

June 8, 2022

To Our Shareholders

Atsuyuki Tsuchiya President,
Representative Director, CEO, and COO
Fast Fitness Japan, Inc.
6F, Park West, 6-12-1 Nishishinjuku,
Shinjuku-ku, Tokyo

Notice of the 12th Ordinary General Meeting of Shareholders

We would like to express our sincere appreciation to all our shareholders for your support.

We are pleased to announce the 12th Ordinary General Meeting of Shareholders of Fast Fitness Japan, Inc. (the “Company”). The meeting will be held as stated below.

You may exercise your voting rights in advance in writing or via the Internet in lieu of voting in person at the meeting. After reviewing the following Reference Documents for the General Meeting of Shareholders, please exercise your voting rights following the instructions below no later than 7:00 p.m. on Wednesday, June 22, 2022

Details

1. Date and Time: 10:00 a.m. on Thursday, June 23, 2022 (reception starts at 9:30 a.m.)
2. Place: Belle Salle Shinjuku Grand Conference Center Room G+H, 5F, Sumitomo Fudosan Shinjuku Grand Tower, 8-17-1 Nishishinjuku, Shinjuku-ku, Tokyo

3. Meeting Agenda:

Matters to be Reported:

1. The Business Report, the Consolidated Financial Statements for the Company’s 12th fiscal year (from April 1, 2021 to March 31, 2022) and the audit reports by the Accounting Auditor and the Audit & Supervisory Committee for the Consolidated Financial Statements
2. The Non-consolidated Financial Statements for the Company’s 12th fiscal year (from April 1, 2021 to March 31, 2022)

Proposals to be Resolved:

Matters proposed by the Company

Proposal 1: Partial amendment to the Articles of Incorporation

Proposal 2: Election of five (5) Directors (excluding Directors who are Audit & Supervisory Committee Members)

Proposal 3: Election of three (3) Directors who are Audit & Supervisory Committee Members

Matters proposed by the Shareholders

Proposal 4: Election of six (6) Directors (excluding Directors who are Audit & Supervisory Committee Members)

Proposal 5: Election of two (2) Directors who are Audit & Supervisory Committee Members

- Should the Reference Documents for the General Meeting of Shareholders, Business Report, Non-Consolidated Financial Statements and Consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website (<https://fastfitnessjapan.jp/ir/meeting/>).
- Of the documents to be provided with this Notice, Notes to Consolidated Financial Statements and Notes to Non-Consolidated Financial Statements are posted on the Company's website (<https://fastfitnessjapan.jp/ir/meeting/>) in accordance with laws and regulations and Article 14 of the Company's Articles of Incorporation, and are thus not included in the documents attached to this Notice.

The Consolidated Financial Statements and Non-Consolidated Financial Statements included in the documents attached to this Notice are part of the Consolidated Financial Statements and Non-Consolidated Financial Statements that the accounting auditor and the Audit & Supervisory Committee audited to prepare an accounting auditor report and an audit report, respectively.(Japanese only)

About the platform for exercising voting rights electronically

In addition to the voting methods of in writing and through the Internet as described above, institutional investors may exercise their voting rights electronically by using the platform operated by ICJ, Inc.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Issues

Matters proposed by the Company (Proposal 1-3)

Proposal 1: Partial amendment to the Articles of Incorporation

1. Reasons for the amendment

- (1) To improve convenience for the shareholders, the Company will add a provision that will allow the shareholder to demand the sale of shares that will make one unit of shares with shares less than one unit that they hold. (Proposed amendment to Article 9)
- (2) The Company proposes the addition of Paragraph 2, Article 12, to its Articles of Incorporation following the enforcement of the Act for Partial Amendment of the Act on Strengthening Industrial Competitiveness enforced on June 16, 2021, which allows a General Meeting of Shareholders to be held without specifying a physical venue (so-called virtual-only shareholders' meetings).
The Company believes that the virtual-only shareholders' meeting will make it easier for a large number of shareholders, such as shareholders in remote locations, to attend, which will lead to the activation, efficiency, and facilitation of the General Meeting of Shareholders.
- (3) 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) are due to come into effect on September 1, 2022. Accordingly, the Company proposes amending its Articles of Incorporation to prepare for adoption of a system for the electronic provision of materials for the General Meeting of Shareholders. Details are as follows.
 - 1) Article 15, Paragraph 1 in the proposed amendments stipulates to the effect that the Company shall take the measure for electronic provision of materials with respect to information that constitutes the content of reference materials for the General Meeting of Shareholders.
 - 2) Article 15, Paragraph 2 in the proposed amendments shall establish provisions to limit the scope of matters to be stated in the document that shall be issued to shareholders who request the issuance of the document.
 - 3) The provisions "Disclosure via Internet of Reference Document for the General Meeting of Shareholders, etc. and Deemed Provision" (Article 14 of the current Articles of Incorporation) will be made unnecessary, and the Company proposes deleting these provisions.
 - 4) With the establishment and deletion of provisions described above, supplementary provisions on

effective date, etc. shall be established.

- (4) With the new provisions and changes described above, changes will be made to the Articles of Incorporation, including changes in article numbers, relocation of provisions, changes in expressions, and changes in wording.

2. Details of amendments

Details of the amendments are as follows.

Paragraph 2, Article 12 of the Articles of Incorporation set out in this proposal is to become effective at the close of this General Meeting of Shareholders by resolution of the shareholders' meeting because the Company has already received confirmation from the Minister of Economy, Trade and Industry and the Minister of Justice, upon which the amendment takes effect, in accordance with the Ordinance of the Ministry of Economy, Trade and Industry and the Ordinance of the Ministry of Justice (the "Ordinances") that holding shareholders' meetings without specifying a physical venue fulfills the requirements prescribed in the Ordinances for contributing to an increase in industrial competitiveness while protecting shareholders' interests.

(Amendments are underlined)

Existing Articles of Incorporation	Proposed amendments
<p>Article 1 through Article 7 (omitted)</p> <p>(Rights related to odd-lot shares) Article 8. None of the Company's shareholders may exercise rights other than those listed below concerning their odd-lot shares.</p> <p>(1) The rights specified in the items of Article 189-2 of the Companies Act</p> <p>(2) The right to make a claim as specified in Article 166-1 of the Companies Act</p> <p>(3) The right to receive an allotment of shares for subscription and an allotment of share acquisition rights according to the number of shares held by shareholders</p> <p>(New)</p>	<p>Article 1 through Article 7 (unchanged)</p> <p>(Rights related to odd-lot shares) Article 8 (unchanged)</p> <p>(1) (unchanged)</p> <p>(2) (unchanged)</p> <p>(3) (unchanged)</p> <p><u>(4) The right to make a claim set forth in the following article</u></p>

Existing Articles of Incorporation	Proposed amendments
<p style="text-align: center;">(New)</p> <p style="text-align: center;">Article <u>9</u> through Article <u>10</u> (omitted)</p> <p>(Convocation) Article 11. An Ordinary General Meeting of Shareholders shall be convened within three (3) months from the day following the last day of the fiscal year and an Extraordinary Meeting of Shareholders shall be convened whenever necessary.</p>	<p><u>(Additional Purchase of Odd-Lot Shares)</u> <u>Article 9. Under the shares handing regulations, a shareholder of the Company may request the sale of shares that will make one unit of shares with shares less than one unit that they hold.</u></p> <p>(Articles 9 through 43 of the existing Articles of Incorporation are renumbered.)</p> <p style="text-align: center;">Article <u>10</u> through Article <u>11</u> (unchanged)</p> <p>(Convocation) Article 12. An Ordinary General Meeting of Shareholders shall be convened within three (3) months from the day following the last day of the fiscal year and an Extraordinary Meeting of Shareholders shall be convened whenever necessary. <u>2. The Company may hold its General Meeting of Shareholders as a shareholders meeting without a designated location.</u></p>
<p style="text-align: center;">Article <u>12</u> through Article <u>13</u> (omitted)</p> <p><u>(Disclosure via Internet of Reference Documents for General Meeting of Shareholders, etc. and Deemed Provision)</u> <u>Article 14. In conjunction with the convening of a General Meeting of Shareholders, information on matters that should be described or indicated in Reference Documents for the General Meeting of Shareholders, business reports, financial statements and consolidated financial statements shall be deemed to have been provided to shareholders, if the Company discloses such information by any Internet-based means pursuant to the Ministry of Justice ordinance.</u></p> <p style="text-align: center;">(New)</p>	<p style="text-align: center;">Article <u>13</u> through Article <u>14</u> (omitted)</p> <p style="text-align: center;">(Deleted)</p> <p><u>(Electronic Provision Measure, etc.)</u> <u>Article 15 Upon convening a General Meeting of Shareholders, the Company shall take the electronic provision measure with respect to information that constitutes the content of Reference Documents for the General Meeting of Shareholders, etc.</u> <u>2. The Company may omit all or part of information specified in the Ordinance of the Ministry of Justice and provided in an electronic form from documents delivered to shareholders who have requested paper-form documents before the record date of voting rights.</u></p>

Existing Articles of Incorporation	Proposed amendments
<p data-bbox="269 163 647 185">Article 15 through Article 43 (omitted)</p> <p data-bbox="334 217 580 240">Supplementary provision</p> <p data-bbox="364 272 550 294">Article 1 (omitted)</p> <p data-bbox="424 576 489 598">(New)</p>	<p data-bbox="863 163 1271 185">Article <u>16</u> through Article <u>44</u> (unchanged)</p> <p data-bbox="943 217 1189 240">Supplementary provision</p> <p data-bbox="958 272 1174 294">Article 1 (unchanged)</p> <p data-bbox="768 326 1366 568"><u>Article 2. The deletion of the current Article 14 (disclosure of Reference Documents for General Meetings of Shareholders, etc. on the internet and deemed provision) of the Articles of Incorporation and the addition of Article 15 (delivery of electronic documents, etc.) of the proposed revision shall take effect on the date of enforcement of the revised provision in the proviso of Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70, 2019) (“Date of Enforcement”).</u></p> <p data-bbox="768 576 1366 704"><u>2. Notwithstanding the provisions of the preceding paragraph, Article 14 of the current Articles of Incorporation shall remain valid for any General Meeting of Shareholders the date of which is a date within six (6) months of the Date of Enforcement.</u></p> <p data-bbox="768 712 1366 840"><u>3. These Supplementary provisions shall be deleted on the date on which six (6) months have elapsed from the Date of Enforcement or the date on which three (3) months have elapsed from the date of the General Meeting of Shareholders under the preceding paragraph, whichever is later.</u></p>

Proposal 2: Election of five (5) Directors (excluding Directors who are Audit & Supervisory Committee Members)

The terms of office of all the five Directors (excluding Directors who are Audit & Supervisory Committee members; the same shall apply to this proposal), Akira Okuma, Atsuyuki Tsuchiya, Hirohisa Yamaguchi, Akio Miyamoto, and Harumi Matsumura, will expire at the conclusion of this year's Ordinary General Shareholders' Meeting.

Accordingly, the Company proposes the election of five (5) Directors including two (2) Outside Directors. The Audit & Supervisory Committee (two Outside Directors who are members of the Audit & Supervisory Committee are also members of the Nominating and Compensation Committee) has the opinion that all Director candidates listed on this proposal are qualified as Directors.

The Director candidates are as follows.

No.	Name (Date of birth)	Brief career summary, position, and main responsibilities at the Company (Important concurrent position)	Number of the Company's shares owned
1	Akira Okuma (December 26, 1936)	<p>April 1955 Joined Ohkuma Ind. Co., Ltd. July 1986 President and Representative Director, Ohkuma Ind. Co., Ltd. (current position) May 2010 Director, the Company July 2010 Director, AFJ Project, Inc. September 2011 President and Representative Director, the Company September 2011 President and Representative Director, AFJ Project, Inc. June 2014 Chairman and Representative Director, the Company June 2014 Chairman and Representative Director, AFJ Project, Inc. December 2014 Representative Director, SAYA PTE Ltd. (current position) November 2015 Representative Director, Oak Co., Ltd. (current position) June 2018 Chairman and Director, the Company (current position) June 2018 Chairman and Director, AFJ Project, Inc. (current position)</p>	1,991,300 shares
<p>Reason for nomination as a candidate for Director: Mr. Akira Okuma invested in the Company when it was founded, taking advantage of his management and investment experience, and contributed to establishing the Company. In September 2011, he became Representative Director of the Company. In June 2018, he became Chairman and Director. He has been contributing to the growth of the Company as a Director since its founding and is judged to be the right person to pursue sustainable growth in the Company's corporate value.</p>			

No.	Name (Date of birth)	Brief career summary, position, and main responsibilities at the Company (Important concurrent position)		Number of the Company's shares owned
2	Atsuyuki Tsuchiya (November 11, 1967)	April 1991	Joined Nomura Real Estate Development Co., Ltd.	418,900 shares
		May 2010	Director, the Company	
July 2010	Director, AFJ Project, Inc.			
June 2012	Vice President and Representative Director, the Company			
June 2012	Vice President and Representative Director, AFJ Project, Inc.			
June 2017	President and Representative Director, General Manager of Sales Division, the Company			
June 2017	President and Representative Director, AFJ Project, Inc. (current position)			
		June 2018	President and Representative Director, the Company (current position)	
Reason for nomination as a candidate for Director: After working as an executive officer at Nomura Real Estate Development's subsidiary engaging in operating fitness clubs, Mr. Atsuyuki Tsuchiya became a founding member. He contributed to increasing the number of clubs in a short period of time. In June 2017, he became President and Representative Director. He has been exercising strong leadership and contributing to achieving the sharp growth of the Company. He is thus judged to be the right person to pursue sustainable enhancement of the Company's corporate value.				
3	Kazuteru Matsuzawa (July 19, 1969)	April 1992	Joined Isetan Co. Ltd. (now Isetan Mitsukoshi Ltd.)	—
		April 2014	Manager of Store Planning, Sales Strategy Department, Sales Division, Isetan Mitsukoshi Holdings Ltd.	
April 2018	General Manager of Sales Promotion Department, Sales Headquarters, Iwataya Mitsukoshi Ltd.			
October 2019	Senior Vice President of Planning HQ and General Manager of Business Planning Department, the Company			
January 2020	Senior Vice President of AFJ Project HQ, the Company			
January 2021	Senior Vice President of Sales & Marketing HQ and General Manager of Store Development Department, the Company			
January 2022	Senior Vice President of Brand Management HQ, the Company			
May 2022	Senior Vice President of AFJ Project HQ, the Company (current position)			
Reason for nomination as a candidate for Director: Mr. Kazuteru Matsuzawa was involved in store management and store planning at Isetan Mitsukoshi Holdings Ltd., and subsequently joined the Company in October 2019 and became Senior Vice President of Planning Headquarters and then Senior Vice President of Sales & Marketing HQ. Since May 2022, he has been exercising strong leadership as Senior Vice President of the AFJ Project HQ, which controls directly operated clubs. He is judged to be the right person to pursue sustainable enhancement of the Company's corporate value.				

No.	Name (Date of birth)	Brief career summary, position, and main responsibilities at the Company (Important concurrent position)	Number of the Company's shares owned
4	Akio Miyamoto (January 13, 1957)	<p>March 1979 Joined Price Waterhouse & Co, Tokyo (now PricewaterhouseCoopers Aarata LLC)</p> <p>July 1995 Transfer Pricing Partner, PwC Tax Japan</p> <p>July 2017 Representative, Akio Miyamoto Certified Public Accountant Office (current position)</p> <p>February 2019 Outside Auditor, global bridge HOLDINGS Inc. (now AIAI Group Corporation)</p> <p>June 2019 Director, the Company (current position)</p> <p>June 2019 Director, AFJ Project, Inc. (current position)</p>	1,240 shares
<p>Reason for nomination as a candidate for Outside Director and expected roles: Mr. Akio Miyamoto has been appropriately executing his duties based on his professional knowledge and experience, which he has developed through his many years of work as a certified public accountant and tax accountant. He is expected to continue to appropriately supervise and give useful advice about the management of the Company, thereby contributing to strengthening corporate governance, and the Company has nominated him as an Outside Director candidate. Mr. Akio Miyamoto has never been directly engaged with the Company through work under an advisory contract with PwC Tax Japan. A considerable period of time has passed since he left PwC Tax Japan. There is no interdependence between Mr. Miyamoto and the Company, and there are no concerns of a conflict of interest between him and general shareholders. He is thus positioned as an independent officer.</p>			

No.	Name (Date of birth)	Brief career summary, position, and main responsibilities at the Company (Important concurrent position)	Number of the Company's shares owned
5	Harumi Matsumura (March 25, 1954)	<p>April 1976 Joined The Seibu Department Stores, Ltd. (now Sogo & Seibu Co., Ltd.)</p> <p>June 2004 Representative Director, Henri Charpentier Co., Ltd. (now SUZETTE Co., Ltd.)</p> <p>July 2008 Director, Rock Field Co., Ltd.</p> <p>July 2011 Senior Executive Officer, Public Affairs, Advertisement, and Environmental Strategy, JS Group Corporation (now LIXIL Corporation)</p> <p> Senior Executive Officer, Public Affairs and Advertisement, and CSR and Environmental Strategy, LIXIL Corporation</p> <p>June 2013 Executive Officer, Executive Vice President, Public Affairs, CSR, and Environmental Strategy and General Manager of Corporate Communications Department, LIXIL Group Corporation (now LIXIL Corporation)</p> <p> Director, Executive Officer, Executive Vice President, Public Affairs, CSR, and Environmental Strategy, LIXIL Corporation</p> <p>November 2016 Executive Officer, Executive Vice President, Human Resources and General Affairs, Housing and Service Businesses, LIXIL Group Corporation (now LIXIL Corporation)</p> <p> Director, Executive Officer, CHRO and CRE Divisions, LIXIL Corporation</p> <p>July 2019 Director, Rock Field Co., Ltd. (current position)</p> <p>June 2021 Director, the Company (current position)</p> <p>June 2021 Director, AFJ Project, Inc. (current position)</p>	480 shares
Reason for nomination as a candidate for Outside Director and expected roles: The Company has determined that Ms. Harumi Matsumura will appropriately execute her duties as an Outside Director based on her extensive knowledge and experience as a corporate executive. The Company has nominated her as an Outside Director candidate, expecting her to continue to contribute to enhancing the function of overseeing business execution and to give advice and make recommendations to the Company, considering diversity.			

- (Note)
1. There are no special conflicts of interest between the Company and the candidates.
 2. Mr. Akio Miyamoto and Ms. Harumi Matsumura are Outside Directors.
 3. The Company has registered Mr. Miyamoto and Ms. Matsumura who are candidates for Directors, as Independent Officers pursuant to the provisions of the Tokyo Stock Exchange.
 4. Mr. Miyamoto's tenure as Outside Director of the Company will have been 3 years at the conclusion of this meeting.
 5. Ms. Matsumura's tenure as Outside Director of the Company will have been 1 year at the conclusion of this meeting.
 6. The Company has concluded an agreement on liability insurance for officers, etc. provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The liability insurance will compensate the insured officers for claims based on liability for damages as a result of actions that they have taken as officers of the Company and the cost of disputes, etc. In the event that each candidate is appointed as Director and takes office, we

plan to cover all Directors with the insurance. The contract period for the insurance is 1 year, and we plan to renew the contract before that period ends based on a resolution of the Board of Directors.

Proposal 3: Election of three (3) Directors who are Audit & Supervisory Committee Members

The terms of office of three (3) Directors who are Audit & Supervisory Committee Members (Jun Takashima, Akihiko Nakajima, Rumiko Tanabe) expire when this meeting ends.

Accordingly, we propose to appoint three (3) Directors including two (2) Outside Directors, who serve as Audit & Supervisory Committee Members.

The Audit & Supervisory Committee has approved the submission of this item.

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

No.	Name (Date of birth)	Brief career summary, position, and main responsibilities at the Company (Important concurrent position)	Number of Company's shares held
1	Shinichi Nozoe (May 7, 1969)	<p>April 1994 Joined Fuji Xerox System Service Co., Ltd (now FUJIFILM System Services Corp.)</p> <p>April 2011 Joined Namekawa Keido Co., Ltd.</p> <p>July 2016 General Manager of Human Resources Division and Internal Audit Department, the Company (current position)</p> <p>September 2018 General Manager of Internal Audit Department, the Company (current position)</p>	—
<p>Reason for nomination as a candidate for Director: Since Mr. Shinichi Nozoe joined the Company in July 2016, he has been building experience and a track record as General Manager of the Internal Audit Department and has been contributing to strengthening the Company's governance system. The Audit & Supervisory Committee places a great deal of faith in him. The Company has determined that he will appropriately execute his duties as a member of the Audit & Supervisory Committee.</p>			
2	Akihiko Nakajima (July 7, 1954)	<p>April 1991 Registered as a lawyer (Tokyo Bar Association)</p> <p>April 1991 Shoichi Asami Law Office</p> <p>January 1996 Tsubasa Law Office</p> <p>April 2008 Yazawa Law Office</p> <p>June 2018 Director (Audit & Supervisory Committee Member), the Company (current position)</p> <p>June 2018 Audit & Supervisory Board Member, AFJ Project, Inc. (current position)</p> <p>September 2019 Yujirou Takahashi Law Office (current position)</p>	800 shares
<p>Reason for nomination as a candidate for Outside Director and expected roles: Mr. Akihiko Nakajima has appropriately executed his duties as an Outside Director based on his professional knowledge and experience.</p>			

No.	Name (Date of birth)	Brief career summary, position, and main responsibilities at the Company (Important concurrent position)	Number of Company's shares held
3	Rumiko Tanabe (December 5, 1969)	<p>April 1992 Joined Asahi Shinwa & Co. (now KPMG AZSA LLC)</p> <p>April 1995 Registered as a certified public accountant</p> <p>December 2004 General Manager of Accounts and Finance Division and Controller, American Home Assurance Company, Ltd.</p> <p>March 2006 Group Consolidated Accounting Team Leader, Fast Retailing Co., Ltd.</p> <p>October 2014 General Manager of Financial Department, Hoya Corporation</p> <p>June 2018 Corporate Auditor, SEIKO OPTICAL PRODUCTS CO., LTD</p> <p>June 2018 Corporate Auditor, Seiko Eye Wear CO., LTD</p> <p>July 2018 Finance Senior Manager, Global Headquarters, HOYA VISION CARE COMPANY</p> <p>June 2020 Director (Audit & Supervisory Committee Member), the Company (current position)</p> <p>June 2020 Audit & Supervisory Board Member, AFJ Project, Inc. (current position)</p> <p>July 2020 Tanabe Certified Public Accountant Office (current position)</p> <p>August 2020 Outside Auditor, LENDY Servicing, Inc. (subsidiary of Credit Engine Group, Inc.) (current position)</p> <p>September 2020 Outside Audit & Supervisory Board Member, TechnoPro Holdings, Inc. (current position)</p> <p>October 2020 Outside Auditor, Credit Engine Group, Inc. (current position)</p>	643 shares
<p>Reason for nomination as a candidate for Outside Director and expected roles: Ms. Rumiko Tanabe has appropriately executed her duties as an Outside Director based on her experience in auditing at auditing firms and private companies over many years as a certified public accountant and expertise in finance and accounting.</p>			

- (Notes) 1. Each candidate does not have any special interest in the Company.
2. Mr. Akihiko Nakajima and Ms. Rumiko Tanabe are candidates for Outside Directors.
3. The Company has registered Mr. Nakajima and Ms. Tanabe who are candidates for Directors, as Independent Officers pursuant to the provisions of the Tokyo Stock Exchange.
4. Mr. Nakajima's tenure as Outside Director of the Company will have been 4 years at the conclusion of this meeting.
5. Ms. Tanabe's tenure as Outside Director of the Company will have been 2 years at the conclusion of this meeting.
6. The Company has concluded an agreement on liability insurance for officers provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The liability insurance will compensate the insured officers for compensation based on liability for damages as a result of actions that they will have taken as officers of the Company and court costs, etc. In the event that each candidate is appointed as Director and takes office, we plan to cover all Directors with the insurance. The contract period for the insurance is 1 year, and we plan to renew the contract before that period ends based on a resolution of the Board of Directors.

(For reference) The Board of Directors' skills matrix (from Thursday, June 23, 2022)

	Name of board member	Term of office	Age	Gender	Independent Outside Directors	Nominating and Compensation Committee	Corporate management and corporate strategy	Finance and accounting	Branding and marketing	Human resources, human resources development	Public relations, legal, risk management	Sustainability and ESG	Certifications
Director	Akira Okuma (Reappointment)	12 years	85	Male		●	●				●		
	Atsuyuki Tsuchiya (Reappointment)	12 years	54	Male		●	●		●	●	●	●	
	Kazuteru Matsuzawa (Newly appointed)	—	52	Male			●		●	●			
	Akio Miyamoto (Reappointment)	3 years	65	Male	●	●		●			●		Certified Public Accountant
	Harumi Matsumura (Reappointment)	1 year	68	Female	●		●		●	●		●	
Directors who are Audit & Supervisory Committee Members	Shinichi Nozoe (Newly appointed)	—	53	Male				●		●	●		
	Akihiko Nakajima (Reappointment)	4 years	67	Male	●	●					●	●	Lawyer
	Rumiko Tanabe (Reappointment)	2 years	52	Female	●	●		●			●		Certified Public Accountant
	Maki Imura (Reappointment)	1 year	62	Female	●		●		●	●	●	●	

(Note) The members of the Board of Directors above are based on the assumption that the proposal about the election of Directors at this general meeting of shareholders is approved without change.

Matters proposed by the Shareholders (Proposal 4-5)

Proposal 4: Election of six (6) Directors (excluding Directors who are Audit & Supervisory Committee Members)

The terms of office of the five present Directors (excluding the Directors who are Audit & Supervisory Committee members) will expire at the end of this General Meeting of Shareholders. We request that the six (6) Director candidates listed below be elected Directors (who are not members of the Audit & Supervisory Committee).

- (1) Akira Okuma
- (2) Atsuyuki Tsuchiya
- (3) Jun Takashima
- (4) Harumi Matsumura
- (5) Mitsuhiko Uehira
- (6) Kiyooki Yamabe

The date of birth, number of Company shares held, career summary, position and responsibilities at the Company and important concurrent positions of each candidate are described below.

Mr. Okuma, Mr. Takashima, Mr. Uehira, and Mr. Yamabe have consented to take office if they are elected. Mr. Tsuchiya and Ms. Matsumura have not consented to take office if they are elected.

There are no special interests between the candidates for Directors and the Company. Mr. Okuma, Mr. Tsuchiya, and Ms. Matsumura are incumbent Directors (who are not members of the Audit & Supervisory Committee). Atsuyuki Tsuchiya is Representative Director. Ms. Matsumura will have been an Outside Director for a year at the end of this General Meeting of Shareholders.

Mr. Takashima is an incumbent Director who is a member of the Audit & Supervisory Committee. Ms. Matsumura, Mr. Uemura, and Mr. Yamabe are Outside Director candidates. The Company has registered Ms. Matsumura as an Independent Officer pursuant to the provisions of the Tokyo Stock Exchange.

We propose the election of six (6) Directors (who are not members of the Audit & Supervisory Committee), including three (3) new Directors (who are not members of the Audit & Supervisory Committee), to ensure management transparency at the Company and strengthen corporate governance.

No.	Name (Date of birth)	Brief career summary, position, and main responsibilities at the Company (Important concurrent position)	Number of Company's shares held
1	Akira Okuma (December 26, 1936)	<p>April 1955 Joined Ohkuma Ind. Co., Ltd. July 1986 President and Representative Director, Ohkuma Ind. Co., Ltd. (current position)</p> <p>May 2010 Director, the Company July 2010 Director, AFJ Project, Inc. September 2011 President and Representative Director, the Company September 2011 President and Representative Director, AFJ Project, Inc. June 2014 Chairman and Representative Director, the Company June 2014 Chairman and Representative Director, AFJ Project, Inc. December 2014 Representative Director, SAYA PTE Ltd. (current position) November 2015 Representative Director, Oak Co., Ltd. (current position) June 2018 Director and Chairman, the Company (current position) June 2018 Chairman and Director, AFJ Project, Inc. (current position)</p>	1,991,300 shares
Reason for nomination as a candidate for Director: Mr. Akira Okuma invested in the Company when it was founded, taking advantage of his management experience and investment experience, and contributed to establishing the Company. In September 2011, he became Representative Director of the Company. In June 2018, he became Chairman and Director. He has been contributing to the growth of the Company since its founding as a Director and is judged to be a person necessary for the Company to pursue the sustainable enhancement of its corporate value.			
2	Atsuyuki Tsuchiya (November 11, 1967)	<p>April 1991 Joined Nomura Real Estate Development Co., Ltd. May 2010 Director, the Company July 2010 Director, AFJ Project, Inc. June 2012 Vice President and Representative Director, the Company June 2012 Vice President and Representative Director, AFJ Project, Inc. June 2017 President and Representative Director, General Manager of Sales Division, the Company June 2017 President and Representative Director, AFJ Project, Inc. (current position) June 2018 President and Representative Director, the Company (current position)</p>	418,900 shares
Reason for nomination as a candidate for Director: After working as an executive officer at Nomura Real Estate Development's subsidiary engaging in operating fitness clubs, Mr. Atsuyuki Tsuchiya became a founding member. He contributed to increasing the number of clubs in a short period of time. In June 2017, he became President and Representative Director. He has been exercising strong leadership and contributing to achieving the sharp growth of the Company. He is thus judged to be a person necessary for the Company to pursue sustainable enhancement of its corporate value.			

No.	Name (Date of birth)	Brief career summary, position, and main responsibilities at the Company (Important concurrent position)	Number of Company's shares held
3	Jun Takashima (November 23, 1963)	April 1987 Joined Murata Manufacturing Co., Ltd. April 2011 General Manager of General Affairs Department, Ohkuma Ind. Co., Ltd. February 2012 Director, the Company June 2012 Director and Senior Vice President of Administrative HQ, the Company June 2012 Director and Senior Vice President of Administrative HQ, AFJ Project, Inc. June 2015 Director, the Company June 2015 Director, AFJ Project, Inc. June 2016 Audit & Supervisory Board Member, the Company June 2016 Audit & Supervisory Board Member, AFJ Project, Inc. (current position) June 2018 Director (Audit & Supervisory Committee Member) (current position)	426,480 shares
<p>Reason for nomination as a candidate for Director: Mr. Jun Takashima has the experience of being involved in management as Director and Senior Vice President of Administrative HQ. He is familiar with the management and business of the Group overall. Based on the experience and knowledge, he actively states opinions at meetings of the Board of Directors and in other opportunities as a full-time member of the Audit & Supervisory Committee and performs his duties properly. We have thus chosen him as a Director (who is not a member of the Audit & Supervisory Committee) candidate to enhance governance.</p>			

No.	Name (Date of birth)	Brief career summary, position, and main responsibilities at the Company (Important concurrent position)	Number of Company's shares held
4	Harumi Matsumura (March 25, 1954)	<p>April 1976 Joined The Seibu Department Stores, Ltd. (now Sogo & Seibu Co., Ltd.)</p> <p>June 2004 Representative Director, Henri Charpentier Co., Ltd. (now SUZETTE Co., Ltd.)</p> <p>July 2008 Director, Rock Field Co., Ltd.</p> <p>July 2011 Senior Executive Officer, Public Affairs, Advertisement, and Environmental Strategy, JS Group Corporation (now LIXIL Corporation)</p> <p> Senior Executive Officer, Public Affairs and Advertisement, and CSR and Environmental Strategy, LIXIL Corporation</p> <p>June 2013 Executive Officer, Executive Vice President, Public Affairs, CSR, and Environmental Strategy and General Manager of Corporate Communications Department, LIXIL Group Corporation (now LIXIL Corporation)</p> <p> Director, Executive Officer, Executive Vice President, Public Affairs, CSR, and Environmental Strategy, LIXIL Corporation</p> <p>November 2016 Executive Officer, Executive Vice President, Human Resources and General Affairs, Housing and Service Businesses, LIXIL Group Corporation (now LIXIL Corporation)</p> <p> Director, Executive Officer, CHRO and CRE Divisions, LIXIL Corporation</p> <p>July 2019 Director, Rock Field Co., Ltd. (current position)</p> <p>June 2021 Director, the Company (current position)</p> <p>June 2021 Director, AFJ Project, Inc. (current position)</p>	480 shares
<p>Reason for nomination as a candidate for Outside Director and expected roles: We have determined that Ms. Harumi Matsumura will appropriately perform her duties properly as an Outside Director based on her extensive knowledge and experience as a corporate executive. We have nominated her as an Outside Director candidate, expecting her also to contribute to enhancing the function of overseeing business execution and give advice and make recommendations, considering diversity, to the Company.</p>			

No.	Name (Date of birth)	Brief career summary, position, and main responsibilities at the Company (Important concurrent position)	Number of Company's shares held
5	Mitsuhiko Uehira (February 19, 1956)	April 1979 Joined Tokio Marine & Fire Insurance Co., Ltd. June 2012 Executive Officer and General Manager of Domestic Business Planning Department, Tokio Marine Holdings, Inc. June 2013 Managing Executive Officers, Japan Post Insurance Co., Ltd. June 2017 Director and President, CEO Representative Executive Officer, Japan Post Insurance Co., Ltd.	—
Reason for nomination as a candidate for Outside Director and expected roles: Mr. Mitsuhiko Uehira has held important posts at Tokio Marine & Fire Insurance Co., Ltd. and Japan Post Insurance Co., Ltd. and has many years of experience in sales and planning departments and a wealth of experience as corporate executives. He is thus expected to provide useful knowledge to the Company as an Outside Director.			
6	Kiyooki Yamabe (October 10, 1960)	April 1984 Joined Japan Roche Inc. November 1999 Joined Fast Retailing Co., Ltd. April 2000 Representative, Fast Retailing UK Ltd. August 2004 Managing Director, General Manager of Health Division, Kodak Japan Ltd. May 2007 Representative Director and President, Carestream Health Japan Co., Ltd. May 2008 Representative Director and President, CSL Behring K.K. June 2017 COO and Acting CEO, Global Health Innovative Technology Fund (GHIT Fund)	—
Reason for nomination as a candidate for Outside Director and expected roles: Mr. Kiyooki Yamabe has held important posts at a number of companies and has a wealth of experience particularly at overseas companies. Expecting him to provide useful knowledge to the Company from a broad perspective, we propose to nominate him as an Outside Director candidate.			

<Opinion of the Board of Directors>

The Board of Directors opposes the Proposal.

<Reason for the opposition>

To ensure fair, transparent and objective procedures for nominating Directors and determining compensation for Directors and strengthen the corporate governance system, we have a Nominating and Compensation Committee as a non-mandatory advisory body to the Board of Directors. A majority of the committee members are independent Outside Directors. At a meeting of the Nominating and Compensation Committee held on April 13, 2022, before the receipt of this shareholder proposal, the committee decided on a proposal of candidates for Directors (who are not Audit & Supervisory Committee members), based on which the Board of Directors, at a meeting held on April 14, 2022, decided on a proposal of Director candidates that will be placed on the agenda of the 12th Ordinary General Meeting of Shareholders to be held in June 2022. After the receipt of this shareholder proposal, the Nominating and Compensation Committee held a meeting on May 13, 2022, and reviewed its proposal of Director candidates. A majority of the members decided that of the five candidates they had chosen, they did not need to change four (4) candidates. A candidate declined to be nominated. The committee has replaced the candidate who had declined to be nominated with a new candidate. The committee also decided that of the candidates that are listed in the shareholder proposal, we will not nominate the candidates that are not included in the candidates for Directors (who are not Audit & Supervisory Committee members) that the Company had decided to propose to the shareholders' meeting. Following the meeting of the Nominating and Compensation Committee, at a meeting of the Board of Directors held on May 23, 2022 the Board made the final decision that the candidates that the Nominating and Compensation Committee had decided on are the candidates for Directors (who are not Audit & Supervisory Committee members) that the Company will propose to the shareholders' meeting. The Director candidates are as listed above.

Of the candidates for Directors (who are not Audit & Supervisory Committee members) that the Company proposes, four candidates are incumbent Directors, and one candidate is not. All Director candidates are judged to have the judgment, expertise, and knowledge that a Director of the Company is required to possess. Of the four candidates for Directors who are Audit and Supervisory Committee members, three candidates are candidates for Outside Directors who are Independent Officers (Independent Outside Directors). The number of Independent Outside Directors will account for more than half of the number of Directors. The Board of Directors of the Company believes that the Board of Directors that will consist of the Directors (who are not Audit & Supervisory Committee members) and the Directors who are Audit & Supervisory Committee members that the Company proposes based on the decision of the Nominating and Compensation

Committee will enhance the Company's corporate value sustainably, or will be in the interests of all shareholders, including the shareholders who have made the shareholder proposal.

If the shareholder proposal is passed, the Company's corporate governance system will cease to function effectively, which we fear will in turn cause the shareholders to sustain large losses. This is because, while the Nominating and Compensation Committee has been established to ensure fair, transparent and objective procedures for nominating Directors and determining compensation for Directors, the shareholders that have made the shareholder proposal are Directors of the Company (the Representative Director of Oak Co., Ltd., which possesses juridical personality, is Mr. Akira Okuma) and are trying to annul the decision of the Nominating and Compensation Committee and the decision of the Board of Directors in order to exercise the right of shareholders to have the candidates he prefers be elected. The main responsibility of the Directors is maximizing the interests of all shareholders. We have to say that the shareholders that have made the shareholder proposal have abandoned their responsibility. Mr. Okuma supported the establishment of the Nominating and Compensation Committee to enhance corporate governance but, later, took action against a decision of the Nominating and Compensation Committee that was made through a fair, transparent, and objective process. Moreover, he is trying to reverse a decision of the Board of Directors in which he was involved as a Director, taking advantage of his authority as a shareholder. If his action is supported, the Board of Directors and the Nominating and Compensation Committee will become mere formalities, and the Company's governance will cease to function, which is not acceptable in any listed company.

The Nominating and Compensation Committee has decided that, as described in the reason in agenda item (ii), Mr. Jun Takashima is not an appropriate a candidate for a Director who is responsible for business execution because he has been seen to take actions contrary to his responsibility as a Director who is an Audit and Supervisory Committee member and his adequacy is doubtful. Moreover, the shareholder proposal may be interpreted as an attempt to exclude all incumbent Outside Directors who are Nominating and Compensation Committee members. The shareholders that have made the shareholder proposal include Mr. Akira Okuma and Oak Co., Ltd. We are afraid that this is partly due to the effect of Mr. Jun Takashima. We have to say that the shareholder proposal is unjust because of the background to the proposal as well.

The growth of the Company has been accelerating since Mr. Atsuyuki Tsuchiya, President and Representative Director, became President in June 2017. The Company has recorded strong growth and high profitability as a pioneering 24-hour machine fitness gym chain in Japan and a company holding the largest share in the industry. In March 2022, the number of gyms exceeded 1,000. This is because of the franchisee system that Mr. Tsuchiya has developed as President and his strong leadership based on his relationship of

trust with US-based Anytime Fitness, LLC, the master franchiser of Anytime Fitness.

Mr. Atuyuki Tsuchiya is nominated by the Company as a candidate for a Director (who is not an Audit & Supervisory Committee member) and has naturally consented to take office as a Director if he is elected. Meanwhile, Mr. Tsuchiya is also nominated as a Director candidate in the shareholder proposal, but he has not consented to take office if he is elected based on the shareholder proposal. We assume that the shareholders that have made the shareholder proposal intend to have the proposal passed whether Mr. Tsuchiya takes office or not.

The Board of Directors' governance needs to function effectively for Mr. Tsuchiya, who has sharply expanded the Anytime Fitness business as described above, to continue to fully demonstrate his ability. As a company listed on the Prime Market, the Company complies with the Corporate Governance Code and has nominated the candidates for Directors (including Directors who are Audit & Supervisory Committee members), following lawful and fair procedures. We believe that only the Board of Directors that consists of those nominees will have a normal governance function and make possible sustainable growth, enhancement of corporate value, and profit return to the shareholders.

Ms. Harumi Matsumura, who is listed as a Director candidate in the shareholder proposal, has consented to take office if she is elected based on the Company's proposal, but has informed us that she intends to decline to take office if she is elected based on the shareholder proposal.

Proposal 5: Election of Two (2) Directors who are Audit & Supervisory Committee Members

Of the four (4) incumbent Directors who are Audit & Supervisory Committee members, the terms of office of three (3) Directors other than Ms. Maki Imura will expire at the end of this General Meeting of Shareholders. We request that the two candidates for Directors who are Audit & Supervisory Committee members below be elected.

(1) Naoki Inoue

(2) Shu Sugita

The date of birth, number of Company shares held, career summary, position and responsibilities at the Company and important concurrent positions of each candidate are as described below.

Mr. Sugita has consented to take office if he is elected. Mr. Inoue has not consented to take office if he is elected.

There are no special interests between the candidates and the Company.

Naoki Inoue is currently General Manager of Administration Division, the Company

Shu Sugita is a candidate for outside director.

We propose electing the two candidates as new Directors who are Audit & Supervisory Committee members to ensure management transparency at the Company and enhance the auditing function of the Directors who are Audit & Supervisory Committee members.

No.	Name (Date of birth)	Brief career summary, position, and main responsibilities at the Company (Important concurrent position)		Number of the Company's shares owned
1	Naoki Inoue (September 2, 1962)	April 1987	Joined Kirin Brewery Company, Limited	—
		September 1993	Earned an MBA from Stanford Graduate School of Business in the U.S.	
		August 2005	Joined Morgan Stanley Capital K.K.	
		March 2012	Director, Panorama Hotels One	
		March 2013	Representative Director, Panorama Hotels One	
		July 2016	Director and CFO, US.MART	
		June 2019	Representative Director, US.MART	
		April 2021	Senior Vice President of Administration HQ, the Company (current position)	
Reason for nomination as a candidate for Director who is an Audit & Supervisory Committee Member: Mr. Naoki Inoue is the General Manager of the Administration Division and is familiar with the management and business of the Group overall. In addition to having many years of management experience and management knowledge accumulated as a result of that experience, he has qualified as a certified public accountant in the United States. Since he has extensive accounting knowledge, he is nominated for the position of Director and Audit & Supervisory Committee member.				
2	Shu Sugita (February 26, 1952)	1976	Completes an apprenticeship at the Legal Training and Research Institute of the Supreme Court (28th apprenticeship) and is appointed as a public prosecutor	—
		1976-1983	A prosecutor at the Osaka, Naha, Kobe, and Shizuoka District Public Prosecutors Offices	
		1983	Professor, Research and Training Institute of the Ministry of Justice	
		1987	Prosecutor, Tokyo District Public Prosecutors Office	
		1991	Prosecutor, Nagoya District Public Prosecutors Office	
		1992	Joined IBM Japan, Ltd., in charge of legal affairs and intellectual property	
		2010	Director and Executive Officer in charge of legal affairs, intellectual property and compliance, IBM Japan, Ltd.	
		2013	Ushijima & Partners (of counsel)	
		2017	Senior partner, Natori Law Office (currently ITN Partners)	
Reason for nomination as a candidate for outside director and Audit & Supervisory Committee Member, and expected roles: Mr. Shu Sugita has extensive experience and expert knowledge as a prosecutor and lawyer. In addition, he worked at a major systems company and was responsible for legal affairs, intellectual property management, and compliance for many years and are familiar with business operations at a private company. We nominate him as a candidate for an Outside Director who is an Audit & Supervisory Committee member, expecting him to oversee and supervise the management of the Company from a neutral and objective perspective.				

<Opinion of the Board of Directors>

The Board of Directors opposes the Proposal.

<Reason for the opposition>

As we stated in the reason for the opposition to Proposal 4, for the selection of Director candidates that will be placed on the agenda of the 12th Ordinary General Meeting of Shareholders to be held in June 2022, the committee decided, at a meeting of the Nominating and Compensation Committee held on April 13, 2022, which was before the receipt of this shareholder proposal, on a proposal of candidates for Directors who are Audit & Supervisory Committee members, based on which the Board of Directors, at a meeting held on April 14, 2022, decided on a proposal of Director candidates. At a meeting held on May 23, 2022, the Board of Directors decided that the candidates listed in the shareholder proposal will not be elected. Of the four (4) incumbent Directors who are Audit & Supervisory Committee members, the terms of office of three (3) Directors will expire. The Company proposes two (2) candidates who are incumbent Directors and Audit and Supervisory Committee members and a candidate who is not an incumbent. All the candidates for Directors who are Audit and Supervisory Committee members are judged to have the judgment, expertise, and knowledge that the Director and Audit & Supervisory Committee member of the Company is required to have. The Nominating and Compensation Committee decided not to nominate Mr. Jun Takashima, the remaining incumbent Director and Audit & Supervisory Committee member, by a majority of the committee members. The main reasons for the opposition to the proposal are as follows.

<Reasons for the Nominating and Compensation Committee's opposition to the reappointment of Mr. Takashima>

The responsibility of the Directors who are Audit & Compensation members in corporate governance is to oversee the performance of the duties of the Directors who are responsible for business execution. The Company has three (3) Directors who are responsible for business execution. Of the three Directors, Mr. Akira Okuma, who is the founder of the Company and holds more than half of the shares in the Company directly or indirectly, has the largest influence. Overseeing Mr. Okuma's performance of his duties is thus one of the most important and basic responsibilities of the Directors who are Audit & Supervisory Committee members of the Company.

Mr. Jun Takashima, however, does not oversee the performance of Mr. Okuma. Moreover, he has been seen taking actions that represented and defended the interests of Mr. Okuma. Mr. Takashima was General Manager of General Affairs Department of Ohkuma Ind. Co., Ltd., of which Mr. Okuma is the Representative Director, before he joined Fast Fitness Japan. Mr. Takashima became an Auditor of the Company in June

2016 (since June 2018, he has been a Director and Audit & Supervisory Committee member) on the assumption that he would refrain from being involved in the operations of Ohkuma Ind. to ensure independence from Mr. Okuma. Mr. Takashima, however, often visited Ohkuma Ind. even after he became Auditor and then Director and Audit & Supervisory Committee member. He has been seen taking inadvertent actions that led to suspicions that he is providing services to Ohkuma Ind. free of charge. We cannot say that he is independent from Mr. Okuma. Moreover, it is highly likely that Mr. Okuma, the controlling shareholder, obtains information about the Company other than the information he obtains by attending Board of Directors meetings, mainly from Mr. Takashima, who often visits Ohkuma Ind. We are concerned based on his pattern of behavior that Mr. Takashima may have a significant influence on Mr. Okuma's decisions, including the decision to make the shareholder proposal.

We believe that these actions and behavior represent a very unhealthy attitude for a Director who is an Audit and Supervisory Committee member of the Company, which says that it provides a healthier place.

The Company was listed on TSE Mothers in December 2020 and on the First Section of the Tokyo Stock Exchange in December 2021. The Company is listed on the Prime Market of the Tokyo Stock Exchange from April 2022. During the period, the Company established the Nominating and Compensation Committee and elected Outside Directors to account for half or more of the Directors, aiming to comply with the corporate governance code for companies listed on the Prime Market, improve its corporate governance and ensure management transparency. The Nominating and Compensation Committee have nominated candidates for Directors who are Audit & Supervisory Committee members that do not include Mr. Jun Takashima. This shows that the Company's governance function worked adequately.

However, shareholders submitted a proposal of candidates for Directors (including Directors who are Audit & Supervisory Committee members) that exclude, of the Outside Directors, only three (3) Outside Directors who are members of the Nominating and Compensation Committee. They appearing to be rejecting the Company's governance function. This is rendering corporate governance ineffective. We have to think that their action shows that the concerns of the Nominating and Compensation Committee have been realized. We sincerely regret the situation, which has caused great confusion and inconvenience to our shareholders and other stakeholders.