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Securities code: 3946

June 4, 2021

To our shareholders:

Mitsuo Nakahashi  
President & Chief Operating Officer  
**Tomoku Co., Ltd.**  
2-2-2 Marunouchi, Chiyoda-ku, Tokyo

## NOTICE OF THE 82ND ANNUAL GENERAL MEETING OF SHAREHOLDERS

Tomoku Co., Ltd. (the “Company”) hereby announces that the 82nd Annual General Meeting of Shareholders will be held as described below.

The Company has decided to have greater spacing than usual between seats at this year’s shareholders meeting as part of its efforts to prevent the spread of the novel coronavirus disease (COVID-19). As a result, there may not be enough seats for all shareholders to attend. The Company asks for your understanding in advance and apologizes in the event there are not enough seats.

**From the standpoint of preventing the spread of the virus, we ask that shareholders exercise their voting rights for this Annual General Meeting of Shareholders in advance in writing or online to every extent possible, and refrain from attending the meeting in person.**

**You are kindly requested to exercise your voting rights by no later than Tuesday, 6:00 p.m. June 22, 2021 (Japan Standard Time).**

**1 Date and Time:** Wednesday, June 23, 2021 at 10:00 a.m. (Japan Standard Time)

**2 Venue:** **Marunouchi Mitsui Building 4F, the Company’s Conference Room**  
2-2-2 Marunouchi, Chiyoda-ku, Tokyo

**3 Purposes:**

**Items to be reported:**

1. Business Report and Consolidated Financial Statements for the 82nd fiscal year (from April 1, 2020 to March 31, 2021), as well as the results of audit of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
2. Non-Consolidated Financial Statements for the 82nd fiscal year (from April 1, 2020 to March 31, 2021)

**Items to be resolved:**

**Proposal 1:** Appropriation of Surplus

**Proposal 2:** Election of One Substitute Audit & Supervisory Board Member

Of the documents that should be attached to this Notice, the following items are posted on the Company’s website according to the laws and regulations and Article 13 of the Company’s Articles of Incorporation.

(1) Notes to the Consolidated Financial Statements (2) Notes to the Non-Consolidated Financial Statements  
These items are included in the Consolidated Financial Statements, and Non-Consolidated Financial Statements audited by the Financial Auditor or the Audit & Supervisory Board Members in preparing their Audit Reports.

If any amendments are made to the Reference Documents for General Meeting of Shareholders, the Business Report, Consolidated Financial Statements, and/or Non-Consolidated Financial Statements, such amendments will be posted on the Company website.

The Company’s website: <https://www.tomoku.co.jp/>

## **Reference Documents for General Meeting of Shareholders**

### **Proposal 1: Appropriation of Surplus**

The Company proposes the appropriation of surplus as follows:

#### **Year-end dividends**

Regarding year-end dividends for the 82nd fiscal year, after giving comprehensive consideration to factors such as the Company's business results, profit levels, financial conditions, the required internal reserves for future business development, and the dividend payout ratio, we would like to offer the following year-end dividends.

Furthermore, the Company will allocate funds from internal reserves for investment, etc. to maximize the Company's future corporate value.

#### **Type of dividend property**

Cash

#### **Allotment of dividend property and their aggregate amount**

25 yen per common share of the Company

Total payment: 408,758,850 yen

#### **Effective date of dividends of surplus**

June 24, 2021

**Proposal 2: Election of One Substitute Audit & Supervisory Board Member**

To be ready to fill a vacant position should the number of Audit & Supervisory Board Members fall below the number required by laws and regulations, the Company requests approval for the election of Toshiaki Kanazawa as a substitute Audit & Supervisory Board Member.

The validity of the election can be nullified by resolution of the Board of Directors if the consent of the Audit & Supervisory Board has been obtained; provided, however, that it is only in a time before assuming office as Audit & Supervisory Board Member.

The consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidate for substitute Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary (Significant concurrent positions)	Number of the Company's shares owned
Toshiaki Kanazawa (November 23, 1955)	Oct. 1985 Registered as a certified public tax accountant May 1986 Joined Shinko Audit Corporation June 1999 Established Chiyoda Management Service Ltd. Director of Chiyoda Management Service Ltd. Director of Toshiaki Kanazawa Certified Public Tax Accountant Office (current position) July 2011 Representative Director of Chiyoda Management Service Ltd. (current position)	0
[Reasons for nomination as candidate for substitute external Audit & Supervisory Board Member] The reason Toshiaki Kanazawa has been nominated as a candidate for substitute external Audit & Supervisory Board Member is that he has expert knowledge and practical experience as a certified public tax accountant which we would like him to reflect in the audits of the Company.		

- Notes:
1. There is no special interest between the candidate for substitute Audit & Supervisory Board Member and the Company.
  2. Toshiaki Kanazawa is a candidate for substitute external Audit & Supervisory Board Member.
  3. In the event Mr. Kanazawa assumes the office of Audit & Supervisory Board Member, based on the Company's Articles of Incorporation, the Company plans to enter into a limited liability agreement with him to the extent allowed by laws and regulations as provided for in Article 427, paragraph 1 of the Companies Act. In addition, in the event Mr. Kanazawa assumes the office of Audit & Supervisory Board Member, the Company will include him as an insured in the directors and officers liability insurance policy as provided for in Article 430-3, paragraph 1 of the Companies Act. The details of the directors and officers liability insurance policy are described on page 16 of the 82nd Business Report (Japanese only).
  4. Mr. Kanazawa satisfies the requirements for an independent officer as provided for by the Tokyo Stock Exchange.