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Securities Code: 6412

June 8, 2022

**To Those Shareholders with Voting Rights**

Katsuya Minei  
Representative Director/President  
Heiwa Corporation  
1-16-1, Higashiueno, Taito-ku,  
Tokyo, Japan

**NOTICE OF THE 54<sup>th</sup> ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Please be informed that the 54<sup>th</sup> Ordinary General Meeting of Shareholders of Heiwa Corporation (the “Company”) will be held as stated below.

In order to prevent the spread of the novel coronavirus (COVID-19), we recommend our shareholders to refrain from participating in person on the day of the General Meeting of Shareholders, and to exercise your voting rights beforehand in writing or via the Internet, etc. Please review the Reference Documents for the General Meeting of Shareholders as described hereinafter, and exercise your voting rights no later than 6:00 p.m. on Tuesday, June 28, 2022.

**Notice on Exercising Voting Rights in writing or via the Internet, etc.**

Exercising Voting Rights in Writing

▶ Please indicate “for” or “against” for each of the proposals in the enclosed Voting Right Exercise Form, and return the form to us no later than 6:00 p.m. on Tuesday, June 28, 2022.

Exercising Voting Rights via the Internet, etc.

▶ To exercise your voting rights via the Internet, etc., please refer to the attached “Instructions for Exercising Voting Rights” (omitted in this translation) and exercise your voting rights no later than 6:00 p.m. on Tuesday, June 28, 2022.

- 1. Date and Time:** Wednesday, June 29, 2022 at 10:00 a.m.  
**2. Place:** Grand Ballroom “TENKU” (B1F), Tokyo Dome Hotel  
1-3-61 Koraku, Bunkyo-ku, Tokyo

**3. Agenda of the Meeting:**

- Matters to be reported:**
1. Business Report, Consolidated Financial Statements for the 54<sup>th</sup> Fiscal Year (from April 1, 2021 to March 31, 2022) and results of audits by the Accounting Auditor and the Audit and Supervisory Board of the Consolidated Financial Statements
  2. Non-Consolidated Financial Statements for the 54<sup>th</sup> Fiscal Year (from April 1, 2021 to March 31, 2022)

**Proposals to be resolved:**

- |                        |   |
|------------------------|---|
| <b>Proposal No. 1:</b> | Appropriation of Surplus                                  |
| <b>Proposal No. 2:</b> | Partial Amendments to the Articles of Incorporation       |
| <b>Proposal No. 3:</b> | Election of Six (6) Directors                             |
| <b>Proposal No. 4:</b> | Election of Three (3) Audit and Supervisory Board Members |

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Shareholders attending the meeting in person are requested to submit the Voting Right Exercise Form enclosed with this notice to the reception desk on the day of the meeting.

A shareholder may exercise his/her voting rights by designating one proxy who is another shareholder of the Company with voting rights. In such cases, please submit a document authorizing the proxy with the Voting Right Exercise Form enclosed with this notice to the Company at the reception desk.

If the Reference Documents for the General Meeting of Shareholders, Business Report, and Consolidated and Non-consolidated Financial Statements are subsequently revised, the revisions shall be posted on the Company’s website (<https://www.heiwanet.co.jp/ir/>).

Please be advised that no gifts are intended to be provided at the General Meeting of Shareholders.

## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1: Appropriation of Surplus

The Company places top priority on returning profits to shareholders while increasing corporate value. To be more specific, the Company's basic policy is to pay stable dividends in comprehensive consideration of its business plan, financial position, business performance, payout ratio, dividend on equity ratio, etc.

In accordance with the policy mentioned above, we would like to propose the year-end dividends for the 54<sup>th</sup> fiscal year as follows:

(1) Type of dividend property

Dividends will be paid in cash.

(2) Appropriation of dividend property to shareholders and total amount

¥40 per share of the Company's common stock, for a total amount of ¥3,945,261,320

(As a result, the annual dividend, including interim dividend of ¥40 per share, would be ¥80 per share in total.)

(3) Effective date of dividends from surplus

June 30, 2022

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

1. Reasons for the proposal of the amendments

In line with the revised stipulations stipulated in the proviso of Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will be enforced on September 1, 2022, the Company proposes the following amendments to the Company’s Articles of Incorporation in preparation for the implementation of the system for electronic provision of materials for general meetings of shareholders.

- (1) Stipulating that information that is the content of Reference Documents for the General Meeting of Shareholders, etc., shall be provided electronically will be obliged, therefore, Article 17 (Measures for electronic provision, etc.), paragraph 1 of the proposed amendments is newly established.
- (2) In stipulations that information that is the content of Reference Documents for the General Meeting of Shareholders, etc., shall be provided electronically, in order to limit the scope of matters to be recorded in physical documents that are provided to shareholders who request provision of physical documents to the extent stipulated in the Ordinance of the Ministry of Justice, Article 17 (Measures for electronic provision, etc.), paragraph 2 of the proposed amendments is newly established.
- (3) As stipulations of Article 17 of the current Articles of Incorporation (Internet disclosure and deemed provision of reference documents for general meetings of shareholders) will no longer be necessary by implementing the system for electronic provision of materials for general meetings of shareholders, these shall be deleted.
- (4) Supplementary provisions shall be established concerning the effect of the above stipulations to be newly established and deleted. These supplementary provisions shall be deleted after the due date.

2. Contents of the amendments

The contents of the amendments are as follows.

(Underlines indicate amended sections)

Current Articles of Incorporation	Proposed amendments
<p><u>(Internet disclosure and deemed provision of reference documents for general meetings of shareholders)</u>  <u>Article 17 In the convocation of general meetings of shareholders, the Company may deem that it has provided to shareholders information concerning matters that must be displayed in the reference documents for general meetings of shareholders, Business Report, Non-consolidated Financial Statements, and Consolidated Financial Statements via Internet disclosure in conformity with definitions provided in the Ordinance of the Ministry of Justice.</u></p>	<p>&lt;Deleted&gt;</p>

Current Articles of Incorporation	Proposed amendments
<p>&lt;Newly established&gt;</p>	<p>(Measures for electronic provision, etc.)  <u>Article 17</u>  1. <u>In the convocation of general meetings of shareholders, the Company shall provide electronically information that is the content of Reference Documents for the General Meeting of Shareholders, etc.</u>  2. <u>Of the matters to which electronic provision measures apply, recording all or part of matters stipulated in the Ordinance of the Ministry of Justice in the physical documents provided to shareholders who made requests for provision of physical documents by the record date for voting rights is not required.</u></p>
<p>&lt;Newly established&gt;</p>	<p>(Supplementary provisions)  <u>Article 1</u>  1. <u>The deletion of Article 17 (Internet disclosure and deemed provision of reference documents for general meetings of shareholders) of the Articles of Incorporation and the establishment of Article 17 (Measures for electronic provision, etc.) of the Articles of Incorporation shall take effect from September 1, 2022 (hereinafter referred to as the “Enforcement Date”)</u>  2. <u>Notwithstanding the provisions of the previous paragraph, Article 17 (Internet disclosure and deemed provision of reference documents for general meetings of shareholders) of the Articles of Incorporation shall remain valid for general meetings of shareholders held on a day that is within six months of the Enforcement Date.</u>  3. <u>These supplementary provisions shall be deleted on the day after which six months have elapsed since the Enforcement Date or the day after which three months have elapsed since the day of the General Meeting of Shareholders in the previous paragraph, whichever is later.</u></p>

**Proposal No. 3: Election of Six (6) Directors**

The terms of office of all twelve (12) Directors of the Company will expire at the conclusion of this meeting. Therefore, the Company proposes to elect six (6) Directors and to decrease six (6) Directors along with introducing a delegated executive officer system.

The candidates for Director are as follows:

<List of candidates>

No.	Name	Current position and areas of responsibility in the Company	Attributes of candidate
1	Katsuya Minei	Representative Director and President	<Re-election>
2	Toshinobu Moromizato	Representative Director and Vice President, Chief of Administrative Division	<Re-election>
3	Mikio Miyara	Managing Director, Chief of Sales Division	<Re-election>
4	Tamiki Kaneshi	Director	<Re-election>
5	Kota Yamaguchi	Outside Director	<Re-election> <Outside> <Independent>
6	Akinori Endo	Outside Audit and Supervisory Board Member	<New election> <Outside> <Independent>

No.	Name (Date of birth)	Career summary, position and areas of responsibility in the Company, and significant concurrent positions	Number of shares of the Company held
1	Katsuya Minei (Jun. 8, 1956)  <Re-election>	Feb. 1988 Joined OLYMPIA BUSSAN CO., LTD. (currently OLYMPIA CO., LTD.) Mar. 1991 Director of OLYMPIA CO., LTD. Jul. 1993 Managing Director of OLYMPIA CO., LTD. Jul. 1994 Senior Managing Director of OLYMPIA CO., LTD. Jun. 2003 Representative Director and Vice President of OLYMPIA CO., LTD. May 2005 Representative Director and President of OLYMPIA CO., LTD. Jun. 2007 Representative Director and Vice President, Chief of Development Production Division of the Company Director of OLYMPIA CO., LTD. (current position) Feb. 2008 Representative Director and Vice President, Chief of Development Division of the Company Dec. 2009 Representative Director and Vice President, Chief of Development Division, in charge of Planning Group of the Company Jan. 2012 Outside Director of PGM Holdings K.K. Jun. 2012 Representative Director and President, Chief of Development Division and Manufacturing Division of the Company Jul. 2012 Representative Director and President, Chief of Development Production Division of the Company Apr. 2014 Representative Director and President, Chief of Development Division of the Company Jun. 2015 Director of PGM Holdings K.K. Apr. 2018 Representative Director and President of the Company (current position) Oct. 2018 Director of Pacific Golf Management K.K. (current position)	592,300
<p data-bbox="256 1525 826 1554">&lt;Reason for nomination as a candidate for Director&gt;</p> <p data-bbox="256 1559 1374 1731">Mr. Katsuya Minei served as Chief of Development Division of the Company until 2018, performing a restructuring of the development system, and contributing to the Group's results. He has also served as Representative Director and President since 2012, demonstrating strong leadership, and carrying out his duties. The Company judges that this experience and track record will contribute to sustainable improvements in the corporate value of the Group, and hence it has nominated him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, position and areas of responsibility in the Company, and significant concurrent positions	Number of shares of the Company held
2	Toshinobu Moromizato (Dec. 1, 1958)  <Re-election>	<p>Jul. 1984 Joined OLYMPIA BUSSAN CO., LTD. (currently OLYMPIA CO., LTD.)</p> <p>Jun. 2000 Director of OLYMPIA CO., LTD.</p> <p>Oct. 2003 Managing Director of OLYMPIA CO., LTD.</p> <p>May 2005 Senior Managing Director of OLYMPIA CO., LTD.</p> <p>Jun. 2007 Senior Managing Director, Chief of Administrative Division of the Company Director of OLYMPIA CO., LTD. (current position)</p> <p>Jan. 2012 Outside Director of PGM Holdings K.K.</p> <p>Jun. 2012 Representative Director and Vice President, Chief of Administrative Division of the Company (current position)</p> <p>Jun. 2015 Director of PGM Holdings K.K.</p> <p>Oct. 2018 Director of Pacific Golf Management K.K. (current position)</p>	116,100
<p>&lt;Reason for nomination as a candidate for Director&gt; Mr. Toshinobu Moromizato has extensive experience in the management planning department and administrative department such as general affairs and personnel, and since 2012, he has contributed to the development of the Group in his role as the Representative Director and Vice President. The Company judges that this experience and track record will contribute to sustainable improvements in the corporate value of the Group, and hence it has nominated him as a candidate for Director.</p>			
3	Mikio Miyara (Dec. 22, 1961)  <Re-election>	<p>May 1987 Joined OLYMPIA BUSSAN CO., LTD. (currently OLYMPIA CO., LTD.)</p> <p>May 2001 Director of JAPAN SETUP SERVICE CORPORATION (current position)</p> <p>Jun. 2007 Director of OLYMPIA CO., LTD.</p> <p>Dec. 2009 Executive Officer, Deputy Chief of Sales Division of the Company</p> <p>Apr. 2014 Executive Officer, Deputy Chief of Sales Division, in charge of Sales Headquarters of the Company</p> <p>Jun. 2014 Director, Chief of Sales Division of the Company Director of OLYMPIA CO., LTD.</p> <p>Jun. 2018 Managing Director, Chief of Sales Division of the Company (current position)</p> <p>Dec. 2018 Managing Director of OLYMPIA CO., LTD. (current position)</p>	60,876
<p>&lt;Reason for nomination as a candidate for Director&gt; Mr. Mikio Miyara has been involved in the sales department for many years, and since 2014, he has contributed to the promotion of the management and sales strategies of the Company in his role as Chief of Sales Division. The Company judges that this experience and track record will contribute to sustainable improvements in the corporate value of the Group, and hence it has nominated him as a candidate for Director.</p>			



No.	Name (Date of birth)	Career summary, position and areas of responsibility in the Company, and significant concurrent positions	Number of shares of the Company held
4	Tamiki Kaneshi (Sep. 1, 1953)  <Re-election>	Aug. 1984    Joined OLYMPIA BUSSAN CO., LTD. (currently OLYMPIA CO., LTD.) Sep. 1990    Director of OLYMPIA CO., LTD. Jul. 1994    Managing Director of OLYMPIA CO., LTD. Oct. 2003    Senior Managing Director of OLYMPIA CO., LTD. May 2005    Representative Director and Vice President of OLYMPIA CO., LTD. Jun. 2007    Representative Director and President of OLYMPIA CO., LTD. (current position) Jan. 2012    Outside Director of PGM Holdings K.K. Jun. 2012    Director of the Company (current position) Jun. 2015    Director of PGM Holdings K.K. Oct. 2018    Director of Pacific Golf Management K.K. (current position)	182,300
<Reason for nomination as a candidate for Director> Mr. Tamiki Kaneshi has extensive experience and wide-ranging insights as a result of his experience as a manager of the Company and its subsidiaries. The Company judges that this experience and track record will contribute to sustainable improvements in the corporate value of the Group, and hence it has nominated him as a candidate for Director.			

No.	Name (Date of birth)	Career summary, position and areas of responsibility in the Company, and significant concurrent positions	Number of shares of the Company held
5	Kota Yamaguchi (Jul. 14, 1974)  <Re-election>  <Outside>  <Independent>	Oct. 2000 Admitted to the bar in Japan Joined Nagashima Ohno & Tsunematsu (From 2000 through 2003, and from 2005 through 2011) Jan. 2005 Chief Financial Officer and Director of InfoDeliver Corporation Oct. 2005 Joined Nagashima Ohno & Tsunematsu Jul. 2009 Admitted to the bar in New York State Sep. 2011 Established Kimura Takushima & Yamaguchi Partner of Kimura Takushima & Yamaguchi (current position) Supervisory Director of GLP J-REIT (current position) Jun. 2013 Outside Director of the Company (current position)	-
<Reason for nomination as a candidate for Outside Director> Mr. Kota Yamaguchi has professional knowledge and abundant experience as an attorney at law. The Company expects that he will be able to advise and appropriately supervise the management of the Company from an independent standpoint, and hence it has nominated him as a candidate for Outside Director.			

No.	Name (Date of birth)	Career summary, position and areas of responsibility in the Company, and significant concurrent positions	Number of shares of the Company held
6	Akinori Endo (Nov. 3, 1960)  <New election>  <Outside>  <Independent>	Apr. 1984    Joined SUMITOMO LIFE INSURANCE COMPANY Oct. 1988    Joined Ota-Showa & Co. (currently Ernst & Young ShinNihon LLC) Mar. 1992    Registered as a certified public accountant Sep. 1994    Established Akinori Endo CPA Office Head of Akinori Endo CPA Office (current position) Jan. 1996    Registered as a certified tax accountant Sep. 1997    Representative Partner of Hokko audit corporation (current position) Jun. 2010    Outside Audit and Supervisory Board Member of the Company (current position)	—
<p>&lt;Reason for nomination as a candidate for Outside Director&gt;  Mr. Akinori Endo has vigorously delivered observations based on his professional knowledge and abundant experience as a certified public accountant and a tax accountant from an independent standpoint, and performed his duties during the term of office as an Outside Audit and Supervisory Board Member. He is deeply familiar with the details of the Company's business affairs through audits. The Company expects that he will supervise and provide advice on the execution of duties by Directors, and hence it has nominated him as a candidate for Outside Director. Although he has not been involved in corporate management other than having served as an Outside Director and an Outside Audit and Supervisory Board Member, for the reasons set forth above, the Company judges that he will perform the duties appropriately as an Outside Director.</p>			

- Notes:
1. No conflict of interest exists between the candidates for Director and the Company.
  2. Mr. Akinori Endo is a new candidate for Director.
  3. Mr. Kota Yamaguchi and Mr. Akinori Endo are candidates for Outside Director.
  4. The term of office of Mr. Kota Yamaguchi will be nine (9) years at the conclusion of this meeting.
  5. The term of office of Mr. Akinori Endo will be twelve (12) years at the conclusion of this meeting as an Outside Audit and Supervisory Board Member.
  6. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreement with Mr. Kota Yamaguchi and Mr. Akinori Endo which shall limit the liability for damages provided for in Article 423, paragraph (1) of the Companies Act, to the extent of the minimum amount of liability provided for in Article 425, paragraph (1) of the Companies Act. In the event that Mr. Kota Yamaguchi's re-election is approved, the Company plans to continue the said agreement. In the event that Mr. Akinori Endo's election is approved, the Company plans to enter into the said agreement.
  7. The Company has entered into a directors and officers liability insurance agreement as stipulated in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The insurance covers damages to be borne by the insured parties including the Directors of the Company that arise from the insured parties being subject to a claim for taking responsibility for the execution of duties or damages of the pursuit of the responsibilities of duties. In the event that each candidate's election is approved and assumes the position of Director, each candidate will be an insured party under the insurance agreement. The Company plans to renew the agreement with the same contents at the time of next renewal.
  8. The Company has designated Mr. Kota Yamaguchi and Mr. Akinori Endo as independent directors stipulated by the Tokyo Stock Exchange, and has registered them as such at the Exchange. In addition, Mr. Kota Yamaguchi and Mr. Akinori Endo comply with the "Policy on Independence of Outside Directors and Outside Audit and Supervisory Board Members" (refer to Page 16) established by the Company.
  9. Mr. Katsuya Minei is a candidate for outside director of the proposal of election of director at the 11th Ordinary General Meeting of Shareholders of Gamecard-Joyco Holdings, Inc. to be held on June 23, 2022.

**Proposal No. 4: Election of three (3) Audit and Supervisory Board Members**

The terms of office of Audit and Supervisory Board Members Yasuaki Ikemoto and Akinori Endo will expire at the conclusion of this meeting. Therefore, the Company proposes to elect three (3) Audit and Supervisory Board Members.

The Audit and Supervisory Board has already given its consent to this proposal.

The candidates for Audit and Supervisory Board Member are as follows:

No.	Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions	Number of shares of the Company held
1	Katsumasa Nakada (Feb. 15, 1959)  <New election>	Sep. 1993    Joined OLYMPIA CO., LTD. Jun. 2004    Director of OLYMPIA CO., LTD. May 2005    Managing Director of OLYMPIA CO., LTD. Dec. 2009    Executive Officer, Deputy Chief of Development Division of the Company Director of OLYMPIA CO., LTD. (current position) Apr. 2014    Executive Officer, Deputy Chief of Development Division, in charge of Engineering Group of the Company Jun. 2014    Director, in charge of Engineering Group of Development Division of the Company Apr. 2019    Director, Chief of Manufacturing Division of the Company (current position)	79,808
<Reason for nomination as a candidate for Audit and Supervisory Board Member> Mr. Katsumasa Nakada served as Director at the Company and its subsidiaries, and is deeply familiar with the details of the Group's business. The Company expects that he will supervise the overall management of the Company as an Audit and Supervisory Board Member, hence it has nominated him as a candidate for Audit and Supervisory Board Member.			

No.	Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions	Number of shares of the Company held
2	Yoshihiro Ohtomo (Dec. 19, 1969)  <New election>  <Outside>  <Independent>	Apr. 1992    Joined Recruit Co., Ltd. (currently Recruit Holdings Co., Ltd.)	-
		Oct. 2002    Admitted to the bar in Japan Joined Iida Kuriu & Wasemoto (currently Haru Law Office)	
		Dec. 2007    Director of Telemedic Co., Ltd. (current position)	
		Jan. 2010    Partner of Haru Law Office (current position)	
		Mar. 2011    Audit and Supervisory Board Member of Dynatech Co., Ltd.	
		Jan. 2012    Outside Audit and Supervisory Board Member of PGM Holdings K.K.	
		Apr. 2013    Outside Director of Sky Court Co., Ltd.	
		Jun. 2013    Outside Audit and Supervisory Board Member of WIN INTERNATIONAL CO., LTD.	
		Jun. 2015    Director who is a Substitute Audit and Supervisory Board Member of WIN-Partners Co., Ltd. (current position)  Sep. 2020    Outside Director of Axis Consulting Corporation (current position)	
<p>&lt;Reason for nomination as a candidate for Outside Audit and Supervisory Board Member&gt; Mr. Yoshihiro Ohtomo has professional knowledge and abundant experience as an attorney at law. The Company judges that he will be able to advise and appropriately supervise the management of the Company, hence it has nominated him as a candidate for Outside Audit and Supervisory Board Member.</p>			

No.	Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions	Number of shares of the Company held
3	Takeshi Sugino (Jul. 1, 1976)  <New election>  <Outside>  <Independent>	<p>Apr. 2001    Joined Nomura Securities Co., Ltd.</p> <p>Dec. 2006    Joined Deloitte Touche Tohmatsu (currently Deloitte Touche Tohmatsu LLC)</p> <p>Jul. 2010    Joined MID STRUCTURES, Co., Ltd.</p> <p>Dec. 2010    Registered as a certified public accountant</p> <p>May 2014    Outside Audit and Supervisory Board Member of PIALA INC.</p> <p>Apr. 2015    Full-time Outside Audit and Supervisory Board Member of PIALA INC. (current position)</p> <p>Jul. 2016    Established Sugino CPA Office Head of Sugino CPA Office (current position)</p> <p>Nov. 2020    Audit and Supervisory Board Member of PIALA VENTURES Inc. (current position)</p>	—
<p>&lt;Reason for nomination as a candidate for Outside Audit and Supervisory Board Member&gt; Mr. Takeshi Sugino has professional knowledge and abundant experience as a certified public accountant. The Company judges that he will be able to supervise the overall management of the Company, and hence it has nominated him as a candidate for Outside Audit and Supervisory Board Member.</p>			

- Notes:
1. Although the Company receives legal consultation, etc., from Mr. Yoshihiro Ohtomo, the total amount of remuneration per year is less than ¥10 million and hence he complies with the “Policy on Independence of Outside Directors and Outside Audit and Supervisory Board Members.” No conflict of interest exists between the other candidates for Audit and Supervisory Board Member and the Company.
  2. Mr. Katsumasa Nakada, Mr. Yoshihiro Ohtomo and Mr. Takeshi Sugino are new candidates for Audit and Supervisory Board Member.
  3. Mr. Yoshihiro Ohtomo and Mr. Takeshi Sugino are candidates for Outside Audit and Supervisory Board Member.
  4. In the event that the election of Mr. Katsumasa Nakada, Mr. Yoshihiro Ohtomo and Mr. Takeshi Sugino are approved, the Company plans to enter into agreement with them which shall limit the liability for damages provided for in Article 423, paragraph (1) of the Companies Act, to the extent of the minimum amount of liability provided for in Article 425, paragraph (1) of the Companies Act, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act.
  5. The Company has entered into a directors and officers liability insurance agreement as stipulated in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The insurance covers damages to be borne by the insured parties including the Audit and Supervisory Board Members of the Company that arise from the insured parties being subject to a claim for taking responsibility for the execution of duties or damages of the pursuit of the responsibilities of duties. In the event that each candidate’s election is approved and assumes the position of Audit and Supervisory Board Member, each candidate will be an insured party under the insurance agreement. The Company plans to renew the agreement with the same contents at the time of next renewal.
  6. The Company plans to designate Mr. Yoshihiro Ohtomo and Mr. Takeshi Sugino as independent officers stipulated by the Tokyo Stock Exchange, and register them as such at the Exchange. In addition, Mr. Yoshihiro Ohtomo and Mr. Takeshi Sugino comply with the “Policy on Independence of Outside Directors and Outside Audit and Supervisory Board Members” (refer to Page 16) established by the Company.
  7. Mr. Katsumasa Nakada is a Director of OLYMPIA CO., LTD., a subsidiary of the Company, however, he is scheduled to retire at the end of Ordinary General Meeting of Shareholders of said company to be held on June 28, 2022.

Skill Matrix of Directors and Audit and Supervisory Board Members  
(In the event that Proposal No.3 and Proposal No.4 are approved and passed)

Name	Position with the Company	Areas the Company particularly expects (Up to 3)				
		Corporate management	Finance and accounting	Legal /Compliance	Industry knowledge	Governance
Katsuya Minei	Representative Director and President	●			●	●
Toshinobu Moromizato	Representative Director and Vice President	●			●	●
Mikio Miyara	Director	●			●	
Tamiki Kaneshi	Director	●			●	
Kota Yamaguchi	Director (Independent) (Outside)	●		●		●
Akinori Endo	Director (Independent) (Outside)		●			●
Katsumasa Nakada	Full-time Audit and Supervisory Board Member	●			●	
Yuichiro Eguchi	Audit and Supervisory Board Member (Independent) (Outside)			●		●
Yoshihiro Ohtomo	Audit and Supervisory Board Member (Independent) (Outside)			●		●
Takeshi Sugino	Audit and Supervisory Board Member (Independent) (Outside)		●			●

## Policy on Independence of Outside Directors and Outside Audit and Supervisory Board Members

In the event that an Outside Director or Outside Audit and Supervisory Board Member falls under any of the following descriptions, the Company will determine that the person does not have independence.

1. An executive director, executive officer (*shikkoyakuin*) or any other person equivalent thereto or any other employee (hereinafter collectively referred to as “executive”), of the Company and its subsidiaries (hereinafter referred to as the “Group”).
2. A person who was an executive of the Group in the past.
3. A relative within the second degree of kinship, of an executive of the Group.
4. A major shareholder of the Company (a person who holds 10% or more of voting rights of all shareholders of the Company. In the event that the major shareholder is an organization that is a corporation, partnership, etc., “major shareholder” shall refer to an executive belonging to the organization).
5. A relative within the second degree of kinship, of a major shareholder of the Company.
6. A major client or supplier of the Group (any supplier that has received a payment from the Group of 2% or more of consolidated net sales of the Company for the most recent fiscal year, or any client who has paid the Group 2% or more of consolidated net sales of the Company for the most recent fiscal year. In the event that said client or supplier is a company, “major client or supplier” shall refer to an executive of said company).
7. A person providing professional services who received remuneration, etc. of ¥10 million or more in one of the previous three fiscal years from the Group (excluding officer remuneration from the Group).
8. A person who received donations or subsidies of ¥10 million or more in one of the previous three fiscal years from the Group (in the event that said donations or subsidies are received by a corporation, other organization, etc., “person who received donations or subsidies” shall refer to an executive of said organization).
9. An executive of a financial institution or other large-lot creditor (hereinafter referred to as “large-lot creditor etc.”) that is essential to the Company’s financing and that the Company is dependent on to a degree that there is no substitute.
10. A person who was an executive of a large-lot creditor etc. in the previous three years.
11. A person for whom an exceptional reason has been found to exist that would cause a conflict of interest with the Company, notwithstanding the provisions above.