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June 8, 2022

To Shareholders with Voting Rights:

Jiro Hachiya  
President and Representative Director  
FaithNetwork Co., Ltd.  
3-2-1 Sendagaya, Shibuya-ku, Tokyo,  
Japan

## NOTICE FOR THE 21ST ORDINARY GENERAL MEETING OF SHAREHOLDERS

We would like to express our appreciation for your continued support and patronage.

The 21st Ordinary General Meeting of Shareholders of FaithNetwork Co., Ltd. (the “Company”) will be held for the purposes as described below.

If you are not attending the meeting, please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights via the Internet or in writing by 6 p.m. (JST) on Monday, June 27, 2022, referring to the “Guide to the Exercise of Voting Rights” on page 3.

**1. Date and Time:** Tuesday, June 28, 2022 at 10 a.m. (reception starts at 9:30 a.m.)

**2. Place:** Banquet Hall Tensho, 4th floor of TOGO-KINENKAN  
1-5-3 Jingumae, Shibuya-ku, Tokyo, Japan

\* The venue is different from the previous year. Please refer to the map to the meeting venue on the last page (translation omitted), to make sure to come to the right venue.

**3. Meeting Agenda:**

**Matters to be reported:** The Business Report and Non-consolidated Financial Statements for the Company’s 21st Term (April 1, 2021 - March 31, 2022)

**Matters to be resolved:**

**Proposal No. 1:** Partial Amendments to the Articles of Incorporation

**Proposal No. 2:** Election of Three (3) Directors Who are not Audit and Supervisory Committee Members

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- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception.
  - Of the documents to be provided with this Notice, the Status of the Accounting Auditor, the Structure and Policy of the Company in the Business Report, the Statements of Changes in Net Assets, and Notes to Non-consolidated Financial Statements have been posted on the Company's website (<https://faithnetwork.co.jp/ir/irnews/>) (in Japanese) in accordance with laws and regulations and Article 18 of the Company's Articles of Incorporation, and therefore are not included in this Notice.
  - Any revisions to the Reference Documents for the General Meeting of Shareholders, the Business Report, or the Non-consolidated Financial Statements will be posted on the Company's website (<https://faithnetwork.co.jp/ir/irnews/>) (in Japanese).
  - No souvenirs will be provided to shareholders attending the General Meeting of Shareholders. Your understanding would be much appreciated.

## **Guide to the Exercise of Voting Rights**

Voting rights may be exercised in the following three ways.

### **When exercising your voting rights via the Internet**

Follow the instructions on page 4 to log in to the website for exercising voting rights from your smartphone or personal computer, and enter your approval or disapproval of each proposal.

Exercise Deadline:

Entries completed by 6 p.m. on Monday, June 27, 2022

### **When exercising your voting rights in writing (by mail)**

Indicate your approval or disapproval of each proposal on the enclosed Voting Rights Exercise Form and mail it without affixing a stamp.

Exercise Deadline:

Form received by 6 p.m. on Monday, June 27, 2022

### **When attending the General Meeting of Shareholders**

Submit the enclosed Voting Rights Exercise Form at the reception.

Date and Time:

Tuesday, June 28, 2022 at 10 a.m. (reception starts at 9:30 a.m.)

- \* If you exercise your voting rights both via the Internet and in writing (by mail), the content of your vote via the Internet will be deemed valid.
- \* If you exercise your voting rights multiple times via the Internet, the last exercise will be deemed valid.

# Guide to the Exercise of Voting Rights via the Internet

## Scanning the QR code (“Smart Vote”)

You can log into the website for exercising voting rights without entering the voting code or password.

1. Scan the QR code located on the bottom-right of the voting form.  
\* QR code is a registered trademark of DENSO WAVE INCORPORATED.
2. Then follow the instructions on the screen and indicate your approval or disapproval.

The exercise of voting right by “Smart Vote” is available only once.

If you would like to change your vote after exercising your voting rights, please access the website for PC and login by entering the voting code and password printed on Voting Rights Exercise Form, and exercise your voting rights again.

\* You can access the website for PC by scanning the QR code again.

## Entering the voting code and password

Website for exercising voting rights:  
<https://www.web54.net>

1. Access the website for exercising voting rights.
2. Enter the voting code printed on Voting Rights Exercise Form.
3. Enter the password printed on Voting Rights Exercise Form.
4. Then follow the instructions on the screen and indicate your approval or disapproval.

Please contact the Internet Help Dial on the right if you have any questions on how to exercise your voting rights via the Internet using a personal computer or smartphone.

Stock Transfer Agency Web Support Hotline  
Sumitomo Mitsui Trust Bank, Limited.  
0120 (652) 031 (toll free in Japan)  
(Business hours: 9:00 a.m. to 9:00 p.m. (JST))

# Reference Documents for the General Meeting of Shareholders

## Proposals and Reference Items

### Proposal No. 1: Partial Amendments to the Articles of Incorporation

#### 1. Reasons for the proposal

The amended 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) will be enforced on September 1, 2022. Accordingly, in order to prepare for the introduction of the system for electronic provision of materials for general meetings of shareholders, the Articles of Incorporation of the Company shall be amended as follows.

- (1) The proposed Article 18, Paragraph 1 provides that information contained in the reference documents for the general meeting of shareholders, etc. shall be provided electronically.
- (2) The purpose of the proposed Article 18, Paragraph 2 is to establish a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it.
- (3) The provisions related to the Internet disclosure and deemed provision of the reference documents for the general meeting of shareholders, etc. (Article 18 of the current Articles of Incorporation) will become unnecessary and will therefore be deleted.
- (4) In line with the above establishment and deletion of the provisions, supplementary provisions related to the effective date, etc. shall be established.

#### 2. Description of the amendments

The description of the amendments is as follows.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p style="text-align: center;">CHAPTER III GENERAL MEETING OF SHAREHOLDERS (<u>Internet Disclosure and Deemed Provision of Reference Materials for the General Meeting of Shareholders, Etc.</u>)</p> <p><u>Article 18. The Company may, when convening a General Meeting of Shareholders, deem that it has provided information to shareholders pertaining to matters to be described or indicated in the reference materials for the General Meeting of Shareholders, business report, non-consolidated financial statements, and consolidated financial statements, by disclosing such information through the Internet in accordance with the provisions provided in the Ordinance of the Ministry of Justice.</u></p> <p style="text-align: center;">(Newly established)</p>	<p style="text-align: center;">CHAPTER III GENERAL MEETING OF SHAREHOLDERS</p> <p style="text-align: center;">(Deleted)</p> <p style="text-align: center;">(Measures for Electronic Provision, Etc.)</p> <p><u>Article 18. The Company shall, when convening a General Meeting of Shareholders, provide information contained in the reference documents for the General Meeting of Shareholders, etc. electronically.</u></p> <p><u>2. Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.</u></p>

Current Articles of Incorporation	Proposed Amendments
<p data-bbox="199 253 612 282">SUPPLEMENTARY PROVISIONS</p> <p data-bbox="248 309 735 338">Article 1. to Article 2. (Provisions omitted)</p> <p data-bbox="199 443 429 472"><u>(Newly established)</u></p>	<p data-bbox="807 253 1220 282">SUPPLEMENTARY PROVISIONS</p> <p data-bbox="807 309 1225 338">Articles 1. to Article 2. (Unchanged)</p> <p data-bbox="807 443 1369 848">2. <u>Article 3. The amendment of Article 18 of the Articles of Incorporation shall come into effect on September 1, 2022 which is the date of enforcement of the amended 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) (the “Effective Date”).</u></p> <p data-bbox="807 860 1394 1144">3. <u>Notwithstanding the provisions of the preceding paragraph, Article 18 (Internet Disclosure and Deemed Provision of Reference Materials for the General Meeting of Shareholders, Etc.) of the current Articles of Incorporation shall remain in force with respect to a General Meeting of Shareholders to be held on a date within six months from the Effective Date.</u></p> <p data-bbox="807 1151 1374 1335">4. <u>These supplementary provisions shall be deleted after the lapse of six months from the Effective Date or the lapse of three months from the date of the General Meeting of Shareholders set forth in the preceding paragraph, whichever is later.</u></p>

**Proposal No. 2:** Election of Three (3) Directors Who are not Audit and Supervisory Committee Members

The term of office of all three (3) Directors who are not Audit and Supervisory Committee Members will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the election of three (3) Directors who are not Audit and Supervisory Committee Members is proposed.

The candidates for Directors who are not Audit and Supervisory Committee Members are as follows:

No.	Name		Age	Current positions and responsibilities at the Company	Number of years served as Director	Attendance at the Board of Directors meetings
1	Jiro Hachiya	<u>Reappointment</u>	52	President and Representative Director Supervisor of Real Estate Division and Specified Joint Real Estate Venture	20 years	100% (18 / 18)
2	Takayuki Yamamoto	<u>Reappointment</u>	52	Director Supervisor of Construction Division, Design Division, Quality Control, Business Development, PR Planning, and FAITH Asset Management Co., Ltd.	8 years	100% (18 / 18)
3	Yosuke Ishimaru	<u>Reappointment</u>	39	Director Supervisor of Corporate Administration Division (Accounting, Finance, General Affairs and Human Resources, and Legal) and Faith Funds G.K.	3 years	100% (18 / 18)

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Jiro Hachiya (Oct. 2, 1969)	<p>Apr. 1988      Joined THE SETAGAYA SHINKIN BANK Oct. 2001      Established the Company Assumed the office as President and Representative Director (to present)</p> <p>Jun. 2004      Representative Director, Crosscurrent LLC Sept. 2004      Representative Director, Five Sense LLC Oct. 2018      Assumed office as Representative Director, Grand Funding Co., Ltd. (currently FAITH Asset Management Co., Ltd.) Jan. 2021      Director, FAITH Asset Management Co., Ltd. (to present)</p> <p>[Reason for nomination as a candidate for Director] Since the establishment of the Company in October 2001, Mr. Jiro Hachiya has devoted himself to the development of the Company's business as Representative Director, steering the Company to a phenomenal growth. The Company has nominated him as a candidate for Director, judging that his strong leadership is necessary for the further growth and development of the Company.</p>	454,635
2	Takayuki Yamamoto (May 19, 1970)	<p>Apr. 1993      Joined OHKI Corporation Feb. 1997      Registered as first-class architect Apr. 2001      Joined Kay Minato Architects Sept. 2004      Joined W Holding Co., Ltd. Oct. 2010      Joined the Company Sept. 2013      Assumed office as Director (to present) Jan. 2019      Assumed office as Executive Officer Jun. 2021      Assumed office as Managing Executive Officer (to present)</p> <p>[Reason for nomination as a candidate for Director] Mr. Takayuki Yamamoto has expertise as a first-class architect. Since joining the Company, he has been involved in the entire real estate and construction projects developed by the Company. The Company has nominated him as a candidate for Director, judging that he will continue to utilize his knowledge in the Company's management.</p>	81,862
3	Yosuke Ishimaru (Nov. 1, 1982)	<p>Aug. 2005      Joined Yoshitomi Partners Accounting Office Nov. 2007      Joined Azabu Partners Tax Accountant Corporation Nov. 2014      Seconded to the Company Jul. 2015      Assumed office as Deputy General Manager, Business Administration Division Feb. 2018      Joined the Company Oct. 2018      Assumed office as Executive Officer (to present) Jun. 2019      Assumed office as Director (to present)</p> <p>[Reason for nomination as a candidate for Director] Mr. Yosuke Ishimaru has experience in accounting, tax, and management consulting at a tax accountant firm. He has been involved in the establishment of a corporate administration division since 2014, and has been involved in the Company's management through the said division since he joined the Company in 2018. The Company has nominated him as a candidate for Director, judging that he will continue to utilize his knowledge in the Company's management.</p>	61,862

Notes: 1. There are no special interests between the candidates for Directors who are not Audit and Supervisory Committee Members and the Company.



2. The Company has concluded a directors and officers liability insurance policy provided for in Paragraph 1, Article 430-3 of the Companies Act with an insurance company. In the event of a claim for damages submitted by a shareholder or a third party, etc., the said insurance policy shall compensate for damages including compensation for damages and contentious expenses to be borne by the insured. The above candidates will be included as the insured under the said insurance policy.