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Securities Code: 8804
March 3, 2020

To Those Shareholders with Voting Rights:

Hitoshi Nomura
Representative Director,
President and Chief Executive Officer
Tokyo Tatemono Co., Ltd.
9-9 Yaesu 1-Chome, Chuo-ku, Tokyo

NOTICE OF THE 202nd ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 202nd Ordinary General Meeting of Shareholders of Tokyo Tatemono Co., Ltd. (hereinafter “the Company”). The meeting will be held as described below.

If you are unable to attend the meeting, you are asked to review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m., Tuesday, March 24, 2020, by either one of the following methods indicated on the next page.

Date and Time: 10:00 a.m., Wednesday, March 25, 2020 (Reception starts at 9:00 a.m.)

Place: Tokyo Convention Hall, 5F Tokyo Square Garden
1-1 Kyobashi 3-Chome, Chuo-ku, Tokyo

Agenda of the Meeting:
Matters to be reported: The Business Report, the Consolidated Financial Statements and the Non-Consolidated Financial Statements for the 202nd Fiscal Term (from January 1, 2019 to December 31, 2019), as well as the results of audits by the Accounting Auditor and Audit and Supervisory Board of the Consolidated Financial Statements

Proposals to be resolved:

Proposal No. 1 Appropriation of Surplus
Proposal No. 2 Election of Two (2) Audit and Supervisory Board Members
Proposal No. 3 Election of One (1) Substitute Audit and Supervisory Board Member

Guide to Exercise of Voting Rights

If you are attending the General Meeting of Shareholders

Please present the enclosed Voting Rights Exercise Form at the reception desk of the venue.

Please bring this booklet with you for your reference.

Date/time of convocation of the General Meeting of Shareholders 10:00 a.m., Wednesday, March 25, 2020

If you wish to exercise your voting rights by proxy, you may appoint one other shareholder who owns the Company's voting shares as your proxy; in such case, however, the submission of a document proving your authorization of said shareholder as your proxy is required.

The meeting will be held in Japanese. Please be informed that the Company will not be arranging for an interpreter to be present.

Exercise of voting rights in writing (by postal mail)

Please return the enclosed Voting Rights Exercise Form indicating your approval or rejection of the proposals to be made at the above meeting, so that the Company receives it by the exercise deadline.

Exercise deadline Form must arrive by 5:30 p.m., Tuesday, March 24, 2020

Exercise of voting rights by electromagnetic means (via the Internet, etc.)

If you wish to exercise your voting rights via the Internet, please refer to the next page, follow the instructions on the screen, and indicate your approval or rejection of the proposal.

Exercise deadline 5:30 p.m., Tuesday, March 24, 2020

“*Net de Shoshu*” (Japanese only)

The main content of this Notice is available on your PC/smartphone.

Access the website below or scan the QR code to access the website to read the Notice.

<https://s.srdb.jp/8804/>



In the event that you exercise your voting rights both by electromagnetic means (via the Internet, etc.) and by returning the Voting Rights Exercise Form, only those votes cast via the Internet, etc., shall be deemed effective. In the event that you exercise your voting rights more than once via the Internet, etc., only the last cast vote shall be deemed effective.

Disclosure via the Internet on our website (<https://www.tatemono.com/ir/>)

- Of the documents that should be attached to this Notice, Matters Related to Subscription Rights to Shares and Overview of the Structures to Ensure Appropriateness of Business Operations and Operational Status in the Business Reports, Consolidated Statements of Changes in Shareholders' Equity and Notes to Consolidated Financial Statements in the Consolidated Financial Statements, and Statements of Changes in Shareholders' Equity and Notes to Non-Consolidated Financial Statements in the Non-Consolidated Financial Statements are posted on our website (<https://www.tatemono.com/ir/>) (available in Japanese only) in accordance with the laws and regulations and Article 16 of the Articles of Incorporation of the Company, and not included in the attached documents related to matters to be reported. The documents provided on our website above have been audited as part of the Business Report, Consolidated and Non-Consolidated Financial Statements when the Audit Report was prepared by the Audit and Supervisory Board Members or by the Audit and Supervisory Board Members and the Accounting Auditor.

- After preparation of this document, in the event that changes are made to any of the Reference Documents for the General Meeting of Shareholders, Business Reports, or Consolidated and Non-Consolidated Financial Statements, the amended documents will be posted on our website mentioned above.
- The voting results on the resolutions of this General Meeting of Shareholders shall be posted on our website mentioned above.

Exercise of Voting Rights via the Internet

1. Using “Smart Exercise” by scanning the QR code

“Smart Exercise”

No need to enter the code for exercising voting rights (ID) or the password

Voting Rights Exercise Form (front)

Please scan the QR Code* printed on the right-hand side of the enclosed Voting Rights Exercise Form with your smartphone etc., access the “Smart Exercise” website designated by the Company, follow the instructions on the screen, and indicate your approval or rejection of the proposal.

If you wish to change your vote after exercising your voting rights by “Smart Exercise,” follow the method described in 2. below and change your vote.

2. Entering the code for exercising voting rights (ID) and the password

<https://soukai.mizuho-tb.co.jp/>

1. Access the designated website for exercising voting rights (URL indicated above).

Click “Proceed.”

2. Log in.

Enter the code for exercising voting rights (ID) and the password printed on the right-hand side of the reverse side of the enclosed Voting Rights Exercise Form.

You will be asked to change your password when you log in for the first time.

Then, follow the instructions on the screen, and indicate your approval or rejection of the proposal.

- The code for exercising voting rights (ID) and password (including your chosen password) shall be effective only for this General Meeting of Shareholders. At the time of the next General Meeting of Shareholders, a new code and password will be issued.
- Since the password is a means to confirm that the person exercising voting rights is the relevant shareholder, please handle it with care. The Company or the shareholder register administrator will not contact you to ask for your password.
- If you enter your password incorrectly a certain number of times, you will no longer be able to use it. If this occurs, please complete the procedures indicated in the guidance on the screen.

Inquiries

If you have any inquiries, please contact **the Securities Agent Department of Mizuho Trust & Banking Co., Ltd.**, which is the Company’s shareholder register administrator, as shown below.

- Inquiries regarding operation of Smart Exercise and the website for exercising voting rights:

Tel: 0120-768-524 (toll free only from Japan) (Business hours: 9:00 a.m. to 9:00 p.m. on weekdays)

- Inquiries regarding share procedures other than the above:

Tel: 0120-288-324 (toll free only from Japan) (Business hours: 9:00 a.m. to 5:00 p.m. on weekdays)

*The “QR Code” is a registered trademark of DENSO WAVE INCORPORATED.

(Reference) Institutional investors may use the platform operated by ICJ, Inc. to electronically exercise the voting rights for this General Meeting of Shareholders.

Reference Documents for General Meeting of Shareholders

Proposal and references

Proposal No. 1: Appropriation of Surplus

The Company's basic policy regarding profit distribution is to steadily maintain and improve its dividend payout ratio while comprehensively accounting for future operations, business expansion, and business outlook, as well as to enhance retained earnings to be used for reinvestment for improving its corporate value. Also, the Company aims to provide a dividend payout ratio of around 30%.

The business environment is expected to remain unpredictable moving forward. However, the following year-end dividends for this fiscal term are proposed in consideration of the above policy and the business performance for the term.

The Company's baseline dividend payout ratio for the period covered by the medium-term business plan (the fiscal term ending December 31, 2020 to the fiscal term ending December 31, 2024), which will be launched in the next fiscal term, is at least 30%.

Year-end dividends:

- (1) Type of dividend property: Cash
- (2) Details of the allotment of dividend property: ¥22 per share of the Company's common stock
Total amount: ¥4,601,027,090
The Company paid an interim dividend of ¥19 per share. As a result, the annual dividend for the term shall be ¥41 per share.
- (3) Date on which dividends from surplus become effective: March 26, 2020

== Reference == <Acquisition, etc. of own shares>

At its meeting held on January 18, 2019, the Company's Board of Directors passed a resolution to acquire the Company's own shares and the Company acquired 7,795,700 shares of its common stock on the Tokyo Stock Exchange at an acquisition cost of ¥9,999,985,500 during the period from February 6, 2019 to December 31, 2019.

At its meeting held on January 20, 2020, the Company's Board of Directors passed a resolution to cancel the Company's own shares and the Company cancelled 7,795,700 shares of its common stock as of January 31, 2020.

Proposal No. 2: Election of Two (2) Audit and Supervisory Board Members

The term of office of Audit and Supervisory Board Members Mr. Takashi Yoshino and Ms. Sayaka Hieda will expire upon the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, it is proposed that the following two (2) nominees be appointed as Audit and Supervisory Board Members.

The nominees for Audit and Supervisory Board Members are as follows.

The Audit and Supervisory Board has consented to this proposal.

No.	Name (Date of birth)	Brief personal profile, title and important concurrent positions with companies other than the Company	
1	<p>Takashi Yoshino (December 6, 1960)</p> <p><u>For reappointment</u></p> <p>Number of the Company's shares held: 200</p> <p>Served as Audit and Supervisory Board Member for 1 year to date</p> <p>Attended 11 out of 11 meetings of Board of Directors in fiscal term ended Dec. 31, 2019 (100%)</p> <p>Attended 11 out of 11 meetings of Audit and Supervisory Board in fiscal term ended Dec. 31, 2019 (100%)</p>	April 1983	Joined The Yasuda Fire and Marine Insurance Co., Ltd.
		April 2009	General Manager of Marine Insurance Office of Sompo Japan Insurance Inc.
		October 2011	President and Director of Sompo Japan Nipponkoa Insurance Company of Europe Limited (retired in March 2016)
		April 2013	General Manager of Europe Division of Sompo Japan Insurance Inc.
		April 2014	Executive Officer and General Manager of Europe Division of Sompo Japan Insurance Inc. Executive Officer and General Manager of Europe Division of NIPPONKOA Insurance Co., Ltd.
		September 2014	Executive Officer and General Manager of Europe Division of Sompo Japan Nipponkoa Insurance Inc. Executive Officer and General Manager of Europe Division of Sompo Japan Nipponkoa Holdings, Inc. (retired in March 2016)
		April 2016	Executive Vice President of Sompo Japan Nipponkoa Insurance Inc.
		April 2018	Executive Vice President and General Manager of Enterprise Market Promotion Division of Sompo Japan Nipponkoa Insurance Inc. (retired in March 2019)
		March 2019	Audit and Supervisory Board Member (full-time) of the Company (to the present)
		<p>Reasons for selection as a nominee for Audit and Supervisory Board Member: Mr. Takashi Yoshino was selected as a nominee for Audit and Supervisory Board Member, on the basis of his considerable management experience and wide-ranging insight, in the expectation that he will leverage these qualities to continue to contribute to the strengthening of the audit system.</p>	

Notes:

1. No special relationships of interest exist between the Company and the nominee for Audit and Supervisory Board Member.
2. The Company has concluded a contract with Mr. Takashi Yoshino to limit his liability for damages specified in Article 423, Paragraph 1 of the Companies Act, in accordance with the provision in Article 427, Paragraph 1 of the Companies Act. The amount of the limit for the liability for damages under this contract shall be the amount specified by laws and regulations. If Mr. Takashi Yoshino is reappointed as proposed, the Company plans to continue the above-mentioned contract with him.

No.	Name (Date of birth)	Brief personal profile, title and important concurrent positions with companies other than the Company	
2	Sayaka Hieda (October 22, 1978)	September 2007	Registered as a lawyer
		September 2007	Joined HANZOMON SOGO LAW OFFICE (resigned in December 2009)
		January 2010	Joined OMOTESANDO SOGO LAW OFFICE (to the present)
		March 2019	External Audit and Supervisory Board Member of the Company (to the present)
	For reappointment External Independent Female		
	Number of the Company's shares held: 0		
	Served as Audit and Supervisory Board Member for 1 year to date		
	Attended 11 out of 11 meetings of Board of Directors in fiscal term ended Dec. 31, 2019 (100%)		
	Attended 11 out of 11 meetings of Audit and Supervisory Board in fiscal term ended Dec. 31, 2019 (100%)		
Reasons for selection as a nominee for External Audit and Supervisory Board Member: Ms. Sayaka Hieda was selected as a nominee for External Audit and Supervisory Board Member, on the basis of her specialized knowledge and experience as a lawyer, in the expectation that she will leverage these qualities to continue to contribute to the strengthening of the audit system from an independent point of view.			
Important concurrent positions with companies other than the Company: Lawyer, OMOTESANDO SOGO LAW OFFICE			

Notes:

- No special relationships of interest exist between the Company and the nominee for Audit and Supervisory Board Member.
- Ms. Sayaka Hieda is a nominee for External Audit and Supervisory Board Member.
- The Company has concluded a contract with Ms. Sayaka Hieda to limit her liability for damages specified in Article 423, Paragraph 1 of the Companies Act, in accordance with the provision in Article 427, Paragraph 1 of the Companies Act. The amount of the limit for the liability for damages under this contract shall be the amount specified by laws and regulations. If Ms. Sayaka Hieda is reappointed as proposed, the Company plans to continue the above-mentioned contract with her.
- Although Ms. Sayaka Hieda has never been involved in corporate management other than serving as an external officer, the Company judges that her specialized knowledge and experience as a lawyer make her a suitable person for the position of External Audit and Supervisory Board Member.
- Ms. Sayaka Hieda is currently an External Audit and Supervisory Board Member of the Company and she will have served for one (1) year since her appointment at the time of conclusion of this Ordinary General Meeting of Shareholders.
- The Company has notified the Tokyo Stock Exchange (TSE) of the status of Ms. Sayaka Hieda as an Independent Audit and Supervisory Board Member in compliance with TSE provisions.
- The name of Ms. Sayaka Hieda on the family register is Sayaka Kimura.

(Reference: Policy and procedure for the appointment of nominees for Directors and Audit and Supervisory Board Members)

By comprehensively judging their character, ability, knowledge and experience, the Company selects persons as executives capable of contributing to improving the corporate value of the Tokyo Tatemono Group over the medium to long term, and nominates them as candidates for Directors and Audit and Supervisory Board Members. Appointment and dismissal of Representative Directors and nomination of candidates for Directors and Audit and Supervisory Board Members are subject to the resolution of the Board of Directors based on the deliberation of the Nomination/Compensation Advisory Committee which mainly consists of independent external directors.

Proposal No. 3: Election of One (1) Substitute Audit and Supervisory Board Member

To prepare for any shortage in the number of Audit and Supervisory Board Members from the number provided for in laws and regulations, it is proposed that the following one (1) nominee be appointed as Substitute Audit and Supervisory Board Member in advance pursuant to the provision of Article 329, Paragraph 3 of the Companies Act.

It is also proposed that the appointment be made revocable by the resolution of the Board of Directors with the consent of the Audit and Supervisory Board, provided that such resolution takes place before his/her appointment.

The nominee for Substitute Audit and Supervisory Board Member is as follows.

The Audit and Supervisory Board has consented to this proposal.

Name (Date of birth)	Brief personal profile, title and important concurrent positions with companies other than the Company	
Masahiro Uehara (April 8, 1946)	March 1975	Registered as a Certified Public Accountant
	July 1984	Established Certified Public Accountant Office of Masahiro Uehara; Head of Certified Public Accountant Office of Masahiro Uehara (to the present)
	March 2014	External Audit and Supervisory Board Member of the Company (retired in March 2016)
External Independent		
Number of the Company's shares held: 0		
Reasons for selection as a nominee for Substitute External Audit and Supervisory Board Member: Mr. Masahiro Uehara was selected as a nominee for Substitute External Audit and Supervisory Board Member, on the basis of his specialized knowledge and experience as a Certified Public Accountant, in the expectation that he will leverage these qualities to contribute to the strengthening of the audit system from an independent point of view.		
Important concurrent positions with companies other than the Company: Certified Public Accountant, Head of Uehara Certified Public Accountant Office Audit member, Zama City, Kanagawa Prefecture		

Notes:

1. No special relationships of interest exist between the Company and the nominee for Substitute Audit and Supervisory Board Member.
2. Mr. Masahiro Uehara is a nominee for Substitute External Audit and Supervisory Board Member.
3. If Mr. Masahiro Uehara is appointed as External Audit and Supervisory Board Member, the Company plans to conclude a contract with him to limit his liability for damages specified in Article 423, Paragraph 1 of the Companies Act, in accordance with the provision in Article 427, Paragraph 1 of the Companies Act. The amount of the limit for the liability for damages under this contract shall be the amount specified by laws and regulations.
4. Although Mr. Masahiro Uehara has never been involved in corporate management other than serving as an external officer, the Company judges that his specialized knowledge and experience as a Certified Public Accountant make him a suitable person for the position of External Audit and Supervisory Board Member.
5. Mr. Masahiro Uehara satisfies the requirements for Independent Audit and Supervisory Board Members in compliance with TSE provisions. If Mr. Masahiro Uehara is appointed External Audit and Supervisory Board Member, the Company intends to notify the TSE of the status of Mr. Masahiro Uehara as an Independent Audit and Supervisory Board Member.

* This is an excerpt translation of the Business Report (Japanese original).

Business Report (from January 1, 2019 to December 31, 2019)

1. Shares of the Company

(1) The number of shares

Total number of shares authorized to be issued	400,000,000 shares
Total number of shares outstanding	216,963,374 shares (including 7,825,779 shares of treasury stock)

(Note) The number of shares of treasury stock does not include 120,600 shares owned by the Board Benefit Trust.

(2) Number of shareholders

Number of shareholders	13,339 persons
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(3) Major shareholders

Shareholder name	Number of shares	Shareholding ratio
	thousand shares	%
The Master Trust Bank of Japan, Ltd. (Trust Account)	20,430	9.77
Japan Trustee Services Bank, Ltd. (Trust Account)	17,250	8.25
J.P. MORGAN BANK LUXEMBOURG S.A. 384500	9,098	4.35
Sompo Japan Nipponkoa Insurance Inc.	4,744	2.27
Meiji Yasuda Life Insurance Company	4,729	2.26
THE BANK OF NEW YORK MELLON 140051	4,396	2.10
Japan Trustee Services Bank, Ltd. (Trust Account 5)	4,369	2.09
SMBC Nikko Securities Inc.	3,244	1.55
JP MORGAN CHASE BANK 385151	3,211	1.54
BNYM AS AGT/CLTS 10 PERCENT	3,039	1.45

(Notes) 1. The Company's treasury shares (7,825,779 shares) were excluded in the calculation of the shareholding ratio.

2. The Company holding treasury stock (7,825,779 shares) is excluded from the major shareholders listed above.

(4) Other important matters concerning shares

At its meeting held on January 18, 2019, the Company's Board of Directors passed a resolution to acquire the Company's own shares and the Company acquired 7,795,700 shares of its common stock on the Tokyo Stock Exchange at an acquisition cost of ¥9,999,985,500 during the period from February 6, 2019 to December 31, 2019.

At its meeting held on January 20, 2020, the Company's Board of Directors passed a resolution to cancel the Company's own shares and the Company cancelled 7,795,700 shares of its common stock as of January 31, 2020.

2. Company Officers

(1) Directors and Audit and Supervisory Board Members

Position	Name	Areas of responsibility and important concurrent positions
Representative Director and Chairman	Makio Tanehashi	Director and Chairman of Tokyo Tatemono Real Estate Sales Co., Ltd.
President and Chief Executive Officer, and Representative Director	Hitoshi Nomura	
Senior Executive Managing Officer and Director	Masami Kamo	Division Director of Real Estate Solution Service Division President & Chief Executive Officer of Tokyo Tatemono Real Estate Sales Co., Ltd.
Senior Executive Managing Officer and Director	Kengo Fukui	Responsible for Kansai Branch, Sapporo Branch, Kyushu Branch and Nagoya Branch; and Division Director of Commercial Properties Division
Executive Managing Officer and Director	Katsuhito Ozawa	Responsible for Corporate Communications Department, Finance Department, and Accounting Department; Division Director of International Business Division; and General Manager of International Business Department
Executive Managing Officer and Director	Akira Izumi	Responsible for Personnel Department, Corporate Planning Department, General Affairs Department, and Market Research Department; and General Manager of Corporate Planning Department
Executive Managing Officer and Director	Hisatoshi Kato	Division Director of Senior Business Division and Leisure Business Division; and General Manager of Business Planning Department of Senior Business Division and Business Planning Department of Leisure Business Division President and CEO of Tokyo Tatemono Senior Life Support Co., Ltd.
Executive Managing Officer and Director	Hideshi Akita	Division Director of Residential Development Division
Director	Yoshiyuki Imai	
Director	Yoshimitsu Onji	
Director	Shuichi Hattori	
Director	Mitsuhiro Nagahama	
Audit and Supervisory Board Member (full-time)	Kouji Kawakubo	
Audit and Supervisory Board Member (full-time)	Takashi Yoshino	
Audit and Supervisory Board Member	Takao Yamaguchi	

Position	Name	Areas of responsibility and important concurrent positions
Audit and Supervisory Board Member	Sayaka Hieda	

- (Notes)
1. Mr. Yoshiyuki Imai, Mr. Yoshimitsu Onji, Mr. Shuichi Hattori, and Mr. Mitsuhiro Nagahama are External Directors stipulated in Article 2, Item 15 of the Companies Act. The Company has notified the TSE of their status as Independent Directors in compliance with TSE provisions.
 2. Mr. Takao Yamaguchi and Ms. Sayaka Hieda are External Audit and Supervisory Board Members stipulated in Article 2, Item 16 of the Companies Act. The Company has notified the TSE of their status as Independent Audit and Supervisory Board Members in compliance with TSE provisions.
 3. Important concurrent positions held by External Directors and External Audit and Supervisory Board Members are described in “(4) External Officers” below.
 4. Mr. Takao Yamaguchi is a certified public accountant and has considerable financial and accounting knowledge.
 5. At the 201st Ordinary General Meeting of Shareholders held on March 27, 2019, Mr. Hisatoshi Kato, Mr. Hideshi Akita, Mr. Shuichi Hattori, and Mr. Mitsuhiro Nagahama were newly elected and assumed office as Directors and Mr. Takashi Yoshino and Ms. Sayaka Hieda were newly elected and assumed office as Audit and Supervisory Board Members.
 6. Upon the conclusion of the 201st Ordinary General Meeting of Shareholders held on March 27, 2019, Mr. Hajime Sakuma, Mr. Hisao Shibayama, Mr. Kyonosuke Sasaki, and Mr. Norimasa Kuroda retired from their positions as Directors and Mr. Toshiyuki Hanazawa and Mr. Shuichi Hattori resigned from their positions as Audit and Supervisory Board Members.
 7. The term of office of each Director shall be from the conclusion of the 201st Ordinary General Meeting of Shareholders held on March 27, 2019 to the conclusion of the Ordinary General Meeting of Shareholders for the 203rd Fiscal Term from January 1, 2020 to December 31, 2020.
 8. The term of office of Audit and Supervisory Board Members Mr. Kouji Kawakubo and Mr. Takao Yamaguchi shall be from the conclusion of the 201st Ordinary General Meeting of Shareholders held on March 27, 2019 to the conclusion of the Ordinary General Meeting of Shareholders for the 205th Fiscal Term from January 1, 2022 to December 31, 2022.
 9. The term of office of Audit and Supervisory Board Member Mr. Takashi Yoshino and Ms. Sayaka Hieda shall be from the conclusion of the 201st Ordinary General Meeting of Shareholders held on March 27, 2019 to the conclusion of the Ordinary General Meeting of Shareholders for the 202nd Fiscal Term from January 1, 2019 to December 31, 2019.
 10. The name of Ms. Sayaka Hieda on the family register is Sayaka Kimura.
 11. The Company has introduced the managing officer system. Directors excluding External Directors and Managing Officers of the Company as of January 1, 2020, are as follows.

Position	Name	Areas of responsibility and important concurrent positions
Representative Director and Chairman	Makio Tanehashi	Director and Chairman of Tokyo Tatemono Real Estate Sales Co., Ltd.
President and Chief Executive Officer, and Representative Director	Hitoshi Nomura	
Senior Executive Managing Officer and Director	Masami Kamo	Responsible for Solution Service Department (joint responsibility); Division Director of Real Estate Solution Service Division President & Chief Executive Officer of Tokyo Tatemono Real Estate Sales Co., Ltd.
Senior Executive Managing Officer and Director	Kengo Fukui	Responsible for Kansai Branch, Sapporo Branch, Kyushu Branch and Nagoya Branch; and Division Director of Commercial Properties Division

Position	Name	Areas of responsibility and important concurrent positions
Executive Managing Officer and Director	Katsuhito Ozawa	Responsible for Corporate Communications Department, Finance Department and Accounting Department; Division Director of International Business Division; and General Manager of International Business Department
Executive Managing Officer and Director	Akira Izumi	Responsible for Personnel Department, Corporate Planning Department, General Affairs Department, Market Research Department, Solution Service Department (joint responsibility) and ICT and Digital Strategy Promotion Department
Executive Managing Officer and Director	Hisatoshi Kato	Division Director of Senior Business Division and Leisure Business Division President and CEO of Tokyo Tatemono Senior Life Support Co., Ltd.
Executive Managing Officer and Director	Hideshi Akita	Division Director of Residential Development Division
Managing Officer	Masami Tashiro	General Manager of Project Development Department
Managing Officer	Satoshi Eida	General Manager of Kansai Branch and General Manager of Project Management (Kansai) Department
Managing Officer	Takeshi Jinbo	Vice Division Director of Residential Development Division and General Manager of Acquisitions Department
Managing Officer	Shinjiro Kobayashi	General Manager of Urban Development Department
Managing Officer	Nobuyoshi Takahashi	General Manager of General Affairs Department
Managing Officer	Masayuki Okubo	General Manager of Business Planning Department of Residential Development Division
Managing Officer	Kazuki Sugise	President and Representative Director of Prime Place Co., Ltd.
Managing Officer	Yusuke Mishima	General Manager of Accounting Department
Managing Officer	Katsuhiko Tamai	President and Representative Director of Nihon Parking Corporation

(2) Summary of the Liability Limitation Contract

In accordance with the provisions in Article 427, Paragraph 1 of the Companies Act, the Company has concluded a contract with each Director (excluding Executive Directors, etc.) and each Audit and Supervisory Board Member to limit their liability for damages specified in Article 423, Paragraph 1 of the Companies Act. The amount of the limit for the liability for damages under this contract shall be the amount specified by laws and regulations.

(3) Compensation to Directors and Audit and Supervisory Board Members

Category of officers	Number of payees persons	Total amount by category of compensation, etc.			Total amount paid million yen
		Fixed compensation million yen	Performance-linked compensation million yen	Share-based compensation million yen	
Directors	16	286	183	33	504
[External, inclusive]	[6]	[28]	[-]	[-]	[28]
Audit and Supervisory Board Members	6	64	-	-	64
[External, inclusive]	[3]	[12]	[-]	[-]	[12]
Total	22	351	183	33	569
[External, inclusive]	[9]	[40]	[-]	[-]	[40]

(Note) Compensation for Directors excluding External Directors (hereinafter referred to as “Internal Directors”) of the Company consists of fixed compensation, performance-linked compensation and share-based compensation and compensation for External Directors consists of fixed compensation.

Fixed compensation is limited to not more than ¥35 million a month as resolved at the 190th Ordinary General Meeting of Shareholders held on March 28, 2008 and performance-linked compensation is limited to not more than 1% of consolidated ordinary income and not more than 2% of consolidated net income (net income attributable to owners of the parent) for the previous fiscal year as resolved at the 195th Ordinary General Meeting of Shareholders held on March 28, 2013. Compensation for each Internal Director is determined by the Board of Directors based on the deliberation of the Nomination/Compensation Advisory Committee which mainly consists of independent external directors. Share-based compensation is a maximum of 40,000 points (equivalent to 40,000 shares) for each fiscal year based on the Board Benefit Trust as resolved at the 200th Ordinary General Meeting of Shareholders held on March 28, 2018.

Compensation for Audit and Supervisory Board Members is limited to not more than ¥8 million per month as resolved at the 190th Ordinary General Meeting of Shareholders held on March 28, 2008.

== Reference == <Director compensation>

	Not more than ¥35 million a month	Not more than 1% of consolidated ordinary income and not more than 2% of net income attributable to owners of the parent for the previous fiscal year	A maximum of 40,000 points for each fiscal year (equivalent to 40,000 shares)
Internal Directors	Fixed compensation	Performance-linked compensation	Share-based compensation
External Directors	Fixed compensation	—	—

(4) External Officers

1. Important concurrent positions

Category	Name	Concurrent office	Title
External Director	Yoshimitsu Onji	OZ Corporation	CEO
		NIHON CHOUZAI Co., Ltd.	Outside Director
		United Foods International Co., Ltd.	Audit and Supervisory Board Member
External Director	Shuichi Hattori	Hattori General Law Firm	Lawyer
External Director	Mitsuhiro Nagahama	Azbil Corporation	Outside Director
		Kuraray Co., Ltd.	Outside Company Auditor
		Japan Economic Research Institute	Representative Director
External Audit and Supervisory Board Member	Takao Yamaguchi	Yamaguchi Certified Public Accountant Office	Certified public accountant
		SATO HOLDINGS CORPORATION	External Audit & Supervisory Board Member
		KYORIN Holdings, Inc.	Outside Corporate Auditor
		Lion Corporation	External Audit & Supervisory Board Member
External Audit and Supervisory Board Member	Sayaka Hieda	OMOTESANDO SOGO LAW OFFICE	Lawyer

(Notes) 1. The Company and Azbil Corporation have transactions, such as contracting of building facilities management services and the amount of transactions with Azbil Corporation in the fiscal year ended December 31, 2019 accounted for less than 1% of the Company's consolidated revenue from operations.

2. The Company is a member of the Japan Economic Research Institute but the total membership fee paid was less than ¥1 million in the fiscal year ended December 31, 2019.

3. There are no special relationships of interest between the Company and the concurrent offices listed above.

(5) Main activities in the fiscal year under review

Category	Name	Main activities
External Director	Yoshiyuki Imai	Participated in all 15 meetings of the Board of Directors during the fiscal year under review; provided opinions on agendas and issues by harnessing his knowledge and experience as necessary.
External Director	Yoshimitsu Onji	Participated in all 15 meetings of the Board of Directors during the fiscal year under review; provided opinions on agendas and issues by harnessing his knowledge and experience as necessary.
External Director	Shuichi Hattori	Participated in all 11 meetings of the Board of Directors during his service as External Director in the fiscal year under review; provided opinions on agendas and issues by harnessing his knowledge and experience as necessary.
External Director	Mitsuhiro Nagahama	Participated in 10 out of 11 meetings of the Board of Directors during his service as External Director in the fiscal year under review; provided opinions on agendas and issues by harnessing his knowledge and experience as necessary.
External Audit and Supervisory Board Member	Takao Yamaguchi	Participated in all 15 meetings of the Board of Directors and all 15 meetings of the Audit and Supervisory Board during the fiscal year under review; provided opinions on agendas and issues by harnessing his knowledge and experience as necessary.
External Audit and Supervisory Board Member	Sayaka Hieda	Participated in all 11 meetings of the Board of Directors and all 11 meetings of the Audit and Supervisory Board during her service as External Audit and Supervisory Board Member in the fiscal year under review; provided opinions on agendas and issues by harnessing her knowledge and experience as necessary.

(Note) In addition to the above, Mr. Shuichi Hattori participated in all 4 meetings of the Board of Directors during his service as External Audit and Supervisory Board Member in the fiscal year under review; provided opinions on agendas and issues by harnessing his knowledge and experience as necessary.

Consolidated Balance Sheets

(Millions of yen)

Item	As of December 31, 2019	As of December 31, 2018
Assets		
Current assets	424,600	353,358
Cash and deposits	39,504	31,716
Notes and operating accounts receivable	13,179	11,876
Real estate for sale	151,004	104,221
Real estate for sale in progress	98,216	101,059
Real estate for development	88,104	78,157
Other current assets	34,635	26,369
Allowance for doubtful accounts	(45)	(43)
Fixed assets	1,139,449	1,096,732
Property and equipment	789,628	772,800
Buildings and structures	214,312	225,265
Land	550,565	527,272
Construction in progress	13,928	8,479
Other property and equipment	10,822	11,782
Intangible assets	113,076	110,416
Leaseholds	110,745	106,083
Other intangible assets	2,330	4,332
Investments and other assets	236,745	213,515
Investment securities	155,858	127,788
Investments in silent partnerships	4,469	4,904
Long-term loans	6	7
Deferred income taxes	1,900	1,855
Lease and guarantee deposits	21,754	21,232
Net defined benefit asset	1,819	858
Other investments and other assets	51,033	56,966
Allowance for doubtful accounts	(97)	(98)
Total Assets	1,564,049	1,450,091

Note: Figures less than a million are rounded down.

(Millions of yen)

Item	As of December 31, 2019	As of December 31, 2018
Liabilities		
Current liabilities	409,242	185,924
Short-term borrowings	226,119	65,925
Commercial papers	85,000	33,000
Current portion of bonds	15,000	15,000
Accounts payable, trade	11,482	11,193
Accrued income taxes	8,321	5,835
Provision for compensation for completed construction	9	10
Provision for bonuses	903	929
Provision for bonuses to directors	24	43
Provision for environmental measures	3	-
Provision for loss on liquidation of subsidiaries and affiliates	280	-
Deposits received under Real Estate Specified Joint Enterprise Act	8,991	8,042
Other current liabilities	53,107	45,944
Long-term liabilities	770,595	907,588
Bonds	210,000	145,000
Long-term borrowings	385,932	594,449
Deferred income taxes	26,650	20,299
Deferred income taxes on land revaluation	27,187	27,277
Provision for board benefit trust	88	53
Provision for retirement benefits for directors	192	169
Provision for environmental measures	26	30
Guarantee deposits received	77,062	75,245
Net defined benefit liability	12,099	11,477
Deposits received under Real Estate Specified Joint Enterprise Act	15,091	18,600
Other long-term liabilities	16,263	14,985
Total Liabilities	1,179,837	1,093,512
Net Assets		
Shareholders' equity	278,133	266,404
Capital stock	92,451	92,451
Capital surplus	66,744	66,722
Retained earnings	129,170	107,468
Treasury stock	(10,232)	(237)
Accumulated other comprehensive income	96,874	81,726
Valuation difference on available-for-sale securities	65,002	49,859
Revaluation reserve for land	31,022	30,932
Foreign currency translation adjustments	248	872
Remeasurements of defined benefit plans	600	61
Non-controlling interests	9,203	8,447
Total Net Assets	384,211	356,578
Total Liabilities and Net Assets	1,564,049	1,450,091

Note: Figures less than a million are rounded down.

Consolidated Statement of Income

(Millions of yen)

Item	From January 1, 2019 to December 31, 2019	From January 1, 2018 to December 31, 2018
Revenue from operations	323,036	273,302
Cost of revenue	233,342	192,134
Gross profit	89,694	81,168
Selling, general and administrative expenses	37,283	34,402
Operating income	52,410	46,765
Non-operating income	3,537	3,593
Interest and dividend income	2,883	2,420
Equity in earnings of affiliated companies	-	408
Subsidy income	319	430
Other non-operating income	334	333
Non-operating expenses	11,335	8,321
Interest expenses	6,970	6,020
Borrowing fee	1,159	1,156
Share of loss of entities accounted for using equity method	742	-
Bond issuance cost	728	206
Dividends paid under Real Estate Specified Joint Enterprise Act	213	351
Loss on investments in investment partnerships	1,207	47
Other non-operating expenses	313	538
Ordinary income	44,611	42,036
Extraordinary income	2,932	720
Gain on sales of fixed assets	75	54
Gain on sale of investment securities	1,858	28
Gain on liquidation of subsidiaries and affiliates	710	-
Gain on sales of investments in subsidiaries and affiliates	288	637
Extraordinary loss	2,215	2,655
Loss on sales of fixed assets	0	0
Loss on disposal of fixed assets	262	159
Impairment loss	1,350	2,495
Loss on sales of investments in subsidiaries and affiliates	321	-
Provision for loss on liquidation of subsidiaries and affiliates	280	-
Income before income taxes	45,329	40,101
Current income taxes	15,244	13,266
Deferred income taxes	(739)	(1,321)
Net income	30,824	28,155
Net income attributable to non-controlling interests	1,027	878
Net income attributable to owners of the parent	29,796	27,277

Note: Figures less than a million are rounded down.

Consolidated Statement of Changes in Shareholders' Equity
(From January 1, 2019 to December 31, 2019)

(Millions of yen)

	Shareholders' equity				
	Capital stock	Capital surplus	Retained earnings	Treasury stock	Total shareholders' equity
Balance at beginning of the current term	92,451	66,722	107,468	(237)	266,404
Changes in items during the term					
Dividends from surplus			(8,095)		(8,095)
Net income attributable to owners of the parent			29,796		29,796
Acquisition of treasury stock				(10,004)	(10,004)
Disposal of treasury stock		0		10	10
Change in ownership interest of parent due to transactions with non-controlling interests		22			22
Net amount of changes in items other than shareholders' equity					
Total amount of changes during the term	-	22	21,701	(9,994)	11,728
Balance at end of the current term	92,451	66,744	129,170	(10,232)	278,133

	Accumulated other comprehensive income					Non-controlling interests	Total net assets
	Valuation difference on available-for-sale securities	Revaluation reserve for land	Foreign currency translation adjustments	Remeasurements of defined benefit plans	Total accumulated other comprehensive income		
Balance at beginning of the current term	49,859	30,932	872	61	81,726	8,447	356,578
Changes in items during the term							
Dividends from surplus							(8,095)
Net income attributable to owners of the parent							29,796
Acquisition of treasury stock							(10,004)
Disposal of treasury stock							10
Change in ownership interest of parent due to transactions with non-controlling interests							22
Net amount of changes in items other than shareholders' equity	15,143	90	(623)	538	15,148	755	15,904
Total amount of changes during the term	15,143	90	(623)	538	15,148	755	27,633
Balance at end of the current term	65,002	31,022	248	600	96,874	9,203	384,211

Note: Figures less than a million are rounded down.

(From January 1, 2018 to December 31, 2018)

(Millions of yen)

	Shareholders' equity				
	Capital stock	Capital surplus	Retained earnings	Treasury stock	Total shareholders' equity
Balance at beginning of the current term	92,451	66,722	87,153	(32)	246,295
Changes in items during the term					
Dividends from surplus			(6,942)		(6,942)
Net income attributable to owners of the parent			27,277		27,277
Acquisition of treasury stock				(205)	(205)
Disposal of treasury stock		(0)		0	0
Change of scope of consolidation			(20)		(20)
Net amount of changes in items other than shareholders' equity					
Total amount of changes during the term	-	(0)	20,314	(205)	20,109
Balance at end of the current term	92,451	66,722	107,468	(237)	266,404

	Accumulated other comprehensive income					Non-controlling interests	Total net assets
	Valuation difference on available-for-sale securities	Revaluation reserve for land	Foreign currency translation adjustments	Remeasurements of defined benefit plans	Total accumulated other comprehensive income		
Balance at beginning of the current term	62,508	30,932	4,530	664	98,636	8,487	353,419
Changes in items during the term							
Dividends from surplus							(6,942)
Net income attributable to owners of the parent							27,277
Acquisition of treasury stock							(205)
Disposal of treasury stock							0
Change of scope of consolidation							(20)
Net amount of changes in items other than shareholders' equity	(12,649)	-	(3,658)	(602)	(16,910)	(40)	(16,950)
Total amount of changes during the term	(12,649)	-	(3,658)	(602)	(16,910)	(40)	3,158
Balance at end of the current term	49,859	30,932	872	61	81,726	8,447	356,578

Note: Figures less than a million are rounded down.

Non-Consolidated Balance Sheets

(Millions of yen)

Item	As of December 31, 2019	As of December 31, 2018
Assets		
Current assets	353,997	283,972
Cash and deposits	17,176	12,041
Accounts receivable, trade	7,230	6,142
Investments in leases	3,691	-
Real estate for sale	102,524	60,492
Real estate for sale in progress	95,516	101,401
Real estate for development	87,187	77,996
Advance payments, trade	2,303	2,800
Advance expenses	1,819	1,950
Short-term loans receivable	16,227	6,582
Other current assets	21,242	15,530
Allowance for doubtful accounts	(921)	(963)
Fixed assets	997,286	951,088
Property and equipment	673,359	651,236
Buildings	128,220	135,077
Structures	1,979	2,533
Machinery and equipment	887	823
Vehicles	95	120
Furniture and equipment	548	807
Land	525,132	501,077
Construction in progress	14,028	8,330
Other property and equipment	2,466	2,466
Intangible assets	19,859	15,238
Leaseholds	19,819	15,163
Other intangible assets	40	74
Investments and other assets	304,067	284,613
Investment securities	113,223	92,165
Shares and investments in subsidiaries and affiliates	94,965	90,692
Investments in other securities of affiliated companies	13,845	19,633
Investments in silent partnerships	1,741	1,785
Investments in silent partnerships of subsidiaries and affiliates	19,465	18,835
Long-term loans to subsidiaries and affiliates	28,279	28,382
Lease and guarantee deposits	12,920	12,467
Other investments and other assets	19,706	20,730
Allowance for doubtful accounts	(78)	(78)
Total Assets	1,351,283	1,235,060

Note: Figures less than a million are rounded down.

Item	As of December 31, 2019	As of December 31, 2018
Liabilities		
Current liabilities	235,274	177,523
Short-term borrowings	70,011	70,972
Commercial papers	85,000	33,000
Current portion of bonds	15,000	15,000
Accounts payable, trade	6,269	11,402
Accrued expenses	8,455	6,887
Accrued income taxes	5,632	3,628
Advances received	15,762	17,953
Deposits received	19,648	10,321
Provision for bonuses	260	228
Provision for environmental measures	3	-
Provision for loss on liquidation of subsidiaries and affiliates	168	-
Deposits received under Real Estate Specified Joint Enterprise Act	8,991	8,042
Other current liabilities	71	87
Long-term liabilities	736,683	698,615
Bonds	210,000	145,000
Long-term borrowings	368,967	401,036
Deferred income taxes	22,570	17,267
Deferred income taxes on land revaluation	27,187	27,277
Accrued severance indemnities	7,685	7,289
Provision for board benefit trust	88	53
Provision for environmental measures	26	30
Provision for loss on business of subsidiaries and affiliates	988	921
Guarantee deposits received	72,298	70,725
Deposits received under Real Estate Specified Joint Enterprise Act	15,091	18,600
Asset retirement obligations	36	361
Other long-term liabilities	11,741	10,051
Total Liabilities	971,958	876,138
Net Assets		
Shareholders' equity	289,573	281,692
Capital stock	92,451	92,451
Capital surplus	63,729	63,729
Legal capital reserve	63,729	63,729
Other capital surplus	0	0
Retained earnings	143,629	125,753
Other retained earnings	143,629	125,753
(Reserve for reduction entry of property replacement)	5,849	5,323
(Retained earnings brought forward)	137,780	120,429
Treasury stock	(10,236)	(242)
Valuation and translation adjustments	89,751	77,229
Valuation difference on available-for-sale securities	58,729	46,296
Revaluation reserve for land	31,022	30,932
Total Net Assets	379,325	358,921
Total Liabilities and Net Assets	1,351,283	1,235,060

Non-Consolidated Statement of Income

(Millions of yen)

Item	From January 1, 2019 to December 31, 2019	From January 1, 2018 to December 31, 2018
Revenue from operations	199,931	152,870
Revenue from building business	83,664	69,320
Revenue from residential business	113,355	80,804
Revenue from other businesses	2,911	2,745
Cost of revenue	138,499	100,486
Cost of building business	52,079	41,864
Cost of residential business	84,080	56,247
Cost of other businesses	2,339	2,374
Gross profit	61,432	52,383
Selling, general and administrative expenses	23,045	18,744
Operating income	38,387	33,639
Non-operating income	4,091	5,710
Interest and dividend income	3,913	5,539
Other non-operating income	178	171
Non-operating expenses	8,358	5,888
Interest expenses	5,296	4,272
Borrowing fee	702	702
Bond issuance cost	728	206
Dividends paid under Real Estate Specified Joint Enterprise Act	213	351
Loss on investments in investment partnerships	1,207	47
Provision of allowance for doubtful accounts	-	56
Other non-operating expenses	209	251
Ordinary income	34,120	33,461
Extraordinary income	3,451	910
Gain on sales of fixed assets	1	1
Gain on sale of investment securities	1,858	28
Gain on sales of investments in subsidiaries and affiliates	-	881
Gain on liquidation of subsidiaries and affiliates	1,591	-
Extraordinary loss	1,218	671
Loss on disposal of fixed assets	201	64
Impairment loss	-	191
Loss on sales of investments in subsidiaries and affiliates	195	-
Loss on valuation of shares of subsidiaries and affiliates	639	-
Provision for loss on business of subsidiaries and affiliates	13	415
Provision for loss on liquidation of subsidiaries and affiliates	168	-
Income before income taxes	36,353	33,701
Current income taxes	10,670	9,171
Deferred income taxes	(289)	(1,141)
Net income	25,971	25,671

Note: Figures less than a million are rounded down.

Non-Consolidated Statement of Changes in Shareholders' Equity
(From January 1, 2019 to December 31, 2019)

(Millions of yen)

	Shareholders' equity						
	Capital stock	Capital surplus			Retained earnings		
		Legal capital reserve	Other Capital surplus	Total Capital surplus	Other retained earnings		Total retained earnings
					Reserve for reduction entry of property replacement	Retained earnings brought forward	
Balance at beginning of the current term	92,451	63,729	0	63,729	5,323	120,429	125,753
Changes in items during the term							
Dividends from surplus						(8,095)	(8,095)
Net income						25,971	25,971
Provision of reserve for reduction entry of property replacement					531	(531)	
Reversal of reserve for reduction entry of property replacement					(6)	6	
Acquisition of treasury stock							
Disposal of treasury stock			0	0			
Net amount of changes in items other than shareholders' equity							
Total amount of changes during the term	-	-	0	0	525	17,350	17,875
Balance at end of the current term	92,451	63,729	0	63,729	5,849	137,780	143,629

	Shareholders' equity		Valuation and translation adjustments			Total net assets
	Treasury stock	Total shareholders' equity	Valuation difference on available-for-sale securities	Revaluation reserve for land	Total valuation and translation adjustments	
Balance at beginning of the current term	(242)	281,692	46,296	30,932	77,229	358,921
Changes in items during the term						
Dividends from surplus		(8,095)				(8,095)
Net income		25,971				25,971
Provision of reserve for reduction entry of property replacement		-				-
Reversal of reserve for reduction entry of property replacement		-				-
Acquisition of treasury stock	(10,004)	(10,004)				(10,004)
Disposal of treasury stock	10	10				10
Net amount of changes in items other than shareholders' equity			12,432	90	12,522	12,522
Total amount of changes during the term	(9,994)	7,881	12,432	90	12,522	20,403
Balance at end of the current term	(10,236)	289,573	58,729	31,022	89,751	379,325

Note: Figures less than a million are rounded down.

(From January 1, 2018 to December 31, 2018)

(Millions of yen)

	Shareholders' equity						
	Capital stock	Capital surplus			Retained earnings		
		Legal capital reserve	Other Capital surplus	Total Capital surplus	Other retained earnings		Total retained earnings
					Reserve for reduction entry of property replacement	Retained earnings brought forward	
Balance at beginning of the current term	92,451	63,729	0	63,729	5,325	101,698	107,023
Changes in items during the term							
Dividends from surplus						(6,942)	(6,942)
Net income						25,671	25,671
Reversal of reserve for reduction entry of property replacement					(1)	1	
Acquisition of treasury stock							
Disposal of treasury stock			(0)	(0)			
Net amount of changes in items other than shareholders' equity							
Total amount of changes during the term	-	-	(0)	(0)	(1)	18,731	18,729
Balance at end of the current term	92,451	63,729	0	63,729	5,323	120,429	125,753

	Shareholders' equity		Valuation and translation adjustments			Total net assets
	Treasury stock	Total shareholders' equity	Valuation difference on available-for-sale securities	Revaluation reserve for land	Total valuation and translation adjustments	
Balance at beginning of the current term	(36)	263,168	57,482	30,932	88,415	351,583
Changes in items during the term						
Dividends from surplus		(6,942)				(6,942)
Net income		25,671				25,671
Reversal of reserve for reduction entry of property replacement		-				-
Acquisition of treasury stock	(205)	(205)				(205)
Disposal of treasury stock	0	0				0
Net amount of changes in items other than shareholders' equity			(11,185)	-	(11,185)	(11,185)
Total amount of changes during the term	(205)	18,524	(11,185)	-	(11,185)	7,338
Balance at end of the current term	(242)	281,692	46,296	30,932	77,229	358,921

Note: Figures less than a million are rounded down.