

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.

Securities code: 3156  
June 7, 2021

To our shareholders:

Toshihiko Inaba  
Representative Director  
**Restar Holdings Corporation**

6-5, Higashi Shinagawa 3-chome, Shinagawa-ku, Tokyo

## **Notice of Convocation of the 2nd Ordinary General Meeting of Shareholders**

Restar Holdings Corporation (hereinafter referred to as “the Company”) will hold its 2nd Ordinary General Meeting of Shareholders as explained below.

Currently we believe that we are at a crucial stage in the effort toward completely and thoroughly containing the spread of the novel coronavirus disease (COVID-19). Based on this, after careful consideration, the Company has decided that it is necessary to significantly reduce the scale of this General Meeting of Shareholders.

As a result, the Company will hold this General Meeting of Shareholders at the Head Office of the Company, and to mitigate the risk of infections, the distance between each seat will be increased at the venue. We will therefore only have 20 seats available. Seats will be offered on a first-come-first-served basis, and we may restrict entry if the number of visitors exceeds the number of seats available. We humbly ask for the patience and understanding of all shareholders in this regard.

From the perspective of preventing the spread of COVID-19 infection, we request all shareholders to exercise their voting rights in advance in writing or via the Internet, and refrain from attending in person on the day of the Meeting regardless of their current health condition.

The Company will accept advance questions from shareholders as described below and explain matters of great interest to shareholders during the Meeting, all of which will be made available on the Company’s website at a later date.

### **[Exercising voting rights in writing]**

Please indicate your approval or disapproval for each of the proposals on the enclosed form and return it to the Company no later than 5:30 PM on Monday, June 21, 2021 (JST).

### **[Exercising voting rights via the Internet]**

Please access our designated voting website (<https://evote.tr.mufg.jp/>) by entering the login ID and temporary password printed on the enclosed form for exercising voting rights and follow the on-screen instructions to enter your approval or disapproval for each of the proposals no later than 5:30 PM on Monday, June 21, 2021 (JST).

In addition, if using the Internet to exercise your voting rights, we request that you kindly check “Instructions on Exercising your Voting Rights via the Internet” in “Instructions on Exercising your Voting Rights” (Japanese only).

- 1. Date and Time:** 10:00 AM on Tuesday, June 22, 2021 (JST) (Reception desk is scheduled to open at 9:30AM)
- 2. Venue:** Floor B1, Head Office Building, Restar Holdings Corporation  
6-5, Higashi Shinagawa 3-chome, Shinagawa-ku, Tokyo

### **3. Agenda:**

#### **Matters to be reported:**

1. Business Report for the 12th fiscal year (April 1, 2020 to March 31, 2021), Consolidated Financial Statements and audit reports on the Consolidated Financial Statements from the Financial Auditor and the Audit and Supervisory Committee
2. Report on Non-consolidated Financial Statements for the 12th fiscal year (April 1, 2020 to March 31, 2021)

#### **Matters to be resolved:**

- Proposal No. 1:** Election of Seven Directors (Excluding Directors Who are Audit and Supervisory Committee Members)
- Proposal No. 2:** Election of One Director Who is an Audit and Supervisory Committee Member

**4. Instructions on Exercising Voting Rights**

Please refer to the “Instructions on Exercising your Voting Rights” (Japanese only).

**5. Instructions on the Acceptance of Questions Beforehand**

On the Company’s website (<https://www.en.restargp.com/>), please click CONTACT, go to Other Inquiries -> IR, click “inquiry” and submit your question.

- In the event of revisions to the Reference Materials for the General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements or the Consolidated Financial Statements, the revised documents will be made available on the Company’s website.

The Company’s website (<https://www.restargp.com/>)

## Reference Materials for the General Meeting of Shareholders

### Proposals and reference matters

**Proposal No. 1:** Election of Seven Directors (Excluding Directors Who are Audit and Supervisory Committee Members)

At the conclusion of this General Meeting of Shareholders, the terms of office of all four Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire. Therefore, to strengthen the management system, the Company proposes that seven Directors be elected.

This proposal has been reviewed by the Audit & Supervisory Committee and the candidates for Director herein proposed have been deemed to be suitable.

The candidates for Director are as follows.

Candidate No.	Name	Positions and responsibilities within the Company	
1	Kunihiro Konno	Representative Director and CEO	Reelection
2	Tadahito Takahashi	—	New election
3	Jun Ozaki	Representative Director	Reelection
4	Junichi Kaji	—	New election
5	Takechiyo Tanaka	—	New election
6	Rintaro Miyoshi	Representative Director	Reelection
7	Hideya Yamaguchi	—	New election

Reelection: Candidate for reelection as Director

New election: Candidate for new election as Director

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities within the Company		Number of shares of the Company owned
1	Kunihiro Konno (July 15, 1940) Reelection	<p>Apr. 1987      Established VITEC CO., LTD. (VITEC HOLDINGS CO., LTD.)            President, VITEC CO., LTD.</p> <p>Nov. 1996      Senior Vice President, Member of the Board and Counselor (<i>soudanyaku</i>), VITEC CO., LTD.</p> <p>June 2003      Special Advisor, VITEC CO., LTD.</p> <p>June 2012      Chairman, VITEC CO., LTD.</p> <p>Apr. 2013      Chairman &amp; President, VITEC CO., LTD.</p> <p>Jan. 2018      President, VITEC GLOBAL ELECTRONICS CO., LTD. (currently Restar Electronics Corporation)</p> <p>Apr. 2018      Chairman &amp; Representative Director, Vitec Vegetable Factory Co., Ltd.</p> <p>Aug. 2018      Chairman &amp; Member of the Board, Vitec Vegetable Factory Co., Ltd.</p> <p>Apr. 2019      Chairman and CEO, the Company</p> <p>Apr. 2020      Representative Director and CEO, the Company (present post)</p> <p>[Significant concurrent positions outside the Company] None.</p>		3,225
<p>[Reasons for nomination]</p> <p>Mr. Kunihiro Konno has worked in the electronics industry for many years. With his managerial experience and achievements, the Company believes that he will be able to continue to appropriately perform his duties as a Director in the overall management of the Group.</p> <p>[Special interest between the candidate and the Company]</p> <p>There are no significant conflicts of interest.</p>				

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities within the Company		Number of shares of the Company owned	
2	Tadahito Takahashi (October 24, 1948) New election	Oct. 1982	Founded PALTEK Corporation as President and Representative Director	0	
		Mar. 2012	Chairman and Representative Director, PALTEK Corporation		
Feb. 2021 President and Representative Director, PALTEK Corporation (present post) [Significant concurrent positions outside the Company] President and Representative Director, PALTEK Corporation					
3	Jun Ozaki (September 21, 1952) Reelection	Apr. 1977	Joined Matsushita Electric Industrial Co., Ltd. (currently Panasonic Corporation)	1,231	
		Sept. 2008	Joined Kyoshin Communications Co., Ltd. (currently Restar Communications Co., Ltd.)		
Jan. 2009 June 2015 Director, Kyoshin Communications Co., Ltd. Senior Managing Director, Kyoshin Communications Co., Ltd. Sept. 2016 President, Kyoshin Communications Co., Ltd. (present post) July 2018 Executive Officer, the Group Apr. 2020 Senior Executive Officer, the Company June 2020 Representative Director, the Company (present post) [Significant concurrent positions outside the Company] President, Restar Communications Co., Ltd.					
[Reasons for nomination] Mr. Jun Ozaki has worked in the electronics industry for many years, and as Director, he possesses a wealth of managerial experience and broad knowledge about the Group's electronic equipment business, and the Company believes that he will be able to appropriately perform his duties as a Director. [Special interest between the candidate and the Company] There are no significant conflicts of interest.					

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities within the Company			Number of shares of the Company owned
4	Junichi Kaji (October 26, 1955) New election	May 1984  July 2007  Sept. 2010  July 2013  Apr. 2020  Oct. 2020	Joined Molex Japan Co., Ltd. (currently Molex Japan LLC)  Vice President of Global Sales and Marketing, Molex Japan Co., Ltd.  Worked for US Head Office of Molex, LLC as COO Adviser  Senior Vice President and President of Micro Products Division, Molex LLC President, Molex Japan Co., Ltd.  Joined the Advisory Board, the Company  Senior Executive Officer, the Company (present post)  President, Vitec Vegetable Factory Co., Ltd. (present post)	[Significant concurrent positions outside the Company] President, Vitec Vegetable Factory Co., Ltd.	275
[Reasons for nomination]					
Mr. Junichi Kaji has worked for an electronics manufacturer for many years. Based on his broad knowledge and managerial experience, he has been working to establish foundations for expanding the plant factory business, while participating in the Group business collaboration, and the Company believes that he will be able to appropriately perform his duties as a Director.					
[Special interest between the candidate and the Company]					
There are no significant conflicts of interest.					
5	Takechiyo Tanaka (December 8, 1955) New election	Apr. 1978  Apr. 2004  Apr. 2006  Apr. 2010  Apr. 2014  Apr. 2018  Jan. 2021  Mar. 2021	Joined Sumitomo Corporation  General Manager, Human Resources Department, Sumitomo Corporation  Corporate Officer, Sumitomo Corporation President, Sumitomo Australia Pty Ltd  Corporate Officer, General Manager, Global Strategy & Coordination Department, Sumitomo Corporation  Corporate Officer, Assistant General Manager for Middle East, Sumitomo Corporation President, Sumitomo Corporation Iran, Ltd.  Assistant General Manager for Japan Region and Deputy General Manager, Kansai Office, Sumitomo Corporation  Joined the Company  Senior Executive Officer, the Company (present post)	[Significant concurrent positions outside the Company] None.	0
[Reasons for nomination]					
Mr. Takechiyo Tanaka has been nominated due to the Company's belief that the participation in management of the candidate with such abundant experience and insights through a career including important posts relating to personnel affairs and overseas operation at general trading companies will contribute to the strengthening of the Group's management strategy and staffing strategy.					
[Special interest between the candidate and the Company]					
There are no significant conflicts of interest.					

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities within the Company		Number of shares of the Company owned
6	Rintaro Miyoshi (May 4, 1957) Reelection	<p>Apr. 1981      Joined Sony Corporation</p> <p>Apr. 2003      General Manager, Corporate Planning Division, Headquarters, Sony Corporation</p> <p>June 2004      EVP and CFO, Sony Electronics Inc. (United States)</p> <p>Sept. 2010      VP, General Manager, Transformation Management Office, Sony Corporation</p> <p>Apr. 2012      VP, General Manager, Corporate Planning Division, Digital Imaging Business Headquarters, Sony Corporation</p> <p>Apr. 2014      VP, Sony Corporation, and Director and CFO, Sony (China) Limited</p> <p>Sept. 2017      Special Advisor, the Company</p> <p>Oct. 2017      Group Senior Executive Officer, CFO, in charge of Administrative Divisions, the Group</p> <p>June 2018      Director (in charge of Administration), CFO, the Company</p> <p>Apr. 2019      Senior Managing Director, Executive Officer, the Company</p> <p>Apr. 2020      Representative Director, the Company (present post)</p> <p>[Significant concurrent positions outside the Company] None.</p>		5,732
<p>[Reasons for nomination]</p> <p>Mr. Rintaro Miyoshi has been nominated due to the Company's belief that the participation in management of the candidate with such abundant experience and insights through a career including important posts relating to corporate planning and CFO at a global electronics company will contribute to the strengthening of the Group's management strategy and financial strategy.</p> <p>[Significant conflicts of interest between the candidate and the Company]</p> <p>There are no significant conflicts of interest.</p>				

Candidate No.	Name (Date of birth)	Career summary, positions and responsibilities within the Company		Number of shares of the Company owned
7	Hideya Yamaguchi (April 21, 1959) New election	<p>Apr. 1982      Joined TOSHIBA CORPORATION</p> <p>Apr. 2000      Vice President, Toshiba Europe Electronic Components, Inc.</p> <p>June. 2005     Vice President, Toshiba America Electronic Components, Inc.</p> <p>June 2012     President, Toshiba America Electronic Components, Inc.</p> <p>June 2016     President and CEO, TOSHIBA DEVICE CORPORATION</p> <p>Oct. 2019     Managing Executive Officer, the Company Executive Vice President, Restar Electronics Corporation</p> <p>Apr. 2020     Senior Managing Executive Vice President, Restar Electronics Corporation</p> <p>Oct. 2020     Senior Executive Officer, the Company (present post) President, Restar Electronics Corporation (present post)</p> <p>Jan. 2021     President, Restar Castec Corporation (present post)</p> <p>[Significant concurrent positions outside the Company] President, Restar Electronics Corporation President, Restar Castec Corporation</p>		1,275
<p>[Reasons for nomination]</p> <p>Mr. Hideya Yamaguchi has worked in the electronics industry for many years and possesses broad knowledge and managerial experience. With his experience as a device business manager of the Group and efforts to generate synergies from Group businesses, the Company believes that he will be able to appropriately perform his duties as a Director.</p> <p>[Special interest between the candidate and the Company]</p> <p>There are no significant conflicts of interest.</p>				

(Note) The Company has entered into a Directors and Officers liability insurance contract as stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The policy covers attorneys' fees in relation to litigations and damage payments to be borne by insured persons arising from third party litigations. Each of the candidates will be included as insured persons under the insurance contract.

**Proposal No. 2:** Election of One Director Who is an Audit and Supervisory Committee Member

The Company proposes that one Director who is an Audit and Supervisory Committee Member be elected, increasing the number of Directors who are Audit and Supervisory Committee Members by one, in order to strengthen its audit system.

The consent of the Audit and Supervisory Committee has been obtained for this proposal.

The candidate for Director who is an Audit and Supervisory Committee Member is as follows.

Name	Positions and responsibilities within the Company	
Miki Suzuki	–	New election Outside Independent

New election: Candidate for new election as Director

Outside: Candidate for Outside Director

Independent: Independent Director

Name (Date of birth)	Career summary, positions and responsibilities within the Company	Number of shares of the Company owned
Miki Suzuki (May 31, 1972) New election	<p>Apr. 1999      Joined KOHWA SOHGOH LAW OFFICES</p> <p>Apr. 2004      Partner, KOHWA SOHGOH LAW OFFICES (present post)</p> <p>Apr. 2008      Member, Bidding and Contract Optimization Investigation Committee, Ministry of Justice (present post)</p> <p>Apr. 2010      Part-time Lecturer, Keio University Law School (present post)</p> <p>Oct. 2016      Part-time Judge, The Tokyo Family Court</p> <p>Feb. 2017      Outside Auditor, Towa House Co., Ltd. [Significant concurrent positions outside the Company] Partner, KOHWA SOHGOH LAW OFFICES Member, Bidding and Contract Optimization Investigation Committee, Ministry of Justice Part-time Lecturer, Keio University Law School</p>	0

[Reasons for nomination and outline of expected roles]

Ms. Miki Suzuki possesses expert knowledge, experience, and the like as a lawyer and is expected to provide appropriate advice from an objective standpoint. The Company expects that she will further strengthen the corporate governance of the Company and provide audit of and advice, etc. for the Directors' execution of duties from a professional viewpoint. Although she has not previously been involved in corporate management other than as an Outside Officer, for the reasons stated above she is deemed able to appropriately perform her duties as an Outside Director.

[Special interest between the candidate and the Company]

There are no significant conflicts of interest.

(Notes) 1. Ms. Miki Suzuki is a candidate for Outside Director.

2. If Ms. Miki Suzuki assumes the position of Director who is an Audit and Supervisory Committee Member, the Company intends to conclude a liability limitation contract with her pursuant to Article 427, Paragraph 1 of the Companies Act such that her liability for damages outlined under Article 423, Paragraph 1 of the same act shall be limited to the minimum liability amount stipulated in Article 425, Paragraph 1 of the same act.
3. Ms. Miki Suzuki meets the requirements for independence according to the rules of the Tokyo Stock Exchange. If her election is approved, the Company intends to notify the aforementioned exchange that she is being designated as an Independent Director. Furthermore, the Company's criteria for determining independence of Outside Directors is appended for your reference.
4. The Company has entered into a Directors and Officers liability insurance contract as stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The policy covers attorneys' fees in relation to litigations and damage payments to be borne by insured persons arising from third party litigations. The candidate will be included as an insured person under the insurance contract.

[Reference: Criteria for determining independence]

In cases in which the Company determines that an Outside Director or a candidate for Outside Director does not fall into any of the following categories, it considers the Outside Director or candidate for Outside Director to have independence from the Company.

1. Person who is a business executive<sup>\*1</sup> of the Company or of an affiliate of the Company (collectively, “the Group”), or who has within the past 10 years been a business executive of the Group;
2. Major customer of the Group<sup>\*2</sup>, or business executive of the same;
3. Person for whom the Group is a major customer<sup>\*3</sup>, or business executive of the same;
4. Major lender of the Group<sup>\*4</sup>, or business executive of the same;
5. Shareholder, or business executive of the same, who hold 10% or more of the total voting rights of the Company, either directly or indirectly;
6. Business executive of companies of which 10% or more of the total voting rights are held by the Group, either directly or indirectly;
7. Person belonging to audit corporation that is a Financial Auditor to the Company or to consolidated subsidiaries of the Company;
8. Person such as consultant, certified public accountant, lawyer, etc. that offer specialist services and receive large sums<sup>\*5</sup> of money or other assets, excluding officer’s remuneration, from the Group (in cases where the person receiving said assets is a corporate, a union or other organization, a person belonging to said organization);
9. Person receiving large sums of money in donations or subsidies from the Group (in cases where the person receiving said donations or subsidies is a corporate, a union or other organization, operating officer belonging to said organization);
10. Business executive of companies at which business executive of the Group serve as Outside Director or Outside Auditor;
11. Person falling into any of categories 2 to 8 within the past 3 years; and,
12. In cases where a person falling into any of categories 1 to 8 or 11 is a significant person<sup>\*6</sup>, the spouse of that person and their relatives up to the second degree of kinship.

\*1: “Business executive” shall mean an Executive Director, Operating Officer or Executive Officer, or any other person or employee, of a corporation or other organization.

\*2: “Major customer of the Group” shall mean a person who has paid an amount equivalent to 2% or more of the Company’s annual consolidated net sales to the Group in the most recent business year.

\*3: “Person for whom the Group is a major customer” shall mean a person that has received an amount equivalent to 2% or more of their annual consolidated net sales from the Group in the most recent business year.

\*4: “Major lender of the Group” shall mean a person who has provided financing equivalent to 2% or more of the consolidated total assets of the Group at the end of the most recent business year.

\*5: “Large sums” shall mean 10 million yen or more annually in the case of an individual, and 2% or more of annual consolidated net sales or total income in the case of an organization, such as a corporation or a union.

\*6: “Significant person” shall mean a member of upper management, such as an Executive Director, Operating Officer, Executive Officer or General Manager, and in the case of organizations other than companies, persons belonging to said organization.