Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

(Securities Code: 8935)
June 4, 2021

To our shareholders:

Yukiharu Hida,
Chairman, President and CEO
FJ Next Co., Ltd.
6-5-1, Nishi-shinjuku, Shinjuku-ku, Tokyo

Notice of the 41st Annual General Meeting of Shareholders

We are pleased to announce the 41st Annual General Meeting of Shareholders of FJ Next Co., Ltd. (the "Company"), which will be held as indicated below.

In place of attending the meeting in person, you may exercise your voting rights in writing or over the Internet. Please review the attached Reference Documents for General Meeting of Shareholders and exercise your voting rights by 6:15 p.m. on Tuesday, June 22, 2021 (JST).

1. Date and Time: Wednesday, June 23, 2021, at 10:00 a.m. (JST) (Reception opens at 9:00 a.m.)

2. Venue: HILTON TOKYO, 3F "Fuji Ballroom"
6-6-2, Nishi-shinjuku, Shinjuku-ku, Tokyo

3. Purpose of the Meeting

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the Company's 41st fiscal year (from April 1, 2020 to March 31, 2021) and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee
2. The Non-consolidated Financial Statements for the 41st term (from April 1, 2020 to March 31, 2021)

Matters to be resolved:

Proposal No. 1: Appropriation of Surplus

Proposal No. 2: Approval of Absorption-Type Company Split Agreement

Proposal No. 3: Partial Amendments to the Articles of Incorporation

Proposal No. 4: Election of Three Board Directors (Excluding Board Directors Who Are Audit and Supervisory Committee Members)

Proposal No. 5: Election of Three Board Directors Who Are Audit and Supervisory Committee Members

Proposal No. 6: Election of Two Substitute Board Directors Who Are Audit and Supervisory Committee Members

Proposal No. 7: Payment of Retirement Benefits to Retired Board Director

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

The Company recognizes that the return of profit to its shareholders is one of the key issues for management, and its basic policy is to pay stable dividends on an ongoing basis that reflect the level of profits, after having given comprehensive consideration to such factors as internal reserves for active development of the business, and the balance of its finances.

In accordance with this policy, and having given serious consideration to business results for the fiscal year under review, and the development of the business over the medium to long term, from the next fiscal year onward, the Company proposes to pay a year-end dividend, and to make other appropriations of surplus, as follows.

1. Year-end dividends
   (1) Type of dividend property
   Cash
   (2) Allotment of dividend property and their aggregate amount
   ¥22 per common share of the Company
   Total dividends: ¥719,077,546
   (3) Effective date of dividends of surplus
   June 24, 2021

As the Company has already paid an interim dividend of ¥22 per share, the annual dividend will be ¥44 per share.

2. Other appropriation of surplus
   (1) Item of surplus to be decreased and amount of decrease
   Retained earnings brought forward: ¥3,000,000,000
   (2) Item of surplus to be increased and amount of increase
   General reserve: ¥3,000,000,000

Proposal No. 2: Approval of Absorption-Type Company Split Agreement

1. Reasons for executing absorption-type company split

With an effective date October 1, 2021 (expected), the Company will carry out an absorption-type company split whereby the business operated by the Company will be succeeded by FJ NEXT CO., LTD., which was established on April 1, 2021, and move to a holding company structure. Accordingly, the Company and said company concluded an absorption-type company split agreement on April 27, 2021.

Under this proposal, the Company seeks approval with respect to the contents of the absorption-type company split agreement pertaining to this absorption-type company split.

(Background and purpose of move to a holding company system)

The Company Group has been striving to enhance the customer support system, strengthen its brand name, and expand the development and sales of the "Gala Condominium series," which provides various advantages for asset management mainly in the Tokyo metropolitan area, and the "Gala Residence series," which are condominiums designed for families under our own brand. Our mission is to continue to take on the challenge to create new value, provide an environment where people can live out their dreams, and contribute to the creation of an affluent society that leads to the future.

Based on this recognition, we judged that we should separate group management functions and business execution functions by moving to a holding company structure and build a strong governance system in order to further improve corporate value of the Group.

As the Group's headquarters, the holding company formulates strategies for the entire group and optimally allocates management resources. Under the authority and responsibility of each company, operating companies aim for further business growth by accelerating decision-making and pursuing their respective specialties.

2. Overview of contents of the absorption-type company split agreement

The contents of the absorption-type company split agreement are as follows:

Absorption-Type Company Split Agreement (Copy)

FJ Next Co., Ltd. (hereafter referred to as "Party A") and FJ NEXT CO., LTD. (hereafter referred to as "Party B") shall execute an absorption-type company split agreement (hereafter referred to as the "Agreement") as follows, and with respect to the absorption-type company split (hereafter referred to as the "Company Split"), some of the rights and obligations held by Party A regarding all business excluding specified joint real estate ventures, group business administration and administration business (hereafter referred to as the "Business"), are to be succeeded by Party B.

Article 1 (Trade names and legal addresses of the parties)

The following are the trade name and address of Party A, the split company in the absorption-type split, and the trade name and address of Party B, the succeeding company in the absorption-type split.

Party A (The split company in the absorption-type split)

Trade name: FJ Next Co., Ltd.

Address: 6-5-1, Nishi-shinjuku, Shinjuku-ku, Tokyo

Party B (The succeeding company in the absorption-type split)

Trade name: FJ NEXT CO., LTD.

Address: 6-5-1, Nishi-shinjuku, Shinjuku-ku, Tokyo

Article 2 (Rights and obligations such as assets, liabilities, and employment contracts to be succeeded)

1. The rights and obligations such as assets, liabilities, and employment contracts to be succeeded by Party B from Party A through the Company Split (hereafter referred to as the "Succeeded Rights and Obligations") are listed in the attached document, "Itemized Statement of Rights and Obligations to Be Succeeded."

2. Notwithstanding the preceding paragraph, among the Succeeded Rights and Obligations, (i) those that cannot be succeeded by the Company Split due to laws and regulations, etc., or (ii) serious obstacles that occur or may occur based on the contractual provisions regarding the succession by the Company Split can be excluded upon mutual consultation between Party A and Party B.

3. For to the succession of obligations by Party B from Party A prescribed in paragraph 1, the "cumulative assumption of obligations" method shall apply. However, the ultimate debtor between Party A and Party B in this case shall be Party B. When Party A has performed or otherwise incurred any charges with respect to the liabilities to be succeeded, Party A is entitled to claim reimbursement of the full amount of each such performance or charge from Party B.

Article 3 (Monetary or other consideration delivered for the absorption-type company split)

Party B shall issue 2,000 common shares upon the Company Split, and all of which shall be issued to Party A in exchange for the Succeeded Rights and Obligations.

Article 4 (Amount of capital stock, etc. of Party B)

The amount of Party B's capital stock, capital reserve, and other capital surplus to be increased upon the Company Split are as follows. However, this may be changed upon mutual consultation between Party A and Party B, depending on the status of assets and liabilities in the Business on the date when the Company Split becomes effective (hereinafter referred to as the "effective date").

(1) Capital stock ¥0

(2) Capital reserve ¥0

(3) Other capital surplus Amount obtained by reducing the amount of each of the preceding items from the amount of change in shareholders' equity, etc.

Article 5 (Effective date)

The effective date shall be October 1, 2021. However, the effective date may be changed upon mutual consultation between Party A and Party B, if deemed necessary depending on progress made in carrying out procedures or for any other reasons.

Article 6 (Approval at General Meeting of Shareholders)

Party A and Party B shall obtain approval regarding the Agreement and regarding matters necessary for carrying out the Company Split at respective general meetings of shareholders held on June 23, 2021, provided, however, that the date may be changed upon mutual consultation between Party A and Party B, if deemed necessary depending on progress made in carrying out procedures or for any other reasons.

Article 7 (Duty not to compete)

Party A shall not owe any non-compete obligation regarding the Business even after the Company Split and can operate the same type of business.

Article 8 (Management of the Company Assets, etc.)

During the period between the execution of the Agreement and the effective date, Party A and Party B shall execute their respective businesses and manage and operate their respective assets with the due care of a prudent manager. Any acts which may have a material impact on the assets, rights and obligations shall only be performed based on prior mutual consultation between Party A and Party B.

Article 9 (Amendments to the conditions and termination of the Agreement)

During the period between the execution of the Agreement and the effective date, Party A and Party B may modify or cancel the Agreement upon mutual consultation between Party A and Party B, if a material change in the asset conditions or management conditions of Party A or Party B occurs, due to a natural disaster or other event, if the approval of the relevant government agencies, etc. stipulated by laws and regulations is not obtained, if a major obstacle to the execution of the Company Split occurs, or if it becomes difficult to achieve the purposes of the Agreement for other reasons.

Article 10 (Other)

Party A and Party B will, upon mutual consultation between Party A and Party B, set forth any matter provided in the Agreement or any other matter that is required to effect the Company Split in accordance with the spirit of the Agreement.

IN WITNESS WHEREOF, two originals of the Agreement are hereby executed and, upon the inscription and seal of Party A and Party B, each party shall retain one original thereof.

April 27, 2021

Party A 6-5-1, Nishi-shinjuku, Shinjuku-ku, Tokyo
FJ Next Co., Ltd.
Yukiharu Hida, President (seal)

Party B 6-5-1, Nishi-shinjuku, Shinjuku-ku, Tokyo
FJ NEXT CO., LTD.
Yukiharu Hida, President (seal)

(Attached document)

Itemized Statement of Rights and Obligations to Be Succeeded

The Succeeded Rights and Obligations shall be the following rights and obligations such as assets, debts, contracts belonging to the Business of Party A immediately before the Company Split becomes effective. This does not apply to the rights and obligations separately agreed by Party A and Party B.

1. Assets

   (1) Current assets

   Cash and deposits, real estate for sale in process and other current assets (excluding real estate for sale) belonging to the Business on the effective date.

   (2) Non-current assets

   Security deposits and other non-current assets belonging to the Business on the effective date.

2. Liabilities

   (1) Current liabilities

   Accrued expenses, provision for bonuses and other current liabilities belonging to the Business on the effective date.

   (2) Non-current liabilities

   Provision for retirement benefits and other non-current liabilities belonging to the Business on the effective date.

3. Employment contracts

   Status under the employment contracts with the employees belonging to the Business on the effective date of the absorption-type company split and all rights and obligations arising based on these contracts.

4. Other rights and obligations

   All contractual status contracted by Party A with respect to the Business and all rights and obligations arising based on these contracts on the effective date of the Company Split.

3. Summary of the contents of the matters set forth in Article 183 of the Regulation for Enforcement of the Companies Act

(1) Matters concerning the appropriateness of consideration

1) Matters concerning the total number of consideration

Upon the absorption-type company split, FJ NEXT CO., LTD., the succeeding company in the absorption-type split, shall newly issue 2,000 ordinary shares and allocate and deliver all of them to the Company, the split company in the absorption-type split. Because the succeeding company is a wholly owned subsidiary of the Company, and the succeeding company will deliver to the Company all of the shares it will newly issue upon the absorption-type company split. Therefore, the Company has determined that the number of shares to be issued by the succeeding company, which was decided through discussion between the two companies, is appropriate.

2) Matters concerning the appropriateness of the amount of capital stock and capital reserve, etc.

The amounts by which the capital stock and capital reserve, etc. of the succeeding company will be increased as a result of the Company Split are as described below, and the Company has determined that they are appropriate amounts in light of the substance of the business of the succeeding company after the absorption-type company split and assets and liabilities that the succeeding company will be made to assume from the Company.

(Capital stock)	¥0
(Capital reserve)	¥0
(Other capital surplus)	Amount obtained by reducing the total amount of capital stock and capital reserve from the amount of change in shareholders' equity, etc.

(2) Non-consolidated Financial Statements, etc. for the final fiscal year

Since the company succeeding in the absorption-type split was established on April 1, 2021, there is no fixed fiscal year. The contents of the balance sheet on the date of establishment of the company are as follows.

Assets		Liabilities	
Item	Amount	Item	Amount
(Assets)		(Liabilities)	
Cash	¥100 million	Total liabilities	–
		Total net assets	¥100 million
Total assets	¥100 million	Total liabilities and net assets	¥100 million

(3) Disposition of material assets, incurrence of material liability, or other events materially affecting the conditions of the corporate assets that occurred after the last day of the most recent fiscal year in the split company in the absorption-type split

There are no relevant events.

(4) Disposition of material assets, incurrence of material liability, or other events materially affecting the conditions of the corporate assets that occurred after the date of the establishment of the succeeding company in the absorption-type split

There are no relevant events.

Proposal No. 3: Partial Amendments to the Articles of Incorporation

1. Reasons for the proposal

   As described in Proposal No. 2, the Company plans to move to a holding company effective October 1, 2021 (expected). In accordance with this move, the Trade Name stipulated in Article 1 of the Articles of Incorporation will change to FJ NEXT HOLDINGS CO., LTD. and necessary amendments will be made to the Purpose stipulated in Article 2 of the Articles of Incorporation. Provided Proposal No. 2 is approved as originally proposed and the absorption-type company split takes effect, amendments to the Articles of Incorporation proposed hereby will take effect on the effective date of the absorption-type company split on October 1, 2021 (expected).

2. Details of the amendments

   Details of the amendments are as follows.

(Underlined portions indicate amendments.)

Current Articles of Incorporation	Proposed amendments
(Trade Name) Article 1 The official name of the Company is FJ Next Co., Ltd.	(Trade Name) Article 1 The official name of the Company is FJ NEXT HOLDINGS CO., LTD.
(Purpose) Article 2 The purpose of the Company shall be to engage in the following business activities: (1) to (8) (Omitted)	(Purpose) Article 2 The purpose of the Company is to operate the following business, and manage the business activities holding shares of the company that operates the following business, and shares or equity of foreign companies that operates the business equivalent to such. (1) to (8) (Unchanged)

Proposal No. 4: Election of Three Board Directors (Excluding Board Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all 11 Board Directors (excluding Board Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this meeting. Therefore, the Company proposes to reduce the number by eight and elect three Board Directors (excluding Board Directors who are Audit and Supervisory Committee Members) in order to enhance the efficiency and flexibility of the management structure.

As for this proposal, the Audit and Supervisory Committee of the Company has judged that all the candidates for Board Directors are eligible.

The candidates for Board Directors (excluding Board Directors who are Audit and Supervisory Committee Members) are as follows:

Candidate No.	Name	Current position and responsibility in the Company		Attendance at Board of Directors meetings [FY2021]
1	Yukiharu Hida	Chairman, President and CEO	Reelection	15/15 meetings (Attendance rate: 100%)
2	Shigeo Masuko	Senior Managing Director, Chief Director of Sales Division	Reelection	15/15 meetings (Attendance rate: 100%)
3	Atsushi Nagai	Senior Managing Director, Chief Director of Administration Division	Reelection	15/15 meetings (Attendance rate: 100%)

<table>
<tr><th>Candidate No.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company</th><th>Number of the Company's shares owned</th></tr>
<tr><td rowspan="2">1</td><td>Yukiharu Hida
(May 3, 1952)

Reelection

Attendance at Board of Directors meetings
15/15 meetings
(Attendance rate: 100%)</td><td>July 1980
Aug. 1989
Feb. 1997
June 2019</td><td>Established the Company, President
Board Director
President and CEO
Chairman, President and CEO (current position)
(Significant concurrent positions outside the Company)
President and CEO of FJ Resort Management Co., Ltd.</td><td>5,549,800 shares</td></tr>
<tr><td colspan="4">[Reasons for nomination as candidate for Board Director]
As the founder of the Company, he possesses substantial insight into management, and has used his strong leadership and decisiveness to make significant contributions to the enhancement of the corporate value of the Group as a whole. Taking into comprehensive consideration his track record, his extensive experience, and his broad discernment and abilities in relation to corporate management, the Company once again nominates him as a candidate for Board Director.</td></tr>
<tr><td rowspan="2">2</td><td>Shigeo Masuko
(June 25, 1961)

Reelection

Attendance at Board of Directors meetings
15/15 meetings
(Attendance rate: 100%)</td><td>May 1991
Feb. 2002
June 2007
June 2012
Oct. 2012
Apr. 2015</td><td>Joined the Company
Board Director, Chief Director of Sales Division and General Manager of Sales Department No. 1
Executive Managing Director, Chief Director of Sales Division and Director of Shinjuku Branch
Senior Managing Director, Chief Director of Sales Division
Senior Managing Director, Chief Director of Sales Division and General Manager of Consulting Business Department
Senior Managing Director, Chief Director of Sales Division (current position)</td><td>225,000 shares</td></tr>
<tr><td colspan="4">[Reasons for nomination as candidate for Board Director]
He has been involved for many years in the management of the Company as a Board Director, was appointed Senior Managing Director in June 2012, and promotes the Company business primarily in his role as the Chief Director of Sales Division of Investment-type Condominium, which are the mainstay product of the Real estate development business. Taking into comprehensive consideration his track record, his extensive experience, and his broad discernment and abilities in relation to corporate management, the Company once again nominates him as a candidate for Board Director.</td></tr>
</table>

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	**Atsushi Nagai** (August 25, 1956) Reelection Attendance at Board of Directors meetings 15/15 meetings (Attendance rate: 100%)	Apr. 1975 Joined The Sanwa Bank, Limited (currently MUFG Bank, Ltd.) May 2006 Shinjuku Branch Manager of The Sanwa Bank, Limited Apr. 2010 Joined the Company, Chief Director of Administration Division and General Manager of Operation Department June 2010 Board Director, Chief Director of Administration Division and General Manager of Operation Department Apr. 2012 Board Director, Chief Director of Administration Division and General Manager of Corporate Planning Office May 2014 Board Director June 2015 Executive Managing Director July 2016 Executive Managing Director, Chief Director of Administration Division July 2017 Senior Managing Director, Chief Director of Administration Division (current position) (Significant concurrent positions outside the Company) President and CEO of FJ Community Co., Ltd.	24,000 shares
	[Reasons for nomination as candidate for Board Director] He was appointed Senior Managing Director of the Company in July 2017, and promotes Company business as the Chief Director of Administration, and as Representative Director and President of the Group company that is responsible for the Real estate management segment. Taking into comprehensive consideration his track record and extensive experience in his previous position, and his broad discernment and abilities in relation to corporate management, the Company once again nominates him as a candidate for Board Director.		

(Notes) 1. There is no special interest between any of the candidates and the Company.

2. In addition to the aforementioned number of times that meetings of the Board of Directors were held, based on Article 370 of the Companies Act and Article 24 of the Company's Articles of Incorporation, there were two written resolutions that were deemed resolutions by the Board of Directors.

3. For each candidate, the number of the Company's shares owned indicates the current number of shares in the shareholder register as of the end of the fiscal year under review (March 31, 2021).

4. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, thereby covering losses incurred by the insureds, including Board Directors of the Company, in cases where they are liable for damages arising from their performance of duties (unless a coverage exclusion in the insurance policy is applied). If each candidate is elected and assumes the office as Board Director, the Company plans to include every such Board Director as an insured in the insurance policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

Proposal No. 5: Election of Three Board Directors Who Are Audit and Supervisory Committee Members

The terms of office of all three currently serving Board Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this meeting. Therefore, the Company proposes the election of three Board Directors who are Audit and Supervisory Committee Members.

In addition, the consent of the Audit and Supervisory Committee for this proposal has been obtained.

Candidates for the role of Board Director who is an Audit and Supervisory Committee Member are as follows:

<table>
<tr><th>Candidate No.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company</th><th>Number of the Company's shares owned</th></tr>
<tr><td rowspan="2">1</td><td>Kenichi Suzuki
(June 17, 1961)

Reelection
Attendance at Board of Directors meetings
15/15 meetings
(Attendance rate: 100%)
Attendance at Audit and Supervisory Committee meetings
12/12 meetings
(Attendance rate: 100%)</td><td>July 1986
June 1996
Apr. 2005
Dec. 2005
Mar. 2006
Apr. 2008
Apr. 2011
Apr. 2012
June 2018</td><td>Joined Miyake Certified Public Accountant Office
Joined the Company
General Manager of Corporate Planning Office
Assistant General Manager of Accounting Department
General Manager of Internal Audit Office
Assistant General Manager of Accounting Department
General Manager of Accounting Department and Internal Control Promotion Office
General Manager of Accounting Department
Board Director (Full-time Audit and Supervisory Committee Member)
(current position)</td><td>14,000 shares</td></tr>
<tr><td colspan="4">[Reasons for nomination as candidate for Board Director who is an Audit and Supervisory Committee Member]
He has been involved for many years in accounting, internal audit and internal control of the Company, and was appointed Director who is Audit and Supervisory Committee Member (Full-time) in June 2018. Taking into comprehensive consideration his track record, his extensive experience, and his broad discernment and abilities in relation to corporate management, the Company has judged that he is capable of appropriately fulfilling his duties in making management decisions and supervising business execution. Therefore, the Company once again nominates him as a candidate for Board Director who is Audit and Supervisory Committee Member.</td></tr>
</table>

<table>
<tr><th>Candidate No.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company</th><th>Number of the Company's shares owned</th></tr>
<tr><td rowspan="2">2</td><td>Kiyoshi Suzuki
(November 4, 1945)

Tenure as outside Director
(At the conclusion of this General Meeting of Shareholders)
6 years

Reelection
Attendance at Board of Directors meetings
15/15 meetings
(Attendance rate: 100%)
Attendance at Audit and Supervisory Committee meetings
12/12 meetings
(Attendance rate: 100%)</td><td>Nov. 1970
Oct. 1983

June 2000
June 2015

(Significant concurrent positions outside the Company)
Director of Suzuki Certified Public Accountant Office, certified public accountant, tax accountant
Director, Discovery Co., Ltd.
Outside Director, SONOCOM Co., Ltd.
Outside Director, NICHIEI KOUGYOU Co., Ltd.</td><td>Joined Price Waterhouse Accounting Firm
Established Suzuki Certified Public Accountant Office
Audit and Supervisory Board Member
Board Director (Audit and Supervisory Committee Member)
(current position)</td><td>151,600 shares</td></tr>
<tr><td colspan="4">[Reasons for nomination as candidate for Board Director who is an Audit and Supervisory Committee Member and outline of expected roles]
Kiyoshi Suzuki is a certified public accountant and has deep insight, expertise and experience suitable for Board Director of the Company. Since being appointed as an Audit & Supervisory Board Member of the Company in June 2000, he has consistently emphasized the interests of shareholders and other stakeholders, made management decisions and supervised business execution from an independent and objective position from the management. Thus, the Company have determined that there is no risk of conflicts of interest with general shareholders. The Company has also designated him as independent director/officers. Therefore, the Company once again nominates him as a candidate for Outside Board Director.</td></tr>
</table>

<table>
<tr><th>Candidate No.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company</th><th>Number of the Company's shares owned</th></tr>
<tr><td rowspan="2">3</td><td>Daisuke Takaba
(December 2, 1956)

Tenure as outside Director
(At the conclusion of this General Meeting of Shareholders)
6 years

Reelection
Attendance at Board of Directors meetings
15/15 meetings
(Attendance rate: 100%)
Attendance at Audit and Supervisory Committee meetings
12/12 meetings
(Attendance rate: 100%)</td><td>Apr. 1988
Apr. 1991
June 2004
June 2015</td><td>Registered as an attorney at law at Dai-Ichi Tokyo Bar Association
Director, Takaba Law Office
Audit and Supervisory Board Member
Board Director (Audit and Supervisory Committee Member)
(current position)
(Significant concurrent positions outside the Company)
Director of Takaba Law Office, attorney
Corporate Auditor, MIDORISANGYO Co., Ltd.</td><td>1,000 shares</td></tr>
<tr><td colspan="4">[Reasons for nomination as candidate for Board Director who is an Audit and Supervisory Committee Member and outline of expected roles]
Daisuke Takaba has no experience of direct involvement in company management in the past, however, is an attorney and has appropriate deep insight, expertise and experience suitable for Board Director of the Company. Since being appointed as an Audit & Supervisory Board Member of the Company in June 2004, he has consistently emphasized the interests of shareholders and other stakeholders, made management decisions and supervised business execution from an independent and objective position from the management. Thus, the Company have determined that there is no risk of conflicts of interest with general shareholders. The Company has also designated him as independent director/officers. Therefore, the Company once again nominates him as a candidate for Outside Board Director.</td></tr>
</table>

(Notes) 1. There is no special interest between any of the candidates for Board Directors who are Audit and Supervisory Committee Members and the Company.

2. Kiyoshi Suzuki and Daisuke Takaba are candidates for Outside Board Directors. The Company has notified Tokyo Stock Exchange of Kiyoshi Suzuki and Daisuke Takaba as independent directors/auditors as stipulated by the regulations of Tokyo Stock Exchange.

3. The Company has entered into an agreement with Messrs. Kenchi Suzuki, Kiyoshi Suzuki and Daisuke Takaba to limit their liability for damages under Article 423, paragraph (1) pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, setting the minimum amount stipulated by law as the maximum liability. If three candidates are reelected, the Company plans to renew the said agreement with them.

4. Kenichi Suzuki will be appointed as a Board Director who is a Full-time Audit and Supervisory Committee Member at the Board of Directors meeting to be held after the conclusion of this General Meeting of Shareholders.

5, The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, thereby covering losses incurred by the insureds, including Board Directors who are Audit and Supervisory Committee Members of the Company, in cases where they are liable for damages arising from their performance of duties (unless a coverage exclusion in the insurance policy is applied). If each candidate is elected and assumes the office as Board Director who is an Audit and Supervisory Committee Member, the Company plans to include every such Board Director who is an Audit and Supervisory Committee Member as an insured in the insurance policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

Proposal No. 6: Election of Two Substitute Board Directors Who Are Audit and Supervisory Committee Members

It is proposed that two substitute Board Directors who are Audit and Supervisory Committee Members be elected to be ready to fill a vacant position should the number of Board Directors who are Audit and Supervisory Committee Members fall below the number required by laws and regulations.

The Company proposes that Mitsuru Ozawa be elected substitute for Kenichi Suzuki, Board Director who is an Audit and Supervisory Committee Member and that Kie Oshiro be elected substitute for Kiyoshi Suzuki and Daisuke Takaba, Outside Board Directors who are Audit and Supervisory Committee Members.

In addition, the consent of the Audit and Supervisory Committee for this proposal has been obtained.

The candidates for substitute Board Directors who are Audit and Supervisory Committee Member are as follows:

<table>
<tr><th>Candidate No.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company</th><th>Number of the Company's shares owned</th></tr>
<tr><td rowspan="2">1</td><td rowspan="2">Mitsuru Ozawa
(February 7, 1959)</td><td>Oct. 1982

Oct. 2008

Sept. 2009</td><td>Joined Chiba Construction Co., Ltd. (currently Livlan Co., Ltd.)
Director, Executive Officer and President of Livlan Co., Ltd.
Joined FJ Fudosan Hanbai Co., Ltd. (currently FJ Next Co., Ltd.)
General Manager of Izukogen Branch (current position)</td><td>—</td></tr>
<tr><td colspan="3">[Reasons for nomination as candidate for Board Director who is an Audit and Supervisory Committee Member]
Taking into consideration his experience in company management in his previous role, and track record as a branch manager of the Company, and so forth, the Company nominates him as a candidate for substitute Board Director who is an Audit and Supervisory Committee Member.</td></tr>
<tr><td rowspan="2">2</td><td rowspan="2">Kie Oshiro
(April 4, 1975)</td><td>Oct. 2004

May 2005

(Significant concurrent positions outside the Company)
Attorney at law of Takaba Law Office</td><td>Registered as an attorney at law at Daini Tokyo Bar Association
Joined LINK LAW OFFICE Kito and Partners
Registered as an attorney at law at Dai-Ichi Tokyo Bar Association
Joined Takaba Law Office (current position)</td><td>—</td></tr>
<tr><td colspan="3">[Reasons for nomination as candidate for Board Director who is an Audit and Supervisory Committee Member and outline of expected roles]
Kie Oshiro has no experience of direct involvement in company management in the past, however, having taken into comprehensive consideration her broad discernment, specialist knowledge and experience, the Company nominates her as a candidate for substitute Board Director who is an Audit and Supervisory Committee Member.</td></tr>
</table>

(Notes) 1. There is no special interest between any of the candidates and the Company.

2. Kie Oshiro is a candidate for substitute outside Board Director.

3. In the event that the candidates are all appointed Board Directors who are Audit and Supervisory Board Members, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company plans to enter into agreements with them to limit their liability for damages under Article 423, paragraph (1) of the same Act to the minimum liability amount provided for under laws and regulations.

4. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, thereby covering losses incurred by the insureds, including Board Directors who are Audit and Supervisory Committee Members of the Company, in cases where they are liable for damages arising from their performance of duties (unless a

coverage exclusion in the insurance policy is applied). If each candidate assumes the office as Board Director who is an Audit and Supervisory Committee Member, the Company plans to include every such Board Director who is an Audit and Supervisory Committee Member as an insured in the insurance policy.

Proposal No. 7: Payment of Retirement Benefits to Retired Board Director

To reward them for their services performed during their time in office, the Company proposes to pay an appropriate retirement benefits in line with Company-determined standards to Yuji Kato, Eiji Fukushima, Yasuo Ito, Takahisa Tanaka, Toru Tsushima, Tatsumi Yamamoto, Keisuke Hida and Keiko Kyoda who will retire at the conclusion of this meeting.

The Company requests that matters such as the specific monetary amount, the time of payment, and the payment method be entrusted to the Board of Directors.

This proposal was deemed to be appropriate as it was decided at the Board of Directors as being in accordance with the decision policy for the details of remuneration, etc. for individual Directors that was established by the Board of Directors in advance, and internal regulations.

The decision policy for the details of remuneration, etc. for individual Directors of the Company is presented in the Business Report in the Japanese original on page 31.

The career summary of this retired Board Director is as follows.

Name	Career summary	
Yuji Kato	June 2008 June 2015	Board Director Executive Managing Director (current position)
Eiji Fukushima	June 2016 July 2017	Board Director Executive Managing Director (current position)
Yasuo Ito	Mar. 1990	Board Director (current position)
Takahisa Tanaka	Feb. 2002	Board Director (current position)
Toru Tsushima	June 2013	Board Director (current position)
Tatsumi Yamamoto	June 2015	Board Director (current position)
Keisuke Hida	June 2018	Board Director (current position)
Keiko Kyoda	June 2020	Board Director (current position)