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(Stock Exchange Code 3228)  
November 10, 2020

**To Shareholders with Voting Rights:**

Shinzo Koike  
President and CEO, Representative  
Director  
Sanei Architecture Planning Co., Ltd.  
Head Office: 2-1-11 Nishiogikita,  
Suginami-ku, Tokyo

**NOTICE OF  
THE 27th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 27th Annual General Meeting of Shareholders of Sanei Architecture Planning Co., Ltd. (the "Company").

In the view of preventing the spread of COVID-19, it is kindly requested that, regardless of your health condition, you, whenever possible, refrain from attending the meeting in person and, instead, exercise your voting rights in writing in advance. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by indicating your approval or disapproval of each of the proposals on the enclosed voting form and return it by postal mail so that it reaches our office by 6:30 p.m., Wednesday, November 25, 2020.

- 1. Date and Time:** Thursday, November 26, 2020 at 10:00 a.m. Japan time (The reception desk opens at 9:15 a.m.)
- 2. Place:** Conference room on the 30th floor of Shinjuku Center Building,  
1-25-1 Nishishinjuku, Shinjuku-ku, Tokyo, Japan
- 3. Meeting Agenda:**  
**Matters to be reported:**
  1. The Business Report, Consolidated Financial Statements for the Company's 27th Fiscal Year (September 1, 2019 - August 31, 2020) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the Company's 27th Fiscal Year (September 1, 2019 - August 31, 2020)

**Proposals to be resolved:**

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Partial Amendment to the Articles of Incorporation
- Proposal 3:** Election of 1 Director

#### 4. Decisions for Other Matters Concerning the Convocation

The following items are posted on the Company's website (URL: <https://www.san-a.com/>) in accordance with provisions of laws and regulations as well as Article 13 of the Company's Articles of Incorporation and therefore are not provided in this Notice and its Appendix.

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

The items provided in this Notice and its Appendix, therefore, constitute part of the Consolidated Financial Statements and Non-consolidated Financial Statements that were audited by the Accounting Auditor and the Audit & Supervisory Board Members in preparing their audit report and accounting audit report.

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- If you attend the meeting in person, it is kindly requested that you submit the enclosed voting form at the reception desk.
  - If corrections are made to the Reference Documents for the General Meeting of Shareholders, the Business Report, Non-Consolidated Financial Statements and/or Consolidated Financial Statements, they will be posted on the Company's website (URL: <https://www.san-a.com/>).
  - Alcohol-based sanitizers will be placed in and around the venue for the sake of shareholders' safety. (If you attend the meeting in person, it is requested that you bring with you and wear a facemask.)
  - We will check all attendees' body temperature in front of the reception desk. We might have to deny entry to those shareholders who have fever, who are in bad physical condition, and/or who have returned to Japan from a foreign country within the past 14 days. If you returned from a foreign country to Japan within the past 14 days, please notify our staff at the reception desk.
  - For the sake of the shareholders' safety, we might have to deny entry to those individuals who do not cooperate in sterilization with alcohol-based sanitizers, wearing a facemask, and temperature measurement.
  - At the meeting, detailed explanations on the Business Report and other agenda items will be omitted. It is kindly requested that you read this Notice in advance.
  - The health condition of the Company's officers and staff, including their body temperature, will be checked. They will wear facemasks at the meeting.

# Reference Documents for the General Meeting of Shareholders

## Proposal 1: Appropriation of Surplus

It is proposed that the following measure be taken in relation to the appropriation of surplus.

Matters concerning the year-end dividend:

The Company's basic dividend policy is to continue to pay year-end dividends as it believes that shareholders return is part of the important management tasks.

It is proposed that a year-end dividend of 24.00 yen per share of the common stock be paid. The annual dividend including the interim dividend of 24.00 yen would be 48.00 yen per share of the common stock.

(1) Type of dividend property  
Cash.

(2) Matters concerning the allocation of the dividend property to the shareholders and the total amount

It is proposed that the amount of the dividend be 24.00 yen per share of the Company's common stock.

The total amount of the dividend to be paid would be 509,209,896 yen.

(3) Effective date for dividend of surplus

It is proposed that the effective date for dividend be November 27, 2020.

**Proposal 2: Partial Amendment to the Articles of Incorporation**

- 1. Reasons for the amendment  
 In order to prepare for future expansion of the Company’s business, it is proposed that items be added to Article 2 (Purpose) of the current Articles of Incorporation.
- 2. Description of the amendment  
 Description of the amendment is as follows:

(Amended parts are underlined.)

Current	Proposed amendment
Article 2. The purpose of the Company shall be to engage in the following businesses:	Article 2. [Unchanged]
1. - 11. [Omitted]	1. - 11. [Unchanged]
(New)	<u>12. Specified joint real estate ventures</u>
(New)	<u>13. Worker dispatch business</u>
<u>12.</u> Consulting business incidental to any of the foregoing items	<u>14.</u> Consulting business incidental to any of the foregoing items
<u>13.</u> All businesses incidental to any of the foregoing items	<u>15.</u> All businesses incidental to any of the foregoing items

### Proposal 3: Election of 1 Director

Mr. Tetsuo Kubo resigned as Director as of August 31, 2020. Accordingly, it is requested that one succeeding Director be elected. In accordance with the provisions of the Company's Articles of Incorporation, the elected Director's term of office will end when the other existing Directors' terms of office end.

The candidate of Director is as follows:

Name (Date of birth)	Personal history, positions held, responsibilities assumed, and important positions held concurrently	Number of shares of the Company held
Naozumi Nishimura (November 22, 1960)	April 1984      Joined The Hokkoku Bank, Ltd. April 1987      Joined Sanyo Securities Co., Ltd. July 1998        Joined FUJITSU RESEARCH INSTITUTE July 2001        Dean of Students Recruitment, International University of Japan September 2006    Director, Toward the Infinite World, Inc. April 2011        Joined SMBC Nikko Securities Inc. March 2014        Professor, Faculty of Management, Japan University of Economics, Tsuzuki Ikuei Educational Institute (present)	- shares

(Notes)

1. There are no special interests between Mr. Naozumi Nishimura and the Company.
2. Mr. Naozumi Nishimura is a candidate for External Director.
3. Reason for nomination as a candidate for External Director:  
The candidate, Mr. Naozumi Nishimura, has substantial knowledge on finance and accounting based on his long experience in the financial industry and many years of research as a professor in the Faculty of Management, Japan University of Economics. It is deemed that he would be able to draw on his knowledge and experience in the management of the Company to contribute to helping further enhance corporate governance.
4. If Mr. Naozumi Nishimura's election is approved, the Company intends to have a contract executed with him that would limit his liability for damages stipulated in Article 423, Paragraph 1 of the Companies Act pursuant to the provisions of Article 427, Paragraph 1 of the same Act. The maximum amount of liability for damages under this contract is set at the amount provided for by laws and regulations.
5. If Mr. Naozumi Nishimura's election is approved, the Company intends to designate him as an independent officer as defined in the regulations of Tokyo Stock Exchange, Inc. and to file his designation with the Exchange accordingly.