This document is an unofficial translation and summary of the Notice of the 65th Ordinary General Meeting of Shareholders and is provided for your convenience only, without any warranty as to its accuracy or as to the completeness of the information. The Japanese original version of the document is the sole official version.

Securities Code: 9743

April 4, 2023

Dear Shareholders,

Takashi Takahashi President and Chief Executive Officer TANSEISHA Co., Ltd. 1-2-70 Konan, Minato-ku, Tokyo

Notice of the 65th Ordinary General Meeting of Shareholders

The 65th Ordinary General Meeting of Shareholders of TANSEISHA Co., Ltd. (the "Company") will be held as described below.

When convening this General Meeting of Shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the General Meeting of Shareholders, etc. (hereinafter referred to as "matters for which measures for providing information in electronic format are to be taken") in electronic format, and posts this information on the Company's website. Please access any of the Company's website by using the internet address shown below to review the information.

[The Company's website]

https://www.tanseisha.co.jp/ir/ (in Japanese only)

(Please access the above website and review the "Informational Materials for the General Meeting of Shareholders" in the "IR Library.") (in Japanese only)

[Website for the Informational Materials for General Meeting of Shareholders]

https://d.sokai.jp/9743/teiji/ (in Japanese only)

You may exercise your voting rights by either of the following methods instead of attending the meeting in person. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights.

[Exercise your voting rights via the Internet, etc.]

Please access to the Website for Exercising Voting Rights designated by the Company (https://evote.tr.mufg.jp/) and enter your approval or disapproval for each proposal to exercise your voting rights by no later than 5:45 p.m. on Tuesday, April 25, 2023 (JST).

[Exercise your voting rights in writing]

Please indicate your approval or disapproval for each proposal on the Voting Card sent out with this notice, and post it so as to arrive no later than 5:45 p.m. on Tuesday, April 25, 2023 (JST).

For shareholders who effectively exercised their voting rights via the Internet, etc. or in writing, regardless of whether they voted to approve or disapprove each proposal, 100 shareholders selected by lottery will receive a ¥500 QUO prepaid card as a small gift. The QUO prepaid cards will be mailed around June this year.

Details

1. Date and Time: Wednesday, April 26, 2023, at 10:00 a.m.

(Reception starts at 9:00 a.m.)

2. Place: Royal Park Hotel 3F

2-1-1 Nihonbashi-Kakigaracho, Chuo-ku, Tokyo

3. Purposes of the Meeting

Matters to be reported: a. Business Report and Consolidated Financial Statements for the 65th

Fiscal Year (from February 1, 2022 to January 31, 2023), as well as the Audit Reports of the Accounting Auditor and the Audit and Supervisory Committee for Consolidated Financial Statements

b. Non-consolidated Financial Statements for the 65th Fiscal Year

(from February 1, 2022 to January 31, 2023)

Matters to be resolved:

Proposal 1: Appropriation of Surplus

Proposal 2: Election of Six (6) Directors (Excluding Directors Serving on the Audit and

Supervisory Committee)

Proposal 3: Election of One (1) Director Serving on the Audit and Supervisory Committee

4. Instructions for

Exercising Voting Rights: Please refer to the [Instructions for Exercising Voting Rights] on

page 6 (Written in Japanese only).

Acceptance of questions in advance

The Company plans to accept questions from our shareholders by email in advance of the General Meeting of Shareholders.

Among the questions we receive, we will provide answers at the General Meeting of Shareholders on issues of particular interest to our shareholders. The proceedings of the General Meeting of Shareholders, including the answers to the questions received in advance, will be made available in a video on the company's website at a later date.

How to submit questions

Please send an email by filling out the required information to the email address below.

[Email address] soukai qa@tanseisha.co.jp

[Required information] (1) Name, (2) Address, (3) Question (a brief summary of the main points of

your question within 300 characters is recommended)

[Acceptance period] From 10:00 a.m. on Tuesday, April 4, 2023 to 5:45 p.m. on Tuesday, April 18,

2023 (JST).

* Please note that questions will be limited to those relating to the purpose of the General Meeting of Shareholders. Please also note that we cannot answer individual questions.

* We accept questions. However, please note that we may not be able to answer all questions.

Notes:

* You are kindly requested to present the Voting Card to the receptionist when you attend the meeting.

- * Please note that, for this Ordinary General Meeting of Shareholders, the Company will send paper-based documents stating matters for which measures for providing information in electronic format are to be taken to all shareholders, regardless of whether they requested the delivery of such documents or not. Among the matters for which measures for providing information in electronic format are to be taken, in accordance with the provisions of laws and regulations and Article 17, Paragraph 2 of the Articles of Incorporation of the Company, the following matters are not provided in the paper-based documents delivered to shareholders.
 - (i) Notes to Consolidated Financial Statements
 - (ii) Notes to Non-consolidated Financial Statements

Consequently, the Consolidated Financial Statements and Non-consolidated Financial Statements attached to this

document consist of part of the documents that were audited by the Accounting Auditor in preparing their audit reports and the Audit and Supervisory Committee in preparing their audit report.

* If revisions to the matters for which measures for providing information in electronic format are to be taken arise, a notice of the revisions and the details of the matters before and after the revisions will be posted on each of the aforementioned websites.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

As its basic policy, the Company pays dividends based on the state of profits, taking into account capital adequacy from a long-term perspective, and it distributes profits giving consideration to factors including the dividend payout ratio, based on this policy.

The Company proposes the year-end dividend for the current fiscal year as follows, after comprehensive consideration of operating results for the current fiscal year, the future business environment and other factors.

1. Matters regarding year-end dividend

(1) Type of dividend property: Cash

(2) Dividend property allotment to shareholders and total amount thereof

Dividends per common share of the Company: ¥15

Total amount of dividends: \quad \text{\formula}721,595,475

By adding interim dividends that have already been paid (¥15 per share), the amount of annual dividends shall be ¥30 per share.

(3) Date of effectiveness of dividends: April 27, 2023

Proposal 2: Election of Six (6) Directors (Excluding Directors Serving on the Audit and Supervisory Committee)

The terms of office of all eight (8) Directors (excluding Directors serving on the Audit and Supervisory Committee; hereinafter the same shall apply in this proposal) will expire at the conclusion of this General Meeting of Shareholders. In that regard, the Company requests the election of six (6) Directors, lowering the number of Directors by two (2) to enable strategic and flexible decision making in the Board of Directors.

All three (3) Outside Directors serving on the Audit and Supervisory Committee have attended the Nominating and Compensation Advisory Committee's Meeting and provided their opinions regarding the nominations and compensation of Directors. In addition, the full-time Audit and Supervisory Committee Members confirmed the policy for candidate nominations, rationale of the compensation system, and specific methods employed to calculate compensation amounts, and then reported and discussed these matters at the Audit and Supervisory Committee. From this, as the Audit and Supervisory Committee, it was concluded that there was not any matter concerning the nominations and compensation of Directors that required special reporting at a General Meeting of Shareholders in accordance with the provisions of the Companies Act.

The candidates for Directors to be elected are as follows:

Candidate number	Name	Positions and areas of responsibility in the Company	Attribute of candidate	Number of Board of Directors meetings attended
1	Takashi Takahashi	President and Chief Executive Officer	Reelection	15/15
2	Osamu Kobayashi	Senior Managing Director in charge of Sales Operations In charge of Commercial and Other Facility Business	Reelection	15/15
3	Tomoo Morinaga	Director in charge of Production	Reelection	14/15
4	Toru Fukaya	Senior Councilor	New election	-
5	Tetsuo Tsukui	Senior Councilor	New election	-
6	Toshimasa Itaya	Outside Director	Reelection Outside Independent	15/15

Reelection: candidate for reappointment as Director

New election: new candidate for Director

Outside: candidate for Outside Director

Independent: Independent Officer as provided for by securities exchanges, etc.

	No. 1	Takashi Takahashi (September 9, 1955) Reelection							
	[Career summary, positions and areas of responsibility in the Company]								
	Apr. 1974 Joined the Company								
	Jun. 1999	999 Executive Officer and Senior Manager of First Public Space Dept. of Production Div.							
Number of the Company's shares held:	Apr. 2010	Director, Executive Officer and General Manager of Production Div. of Commercial Space Div.							
164,242 shares	Feb. 2013	Director in charge of Design and Production in general, and Quality, Technology, Safety and Business Partners							
Tenure as Director:	Feb. 2015	5 Managing Director in charge of Design and Production in general							
13 years	Feb. 2016	Executive Vice President							
Number of Board of	Apr. 2017								
Directors meetings	[Important concurrent positions]								
attended: 15/15	Not applicable								
13/13		nomination as Director							
	Mr. Takashi Takahashi has engaged in production work since joining the Company, served as department head in the production field, and then became a Director. Since assuming the post of Director, he has extended his knowledge on general management and in 2017 he assumed the post of President and Chief Executive Officer. Currently, he is striving to develop business by making the most of his experience. He is nominated again as a candidate for Director because he has abundant experience in the display business and insights into management.								
	No. 2	Osamu Kobayashi (June 19, 1959) Reelection							
	[Career summary, positions and areas of responsibility in the Company]								
	Apr. 1984	Joined the Company							
	Apr. 1999	99 Senior Manager of Sales Dept. 2 of Second Sales Div. of Sales Headquarters							
	Apr. 2006	•							
	Feb. 2008	General Manager of IMC Business Div.							
Number of the	Feb. 2015	General Manager of CS Business Unit							
Company's shares held: 30,804 shares	Apr. 2016	5							
Tenure as Director:	Feb. 2017	•							
7 years	Feb. 2019	Managing Director in charge of Commercial and Other Facility Business							
Number of Board of	Feb. 2021	Managing Director in charge of Sales Operations, in charge of Commercial and Other Facility Business							
Directors meetings attended:	Feb. 2022	Senior Managing Director in charge of Sales Operations, in charge of Commercial and Other Facility Business (current position)							
13/13	[Important concurrent positions]								
	Not applicable								
	Reasons for nomination as Director								
	Mr. Osamu Kobayashi has engaged in sales operations since joining the Company, served as the department head responsible for the promotion field, and then became a Director. Since assuming the post of Director, he has extended his knowledge on general management and has been working on enhancement of the commercial and other facility business. He is nominated again as a candidate for Director because he has abundant experience in the display business and insights into management.								

	No. 3	Tomoo Morinaga (April 9, 1963)	election							
	[Career summary, positions and areas of responsibility in the Company]									
	Apr. 1986 Joined the Company									
	Apr. 2006	Apr. 2006 General Manager of Production Div. 1								
N 1 Cd	Feb. 2008	. 2008 Deputy General Manager of IMC Business Div.								
Number of the Company's shares held:	Feb. 2013	Deputy General Manager of CS Business Unit								
15,298 shares	Feb. 2017	General Manager of Safety Technology Promotion Center								
Tenure as Director:	Apr. 2017	Director and General Manager of Safety/Technology Promotion Center, in charge of Production								
6 years	Feb. 2018	Director and General Manager of Technical Center, in charge of Pr	oduction							
Number of Board of	Feb. 2023	Director in charge of Production (current position)								
Directors meetings	[Important concurrent positions]									
attended: 14/15	Not applical	ble								
14/13	Reasons for nomination as Director									
	Mr. Tomoo Morinaga has engaged in production work since joining the Company, served as department head and then became a Director. Since assuming the post of Director, he has extended his knowledge on general management and has been working on enhancement of the production system (design and production), improvement of quality (design/production and construction) and productivity. He is nominated again as a candidate for Director because he has abundant experience and achievements in the production work and insights into management.									
	No. 4	Toru Fukaya (May 13, 1964)	v election							
	[Career summary, positions and areas of responsibility in the Company]									
	Apr. 1989 Joined the Company									
Number of the	Apr. 2006									
Company's shares held: 2,830 shares	Feb. 2012									
2,050 Shares	Feb. 2015	Feb. 2015 Deputy General Manager of CS Business Unit								
Tenure as Director:	Feb. 2017	General Manager of Commercial Space Business Unit								
– years	Feb. 2023 Senior Councilor (current position)									
Number of Board of	[Important concurrent positions]									
Directors meetings	Not applicable									
attended:	Reasons for nomination as Director									
	Mr. Toru Fukaya has engaged in sales operations since joining the Company, served as the department head, and then became the General Manager of Commercial Space Business Unit. He is newly nominated as a candidate for the Board of Directors because he has abundant experience and achievements in sales operations. We expect that he will be able to leverage his potential to improve sales and marketing activities for an early recovery of our business performance									

	No. 5	Tetsuo Tsukui (December 27, 1966) New election							
	[Career summary, positions and areas of responsibility in the Company]								
Number of the	Apr. 1989 Joined the Company								
Company's shares held: 3,306 shares	Feb. 2014	Senior Manager of Business Promotion Dept. of Business Management Div.							
3,500 shares	Feb. 2020	O General Manager of Corporate Planning Div.							
Tenure as Director:	Feb. 2023	Seb. 2023 Senior Councilor (current position)							
– years	[Important concurrent positions]								
Number of Board of	Not applicable								
Directors meetings	Reasons for nomination as Director								
attended:	Mr. Tetsuo Tsukui has engaged in information systems and business management operations since joining the Company, served as the department head, and then became the General Manager of Corporate Planning Div. He is newly nominated as a candidate for the Board of Directors because he has abundant experience and achievements in the sales operations and business management operations. We expect that he will be able to leverage his potential to improve the business process, reform the work style, etc. by utilizing digital technologies.								
	No. 6	Toshimasa Itaya (April 24, 1963) Reelection Outside Independent							
	[Career summary, positions and areas of responsibility in the Company]								
	Apr. 1989	Joined SHIMIZU CORPORATION							
Number of the Company's shares held:	Oct. 2000	Established Property Data Bank, Inc. and assumed President							
0 shares	Apr. 2021	Outside Director of the Company (current position)							
T. 0	Apr. 2022	Chairman of the Board, Property Data Bank, Inc. (current position)							
Tenure as Outside Director: 2 years	Apr. 2023	Visiting Professor, Graduate School of Creative Science and Engineering, Waseda University (current position)							
2 years	[Important concurrent positions]								
Number of Board of Directors meetings attended:	Chairman of the Board, Property Data Bank, Inc. Visiting Professor, Graduate School of Creative Science and Engineering, Waseda University								
15/15	Reasons for nomination as Outside Director and expected roles								
	as President Company w He is nomin provide advi	asa Itaya has abundant experience and broad insights into corporate management of Property Data Bank, Inc., and also has expertise in digital utilization that the ill promote in the future. ated again as a candidate for Outside Director in the expectation that he will be for the Company's management and contribute to improvement of the function of the Board of Directors, utilizing his experience and knowledge.							

- Notes: 1. No special interest exists between any of the above candidates for Directors and the Company.
 - 2. The number of Company's shares held indicates the number of shares held as of January 31, 2023. Also, the number of Company's shares held through Tanseisha Executive Stock Ownership Association is included.
 - 3. Mr. Toshimasa Itaya is a candidate for Outside Director.
 - 4. The Company has concluded agreements with Mr. Toshimasa Itaya to limit his damage compensation liabilities stipulated in Article 423, Paragraph 1 of the Companies Act, pursuant to Article 427, Paragraph 1 of the same act. The amount of the limitation on the damage compensation liabilities under the said agreement shall be the higher of ¥10 million or the minimum liability amount provided in Article 425, Paragraph 1 of the Companies Act. If his reelection is approved, the Company plans to renew the aforementioned agreements with him.
 - 5. The Company has reported Mr. Toshimasa Itaya as Independent Officer under the provisions set forth by the Tokyo Stock Exchange. When his reelection is approved, the Company will continue to appoint him as an Independent Officer.
 - 6. The Company has concluded a directors and officers liability insurance agreement with an insurance company. The agreement is scheduled to be renewed in May 2023. Of the candidates for Director put forward for in this proposal, those up for reelection are already insured persons under the insurance agreement, and they will continue to be insured persons after their election. The newly proposed candidates will become insured persons after their election. Overview of the insurance agreement is as described in "4.5 Overview of the Directors and Officers Liability Insurance Agreement" in the business report.

Proposal 3: Election of One (1) Director Serving on the Audit and Supervisory Committee

Mr. Hideshi Kawahara, Director serving on the Audit and Supervisory Committee will resign at the conclusion of this Ordinary General Meeting of Shareholders due to personal reasons. Therefore, the Company requests the election of one (1) new Director serving on the Audit and Supervisory Committee.

The Audit and Supervisory Committee has already given its consent to this proposal.

The candidate for Director serving on the Audit and Supervisory Committee to be elected is as follows:

	Hisayuki Todaka (November 24, 1957) New election						
	[Career summary, positions and areas of responsibility in the Company]						
	Apr. 1981 Joined the Company						
	Apr. 1999	99 Senior Manager of Corporate Planning Dept. of Corporate Planning Office					
	Feb. 2008	General Manager of Corporate Planning Div.					
Number of the Company's shares held:	Feb. 2014	General Manager of General Management Div.					
27,474 shares	Apr. 2015	Director in charge of Corporate Planning, General Management, Business Management and Groups in general					
Tenure as Director: 8 years	1 co. 2017 Managing Birector in charge of corporate Flamin						
Number of Board of	[Important concurrent positions]						
Directors meetings	Not applicable						
attended:	Reasons for nomination as Director						
15/15	Mr. Hisayuki Todaka has engaged mainly in management work for the Group in the corporate planning department since joining the Company, served as the department head supervising the entire administration department, and then became a Director. Since assuming the post of Director, he has extended his knowledge on general management and has been working on enhancement of management work for the whole Group. Therefore, the Company has nominated him as a candidate for Director serving on the Audit and Supervisory Committee in the expectation that, in the future, he will contribute to the enhancement of the Company's corporate governance by participating in the management from the standpoint of Director serving on the Audit and Supervisory Committee.						

Notes: 1. No special interest exists between the above candidate and the Company.

- 2. The number of Company's shares held indicates the number of shares held as of January 31, 2023. Also, the number of Company's shares held through Tanseisha Executive Stock Ownership Association is included.
- 3. The Company has concluded a directors and officers liability insurance agreement with an insurance company. The agreement is scheduled to be renewed in May 2023. The candidates for Director serving on the Audit and Supervisory Committee put forward for in this proposal are already insured persons under the insurance agreement, and they will continue to be insured persons after their election. Overview of the insurance agreement is as described in "4.5 Overview of the Directors and Officers Liability Insurance Agreement" in the business report.
- 4. When the election of Mr. Hisayuki Todaka is approved, the Company will conclude an agreement with him to limit his damage compensation liabilities stipulated in Article 423, Paragraph 1 of the Companies Act, pursuant to Article 427, Paragraph 1 of the same act. The amount of the limitation on the damage compensation liabilities under the said agreement shall be the higher of ¥10 million or the minimum liability amount provided in Article 425, Paragraph 1 of the Companies Act.

Expected Roles as Members of the Board of Directors after This General Meeting of Shareholders

		Expected Roles as Members of the Board of Directors									
Position	Name	Corporate management	Finance and accounting	Human resources development	Risk management and compliance	Social environment and safety	Digital advanced technology	Sales	Creative design	Quality and technical production	Audit and supervision
Chairman of the Board	Takashi Takahashi	0			0						
President and Chief Executive Officer	Osamu Kobayashi	0		0	0			0			
Director	Tomoo Morinaga	\circ				\circ	\circ		\circ	0	
Director	Toru Fukaya	\circ						\bigcirc			
Director	Tetsuo Tsukui	0	0	0	0	0	\bigcirc				
Outside Director	Toshimasa Itaya	\circ					\circ				0
Full-Time Audit and Supervisory Committee Member	Hisayuki Todaka		0		0						0
Audit and Supervisory Committee Member (Outside Director)	Yumiko Niijima				0						0
Audit and Supervisory Committee Member (Outside Director)	Kiyonobu Yoshii		0		0						0
Audit and Supervisory Committee Member (Outside Director)	Kotaro Makihara		0		0						0

[Reference]

In addition to the independence standards stipulated by the Tokyo Stock Exchange, the Company has established its "Standards on the Independence of Outside Directors" as follows.

Standards on the Independence of Outside Directors

A person shall be deemed as lacking independence if any of the conditions listed hereafter apply with respect to that individual, in addition to the independence standards stipulated by the Tokyo Stock Exchange:

- 1. A person to whom any of the following, (1) to (8), apply at the time he or she is to have gained appointment as a Director:
 - (1) A major shareholder of the Company (a shareholder whose holding ratio of voting rights is 10% or more of the total voting rights), or the business executor thereof;
 - (2) A business counterparty of the Company whose business transactions with the Company exceed 1% of its consolidated net sales for the most recent fiscal year, or a business executor thereof:
 - (3) A party whose business counterparty is the Company and whose business transactions with the Company exceed 1% of its annual net sales for the most recent fiscal year, or a business executor thereof:
 - (4) A financial institution that the Company largely depends on for fund procurement operations, with largely no alternative source of business, or a business executor thereof;
 - (5) A certified public accountant or an employee, partner or staff member of an auditing firm that acts as the Company's accounting auditor;
 - (6) A business executor of an organization that received donations or subsidies from the Company exceeding ¥10 million during the most recent fiscal year;
 - (7) An attorney-at-law, certified public accountant, tax accountant or outside consultant who receives from the Company a financial sum or other economic benefit of ¥10 million or more for a purpose other than officer remuneration paid by the Company, or;
 - (8) A person affiliated with a law firm, auditing firm, tax accounting firm, or outside consulting firm that receives payment amounting to 1% or more of their annual consolidated net sales from the Company;
- 2. A person to whom any of the aforementioned, (1) to (6), have applied at any time over the past ten years, or;
- 3. A person whose length of service as an Outside Director of the Company exceeds six years. At the time these Standards on Independence were formulated, the calculation of the length of service of a person appointed as an Outside Director of the Company, shall treat the date of the formulation of these Standards on Independence as the starting time.