

Please note that the following is an unofficial English translation of the Japanese original text of the Notice of Convocation of the 22nd Ordinary General Meeting of Shareholders of Apaman Co., Ltd. This translation is provided for reference and convenience purposes only and without any guarantee as to its accuracy or otherwise. In the event of any discrepancy between this translation and the Japanese original, the latter shall prevail.

Securities Code: 8889

December 8, 2021

To Our Shareholders

Koji Omura, President and CEO
Apaman Co., Ltd.
2-6-1 Otemachi, Chiyoda-ku, Tokyo

NOTICE OF CONVOCATION OF THE 22nd ORDINARY GENERAL MEETING OF SHAREHOLDERS

Apaman Co., Ltd. will hold the 22nd Ordinary General Meeting of Shareholders as described below.

Due to the COVID-19 crisis, shareholders are asked not to attend the shareholders meeting, regardless of your current health, and to submit your votes in writing before the meeting. Please read the Reference Documents for the General Meeting of Shareholders. You are requested to indicate your approval or disapproval of the proposals on the enclosed Voting Rights Exercise Form and return it so that it will reach us by 6 p.m. on Thursday, December 23, 2021.

- 1. Time and Date:** 10 a.m., Friday, December 24, 2021
(The reception desk will open at 9 a.m.)
 - 2. Place:** Room 801, 8F, TEKKO KAIKAN Building,
3-2-10 Kayabacho, Nihombashi, Chuo-ku, Tokyo
 - 3. Objectives of the Meeting:**
 - Reports:**
 1. Reports on the Business Report and the Consolidated Financial Statements, and the Results of the Audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board for the 22nd Fiscal Year (October 1, 2020 to September 30, 2021)
 2. Report on the Non-consolidated Financial Statements for the 22nd Fiscal Year (October 1, 2020 to September 30, 2021)
- Agenda:**
- Proposal No. 1:** Election of Four (4) Directors
 - Proposal No. 2:** Election of Two (2) Audit & Supervisory Board Members
 - Proposal No. 3:** Determination of Remuneration for Allotment of Restricted Stock to Directors (excluding Outside Directors)

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1. For those attending, please present the enclosed Voting Rights Exercise Form at the reception desk. To reduce the need for paper documents, please bring this convocation notice with you.
 2. If any amendment is made to the Reference Documents for the General Meeting of Shareholders, the amended information will be disclosed on the Apaman website (<https://www.apamanshop-hd.co.jp/>).
 3. The voting results for this proposal will be disclosed on the Apaman website instead of providing notification using a paper document.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Election of Four (4) Directors

The terms of office of all four (4) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of four (4) Directors are proposed. The candidates for Directors are as follows.

No.	Name (Date of birth)	Past experience, positions and responsibilities, and significant concurrent positions	Number of the Company's shares held (As of Sep. 30, 2021)
1	<div style="border: 1px solid black; display: inline-block; padding: 2px;">Reelection</div> Koji Omura (June 29, 1965)	October 1998 One of the key people holding the Apamanshop Seminar (a voluntary research organization) October 1999 Established Apaman Co., Ltd. (the "Company"), the President and CEO of the Company (current) September 2005 President of Apamanshop Leasing Co., Ltd. (currently Apaman Property Co., Ltd.) December 2005 Chairman of SystemSoft Corporation April 2006 President of ASN Network Co., Ltd. (currently Apaman Network Co., Ltd.) July 2006 Chairman and CEO of Apamanshop Network Co., Ltd. (currently Apaman Network Co., Ltd.) January 2013 Director of SystemSoft Corporation (current) October 2017 Chairman of Apaman Property Co., Ltd. December 2018 Chairman of Apaman Network Co., Ltd. (current) December 2018 Director of Apaman Property Co., Ltd. (current)	Common stock: 4,985,460 shares
2	<div style="border: 1px solid black; display: inline-block; padding: 2px;">Reelection</div> Takashi Kawamori (November 30, 1965)	October 2003 Joined the Company, Deputy Executive Manager of Franchise Operations Division December 2003 Director, Deputy Executive Manager of Franchise Operations Division of the Company July 2004 Director, Executive Manager of Franchise Operations Division of the Company October 2004 Managing Director (current), Executive Manager of Franchise Operations Division of the Company December 2005 Outside Audit & Supervisory Board Member of SystemSoft Corporation April 2006 Director of ASN Network Co., Ltd. (currently Apaman Network Co., Ltd.) July 2006 Managing Director, Executive Manager of System Division of the Company, President of Apamanshop Network Co., Ltd. (currently Apaman Network Co., Ltd.), Director, Executive Manager of Leasing Operations Division of Apamanshop Leasing Co., Ltd. (currently Apaman Property Co., Ltd.) June 2007 Managing Director and Executive Manager of the Tokyo Regional Headquarters of Apamanshop Leasing Co., Ltd. (currently Apaman Property Co., Ltd.) December 2018 Vice Chairman of Apaman Network Co., Ltd. (current) December 2018 Director of Apaman Property Co., Ltd.	Common stock: 160,020 shares

No.	Name (Date of birth)	Past experience, positions and responsibilities, and significant concurrent positions	Number of the Company's shares held (As of Sep. 30, 2021)
3	<div style="border: 1px solid black; display: inline-block; padding: 2px;">Reelection</div> Yujirou Takahashi (April 29, 1950)	August 1978 Joined Tatsumi Legal Institute April 1990 Registered as an attorney December 1991 Representative of Yujirou Takahashi Law Office November 2011 Representative of Legal Professional Corporation Yujirou Takahashi Law Office (current) December 2014 Outside Director of SystemSoft Corporation (current) December 2016 Outside Director of the Company (current) March 2017 Outside Audit & Supervisory Board Member of AppBank Inc. (current) September 2017 Supervisory Director of Poly Plus Investment Corporation	Common stock: 0 share
4	<div style="border: 1px solid black; display: inline-block; padding: 2px;">Reelection</div> Akihito Watanabe (February 17, 1964)	August 1996 Registered as a certified tax accountant July 2002 Representative of Watanabe Liesenberg Tax Accountants' Corporation (current) December 2015 Outside Audit & Supervisory Board Member of Waqoo, Inc. (current) April 2017 Outside Audit & Supervisory Board Member of NAPS Inc. (current) July 2017 Head of Tokyo Certified Public Tax Accountants' Association Omori branch December 2020 Outside Director of the Company (current) June 2021 Managing Director of Tokyo Certified Public Tax Accountants' Association	Common stock: 0 share

- Notes: 1. No material conflict of interest exists between the Company and any of the above candidates for Directors.
2. Reasons for nominating Mr. Koji Omura as a candidate for Director:
Mr. Omura is the founder of the Company and has led the management of the Group as Representative Director for many years, demonstrating strong leadership. The Company believes that his extensive experience and knowledge of the industry and corporate management are indispensable for the management of the Group and the improvement of the corporate value, and therefore shareholders are asked to continue to vote for Mr. Omura as a Director.
3. Reasons for nominating Mr. Takashi Kawamori as a candidate for Director:
Mr. Kawamori has held key positions in the sales division for many years, and has led the growth of the entire Group. With his extensive experience, and in-depth knowledge of the industry and personal connections, the Company believes that he can be expected to contribute to the further growth of the entire Group in the future, and therefore shareholders are asked to continue to vote for Mr. Kawamori as a Director.
4. Mr. Yujirou Takahashi and Mr. Akihito Watanabe are candidates for Outside Directors. The Company has registered Mr. Takahashi and Mr. Watanabe as Independent Directors as provided for in the rules of the Tokyo Stock Exchange. If they are reelected, they will continue to be in office as Independent Directors.
5. Reasons for nominating Mr. Takahashi and Mr. Watanabe as candidates for Outside Directors and their expected roles:
Mr. Takahashi has no direct involvement in corporate management other than as an outside officer. However, he has acquired extensive knowledge of legal matters from his experience as an attorney. Since the Company believes that Mr. Takahashi can use this knowledge to provide a variety of opinions, shareholders are asked to vote for Mr. Takahashi. The Company expects him to play an appropriate role in ensuring the adequacy and appropriateness of decision-making at the Company, mainly by providing supervision and advice on management issues, etc., based on his extensive knowledge and broad insight as an attorney.
Mr. Watanabe has no direct involvement in corporate management other than as an outside officer. However, the Company believes that he can use his knowledge and experience as a tax accountant and administrative scrivener to provide suitable guidance concerning management. As a result, shareholders are asked to vote for Mr. Watanabe. The Company expects him to play a role in providing appropriate advice and suggestions, mainly from the perspective of finance and accounting, based on his extensive experience and expertise as a tax accountant and administrative scrivener.

6. The other significant positions of Mr. Takahashi are representative attorney of the Legal Professional Corporation Yujirou Takahashi Law Office and Outside Director of SystemSoft Corporation. The other significant positions of Mr. Watanabe are representative of Watanabe Liesenberg Tax Accountants' Corporation, and Managing Director of Tokyo Certified Public Tax Accountants' Association.
7. SystemSoft Corporation, where Mr. Takahashi is an Outside Director, is an equity-method affiliate of the Company.
8. Mr. Takahashi and Mr. Watanabe have no plans to receive a significant amount of money or other assets (excluding remuneration as a Director or in a similar role) from the Company or an affiliated company and have not received a significant amount of money or other assets from the Company or an affiliated company during the past two years.
9. The term of office of Mr. Takahashi as a Director of the Company will be five years at the conclusion of this General Meeting of Shareholders.
10. The term of office of Mr. Watanabe as a Director of the Company will be one year at the conclusion of this General Meeting of Shareholders.
11. Paragraph 2, Article 24 of the Company's Articles of Incorporation provides for signing contracts with Directors (except directors with executive duties at the Company) to limit liabilities for damages as stipulated in Paragraph 1, Article 423 of the Companies Act. However, the Company has not concluded limited liability contracts stipulated in Paragraph 1, Article 427 of the Companies Act. The Company also has not concluded liability compensation contracts with Directors as stipulated in Paragraph 1, Article 430-2 of the Companies Act. The Company has no intention to conclude these contracts.
12. The Company has signed liability insurance agreements with an insurance company for all Directors and Audit & Supervisory Board Members of the Company as stipulated in Paragraph 1, Article 430-3 of the Companies Act. Under this insurance contract, compensation for legal damages due to the performance of duties and dispute costs incurred by insured will be covered, and the Company paid the entire insurance premium. In the event that each candidate for Director is elected and assumes office as Director, all Directors are scheduled to become insured under the relevant insurance policy. The insurance policy is scheduled to be renewed with the same terms and conditions at the next renewal.

Proposal No. 2: Election of Two (2) Audit & Supervisory Board Members

The terms of office of Audit & Supervisory Board Members Mr. Makoto Ariyasu and Mr. Takeshi Yamada will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of two (2) Audit & Supervisory Board Members are proposed. This proposal has received the consent of the Audit & Supervisory Board.

The candidates for Audit & Supervisory Board Members are as follows.

No.	Name (Date of birth)	Past experience, positions and responsibilities, and significant concurrent positions)	Number of the Company's shares held (As of Sep. 30, 2021)
1	<u>Reelection</u> Makoto Ariyasu (December 26, 1965)	<p>June 1993 Joined SFCG Co., Ltd.</p> <p>November 2003 Executive Officer of SFCG Co., Ltd.</p> <p>August 2005 Joined Sanko Soflan Co., Ltd. (currently Sanko Soflan Holdings Co., Ltd.) (previously was Executive Officer and General Manager of Corporate Planning Office and served in other positions)</p> <p>December 2005 Outside Audit & Supervisory Board Member of the Company (current)</p> <p>August 2008 Director of Housing Kousan Co., Ltd.</p> <p>October 2015 Director of Sanko Soflan Co., Ltd.</p> <p>July 2016 Director of PT. Sanko Soflan Indonesia</p> <p>November 2016 Managing Director of Sanko Soflan Co., Ltd. (current)</p> <p>October 2019 Executive Vice Chairman of Yokohama Corporation (current)</p>	Common stock: 90 shares
2	<u>Reelection</u> Takeshi Yamada (July 29, 1967)	<p>April 1992 Joined Yasuda Trust & Banking Co., Ltd. (currently Mizuho Trust & Banking Co., Ltd.)</p> <p>October 1995 Passed the second test of Certified Public Accountant Examination</p> <p>June 1997 Joined Yamada & Partners Certified Public Tax Accountants' Co.</p> <p>March 2000 Registered as a certified public accountant</p> <p>August 2000 Joined Sony Corporation (currently Sony Group Corporation)</p> <p>June 2001 Joined TACT Consulting & Co.</p> <p>June 2006 Outside Audit & Supervisory Board Member of the Company (current)</p> <p>June 2007 Outside Audit & Supervisory Board Member of Hakuten Corporation (current)</p> <p>June 2011 Director of TACT Consulting & Co. (current)</p> <p>July 2011 Representative Partner of TACT Consulting & Co. (current)</p> <p>October 2013 Audit & Supervisory Board Member of CRE, Inc.</p> <p>October 2014 Outside Audit & Supervisory Board Member of CRE, Inc.</p> <p>October 2015 Outside Director of CRE, Inc. (current)</p> <p>June 2020 Representative Director of TACT Consulting & Co. (current)</p>	Common stock: 0 share

- Notes:
1. No material conflict of interest exists between the Company and any of the above candidates.
 2. Mr. Makoto Ariyasu and Mr. Takeshi Yamada are candidates for Outside Audit & Supervisory Board Members. The Company has registered Mr. Yamada as an Independent Audit & Supervisory Board Member as provided for the rules of the Tokyo Stock Exchange. If he is reelected, he will continue to be in office as an Independent Audit & Supervisory Board Member.
 3. Mr. Ariyasu is currently a Managing Director of Sanko Soflan Co., Ltd. and Executive Vice Chairman of Yokohama Corporation. These companies are subsidiaries of Sanko Soflan Holdings Co., Ltd., which is a major shareholder of the Company and owns 4.76% of the Company's stock.
 4. Mr. Yamada is currently a Representative Director and Representative Partner of TACT Consulting & Co., a tax accounting firm, an Outside Audit & Supervisory Board Member of Hakuten Corporation, and an Outside Director of CRE, Inc. TACT Consulting has an advisory contract with Apaman Property Co., Ltd., which is a consolidated subsidiary of the Company. There are no other significant relationships with other companies where Mr. Yamada has concurrent positions.
 5. Reasons for nominating Mr. Ariyasu and Mr. Yamada as candidates for Outside Audit & Supervisory Board Members:

Mr. Ariyasu was nominated for the purpose of using his knowledge of compliance with laws, regulations and the Articles of Incorporation and his experience to strengthen the Company's auditing system. Mr. Yamada was nominated due to the outlook for him to use his knowledge of corporate finance to provide useful advice concerning the Company's auditing system. In addition, the Company believes that Mr. Yamada's skills involving finance, accounting and other fields as a certified public accountant make him well suited to serve as an Outside Audit & Supervisory Board Member. Shareholders are asked to vote for both of these candidates.
 6. Mr. Ariyasu and Mr. Yamada have no plans to receive a significant amount of money or other assets (excluding remuneration as an Audit & Supervisory Board Member) from the Company or an affiliated company and have not received a significant amount of money or other assets from the Company or an affiliated company during the past two years.
 7. The term of office of Mr. Ariyasu as an Audit & Supervisory Board Member of the Company will be 16 years at the conclusion of this General Meeting of Shareholders.
 8. The term of office of Mr. Yamada as an Audit & Supervisory Board Member of the Company will be 15 and a half years at the conclusion of this General Meeting of Shareholders.
 9. Paragraph 2, Article 31 of the Company's Articles of Incorporation provides for signing contracts with Audit & Supervisory Board Members to limit liabilities for damages as stipulated in Paragraph 1, Article 423 of the Companies Act. However, the Company has not concluded and has no intention to conclude limited liability contracts stipulated in Paragraph 1, Article 427 of the Companies Act. The Company also has not concluded liability compensation contracts with Audit & Supervisory Board Members as stipulated in Paragraph 1, Article 430-2 of the Companies Act. The Company has no intention to conclude these contracts.
 10. The Company has signed liability insurance agreements with an insurance company for all Directors and Audit & Supervisory Board Members of the Company as stipulated in Paragraph 1, Article 430-3 of the Companies Act. Under this insurance contract, compensation for legal damages due to the performance of duties and dispute costs incurred by insured will be covered, and the Company paid the entire insurance premium. In the event that each candidate for Audit & Supervisory Board Member is elected and assumes office as Audit & Supervisory Board Member, all Audit & Supervisory Board Members are scheduled to become insured under the relevant insurance policy. The insurance policy is scheduled to be renewed with the same terms and conditions at the next renewal.

Proposal No. 3: Determination of Remuneration for Allotment of Restricted Stock to Directors (excluding Outside Directors)

The amount of remuneration for Directors of the Company was approved at the 6th Ordinary General Meeting of Shareholders held on December 21, 2005, as an annual amount not exceeding 300 million yen (excluding the employee portion of remuneration for Directors who also serve as employees).

The Company has decided to allot shares of common stock of the Company subject to a certain period of restriction on transfer and a cause for acquisition by the Company without consideration (the "Restricted Stock") to its Directors (excluding Outside Directors) as follows. This allotment enables the Company's Directors (excluding Outside Directors) to share the benefits and risks of stock price fluctuations with shareholders, and to further increase their motivation to contribute to the increase in stock price and corporate value.

Therefore, taking into consideration various matters such as the degree of contribution of Directors to the Company, the Company proposes to set the total monetary compensation claims to be paid to the Company's Directors (excluding Outside Directors) as remuneration for Restricted Stock, as a separate framework from the above remuneration for Directors, at 50 million yen or less per year. The allotment of the Restricted Stock is determined by comprehensively taking into consideration various matters such as the degree of contribution of the Directors to the Company, and since the maximum number of Restricted Stock to be allotted in each fiscal year as set forth in item 2. below accounts for approximately 0.44% of the total number of shares issued and outstanding, and the dilution rate is insignificant, the Company believes that the content of the allotment is reasonable.

The Company has established a policy for determining remuneration at the Board of Directors meeting held on November 24, 2021, and the allotment of the Restricted Stock under this proposal is in line with this policy. Currently, there are four Directors (including two Outside Directors). If the Proposal 1 is approved, the same policy shall apply.

Specific Details and Maximum Number of Shares of Restricted Stock to the Company's Directors (excluding Outside Directors)

1. Allotment of Restricted Stock and payment

Based on a resolution of the Board of Directors, the Company shall pay monetary compensation claims to Directors (excluding Outside Directors) within the range of the aforementioned annual compensation concerning Restricted Stock, and each Director shall be allotted Restricted Stock through a contribution in kind of all the monetary compensation claims.

Furthermore, the amount of payment for the Restricted Stock shall be based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day prior to the date of the Board of Directors resolution concerning issuance or disposal of the Restricted Stock (if there are no transactions on that day, the closing price on the most recent trading day before then), and shall be determined by the Company's Board of Directors within a range such that the amount is not particularly advantageous for the Directors who will receive the Restricted Stock.

In addition, the above monetary compensation claims shall be paid subject to the Directors (excluding Outside Directors) consenting to the aforementioned contribution in kind, and the conclusion of a contract for allotment of Restricted Stock including the content set forth in item 3. below.

2. Total number of shares of Restricted Stock

The total number of shares of Restricted Stock, 80,000 shares, to be allotted to Directors (excluding Outside Directors) shall be the maximum number of shares of Restricted Stock to be allotted in each fiscal year.

However, in the case of a stock split (including a gratis allotment of shares of the Company's common stock) or consolidation of shares relating to the Company's common stock on or after the date of the resolution of this proposal, or in other cases equivalent to these cases when an adjustment to the total number of shares of Restricted Stock to be allotted is necessary, the Company may adjust the total number of shares of Restricted Stock within reason.

3. Details of the contract for allotment of Restricted Stock

When allotting Restricted Stock, the contract for allotment of Restricted Stock that shall be concluded between the Company and Directors who will receive the allotment of Restricted Stock based on the resolution of the Company's Board of Directors, shall include the following details.

(1) Details of the transfer restrictions

During the period at least three years as determined by the Company's Board of Directors (the "Transfer Restriction Period"), Directors receiving an allotment of Restricted Stock shall not be able to transfer the Restricted Stock allotted to the Director (the "Allotted Stock") to a third party, establish a pledge on it, create a transferable security interest on it, gift it inter vivos, bequest it, or otherwise dispose of it in any way.

(2) Acquisition of Restricted Stock without consideration

In the event that a Director who has received an allotment of Restricted Stock retires from the position of Director on or after the day of the commencement of the Transfer Restriction Period and until the day prior to the date the first subsequent Ordinary General Meeting of Shareholders is held, the Company shall, as a matter of course, acquire the Allotted Stock without consideration, excluding cases when the reason for retirement is recognized as fair by the Company's Board of Directors.

In addition, if there are shares among the Allotted Stock for which the transfer restrictions have not been removed based on the grounds for the removal of transfer restrictions in the below item (3) as of the time the Transfer Restriction Period described in the above item (1) ends, then the Company shall, as a matter of course, acquire these stock without consideration.

(3) Removal of transfer restrictions

The Company shall remove the transfer restrictions on all of the Allotted Stock when the Transfer Restriction Period ends, subject to the Director who received the allotment of Restricted Stock continuously holding the position of Director from the day of the commencement of the Transfer Restriction Period until the day the first subsequent Ordinary General Meeting of Shareholders is held.

However, if the Director retires from the position of Director on or before the day of the commencement of the Transfer Restriction Period owing to a reason recognized as fair by the Company's Board of Directors, then the number of shares of the Allotted Stock for which transfer restrictions shall be removed and the timing of the removal of transfer restrictions shall be adjusted as necessary within reason.

(4) Treatment of organizational restructuring, etc.

In the event of a merger agreement where the Company will be the disappearing company, a share exchange agreement or share transfer plan where the Company shall become a wholly owned subsidiary, or other proposal relating to reorganization, etc. being approved at the Ordinary General Meeting of Shareholders (limited to cases where the effective date of the reorganization, etc. falls before the time when the Transfer Restriction Period expires, hereinafter the "time of approval of reorganization") during the Transfer Restriction Period (however, this shall be the Company's Board of Directors in cases that do not require approval at the Ordinary General Meeting of Shareholders in relation to the reorganization, etc.), and in the event that a Director who has received an allotment of Restricted Stock retires from the position of Director as a result of the reorganization, etc., the Company shall, by resolution of the Board of Directors, remove transfer restrictions prior to the effective date of the reorganization, etc. for a reasonably determined number of shares of the Allotted Stock taking into consideration the period from the day of the commencement of the Transfer Restriction Period to the day of the approval of the reorganization, etc.

At the time of approval of reorganization, the Company shall, as a matter of course, acquire without consideration the Allotted Stock for which transfer restrictions have still not been removed on the business day immediately preceding the effective date of the reorganization, etc.