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Securities Code: 6412

June 7, 2023

**To Those Shareholders with Voting Rights**

Katsuya Minei  
Representative Director/President  
Heiwa Corporation  
1-16-1, Higashiueno, Taito-ku,  
Tokyo, Japan

**NOTICE OF THE 55<sup>th</sup> ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Please be informed that the 55<sup>th</sup> Ordinary General Meeting of Shareholders of Heiwa Corporation (the “Company”) will be held as stated below.

In convening this General Meeting of Shareholders, the Company has taken measures for providing information that constitutes the content of Reference Documents for the General Meeting of Shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and has posted the information on each of the following websites. Please access any of the websites to view the information.

1 The Company’s website:

<https://www.heiwanet.co.jp/ir/> (in Japanese)

(From the above website, select “Share-related information,” and then “General Meeting of Shareholders.”)

2 Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/6412/teiji/> (in Japanese)

3 Tokyo Stock Exchange website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(Access the TSE website by using the internet address shown above, enter “Heiwa” in “Issue name (company name)” or the Company’s securities code “6412” in “Code,” and click “Search.” Then, click “Basic information” and select “Documents for public inspection/PR information.” Under “Filed information available for public inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

If you are unable to attend the meeting, you can exercise your voting rights in writing (by mail) or via the Internet, etc. Please review the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights no later than 6:00 p.m. on Wednesday, June 28, 2023.

## Notice on Exercising Voting Rights in Writing or via the Internet, etc.

- Exercising Voting Rights in Writing ► Please indicate “for” or “against” for the proposal in the enclosed Voting Right Exercise Form, and return the form to us no later than 6:00 p.m. on Wednesday, June 28, 2023.
- Exercising Voting Rights via the Internet, etc. ► To exercise your voting rights via the Internet, etc., please refer to the attached “Instructions for Exercising Voting Rights” (omitted in this translation) and exercise your voting rights no later than 6:00 p.m. on Wednesday, June 28, 2023.

**1. Date and Time:** Thursday, June 29, 2023 at 10:00 a.m.

**2. Place:** Grand Ballroom “TENKU” (B1F), Tokyo Dome Hotel  
1-3-61 Koraku, Bunkyo-ku, Tokyo

### 3. Agenda of the Meeting:

- Matters to be reported:**
1. Business Report, Consolidated Financial Statements for the 55<sup>th</sup> Fiscal Year (from April 1, 2022 to March 31, 2023) and results of audits by the Accounting Auditor and the Audit and Supervisory Board of the Consolidated Financial Statements
  2. Non-Consolidated Financial Statements for the 55<sup>th</sup> Fiscal Year (from April 1, 2022 to March 31, 2023)

### Proposal to be resolved:

**Proposal:** Appropriation of Surplus

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If you exercise your voting rights through multiple methods such as in writing (by postal mail) and via the Internet, etc., the vote via the Internet, etc. shall be deemed effective. If you exercise your voting rights multiple times via the Internet, etc., your last vote shall be deemed effective.

If your voting preference is not indicated in any proposal when exercising voting rights in writing (by postal mail), it shall be considered as an indication of approval.

Shareholders attending the meeting in person are requested to submit the Voting Right Exercise Form to the reception desk on the day of the meeting.

A shareholder may exercise his/her voting rights by designating one proxy who is another shareholder of the Company with voting rights. In such cases, please submit a document authorizing the proxy with the Voting Right Exercise Form enclosed with this notice to the Company at the reception desk.

If revisions to the matters subject to measures for electronic provision arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on the aforementioned each website.

Please be advised that no gifts are intended to be provided at the General Meeting of Shareholders.

## Reference Documents for the General Meeting of Shareholders

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

The Company places top priority on returning profits to shareholders while increasing corporate value. To be more specific, the Company's basic policy is to pay stable dividends in comprehensive consideration of its business plan, financial position, business performance, payout ratio, dividend on equity ratio, etc.

In accordance with the policy mentioned above, we would like to propose the year-end dividends for the 55<sup>th</sup> fiscal year as follows:

(1) Type of dividend property

Dividends will be paid in cash.

(2) Appropriation of dividend property to shareholders and total amount

¥40 per share of the Company's common stock, for a total amount of ¥3,945,138,520

(As a result, the annual dividend, including the interim dividend of ¥40 per share, would be ¥80 per share in total.)

(3) Effective date of dividends from surplus

June 30, 2023