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(Stock Exchange Code 3228)
November 14, 2022

To Shareholders with Voting Rights:

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

**NOTICE OF
THE 29th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

Please be informed that the 29th Annual General Meeting of Shareholders of Sanei Architecture Planning Co., Ltd. (the “Company”) will be held as described below.

From the perspective of preventing the spread of COVID-19, it is kindly requested that, regardless of your health condition, you refrain from attending the meeting in person and instead exercise your voting rights in writing (by postal mail) or via the Internet by 6:30 p.m., Monday, November 28, 2022 after reviewing the attached Reference Documents for the General Meeting of Shareholders.

- 1. Date and Time:** Tuesday, November 29, 2022, 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 29th Fiscal Year (September 1, 2021 - August 31, 2022) 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 29th Fiscal Year (September 1, 2021 - August 31, 2022)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Partial Amendment to the Articles of Incorporation
- Proposal 3:** Election of 1 Audit & Supervisory Board Member

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.

- 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 37.50 yen per share of the common stock be paid. The annual dividend including the interim dividend of 37.50 yen would be 75.00 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 37.50 yen per share of the Company's common stock.
The total amount of the dividend to be paid would be 795,640,463 yen.

(3) Effective date for dividend of surplus
It is proposed that the effective date for dividend be November 30, 2022.

Proposal 2: Partial Amendment to the Articles of Incorporation

(1) Reasons for the amendment

1) 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) The amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) came into effect on September 1, 2022. Accordingly, it is deemed that the Company has established provisions for taking measures for electronic provision of information contained in the reference documents for general meetings of shareholders, etc. To confirm the deemed establishment of the provisions, the Company proposes to establish new provisions in its Articles of Incorporation. The Company also proposes to establish new provisions to limit the scope of matters to be included in paper copies to be sent to shareholders who have requested them, while deleting provisions related to the Internet disclosure and deemed provision of reference documents for general meetings of shareholders, etc. In addition, related supplementary provisions will be established.

(2) Description of the amendment

Description of the amendment is as follows:

(Amended parts are underlined.)

Current	Proposed amendment
CHAPTER I: GENERAL PROVISIONS	CHAPTER I: GENERAL PROVISIONS
(Purpose)	(Purpose)
Article 2. The purpose of the Company shall be to engage in the following businesses:	Article 2. [Unchanged]
1. - 13. [Omitted]	1. - 13. [Unchanged]
[New]	<u>14. Business related to life insurance solicitation</u>
<u>14.</u> Consulting business incidental to any of the foregoing items	<u>15.</u> Consulting business incidental to any of the foregoing items
<u>15.</u> All businesses incidental to any of the foregoing items	<u>16.</u> All businesses incidental to any of the foregoing items
CHAPTER III: GENERAL MEETING OF SHAREHOLDERS	CHAPTER III: GENERAL MEETING OF SHAREHOLDERS
<u>(Internet Disclosure and Deemed Provision of the Reference Documents for General Meetings of Shareholders, Etc.)</u>	[Deleted]
<u>Article 13. The Company may, when convening a general meeting of shareholders, deem that it has provided information to shareholders pertaining to matters to be described or indicated in the reference documents for general meeting of shareholders, business report and financial statements, by disclosing such information through the Internet in accordance with the provisions provided in the Ordinance of the Ministry of Justice.</u>	

Proposal 3: Election of 1 Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member, Mr. Seiichi Goto, will expire at the conclusion of this General Meeting of Shareholders. Accordingly, it is requested that one Audit & Supervisory Board Member be elected.

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

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

Name (Date of birth)	Personal history, positions held, and important positions held concurrently	Number of shares of the Company held
Seiichi Goto (January 8, 1959)	April 1982 January 2000 January 2011 January 2015 July 2017 March 2018 December 2019 March 2020 August 2021 September 2022 Joined Toyota Motor Corporation General Manager, Accounting Department, Toyota Technical Center, U.S.A. Inc. General Manager, Global Audit Department, Toyota Motor Corporation General Manager, Overseas Accounting Department, Shiroki Corporation General Manager, Global Administrative Department, MTG Co., Ltd. Director, MTG EUROPE B.V. Joined TATERU Inc. (currently Robot Home, Inc.) General Manager, Corporate Administrative Division, TATERU Inc. General Manager, Administration Department, Bewin Co., Ltd. Audit & Supervisory Board Member, the Company (incumbent)	– shares

(Notes)

1. There are no special interests between the candidate and the Company.
2. Mr. Seiichi Goto is a candidate for External Audit & Supervisory Board Member.
3. Reason for nomination as a candidate for External Audit & Supervisory Board Member:
The reason for nominating Mr. Seiichi Goto as a candidate for External Audit & Supervisory Board Member is that he currently serves as an External Audit & Supervisory Board Member of the Company, and has expertise and abundant experience in financial accounting, group business management and internal audits based on his many years of experience working in administrative departments of listed companies, and the Company expects him to utilize his experience and insight in the management of the Company.
4. Mr. Seiichi Goto is currently an External Audit & Supervisory Board Member of the Company, and his term of office as an External Audit & Supervisory Board Member will be 2 months at the conclusion of this General Meeting of Shareholders. The Company has 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. If he is reappointed, the Company intends to continue the abovementioned liability limitation contract with him.
5. The Company has registered Mr. Seiichi Goto as an independent officer as defined in the regulations of Tokyo Stock Exchange, Inc. If he is reelected, the Company intends to continue to designate him as an independent officer.