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Securities identification code:7148

December 1, 2020

To Shareholders:

Hisanaga Tanimura  
CEO & Founder

**Financial Products Group Co., Ltd.**

2-7-2, Marunouchi, Chiyoda-ku, Tokyo

## **NOTICE OF THE 19TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

You are cordially invited to attend the 19th Ordinary General Meeting of Shareholders of Financial Products Group Co., Ltd. (the "Company"), which will be held as described below.

**In an effort to prevent and minimize the spread of COVID-19, please exercise your voting rights in advance in writing (mail) or via the Internet, etc., and refrain from attending the General Meeting of Shareholders in person as much as possible.**

**Please consider the "Reference Documents for the General Meeting of Shareholders" below and exercise your voting rights by one of the methods described on the next page.**

### **Meeting Details**

**1. Date and Time:** Tuesday, December 22, 2020 at 10:00 a.m.  
(Reception scheduled to open at 9:15 a.m.)

**2. Place:** JP TOWER Hall & Conference (KITTE 4F)  
2-7-2 Marunouchi, Chiyoda-ku, Tokyo

### **3. Purposes:**

#### **Items to be reported:**

1. The Business Report and the Consolidated Financial Statements for the 19th Term (from October 1, 2019 to September 30, 2020), and the Audit Reports of the Accounting Auditor and the Audit & Supervisory Committee on the Consolidated Financial Statements .
2. Report on the Non-Consolidated Financial Statements for the 19th Term (from October 1, 2019 to September 30, 2020)

#### **Items to be resolved:**

**Proposal No.1: Appropriation of Surplus**

**Proposal No.2: Partial Amendment to the Articles of Incorporation**

**Proposal No.3: Election of One (1) Director**

- END -

*Please kindly note that souvenirs for shareholders attending the meeting will not be offered. Thank you for your understanding.*

## **Notice regarding measures to prevent the spread of COVID-19 infection**

At the 19th Ordinary General Meeting of Shareholders of Financial Products Group Co., Ltd. (the Company), we plan to take the following measures. We appreciate your understanding and cooperation.

### **Please refrain from attending in person**

- In view of the recent COVID-19 pandemic and putting the safety of our shareholders first, regardless of your health, you are firmly requested to exercise your voting rights in writing (mail) or via the Internet, etc., in advance, and to refrain from attending the meeting in person.

### **Requests to shareholders**

- This year, the number of seats available will be significantly reduced compared to the previous year in order to secure a wide space between seats in the venue as an infection prevention measure. If the seat spacing cannot be maintained sufficiently due to the number of visitors, we may have to refuse admission in order to protect the safety of our shareholders.
- At the time of reception, we will measure attendees' temperatures by thermography. The management staff may refuse admission to shareholders who have a fever or who appear to be in poor physical condition.
- Alcohol disinfectant will be provided at the venue, please disinfect your hands.
- When you attend, please be sure to bring a mask and wear it.

### **Our response on the day of the general meeting of shareholders**

- In order to shorten the time required for this General Meeting of Shareholders, we will simplify the proceedings from the usual year and limit the number of questions and the time for asking questions from shareholders. We appreciate your understanding.
- Officers and management staff will take necessary measures to prevent infection, such as wearing a mask, after confirming in advance that there is no problem with their physical condition.

If there are significant changes in the operation of the General Meeting of Shareholders due to future circumstances, such changes will be posted on the Company's website (<https://www.fpg.jp>).

◎Methods of Exercising Voting Rights

[Exercising voting rights in writing (mail)]

Please indicate your approval or disapproval of the proposals on the enclosed Voting Form and return it by postal mail to reach us no later than 5:45 p.m. on Monday, December 21, 2020. Please note that if neither approval nor disapproval of each proposal is indicated, we will deem that you have indicated your approval for the proposal.

[Exercising voting rights via the Internet]

If you use the Company's designated website, please access <https://www.web54.net>, and enter the "voting rights exercise code" and "password" stated on the enclosed Voting Form, and register your approval or disapproval of the proposal no later than 5:45 p.m. on Monday, December 21, 2020, in accordance with the guidance on the display.

◎Regarding use of the electronic platform for exercising voting rights

Institutional investors may exercise voting rights for this general meeting of shareholders via the Internet by using the electronic platform for exercising voting rights operated by ICJ, Inc.

[Handling of Duplicate Voting]

If you vote both in writing (mail) and via the Internet, only your vote placed via the Internet will be valid. In addition, if you vote multiple times by the same method, only the last vote will be valid.

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◎You are kindly requested to present the enclosed Voting Form to the receptionist when you attend the meeting in person.

◎Voting by proxy is possible only when delegated to a shareholder of the Company with voting rights pursuant to the Article 17 of Incorporation, and the proxy must be a single shareholder. In such cases, please submit to the Company a document proving the proxy's capacity to act.

It is necessary to submit (B) one of the following documents in addition to (A) a power of attorney with the name and stamp of the delegator as a document proving the proxy.

- (1) Voting Form sent from the Company to a delegator
- (2) A certificate of a seal impression of a delegator  
(The power of attorney is required to be stamped with a stamp of a certificate of a seal impression of a delegator)
- (3) A delegator's driver's license, various health insurance cards, etc.  
A copy of official certificates that can confirm the name and the address of a delegator

◎Among the documents to be provided with this notice, the following items are posted on the Company's website (<https://www.fpg.jp>) pursuant to laws and regulations, as well as Article 18 of the Company's Articles of Incorporation. (The following two items are omitted from this notice)

- (1) Notes to the Consolidated Financial Statements
- (2) Notes to the Non-consolidated Financial Statements

The above two items are included in the Consolidated Financial Statements and Non-consolidated Financial Statements, both of which have been audited by the Audit & Supervisory Board to prepare an Audit Report and by the Accounting Auditor to prepare an Accounting Audit Report.

◎ If any changes are made to any item in the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements, such changes will be posted on the Company's website (<https://www.fpg.jp>).

## Reference Documents for the General Meeting of Shareholders

### Proposal No.1: Appropriation of Surplus

The Company proposes to distribute dividends as follows.

Matters related to year-end dividends:

As this year saw extremely disappointing financial results such as net income far below the initial forecast due to COVID-19, the Company proposes the year-end dividend for the fiscal year to be ¥11.50 per share.

(1) Type of assets to be distributed

Cash

(2) Dividend allocated to shareholders and their aggregate amount

¥11.50 per share of common stock of the Company

Total amount of dividends: ¥981,564,100

(3) Effective date of distribution of dividends of surplus

December 23, 2020

**Proposal No.2: Partial Amendment to the Articles of Incorporation**

The Company proposes to add the company’s business purposes to prepare for expansion of business domain in the future.

The details of the changes are as follows:

(Changes are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p>ARTICLE 1 &lt;Omitted&gt;</p> <p>ARTICLE 2 (PURPOSES)</p> <p>The business purposes of the Company are to engage in the following businesses:</p> <p>(i) Financial planning business;</p> <p>(ii) Consulting business in relation to asset management;</p> <p>(iii) Management consulting business;</p> <p>(iv) Intermediary and soliciting of guidance regarding merger and association of companies, goodwill and transfer of securities;</p> <p>&lt;Newly established&gt;</p> <p>(v) General leasing business;</p> <p>(vi) Type II financial instruments business, investment advisory and agency business, investment management business and financial instruments intermediary service provided in the Financial Instruments and Exchange Act;</p> <p>(vii) Lending money, intermediary of lending and borrowing of money and credit accommodation such as guarantee and assumption of obligations, etc;</p> <p>(viii) Banking agency business;</p> <p>(ix) Trust agency business;</p> <p>(x) Business regarding insurance broker;</p> <p>(xi) Non-life insurance agency business, and business regarding life insurance solicitation;</p> <p>(xii) Acquisition, holding and transfer of securities;</p> <p>(xiii) Investment business and structuring, asset management and administration of investment partnership;</p> <p>(xiv) Sale and purchase, and sale intermediary of vessel, aircraft, parts appliance, equipment and other related assets;</p> <p>(xv) Vessel leasing intermediary service;</p> <p>(xvi) Sale and purchase, lease intermediary, ownership, management, use and development of real property and</p>	<p>ARTICLE 1 &lt;Unchanged&gt;</p> <p>ARTICLE 2 (PURPOSES)</p> <p>The business purposes of the Company are to engage in the following businesses:</p> <p>(i) Financial planning business;</p> <p>(ii) Consulting business in relation to asset management;</p> <p>(iii) Management consulting business;</p> <p>(iv) Intermediary and soliciting of guidance regarding merger and association of companies, goodwill and transfer of securities;</p> <p><u>(v) Consulting on business development, sales promotion, etc. of companies</u></p> <p>(vi) General leasing business;</p> <p>(vii) Type II financial instruments business, investment advisory and agency business, investment management business and financial instruments intermediary service provided in the Financial Instruments and Exchange Act;</p> <p>(viii) Lending money, intermediary of lending and borrowing of money and credit accommodation such as guarantee and assumption of obligations, etc;</p> <p>(ix) Banking agency business;</p> <p>(x) Trust agency business;</p> <p>(xi) Business regarding insurance broker;</p> <p>(xii) Non-life insurance agency business, and business regarding life insurance solicitation;</p> <p><u>(xiii) Buying and selling, acquisition, holding and transfer of securities, monetary claims and other financial assets;</u></p> <p>(xiv) Investment business and structuring, asset management and administration of investment partnership;</p> <p>(xv) Sale and purchase, sale intermediary of vessel, aircraft, parts appliance, equipment and other related assets;</p> <p>(xvi) Vessel leasing intermediary service;</p> <p>(xvii) Sale and purchase, lease intermediary, ownership, management, use and development of real property and</p>

Current Articles of Incorporation	Proposed Amendments
<p>consulting regarding real property;  <u>(xvii)</u> Business under Real Property Specified Joint Business Law;  <u>(xviii)</u> Business regarding trust to be conducted in the manner as provided in the Trust Law;            &lt;Newly established &gt;</p> <p>&lt;Newly established &gt;            &lt;Newly established &gt;</p> <p><u>(xix)</u> All business incidental or related to the Foregoing;</p> <p>ARTICLE 3 - ARTICLE 43     &lt;Omitted &gt;</p>	<p>consulting regarding real property;  <u>(xviii)</u> Business under Real Property Specified Joint Business Law;  <u>(xix)</u> Business regarding trust to be conducted in the manner as provided in the Trust Law;  <u>(xx)</u> Issuance, sale and management of prepaid payment methods based on the Act on Electronic Money, Cryptocurrency Assets and Other Electronic Value Information and Fund Settlement, Provision of Electronic Payment System and Fund Transfer  <u>(xxi)</u> Payroll calculation and Payroll transfer office work;  <u>(xxii)</u> Planning, production and advertising agency business related to advertising, publicity and sales promotion;  <u>(xxiii)</u> All business incidental or related to the Foregoing;</p> <p>ARTICLE 3 - ARTICLE 43     &lt;Unchanged &gt;</p>

**Proposal No.3: Election of One (1) Director**

The Company proposes the election of one director following the resignation of Mr. Masashi Funayama, director (outside), at the conclusion of the 19th Ordinary General Meeting of Shareholders.

In addition, the term of the newly appointed Director shall expire at the expiration of the term of other current Directors in accordance with the Articles of Incorporation.

The candidate for Director is as follows.

Name (Date of birth)	Career summary, position in the Company and responsibilities (significant concurrent positions outside the Company)		Number of the Company's shares owned
<p>Eiji Sakomoto (born November 4, 1956)</p> <p>Newly elected Outside Independent</p>	Jun.1990	Representative Director (Current Position), Tax Consulting Group Inc. (currently Ginza K.T.C Consulting Inc.)	None
	Apr.1991	Director, Shochikueigagekijo Co., Ltd.	
	Mar.1993	Certified Public Accountant registration	
	Jul.1993	Certified Tax Accountant registration	
	Jun.2000	Outside Audit & Supervisory Board Member, Nagatanien Co., Ltd. (currently Nagatanien Holdings Co., Ltd.)	
	Aug.2003	Representative Director (Current Position), Shochikueigagekijo Co., Ltd.	
	Apr.2004	Senior Partner (Current Position), Shinsoh Tax Corporation (currently Ginza K.T.C. Tax Corporation)	
	Dec.2004	Audit & Supervisory Board Member, KOKUDO, INC. (currently PRINCE HOTELS, INC.)	
	Feb.2006	Outside Audit & Supervisory Board Member, PRINCE HOTELS, INC.	
	Feb.2006	Outside Audit & Supervisory Board Member (Current Position), SEIBU HOLDINGS INC.	
	Jun.2006	Auditor (Current Position), Japan Association of Major Theaters	
	Aug.2011	Audit & Supervisory Board Member (Current Position), Shinbashi Enbujo Co., Ltd.	
	Aug.2011	Audit & Supervisory Board Member (Current Position), Enbujo Service Co., Ltd.	
	Mar.2013	Audit & Supervisory Board Member (Current Position), NOMURA JIMUSHO, INC.	
	May.2015	Audit & Supervisory Board Member (Current Position), PRINCE HOTELS, INC.	
Jun.2015	Director (Current Position), Nagatanien Holdings Co., Ltd.		
Oct.2018	Supervisory Director, Industrial & Infrastructure Fund Investment Corporation		

	(Significant Concurrent Positions outside the Company) Senior Partner, Ginza K.T.C. Tax Corporation Representative Director, Shochikueigagekijo Co., Ltd.	
Reason for proposing as candidate for Director	As a certified public accountant and tax accountant, Mr. Eiji Sakomoto has a high level of expertise, a wealth of experience, and a great deal of insight in finance and accounting. He has served as an outside director and outside auditor at major companies, including listed companies. Having determined that he will be able to draw on this knowledge and experience to effectively contribute to strengthening the decision-making and supervisory functions of the Board of Directors at the Company, we propose to elect him as a candidate for Outside Director.	

Notes:

1. There are no conflicts of interest between the candidate and the Company.
2. Mr. Eiji Sakomoto is a candidate for Outside Director
3. Pursuant to Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation, The Company intends to conclude the contract with the candidate to limit his liability for damages as provided in Article 423, Paragraph 1 of this Act if his election is approved. Under this contract, his liability is limited to the amount set forth in laws and regulations.
4. As the candidate meets the requirements for independent officer stipulated by Tokyo Stock Exchange, Inc., the Company intends to submit him as independent officer to Tokyo Stock Exchange, Inc. if his election is approved.