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Securities Code: 6412

June 8, 2021

**To Those Shareholders with Voting Rights**

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

**NOTICE OF THE 53<sup>RD</sup> ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Please be informed that the 53<sup>rd</sup> Ordinary General Meeting of Shareholders of Heiwa Corporation (the “Company”) will be held as stated below.

To avoid the spread of infection with COVID-19, we recommend our shareholders **to refrain from participating in person on the day of the General Meeting of Shareholders, and to exercise your voting rights in writing or via the Internet, etc.** As for exercising your voting rights beforehand, please review the Reference Documents for the General Meeting of Shareholders as described hereinafter, and exercise your voting rights **no later than 6:00 p.m. on Monday, June 28, 2021.**

**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 Monday, June 28, 2021.

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 Monday, June 28, 2021.

- 1. Date and Time:** Tuesday, June 29, 2021 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 53<sup>rd</sup> Fiscal Year (from April 1, 2020 to March 31, 2021) 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 53<sup>rd</sup> Fiscal Year (from April 1, 2020 to March 31, 2021)

**Proposals to be resolved:**

- Proposal:** Appropriation of Surplus

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Shareholders attending the meeting in person are requested to submit the Voting Right Exercise Form enclosed with this notice 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 the Reference Documents for the General Meeting of Shareholders, Business Report, and Consolidated and Non-consolidated Financial Statements are subsequently revised, the revisions shall be posted on the Company’s website (<https://www.heiwanet.co.jp/ir/>).

## 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 53<sup>rd</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 ¥3,945,328,440

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

(3) Effective date of dividends from surplus

June 30, 2021