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(Translation)

Securities Code: 3288

December 4, 2020

**Notice of Convocation of the 24<sup>th</sup> Ordinary  
General Meeting of Shareholders**

Dear Shareholders:

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

The 24<sup>th</sup> Ordinary General Meeting of Shareholders (the "Meeting") of Open House Co., Ltd. (the "Company") will be held as described below.

From the perspective of preventing the spread of the novel coronavirus disease (COVID-19), please exercise your voting rights in advance of the General Meeting of Shareholders either in writing (by mail) or via the Internet, etc., and refrain from attending the Meeting. In that case, you are kindly requested to review the "Reference Materials for the General Meeting of Shareholders" which follow this notice, and exercise your voting rights by either method described on pages 2 and 3 of this notice, by 6:00 p.m., Tuesday, December 22, 2020 (JST).

Sincerely yours,

Masaaki Arai

President & CEO

**Open House Co., Ltd.**

4-1, Marunouchi 2-chome,

Chiyoda-ku, Tokyo

## **Particulars**

- 1. Date and Time:** Wednesday, December 23, 2020, at 10:00 a.m.
- 2. Place:** RIHGA Royal Hotel Tokyo  
104-19, Totsuka-machi 1-chome, Shinjuku-ku, Tokyo, Japan

### **3. Meeting Agenda:**

#### **Matters to be Reported:**

- a. Report on the Business Report, the Consolidated Financial Statements, and the audit reports on the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board, for the 24<sup>th</sup> Fiscal Year (from October 1, 2019 to September 30, 2020)
- b. Report on the Non-Consolidated Financial Statements for the 24<sup>th</sup> Fiscal Year (from October 1, 2019 to September 30, 2020)

#### **Matters to be Resolved:**

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Partial Amendments to the Articles of Incorporation
- Proposal No. 3:** Election of Eight (8) Directors
- Proposal No. 4:** Election of Three (3) Audit & Supervisory Board Members
- Proposal No. 5:** Election of One (1) Substitute Audit & Supervisory Board Member
- Proposal No. 6:** Revision of Remuneration Amount for Directors

### **4. Exercise of Voting Rights:**

- (1) Exercise of Voting Rights by Mail  
Please indicate your approval or disapproval of the proposals on the enclosed Voting Rights Exercising Form and return it by mail to the Company to arrive by 6:00 p.m., Tuesday, December 22, 2020 (JST).
- (2) Exercise of Voting Rights via the Internet, etc.  
Please access the designated website for the exercise of voting rights (<https://evote.tr.mufg.jp/>) from any of personal computers, smartphones or mobile phones, and enter your vote for each proposal following the instructions on the screen by 6:00 p.m., Tuesday, December 22, 2020 (JST).  
For more details, please refer to the "Guidance to the Exercise of Voting Rights via the Internet, etc." described on pages 17 and 18.

### (3) Handling of Multiple Exercise of Voting Rights

If you have exercised your voting rights both by mail and via the Internet, etc., only the exercise of voting rights via the Internet, etc. will be valid.

If you have exercised your voting rights more than once via the Internet, etc., only the final exercise of the voting rights will be valid. In addition, if you have exercised your voting rights via personal computer, smartphone and mobile phone redundantly, only the final exercise of the voting rights will be valid.

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#### Notes:

- (1) When you attend the Meeting, you are kindly requested to present the enclosed Voting Rights Exercising Form to the receptionist.
- (2) If you intend to exercise your voting rights by proxy, one other shareholder who possesses voting rights may attend the Meeting as your proxy. In the case of attendance by a proxy, your Voting Rights Exercising Form, the proxy's Voting Rights Exercising Form and a letter of proxy must be presented to the receptionist.
- (3) Of the documents required to be appended to this notice, "Basic Policy concerning Establishment of System for Ensuring the Properness of Operations" and "Summary of Management Status of the System for Ensuring the Properness of Operations", of the Business Report, "Notes to the Consolidated Financial Statements" of the Consolidated Financial Statements, and "Notes to the Non-Consolidated Financial Statements" of the Non-Consolidated Financial Statements are posted on the Company's website (<https://openhouse-group.co.jp/>) in accordance with laws and regulations as well as Article 14 of the Articles of Incorporation of the Company, and are therefore not included in the documents attached to this notice. These documents are part of the Business Report, the Non-Consolidated Financial Statements and the Consolidated Financial Statements audited by the Accounting Auditor and the Audit & Supervisory Board Members when they prepared the Audit & Supervisory Board's Audit Report and Accounting Auditor's Audit Report, respectively.
- (4) If any amendment has been made to items in the Reference Materials for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements or the Non-Consolidated Financial Statements, such amendment will be posted on the Company's website (<https://openhouse-group.co.jp/>).

## **Reference Documents for the General Meeting of Shareholders**

### Proposal No. 1: Appropriation of Surplus

The Company considers the return of profits to shareholders as one of the most important management issues. The Company's basic dividend policy is to provide year-ended dividends to shareholders considering various factors in a comprehensive manner, including maintenance of stable dividends and future business development.

Based on this dividend policy, the Company proposes the year-ended dividends of 40 yen per common share for the 24<sup>th</sup> Fiscal Year.

As a result, the annual dividends for the 24<sup>th</sup> Fiscal Year, including the interim dividend (40 yen per share), will be 80 yen per share.

Matters regarding year-end dividends

- |   |                   |
|---|-------------------|
| (1) Type of dividend property   |                   |
| Cash  |                   |
| (2) Allotment of dividend property to shareholders and its total amount |                   |
| Dividends per common share  | 40 yen            |
| Total amount of dividends   | 5,032,762,360 yen |
| (3) Effective date of distribution of surplus                           |                   |
| December 24, 2020   |                   |

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

### 1. Reasons for Proposed Amendments

To clarify management responsibilities of the Directors, increase opportunities for shareholders to cast a vote of confidence, and build a management system that can promptly respond to changes in the business environment, the Company proposes to shorten the term of office of Directors, as provided in Article 21, Paragraph 1 of the current Articles of Incorporation, from the current two (2) years to one (1) year, and delete Article 21, Paragraph 2 concerning adjustment of the term of office.

### 2. Details of the Proposed Amendments

The details of the proposed amendments are as follows:

(Underlined parts are amended.)

Current Articles of Incorporation	Proposed Amendments
<p>Article 21. (Term of Office of Directors)</p> <p>1. The term of office of a Director shall expire at the close of the ordinary general meeting of shareholders held with respect to the last business year ending within <u>two (2) years</u> after his or her election</p> <p>2. <u>The term of office of a Director elected to increase the number of Directors or to fill a vacancy shall be until the time of expiration of the term of office of the other Directors then in office.</u></p>	<p>Article 21. (Term of Office of Directors)</p> <p>The term of office of a Director shall expire at the close of the ordinary general meeting of shareholders held with respect to the last business year ending within <u>one (1) year</u> after his or her election</p> <p>(Deleted)</p>

### Proposal No. 3: Election of Eight (8) Directors

At the conclusion of this Meeting, the terms of office of all seven (7) Directors will expire. In order to further strengthen the management structure, the Company will increase the number of directors by one as Outside Director and proposes the election of eight (8) Directors.

The candidates for Directors are as follows:

No.	Name (Date of Birth)	Career summary, status and assignment at the Company (significant concurrent positions held outside the Company)	Number of Company's Shares Held
1	Masaaki Arai (October 29, 1965)	<p>October 1987 Joined Unihouse Incorporated</p> <p>September 1997 President &amp; CEO of the Company (incumbent)</p> <p>September 2000 Director of Souken Build Ltd. (currently, Open House Development Co., Ltd.) (incumbent)</p> <p>August 2007 Director of IB Net Co., Ltd. (incumbent)</p> <p>September 2010 Director of Open House Realty &amp; Investments, Inc.</p> <p>October 2011 Director of OH Real Estate Management Co., Ltd. (incumbent)</p> <p>January 2015 Director of Asakawa Home Co., Ltd. (currently, Open House Architect Co., Ltd.) (incumbent)</p> <p>September 2016 Manager of Open House Texas Realty &amp; Investments LLC</p> <p>October 2018 Director of HAWK ONE CORPORATION (incumbent)</p>	48,000,000
<p>&lt; Reasons for election as a candidate for Directors &gt;</p> <p>As the founder of the Company, Mr. Masaaki Arai has demonstrated strong leadership and led development of our group's business. He has thorough knowledge of the real estate industry and has been deeply engaged in decision-making concerning business execution as Representative Director by leveraging his deep insight and excellent management ability. In addition, he has been making steady efforts to various types of business challenges. Therefore, the Company judged that he will be able to continue to execute his duties as Director appropriately in the future as well.</p>			

No.	Name (Date of Birth)	Career summary, status and assignment at the Company (significant concurrent positions held outside the Company)	Number of Company's Shares Held
2	Kazuhiko Kamata (November 8, 1965)	<p>April 1988 Joined Recruit Cosmos Co., Ltd. (currently, Cosmos Initia Co., Ltd.)</p> <p>June 1989 Established and Director of Intelligence, Ltd. (currently, PERSOL CAREER CO., LTD.)</p> <p>April 1999 President, CEO of Intelligence, Ltd. (currently, PERSOL CAREER CO., LTD.)</p> <p>May 2008 Chairperson of Japan Staffing Services Association</p> <p>December 2008 Advisor of Intelligence, Ltd. (currently, PERSOL CAREER CO., LTD.)</p> <p>January 2009 Director of Art Craft Science KK</p> <p>April 2009 Representative Director and Chairman of the Board of Art Craft Science KK</p> <p>June 2009 Outside Director of Payroll Inc.</p> <p>August 2009 Outside Director of I am Inc. (currently, Interworks, Inc.)</p> <p>March 2014 Outside Director of Fullcast Holdings Co., Ltd.</p> <p>September 2015 Outside Director of Trust Tech Inc.</p> <p>December 2015 Executive Vice President of the Company (incumbent)</p> <p>December 2016 Director of Open House Architect Co., Ltd. (incumbent)</p> <p>May 2018 Outside Director of PR TIMES Inc. (incumbent)</p>	117,300
<p>&lt;Reasons for election as a candidate for Directors&gt;</p> <p>Mr. Kazuhiko Kamata has been engaged in the management as Director and Vice-President, and contributed to the growth of the Company and the improvement of medium-and-long term corporate value thorough management and development of human resources based on his broad experience and high performance cultivated by involvement of intensive business management, especially deep insight and experience in the area of human resource management. In addition, he has been making steady efforts to various types of business challenges, and therefore the Company judged that he will be able to continue to execute his duties as Director appropriately in the future as well.</p>			

No.	Name (Date of Birth)	Career summary, status and assignment at the Company (significant concurrent positions held outside the Company)		Number of Company's Shares Held	
3	Hitoshi Imamura (May 29, 1962)	April	1985	Joined Sumitomo Bank, Limited (currently, Sumitomo Mitsui Banking Corporation)	2,004,000
		July	2000	Joined usen Corp. (currently, USEN Corporation)	
		July	2004	Seconded to Media K.K.	
		September	2005	Joined and General Manager of Administration Division of the Company	
		December	2005	Director and General Manager of Administration Division of the Company	
		August	2007	Audit & Supervisory Board Member of IB Net Co., Ltd.	
		September	2009	Senior Managing Director of the Company (incumbent)	
				Director of Open House Development Co., Ltd. (incumbent)	
		September	2010	CEO of Open House Realty & Investments, Inc.	
		November	2010	Director of IB Net Co., Ltd.	
		December	2010	Director of Open House Realty & Investments, Inc. (incumbent)	
		May	2011	Senior Managing Director, General Manager of Administration Division of the Company	
		October	2011	Representative Director of OH Real Estate Management Co., Ltd.	
		January	2015	Director of Asakawa Home Co., Ltd. (currently, Open House Architect Co., Ltd.)	
September	2016	Manager of Open House Texas Realty & Investments LLC (incumbent)			
<Reasons for election as a candidate for Directors> Mr. Hitoshi Imamura has been served as general manager of Administration Division, and contributed to the growth of the Company's group and the improvement of medium-and-long term corporate value by leveraging his abundant experience and deep knowledge accumulated by financial affairs. In addition, he has been undertaking a planning of new project and a promotion of business strategy, and therefore, the Company judged that he will be able to continue to execute his duties as Director appropriately in the future as well.					
4	Ryosuke Fukuoka (May 22, 1978)	April	2002	Joined the Company	875,100
		December	2002	Joined Souken Build Co., Ltd (currently, Open House Development Co., Ltd.)	
		December	2006	Representative Director of Open House Development Co., Ltd. (incumbent)	
		December	2010	Director of the Company	
		April	2016	Representative Director of OH Real Estate Management Co., Ltd. (incumbent)	
		January	2018	Director, Business Manager of Open House Architect Co., Ltd. (incumbent)	
		April	2018	Director, Senior Executive Officer of the Company (incumbent)	
<Reasons for election as a candidate for Directors> Mr. Ryosuke Fukuoka has been served as Representative Director of the Company's consolidated subsidiary. He has abundant experience and deep knowledge of real estate industry, and has performed his jobs and duties in an appropriate manner, and has contributed to the business results. Therefore, the Company judged that he will be able to continue to execute his duties as Director appropriately in the future as well, by leveraging his experience and performance for the continued growth of the Company's group and the improvement of medium-and-long term corporate value.					



No.	Name (Date of Birth)	Career summary, status and assignment at the Company (significant concurrent positions held outside the Company)	Number of Company's Shares Held
5	Kotaro Wakatabi (January 24, 1976)	<p>April 1998 Joined Sumitomo Bank, Limited (currently Sumitomo Mitsui Banking Corporation)</p> <p>June 2000 Joined Starbucks Coffee Japan, Ltd.</p> <p>August 2009 Joined the Company</p> <p>December 2010 CEO of Open House Realty &amp; Investments, Inc.</p> <p>December 2012 Director of Open House Realty &amp; Investments, Inc. (incumbent)</p> <p>October 2014 Executive Officer, Manager of Corporate Planning Division of the Company</p> <p>February 2015 Executive Officer, General Manager of Corporate Planning Division of the Company</p> <p>December 2015 Managing Director, Executive Officer, General Manager of Corporate Planning Division of the Company</p> <p>July 2016 Managing Director, Executive Officer, General Manager of Administration Division and Corporate Planning Division, of the Company</p> <p>September 2016 Manager of Open House Texas Realty &amp; Investments LLC (incumbent)</p> <p>December 2016 Audit &amp; Supervisory Board Member of Open House Architect Co., Ltd. (incumbent) Director of OH Real Estate Management Co., Ltd. (incumbent) Director of IB Net Co., Ltd. (incumbent)</p> <p>April 2018 Managing Director, Senior Executive Officer, General Manager of Administration Division and Corporate Planning Division, of the Company</p> <p>October 2018 Audit &amp; Supervisory Board Member of HAWK ONE CORPORATION</p> <p>April 2019 Managing Director, Senior Executive Officer, General Manager of Administration Division and Corporate Planning Department, of the Company</p> <p>October 2019 Director of HAWK ONE CORPORATION (incumbent)</p> <p>June 2020 External Director of PRESSANCE CORPORATION Co.,Ltd. (incumbent)</p> <p>July 2020 Managing Director, Senior Executive Officer and CFO of the Company (incumbent)</p>	253,300
<p>&lt;Reasons for election as a candidate for Directors&gt;</p> <p>Mr. Kotaro Wakatabi has been served as general manager of Administration Division and Corporate Planning Division of the Company. He has abundant experience and knowledge of business management, and has performed his jobs and duties in appropriate and fair manner. Therefore, the Company judged that he will be able to continue to execute his duties as Director appropriately in the future as well, by leveraging his experience and performance for the continued growth of the Company's group and the improvement of medium-and-long term corporate value.</p>			

6	Hitoshi Ishimura (May 19, 1953)	April	1976	Joined Saitama Bank, Ltd. (currently, Resona Bank, Ltd.)	
		June	2006	Representative Director, Deputy President of Resona Bank, Ltd.	
		June	2009	Executive Vice President, Director, General Manager of Office Leasing and Development Division, in charge of Residential Business Department of Daiei Real Estate & Development Co., Ltd.	
		June	2010	President and Representative Director of Daiei Real Estate & Development Co., Ltd.	
		June	2014	President, Representative Director and Chief Executive Officer of Daiei Real Estate & Development Co., Ltd. (incumbent)	
		December	2015	Outside Director of the Company (incumbent)	
		June	2018	Outside Director of Regional Economy Vitalization Corporation of Japan (incumbent)]	
<Reasons for election as a candidate for Outside Directors> Mr. Hitoshi Ishimura has provided advice and recommendations to ensure adequacy and appropriateness of decision-making of the Board of Directors from an independent standpoint based on his abundant experience and superior insight as business manager at financial institutions and real estate companies. Therefore, the Company judged that he will be able to continue to execute his duties as Director appropriately in the future as well.					
7	* Yuko Omae (February 17, 1966)	April	1996	Registered as a practicing attorney Joined Kamibayashi Law Office	
		April	2003	Joined Cast Law Firm (currently, Uryu & Itoga Law Firm)	
		June	2003	Partner of Uryu & Itoga Law Firm (incumbent)	
		September	2005	Outside Audit & Supervisory Board Member of Revamp Corporation	
		July	2006	Director of Ai-Port Station (Specified non-profit organization)	
		July	2012	Auditor of Ai-Port Station (incumbent)	
		June	2020	Councilor of Tonegawa, Arakawa source of a river area measures fund (Public Interest Incorporated Foundation) (incumbent)	
<Reasons for election as a candidate for Outside Directors> Ms. Yuko Omae has a great deal of experience and broad knowledge as an attorney at law and is also well versed in corporate legal affairs, all of which should help strengthen the Company's corporate governance. On top of this, her experience at a non-profit organization that provides support for child rearing can be utilized to promote the advancement of female employees. Although Ms. Yuko Omae has not been involved in corporate management other than in the position of an outside officer, the Company judged that she will be able to perform her duties as an Outside Director appropriately for the aforementioned reasons.					

No.	Name (Date of Birth)	Career summary, status and assignment at the Company (significant concurrent positions held outside the Company)	Number of Company's Shares Held
8	* Maoko Kotani (March 4, 1965)	<p>April 1986 Joined Japan Airlines Co., Ltd.</p> <p>April 1990 Anchor of the news show, Morning Wide (NHK G)</p> <p>April 1998 Anchor of the news show, World Business Satellite (TV Tokyo) Interviewer on TV program "Maoko Kotani's KANDAN" (Broadcast Satellite [BS] Japan)</p> <p>April 2005 Advisor of Japan Association for the World Food Programme (incumbent)</p> <p>April 2013 World Economic Forum, International Media Council member</p> <p>April 2014 Anchor of the nightly news program "Nikkei Plus 10" (Broadcast Satellite [BS] Japan)</p> <p>April 2015 Moderator of annual OECD Forum</p> <p>April 2015 Director of TOYOTA Mobility Foundation (general incorporated foundation) (incumbent)</p> <p>March 2020 Anchor of "Nikkei Special - The future SDGs changes" (Broadcast Satellite [BS] TV Tokyo) (incumbent)</p>	-
<p>&lt;Reasons for election as a candidate for Outside Directors&gt;</p> <p>Ms. Maoko Kotani has served as a broadcaster for TV news and informational programs for many years and has a great deal of experience and broad knowledge developed by dealing with a wide range of issues related to politics, economics, international relations, societies and so on. She has been selected as a candidate Outside Director to provide useful advice on the Company's management and sustainability as well as to appropriately supervise the execution of its business operations. Based on the above reasons, the Company has determined that she will be able to execute the duties of an Outside Director.</p>			

Notes: 1. \* denotes new candidate for Directors.

- The name of Ms. Yuko Omae in the family register is Yuko Mukaida.
- No special interest exists between the Company and each candidate.
- Mr. Hitoshi Ishimura, Ms. Yuko Omae and Ms. Maoko Kotani are candidates for Outside Directors.
- Mr. Hitoshi Ishimura is currently Outside Director of the Company, and the term in his office as Outside Director will be five (5) years upon the conclusion of the Meeting.
- Pursuant to Articles 427, Paragraph 1 of the Companies Act, the Company has entered into the agreement with Mr. Hitoshi Ishimura to limit the liability under Article 423, Paragraph 1 of the Companies Act. The limit of liability under the agreement is the minimum liability amount stipulated by laws and regulations or five million (5,000,000) yen, whichever is higher. If the reelection of Mr. Hitoshi Ishimura is approved, the Company plans to continue the said agreement with him. In addition, if the elections of Ms. Yuko Omae and Ms. Maoko Kotani are approved, the Company plans to enter into the same limited liability agreement with them.
- The Company has notified the Tokyo Stock Exchange, Inc. ("TSE") of Mr. Hitoshi Ishimura as independent officer in accordance with TSE provisions. If his reelection is approved, the Company plans to continue to designate him as independent officer. In addition, Ms. Yuko Omae and Ms. Maoko Kotani satisfy the requirement for independent officers prescribed by the TSE. If the elections of them are approved, the Company plans to notify the TSE of them as independent officers in accordance with the TSE provisions.

#### Proposal No. 4: Election of Three (3) Audit & Supervisory Board Members

At the conclusion of this Meeting, the terms of office of all three (3) Audit & Supervisory Board Members will expire. Therefore, the Company proposes the election of three (3) Audit & Supervisory Board Members.

This proposal has been approved by the Audit & Supervisory Board.

The candidates for Audit & Supervisory Board Members are as follows:

No.	Name (Date of Birth)	Career summary, status and assignment at the Company (significant concurrent positions held outside the Company)	Number of Company's Shares Held
1	Koichi Matsumoto (September 30, 1951)	<p>April 1975 Joined Ataka &amp; Co. (currently, ITOCHU Corporation)</p> <p>December 2004 Audit &amp; Supervisory Board Member of ITOCHU-SHOKUHIN Co., Ltd. ("ISC")</p> <p>May 2007 CFO of Food Company of ITOCHU Corporation</p> <p>December 2009 Director of ISC</p> <p>May 2011 Executive Officer, Executive Manager of Human Resources &amp; General Affairs Division, responsible for Internal Control and Environmental Responsibility and Food Quality Assurance of ISC</p> <p>April 2014 Managing Executive Officer, Executive Manager Of Administrative Division, Executive Manager Of Corporate Planning Division, responsible for Corporate Social Responsibility, responsible for Compliance of ISC</p> <p>June 2014 Director, Managing Executive Officer, Executive Manager Of Administrative Division, Executive Manager Of Corporate Planning Division, responsible for Corporate Social Responsibility, responsible for Compliance of ISC</p> <p>June 2015 Director, Senior Managing Executive Officer, Executive Manager Of Administrative Division, responsible for Corporate Social Responsibility, responsible for Compliance of ISC</p> <p>April 2016 Director, Senior Managing Executive Officer, Executive Manager Of Administrative Division, Executive Manager Of Business Process Re-engineering Division, responsible for Corporate Social Responsibility, responsible for Compliance of ISC</p> <p>June 2017 Advisor of ISC (incumbent)</p> <p>December 2018 Outside Audit &amp; Supervisory Board Member (Full-time) of the Company (incumbent)</p>	-
<p>&lt;Reasons for election as a candidate for Outside Audit and Supervisory Board Members&gt;</p> <p>Mr. Matsumoto successively held important posts in management and corporate governance departments at the major trading company, and he has extensive experience and broad knowledge. Therefore, the Company judged that he will be able to continue to execute his duties as Audit and Supervisory Board Member appropriately in the future as well.</p>			

No.	Name (Date of Birth)	Career summary, status and assignment at the Company (significant concurrent positions held outside the Company)	Number of Company's Shares Held
2	Yuzo Toyama (August 15, 1948)	<p>April 1972 Joined ITOCHU Corporation</p> <p>April 1979 Overseas Division at Head Office of ITOCHU Corporation</p> <p>April 1987 Consultant Office for Overseas Expansion of ITOCHU Corporation</p> <p>July 1992 Seconded to ITOCHU Europe PLC and responsible for Business Management and Development</p> <p>April 1997 General Manager of Credit Department and Subsidiary Administration Department of ITOCHU Europe PLC</p> <p>June 1999 Deputy General Manager of Textile Management Department, Textile Company of ITOCHU Corporation</p> <p>October 2002 Seconded to, and Representative Director and President of, Hunting World Japan Co., Ltd.</p> <p>June 2004 Subsidiary Administration Department of ITOCHU Corporation</p> <p>June 2006 Audit &amp; Supervisory Board Member (Full-time) of ITOCHU Pulp &amp; Paper Corporation</p> <p>December 2014 Outside Audit &amp; Supervisory Board Member (Full-time) of the Company (incumbent) Audit &amp; Supervisory Board Member of Open House Development Co., Ltd. (incumbent) Audit &amp; Supervisory Board Member of OH Real Estate Management Co., Ltd. (incumbent)</p>	-
		<p>&lt;Reasons for election as a candidate for Audit and Supervisory Board Members&gt;</p> <p>Mr. Yuzo Toyama has abundant experience and sufficient insight for governing the corporate management through engaging in the management and administration of subsidiaries, and serving as Audit and Supervisory Board Member, at many companies. Therefore, the Company judged that he will be able to continue to execute his duties as Audit and Supervisory Board Member appropriately in the future as well.</p>	
3	* Mieko Hosaka (October 18, 1968)	<p>April 1995 Registered as a practicing attorney Joined Okinobu, Ishihara &amp; Sei Law Office (currently, Spring Partners)</p> <p>August 2002 Joined Freshfields Bruckhaus Deringer, Tokyo Office</p> <p>August 2006 Joined Linklaters, Tokyo Office</p> <p>February 2012 Managing partner of Fiore International Law Office</p> <p>May 2017 Joined Studio Legale Pavia e Ansaldo, Tokyo Office</p> <p>May 2020 Managing partner of PeA Law Office (affiliate office of Studio Legale Pavia e Ansaldo) (incumbent)</p>	-
		<p>&lt;Reasons for election as a candidate for Audit and Supervisory Board Members&gt;</p> <p>Ms. Mieko Hosaka has a great deal of experience and broad knowledge as an attorney at law and is also well versed in corporate and international legal affairs, all of which should help strengthen the Company's auditing system. Although she has not been directly involved in corporate management in the past, based on the above reasons the Company has determined that she will be able to appropriately execute the duties of an Outside Audit &amp; Supervisory Board Member.</p>	

- Notes:
1. \* denotes new candidate for Audit & Supervisory Board Members.
  2. No special interest exists between the Company and each candidate.
  3. Mr. Koichi Matsumoto, Mr. Yuzo Toyama and Ms. Mieko Hosaka are candidates for Outside Audit & Supervisory Board Members.
  4. Mr. Koichi Matsumoto and Yuzo Toyama are currently Outside Audit & Supervisory Board Members of the Company, and will have served as Outside Audit & Supervisory Board Members for two (2) years, and six (6) years, respectively, upon conclusion of this Meeting.
  5. Pursuant to Articles 427, Paragraph 1 of the Companies Act, the Company has entered into the agreements with Mr. Koichi Matsumoto and Mr. Yuzo Toyama to limit the liability under Article 423, Paragraph 1 of the Companies Act. The limit of liability under these agreements is the minimum liability amount stipulated by laws and regulations or five million (5,000,000) yen, whichever is higher. If the reelections of Mr. Koichi Matsumoto and Yuzo Toyama are approved, the Company plans to continue these agreements with them. In addition, if the election of Ms. Mieko Hosaka is approved, the Company plans to enter into the same limited liability agreement with her.
  6. The Company has notified the TSE of Mr. Koichi Matsumoto and Mr. Yuzo Toyama as independent officers in accordance with the TSE provisions. If the reelection of them are approved, the Company plans to continue to designate them as independent officers. In addition, Ms. Mieko Hosaka satisfies the requirement for independent officers prescribed by the TSE. If her election is approved, the Company plans to notify the TSE of her as an independent officer in accordance with the TSE provisions.

## Proposal No. 5: Election of One (1) Substitute Audit & Supervisory Board Member

In order to continuously keep a statutory minimum number of Audit & Supervisory Board Members, the Company proposes the election of one (1) Substitute Audit & Supervisory Board Member.

The election under this resolution may be cancelled, before she assumes the office, by the resolution of the Board of Directors, subject to the approval of the Audit & Supervisory Board.

This proposal has been approved by the Audit & Supervisory Board.

The candidate for Substitute Audit & Supervisory Board Member is as follows:

Name (Date of Birth)	Career summary, status and assignment at the Company (significant concurrent positions held outside the Company)			Number of Company's Shares Held
Kazumi Ido  (May 2, 1964)	April	1989	Joined KOGIN SYSTEMS DEVELOPMENT CENTER LTD. (currently, Mizuho Information & Research Institute, Inc.)	
	August	1991	Joined ASAHl SHINWA & Co. (currently, KPMG Azusa LLC)	
	September	1993	Registered as tax accountant	
	December	1997	Joined American Family Life Assurance Company of Columbus	
	October	1999	Representative of Kazumi Funiu Tax Accounting Office (incumbent)	
<Reasons for election as a candidate for Substitute Outside Audit & Supervisory Board Members> The Company believes that Ms. Kazumi Ido will be able to leverage her specialized knowledge and deep insight regarding tax affairs, gained through her experience at the audit corporation and many years of work at the tax accounting office, to the audit of the Company, and therefore the Company proposes her election as Substitute Outside Audit & Supervisory Board Member. Although Ms. Kazumi Ido has not been involved in corporate management other than in the position of an outside officer, the Company is of judgement that she will be able to execute her duties as Audit & Supervisory Board Member appropriately for the aforementioned reasons.				

- Notes:
1. No special interest exists between the Company and the candidate.
  2. Ms. Kazumi Ido is a candidate for Substitute Outside Audit & Supervisory Board Member.
  3. Ms. Kazumi Ido provides tax accounting services under her maiden name (Funiu).
  4. If Ms. Kazumi Ido assumes the office of Outside Audit & Supervisory Board Member, the Company plans to enter into an agreement with her, in accordance with Article 427, Paragraph 1 of the Companies Act, to limit the liability under Article 423, Paragraph 1 of the Companies Act to the minimum liability amount stipulated by laws and regulations or five million (5,000,000) yen, whichever is higher.
  5. Ms. Kazumi Ido satisfies the requirement for independent officers in accordance with the regulations of the TSE. If Ms. Kazumi Ido assumes the office of Outside Audit & Supervisory Board Member, the Company plans to notify the TSE of her as an independent officer in accordance with the TSE regulations.

### **Proposal No. 6: Revision of Remuneration Amount for Directors**

The total amount of remuneration for Directors of the Company was resolved to be up to 900 million yen per year (of which, up to 100 million yen per year is for Outside Directors) (excluding employee's salary portion) at the 21<sup>st</sup> Ordinary General Meeting of Shareholders held on December 20, 2017, and has remained unchanged to date.

However, in order to enable flexible operation of remuneration payment responding to changes in business management environment in the future (for example, remuneration payment which would further link with performance), the Company proposes to change the total amount of remuneration per fiscal year for Directors to be up to 1,500 million yen a year (of which, up to 200 million yen per year is for Outside Directors) (excluding employee's salary portion).

Currently, there are seven (7) Directors (including two (2) Outside Directors). If Proposal No.3 is approved as proposed, the number of Directors will be eight (8), including three (3) Outside Directors.



## <Guidance to the Exercise of Voting Rights via the Internet, etc.>

1. If you exercise your voting rights via the Internet, please confirm the following guidance before doing so. If you attend the meeting, you do not need to mail the Voting Rights Exercise Form or exercise your voting rights via the Internet.
  - (1) Website for the Exercise of Voting Rights
    - (a) Exercise of your voting rights via the Internet is only available by accessing the designated website for the exercise of voting rights (<https://evote.tr.mufg.jp/>) from any of personal computers, smartphones or mobile phones. (Please note that the website is not available from 2:00 a.m. to 5:00 a.m. every day.)
    - (b) Exercise of your voting rights via personal computers or smartphones may not be available depending on your internet environment: e.g., when you use a firewall, etc. for internet connection; when antivirus software is installed; when a proxy server is used; and when TLS encrypted communication is not designated.
    - (c) For security purposes, the website is not accessible from handsets incapable of TLS encrypted communication and mobile data transmission.
    - (d) Although voting rights may be exercised via the Internet until 6:00 p.m., Tuesday, December 22, 2020 (JST), please exercise your voting rights ahead of time and contact the Help Desk as shown below if you have any inquiries.
  - (2) How to Exercise Voting Rights via the Internet
    - (a) By personal computers or mobile phones
      - Please access the website for the exercise of voting rights (<https://evote.tr.mufg.jp/>), enter the "Login ID" and "Temporary Password" shown on the attached Voting Rights Exercise Form and follow the instruction on the screen to register your vote for or against the proposals.
      - To prevent unauthorized access from persons other than shareholders ("spoofing") and falsification of voting details, shareholders will be required to change the "Temporary Password" on the website for the exercise of voting rights.
      - A new "Login ID" and "Temporary Password" will be issued for each General Meeting of Shareholders.
    - (b) By smartphones
      - By scanning the QR code for login shown on the attached Voting Rights Exercise Form, you can automatically access the designated website for the exercise of voting rights and exercise your voting rights. (You do not need to enter the "Login ID" and "Temporary Password".)

- For security purposes, exercise your voting rights by scanning the QR code is available only once. After the second time, you will need to enter the “Login ID” and “Temporary Password”.
- Depending on your device model of smartphone, you may not be able to login using the QR code. When you cannot login using the QR code, please exercise your voting rights by personal computers or mobile phones as indicated in (2). (a) above.

※QR code is a registered trademark of DENSO WAVE CORPORATION.

### (3) Multiple Exercise of Voting Rights

- If you have exercised your voting rights both by mailing the Voting Rights Exercise Form and via the Internet, only the exercise of voting rights via the Internet will be valid.
- If you have exercised your voting rights more than once via the Internet, only the final exercise of the voting rights will be valid. If you have exercised your voting rights via personal computer, smartphone and mobile phone redundantly, only the final exercise of the voting rights will be valid.

### (4) Costs of Using the Website for the Exercise of Voting Rights

Any costs including Internet connection fees that might be required to access the website for the exercise of voting rights shall be borne by the shareholder. In addition, if you use a mobile phone, etc., fees such as packet communication fees and other mobile phone usage fees will apply, and these fees shall also be borne by the shareholder.

**For inquiries about the system and other matters, contact :**

Securities Business Division (Help Desk),  
Mitsubishi UFJ Trust and Banking Corporation  
Phone: 0120-173-027 (toll-Free within Japan)  
Hours: 9:00 a.m. - 9:00 p.m. (Japan Time)

## 2. Electronic Voting Platform

When you apply for the use of “Electronic Voting Platform” operated by ICJ, Inc. in advance, you may use such platform as a method of exercising your voting rights by electromagnetic means for the Company’s General Meeting of Shareholders, other than the exercise of voting rights via the Internet as described in item 1 above.