

Securities Code: 7196

April 6, 2021

To our shareholders:

Seigo Miyaji
Representative Director and President
Casa Inc.
2-6-1 Nishi-Shinjuku, Shinjuku-ku, Tokyo

Notice of the 8th Annual General Meeting of Shareholders

We are pleased to announce the 8th Annual General Meeting of Shareholders of Casa Inc. (the “Company”), which will be held as indicated below.

In order to prevent the spread of the novel coronavirus disease (COVID-19), we ask that shareholders refrain from attending the General Meeting of Shareholders in person, if at all possible and exercise their voting rights in writing or via the internet in advance.

Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 6:00 p.m. on Wednesday, April 21, 2021 (JST).

1. Date and Time: Thursday, April 22, 2021, at 10:00 a.m. (JST)
(Reception will open at 9:15 a.m.)

2. Venue: Conference Center, Bellesalle Shinjuku Grand,
5F Sumitomo Fudosan Shinjuku Grand Tower
8-17-1, Nishi-Shinjuku, Shinjuku-ku, Tokyo

3. Purpose of the Meeting:

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 8th fiscal year (from February 1, 2020 to January 31, 2021), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit & Supervisory Board
2. The Non-consolidated Financial Statements for the 8th fiscal year (from February 1, 2020 to January 31, 2021)

Matters to be resolved:

- Proposal No. 1** Appropriation of Surplus
Proposal No. 2 Election of Four Directors
Proposal No. 3 Election of Three Audit & Supervisory Board Members

- For those attending the meeting on the day, please submit the enclosed voting form at the reception desk.
 - The following items have been posted on the Company's website (URL: <https://www.casa-inc.co.jp/ir/en/>), in accordance with the provisions of relevant laws and regulations and Article 17 of the Articles of Incorporation. As a consequence, the relevant documents are not included in this attached documents.
 - (1) Notes to Consolidated Financial Statement
 - (2) Notes to Non-consolidated Financial Statements
- Consequently, the documents attached to this notice consist of part of the Consolidated Financial Statements and the Non-consolidated Financial Statements that were audited by the Financial Auditor or the Audit & Supervisory Board Members in preparing financial audit report or audit report.
- If there are any amendments to the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements and/or Non-consolidated Financial Statements, such amendments will be announced on the Company's website (URL: <https://www.casa-inc.co.jp/ir/en/>).
 - We do not prepare gifts for shareholders who will attend the General Meeting of Shareholders. We greatly appreciate your understanding.
 - We ask that shareholders attending the meeting bring and wear masks.
 - We will take your temperature at the entrance of the venue, and people who are found to have fevers, people who appear to be unwell, and people who have returned from travelling abroad within the past 14 days may be refused entry.
 - We will have significantly fewer chairs than normal at the meeting because we will need to space them out to help prevent the spread of infection. As a result, it is possible that not everyone who comes to the meeting will be able to enter the venue. We appreciate your understanding.
 - Staff members at the General Meeting of Shareholders will also be wearing masks and have their health checked.

Information About Business Briefing Session

The Company is holding a Business Briefing Session after this Annual General Meeting of Shareholders at the same venue.

We would like to explain our recent management status and future outlook as well as answer your inquiries. Please note that we may cancel the session depending on the future spread of the COVID-19. If any matters arise regarding the cancellation of the Business Briefing Session or changes in the way this meeting will be run, you will be informed on the Company's website (URL: <https://www.casa-inc.co.jp/ir/en/>).

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Appropriation of Surplus

The Company places the improvement of corporate value through business expansion as the most important policy, and regards the return of profits to shareholders as an important management issue.

The Company has given consideration to matters including the business performance, the financial status of the current fiscal year and future business development and other factors, and it proposes to pay year-end dividends for the current fiscal year as follows:

Year-end dividends

- (1) Type of dividend property
Cash
- (2) Allotment of dividend property and their aggregate amount
¥30.00 per common share of the Company
Total dividends: ¥304,057,620
- (3) Effective date of dividends of surplus
April 23, 2021

Proposal No. 2 Election of Four Directors

The terms of office of four Directors, Seigo Miyaji, Yutaka Matsumoto, Aiichiro Uchikomi and Kazuhiro Shimada, will expire at the conclusion of this meeting. Therefore, the Company proposes the election of four Directors.

The candidates for Director are as follows:

Candidate No.	Name	Position in the Company	
1	Seigo Miyaji	Representative Director and President	Reelection
2	Yutaka Matsumoto	Director	Reelection
3	Aiichiro Uchikomi	Outside Director	Reelection Outside Independent
4	Kazuhiro Shimada	Outside Director	Reelection Outside Independent
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, position and responsibility in the Company, and significant concurrent positions outside the Company]		Number of the Company's shares owned
1	Seigo Miyaji (March 14, 1972) Reelection Attendance at Board of Directors meetings 20/20	Apr. 2004	Joined Re-plus Inc.	554,300 shares
		Oct. 2008	Representative Director and President of RentGo Guarantee Inc. (former Casa Inc.)	
		Feb. 2009	Representative Director of HDA Corporation	
		Mar. 2009	Representative Director of Nippon Hosho System Co., Ltd.	
		Oct. 2009	Representative Director of T-ship Co., Ltd.	
		Nov. 2009	Representative Director of Leasing Guarantee Organization (current position)	
		Feb. 2014	Representative Director and President of the Company (current position)	
	Reasons for nomination as candidate for Director Seigo Miyaji possesses abundant management experience and knowledge as a manager, and he has exercised leadership to make organizational reforms, create new businesses, and otherwise strengthen the business base since 2008 as the Representative Director and President of the Company. Therefore, the Company continues to nominate him as a candidate for Director for the further growth and development of the Company.			
2	Yutaka Matsumoto (April 9, 1969) Reelection Attendance at Board of Directors meetings 20/20	Apr. 1991	Joined Towa Real Estate Development Co., Ltd.	1,800 shares
		Jan. 1997	Joined Nike Japan, Inc.	
		June 2014	Joined New Balance Japan, Inc. Senior Manager	
		Dec. 2018	Executive Officer, General Manager, and in charge of Sales Department of the Company	
		Apr. 2019	Director and General Manager of Sales Department (current position)	
Reasons for nomination as candidate for Director Yutaka Matsumoto possesses abundant experience and know-how in the area of sales, and has exercised strong leadership carrying out sales strategies. Therefore, the Company continues to nominate him as a candidate for Director for the further growth and development of the Company.				

Candidate No.	Name (Date of birth)	[Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company]		Number of the Company's shares owned
3	Aiichiro Uchikomi (April 14, 1952) Reelection Outside Independent Attendance at Board of Directors meetings 20/20	Apr. 1976	Joined The Mitsubishi Bank, Limited (currently MUFG Bank, Ltd.)	0 shares
		Feb. 2006	Corporate Executive Vice President of RICOH LEASING COMPANY, LTD.	
		June 2006	Director and Corporate Executive Vice President	
		Apr. 2014	Director, Deputy President and Corporate Vice President	
		June 2014	Director of Aurora Servicing Co., Ltd	
		June 2015	Corporate Auditor of INES Corporation	
		July 2016	Outside Director of the Company (current position)	
	Reasons for nomination as candidate for outside Director and overview of expected roles Aiichiro Uchikomi possesses wide-ranging insight regarding finance and accounting cultivated in a financial institution, and possesses abundant experience and knowledge as a corporate manager. Therefore, the Company continues to nominate him as a candidate for outside Director as it expects him to utilize this experience and provide useful advice from a high-level and broad perspective for the further growth and development of the Company.			
4	Kazuhiro Shimada (April 23, 1945) Reelection Outside Independent Attendance at Board of Directors meetings 20/20	Apr. 1964	Joined Bank of Japan	0 shares
		Aug. 1983	Joined ACOM CO., LTD.	
		June 2006	Senior Managing Director	
		Dec. 2008	Representative Director and President of Japan Credit Information Reference Center Corp.	
		June 2015	Advisor	
		Apr. 2017	Outside Director of the Company (current position)	
	Reasons for nomination as candidate for outside Director and overview of expected roles Kazuhiro Shimada possesses wide-ranging insight regarding finance and receivables management cultivated in a financial institution, and possesses abundant experience and knowledge as a corporate manager. Therefore, the Company continues to nominate him as a candidate for outside Director as it expects him to utilize this experience and provide useful advice from a high-level and broad perspective for the further growth and development of the Company.			

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. Aiichiro Uchikomi and Kazuhiro Shimada are candidates for outside Director. The Company has submitted notification to Tokyo Stock Exchange, Inc. that Aiichiro Uchikomi and Kazuhiro Shimada have been designated as independent officers as provided for by the aforementioned exchange. If the reelection of Mr. Uchikomi and Mr. Shimada is approved, the Company plans for their designation as independent officers to continue.
 3. The number of years since the candidates for outside directors assumed as outside Director of the Company:
At the conclusion of this meeting, Aiichiro Uchikomi's tenure since assuming office as outside Director will have been four years and nine months.
At the conclusion of this meeting, Kazuhiro Shimada's tenure since assuming office as outside Director will have been four years.
 4. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Aiichiro Uchikomi and Kazuhiro Shimada to limit their liability for damages under Article 423, paragraph (1) of said Act. If their reelection is approved as originally proposed, the Company plans to renew these agreements. The maximum amount of liability for damages under these agreements is the amount provided for under laws and regulations.
 5. The Company has taken out a directors and officers liability insurance policy with an insurance company as provided for in Article 430-3, paragraph (1) of the Companies Act. The policy covers damages, such as compensation for damage, settlement money and legal costs, arising when an insured receives a claim for compensation for harm or loss from breach of duty based on their position, act in breach of trust, negligence of duty, etc. Each candidate is included as an insured in the policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

Proposal No. 3 Election of Three Audit & Supervisory Board Members

The terms of office of three Audit & Supervisory Board Members will expire at the conclusion of this meeting. Therefore, the Company proposes the election of three Audit & Supervisory Board Members.

In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal.

The candidates for Audit & Supervisory Board Member are as follows:

Candidate No.	Name	Position in the Company	
1	Yoshi Ebisawa	Standing Audit & Supervisory Board Member	Reelection
2	Ryoichi Miyazaki	Outside Audit & Supervisory Board Member	Reelection Outside Independent
3	Satoshi Hirota	Outside Audit & Supervisory Board Member	Reelection Outside Independent
Reelection	Candidate for Audit & Supervisory Board Member to be reelected		
Outside	Candidate for outside Audit & Supervisory Board Member		
Independent	Independent officer as defined by the securities exchange		

Candidate No.	Name (Date of birth)	[Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company]		Number of the Company's shares owned
1	Yoshi Ebisawa (November 5, 1958) Reelection	Apr. 1981	Joined Nihonbashi Warehouse Co., Ltd. (currently Asia Development Capital Co. Ltd.)	400 shares
		Nov. 2007	Joined Kohjitsu Co., Ltd.	
		Oct. 2012	Joined of the Company Head of Internal Audit Department	
		June 2018	Executive Officer and Head of Internal Audit Department	
		Apr. 2019	Standing Audit & Supervisory Board Member (current position)	
	Reasons for nomination as candidate for Audit & Supervisory Board Member Yoshi Ebisawa possesses professional and abundant knowledge regarding corporate governance and compliance, and he has played a central role in strengthening the internal control system since 2019 as a Standing Audit & Supervisory Board Member. Therefore, the Company continues to nominate him as a candidate for Audit & Supervisory Board Member for the further growth and development of the Company.			
2	Ryoichi Miyazaki (January 23, 1983) Reelection Outside Independent	Dec. 2006	Joined Deloitte Touche Tohmatsu (currently Deloitte Touche Tohmatsu LLC)	0 shares
		Sep. 2010	Registered as a certified public accountant	
		Oct. 2011	Representative Director of Bridge Consulting Group Inc. (current position)	
		Nov. 2011	Registered as a certified public tax accountant	
		Nov. 2011	Managing Partner of Bridge Tax Offices	
		Mar. 2013	Director of amazing Inc. (current position)	
		Sep. 2015	Audit & Supervisory Board Member (part-time) of e-dreamer Inc.	
		Jan. 2016	Outside Audit & Supervisory Board Member of the Company (current position)	
	Reasons for nomination as candidate for outside Audit & Supervisory Board Member Ryoichi Miyazaki possesses professional knowledge and abundant experience as a certified public accountant and certified public tax accountant, and he can provide appropriate advice from an objective standpoint. Therefore, the Company continues to nominate him as a candidate for Audit & Supervisory Board Member for the further growth and development of the Company.			

Candidate No.	Name (Date of birth)	[Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company]	Number of the Company's shares owned
3	Satoshi Hirota (July 8, 1977) Reelection Outside Independent	<p>Oct. 2002 Joined Mitsui, Yasuda, Wani & Maeda (currently Mitsui Company)</p> <p>Aug. 2008 Joined Haynes and Boone, LLP</p> <p>Oct. 2009 Joined Ant Capital Partners Co., Ltd.</p> <p>Apr. 2014 Joined Beagle Inc.</p> <p>Apr. 2015 Established HCA LAW OFFICE Principal Lawyer (current position)</p> <p>Sep. 2015 Outside Director of WILLPLUS Holdings Corporation (current position)</p> <p>May 2016 Outside Auditor of Psychic VR Lab Co., Ltd. (current position)</p> <p>May 2017 Outside Director (Audit and Supervisory Committee Member) of LOCONDO, Inc. (current position)</p> <p>Apr. 2018 Substitute Audit & Supervisory Board Member of the Company</p> <p>Aug. 2018 Outside Audit & Supervisory Board Member (current position)</p>	0 shares
<p>Reasons for nomination as candidate for outside Audit & Supervisory Board Member</p> <p>Satoshi Hirota possesses professional knowledge and abundant experience related to corporate legal affairs as a lawyer, and he can provide appropriate advice from an objective standpoint. Therefore, the Company continues to nominate him as a candidate for Audit & Supervisory Board Member for the further growth and development of the Company.</p>			

- Notes:
- There is no special interest between any of the candidates and the Company.
 - Ryoichi Miyazaki and Satoshi Hirota are candidates for outside Audit & Supervisory Board Member. The Company has submitted notification to Tokyo Stock Exchange, Inc. that Ryoichi Miyazaki and Satoshi Hirota have been designated as independent officers as provided for by the aforementioned exchange. If the reelection of Mr. Miyazaki and Mr. Hirota is approved, the Company plans for their designation as independent officers to continue.
 - The number of years since the candidates for outside audit & supervisory board members assumed as outside Audit & Supervisory Board Member of the Company:
At the conclusion of this meeting, Ryoichi Miyazaki's tenure since assuming office as outside Audit & Supervisory Board Member will have been five years and three months.
At the conclusion of this meeting, Satoshi Hirota's tenure since assuming office as outside Audit & Supervisory Board Member will have been two years and eight months.
 - Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Ryoichi Miyazaki and Satoshi Hirota to limit their liability for damages under Article 423, paragraph (1) of said Act. If their reelection is approved as originally proposed, the Company plans to renew these agreements. The maximum amount of liability for damages under these agreements is the amount provided for under laws and regulations.
 - The Company has taken out a directors and officers liability insurance policy with an insurance company as provided for in Article 430-3, paragraph (1) of the Companies Act. The policy covers damages, such as compensation for damage, settlement money and legal costs, arising when an insured receives a claim for compensation for harm or loss from breach of duty based on their position, act in breach of trust, negligence of duty, etc. Each candidate is included as an insured in the policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.