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(Stock Exchange Code 8276)

April 23, 2025

(Start date of Measures for Electronic Provision: April 17, 2025)

To Shareholders with Voting Rights:

Masashi Hiramatsu
Representative Director, Executive
President, and CEO
HEIWADO CO., LTD.
1 Nishiima-cho, Hikone-shi, Shiga,
Japan

**NOTICE OF
THE 68TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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

Please be informed that the 68th Annual General Meeting of Shareholders of HEIWADO CO., LTD. (the “Company”) will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures to provide the information contained in the Reference Documents for the General Meeting of Shareholders (Matters Regarding Measures for Electronic Provision) electronically. Please access the Company’s website below to view this information.

The Company’s website

<https://www.heiwado.jp/ir/privilege/meeting>

In addition to the above website, the Company has also disclosed “Matters Regarding Measures for Electronic Provision” on the website of the Tokyo Stock Exchange (TSE). Please access the following TSE website (TSE Listed Company Search), enter the issue name (company name) or the stock exchange code, click on “Search,” select “Basic information,” and then select “Documents for public inspection/PR information.”

Tokyo Stock Exchange website (TSE Listed Company Search)

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Furthermore, you can exercise your voting rights in writing or via the internet instead of attending the meeting in person. Please read the Reference Documents for the General Meeting of Shareholders listed under “Matters Regarding Measures for Electronic Provision” and exercise your voting rights by following the Instructions for the Exercise of Voting Rights (pages 4 and 5 of the Japanese original), no later than 6:00 p.m. on Wednesday, May 14, 2025, Japan time.

*The Company will not provide any gifts to attendees of the General Meeting of Shareholders. Thank you for your understanding.

1. **Date and Time:** Thursday, May 15, 2025 at 10:00 a.m., Japan time
2. **Place:** HATOC Hall, 3F of the Head Office of HEIWADO CO., LTD. located at 1 Nishiima-cho, Hikone-shi, Shiga, Japan
3. **Meeting Agenda:**
 - Matters to be reported:**
 1. Business Report and Consolidated Financial Statements for the Company's 68th Fiscal Year (February 21, 2024 - February 20, 2025), and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
 2. Non-consolidated Financial Statements for the Company's 68th Fiscal Year (February 21, 2024 - February 20, 2025)
 - Proposals to be resolved:**
 - Proposal 1:** Disposition of Surplus
 - Proposal 2:** Partial Amendments to the Articles of Incorporation
 - Proposal 3:** Election of Seven Directors (Excluding Directors Who Are Members of the Audit and Supervisory Committee)
4. **Decisions Regarding this Convocation**
 - (1) The following matters are not included in the paper copy to be sent to shareholders who have requested it, pursuant to the provisions of laws and regulations and Article 16, Paragraph 2 of the Company's Articles of Incorporation. Accordingly, this paper copy is part of the documents audited by the Audit and Supervisory Committee and the Accounting Auditor in preparing the Audit Report.
 - (i) Consolidated Statement of Changes in Shareholders' Equity and Notes to the Consolidated Financial Statements of the consolidated financial statements
 - (ii) Non-consolidated Statement of Changes in Shareholders' Equity and Notes to the Non-consolidated Financial Statements of the non-consolidated financial statements
 - (2) If you exercise your voting rights both via the Voting Rights Exercise Form and via the internet, the vote cast via the internet shall be deemed valid. In addition, if you exercise your voting rights multiple times via the internet, the last vote you cast shall be deemed valid.
 - (3) If you do not indicate your approval or disapproval of each agenda item on the returned Voting Rights Exercise Form, we will assume that you have indicated your approval.

- Notes:
1. When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
 2. In the event of any modifications to the "Matters Regarding Measures for Electronic Provision," the Company will post the modifications on the respective websites.
 3. If you require special accommodation at the venue, please call the number presented in the General Meeting of Shareholders Venue Guide Map provided at the end of this document (Japanese original only) by Wednesday, May 7, 2025 to allow for preparation.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Disposition of Surplus

The 68th fiscal year marks the first year of the Company's "Fifth Medium-Term Management Plan FY2024–FY2026," a plan that calls for accelerating growth toward 2030 while at the same time ensuring stable returns to shareholders. Our basic cash allocation policy is to strive to improve the total return ratio by increasing dividends and implementing treasury shares purchases in line with business performance, while securing internal reserves to continue investments aimed at investment for growth.

The Company proposes year-end dividends as follows:

Items related to year-end dividends

(1) Type of dividend property:

Cash

(2) Items related to the allocation of dividend property and its total amount:

The Company proposes a year-end dividend of 33 yen per share of its common stock (including the interim dividend of 30 yen, the annual dividend for the 68th fiscal year will be 63 yen per share, an increase of 21 yen from the previous fiscal year).

Accordingly, the total amount distributed will be 1,664,781,624 yen.

(3) Date the distribution of surplus comes into effect:

May 16, 2025

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reason for the amendments

Due to the expansion of the scope of its businesses, the Company proposes to add a business objective to Article 2 (Purpose) of the current Articles of Incorporation.

2. Details of the amendments

Details of the amendments are as follows:

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
Article 1 <Provisions omitted>	Article 1 <Unchanged>
(Purpose) Article 2 The purpose of the Company is to engage in businesses listed in each of the following items.	(Purpose) Article 2 <Unchanged>
(1)-(12) <Provisions omitted>	(1)-(12) <Unchanged>
<Newly established>	(<u>13</u>) <u>Bank agency business</u>
(<u>13</u>)-(<u>29</u>) <Provisions omitted>	(<u>14</u>)-(<u>30</u>) <Unchanged>
Articles 3-37 <Provisions omitted>	Articles 3-37 <Unchanged>

Proposal 3: Election of Seven Directors (Excluding Directors Who Are Members of the Audit and Supervisory Committee)

The terms of office of seven Directors (excluding Directors who are members of the Audit and Supervisory Committee) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of seven Directors (excluding Directors who are members of the Audit and Supervisory Committee).

The candidates for Director (excluding Directors who are members of the Audit and Supervisory Committee) are as follows:

Candidate No.	Name	Current position and responsibilities at the Company	Candidate attributes	Attendance at Board of Directors' meetings
1	Masashi Hiramatsu	Representative Director, Executive President, and CEO	Reelection	100% (14/14)
2	Kohei Natsuhara	Representative Director, Executive Vice President, and COO Senior General Manager of Administration	Reelection	100% (14/14)
3	Yohei Natsuhara	Director and Senior Managing Executive Officer Senior General Manager of Sales Management and Senior General Manager of Sales Strategy	Reelection	100% (14/14)
4	Shigeki Kosugi	Director and Senior Managing Executive Officer Senior General Manager of Development Division	Reelection	100% (14/14)
5	Yoshimichi Hiratsuka	Director and Senior Executive Officer Senior General Manager of Store Sales	Reelection	100% (14/14)
6	Shinichi Ueyama	Outside Director	Reelection Outside Independent	100% (14/14)
7	Yoko Nameki	Outside Director	Reelection Outside Independent	100% (14/14)

Candidate No.	Name (Date of birth)	Career summary and positions and responsibilities at the Company [Significant concurrent positions]	Number of the Company's shares owned
1	Masashi Hiramatsu (November 19, 1957)	<p>January 2010 Joined the Company</p> <p>May 2010 Managing Director and Assistant to the President; in charge of Corporate Planning Division</p> <p>February 2011 Managing Director; Senior General Manager of Corporate Planning Division</p> <p>February 2012 Managing Director; Senior General Manager of Store Sales</p> <p>February 2013 Managing Director; Senior General Manager of Sales Management</p> <p>May 2015 Senior Managing Director; Senior General Manager of Sales Management</p> <p>May 2017 Representative Director, President, and COO; Senior General Manager of Sales Management</p> <p>May 2020 Representative Director and Executive President; Senior General Manager of Sales Management</p> <p>February 2024 Representative Director, Executive President, and CEO (current position)</p> <p>[Significant concurrent positions] Representative Director and Vice President, Nihon Ryutsu Sangyo Co., Ltd.</p>	3,000
<p>[Reason for nomination as candidate for Director]</p> <p>Having served as Representative Director of the Company from May 2017, following positions including Senior General Manager of Corporate Planning Division, Senior General Manager of Store Sales, and Senior General Manager of Sales Management in the capacity of the Company's Director, he has a wealth of experience and a broad range of knowledge in business management, corporate strategy, human resources and labor, and governance, as well as a wide variety of business experience at other companies. Therefore, the Company has renominated him as a candidate for Director.</p>			

Candidate No.	Name (Date of birth)	Career summary and positions and responsibilities at the Company [Significant concurrent positions]	Number of the Company's shares owned
2	Kohei Natsuhara (September 25, 1973)	<p>September 2001 Joined the Company</p> <p>May 2012 Director; General Manager of SM Sales Division</p> <p>February 2013 Director; Senior General Manager of Store Sales and Deputy Senior General Manager of Sales Management</p> <p>May 2014 Managing Director; Senior General Manager of Store Sales and Deputy Senior General Manager of Sales Management</p> <p>May 2015 Senior Managing Director; Senior General Manager of Store Sales and Deputy Senior General Manager of Sales Management</p> <p>February 2016 Senior Managing Director; Senior General Manager of Corporate Planning Division and General Manager of President's Office</p> <p>February 2017 Senior Managing Director; Senior General Manager of Administration and General Manager of China Office</p> <p>May 2020 Director and Senior Managing Executive Officer; Senior General Manager of Administration and General Manager of China Office</p> <p>February 2022 Director and Senior Managing Executive Officer; Senior General Manager of Administration</p> <p>February 2024 Representative Director, Executive Vice President, and COO; Senior General Manager of Administration and Senior General Manager of Corporate Strategy</p> <p>March 2024 Representative Director, Executive Vice President, and COO; Senior General Manager of Administration (current position)</p> <p>[Significant concurrent positions] Chairman, Heiwado (China) Co., Ltd. Chairman, Hunan Heiwa Wuye Fazhan Co., Ltd. Representative Director, Natsuhara Co., Ltd. Representative Director, Peace & Green Co., Ltd.</p>	574,400
	<p>[Reason for nomination as candidate for Director] Having served as Senior General Manager of Administration following positions including General Manager of SM Sales Division, Senior General Manager of Store Sales and Senior General Manager of Corporate Planning Division in the capacity of the Company's Director, he has a wealth of experience and a broad range of knowledge in the fields of business management, corporate strategy, and management. Therefore, the Company has renominated him as a candidate for Director.</p>		

Candidate No.	Name (Date of birth)	Career summary and positions and responsibilities at the Company [Significant concurrent positions]		Number of the Company's shares owned
3	Yohei Natsuhara (February 18, 1975)	April 2002	Joined the Company	574,400
		May 2012	Director; General Manager of Sales Promotion Division	
		February 2013	Director; General Manager of Sales Promotion Division and Deputy Senior General Manager of Product	
		February 2014	Director; General Manager of Sales Promotion Division and Supervisor of Corporate Strategy Office	
		February 2016	Director; Deputy Senior General Manager of Sales Management and Supervisor of Corporate Strategy Office	
		February 2017	Director; Senior General Manager of Product	
		May 2017	Managing Director; Senior General Manager of Product	
		May 2020	Director and Managing Executive Officer; Senior General Manager of Product	
		February 2021	Director and Managing Executive Officer; Deputy Senior General Manager of Sales Management; and Senior General Manager of Product	
		February 2024	Director and Senior Managing Executive Officer; Senior General Manager of Sales Management; and Senior General Manager of Sales Strategy (current position)	
[Significant concurrent positions]				
Representative Director, Heiwa Kanko Kaihatsu Co., Ltd.				
[Reason for nomination as candidate for Director] Having served as General Manager of Sales Promotion Division, Senior General Manager of Product, Senior General Manager of Sales Management and Senior General Manager of Sales Strategy in the capacity of the Company's Director, he has a wealth of experience and a broad range of knowledge in business management, corporate strategy, product development, and sustainability. Therefore, the Company has renominated him as a candidate for Director.				

Candidate No.	Name (Date of birth)	Career summary and positions and responsibilities at the Company [Significant concurrent positions]		Number of the Company's shares owned
4	Shigeki Kosugi (March 8, 1959)	April 1981	Joined the Company	5,300
		February 2013	General Manager of Tenant Management Division	
		May 2016	Executive Officer; General Manager of Tenant Management Division	
		May 2019	Director; General Manager of Tenant Management Division	
		May 2020	Director and Senior Executive Officer; General Manager of Tenant Management Division	
		September 2020	Director and Senior Executive Officer; Senior General Manager of Development Division and General Manager of Tenant Management Division	
		February 2021	Director and Managing Executive Officer; Senior General Manager of Development Division and General Manager of Tenant Management Division	
		February 2022	Director and Managing Executive Officer; Senior General Manager of Development Division	
		February 2024	Director and Senior Managing Executive Officer; Senior General Manager of Development Division (current position)	
[Reason for nomination as candidate for Director] Having served as Senior General Manager of Development Division, following positions including General Manager of Tenant Management Division, with extensive experience in the areas of product planning and store operations, he has a wealth of experience and a broad range of knowledge in the field of tenant and store development. Therefore, the Company has renominated him as a candidate for Director.				

Candidate No.	Name (Date of birth)	Career summary and positions and responsibilities at the Company [Significant concurrent positions]		Number of the Company's shares owned
5	Yoshimichi Hiratsuka (October 7, 1965)	March 1988	Joined the Company	2,000
		May 2015	General Manager of GMS Sales Division	
		February 2017	General Manager of SM Sales Division	
		May 2017	Executive Officer; General Manager of SM Sales Division	
		February 2020	Executive Officer; General Manager of Shiga No. 3 Sales Division and Manager of Group 1, Shiga No. 3 Sales Division	
		February 2023	Senior Executive Officer, Senior General Manager of Store Sales	
		May 2023	Director and Senior Executive Officer; Senior General Manager of Store Sales (current position)	
[Reason for nomination as candidate for Director] Having served as Senior Executive Officer; Senior General Manager of Store Sales, following positions including General Manager of GMS Sales Division, General Manager of SM Sales Division and Executive Officer; General Manager of Shiga No. 3 Sales Division, he has a wealth of experience and knowledge in the field of store operations. Therefore, the Company has renominated him as a candidate for Director.				
6	Shinichi Ueyama (October 6, 1957)	April 1980	Joined Ministry of Transport (currently Ministry of Land, Infrastructure, Transport and Tourism)	0
		July 1984	Seconded to the Ministry of Foreign Affairs	
		April 1986	Joined McKinsey & Company, Inc. Japan	
		July 1992	Partner, McKinsey & Company, Inc. Japan	
		September 2000	Research Professor, Georgetown University, U.S.A.	
		September 2003	Special Research Professor, Keio University Graduate School of Media and Governance	
		March 2007	Professor, Faculty of Policy Management, Keio University	
		May 2022	Director (current position)	
		April 2023	Professor Emeritus, Keio University (current position)	
		April 2025	Vice President and Professor, ZEN University (current position)	
		[Significant concurrent positions] Vice President and Professor, ZEN University Professor Emeritus, Keio University Specially Appointed Professor, Graduate School of Leadership and Innovation, Shizenkan University Outside Corporate Auditor, Aso Corporation Outside Director, Mystar Engineering Corporation Advisor, Advantage Advisors Co., Ltd. Outside Director, Star Flyer Inc. Executive Advisor to the Governor, Osaka Prefecture Government Executive Advisor to the Mayor, Osaka City Government Executive Advisor to the Mayor, Kyoto City Government Policy Advisor to the Governor, Aichi Prefecture Government		
[Reason for nomination as candidate for Outside Director and an overview of expected roles] Having worked on numerous corporate reforms, as well as organizational reforms for local / central government and international organizations through his role in administrative bodies and management consulting, he has extensive knowledge and experience. In addition, he provides proactive comments and suggestions. The Company has renominated him as a candidate for Outside Director as it believes that he can be expected to engage in and supervise the corporate strategy and structural reform of the Group by leveraging a wealth of knowledge and experience relating to corporate management.				

Candidate No.	Name (Date of birth)	Career summary and positions and responsibilities at the Company [Significant concurrent positions]	Number of the Company's shares owned
7	Yoko Nameki (December 27, 1961)	<p>April 1985 Joined IBM Japan Ltd.</p> <p>January 2009 Executive IT Specialist</p> <p>April 2016 IBM Distinguished Engineer</p> <p>April 2020 Specially Appointed Professor, Faculty of Commerce, Chuo University (current position)</p> <p>June 2022 Outside Director (Audit and Supervisory Committee Member), The Ashikaga Bank, Ltd. (current position)</p> <p>May 2023 Director (current position)</p> <p>[Significant concurrent positions]</p> <p>Specially Appointed Professor, Faculty of Commerce, Chuo University</p> <p>Outside Director, The Ashikaga Bank, Ltd.</p>	0
<p>[Reason for nomination as candidate for Outside Director and an overview of expected roles]</p> <p>She has a wealth of knowledge and experience in the information systems and digital fields as well as in the diversity domain, and she provides proactive comments and suggestions. The Company has renominated her as a candidate for Outside Director as it believes that she can be expected to engage in and supervise its digital transformation and promotion of diversity.</p>			

- (Notes)
1. Mr. Masashi Hiramatsu concurrently serves as Representative Director at Nihon Ryutsu Sangyo Co., Ltd., and the Company procures products from the said company.
 2. There are no special interests between the other candidates for Director and the Company.
 3. Mr. Shinichi Ueyama and Ms. Yoko Nameki are candidates for Outside Director.
 4. Mr. Shinichi Ueyama will have served as Outside Director for three years at the conclusion of this General Meeting of Shareholders.
 5. Ms. Yoko Nameki will have served as Outside Director for two years at the conclusion of this General Meeting of Shareholders.
 6. The Company has entered into liability limitation agreements with Mr. Shinichi Ueyama and Ms. Yoko Nameki in accordance with the Company's Articles of Incorporation to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act as prescribed in Article 427, Paragraph 1 of the Companies Act. If their reelection is approved, the Company plans to continue the said agreements. However, the maximum amount of liability for damages pursuant to the agreements is the limit stipulated by laws and regulations.
 7. The Company has registered Mr. Shinichi Ueyama and Ms. Yoko Nameki with Tokyo Stock Exchange, Inc. as Independent Officers based on the stipulations of the Exchange. If they are reelected and take office, the Company intends to continue to register them as Independent Officers.
 8. The Company has entered into the directors and officers liability insurance (D&O insurance) agreement as stipulated in Article 430-3, Paragraph 1 of the Companies Act, with all Directors designated as the insured. The D&O insurance agreement shall cover damage that may arise as a result of the insureds assuming responsibility for the execution of their duties or receiving claims in pursuit of the said liability. The insurance premiums for the insureds are entirely borne by the Company. If each candidate is appointed to the position of Director, each candidate will be included as the insured under the D&O insurance agreement. The Company plans to renew the insurance agreement in June 2025.

[Reference] If Proposal 3 is approved as proposed, the composition of the Board of Directors will be as follows:

Name	Position	Areas of Expertise (Skill Matrix)						
		Business Management / Corporate Strategy	Marketing / Product Development	Information System / DX	Finance / Accounting	HR / Labor / Diversity	Governance	Sustainability
Masashi Hiramatsu	Representative Director, Executive President, and CEO	○	○			○	○	
Kohei Natsuhara	Representative Director, Executive Vice President, and COO	○	○		○			○
Yohei Natsuhara	Director and Senior Managing Executive Officer	○	○					○
Shigeki Kosugi	Director and Senior Managing Executive Officer		○					
Yoshimichi Hiratsuka	Director and Senior Executive Officer		○					
Shinichi Ueyama	Outside Director	○					○	
Yoko Nameki	Outside Director			○		○		○
Shinji Motomochi	Director (Full-time member of the Audit and Supervisory Committee)		○			○		
Shiro Takashima	Outside Director (Member of the Audit and Supervisory Committee)						○	
Keiko Kimura	Outside Director (Member of the Audit and Supervisory Committee)	○			○		○	

Note: The skill matrix above is not an exhaustive list of all the expertise and knowledge each candidate possesses.