

[Translation: For reference only]

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

Sanwa Holdings Corporation

(Stock Code: 5929)

June 2, 2026

1-1, Nishi-Shinjuku 2-Chome,
Shinjuku-ku, Tokyo, Japan

Yasushi Takayama
Representative Director, President

Convocation Notice of The 91st Ordinary General Meeting of Shareholders

To Our Shareholders;

We hereby would like to appreciate your constant and deep consideration to Sanwa Holdings Corporation (the “Company”).

The 91st Ordinary General Meeting of Shareholders of the Company (the “Meeting”) will be held as described below, and you are cordially notified of the Meeting.

If you choose not to attend the Meeting, you may exercise your voting rights either via the Internet, etc. or in writing (by mail). We ask you to exercise your voting rights no later than 5:15 p.m. on Tuesday, June 23, 2026 after carefully reading the Reference Documents for General Meeting of Shareholders.

Recitals

1. Date and Time: Wednesday, June 24, 2026 at 10:00 a.m.
(Reception begins at 9:00 a.m.)

2. Place: **NS Sky-Conference Room 1, Shinjuku NS Building, 30th floor**
4-1, Nishi-Shinjuku 2-Chome, Shinjuku-ku, Tokyo

3. Agenda of the Meeting:

Matters to be Reported:

1. Report on the Business Report, the Consolidated Financial Statements, and the Audit Reports of the Accounting Auditor and the Audit and Supervisory Committee on the Consolidated Financial Statements, for the 91st Term (from April 1, 2025 to March 31, 2026).
2. Report on the Non-Consolidated Financial Statements for the 91st Term (from April 1, 2025 to March 31, 2026).

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Matters to be Resolved:

- Proposal 1: Appropriation of Surplus
- Proposal 2: Election of Six Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)
- Proposal 3: Election of Three Directors Serving as Audit and Supervisory Committee Members

■ Matters for which measures for providing information in electronic format are to be taken

When convening the Meeting, the Company takes measures for providing in electronic format the information that constitutes the content of Reference Documents for General Meeting of Shareholders, etc. (matters for which measures for providing information in electronic format are to be taken). This information is posted on each of the following websites, so please access either of those websites to confirm the information.

The Company's website:

https://www.sanwa-hldgs.co.jp/ir/stock_info/meeting.html (in Japanese)

Website for posted informational materials for the Meeting:

<https://d.sokai.jp/5929/teiji/> (in Japanese)

TSE website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(Access the TSE website by using the internet address shown above, enter "Sanwa Holdings Corporation" in "Issue name (company name)" or the Company's securities code "5929" in "Code," and click "Search." Then, click "Basic information" and select "Documents for public inspection/PR information." Under "Filed information available for public inspection," click "Click here for access" under "[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].")

- ◎ If revisions to the matters for which measures for providing information in electronic format are to be taken arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on each of the above mentioned websites.

Website for Exercising Voting Rights

<https://evote.tr.mufg.jp/> (in Japanese)

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Reference Documents for General Meeting of Shareholders

Proposals and Reference Materials

Proposal 1: Appropriation of Surplus

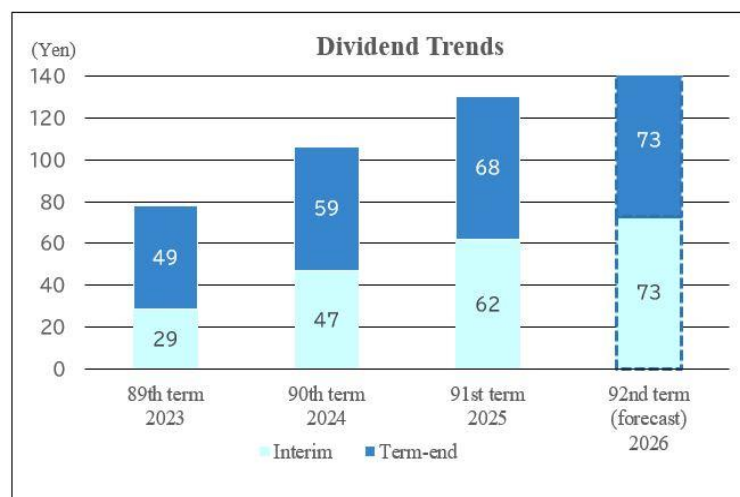
We consider the appropriate return of profits to shareholders as an important management issue, and that stable dividends will meet the needs of our shareholders, taking into account our business performance in each fiscal year, the dividend payout ratio based on profits, and future management policies. Concretely, we aim to implement stable dividends based on a target dividend on equity ratio (DOE) of 8%.

By giving consideration to business performance and future business development, among others, the term-end dividend for the fiscal year under review is proposed to be ¥68 per share, as detailed below.

- (1) Type of dividend assets
Cash
- (2) Items relating to the allocation of dividend assets to shareholders and its total amount
¥68 per share of common stock
Total ¥14,272,149,672
(¥130 per annum adding paid interim dividend ¥62 per share)
- (3) Effective date of payment of dividend from surplus
June 25, 2026

[Reference: Dividend trends]

	89th term	90th term	91st term	92nd term* ² (forecast)
Interim dividend/share	¥29	¥47	¥62	¥73
Term-end dividend/share	¥49	¥59	¥68	¥73
Annual dividend/share	¥78	¥106	¥130	¥146
Profit attributable to owners of parent/share	¥196.03	¥264.61	¥281.61	¥288.08
Payout ratio	39.8%	40.1%	46.2%	50.7%
DOE*1	—	—	8.2%	10.9%



(Notes)

- 1 The target dividend on equity ratio (DOE) is 8% for the 91st term and the target dividend on shareholders' equity ratio (DOE) is 10% for the 92nd term.
- 2 The dividend forecast for the 92nd term includes a commemorative dividend.

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Proposal 2: Election of Six Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

At the close of the Meeting, all six Directors (excluding Directors serving as Audit and Supervisory Committee Members; the same shall apply throughout this proposal) will resign due to the expiration of their terms of office.

We therefore propose the election of six Directors.

For this proposal, the Audit and Supervisory Committee of the Company has determined that every candidate is appropriate to be a Director of the Company.

The candidates for Director are as follows:


Candidate No.		Name	Position in the Company	
1	Male	Yasushi Takayama	Representative Director, President Executive Officer, President	Reelection
2	Male	Hiroyuki Yamazaki	Director Senior Managing Executive Officer	Reelection
3	Male	Toshiaki Doba	Director Senior Managing Executive Officer	Reelection
4	Male	Meiji Takayama	Director	Reelection
5	Male	Masanaka Yokota	Director	Reelection Outside Independent
6	Female	Hiroko Ishimura	Director	Reelection Outside Independent

Reelection: candidate for Director to be reelected


Outside: candidate for Outside Director

Independent: independent officer as provided for by the securities exchange


[Translation: For reference only]

Candidate No.	Name (Date of Birth)	Personal History, Positions, Role in the Company (Important concurrent positions)	Number of the Company's shares owned
1	 <p>Yasushi Takayama (February 3, 1971)</p> <p>Reelection</p>	<p>October 2006 Joined the Company</p> <p>April 2008 General Manager of TCR Dept.</p> <p>April 2009 General Manager of Structural Reform Dept.</p> <p>April 2010 Director, Senior Executive Officer, Sanwa Shutter Corporation</p> <p>April 2010 Responsible for Group Function, Sanwa Shutter Corporation</p> <p>April 2011 Senior Executive Officer, the Company</p> <p>April 2011 Assistant Director of Overseas Business Unit</p> <p>April 2012 Senior Managing Executive Officer</p> <p>April 2012 Responsible for Corporate Planning Unit</p> <p>June 2012 Director</p> <p>April 2016 Executive Officer, Vice President</p> <p>April 2016 Deputy President</p> <p>April 2017 COO</p> <p>April 2017 Representative Director, President (present post)</p> <p>April 2019 Representative Director, Chairman of the Board, Sanwa Shutter Corporation</p> <p>April 2020 Executive Officer, President (present post) (Important concurrent positions) Director, Sanwa USA Inc. Director, Overhead Door Corporation Director, Novoferm Germany GmbH.</p>	516,877 shares
		Number of years in office	14 years
		Attendance at Board of Directors meetings	100%
<p>(Reasons for selecting the candidate)</p> <p>Since joining the Company in 2006, Mr. Yasushi Takayama has served in important positions, including General Manager of Total Cost Reduction (TCR) Dept. and General Manager of Structural Reform Dept., where he promoted a wide range of management reforms throughout the Company Group. After assuming office as President in 2017, he has promoted global group management both in Japan and overseas, laying the foundation for the Company to become a major global player. Based on his extensive experience and track record, the Company has determined that he remains qualified to be a Director.</p>			

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Candidate No.	Name (Date of Birth)	Personal History, Positions, Role in the Company (Important concurrent positions)	Number of the Company's shares owned				
2	 <p data-bbox="309 831 501 936">Hiroyuki Yamazaki (February 3, 1961) Reelection</p>	<p data-bbox="555 259 1281 1077"> April 1983 Joined Sumitomo Corporation December 1995 Vice President, Phoenixcore, Inc. (USA) January 1999 General Manager of Machinery Department, Chicago Office, Sumitomo Corporation of America June 2009 Director (Outside), CSK Holdings Corporation April 2010 Executive Officer, Sumisho Computer Systems Corporation April 2016 Representative Director, Executive Vice President, SCSK Corporation September 2017 Joined the Company April 2018 Senior Executive Officer Subleader of Corporate Planning Unit (Concurrent) General Manager of Corporate Planning Dept. April 2020 Responsible for Corporate Planning Unit (present post) June 2020 Director (present post) April 2024 Senior Managing Executive Officer (present post) April 2024 Director, Sanwa Shutter Corporation (present post) (Important concurrent positions) Director, Sanwa Shutter Corporation Director, Overhead Door Corporation Director, Novoferm Germany GmbH. </p> <table border="1" data-bbox="555 1081 1302 1182"> <tr> <td data-bbox="555 1081 1070 1122">Number of years in office</td> <td data-bbox="1070 1081 1302 1122">6 years</td> </tr> <tr> <td data-bbox="555 1122 1070 1182">Attendance at Board of Directors meetings</td> <td data-bbox="1070 1122 1302 1182">88%</td> </tr> </table>	Number of years in office	6 years	Attendance at Board of Directors meetings	88%	33,891 shares
Number of years in office	6 years						
Attendance at Board of Directors meetings	88%						
<p data-bbox="161 1189 520 1216">(Reasons for selecting the candidate)</p> <p data-bbox="161 1220 1517 1368">Mr. Hiroyuki Yamazaki held important positions at a trading company, a system development company, and other organizations before joining the Company in 2017. At the Company, he has contributed to the growth of the Company Group both on the attacking and defensive aspects, by utilizing his extensive experience and acumen to promote management strategy and global personnel strategy, as well as strengthen risk management and so forth. Based on his experience and acumen, the Company has determined that he remains qualified to be a Director.</p>							


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Candidate No.	Name (Date of Birth)	Personal History, Positions, Role in the Company (Important concurrent positions)	Number of the Company's shares owned
3	 <p>Toshiaki Doba (July 26, 1961)</p> <p>Reelection</p>	<p>April 1985 Joined ITOCHU Corporation</p> <p>April 2000 Joined Johnson & Johnson K.K.</p> <p>April 2007 General Manager of Corporate Planning Dept., Accounting and Finance Div., Medical Company, Johnson & Johnson K.K.</p> <p>July 2008 CFO, Consumer Company, Johnson & Johnson K.K.</p> <p>November 2010 Head of Distribution Strategy Div. (Senior Director), Medical Company, Johnson & Johnson K.K.</p> <p>April 2014 Joined the Company</p> <p>April 2015 General Manager of Strategic Re-Engineering Dept.</p> <p>April 2016 Executive Officer Head of Americas Business, Europe and Americas Business Unit</p> <p>April 2019 Senior Executive Officer</p> <p>April 2020 Head of Europe and Americas Business</p> <p>April 2021 Subleader of Global Business Unit</p> <p>January 2022 (Concurrent) General Manager of Global R&D Dept.</p> <p>April 2022 Responsible for Global Business Unit (present post) (Concurrent) General Manager of R&D Dept.</p> <p>June 2022 Director (present post) (Concurrent) Head of Americas Business</p> <p>April 2023 (Concurrent) Head of Americas Business</p> <p>October 2023 (Concurrent) Head of Asia Business</p> <p>April 2024 Senior Managing Executive Officer (present post) (Important concurrent positions) Director, Overhead Door Corporation Director, Novoferm Germany GmbH.</p>	22,697 shares
		Number of years in office	4 years
		Attendance at Board of Directors meetings	100%


(Reasons for selecting the candidate)

After holding important positions at a trading company and a foreign-owned enterprise, Mr. Toshiaki Doba joined the Company in 2014. At the Company, he has been mainly involved with the Americas Business, making a substantial contribution to expanding the sales of the US subsidiary and improving its profitability. From 2022, he was responsible for Global Business Unit, where he led the Company's business strategy in Europe and Asia, as well as the Americas, contributing to the growth of the Company's global business. Based on his experience and track record, the Company has determined that he remains qualified to be a Director.

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Candidate No.	Name (Date of Birth)	Personal History, Positions, Role in the Company (Important concurrent positions)		Number of the Company's shares owned
4	 Meiji Takayama (August 27, 1973) Reelection	October 2006	Joined the Company	712,840 shares
		April 2009	General Manager of Sales Promotion Dept., Building Business Div., Sanwa Shutter Corporation	
		April 2010	Executive Officer, General Manager of Corporate Sales Dept., Building Materials Div., Sanwa Shutter Corporation	
		April 2011	Director, Sanwa Shutter Corporation	
April 2011	Senior Executive Officer, Head of Building Materials Div., Sanwa Shutter Corporation	April 2012	Senior Executive Managing Officer, Head of Building Materials Div., Sanwa Shutter Corporation	
April 2012	Senior Executive Managing Officer, Head of Building Materials Div., Sanwa Shutter Corporation	April 2013	Senior Managing Executive Officer, Head of Sales Development Div., Sanwa Shutter Corporation	
April 2013	Senior Managing Executive Officer, Head of Sales Development Div., Sanwa Shutter Corporation	April 2014	Senior Managing Executive Officer, Head of Business Strategy Div., Sanwa Shutter Corporation	
April 2014	Senior Managing Executive Officer, Head of Business Strategy Div., Sanwa Shutter Corporation	April 2016	Representative Director, Sanwa Shutter Corporation	
April 2016	Executive Officer, Vice President (Concurrent)	April 2016	Deputy President, Sanwa Shutter Corporation	
April 2016	Deputy President, Sanwa Shutter Corporation	April 2017	Representative Director, President, Sanwa Shutter Corporation (present post)	
April 2017	Representative Director, President, Sanwa Shutter Corporation (present post)	April 2017	Chief Executive Officer, Sanwa Shutter Corporation (present post)	
April 2017	Chief Executive Officer, Sanwa Shutter Corporation (present post)	June 2017	Director, the Company (present post)	
June 2017	Director, the Company (present post)		(Important concurrent positions)	
Number of years in office		9 years		
Attendance at Board of Directors meetings		100%		
<p>(Reasons for selecting the candidate)</p> <p>Mr. Meiji Takayama held important positions at Sanwa Shutter Corporation, the core business company of the Company Group, such as General Manager of Sales Promotion Dept. and Head of Building Materials Div., before assuming office as Representative Director, President of that company in 2017. Based on his experience and knowledge of the field of construction and the construction materials industry, he has driven the domestic business and contributed to the development of the Company Group. Based on his experience and strong leadership, the Company has determined that he remains qualified to be a Director.</p>				

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Candidate No.	Name (Date of Birth)	Personal History, Positions, Role in the Company (Important concurrent positions)	Number of the Company's shares owned
5	 Masanaka Yokota (January 5, 1955) Reelection Outside Independent	June 2003 Director, JMA Consultants Inc. January 2009 President, JMAC China June 2013 Managing Director, JMA Consultants Inc. April 2015 President, JMAC Europe S.p.A June 2020 Standing Advisor, JMA Consultants Inc. (present post) June 2020 Outside Director, the Company (present post) (Important concurrent positions) Standing Advisor, JMA Consultants Inc.	6,600 shares
		Number of years in office 6 years	
		Attendance at Board of Directors meetings 100%	

(Reasons for selecting the candidate and overview of expected role)

As a consultant for many years at JMA Consultants Inc., Mr. Masanaka Yokota provided advice and guidance for improvements and reforms in areas such as management strategy, production & manufacturing, and personnel development. Since he assumed office as Outside Director in 2020, he has utilized his experience as a consultant and as the president of an overseas subsidiary, etc. to provide advice and suggestions on management as a whole, while also providing impartial opinions as a member of the Nomination and Compensation Committee. The Company expects him to utilize these extensive experience and knowledge to continue to provide supervision and advice in relation to the execution of duties by Directors of the Company.

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independent officer as provided for by the Tokyo Stock Exchange. If she is reelected, the Company plans to continue to submit the List of her appointment as an independent officer.

5. In order to invite skillful persons as Director for enhancement of corporate governance of the Company, in Article 29 of the Articles of Incorporation of the Company, the Company establishes that it may enter into a limited liability agreement with Directors, excluding persons who are Executive Directors, etc. The Company has entered into a limited liability agreement with Mr. Masanaka Yokota and Ms. Hiroko Ishimura such that the liability amount related to Article 423, paragraph (1) of the Companies Act shall be limited within the amount stipulated by laws and regulations, in accordance with Article 427, paragraph (1) of the same Act and Article 29 of the Articles of Incorporation of the Company. If both of them are reelected, the Company plans to continue the same limited liability agreements with them.
6. In accordance with Article 430-3, paragraph (1) of the Companies Act, the Company has concluded a directors and officers liability insurance policy with an insurance company. The insureds under this policy are Directors, Directors serving as Audit and Supervisory Committee Members, and Executive Officers, and we plan to renew this policy in October 2026. If each candidate for Director is elected, they will become an insured under the insurance policy.

- 1) Outline of insurance items covered

The policy covers amount of indemnification, litigation expenses, etc. that may arise from the insured's assumption of liability incurred in the course of the performance of duties as an officer or a person at a certain position, or receipt of claims pertaining to the pursuit of the said liability. However, to avoid impairing the appropriateness of the insured's performance of duties, the policy does not provide indemnity in the case where the insured has caused damage to the Company intentionally or negligently, or through actions that violate the insured's duty or actions that violate laws, regulations, the Articles of Incorporation, or internal rules.

- 2) Insurance premiums

The full amount of the insurance premiums is borne by the Company.

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Proposal 3: Election of Three Directors Serving as Audit and Supervisory Committee Members

At the close of the Meeting, the three Directors serving as Audit and Supervisory Committee Members, Tsunekatsu Yonezawa, Naoto Yamaoka, and Akira Gokita, will resign due to the expiration of their terms of office.

We therefore propose the election of three Directors serving as Audit and Supervisory Committee Members.

Furthermore, the Audit and Supervisory Committee have consented to this proposal.

The candidates for Director serving as Audit and Supervisory Committee Member are as follows:

Candidate No.		Name	Position in the Company	
1	Male	Tsunekatsu Yonezawa	Director serving as Audit and Supervisory Committee Member (Full-time)	Reelection Outside Independent
2	Male	Naoto Yamaoka	Director serving as Audit and Supervisory Committee Member (Full-time)	Reelection
3	Female	Emiko Suzuki	–	New election Outside Independent


Reelection: candidate for Director to be reelected

New election: candidate for Director to be newly elected

Outside: candidate for Outside Director

Independent: independent officer as provided for by the securities exchange


[Translation: For reference only]

Candidate No.	Name (Date of Birth)	Personal History, Positions, Role in the Company (Important concurrent positions)	Number of the Company's shares owned	
1	 Tsunekatsu Yonezawa (August 4, 1948) Reelection Outside Independent	April 1971	Joined ITOCHU Corporation	
		April 1996	General Manager of Thin Plate Department I, ITOCHU Corporation	
		April 1999	General Manager of Oceania (Stationed in Sydney), ITOCHU Corporation (Concurrent) President, ITOCHU Australia Ltd.	
		June 2001	Executive Officer, ITOCHU Corporation	
		October 2001	Member of the Board, General Manager of Iron & Steel Division-I, Marubeni-Itochu Steel Inc.	
		April 2004	Vice President, Member of the Board, Marubeni-Itochu Steel Inc.	
		April 2005	President and CEO, Member of the Board, Marubeni-Itochu Steel Inc.	
		April 2009	Chairman, Member of the Board, Marubeni-Itochu Steel Inc.	
		April 2012	Advisory Board Member, Marubeni-Itochu Steel Inc.	
		April 2013	Director (Assistant to President), ITOCHU Corporation	
		June 2015	Outside Corporate Auditor, the Company	
		June 2016	Director serving as Audit and Supervisory Committee Member (Full-time) (present post)	
		Number of years in office		10 years
		Attendance at Board of Directors meetings		100%

(Reasons for selecting the candidate and overview of expected role)

Mr. Tsunekatsu Yonezawa served as General Manager of Thin Plate Department I, ITOCHU Corporation, and General Manager of Oceania, ITOCHU Corporation, before being appointed Member of the Board of Marubeni-Itochu Steel Inc. in the ITOCHU Group. Subsequently he assumed office as Outside Corporate Auditor of the Company in 2015 and Director serving as Audit and Supervisory Committee Member in 2016. Since June 2025, he has served as Chairperson of the Audit and Supervisory Committee. At the Company, based on his experience as a corporate manager both in Japan and overseas and his deep knowledge of economics and management, he has provided appropriate opinions and advice while also providing impartial opinions as Chairperson of the Nomination and Compensation Committee. The Company expects him to utilize his experience and knowledge to continue to provide appropriate supervision of execution of business by the Company.

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Candidate No.	Name (Date of Birth)	Personal History, Positions, Role in the Company (Important concurrent positions)	Number of the Company's shares owned
2	 <p data-bbox="316 790 496 846">Naoto Yamaoka (August 21, 1958)</p> <p data-bbox="352 875 459 898">Reelection</p>	<p data-bbox="555 259 679 282">March 1989</p> <p data-bbox="555 297 663 320">April 2013</p> <p data-bbox="555 360 679 383">March 2017</p> <p data-bbox="555 398 663 421">April 2021</p> <p data-bbox="555 461 663 483">June 2023</p> <p data-bbox="555 499 663 521">June 2025</p> <p data-bbox="555 562 663 584">June 2025</p> <p data-bbox="778 259 1286 972"> Joined the Company General Manager of Human Resources and General Affairs Dept., Sanwa Shutter Corporation Executive Officer, Sanwa Shutter Corporation Senior Executive Officer, Sanwa Shutter Corporation Corporate Auditor, Sanwa Shutter Corporation Part-time Corporate Auditor, Sanwa Shutter Corporation (present post) Director serving as Audit and Supervisory Committee Member (Full-time), the Company (present post) (Important concurrent positions) Part-time Corporate Auditor, Sanwa Shutter Corporation Part-time Corporate Auditor, Suzuki Shutter Corporation Part-time Corporate Auditor, Showa Front Co., Ltd. Part-time Corporate Auditor, Sanwa Tajima Corporation Part-time Corporate Auditor, Sanwa Facade Laboratory Corporation </p>	1,900 shares
		Number of years in office	1 year
		Attendance at Board of Directors meetings	100%
<p data-bbox="161 1084 520 1106">(Reasons for selecting the candidate)</p> <p data-bbox="161 1117 1517 1294">Mr. Naoto Yamaoka held important positions at Sanwa Shutter Corporation, the core business company of the Company Group, such as General Manager of Human Resources and General Affairs Dept., Senior Executive Officer, before assuming office as Corporate Auditor of that company in 2023, and Director serving as Audit and Supervisory Committee Member of the Company in 2025. He possesses many years of experience in human resources, labor, human resource development, and general affairs operations, as well as broad knowledge of the Company Group's business. Based on his extensive experience, the Company expects him to provide appropriate opinions and advice, and has determined that he is qualified to be a Director serving as Audit and Supervisory Committee Member.</p>			

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Candidate No.	Name (Date of Birth)	Personal History, Positions, Role in the Company (Important concurrent positions)	Number of the Company's shares owned
3	 <p>Emiko Suzuki (January 3, 1964)</p> <p>New election Outside Independent</p>	<p>April 1986 Joined The Fuji Bank, Limited</p> <p>October 2002 Joined Deloitte Touche Tohmatsu LLC</p> <p>May 2006 Registered as a certified public accountant</p> <p>March 2025 Representative, Suzuki Emiko CPA Office (present post)</p> <p> Outside Corporate Auditor, POLA ORBIS HOLDINGS INC. (present post)</p> <p>November 2025 Supervisory Director, Japan Hotel REIT Investment Corporation (present post)</p> <p>(Important concurrent positions)</p> <p>Representative, Suzuki Emiko CPA Office</p> <p>Outside Corporate Auditor, POLA ORBIS HOLDINGS INC.</p> <p>Supervisory Director, Japan Hotel REIT Investment Corporation</p>	—
		Number of years in office -	
		Attendance at Board of Directors meetings -%	
<p>(Reasons for selecting the candidate and overview of expected role)</p> <p>Ms. Emiko Suzuki has extensive practical experience at financial institutions and audit firms, as well as professional expertise as a certified public accountant, and possesses deep knowledge of corporate accounting, internal controls, and risk management. In addition, through her experience as an outside corporate auditor of listed companies and as a supervisory director of an investment corporation, the Company expects her to contribute to the enhancement of its corporate governance by exercising appropriate audit and supervisory functions from an independent standpoint. Although she has had no direct involvement in company management, the Company has determined that, based on the above experiences and expertise, she will be able to appropriately perform her duties as an Outside Director.</p>			

Notes:

- None of the candidates has any special interest with the Company.
- Mr. Tsunekatsu Yonezawa is a candidate for Outside Director. The Company has submitted to the Tokyo Stock Exchange an Independent Officer List which states his name as an independent officer. If he is reelected, the Company plans to continue to submit the List of his appointment as an independent officer. Mr. Tsunekatsu Yonezawa is a former employee of Marubeni-Itochu Steel Inc., with which the Company Group has purchasing transactions for the Company Group's raw materials and sales transactions for the Company Group's products. However, the annual transaction amount between that company group and the Company Group for the past three fiscal years was less than 1% of the annual consolidated net sales of each of the groups, and he fulfills the Independence Criteria for the Company's Outside Officers and the requirements for an independent officer as provided for by the Tokyo Stock Exchange as well, so the Company has determined that he has no special conflict of interest with ordinary shareholders.
- Ms. Emiko Suzuki is a candidate for Outside Director and fulfills both the Independence Criteria for the Company's Outside Officers and the requirements for an independent officer as provided for by the Tokyo Stock Exchange. If she assumes office as Director serving as Audit and Supervisory Committee Member, the Company plans to submit the List of her appointment as an independent officer.
- In order to invite skillful persons as Director for enhancement of corporate governance of the Company, in Article 29 of the Articles of Incorporation of the Company, the Company establishes that it may enter into a limited liability agreement with Directors, excluding persons who are Executive Directors, etc. The Company has entered into limited liability agreements with Mr. Tsunekatsu Yonezawa and Mr. Naoto

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Yamaoka such that the liability amounts related to Paragraph 1 in Article 423 of the Companies Act shall be limited within the amount of provision by law, in accordance with Paragraph 1 in Article 427 of the same law and Article 29 of the Articles of Incorporation of the Company. If both of them are reelected, the Company plans to continue the same limited liability agreements with them. If Ms. Emiko Suzuki is elected, the Company plans to enter into the same limited liability agreement with her.

5. In accordance with Article 430-3, paragraph (1) of the Companies Act, the Company has concluded a directors and officers liability insurance policy with an insurance company. The insureds under this policy are Directors, Directors serving as Audit and Supervisory Committee Members, and Executive Officers, and we plan to renew this policy in October 2026. If each candidate for Director serving as Audit and Supervisory Committee Member is elected, they will be an insured under the insurance policy.

- 1) Outline of insurance items covered

The policy covers amount of indemnification, litigation expenses, etc. that may arise from the insured's assumption of liability incurred in the course of the performance of duties as an officer or a person at a certain position, or receipt of claims pertaining to the pursuit of the said liability. However, to avoid impairing the appropriateness of the insured's performance of duties, the policy does not provide indemnity in the case where the insured has caused damage to the Company intentionally or negligently, or through actions that violate the insured's duty or actions that violate laws, regulations, the Articles of Incorporation, or internal rules.

- 2) Insurance premiums

The full amount of the insurance premiums is borne by the Company.

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Skill Matrix of the Board of Directors

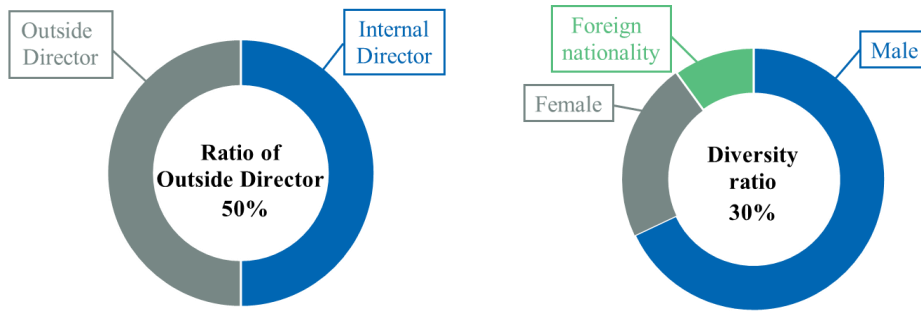
The Board of Directors of the Company has as its standard the possession of the following skills, knowledge, experience, etc., the make-up of Board of Directors consists of abundantly diverse personnel, including corporate managers, persons with overseas business experience, those with knowledge of finance and accounting, specialists in legal affairs.

If the candidates indicated on this Notice are elected as originally proposed, the composition of the Board of Directors will be as follows:

Candidate No.	Name	Skill item (abilities, knowledge, experience, etc. expected by the Company)										Diversity	
		Corporate management	Industry knowledge Industry experience	Global experience	Sales Marketing	Manufacturing and engineering Development and quality assurance	IT Digital	Finance and accounting Monetary	Personnel and labor Personnel development	Legal affairs Risk management Compliance	Foreign nationality	Female	
Directors (excluding Committee Members)	1	Yasushi Takayama	○	○				○	○	○	○		
	2	Hiroyuki Yamazaki	○		○			○	○	○	○		
	3	Toshiaki Doba	○	○	○	○			○				
	4	Meiji Takayama	○	○		○	○		○	○			
	5	Masanaka Yokota	Outside Independent	○		○	○			○			
	6	Hiroko Ishimura	Outside Independent	○		○	○		○				○
Directors serving as Audit and Supervisory Committee Members	1	Tsunekatsu Yonezawa	Outside Independent	○	○	○	○						
	2	Naoto Yamaoka			○				○	○	○		
	—	Michael Morizumi	Outside Independent	○		○			○			○	
	3	Emiko Suzuki	Outside Independent						○	○		○	○

Note: The above matrix does not indicate all skills, knowledge, experience, etc. possessed by the Directors.

[Translation: For reference only]



[Translation: For reference only]

Independence Criteria for Outside Officers

Sanwa Holdings Corporation (hereinafter referred to as the “Company”) stipulates the independence criteria for Outside Officers (Outside Directors) as follows, and in the event that an Outside Officer does not fall under any of the following items, the Outside Officer possesses independence from the Company, and it is determined that no conflict of interest with general shareholders will arise.

- 1) A party who is or was executive director, executive officer, or other staff member or employee (hereinafter referred to collectively as “Business Executive”) in the Company Group (*1).
- 2) A party who holds the Company Group to be a major trading partner (*2), or a Business Executive thereof.
- 3) A party who is a major transaction partner of the Company Group (*3), or a Business Executive thereof.
- 4) A consultant, certified public accountant, or legal specialist who is receiving large amounts of money or other assets (*4), excluding officer compensation, from the Company Group (In the case that the party receiving said assets is an organization such as a corporation or association, then persons who belong to the organization in question).
- 5) Persons belonging to an auditing firm that conducts legal audits of the Company Group.
- 6) Parties who receive donations or grants (*5) that exceed a certain amount from the Company Group (in the event that the party receiving the donations or grants in question is an organization such as a corporation or association, a Business Executive in the organization in question).
- 7) A Business Executive at a major financial institution that is a lender of the Company Group (*6), or its parent company or subsidiary.
- 8) A major shareholder (*7) of the Company Group, or in the event that said major shareholder is a corporation, a Business Executive at the corporation in question.
- 9) Persons who have fallen under items 2) through 8) above within the past three years.
- 10) Close relations, etc., (*9) of persons falling under 1) through 9) above (restricted to parties in an important position (*8)).
- 11) Even in the event that a person falls under 1) through 10) above, in light of the person’s character, acumen, etc., with regard to persons who have been determined to have independence, it is possible that they will become an independent officer of the Company if, at the time of Outside Officer election, the reasons for which are explained and revealed.

- *1 The Company Group refers to the Company and associated companies (subsidiaries and affiliate companies).
- *2 A party who holds the Company Group to be a major trading partner refers to a transaction partner group that provides products or services to the Company Group (refers to direct transaction partners, their parent companies and subsidiaries, and corporate groups that consist of the subsidiaries of the parent companies in question. The same applies below), and the average transaction amount for the past three fiscal years exceeds 2% of the group in question’s annual consolidated net sales.
- *3 A major transaction partner of the Company Group refers to a transaction partner group that is provided products or services by the Company Group, and where the average transaction value of the past three fiscal years exceeds 2% of the Company Group’s annual consolidated net sales.
- *4 A large amount of money or other assets refers to an amount exceeding, in the case of an individual, ¥10 million per annum or, in the case of an organization, 2% of the organization’s annual consolidated net sales, in the most recent fiscal year.
- *5 Donations or grants that exceed a certain amount refer to donations or grants that exceed ¥10 million per annum on average for the past three business years, or 2% of the other party’s gross income for the most recent business year, whichever is greater.
- *6 A major financial institution refers to a financial institution in which the total amount lent at the end of the most recent business year exceeds 2% of the Company’s consolidated assets.
- *7 A major shareholder refers to a shareholder that possesses a ratio of 10% or more of voting rights (includes both direct possession and indirect possession).

[Translation: For reference only]

- *8 A party in an important position refers to a director (excluding outside directors), executive officer (Shikkoyaku), executive officer (Shikkoyakuin), or employees that are high-level executives of general manager level or above, as well as persons belonging to auditing firms or accounting firms, including certified public accountants, persons belonging to legal firms, including lawyers, persons who belong to corporations such as foundations, incorporated associations, educational corporations, including administrators such as councilors, administration officers, and auditor-secretaries, and persons that could objectively and reasonably be judged to hold equivalent important positions.
- *9 Close relation refers to a spouse and relatives within two degrees of kinship.