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(Securities Code: 7888)

August 10, 2022

To our shareholders:

Kenso Kuroda,
Representative Director/President
Sanko Gosei Ltd.
1200 Habushin, Nanto-shi, Toyama

Notice of the 89th Annual General Meeting of Shareholders

We are pleased to announce the 89th Annual General Meeting of Shareholders of Sanko Gosei Ltd. (the “Company”), which will be held as indicated below.

You may exercise your voting rights by postal mail. After reviewing the attached Reference Documents for the General Meeting of Shareholders, please indicate your approval or disapproval of the proposals on the enclosed voting form and return it to the Company to arrive no later than 5 p.m. on Wednesday, August 24, 2022 (JST).

- 1. Date and Time:** Thursday, August 25, 2022 at 10 a.m. (JST)
- 2. Venue:** 3F Conference Room, Toyama Factory of the Company
1200 Habushin, Nanto-shi, Toyama

3. Purpose of the Meeting:

Matters to be reported:

- | | |
|--------|--|
| No. 1: | The 89th fiscal year (from June 1, 2021 to May 31, 2022)
The Business Report, the Consolidated Financial Statements and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Board of Company Auditors |
| No. 2: | The 89th fiscal year (from June 1, 2021 to May 31, 2022)
The Non-Consolidated Financial Statements |

Matters to be resolved:

- | | |
|-----------------------|--|
| Proposal No. 1 | Appropriation of Surplus |
| Proposal No. 2 | Amendment to the Articles of Incorporation |
| Proposal No. 3 | Election of One Company Auditor |

- For those attending the meeting on the day, please submit the enclosed voting form at the reception desk.
- The following items have been posted on the Company’s website (<http://www.sankogosei.co.jp/>), in accordance with the provision of Article 16 of the Company’s Articles of Incorporation. As a consequence, the relevant documents are not included in the attached documents to the Notice.
 - (i) Consolidated Statements of Changes in Net Assets and Notes to Consolidated Financial Statements
 - (ii) Non-consolidated Statements of Changes in Net Assets and Notes to Non-consolidated Financial Statements
 - (iii) Overview of operational status of system to ensure the properness of operationsConsequently, Consolidated Financial Statements and Non-consolidated Financial Statements stated in the documents provided with this Notice of Annual General Meeting of Shareholders consist of part of the Consolidated Financial Statements and the Non-consolidated Financial Statements that were audited by the Financial Auditor in preparing the financial audit report.
- If there are any amendments to Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements or Non-consolidated Financial Statements, such amendments will be announced on the above Company’s website.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Appropriation of Surplus

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

Year-end dividends

- (i) Type of dividend property
To be paid in cash.
- (ii) Allotment of dividend property and their aggregate amount
¥7 per common share of the Company Total dividends: ¥213,386,740
Accordingly, including the interim dividend of ¥7 per share, the annual dividend will be ¥14 per share.
- (iii) Effective date of dividends of surplus
The effective date of dividends will be August 26, 2022.

Proposal No. 2 Amendment to the Articles of Incorporation

1. Reasons for the Amendment

Since the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) are to be enforced on September 1, 2022, the Company proposes to make the following changes to its Articles of Incorporation in preparation for the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format.

- (1) Article 16, paragraph 1 in “Proposed amendments” below will stipulate that the Company shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.
- (2) Article 16, paragraph 2 in “Proposed amendments” below will establish the provision to limit the scope of the items to be stated in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents.
- (3) Since the provisions for Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc. (Article 16 of the current Articles of Incorporation) will no longer be required, they will be deleted.
- (4) Accompanying the aforementioned establishment and deletion of provisions, supplementary provisions regarding the effective date, etc. will be established.

2. Details of amendment

Details of the proposed amendments are as follows:

(Underlined portions indicate amendments.)

Current Articles of Incorporation	Proposed amendments
<u>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u> <u>Article 16</u> <u>When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or presented in the reference documents for the general meeting of shareholders, business report, financial statements and consolidated financial statements through the internet in accordance with the provisions prescribed by the Ministry of Justice Order, it may be deemed that the Company has provided this information to shareholders.</u> (Newly established)	(Deleted) <u>(Measures, etc. for Providing Information in Electronic Format)</u> <u>Article 16</u> <u>1 When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.</u> <u>2 Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u>

Current Articles of Incorporation	Proposed amendments
(Newly established)	<p><u>(Supplementary Provisions)</u></p> <p><u>Article 1</u></p> <p><u>1 The deletion of Article 16 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) in the pre-amended Articles of Incorporation and the establishment of the new Article 16 (Measures, etc. for Providing Information in Electronic Format) in the amended Articles of Incorporation shall be effective from the date of enforcement of the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter referred to as the “Date of Enforcement”).</u></p> <p><u>2 Notwithstanding the provision of the preceding paragraph, Article 16 of the pre-amended Articles of Incorporation shall remain effective regarding any general meeting of shareholders held on a date by February 28, 2023.</u></p> <p><u>3 These Supplementary Provisions shall be deleted on the date when six months have elapsed from the Date of Enforcement or three months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.</u></p>

Proposal No. 3 Election of One Company Auditor

The terms of office of Company Auditor Mr. Hirotooshi Yoshida will expire at the conclusion of this annual general meeting of shareholders. Therefore, the Company proposes the election of one Company Auditor.

In addition, the consent of the Board of Company Auditors has been obtained for this proposal.

The candidate for Company Auditor is as follows:

Name (Date of birth)	Career summary and position in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
Shinji Fujimoto (August 9, 1967)	Apr. 2000 Registered as an attorney at law (current position) Aug. 2007 Shinji Fujimoto Law Office (current position)	0 shares

- (Notes)
1. Shinji Fujimoto is a candidate for outside Company Auditor.
 2. There is no special interest between Shinji Fujimoto and the Company.
 3. Although Shinji Fujimoto has no direct experience of being involved in corporate management, he can utilize his expert perspective as an attorney at law in the Company's audit system, and the Company requests that he monitor overall management and be elected as outside Company Auditor.
 4. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, if Shinji Fujimoto is elected, the Company plans to enter into an agreement with him to limit his liability for damages under Article 423, paragraph (1) of the Companies Act to the minimum liability amount provided for by Article 425, paragraph (1) of the same Act.
 5. The Company has entered into a directors and officers liability insurance policy with an insurance company as provided for in Article 430-3, paragraph (1) of the Companies Act and plans to renew this policy. The scope of the insureds of the policy covers the Company's Officers and Executive Officers, and the insureds do not bear the premiums. This policy covers damages due to civil suits, legal procedures or administrative procedures, such as shareholder representative lawsuits brought against the insureds. If the election of Shinji Fujimoto is approved, he will be included as an insured under this insurance policy.