

[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 1, 2023

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

Yasushi Takayama
Representative Director, President

Convocation Notice of The 88th 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 88th 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 (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].”)

Recitals

1. Date and Time: Friday, June 23, 2023 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 88th Term (from April 1, 2022 to March 31, 2023).
2. Report on the Non-Consolidated Financial Statements for the 88th Term (from April 1, 2022 to March 31, 2023).

Matters to be Resolved:

- Proposal 1: Appropriation of Surplus
- Proposal 2: Election of Seven Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)
- Proposal 3: Election of One Director Serving as Substitute Audit and Supervisory Committee Member

4. How to Exercise Voting Rights

- (1) Upon exercising your voting rights in writing (by mail), if you do not indicate your approval or disapproval of the Proposals on the Form for Exercise of Voting Rights, it shall be deemed as an intention of approval.
- (2) If you exercise your voting rights more than once via the Internet, etc., the last vote shall be deemed valid.
- (3) If you exercise your voting rights both via the Internet, etc. and in writing (by mail), the vote exercised via the Internet, etc. shall be deemed valid regardless of the arrival date and time.
- (4) If you exercise your voting rights by proxy, you may designate one other shareholder holding voting rights of the Company to attend the Meeting. Please note, however, that it is necessary to submit a document proving the authority of the proxy.
- (5) If you wish to make a diverse exercise of your voting rights, please notify the Company of your intention of making a diverse exercise of your voting rights and the reasons by three days prior to the Meeting.

Website for Exercising Voting Rights

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

[Translation: For reference only]

Reference Documents for General Meeting of Shareholders

Proposals and Reference Materials

Proposal 1: Appropriation of Surplus

It is proposed that surplus to be appropriated as follows.

Matters related to term-end dividends

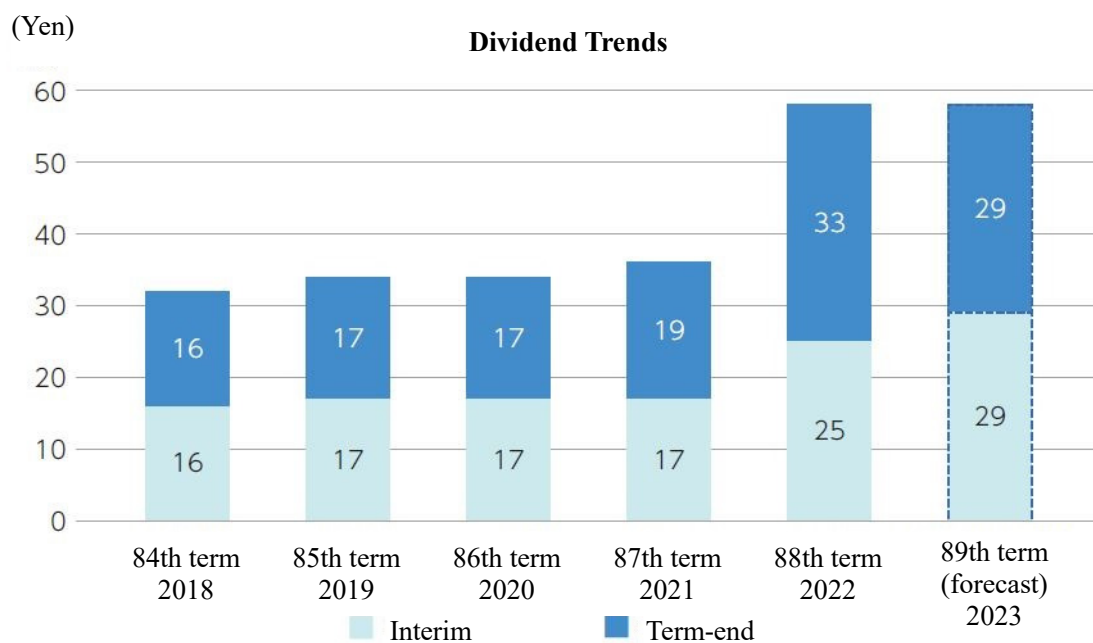
It is the Company's basic policy to provide dividend payments in line with consolidated performance and to keep stable payout ratio in order to further pursue corporate management to increase the corporate value while improving the business structure and strengthening the management base. Concretely, dividend payments of the profit attributable to owners of the parent company for the term are aimed to be 40% as payout ratio.

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 ¥33 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
¥33 per share of common stock Total ¥7,293,488,103
(¥58 per annum adding paid interim dividend ¥25 per share)
- (3) Effective date of payment of dividend from surplus
June 26, 2023

[Translation: For reference only]

[Reference: Dividend trends]



	84th term	85th term	86th term	87th term	88th term	89th term (forecast)
Interim dividend/share	¥16	¥17	¥17	¥17	¥25	¥29
Term-end dividend/share	¥16	¥17	¥17	¥19	¥33	¥29
Annual dividend/share	¥32	¥34	¥34	¥36	¥58	¥58
Profit attributable to owners of parent/share	¥92.94	¥97.13	¥96.21	¥103.39	¥149.70	¥143.88
Payout ratio	34.4%	35.0%	35.3%	34.8%	38.7%	40.3%

[Translation: For reference only]

Proposal 2: Election of Seven 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 seven 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	Toshitaka Takayama	Director, Senior Advisor	Reelection
3	Male	Hiroyuki Yamazaki	Director Senior Executive Officer	Reelection
4	Male	Toshiaki Doba	Director Senior Executive Officer	Reelection
5	Male	Meiji Takayama	Director	Reelection
6	Male	Masanaka Yokota	Director	Reelection Outside Independent
7	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 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 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 2017 COO April 2017 Representative Director, President (present post) April 2019 Representative Director, Chairman of the Board, Sanwa Shutter Corporation April 2020 Executive Officer, President (present post) (Important concurrent positions) Director, Sanwa USA Inc. Director, Overhead Door Corporation Director, Novoferm Germany GmbH.	157,317 shares
		Number of years in office	11 years
		Attendance at Board of Directors meetings	100%
(Reasons for selecting the candidate) 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.			

[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	
3	 <p data-bbox="296 745 483 801">Hiroyuki Yamazaki (February 3, 1961)</p> <p data-bbox="336 831 443 853">Reelection</p>	<p data-bbox="544 259 651 282">April 1983</p> <p data-bbox="544 293 699 315">December 1995</p> <p data-bbox="544 327 675 349">January 1999</p> <p data-bbox="544 394 644 416">June 2009</p> <p data-bbox="544 427 651 450">April 2010</p> <p data-bbox="544 495 651 517">April 2016</p> <p data-bbox="544 562 703 584">September 2017</p> <p data-bbox="544 595 655 618">April 2018</p> <p data-bbox="544 730 655 752">April 2020</p> <p data-bbox="544 797 651 819">June 2020</p>	20,035 shares	
		<p data-bbox="767 259 1062 282">Joined Sumitomo Corporation</p> <p data-bbox="767 293 1158 315">Vice President, Phoenixcore, Inc. (USA)</p> <p data-bbox="767 327 1262 383">General Manager of Machinery Department, Chicago Office, Sumitomo Corporation of America</p> <p data-bbox="767 394 1222 416">Director (Outside), CSK Holdings Corporation</p> <p data-bbox="767 427 1222 483">Executive Officer, Sumisho Computer Systems Corporation</p> <p data-bbox="767 495 1254 551">Representative Director, Executive Vice President, SCSK Corporation</p> <p data-bbox="767 562 967 584">Joined the Company</p> <p data-bbox="767 595 1190 707">Senior Executive Officer (present post) Subleader of Corporate Planning Unit (Concurrent) General Manager of Corporate Planning Dept.</p> <p data-bbox="767 730 1190 786">Responsible for Corporate Planning Unit (present post)</p> <p data-bbox="767 797 999 819">Director (present post)</p> <p data-bbox="767 831 1078 853">(Important concurrent positions)</p> <p data-bbox="767 864 1126 887">Director, Overhead Door Corporation</p> <p data-bbox="767 898 1126 920">Director, Novoferm Germany GmbH.</p>		
		<p data-bbox="544 927 791 949">Number of years in office</p>		3 years
		<p data-bbox="544 960 863 1016">Attendance at Board of Directors meetings</p>		100%
<p data-bbox="145 1028 504 1050">(Reasons for selecting the candidate)</p> <p data-bbox="145 1061 1501 1196">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>				

[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
5	 Meiji Takayama (August 27, 1973) Reelection	October 2006 Joined the Company April 2009 General Manager of Sales Promotion Dept., Building Business Div., Sanwa Shutter Corporation April 2010 Executive Officer, General Manager of Corporate Sales Dept., Building Materials Div., Sanwa Shutter Corporation April 2011 Director, Sanwa Shutter Corporation April 2011 Senior Executive Officer, Head of Building Materials Div., Sanwa Shutter Corporation April 2012 Senior Executive Managing Officer, Head of Building Materials Div., Sanwa Shutter Corporation April 2013 Senior Managing Executive Officer, Head of Sales Development Div., Sanwa Shutter Corporation April 2014 Senior Managing Executive Officer, Head of Business Strategy Div., Sanwa Shutter Corporation April 2016 Representative Director, Sanwa Shutter Corporation April 2016 Executive Officer, Vice President (Concurrent) Deputy President, Sanwa Shutter Corporation April 2017 Representative Director, President, Sanwa Shutter Corporation (present post) April 2017 Chief Executive Officer, Sanwa Shutter Corporation (present post) June 2017 Director, the Company (present post) (Important concurrent positions) Representative Director, President and Chief Executive Officer, Sanwa Shutter Corporation	96,438 shares
		Number of years in office 6 years	
		Attendance at Board of Directors meetings 100%	
		(Reasons for selecting the candidate) Mr. Meiji Takayama held important positions at Sanwa Shutter Corporation, the core business company of the Company Group, such as General Manager of Sales Promotion Dept. and Head of Building Materials Div., before assuming office as Representative Director, President of that company in 2017. Based on his experience and knowledge of the field of construction and the construction materials industry, he has drove the domestic business and contributed to the development of the Company Group. Based on his experience and strong leadership, the Company has determined that he remains qualified to be a Director.	

[Translation: For reference only]

fulfills the Independence Criteria for the Company's Outside Officers, in addition to the requirements for an 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 2023. 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.

[Translation: For reference only]

If he subsequently assumes office as Director serving as Audit and Supervisory Committee Member, the Company plans to submit the List of his appointment as an independent officer.

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. If Mr. Michael Morizumi subsequently assumes office as Director serving as Audit and Supervisory Committee Member, the Company plans to enter into the same limited liability agreement with him.
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 2023. If Mr. Michael Morizumi subsequently assumes office as Director serving as Audit and Supervisory Committee Member, he will become an insured under the insurance policy. For an overview of the content of this insurance policy, please refer to Note 6 on page 13.

[Translation: For reference only]

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 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 Governance	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	Toshitaka Takayama	○	○	○	○			○	
	3	Hiroyuki Yamazaki	○		○	○	○	○	○	○
	4	Toshiaki Doba	○	○	○	○		○		
	5	Meiji Takayama	○	○		○	○	○	○	
	6	Masanaka Yokota	○		○		○		○	
	7	Hiroko Ishimura	○		○	○	○			
Directors serving as Audit and Supervisory Committee Members	-	Teiko Zaima	○	○				○	○	○
	-	Tsunekatsu Yonezawa	○	○	○	○				
	-	Akira Gokita	○					○		○

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 (referred to collectively below 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 of money or benefit from other assets that exceeds ¥10 million per annum in the past business year, excluding officer compensation.
- *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).

[Translation: For reference only]

- *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.