

Securities Code: 8904
(Delivery date) November 11, 2024
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To Our Shareholders:

Hirokoji Cross Tower 12th Floor
2-20-15, Nishiki, Naka-ku, Nagoya-City




AVANTIA Co., Ltd.

Representative Director and President Yasunari Sawada

Notice of the 35th Annual Meeting of Shareholders

The Company would hereby like to request shareholders to attend its 35th Annual Meeting of Shareholders as described below.

In convening this meeting of shareholders, the Company has taken measures to electronically provide information containing the Reference Documents for the Annual Meeting of Shareholders, etc. (Matters Subject to Electronic Provision Measures). The information is posted on the following respective websites. Please access one of them to review.

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|---|---|
| <p>■ Company's website https://avantia-g.jp/corp/ir/library/shareholder_report.html (Access the above website, select in the order of "IR information," "IR library," and "Reports to Shareholders" from the menu to review.)</p> |  |
| <p>■ Website where materials for the meeting of shareholders are posted https://d.sokai.jp/8904/teiji/</p> |  |
| <p>■ Tokyo Stock Exchange (TSE) website (Search for a Listed Company) https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show (Access the above TSE website, input "AVANTIA" in "Issue name (company name)" or the Company's security code "8904" in "Code" and search. Select in the order of "Basic information" and "Documents for public inspection/PR information" and review from the "Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting" under "Filed information available for public inspection.")</p> |  |

If you do not attend the meeting in person, you may also exercise your voting rights by the internet, etc. or in writing (by mail). We kindly request that you review the Reference Documents for the Annual Meeting of Shareholders and exercise your voting rights by no later than 6 p.m. on Tuesday, November 26, 2024 (JST).

Sincerely yours,

| | |
|--------------------|---|
| 1 Date: | 10:00 a.m. on November 27, 2024 (Wednesday) (the reception desk will open at 9 a.m.) |
| 2 Venue: | 2nd Floor, Zuiun East, Hotel Mielparque NAGOYA 3-16-16, Aoi, Higashi-ku, Nagoya |
| 3 Purposes: | <p>Items to be reported:</p> <ol style="list-style-type: none"> 1. The business report, the consolidated financial statements, and the results of consolidated financial statement audits by the Accounting Auditor and the Audit & Supervisory Board for the 35th business period (September 1, 2023 to August 31, 2024) 2. The non-consolidated financial statements for the 35th business period (September 1, 2023 to August 31, 2024) <p>Items to be resolved:</p> <p style="text-align: center;">Agenda item Election of Nine (9) Directors</p> |

- * When you attend the meeting, we kindly request that you submit the voting form to the receptionist at the venue.
- * If there is any modification to the Matters Subject to Electronic Provision Measures, matters before and after the change will be posted to that effect on each website described on the previous page.
- * Documents that include the Matters Subject to Electronic Provision Measures will also be sent to shareholders who have requested the delivery in writing. However, the following listed matters will not be included in the said documents pursuant to the provisions of laws and regulations and Article 18 of the Company's Articles of Incorporation. The consolidated financial statements and non-consolidated financial statements included in the documents concerned are a portion of the documents that the Accounting Auditor and the Audit & Supervisory Board Members audited in the course of preparing their respective financial audit report and audit report.
 1. Notes to Consolidated Financial Statements
 2. Notes to Non-Consolidated Financial Statements

Reference Document for the Annual Meeting of Shareholders

Agenda item Election of Nine (9) Directors

The terms of office of all seven (7) Directors shall expire at the conclusion of this Annual Meeting of Shareholders. Accordingly, the Company proposes to add two (2) Directors with the aim of reinforcing the management system and elect a total of nine (9) Directors (including four (4) Outside Directors).

The candidates for Directors are as follows.

| Candidate No. | Name | Position and responsibility at the Company | | Number of Board of Directors' Meetings attended (35th business period) | | |
|---------------|-------------------|---|-----------------|--|---------------------|-----------------|
| 1 | Yasunari Sawada | Representative Director and President | Reappointment | 13/13 (100%) | | |
| 2 | Ryo Okamoto | Director, Department Manager of Construction | Reappointment | 13/13 (100%) | | |
| 3 | Shoji Higuchi | Director, Department Manager of Administration | Reappointment | 13/13 (100%) | | |
| 4 | Takaki Ebisawa | Executive Officer, Department Manager of Sales for Metropolitan Area, and General Manager of Tokyo Corporate Department | New appointment | - | | |
| 5 | Takeshi Kiroba | Executive Officer and Department Manager of Tokyo | New appointment | - | | |
| 6 | Etsuko Yuhara | Outside Director | Reappointment | Outside | Independent Officer | 13/13 (100%) |
| 7 | Minoru Matsushima | Outside Director | Reappointment | Outside | Independent Officer | 13/13 (100%) |
| 8 | Tetsuro Kato | Outside Director | Reappointment | Outside | Independent Officer | 13/13 (100%) |
| 9 | Satoshi Nagano | - | New appointment | Outside | Independent Officer | - |

[For reference] Skill Matrix of Candidates for Directors

AVANTIA Group has been promoting the Medium-Term “Management Plan 2025” formulated and positioned to “recover the growth path,” with an aim to “become a corporate group that solves every real estate need together with customers, communities, and society.” In view of the medium- to long-term management and business strategies, the Company’s Board of Directors identifies skills (knowledge, experience, capability) necessary to demonstrate the management oversight and monitoring functions. After considering the diversity and balance of these skills, the Company determines its Director candidates based on the deliberation and recommendation of the Nominating and Compensation Committee.

The skill matrix of the new management structure will be as follows if this Agenda Item is approved.

| Name | Corporate management Management Strategy | Construction Real Estate Industry | Finance | Corporate Governance Risk Management | General Real Estate Services New Business Development M&A | New Market (regional) development Marketing | Sustainability |
|---------------------|--|-----------------------------------|---------|--------------------------------------|---|---|----------------|
| 1 Yasunari Sawada | ○ | ○ | | | ○ | | ○ |
| 2 Ryo Okamoto | ○ | ○ | | | | ○ | |
| 3 Shoji Higuchi | | | ○ | ○ | | | ○ |
| 4 Takaki Ebisawa | | ○ | | | ○ | ○ | |
| 5 Takeshi Kiroba | | ○ | | | ○ | ○ | |
| 6 Etsuko Yuhara | | | | ○ | | | ○ |
| 7 Minoru Matsushima | ○ | | | ○ | | | ○ |
| 8 Tetsuro Kato | ○ | | ○ | | ○ | | |
| 9 Satoshi Nagano | | | ○ | ○ | | | ○ |

Notes: The above chart does not present all the expertise and knowledge each candidate possesses.

Candidate
No.

1

Yasunari Sawada

Reappointment



Brief profile, position and responsibility at the Company

| | |
|----------------|---|
| February 1990 | Joined the Company |
| October 2003 | Executive Officer, General Manager of Sales Department |
| November 2006 | Director, Executive Officer and Department Manager of Sales |
| November 2011 | Managing Director and Department Manager of Sales |
| November 2017 | Representative Director and Vice President, Department Manager of Sales |
| September 2018 | Representative Director and President (current position) |

[Reason for the nomination as a Director candidate]

Mr. Yasunari Sawada has contributed to AVANTIA Group's business expansion and development by driving the growth of the individual housing business since joining the Company shortly after its establishment and working on various management issues with his strong leadership and determination since assuming the office of representative director and president. The Company has nominated him as a Director candidate again in the belief that he will contribute to the Company's sustainable growth and enhancement of corporate value by utilizing the abundant experience and insight in the management of the Company previously gained.

(Date of birth)
(May 4, 1971)

Term of office as Company's
Director

18 years (at the conclusion of this
Annual Meeting of Shareholders)

Attendance at Board of Directors
Meetings
13/13 (100%)

Number of the Company's shares
owned
250,300 shares

Candidate
No.

2

Ryo Okamoto

Reappointment



Brief profile, position and responsibility at the Company

| | |
|----------------|---|
| April 1998 | Joined the Company |
| September 2010 | General Manager of Planning & Development Department |
| September 2018 | Executive Officer, General Manager of Planning & Development Department |
| November 2019 | Director, Executive Officer, General Manager of Planning & Development Department |
| November 2021 | Director, Department Manager of Construction (current position) |

[Reason for the nomination as a Director candidate]

Mr. Ryo Okamoto has contributed to the Company's growth and development from a strategic business aspect by building up track records as a person in charge of planning, development, promotion, and marketing of housing and real estate products. The Company has nominated him as a Director candidate again in the belief that he will continuously contribute to the Company's sustainable growth and enhancement of corporate value, mainly through development, business expansion, and branding of new products.

(Date of birth)
(April 30, 1973)

Term of office as Company's
Director

5 years (at the conclusion of this
Annual Meeting of Shareholders)

Attendance at Board of Directors
Meetings
13/13 (100%)

Number of the Company's shares
owned
22,800 shares

Candidate
No.

3

Shoji Higuchi

Reappointment



Brief profile, position and responsibility at the Company

| | |
|---------------|--|
| April 1988 | Joined the Juroku Bank, Ltd. |
| January 2019 | Manager of Tajimi Branch, the Juroku Bank, Ltd. |
| April 2020 | Seconded to the Company, Deputy General Manager of Planning & Development Department |
| November 2020 | General Manager of General Affairs Department |
| April 2021 | Joined the Company |
| November 2021 | Director, Department Manager of Administration (current position) |

[Reason for the nomination as a Director candidate]

Mr. Shoji Higuchi has contributed to the strengthening of AVANTIA Group's management base, including organizational, financial, and risk management, based on his extensive knowledge of and experience in business management cultivated in a financial institution. The Company has nominated him as a Director candidate again in the belief that he will continuously further reinforce the AVANTIA Group's management base and contribute to the Company's sustainable growth and enhancement of corporate value.

(Date of birth)

(September 10, 1965)

Term of office as Company's
Director

3 years (at the conclusion of this
Annual Meeting of Shareholders)

Attendance at Board of Directors
Meetings

13/13 (100%)

Number of the Company's shares
owned

9,600 shares

Candidate
No.

4

Takaki Ebisawa

New
appointment



Brief profile, position and responsibility at the Company

| | |
|----------------|---|
| August 2003 | Joined TOEI HOUSING CORPORATION |
| February 2006 | Joined SANEI ARCHITECTURE PLANNING Co., Ltd. (currently, MELDIA Co., Ltd.) |
| July 2008 | Representative Director and President, Approval Co., Ltd. |
| November 2009 | Representative Director and President, Apro Bank Holdings, Co., Ltd. |
| January 2012 | Representative Director and President, Probank Home Co., Ltd. (current position) |
| September 2021 | Established and became Representative Director and President, Nikko Holdings, Co., Ltd. |
| September 2023 | Joined the Company |
| October 2023 | Executive Officer |
| February 2024 | Executive Officer and General Manager of Tokyo Corporate Department |
| September 2024 | Executive Officer, Department Manager of Sales for Metropolitan Area and General Manager of Tokyo Corporate Department (current position) |

Significant concurrent positions

Representative Director and President, Probank Home Co., Ltd.

[Reason for the nomination as a Director candidate]

Mr. Takaki Ebisawa accumulated experience and built a track record in the real estate industry, mainly in sales, and went on to establish Probank Home Co., Ltd., which would later become a group company of AVANTIA. In his company, he gained experience as a corporate executive. After joining the AVANTIA Group, he has helped to expand business in the Tokyo metropolitan area by drawing on his abundant sales experience and leadership as an Executive Officer of the Company. The Company has nominated him as a new Director candidate in the belief that he will continue to help expand the business base in the Tokyo metropolitan area of the Company and enhance its corporate value.

(Date of birth)

(October 13, 1979)

Number of the Company's shares
owned

1,700 shares

Candidate No. **5** Takeshi Kiroba

New appointment



Brief profile, position and responsibility at the Company

April 1990 Joined Sumitomo Forestry Co., Ltd.
 August 2016 Joined Nihon Jutaku Corporation
 January 2018 Managing Director and Department Manager of Sales, Nihon Jutaku Corporation
 September 2019 Joined and became an Executive Officer of KI-STAR REAL ESTATE CO., LTD.
 November 2022 Representative Director of IKI Co., Ltd. (currently, Hanamaru House Co., Ltd.)
 August 2023 Director of KEIAI NET CLOUD CO., LTD. (currently, KI-STAR REAL ESTATE CO., LTD.)
 September 2024 Joined the Company and became an Executive Officer and Department Manager of Tokyo (current position)
 October 2024 Representative Director and President, Avantia Real Estate Co., Ltd. (current position)

Significant concurrent positions

Representative Director, Avantia Real Estate Co., Ltd.

(Date of birth)
(May 9, 1965)

Number of the Company's shares owned

-

[Reason for the nomination as a Director candidate]

Mr. Takeshi Kiroba has been involved in the housing industry for a great number of years and has gained abundant experience as a corporate executive with deep knowledge of not only the construction field but also marketing, the establishment of sales organizations and disciplines including business management. The Company has nominated him as a new Director candidate in the belief that he will help to cultivate new business domains and enhance corporate value by drawing on his extensive knowledge of and experience in diverse fields as the Company is striving to offer "Comprehensive Real Estate Services," held up in its long-term vision.

Candidate No. **6** Etsuko Yuhara

Reappointment

Outside

Independent Officer



Brief profile, position and responsibility at the Company

April 1992 Joined Fukutake Publishing Co., Ltd. (currently, Benesse Corporation)
 April 2001 Research Fellowship for Young Scientists of Japan Society for the Promotion of Science
 April 2004 Lecturer of Department of Social Welfare, Faculty of Social Welfare, Nihon Fukushi University
 April 2007 Associate Professor of Department of Social Welfare, Faculty of Social Welfare, Nihon Fukushi University
 July 2010 Director of Carers Japan
 April 2018 Professor of Department of Social Welfare, Faculty of Social Welfare, Nihon Fukushi University (current position)
 May 2021 Chairperson of Nagoya City Recidivism Prevention Council (current position)
 June 2021 Chairperson of Toyota City Recidivism Prevention Committee (current position)
 November 2021 Outside Director of the Company (current position)
 May 2022 Director of Chitachiiki-Kenriyogoshien-Center (current position)
 August 2023 Representative Director of Carers Japan (current position)
 June 2024 Advisor, NPO kurashi-o-en network (current position)

Significant concurrent positions

Professor of Department of Social Welfare, Faculty of Social Welfare, Nihon Fukushi University
 Representative Director of Carers Japan
 Chairperson of Nagoya City Recidivism Prevention Council
 Chairperson of Toyota City Recidivism Prevention Committee
 Director of Chitachiiki-Kenriyogoshien-Center
 Advisor, NPO kurashi-o-en network

(Date of birth)
(February 12, 1970)

Term of office as Company's Outside Director

3 years (at the conclusion of this Annual Meeting of Shareholders)

Attendance at Board of Directors Meetings
13/13 (100%)

Number of the Company's shares owned
3,700 shares

[Reason for the nomination as an Outside Director candidate and outline of expected roles]

Although Ms. Etsuko Yuhara has no experience of direct involvement of corporate management, she has extensive knowledge as a university professor specializing in local welfare and aging issues and has provided instructive advice and suggestions to the Company's business from various perspectives, such as the aged, young, and women. As such, the Company has nominated her as an Outside Director candidate again in the belief that she will contribute to the enhancement of corporate value and diversity promotion of the Company from an independent and unbiased point of view.

Candidate No. 7

Minoru Matsushima

Reappointment

Outside

Independent Officer



Brief profile, position and responsibility at the Company

| | |
|---------------|---|
| April 1992 | Joined Nikken Engineering Corporation |
| July 1996 | Joined Toa Highway Guard Corporation |
| November 1998 | Established ECO SYSTEM LLC (currently, Japan Ecosystem Co., Ltd.) Representative Director and President (current position) |
| November 2015 | Representative Director of Satellite Ichinomiya Co., Ltd. |
| May 2017 | Representative Director of Nippon Vender Net Co., Ltd. |
| December 2019 | Director of Nippon Vender Net Co., Ltd. |
| April 2021 | Board of Trustee member of Shotoku Gakuen (current position) |
| November 2022 | Outside Director of the Company (current position) |
| December 2022 | Representative Director and Chairperson of Nippon Vender Net Co., Ltd. (current position) |
| January 2023 | Representative Director of AOI DENKI KOUGYO Co., Ltd. (current position) |
| October 2023 | Representative Director of OTS Inc. (current position) |

(Date of birth)
(August 27, 1973)

Term of office as Company's
Outside Director

2 years (at the conclusion of this
Annual Meeting of Shareholders)

Attendance at Board of Directors
Meetings
13/13 (100%)

Number of the Company's shares
owned
7,000 shares

Significant concurrent positions

Representative Director and President of Japan Ecosystem Co., Ltd.
Representative Director and Chairperson of Nippon Vender Net Co., Ltd.
Board of Trustee member of Shotoku Gakuen
Representative Director of AOI DENKI KOUGYO Co., Ltd.
Representative Director of OTS Inc.

[Reason for the nomination as an Outside Director candidate and outline of expected roles]

Mr. Minoru Matsushima has abundant experience and knowledge as an in-service manager of a listed company and has provided advice and suggestions that contribute to the enhancement of corporate value from various points of view, such as corporate governance and sustainability. As such, the Company has nominated him as an Outside Director candidate again in the belief that he will contribute mainly to the enhancement of corporate value, promotion of sustainability management, and strengthening of corporate governance of the Company from an independent and unbiased point of view.

Candidate No. 8

Tetsuro Kato

Reappointment

Outside

Independent Officer



Brief profile, position and responsibility at the Company

| | |
|---------------|---|
| April 1987 | Joined Takeshi Kato Certified Public Accountants Office |
| June 2005 | Established and became Representative of Tetsuro Kato Tax Accountant Office |
| January 2012 | Established and became Representative Partner of Tax Accountants Corporation Aobakai (current position) |
| November 2015 | Established and became Representative Director of Orca Consulting Ltd. |
| June 2017 | Representative Director of Shinachu Co., Ltd. (current position) |
| October 2017 | Representative Director of agricoeules Co., Ltd. (current position) |
| April 2022 | Representative Director of Nakamyo Yuuki Accounting Office Co., Ltd. (current position) Representative Director of AOBA Co., Ltd. (current position) |
| November 2022 | Outside Director of the Company (current position) |

(Date of birth)
(February 1, 1965)

Term of office as Company's
Outside Director

2 years (at the conclusion of this
Annual Meeting of Shareholders)

Attendance at Board of Directors
Meetings
13/13 (100%)

Number of the Company's shares
owned
1,100 shares

Significant concurrent positions

Representative Partner of Tax Accountants Corporation Aobakai
Representative Director of Orca Consulting Ltd.
Representative Director of Shinachu Co., Ltd.
Representative Director of agricoeules Co., Ltd.
Representative Director of Nakamyo Yuuki Accounting Office Co., Ltd.
Representative Director of AOBA Co., Ltd.

[Reason for the nomination as an Outside Director candidate and outline of expected roles]

Mr. Tetsuro Kato has specialized knowledge as a certified tax accountant and management experience in a consulting firm strong in M&A and has been providing instructive advice and suggestions extensively from financial and business management perspectives. As such, the Company has nominated him as an Outside Director candidate again in the belief that he will contribute mainly to the enhancement of corporate value, strengthening of the management base in financial and capital aspects, and strengthening of corporate governance from an independent and unbiased point of view.



Brief profile, position and responsibility at the Company

| | |
|-------------|--|
| April 1986 | Joined the Bank of Japan |
| May 2009 | Kitakyushu Branch Manager of the Bank of Japan |
| July 2011 | Osaka Branch Deputy Manager of the Bank of Japan |
| June 2014 | Deputy Director-General, Financial System and Bank Examination Department of the Bank of Japan |
| August 2017 | Senior Research Fellow, Institute for Monetary and Economic Studies of the Bank of Japan |
| March 2018 | Registered as attorney-at-law with Tokyo Bar Association Joined URYU & ITOGA (law firm). Attorney-at-law (current position) |
| April 2020 | Registered as patent attorney with the Japan Patent Attorneys Association |
| June 2020 | Outside Audit & Supervisory Board Member of NAITO SECURITIES CO., LTD. (current position) |

Significant concurrent positions

Attorney-at-law of URYU & ITOGA

Outside Audit & Supervisory Board Member of NAITO SECURITIES CO., LTD.

(Date of birth)
(September 2, 1962)Number of the Company's shares
owned

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[Reason for the nomination as an Outside Director candidate and outline of expected roles]

Although Mr. Satoshi Nagano has no experience of being directly involved in corporate management, he is widely knowledgeable in the economic and financial fields through serving in a variety of important roles including Senior Research Fellow at the Institute for Monetary and Economic Studies at the Bank of Japan. The Company has nominated him as a new Outside Director candidate in the belief that he can give advice on the management of the Company and offer accurate suggestions on the execution of duties from his practical and diverse perspectives, based on his extensive experience and professional knowledge as both an attorney-at-law and a patent attorney.

- Notes:
1. There are no special relationships of interest between the respective Director candidates and the Company.
 2. The three persons, Mr. Takaki Ebisawa, Mr. Takeshi Kiroba, and Mr. Satoshi Nagano, are candidates for new Director.
 3. The four persons, Ms. Etsuko Yuhara, Mr. Minoru Matsushima, Mr. Tetsuro Kato and Mr. Satoshi Nagano, are candidates for Outside Director.
 4. In accordance with the provisions of Article 427, paragraph (1) of the Companies Act, the Company has entered into an agreement with the respective three persons, Ms. Etsuko Yuhara, Mr. Minoru Matsushima, and Mr. Tetsuro Kato, to limit their liability for damages as provided for by Article 423, paragraph (1) of the said Act; provided, however, that the minimum liability amount provided for by Article 425, paragraph (1) of the said Act shall be set as a limit if the Director acts in good faith without gross negligence. The Company shall renew the agreement concerned if the three are reappointed as originally proposed. If the appointment of Mr. Satoshi Nagano is approved, the Company will enter into a similar Director and Officers Liability Insurance with him.
 5. The Company has entered into a Directors and Officers Liability Insurance (D&O Insurance) Contract, stipulated in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The said insurance contract will compensate for legal damages and costs to be borne by the insured, with the Company bearing the insurance premium of the insured in full amount. Certain exemptions exist, however, such as non-coverage of damages caused by any conduct committed by the insured while knowing that such conduct was in violation of laws and regulations. Each candidate, if they are elected and assume office, will be part of the insured parties of the said insurance contract. The insurance contract will also be renewed under the same terms and conditions upon its subsequent renewal.
 6. The three persons, Ms. Etsuko Yuhara, Mr. Minoru Matsushima, and Mr. Tetsuro Kato, meet the requirements of an Independent Officer specified by the Tokyo Stock Exchange and Nagoya Stock Exchange. The Company has notified both stock exchanges that the three are Independent Officers. If the three are reappointed as originally proposed, they will continue to be Independent Officers. Mr. Satoshi Nagano meets the requirements of an Independent Officer specified by the Tokyo Stock Exchange and Nagoya Stock Exchange. If the appointment of Mr. Satoshi Nagano is approved, the Company will notify both stock exchanges that he is an Independent Officer.