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(Stock Exchange Code 3252)
December 4, 2020

To Shareholders with Voting Rights:

Tetsuya Matsuoka
Chief Executive Officer
Nippon Commercial Development Co., Ltd.
4-1-1, Imabashi, Chuo-ku, Osaka, Japan

**NOTICE OF
THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We are pleased to announce the Extraordinary General Meeting of Shareholders of Nippon Commercial Development Co., Ltd. (the “Company”). The meeting will be held for the purposes as described below.

In order to prevent the spread of the novel coronavirus (COVID-19), we ask all shareholders to exercise your voting rights in advance in writing or via the Internet, etc., in all possible circumstances. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights in accordance with the “Guide to Exercising Voting Rights” on pages 2 to 3 by 5:30 p.m. on Wednesday, December 23, 2020, Japan time.

1. **Date and Time:** Thursday, December 24, 2020 at 10:00 a.m. Japan time
(reception starts at 9:00 a.m.)
2. **Place:** The Ritz-Carlton Ballroom on the 4th floor of The RITZ-CARLTON
OSAKA located at 2-5-25, Umeda, Kita-ku, Osaka, Japan
3. **Meeting Agenda:**
Proposal to be resolved:
Proposal: Partial Amendments to the Articles of Incorporation

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. Should the Reference Documents for the General Meeting of Shareholders require revisions, the revised versions will be posted on the Company’s website (<https://www.ncd-jp.com>).

Guide to Exercising Voting Rights

There are three ways to exercise your voting rights, and in order to prevent the spread of the COVID-19, we ask all shareholders to exercise your voting rights in advance in writing or via the Internet, etc., in all possible circumstances.

1 Exercise of voting rights by attending the meeting



Please bring the enclosed Voting Rights Exercise Form and submit it at the reception desk.

10:00 a.m., Thursday, December 24, 2020, Japan time

2 Exercise of voting rights by mail



Please indicate your vote for or against the proposal on the enclosed Voting Rights Exercise Form and return it to the Company.

Arrival by 5:30 p.m., Wednesday, December 23, 2020, Japan time

3 Exercise of voting rights via the Internet, etc.



If you exercise your voting rights via the Internet, etc., please see the “Guide to Exercising Voting Rights via the Internet, etc.” on the next page and exercise your voting rights.

If you have any questions, please contact the Stock Transfer Agency Web Support Hotline provided on the next page in “3. Inquiries for exercising voting rights via the Internet.”

Until 5:30 p.m., Wednesday, December 23, 2020, Japan time

Please use “Smart Exercise” to exercise voting rights by smartphone.

Please scan the “smartphone voting website login QR code” printed on the enclosed Voting Rights Exercise Form with your smartphone camera.



The Company has introduced a service that enables shareholders to view the main content of its convocation notice and exercise voting rights easily using a smartphone or other device. Shareholders can access this service using the link or scanning the QR Code on the cover page.

**“QR Code” is a registered trademark of Denso Wave Incorporated.

[Guide to Exercising Voting Rights via the Internet, etc.]

When exercising your voting rights via the Internet, etc., 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. Handling of voting rights exercise

- (1) When you exercise your voting rights via the Internet, please enter the “voting rights exercise code” and “password” printed on the enclosed Voting Rights Exercise Form and follow the on-screen instructions.
- (2) The deadline for exercising voting rights is the end of the business hours of the Company (5:30 p.m., Japan time) on Wednesday, December 23, 2020. Your prompt voting is appreciated.
- (3) If you exercise your voting rights both by mail and via the Internet, etc., the vote via the Internet, etc., will be treated as effective. If you exercise your voting rights multiple times by the same means, the most recent exercise of your voting rights will be deemed to be effective.
- (4) Any fees payable to Internet service providers and carriers (Internet connection fees, etc.) for accessing the Voting Rights Exercise Website shall be borne by the shareholder.

3. Inquiries for exercising voting rights via the Internet

If you have any questions about how to operate your personal computer, etc., when exercising your voting rights via this website, please contact:

<p>Sumitomo Mitsui Trust Bank, Limited Stock Transfer Agency Web Support Hotline (Phone) 0120-652-031 (Business Hours) 9:00 a.m. to 9:00 p.m.</p>

4. The Electronic Voting System Platform (for institutional investors)

Institutional investors may exercise their voting rights for this Extraordinary General Meeting of Shareholders via electromagnetic means through the “Electronic Voting System Platform” operated by ICJ, Inc.

Reference Documents for the General Meeting of Shareholders

Proposal and Reference

Proposal: Partial Amendments to the Articles of Incorporation

1. Reasons for the amendments

The Company has invested into land only, without owning buildings, and in order to respond to the real estate operational needs of institutional investors, created real estate investment products that bring revenues that are safe and stable over the long term, and promoted the expansion of the market with this “JINUSHI Business” as a pillar of business.

The major buyer of real estate for sale held by the Company, in other words, real estate for the JINUSHI Business, which are real estate investment products, is JINUSHI Private REIT Investment Corporation (hereinafter, “JINUSHI REIT”). The Company concluded a “Sponsor Support Agreement” with JINUSHI REIT and JINUSHI Asset Management Co., Ltd., which is a wholly owned subsidiary of the Company, and the Company is the sponsoring company of JINUSHI REIT. Furthermore, as the sale period for real estate for sale from the Company to JINUSHI REIT is conventionally January of each year, the Company’s net sales and profit have tended to be concentrated in the fourth quarter.

Therefore, for the reasons below, the Company will make the required changes to the current Articles of Incorporation as it will change the fiscal year (account settlement date) from April 1 of each year to March 31 of the following year to January 1 to December 31 of each year from the 22nd Fiscal Year.

Reasons

- (1) To make it easier to make financial results forecasts for each quarter from the first quarter onward and more efficiently allocate management resources by selling real estate for sale to JINUSHI REIT in the first quarter and recording those profits.
- (2) To streamline and stabilize management and business operations, such as budget compilation and operational management, and realize appropriate managerial judgment and the implementation of business strategy by standardizing the fiscal year (account settlement date) of each consolidated subsidiary, and appropriately and accurately understanding management information.

In addition, due to this change, as the 21st Fiscal Year will comprise a nine-month account settlement period from April 1, 2020 to December 31, 2020, supplementary provisions shall be prescribed as transitional measures.

2. Details of the amendments

Details of the amendments are as follows:

(Underlines indicate amended parts.)

Current Articles of Incorporation	Proposed amendments
Chapter I General Provisions	Chapter I General Provisions
Articles 1 – 5 (Omitted)	Articles 1 – 5 (Same as current)
Chapter II Shares	Chapter II Shares
Articles 6 – 11 (Omitted)	Articles 6 – 11 (Same as current)
Chapter III General Meeting of Shareholders	Chapter III General Meeting of Shareholders
Article 12 (Convocation) An annual general meeting of shareholders of the Company shall be convened in <u>June</u> every year. An extraordinary general meeting of shareholders shall be convened whenever necessary.	Article 12 (Convocation) An annual general meeting of shareholders of the Company shall be convened in <u>March</u> every year. An extraordinary general meeting of shareholders shall be convened whenever necessary.
Article 13 (Record Date of Annual General Meeting) The record date for voting rights at the Company’s annual general meeting of shareholders shall be <u>March</u> 31 every year.	Article 13 (Record Date of Annual General Meeting) The record date for voting rights at the Company’s annual general meeting of shareholders shall be <u>December</u> 31 every year.

Current Articles of Incorporation	Proposed amendments
Articles 14 – 17 (Omitted)	Articles 14 – 17 (Same as current)
Chapter IV Directors and Board of Directors	Chapter IV Directors and Board of Directors
Articles 18 – 28 (Omitted)	Articles 18 – 28 (Same as current)
Chapter V Audit and Supervisory Committee	Chapter V Audit and Supervisory Committee
Articles 29 – 30 (Omitted)	Articles 29 – 30 (Same as current)
Chapter VI Accounting Auditor	Chapter VI Accounting Auditor
Articles 31 – 33 (Omitted)	Articles 31 – 33 (Same as current)
Chapter VII Accounts	Chapter VII Accounts
Article 34 (Business Year)	Article 34 (Business Year)
The business year of the Company shall commence on <u>April 1</u> of each year and end on <u>March 31 of the following year</u> .	The business year of the Company shall commence on <u>January 1</u> and end on <u>December 31 of each year</u> .
Article 35 (Year-End Dividends and the Record Date)	Article 35 (Year-End Dividends and the Record Date)
The Company shall, by resolution of an annual general meeting of shareholders, pay dividends from surplus as the year-end dividend to the shareholders or registered pledgees of shares with a record date of <u>March 31</u> of each year.	The Company shall, by resolution of an annual general meeting of shareholders, pay dividends from surplus as the year-end dividend to the shareholders or registered pledgees of shares with a record date of <u>December 31</u> of each year.
Article 36 (Interim Dividends and the Record Date)	Article 36 (Interim Dividends and the Record Date)
The Company may, by resolution of the Board of Directors, pay dividends from surplus as the interim dividend to the shareholders or registered pledgees of shares with a record date of <u>September 30</u> of each year.	The Company may, by resolution of the Board of Directors, pay dividends from surplus as the interim dividend to the shareholders or registered pledgees of shares with a record date of <u>June 30</u> of each year.
Article 37 (Omitted)	Article 37 (Same as current)
Supplementary Provision	Supplementary Provisions
Article 1 (Omitted)	Article 1 (Same as current)
(Newly established)	<u>Article 2</u>
	<u>Notwithstanding the provisions of Article 34, the 21st fiscal year shall be from April 1, 2020 to December 31, 2020.</u>
	<u>Article 2 of these Supplementary Provisions shall be deleted upon the passing of December 31, 2020.</u>