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Stock Code: 3284
June 6, 2022

To Our Shareholders

Eiichi Ogawa
President and Representative Director,
Executive Officer
Hoosiers Holdings
2-3, Marunouchi 2-chome, Chiyoda-ku,
Tokyo

Notice of the 9th Annual General Meeting of Shareholders

We are pleased to announce that the 9th Annual General Meeting of Shareholders of Hoosiers Holdings (“the Company”) will be held as described below.

As with the previous year, as the COVID-19 pandemic persists, we have decided to hold the General Meeting of Shareholders while taking appropriate measures to prevent infection. We recommend that shareholders, if at all possible, refrain from attending the meeting in person, and exercise their voting rights in writing or via the internet in advance of the meeting. The meeting will be streamed live via the internet. So please make use of this option to view the proceedings of the meeting.

In case you will refrain from attending the meeting in person, please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 6:00 p.m. on Thursday, June 23, 2022 (JST).

1. Date and Time: Friday, June 24, 2022, 10:00 a.m. (The reception desk will open at 9:30 a.m.)

2. Venue: Rooms A, B, C, Bellesalle Yaesu, 2nd Floor, Yaesu First Financial Building,
3-7, Yaesu 1-chome, Chuo-ku Tokyo
*Please note that the venue has changed from last year.

This year, we will again space the chairs widely apart to prevent the infection of COVID-19, and as with the previous year, the number of seats available will be drastically reduced. As a result, it is possible that not everyone who comes to the meeting will be able to enter the venue. We appreciate your understanding.

3. Objectives of Meeting

- Matters to be reported:**
1. Report of the Business Report, the Consolidated Financial Statements, and Audit Reports of the Accounting Auditor and the Board of Auditors for the Consolidated Financial Statements for the 9th Fiscal Year (from April 1, 2021 to March 31, 2022)
 2. Report of the Non-consolidated Financial Statements for the 9th Fiscal Year (from April 1, 2021 to March 31, 2022)

Matters to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Partial Amendments to the Articles of Incorporation
Proposal 3: Election of Five (5) Directors (Excluding Directors who are Audit & Supervisory Committee Members)
Proposal 4: Election of Four (4) Directors who are Audit & Supervisory Committee Members
Proposal 5: Determination of the Remuneration Amount for Directors (Excluding Directors who are Audit & Supervisory Committee Members)
Proposal 6: Determination of the Remuneration Amount for Directors who are Audit & Supervisory Committee Members

Proposal 7: Determination of the Amount and Details of Performance-linked Stock Compensation, etc. for Directors (Excluding Directors who are Audit & Supervisory Committee Members and Outside Directors), etc.

- When attending the meeting in person, please hand in the enclosed voting form at the reception desk at the meeting venue. Also, please be sure to bring this notice to the meeting for use as a meeting agenda.
- Please understand that the Company's attendees will be lightly dressed (in Cool Biz) for power saving.
- Of the documents to be provided with this convocation notice, the Notes to the Consolidated Financial Statements and the Notes to the Non-consolidated Financial Statements are posted on the Company's website and therefore are not attached to this convocation notice in accordance with laws and regulations, and Article 13 of the Company's Articles of Incorporation. The Consolidated Financial Statements and the Non-consolidated Financial Statements audited by Auditors and Accounting Auditor incorporate the Notes to the Consolidated Financial Statements and the Notes to the Non-consolidated Financial Statements posted on the Company's website.
- If it is necessary to revise any information in the Reference Documents for the General Meeting of Shareholders, the Business Report, and/or the Consolidated and the Non-consolidated Financial Statements, revised information will be posted on the Company's website.

The Company's website (<https://www.hoosiers.co.jp/>)

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal 1: Appropriation of Surplus

The Company proposes year-end dividends for the 9th Fiscal Year as follows, comprehensively taking into consideration the performance in the current fiscal year, our business environments in the future, internal reserves for continuous growth of our business, and other factors.

(1) Type of dividend property

To be paid in cash

(2) Items on allocation of dividend property to shareholders and its total amount

19 yen per common share of the Company

Total **680,006,447 yen**

(Reference)

The annual amount of dividends including interim dividends is 36 yen per share.

(3) Effective date of dividends of surplus

June 27, 2022

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reason for proposal

The Company intends to make necessary amendments to the Articles of Incorporation for the reasons below.

(1) Changes in accordance with transition to a company with Audit & Supervisory Committee

The Company has decided to transition to a company with an Audit & Supervisory Committee whereby we will set up an Audit & Supervisory Committee made up of a majority of Outside Directors and grant voting rights at the Board of Directors meetings to Directors who are Audit & Supervisory Committee Members, with an aim to enhance the Board of Directors' function to supervise executive persons, secure effective audit system, enable speedy business execution by management and further enhance corporate governance.

Accordingly, the Company will establish new provisions concerning Audit & Supervisory Committee Members and the Audit & Supervisory Committee, delete provisions concerning Auditors and the Board of Auditors, establish new provisions concerning delegation of business execution decisions, and change provisions concerning the number of Directors, etc., all of which are necessary for the transition to a company with an Audit & Supervisory Committee.

(2) Changes in accordance with enforcement of the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019)

The Company proposes to amend its Articles of Incorporation as described below in order to introduce a system to provide materials for General Meeting of Shareholders in electronic format in accordance with the revised provisions stipulated in the proviso of Article 1 of the Supplementary Provisions of the "Act Partially Amending the Companies Act" (Act No. 70 of 2019), which will become effective as of September 1, 2022.

- i) Article 13 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meetings of Shareholders, Etc.) of the current Articles of Incorporation will no longer be necessary if the system to provide materials for General Meeting of Shareholders in Electronic Format is introduced.
- ii) Paragraph 1 of Article 13 (Measures, etc. for Providing Information in Electronic Format) will be newly established since the Articles of Incorporation will be required to stipulate that the information contained in the Reference Documents for the General Meeting of Shareholders, etc. will be provided in electronic format.
- iii) Paragraph 2 of Article 13 (Measures, etc. for Providing Information in Electronic Format) will be newly established to allow the Company to limit the scope of matters to be included in the paper-based documents to be provided to shareholders who have requested delivery of paper-based documents to the scope specified by the Ordinance of the Ministry of Justice, among the matters to be provided in electronic format which is information contained in the Reference Documents for the General Meeting of Shareholders, etc.
- iv) The supplementary provisions regarding the effect of the above newly established and deleted provisions will be added. These supplementary provisions will be deleted after the expiration date.

(3) Change in the English rendering of the Company name

The Company will change the English rendering of the Company name stipulated in Article 1 (Trade Name) of the Articles of Incorporation from "Hoosiers Holdings" to "Hoosiers Holdings Co., Ltd."

(4) Addition of purpose of the Articles of Incorporation

Additions to items in Article 2 (Purpose) will be made to adapt to business content of the Company.

(5) Changes after review of the executive officer system

With changes to the executive officer system, we will amend Article 21 (Role of Directors and Representative Directors), from "the CEO and President must be selected" to "representative directors" must be selected.

2. Description of the changes

Description of the changes is as follows.

Unless otherwise provided in the Articles of Incorporation after the amendment, this amendment to the Articles of Incorporation shall take effect at the conclusion of this general meeting of shareholders.

(Amendments are underlined)

Current Articles of Incorporation	Proposed Amendments
<p style="text-align: center;">Chapter I General Provisions</p> <p>Article 1 (Trade Name)</p> <p>The name of the Company shall be “Kabushiki Kaisha Hoosiers Holdings” and in English it shall be “Hoosiers Holdings.”</p> <p>Article 2 (Purpose)</p> <p>Items 1 – 26 (Text omitted)</p> <p style="text-align: center;">(Newly established)</p> <p>Items 27 – 36 (Text omitted)</p> <p>Articles 3 – 4 (Text omitted)</p>	<p style="text-align: center;">Chapter I General Provisions</p> <p>Article 1 (Trade Name)</p> <p>The name of the Company shall be “Kabushiki Kaisha Hoosiers Holdings” and in English it shall be “Hoosiers Holdings <u>Co., Ltd.</u>”</p> <p>Article 2 (Purpose)</p> <p>Items 1 – 26 (Unchanged)</p> <p>Item 27 <u>Operations that supply necessary funds for business with other joint-stock companies through lending of funds, acquisition of corporate bonds, acquisition of stock acquisition rights, acquisition of shares for the purpose of receiving dividends or acquisition of gain on sale, or concluding union contracts for the purpose of performing these actions, or investment business limited liability agreements</u></p> <p>Items 28 – 37 (Unchanged)</p> <p>Articles 3 – 4 (Unchanged)</p>
<p style="text-align: center;">Chapter II Shares</p> <p>Articles 5 – 10 (Text omitted)</p>	<p style="text-align: center;">Chapter II Shares</p> <p>Articles 5 – 10 (Unchanged)</p>
<p style="text-align: center;">Chapter III The General Meeting of Shareholders</p> <p>Articles 11 – 12 (Text omitted)</p>	<p style="text-align: center;">Chapter III The General Meeting of Shareholders</p> <p>Articles 11 – 12 (Unchanged)</p>
<p>Article 13 (Internet Disclosure and Deemed <u>Provision of Reference Documents of the General Meeting of Shareholders, Etc.</u>)</p>	<p style="text-align: center;">(Deleted)</p>

Current Articles of Incorporation	Proposed Amendments
<p><u>When the Company convenes a General Meeting of Shareholders, if it discloses information that is to be stated or indicated in the Reference Documents of the General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements and/or Consolidated Financial Statements through the internet in accordance with the provisions prescribed by the Ordinance of the Ministry of Justice, it may be deemed that the Company has provided this information to shareholders.</u></p> <p>(Newly established)</p>	<p><u>Article 13 (Measures, etc. for Providing Information in Electronic Format)</u></p> <p><u>1 When the Company convenes a General Meeting of Shareholders, it shall take measures for providing information that constitutes the content of Reference Documents for the General Meeting of Shareholders, etc. in electronic format.</u></p> <p><u>2 Among items for which the measures for providing information in electronic format will be taken, the Company is not required to state all or some of those items designated by the Ministry of Justice Order in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents.</u></p>
<p>Articles 14 – 16(Text omitted)</p>	<p>Articles 14 – 16(Unchanged)</p>
<p>Chapter IV Directors and Board of Directors</p>	<p>Chapter IV Directors and Board of Directors</p>
<p>Article 17 (Text omitted)</p>	<p>Article 17 (Unchanged)</p>
<p>Article 18 (Number of Directors)</p> <p>The Company shall have not more than ten Directors.</p>	<p>Article 18 (Number of Directors)</p> <p><u>1 The Company shall have not more than ten Directors (excluding Directors who are Audit & Supervisory Committee Members).</u></p> <p><u>2 The Company shall have not more than five Directors who are Audit & Supervisory Committee Members.</u></p>
<p>Article 19 (Method of Election of Directors)</p> <p>1 Directors shall be elected by resolution adopted by a majority of the voting rights of the shareholders present at a General Meeting of Shareholders where the shareholders holding one third (1/3) or more of the voting rights of the shareholders who are entitled to exercise their voting rights are present.</p>	<p>Article 19 (Method of Election of Directors)</p> <p>1 Directors shall be elected by resolution adopted by a majority of the voting rights of the shareholders present at a General Meeting of Shareholders where the shareholders holding one third (1/3) or more of the voting rights of the shareholders who are entitled to exercise their voting rights are present.</p>

Current Articles of Incorporation	Proposed Amendments
<p>(Newly established)</p> <p><u>2</u> A resolution to elect Directors shall not be carried out by a cumulative voting.</p> <p>(Newly established)</p>	<p><u>2</u> The election of Directors pursuant to the <u>provisions of the preceding paragraph shall be separately made for the Directors who are Audit & Supervisory Committee Members and other Directors respectively.</u></p> <p><u>3</u> A resolution to elect Directors shall not be carried out by a cumulative voting.</p> <p><u>4</u> <u>In order to prepare for cases where there is a vacancy which results in a lack in the number of Directors who are Audit & Supervisory Committee Members provided in laws and regulations in accordance with Article 329, paragraph (3) of the Companies Act, the Company may elect substitute Directors who are Audit & Supervisory Committee Members at the General Meeting of Shareholders.</u></p>
<p>Article 20 (Term of Office of Director)</p> <p>The term of office of a Director shall expire at the conclusion of the Annual General Meeting of Shareholders for the last fiscal year out of the fiscal years terminating within one year after the election of the Director.</p> <p>(Newly established)</p> <p>(Newly established)</p> <p>(Newly established)</p>	<p>Article 20 (Term of Office of Director)</p> <p><u>1</u> The term of office of a Director <u>(excluding Director who is an Audit & Supervisory Committee Member)</u> shall expire at the conclusion of the Annual General Meeting of Shareholders for the last fiscal year out of the fiscal years terminating within one year after <u>his/her</u> election.</p> <p><u>2</u> The term of office of a Director who is an Audit & Supervisory Committee Member shall expire at the conclusion of the Annual General Meeting of Shareholders for the last fiscal year out of the fiscal years terminating within two years after <u>his/her</u> election.</p> <p><u>3</u> The term of office of a Director who is an Audit & Supervisory Committee Member appointed as a substitute for a Director who retired before the expiration of his term of office shall be until the expiration of the term of office of the retired Director who is an Audit & Supervisory Committee Member.</p> <p><u>4</u> The effective period of the resolutions regarding the election of Directors who are Audit & Supervisory Committee Members in the Paragraph 4 of the preceding Article shall expire at the time of commencement of the Annual General Meeting of Shareholders for the last fiscal year out of the fiscal years terminating within two years after the resolutions, unless otherwise shortened by such resolutions.</p>

Current Articles of Incorporation	Proposed Amendments
<p>Article 21 (<u>Roled Directors and Representative Directors</u>)</p> <p>1 The Board of Directors shall appoint, by its resolution, <u>one President and Representative Director</u> from among Directors, and may appoint one or a small number of Chairman and Director, one or a small number of Vice President and Director, one or a small number of Senior Managing Directors, and one or a small number of Managing Directors as necessary.</p> <p>2 <u>The President and Representative Director</u> shall represent the Company and supervise the operations of the Company.</p> <p>3 <u>The Board of Directors may, by its resolution, select a Director to represent the Company from among the Directors, in addition to the President and Representative Director.</u></p>	<p>Article 21 (<u>Roled Directors and Representative Directors</u>)</p> <p>1 The Board of Directors shall appoint, by its resolution, <u>at least one Representative Director</u> from among Directors (<u>excluding Directors who are Audit & Supervisory Committee Members</u>), and may appoint one or a small number of Chairman and Director, <u>one or a small number of President and Director</u>, one or a small number of Vice President and Director, one or a small number of Senior Managing Directors, and one or a small number of Managing Directors as necessary.</p> <p>2 <u>A Representative Director</u> shall represent the Company and supervise the operations of the Company.</p> <p style="text-align: center;">(Deleted)</p>
<p>Article 22 (Text omitted)</p>	<p>Article 22 (Unchanged)</p>
<p>Article 23 (Convocation Procedures for Board of Directors Meeting)</p> <p>For convocation of a meeting of the Board of Directors, a notice shall be dispatched to each Director <u>and each Auditor</u> at least three days prior to a date set for such meeting; provided, however, that, in case of urgency, the above period may be shortened.</p>	<p>Article 23 (Convocation Procedures for Board of Directors Meeting)</p> <p>For convocation of a meeting of the Board of Directors, a notice shall be dispatched to each Director at least three days prior to a date set for such meeting; provided, however, that, in case of urgency, the above period may be shortened.</p>
<p>Article 24 (Text omitted)</p>	<p>Article 24 (Unchanged)</p>
<p>Article 25 (Minutes of Meetings of Board of Directors)</p> <p>A summary of proceedings and results of meetings of the Board of Directors, as well as matters prescribed by laws and regulations, shall be stated or recorded in minutes, on which the names and seals or electronic signatures of the Directors <u>and Auditors</u> present at the meeting shall be affixed.</p>	<p>Article 25 (Minutes of Meetings of Board of Directors)</p> <p>A summary of proceedings and results of meetings of the Board of Directors, as well as matters prescribed by laws and regulations, shall be stated or recorded in minutes, on which the names and seals or electronic signatures of the Directors present at the meeting shall be affixed.</p>

Current Articles of Incorporation	Proposed Amendments
<p>Article 26 (Omission of Resolutions of the Board of Directors)</p> <p>If all the Directors indicate their consent to a proposal, which is the subject of a resolution by the Board of Directors, either in writing or in electronic or magnetic form, the Company shall deem such proposal as having been approved by the Board of Directors. <u>However, this is not limited to when an objection is raised by an Auditor.</u></p> <p>(Newly established)</p>	<p>Article 26 (Omission of Resolutions of the Board of Directors)</p> <p>If all the Directors indicate their consent to a proposal, which is the subject of a resolution by the Board of Directors, either in writing or in electronic or magnetic form, the Company shall deem such proposal as having been approved by the Board of Directors.</p> <p><u>Article 27 (Delegation of Execution of Important Business)</u></p> <p><u>Pursuant to the provisions of Article 399-13, paragraph (6) of the Companies Act, the Company may delegate all or part of a decision regarding execution of important business (excluding matters set forth in items of Article 399-13, paragraph (5) of the Companies Act) to a Director by resolution of the Board of Directors.</u></p>
<p>Article 27 (Text omitted)</p>	<p>Article 28 (Unchanged)</p>
<p>Article 28 (Remuneration, etc. to Directors)</p> <p>Remuneration, etc. to Directors shall be determined by resolution of a General Meeting of Shareholders.</p>	<p>Article 29 (Remuneration, etc. to Directors)</p> <p>Remuneration, etc. to Directors shall be determined by resolution of a General Meeting of Shareholders, <u>distinguishing between Directors who are Audit & Supervisory Committee Members and other Directors.</u></p>
<p>Article 29 (Text omitted)</p> <p style="text-align: center;">Chapter V <u>Auditors and Board of Auditors</u></p>	<p>Article 30 (Unchanged)</p> <p style="text-align: center;">Chapter V <u>Audit & Supervisory Committee</u></p>
<p>Article 30 (Establishment of <u>Auditors and the Board of Auditors</u>)</p> <p>The Company shall establish <u>Auditors and the Board of Auditors.</u></p>	<p>Article 31 (Establishment of <u>the Audit & Supervisory Committee</u>)</p> <p>The Company shall establish <u>the Audit & Supervisory Committee.</u></p>
<p>Article 31 (Number of Auditors)</p> <p><u>The Company shall have not more than five Auditors.</u></p>	<p>(Deleted)</p>
<p>Article 32 (Method of Election of Auditors)</p> <p><u>Auditors shall be elected by resolution adopted by a majority of the voting rights of the shareholders present at a General Meeting of Shareholders where the shareholders holding one-third (1/3) or more of the voting rights of the shareholders who are entitled to exercise their voting rights are present.</u></p>	<p>(Deleted)</p>

Current Articles of Incorporation	Proposed Amendments
<p><u>Article 33 (Terms of Office of Auditors)</u></p> <p><u>1 The term of office of an Auditor shall expire at the conclusion of the Annual General Meeting of Shareholders for the fiscal years out of the fiscal years terminating within four years after his/her election.</u></p> <p><u>2 The term of office of an Auditor who is elected as the substitute shall continue until the time the term of office of the Auditor who retired from office is to expire.</u></p> <p><u>3 The effective period of the resolutions regarding the election of a substitute Auditor under Article 329, paragraph (3) of the Companies Act shall expire at the conclusion of the Annual General Meeting of Shareholders for the last fiscal year ending within four years after his/her election.</u></p> <p><u>4 The term of office of the substitute Auditor under the previous paragraph shall be the remaining term of office of the retired Auditor.</u></p>	<p>(Deleted)</p>
<p><u>Article 34 (Full-time Auditors)</u></p> <p><u>The Board of Auditors shall select full-time Auditors from the Auditors.</u></p>	<p><u>Article 32 (Full-time Audit & Supervisory Committee Members)</u></p> <p><u>The Audit & Supervisory Committee may select full-time Audit & Supervisory Committee Members from the Audit & Supervisory Committee Members.</u></p>
<p><u>Article 35 (Convocation Procedures for Meeting of Board of Auditors)</u></p> <p>For convocation of a meeting of the <u>Board of Auditors</u>, a notice shall be dispatched to each <u>Auditor</u> at least three days prior to a date set for such meeting; provided, however, that, in case of urgency, the above period may be shortened.</p>	<p><u>Article 33 (Convocation Procedures for Meeting of Audit & Supervisory Committee)</u></p> <p>For convocation of a meeting of the <u>Audit & Supervisory Committee</u>, a notice shall be dispatched to each <u>Director who is an Audit & Supervisory Committee Member</u> at least three days prior to a date set for such meeting; provided, however, that, in case of urgency, the above period may be shortened.</p>
<p><u>Article 36 (Resolutions of Board of Auditors)</u></p> <p>Resolutions of the <u>Board of Auditors</u> shall, unless otherwise provided for in laws and regulations, be made by a majority of the <u>Auditors</u>.</p>	<p><u>Article 34 (Resolutions of Audit & Supervisory Committee)</u></p> <p>Resolutions of the <u>Audit & Supervisory Committee</u> shall, unless otherwise provided for in laws and regulations, be made by a majority of the Directors who are <u>Audit & Supervisory Committee Members</u>.</p>

Current Articles of Incorporation	Proposed Amendments
<p>Article <u>37</u> (Minutes of Meetings of <u>Board of Auditors</u>)</p> <p>A summary of proceedings and results of meetings of the <u>Board of Auditors</u>, as well as matters prescribed by laws and regulations, shall be stated or recorded in minutes, on which the names and seals or electronic signatures of the <u>Auditors</u> present at the meeting shall be affixed.</p>	<p>Article <u>35</u> (Minutes of Meetings of <u>Audit & Supervisory Committee</u>)</p> <p>A summary of proceedings and results of meetings of the <u>Audit & Supervisory Committee</u>, as well as matters prescribed by laws and regulations, shall be stated or recorded in minutes, on which the names and seals or electronic signatures of the <u>Audit & Supervisory Committee Members</u> present at the meeting shall be affixed.</p>
<p>Article <u>38</u> (Regulations of <u>Board of Auditors</u>)</p> <p>Matters pertaining to the <u>Board of Auditors</u> shall be governed by the Regulations of <u>Board of Auditors</u> to be established by <u>Board of Auditors</u>, in addition to laws and regulations or these Articles of Incorporation.</p>	<p>Article <u>36</u> (Regulations of <u>Audit & Supervisory Committee</u>)</p> <p>Matters pertaining to the <u>Audit & Supervisory Committee</u> shall be governed by the Regulations of <u>Audit & Supervisory Committee</u> to be established by <u>Audit & Supervisory Committee</u>, in addition to laws and regulations or these Articles of Incorporation.</p>
<p>Article <u>39</u> (Remuneration, etc. to Auditors)</p> <p><u>Remuneration, etc. to Auditors shall be determined by resolution of a General Meeting of Shareholders.</u></p>	<p>(Deleted)</p>
<p>Article <u>40</u> (Exemption from Liability of Auditors)</p> <p><u>1 The Company may, by resolution of the Board of Directors, exempt Auditors (including former Auditors) from their liability for damages provided for in Article 423, paragraph (1) of the Companies Act to the extent of the amount obtained by deducting the minimum liability amount stipulated by laws and regulations from the liability amount if the requirements prescribed by laws and regulations are met.</u></p> <p><u>2 Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company may enter into an agreement with an Auditor to limit his/her liability for damages under Article 423, paragraph (1) of the Companies Act, if the requirements stipulated by laws and regulations are met. However, the maximum liability for damages under such agreement shall be either an amount specified in advance that is not less than 1,000,000 yen, or the minimum liability amount as prescribed by in laws and regulations, whichever is higher.</u></p>	<p>(Deleted)</p>

Current Articles of Incorporation	Proposed Amendments
(Newly established)	<p><u>Article 37 (Transitional Measures concerning Exemption from Liability of Auditors)</u></p> <p><u>The Company may, by resolution of the Board of Directors, exempt former Auditors from their liability for damages provided for in Article 423, paragraph (1) of the Companies Act to the extent of the amount obtained by deducting the minimum liability amount stipulated by laws and regulations from the liability amount if the requirements prescribed by laws and regulations are met. This Article shall not apply to those who were Outside Auditors under the liability limitation agreement stipulated in Article 40 of the Articles of Incorporation before the partial amendments to the Articles of Incorporation based on the resolution at the 9th Annual General Meeting of Shareholders.</u></p>
<p style="text-align: center;">Chapter VI Accounting Auditor</p> <p>Articles <u>41 – 43</u>(Text omitted)</p> <p>Articles <u>44</u> (Remuneration, etc. for Accounting Auditors)</p> <p>Remuneration, etc. for Accounting Auditors shall be determined by the Representative Directors with consent of the <u>Board of Auditors</u>.</p>	<p style="text-align: center;">Chapter VI Accounting Auditor</p> <p>Articles <u>38 – 40</u>(Text omitted)</p> <p>Articles <u>41</u> (Remuneration, etc. for Accounting Auditors)</p> <p>Remuneration, etc. for Accounting Auditors shall be determined by the Representative Directors with consent of the <u>Audit & Supervisory Committee</u>.</p>
<p>Articles <u>45</u> (Text omitted)</p> <p style="text-align: center;">Chapter VII Accounts</p>	<p>Articles <u>42</u> (Text omitted)</p> <p style="text-align: center;">Chapter VII Accounts</p>
<p>Articles <u>46 – 49</u>(Text omitted)</p>	<p>Articles <u>43 – 46</u>(Text omitted)</p>
(Newly established)	<p><u>(Supplementary Provisions)</u></p> <p><u>1 The deletion of Article 13 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) in the current Articles of Incorporation and the establishment of the new Article 13 (Measures, etc. for Providing Information in Electronic Format) in the amended Articles of Incorporation shall be effective from the date of enforcement of the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter, “Date of Enforcement”).</u></p> <p><u>2 Notwithstanding the provisions of the preceding paragraph, Article 13 of the current Articles of Incorporation shall remain effective regarding any General Meeting of Shareholders held on a date within six months from the Date of Enforcement.</u></p>

Current Articles of Incorporation	Proposed Amendments
	<p>3 <u>These Supplementary Provisions shall be deleted on the date when six months have elapsed from the Date of Enforcement or three months have elapsed from the date of the General Meeting of Shareholders in the preceding paragraph, whichever is later.</u></p>

Note: Some underlining does not coincide with the Japanese version because of translation adjustments.

Proposal 3: Election of Five (5) Directors (Excluding Directors who are Audit & Supervisory Committee Members)

If Proposal 2, “Partial Amendments to the Articles of Incorporation,” is approved and adopted as originally proposed, the Company will transition to a company with an Audit & Supervisory Committee, and the terms of office for all of the current six (6) Directors will expire upon the effective date of the amendments to the Articles of Incorporation. Therefore, the Company requests the election of five (5) Directors (excluding Directors who are Audit & Supervisory Committee Members; including two (2) Outside Directors).

Each candidate for Director was determined by the Board of Directors based on the report of the Nominating and Remuneration Advisory Committee.

The resolution for this proposal takes effect on condition that, of the amendments to the Articles of Incorporation pertaining to Proposal 2, the changes associated with transition to a company with an Audit & Supervisory Committee take effect.

The candidates for Directors are as follows.

Candidate No.	Name	Current position at the Company	Number of the Board of Directors meetings attended
1	Re-election Tetsuya Hirooka	Chairman and Representative Director, Executive Officer	100% (13/13)
2	Re-election Eiichi Ogawa	President and Representative Director, Executive Officer	100% (13/13)
3	Re-election Tutomu Ikuma	Director and Senior Managing Executive Officer	100% (13/13)
4	Re-election Outside Independent Masatoshi An	Outside Director	100% (13/13)
5	Re-election Outside Independent Shoji Tsuboyama	Outside Director	100% (13/13)

Candidate No.	Name (date of birth)	Brief profile, position, responsibility, and significant concurrent positions	Number of the Company's shares owned
1 Re-election	Tetsuya Hirooka (June 25, 1963) Fiscal 2021 <Attendance at the Board of Directors meetings> 13/13 100%	Apr. 1987 Joined Recruit Cosmos Co., Ltd. (currently Cosmos Initia Co., Ltd.) Dec. 1994 Established Hoosiers Limited (currently Hoosiers Corporation) President Apr. 2013 President and Representative Director, the Company May 2017 Director, Hoosiers Asia Pacific Pte. Ltd. (incumbent) Apr. 2022 Chairman and Representative Director, Executive Officer, the Company (incumbent) Reasons for nomination as a candidate for Director Tetsuya Hirooka is the founder of the Company and the Group companies, has led the management of the Company and the Group companies for more than 20 years as a Director, has extensive experience and wide-ranging insight in corporate management and the real estate business in general, and the Company has judged that he can be expected to continue to fulfill an appropriate role in the overall management of the Company. The Company has therefore nominated him as a candidate for Director.	8,922,700 shares
2 Re-election	Eiichi Ogawa (December 6, 1964) Fiscal 2021 <Attendance at the Board of Directors meetings> 13/13 100%	Apr. 1988 Joined Recruit Cosmos Co., Ltd. (currently Cosmos Initia Co., Ltd.) July 2001 Joined Hoosiers Corporation Feb. 2002 Director, Hoosiers Corporation July 2009 Representative Director, A-one corporation co., Ltd. Apr. 2015 Member of the Board of Directors, KK Harakosan (currently REVOLUTION CO., LTD.) Apr. 2016 Director, Hoosiers Corporation Apr. 2017 President and Representative Director, Hoosiers Corporation (incumbent) Apr. 2022 President and Representative Director, Executive Officer, the Company (incumbent) Reasons for nomination as a candidate for Director Eiichi Ogawa has extensive experience and wide-ranging insight in the fields of planning and development, architectural design, and business promotion, and has served as an officer of several companies, including Hoosiers Corporation, a Group company. The Company has judged that he can contribute to the decision-making of important management matters, the supervision of business execution, and the further reinforcement of corporate governance of the Group. The Company has therefore nominated him as a candidate for Director.	55,600 shares
3 Re-election	Tsutomu Ikuma (July 3, 1967) Fiscal 2021 <Attendance at the Board of Directors meetings> 13/13 100%	Apr. 1992 Joined ITOCHU Corporation July 2003 Joined Dell Computer Corporation (currently Dell Inc.) General Manager, Small-to-Medium-Sized Enterprise Sales Division Dec. 2005 Joined Revamp Corporation Director June 2009 Outside Director, Hoosiers Corporation Dec. 2009 President, Representative Director, Water Direct Corporation (currently Premium Water Holdings) Apr. 2013 Outside Director, the Company Sep. 2015 Senior Managing Director, the Company Oct. 2017 President, Hoosiers, Inc. (incumbent) May 2020 President and Representative Director, Hoosiers Wellness & Sports Co., Ltd. (incumbent) Apr. 2022 Director and Senior Managing Executive Officer, the Company (incumbent) Reasons for nomination as a candidate for Director Tsutomu Ikuma has extensive experience as a corporate manager and a high level of insight as a financial expert, and the Company has judged that he can be expected to continue to fulfill an appropriate role in the overall management of the Company. The Company has therefore nominated him as a candidate for Director.	38,500 shares

Candidate No.	Name (date of birth)	Brief profile, position, responsibility, and significant concurrent positions	Number of the Company's shares owned
4	Masatoshi An (June 16, 1949) Fiscal 2021	Apr. 1975 Joined Nikken Sekkei Ltd. Mar. 2001 Executive Officer, Vice Principal, Tokyo, and General Manager, Tokyo Planning Office, Nikken Sekkei Ltd. Jan. 2006 Executive Vice President, Representative Member of the Board, Nikken Sekkei Ltd. Jan. 2014 Chairman and Director, Nikken Sekkei Research Institute Sep. 2016 Chairman and Representative Director, MA Partners (incumbent) June 2018 Executive Deputy President, Dyna-Air Co., Ltd. (incumbent) June 2019 Outside Director, the Company (incumbent)	2,200 shares
Re-election Outside Independent	<Attendance at the Board of Directors meetings> 13/13 100%	Reasons for nomination as a candidate for Outside Director and outline of expected roles Masatoshi An served as Representative Director of Nikken Sekkei Ltd. for many years, and has extensive experience in corporate management and wide-ranging insight in the fields of architectural design, urban planning, and redevelopment projects. The Company has therefore nominated him as a candidate for Outside Director. After his election, we expect that he will provide opinions on the Company's overall management and, in particular, that he will supervise the Company's management from an independent standpoint by providing advice based on his wide-ranging insight in the fields of quality control, urban planning and redevelopment projects. If he is elected, he will be involved as a member of the Nominating and Remuneration Advisory Committee from an objective and neutral standpoint in the selection of candidates for the Company's officers and in the determination of the officer remuneration.	
5	Shoji Tsuboyama (December 19, 1965) Fiscal 2021	Apr. 1988 Joined Salomon Brothers Asia Ltd. (currently Citigroup Global Markets Japan Inc.) July 1996 Joined UBS Securities Japan Co., Ltd. Aug. 2013 Managing Executive Officer, UBS Securities Japan Co., Ltd. Sep. 2016 Representative Director, Chairman, and CEO, EVOLUTION JAPAN SECURITIES Co., Ltd. May 2019 Representative Director, CapitaLink Investment Inc. (currently CapitaLink Partners Inc.) (incumbent) June 2020 Outside Director, the Company (incumbent)	2,500 shares
Re-election Outside Independent	<Attendance at the Board of Directors meetings> 13/13 100%	Reasons for nomination as a candidate for Outside Director and outline of expected roles Shoji Tsuboyama has extensive experience and wide-ranging insight in corporate management and in the financial and securities industries. The Company has therefore nominated him as a candidate for Outside Director. After his election, we expect that he will provide opinions on overall management and, in particular, advice on finance, accounting and capital strategy, and supervise the Company's management from an independent standpoint.	

Notes: 1. There are no special conflicts of interest between any of the candidates and the Company.

2. Mr. Masatoshi An, and Mr. Shoji Tsuboyama are the candidates for Outside Directors.
3. The Company has concluded liability limitation agreements with Mr. Masatoshi An and Mr. Shoji Tsuboyama to limit their liability for damages, as stipulated in Article 423, paragraph (1) of the Companies Act, to the higher of 1 million yen or the minimum liability amount stipulated in Article 425, paragraph (1) of the Companies Act, as long as they have performed their duties in good faith and without gross negligence. The Company will continue the agreements in the event that the re-election of those two candidates is approved.
4. The Company has concluded Directors and Officers liability insurance contracts with insurance companies as stipulated in Article 430-3, paragraph (1) of the Companies Act to indemnify Directors and Officers for damages and legal costs in the event that they receive claims for damages caused by their execution of duties during the insurance period. If the candidates are elected and assume

office of Directors, they will become the insured of those insurance contracts.

The Company plans to renew those insurance contracts with the same contents at the next renewal.

5. Mr. Masatoshi An and Mr. Shoji Tsuboyama are currently Outside Directors of the Company. At the conclusion of the General Meeting of Shareholders, Mr. Masatoshi An's term of office will be three years, and Mr. Shoji Tsuboyama's term of office will be two years.
6. The Company appointed Mr. Masatoshi An and Mr. Shoji Tsuboyama as independent Executive Officers as set forth by the Tokyo Stock Exchange and has registered them with the Tokyo Stock Exchange. These two people meet the requirements for independence in the Criteria for Determining Independence of the Company. The Company will continue to appoint these two people as independent Executive Officers if their re-election is approved.
7. The number of the Company's shares owned by Mr. Tetsuya Hirooka includes the number of shares owned in the name of "DAIWA CM SINGAPORE LTD-NOMINEE HIROOKA TETSUYA."

Proposal 4: Election of Four (4) Directors who are Audit & Supervisory Committee Members

If Proposal 2, “Partial Amendments to the Articles of Incorporation,” is approved and adopted as originally proposed, the Company will make the transition to a company with an Audit & Supervisory Committee. Accordingly, the Company requests the election of four (4) Directors who are Audit & Supervisory Committee Members (including three (3) Outside Directors).

Each candidate for Director who is an Audit & Supervisory Committee Member is determined by the Board of Directors based on a report of the Nominating and Remuneration Advisory Committee. With regard to this proposal, the consent of the Board of Auditors has been obtained.

The resolution for this proposal takes effect on condition that, of the amendments to the Articles of Incorporation pertaining to Proposal 2, the changes associated with transition to a company with an Audit & Supervisory Committee take effect.

The candidates for Directors who are Audit & Supervisory Committee Members are as follows.

Candidate No.	Name	Current position at the Company	Number of the Board of Directors meetings attended	Number of the Board of Auditors meetings attended
1	New election Atsuhiko Imai	Full-time Auditor	100% (10/10) (after assuming office)	100% (10/10) (after assuming office)
2	New election Outside Independent Mieko Hayakawa	Outside Auditor	100% (13/13)	100% (15/15)
3	New election Outside Independent Masatoshi Sakaki	Outside Auditor	100% (10/10) (after assuming office)	90% (9/10) (after assuming office)
4	New election Outside Independent Yoshinori Watanabe	Outside Director	100% (13/13)	—

Candidate No.	Name (date of birth)	Brief profile, position, and significant concurrent positions	Number of the Company's shares owned
1 New election	Atsuhiko Imai (December 4, 1960) Fiscal 2021 <Attendance at the Board of Directors meetings> 10/10 100% <Attendance at the Board of Auditors meetings> 10/10 100%	<p>Oct. 1983 Joined The Kyowa Bank, Ltd. (currently Resona Bank, Limited.)</p> <p>Apr. 2004 General Manager, Compliance Control Department, Resona Bank, Limited.</p> <p>Apr. 2010 General Manager, Trust Services Management Department, Resona Bank, Limited.</p> <p>May 2013 Joined Inageya Co., Ltd. General Manager, Group Business Administration Office, and General Manager, Quality Control Office</p> <p>June 2016 Director, Head of IR, and General Manager, Administration Division, Inageya Co., Ltd.</p> <p>Jan. 2019 Joined the Company</p> <p>Apr. 2019 General Manager, Risk Management Division, and General Manager, Internal Audit Office, the Company</p> <p>May 2020 Auditor, Hoosiers Wellness & Sports Co., Ltd. (incumbent) Auditor, Hoosiers REIT Advisors Co., Ltd. (incumbent)</p> <p>June 2020 Auditor, Hoosiers Living Service Co., Ltd. (incumbent) Auditor, IEA Co., Ltd. (incumbent)</p> <p>May 2021 Auditor, Vermilion Capital Management Limited (incumbent)</p> <p>June 2021 Full-time Auditor, the Company (incumbent)</p> <p>Reasons for nomination as a candidate for Director who is Audit & Supervisory Committee Member Atsuhiko Imai is well versed in the operations of corporate administrative departments and has a high level of knowledge in risk management, internal control, and corporate governance, in particular, due to his many years of business experience at financial institutions, as well as his experience as General Manager of the Administration Department of an operating company, General Manager of the Risk Management Department and General Manager of the Internal Audit Office of the Company. We nominated him as a candidate for Director who is an Audit & Supervisory Committee Member in the expectation that he will utilize his expertise and insight to supervise the Company's management from an objective and neutral standpoint.</p>	1,800 shares
2 New election Outside Independent	Mieko Hayakawa (November 12, 1964) Fiscal 2021 <Attendance at the Board of Directors meetings> 13/13 100% <Attendance at the Board of Auditors meetings> 15/15 100%	<p>Apr. 1987 Joined Recruit Cosmos Co., Ltd. (currently Cosmos Initia Co., Ltd.)</p> <p>Oct. 1995 Passed the bar examination</p> <p>Apr. 1998 Registered as a practicing attorney (Dai-Ichi Tokyo Bar Association)</p> <p>Apr. 2013 Outside Auditor, the Company (incumbent)</p> <p>Reasons for nomination as a candidate for Director who is Audit & Supervisory Committee Member Mieko Hayakawa has a high level of knowledge in corporate governance, risk management, and overall corporate legal affairs, which she has cultivated through her many years of experience as an attorney at law. We nominated her as a candidate for Outside Director who is an Audit & Supervisory Committee Member in the expectation that she will audit the Company's management from an objective and neutral standpoint and make timely and appropriate comments at meetings of the Board of Directors and the Audit & Supervisory Committee. After her appointment, we expect that Ms. Hayakawa will supervise management of the Company from an independent standpoint through her advice on risk management, personnel systems in general, and corporate governance.</p>	3,300 shares

Candidate No.	Name (date of birth)	Brief profile, position, and significant concurrent positions	Number of the Company's shares owned
3 New election Outside Independent	Masatoshi Sakaki (January 2, 1961) Fiscal 2021 <Attendance at the Board of Directors meetings> 10/10 100% <Attendance at the Board of Auditors meetings> 9/10 90%	<p>Oct. 1988 Joined Ota Showa Audit Corporation (currently Ernst & Young ShinNihon LLC)</p> <p>Aug. 2008 Managing Partner, Ernst & Young ShinNihon LLC</p> <p>July 2011 Director and COO, EY Business Initiative Co., Ltd.</p> <p>Feb. 2014 Auditor, Next Wisdom Foundation (incumbent)</p> <p>Mar. 2017 Auditor, Distributed Autonomous Society Forum (incumbent)</p> <p>July 2019 President, Sakaki Certified Public Accountant (incumbent)</p> <p>July 2019 Outside Director, eumo (incumbent)</p> <p>Oct. 2019 Outside Auditor, Kyoto University Innovation Capital Co., Ltd. (incumbent)</p> <p>Mar. 2020 Outside Director (Audit & Supervisory Committee Member), THE SAILOR PEN CO., LTD. (incumbent)</p> <p>Apr. 2020 Professor, Tohoku University Accounting School (incumbent)</p> <p>June 2021 Outside Auditor, the Company (incumbent)</p> <p>Reasons for nomination as a candidate for Director who is Audit & Supervisory Committee Member Masatoshi Sakaki has been engaged for many years in accounting audits and support for the establishment of internal control as a certified public accountant, and has extensive experience and wide-ranging knowledge in the fields of corporate accounting, auditing and internal control. We nominated him as a candidate for Outside Director who is an Audit & Supervisory Committee Member in the expectation that he will utilize his expertise and insight to audit the Company's management from an objective and neutral standpoint and make timely and appropriate comments at meetings of the Board of Directors and Audit & Supervisory Committee. After his appointment, we expect Mr. Sakaki will supervise management of the Company from an independent standpoint through his advice on corporate governance, risk management, and financial accounting.</p>	100 shares
4 New election Outside Independent	Yoshinori Watanabe (July 25, 1956) Fiscal 2021 <Attendance at the Board of Directors meetings> 13/13 100%	<p>Apr. 1979 Joined Japan Recruit Center Co., Ltd. (currently Recruit Holdings Co., Ltd.)</p> <p>May 1985 Joined Recruit Cosmos Co., Ltd. (currently Cosmos Initia Co., Ltd.)</p> <p>June 2002 General Manager, Kansai Branch, Recruit Cosmos Co., Ltd.</p> <p>June 2004 Director, Cosmos Life Co., Ltd. (currently DAIWA LIFENEXT Co., Ltd.)</p> <p>June 2005 Representative Director, Cosmos Life Co., Ltd.</p> <p>June 2017 Outside Director, the Company (incumbent)</p> <p>Reasons for nomination as a candidate for Director who is Audit & Supervisory Committee Member Yoshinori Watanabe has extensive experience and wide-ranging insight in corporate management and the real estate business, as well as knowledge of human resource development and organizational structure improvement. We nominated him as a candidate for Outside Director who is an Audit & Supervisory Committee Member in the expectation that he will audit the Company's management from an objective and neutral standpoint and make timely and appropriate comments at meetings of the Board of Directors and the Audit & Supervisory Committee, utilizing his experience, insight, and knowledge. After his appointment, the Company expects him to supervise the Company's management from an independent standpoint by providing opinions on overall management and, in particular, advice on the real estate business in general, as well as on human resource development and organizational structure enhancement. If he is elected, he will be involved as a member of the Nominating and Remuneration Advisory Committee from an objective and neutral standpoint in the selection of candidates for the Company's officers and in the determination of the officer remuneration.</p>	3,100 shares

- Notes:
1. Each candidate is a new candidate for Director.
 2. There is no special conflict of interest between the candidates and the Company.
 3. Ms. Mieko Hayakawa, Mr. Masatoshi Sakaki, and Mr. Yoshinori Watanabe are the candidates for Outside Director.
 4. The Company has concluded liability limitation agreements with Mr. Atsuhiko Imai, Ms. Mieko Hayakawa, Mr. Masatoshi Sakaki, and Mr. Yoshinori Watanabe to limit their liability for damages, as stipulated in Article 423, paragraph (1) of the Companies Act, to the higher of 1 million yen or the minimum liability amount stipulated in Article 425, paragraph (1) of the Companies Act, as long as they have performed their duties in good faith and without gross negligence. The Company will continue the agreements in the event that the re-election of the candidates is approved.
 5. The Company has concluded Directors and Officers liability insurance contracts with insurance companies as stipulated in Article 430-3, paragraph (1) of the Companies Act to indemnify Directors and Officers for damages and legal costs in the event that they receive claims for damages caused by their execution of duties during the insurance period. If the candidates are elected and assume office of Directors who are Audit & Supervisory Committee Members, they will become the insured of those insurance contracts.
 6. Mr. Yoshinori Watanabe is currently Outside Director of the Company. At the conclusion of the General Meeting of Shareholders, Mr. Yoshinori Watanabe's term of office will be five years.
 7. The Company appointed Ms. Mieko Hayakawa, Mr. Masatoshi Sakaki, and Mr. Yoshinori Watanabe as independent Executive Officers as set forth by the Tokyo Stock Exchange and has registered them with the Tokyo Stock Exchange. These three people meet the requirements for independence in the Criteria for Determining Independence of the Company. The Company will continue to appoint these three people as independent Executive Officers if their re-election is approved.

[Reference]

Areas of Expertise and Experience of Director Candidates (Skill Matrix)

The following shows what the composition of the Board of Directors will look like and what will be its members' areas of expertise and experience if Proposal 3 and Proposal 4 are approved and adopted as originally proposed. (up to three of the skills possessed by each director are marked with a checkmark)

Name	Post-appointment position	Outside	Independent	Expertise and Experience					
				Corporate management/Strategy	Business	Human resource	Risk governance	Capital market	Finance/Accounting
Tetsuya Hirooka	Chairman and Representative Director, Executive Officer			✓	✓	✓			
Eiichi Ogawa	President and Representative Director, Executive Officer			✓	✓	✓			
Tsutomu Ikuma	Director and Senior Managing Executive Officer			✓	✓				✓
Masatoshi An	Director	✓	✓	✓	✓				
Shoji Tsuboyama	Director	✓	✓	✓			✓	✓	
Atsuhiko Imai	Director, Audit & Supervisory Committee Member (Full-time)						✓		✓
Mieko Hayakawa	Director, Audit & Supervisory Committee Member	✓	✓			✓	✓		
Masatoshi Sakaki	Director, Audit & Supervisory Committee Member	✓	✓				✓		✓
Yoshinori Watanabe	Director, Audit & Supervisory Committee Member	✓	✓	✓	✓	✓			

[Reference]

Criteria for Determining Independence for Independent Executive Officers

The Company judges outside Directors and outside Auditors (hereinafter “Outside Executive Officers”) to be independent if they are judged not to fall under any of the following standards, in addition to the independence standards prescribed by financial instruments exchanges.

(i) A business executor of the Company and the Company’s affiliates (hereinafter, collectively “the Group”)

* Note 1

(ii) A major business partner of the Group or a business executor thereof *Note 2

(iii) A person for whom the Group is a major business partner or a business executor thereof *Note 3

(iv) A major creditor to the Group or a business executor thereof *Note 4

(v) A person belonging to the auditing firm that is the accounting auditor of the Group

(vi) An attorney, certified public accountant, licensed tax accountant, consultant and the like who receives a significant amount of money or other property benefits other than executive remuneration from the Group *Note 5

(vii) A person who receives a significant amount of donations from the Group or a business executor thereof *Note 6

(viii) A major shareholder of the Group or a business executor thereof *Note 7

(ix) A close relative of a person who falls under any of the above (i) to (viii) *Note 8

(x) A person who has fallen under any of the above (i) to (ix) during the past 3 years

Notes:

1. “Business executor” means an executive director, operating officer, executive officer, an employee or other equivalent person.
2. “Major business partner of the Group” means a person who has made payments to the Group in an amount equivalent to at least 2% of the Company’s consolidated net sales in the most recent fiscal year.
3. “Person for whom the Group is a major business partner” means a person who has received payments from the Group in an amount equivalent to at least 2% of that company’s consolidated net sales in the most recent fiscal year.
4. “A major creditor” means a person who has made loans to the Group in an amount equivalent to at least 2% of the Company’s consolidated total net assets in the most recent fiscal year
5. “Significant amount of money or other property benefits” means payments of amounts in excess of ¥10 million per year.
6. “Significant amount of donations” means the receipt of amounts in excess of ¥10 million per year.
7. “Major shareholder” means a shareholder who held shares accounting for at least 10% of the issued shares during the most recent fiscal year.
8. “Close relative” means a relative within the second degree of kinship.

Proposal 5: Determination of the Remuneration Amount for Directors (Excluding Directors who are Audit & Supervisory Committee Members)

At the 1st Annual General Meeting of Shareholders held on June 28, 2014, it was resolved that the maximum amount of remuneration to be paid to Directors of the Company shall be 300 million yen per year (not including salaries for employees), and the amount to be paid shall be determined within this limit.

If Proposal 2, “Partial Amendments to the Articles of Incorporation,” is approved and adopted as originally proposed, the Company will transition to a company with an Audit & Supervisory Committee. In accordance with this transition, the Company seeks approval to set the maximum amount of remuneration to be paid at 300 million yen per year again.

The Company believes that the amount of such remuneration is reasonable in comparison with the economic environment, market trends, and the levels of other companies, as well as necessary and appropriate to attract and retain excellent human resources, and is appropriate. The Company has also received a report to that effect from the Nominating and Remuneration Advisory Committee.

The number of Directors (excluding Directors who are Audit & Supervisory Committee Members) in relation to this Proposal is as follows. If Proposal 2 and Proposal 3, “Election of Five (5) Directors (Excluding Directors who are Audit & Supervisory Committee Members),” are approved and adopted as originally proposed, the number of Directors will be five (5) (including two (2) Outside Directors).

The resolution for this proposal takes effect on condition that, of the amendments to the Articles of Incorporation pertaining to Proposal 2, the changes associated with transition to a company with an Audit & Supervisory Committee take effect.

Proposal 6: Determination of the Remuneration Amount for Directors who are Audit & Supervisory Committee Members

If Proposal 2, “Partial Amendments to the Articles of Incorporation,” is approved and adopted as originally proposed, the Company will transition to a company with an Audit & Supervisory Committee.

Therefore, we propose that the amount of remuneration for Directors who are Audit & Supervisory Committee Members be limited to 100 million yen per year, taking into consideration the number of Directors who are Audit & Supervisory Committee Members, the economic environment, market trends, the level of other companies, and other factors.

The Company believes that the amount of such remuneration is reasonable in comparison with the economic environment, market trends, and the levels of other companies, as well as necessary and appropriate to attract and retain excellent human resources, and is appropriate.

The number of Directors who are Audit & Supervisory Committee Members in relation to this proposal will be four (4) (including three (3) Outside Directors) if Proposal 2 and Proposal 4, “Election of Four (4) Directors who are Audit & Supervisory Committee Members,” are approved and adopted as originally proposed.

The resolution for this proposal takes effect on condition that, of the amendments to the Articles of Incorporation pertaining to Proposal 2, the changes associated with transition to a company with an Audit & Supervisory Committee take effect.

Proposal 7 Determination of the Amount and Details of Performance-linked Stock Compensation, etc. for Directors (Excluding Directors who are Audit & Supervisory Committee Members and Outside Directors), etc.

1. Reasons for proposal and justifying such compensation

The Company received approval at the 3rd Annual General Meeting of Shareholders held on June 25, 2016 to introduce a performance-linked stock compensation plan (hereinafter, the “Plan”) for Directors (excluding Outside Directors) and directors of the Company’s group companies (hereinafter, “eligible subsidiaries”) (hereinafter, “Directors, etc.”), which has remained to the present. If Proposal 2, “Partial Amendments to the Articles of Incorporation,” is approved and adopted as originally proposed, in conjunction with the Company’s transition to a company with an Audit & Supervisory Committee, the Company seeks approval for the abolishment of the current remuneration framework under the Plan for Directors, etc., and the re-establishment of a remuneration framework under the Plan for Directors (excluding Directors who are Audit & Supervisory Committee Members and Outside Directors) of the Company and directors of the eligible subsidiaries (hereinafter, “Directors of the Company, etc.”), as well as for the partial revision and continuation of the Plan. The details of this Plan, within the framework of 2. below, are to be left to the discretion of the Board of Directors of the Company.

This Plan is closely linked to the Company’s business performance and is highly transparent and objective, and is intended to raise awareness of the need to contribute to improving business performance and increasing corporate value from a medium- to long-term perspective. The Company has set the “Policy for determining the details of compensation, etc. for each individual Director,” an outline of which is as described on page 43 (In Japanese only). It was resolved at the Board of Directors meeting held on May 23, 2022 to amend the details of the policy, and a summary of the Policy for determining the details of compensation, etc. for each individual Director (executive compensation policy) after changes is as described in the Reference Documents for the General Meeting of Shareholders (page 30 of this document). The Company deems that this proposal is in line with that policy.

This remuneration framework, like the current remuneration framework for this Plan, will be set separately from the remuneration framework for which approval is sought in Proposal 5, “Determination of the Remuneration Amount for Directors (Excluding Directors who are Audit & Supervisory Committee Members).”

The number of Directors of the Company eligible for this Plan will be three (3) if Proposal 3, “Election of Five (5) Directors (Excluding Directors who are Audit & Supervisory Committee Members),” is approved and adopted as originally proposed.

The resolution takes effect on condition that, of the amendments to the Articles of Incorporation pertaining to Proposal 2, the changes associated with transition to a company with an Audit & Supervisory Committee are adopted.

2. Amount and details, etc. of remuneration, etc. under the Plan

(1) Outline of the Plan

The Plan is a performance-linked stock compensation plan where the Company contributes money to a trust (the maximum is as described in (6) below), and that trust uses such funds to acquire the Company’s shares. The Company’s shares and an amount of money equivalent to the market value of the Company’s shares (hereinafter, the “Company’s shares, etc.”) are delivered to Directors of the Company, etc. through that trust according to the degree of achievement of performance, etc. in accordance with share delivery regulations for Directors related to executive remuneration prescribed by the Company and eligible subsidiaries (hereinafter, “Share Delivery Regulations for Directors”). Note that the timing for Directors of the Company, etc. to receive delivery of the Company’s shares, etc. is, in principle, when the Director of the Company, etc. retires.

(2) Eligible Persons

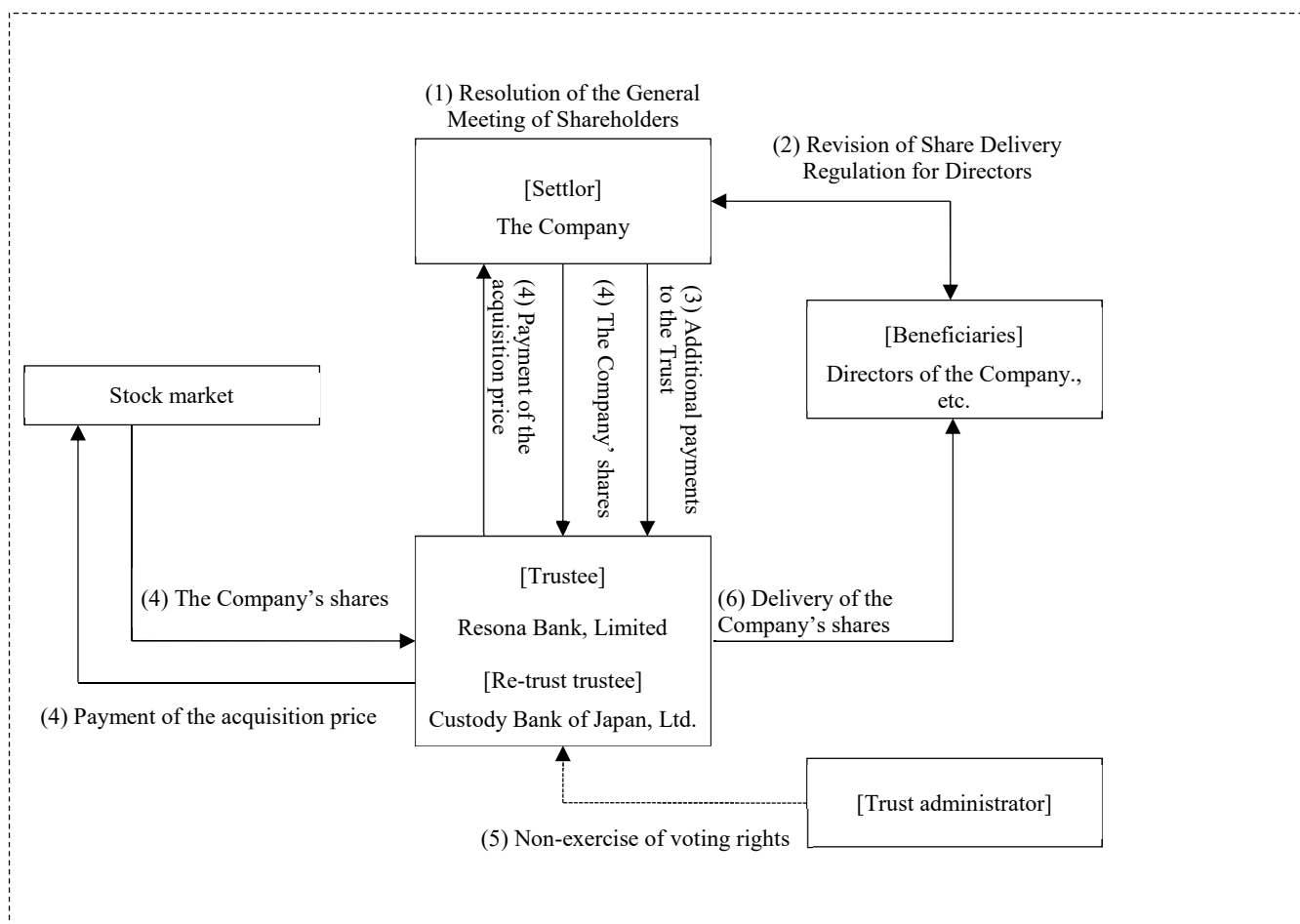
Eligible persons are the Company’s directors (excluding Directors who are Audit & Supervisory Committee Members and Outside Directors) and directors of eligible subsidiaries.

(3) Applicable Term

In principle, the period corresponds to the Medium-Term Management Plan set forth by the Company, and is the four fiscal years from the fiscal year ending March 31, 2023 to the fiscal year ending March 31, 2026 (hereinafter, the “Applicable Term”) as well as each five fiscal year period thereafter that commences in the fiscal year that follows the end of such four fiscal years (As a rule, the period corresponding to the Medium-Term Management Plan hereinafter, each period is referred to as the “applicable term” together with this Applicable Term.

(4) Trusts Associated with Administering the Plan

In administering the Plan, the Company will establish and administer the following trusts upon agreement with the trustee.



- The Company and the eligible subsidiaries shall obtain resolutions of approval of executive remuneration at the general meetings of shareholders of the Company and the eligible subsidiaries with respect to partial amendments to the Plan.
- The Board of Directors of the Company and the eligible subsidiaries shall revise the Share Delivery Regulation for Directors pertaining to share benefits under the Plan.
- The Company puts into trust, money of an amount within the scope approved at the general meeting of shareholders mentioned above in (i).
- The Trust acquires the Company's shares using the money that has been put into trust, as mentioned above in (iii), either through the stock market or from the Company (disposal of treasury shares).

- (v) No exercise of voting rights attached to the Company's shares in the Trust shall be made during the trust period.
- (vi) During the trust period, points will be granted to the eligible persons in accordance with the provisions of the Share Delivery Regulation for Directors described in (ii) above, depending on their position in the Company and the degree of achievement of performance, etc. under the Plan. When they retire, eligible persons who satisfy certain beneficiary conditions stipulated in the Share Delivery Regulation for Directors will be paid a number of the Company's shares, etc. according to the number of points granted to them.

(5) Trust period

The trust period is from August 26, 2016 until the termination of the Trust. (Regarding the trust period of the Trust, the date of termination of the Trust shall not be specified and the Trust will continue as long as the Plan is not terminated.) The Plan shall terminate upon the delisting of the Company's shares or abolition of the Share Delivery Regulations for Directors, or in certain other cases.

(6) Maximum amount of money contributed by the Company

Subject to the approval of the partial revision of the Plan at this General Meeting of Shareholders, the Company will contribute funds up to a maximum of 180 million yen to the Trust to fund the acquisition of the Company's shares for the purpose of delivering the Company's shares, etc. to the Directors of the Company, etc. and others under the Plan for the applicable term (Note).

During this Applicable Period, the Company may add funds for the acquisition of shares and trust it within the range where the total contribution amount including the initial contribution amount is 180 million yen.

Furthermore, after the expiration of the Applicable Term, in principle, the Company will make additional contributions to the Trust, of up to 180 million yen for each Applicable Term until the termination of the Plan. However, when making these additional contributions, if there are shares of the Company (excluding shares of the Company equivalent to the number of points granted to directors of the Company, etc. in each applicable period (up to and including the current applicable period) for which benefits have not been paid to the directors of the Company, etc.) and moneys remaining as property of the Trust immediately before the start date of the applicable period (hereinafter collectively referred to as "residual shares, etc."), the total amount of the remaining shares, etc. and the additional contribution of trust money shall be within the range of 180 million yen.

Note: The amount of money actually entrusted by the Company to the Trust will be the sum of the above-mentioned funds for acquisition of the Company's shares and the estimated amount of necessary expenses such as trust fees and trust administrator fees.

(7) Method of acquisition of the Company's shares by the Trust and maximum number of shares to be acquired

The acquisition of the Company's shares by the Trust will be made within the maximum amount of money to be contributed to the Trust as described in (6) above, either in the stock market or through the Company's subscription to the disposal of treasury shares. Details of the acquisition method will be determined and disclosed by the Company after this General Meeting of Shareholders.

The maximum number of shares to be acquired for this Applicable Period shall be 276,000 shares. In addition, the Company shall also acquire up to the number of shares mentioned above for each applicable term after the Applicable Term has elapsed.

(8) Calculation method and maximum number of shares of the Company's shares to be granted to Directors of the Company, etc.

Directors of the Company, etc. shall be granted points for each fiscal year in accordance with their position in the Company and the degree of achievement of performance, etc. for each fiscal year during the applicable period. The points granted will be converted into one share of the Company's common shares per point at the time of share delivery (however, if the Company's shares are subject to a stock split, gratis allotment or reverse stock split, etc., the conversion ratio will be reasonably adjusted accordingly).

(9) Timing of benefits to Directors of the Company, etc. in the form of the Company's shares, etc.

In principle, when a Director of the Company, etc. retires and meets the requirements for beneficiaries, the Company will, upon completion of the prescribed beneficiary determination procedures, provide the Company's shares in accordance with the number of points determined at the time of retirement.

However, with respect to a certain percentage of such shares, from the viewpoint of securing funds for tax payment, instead of paying out the Company's shares, we will pay out money equivalent to the market value of the Company's shares. In some cases, the Company's shares may be sold within the Trust in order to provide monetary benefits.

(10) Exercise of voting rights of the Company's shares in the trust

Voting rights pertaining to the Company's shares in the Trust shall be uniformly non-exercisable to ensure independence from the management of the trust.

(11) Handling of dividends of the Company's shares in the trust

The amount of dividends relating to the Company's shares inside the Trust shall be received by the trust and appropriated for the Trust expenses such as acquisition of the Company's shares and trust fees. In the event of termination of the Trust, the dividends remaining in the Trust will be distributed to the Directors of the Company, etc. in office at that time in proportion to the number of accumulated points, or will be donated to a public benefit corporation.

(12) Treatment upon termination of the trust

The Trust shall terminate in the event of the abolition of the Share Delivery Regulation for Directors or other events. Of the residual assets of the Trust at the time of termination of the Trust, all of the Company's shares will be acquired by the Company free of charge and then cancelled or donated to a public benefit corporation by a resolution of the Board of Directors. Of the residual assets of the Trust at the time of termination of the Trust, the Company plans to distribute cash to the Directors of the Company, etc. in office at that time in proportion to the number of accumulated points, or to donate such cash to a public benefit corporation.

<Reference: Overview of the Company's New Executive Compensation Policy>

The Company resolved to revise the executive compensation policy for Directors (policy for determining the details of compensation, etc. for each Director) at the Board of Directors meeting held on May 23, 2022 with the aim of attaining sustainable growth by achieving the targets in the Medium-Term Management Plan (fiscal year ended March 31, 2022 to fiscal year ending March 31, 2026) and further improving corporate value over the medium to long term. An overview of the policy is as follows.

(1) Basic policy for the executive compensation

The Group presents the following basic policy for the executive compensation system that allows executives to contribute to the realization of sustainable growth and enhancement of corporate value over the medium to long term, and enables executives to take on the challenge of future growth of the company while sharing values with stakeholders.

- 1 Levels that can secure and maintain the necessary human resources to improve corporate value
- 2 Contribute to sharing profit awareness with shareholders and management with an emphasis on shareholders
- 3 Strongly linked to medium- to long-term performance improvement
- 4 A compensation decision process that is rational, fair and transparent

(2) View on the compensation levels

The Group is engaged in (i) real estate development business, (ii) CCRC business, (iii) real estate investment business, (iv) condominium management and related services business, and (v) other businesses to take on the challenge of future growth. The Company establishes appropriate compensation levels to secure and maintain the necessary human resources to further improve corporate value and contribute to solving social issues through our businesses by speeding up decision-making and improving management efficiency by strengthening group governance. Specifically, we utilize an external compensation consultant and setting executive compensation levels of similar industries (condominium development, real estate investment, etc.) as benchmarks.

(3) View on the compensation structure

The remuneration for Directors (excluding Audit & Supervisory Committee Members and Outside Directors) at Hoosiers Holdings is comprised of a fixed monthly basic remuneration, an annual performance bonus as short-term incentive remuneration, and a stock compensation as a medium- to long-term incentive remuneration (Board Benefit Trust)^{*1}. Taking into account the Group's corporate scale and business characteristics, the composition ratio of remuneration is about 20% of the total remuneration for annual performance bonuses and about 10% of the total remuneration for stock compensation^{*2}. From the viewpoint of appropriately supervising business executors, Audit & Supervisory Committee Members (excluding Outside Directors) and Outside Directors shall be paid basic remuneration only.

*1 This plan is a performance-linked stock-based compensation system wherein the Company contributes money to a trust, and the trust acquires the shares of the Company using the money as a source of funds. The Company and its eligible subsidiaries provide the Directors of the Company, etc. through the trust the Company's shares and an amount of money equivalent to the market value of the Company's shares (hereinafter "the Company's Shares, etc.") according to the performance achievement rate, etc. in accordance with the share delivery regulations. As a general rule, the time when the Directors of the Company, etc. receive the Company's Shares, etc. will be when they retire.

*2 The above composition ratios are percentages when a variable remuneration of 100% of the standard amount set by the Company is paid.

■ Basic structure of executive compensation

	Fixed Remuneration	Variable Remuneration (short-term)	Variable Remuneration (medium- to long-term)
	Basic Remuneration (money)	Annual performance bonus (money)	Performance-linked Stock Compensation (Shares / money in part)
Directors (excluding Audit & Supervisory Committee Members and Outside Directors)	70%	20%	10%
Audit & Supervisory Committee Members (excluding Outside Directors)	100%	—	—
Outside Directors	100%	—	—

■ Evaluation criteria

- (i) Annual Performance Bonus: “Growth Rate in Consolidated Operating Income,” “Financial Soundness” and “Group ESG Initiatives” are evaluated to provide incentives for performance and sustainability over the medium to long term as well as over the short-term. The evaluation ratio and target value for each assessed item will be decided by the Board of Directors every year through the Nomination and Compensation Advisory Committee meetings.
- (ii) Stock Compensation: From the perspective of shared interests with shareholders, performance indicators in the Medium-Term Management Plan are set as the base. The “Consolidated ordinary income” target disclosed in the Medium-Term Management Plan and the “ROE” target specified in the business plan are assessed at ratios of 50% each, with the performance-linked coefficient range between 0 to 2. (Set at 2 if the target achievement rate is 120% or higher, and set at 0 if less than 80%.)

Target Achievement Rate	Performance-linked Coefficient
120% or higher	2
80% or higher but less than 120%	(Achievement rate - 80%)×5
Less than 80%	0

Indicator	Target Value	Evaluation Ratio
Consolidated Ordinary Income	Metrics for each year disclosed in the Medium-Term Management Plan	50%
ROE	Metrics for business performance forecasts set in the Medium-Term Management Plan and announced at the beginning of each fiscal year	50%

Target Achievement Rate: Performance achievement rate related to consolidated ordinary income × evaluation ratio + performance achievement rate related to ROE × evaluation ratio

(4) Remuneration decision process

The Company has established the discretionary Nomination and Remuneration Advisory Committee as an advisory body to the Board of Directors for the purpose of strengthening the independence and objectivity of the functions of the Board of Directors regarding the nomination and compensation of Directors and to further enhance corporate governance. The remuneration of Directors is decided by the Board of Directors based on the report from the Nomination and Remuneration Advisory Committee.

(5) Engagement policy

The content of the Company’s executive compensation system is promptly disclosed to the Company’s

shareholders through means such as the Annual Securities Report, Business Report, Corporate Governance Report, Sustainability Report, and the Company's website, prepared and disclosed in accordance with applicable laws and regulations.