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Securities Code: 2734

January 29, 2021

To our shareholders:

Goro Kamino
President and Representative Director,
Group Representative and CEO
SALA Corporation
Sala Tower, 1-55, Ekimae-odori,
Toyohashi-shi, Aichi

Notice of the 19th Annual General Meeting of Shareholders

We are pleased to announce the 19th Annual General Meeting of Shareholders of SALA Corporation (the “Company”), which will be held as indicated below.

In order to prevent infection by the novel coronavirus disease (COVID-19), we request that you refrain from attending the General Meeting of Shareholders in person and exercise your voting rights in writing or via the internet, etc. Please review the attached Reference Documents for General Meeting of Shareholders, and exercise your voting rights by 5:30 p.m. on Thursday, February 18, 2021 (JST).

[Exercise of voting rights in writing]

Please indicate your approval or disapproval of the proposal on the enclosed voting form and then return the form by postal mail so that your vote is received by the aforementioned deadline.

[Exercise of voting rights via the internet, etc.]

Please access the website for the exercise of voting rights designated by the Company (<https://www.web54.net>), enter the “voting code” and “password” printed on the enclosed voting form, and indicate your approval or disapproval for the proposal according to the instructions on the screen no later than the deadline indicated above.

Please review the “Instructions for the Exercise of Voting Rights via the Internet” (Japanese only) to exercise your voting rights via the internet, etc.

If you exercise your voting rights in duplicate both in writing and via the internet, the voting rights exercised via the internet shall be deemed valid.

If you exercise your voting rights multiple times via the internet, or more than once using a smartphone, only the last exercise of voting rights shall be deemed valid.

- 1. Date and Time:** Friday, February 19, 2021, at 10:00 a.m. (The reception desk will open at 9:00 a.m.)
- 2. Venue:** THE GRACE, 5F, Hotel Arc Riche Toyohashi
1-55, Ekimae-odori, Toyohashi-shi, Aichi

3. Purpose of the Meeting

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 19th fiscal year (from December 1, 2019 to November 30, 2020), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee
2. The Non-consolidated Financial Statements for the 19th fiscal year (from December 1, 2019 to November 30, 2020)

Matters to be resolved:

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

4. Instructions for the Exercise of Voting Rights

Please refer to the “Instructions for the Exercise of Voting Rights” and “Instruction for Exercise of Voting Rights via the Internet” (both Japanese only).

- Please note that gifts will not be provided at this General Meeting of Shareholders. Thank you for your understanding.
- Please refer to the attached document for measures to prevent the spread of COVID-19 (Japanese only).
- If you attend the meeting in person, you are kindly requested to submit the enclosed voting form at the reception desk.
- Any changes in the Reference Documents for General Meeting of Shareholders and the Business Report, the Non-consolidated Financial Statements, and the Consolidated Financial Statements will be posted on the Company’s website.
- To ensure that information is furnished in a timely manner, the content of this notice was disclosed on the Company’s website before it was sent out.

Live streaming of the General Meeting of Shareholders (Japanese only)

- The General Meeting of Shareholders will be streamed live on the Company’s website over the internet. Please access the “General Meeting of Shareholders” page to watch. If, for some reason, the live streaming is not available, we will announce it on the same page.

The Company’s website (<https://www.sala.jp/ja/ir/stock/meeting.html>)

Reference Documents for General Meeting of Shareholders

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

The terms of office of all seven Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this meeting. Therefore, the Company proposes the election of seven Directors (excluding Directors who are Audit and Supervisory Committee Members).

As for this proposal, the Audit and Supervisory Committee has judged that all the candidates are qualified. The candidates for Director (excluding Directors who are Audit and Supervisory Committee Members) are as follows:

| Candidate No. | Name | Position | Responsibility | | | |
|---------------|----------------------|---|--|--------------|---------|-------------|
| 1 | Goro Kamino | President and Representative Director, Group Representative and CEO | | R reelection | | |
| 2 | Kazuhiko Matsui | Executive and Representative Director | Assistant to President | R reelection | | |
| 3 | Hiroshi Torii | Director | Executive Officer, Leader of Energy & Solutions Segment | R reelection | | |
| 4 | Nobuhito Yamaguchi | Director | Executive Officer, Leader of Housing Segment | R reelection | | |
| 5 | Takahisa Kurebayashi | Director | Executive Officer, Leader of Engineering & Maintenance Segment | R reelection | | |
| 6 | Yoshio Ichiryu | Director | | R reelection | Outside | Independent |
| 7 | Kazutaka Okubo | Director | | R reelection | Outside | Independent |

R reelection

candidate
for Director
to be
reelected

Outside

candidate
for outside
Director

Independent

independent officer
as defined by the
securities exchange

| Candidate 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 | Goro Kamino (August 29, 1960) Reelection | <p>Aug. 2000 President and Representative Director of GASTEC SERVICE, INC (currently SALA ENERGY CO., LTD.)</p> <p>May 2002 President and Representative Director of the Company</p> <p>June 2002 Director of Chubu Engineering Corporation (current position)</p> <p>Mar. 2006 Representative Director of CHUBU GAS CO., LTD. (currently SALA ENERGY CO., LTD.)</p> <p>Feb. 2007 Chairman and Representative Director of SALA CARS JAPAN Co., Ltd. (current position)</p> <p>Mar. 2012 President and Representative Director of CHUBU GAS CO., LTD. (currently SALA ENERGY CO., LTD.)</p> <p>July 2016 Director of SALA HOUSE CO., LTD. (current position)</p> <p>Feb. 2018 Chairman and Representative Director of CHUBU GAS CO., LTD. (currently SALA ENERGY CO., LTD.) (current position)</p> <p>Feb. 2020 President and Representative Director, Group Representative and CEO of the Company (current position)</p> <p>[Significant concurrent positions outside the Company] Outside Director of Musashi Seimitsu Industry Co., Ltd.</p> <p>[Reasons for nomination as candidate for Director] Mr. Kamino has been engaging in management at the Company and Group companies over many years, and began assuming a managerial role as the President and Representative Director upon establishment of the Company in May 2002. The Company has nominated him as a candidate for reelection as Director in anticipation that he will demonstrate his outstanding managerial talent given his abundant experience and adequate achievements.</p> | 1,336,487 shares |

| Candidate 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 | Kazuhiko Matsui (March 28, 1955) Reelection | <p>Apr. 2004 Managing Director of CHUBU GAS CO., LTD. (currently SALA ENERGY CO., LTD.)</p> <p>Feb. 2010 Managing Director, in charge of General Planning Department, General Affairs Department and Human Resources Strategy Department, and General Manager of General Planning Department of the Company</p> <p>Mar. 2010 Director of CHUBU GAS CO., LTD. (currently SALA ENERGY CO., LTD.) (current position)</p> <p>Dec. 2011 Managing Director, in charge of General Planning Department, General Affairs Department and Human Resources Strategy Department of the Company</p> <p>Feb. 2012 Executive and Representative Director, Assistant to President, in charge of General Planning Department, General Affairs Department and Human Resources Strategy Department</p> <p>Dec. 2012 Executive and Representative Director, Assistant to President (current position)</p> <p>[Reasons for nomination as candidate for Director] Mr. Matsui has been engaging in management at the Company and Group companies over many years, and began serving as the Company's Executive and Representative Director in February 2012. The Company has nominated him as a candidate for reelection as Director in anticipation that he will appropriately make managerial decisions given his abundant experience and knowledge primarily in planning and administrative operations.</p> | 34,481 shares |
| 3 | Hiroshi Torii (October 25, 1954) Reelection | <p>Mar. 2006 Managing Director, General Manager of Sales Division of CHUBU GAS CO., LTD. (currently SALA ENERGY CO., LTD.)</p> <p>Mar. 2012 Executive and Representative Director, Assistant to President, and General Manager of Sales Division</p> <p>Jan. 2015 Executive and Representative Director, Assistant to President, and Supervisor of Sales</p> <p>July 2016 Executive Officer, in charge of Gas & Power of the Company</p> <p>Dec. 2016 Executive Officer, Leader of Energy & Solutions Segment</p> <p>Feb. 2017 Director, Executive Officer, Leader of Energy & Solutions Segment (current position)</p> <p>Feb. 2018 President and Representative Director of CHUBU GAS CO., LTD. (currently SALA ENERGY CO., LTD.) (current position)</p> <p>[Reasons for nomination as candidate for Director] Mr. Torii has abundant experience and achievements having been engaged in management in the city gas business and other operations of Group companies. The Company has nominated him as a candidate for reelection as Director in anticipation that he will manage the Company drawing on his substantial insight and managerial talent amassed through such experience.</p> | 30,840 shares |

| Candidate 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 | Nobuhito Yamaguchi (December 8, 1958) Reelection | <p>Mar. 2012 Managing Director, General Manager of Administration Division and in charge of Secretariat Office, Planning Office and Regional Business Office of CHUBU GAS CO., LTD. (currently SALA ENERGY CO., LTD.)</p> <p>Dec. 2013 Counselor of SALA HOUSE CO., LTD.</p> <p>Jan. 2014 Senior Managing Director, Assistant to President</p> <p>Jan. 2015 President and Representative Director (current position)</p> <p>July 2016 Executive Officer, in charge of Housing of the Company</p> <p>Feb. 2017 Director, Executive Officer, Leader of Housing Segment (current position)</p> <p>[Reasons for nomination as candidate for Director] Mr. Yamaguchi has abundant experience and achievements having been engaged in management in the city gas and housing sales business as well as other operations of Group companies. The Company has nominated him as a candidate for reelection as Director in anticipation that he will manage the Company drawing on his substantial insight and managerial talent amassed through such experience.</p> | 36,780 shares |
| 5 | Takahisa Kurebayashi (March 16, 1957) Reelection | <p>Feb. 2017 Senior Managing Director, in charge of Administration Division, Infrastructure Environment Department and Information Communication Department, and in charge of Hamamatsu District of Chubu Engineering Corporation</p> <p>Feb. 2018 President and Representative Director (current position)</p> <p>Feb. 2019 Director, Executive Officer, Leader of Engineering & Maintenance Segment of the Company (current position)</p> <p>[Reasons for nomination as candidate for Director] Mr. Kurebayashi has abundant experience and achievements having been engaged in management of business involving construction, installation and civil engineering at Group companies. The Company has nominated him as a candidate for reelection as Director in anticipation that he will manage the Company drawing on his substantial insight and managerial talent amassed through such experience.</p> | 7,500 shares |
| 6 | Yoshio Ichiryu (January 3, 1946) Reelection Outside Independent | <p>July 2000 President of Ichiryu Associates, Inc. (current position)</p> <p>Feb. 2003 Outside Audit & Supervisory Board Member of the Company</p> <p>Feb. 2006 Outside Director (current position)</p> <p>[Significant concurrent positions outside the Company] President of Ichiryu Associates, Inc. Outside Director of SHIMA SEIKI MFG., LTD.</p> <p>[Reasons for nomination as candidate for outside Director] The Company has nominated Mr. Ichiryu as a candidate for reelection as outside Director in anticipation that he will manage the Company drawing on his substantial insight across all operations.</p> | 49,800 shares |

| Candidate 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 |
|---------------|---|---|--------------------------------------|
| 7 | Kazutaka Okubo (March 22, 1973) Reelection Outside Independent | <p>Feb. 2005 Managing Director of ShinNihon Integrity Assurance Inc. (currently Ernst & Young ShinNihon Sustainability Co., Ltd.)</p> <p>July 2012 Senior Partner of Ernst & Young ShinNihon LLC</p> <p>Feb. 2016 Senior Managing Director and General Manager of ERM Department</p> <p>June 2019 President and Representative Director of Okubo Associates Inc. (current position)</p> <p>Feb. 2020 Outside Director of the Company (current position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>President and Representative Director of Okubo Associates Inc.</p> <p>External Audit & Supervisory Board Member of SEGA SAMMY HOLDINGS INC.</p> <p>Outside Director of Sun Frontier Fudousan Co., Ltd.</p> <p>Outside Audit & Supervisory Board Member of BrainPad Inc.</p> <p>Outside Director of LIFULL Co., Ltd.</p> <p>Outside Director (Audit & Supervisory Committee Member) of Musashi Seimitsu Industry Co., Ltd.</p> <p>[Reasons for nomination as candidate for outside Director]</p> <p>In addition to his knowledge of governance and finance based on his audit experience at a major audit firm, Mr. Okubo has extensive knowledge and experience in the fields of compliance and CSR. The Company has nominated him as a candidate for reelection as outside Director in anticipation that he will manage the Company drawing on his abundant insight.</p> | 500 shares |

- Notes:
- There is no special interest between any of the candidates and the Company.
 - Yoshio Ichiryu and Kazutaka Okubo are candidates for outside Director. The Company appointed Mr. Ichiryu and Mr. Okubo as independent officers as provided for by the regulations of the Tokyo Stock Exchange and the Nagoya Stock Exchange and has notified each of the Exchanges of their appointment. If their reelection is approved, the Company plans for their appointment as independent officers to continue.
 - Matters regarding the candidates for outside Director are as follows:
 - The number of years served as outside Director since the candidates for outside Director assumed the office:
 Yoshio Ichiryu is currently an outside Director of the Company and at the conclusion of this meeting, his tenure as outside Director will be 15 years.
 Kazutaka Okubo is currently an outside Director of the Company and at the conclusion of this meeting, his tenure as outside Director will be 1 year.
 - Summary of details of limited liability agreement with outside Directors:
 Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with Yoshio Ichiryu and Kazutaka Okubo to limit the liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for in Article 425, paragraph (1) of the same Act.
 If their reelection is approved, the Company plans to continue the said limited liability agreement with them.

(Reference) Criteria for Independence of Outside Officers

The Company deems that a candidate for outside Director is independent when none of the following conditions apply:

1. A principal executive (Note 1) of the Company or its subsidiaries (the “Group”)
2. An entity for which the Group is a major business partner (Note 2) or a principal executive thereof
3. A major business partner of the Group (Note 3) or a principal executive thereof
4. A major shareholder of the Company (Note 4) or a principal executive thereof
5. Financial Auditor or a member or other employee of an audit firm of the Group
6. A consultant, legal expert or accounting expert who receives a large amount of monetary consideration (Note 5) or other assets other than officer remuneration from the Group
7. An entity that receives a large amount of donation (Note 6) from the Group or a principal executive thereof
8. A spouse or relative within the second degree of kinship of the person described in 1. through 7. above
9. Notwithstanding the provisions of each preceding item, a person who is considered to have a special reason that may cause a conflict of interest with the Company

Notes:

- 1: “Principal executive” refers to an executive director, an executive officer or an important employee whose position is ranked at the level of general manager or above.
- 2: “Entity for which the Group is a major business partner” refers to an entity that has received the payment of 2% or more of its consolidated net sales from the Group in the most recent fiscal year.
- 3: “Major business partner of the Group” refers to an entity that has paid the Group 2% or more of its consolidated net sales in the most recent fiscal year.
- 4: “Major shareholder” refers to a shareholder who holds 10% or more of the total number of voting rights of the Company directly or indirectly.
- 5: “A large amount of monetary consideration” refers to the sum of ¥10 million or more a year, while for an organization, over 2% of the annual revenues, on average for the past three fiscal years.
- 6: “A large amount of donation” refers to amounts of over ¥10 million a year on average for the past three fiscal years.