

June 8, 2022

For immediate release

Sanwa Holdings Corporation
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Shinjuku-ku, Tokyo Japan
Yasushi Takayama,
Representative Director & President
(Code No.: 5929, TSE Prime)

Supplementary Information Regarding Proposal No. 4 at the 87th Ordinary General Meeting of Shareholders

In Proposal No. 4 (Election of Three Directors Serving as Audit and Supervisory Committee Members) at the 87th Ordinary General Meeting of Shareholders to be held on June 23, 2022, Akira Gokita (“Director Gokita”) is nominated as a candidate for Director serving as Audit and Supervisory Committee Member.

The following supplementary information is provided with respect to Director Gokita’s independence, in order for shareholders to fully understand the content of the proposal.

1. The Company’s Position on Independence

The Company’s “Independence Standards for Outside Officers” are based on the Tokyo Stock Exchange’s “Guidelines Concerning Listed Company Compliance, etc.” Those guidelines specify, as an example of a person that does not meet the independence standards, “a consultant, accounting professional or legal professional (in the case of a group such as a juridical person or association, including persons belonging to such group) who receives a large amount of money or other assets other than remuneration for directorship/auditorship from the listed company.”

For that reason, the Company’s independence standards for outside officers set the monetary compensation, etc. paid to consultants, accounting professionals and legal professionals at no more than 10 million yen per year.

2. Relationship with the Company

The Company had a retainer agreement with Director Gokita for legal services in the past, but that agreement was terminated in December 2015, and the Company has had no transactional relationship with Director Gokita in the intervening six years.

Even as of 2015, the retainer agreement with Director Gokita was a minor one, in the amount of 1.2 million yen per year (100,000 yen per month), and no other compensation, etc. was paid to Director Gokita.

3. Independence of Director Gokita

As stated above, the Company has had no transactional relationship with Director Gokita for over six years, and its annual transactions with Director Gokita as of 2015 were of minor value; given those facts, it is clear that Director Gokita is independent under the Company’s independence standards for outside officers and the Tokyo Stock Exchange’s independence standards for independent officers, and the Company has determined that there is not likely to be a conflict of interest between Director Gokita and the ordinary shareholders. Director Gokita has rich experience as a legal specialist and plays an important role in improving the Company’s compliance and governance, and will continue to be an essential member of the Board of Directors in the coming year.