

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

(Stock Exchange Code: 2196)  
June 15, 2020

**To Shareholders with Voting Rights:**

Morihiro Shibutani  
Representative Director  
Escrif Inc.  
Kowa Nishi-Shinbashi Bldg. B  
14-1, Nishi-Shinbashi 2-chome,  
Minato-ku, Tokyo, Japan

**NOTICE OF THE 17TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

You are cordially notified of the 17th Annual General Meeting of Shareholders of ESCRIT (the "Company"). The meeting will be held as described below.

If you do not attend the meeting, you can exercise your voting rights in writing or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 6:00 p.m. on Monday, June 29, 2020, Japan time.

**1. Date and Time:** Tuesday, June 30, 2020, at 10:00 a.m. Japan time (The reception desk opens at 9:30 a.m.)

**2. Place:** Angelion au plaza TOKYO, SOGO KAN 110 TOWER 11F, 7-1, Kyobashi 3-chome, Chuo-ku, Tokyo, Japan

**3. Meeting Agenda:**

**Matters to be reported:**

1. The Business Report, Consolidated Financial Statements for the Company's 17th Fiscal Year (April 1, 2019–March 31, 2020) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
2. Non-consolidated Financial Statements for the Company's 17th Fiscal Year (April 1, 2019–March 31, 2020)

**Proposals to be resolved:**

**Proposal 1:** Partial Amendments to the Articles of Incorporation

**Proposal 2:** Election of 5 Directors

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- Among the documents that should be provided along with this notice of the 17th Annual General Meeting of Shareholders, the “Progress and results of the business,” “Issues to be addressed,” “Status of shares,” “Status of stock acquisition rights,” “Accounting Auditor,” “System to ensure the appropriateness of business operation,” “Outline of implementation status of the system to ensure the appropriateness of business operations” and “Basic policies regarding control of a company” in the Business Report, the “Consolidated Statement of Changes in Equity” and the “Notes to Consolidated Financial Statements” in the Consolidated Financial Statements, and the “Statement of Changes in Equity” and the “Notes to Non-consolidated Financial Statements” in the Non-consolidated Financial Statements, are posted on the Company’s Web site (<https://www.escrit.jp/>) pursuant to laws, regulations and Article 15 of the Articles of Incorporation of the Company. Therefore, these documents are not included in this convocation notice. Moreover, the presented documents accompanying this convocation notice are part of the documents audited by the Corporate Auditors and the Accounting Auditor to prepare the Audit Report and the Independent Auditor’s Report, respectively.
- If any amendment occurs to the Reference Documents for the General Meeting of Shareholders, the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements, the revised versions will be disclosed on the Company’s Web site above.

# Reference Documents for the General Meeting of Shareholders

## Proposal 1: Partial Amendments to the Articles of Incorporation

### 1. Reasons for the proposal

For the purpose of strengthening corporate governance and from the viewpoint of ensuring transparency and objectivity of management, the Company proposes to newly establish provisions regarding a voluntary advisory body to the Board of Directors. The Company proposes to include provisions pertaining to the establishment of the Nomination and Compensation Committee in order to clarify this policy.

### 2. Details of the amendments

Details of the amendments are as follows.

(Amended portions are underlined.)

Current Articles	Amended Articles
(Newly established)	<u>Chapter 7 Nomination and Compensation Committee</u>
(Newly established)	<u>(Establishment of the Nomination and Compensation Committee)</u> <u>Article 46 The Nomination and Compensation Committee shall be established as an advisory body to the Board of Directors.</u>
(Newly established)	<u>(Appointment of the Nomination and Compensation Committee Members)</u> <u>Article 47 The members of the Nomination and Compensation Committee shall be appointed by a resolution of the Board of Directors held after the conclusion of the Annual General Meeting of Shareholders.</u>
(Newly established)	<u>(Matters about which the Nomination and Compensation Committee shall be consulted)</u> <u>Article 48 The Nomination and Compensation Committee shall deliberate on the following matters at the Board of Directors' request. The Board of Directors shall respect the opinions of the Nomination and Compensation Committee and make its decisions.</u> <ol style="list-style-type: none"><li>1. <u>Proposals of appointment and dismissal of candidates for Directors that are to be submitted to the General Meeting of Shareholders</u></li><li>2. <u>Proposals regarding compensation for Directors that are to be submitted to the General Meeting of Shareholders</u></li><li>3. <u>A specific amount of compensation for each Director</u></li><li>4. <u>Other matters pertaining to appointment and dismissal of Directors and compensation for Directors</u></li></ol>
(Newly established)	<u>(Provisions for the Nomination and Compensation Committee)</u> <u>Article 49 Matters concerning the Nomination and Compensation Committee shall be determined in compliance with laws and regulations, the Articles of Incorporation of the Company and the Provisions for the Nomination and Compensation Committee established by the Board of Directors.</u>
Chapter 7 Accounts Articles 46–49 (Text omitted)	Chapter 8 Accounts Articles 50–53 (Unchanged)

**Proposal 2:** Election of 5 Directors

The terms of office of all 4 Directors will expire at the conclusion of this year's Annual General Meeting of Shareholders. In anticipation of expansion of our business, the Company proposes to increase the number of Directors by 1 and elect 5 Directors.

The candidates for Director are as follows:

No.	Name (Date of birth)	Past experience, positions and responsibility at the Company		Number of shares of the Company held
1	Reappointment Hiroshi Iwamoto (July 29, 1965)	April 1989 Joined Suntory Limited (now Suntory Holdings Limited) May 1991 Joined Recruit Co., Ltd. (now Recruit Holdings Co., Ltd.) June 2003 Founded the Company President and Representative Director of the Company June 2015 Chairman & President and Representative Director of the Company April 2016 Chairman & CEO and Representative Director of the Company (to present) [Significant concurrent positions] Chairman and Representative Director, ESCRIT MANAGEMENT PARTNERS Outside Director, B-Lot Company Limited		1,028,900
[Reasons for nomination as a candidate for Director] Since the Company was founded in 2003, Mr. Hiroshi Iwamoto has been leading the growth of the Company as Representative Director. He has deep insight nurtured through his company management and is well versed in industry trends. Therefore, the Company proposes his reelection as Director.				

No.	Name (Date of birth)	Past experience, positions and responsibility at the Company	Number of shares of the Company held
2	Reappointment Morihiro Shibutani (June 18, 1966)	<p>September 1986 Director of Shibutani Mokuzai Kogyo K.K. (now Shibutani &amp; Co.)</p> <p>November 2008 President and Representative Director of Shibutani &amp; Co.</p> <p>May 2013 Joined the Company Executive Officer, in charge of Construction and Interior Business of the Company</p> <p>June 2013 Director &amp; Senior Managing Executive Officer, in charge of Construction and Interior Business of the Company</p> <p>June 2015 Vice President and Representative Director of the Company Chairman and Representative Director of Shibutani &amp; Co.</p> <p>April 2016 President and Representative Director &amp; COO of the Company (to present)</p> <p>April 2020 Chairman, President and Representative Director of Shibutani &amp; Co. (to present)</p> <p>[Significant concurrent positions] Chairman, President and Representative Director, Shibutani &amp; Co. Chairman and Representative Director, SHIBUTANI ESTATE PARTNERS President and Representative Director, ESCRIT MANAGEMENT PARTNERS INC.</p>	8,400
[Reasons for nomination as a candidate for Director]			
Since assuming the office of President and Representative Director in 2016, Mr. Morihiro Shibutani has taken strong leadership in supervising the Group and been playing a central role in the business expansion and performance improvement. Therefore, the Company proposes his reelection as Director.			
3	New appointment Itaru Kichise (October 5, 1973)	<p>November 2014 Joined the Company</p> <p>January 2015 General Manager, Finance and Accounting Department of the Company</p> <p>February 2017 Director of ESCRIT MANAGEMENT PARTNERS INC. (to present)</p> <p>March 2017 General Manager, Management Division of the Company</p> <p>April 2017 Executive Officer and General Manager, Management Division of the Company (to present)</p>	—
[Reasons for nomination as a candidate for Director]			
Mr. Itaru Kichise joined the Company in 2014 and served as General Manager, Finance and Accounting Department before he assumed the office of the Executive Officer and General Manager, Management Division in 2017 to play a leading role in establishing financial strategies of the Company. He is expected to draw on his abundant experience and achievements to perform a sufficient role in deciding matters important to the Group and executing business strategies. Therefore, the Company proposes his election as Director.			

No.	Name (Date of birth)	Past experience, positions and responsibility at the Company			Number of shares of the Company held	
4	Outside Director Reappointment  Takeshi Goto (September 12, 1973)	February 2001	Joined SoftBank Investment Co., Ltd. (now SBI Investment Co., Ltd.)			
		March 2011	Executive Officer of SBI Investment Co., Ltd.		—	
[Reasons for nomination as a candidate for Outside Director] Mr. Goto has provided advice and suggestions on the Group's business operations as necessary, based on his ample experience and broad insight as a corporate manager. The Company proposes his reelection as Outside Director to further advance the growth and development of the Group.						
5	Outside Director Reappointment  Takashi Kimura (July 24, 1979)	October 2001	Joined Ernst & Young ShinNihon (now Ernst & Young ShinNihon LLC)			
		July 2012	Established Bellwether Accounting firm and assumed the post of Representative		—	
[Significant concurrent positions] Representative Partner, Yamato Certified Public Tax Accountants' Corporation President, Bellwether, Inc Representative Partner, Yamato Audit Corporation Outside Director, FinTech Global Incorporated						
[Reasons for nomination as a candidate for Outside Director] Mr. Kimura is well versed in finance, accounting and taxation business as a Certified Public Accountant and Certified Public Tax Accountant, and has provided advice and suggestions on the Group's business operations as necessary. The Company proposes his reelection as Outside Director to further advance the growth and development of the Group.						

Notes:

1. There are no special interests between each candidate and the Company.
2. Mr. Goto and Mr. Kimura are candidates for Outside Director and candidates for independent officer with no risk of conflict of interest with the general shareholders, the designation of which is required by the Tokyo Stock Exchange.
3. The Company will continue the agreements with both Mr. Goto and Mr. Kimura to limit their liability with regard to the liability for damages stipulated in Article 423, Paragraph 1, of the Companies Act, based on the provisions of Article 427, Paragraph 1, of said Act and Article 31, Paragraph 2, of the Articles of Incorporation of the Company. The limit of the liability pursuant to said agreement will be the amount stipulated in Article 425, Paragraph 1, of said Act.
4. Mr. Goto and Mr. Kimura are incumbent Outside Directors of the Company, and their period of service will be three (3) years at the conclusion of this year's Annual General Meeting of Shareholders.