

DAIWA HOUSE INDUSTRY CO., LTD.  
3-3-5, Umeda, Kita-ku,  
Osaka, Japan

June 8, 2021

**Notice of the 82nd Ordinary General Meeting of Shareholders**

Dear Shareholders:

We hereby notify you of the 82nd Ordinary General Meeting of Shareholders, to be held at the time and location set forth below.

Considering the recent impact of the novel coronavirus infection, you are kindly requested to refrain from attending the meeting in person this year if possible, regardless of your health condition. Please review the Reference Materials for General Meeting of Shareholders provided hereafter, and exercise your voting rights in writing (by mail) or over the Internet, etc. before 6:00 p.m. of June 28, 2021 (Monday).

Very truly yours,

Keiichi Yoshii  
Representative Director and President

1. Date and time: Tuesday June 29, 2021 at 10:00 a.m.
2. Location: The Grand Ballroom, THE RITZ-CARLTON, OSAKA, 2nd Fl.,  
2-5-25, Umeda, Kita-ku, Osaka, Japan  
\* The venue may be unusable due to the impact of the novel coronavirus infection. Any changes to the venue will be posted on the Company website (<https://www.daiwahouse.com/ir/soukai/>). If you plan to attend the meeting, please check the Company website on the day before the meeting.
3. Purpose of the meeting  
Matters to be reported:
  1. The Business Report, the Consolidated Financial Statements, and the Independent Auditors' Report and the Audit & Supervisory Board's Report Concerning the Consolidated Financial Statements for the 82nd Fiscal Year (from April 1, 2020 to March 31, 2021)
  2. The Financial Statements for the 82nd Fiscal Year (from April 1, 2020 to March 31, 2021)

Matters to be resolved:

- Proposal 1 Dividends from Surplus
- Proposal 2 Election of Fourteen (14) Directors
- Proposal 3 Election of Two (2) Audit & Supervisory Board Members
- Proposal 4 Payment of Bonuses for Directors

**Regarding the Notice of Resolution of the General Meeting of Shareholders**

Please note that, from the previous year, we no longer send the notice of resolution of the general meeting of shareholders to save resources. The results of the resolutions will be posted on the Company website (<https://www.daiwahouse.com/ir/soukai/>). We appreciate for your kind understanding.

**[Voting in writing]**

Please indicate your approval or disapproval of the proposals in the voting rights exercise form enclosed herein, and return the form to the Company by 6:00 p.m. on Monday, June 28, 2021.

**[Voting on the Internet]**

Please access the voting website (<https://www.web54.net>) by entering the voting code and the password provided in the voting rights exercise form enclosed herein, and exercise your voting rights by entering your approval or disapproval of the proposals by 6:00 p.m. on Monday, June 28, 2021, following the instruction on the screen.

As for exercising voting rights via the Internet, please refer to “Guidance for Exercising Voting Rights via the Internet, etc.” on page 4.

If you exercise your voting rights both in writing and via the Internet, only the vote via the Internet will be handled as your valid exercise of voting rights.

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1. If you exercise your voting rights both by mail and via the Internet, only the vote via the Internet will be handled as your valid exercise of voting rights.
  2. The following items are posted over the Internet on the Company website (<https://www.daiwahouse.com/>), based on the laws and regulations and provisions of Article 16 of the Articles of Incorporation of the Company, and are not provided in the documents attached to this notice of general meeting of shareholders.
    - (i) Matters regarding Stock Acquisition Rights, etc. of the Company
    - (ii) Consolidated Statements of Changes in Net Assets
    - (iii) Notes to the Consolidated Financial Statements
    - (iv) Statements of Changes in Net Assets
    - (v) Notes to the Financial StatementsTherefore, the documents attached to this notice of general meeting of shareholders are part of the objectives audited by the Audit & Supervisory Board Members and the Independent Auditors in the process of making the audit reports.
  3. In the event of situations requiring amendments to the Business Report, the Consolidated Financial Statements, the Financial Statements, and the Reference Materials for General Meeting of Shareholders, amended items will be posted over the Internet on the Company website (<https://www.daiwahouse.com/>).

**Guidance for Exercising Voting Rights via the Internet, etc.**

If you exercise your voting rights via the Internet, etc., please note the following items before using it.

1. Website for exercising voting rights

You can exercise your voting rights via the Internet, only if you use the voting website (<https://www.web54.net>) designated by the Company.

2. Handling of exercise of voting rights

(1) If you exercise your voting rights via the Internet, please use the voting code and the password provided in the voting rights exercise form enclosed herein, and enter your approval or disapproval of the proposals, following the instruction on the screen.

(2) The exercise due date via the Internet is 6:00 p.m. on Monday, June 28, 2021, the day before the general meeting of shareholders. We appreciate if you exercise your voting rights earlier.

(3) If you exercise your voting rights both in writing and via the Internet, etc., only the vote through the Internet, etc. will be handled as your valid exercise of voting rights.

(4) If you exercise your voting rights multiple times via the Internet, etc., then the last vote you submit will be handled as your valid exercise of voting rights.

(5) Shareholders shall bear fees (connection fees, etc.) charged by Internet service providers and telecommunications carriers when using the voting website.

3. Handling of password

(1) The password used for exercising voting rights at this general meeting of shareholders shall be set anew by the shareholder upon the first access. Please be sure to keep the part of the voting rights exercise form that includes the voting code, and be sure to remember the password you entered. Please note that we cannot answer any inquiries regarding your voting code and password.

(2) If you enter the wrong password for a certain number of times, the website will be locked and you will not be able to use it. If you wish to have your password reissued, please follow the instructions on the screen.

4. Using a mobile phone

Any of the following services is available, and the model is required to have an SSL communication function that enables encrypted communication

(i) i-mode (ii) EZweb (iii) Yahoo! Keitai

i-mode corresponds to NTT DOCOMO, INC., EZweb corresponds to KDDI CORPORATION, Yahoo! corresponds to U.S.-based Yahoo! Incorporated, and Yahoo! Keitai corresponds to SoftBank Mobile Corp., each of which is a trademark, registered trademark or service name.

5. Inquiries regarding operation methods of personal computers, etc.

If you are uncertain about how to operate your personal computer, smartphone, mobile phone, etc. for exercising voting rights on this site, please contact below.

Sumitomo Mitsui Trust Bank, Limited, Stock Transfer Agency Web Support Hotline

0120-652-031 (\*Toll Free) (Business hours: from 9:00 to 21:00)

\* The service is available in Japanese only.

**Electronic Voting Platform**

Institutional investors, only if they apply in advance to use it, may use “Electronic Voting Platform” operated by ICJ, Inc., a joint venture established by TSE and others, as a method for exercising their voting rights electronically, in addition to the aforementioned exercise of their voting rights via the Internet.

## Reference Materials for General Meeting of Shareholders

### Proposals and Reference Information

#### Proposal 1: Dividends from Surplus

Taking into account our operating performance for the current fiscal year and future business development, it is proposed that year-end dividends for the 82nd fiscal year be distributed as follows:

- (1) Type of dividend assets

Cash

- (2) Allotment of dividend assets and total amount

It is proposed that 66 yen be paid out per common share of the Company.

Subsequently, the total payment of year-end dividends will be 43,185,188,244 yen.

Thus, the annual dividend will be 116 yen per share (increased by 1 yen from the previous fiscal year), including the interim dividend of 50 yen paid on December 7, 2020.

- (3) Effective date of payment of dividends

June 30, 2021

**Proposal 2: Election of Fourteen (14) Directors**

At the conclusion of this general meeting of shareholders, the term of office of all Directors (14) will expire. Accordingly, we propose the election of fourteen (14) Directors of which five (5) are Outside Directors.

The Company upholds a policy of having a Board of Directors that comprises diverse directors with differing backgrounds in terms of knowledge, experience and expertise, etc. in order to ensure the effectiveness of the Board of Directors as a whole. In accordance with this policy, we decide nominees for Director following a process of deliberation by the Nomination Advisory Committee chaired by an independent Outside Director, of which Independent Outside Directors form a majority. Also, we have established Independence Standards for Outside Officers as described on page 20; all five (5) nominees for Outside Director in this proposal meet these standards.

The tables on pages 9 through 16 list the nominees for the position of Director.

No.	Name	Current Positions and Main Responsibilities in the Company	Attendance at meetings of the Board of Directors (Attendance rate)
1	Keiichi Yoshii <To be reelected>	Representative Director and President CEO	14 of 14 (100%)
2	Takeshi Kosokabe <To be reelected>	Representative Executive Vice President CFO General Manager, Management Administration Headquarters Head of Related Business Division	14 of 14 (100%)
3	Hirotsugu Otomo <To be reelected>	Director and Managing Executive Officer Head of Single Family Housing Business Division In charge of Livness Business	14 of 14 (100%)
4	Tatsuya Urakawa <To be reelected>	Director and Managing Executive Officer Head of General Construction Business Division	13 of 14 (93%)
5	Kazuhiro Dekura <To be reelected>	Director and Managing Executive Officer Head of Apartment Business Division	14 of 14 (100%)
6	Yoshinori Ariyoshi <To be reelected>	Director and Managing Executive Officer General Manager, Compliance and Quality Assurance Promotion Headquarters	13 of 14 (93%)
7	Keisuke Shimonishi <To be reelected>	Director and Managing Executive Officer Head of Commercial Construction Business Division	14 of 14 (100%)
8	Nobuya Ichiki <To be reelected>	Director and Managing Executive Officer Head of Overseas Business Division	10 of 10 (100%)

No.	Name	Current Positions and Main Responsibilities in the Company	Attendance at meetings of the Board of Directors (Attendance rate)
9	Yoshiyuki Murata <To be newly elected>		—
10	Kazuyoshi Kimura <To be reelected>	Director <Outside> <Independent>	14 of 14 (100%)
11	Yutaka Shigemori <To be reelected>	Director <Outside> <Independent>	13 of 14 (93%)
12	Yukiko Yabu <To be reelected>	Director <Outside> <Independent>	14 of 14 (100%)
13	Yukinori Kuwano <To be reelected>	Director <Outside> <Independent>	10 of 10 (100%)
14	Miwa Seki <To be reelected>	Director <Outside> <Independent>	10 of 10 (100%)

&lt;To be reelected&gt;

Candidate to be reelected as Director

&lt;To be newly elected&gt;

Candidate to be newly elected as Director

&lt;Outside&gt;

Candidate for Outside Director

&lt;Independent&gt;

Independent officer reported to the Tokyo Stock Exchange

(Note) Attendance at meetings of the Board of Directors for Mr. Nobuya Ichiki, Mr. Yukinori Kuwano and Ms. Miwa Seki covers the meetings of the Board of Directors held after their assumption of office on June 26, 2020. Mr. Yukinori Kuwano attended as an Audit & Supervisory Board Member all four meetings of the Board of Directors held before his resignation from the office of Audit & Supervisory Board Member on the same date.

## Expertise and experience of nominees for the position of Director (Skill matrix)

No.	Name	Positions	Management	Finance and Accounting	Legal affairs and Risk management	Technology and R&D	International experience	ESG
1	Keiichi Yoshii	Representative Director and President	●		●		●	●
2	Takeshi Kosokabe	Representative Executive Vice President	●	●	●			●
3	Hirotsugu Otomo	Director and Managing Executive Officer	●		●			
4	Tatsuya Urakawa	Director and Managing Executive Officer	●		●			
5	Kazuhito Dekura	Director and Managing Executive Officer	●		●			
6	Yoshinori Ariyoshi	Director and Managing Executive Officer			●	●		
7	Keisuke Shimonishi	Director and Managing Executive Officer	●		●			
8	Nobuya Ichiki	Director and Managing Executive Officer	●		●		●	
9	Yoshiyuki Murata		●		●	●		●
10	Kazuyoshi Kimura	Outside Director	●	●				●
11	Yutaka Shigemori	Outside Director	●					●
12	Yukiko Yabu	Outside Director				●		●
13	Yukinori Kuwano	Outside Director	●			●		●
14	Miwa Seki	Outside Director	●	●			●	●

(Note) The above table shows the areas of expertise the Company particularly expects of nominees for Director.

The item “Legal affairs and Risk management” represents the Company’s expectation that all Executive Directors including Heads of the Business Divisions will appropriately conduct risk management not only in terms of sales and marketing, but also in business operation, in line with the full-scale operation of a business division system.



No. of nominee <b>1</b>	<b>Keiichi Yoshii</b> (Date of birth: May 27, 1958)	No. of the Company's shares held by nominee: 25,398 shares
<To be reelected>  Attendance at meetings of the Board of Directors 14 of 14 (100%)	<p><b>Brief personal history, position and responsibility in the Company, and significant concurrent positions</b></p> <p>June 1990    Joined the Company</p> <p>April 2010    Executive Officer</p> <p>June 2011    Director and Senior Executive Officer General Manager, Overseas Division In charge of Overseas Business</p> <p>April 2013    Director and Managing Executive Officer Tokyo Head Branch Manager</p> <p>May 2013    Head of Overseas Business</p> <p>April 2014    Deputy General Manager, Marketing Headquarters General Manager, Kanto Regional Business Unit</p> <p>April 2016    Director and Senior Managing Executive Officer General Manager, Marketing Headquarters Supervising Overseas Business General Manager, Tokyo Regional Business Unit General Manager, Kitakanto Regional Business Unit</p> <p>Nov. 2017    Representative Director and President (Current) COO</p> <p>June 2019    CEO (Current)</p>	
<p><b>Reason for nomination of the person as Director</b></p> <p>After assuming the position of Representative Director and President, he has promoted the policies of "Strategy for No. 1 share in each business," "Further promotion of overseas businesses," and "Human resource development," and worked tirelessly to build a foundation for growth by leading the Company's transition to a business division system to strengthen management. Accordingly, the Company expects that he will continue demonstrating managerial skills and excellent leadership for the continuous growth and improvement of the corporate value of the Group in the future.</p>		

No. of nominee <b>2</b>	<b>Takeshi Kosokabe</b> (Date of birth: May 13, 1957)	No. of the Company's shares held by nominee: 28,605 shares
<To be reelected>  Attendance at meetings of the Board of Directors 14 of 14 (100%)	<p><b>Brief personal history, position and responsibility in the Company, and significant concurrent positions</b></p> <p>April 1980    Joined the Company</p> <p>April 2004    Executive Officer</p> <p>April 2006    Senior Executive Officer</p> <p>June 2006    Retired as Senior Executive Officer Representative Director and President, Daiwa House REIT Management Co., Ltd.</p> <p>June 2009    Senior Executive Officer of the Company General Manager, Accounting Department, Management Administration Headquarters</p> <p>June 2010    Director and Senior Executive Officer</p> <p>April 2012    Director and Managing Executive Officer</p> <p>April 2015    Director and Senior Managing Executive Officer CFO (Current)</p> <p>June 2015    Representative Director and Senior Managing Executive Officer</p> <p>April 2019    General Manager, Management Administration Headquarters (Current)</p> <p>June 2019    Representative Executive Vice President (Current)</p> <p>April 2021    Head of Related Business Division (Current)</p>	
<p><b>Reason for nomination of the person as Director</b></p> <p>He has accumulated experience from working in the accounting department and as Representative Director of a group company, and after assuming the position of Representative Director of the Company, he has been mainly serving as CFO and General Manager of Management Administration Headquarters, strengthening governance and striving to improve the corporate value of the Company Group. Accordingly, the Company expects that he will continue exercising managerial skills by utilizing his broad knowledge and experience in the future.</p>		

No. of nominee <b>3</b>	<b>Hirotsugu Otomo</b> (Date of birth: Aug. 31, 1959)	No. of the Company's shares held by nominee: 28,730 shares
<To be reelected>  Attendance at meetings of the Board of Directors 14 of 14 (100%)	<b>Brief personal history, position and responsibility in the Company, and significant concurrent positions</b> Dec. 1984    Joined the Company April 2011    Executive Officer April 2014    Senior Executive Officer April 2015    Managing Executive Officer April 2016    General Manager, Chubu and Shinetsu Regional Business Unit June 2016    Director and Managing Executive Officer (Current) In charge of General Housing Business April 2019    In charge of Livness Business (Current) Oct. 2020    Head of Single Family Housing Business Division (Current)	
<b>Reason for nomination of the person as Director</b> He has accumulated experience from working in the marketing department, and after assuming the position of Director of the Company, he has been mainly in charge of general housing business and livness business, striving to improve the corporate value of the Company Group. Accordingly, the Company expects that he will continue exercising managerial skills by utilizing his broad knowledge and experience in the future.		

No. of nominee <b>4</b>	<b>Tatsuya Urakawa</b> (Date of birth: Feb. 22, 1961)	No. of the Company's shares held by nominee: 15,274 shares
<To be reelected>  Attendance at meetings of the Board of Directors 13 of 14 (93%)	<b>Brief personal history, position and responsibility in the Company, and significant concurrent positions</b> Jan. 1985    Joined the Company April 2009    Executive Officer April 2011    Senior Executive Officer April 2013    Managing Executive Officer Tokyo Head Branch, General Manager, Construction Business Division General Manager, General Construction Promotion Division In charge of General Construction Operations June 2017    Director and Managing Executive Officer (Current) Oct. 2020    Head of General Construction Business Division (Current)	
<b>Reason for nomination of the person as Director</b> He has accumulated experience from working in the marketing department, and after assuming the position of Director of the Company, he has been in charge of General Construction Operations, striving to improve the corporate value of the Company Group. Accordingly, the Company expects that he will continue exercising managerial skills by utilizing his broad knowledge and experience in the future.		

No. of nominee <b>5</b>	<b>Kazuhito Dekura</b> (Date of birth: Aug. 26, 1961)	No. of the Company's shares held by nominee: 15,958 shares
<To be reelected>  Attendance at meetings of the Board of Directors 14 of 14 (100%)	<b>Brief personal history, position and responsibility in the Company, and significant concurrent positions</b> April 1988    Joined the Company April 2012    Executive Officer April 2014    Senior Executive Officer April 2015    Managing Executive Officer April 2017    General Manager, Commercial Construction Promotion Department (In charge of West Japan region) June 2017    Director and Managing Executive Officer (Current) Nov. 2017    Tokyo Head Branch Manager General Manager, Tokyo Regional Business Unit April 2018    Jointly in charge of Rental Apartment Headquarters General Manager, Rental Apartment Promotion Department (In charge of Hokkaido, Tohoku, Saitama, Gunma, and Tochigi regions) Oct. 2018    In charge of Rental Apartment Headquarters General Manager, Rental Apartment Promotion Department (In charge of East Japan region) Feb. 2019    General Manager, Rental Apartment Promotion Department (In charge of North Kanto, Saitama, and Chiba regions) April 2020    General Manager, Rental Apartment Promotion Department (In charge of Hokkaido·Northeast, and North Kanto regions) Oct. 2020    Head of Apartment Business Division (Current) General Manager, Apartment Promotion Division (In charge of Hokkaido· Northeast, and North Kanto regions) (Current)	
<b>Reason for nomination of the person as Director</b> He has accumulated experience from working in the marketing department, and after assuming the position of Director of the Company, he has been mainly in charge of Rental Apartment Headquarters, striving to improve the corporate value of the Company Group. Accordingly, the Company expects that he will continue exercising managerial skills by utilizing his broad knowledge and experience in the future.		

No. of nominee <b>6</b>	<b>Yoshinori Ariyoshi</b> (Date of birth: July 31, 1958)	No. of the Company's shares held by nominee: 11,923 shares
<To be reelected>  Attendance at meetings of the Board of Directors 13 of 14 (93%)	<b>Brief personal history, position and responsibility in the Company, and significant concurrent positions</b> April 1982    Joined the Company April 2014    Executive Officer April 2015    General Manager, Central Research Laboratory, Technology Headquarters April 2017    Senior Executive Officer In charge of Residential Product Development June 2017    Director and Managing Executive Officer (Current) Jointly in charge of the Environment Oct. 2018    Head of Future Co-creation Center April 2019    In charge of Quality Assurance Division, Technology Headquarters Aug. 2019    General Manager, Compliance and Quality Assurance Promotion Headquarters (Current) In charge of Compliance and Quality Assurance Promotion Division (Current) In charge of Specification Supervision (Current)	
<b>Reason for nomination of the person as Director</b> He has accumulated experience from working in the technology department, and after assuming the position of Director of the Company, he has been mainly served as General Manager of Central Research Laboratory and been in charge of Housing Product Development, striving to develop new products and improve quality. The Company expects that he will work to strengthen the quality assurance function and the compliance system of the whole manufacturing process by utilizing his knowledge and experience in the future.		

No. of nominee <b>7</b>	<b>Keisuke Shimonishi</b> (Date of birth: Oct. 19, 1958)	No. of the Company's shares held by nominee: 11,440 shares
<To be reelected> Attendance at meetings of the Board of Directors 14 of 14 (100%)	<b>Brief personal history, position and responsibility in the Company, and significant concurrent positions</b> April 1981    Joined the Company April 2013    Executive Officer March 2014    Fukuoka Branch Manager General Manager, Kyushu Regional Business Unit April 2016    Senior Executive Officer March 2017    General Manager, Commercial Construction Promotion Department April 2017    Managing Executive Officer April 2018    In charge of Commercial Construction Headquarters June 2018    Director and Managing Executive Officer (Current) Nov. 2019    General Manager, Commercial Construction Promotion Department (In charge of South Kanto region) Oct. 2020    Head of Commercial Construction Business Division (Current) General Manager, Commercial Construction Promotion Division, Commercial Construction Business Division (In charge of South Kanto region) (Current)	
<b>Reason for nomination of the person as Director</b> He has accumulated experience from working in the marketing department, and after assuming the position of Director of the Company, he has been in charge of Commercial Construction Headquarters, striving to improve the corporate value of the Company Group. Accordingly, the Company expects that he will exercise managerial skills by utilizing his broad knowledge and experience in the future.		

No. of nominee <b>8</b>	<b>Nobuya Ichiki</b> (Date of birth: June 23, 1956)	No. of the Company's shares held by nominee: 1,237 shares
<To be reelected> Attendance at meetings of the Board of Directors 10 of 10 (100%)	<b>Brief personal history, position and responsibility in the Company, and significant concurrent positions</b> April 1979    Joined Mitsubishi Corporation April 2009    General Manager, Manila Branch President, The Japanese Chamber of Commerce and Industry of the Philippines, Inc. Director, Ayala Corporation April 2012    Senior Vice President, Unit Manager, Overseas Real Estate Unit, Mitsubishi Corporation June 2016    Retired from Mitsubishi Corporation July 2016    Joined the Company Senior Executive Officer General Manager, Fourth Department, Overseas Division April 2019    In charge of Overseas Strategy April 2020    Managing Executive Officer June 2020    Director and Managing Executive Officer (Current) July 2020    Head of North, Central and South America Business Department, Head of Oceania Business Department (Current) Oct. 2020    Head of Overseas Business Division (Current) Nov. 2020    Head of Europe Business Department (Current)	
<b>Reason for nomination of the person as Director</b> He has accumulated experience from businesses overseas at globally operating companies, and after joining the Company, he has been in charge of overseas businesses and striving to improve the corporate value of the Company Group. Accordingly, the Company expects that he will continue striving to further promote overseas businesses by utilizing his abundant knowledge and experience based on his career in the future.		

No. of nominee <b>9</b>	<b>Yoshiyuki Murata</b> (Date of birth: July 19, 1954)	No. of the Company's shares held by nominee:      0 shares
<To be newly elected> Attendance at meetings of the Board of Directors —	<p><b>Brief personal history, position and responsibility in the Company, and significant concurrent positions</b></p> <p>April 1977    Joined TAISEI CORPORATION          Aug. 1996    Manager, Construction Work Sites, Tokyo Branch          May 2000    Construction Manager, Construction Work Sites, Tokyo Branch          April 2003    General Manager (in charge of condominium construction), First Construction Department, Construction Department, Tokyo Branch          Oct. 2003    General Manager, Fourth Construction Department, Construction Department, Tokyo Branch          Jan. 2006    Deputy General Manager, Housing Business Division          April 2006    Representative Executive Vice President, Taisei Housing Corporation          April 2009    Representative Director and President          April 2011    Executive Officer, Kanto Branch Manager, TAISEI CORPORATION          April 2013    Managing Executive Officer, Head of Architecture &amp; Building Division, Head of Building Construction Division, Deputy Head of Corporate Planning Office          June 2013    Director, Managing Executive Officer, Head of Architecture &amp; Building Division, Head of Building Construction Division, Deputy Head of Corporate Planning Office          April 2015    Representative Director and President          June 2020    Representative Director, Vice Chairman of the Board in charge of safety and work style reform (Current)</p> <p><b>(Significant concurrent positions)</b>          Outside Director, NIPPON SIGNAL CO., LTD. (scheduled to assume office in June 2021)</p>	
<p><b>Reason for nomination of the person as Director</b>          After serving as a manager supervising the technology division of a major construction company, he has served as Representative Director of the same company. Accordingly, the Company expects that he will utilize his abundant knowledge of the industry based on his professional career and exercise managerial skills to achieve further improvement of technical capabilities and sustainable growth of the Group.</p>		

No. of nominee <b>10</b>	Outside Director / Independent Officer <b>Kazuyoshi Kimura</b> (Date of birth: Nov. 12, 1943)	No. of the Company's shares held by nominee: 13,900 shares
<To be reelected>  Attendance at meetings of the Board of Directors 14 of 14 (100%)	<p><b>Brief personal history, position and responsibility in the Company, and significant concurrent positions</b></p> <p>April 1967    Joined The Nikko Securities Inc.          March 2000    Director and Vice President          June 2001    Director and Chairman, Nikko Asset Management Co., Ltd.          June 2005    Chairman, (Former) Nikko Cordial Securities, Inc.          April 2012    Advisor, BIC CAMERA INC.          June 2012    Director of the Company (Current)                            Outside Auditor and Supervisory Committee Member, SPARX Group Co., Ltd.          Nov. 2012    Director, BIC CAMERA INC.          Feb. 2013    Representative Director and Chairman          Sep. 2013    Representative Director and Chairman, President and Representative Executive Officer          Jun. 2020    Outside Director, Audit and Supervisory Committee Member, SPARX Group Co., Ltd. (Current)          Aug. 2020    Director, Kojima Co., Ltd. (Current)          Sep. 2020    Representative Director and President; President Executive Officer, BIC CAMERA INC. (Current)</p> <p><b>(Significant concurrent positions)</b></p> <p>Representative Director and President; President Executive Officer, BIC CAMERA INC.          Director, Kojima Co., Ltd.          Outside Director, Audit and Supervisory Committee Member, SPARX Group Co., Ltd.</p>	
<p><b>Reason for nomination of the person as Outside Director and summary of expected roles</b></p> <p>Utilizing his extensive knowledge of corporate management cultivated over many years through his abundant experience as a business manager, he has provided opinions and remarks from various perspectives and played an important role as chairman of the Nomination Advisory Committee and the Remuneration Advisory Committee. Accordingly, the Company expects that he will continue supervising the Company's management from an independent standpoint.</p> <p><b>Term of office</b></p> <p>He will have served the position for nine (9) years at the conclusion of this general meeting of shareholders.</p>		

No. of nominee <b>11</b>	Outside Director / Independent Officer <b>Yutaka Shigemori</b> (Date of birth: June 25, 1949)	No. of the Company's shares held by nominee: 13,400 shares
<To be reelected>  Attendance at meetings of the Board of Directors 13 of 14 (93%)	<p><b>Brief personal history, position and responsibility in the Company, and significant concurrent positions</b></p> <p>April 1974    Joined Yasuda Life Insurance Company  July 2002    Director and Ginza Branch Manager  Jan. 2004    Executive Officer, Meiji Yasuda Life Insurance Company  April 2006    Managing Executive Officer (<i>Shikko-yakuin</i>)  July 2006    Managing Executive Officer (<i>Shikko-yaku</i>)  April 2009    Representative Director and President, Meiji Yasuda General Insurance Co., Ltd.  June 2012    Director                    Director of the Company (Current)  Sep. 2012    Retired as Director, Meiji Yasuda General Insurance Co., Ltd.  April 2013    Representative Director and President, Wise Total Support, Co., Ltd.  April 2015    Representative Director and President, Wise Networking Co., Ltd. (Current)  April 2018    Representative Director and Chairman, Wise Total Support, Co., Ltd. (Current)</p> <p><b>(Significant concurrent positions)</b>  Outside Director, Audit and Supervisory Committee Member, SINANEN HOLDINGS CO., LTD.</p>	
<p><b>Reason for nomination of the person as Outside Director and summary of expected roles</b>  Utilizing his extensive knowledge of corporate management cultivated over many years through his abundant experience as a business manager, he has played an important role in strengthening governance by providing opinions and remarks from various perspectives. Accordingly, the Company expects that he will continue supervising the Company's management from an independent standpoint.</p> <p><b>Term of office</b>  He will have served the position for nine (9) years at the conclusion of this general meeting of shareholders.</p>		

No. of nominee <b>12</b>	Outside Director / Independent Officer <b>Yukiko Yabu</b> (Date of birth: June 23, 1958)	No. of the Company's shares held by nominee: 1,800 shares
<To be reelected>  Attendance at meetings of the Board of Directors 14 of 14 (100%)	<p><b>Brief personal history, position and responsibility in the Company, and significant concurrent positions</b></p> <p>April 1981    Joined Matsushita Electric Industrial Co., Ltd. (current Panasonic Corporation)  April 2006    Manager, Lifestyle Research Center, Technological Headquarters, Home Appliance Company  Jan. 2011    Manager and Trustee, Global Consumer Research Center, Corporate Brand Strategy Headquarters, Panasonic Corporation  April 2013    Trustee in charge of Consumer Research and Group Manager, Global Marketing Planning Center, Appliances Company  March 2014    Retired from Panasonic Corporation  June 2016    Director of the Company (Current)</p> <p><b>(Significant concurrent positions)</b>  Outside Director, Furukawa Electric Co., Ltd.  Outside Director, IBIDEN CO., LTD. (scheduled to assume office in June 2021)</p>	
<p><b>Reason for nomination of the person as Outside Director and summary of expected roles</b>  Utilizing her abundant experience in planning, development, market research, etc., of general consumer merchandise over many years, she has played an important role in strengthening governance by providing useful advice from the perspective of consumers. Accordingly, the Company expects that she will continue supervising the Company's management from an independent standpoint.</p> <p>She has never in the past been involved in the management of a company except as an outside officer. However, the Company judges she will appropriately fulfill her duties as an Outside Director in the manner that the Company expects, based on the reason described above.</p> <p><b>Term of office</b>  She will have served the position for five (5) years at the conclusion of this general meeting of shareholders.</p>		

No. of nominee <b>13</b>	Outside Director / Independent Officer <b>Yukinori Kuwano</b> (Date of birth: Feb. 14, 1941)	No. of the Company's shares held by nominee: 10,500 shares
<To be reelected>  Attendance at meetings of the Board of Directors 10 of 10 (100%)	<p><b>Brief personal history, position and responsibility in the Company, and significant concurrent positions</b></p> <p>April 1963    Joined SANYO Electric Co., Ltd. Feb. 1993    Member of the Board June 1996    Managing Member of the Board June 1999    Member of the Board and Senior Managing Executive Officer Nov. 2000    President and COO April 2004    President, CEO and COO June 2005    Member of the Board and Councilor Nov. 2005    Councilor June 2006    Standing Advisor June 2008    Audit &amp; Supervisory Board Member of the June 2020    Director of the Company (Current)</p>	
<p><b>Reason for nomination of the person as Outside Director and summary of expected roles</b> Utilizing his extensive knowledge of corporate management cultivated over many years through his abundant experience as a corporate manager, he has played an important role in strengthening governance by providing opinions and remarks from various perspectives. Moreover, he has supervised the progress of initiatives for BIM and DX from an executive point of view. Accordingly, the Company expects that he will continue supervising the Company's management from an independent standpoint.</p> <p><b>Term of office</b> He will have served the position for one (1) year at the conclusion of this general meeting of shareholders.</p>		

No. of nominee <b>14</b>	Outside Director / Independent Officer <b>Miwa Seki</b> (Date of birth: Feb. 25, 1965)	No. of the Company's shares held by nominee: 700 shares
<To be reelected>  Attendance at meetings of the Board of Directors 10 of 10 (100%)	<p><b>Brief personal history, position and responsibility in the Company, and significant concurrent positions</b></p> <p>April 1988    Joined DENTSU INC. April 1989    Joined Smith Barney Sep. 1993    Joined Morgan Stanley June 1997    Joined Clay Finlay Limited Jan. 2003    General Manager, Tokyo Branch April 2015    Associate Professor, Faculty of Foreign Studies, Kyorin University (Current) June 2020    Director of the Company (Current)</p> <p><b>(Significant concurrent positions)</b> Outside Member of the Board (Member of Audit &amp; Supervisory Committee), World Co., Ltd. Director, Yanai Tadashi Foundation Associate Professor, Faculty of Foreign Studies, Kyorin University</p>	
<p><b>Reason for nomination of the person as Outside Director and summary of expected roles</b> Having entrepreneurial experience and work experience as a branch manager at a foreign financial institution, she has utilized her extensive global knowledge cultivated through her experience as an educator and translator, her present jobs, to provide opinions and remarks from not only an investor's viewpoint but also various perspectives. Accordingly, the Company expects that she will continue supervising the Company's management from an independent standpoint.</p> <p><b>Term of office</b> She will have served the position for one (1) year at the conclusion of this general meeting of shareholders.</p>		



- Notes:
1. No beneficial interest exists between the Company and any nominees for the position of Director.
  2. Mr. Kazuyoshi Kimura, Mr. Yutaka Shigemori, Ms. Yukiko Yabu, Mr. Yukinori Kuwano and Ms. Miwa Seki are nominees for the position of Outside Director.
  3. The Company has entered into agreements with Mr. Kazuyoshi Kimura, Mr. Yutaka Shigemori, Ms. Yukiko Yabu, Mr. Yukinori Kuwano and Ms. Miwa Seki to limit their liability to compensate for damages provided for in Article 423, Paragraph 1 of the Companies Act within the limit stipulated by laws and regulations. If the election of the said nominees is approved and passed as proposed in this proposal, the Company will continue the aforementioned agreement with each of them.
  4. The Company has entered into a Directors and Officers liability insurance contract, stipulated in Article 430-3, Paragraph 1 of the Companies Act, with an insurance company. The insurance policy covers damages that may arise when the insured assumes liability for the execution of his or her duties as an officer of the Company during the insurance period. If the election of the nominees for the position of Director is approved and passed as proposed in this proposal, each nominee will be included as the insured under the insurance policy. The contract period of the insurance is one (1) year. The Company will renew the contract prior to the expiration subject to resolution by the Board of Directors.
  5. The Company has designated and reported Mr. Kazuyoshi Kimura, Mr. Yutaka Shigemori, Ms. Yukiko Yabu, Mr. Yukinori Kuwano and Ms. Miwa Seki as independent officers as stipulated in the regulations of Tokyo Stock Exchange, Inc. If the election of the said nominees is approved and passed as proposed in this proposal, they will continue to serve as independent officers.
  6. A business relationship exists between the Company and BIC CAMERA INC. where Mr. Kazuyoshi Kimura serves as Director. However, the transaction amount has been less than 0.1% of net sales of both parties in the past three (3) fiscal years. Therefore, the relationship does not affect the independence.
  7. A business relationship exists between the Company and World Co., Ltd. where Ms. Miwa Seki serves as Member of the Board. However, the transaction amount has been less than 0.1% of net sales of both parties in the past three (3) fiscal years. Therefore, the relationship does not affect the independence.
  8. The Company holds shares in Panasonic Corporation, a company that Ms. Yukiko Yabu used to work for. However, its shareholding ratio is less than 0.01% of the issued shares of said party. Therefore, the shareholding does not affect her independence.

**Proposal 3: Election of Two (2) Audit & Supervisory Board Member**

The term of office of the Audit & Supervisory Board Members, Mr. Tatsushi Nishimura, Mr. Kenji Hirata and Mr. Kazuhiro Iida will expire at the conclusion of this general meeting of shareholders. Accordingly, we propose the election of two (2) new Audit & Supervisory Board Members.

We have established Independence Standards for Outside Officers as described on page 20, and the nominees for Audit & Supervisory Board Member meets these standards.

The Audit & Supervisory Board has given prior approval to this proposal.

The table below lists the nominees for the position of Audit & Supervisory Board Member.

No. of nominee <b>1</b>	<b>Tadatoshi Maeda</b> (Date of birth: Oct. 14, 1954)	No. of the Company's shares held by nominee: 6,300 shares
<To be newly elected>	<b>Brief personal history, position in the Company, and significant concurrent positions</b> April 1973    Joined the Company April 2008    Department Manager, Design Department, Head Branch Construction Business Department April 2015    Deputy Trustee April 2016    General Manager (in charge on West Japan), Construction Design Promotion Department; In charge of Design (Technology Division) April 2017    Trustee April 2019    Executive Trustee April 2020    Executive Officer (Current) Oct. 2020    In charge of Construction Systematization Department; General Manager, Construction Planning, Development and Design Department April 2021    Deputy Department Manager, Audit & Supervisory Board Members Office (Current)	
<b>Reason for nomination of the person as Audit &amp; Supervisory Board Member</b> Having served for many years as a manager responsible for design division of Branch and Head Office, he has abundant knowledge regarding construction technologies. The Company expects that he will conduct highly effective audits with his profound knowledge of frontline operations of both technical and sales departments. Accordingly, the Company judges he will appropriately fulfill his duties as an Audit & Supervisory Board Member, and proposes his appointment as Audit & Supervisory Board Member.		
No. of nominee <b>2</b>	Outside Audit & Supervisory Board Member / Independent Officer <b>Tatsuji Kishimoto</b> (Date of birth: June 16, 1960)	No. of the Company's shares held by nominee: 0 shares
<To be newly elected>	<b>Brief personal history, position in the Company, and significant concurrent positions</b> April 1987    Registered as an attorney at law (Osaka Bar Association) (Current) April 1996    Partner, Kodama and Kishimoto Law Office (currently Shinsei Sougou Law Office) Jan. 2020    Representative Partner, Shinsei Sougou Law Office (Current)  <b>(Significant concurrent positions)</b> Attorney at law Representative Partner, Shinsei Sougou Law Office Outside Audit & Supervisory Board Member, CHARLE CO., LTD.	
<b>Reason for nomination of the person as Outside Audit &amp; Supervisory Board Member</b> He has been serving as an attorney at law for many years, and has expertise and abundant knowledge of corporate legal affairs. The Company expects that as an Outside Audit & Supervisory Board Member who is a legal expert, he will play an important role in auditing the compliance of business execution by the Company's Directors and improving the internal control system. Accordingly, the Company proposes his appointment as Audit & Supervisory Board Member. He has never in the past been involved in the management of a company except as an outside officer. However, the Company judges he will appropriately fulfill his duties as an Outside Audit & Supervisory Board Member in the manner that the Company expects, based on the reason described above.		

- Notes:
1. No beneficial interest exists between the Company and the nominees for the position of Audit & Supervisory Board Member.
  2. Mr. Tatsuji Kishimoto is a nominee for the position of Outside Audit & Supervisory Board Member.
  3. If the election of Mr. Tadatoshi Maeda and Mr. Tatsuji Kishimoto is approved and passed as proposed in this proposal, the Company will enter into an agreement with them to limit their liability to compensate for damages provided for in Article 423, Paragraph 1 of the Companies Act within the limit stipulated by laws and regulations.
  4. The Company has entered into a Directors and Officers liability insurance contract, stipulated in Article 430-3, Paragraph 1 of the Companies Act, with an insurance company. The insurance policy covers damages that may arise when the insured assumes liability for the execution of his or her duties as an officer of the Company during the insurance period. If the election of the nominees for the position of Audit & Supervisory Board Member is approved and passed as proposed in this proposal, each nominee will be included as the insured under the insurance policy. The contract period of the insurance is one (1) year. The Company will renew the contract prior to the expiration subject to resolution by the Board of Directors.
  5. If the election of Mr. Tatsuji Kishimoto is approved and passed as proposed in this proposal, the Company will designate and report him as an independent officer as stipulated in the regulations of Tokyo Stock Exchange, Inc.
  6. There is no advisory contract and transaction between Shinsei Sougou Law Office, which Mr. Tatsuji Kishimoto currently belongs to, and the Company.

**<Independence Standards for Outside Officers>**

The Company judges outside Directors, outside Audit & Supervisory Board Members (hereinafter collectively referred to as “outside Officers”), or candidates for outside Officers as independent if they do not fall under any of the following items as a result of the investigation conducted by the Company as far as reasonably possible:

- i. Executors of operations <sup>Note 1</sup> of the Company and its affiliates (hereinafter collectively referred to as the “Company Group”);
- ii. Those for whom the Company Group is a major business partner <sup>Note 2</sup> or their executors of operations;
- iii. Major business partners of the Company Group <sup>Note 3</sup> or their executors of operations;
- iv. Major shareholders of the Company (Those who own directly or indirectly 10% or more of the total voting rights) or their executors of operations;
- v. Those 10% or more of whose total voting rights are owned directly or indirectly by the Company Group or their executors of operations;
- vi. Those who belong to the auditing firm that is the financial auditor of the Company Group;
- vii. Attorneys, certified public accountants, licensed tax accountants, consultants and the like who receive a large amount <sup>Note 4</sup> of monetary or other property benefits other than officers remuneration from the Company Group;
- viii. Those who belong to corporations, cooperatives, and the like including law firms, auditing firms, tax accountant corporations, and consulting firms, which receive a large amount <sup>Note 4</sup> of monetary or other property benefits from the Company Group;
- ix. Council members or other executors of operations of bodies including corporations and cooperatives which, or persons who receive a large amount <sup>Note 4</sup> of donations or assistance from the Company Group;
- x. In cases where Directors for operational execution, or full-time Audit & Supervisory Board Members concurrently serve as outside Directors or outside Audit & Supervisory Board Members of other companies, Directors for operational execution, Executive Officers (*shikko-yaku*), Executive Officers (*shikko-yakuin*), or managers and other employees of said companies;
- xi. Those who have fallen under the definition of the above ii to x in the last three years
- xii. In cases where those who fall under the definition of the above i to x are important persons <sup>Note 5</sup>, their spouses or relatives within the second degree of kinship.

\*1. “Executors of operations” refer to Directors, Executive Officers (*shikko-yaku*), Executive Officers (*shikko-yakuin*), employees who execute operations, council members, or those equivalent thereto and employees of corporations and other bodies, as well as those who have belonged to the Company Group in the past even once (excluding outside officers).

\*2. “Those for whom the Company Group is a major business partner” refer to persons who have received from the Company the payment of 2% or more of their consolidated annual sales in the most recent fiscal year.

\*3. “Major business partners of the Company Group” refer to persons who pay the Company 2% or more of its consolidated annual sales in the most recent fiscal year, or who loaned the Company 2% or more of its consolidated total assets at the end of the most recent fiscal year.

\*4. “A large amount” refers to, in terms of the average for the past three fiscal years, ¥10 million or more for individuals, more than 2% of the consolidated sales or total revenues of said bodies for bodies including corporations and cooperatives.

\*5. “Important persons” refer to Directors (excluding outside Directors), Audit & Supervisory Board Members (excluding outside Audit & Supervisory Board Members), Executive Officers (*shikko-yakuin*) and employees who are senior managers in the position of general managers or higher.

**Proposal 4: Payment of Bonuses for Directors**

Taking into account the amount of the previous payments and our operating performance for the current fiscal year, it is proposed that bonuses to Directors of 415 million yen in total be paid to, among fourteen (14) Directors incumbent at the end of the current fiscal year, nine (9) Directors (number excluding Outside Directors).

The Company has a policy for determining remuneration, etc. for each Director, and the outline of the policy is as shown in “3. Matters concerning the Company’s Officers (2) (i) Matters concerning the policy for determining remuneration, etc. for each Director” in the Business Report (available in Japanese only). This proposal conforms to said policy, and thus is deemed appropriate.

**(Reference)**

Composition of remuneration for Directors (excluding Outside Directors)

Fixed remuneration	Performance-linked remuneration		
Basic remuneration Approx. 45% (no more than 70 million yen per month)	Bonus Approx. 43%	Share-based remuneration Approx. 12%	
	Short term (KPI: consolidated ordinary income for a single fiscal year)	Stock delivery trust Medium to long term (KPI: ROE)	Performance-linked and restricted share-based remuneration Medium to long term (KPI: consolidated operating income)

- (Notes)
1. The % represents the percentage of each remuneration section against the total remuneration amount for Directors (Changes may be made in the future due to calculations being based on past business results).
  2. Share-based remuneration is payable only when all the performance-linked indicators pertaining to the remuneration are satisfied.