committee Member, Compensation Committee Member Chairman of the Board of Directors, Konica Minolta Inc. (Non-Executive Director) Executive Director & Deputy Chairman, Japan Association of Corporate Directors Member, Public Interest Supervisory Committee of PwC Aarata LLC Independent Director, LIXIL Group Corporation Independent Director, SmartHR, Inc.

Position	Name	Responsibility and Other Business Affiliations
Independent Director	Nobuhide Nakaido	Executive Director, Japan Association for Chief Human Resources Officers Independent Director, eSOL Co., Ltd. Independent Director, Sourcenext Corp.

<sup>&</sup>lt;sup>1</sup> Audit Committee Member Tetsuya Fujita, has served as president of a major life insurance and a major property insurance company, in addition to having served as internal audit officer at a major life insurance company, and is certified as an internal auditor. He thus has extensive knowledge of internal auditing.

(Note) Ichigo has assigned officers and employees to assist the Audit Committee to fulfill its duties. Independent from other officers and employees, they proactively collect information and work closely with the Audit Committee members on a daily basis to ensure the effectiveness of auditing by the Audit Committee. As a result, Ichigo has not appointed a full-time Audit Committee member.

<sup>&</sup>lt;sup>2</sup> Audit Committee Member Noriko Kawate is a Certified Public Accountant as well as a Certified Tax Accountant and thus has extensive knowledge of the finance and accounting fields.

<sup>&</sup>lt;sup>3</sup> Audit Committee Member Yukio Suzuki has served important roles at financial conpanies and thus has extensive experience and knowledge of corporate and securities research.

<sup>&</sup>lt;sup>4</sup> Ichigo has registered all of the Independent Directors with the Tokyo Stock Exchange as meeting the Tokyo Stock Exchange's qualifications for Independent Directors.

# 2. Statutory Executive Officers (as of February 28, 2022)

Position	Name	Responsibility and Other Business Affiliations
Chairman & Representative Statutory Executive Officer	Scott Callon	Overall Group Management Partner & CEO, Ichigo Asset Management, Ltd. Chairman, CEO, & Representative Director, Japan Display Inc. Independent Director, Fujitsu Ltd.
President & Representative Statutory Executive Officer	Takuma Hasegawa	Overall Group Management Chairman & Director, Ichigo ECO Energy Co., Ltd. Director, Cost Science Inc.
Executive Vice President & Statutory Executive Officer & COO	Minoru Ishihara	Executive Vice President, Sustainable Real Estate Director, Ichigo Investment Advisors Co., Ltd. Chairman, President, & Representative Director, Miyako City Co., Ltd. Chairman & Representative Director, Ichigo Marché Co., Ltd. President & Representative Director, Ichigo Real Estate Services Fukuoka Co., Ltd. Chairman & Representative Director, Hakata Hotels Inc. President & Representative Director, Miyazaki Sunshine FM Co., Ltd.
Executive Managing Director	Eri Murai	HR
Executive Managing Director	Go Watanabe	New Ventures President & Representative Director, Centro Co., Ltd. Chairman & Director, Storage Plus Corp.
Executive Managing Director	Takeyuki Yoshimatsu	Corporate Operations Executive Vice President, Ichigo Investment Advisors Co., Ltd.
Senior Statutory Executive Officer	Takanori Sakamatsu	Finance
Senior Statutory Executive Officer	Kazunori Kurita	Sustainable Engineering President & Representative Director, Ichigo Marché Co., Ltd.
Senior Statutory Executive Officer	Ryutaro Yamamoto	Sustainable Real Estate President, President & Representative Director, Ichigo Land Shinchiku Co., Ltd.
Senior Statutory Executive Officer	Takashi Ohigawa	Sustainable Real Estate
Statutory Executive Officer	Akihiko Tsukasa	West Japan Branch, Sustainable Real Estate
Statutory Executive Officer	Kenichi Tanaka	Business Promotion
Statutory Executive Officer	Yasutoyo Senda	Audit

Position	Name	Responsibility and Other Business Affiliations
Statutory Executive Officer	Kenji Tanaka	Sustainable Infrastructure

# 3. Directors and Statutory Executive Officers Who Stepped Down during the Current Fiscal Year

None

# 4. Outline of Limited Liability Agreement with Independent Directors

In order to retain Independent Directors of high quality, Ichigo has signed limited liability agreements with its Independent Directors pursuant to Article 427, Paragraph 1 of the Company Law.

The extent of liability for compensation under the agreements is the minimum limited liability amount as defined in Article 425, Paragraph 1 of the Company Law; provided that the liability is limited only when the Independent Directors have performed their duties in good faith and without gross negligence.

# 5. Outline of Director Liability Insurance

Ichigo has entered into a director liability insurance agreement with an insurance company, pursuant to Article 430, Paragraph 3, Clause 1 of the Company Law, that insures against damages arising in relation to directors executing on their responsibilities and claims made with respect to directors executing on their responsibilities. Insured persons include Ichigo's Directors and Statutory Executive Officers as well as any Director, Auditor, or Statutory Executive Officer seconded to an Ichigo Group company. The agreement does not insure against damages arising from certain exempted reasons such as willful misconduct. All insurance premiums are borne by Ichigo.

### 6. Policy on Determining Compensation for Directors and Statutory Executive Officers

### a. Basic Policy

Compensation for Directors and Statutory Executive Officers of Ichigo is determined based on factors including the duties of each individual, contribution to Ichigo, base compensation, and relevant work experience.

### b. Specific Policies

### Compensation for Directors

Compensation of Directors consists of a monthly base salary and a performance-based bonus. The monthly base salary is a fixed amount based on the role and responsibilities of each Director. The performance-based bonus is based on Ichigo's total corporate performance, the Director's level of contribution towards value creation across the Ichigo Group, and the Director's level of achievement of their respective goals.

### Compensation for Independent Directors

Compensation of Independent Directors consists of a monthly base salary and a performance-based bonus. The monthly base salary is a fixed amount in accordance with the number of points assigned to each Independent Director based on their respective supervisory roles and past management experience. If a performance-based director bonus is to be paid, the amount is based on a point system, similar to that used for monthly base salary, taking into consideration the importance of the supervisory

function and the contribution towards value creation across the Ichigo Group.

# Compensation for Statutory Executive Officers

Compensation of Statutory Executive Officers consists of a monthly base salary and a performance-based bonus. The monthly base salary is a fixed amount based on the role of each Statutory Executive Officer. The performance-based bonus is based on Ichigo's total corporate performance, the performance of the operating unit or area for which the Statutory Executive Officer is responsible, the Statutory Executive Officer's individual performance, and the Statutory Executive Officer's contribution towards enhancing operations and alignment with the corporate mission and corporate code of conduct.

# - Employee Stock Options

Stock options are granted to further strengthen commitment towards Ichigo's sustainable growth and the maximization of shareholder value. These stock options are granted in addition to the compensation described above.

# 7. Total Compensation Paid to Directors and Statutory Executive Officers

(JPY million)

	. D.:1	Amount by Category			Number of
	Amount Paid	Base Salary	Performance- Based Bonus	Stock Options	Recipients (persons)
Directors (excluding Independent Directors)	208	74	122	11	3
Statutory Executive Officers	46	24	18	4	10
Independent Directors	49	32	13	4	5

- (Note 1) As of the end of the period, there are nine Directors (including five Independent Directors) and 14 Statutory Executive Officers (four of whom are also Directors), resulting in a total of 19 officers. Since those who are both a Statutory Executive Officer and a Director do not receive Statutory Executive Officer's compensation, the total amount and number of recipients are shown in the row of Directors and not in the row of Statutory Executive Officers.
- (Note 2) There is one Director that receives no compensation from Ichigo.
- (Note 3) In addition, Ichigo paid JPY 171 million as employee compensation to eight Statutory Executive Officers who also serve as employees.
- (Note 4) No compensation has been paid by Ichigo subsidiaries to Ichigo's Independent Directors.
- (Note 5) Exercise of stock options during FY22/2 is stated in B. Employee Stock Options.
- (Note 6) The performance-based bonus is based on a comprehensive assessment of Ichigo's total corporate performance and growth in shareholder value and incorporates metrics including achievement of Ichigo's annual operating profit, recurring profit, and net income targets, shareholder returns (dividend per share and the Dividend on Equity (DOE) ratio), and progress with respect to the KPIs set in the Ichigo 2030 long-term vision. Ichigo's FY22/2 earnings forecast is reported as a range, with the bottom of the range being a conservative forecast, given uncertainties due to the ongoing Covid pandemic. Therefore, Ichigo did not set targets for annual operating profit, recurring profit, or net income for this fiscal period. Performance-based bonus amounts were determined in light of net income increasing by 28.8% year-on-year this fiscal period.

	Forecast	Actual	Actual vs. Forecast
Operating Profit	_	JPY 10,018 million	1
Recurring Profit	_	JPY 7,471 million	_
Net Income	_	JPY 6,473 million	_
Dividend	ЈРҮ 7	JPY 7	100%
DOE	3%	3.3%	109%

(Note 7) FY22/2 compensation for Directors and Statutory Executive Officers has been reviewed by the Compensation Committee and complies with Ichigo's compensation policy.

### 8. External Positions Held by Independent Directors

- a. Positions in Other Companies and the Relationship between Ichigo and these Other Companies
  - Independent Director Tetsuya Fujita is CEO of Creative Solutions Co., Ltd. and Executive Director of Postal Club Inc. Ichigo has no relationship with Creative Solutions Co., Ltd. or Postal Club Inc.
  - Independent Director Noriko Kawate is President of CLEA Consulting Co., Ltd. and a Partner of Cast Group. Ichigo has no relationship with CLEA Consulting Co., Ltd. or Cast Group.
  - Independent Director Yukio Suzuki is CEO of Belle Investment Research of Japan Inc.
     Ichigo has no relationship with Belle Investment Research of Japan Inc.

# b. Positions as Independent Directors in Other Companies

- Independent Director Noriko Kawate is an Independent Director of Sumitomo Sumitomo Bakelite Co., Ltd. and an Independent Auditor of Nichireki Co., Ltd. Ichigo has no relationship with any of these companies.
- Independent Director Yukio Suzuki is an Independent Director of Systema Corporation, an Independent Auditor of WILLs Inc., and an Independent Auditor of XNET Corporation. Ichigo has no relationship with any of these companies.
- Independent Director Masatoshi Matsuzaki is the Chairman of the Board of Directors of Konica Minolta Inc., Executive Director and Deputy Chairman of the Japan Association of Corporate Directors, a Member of the Public Interest Supervisory Committee of PwC Aarata LLC, and an Independent Director of LIXIL Group Corporation and SmartHR, Ltd. Ichigo has no relationship with any of these companies.
- Independent Director Nobuhide Nakaido is an Executive Director of Japan Association for Chief Human Resources Officer, an Independent Director of eSOL Co., Ltd., and an Independent Director, Sourcenext Corp. Ichigo has no relationship with any of these companies.
- c. Relationship with Ichigo or Related Entities of Ichigo

The five Independent Directors have no spouses or relatives in the third degree or closer who are Statutory Executive Officers of Ichigo or related entities.

# d. Independent Director Activities in the Current Fiscal Year

	Name	Activities
Independent Director	Tetsuya Fujita	Attended 11 out of 11 meetings (100%) of the Board of Directors. Attended 20 out of 20 meetings (100%) of the Audit Committee and attended 2 out of 2 meetings (100%) of the Compliance Committee. Attended 5 out of 5 meetings (100%) of the Nominating Committee and 6 out of 6 meetings (100%) of the Compensation Committee since becoming a member. Commented and advised on resolutions and discussions from an objective standpoint independent from the management team, primarily in the areas of corporate management, risk management, and ESG.
Independent Director	Noriko Kawate	Attended 11 out of 11 meetings (100%) of the Board of Directors. Attended 20 out of 20 meetings (100%) of the Audit Committee. Attended 5 out of 5 meetings (100%) of the Nominating Committee and 6 out of 6 meetings (100%) of the Compensation Committee since becoming a member. Commented and advised on resolutions and discussions from an objective standpoint independent from the management team, primarily in the areas of finance and investment, and risk management.
Independent Director	Yukio Suzuki	Attended 11 out of 11 meetings (100%) of the Board of Directors. Attended 20 out of 20 meetings (100%) of the Audit Committee and attended 2 out of 2 meetings (100%) of the Compliance Committee. Commented and advised on resolutions and discussions from an objective standpoint independent from the management team, primarily in the areas of corporate management, finance and investment, and risk management.
Independent Director	Masatoshi Matsuzaki	Attended 11 out of 11 meetings (100%) of the Board of Directors. Attended 5 out of 5 meetings (100%) of the Nominating Committee. Attended 6 out of 6 meetings (100%) of the Compensation Committee. Commented and advised on resolutions and discussions from an objective standpoint independent from the management team, primarily in the areas of corporate management, ESG, and human resource development.
Independent Director	Nobuhide Nakaido	Attended 11 out of 11 meetings (100%) of the Board of Directors. Commented and advised on resolutions and discussions from an objective standpoint independent from the management team, primarily in the areas of corporate management, finance and investment, and human resource development.

## D. Independent Auditor

- 1. Grant Thornton Taiyo LLC
- 2. Fees Paid to the Independent Auditor
  - (i) Fees paid to the Independent Auditor during FY22/2

Fees for the services specified in Article 2, Paragraph 1 of the Certified Public Accountants Act (Act No. 103 of 1948)

JPY 68 million

Fees for the services other than those specified in Article 2, Paragraph 1 of the Certified Public Accountants Act

JPY 68 million

(ii) Total monetary and other financial benefits payable by Ichigo and subsidiaries to the Independent Auditor

JPY 93 million

- (Note 1) Pursuant to Article 399, Paragraph 1 of the Company Law and based on the "Auditor Evaluation & Selection Standards" and "Auditor Selection & Compensation Agreement Processes" set forth by Ichigo's Audit Committee, Ichigo's Audit Committee concurs with the Independent Auditor's fees after a thorough confirmation and consideration of the content of the Independent Auditor's audit plan, execution of work, audit fee trends, and the Independent Auditor's calculation of its fee estimates.
- (Note 2) Pursuant to both the Company Law and the Financial Instruments and Exchange Law, the audit agreement between Ichigo and the Independent Auditor does not call for itemizing the audit fee breakdown, and, thus as a practical matter, Ichigo is not able to itemize the fees. Therefore, the fees paid to the Independent Auditor show the total amount.
- 3. Policy for the Determination of Dismissal or Non-Reappointment of the Independent Auditor

The Audit Committee has stipulated a Policy for the dismissal or non-reappointment of the Independent Auditor based on the "Auditor Evaluation & Selection Standards" and "Auditor Selection & Compensation Agreement Processes" set forth by Ichigo's Audit Committee. The Policy is as below:

- (a) The term of the Independent Auditor is one year, as specified in a one-year audit contract.
- (b) The reappointment of the Independent Auditor will be decided at the Audit Committee.
- (c) 1. The selection, dismissal, or the non-reappointment of the Independent Auditor will be decided at the Annual Shareholder Meeting. The Audit Committee makes the decision to place this on the shareholding meeting agenda.
  - 2. In the event Ichigo decides to dismiss or not reappoint an Independent Auditor at Ichigo's discretion or for the breach of laws and regulations such as the Company Law or the Certified Public Accountants Law, or the breach of the contract of engagement, the dismissal or the non-reappointment will be deliberated by the Audit Committee with reference to the views of the Directors and Statutory Executive Officers.

- 3. In the event the dismissal or the non-reappointment of the Independent Auditor is to become the agenda of the shareholder meeting, the details of the agenda item will be determined by the Audit Committee.
- 4. In the event the Independent Auditor contravenes his/her duty as an Auditor or if proper duty as an Auditor stipulated in Article 340, Paragraph 1 of the Company Law is deemed difficult, the Audit Committee may dismiss the Independent Auditor upon consent of all Audit Committee members.

# E. Controls to Ensure Appropriate Business Conduct

Detailed disclosure of Controls to Ensure Appropriate Business Conduct is included in the Additional Accounting Notes for the Twenty-Second Annual Shareholder Meeting available on Ichigo's corporate website:

www.ichigo.gr.jp/en/ir/stocks/shareholders info.html

- 1. Internal Controls to Ensure that Statutory Executive Officers and Employees Execute Their Duties in Full Compliance with Japanese Law and Ichigo's Articles of Incorporation
- 2. Systems to Ensure Proper Storage and Management of Information Required for Execution of Duty by Statutory Executive Officers
- 3. Risk Management Policies and Systems
- 4. Systems to Ensure Effective Execution of Duties by Statutory Executive Officers (
- 5. Audit Committee and Audit Systems
- 6. Systems to Ensure Fully Appropriate Business Activities by Ichigo and its Subsidiaries

Reference: Establishment and Status of Internal Structures to Prevent Dealings with Anti-Social Forces

# F. Policy on Corporate Control (Takeover Defenses)

Ichigo has not adopted any takeover defense, poison pill, or any other policy with respect to entities or persons who would seek to control decisions with respect to Ichigo's financial and business policies.

# **Consolidated Balance Sheet**

(As of February 28, 2022)

Item	Amount	Item	Amount
Assets		Liabilities	
Current Assets	122,798	Current Liabilities	20,861
Cash and deposits	46,458	Short-term loans	2,382
Trade notes and accounts receivable	1,819	Bonds (due within one year)	274
Operational loan investments	1,324	Long-term loans (due within one year)	9,888
	2,547	Long-term non-recourse loans	
Operational securities investments	_,-,-	(due within one year)	1,375
Real estate for sale	68,666	Income taxes payable	1,888
Other	2,613	Accrued bonuses	39
Less: allowance for doubtful	-633		
accounts		Other current liabilities	5,012
Fixed Assets	215,089	Long-Term Liabilities	204,833
Property, Plant, and Equipment	204,038	Bonds	5,603
Buildings and structures	66,501	Long-term loans	150,389
Depreciation	-10,292	Long-term non-recourse loans	39,489
Buildings and structures (net)	56,208	Deferred tax liabilities	1,795
Solar and wind power plant	34,298	Deferred tax habilities	1,755
equipment	34,290	Long-term security deposits received	6,749
Depreciation	-6,345	Other long-term liabilities	805
Solar and wind power plant	27,953	g	
equipment (net)	_ ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		
Land	116,079		
Buildings under construction	435		
Solar and wind power plants under	2,095		
construction	2,073		
Other	2,884		
Depreciation	-1,618	Total Liabilities	225,695
Other (net)	1,265	Net Assets	220,000
Intangible Assets	3,551	Shareholders' Equity	101,043
Goodwill	1,580	Capital	26,888
Leasehold rights	1,365	Capital reserve	11,268
Other	605	Retained Earnings	76,310
Investments and Other Assets	7,498	Treasury shares	-13,423
Securities investments	3,463	Accumulated Other Comprehensive	-13,723
Securities investments	3,703	Income	-228
Long-term loans receivable	270	Valuation gains (losses) on other	
Long-term toans receivable	270	securities	25
Deferred tax assets	883		
Detetted tax assets	883	Deferred gains (losses) on	-254
Othor	2.012	long-term interest rate hedges	0/1
Other	3,013	Stock Options	961
Less: allowance for doubtful accounts	-131	Minority Interests	10,415
		Total Net Assets	112,191
Total Assets	337,887	Total Liabilities and Net Assets	337,887

# **Consolidated Income Statement**

(March 1, 2021 – February 28, 2022)

Item	Amo	unt
Revenue		56,934
Cost of Goods Sold		40,757
Gross Profit		16,177
SG&A		6,159
Operating Profit		10,018
Non-Operating Profit		10,010
Interest income	29	
Dividend income	30	
Foreign exchange gains	38	
Mark-to-market gains on long-term interest rate	98	
hedges		261
Other	164	361
Non-Operating Expenses	2 2 4 1	
Interest expense	2,341	
Mark-to-market loss on long-term interest rate hedges	53	
Debt financing-related fees	157	
Other	355	2,908
Recurring Profit	333	7,471
Extraordinary Gains		7,471
Gains on sale of fixed assets	3,248	
Gains on sale of fixed assets  Gains on sale of securities investments	15	
Other	120	3,383
Extraordinary Losses		- ,
Loss on disposal of fixed assets	5	
Valuation losses on securities investments	43	
Allowance for doubtful accounts	493	
Impairment loss	716	
Other	_	1,259
Pre-Tax Net Income		9,595
Income taxes – current	3,304	2.001
Income taxes – deferred	-403	2,901
Pre-Minority Interest Net Income		6,694
Net Income Attributable to Minority Interests		220
Net Income		6,473

# **Consolidated Statement of Changes in Shareholders' Equity**

(March 1, 2021 – February 28, 2022)

		Sha	reholders' Equi	ty	
	Capital	Capital Reserve	Retained Earnings	Treasury Shares	Total Shareholders' Equity
Balance as of March 1, 2021	26,888	11,275	73,160	-11,988	99,335
Changes in the Current Fiscal Year					
Dividend Payment			-3,304		-3,304
Net Income			6,473		6,473
Change in Consolidated Subsidiaries			-18		-18
Share Buyback				-1,499	-1,499
Sale of Treasury Shares		-6		64	58
Changes in Items other than Shareholders' Equity					
Total Changes	_	-6	3,150	-1,435	1,708
Balance as of February 28, 2022	26,888	11,268	76,310	-13,423	101,043

	Other (	Comprehensive 1				
	Valuation Gains (Losses) on Other Securities	Long-Term	Total Other Comprehensive Income	Stock Options	Minority Interests	Total Net Assets
Balance as of March 1, 2021	90	-375	-285	1,007	10,197	110,255
Changes in the Current Fiscal Year						
Dividend Payment						-3,304
Net Income						6,473
Changes in Consolidated Subsidiaries						-18
Share Buyback						-1,499
Sale of Treasury Shares						58
Changes in Items other than Shareholders' Equity	-65	121	56	-46	217	227
Total Changes	-65	121	56	-46	217	1,935
Balance as of February 28, 2022	25	-254	-228	961	10,415	112,191

# **Parent Balance Sheet**

(As of February 28, 2022)

Item	Amount	Item	Amount
Assets		Liabilities	1 11110 01110
Current Assets	51,369	Current Liabilities	6,356
Cash and deposits	19,010	Short-term loans	912
Accounts receivable	474	Bonds (due within one year)	112
Operational securities investments	2,545	Long-term loans (due within one year)	2,599
Short-term loans to affiliates	27,777	Accounts payable	912
Advance payments	100	Accrued expenses	203
Accounts receivable – other	592	Income taxes payable	1,481
Accounts receivable due to	1,184	1 7	
consolidated taxation		Advances received	36
Other	294	Deposits received	21
Less: allowance for doubtful	-610		7.0
accounts		Other	76
Fixed Assets	106,305	Long-Term Liabilities	73,994
Property, Plant, and Equipment	6,483	Bonds	3,072
Buildings and structures	2,586	Long-term loans	60,525
Depreciation	-531	Long-term loans of affiliates	10,158
Buildings and structures (net)	2,054	Long-term security deposits received	84
Land	4,146	Other long-term liabilities	154
Other	380	Total Liabilities	80,351
Depreciation	-97	Net Assets	
Other (net)	283	Shareholders' Equity	76,643
Intangible Assets	470	Capital	26,888
Software	372	Capital reserve	11,266
Leasehold rights	92	Retained earnings	11,204
Other	4	Capital reserve – other	62
Investments and Other Assets	99,351	Retained earnings	51,911
Securities investments	2,437	Earnings reserve	44
Securities investments in affiliates	5,955	Earnings reserve – other	51,866
Affiliate bonds	3,560	Retained earnings carried forward	51,866
Securities investments in affiliates –	42,271	Treasury shares	-13,423
other	4.0	•	
Long-term loans receivable	10	Revaluations and Adjustments	-280
Long-term loans to affiliates	43,486	Valuation gains (losses) on other securities	-30
Deferred tax assets	284	Deferred gains (losses) on	-250
		long-term interest rate hedges	
Other	1,430	Stock Options	961
Less: allowance for doubtful accounts	-85	Total Net Assets	77,323
	157 674	Total Liabilities and Not Assets	157 674
Total Assets	157,674	Total Liabilities and Net Assets	157,674

# **Parent Income Statement**

(March 1, 2021 – February 28, 2022)

Revenue	T4	A	(JPY million)
244   Gross Profit   7,599   SG&A   3,380	Item	Amo	
Gross Profit         7,599           SG&A         3,380           Operating Profit         4,218           Non-Operating Profit         706           Interest income         24           Dividend income         24           Mark-to-market gains on long-term interest rate hedges         98           Credit guarantees income         9           Other         63         903           Non-Operating Expenses         1,004           Interest expense         1,004         1,004           Mark-to-market loss on long-term interest rate hedges         53         53           Debt financing-related fees         109         150           Depreciation         150         0           Other         168         1,485           Recurring Profit         3,636         3,636           Extraordinary Gains         15         3           Gains on sale of securities investments         15         3           Gains on reversal of stock options         120         135           Extraordinary Losses         43         43           Valuation losses on securities investments         43         453           Impairment loss         716         716			,
SG&A         3,380           Operating Profit         4,218           Non-Operating Profit         706           Interest income         24           Dividend income         24           Mark-to-market gains on long-term interest rate hedges         98           Credit guarantees income         9           Other         63         903           Non-Operating Expenses         1,004           Interest expense         1,004           Mark-to-market loss on long-term interest rate hedges         53           Debt financing-related fees         109           Depreciation         150           Other         168         1,485           Recurring Profit         3,636           Extraordinary Gains         15         3           Gains on sale of securities investments         15         3           Gains on reversal of stock options         120         135           Extraordinary Losses         43         4           Valuation losses on securities investments         43         4           Allowance for doubtful accounts         453         1           Impairment loss         716         716           Other         1         1,214		<u> </u>	
Operating Profit         4,218           Non-Operating Profit         706           Interest income         24           Dividend income         24           Mark-to-market gains on long-term interest rate hedges         98           Credit guarantees income         9           Other         63         903           Non-Operating Expenses         1,004           Interest expense         1,004           Mark-to-market loss on long-term interest rate hedges         53           Debt financing-related fees         109           Depreciation         150           Other         168         1,485           Recurring Profit         3,636           Extraordinary Gains         15         5           Gains on sale of securities investments         15         5           Gains on reversal of stock options         120         135           Extraordinary Losses         2         453           Valuation losses on securities investments         43         453           Allowance for doubtful accounts         453         1           Impairment loss         716         716           Other         1         1,214           Pre-Tax Net Income         2,55			
Non-Operating Profit         706           Interest income         24           Dividend income         24           Mark-to-market gains on long-term interest rate hedges         98           Credit guarantees income         9           Other         63         903           Non-Operating Expenses         1,004           Interest expense         1,004           Mark-to-market loss on long-term interest rate hedges         53           Debt financing-related fees         109           Depreciation         150           Other         168         1,485           Recurring Profit         3,636           Extraordinary Gains         15         15           Gains on sale of securities investments         15         15           Gains on reversal of stock options         120         135           Extraordinary Losses         Valuation losses on securities investments         43           Allowance for doubtful accounts         453         1           Impairment loss         716         716           Other         1         1,214           Pre-Tax Net Income         2,557           Income taxes – current         892			
Interest income			4,218
Dividend income   Mark-to-market gains on long-term interest rate hedges   Page			
Mark-to-market gains on long-term interest rate hedges       98         Credit guarantees income       9         Other       63       903         Non-Operating Expenses       1,004         Interest expense       1,004         Mark-to-market loss on long-term interest rate hedges       53         Debt financing-related fees       109         Depreciation       150         Other       168       1,485         Recurring Profit       3,636         Extraordinary Gains       15       120       135         Gains on sale of securities investments       120       135         Extraordinary Losses       43       43         Valuation losses on securities investments       43       453         Allowance for doubtful accounts       453       1,214         Pre-Tax Net Income       1,214         Income taxes – current       892			
hedges	Dividend income	24	
Other         63         903           Non-Operating Expenses         1,004         1,004           Interest expense         1,004         53           Mark-to-market loss on long-term interest rate hedges         109         109           Debt financing-related fees         109         150           Depreciation         168         1,485           Recurring Profit         3,636         3,636           Extraordinary Gains         15         15           Gains on sale of securities investments         120         135           Extraordinary Losses         Valuation losses on securities investments         43           Allowance for doubtful accounts         453         1           Impairment loss         716         716           Other         1         1,214           Pre-Tax Net Income         2,557           Income taxes – current         892		98	
Non-Operating Expenses         1,004           Mark-to-market loss on long-term interest rate hedges         53           Debt financing-related fees         109           Depreciation         150           Other         168         1,485           Recurring Profit         3,636           Extraordinary Gains         15         15           Gains on sale of securities investments         15         120         135           Extraordinary Losses         120         135           Valuation losses on securities investments         43         43         453           Impairment loss         716	Credit guarantees income	9	
Interest expense	Other	63	903
Interest expense	Non-Operating Expenses		
Mark-to-market loss on long-term interest rate hedges  Debt financing-related fees  Depreciation Other  Recurring Profit  Extraordinary Gains  Gains on sale of securities investments Gains on reversal of stock options  Extraordinary Losses  Valuation losses on securities investments Allowance for doubtful accounts Impairment loss Other  Pre-Tax Net Income Income taxes – current  109 109 109 1109 1109 1109 1109 1109		1,004	
Debt financing-related fees   109   Depreciation   150   Other   168   1,485			
Depreciation Other 150 Other 168 1,485  Recurring Profit 3,636  Extraordinary Gains Gains on sale of securities investments 15 Gains on reversal of stock options 120 135  Extraordinary Losses Valuation losses on securities investments 43 Allowance for doubtful accounts 453 Impairment loss 716 Other 1 1,214  Pre-Tax Net Income 892	6	109	
Other 168 1,485  Recurring Profit 3,636  Extraordinary Gains Gains on sale of securities investments 15 Gains on reversal of stock options 120 135  Extraordinary Losses Valuation losses on securities investments 43 Allowance for doubtful accounts 453 Impairment loss 716 Other 1 1,214  Pre-Tax Net Income 892	<u> </u>	150	
Recurring Profit Extraordinary Gains Gains on sale of securities investments Gains on reversal of stock options  Extraordinary Losses Valuation losses on securities investments Allowance for doubtful accounts Impairment loss Other  Pre-Tax Net Income Income taxes – current  3,636  3,636  3,636  43  42  15  120  135  143  43  453  1716  11,214  11,214  11,214	1	168	1,485
Extraordinary Gains Gains on sale of securities investments Gains on reversal of stock options  Extraordinary Losses Valuation losses on securities investments Allowance for doubtful accounts Impairment loss Other  Pre-Tax Net Income Income taxes – current  15 120 135 135 143 453 453 119 1,214 1,214 1,214 1,214	Recurring Profit		
Gains on sale of securities investments Gains on reversal of stock options  Extraordinary Losses Valuation losses on securities investments Allowance for doubtful accounts Impairment loss Other  Pre-Tax Net Income Income taxes – current  15 120 135 135 143 143 15 16 171 171 171 172 171 172 173 174 175 175 175 175 175 175 175 175 175 175			-,
Gains on reversal of stock options  Extraordinary Losses  Valuation losses on securities investments Allowance for doubtful accounts Impairment loss Other  Pre-Tax Net Income Income taxes – current  120 135 135 135 135 135 135 135 135 135 135	· · · · · · · · · · · · · · · · · · ·	15	
Extraordinary Losses Valuation losses on securities investments Allowance for doubtful accounts Impairment loss Other 1 1,214 Pre-Tax Net Income Income taxes – current 892		120	135
Valuation losses on securities investments Allowance for doubtful accounts Impairment loss Other 1 1,214  Pre-Tax Net Income Income taxes – current 892	<u> -</u>		
Allowance for doubtful accounts  Impairment loss Other  1 1,214  Pre-Tax Net Income Income taxes – current  892	· · · · · · · · · · · · · · · · · · ·	43	
Impairment loss       716         Other       1       1,214         Pre-Tax Net Income       2,557         Income taxes – current       892		_	
Other         1         1,214           Pre-Tax Net Income         2,557           Income taxes – current         892			
Pre-Tax Net Income Income taxes – current  September 1,557	-		1.214
Income taxes – current 892			
		892	2,001
	Income taxes – deferred	-156	735
		150	1,822

# Parent Statement of Changes in Shareholders' Equity

(March 1, 2021 – February 28, 2022)

	(31 1 111111011)								
		Shareholders' Equity							
		Capital Surplus		Retained Earnings			Treasury Shares	Total Shareholders' Equity	
	Capital	Capital Reserve	Other Capital Surplus	Total Capital Surplus	Earnings Reserve	Other Retained Earnings Carried Forward/ Retained Earnings	Total Retained Earnings		
Balance as of March 1, 2021	26,888	11,204	68	11,273	44	53,349	53,394	-11,988	79,567
Changes in the Current Fiscal Year									
Dividend Payments						-3,304	-3,304		-3,304
Share Buyback								-1,499	-1,499
Sale of Treasury Shares			-6	-6				64	58
Net Income						1,822	1,822		1,822
Changes in Items other than Shareholders' Equity									
Total Changes			-6	-6		-1,482	-1,482	-1,435	-2,924
Balance as of February 28, 2022	26,888	11,204	62	11,266	44	51,866	51,911	-13,423	76,643

	Revalı				
		Deferred Gains (losses) on Long-Term Interest Rate Hedges		Stock Options	Total Net Assets
Balance as of March 1, 2021	30	-369	-339	1,007	80,235
Changes in the Current Fiscal Year					
Dividend Payments					-3,304
Share Buyback					-1,499
Decrease due to Company Split					58
Net Income					1,822
Changes in Items other than Shareholders' Equity	-60	119	58	-46	11
Total Changes	-60	119	58	-46	-2,912
Balance as of February 28, 2022	-30	-250	-280	961	77,323

# **Auditor's Report on the Consolidated Financial Statements**

# Report of Independent Auditor

April 13, 2022

To the Board of Directors of Ichigo Inc.

Grant Thornton Taiyo LLC

Hiroaki Ohkane, CPA, Designated and Engagement Partner (seal)

Kenta Nishimura, CPA, Designated and Engagement Partner (seal)

Daisuke Noda, CPA, Designated and Engagement Partner (seal)

We have audited the consolidated financial statements of Ichigo Inc., namely the consolidated balance sheet, the consolidated income statement, the consolidated statement of changes in shareholders' equity and the notes to consolidated financial statements, for the fiscal year from March 1, 2021 to February 28, 2022 pursuant to Article 444, Paragraph 4 of the Company Law.

Management's Responsibility with respect to the Financial Statements

Management is responsible for compiling and indicating the consolidated financial statements in accordance with the generally accepted accounting principles of Japan. This includes the operation and maintenance of an internal compliance structure which management deems necessary to ensure that the consolidated financial statements are compiled and indicated free of material misstatement in the form of fraud or error.

### Auditor's Responsibility

The responsibility of the Auditor is to perform an independent audit and declare an opinion with respect to the consolidated financial statements. We conducted our audit in accordance with auditing standards generally accepted in Japan. Those standards require that we obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement.

We conducted our audit by carrying out auditing procedures on amounts in the consolidated financial statements and information we received from the Company. These procedures included sampling and testing based on our assessment of the potential risk of material misstatement in the form of fraud or error. Although our intent is not to express an opinion regarding the appropriateness of the internal compliance structure, we did assess operation of the internal compliance structure to the extent it affects the accuracy of the consolidated financial statements. This included an overall assessment of the consolidated financial statements and any assumptions made by management with respect to the Company's accounting policies or their application, and any estimates indicated in the consolidated financial statements.

We believe we received sufficient and appropriate information to have a reasonable basis to express our opinion.

### **Auditing Opinion**

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Ichigo Group consisting of Ichigo Inc. and its consolidated subsidiaries for the period for the consolidated financial statements in conformity with accounting principles generally accepted in Japan.

#### Matter of Note

The Company has reclassified some of its Real Estate for Sale assets to Fixed Assets as stated in the notes to the consolidated financial statements (Reclassification of Certain Real Estate for Sale Assets to Fixed Assets). This reclassification has not affected our opinion.

#### Potential Conflicts of Interest

There are no interests to be specified pursuant to the provisions of the Certified Public Accountant Law between the Company and us or the engagement partner.

# **Auditor's Report on the Parent Financial Statements**

### Report of Independent Auditor

April 13, 2022

To the Board of Directors of Ichigo Inc.

Grant Thornton Taiyo LLC

Hiroaki Ohkane, CPA, Designated and Engagement Partner (seal)

Kenta Nishimura, CPA, Designated and Engagement Partner (seal)

Daisuke Noda, CPA, Designated and Engagement Partner (seal)

We have audited the Twenty-Second Period financial statements of Ichigo Inc., namely the balance sheet, the income statement, the statement of changes in shareholders' equity, and the notes to the financial statements and schedules, for the fiscal year from March 1, 2021 to February 28, 2022 pursuant to Article 436, Paragraph 2, Item 1 of the Company Law.

Management's Responsibility with respect to the Financial Statements

Management is responsible for compiling and indicating the financial statements and notes and schedules thereto in accordance with the generally accepted accounting principles of Japan. This includes the operation and maintenance of an internal compliance structure which management deems necessary to ensure that the financial statements and notes and schedules are compiled and indicated free of material misstatement in the form of fraud or error.

### Auditor's Responsibility

The responsibility of the Auditor is to perform an independent audit and declare an opinion with respect to the financial statements and the notes and schedules. We conducted our audit in accordance with the auditing standards generally accepted in Japan. Those standards require that we obtain reasonable assurance about whether the financial statements and schedules are free of material misstatement.

We conducted our audit by carrying out auditing procedures on amounts in the financial statements and notes and schedules and information we received from the Company. These procedures included sampling and testing based on our assessment of the potential risk of material misstatement in the form of fraud or error. Although our intent is not to express an opinion regarding the appropriateness of the internal compliance structure, we did assess operation of the internal compliance structure to the extent it affects the accuracy of the financial statements and notes and schedules. This included an overall assessment of the consolidated financial statements and notes and schedules and any assumptions made by management with respect to the Company's accounting policies or their application, and any estimates indicated in the financial statements and notes and schedules.

We believe we received sufficient and appropriate information to have a reasonable basis to express our opinion.

#### **Auditing Opinion**

In our opinion, the financial statements and schedules referred to above present fairly, in all material respects, the financial position of Ichigo Inc. for the period for the financial statements and schedules in conformity with accounting principles generally accepted in Japan.

#### Potential Conflicts of Interest

There are no interests to be specified pursuant to the provisions of the Certified Public Accountant Law between the Company and us or the engagement partner.

# **Audit Committee Report**

April 19, 2022

Audit Committee, Ichigo Inc.

Tetsuya Fujita, Audit Committee Member (seal)

Noriko Kawate, Audit Committee Member (seal)

Yukio Suzuki, Audit Committee Member (seal)

The Audit Committee has audited the execution of the duties of the Directors and Statutory Executive Officers during the twenty-second fiscal year from March 1, 2021 to February 28, 2022. We report the method and results of this audit as follows:

### 1. Method and Description of Audit

The Audit Committee has received regular reports and has made requests for explanations as necessary from the Directors, Statutory Executive Officers, and employees of Ichigo regarding the details of resolutions by the Board of Directors with respect to Article 416, Paragraph 1, Item 1, b and e of the Company Law and the system established under the resolutions (internal control system) and in accordance with audit policy and duties prescribed by the Audit Committee. In cooperation with the Internal Audit Department and other internal control related divisions of Ichigo, the Audit Committee has investigated the process and details of decision-making at important meetings, the details of principal-approved documents and other material documents relating to the execution of business, the execution of duties by Statutory Executive Officers and employees and reviewed Ichigo's business and assets. With respect to subsidiaries, we have communicated and exchanged information with Directors and auditors of subsidiaries and received business reports from subsidiaries as necessary.

In addition, we have supervised and verified that the Independent Auditor was independent and conducting an appropriate audit and received reports on the execution of duties from the Independent Auditor and requested explanations as necessary. We have also received a report from the Independent Auditor that the structure to ensure appropriate performance of duties (matters described in Article 131, each Item of the Company Calculation Rules) has been established pursuant to laws and regulations including the Standards for Quality Control of Audits (issued by Business Accounting Council on October 28, 2005) and that management structures have been properly established within the audit firm.

By these methods, we have reviewed Ichigo's own business report, financial statements (balance sheet, income statement, statement of changes in shareholders' equity and notes) and their schedules, along with Ichigo's consolidated financial statements (including the consolidated balance sheet, consolidated income statement, consolidated statement of changes in shareholders' equity and consolidated notes).

### 2. Results of Audit

# A. Audit Results of Business Report

- (1) We note that the business report and its schedules present Ichigo's status correctly pursuant to all laws and regulations and the Articles of Incorporation.
- (2) We note that there has been no misconduct with respect to the execution of duties by Directors and Statutory Executive Officers, nor have we discovered any material facts which violate laws and regulations or the Articles of Incorporation.
- (3) We note that the details of the resolution by the Board of Directors with respect to the internal control system are reasonable. Also, there is nothing material to be pointed out with respect to the execution of duties on the internal control system by Statutory Executive Officers.

### B. Audit Results of Financial Statements and their Schedules

We note that the method and results of the audit conducted by the Independent Auditor, Grant Thornton Taiyo LLC, were reasonable.

# C. Audit Results of Consolidated Financial Statements

We note that the method and results of the audit conducted by the Independent Auditor, Grant Thornton Taiyo LLC, were reasonable.

(Note) All members of the Audit Committee are Independent Directors as provided in Article 2, Item 15 and Article 400, Paragraph 3 of the Company Law.