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Securities Code: 9628

June 4, 2021

Dear Shareholders,

Satoshi Harishima
President and Representative Director
SAN HOLDINGS, INC.
Osaka Head Office:
6-39, Tenjimbashi 4-chome, Kita-ku, Osaka-shi
Main Office:
6-11, Kitahama 2-chome, Chuo-ku, Osaka-shi

Notice of the 92nd Annual General Meeting of Shareholders

We are pleased to announce the 92nd Annual General Meeting of Shareholders of SAN HOLDINGS, INC. (the “Company”), which will be held as described below.

If you are unable to attend the meeting, you may exercise your voting rights in writing or online. Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 5:30 p.m. Thursday, June 24, 2021 (JST), in accordance with the following instructions.

The Company will conduct a live webcast of this General Meeting of Shareholders. For specific details, please refer to the enclosed leaflet.

From the viewpoint of preventing the spread of infection of COVID-19 at the venue, shareholders are requested as much as possible to refrain from coming to the meeting and to watch the meeting on the live stream. If you are attending the General Meeting of Shareholders, please check you have no symptoms before visiting the Company.

We will not be providing gifts for those attending the General Meeting of Shareholders this year. We would like to ask for your understanding on this matter.

- 1. Date and Time:** Friday, June 25, 2021, at 10:00 a.m. (JST)
- 2. Place:** Venue: Mahoroba
Senri Kaikan, KOEKISHA CO., LTD.
3-10, Momoyamadai 5-chome, Suita-shi, Osaka
- 3. Purpose of the Meeting**
 - Matters to be reported:**
 - 1.** Business Report and Consolidated Financial Statements for the 92nd Fiscal Year (from April 1, 2020 to March 31, 2021), as well as the audit reports of the Accounting Auditor and the Audit & Supervisory Board for Consolidated Financial Statements
 - 2.** Non-Consolidated Financial Statements for the 92nd Fiscal Year (from April 1, 2020 to March 31, 2021)
 - Matters to be resolved:**
 - Proposal 1:** Appropriation of Surplus
 - Proposal 2:** Election of Six Directors

4. Instructions for Exercising Voting Rights

- (1) Exercise of voting rights in writing
Please indicate your approval or disapproval of each proposal in the enclosed voting form and return it so that it arrives no later than 5:30 p.m. on Thursday, June 24, 2021 (JST).
- (2) Exercise of voting rights via the internet
If you exercise your voting rights via the internet, exercise your voting rights by reviewing the “Information About Exercising Your Voting Rights via the Internet” on pages 3 to 4 by 5:30 p.m. on Thursday, June 24, 2021 (JST).
- (3) If you exercise your voting right in duplicate both in writing and via the Internet, the Company will only deem your exercise via the Internet valid. Also, if you exercise your voting right multiple times via the Internet, or in duplicate both in a personal computer and a smartphone, the Company will only deem the substance of your final exercise to be valid.

(List of Requests)

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- The Notes to the Consolidated Financial Statements and the Notes to the Non-consolidated Financial Statements are posted on the Company’s website (<https://www.san-hd.co.jp>) in accordance with the laws and regulations and Article 17 of the Articles of Incorporation of the Company and are therefore available to shareholders. The Consolidated Financial Statements and Non-consolidated Financial Statements audited by the accounting auditor and the Audit & Supervisory Board Members in preparing the Audit Report include the “Notes to the Consolidated Financial Statements” and the “Notes to the Non-consolidated Financial Statements” posted on the Company’s website in addition to the documents attached to this Notice of Convocation.
- Should the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements, or the Non-consolidated Financial Statements require revisions by the day before the General Meeting of Shareholders, or should there be any significant changes regarding the holding or operation of the General Meeting of Shareholders as a result of the spread of infections up to the day of the General Meeting of Shareholders, or if there is a government announcement, the revised versions will be published in writing or will be posted on the Company’s website (<https://www.san-hd.co.jp>). Please check what the status is before coming.
- In order to prevent the spread of COVID-19, we will take the following measures:
 - Attending officers and management staff will be asked to check they have no symptoms and to wear a mask.
 - Those attending the General Meeting of Shareholders will be asked to take their temperature and wear a mask in the venue. For those who do not have a mask, masks will be provided at the reception desk. Alcohol disinfectant will be available in several locations, including near the entrance, so please cooperate and disinfect your hands with alcohol when entering the venue.
 - The management staff will escort you to your seat to ensure social distancing is maintained. We appreciate your understanding in advance.

Information About Exercising Your Voting Rights via the Internet

When exercising your voting rights via the internet, please note the following items.

1. Voting rights exercise website

Exercise of voting rights via the internet may be conducted only by accessing the following voting rights exercise website designated by the Company.

Voting Rights Exercise Website: <https://www.web54.net>

2. How to exercise the voting rights

(1) Voting by computer

Please access the above website, enter the “voting rights exercise code” and “password” which are stated on the enclosed voting form, and follow instructions on screen to enter your approval or disapproval.

(2) Voting by smartphone

Please scan the “voting website QR code” on the enclosed voting form and enter your approval or disapproval on the voting-by-smartphone website, which does not require entering a “voting rights exercise code” or “password.”

Note that changing your vote once you have executed your voting rights requires re-scanning the QR code and entering the “voting rights exercise code” and “password” stated on your voting form.

3. Handling of voting rights

(1) Your voting rights must be exercised by 5:30 p.m. on Thursday, June 24, 2021 (JST). It is recommended to vote at an early stage.

(2) If you exercise your voting rights both in writing and via the internet, the internet vote shall be considered valid. In addition, if you cast your vote via the internet multiple times, or cast your vote via the internet more than once, using a computer and/or a smartphone, then only the last vote cast shall be deemed valid.

(3) All fees payable to internet service providers and telecommunication carriers (such as connection fees) in accessing the voting website are to be borne by the shareholders.

(4) You may not be able to use the voting rights exercise website depending on the internet environment, etc. of your computer or smartphone.

4. Handling of password and voting rights exercise code

(1) The password is the important information to identify each person as a qualified shareholder with voting rights. Therefore, please handle your password as carefully as you handle your seal and PIN numbers.

(2) The password will become unavailable if you input the wrong data a certain fixed number of times. To issue a new password, follow the instructions on the screen.

(3) The voting rights code as listed on the enclosed voting form can only be used for this meeting.

5. Contact information for inquiries about the operation of computers, etc.

(1) If you have any technical inquiries regarding the operation of a PC, etc. for voting on this site, please contact the following:

Dedicated phone line for Stock Transfer Agency Web Support, Sumitomo Mitsui Trust Bank, Limited

[Telephone number] 0120-652-031 (Business hours: 9:00 a.m. – 9:00 p.m. (JST))

- (2) If you have any other inquiries, please contact the following:
- a Shareholders with accounts at securities companies
Please contact your securities company.
 - b Shareholders without accounts at securities companies (shareholders with special accounts)
Stock Transfer Agency Business Planning Department, Sumitomo Mitsui Trust Bank, Limited
[Telephone number] 0120-782-031 (Business hours: 9:00 a.m. – 5:00 p.m. (JST), excluding weekends and holidays)

Reference Documents for General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows.

The Company considers the return of profits to shareholders to be one of the most important management issues, and has a policy of returning profits to shareholders through dividends while comprehensively taking into account consolidated business results, financial conditions, securing internal reserves for investments in medium- to long-term growth, financial soundness, etc.

In accordance with this policy, the Company proposes to pay year-end dividends for the fiscal year as follows:

Year-end dividends

i) Type of dividend property

To be paid in cash.

ii) Allotment of dividend property and their aggregate amount

The Company proposes to pay a dividend of ¥17 per common share of the Company.

In this event, the total dividends will be ¥190,554,683.

The Company conducted a 2-for-1 stock split of common stock on October 1, 2019, and the equivalent annual dividend per share for the previous fiscal year after the stock split was 31 yen per share.

After adding the year-end dividend to the interim dividend for the current fiscal year (16 yen per share of common stock), the total annual dividend for the current fiscal year will be 33 yen per share of common stock, an increase of 2 yen per share compared to the previous fiscal year.

iii) Effective date of dividends of surplus

The effective date of dividends will be June 28, 2021.

Proposal 2: Election of Six Directors

At the conclusion of this shareholders meeting, the terms of office of all six Directors will expire. Therefore, the Company proposes the election of six Directors.

The candidates for Director are as follows:

No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Yuichi Noro (August 30, 1962)	Apr. 1986 Joined American Life Insurance Company July 1994 Temporary transferred to AIG Marketing (AIG Company, Ltd.) Apr. 2001 Temporary transferred to AIG Star Life Insurance Co., Ltd. June 2004 General Manager of Customer Strategy Department of American Life Insurance Company Apr. 2006 Joined the Company Executive Officer, Assistant Manager of Strategic Marketing Planning Department June 2007 Director, Assistant Manager of Strategic Marketing Planning Department June 2008 Managing Director, General Manager of Strategic Marketing Planning Department, and General Manager of Tokyo Branch June 2009 Senior Managing Director in charge of Information System, and General Manager of Strategic Marketing Planning Department, and General Manager of Tokyo Branch June 2011 Director and Vice President in charge of Information System and Strategic Marketing Planning June 2013 Vice President and Representative Director Apr. 2016 President and Representative Director Apr. 2019 Chairman and Representative Director (current position) (Significant concurrent positions outside the Company) Chairman and Representative Director of Life Forward CO., LTD.	73,500
[Reasons for nomination as candidate for Director] Mr. Yuichi Noro, a candidate for Director, has led the management of our group towards the enhancement of corporate value as President and Representative Director since April 2016, as Chairman and Representative Director since April 2019, and as a Representative Director and Chairman of the newly established Life Forward CO., LTD. since April 2020. The Company requests his election in order to utilize his abundant experience and insights in the management of our group.			

No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
2	Satoshi Harishima (September 25, 1962)	Apr. 1987 Joined Recruit Computer Print Co., Ltd. (current Recruit Communications Co., Ltd.) Apr. 1999 Joined the Company Oct. 2003 Assistant Manager of Osaka Sales Department Apr. 2005 Executive Officer June 2006 Director in charge of subsidiaries and associates (KOEKISHA CO., LTD., SOU-SEN CORPORATION) June 2007 Managing Director in charge of subsidiaries and associates (KOEKISHA CO., LTD., SOU-SEN CORPORATION) June 2009 Senior Managing Director in charge of Procurement Administrative Department and Project Management June 2011 Director and Vice President in charge of Human Resources and Procurement June 2013 Director and Vice President in charge of Internal Control and Compliance Apr. 2015 Director and Vice President Apr. 2019 President and Representative Director (current position) (Significant concurrent positions outside the Company) President and Representative Director of KOEKISHA CO., LTD. Director and Chairman of EXCEL SUPPORT SERVICE CO., LTD. Director of SOU-SEN CORPORATION	161,300
<p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Satoshi Harishima, a candidate for Director, has been contributing to the promotion of our group's management and sales strategies as Director and vice President since June 2013, as President and Representative Director of the major subsidiary KOEKISHA CO., LTD. since April 2016, and as President and Representative Director of the Company since April 2019. The Company requests his election in order to utilize his abundant experience and insights in the management of our group.</p>			

No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Yasuko Miyajima (March 5, 1966)	<p>Apr. 1988 Joined Taisho Marine System Development Company, Limited (current MS&AD Systems Co., Ltd.)</p> <p>Mar. 1997 Joined American Life Insurance Company</p> <p>May 2006 Joined the Company</p> <p>Apr. 2008 Assistant Manager of Strategic Marketing Planning Department</p> <p>June 2009 Executive Officer, Assistant Manager of Strategic Marketing Planning Department</p> <p>June 2010 Managing Executive Officer, General Manager of Strategic Marketing Planning Department</p> <p>Apr. 2016 Senior Managing Executive Officer, General Manager of Information System Division</p> <p>June 2017 Director in charge of Information System Division, General Manager of Information System Division</p> <p>Apr. 2018 Director in charge of Information System Division, General Manager of Information System Division, and Information System Department</p> <p>Apr. 2019 Director, Senior Managing Executive Officer in charge of Information System Department In charge of Marketing Planning Department, General Manager of Marketing Planning Department, in charge of System & Operation Department, and General Manager of System & Operation Department (current position)</p> <p>(Significant concurrent positions outside the Company) President and Representative Director of Life Forward CO., LTD.</p>	21,600
<p>[Reasons for nomination as candidate for Director]</p> <p>Ms. Yasuko Miyajima, a candidate for Director, has been in charge of the Information Systems Division and the Marketing Planning Division of a subsidiary as a Director since June 2017, has also been in charge of the Marketing Planning and Systems & Operations Department of our company as a Senior Managing executive officer since April 2019, and has been promoting the Life Ending Support Business as the President and Representative Director of the newly established Life Forward CO., LTD. since April 2020. The Company requests her election in order to utilize her abundant experience and achievements in the management of our group.</p>			

No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
4	Yoshiyuki Yokota (March 6, 1972)	Apr. 1994 Joined Gaeart Kumagai Co., Ltd. (current Gaeart Co., Ltd.) May 1998 Joined PACIFIC CONSULTANTS CO., LTD. Sept. 2000 Joined the Company Apr. 2017 General Manager of Accounting Department Apr. 2018 General Manager of Human Resources Department Apr. 2019 Executive Officer, General Manager of Corporate Planning Department Apr. 2021 Executive Officer in charge of Accounting Department (Financial Planning), Human Resources Department (Human Resources Planning), Corporate Planning Department, and General Manager of Corporate Planning Department (current position) (Significant concurrent positions outside the Company) Director of Life Forward CO., LTD.	2,900
<p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Yoshiyuki Yokota, a candidate for Director, has served as the general manager of the Accounting Department since April 2017, the general manager of the Human Resources Department since April 2018, the executive officer and general manager of the Corporate Planning Department since April 2019, as well as concurrently the Director of the newly established Life Forward CO., LTD. since April 2020. Since April 2021, he has been in charge of the Company's Accounting Department (Financial Planning), Human Resources Department (Human Resources Planning), and Corporate Planning Department as an executive officer.</p> <p>The Company requests his election in order to utilize his abundant experience and achievements in the management of our group.</p>			

No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
5	Masatoshi Harada (February 9, 1955)	<p>Apr. 1977 Joined Matsushita Electric Industrial Co., Ltd. (current Panasonic Corporation)</p> <p>June 2003 Manager of Labor Administration Group</p> <p>Apr. 2008 Member of Senior Management In charge of Human Resources, General Affairs, and Social Relations</p> <p>June 2008 Director</p> <p>Apr. 2009 Representative Director of International Institute of Industrial Relations (current position)</p> <p>Apr. 2010 Managing Director of Panasonic Corporation</p> <p>Apr. 2011 Managing Director, Representative in Kansai area</p> <p>June 2012 Managing Officer, Representative in Kansai area</p> <p>June 2014 Audit & Supervisory Board Member of KOEKISHA CO., LTD.</p> <p>June 2015 Outside Audit & Supervisory Board Member of the Company</p> <p>June 2016 Outside Director (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>Representative Director of International Institute of Industrial Relations</p>	0
<p>[Reasons for nomination as candidate for outside Director and outline of expected roles]</p> <p>Mr. Masatoshi Harada, a candidate for outside Director, has served as Managing Director of a major electrical appliance manufacturer, and we propose he is elected to utilize his high level of insights as a manager and his deep knowledge and abundant experience in the fields of personnel and labor management in the management of the Company. In addition, if the candidate is elected, the Company plans for him to be involved in selecting candidates for the Company's officers and determining remuneration, etc. of officers from an objective and neutral standpoint as a member of the Nomination and Remuneration Committee.</p>			

No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
6	Hisayuki Suekawa (March 17, 1959)	<p>Apr. 1982 Joined Shiseido Company, Limited</p> <p>Feb. 2007 Department Director of Business Planning Department</p> <p>Apr. 2008 Corporate Officer, Department Director of Corporate Planning Department</p> <p>June 2009 Director, Corporate Officer, and Department Director of Corporate Planning Department</p> <p>Apr. 2010 Director, Executive Corporate Officer, and Department Director of Corporate Planning Department</p> <p>Apr. 2011 Representative Director, President and CEO</p> <p>Apr. 2013 Counselor</p> <p>June 2014 Outside Director of Nitta Gelatin Inc. (current position)</p> <p>June 2017 Outside Director of the Company (current position)</p> <p>June 2020 Unaffiliated Director of Morishita Jintan Co., Ltd. (current position)</p> <p>(Significant concurrent positions outside the Company)</p> <p>Outside Director of Nitta Gelatin Inc.</p> <p>Unaffiliated Director of Morishita Jintan Co., Ltd.</p>	400
<p>[Reasons for nomination as candidate for outside Director and outline of expected roles]</p> <p>Mr. Hisayuki Suekawa, a candidate for outside Director, has served as President and Representative Director of a major cosmetics manufacturer and has concurrently served as an outside Director of other companies. We nominated him for election because we believe that his high level of insight as a manager and his deep knowledge and abundant experience in the field of corporate planning will be particularly useful in the management of the Company. In addition, if the candidate is elected, the Company plans for him to be involved in selecting candidates for the Company's officers and determining remuneration, etc. of officers from an objective and neutral standpoint as a member of the Nomination and Remuneration Committee.</p>			

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. Masatoshi Harada and Hisayuki Suekawa are candidates for outside Director.
 3. The name of Yasuko Miyajima in the family register is Yasuko Izawa.
 4. Matters concerning Masatoshi Harada, a candidate for outside Director, is as follows:
 - (1) He is currently an outside Director of the Company, but his term of office as an Outside Audit & Supervisory Board Member of the Company is one year, and his term of office as an outside Director of the Company will be five years at the conclusion of this General Meeting of Shareholders.
 - (2) From June 2014 to June 2016, he served as Audit & Supervisory Board Member of the Company's subsidiary, KOEKISHA CO., LTD.
 - (3) The Company has registered him as an independent Director in accordance with the provisions of the Tokyo Stock Exchange, and will continue to register him as an independent Director in the event that this proposal is approved and he assumes the office of outside Director.
 5. Matters concerning Hisayuki Suekawa, a candidate for outside Director, is as follows:
 - (1) He is currently an outside Director of the Company, and his term of office as an outside Director will be four years at the conclusion of this General Meeting of Shareholders.
 - (2) The Company has registered him as an independent Director in accordance with the provisions of the Tokyo Stock Exchange, and will continue to register him as an independent Director in the event that this proposal is approved and he assumes the office of outside Director.
 6. Limited liability agreement with outside Directors

The Company has entered into an agreement with Masatoshi Harada and Hisayuki Suekawa, pursuant to Article 427, Paragraph 1 of the Companies Act, to limit their liability for damages under Article 423, Paragraph 1 of the same act. If the reappointments of Masatoshi Harada and Hisayuki Suekawa are approved, the Company intends to continue the agreement.

The outline of the limited liability agreement is as follows.

In the event that a Director causes damage to the Company by neglecting his duties, if he does so without knowledge and is not grossly negligent in performing his duties, he shall be liable to the Company for damages up to one million yen or the minimum liability amount provided for in Article 425, Paragraph 1 of the Companies Act, whichever is higher, and shall be excused for damages in excess thereof.
 7. Outline of the directors and officers liability insurance policy

The Company has entered into a directors and officers liability insurance policy with an insurance company that includes the Directors, Audit & Supervisory Board Members and Executive Officers as the insureds. The Company plans to renew the insurance policy in November 2021. If the election of each candidate in this proposal is approved

and they assume office as Director, they will be included as an insured in this policy.

This insurance policy covers the insured's losses and such costs as related litigation expenses incurred from claims for damages arising from acts (including nonfeasance) carried out by the insured as an officer or a person at a certain position of the Company, and the premiums for the insured are borne by the Company as the policyholder. However, the special insurance premiums equivalent to the portion for covering damages in the case of losing a shareholder derivative suit and litigation expenses are equally borne individually by full-time Directors and full-time Audit & Supervisory Board Members.