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Securities code: 8869

Date of sending by postal mail: June 10, 2025

Start date of measures for electronic provision: June 6, 2025

To Our Shareholders

Hideaki Harada
President & CEO
MEIWA ESTATE Co., Ltd.
Meiwa Estate Shibuya Shinsen Building, 9-6 Shinsen-
cho, Shibuya-ku, Tokyo

Notice of Convocation of the 39th Annual Shareholders Meeting

We are pleased to announce the 39th Annual Shareholders Meeting of MEIWA ESTATE Co., Ltd. (the “Company”), which will be held as described below.

When convening this Annual Shareholders Meeting, the Company takes measures for providing information that constitutes the content of the Reference Documents for the Annual Shareholders Meeting, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on the below websites. Please access any of the websites by using the Internet address shown below to review the information.

[The Company’s website]

<https://www.meiwajisyo.co.jp/corp/> (in Japanese)

(From the above website, select “INVESTOR RELATIONS,” and then “Share and Shareholder Information.”)

[Website where informational materials for the shareholders meeting are posted]

<https://d.sokai.jp/8869/teiji/> (in Japanese)

[Tokyo Stock Exchange (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 “MEIWA ESTATE” in “Issue name (company name)” or the Company’s securities code “8869” 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 you are unable to attend the meeting in person, you may exercise your voting rights via the Internet, etc. or in writing (by mail). Please review the Reference Documents for the Annual Shareholders Meeting and exercise your voting rights by 6:00 p.m. on Thursday, June 26, 2025 (JST).

[Exercising voting rights via the Internet]

Please access the website designated by the Company for exercising voting rights (<https://evote.tr.mufg.jp/>) (in Japanese), enter the “voting rights exercise code” and “password” provided on the voting form sent together with this Notice of Convocation, and follow the instructions on the screen to indicate your approval or disapproval of the proposals by the above deadline.

If you wish to exercise your voting rights via the Internet, refer to the “Information on exercising voting rights via the Internet.”

[Exercising voting rights in writing (by mail)]

Please indicate your approval or disapproval of the proposals on the voting form and return it so that it arrives by the above deadline.

- 1. Date and time** Friday, June 27, 2025, at 10:00 a.m. (JST)
- 2. Venue** Conference Room, 2nd Floor, Head Office of the Company
Meiwa Estate Shibuya Shinsen Building, 9-6 Shinsen-cho, Shibuya-ku, Tokyo
- 3. Purpose of the meeting**
- Matters to be reported**
1. Business Report and Consolidated Financial Statements for the 39th Fiscal Year (from April 1, 2024 to March 31, 2025) and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
 2. Non-consolidated Financial Statements for the 39th Fiscal Year (from April 1, 2024 to March 31, 2025)

Matters to be resolved

- Proposal No. 1** Appropriation of Surplus
- Proposal No. 2** Election of 12 Directors
- Proposal No. 3** Election of One Substitute Audit & Supervisory Board Member
- Proposal No. 4** Payment of Retirement Benefits for a Retiring Audit & Supervisory Board Member
- Proposal No. 5** Payment of Bonuses to Directors

4. Information on exercise of voting rights

- (1) If you do not indicate your approval or disapproval of each proposal on the voting form, the Company will deem that you expressed your approval of the proposal.
- (2) If you exercise your voting rights more than once via the Internet, only the last exercise of your voting rights will be deemed valid.
- (3) If you exercise your voting rights both in writing and via the Internet, the Company will deem the exercise of your voting rights via the Internet valid regardless of the date and time of arrival.

- ◎ If you are attending the meeting in person, please submit the voting form to the venue reception desk.
- ◎ If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on each of the aforementioned websites.
- ◎ In principle you are to check matters subject to measures for electronic provision including the Reference Documents for the Annual Shareholders Meeting by accessing the websites stated at the beginning of this Notice of Convocation, and we have decided to deliver paper-based documents stating the matters only to shareholders who request the delivery of paper-based documents by the record date. However, for this Annual Shareholders Meeting, we have delivered paper-based documents stating the matters subject to measures for electronic provision to all shareholders, regardless of whether or not they have requested them.

In accordance with the provisions of laws and regulations and the Articles of Incorporation of the Company, the following matters are not provided in the paper-based documents.

- (i) “Systems to ensure appropriate business operations and status of operations of the systems” of the Business Report
- (ii) “Consolidated Statement of Changes in Equity” and “Notes to Consolidated Financial Statements” of the Consolidated Financial Statements
- (iii) “Statement of Changes in Equity” and “Notes to Non-consolidated Financial Statements” of the Non-consolidated Financial Statements

Accordingly, the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements included in the paper-based documents are part of the documents included in the scope of audits by the Financial Auditor and the Audit & Supervisory Board Members when preparing the financial audit report and audit report, respectively.

Reference Documents for the Annual Shareholders Meeting

Proposal No. 1 Appropriation of Surplus

The Company has positioned the enhancement of corporate value through business expansion as a top policy priority and it considers the return of profits to shareholders as one of its important management issues.

The Company has considered matters including the business performance of the fiscal year and future business development, and it proposes to pay year-end dividends for the fiscal year as follows:

Year-end dividends

- (1) Type of dividend property
Cash
- (2) Allotment of dividend property and aggregate amount thereof
¥40 per common share of the Company
Total dividends: ¥937,907,360
- (3) Effective date of dividends of surplus
June 30, 2025

Proposal No. 2 Election of 12 Directors

The terms of office of all 11 Directors will expire at the conclusion of this meeting. In that regard, the Company proposes the election of 12 Directors, increasing the number of Directors by one to enhance the management system. The candidates for Director are as follows:

Candidate No.	Name	Current position and responsibility, etc. in the Company	Attribute
1	Hideaki Harada	President & CEO	<u>Reelection</u>
2	Koji Kakizaki	Executive Director, Executive Officer In charge of Development Business Division and Real Estate Agency Business Division Representative Director of Takeichi Valuable Real Estate Co., Ltd. Representative Director of Tachikawa Mokuzai Ichiba Co., Ltd.	<u>Reelection</u>
3	Shin Suzuki	Director, Executive Officer In charge of Real Estate Agency Business Division General Manager of Real Estate Agency Business Division (In charge of Wealth Solution Department)	<u>Reelection</u>
4	Shinya Mihira	Director, Executive Officer In charge of Real Estate Agency Business Division General Manager of Real Estate Agency Business Division (In charge of Brokerage Business Department I, Brokerage Business Department II, Purchase and Resale Business Department, Distributional Construction Department, Property Management Business Department, Distributional Management Department and Distributional Planning Department)	<u>Reelection</u>
5	Yoshinobu Fukuma	Director, Executive Officer General Manager of Development Business Division (In charge of Condominium Business Department and Urban Development Business Department)	<u>Reelection</u>
6	Koji Kawata	Director, Executive Officer In charge of Sales Division and Branches	<u>Reelection</u>
7	Akira Ota	Director, Executive Officer General Manager of Development Business Division (In charge of Construction Department I, Construction Department II, Construction Department III, Construction-cost Evaluation Department and Quality Control Department)	<u>Reelection</u>
8	Hiroshi Ota	Director, Executive Officer In charge of Marketing Promotion Division General Manager of Marketing Promotion Division	<u>Reelection</u>
9	Motomi Shimazu	Director, Executive Officer General Manager of President's Office, in charge of Subsidiaries	<u>Reelection</u>

Candidate No.	Name	Current position and responsibility, etc. in the Company	Attribute
10	Shunsuke Yoshizawa	Executive Officer General Manager of Finance and Accounting Division Representative Director of MEIWA JISYO FINANCE Co., Ltd.	New election
11	Daisuke Kobayashi	Outside Director Representative Director and President of Wako Electronics Inc. Representative Director and President of GREEN ELECTRONICS CORPORATION	Reelection Outside Independent
12	Masayuki Nakayama	Outside Director Representative Director and President of HOK Consultant Co., Ltd.	Reelection Outside Independent

New election: Candidate for director to be newly elected

Reelection: Candidate for director to be reelected

Outside: Candidate for outside director

Independent: Independent officer as defined by the securities exchange, etc.

[Reference]

If Proposal No. 2 is approved and adopted at this Annual Shareholders Meeting, the skill sets are as follows:

	Name	Position	Corporate management	Sales/ Marketing	Construction/ Quality control	Financial accounting/ Finance	Human resource development/ Organization development	Compliance/ Risk management	DX promotion
1	Hideaki Harada	President & CEO	○	○	○	○	○	○	○
2	Koji Kakizaki	Executive Director	○	○	○	○	○	○	○
3	Shin Suzuki	Director		○				○	
4	Shinya Mihira	Director		○	○			○	
5	Yoshinobu Fukuma	Director		○				○	
6	Koji Kawata	Director		○				○	
7	Akira Ota	Director			○			○	
8	Hiroshi Ota	Director		○				○	○
9	Motomi Shimazu	Director	○			○	○	○	
10	Shunsuke Yoshizawa	Director	○			○	○	○	○
11	Daisuke Kobayashi	Outside Director	○	○			○	○	
12	Masayuki Nakayama	Outside Director	○	○			○	○	

* The above indicates the knowledge, experience and abilities that are particularly desirable in each candidate and is not an indication of all of the knowledge possessed by the candidate.

* The Directors with titles (positions) will be determined at the Board of Directors meeting after this meeting.

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)		Number of the Company's shares owned
1	Hideaki Harada (July 8, 1968)	May 1999	Joined the Company	—
		June 1999	Director	
		June 1999	Assistant to General Manager of President's Office	
		July 2000	General Manager of Condominium Business Department	
		Apr. 2005	President & CEO (current position)	
Reasons for nomination as candidate for Director As President & CEO of the Company since April 2005, Hideaki Harada has made important management decisions and supervised the execution of business appropriately, as well as directed the overall execution of business. The Company judges he will contribute to the Company's sustainable growth as a Director by leveraging his track record of leading the Company under his strong leadership and his insight into overall management, and, therefore, continues to nominate him as a candidate for Director.				
2	Koji Kakizaki (October 22, 1971)	Apr. 1994	Joined the Company	7,200
		Apr. 2007	General Manager of Sales Promotion Department	
		Apr. 2012	Executive Officer	
		Aug. 2012	General Manager of Condominium Business Department	
		June 2013	Director, Executive Officer	
		Sept. 2013	In charge of Condominium Business and Construction Department, Business Planning Department and Quality Control Department, General Manager of Condominium Business and Construction Department	
		Apr. 2016	General Manager of Development Business Division	
		Oct. 2018	Branch Manager of Nagoya Branch	
		Apr. 2019	In charge of Real Estate Agency Business Division	
		Aug. 2021	Representative Director of Takeichi Valuable Real Estate Co., Ltd. (current position)	
		Apr. 2022	Executive Director, Executive Officer of the Company (current position)	
		July 2022	In charge of Development Business Division and Real Estate Agency Business Division	
		Nov. 2023	In charge of Development Business Division and Real Estate Agency Business Division (current position)	
		Apr. 2024	Representative Director of Tachikawa Mokuzai Ichiba Co., Ltd. (current position)	
Reasons for nomination as candidate for Director Having served as General Manager of Development Business Division, Branch Manager of Nagoya Branch and other managerial positions before assuming the office of Executive Director of the Company in April 2022, Koji Kakizaki is currently in charge of Development Business Division and Real Estate Agency Business Division, makes important management decisions and supervises the execution of business appropriately. The Company judges he will contribute to the Company's sustainable growth as a Director by leveraging his track record, extensive experience and insight into overall management, and, therefore, continues to nominate him as a candidate for Director.				

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Shin Suzuki (August 24, 1973)	<p>Apr. 1998 Joined the Company</p> <p>Apr. 2012 General Manager of Sales Department VII</p> <p>Aug. 2012 Supervising General Manager of Sales Department</p> <p>Apr. 2013 Executive Officer</p> <p>Apr. 2016 General Manager of Sales Division</p> <p>Dec. 2016 General Manager of Sales Division, in charge of Branches</p> <p>Oct. 2017 General Manager of Sales Division and Sales Promotion Division, in charge of Branches</p> <p>Jan. 2018 In charge of Sales Division, Sales Promotion Division and Branches</p> <p>June 2018 Director, Executive Officer (current position)</p> <p>Jan. 2021 In charge of Sales Promotion Division</p> <p>Nov. 2021 General Manager of Real Estate Agency Business Division (in charge of Wealth Solution Department)</p> <p>July 2022 In charge of Real Estate Agency Business Division</p> <p>Nov. 2023 General Manager of Real Estate Agency Business Division in charge of Real Estate Agency Business Division (in charge of Wealth Solution Department) (current position)</p>	4,100
<p>Reasons for nomination as candidate for Director</p> <p>Shin Suzuki assumed the office of Director of the Company in June 2018, and currently promotes business operations as General Manager of Real Estate Agency Business Division (in charge of Wealth Solution Department). The Company continues to nominate him as a candidate for Director, taking into comprehensive consideration his track record, extensive experience, and such factors regarding overall management as insight and ability.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
4	Shinya Mihira (October 28, 1975)	<p>Apr. 1998 Joined the Company</p> <p>Apr. 2016 General Manager of Condominium Business and Construction Department I</p> <p>Apr. 2017 Executive Officer</p> <p>Jan. 2018 In charge of Development Business Division</p> <p>June 2019 Director, Executive Officer (current position)</p> <p>Nov. 2023 In charge of Real Estate Agency Business Division (in charge of Brokerage Business Department, Property Management Business Department and Distributional Management Department)</p> <p>May 2024 General Manager of Real Estate Agency Business Division in charge of Real Estate Agency Business Division (in charge of Brokerage Business Department I, Brokerage Business Department II, Purchase and Resale Business Department, Property Management Business Department and Distributional Management Department)</p> <p>July 2024 General Manager of Real Estate Agency Business Division in charge of Real Estate Agency Business Division (in charge of Brokerage Business Department I, Brokerage Business Department II, Purchase and Resale Business Department, Distributional Construction Department, Property Management Business Department and Distributional Management Department)</p> <p>Apr. 2025 General Manager of Real Estate Agency Business Division in charge of Real Estate Agency Business Division (in charge of Brokerage Business Department I, Brokerage Business Department II, Purchase and Resale Business Department, Distributional Construction Department, Property Management Business Department, Distributional Management Department and Distributional Planning Department) (current position)</p>	6,200
<p>Reasons for nomination as candidate for Director</p> <p>Shinya Mihira assumed the office of Director of the Company in June 2019, and currently promotes business operations as General Manager of Real Estate Agency Business Division (in charge of Brokerage Business Department I, Brokerage Business Department II, Purchase and Resale Business Department, Distributional Construction Department, Property Management Business Department, Distributional Management Department and Distributional Planning Department). The Company continues to nominate him as a candidate for Director, taking into comprehensive consideration his track record, extensive experience, and such factors regarding overall management as insight and ability.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)		Number of the Company's shares owned
5	Yoshinobu Fukuma (December 13, 1977)	Apr. 2000	Joined the Company	2,300
		Apr. 2016	General Manager of Condominium Business and Construction Department II	
		Apr. 2017	Executive Officer	
		Jan. 2018	General Manager of Development Business Division	
		Oct. 2020	General Manager of Development Business Division (in charge of Condominium Business Department)	
		June 2021	Director, Executive Officer (current position)	
		Apr. 2023	General Manager of Development Business Division (in charge of Condominium Business Department I, Condominium Business Department II and Saitama Office)	
		Nov. 2023	General Manager of Development Business Division (in charge of Condominium Business Department and Urban Development Business Department) (current position)	
Reasons for nomination as candidate for Director Yoshinobu Fukuma assumed the office of Director of the Company in June 2021, and currently promotes business operations as General Manager of Development Business Division (in charge of Condominium Business Department and Urban Development Business Department). The Company continues to nominate him as a candidate for Director, taking into comprehensive consideration his track record, extensive experience, and such factors regarding overall management as insight and ability.				
6	Koji Kawata (August 19, 1978)	Apr. 2001	Joined the Company	2,400
		Apr. 2012	Branch Manager of Sapporo Branch	
		Jan. 2014	Supervising General Manager of Sales Department	
		June 2014	Executive Officer	
		Jan. 2018	General Manager of Sales Division	
		Oct. 2020	In charge of Sales Division and Sapporo Branch	
		Jan. 2021	In charge of Sales Division and Branches (current position)	
		June 2021	Director, Executive Officer (current position)	
Reasons for nomination as candidate for Director Koji Kawata assumed the office of Director of the Company in June 2021, and currently promotes business operations as Director in charge of Sales Division and Branches. The Company continues to nominate him as a candidate for Director, taking into comprehensive consideration his track record, extensive experience, and such factors regarding overall management as insight and ability.				

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)		Number of the Company's shares owned
7	Akira Ota (August 4, 1960)	Apr. 2011	Joined the Company	2,100
		Apr. 2016	General Manager of Condominium Business and Construction Department I	
		June 2018	Deputy General Manager of Development Business Division	
		Apr. 2019	Executive Officer	
		Oct. 2020	General Manager of Development Business Division (in charge of Construction Department and Quality Control Department)	
		June 2021	Director, Executive Officer (current position)	
		Apr. 2023	General Manager of Development Business Division (in charge of Construction Department I, Construction Department II, Construction-cost Evaluation Department and Quality Control Department)	
		Apr. 2025	General Manager of Development Business Division (in charge of Construction Department I, Construction Department II, Construction Department III, Construction-cost Evaluation Department and Quality Control Department) (current position)	
Reasons for nomination as candidate for Director Akira Ota assumed the office of Director of the Company in June 2021, and currently promotes business operations as General Manager of Development Business Division (in charge of Construction Department I, Construction Department II, Construction Department III, Construction-cost Evaluation Department and Quality Control Department). The Company continues to nominate him as a candidate for Director, taking into comprehensive consideration his track record, extensive experience, and such factors regarding overall management as insight and ability.				
8	Hiroshi Ota (May 17, 1973)	Apr. 1997	Joined the Company	700
		Apr. 2016	General Manager of Sales Promotion Department	
		Apr. 2019	Executive Officer	
		Apr. 2019	General Manager of Sales Promotion Division, General Manager of Sales Promotion Department	
		Oct. 2021	In charge of Sales Promotion Division, General Manager of Sales Promotion Division, General Manager of Sales Promotion Department and DX Promotion Department	
		Nov. 2023	General Manager of Marketing Promotion Division in charge of Marketing Promotion Division (current position)	
		June 2024	Director, Executive Officer (current position)	
Reasons for nomination as candidate for Director Hiroshi Ota assumed the office of Director of the Company in June 2024, and currently promotes business operations as General Manager of Marketing Promotion Division in charge of Marketing Promotion Division. The Company continues to nominate him as a candidate for Director, taking into comprehensive consideration his track record, extensive experience, and such factors regarding overall management as insight and ability.				

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
9	Motomi Shimazu (November 25, 1971)	Apr. 1996 Joined the Company Apr. 2016 General Manager of Corporate Planning Department Jan. 2018 General Manager of Corporate Planning Division, General Manager of Corporate Planning Department Feb. 2020 General Manager of Administrative Division, General Manager of General Affairs Department Apr. 2021 General Manager of Corporate Planning Division, General Manager of Corporate Planning Department and General Manager of Legal Compliance Department Nov. 2021 General Manager of Administrative Division (in charge of Corporate Planning Department, Legal Compliance Department, Finance and Accounting Department and President's Office) June 2022 Executive Officer June 2022 In charge of Administrative Division Apr. 2023 In charge of Corporate Planning Division, Human Resources and General Affairs Division and Finance and Accounting Division June 2023 In charge of Corporate Planning Division, Human Resources and General Affairs Division, Finance and Accounting Division, and Subsidiaries May 2024 General Manager of President's Office, in charge of Subsidiaries (current position) June 2024 Director, Executive Officer (current position)	1,800
Reasons for nomination as candidate for Director Motomi Shimazu assumed the office of Director of the Company in June 2024, and currently promotes business operations as General Manager of President's Office and as Executive Officer in charge of Subsidiaries. The Company continues to nominate him as a candidate for Director, taking into comprehensive consideration his track record, extensive experience, and such factors regarding overall management as insight and ability.			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
10	* Shunsuke Yoshizawa (January 9, 1957)	Apr. 2007 Joined the Company Apr. 2011 Supervising General Manager of Finance and Accounting Department Apr. 2012 Executive Officer in charge of Finance and Accounting Department June 2013 Director, Executive Officer Jan. 2014 In charge of Finance and Accounting Department, Sales Operation Department and Subsidiaries Jan. 2014 Representative Director of MEIWA FINANCE Co., Ltd. (currently MEIWA JISYO FINANCE Co., Ltd.) (current position) Apr. 2014 In charge of Finance and Accounting Department and Sales Operation Department of the Company Apr. 2016 General Manager of Administrative Division, in charge of Finance and Accounting Department Jan. 2018 General Manager of Finance and Accounting Department Apr. 2019 In charge of Administrative Division, General Manager of Finance and Accounting Department July 2019 In charge of Corporate Planning Division, Administrative Division and Subsidiaries June 2021 In charge of Administrative Division and Subsidiaries Apr. 2022 Executive Director, Executive Officer Apr. 2022 Representative Director of MEIWA KANRI Co., Ltd. (currently MEIWA JISYO COMMUNITY Co., Ltd.) Apr. 2022 Representative Director of MEIWA LIFE SUPPORT Co., Ltd. (currently MEIWA JISYO LIFE SUPPORT Co., Ltd.) Dec. 2024 Executive Officer of the Company (current position) Dec. 2024 General Manager of Finance and Accounting Division (current position)	5,600
Reasons for nomination as candidate for Director Shunsuke Yoshizawa has many years of experience as an officer in charge of Finance and Accounting division, General Affairs division and as an officer at subsidiaries. The Company deems him suited to the role of Director on the expectation that he will use this experience and knowledge to contribute to improving corporate value and proposes his candidacy as a new Director.			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
11	Daisuke Kobayashi (March 3, 1969)	May 2001 Director and General Manager of Sales Department of Wako Electronics Inc. Apr. 2006 Representative Director and President (current position) Apr. 2008 Part-time Director of GREEN ELECTRONICS CORPORATION June 2015 Outside Director of the Company (current position) May 2019 Representative Director and President of GREEN ELECTRONICS CORPORATION (current position)	4,700
Reasons for nomination as candidate for outside Director and expected role Daisuke Kobayashi has many years of extensive experience as a business executive and is expected to use his knowledge and insight to provide advice on the Company's overall management and supervise the Company's management from a standpoint that is independent of those who execute the operations of the Company. Therefore, the Company continues to nominate him as a candidate for outside Director.			
12	Masayuki Nakayama (December 3, 1959)	Apr. 2003 General Manager of Asset Sales Department, Real Estate Agency Business Division of Nomura Real Estate Urban Net Co., Ltd. (currently Nomura Real Estate Solutions Co., Ltd.) June 2005 Director, commissioned as General Manager of Asset Sales Division Apr. 2008 Director, Managing Executive Officer Apr. 2013 Director, Senior Managing Executive Officer Apr. 2014 Representative Director, Senior Managing Executive Officer Apr. 2021 Director, Senior Managing Executive Officer Oct. 2022 Representative Director and President of HOK Consultant Co., Ltd. (current position) June 2023 Outside Director of the Company (current position)	1,300
Reasons for nomination as candidate for outside Director and expected role With his many years of extensive business experience in the real estate industry, Masayuki Nakayama is expected to contribute to enhancing corporate value through his appropriate opinions and advice on the Company's business operations and supervise the Company's management from a standpoint that is independent of those who execute the operations of the Company. Therefore, the Company nominates him again as a candidate for outside Director.			

- Notes:
1. New candidates for Director are indicated by an asterisk (*).
 2. There is no special interest between any of the candidates and the Company.
 3. Daisuke Kobayashi and Masayuki Nakayama are candidates for outside Director.
 4. Daisuke Kobayashi and Masayuki Nakayama are currently outside Directors of the Company, and at the conclusion of this meeting, their tenure as outside Directors will have been ten years and two years, respectively.
 5. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with Daisuke Kobayashi and Masayuki Nakayama to limit their liability for damages under Article 423, paragraph (1) of the same Act to the amount provided for under laws and regulations. If the reelection of Daisuke Kobayashi and Masayuki Nakayama is approved, the Company plans to renew the aforementioned agreement with them.
 6. 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, and a summary of the policy is as described under the "Summary of details of directors and officers liability insurance policy" in the Business Report (in Japanese only). If the election of candidates for Director is approved, each of them will continue to be included as an insured in the policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.
 7. The Company has submitted notification to the Tokyo Stock Exchange that Daisuke Kobayashi and Masayuki Nakayama have been designated as independent officers as provided for by the aforementioned exchange. If the reelection of these candidates is approved, the Company plans for their designation as independent officers to continue.

Proposal No. 3**Election of One Substitute Audit & Supervisory Board Member**

Since the effectiveness of the election of Katsuki Tanabe as a substitute Audit & Supervisory Board Member made at the 38th Annual Shareholders Meeting held on June 27, 2024 will expire at the commencement of this meeting, the Company requests approval for the election of one substitute Audit & Supervisory Board Member to be ready to fill a vacant position should the number of Audit & Supervisory Board Members fall below the number required by laws and regulations.

In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

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

Name (Date of birth)	Career summary (Significant concurrent positions outside the Company)	Number of the Company's shares owned
Naoko Fujita (August 29, 1969)	<p>Apr. 1997 Registered as an attorney at law</p> <p>Oct. 2001 Attorney at law of Fujita Law Office (current position)</p> <p>Jan. 2013 Candidate for Medical ADR Arbitrator of Three Tokyo Bar Associations (current position)</p> <p>Jan. 2013 Candidate for Court-appointed Expert of Tokyo District Court (current position)</p> <p>May 2015 Outside Audit & Supervisory Board Member of SAGAMI CORPORATION</p> <p>May 2017 Outside Director (Audit and Supervisory Committee Member) of SAGAMI GROUP HOLDINGS Co., Ltd.</p> <p>July 2021 Temporary Member of the Health Science Council (current position)</p> <p>Feb. 2023 Member of the Disease and Disability Certification Committee (current position)</p> <p>Apr. 2024 Member of the Investigation and Study Committee on Inmates' Appeals in Penal Institutions (current position)</p> <p>July 2024 Auditor of Japan Electric Meters Inspection Corporation (current position)</p>	—
<p>Reasons for nomination as candidate for substitute outside Audit & Supervisory Board Member</p> <p>The Company expects Naoko Fujita to reflect her legal knowledge accumulated over many years as an attorney at law in the Company's audit system. Naoko Fujita has never been involved in corporate management except as an outside officer in the past. However, the Company judges that she will appropriately fulfill her duties as an outside Audit & Supervisory Board Member, since she is well-versed in corporate legal affairs and has sufficient insight to govern corporate management as an attorney at law.</p>		

- Notes:
1. The name of Naoko Fujita in the family register is Naoko Ishihara.
 2. The Company has entered into an advisory agreement with Naoko Fujita. This agreement will be terminated should Naoko Fujita assumes the office of Audit & Supervisory Board Member.
 3. Naoko Fujita is a candidate for substitute outside Audit & Supervisory Board Member.
 4. If Naoko Fujita assumes the office of Audit & Supervisory Board Member, the Company plans, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, to enter into an agreement with her to limit her liability for damages under Article 423, paragraph (1) of the same Act to the amount provided for under laws and regulations.
 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, and a summary of the policy is as described under the "Summary of details of directors and officers liability insurance policy" in the Business Report (in Japanese only).
If Naoko Fujita assumes the office of Audit & Supervisory Board Member, she will be included as an insured in the policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.
 6. Naoko Fujita satisfies the requirements for an independent officer as provided for by the Tokyo Stock Exchange, and if Naoko Fujita assumes the office of Audit & Supervisory Board Member, the Company plans to submit notification to the aforementioned exchange concerning her designation as an independent officer.

Proposal No. 4 Payment of Retirement Benefits for a Retiring Audit & Supervisory Board Member

At the conclusion of this meeting, Audit & Supervisory Board Member Mitsuru Nakamura will retire from office. As such, in order to reward his services during his term of office, the Company proposes to pay retirement benefits to him within a reasonable amount in accordance with certain standards of the Company.

The Company requests that the specific amounts, timing and method of payment, etc. be left to the discretion of the Audit & Supervisory Board.

The career summary of retiring Audit & Supervisory Board Member is as follows:

Name	Career summary
Mitsuru Nakamura	Apr. 1986 Audit & Supervisory Board Member of the Company (current position)

Proposal No. 5 Payment of Bonuses to Directors

Giving consideration to the business performance and other factors during the fiscal year, the Company proposes to pay a total amount of ¥152,900,000 in bonuses to nine Directors, excluding outside Directors, in office for the fiscal year.

The Company requests that the amount to be paid to each Director be left to the discretion of the Board of Directors. The Company's Policy for Determining the Details of Remuneration, Etc. for Each Director is as described under "Policies for determining the details of remuneration for officers, etc." in the Business Report (in Japanese only), and the Company judges this proposal is appropriate.