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(Securities Code: 8935)

June 3, 2022

To our shareholders:

Atsushi Nagai,  
Representative Director, President and CEO  
**FJ Next Holdings Co., Ltd.**  
**(former FJ Next Co., Ltd.)**  
6-5-1, Nishi-shinjuku, Shinjuku-ku, Tokyo

## Notice of the 42nd Annual General Meeting of Shareholders

We are pleased to announce the 42nd Annual General Meeting of Shareholders of FJ Next Holdings Co., Ltd. (the “Company”), which will be held as indicated below.

**In place of attending the meeting in person, you may exercise your voting rights in writing or over the Internet. Please review the attached Reference Documents for General Meeting of Shareholders and exercise your voting rights by 6:15 p.m. on Tuesday, June 21, 2022 (JST).**

- 1. Date and Time:** Wednesday, June 22, 2022 at 10:00 (JST) (Reception opens at 9:00 a.m.)
- 2. Venue:** HILTON TOKYO, 3F “Fuji Ballroom”  
6-6-2, Nishi-shinjuku, Shinjuku-ku, Tokyo
- 3. Purpose of the Meeting**

**Matters to be reported:**

1. The Business Report and the Consolidated Financial Statements for the Company’s 42nd fiscal year (from April 1, 2021 to March 31, 2022) and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee
2. The Non-consolidated Financial Statements for the 42nd term (from April 1, 2021 to March 31, 2022)

**Matters to be resolved:**

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Partial Amendments to the Articles of Incorporation
- Proposal No. 3:** Election of Three Board Directors (Excluding Board Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 4:** Election of Two Substitute Board Directors Who Are Audit and Supervisory Committee Members

## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1: Appropriation of Surplus

The Company recognizes that the return of profit to its shareholders is one of the key issues for management, and its basic policy is to pay stable dividends on an ongoing basis that reflect the level of profits, after having given comprehensive consideration to such factors as internal reserves for active development of the business, and the balance of its finances.

In accordance with this policy, and having given serious consideration to business results for the fiscal year under review, and the development of the business over the medium to long term, from the next fiscal year onward, the Company proposes to pay a year-end dividend, and to make other appropriations of surplus, as follows.

1. Year-end dividends
  - (1) Type of dividend property  
Cash
  - (2) Allotment of dividend property and their aggregate amount  
¥24 per common share of the Company  
Total dividends: ¥784,448,232
  - (3) Effective date of dividends of surplus  
June 23, 2022

As the Company has already paid an interim dividend of ¥24 per share, the annual dividend will be ¥48 per share.

2. Other appropriation of surplus
  - (1) Item of surplus to be decreased and amount of decrease  
Retained earnings brought forward: ¥3,000,000,000
  - (2) Item of surplus to be increased and amount of increase  
General reserve: ¥3,000,000,000

**Proposal No. 2: Partial Amendments to the Articles of Incorporation**

1. Reasons for the proposal

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

- (1) Article 13 (Measures, etc. for Providing Information in Electronic Format), paragraph 1, in “Proposed amendments” below will be newly established to stipulate, as required, that the Company shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.
- (2) Article 13 (Measures, etc. for Providing Information in Electronic Format), paragraph 2, in “Proposed amendments” below will be newly established to allow the Company to limit, among items for which the measures for providing information that constitutes the content of reference documents for the general meeting of shareholders in electronic format will be taken, the scope of matters to be included in the documents to be delivered to shareholders who have requested delivery of the such document, to the scope specified by the applicable Ministry of Justice Order.
- (3) Since the provisions of Article 13 (Internet Disclosure of Reference Documents for the General Meeting of Shareholders, Etc.) of the current Articles of Incorporation will no longer be required after the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format, they will be deleted.
- (4) Supplementary provisions regarding the effect of the aforementioned establishment and deletion of provisions will be established. These supplementary provisions shall be deleted after the elapse of a specified term.

2. Details of the amendments

Details of the amendments are as follows.

(Underlined portions indicate amendments.)

Current Articles of Incorporation	Proposed amendments
<p><u>(Internet Disclosure of Reference Documents for the General Meeting of Shareholders, Etc.)</u>  <u>Article 13</u> <u>When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or presented in the reference documents for the general meeting of shareholders, business report, financial statements and consolidated financial statements through the internet in accordance with the provisions prescribed by the Ministry of Justice Order, it may be deemed that the Company has provided this information to shareholders.</u></p>	<p>(Deleted)</p>



**Proposal No. 3: Election of Three Board Directors (Excluding Board Directors Who Are Audit and Supervisory Committee Members)**

The terms of office of all three Board Directors (excluding Board Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this meeting. Therefore, the Company proposes the election of three Board Directors (excluding Board Directors who are Audit and Supervisory Committee Members).

As for this proposal, the Audit and Supervisory Committee of the Company has judged that all the candidates for Board Directors are eligible.

The candidates for Board Directors (excluding Board Directors who are Audit and Supervisory Committee Members) are as follows:

Candidate No.	Name	Current position and responsibility in the Company	Attendance at Board of Directors meetings [FY2022]
1	Yukiharu Hida	Representative Director, Chairman and CEO Reelection	16/16 meetings (Attendance rate: 100%)
2	Atsushi Nagai	Representative Director, President and CEO Reelection	16/16 meetings (Attendance rate: 100%)
3	Shigeo Masuko	Director, Senior Managing Executive Officer Reelection	16/16 meetings (Attendance rate: 100%)

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	<p><b>Yukiharu Hida</b> (May 3, 1952)</p> <p>Reelection</p> <p>Tenure as Board Director 41 years 11 months (At the conclusion of this General Meeting of Shareholders)</p> <p>Attendance at Board of Directors meetings 16/16 meetings (Attendance rate: 100%)</p>	<p>July 1980 Established the Company, President</p> <p>Aug. 1989 Board Director</p> <p>Feb. 1997 President and CEO</p> <p>June 2019 Chairman, President and CEO</p> <p>June 2021 Representative Director, Chairman and CEO (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>President and CEO of FJ Next Co., Ltd.</p> <p>President and CEO of FJ Resort Management Co., Ltd.</p>	5,549,800 shares
<p>[Reasons for nomination as candidate for Board Director]</p> <p>As the founder of the Company, he possesses substantial insight into management, and has used his strong leadership and decisiveness to make significant contributions to the enhancement of the corporate value of the Group as a whole. Taking into comprehensive consideration his track record, his extensive experience, and his broad discernment and abilities in relation to corporate management, the Company once again nominates him as a candidate for Board Director.</p>			
2	<p><b>Atsushi Nagai</b> (August 25, 1956)</p> <p>Reelection</p> <p>Tenure as Board Director 12 years (At the conclusion of this General Meeting of Shareholders)</p> <p>Attendance at Board of Directors meetings 16/16 meetings (Attendance rate: 100%)</p>	<p>Apr. 1975 Joined The Sanwa Bank, Limited (currently MUFG Bank, Ltd.)</p> <p>May 2006 Shinjuku Branch Manager of The Sanwa Bank, Limited</p> <p>Apr. 2010 Joined the Company, Chief Director of Administration Division and General Manager of Operation Department</p> <p>June 2010 Board Director, Chief Director of Administration Division and General Manager of Operation Department</p> <p>Apr. 2012 Board Director, Chief Director of Administration Division and General Manager of Corporate Planning Office</p> <p>May 2014 Board Director</p> <p>June 2015 Executive Managing Director</p> <p>July 2016 Executive Managing Director, Chief Director of Administration Division</p> <p>July 2017 Senior Managing Director, Chief Director of Administration Division</p> <p>June 2021 Representative Director, President and CEO (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>President and CEO of FJ Community Co., Ltd.</p>	36,000 shares
<p>[Reasons for nomination as candidate for Board Director]</p> <p>Since joining the Company, he has been involved in various business activities at the Company and its Group companies, and has also served in a number of top management positions at Group companies. He was appointed Representative Director of the Company in June 2021, and has made significant contributions to the enhancement of the corporate value of the Group as a whole by making appropriate management decisions and by supervising the management. Taking into comprehensive consideration his track record and extensive experience in his previous position, and his broad discernment and abilities in relation to corporate management, the Company once again nominates him as a candidate for Board Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	<p><b>Shigeo Masuko</b> (June 25, 1961)</p> <p>Reelection</p> <p>Tenure as Board Director 20 years (At the conclusion of this General Meeting of Shareholders)</p> <p>Attendance at Board of Directors meetings 16/16 meetings (Attendance rate: 100%)</p>	<p>May 1991      Joined the Company</p> <p>Feb. 2002      Board Director, Chief Director of Sales Division and General Manager of Sales Department No. 1</p> <p>June 2007      Executive Managing Director, Chief Director of Sales Division and Director of Shinjuku Branch</p> <p>June 2012      Senior Managing Director, Chief Director of Sales Division</p> <p>Oct. 2012      Senior Managing Director, Chief Director of Sales Division and General Manager of Consulting Business Department</p> <p>Apr. 2015      Senior Managing Director, Chief Director of Sales Division</p> <p>June 2021      Director, Senior Managing Executive Officer, and Chief Director of Sales Division</p> <p>Oct. 2021      Director, Senior Managing Executive Officer (current position)</p> <p>(Significant concurrent positions outside the Company) Senior Managing Director and Chief Director of Sales Division of FJ Next Co., Ltd.</p>	225,000 shares
<p>[Reasons for nomination as candidate for Board Director]</p> <p>He has been involved for many years in the management of the Company as a Board Director, and promotes the Company business primarily in his role as the Chief Director of Sales Division of Investment-type Condominium in the Real estate development business, which is the mainstay business of the Group. Taking into comprehensive consideration his track record, his extensive experience, and his broad discernment and abilities in relation to corporate management, the Company once again nominates him as a candidate for Board Director.</p>			

- (Notes)
1. There is no special interest between any of the candidates and the Company.
  2. For each candidate, the number of the Company's shares owned indicates the current number of shares in the shareholder register as of the end of the fiscal year under review (March 31, 2022).
  3. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, thereby covering losses and costs incurred by the insureds including Board Directors of the Company in cases where they are liable for damages arising from their performance of duties (unless a coverage exclusion in the insurance policy is applied). If each candidate is elected and assumes the office as Board Director, each will be an insured in the insurance policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

**Proposal No. 4: Election of Two Substitute Board Directors Who Are Audit and Supervisory Committee Members**

It is proposed that two substitute Board Directors who are Audit and Supervisory Committee Members be elected to be ready to fill a vacant position should the number of Board Directors who are Audit and Supervisory Committee Members fall below the number required by laws and regulations.

The Company proposes that Mitsuru Ozawa be elected substitute for Kenichi Suzuki, Board Director who is an Audit and Supervisory Committee Member and that Kie Oshiro be elected substitute for Kiyoshi Suzuki and Daisuke Takaba, Outside Board Directors who are Audit and Supervisory Committee Members.

In addition, the consent of the Audit and Supervisory Committee for this proposal has been obtained.

The candidates for substitute Board Directors who are Audit and Supervisory Committee Member are as follows:

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	<b>Mitsuru Ozawa</b> (February 7, 1959)	Oct. 1982      Joined Chiba Construction Co., Ltd. (currently Livlan Co., Ltd.)	—
		Oct. 2008      Director, Executive Officer and President of Livlan Co., Ltd.	
		Sept. 2009      Joined FJ Fudosan Hanbai Co., Ltd. (currently FJ Next Holdings Co., Ltd.) General Manager of Izukogen Branch (current position)	
[Reasons for nomination as candidate for Board Director who is an Audit and Supervisory Committee Member] Taking into consideration his experience in company management in his previous role, and track record as a branch manager of the Company, and so forth, the Company nominates him as a candidate for substitute Board Director who is an Audit and Supervisory Committee Member.			
2	<b>Kie Oshiro</b> (April 4, 1975)	Oct. 2004      Registered as an attorney at law at Daini Tokyo Bar Association Joined LINK LAW OFFICE Kito and Partners	—
		May 2005      Registered as an attorney at law at Dai-Ichi Tokyo Bar Association Joined Takaba Law Office (current position)	
		(Significant concurrent positions outside the Company) Attorney at law of Takaba Law Office	
[Reasons for nomination as candidate for Board Director who is an Audit and Supervisory Committee Member and outline of expected roles] Kie Oshiro has no experience of direct involvement in company management in the past, however, having taken into comprehensive consideration her broad discernment, specialist knowledge and experience, the Company nominates her as a candidate for substitute Board Director who is an Audit and Supervisory Committee Member.			

- (Notes)
1. There is no special interest between any of the candidates and the Company.
  2. Kie Oshiro is a candidate for substitute outside Board Director.
  3. In the event that each candidate is appointed Board Directors who are Audit and Supervisory Board Members, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company plans to enter into an agreement with them to limit their liability for damages under Article 423, paragraph (1) of the same Act to the minimum liability amount provided for under laws and regulations.
  4. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, thereby covering losses and costs incurred by the insureds including Board Directors who are Audit and Supervisory Committee Members of the Company in cases where they are liable for damages arising from their performance of duties (unless a coverage exclusion in the insurance policy is applied). If each candidate assumes the office as Board



Director who is an Audit and Supervisory Committee Member, each will be an insured in the insurance policy.