

[Translation: For reference only]

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

## **Sanwa Holdings Corporation**

(Stock Code: 5929)

June 4, 2024

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

Yasushi Takayama  
Representative Director, President

### **Convocation Notice of The 89th Ordinary General Meeting of Shareholders**

To Our Shareholders;

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

The 89th Ordinary General Meeting of Shareholders of the Company (the “Meeting”) will be held as described on the next page and you are cordially notified of the Meeting.

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

The Company’s website:

[https://www.sanwa-hldgs.co.jp/ir/stock\\_info/meeting.html](https://www.sanwa-hldgs.co.jp/ir/stock_info/meeting.html) (in Japanese)

Website for posted informational materials for the Meeting:

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

TSE website (Listed Company Search):

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

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

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If you choose not to attend the Meeting, you may exercise your voting rights either via the Internet, etc. or in writing (by mail). We ask that you please exercise your voting rights no later than 5:15 p.m. on Tuesday, June 25, 2024 after carefully reading the Reference Documents for General Meeting of Shareholders.

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

## Recitals

**1. Date and Time:** Wednesday, June 26, 2024 at 10:00 a.m.  
(Reception begins at 9:00 a.m.)

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

### 3. Agenda of the Meeting:

#### **Matters to be Reported:**

1. Report on the Business Report, the Consolidated Financial Statements, and the Audit Reports of the Accounting Auditor and the Audit and Supervisory Committee on the Consolidated Financial Statements, for the 89th Term (from April 1, 2023 to March 31, 2024).
2. Report on the Non-Consolidated Financial Statements for the 89th Term (from April 1, 2023 to March 31, 2024).

#### **Matters to be Resolved:**

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

### **Website for Exercising Voting Rights**

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

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## Reference Documents for General Meeting of Shareholders

### Proposals and Reference Materials

#### Proposal 1: Appropriation of Surplus

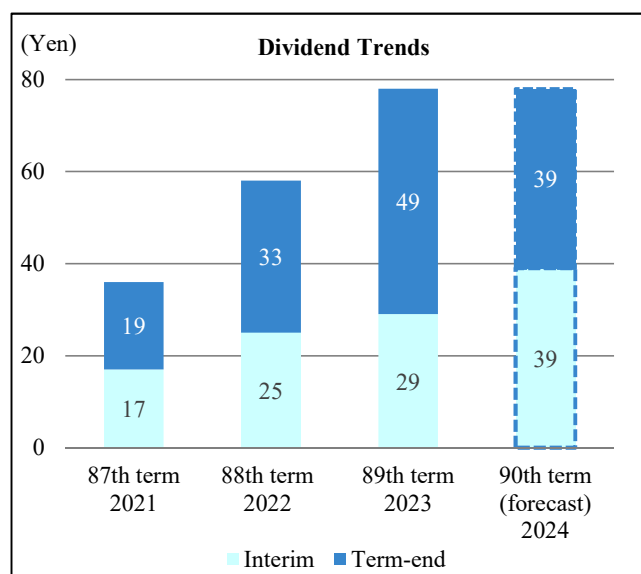
We consider the appropriate return of profits to shareholders as an important management issue, and that stable dividends will meet the needs of our shareholders, taking into account our business performance in each fiscal year, the dividend payout ratio based on profits, and future management policies. Concretely, we aim to pay stable dividends on the profit attributable to owners of the parent company, with a target payout ratio of 40%.

By giving consideration to business performance and future business development, among others, the term-end dividend for the fiscal year under review is proposed to be ¥49 per share, as detailed below.

- (1) Type of dividend assets  
Cash
- (2) Items relating to the allocation of dividend assets to shareholders and its total amount  
¥49 per share of common stock  
Total ¥10,725,090,992  
(¥78 per annum adding paid interim dividend ¥29 per share)
- (3) Effective date of payment of dividend from surplus  
June 27, 2024

[Reference: Dividend trends]

	87th term	88th term	89th term	90th term (forecast)
Interim dividend/share	¥17	¥25	¥29	¥39
Term-end dividend/share	¥19	¥33	¥49	¥39
Annual dividend/share	¥36	¥58	¥78	¥78
Profit attributable to owners of parent/share	¥103.39	¥149.70	¥196.03	¥194.20
Payout ratio	34.8%	38.7%	39.8%	40.2%



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

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

We therefore propose the election of six Directors.

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

The candidates for Director are as follows:


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

Reelection: candidate for Director to be reelected


Outside: candidate for Outside Director

Independent: independent officer as provided for by the securities exchange

[Translation: For reference only]

Candidate No.	Name (Date of Birth)	Personal History, Positions, Role in the Company (Important concurrent positions)		Number of the Company's shares owned
1	 Yasushi Takayama (February 3, 1971)  Reelection	October 2006	Joined the Company	172,162 shares
		April 2008	General Manager of TCR Dept.	
		April 2009	General Manager of Structural Reform Dept.	
		April 2010	Director, Senior Executive Officer, Sanwa Shutter Corporation	
April 2010	Responsible for Group Function, Sanwa Shutter Corporation	April 2011	Senior Executive Officer, the Company	
April 2011	Assistant Director of Overseas Business Unit	April 2012	Senior Managing Executive Officer	
April 2012	Responsible for Corporate Planning Unit	June 2012	Director	
April 2016	Executive Officer, Vice President	April 2016	Deputy President	
April 2016	COO	April 2017	<b>Representative Director, President (present post)</b>	
April 2019	Representative Director, Chairman of the Board, Sanwa Shutter Corporation	April 2020	<b>Executive Officer, President (present post)</b>	
	(Important concurrent positions)		Director, Sanwa USA Inc.	
	Director, Overhead Door Corporation		Director, Novoferm Germany GmbH.	
	Number of years in office		12 years	
	Attendance at Board of Directors meetings		100%	
<p>(Reasons for selecting the candidate)</p> <p>Since joining the Company in 2006, Mr. Yasushi Takayama has served in important positions, including General Manager of Total Cost Reduction (TCR) Dept. and General Manager of Structural Reform Dept., where he promoted a wide range of management reforms throughout the Company Group. After assuming office as President in 2017, he has promoted global group management both in Japan and overseas, laying the foundation for the Company to become a major global player. Based on his extensive experience and track record, the Company has determined that he remains qualified to be a Director.</p>				

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Candidate No.	Name (Date of Birth)	Personal History, Positions, Role in the Company (Important concurrent positions)	Number of the Company's shares owned
2	 <p data-bbox="309 826 502 882">Hiroyuki Yamazaki (February 3, 1961)</p> <p data-bbox="352 909 459 936">Reelection</p>	<p data-bbox="555 259 667 286">April 1983</p> <p data-bbox="780 259 1075 286">Joined Sumitomo Corporation</p> <p data-bbox="555 293 715 320">December 1995</p> <p data-bbox="780 293 1174 320">Vice President, Phoenixcore, Inc. (USA)</p> <p data-bbox="555 327 691 353">January 1999</p> <p data-bbox="780 327 1281 389">General Manager of Machinery Department, Chicago Office, Sumitomo Corporation of America</p> <p data-bbox="555 396 659 423">June 2009</p> <p data-bbox="780 396 1238 423">Director (Outside), CSK Holdings Corporation</p> <p data-bbox="555 430 667 456">April 2010</p> <p data-bbox="780 430 1238 492">Executive Officer, Sumisho Computer Systems Corporation</p> <p data-bbox="555 499 667 526">April 2016</p> <p data-bbox="780 499 1273 562">Representative Director, Executive Vice President, SCSK Corporation</p> <p data-bbox="555 568 715 595">September 2017</p> <p data-bbox="780 568 983 595">Joined the Company</p> <p data-bbox="555 602 667 629">April 2018</p> <p data-bbox="780 602 1211 719">Senior Executive Officer Subleader of Corporate Planning Unit (Concurrent) General Manager of Corporate Planning Dept.</p> <p data-bbox="555 725 671 752"><b>April 2020</b></p> <p data-bbox="780 725 1206 788"><b>Responsible for Corporate Planning Unit (present post)</b></p> <p data-bbox="555 795 667 822"><b>June 2020</b></p> <p data-bbox="780 795 1015 822"><b>Director (present post)</b></p> <p data-bbox="555 828 671 855"><b>April 2024</b></p> <p data-bbox="780 828 1147 891"><b>Senior Managing Executive Officer (present post)</b></p> <p data-bbox="555 898 671 925"><b>April 2024</b></p> <p data-bbox="780 898 1257 1081"><b>Director, Sanwa Shutter Corporation (present post)</b> (Important concurrent positions) Director, Sanwa Shutter Corporation Director, Overhead Door Corporation Director, Novoferm Germany GmbH.</p>	26,002 shares
		<p data-bbox="555 1088 807 1115">Number of years in office</p> <p data-bbox="1075 1088 1147 1115">4 years</p>	
		<p data-bbox="555 1126 879 1182">Attendance at Board of Directors meetings</p> <p data-bbox="1075 1126 1147 1153">100%</p>	
<p data-bbox="161 1189 520 1216">(Reasons for selecting the candidate)</p> <p data-bbox="161 1223 1517 1373">Mr. Hiroyuki Yamazaki held important positions at a trading company, a system development company, and other organizations before joining the Company in 2017. At the Company, he has contributed to the growth of the Company Group both on the attacking and defensive aspects, by utilizing his extensive experience and acumen to promote management strategy and global personnel strategy, as well as strengthen risk management and so forth. Based on his experience and acumen, the Company has determined that he remains qualified to be a Director.</p>			

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Candidate No.	Name (Date of Birth)	Personal History, Positions, Role in the Company (Important concurrent positions)	Number of the Company's shares owned
3	 Toshiaki Doba (July 26, 1961)  Reelection	April 1985      Joined ITOCHU Corporation April 2000      Joined Johnson & Johnson K.K. April 2007      General Manager of Corporate Planning Dept., Accounting and Finance Div., Medical Company, Johnson & Johnson K.K. July 2008      CFO, Consumer Company, Johnson & Johnson K.K. November 2010      Head of Distribution Strategy Div. (Senior Director), Medical Company, Johnson & Johnson K.K. April 2014      Joined the Company April 2015      General Manager of Strategic Re-Engineering Dept. April 2016      Executive Officer Head of Americas Business, Europe and Americas Business Unit April 2019      Senior Executive Officer April 2020      Head of Europe and Americas Business April 2021      Subleader of Global Business Unit January 2022      (Concurrent) General Manager of Global R&D Dept. <b>April 2022      Responsible for Global Business Unit (present                                     post)</b> (Concurrent) General Manager of R&D Dept. <b>June 2022      Director (present post)</b> <b>April 2023      (Concurrent) Head of Americas Business                                     (present post)</b> <b>October 2023      (Concurrent) Head of Asia Business (present                                     post)</b> <b>April 2024      Senior Managing Executive Officer                                     (present post)</b> (Important concurrent positions) Director, Sanwa USA Inc. Director, Overhead Door Inc. Director, Overhead Door Corporation Director, Novoferm Germany GmbH. Director, AN-HO METAL INDUSTRIAL CO., LTD. Director, VINA-SANWA COMPANY LIABILITY LTD.	16,008 shares
		Number of years in office	2 years
		Attendance at Board of Directors meetings	100%


(Reasons for selecting the candidate)

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





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Candidate No.	Name (Date of Birth)	Personal History, Positions, Role in the Company (Important concurrent positions)	Number of the Company's shares owned
5	  Masanaka Yokota (January 5, 1955)  Reelection Outside Independent	June 2003 Director, JMA Consultants Inc. January 2009 President, JMAC China June 2013 Managing Director, JMA Consultants Inc. April 2015 President, JMAC Europe S.p.A <b>June 2020 Standing Advisor, JMA Consultants Inc. (present post)</b> <b>June 2020 Outside Director, the Company (present post)</b> (Important concurrent positions) Standing Advisor, JMA Consultants Inc.	6,000 shares
		Number of years in office 4 years	
		Attendance at Board of Directors meetings 100%	
<p>(Reasons for selecting the candidate and overview of expected role)</p> <p>As a consultant for many years at JMA Consultants Inc., Mr. Masanaka Yokota provided advice and guidance for improvements and reforms in areas such as management strategy, production &amp; manufacturing, and personnel development. Since he assumed office as Outside Director in 2020, he has utilized his experience as a consultant and as the president of an overseas subsidiary, etc. to provide advice and suggestions on management as a whole, while also providing impartial opinions as a member of the Nomination and Compensation Committee. The Company expects him to utilize these extensive experience and knowledge to continue to provide supervision and advice in relation to the execution of duties by Directors of the Company.</p>			



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

5. In order to invite skillful persons as Director for enhancement of corporate governance of the Company, in Article 29 of the Articles of Incorporation of the Company, the Company establishes that it may enter into a limited liability agreement with Directors, excluding persons who are Executive Directors, etc. The Company has entered into a limited liability agreement with Mr. Masanaka Yokota and Ms. Hiroko Ishimura such that the liability amount related to Article 423, paragraph (1) of the Companies Act shall be limited within the amount stipulated by laws and regulations, in accordance with Article 427, paragraph (1) of the same Act and Article 29 of the Articles of Incorporation of the Company. If they are reelected, the Company plans to continue the same limited liability agreement with them.
6. In accordance with Article 430-3, paragraph (1) of the Companies Act, the Company has concluded a directors and officers liability insurance policy with an insurance company. The insureds under this policy are Directors, Directors serving as Audit and Supervisory Committee Members, and Executive Officers, and we plan to renew this policy in October 2024. If each candidate for Director is elected, they will become an insured under the insurance policy.

- 1) Outline of insurance items covered

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

- 2) Insurance premiums

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

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

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

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


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

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


Candidate No.		Name	Position in the Company	
1	Male	Teiko Zaima	Director serving as Audit and Supervisory Committee Member (Full-time)	Reelection
2	Male	Tsunekatsu Yonezawa	Director serving as Audit and Supervisory Committee Member (Full-time)	Reelection Outside Independent
3	Male	Akira Gokita	Directors serving as Audit and Supervisory Committee Members	Reelection Outside Independent

Reelection: candidate for Director to be reelected  
Outside: candidate for Outside Director  
Independent: independent officer as provided for by the securities exchange

[Translation: For reference only]

Candidate No.	Name (Date of Birth)	Personal History, Positions, Role in the Company (Important concurrent positions)	Number of the Company's shares owned
1	 <p data-bbox="328 763 480 815">Teiko Zaima (May 14, 1952)</p> <p data-bbox="352 842 456 869">Reelection</p>	<p data-bbox="555 259 679 286">March 1975</p> <p data-bbox="778 259 983 286">Joined the Company</p> <p data-bbox="555 297 667 324">April 2004</p> <p data-bbox="778 297 1150 324">General Manager of Accounting Dept.</p> <p data-bbox="555 336 692 362">October 2007</p> <p data-bbox="778 336 1230 392">General Manager of Accounting Dept., Sanwa Shutter Corporation</p> <p data-bbox="555 403 667 430">April 2010</p> <p data-bbox="778 403 1230 430">Executive Officer, Sanwa Shutter Corporation</p> <p data-bbox="555 441 667 468">April 2012</p> <p data-bbox="778 441 1177 497">Senior Executive Officer, Sanwa Shutter Corporation</p> <p data-bbox="555 508 667 535">April 2015</p> <p data-bbox="778 508 1091 535">Standing Advisor, the Company</p> <p data-bbox="555 546 667 573">June 2015</p> <p data-bbox="778 546 959 573">Corporate Auditor</p> <p data-bbox="555 584 667 611"><b>June 2016</b></p> <p data-bbox="778 584 1254 663"><b>Director serving as Audit and Supervisory Committee Member (Full-time) (present post)</b> (Important concurrent positions)</p> <p data-bbox="778 674 1206 730">Part-time Corporate Auditor, Sanwa Shutter Corporation</p> <p data-bbox="778 741 1206 797">Part-time Corporate Auditor, Suzuki Shutter Corporation</p> <p data-bbox="778 808 1270 864">Part-time Corporate Auditor, SHOWAFRONT Co., Ltd.</p> <p data-bbox="778 875 1206 931">Part-time Corporate Auditor, Sanwa Facade Laboratory Corporation</p>	24,800 shares
		<p data-bbox="555 925 807 952">Number of years in office</p> <p data-bbox="1075 925 1142 952">8 years</p>	
		<p data-bbox="555 965 879 1021">Attendance at Board of Directors meetings</p> <p data-bbox="1075 965 1142 992">100%</p>	
<p data-bbox="161 1025 520 1052">(Reasons for selecting the candidate)</p> <p data-bbox="161 1064 1509 1236">After serving in a range of important posts, such as General Manager of Accounting Dept. of the Company, and General Manager of Accounting Dept. and Senior Executive Officer of Sanwa Shutter Corporation, which is the core business company of the Company Group, Mr. Teiko Zaima assumed office as Corporate Auditor in 2015 and Director serving as Audit and Supervisory Committee Member in 2016. He possesses many years of experience in accounting and financial operations, as well as a deep knowledge of risk and compliance. Based on this extensive experience and knowledge he has provided appropriate opinions and advice, and the Company has determined that he remains qualified to be a Director serving as Audit and Supervisory Committee Member.</p>			


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Candidate No.	Name (Date of Birth)	Personal History, Positions, Role in the Company (Important concurrent positions)	Number of the Company's shares owned	
2	 Tsunekatsu Yonezawa (August 4, 1948)  Reelection Outside Independent	April 1971	Joined ITOCHU Corporation	-
		April 1996	General Manager of Thin Plate Department I, ITOCHU Corporation	
		April 1999	General Manager of Oceania (Stationed in Sydney), ITOCHU Corporation (Concurrent) President, ITOCHU Australia Ltd.	
		June 2001	Executive Officer, ITOCHU Corporation	
		October 2001	Member of the Board, General Manager of Iron & Steel Division-I, Marubeni-Itochu Steel Inc.	
		April 2004	Vice President, Member of the Board, Marubeni-Itochu Steel Inc.	
		April 2005	President and CEO, Member of the Board, Marubeni-Itochu Steel Inc.	
		April 2009	Chairman, Member of the Board, Marubeni-Itochu Steel Inc.	
		April 2012	Advisory Board Member, Marubeni-Itochu Steel Inc.	
		April 2013	Director (Assistant to President), ITOCHU Corporation	
		June 2015	Outside Corporate Auditor	
		<b>June 2016</b>	<b>Director serving as Audit and Supervisory Committee Member (Full-time) (present post)</b>	
		Number of years in office 8 years		
		Attendance at Board of Directors meetings 100%		

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

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

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Candidate No.	Name (Date of Birth)	Personal History, Positions, Role in the Company (Important concurrent positions)	Number of the Company's shares owned
3	 Akira Gokita (September 20, 1947)  Reelection Outside Independent	April 1978 Assumed the office of Public Prosecutor, Tokyo District Public Prosecutors Office (Criminal Affairs Division and Trial Division) March 1979 Mito District Public Prosecutors Office March 1982 Tokyo District Public Prosecutors Office (Criminal Affairs Division and Special Investigation Division) March 1985 Osaka District Public Prosecutors Office (Special Investigation Division) March 1987 Tokyo District Public Prosecutors Office (Special Investigation Division) March 1988 Retired from Public Prosecutor April 1988 Registered as an attorney at law <b>May 1994 Attorney at law, Gokita and Mitsuura Law Office (present post)</b> <b>June 2010 Outside Director, Ichiyoshi Securities Co., Ltd. (present post)</b> <b>June 2016 Director serving as Audit and Supervisory Committee Member, the Company (present post)</b> (Important concurrent positions) Attorney at law, Gokita and Mitsuura Law Office Outside Director, Ichiyoshi Securities Co., Ltd.	-
		Number of years in office 8 years	
		Attendance at Board of Directors meetings 100%	

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

After serving as Public Prosecutor in the Special Investigation Divisions of the Tokyo District Public Prosecutors Office and the Osaka District Public Prosecutors Office, Mr. Akira Gokita registered as attorney at law in 1988, and since 1994 he has been active in a wide range of fields as an attorney at law for Gokita and Mitsuura Law Office. He assumed office as Director serving as Audit and Supervisory Committee Member of the Company in 2016. At the Company, based on his deep knowledge as a legal specialist, he has provided appropriate opinions and advice in relation to the governance and risk management of the Company while also providing impartial opinions as a member of the Nomination and Compensation Committee. Other than as an Outside Director he has had no involvement in company management, but the Company expects him to utilize the above-mentioned experience and knowledge to continue to provide appropriate supervision of execution of business by the Company.

**Notes:**

1. None of the candidates for Director serving as Audit and Supervisory Committee Member have any special interest with the Company.
2. Mr. Tsunekatsu Yonezawa is a candidate for Outside Director. The Company has submitted to the Tokyo Stock Exchange an Independent Officer List which states his name as an independent officer. If he is reelected, the Company plans to continue to submit the List of his appointment as an independent officer. Mr. Tsunekatsu Yonezawa is a former employee of Marubeni-Itochu Steel Inc., with which the Company Group has purchasing transactions for the Company Group's raw materials and sales transactions for the Company Group's products. However, the annual transaction amount between that company group and the Company Group for the past three fiscal years was less than 1% of the annual consolidated net sales of each of the groups, and he fulfills the Independence Criteria for the Company's Outside Officers and the requirements for an independent officer as provided for by the Tokyo Stock Exchange as well, so the Company has determined that he has no special conflict of interest with ordinary shareholders.
3. Mr. Akira Gokita is a candidate for Outside Director. The Company has submitted to the Tokyo Stock Exchange an Independent Officer List which states his name as an independent officer. He is also a



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Representative of Gokita and Mitsuura Law Office. The Company had completed a legal advisor agreement with him, but the contract was canceled in December 2015. For the Company's Independence Criteria for Outside Officers, when the person is a specialist in law, etc., the Company holds as a standard that the amount paid for compensation, etc., is less than ¥10 million per annum, but at the time the monthly legal fee with Mr. Akira Gokita was ¥100 thousand, (there was no other compensation, aside from the legal fee). Hence, he fulfills the Company's Independence Criteria for Outside Officers and the criteria of the Tokyo Stock Exchange, and the Company has determined that he has no special conflict of interest with ordinary shareholders.

4. In order to invite skillful persons as Director for enhancement of corporate governance of the Company, in Article 29 of the Articles of Incorporation of the Company, the Company establishes that it may enter into a limited liability agreement with Directors, excluding persons who are Executive Directors, etc. The Company has entered into limited liability agreements with Messrs. Teiko Zaima, Tsunekatsu Yonezawa, and Akira Gokita such that the liability amounts related to Paragraph 1 in Article 423 of the Companies Act shall be limited within the amount of provision by law, in accordance with Paragraph 1 in Article 427 of the same law and Article 29 of the Articles of Incorporation of the Company. In case of their reelection, the Company will continue similar limited liability agreements with them.
5. In accordance with Article 430-3, paragraph (1) of the Companies Act, the Company has concluded a directors and officers liability insurance policy with an insurance company. The insureds under this policy are Directors, Directors serving as Audit and Supervisory Committee Members, and Executive Officers, and we plan to renew this policy in October 2024. If each candidate for Director serving as Audit and Supervisory Committee Member is elected, they will continue to be an insured under the insurance policy.

- 1) Outline of insurance items covered

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

- 2) Insurance premiums

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

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## Skill Matrix of the Board of Directors

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

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

Candidate No.	Name	Corporate management	Industry knowledge Industry experience	Global experience	Sales Marketing	Manufacturing and engineering Development and quality assurance	IT Digital	Finance and accounting Monetary	Personnel and labor Personnel development	Legal affairs Risk management Compliance
Directors (Excluding Directors serving as Audit and Supervisory Committee Members)	1 Yasushi Takayama	○	○				○	○	○	○
	2 Hiroyuki Yamazaki	○		○			○	○	○	○
	3 Toshiaki Doba	○	○	○	○			○		
	4 Meiji Takayama	○	○		○	○		○	○	
	5 Masanaka Yokota	Outside Independent	○		○		○		○	
	6 Hiroko Ishimura	Outside Independent	○		○	○		○		
Directors serving as Audit and Supervisory Committee Members	1 Teiko Zaima		○					○	○	○
	2 Tsunekatsu Yonezawa	Outside Independent	○	○	○	○				
	3 Akira Gokita	Outside Independent						○	○	○

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

[Translation: For reference only]

## Independence Criteria for Outside Officers

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

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

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

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