

(Securities Code: 3772)
June 8, 2023

To Our Shareholders

1-12-32 Akasaka, Minato-ku, Tokyo, Japan
Wealth Management, Inc.

President and Representative Director Kazutoshi Senno

Notice of the 24th Annual General Meeting of Shareholders

We are pleased to announce the 24th Annual General Meeting of Shareholders, which will be held as indicated below.

Shareholders who are unable to attend in person can exercise their voting rights by the following methods. Please review the Reference Materials for the General Meeting of Shareholders and exercise your voting rights.

[Exercise of voting rights in writing]

Please review the Reference Materials for the General Meeting of Shareholders, indicate your approval or disapproval of each proposal on the voting form, and return it to us to arrive by Monday, June 26, 2023, at 6:00 p.m. (JST).

[Exercise of voting rights via the Internet, etc.]

Please review the Reference Materials for the General Meeting of Shareholders, access the dedicated website for exercising voting rights (<https://www.web54.net>), follow the on-screen guide, and enter your approval or disapproval for each proposal by Monday, June 26, 2023, at 6:00 p.m. (JST). Please refer to “Guide to Exercising Voting Rights via the Internet” on page 3 (available in Japanese language only) when exercising voting rights via the Internet.

In convening this General Meeting of Shareholders, the Company has adopted the electronic provision of the information contained in the Reference Materials for the General Meeting of Shareholders (electronic disclosure information), which are posted on the Company’s website on the Internet (available in Japanese language only). Please access the following website to view the information.

The Company’s website: <https://www.wealth-mngt.com/>
(Please access the above website and select “IR Information” and “General Meeting of Shareholders” from the menu in that order.)

In addition to the Company’s website, the electronic disclosure information is also posted on the website of the Tokyo Stock Exchange, which can be found at the following link.

Tokyo Stock Exchange website (TSE Listed Company Search)
<https://www.jpx.co.jp/listing/co-search/index.html>
(Please access the above TSE website, enter “Wealth Management” in the “Issue name (company name)” field or our securities code “3772” in the “Code” field, and click “Search.” Then, select “Basic information” and “Documents for public inspection/PR information” in that order, and check “Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting” in the “Filed information available for public inspection” field.)

Notes

1. Date and time: Tuesday, June 27, 2023, at 10:00 a.m. (JST)
(Reception opens: 9:30 a.m.)
2. Location: Akasaka Intercity Conference Center “The Amphitheater,” 4th floor, Akasaka Intercity AIR, 1-8-1 Akasaka, Minato-ku, Tokyo
(Notes) 1. Please enter through the 3F conference center entrance and go up to the 4F venue.
2. Please be sure to bring this notice and your voting form when entering the venue.
3. Purpose of meeting:
Matters to be reported:
 1. Details of the business report, the consolidated financial statements, and the reports by the Accounting Auditors and the Audit & Supervisory Board on the audit results of the consolidated financial statements for the Company’s 24th business year (from April 1, 2022 to March 31, 2023)
 2. Details of non-consolidated financial statements for the Company’s 24th business year (from April 1, 2022 to March 31, 2023)
Matters to be resolved:
Proposal No. 1 Appropriation of surplus
Proposal No. 2 Election of Six Directors Who Are Not Audit & Supervisory Board Members
4. Decisions related to meeting:
 - (1) When exercising voting rights via writing, if approval or disapproval is not indicated on each proposal, the vote will be treated as an approval.
 - (2) When exercising voting rights via the Internet multiple times, the last vote issued will be the only one valid.
 - (3) When exercising voting rights both via writing and the Internet, only the votes exercised via the Internet will be valid.
 - (4) Regardless of whether a request for information in writing is made, a document stating the electronic disclosure information will be uniformly sent together with this notice, but such document will exclude the following matters pursuant to laws and regulations and Article 14 of the Articles of Incorporation of the Company.
 - (i) System to ensure the appropriateness of operations and the operation of this system
 - (ii) Consolidated statement of changes in equity
 - (iii) Notes to consolidated financial statements
 - (iv) Statement of changes in equity
 - (v) Notes to non-consolidated financial statementsFurther, (i) above is included in the business report audited by the Audit & Supervisory Board in preparing audit reports. Also, (ii) to (v) above are included in consolidated financial statements and non-consolidated financial statements audited by Accounting Auditors and the Audit & Supervisory Board in preparing audit reports.

End

- If attending the meeting in person, please submit the voting form to the reception desk at the meeting hall.
- If any circumstance gives rise to the need for alteration to the electronic disclosure information, we will post the altered contents on the Company’s website and TSE website.

Reference Materials for the General Meeting of Shareholders

Proposals and Reference Materials

Proposal No. 1: Appropriation of Surplus

Matters concerning year-end dividend

The Company will return profit to shareholders based on the indicator of “total shareholder returns” that includes dividends, shareholder benefit program, and capital gains on shares.

For the fiscal year ended March 31, 2023, in addition to the shareholder incentives as of September 30, 2022, the Company also implemented a special shareholder incentives as of March 31, 2023 to reward shareholders who gave especially strong support to the Group in December 2022.

As for our business performance in the fiscal year ended March 31, 2023, although we failed to achieve several of the numerical targets set for the second year of the Medium-Term Management Plan 2024, we achieved a record high profit for profit attributable to owners of parent due to significant progress in our business performance resulting from the sale of several properties in the fourth quarter. In order to meet the expectations of our many shareholders who support our sustainable growth, we have decided to pay a year-end dividend of ¥17.00 per share with a record date of March 31, 2023, a substantial increase from the previous year, taking into consideration the retained earnings standards required to establish a management foundation that is stable into the long-term, the business environment and performance trends, our financial health, and capital efficiency.

1. Type of dividend asset:

Monetary

2. Items related to allocation of dividend assets and total amount:

¥17.00 per common share of Company stock

Breakdown: Ordinary dividend ¥17.00

In this case, the total amount is ¥308,777,494.

3. Effective date for dividends of surplus

Effective June 28, 2023.

Proposal No. 2: Election of Six Directors Who Are Not Audit & Supervisory Board Members

The terms of office of all six Directors who are not Audit & Supervisory Board Members (same hereinafter in this proposal) will expire at the conclusion of this Ordinary General Meeting of Shareholders. Therefore, the Company proposes the election of six Directors, including one new candidate for Director to replace one Director who is scheduled to retire due to the expiration of his term of office and one Outside Director. The candidates for Director are as follows.

Candidate No.	Name (Date of birth)	Background, position, responsibilities, and important concurrent positions	Number of shares held of Company stock
1	Kazutoshi Senno (December 7, 1957)	<p>Apr. 2001 General Manager of Transaction Advisory Department of Mitsubishi Jisho Investment Advisors, Inc.</p> <p>Apr. 2003 Director</p> <p>Apr. 2006 Established Wealth Management, Inc. (currently Richesse Management, Inc.) Representative Director (current)</p> <p>June 2013 Representative Director of the Company</p> <p>Apr. 2017 President and Representative Director of the Company (current)</p> <p>(Important concurrent positions) Representative Director of Richesse Management, Inc.</p>	1,558,000 shares
2	Akihiro Imada (March 9, 1963)	<p>Apr. 2001 Transaction Advisory Department of Mitsubishi Jisho Investment Advisors, Inc.</p> <p>June 2006 Senior Managing Director of Wealth Management, Inc. (currently Richesse Management, Inc.)</p> <p>Sep. 2015 Representative Director of Hotel W Management, Inc. (currently World Brands Collection Hotels & Resorts, Inc.)</p> <p>Apr. 2017 Executive Officer of the Company</p> <p>June 2017 Director of the Company</p> <p>Oct. 2018 Representative Director of Mimatsu Co., Ltd. (current)</p> <p>May 2020 Representative Director of Wealth Realty Management, Inc. (current)</p> <p>June 2021 Representative Director and Senior Managing Executive Officer of the Company</p> <p>Apr. 2023 Director of the Company (current) Director of Richesse Management, Inc. (current)</p> <p>(Important concurrent positions) Director of Richesse Management, Inc. Representative Director of Mimatsu Co., Ltd. Representative Director of Wealth Realty Management, Inc.</p>	98,000 shares

Candidate No.	Name (Date of birth)	Background, position, responsibilities, and important concurrent positions	Number of shares held of Company stock
3	Kenichiro Yaji (January 11, 1962) (New election)	<p>Apr. 1985 Mitsubishi Housing Sales Co., Ltd. (currently Mitsubishi Real Estate Services Co., Ltd.)</p> <p>Apr. 2010 Executive Officer of Mitsubishi Real Estate Services Co., Ltd.</p> <p>Apr. 2016 Senior Executive Officer</p> <p>Apr. 2023 Senior Managing Executive Officer of the Company (current)</p> <p>Senior Managing Director of Richesse Management, Inc. (current)</p> <p>(Important concurrent positions)</p> <p>Senior Managing Director of Richesse Management, Inc.</p>	- shares
4	Daisuke Mihara (March 5, 1973)	<p>Oct. 1998 The Tanizawa Sogo Appraisal Co., Ltd.</p> <p>July 2006 Financing Department of Unified Partners Ltd.</p> <p>May 2011 Asset Operations Division of Wealth Management, Inc. (currently Richesse Management, Inc.)</p> <p>Sep. 2015 Director of Hotel W Management, Inc. (currently World Brands Collection Hotels & Resorts, Inc.)</p> <p>Apr. 2017 Executive Officer of the Company</p> <p>Director of Richesse Management, Inc.</p> <p>June 2019 Director of the Company (current)</p> <p>Apr. 2021 Managing Executive Officer of the Company (current)</p> <p>Managing Director of Richesse Management, Inc. (current)</p> <p>(Important concurrent positions)</p> <p>Managing Director of Richesse Management, Inc.</p>	115,200 shares

Candidate No.	Name (Date of birth)	Background, position, responsibilities, and important concurrent positions	Number of shares held of Company stock
5	Norihiro Masuda (July 25, 1969)	<p>Apr. 1994 CBRE K.K.</p> <p>Mar. 2004 Real Estate Business Div. 2 of Nikko Real Estate</p> <p>Apr. 2007 Acquisition Department of Number One Asset Management, Inc.</p> <p>May 2010 Transaction Unit of Wealth Management, Inc. (currently Richesse Management, Inc.)</p> <p>Sep. 2013 Investment Services Department of K.K. Halifax Associates</p> <p>Sep. 2015 Asset Operations Division of Richesse Management, Inc.</p> <p>Sep. 2015 Director of Hotel W Management, Inc. (currently World Brands Collection Hotels & Resorts, Inc.)</p> <p>Apr. 2017 Executive Officer of the Company</p> <p>June 2018 Director of Richesse Management, Inc. (current)</p> <p>Oct. 2018 Director of Mimatsu Co., Ltd. (current)</p> <p>Nov. 2018 Director of Sanyo Kogyo Co., Ltd.</p> <p>June 2019 Director and Executive Officer of the Company (current)</p> <p>Dec. 2019 Director of Dojima Hotel Operations, Inc.</p> <p>Apr. 2021 Managing Director of Hotel W Management, Inc. (currently World Brands Collection Hotels & Resorts, Inc.)</p>	74,000 shares
		<p>(Important concurrent positions)</p> <p>Director of Richesse Management, Inc.</p> <p>Director of Mimatsu Co., Ltd.</p>	

Candidate No.	Name (Date of birth)	Background, position, responsibilities, and important concurrent positions	Number of shares held of Company stock
6	Takaharu Terauchi (December 4, 1962)	<p>Apr. 1986 Daikyo Kanko Inc. (currently DAIKYO INCORPORATED)</p> <p>Mar. 2001 ES-CON JAPAN Ltd.</p> <p>Mar. 2007 Executive Officer</p> <p>Mar. 2008 Director</p> <p>Apr. 2013 Deputy Branch Manager of Tokyo Branch of Samty Co., Ltd.</p> <p>Apr. 2017 Branch Manager of Fukuoka Branch, Branch Management Headquarters of Samty Co., Ltd.</p> <p>Feb. 2019 Executive Officer Transferred to Samty Asset Management Co., Ltd. Director and Vice President</p> <p>Oct. 2019 Executive Officer, General Manager of Group Sales Promotion Department of Samty Co., Ltd.</p> <p>Feb. 2020 Director and General Manager of Group Sales Promotion Department Representative Director of Samty Hotel Management, Co., Ltd.</p> <p>Dec. 2020 Director in charge of Tokyo Branch, General Manager of Group Sales Promotion Department of Samty Co., Ltd.</p> <p>June 2021 Outside Director of the Company (current)</p> <p>July 2021 Director in charge of Tokyo Branch, Sapporo Branch, and Fukuoka Branch, General Manager of Group Sales Promotion Department of Samty Co., Ltd.</p> <p>Feb. 2022 Managing Director in charge of Tokyo Branch, Sapporo Branch, and Fukuoka Branch, General Manager of Group Sales Promotion Department</p> <p>Apr. 2022 Managing Director in charge of Tokyo Branch, Sapporo Branch, Fukuoka Branch, and Group Sales Promotion Department</p> <p>Apr. 2023 Managing Director in charge of Real Estate Business Headquarters (current)</p> <p>(Important concurrent positions) Managing Director in charge of Real Estate Business Headquarters of Samty Co., Ltd.</p>	- shares

(Notes) 1. (New election) indicates a new candidate for Director.

2. Takaharu Terauchi serves concurrently as an executive officer for Samty Co., Ltd., which has entered a capital and business alliance agreement with the Company on May 25, 2021, and has been disclosed in “Other Affiliates” of the Company and became a top shareholder of the Company.
3. Excluding Takaharu Terauchi, no candidates have a special interest with the Company.
4. Takaharu Terauchi is a candidate for Outside Director.
5. Takaharu Terauchi is a current Outside Director of the Company. At the conclusion of this General Meeting of Shareholders, he will have served two years as an Outside Director.
6. In terms of the reason for nominating Takaharu Terauchi as a candidate for Outside Director and his expected role, the Company expects that he will contribute to the management of the Company with supervision and advice from an expert perspective, utilizing his rich experience and achievements, as he possesses a wealth of experience and knowledge related to comprehensive real estate businesses based on his many years in real estate companies. Therefore, the Company proposes his election as it has determined he can appropriately execute his role as an Outside Director.
7. The Company entered into an agreement with Takaharu Terauchi to limit his liability for damages as prescribed in Article 423, Paragraph 1 of the Companies Act pursuant to Article 427, Paragraph 1 of the same law, and the maximum amount of liability for damages based on these agreements shall be the amount prescribed in laws and regulations. If his reelection is approved, the Company will continue the said agreement.
8. The Company has concluded a liability insurance contract for officers, etc. with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, in which all Directors of the Company and subsidiaries are included as insured persons, whereby any damages and litigation costs incurred by an insured person in the performance of his or her duties as an officer of the Company due to a claim by shareholders, investors, employees, and other third parties for damages caused by the insured person’s actions (including omissions) during the term insured will be compensated under said contract. If each candidate is elected and assumes office as a Director, he or she will also be included among the insured persons for this liability insurance contract. The Company plans to renew this liability insurance contract under the same conditions at the next renewal period.

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