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June 6, 2022

Dear Sir or Madam,

Company Name	Restar Holdings Corporation (Code: 3156 Tokyo Stock Exchange Prime Market)
Name of Representative	Rintaro Miyoshi, Representative Director
Contact Information	Susumu Nishima, Managing Executive Officer (Tel.: 03-3458-4619)

Notice Concerning the Establishment of the Special Investigation Committee and the Policy of Holding the Adjourned Meeting of the Ordinary General Meeting of Shareholders for the 13th Fiscal Year

This is to notify you that it was discovered that an overseas subsidiary of our company engaged in transactions suspected of being a compliance violation, and that a resolution was made at the meeting of the Board of Directors held today to the effect that we will establish a special investigation committee and commence an investigation, and also on the policy of holding an adjourned meeting for the ordinary general meeting of shareholders for the 13th fiscal year.

We deeply apologize to our shareholders, business partners, and the concerned parties for causing great concern and inconvenience.

1. Establishment of the Special Investigation Committee

Since a suspicion of a compliance violation arose in some of the transactions at an overseas subsidiary of our company (its ratio of sales to consolidated net sales for the fiscal year ended March 2021 is less than 1%) (hereinafter referred to as this “Case”), our company conducted an internal investigation, and it was found that there was a possibility of lost earnings in transactions with local companies conducted by the relatives of employees.

Our company has determined that it is necessary to further investigate the facts of this Case and understand the actual situation on the existence of events similar to this Case, etc. and decided to establish a special investigation committee consisting of outside experts, etc. as of today in order to conduct a fair and appropriate investigation.

Our company will fully cooperate with the investigation by the special investigation committee and will promptly disclose the results of the investigation conducted by the said committee upon receipt.

2. Composition and Purpose of the Special Investigation Committee

Special Investigation Committee

Chairperson: Haruka Matsuyama (outside Director of our company (Audit and Supervisory Committee Member), attorney-at-law, Hibiya Park Law Offices)

Member: Naofumi Ogawa (attorney-at-law, Hibiya Park Law Offices)

Member: Ken Arahari (certified public accountant, EY Forensic & Integrity LLC)

Member: Toraki Inoue (certified public accountant, Accounting Advisory Co., Ltd.)

Purpose of the Investigation

- (1) Investigation of the facts of this Case
- (2) Investigation of the existence of events similar to this Case
- (3) If this Case is found to be true, calculation of the amount of effect thereof
- (4) If this Case is found to be true, investigation of the cause and recommendation of measures to prevent recurrence
- (5) Preparation of an investigation report based on the results of implementation of the matters set forth in the above items and submission of the investigation report to our company
- (6) Other matters deemed necessary by the investigation committee

3. Reasons for Deciding the Policy of Holding the Adjourned Meeting for the Ordinary General Meeting of Shareholders

Our company was planning to report to shareholders in the Ordinary General Meeting of Shareholders for the 13th fiscal year to be held on June 30, 2022 (hereinafter referred to as “the OGM”) the matters to be reported, among the agenda items, “Business Report for the 13th Fiscal Year (April 1, 2021 to March 31, 2022), Consolidated Financial Statements and Audit Reports on the Consolidated Financial Statements from the Financial Auditor and the Audit and Supervisory Committee,” and “Report on Non-consolidated Financial Statements for 13th Fiscal Year (April 1, 2021 to March 31, 2022)” (hereinafter collectively referred to as the “Financial Reports for the 13th Fiscal Year”).

However, as a result of the establishment of the special investigation committee as described in “1. Establishment of the Special Investigation Committee” above, , it would take a considerable amount of time for investigation by the committee, and its subsequent closing processes and audit procedures by the Financial Auditor. Accordingly, we failed to prepare the Business Report, Consolidated Financial Statements, Non-consolidated Financial Statements, and Audit Reports, etc. for the 13th fiscal year that should be attached to the notice of the OGM, and we failed to provide the Financial Reports for the 13th Fiscal Year in the OGM.

In line with this, our Company will hold an adjourned meeting separately from the OGM (hereinafter referred to as the “Adjourned Meeting”), where we will provide the Financial Reports for the 13th Fiscal Year. We would like to request the shareholders to leave the date, time, and venue for the Adjourned Meeting entirely to the Board of Directors (hereinafter referred to as the “Proposal”). We will place the Proposal before all shareholders in the OGM.

Upon the approval on the Proposal in the OGM by the shareholders, our Company will send a separate notice of

the Adjourned Meeting to all shareholders beforehand, and we hold the Adjourned Meeting.

Please note that the Adjourned Meeting comprises a part of the OGM; therefore, the shareholders who may attend the Adjourned Meeting must be the same shareholders as those with voting rights in the OGM.

4. Summary of Holding of the 13th Fiscal Year Ordinary General Meeting of Shareholders

(1) Date and time: 10 a.m. on June 30, 2022 (Thursday)

(2) Place: 3-6-5 Higashi-Shinagawa, Shinagawa-ku, Tokyo

The first basement floor of the headquarters building of Restar Holdings Corporation

(3) Agenda:

Matters to be reported

1. Business Report for the 13th Fiscal Year (April 1, 2021 to March 31, 2022), 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 13th Fiscal Year (April 1, 2021 to March 31, 2022)

*These matters to be reported will not be presented at the General Meeting but will be presented at the Adjourned Meeting.

Matters to be resolved

Proposal 1 Partial Amendments to the Articles of Incorporation

Proposal 2 Election of Three Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

Proposal 3 Election of Five Directors Who Are Audit and Supervisory Committee Members

5. Summary of Holding of the Adjourned Meeting

At the ordinary general meeting of shareholders for the 13th fiscal year, our company plans to adopt a resolution of “adjournment” of the general meeting of shareholders in accordance with Article 317 of the Companies Act. A summary of holding of the adjourned meeting based on such resolution is as follows.

(1) Date and place: The date and place of the Adjourned Meeting will be announced promptly after determination after the Proposal is approved at the General Meeting.

(2) Agenda:

Matters to be reported

1. Business Report for the 13th Fiscal Year (April 1, 2021 to March 31, 2022), 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 13th Fiscal Year (April 1, 2021 to March 31, 2022)